ANNUAL GENERAL MEETING MINUTES 2017

IC GROUP A/S - BUSINESS REGISTRATION NUMBER (CVR) 62 81 64 14

On 27 September 2017 at 10.00 a.m., IC Group A/S held its Annual General Meeting at 30 Bredgade, 1260 Copenhagen K, Denmark.

Pursuant to article 13 of the Company's Articles of Association, the Board of Directors had appointed attorney-at-law Anders Lavesen as Chairman of the Annual General Meeting. The Chairman of the meeting ascertained that the Company's Board of Directors and Executive Board together with the shareholders represented a total of 62.0% (corresponding to nominally DKK 103,187,300 out of DKK 170,908,580) of the share capital in the Company and that the corresponding share of votes attended or was represented at the Annual General Meeting.

The Chairman of the meeting, with the consent of the Annual General Meeting, ascertained that the Annual General Meeting had been duly convened and constituted a quorum in respect of the Agenda, and that the notice convening the meeting had been sent to all registered shareholders either by email or regular postal services. Further, the notice together with the information and documents required pursuant to the Company's Articles of Association were announced to NASDAQ OMX Copenhagen and had been made available at the Company's website on 4 September 2017. Furthermore, it was ascertained that the other formal requirements pursuant to article 7 of the Company's Articles of Association were fully observed.

The Chairman went through the Agenda which was as follows:

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 to 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

Re. Agenda item 1. Report of the Board of Directors on the activities of the Company, and

Re. Agenda item 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

The Agenda items 1 and 2 were dealt with as one.

Chairman of the Board of Directors Henrik Heideby and the CEO Alexander Martensen-Larsen presented the Agenda items 1 and 2:

Henrik Heideby reported as follows:

The financial year 2016/17 was an extraordinary year for IC Group where the financial results were unfortunately unsatisfactory.

Since the divestment of the Mid Market business in 2014, the primary focus has been on the three Premium brands Peak Performance, Tiger of Sweden and By Malene Birger which constitute the core business of IC Group's portfolio. In February 2017, the Board of Directors resolved to implement changes to the Group's overall governance structure which were initiated immediately and completed few months later.

The purpose of the changed governance structure was to better exploit the potentials of the three Premium brands by placing more responsibility in respect of development and financial performance with the management of the respective brands. In connection with the structural changes, several central functional areas were consequently transferred from IC Group to the three Premium brands, and the involvement in operations at corporate level was thus minimized accordingly. After the structural changes, IC Group's central functions comprise the three infrastructure functions IT, Logistics and Financial Shared Services which all deliver value-added services at competitive prices.

Furthermore, the structural changes also resulted in a changed Group management structure which meant that the former Group CEO had to resign.

After having completed the structural changes, the Group's new management structure was implemented and announced in May 2017. Alexander Martensen-Larsen was appointed new CEO of IC Group, and following this, the Group's day-to-day management team consists of Alexander Martensen-Larsen, Hans-Christian Meyer, CEO of Tiger of Sweden, Nicolas Warchalowski, CEO of Peak Performance, as well as Morten Linnet, CEO of By Malene Birger.

The implemented changes of the Group's structure resulted in significant non-recurring costs for the financial year 2016/17, and at the same time the Board of Directors had to acknowledge that the underlying financial performance did not met the expectations announced at the beginning of the financial year which the Board of Directors, as mentioned earlier, finds unsatisfactory.

Regardless of this fact, there is still reason to highlight certain positive results, including the fact that the consolidated revenue increased by almost 4% in a challenging retail environment. This growth is, among others, driven by new stores as well as continued own strong e-commerce growth.

The Group has opened a number of new stores during the past two financial years, and consequently the total number of stores has increased by 20%. For the current financial year 2017/18, focus will be on optimizing the store portfolio since the strategy of increasing the relative share of controlled distribution remains unchanged, and new stores as well as e-commerce constitute crucial elements of this strategy.

