

**Company announcement no. 2/2016****4 April 2016****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 Tuesday 26 April 2016 at 3 p.m. in:

**Jysk Landbrugsrådgivning, Majsmarken 1, DK-7190 Billund**

**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**
  - a. Amendment of the company's Articles of Association – prolongation of authorisations**
  - b. Authorisation to acquire own shares**
  - c. Authorisation to the chairman of the meeting**
- 7. Any other business**

**Ad 3** The Board of Directors proposes that the accounts loss in the Group of tDKK 21,977 and the accounts loss in the Parent Company of tDKK 3,959 are carried forward to next year. Payment of dividend is not proposed.

**Ad 4** All board members are up for election. The Board of Directors proposes re-election of Henrik Hougaard, Jens Bolding Jensen, Bent Juul Jensen, John Christian Aasted and Asbjørn Børsting. Leadership tasks can be found in the annual report 2015.

**Ad 5** The Board of Directors proposes re-election of Ernst & Young P/S as the company's auditor.

**Ad 6.a** The Board of Directors proposes that the existing authorisations in the Articles of Associations' item 5.3.1 and 5.3.2, respectively are prolonged with 5 years.

In the Articles of Associations' item 5.3.1 the present wording is thus changed to:

*"In the period until 26 April 2021, the Board of Directors is authorised, in one or more stages, to increase the Company's share capital by up to DKK 15,000,000, according to s. 155 of the Companies Act. The capital increase may be effected through cash payment, by contribution of assets other than cash (non-cash contribution) or conversion of debt or through a combination thereof. Capital increases must be effected at market price and without pre-emption rights for the Company's shareholders."*

In the Articles of Associations' item 5.3.2 the present wording is thus changed to:

*"In the period until 26 April 2021, the Board of Directors is authorised, in one or more stages, to increase the Company's share capital by up to DKK 15,000,000, according to s. 155 of the Companies Act. The capital increase may be effected through cash payment, by contribution of assets other than cash (non-cash contribution) or conversion of debt or through a combination thereof. Capital increases may be effected at a price below market price and must be with pre-emption rights for the Company's shareholders."*

In the Articles of Association, the wording in item 5.3.3 *"The total increase of the Company's share capital according to the authorisations of articles 5.3.1 and 5.3.2 must not exceed DKK 15,000,000."* remains unchanged.

#### **Ad 6.d Authorisation to acquire own shares**

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.e Authorisation to the chairman of the meeting**

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 Business Authority or other authorities might demand or request carried out as condition for registration or approval.

For adoption of the proposals under item 1 – 5 and 6.b and 6.c, simple majority of votes is required. For adoption of the proposals under item 6.a, adoption from at least 2/3 of both the votes given as well as the part of the share capital represented on the general meeting.

#### **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 Tuesday 19 April 2016.

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. 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 **Thursday 21 April 2016 at 11:59 p.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, by fax +45 45 46 09 98 or mail: [gf@computershare.dk](mailto:gf@computershare.dk), 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, please submit the proxy form at the latest **Thursday 21 April 2016 at 11:59 p.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, by fax + 45 45 46 09 98 or mail: [gf@computershare.dk](mailto:gf@computershare.dk), 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 also be submitted at the latest **Thursday 21 April 2016 at 11:59 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, by fax +45 45 46 09 98 or mail: [gf@computershare.dk](mailto:gf@computershare.dk), so it is received by Computershare A/S within the deadline.

#### **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, general guidelines for incentive payment of the management in FirstFarms A/S, 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 2016  
The Board of Directors