

On 1 April 2016 at 11:00 a.m. Solar A/S held its annual general meeting at Industrivej Vest 43, Vejen, Denmark.

Present were the company's Board of Directors, Executive Board and auditor.

Chairman of the Board of Directors, associate professor Jens Borum, welcomed the participants to the company's annual general meeting 2016.

### 1. Election of chairman of the meeting

The chairman of the Board of Directors proposed that attorney Bo Hulse be elected chairman of the general meeting. No alternatives were proposed, and attorney Bo Hulse was elected chairman of the meeting.

The chairman then stated that the annual general meeting had been legally convened under article 9.4 of the articles of association and in agreement with Nasdaq Copenhagen's rules for issuers, as the notice was published in the Danish Business Authority's IT system on 8 March 2016, in at least one national daily newspaper, Jyllands Posten, on 10 March 2016 and on the company's website on 8 March 2016. The chairman stated that 138 admission cards had been issued and a total of 107 admission cards registered; 76 of these were registered admission cards with voting rights and 31 registered admission cards without voting rights. Thus, total attendance was as follows:

	Share capital	Percent	Votes	Percent
Company totals found in articles of association	792,060,700		16,020,607	
Reduction for treasury shares	19,131,300		191,313	
Company totals less treasury shares	772,929,400	100.00%	15,829,294	100.00%
Represented at the annual general meeting	451,174,300	58.37%	12,611,743	79.67%

The chairman stated that the notice, total number of shares and voting rights at the date of the notice including the total number of shares for each share class, the company's Annual Report 2015 with consolidated financial statements, agenda, full proposals, proposed articles of association, proposed remuneration policy, proposed general guidelines for incentive programmes as well as the proxy and postal vote forms have all been available on the company's website, [www.solar.eu](http://www.solar.eu), as of 8 March 2016. The chairman then stated that annual general meeting had been lawfully convened and was competent to make decisions on the proposals made by the Board of Directors.

2. **The Board of Director's review of the company's activities over the past financial year.**
3. **Presentation and approval of the annual report with audited financial statements.**
4. **Resolution on the allocation of profits in accordance with the approved annual report. The Board of Directors then proposes dividends distribution of DKK 78m for the financial year 2015, equalling DKK 10.00 per share of DKK 100.**

Items 2, 3 and 4 were handled as one. Chairman of the Board of Directors Jens Borum and CEO Anders Wilhjelm made their reports and referred those in need of more detail to the published report.

Afterwards, CFO Michael H. Jeppesen reported on the financial statements published and the proposed distribution of profits with dividends distribution of DKK 10.00 per share and commented on both the financial statements and distribution of profits.

Flemming Kjærulf, a representative of the Danish shareholders' association Dansk Aktionærforening (DAF), then asked to speak. DAF thanked Solar for a systematic and informative annual report, and for the fact that the company presents its annual report and holds its annual general meeting in Danish, even if the Board of Directors proposes that external reporting is only prepared in English in future. Flemming Kjærulf commended the annual report's section on strategy but found that the risk management section could benefit from further clarification and a more company-specific approach. DAF then asked whether unexpected occurrences such as the drop seen in oil prices have impacted Solar. One of the Board of Directors' proposed alterations to the articles of association is that notice of the annual general meeting only be made on the company's website in future. In continuation hereof, Flemming Kjærulf inquired about Solar's efforts to collect its shareholders' e-mail addresses and strengthen electronic communication with shareholders. As to Solar's dual share class structure, DAF appreciates the historical basis of this arrangement but recommends

a move to a one share class structure. DAF inquired as to whether Solar has been met with reservations about or questions on its share structure when in contact with foreign investors, for example at roadshows. In addition, DAF asked whether the increase in the number of foreign shareholders is related to acquisitions abroad. DAF finds corporate governance important and agrees with Solar's explanations for deviations on specific items under corporate governance – with the exception of its opt-out on a nomination committee. Here, DAF recommends that a nomination committee be set up that could make more qualified selections of candidates. Thus, inquiries were made about the future competences of the Board of Directors and about whether the setting up of a nomination committee is under consideration. DAF does not express its opinion on remuneration levels of the Board of Directors or Executive Board but promotes transparency and a correlation between results and remuneration adjustments; criteria that Solar meets. The company's proposals for remuneration policy and guidelines for incentive programmes mention a number of small alterations and DAF inquired about the specifics of these minor changes. Overall, DAF expressed its satisfaction with the company's results and wished Solar a good and prosperous 2016.

