



Company announcement 8 2016/17 Allerød, 27 Maj 2016

Notice of annual general meeting

The Board of Directors of Matas A/S is pleased to invite shareholders to the company's annual general meeting to be held on

**Wednesday, 29 June 2016, at 4 p.m. (CEST)
at Tivoli Hotel & Congress Center, Arni Magnussons Gade 2-4, DK- 1577 Copenhagen V.**

Please register for the annual general meeting by Friday, 24 June 2016 through the shareholder portal at investor.en.matas.dk or by completing and submitting a registration form to Computershare A/S, Kongevejen 418, DK-2840 Holte. The annual general meeting will be conducted in Danish and will not be webcasted.

Tea, coffee and cake will be served from 3:30 p.m. to 4:00 p.m. (CEST)

The agenda of the annual general meeting will include the following business:

1. The Board of Directors' report on the company's activities in the past financial year.
2. Presentation and approval of the audited annual report for the 2015/16 financial year including the auditors' report.
3. Distribution of profit for the year according to the approved financial statements, including declaration of dividends.
4. Discharge of the Board of Directors and the Executive Management.
5. Approval of the level of remuneration of the Board of Directors for the financial year 2016/17.
6. Election of members to the Board of Directors.
7. Appointment of auditors.
8. Proposals from the shareholders and/or the Board of Directors.

Proposals from the Board of Directors:

- 8.a. Reduction of the company's share capital.
 - 8.b. Authorisation to acquire treasury shares.
9. Any other business.

Complete proposals

Re agenda item 1

The Board of Directors proposes that the report by the Board of Directors be approved by the general meeting.

Re agenda item 2

The Board of Directors proposes that the audited annual report for the 2015/16 financial year be approved by the general meeting.

Re agenda item 3

The Board of Directors proposes that dividends of DKK 6.30 per share with a nominal value of DKK 2.50 be distributed for the 2015/2016 financial year. Dividends will be paid on Monday, 4 July 2016, following approval by the annual general meeting.

Re agenda item 4

The Board of Directors proposes that the general meeting grant discharge from liability to the Board of Directors and the Executive Management.

Re agenda item 5

The Board of Directors proposes that the general meeting approve unchanged fees to the members of the Board of Directors for the 2016/2017 financial year, consisting of a base fee of DKK 300,000 and a fee to the Chairman of the Board of Directors of 2.5 times the base fee and a fee to the Deputy Chairman of 1.5 times the base fee for their extended duties. The Chairman of the Audit Committee will receive a total of 1.25 times the base fee for board and committee work.

Re agenda item 6

Pursuant to the company's articles of association, the board members elected by the general meeting retire each year. The board members are elected for the period until the next annual general meeting.

The Board of Directors proposes re-election of all members of the Board of Directors:

- Lars Vinge Frederiksen
- Lars Frederiksen
- Ingrid Jonasson Blank
- Christian Mariager
- Birgitte Nielsen

A description of the candidates proposed by the Board of Directors is provided in Annex 1.

Re agenda item 7

The Board of Directors proposes that Ernst & Young Godkendt Revisionspartnerselskab, Company reg. (CVR) no. 30 70 02 28, be re-appointed as the company's auditors.

Re agenda item 8.a

As stated in company announcement no. 16 2015/2016 of 19 November 2015, the Board of Directors has resolved to use the authorisation, given at the annual general meeting held on 24 June 2015, to acquire treasury shares and to initiate a share buyback programme with a maximum amount of DKK 125 million. The share buyback programme was carried out in the period from 19 November 2015 until 12 May 2016. In addition, Matas has repurchased treasury shares under the share buyback programme that was carried out in the period from 18 November 2014 until 20 May 2015, as stated in company announcement no. 6

2015/2016 of 20 May 2015. Reference is further made to the company announcements on the share buyback programmes published on the company's website: investor.en.matas.dk.

Against this background, the Board of Directors proposes that the company's share capital be reduced by a nominal value of DKK 2,500,000 from a nominal value of DKK 100,728,730 to a nominal value of DKK 98,228,730 through cancellation of a part of the company's holding of treasury shares, a total of 1,000,000 treasury shares of DKK 2.50 each, equivalent to 2.50% of the company's total share capital.

The purpose of the reduction of the company's share capital is to distribute funds to the shareholders by way of the share buyback in accordance with earlier authorisations to the Board of Directors adopted by the shareholders. The distribution has materialised in connection with the repurchase of treasury shares.