E-commerce is not only the Group's fastest-growing sales channel, it is also one of the most profitable channels which is very positive – not only because of the growth and earnings capacity, but also because it demonstrates that the Group is capable of reaching the modern consumer who to a larger extent shops his/her products online or is influenced by the on-line media during the purchase process.

The Group operates an e-commerce platform which is utilized by all three Premium brands, and which the Board of Directors considers to be best-in-class. The Group continuously works on increasing the functionality and improving the integration between physical channels and e-commerce. During the past two financial years, the Group has thus implemented significant, new functionality which has contributed to a more coherent link between physical stores and e-commerce and least not to Logistics which supports both channels.

The consumers put increasingly higher demands on the shopping experience. It shall not only be easy, convenient and fast to shop clothes, it must also offer an interesting experience. This makes demands on the Group's competences and the way of thinking in all parts of the value chain. Consequently, the Group will continue working on the contents and the functionalities of the Group's e-commerce channel in order to ensure that both the Group's e-commerce platform as well as physical stores provide the consumer with an experience expected from a brand in the Premium segment.

During the past financial year, the Board of Directors has, as mentioned earlier, implemented changes to the Group structure in order to generate improved future results for all three brands and thereby enabling them to realize their full potentials. All three Premium brands are strong brands which are among the largest players in the Nordic region within their respective segments, and they are all on the point of embarking on a focused international expansion. The strategies of each of the individual brands remain unchanged. They must grow internationally and thereby increase revenue and improve earnings. However, the readiness of each brand is at different stages which is also reflected in the Group's outlook for the financial year 2017/18.

Henrik Heideby then gave the floor to Alexander Martensen-Larsen in order for him to give a presentation of the financial performance for 2016/17 as well as outlook for the financial year 2017/18, both for the Group as a whole and the respective brands.

Alexander Martensen-Larsen reported:

Alexander Martsensen-Larsen started out by giving a review of the financial performance of the Group as a whole for the financial year 2016/17.

The Group realized a revenue growth rate of 4.3% measured in local currency. Measured in the reporting currency DKK, revenue rose by 3.2% to DKK 2,749 million.

The Group's gross margin amounted to 55.3% and was thus 1.5 percentage points lower compared to last financial year which is partly attributable to higher discounts during the year and partly significantly higher inventory write-downs than regularly.

Capacity cost rose by DKK 124 million to DKK 1,394 million of which DKK 33 million is attributable to non-recurring costs in connection with changes to the Group's governance structure. Furthermore, a large part of the cost development relates to the opening of new stores as well as increased costs in respect of higher e-commerce activities.

During the financial year 2016/17, the Group opened 19 new stores while 7 stores were closed.

The operating profit (EBIT) amounted to DKK 125 million corresponding to an EBIT margin of 4.5%. At the beginning of the financial year, the Group expected to generate an EBIT margin of approx. 9%, and even though the financial year was affected negatively by non-recurring costs in respect of the structural changes, the underlying financial performance has not been satisfactory.

The consolidated profit for the year after tax amounted to DKK 92 million compared to DKK 195 million last financial year.

The development is more positive when looking at the Group's cash flows from operating and investing activities. This is partly attributable to the fact that a large part of the elements which had a significantly negative financial impact on results had no impact on cash flow. Consequently, cash flow from operating activities amounted to DKK 175 million which is only DKK 8 million lower compared to last financial year. However, cash flow from investing activities was significantly lower which is attributable to the Group having sold assets amounting to DKK 144 million for the financial year 2015/16. After having adjusted for this, the cash flow from investing activities for 2016/17 was at the same level as last financial year. In total, the Group realized an inflow of cash flow – the so-called free cash flow – of DKK 87 million for 2016/17.

Then Alexander Martensen-Larsen presented the financial results of the Group's three Premium brands for 2016/17.

Peak Performance realized a revenue of DKK 1,035 million for 2016/17 corresponding to a growth rate of 11.6% measured in local currency. Revenue increases were reported in all channels where particularly new store openings as well as continued high own e-commerce growth contributed. We are pleased to see this as it is in line with one of the brand's strategic focus areas, i.e. to increase the relative share of controlled distribution – a focus area which is shared by all of the Group's Premium brands, by the way.