Chairman of the Board of Directors Jens Borum thanked DAF for its comments, both the critical and the complimentary. Jens Borum stated that Solar's company announcements that are used, for example, as summaries of quarterly and annual reports will still be published in Danish and made available on Solar's website. Quarterly and annual reports will only be prepared in English but a possible extension of company announcements (summaries) will be considered. As for the competences of the Board of Directors, an assessment is made of the Board of Directors' work and competences annually. This includes an assessment of whether the current and future competence requirements are met by the members of the board. Solar's board sees regular turnover and the board assessment results form part of the evaluation of the need for new board members. The Fund of 20th December makes proposals for replacements and election of board members, based on this board assessment, among other things. In addition, the board receives input for board competence needs from major shareholders and this input is considered when contemplating replacements. At present, Solar does not plan to set up a nomination committee. As regards the move to a one-share-class structure, the Fund of 20th December has no plans to change the current structure as this provides stability and facilitates the setting of a long-term course for the company. The current share structure wards off any takeover attempts.

CEO Anders Wilhjem stated that the company's internal risk management was deemed sufficient as for the drop in oil prices. Solar was not taken by surprise by the negative impact on Solar's business activities within oil and gas and has referred to this expected development in previous announcements – the impact simply came later than Solar expected. We cannot predict every trend but we can work on different scenarios. Our foreign investors have differing views on share classes, with some having a preference for one share class while other, more long-term financial investors are familiar with the so-called Scandinavian model and prefer the stability and possibility of setting a long-term course for the company that this share class model allows for.

CFO Michael Jeppesen stated that all Solar's enterprises take a structured approach to risk management work. Regular risk management reporting is made to the Audit Committee and Board of Directors who also make decision on Solar's risk tolerance. The risk management section was not meant to be seen as general and we will work to more adequately describe actual activities. As for details on changes to the remuneration policy and general guidelines for incentive programmes, these are available on Solar's website. Dedicated work is made via Solar's website to promote electronic communication with shareholders by encouraging as many as possible to subscribe to Solar's newsletters, and Michael Jeppesen recommended that those in attendance also sign up. The proposed alteration to the articles of association on notice of the annual general meeting is not meant to exclude any shareholders from participating in this meeting. As for the increase in the share of foreign shareholders, Michael Jeppesen stated that no payment has been made in Solar shares from the company's own portfolio in connection with settlement of foreign acquisitions.

The review was approved and the chairman of the meeting then found that the annual report and distribution of profits had been approved.

## **5. Proposals from the Board of Directors:**

### **5.1 Authority to distribute extraordinary dividends**

The Board of Directors proposes that it be authorised to pass a resolution to distribute extraordinary dividends of up to DKK 15.00 per share for the period until the next annual general meeting.

No one wished to comment on the proposal and no shareholder asked for the proposal to be put to a vote. Thus, the chairman found that the proposal was approved.

### **5.2 Authority to acquire treasury shares**

The Board of Directors also proposes that it be authorised to allow the company to acquire treasury shares for payment for the period until the next annual general meeting. It was proposed that authorisation be granted to acquire up to 10 % of the share capital with the price set at the current listed price +/- 10 %.

No one wished to comment on the proposal and no shareholder asked for the proposal to be put to a vote. Thus, the chairman found that the proposal was approved.

### **5.3 Alterations to the articles of association:**

The most important aspects of the proposed alterations to the articles of association were:

- a) The stipulation that A shares must be registered in the company's register of shareholders is added to the articles of association's article 4.1.
- b) B shares are changed to registered shares. The articles of association's article 4.2 is altered to the effect that B shares are issued and subsequently registered in the name of the holder in the company's register of shareholders.
- c) A shares are digitalised and dividends distributed via VP Securities A/S. As a result, existing articles 7.1, 7.2, 7.3 and 7.4 are deleted, and new articles 4.4 and 7.1 are inserted concerning the registration and administration of A and B shares via VP Securities A/S.
- d) New articles 9.1, 9.2, 9.3 and 9.4 are inserted. The Board of Directors is authorised to increase share capital by up to DKK 70,206,000 through one or more new issues of B shares with and without pre-emption rights for existing shareholders until 1 April 2019.
- e) Article 9.4 is altered. In future, notice of AGMs will only be given on the company's website and no earlier than five weeks before the AGM.
- f) Article 11.2 is altered. Specification of the fact that shareholders may exercise their voting rights for the number of shares which the company is notified that any shareholder owns on the date of registration. The date of registration is one week prior to the date of the AGM.
- g) Article 11.3 is altered. This is further specified, and the time limit for proxies is repealed.
- h) Article 13.3 is further specified. The majority requirement for approval by an AGM as set out in article 13.3, 2nd paragraph, is specified as the same majority requirement as for the first general meeting.
- i) A new article 19.1 is inserted. This states that the company's interim reports, annual reports and any external presentations of the company will be prepared in English.

