



Notice of Annual General Meeting

Wednesday 9 December 2015 at 3:30 pm
Holtedam 3 (Aage Louis-Hansen Auditorium), Humlebæk, Denmark

To the shareholders of Coloplast A/S

16 November 2015

Notice of Annual General Meeting

The Annual General Meeting will be held on **Wednesday 9 December 2015 at 3:30 pm** at the premises of Coloplast A/S at Holtedam 3 in Humlebæk (Aage Louis-Hansen Auditorium).

Prior to the General Meeting, coffee, tea and cake will be served outside the auditorium **from 3:00 pm to 3:30 pm**.

The General Meeting will be opened by the Chairman of the Board of Directors and will be presided over by a chairman appointed by the Board of Directors. The General Meeting will be webcast to the shareholders at www.coloplast.com.

Agenda

1. To receive the report of the Board of Directors on the activities of the company during the past financial year.
2. To present and approve the audited annual report.
3. To pass a resolution on the distribution of profit in accordance with the approved annual report.
4. To consider any resolutions proposed by the Board of Directors or shareholders.

Proposals from the Board of Directors:

4.1 Capital reduction.

Since the Annual General Meeting held on 4 December 2014 the company has acquired treasury shares. The Board proposes to reduce the company's share capital by a total nominal amount of DKK 4 million of its holding of treasury shares and that these treasury shares be cancelled.

Pursuant to section 188(1)(ii), it is disclosed that the purpose of the capital reduction is to pay the amount of the reduction to the company in its capacity as owner of the shares as the amount will be transferred from non-distributable reserves to the company's distributable reserves. The capital reduction will be effected at a price of DKK 274.02 per share, equal to the average price at which the company acquired the shares.

Upon the approval of the reduction of the share capital, the Board proposes that Article 3(1) of the Articles of Association be amended to read as follows:

"The total share capital of the company is DKK 216 million, of which DKK 18 million is A shares divided into shares of DKK 1.00 each or multiples thereof and DKK 198 million is B shares divided into shares of DKK 1.00 each."

- #### 4.2 Grant of authority to the company's Board of Directors to allow the company to acquire treasury shares representing up to 10% of the company's share capital pursuant to the provisions of section 198 of the Danish Companies Act.

The highest and lowest amount to be paid for the shares is the price applicable at the time of purchase +/-10%.

The authority will be valid until the company's Annual General Meeting to be held in 2016.

5. To elect members to the Board of Directors.

The Board of Directors proposes re-election of the following members:

Mr Michael Pram Rasmussen, Director (Chairman)
Mr Niels Peter Louis-Hansen, BCom (Deputy Chairman)
Mr Sven Håkan Björklund, Director
Mr Per Magid, Attorney
Mr Brian Petersen, Director
Mr Jørgen Tang-Jensen, CEO

The Board of Directors proposes election of Ms Birgitte Nielsen, Director, and Ms Jette Nygaard-Andersen, CEO. Their CVs are enclosed as an appendix.

For further information on each of the current members of the Board of Directors, please refer to the company's website, www.coloplast.com, or contact the Shareholder Secretariat by telephone at (+45) 4911 1800.

6. To appoint auditors.

The Board of Directors proposes the re-appointment of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab as the company's auditors.

7. Any other business.

No other proposals have been tabled by the Board of Directors or by shareholders for consideration at the General Meeting.

Adoption of the amendment to the Articles of Association proposed in item 4.1 of the agenda requires that at least 50% of the share capital is represented at the General Meeting, and that the resolution is furthermore passed by at least two thirds of the votes cast as well as of the voting share capital represented at the General Meeting, cf. Article 11(1) and (2) of the Articles of Association.

If the required share capital is not represented at the Annual General Meeting, and the proposed resolution is not adopted by two thirds of the votes cast, such resolution shall stand rejected. If the resolution is adopted by two thirds of the votes cast, the Board of Directors shall convene an extraordinary general meeting within two weeks, and if the resolution is adopted by at least two thirds of the votes cast as well as of the voting share capital represented at such general meeting, the resolution shall be passed irrespective of the amount of share capital represented.

