



COMPANY ANNOUNCEMENT

4 September 2017

**Annual General Meeting - IC Group A/S
on Wednesday 27 September 2017 at 10 a.m.
at 30 Bredgade, 1260 Copenhagen K, Denmark**

Agenda

1. Report of the Board of Directors on the activities of the Company
2. Presentation of the Annual Report for the period 1 July 2016 - 30 June 2017 endorsed by the auditors and adoption of the audited Annual Report
3. Appropriation of the profits, including the declaration of dividends
4. Election of members of the Board of Directors
5. Approval of remuneration of the Board of Directors for the financial year 2017/18
6. Appointment of auditors
7. The Board of Directors has proposed the following resolutions;
 - 7.1 Amendment of the Company's Articles of Association in respect of the registrar of the Company's Register of Owners
 - 7.2 Amendment to the Company's authority to bind the Company
 - 7.3 Approval of the Company's revised remuneration policy including the revised general guidelines regarding incentive pay to the Executive Board
 - 7.4 Authority to the Board of Directors to acquire own shares
8. Any other business

IC GROUP A/S
ADELGADE 12D
DK-1304 COPENHAGEN K

TEL: +45 3266 7788
E-MAIL: INFO@ICGROUP.NET

CVR.NO 62 81 64 14

WWW.ICGROUP.NET

**Re. Agenda item 2**

The Board of Directors proposes that the audited Annual Report should be adopted.

Re. Agenda item 3

The Board of Directors recommends that the profit according to the approved audited Annual Report is distributed as follows:

Proposed dividend (<i>DKK million</i>)	85
Retained profit (<i>DKK million</i>)	<u>155</u>
Profit for the year (<i>DKK million</i>)	<u>240</u>

The proposed dividend corresponds to a dividend of DKK 5.00 per ordinary share eligible for dividends.

Re. Agenda item 4

The Board of Directors proposes that the following board members elected at the Annual General Meeting should be re-elected;

- Henrik Heideby;
- Peter Thorsen;
- Niels Martinsen;
- Michael Hauge Sørensen;
- Jón Björnsson; and
- Conny Kalcher.

Anders Colding Friis does not stand for re-election.

A further description of the candidates is available at the corporate website of IC Group A/S, www.icgroup.net under *Investors/General Meeting/General Meeting Material*.

Re. Agenda item 5

The Board of Directors proposes that the remuneration to the Board of Directors for the current financial year will amount to DKK 4,040,000 of which DKK 400,000 constitutes separate remuneration to the Audit Committee, DKK 200,000 constitutes separate remuneration to the Remuneration Committee and DKK 200,000 constitutes separate remuneration to the Nomination Committee.

The total proposed remuneration to the Board of Directors is reduced compared to the remuneration for the financial year 2016/17 where the Annual General Meeting approved a total remuneration of DKK 4,340,000.

Re. Agenda item 6

In accordance with the recommendation from the Audit Committee, the Board of Directors proposes that PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab should be re-appointed.

In the process of preparing the recommendation, the Audit Committee has not been influenced by any third party nor has it been subject to any agreement with a third party which restricts the election by the General Meeting to only certain auditors or audit firms.



Re. Agenda item 7.1

Computershare A/S which is the registrar of the Company's Register of Owners has changed its address for which reason a consequential amendment to the Articles of Association is necessary. The Board of Directors proposes that any future references identifying Computershare A/S should be by its business registration number (CVR) rather than its address, and consequently the Board of Directors proposes to amend article 4, last sentence in paragraph 3 of the Company's Articles of Association as follows:

"The Company's Register of Owners is kept by Computershare A/S, business registration number (CVR) 27 08 88 99."

Re. Agenda item 7.2

Since the Company's Executive Board only consists of one member, the Board of Directors proposes to amend the authority to bind the Company as specified in article 25 of the Company's Articles of Association as follows:

"The Company shall be bound by the Board of Directors acting together, or by either the Chairman or a Deputy Chairman of the Board of Directors acting together with a member of the Board of Directors or the CEO of the Company."

Re. Agenda item 7.3

The Board of Directors proposes that the Company's revised remuneration policy should be adopted. The Policy is available on the corporate website www.icgroup.net under *Investors/General Meeting/General Meeting Material*.

Re. Agenda item 7.4

The Board of Directors proposes that the Board of Directors should be authorised for the period until the next Annual General Meeting to allow the Company to acquire own shares representing up to 10% of the share capital and at a price deviating by no more than 10% from the listed price at the time of the acquisition.

REQUIREMENTS FOR ADOPTION

The adoption of the proposed resolutions under the Agenda items 7.1 and 7.2 are subject to the affirmative vote of not less than two thirds of the votes cast as well as of the voting share capital represented at the Annual General Meeting.

Other proposed resolutions on the Agenda may be adopted by simple majority.

ADMISSION CARD

The shareholder must have an admission card in order to be able to participate in the General Meeting.