The following information is disclosed in connection with the capital reduction and the share cancellation:

- 705,070 shares divided into shares of DKK 2.50 each were repurchased in the period from 19 November 2015 till 12 May 2016 for a total of DKK 89,845,033, corresponding to an average purchase price of 127.43 (rounded).
- 294,930 shares divided into shares of DKK 2.50 each were repurchased in the period from 18 November 2014 till 20 May 2015 for a total of DKK 43,024,388, corresponding to an average purchase price of 145.88 (rounded).

The treasury shares were thus acquired for a total of DKK 132,869,421, and the proposal entails that, in addition to the nominal amount of the reduction of DKK 2,500,000, a total of DKK 130,369,421 has been distributed to the shareholders, in accordance with section 188, paragraph 1, no. 2 of the Danish Companies Act. The capital reduction will thus be made at a premium. The reduction amount will be transferred from the Company's restricted reserves to the company's distributable reserves.

Following the capital reduction, the company's share capital will be nominally DKK 98,228,730.

Adoption of the proposed resolution to reduce the share capital will result in the following amendment to article 2.1 of the articles of association effective from the completion of the capital reduction:

"The Company's nominal share capital is DKK 98,228,730, divided into shares of DKK 2.50 each or multiples thereof."

Re agenda item 8.b

The Board of Directors proposes that the Board of Directors be authorised by the general meeting in the period until the next annual general meeting to let the company acquire treasury shares for up to 10% of the share capital, provided that the company's holding of treasury shares may at no time exceed 10% of the share capital. The purchase price must not deviate by more than 10% from the price quoted on Nasdaq Copenhagen at the time of purchase.

Adoption requirements, share capital, record date, attendance and voting rights

Adoption of the proposal submitted by the Board of Directors under agenda item 8.a requires a majority in favour of the proposed resolution of at least two-thirds of both the votes cast and of the voting share capital represented at the general meeting, see article 7.2 of the articles of association. All other resolutions require a simple majority of votes pursuant to article 7.1 of the articles of association.

The total nominal value of the company's share capital is DKK 100,728,730 divided into shares of DKK 2.50 each, equivalent to 40,291,492 shares. Each share of DKK 2.50 carries one vote.

The right of a shareholder to attend and vote at a general meeting is determined by the shares held by the shareholder at the record date. The record date is **Wednesday, 22 June 2016**. The shares held by each shareholder at the record date are calculated based on the registration of the number of shares held by that shareholder in the company's register of shareholders as well as on any notification of ownership received by the company for the purpose of registration in the company's register of shareholders but not yet registered.

Shareholders holding shares in the company at the record date are entitled to attend and vote at the general meeting. The shareholder must obtain an admission card in order to attend the general meeting.

Requests for admission cards may be made on or before **Friday 24, June 2016** as follows:

- by registering electronically through the company's shareholder portal at investor.en.matas.dk; or
- by submitting a completed, dated and signed registration form by ordinary mail to Computershare A/S, Kongevejen 418, DK-2840 Holte, by fax on +45 45 46 09 98 or by e-mailing a scanned version to gf@computershare.dk to be received by Computershare A/S before the deadline. The registration form is available at the company's website investor.en.matas.dk.

Proxy

Shareholders who are unable to attend the general meeting may issue a proxy to the Board of Directors or to any other named third party.

Proxies may be appointed on or before **Friday, 24 June 2016** as follows:

- electronically through the company's shareholder portal at investor.en.matas.dk, or
- by submitting a proxy form which is available at the company's website, investor.en.matas.dk. Please forward the completed, dated and signed proxy form to Computershare A/S, Kongevejen 418, DK-2840 Holte, by fax +45 45 46 09 98 or by e-mail in a scanned version to gf@computershare.dk to be received by Computershare A/S before the deadline.

Voting by correspondence

Shareholders who are unable to attend the general meeting may also vote by correspondence.

Shareholders may vote by correspondence on or before **Tuesday 28 June 2016** as follows:

- electronically through the company's shareholder portal at investor.en.matas.dk; or
- by submitting a form for voting by correspondence which is available at the company's website, investor.en.matas.dk. Please forward the completed, dated, and signed form to Computershare A/S, Kongevejen 418, DK-2840 Holte, by fax +45 45 46 09 98 or by e-mail in a scanned version to gf@computershare.dk to be received by Computershare before the deadline.

Questions from shareholders

Shareholders may ask questions to Management at the general meeting. Questions regarding the agenda and other documents for the general meeting may also be submitted in writing to be received by the company not later than one week before the date of the general meeting. Questions may be sent to som@matas.dk or by ordinary mail to the company's address, Matas A/S, Rørmosevej 1, DK-3450 Allerød, marked 'Investor Relations'.