The proposed resolution in item 4.2 of the agenda can be adopted by a simple majority of votes pursuant to Article 11 of the Articles of Association.

Shareholder information

The total share capital of the company is DKK 220 million, of which DKK 18 million is A shares divided into shares of DKK 1.00 each or multiples thereof and DKK 202 million is B shares divided into shares of DKK 1.00 each.

A shareholder's right to attend and vote at the General Meeting is determined relative to the shares held by the shareholder on the record date, which is **Wednesday 2 December 2015**.

Each A share of DKK 1.00 shall entitle the holder to ten votes, and each B share of DKK 1.00 shall entitle the holder to one vote.

Any shareholder may submit questions to the management at the General Meeting. Questions regarding the agenda and other documents for the General Meeting may also be submitted in writing and must be received by the company not later than one week before the date of the General Meeting. Questions in writing should clearly identify the shareholder and must be forwarded by email to dkisec@coloplast.com, or by ordinary mail to Coloplast A/S, Høltedam 1, 3050 Humlebæk, Denmark, marked "Shareholder Secretariat".

The following information is available on the company's website, www.coloplast.com, in the "Investor Relations" menu as from Monday 16 November 2015:

- The notice convening the General Meeting.
- The total number of shares and voting rights as at the date the General Meeting is convened, including the total number for each share class.
- The documents to be presented at the General Meeting, including the 2014/15 Annual Report.
- The agenda and the complete proposals.
- Forms to be used for proxy/postal voting.

The notice convening the General Meeting, including the complete proposals for consideration at the General Meeting, have also been forwarded to any registered shareholder who has so requested. Additionally, the documents will be available for inspection at the company's offices.

Payment of dividend

Dividends adopted at the General Meeting will be at the disposal of the shareholders on Monday 14 December 2015 through the account-holding bank Nordea.

See page 7 of the 2014/15 Annual Report for additional information about dividends.

Admission cards

Admission cards will be issued to shareholders registered in the register of shareholders on the record date, or from whom the company has received due notice as of the record date for entry into the register of shareholders.

Any shareholder who has requested an admission card **on or before Friday 4 December 2015 at 11:59 pm** is entitled to attend the General Meeting.

Admission cards for the General Meeting can be requested

- through the "Shareholder Portal" in the "Investor Relations" menu on the company's website, www.coloplast.com.
- by using the registration form on the company's website, www.coloplast.com, in the "Investor Relations" menu. Please fill in, sign and send the form by ordinary mail to Computershare A/S, Kongevejen 418, 2840 Holte, Denmark, or by email to gf@computershare.dk.
- by filling in, signing and returning the attached registration form to Computershare A/S, Kongevejen 418, 2840 Holte, Denmark.

The shareholder or proxy holder may attend the General Meeting accompanied by an adviser.

Proxy voting

Voting rights may be exercised through a proxy, who must produce a written and dated instrument appointing the proxy. Such instruments cannot be issued for periods exceeding one year.

Proxies must be nominated **on or before Friday 4 December 2015 at 11:59 pm**

- through the "Shareholder Portal" in the "Investor Relations" menu on the company's website, www.coloplast.com.
- by using the proxy and postal voting form on the company's website, www.coloplast.com, in the "Investor Relations" menu. Please fill in, sign and send the form by ordinary mail to Computershare A/S, Kongevejen 418, 2840 Holte, Denmark, or by email to gf@computershare.dk.
- by filling in, signing and returning the attached proxy and postal voting form to Computershare A/S, Kongevejen 418, 2840 Holte, Denmark.

Postal voting

Registered shareholders may exercise a postal vote on the items of the agenda. Postal votes may be cast

- through the "Shareholder Portal" in the "Investor Relations" menu on the company's website, www.coloplast.com.
- by using the proxy and postal voting form on the company's website, www.coloplast.com, in the "Investor Relations" menu. Please fill in, sign and send the form by ordinary mail to Computershare A/S, Kongevejen 418, 2840 Holte, Denmark, or by email to gf@computershare.dk.
- by filling in, signing and returning the attached proxy and postal voting form to Computershare A/S, Kongevejen 418, 2840 Holte, Denmark.

