

NKT A/S' Annual General Meeting on Thursday, 21 March 2019 at 3.00 pm (CET) at Comwell Conference Center Copenhagen, Center Boulevard 5, DK-2300 Copenhagen S.

In accordance with article 5 of the Articles of Association, notice is hereby given of the Annual General Meeting of NKT A/S, company registration No. 62 72 52 14.

## Agenda and full contents of the proposals

- 1.** Report by the Board of Directors on the Company's activities in 2018.

*the other member of each committee is remunerated with DKK 50,000.*
- 2.** Presentation of the audited Annual Report, including the annual and consolidated accounts, the statements of the Management and Board of Directors, the auditor's report and reviews for the year.

*It is proposed that the remuneration for the working committee of NKT Photonics shall be DKK 150,000 to the Chairman and DKK 75,000 to the other member.*
- 3.** Adoption of the audited Annual Report.
- 4.** Proposal by the Board of Directors for the distribution of profit or cover of loss.

*The Board of Directors proposes that no dividend payment is to be paid out on the basis of the 2018 results.*
- 5.** Resolution regarding discharge of Management and Board of Directors from their liabilities.
- 6.** Remuneration of the Board of Directors – 2019.

*The Board of Directors proposes that the remuneration for 2019 remains unchanged compared to 2018, that is:*

*The Board of Directors proposes that the remuneration of the Board of Directors shall be DKK 900,000 to the Chairman who receives no further remuneration for committee work, DKK 600,000 to the Deputy Chairman and DKK 300,000 to each of the other members.*

*It is proposed that the Chairman of the Audit Committee is remunerated with DKK 200,000, whereas the committee's other member is remunerated with DKK 100,000.*

*It is proposed that the Chairmen of the Remuneration Committee and the Nomination Committee are remunerated with DKK 100,000 each and that*
- 7.** Election of Board members.

*It is proposed that all current members of the Board of Directors elected by the General Meeting are re-elected.*

*The members of the Board of Directors elected by the General Meeting are: Jens Due Olsen, René Svendsen-Tune, Jens Maaløe, Andreas Nauen, Jutta af Rosenborg and Lars Sandahl Sørensen.*

*A description of the background and other executive functions (CVs) held by the persons up for election is attached and is available at the Company's website, [www.nkt.com](http://www.nkt.com).*
- 8.** Election of one or more public accountants.

*It is proposed that Deloitte Statsautoriseret Revisionspartnerselskab, company registration No. 33 96 35 56, is re-elected. The proposal is in accordance with the nomination made by the Audit Committee. The Audit Committee is not influenced by any third parties and has not been subject to any agreement which limits the General Meeting's freedom to elect auditor or audit firm.*
- 9.** Any other proposals from the Board of Directors or the shareholders.

*No proposals.*
- 10.** Any other business.

## Additional information

### Majority requirements

Adoption of proposals listed under items 3–8 on the agenda calls for simple majority.

### Documents available for inspection

No later than three weeks before the General Meeting, the following documents will be available for the shareholders at the Company's website, [www.nkt.com](http://www.nkt.com), under the heading 'Investors/ General Meetings' and at NKT Shareholder Portal:

(1) the notice convening the Annual General Meeting, (2) information about NKT A/S' total share capital and voting rights at the time of the notice convening the Annual General Meeting, (3) the consolidated audited Annual Report for 2018 of NKT A/S, (4) the agenda and the full contents of the proposals submitted to the General Meeting including exhibits, (5) forms to be used for request for admission card, appointment of proxy and voting by post.

### Date of Registration

The admission card is issued on the basis of ownership registered in NKT A/S' register of shareholders on the date of registration which is Thursday, 14 March 2019, 11.59 pm (CET), and on the basis of notifications that NKT A/S has received no later than on the date of registration for entrance in the register of shareholders.

### Share capital and right to vote

The share capital of NKT A/S as per today amounts to DKK 542,527,380, each share of nominally DKK 20. Any share amount of DKK 20 carries one vote at the General Meeting.

The right to vote at the General Meeting is determined by the number of shares held by the shareholder on the date of registration, cf. article 7.3 of the Articles of Association. The number of shares held by each shareholder on the date of registration is calculated as described above.

### Admission cards and voting papers

The Board of Directors has decided that the Annual General Meeting shall be conducted by physical presence. If you wish to attend the General Meeting you are required to request for an admission card for yourself or any proxy and for any attending advisor or accompanying guest, cf. article 7 of the Articles of Association.

