

**Notice to convene the annual general meeting in FirstFarms A/S**

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The Board of Directors hereby convenes to annual general meeting in FirstFarms A/S, CVR 28 31 25 04. The annual general meeting will be held on Thursday 28 April 2011 at 5 p.m. in:

**Conference centre Hotel Legoland, Aastvej 10B, DK-7190 Billund**  
*(At arrival, a parking ticket can be picked up at the reception,  
and then placed visible in your windscreen)*

**Agenda:**

- 1. Report on the company's activities**
- 2. Presentation and adoption of the annual report with auditor's report for approval and discharge of the Board of Directors from their obligation, having adopted the accounts**
- 3. Decision about utilisation of profit or covering of loss according to the approved annual report**
- 4. Election of Board members**
- 5. Election of auditor**
- 6. Proposals from the Board of Directors and the shareholders**
  - a. Prolongation of authorisations to issue warrants and increase the Company's share capital and changes of the Articles of Association**
  - b. Authorisation to acquire own shares**
  - c. Authorisation to the chairman of the meeting**
- 7. Any other business**

**Ad 4** The current 5 board members; Henrik Hougaard, Kjeld Iversen, Lars Thomassen, Jens Møller and Per Villumsen are up for election.

Per Villumsen, who is also CEO in the company, do not accept re-election.

The Board of Directors proposes that the number of members in the Board of Directors is reduced from 5 to 4. The Board of Directors proposes re-election of Hougaard, Kjeld Iversen, Lars Thomassen and Jens Møller. Information about the different members' leadership tasks can be found in the annual report.

**FIRSTFARMS A/S**

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DK-7190 Billund

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Fax.: +45 7586 8783

www.firstfarms.dk  
www.firstfarms.com  
info@firstfarms.dk

CVR nr.: 28312504  
Registered office: Billund

The company has been informed that a shareholder, Henrik Høeg Fangel, wishes to run in election to the Board of Directors. Information about Henrik Høeg Fangel's leadership tasks can be found on the company's website [www.firstfarms.com](http://www.firstfarms.com).

**Ad 5** The Board of Directors proposes re-election of KPMG Statsautoriseret Revisionspartnerselskab as the company's auditor.

**Ad 6.a** Proposal from the Board of Directors

- i. The Board of Directors proposes that the unused part of the authorisation in the Articles of Associations' item 5.1 to issue warrants with right to subscribe for up to DKK 100,000.00 shares in the company is provided for a new period of 5 years, so that the authorisation is prolonged until 28 April 2016. For the shares issued, using the authorisation, the Articles of Associations' item 5.4 applies. The authorisation remains otherwise unchanged.
- ii. The Board of Directors proposes that the authorisation in the Articles of Associations' item 5.2 to issue warrants with right to subscribe for up to DKK 500,000.00 shares in the company is provided for a new period of 5 years, so that the authorisation is prolonged until 28 April 2016. For the shares, issued using the authorisation, the Articles of Associations' item 5.4 applies. The authorisation remains otherwise unchanged.
- iii. The Board of Directors proposes that the authorisation in the Articles of Associations' item 5.3 to increase the company's share capital with up to DKK 15,000,000.00 is provided for a new period of 5 years, so that the authorisation is prolonged until 28 April 2016. For the shares, issued using the authorisation, the Articles of Associations' item 5.4 applies. The authorisation remains otherwise unchanged.
- iv. The Articles of Associations' item 5.4, regarding the shares issued as a result of using the authorisations, is proposed changed, so that the resolution refers to the authorisations in the Articles of Associations' item 5.1. 5.2 and 5.3.

**Ad 6.b** The Board of Directors proposes that the Board of Directors is authorised, in the period until the next annual general meeting, to let the company acquire own shares within a total nominal value of 10 % of the company's share capital at a price that must not deviate more than 10 % from the price quoted at the time of such purchase on NASDAQ OMX Copenhagen A/S.

**Ad 6.c** The Board of Directors proposes that the chairman of the meeting with substitution right is given authorisation to report the adopted amendments and undertake the amendments in the adopted, which the Danish Commerce and Companies Agency, VP Securities A/S, NASDAQ OMX Copenhagen A/S or other authorities might demand or request carried out as condition for registration or approval.

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The proposals under item 6a can be adopted by 2/3 of both the votes given as well as the part of the share capital represented on the general meeting. The proposals under item 2 - 5 and 6b - 6c can be adopted by simple majority.

### **Admission, proxy and postal votes**

A shareholders right to attend and vote at the general meeting is determined on the basis of the number of shares held by the relevant shareholder on the registration date, which is one week prior to the date of the general meeting. The registration date is Thursday 21 April 2011.

Attendance at the general meeting is furthermore subject to the shareholder having requested an admission card for the general meeting in question no later than 3 days before the holding of the general meeting. Due to the Easter, deadline for requesting admission card is set to Tuesday 26 April 2011 at 12 a.m. Admission cards will be issued to any such persons who according to the register of shareholders are registered as shareholders at the registration date. Shareholders who are not registered in the register of shareholders shall in order to obtain an admission card submit a deposit transcript from VP Securities A/S or the custodian institution documenting the shareholder's shareholding on the registration date.

The shareholder's voting rights may be exercised by a proxy who does not need to be shareholder, provided that the proxy proves his right to attend at the general meeting by presenting an admission card and a written, dated instrument of proxy in accordance with the requirements of applicable Danish legislation.

A shareholder or a proxy is entitled to attend together with an adviser, subject to prior notification as mentioned above.

Enrolment and reservation of admission card to the annual general meeting must take place at the latest **Tuesday 26 April 2011 at 12 a.m.:**

- via the shareholder portal on [www.firstfarms.com](http://www.firstfarms.com)
- by returning the registration form, filled in and signed, to Computershare A/S, Kongevejen 418, DK-2840 Holte, or by fax +45 45 46 09 98, so it is received by Computershare A/S within the deadline
- on phone number +45 45 46 09 99

In case the shareholder chooses to attend by a proxy, the proxy form must be submitted at the latest **Tuesday 26 April 2011 at 12 a.m.** via the shareholder portal on [www.firstfarms.com](http://www.firstfarms.com) or by returning the proxy form, filled in and signed, to Computershare A/S, Kongevejen 418, DK-2840 Holte, or by fax + 45 45 46 09 98, so it is received by Computershare A/S within the deadline.

The shareholder's voting rights may also be exercised by written postal vote which must reach the Board of Directors prior to the general meeting. A vote received by the Board of Directors is irrevocable and binding upon the shareholder. Postal votes must be submitted at the latest **Wednesday 27 April 2011 at 4 p.m.** via the shareholder portal on [www.firstfarms.com](http://www.firstfarms.com) or by returning the postal vote form, filled in and signed, to Computershare A/S, Kongevejen 418, DK-2840 Holte, or by fax +45 45 46 09 98, so it is received by Computershare A/S within the deadline.

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**Documents**

The notice to convene with the agenda and the total number of shares and voting rights on the date of the notice, the complete proposals, form to get admission card, submit proxy or postal vote and the annual report with auditor's report is available on the company's website [www.firstfarms.com](http://www.firstfarms.com). The documents are also forwarded electronically to each registered shareholder, who has requested it.

**Share capital and voting rights**

At the time of the notice, the company's nominal share capital amounts to DKK 47,122,410 distributed on 4,712,241 shares of DKK 10. Every share amount of nominal DKK 10 gives 1 vote.

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After the annual general meeting, a sandwich will be served.

April 2011  
The Board of Directors

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