Postal votes may **not** be withdrawn.

Postal votes must be received by Computershare A/S **on or before Friday 4 December 2015 at 11:59 pm**.

The Board of Directors

Appendix

Re item 5 on the agenda

Curriculum Vitae for Birgitte Nielsen (born 13 September 1963)

Birgitte Nielsen serves on the following boards:

Matas A/S (Member of the Board, Chairman of the Audit Committee)
De Forenede Ejendomsselskaber A/S (Member of the Board)
Topdanmark A/S (Member of the Board, Member of the Audit Committee)
Kirk Kapital A/S (Member of the Board)
Arkil A/S (Member of the Board, Chairman of the Audit Committee)
The Danish Rheumatism Association (Gigtforeningen) (Member of the Board)

Former Board affiliation:

2008-2015	Finansiel Stabilitet A/S
2006-2013	Novenco A/S
2005-2013	Storebrand ASA
2005-2012	Buy Aid A/S
2005-2010	Energinet DK
2005-2010	Faber A/S
2004-2010	Team Danmark (2008-2010: Deputy Chairman of the Board)
2005-2009	Ideas A/S
2006-2009	Netkoncept Service & Facility Management A/S
2007-2008	JMI Invest (27/11/2007-12/12/2008: Chairman of the Board)
2004-2007	Royal Greenland (20/12/2006-22/03/2007: Chairman of the Board)

Work experience:

2006-	Professional Board work
2003-2006	Nielsen + Axelsson ApS
1992-2003	FLS Industries A/S
2000-2003	Chief Financial Officer
1999-2000	Vice President, Group Corporate Control
1996-1999	Vice President, Group Financial Officer
1992-1996	Treasury Manager
1986-1992	Danske Bank A/S
1990-1992	Vice President, Interest Rate Derivatives Trading
1989-1990	Implementation of Risk Management System, New York Branch
1986-1989	Dealer, Commercial Paper & Liquidity Risk Management, Arbitrage
1983-1986	Banking education

Educational background:

1993	Graduate Diploma (HD), Accounting & Finance, Copenhagen Business School
1989	Graduate Diploma (HD), Foreign Trade, Copenhagen Business School
Cedep/Insead	General Management Program

The Board recommends Ms Nielsen for the Board in order to complement the Board's skills in general management, accounting, finance and risk management.

Re item 5 on the agenda

Curriculum Vitae for Jette Nygaard-Andersen (born 22 October 1968)

Jette Nygaard-Andersen has the following board and executive positions:

Chief Executive Officer, Modern Times Group Central European Operations & Chief Executive Officer Modern Times Group Broadcast Product & Technology Group

Executive Vice President, Modern Times Group AB (MTG AB)

Prima Holding a.s. (Member of the Board)

Nova Broadcasting Group (Member of the Board)

Serves on the boards of wholly owned MTG subsidiaries

Senior Mentor, Women Leaders Up, Sweden

Network member, Women on Board, Denmark

Former Board affiliation:

2011-2015 Various board positions with wholly owned MTG subsidiaries

2006-2007 Easy Warm Milk A/S (Member of the Board)

Work experience:

2013-2015 Chief Executive Officer, Modern Times Group Nordic & Baltic Pay-TV Operations

2011-2013 Chief Executive Officer, Viasat A/S (Acting CEO Nordic Pay TV Operations)

2010-2011 Own company, Advisor & Consultant, TMT Sector

2005-2010 Chief Operating Officer, Modern Times Group, MTG A/S

2003-2005 Senior Vice President & Chief Operating Officer, Viasat A/S

1997-2003 Accenture A/S, TMT & Strategy Practice

1993-1997 A. P. Møller-Maersk A/S

1990-1992 Nordisk Film

Educational background:

1993 MSc, Business, Finance & Economics, University of Copenhagen

Executive leadership education:

- Insead, Executive Development Programs
- Columbia University, Executive Leadership Programs

The Board recommends Ms Nygaard-Andersen for the Board in order to complement the Board's skills in general management, marketing, sales and innovation.