The Company recommends that admission cards are obtained on the Company's shareholder portal which is available on the corporate website www.icgroup.net. The shareholder portal on the corporate website is available under *Investors/General Meeting/Shareholder Portal*.

IC GROUP A/S
ADELGADE 12D
DK-1304 COPENHAGEN K

TEL: +45 3266 7788
E-MAIL: INFO@ICGROUP.NET

CVR.NO 62 81 64 14

WWW.ICGROUP.NET



Apply the NemID or securities account number and the Internet access code to order admission cards online. The log-in details appear in the notice forwarded by e-mail. Securities account number and Internet access code may also be obtained by contacting Computershare A/S.

Furthermore, admission cards may also be obtained by contacting Computershare A/S by e-mail at gf@computershare.dk, by fax +45 45 46 09 98 or by returning the order for admission cards by letter to Computershare A/S. The order for admission cards may be downloaded from the corporate website www.icgroup.net under *Investors/General Meeting/General Meeting Material*.

The order for admission cards must reach Computershare A/S not later than 22 September 2017.

Please note that, unlike other years, admission cards will not be sent out by regular postal services. Instead admission cards will be sent out electronically by email to the email address specified in the shareholder portal upon registration. The admission card must be presented at the General Meeting either electronically on a smartphone/tablet or in a printed version.

Shareholders who have requested admission cards without specifying their e-mail address may pick up the admission card at the entrance of the General Meeting upon presentation of ID.

PROXY AND POSTAL VOTE

If a shareholder is unable to participate in the General Meeting, the shareholder may grant a proxy to a third party and give this party voting instructions on how to cast the votes according to the shareholder's voting entitlement or vote by postal vote.

The proxy and the postal vote may be submitted electronically or by filling in and forwarding the proxy or postal vote form, which may be downloaded from the corporate website www.icgroup.net under *Investors/General Meeting/General Meeting Material*.

The shareholder may also grant a proxy to the Company's Board of Directors. In such event the Company recommends that the proxy is submitted electronically via the shareholder portal.

The proxy must be submitted electronically or reach Computershare A/S not later than 22 September 2017 whereas the postal vote must be submitted electronically or reach Computershare A/S not later than 26 September 2017 at 10 a.m.

VOTES

At the General Meeting, each share of a nominal value of DKK 10 entitles the holder to one vote.

Pursuant to article 10 of the Company's Articles of Association, a shareholder's right to participate and vote at a General Meeting shall be determined in proportion to the number of shares that the shareholder holds at the date of registration. The date of registration is the day one week prior to the General Meeting. The number of shares held by each individual shareholder shall be determined on the basis of recording of shares in the Company's Register of Owners as well as any information received at the date of registration by the Company regarding ownership changes that are to be recorded in the Company's Register of Owners, but have not been entered yet.

IC GROUP A/S
ADELGADE 12D
DK-1304 COPENHAGEN K

TEL: +45 3266 7788
E-MAIL: INFO@ICGROUP.NET

CVR.NO 62 81 64 14

WWW.ICGROUP.NET



SHARE CAPITAL AND ACCOUNT HOLDING BANK

As at 4 September 2017 the Company's share capital amounts to DKK 170,908,580 divided into shares of a nominal value of DKK 10 each.

The account holding bank of the Company is Danske Bank.

QUESTIONS FROM SHAREHOLDERS

Shareholders may submit questions in writing to the Management of the Company regarding the Agenda or documents relating to the General Meeting. Such questions in writing are sent to the Company's headquarters located at 12D Adelgade, DK-1304 Copenhagen K, Denmark (marked "General Meeting"). Furthermore, shareholders are welcome to ask questions to the Management regarding the above-mentioned issues at the General Meeting.

GENERAL INFORMATION ON THE CORPORATE WEBSITE

The following documents; (i) notice of the General Meeting, (ii) the total number of shares and voting rights on the date of the notice of the General Meeting, (iii) the documents to be presented at the General Meeting including the audited Annual Report 2016/17, (iv) the Agenda with the complete proposed resolutions, and (v) the proxy form and postal vote will be available at the corporate website www.icgroup.net not later than three weeks before the General Meeting. The material will be available on the corporate website under *Investors/General Meeting/General Meeting Material*.

Copenhagen, 4 September 2017

The Board of Directors

IC Group A/S

Business registration no. (CVR) 62 81 64 14

Please direct any queries regarding this announcement to:

Jens Bak-Holder
Head of Investor Relations
Phone: +45 21 28 58 32
jeba@icgroup.net

This announcement is a translation from the Danish language.

In the event of any discrepancy between the Danish and English versions, the Danish version shall prevail.

IC GROUP A/S
ADELGADE 12D
DK-1304 COPENHAGEN K

TEL: +45 3266 7788
E-MAIL: INFO@ICGROUP.NET

CVR.NO 62 81 64 14

WWW.ICGROUP.NET