

# Notice of Annual General Meeting

Thursday 4 December 2014 at 3:30 pm  
Holtedam 3, Humlebæk (Aage Louis-Hansen Auditorium), Denmark



## To the shareholders of Coloplast A/S

11 November 2014

### Notice of Annual General Meeting

The Annual General Meeting will be held on **Thursday 4 December 2014 at 3:30 pm** at the premises of Coloplast A/S at Holtedam 3 in Humlebæk (Aage Louis-Hansen Auditorium), Denmark.

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](http://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 Fee increase.

It is proposed that the annual basic fees paid to Board members be raised from DKK 375,000 to DKK 400,000.

The members of the Audit Committee receive a fee corresponding to 50% of the basic fee paid to Board members. It is proposed that the fee to the Chairman of the Audit Committee be raised by 50%.

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 shall be valid until the company's Annual General Meeting to be held in 2015.

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

For further information on each of the current members of the Board of Directors, please refer to Coloplast's website, [www.coloplast.com](http://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.

The proposed resolutions in items 4.1 and 4.2 of the agenda can be adopted by a simple majority of votes pursuant to Article 11 of the Articles of Association.

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

### **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 **Thursday 27 November 2014**.

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 [dksafrm@coloplast.com](mailto:dksafrm@coloplast.com) or by ordinary mail to Coloplast A/S, Holtedam 1, 3050 Humlebæk, Denmark, marked "Shareholder Secretariat".

The following information is available on the company's website, [www.coloplast.com](http://www.coloplast.com), under "Investor Relations" as from Tuesday 11 November 2014:

- 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 2013/14 Annual Report.
- The agenda and the complete proposals.
- Forms to be used for voting by proxy or voting by correspondence.

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 Tuesday 9 December 2014 through the account-holding bank Nordea.

See page 11 of the 2013/14 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 28 November 2014 at 11:59 pm** is entitled to attend the General Meeting.

Admission cards for the General Meeting can be requested

- by filling in, signing and returning the attached form to Computershare A/S; or
- through the "Shareholder Portal" in the "Investor Relations" menu on the company's website, [www.coloplast.com](http://www.coloplast.com).

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 28 November 2014 at 11:59 pm** by filling in, signing and returning the attached form to Computershare A/S or through the "Shareholder Portal" in the "Investor Relations" menu on the company's website, [www.coloplast.com](http://www.coloplast.com).

## **Postal voting**

Registered shareholders may exercise a postal vote on the items of the agenda. Postal votes may be cast on the attached form or through the "Shareholder Portal" in the "Investor Relations" menu on the company's website, [www.coloplast.com](http://www.coloplast.com).

Postal votes may **not** be withdrawn.

Postal votes must be received by Computershare A/S **on or before Friday 28 November 2014 at 11:59 pm**.

The Board of Directors