Additional information

For a period of three weeks prior to the general meeting, including the date of the general meeting, the following information will be available at the company's website, investor.matas.dk:

- The notice convening the general meeting
- The total number of shares and voting rights at the date of the notice
- The documents to be presented at the general meeting
- The agenda and the complete proposals
- The audited annual report for the 2015/16 financial year
- The forms to be used for voting by proxy or voting by correspondence

Allerød, 27 May 2016

On behalf of the Board of Directors for Matas A/S

Lars Vinge Frederiksen
Chairman

For further information, please contact:

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Annex 1 – Board candidates

Lars Vinge Frederiksen

Born 1958, Danish nationality, professional board member since 2013. Chairman since 2013, when he joined the Board of Directors. Lars Vinge Frederiksen also chairs the Remuneration and Nomination Committees.

The Board of Directors proposes re-election of Lars Vinge Frederiksen on account of his special expertise in management and strategic development, as well as experience with listed companies.

Lars Vinge Frederiksen is deemed an independent board member according to section 3.2.1 of the Recommendations on Corporate Governance issued by the Committee on Corporate Governance.

Lars Vinge Frederiksen is a member of the boards of directors of Falck A/S, Rockwool A/S, Widex A/S, Augustinus Industri A/S, Hedorf Holding A/S and Tate & Lyle, London. He is also the Deputy Chairman of the Danish Committee on Corporate Governance and a member of the Supervisory Board of PAI Partners SA, France.

Lars Frederiksen

Born 1969, Danish nationality, professional board member since 2007. Has been a member of the Board of Directors since 2007 and is a member of the Remuneration, Nomination and Audit Committees.

The Board of Directors proposes re-election of Lars Frederiksen on account of his general management experience and expertise in retailing.

Lars Frederiksen is deemed an independent board member according to section 3.2.1 of the Recommendations on Corporate Governance issued by the Committee on Corporate Governance.

Lars Frederiksen is chairman of the boards of directors of Clea Capital Ltd., Burner International A/S and Jægersborg Ejendomme A/S.

Ingrid Jonasson Blank

Born 1962, Swedish nationality, professional board member since 2010. Has been a member of the Board of Directors since 2013 and is a member of the Remuneration and Nomination Committees.

The Board of Directors proposes re-election of Ingrid Jonasson Blank on account of her general management experience in retailing and board experience from listed companies.

Ingrid Jonasson Blank is deemed an independent board member according to section 3.2.1 of the Recommendations on Corporate Governance issued by the Committee on Corporate Governance.

Ingrid Jonasson Blank is a member of the boards of directors of Ambea Sverige AB, Musti ja Mirri Grp Oy, Fiskars Oyj, Orkla ASA, Bilia AB, Royal Unibrew A/S, ZetaDisplay AB, Matse Holding AB and Martin&Severa AB.

Christian Mariager

Born 1961, Danish nationality, professional board member since 2015 and is a member of the Audit Committee.

The Board of Directors proposes that Christian Mariager be elected to the Board of Directors on account of his general strategy and management experience in consumer goods and retailing.

Christian Mariager deemed an independent board member according to section 3.2.1 of the Recommendations on Corporate Governance issued by the Committee on Corporate Governance.

Christian Mariager is chairman of the board of directors of Comitel A/S and Coffeebrewer Nordic A/S. Vice chairman of the board of directors of NDI A/S and Brunata A/S. Member of the board of directors of Imerco A/S, Michael Goldschmidt Holding A/S, Løgismose Meyers A/S and Wagg Foods Ltd.(UK). He is also a member of The Advisory Board at Columbia Business School.

Birgitte Nielsen

Born 1963, Danish nationality, professional board member since 2006. Has been a member of the Board of Directors since 2013 and chairs the Audit Committee.

The Board of Directors proposes re-election of Birgitte Nielsen on account of her general management and board experience and extensive financial and accounting knowledge.

Birgitte Nielsen is deemed an independent board member according to section 3.2.1 of the Recommendations on Corporate Governance issued by the Committee on Corporate Governance.

Birgitte Nielsen is a member of the boards of directors of Topdanmark A/S, Kirk Kapital A/S, Arkil Holding A/S, Coloplast A/S, Gigtforeningen and De Forenede Ejendomsselskaber A/S. She is furthermore chairman of the audit committee of Arkil Holding A/S and a member of the audit committee of Topdanmark A/S.