Geographically, growth was reported in all of the brand's markets, particularly in the Nordic region where the brand still has its largest presence.

The operating profit amounted to DKK 101 million which is DKK 7 million higher compared to last financial year. This corresponds to a EBIT margin of 9.8% which is marginally lower compared to last year where the EBIT margin amounted to 10.0%

Peak Performance must continue to grow and preferably to an increasing extent outside the Nordic region where the long-term growth potentials are largest but where the brand awareness is concurrently lower compared to the domestic markets, though.

Tiger of Sweden realized a revenue of DKK 963 million for 2016/17. Revenue from the wholesale channel declined as in-season selling was considerably lower compared to last financial year. On the other hand, revenue from the retail channel increased due to particularly strong e-commerce growth contributions.

Geographically, revenue from the Nordic region declined whereas revenue from Rest of Europe increased significantly, including especially in Germany which reported a growth rate of 28%. Germany is one of the brand's most important focus markets outside the Nordic region, and the development in this market has been driven by continued growth in the wholesale channel, own e-commerce as well as opening of new stores. Tiger of Sweden now has two own stores in Berlin, one in Düsseldorf and one in Stuttgart.

In accordance with the brand's strategy, Tiger of Sweden has established its own sales organizations in Germany and England during the financial year under review in order to enhance the distribution control in these focus markets.

Tiger of Sweden realized an operating profit of DKK 67 million compared to DKK 108 million for 2015/16 meaning that the EBIT margin declined to 7.0% compared to 11.1% realized last financial year. The significant earnings reduction is primarily attributable to inventory write-downs which were substantially higher than normally.

It is expected that Tiger of Sweden for the financial year 2017/18 will experience a revenue decline and a significant earnings reduction.

By Malene Birger realized a revenue of DKK 351 million for 2016/17 corresponding to a minor revenue reduction of 0.4% measured in local currency. Revenue declined in both the wholesale channel as well as the retail channel. The reduction in the retail channel is attributable to the physical stores whereas the revenue from own e-commerce increased substantially.

Geographically, the revenue growth in the Nordic region was driven by Sweden and Norway whereas revenue deriving from outside the Nordic region declined.

By Malene Birger's operating profit amounted to DKK 3 million corresponding to an EBIT margin of 0.9% compared to 7.3% last financial year. The earnings were particularly affected by costs for a comprehensive brand and positioning analysis as well as write-downs of the brand's store in London as well as its store in Paris which was closed.

By Malene Birger is focusing on growing in the Nordic region with Sweden as top priority as well as to continue the international expansion with particular focus on London. At the same time, the brand has embarked on implementing strengthened collection structures, product development processes and price structures in order for the brand to be better prepared for the expansion on more competitive international markets where the brand awareness is smaller. In respect of distribution, new stores will also be important, however, compared to the two other Premium brands, focus will primarily be placed on strengthening the wholesale distribution with large and strategically important customers as for example department stores in London.

For the Group's Other brands, Saint Tropez and Designers Remix, which are reported collectively, the revenue for 2016/17 amounted to DKK 400 million corresponding to an increase of 0.6% measured in local currency. The revenue increase was driven by higher revenue growth deriving from Designers Remix whereas Saint Tropez reported a revenue reduction.

The operating profit in the two brands was lower compared to last financial year and amounted to DKK 10 million corresponding to an EBIT margin of 2.5%. The lower profit was attributable to the development in Saint Tropez which reported a lower gross margin due to higher discounts and inventory write-downs while costs rose as a consequence of store openings and establishment of own sales organization in Germany. On the other hand, Designers Remix improved both earnings and the EBIT margin.

Finally, Alexander Martensen-Larsen commented on the Group's outlook for the financial year 2017/18 where the Group expects a minor revenue reduction as well as an EBIT margin of 5%.