The chairman of the meeting presented the proposals and stated that a shareholder holding less than 1% of share capital with voting rights had submitted a postal vote with no voting indication for the proposed alterations to the articles of association in items a) to d), while this shareholder voted against the proposed alterations to the articles of association in items e) to i). No one wished to comment on the proposal and no shareholder asked for the proposal to be put to a vote. Thus, the chairman found that the proposal was approved.

### **5.4 Approval of the company's remuneration policies for the Board of Directors and Executive Board**

In addition to a number of minor alterations and the possibility of awarding extraordinary incentives, the Board of Directors proposes that the remuneration policy be extended so that non-share-based incentives can be awarded to optimise the Executive Board's long-term incentive, and that share-based incentives in addition to share options may also include free shares, phantom shares or similar instruments. The total value of non-share-based or share-based incentives awarded, respectively, must not exceed the annual fixed base salary of the respective member of the Executive Board for any given year.

The chairman stated that a shareholder holding less than 1.0% of share capital with voting rights had submitted a postal vote against the company's remuneration policies for the Board of Directors and Executive Board. No one wished to comment on the proposal and no shareholder asked for the proposal to be put to a vote. Thus, the chairman found that the proposal was approved.

### **5.5 Approval of the company's general guidelines for incentive programmes for the Executive Board**

In addition to a number of minor alterations and the possibility of awarding extraordinary incentives, the Board of Directors proposes that the general guidelines be extended so that non-share-based incentives can be awarded to optimise the Executive Board's long-term incentive, and that share-based incentives in

addition to share options may also include free shares, phantom shares or similar instruments. The total value of non-share-based and share-based incentives awarded, respectively, must not exceed the annual fixed base salary of the respective member of the Executive Board for any given year. In accordance with the Danish companies act, only the Executive Board – and not other members of Solar Group Management – will be covered by these general guidelines in future.

The chairman stated that two shareholders holding a total of 2.0% of the share capital with voting rights represented had granted authority and submitted a postal vote, respectively, against the company's general guidelines for incentive programmes. No one wished to comment on the proposal and no shareholder asked for the proposal to be put to a vote. Thus, the chairman found that the proposal was approved.

#### **6. Proposal for the Board of Directors' remuneration**

The Board of Directors proposes directors' remuneration for the Board of Directors for 2016 of DKK 175,000. The chairman of the Board of Directors will receive triple remuneration, and the vice-chairman of the Board of Directors and the chairman of the Audit Committee will receive one and a half times this remuneration as compensation for their extended duties.

The chairman stated that a shareholder holding less than 1.0% of share capital with voting rights had submitted a postal vote against the remuneration of the Board of Directors. No one wished to comment on the proposal and no shareholder asked for the proposal to be put to a vote. Thus, the chairman found that the proposal was approved.

#### **7. Election of directors to the board**

The Fund of 20th December proposes re-election of the present members of the Board of Directors elected by the annual general meeting: Jens Borum, Niels Borum, Ulf Gundemark, Agnete Raaschou-Nielsen, Jens Peter Toft and Steen Weirsøe.

Under article 14.1 of the articles of association, the full board elected by the general meeting resigns each year, and thus, articles 14.1 states, a board consisting of 4-8 directors must be elected. The chairman found that there were no other director candidates and the proposed directors were elected without a vote.

#### **8. Election of auditor**

The Board of Directors proposes re-election of PricewaterhouseCoopers, Statsautoriseret Revisionspartnerselskab.

The chairman found that no other auditor was proposed and PricewaterhouseCoopers, Statsautoriseret Revisionspartnerselskab, was elected without a vote.

#### **9. Authorisation to the chairman of the meeting**

The Board of Directors proposed that the general meeting authorised the chairman of the meeting (with power of delegation) to register the resolutions approved by the annual general meeting with the Danish Business Authority and to make any such alterations and additions as may be required by the Danish Business Authority in order to register the resolutions passed

No one wished to comment on the proposal and no shareholder asked for the proposal to be put to a vote. Thus, the chairman found that the proposal was approved.

#### **10. Any other business**

Chairman of the Board of Directors Jens Borum thanked those in attendance for a pleasant meeting and the chairman of the meeting for competent and reliable meeting management.

Meeting was closed.

So passed:

Chairman of meeting  
01.04.2016