

BoConcept Holding A/S

Central Business Registration No CVR-nr. 34 01 84 13

The annual general meeting of BoConcept will be held on

Wednesday 27 August 2014 – at 4pm

at the company's office at Mørupvej 16, DK-7400 Herning (Base Camp).

Agenda:

1. Election of chairman of the meeting
2. Management's review
3. Presentation of the annual report
4. Approval of annual report, including decision on discharge for executive and supervisory boards as well as decision on distribution of profit or covering of losses according to the approved annual report

The supervisory board recommends to the company in general meeting that no dividend be paid for the 2013/2014 financial year

5. Election of supervisory board members

According to the articles of association the supervisory board members elected at the general meeting must be re-elected on an annual basis.

The supervisory board proposes the re-election of Viggo Mølholm, Peter Thorsen, Henrik Burkal and Preben Bager.

6. Appointment of auditors

The board recommends reappointment of PricewaterhouseCoopers, state authorised public accountant

7. Resolutions proposed by the supervisory board:

The supervisory board recommends that the shareholders in general meeting authorise the board to increase the share capital by issuing Class B shares for a nominal amount not exceeding DKK 2,622,118 in the period up to and including 1 August 2019. The authorisation would be inserted into the company's articles of association as a new article, 7c, which reads as follows:

(1)

The supervisory board is authorised to increase the share capital by one or more issues of new Class B shares, conferring pre-emption rights on the company's existing shareholders (see Article 4), for a total nominal value not exceeding DKK 2,622,118, subject to 7c(3) below.

This authorisation is given for the period of time up to and including 1 August 2019.

Shares issued must be paid for in cash. Part payment is not possible.

(2)

The supervisory board is authorised to increase the share capital by one or more issues of new Class B shares without conferring pre-emption rights on the company's existing shareholders (see Article 4) for a total nominal value not exceeding DKK 2,622,118, subject to 7c(3) below. The share capital may be increased by non-cash contributions and without pre-emption rights being granted to existing shareholders, provided that the contribution is in consideration of the company's acquisition of an existing enterprise or specific assets at a price equalling the value of the shares issued.

This authorisation is given for the period of time up to and including 1 August 2019.

(3)

The authorisation granted to the supervisory board in accordance with 7c(1) and 7c(2) may be exercised for a total maximum issue of new Class B shares with a total nominal value of DKK 2,622,118.

(4)

New Class B shares issued in accordance with 7c(1) and 7c(2) will be registered through VP Securities A/S and issued to bearer, but may be registered in the name of the holder. The shares will be negotiable instruments and carry the same rights as the previous Class B shares in all other respects. No restrictions apply to the negotiability of the shares, nor is there any obligation to redeem the shares. The supervisory board determines the terms and conditions governing capital increases in accordance with this authorisation.

8. Any other business

The notice convening the general meeting, the agenda, the company's 2013/2014 annual report with consolidated financial statements, the complete proposals, stating the total number of shares and voting rights, including the total number by share class and the forms to be used for voting by post or proxy will be open for inspection by the shareholders at the company's office in Herning from 5 August 2014.

Share capital, voting rights and custodian bank

The company's share capital consists of shares corresponding to DKK 28,621,190, in denominations of DKK 10 and multiples hereof. The company's share capital amounts to Class A shares for DKK 2,400,000 and Class B shares for DKK 26,221,190. The Class A shares carry ten votes for each Class A share of DKK 10, and the Class B shares carry one vote for each Class B share of DKK 10.

Any shareholder may attend the general meeting provided that he has obtained an admission card three days prior to the date of the general meeting, either from the company's office or from another place stated in the notice and on presentation of proof of his shares or reference to registration in the name of the holder or other evidence of his shareholding.

Shareholders are entitled to vote at the company's general meeting provided that their shareholding has been registered not later than seven days prior to the general meeting. Voting may also be by proxy for which a specific form is required. The form can be downloaded from the company's website www.boconcept.com/en-gb/investor-relations and must reach BoConcept Holding not later than three days prior to the general meeting.

The shareholders exercise their financial rights through their own custodian bank.

BoConcept Holding A/S

Viggo Mølholm
Bestyrelsesformand