The Group expects a revenue decline as well as a significant earnings reduction in Tiger of Sweden. The revenue decline is primarily expected to be driven by lower wholesale, including in-season sales, whereas the lower earnings are expected due to higher costs in respect of new management, increased marketing costs as well as costs for other initiatives implemented to strengthening the brand.

Both revenue and earnings growth is expected in Peak Performance while we expect a moderate revenue decline but significant earnings improvement in By Malene Birger.

Finally, investments for the financial year 2017/18 are expected to be in the region of 3-4% of annual revenue.

Then Alexander Martensen-Larsen gave the floor to the Chairman of the Board of Directors Henrik Heideby in order for him to report on the appropriation of the profits for the financial year 2016/17 as well as on the remuneration to the Executive Board and the Board of Directors for the financial year 2017/18.

Henrik Heideby reported:

Based on the profit for the year after tax, the Board of Directors, pursuant to the Group's dividend policy, proposes that 92% of the profit corresponding to DKK 5.00 per ordinary share or a total of DKK 85 million is distributed as ordinary dividend in respect of the financial year 2016/17.

In this connection it should be specified that the proposed size of dividend is determined based on the Group's profit whereas the payment (and appropriation of profits) is based on the profit of the listed Parent Company IC Group A/S. When Agenda item 3 is presented (appropriation of profits), it is therefore the profit of the Parent Company which is presented.

In respect of remuneration to the Executive Board, the Board of Directors ensures that the total individual remuneration to the members of the Executive Board reflects their performance and the value added to the Company. The remuneration paid to the members of the Executive Board consists of a cash salary, a potential annual bonus, a company car, share-based payment and the usual other benefits. Remuneration and incentive pay for the Executive Board comply with the guidelines approved by the General Meeting.

With the purpose of promoting common interests between shareholders, the Executive Board and other executives, IC Group has established bonus and share-based incentive programmes.

Share-based payments are employed as an instrument for creating long-term incentives whereas cash bonuses are awarded based on the defined criteria for each financial year. The members of the Board of Directors do not participate in any of the Group's incentive programmes.

Up until now, the Executive Board has been offered to participate in a programme granting performance shares. This programme was based on the criteria in respect of both revenue growth and earnings. As the performance shares programme relates to the former management structure, the Board of Directors has resolved not to continue this programme.

Instead, the Executive Board will be offered a 3-year cash programme based on the shareholders' total return on investment calculated by means of share price development and dividend payments. This programme is in line with the overall target of the CEO of IC Group which is to generate maximum value creation for the Group as a whole.

In this context, it should be mentioned that a similar 3-year cash programme has been prepared for each of the three CEOs of the Group's Premium brands, however, comprising targets relating to realized revenue and earnings growth of the respective business units.

The Executive Board was not awarded any annual cash bonuses for the financial year 2016/17 as the realized results did not fulfill the defined criteria.

In respect of remuneration to the Board of Directors, the Board of Directors proposes that the basis fee to the board members is increased from DKK 320,000 to DKK 350,000. The remuneration to the Board of Directors was last adjusted in 2014.

However, the proposed total remuneration to the Board of Directors is still lower compared to last financial year as the Board of Directors changed the chairmanship structure in March 2017 which now consists of one Chairman and one Deputy Chairman instead of one Chairman and two Deputy Chairmen

Consequently, the Board of Directors proposes that the remuneration to the Board of Directors and the existing Committees for the financial year 2017/18 amounts 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.

As a final remark, Henrik Heideby thanked the employees for their great commitment during the year and on behalf of the Board he also thanked the shareholders of the Company for their support during the financial year.

Finally, Henrik Heideby thanked the Board of Directors for a good co-operation.

Then Henrik Heideby gave the floor to the Chairman of the meeting.

The Chairman of the meeting then inquired whether the Annual General Meeting had any comments to the presentation and the audited Annual Report which was not the case.

The Chairman of the meeting then ascertained that the Annual Report has been presented and adopted.