Admission card(s) must be requested no later than Monday, 18 March 2019, at 10.00 am (CET):

- at [www.nkt.com](http://www.nkt.com) under the heading 'Investors/ Shareholder Portal',
- by telephone +45 4546 0997 (giving details of your name and VP account number),
- by contacting NKT A/S at Vibeholms Allé 20, DK-2605 Brøndby (also giving details of your VP account number), or
- by sending the completed registration form duly signed and with clear indication of the shareholder's name and VP account number to Computershare A/S, Lottenborgvej 26 D, DK-2800 Kgs. Lyngby by post or by email to [gf@computershare.dk](mailto:gf@computershare.dk).

Admission card(s) requested at the NKT Shareholder Portal at [www.nkt.com](http://www.nkt.com) will be sent to the email address provided upon registration and must be presented at the General Meeting on smartphone/tablet or printed.

Admission card(s) requested by phone or post have to be collected at the entrance to the General Meeting upon presentation of valid ID.

You will receive voting papers to be used at the General Meeting at the entrance to the General Meeting.

Shareholders who wish to bring an accompanying guest are required to provide the name of the guest upon requesting for an admission card. If a shareholder is represented by proxy, the proxy holder also has the option of being accompanied by a guest provided that the name of the guest is also provided.

### Proxy

In case you are not able to attend the General Meeting, you may vote by granting proxy to the Board of Directors of NKT A/S, alternatively to another person appointed by you. Hereafter, the proxy holder can exercise the voting rights attached to your shares at the General Meeting.

## Additional information

The proxy form must be received by NKT A/S no later than Monday, 18 March 2019, at 10.00 am (CET). Proxy can be appointed:

- at [www.nkt.com](http://www.nkt.com) under the heading 'Investors/ Shareholder Portal', or
- by sending the completed proxy form duly signed and with clear indication of the shareholder's name and VP account number to Computershare A/S, Lottenborgvej 26 D, DK- 2800 Kgs. Lyngby by post or by email to [gf@computershare.dk](mailto:gf@computershare.dk).

Please note that it is not possible to vote both by proxy and by post.

### Postal vote

It is also possible to vote by post. The postal vote must be received by NKT A/S no later than Tuesday, 19 March 2019 at 10.00 am (CET). A submitted postal vote cannot be revoked.

Postal votes can be submitted:

- at [www.nkt.com](http://www.nkt.com) under the heading 'Investors/ Shareholder Portal', or
- by sending the completed postal vote form duly signed and with clear indication of the shareholder's name and VP account number to Computershare A/S, Lottenborgvej 26 D, DK-2800 Kgs. Lyngby by post or by email to [gf@computershare.dk](mailto:gf@computershare.dk).

Please note that it is not possible to vote both by post and by proxy.

### Questions to NKT Group Management

Prior to the Annual General Meeting the shareholders may ask questions in writing to the Group Management of NKT A/S regarding matters of importance to the assessment of the Annual Report for 2018, the Company's general position or any other issues which are subject to decision at the General Meeting. Questions must be sent to [AGM2019@nkt.com](mailto:AGM2019@nkt.com) or by post to NKT A/S. NKT A/S may choose to answer the question by posting the answer on the website ([www.nkt.com](http://www.nkt.com)). If the shareholder is not represented at the General Meeting, NKT A/S may omit answering the question. At the General Meeting shareholders may ask questions orally regarding the above mentioned matters to the Group Management of NKT A/S and the auditor.

### Press officers

Press officers attending the General Meeting are required to register at the information desk and shall carry visible press tags.

### Parking and Practical information

Free parking is available on the parking area outside Comwell Conference Center Copenhagen (P1 is closest to the entrance) but only by use of a parking ticket, pre-paid by NKT A/S, which can be collected in the lobby of Comwell Conference Center Copenhagen (Conference Center Entrance 2) before the General Meeting. Further practical information including driving directions is available at [www.nkt.com](http://www.nkt.com).

NKT / 27 February 2019

### Data Privacy

*NKT is a data controller according to applicable law on protection of personal data. In connection with NKT's General Meeting NKT is processing the following personal data on shareholders and proxy holders/advisors/guests, if any: Data as registered in the register of shareholders and name, address and email address as provided upon registration or submission of proxy/postal vote. The purpose is to identify and send notice to convene the General Meeting to the shareholders and to ensure that the relevant persons will have access to attend NKT's general meeting and can exercise their fundamental rights before and at the General Meeting. For more information please see NKT's Data Privacy Policy at [www.nkt.com](http://www.nkt.com). NKT shares personal data with Computershare A/S, which is NKT's registered registrar. Reference is made to Computershare A/S' Data Privacy Policy at [www.computershare.com/dk](http://www.computershare.com/dk). If you have questions please send NKT an email: [compliance@nkt.com](mailto:compliance@nkt.com).*