Re. Agenda item 3. Appropriation of the profits, including the declaration of dividends

It was proposed that the profit for the year as recorded in the adopted Annual Report was distributed as follows:

Proposed dividend (*DKK million*)	85
Retained profit (*DKK million*)	155
Profit for the year (*DKK million*)	240

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

For further information, please see the announced Annual Report 2016/17 which may be downloaded from the corporate website.

As no one requested to take the floor, the Chairman of the meeting ascertained that the proposal was adopted.

Re. Agenda item 4. Election of members of the Board of Directors

The Chairman of the meeting then gave the floor to **Henrik Heideby**.

The Company's Articles of Association stipulate that the Board of Directors should consist of four to eight members being elected at the Annual General Meeting for one year terms.

The individual members of the Board of Directors have been proposed and elected pursuant to an assessment of the professional qualifications and experience of the Board of Directors collectively as well as of the individual members. When composing the Board of Directors, it is emphasized that the Board of Directors collectively has a professional broad spectrum, extensive experience and documented strategic and managerial competences to the effect that the Board of Directors can perform their tasks in the best possible way.

It is emphasized that new candidates will strengthen the Board of Directors, have extensive experience and are also considered to be independent of the Company.

Prior to the election to the Board of Directors, the candidates meet with the Board of Directors and are given a general introduction to the Company's strategic plans and targets.

Six out of seven members of the Board of Directors have offered themselves for re-election. Anders Colding Friis has decided to resign from the Board of Directors. Henrik Heideby then extended his gratitude to the resigned board member Anders Colding Friis for his large contribution during his many years of service within the Group.

Henrik Heideby presented the individual Board Members' professional qualifications and experiences.

Henrik Heideby informed that if the Board of Directors was re-elected, it would appoint Peter Thorsen as Chairman and Henrik Heideby as Deputy Chairman

The Chairman of the meeting called for other candidates from the floor. No request was made and the Chairman of the meeting then ascertained that the following candidates were elected as members of the Board of Directors of the Company:

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

Re. Agenda item 5. Approval of remuneration to the Board of Directors for the financial year 2017/18

The proposed remuneration to the Board of Directors was presented with reference to the Chairman of the Board of Director's presentation of Agenda item 1.

It was proposed that the total remuneration to the Board of Directors for the financial year 2017/18 amounts 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, DKK 200,000 constitutes separate remuneration to the Nomination Committee.

The Chairman of the meeting called for other proposals from the floor. As no one wanted to take the floor, the Chairman of the meeting ascertained that the proposal was adopted.

Re. Agenda item 6. Appointment of auditors

It was proposed that PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab should be re-appointed as auditor.

As no one requested to take the floor, the Chairman of the meeting ascertained that the proposal was adopted.

Re. Agenda item 7. Resolution proposed by the Board of Directors

Re. Agenda item 7.1 Amendment of the Company's Articles of Association in respect of the registrar of the Company's Register of Owners

It was proposed 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."

As no one requested to take the floor, the Chairman of the meeting ascertained that the proposal was adopted.

Re. Agenda item 7.2 Amendment to the Company's authority to bind the Company

It was proposed 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."

As no one requested to take the floor, the Chairman of the meeting ascertained that the proposal was adopted.

Re. Agenda item 7.3 Approval of the Company's revised Remuneration Policy including the revised general guidelines regarding incentive pay to the Executive Board

It was proposed to adopt the Company's revised Remuneration Policy including the revised general guidelines regarding incentive pay to the Executive Board which had been made available at the corporate website prior to the Annual General Meeting.

As no one requested to take the floor, the Chairman of the meeting ascertained that the proposal was adopted.

Re. Agenda item 7.4 Authority to the Board of Directors to acquire own shares

It was proposed that the Board of Directors should be authorized 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.

As no one had any comments, the Chairman of the meeting ascertained that the proposal was adopted.

Re. Agenda item 8. Any other business

No one requested to take the floor in respect of this agenda item.

The Chairman of the meeting stated that all agenda items had been dealt with and that all proposals were adopted unanimously.

The Annual General Meeting was adjourned.

Chairman of the meeting:

Anders Lavesen