



**ANNUAL GENERAL MEETING  
OF GN STORE NORD A/S**

## ANNUAL GENERAL MEETING OF GN STORE NORD A/S

With reference to Article 11 of the Articles of Association, GN Store Nord A/S hereby convene the annual general meeting to be held on Thursday, March 22, 2012 at 10.00 CET at Radisson Blu Falconer Center, Falkoner Allé 9, 2000 Frederiksberg, Denmark.

### Request for admission cards and voting papers

Shareholders wishing to attend the general meeting are required to obtain an admission card, which can be ordered on [www.gn.com](http://www.gn.com) or from VP Investor Service on [www.vp.dk/gf](http://www.vp.dk/gf). Admission cards may also be obtained from VP Investor Service A/S on phone no. +45 43 58 88 93. This also applies to admission cards for an advisor.

The deadline for ordering admission cards and voting papers is Friday, March 16, 2012 at 23.59 CET.

Admission cards and voting papers will be sent by ordinary mail from VP Investor Service.

Shareholders who do not expect to be able to participate in the annual general meeting may vote by postal vote or by proxy given to the Board of Directors or to a person appointed by the shareholder and participating in the annual general meeting. Submission of proxies may take place at [www.gn.com](http://www.gn.com).

Requests for admission cards or submission of proxies may also take place by sending of the proxy/postal vote form which can be downloaded from [www.gn.com/gf](http://www.gn.com/gf). Shareholders using the form must sign it and return it to VP Investor Services A/S, Weidekampsgade 14, 2300 Copenhagen S, Denmark.

Postal votes and proxies must be received by the Board of Directors of the Company no later than on March 21, 2012 at 15:00 CET. Please note that postal votes cannot be revoked.

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## AGENDA

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| <p><b>a) Report by the Board of Directors on the activities of the Company during the past year</b><br/>The Board of Directors proposes that the oral report given by the Chairman of the Board of Directors at the annual general meeting is adopted.</p>  | <p>The basic fee for serving on the Board of Directors of GN Store Nord A/S is DKK 200,000 with twice the basic fee to the Deputy Chairman and three times the basic fee to the Chairman.</p>  |
| <p><b>b) Submission of the audited annual report for adoption and resolution to discharge the Board of Directors and the Executive Board</b><br/>The Board of Directors proposes that the audited annual report for 2011 is approved, and that the Board of Directors and the Executive Board are discharged.</p>   | <p>The basic fees for serving on the committees are DKK 150,000 with twice the basic fee to the Chairman.</p> <p>The basic fee for serving on the Board of Directors of GN Netcom A/S and GN Resound A/S is DKK 100,000 with 1.75 times the basic fee to the Deputy Chairman and 2.5 times the basic fee to the Chairman.</p>  |
| <p><b>c) Approval of the application of profits or treatment of loss in accordance with the approved annual report</b><br/>The Board of Directors refers to the annual report for 2011 with the proposal set forth therein for the allocation of profits.</p>   | <p><b>e) Election of members to the Board of Directors</b><br/>According to Article 15.1 of the Articles of Association, the members of the Board of Directors who are elected by the annual general meeting must be elected every year.</p>   |
| <p><b>d) Approval of the remuneration to the Board of Directors for the present financial year</b><br/>Pursuant to Article 15.4 of the Articles of Association, a total fee of DKK 5,850,000 to the members of the Board of Directors is proposed, which is the same fee the Company paid to the Board of Directors in 2011. That said, the Board of Directors have decided that the Strategy Committee will now be made permanent. The total fees are proposed distributed as described below.</p> | <p>The Board of Directors proposes re-election of Per Wold-Olsen, William E. Hoover, Jr., Jørgen Bardenfleth, René Svendsen-Tune, Carsten Krosgaard Thomsen and Wolfgang Reim.</p> <p>For information on the managerial offices of each member of the Board of Directors, reference is made to the annual report for 2011.</p> |

**f) Election of a state-authorized public accountant to serve until the Company's next annual general meeting**

According to Article 19.2 of the Articles of Association a state-authorized public accountant is to be elected for the term until the next annual general meeting. The Board of Directors proposes re-election of KPMG Statsautoriseret Revisionsaktieselskab.

**g) Proposals by the Board of Directors and shareholders**

**g.1 Proposals by the Board of Directors**

**g.1.1 Proposal by the Board of Directors to extend the Company's current warrant program by three years to expire at the end of 2015.**

In accordance with the general guidelines for incentive pay to the management adopted at the Annual General Meeting on March 18, 2010 the Company's current warrant program will expire at the end of 2012, The Board of Directors proposes to extend the Company's current warrant program by three years to expire at the end of 2015.

Consequently, it is proposed that Article 2.4 of the general guidelines for incentive pay to the management will read as follows:

*"Article 2.4: Main conditions for allocation*

*The Executive Board of GN Netcom and GN ReSound will receive a number of warrants at no charge. Allocation under the Warrant Program may take place up to and including December 31, 2015. Warrants allocated to a member of the Executive Board in one year shall not imply the same number of warrants in subsequent years."*

In addition, an update of the text has been made as the Danish Public Companies Act and section 7H of Danish Tax Assessment Act and other legislation have been repealed.

The amended guidelines are attached as Appendix 1.

**g.1.2 Proposal by the Board of Directors to authorize the Board of Directors to acquire treasury shares**

On January 12, 2012 a settlement was entered into in the case between DPTG and TPSA, see announcement no. 1 /2012, and GN Store Nord has subsequently received approx. DKK 3,060 million. As a consequence on January 13, 2012 the Company initiated a share buyback program for a total amount of DKK 1.3 billion, see announcement 3 /2012.

The Board of Directors proposes that the Board is authorized until the next annual general meeting

and within the limits of the Danish Companies Act, if deemed appropriate, to allow the Company and its subsidiaries to acquire shares in the Company at a nominal value of up to 20% of the Company's share capital at the market price applicable at the time of purchase subject to a deviation of up to 10%. The authorization will provide the Company the necessary flexibility to ensure implementation of the DKK 1.3 billion share buyback program, see announcement no. 3 /2012, as well as potential further share buyback programs. The purpose of the share buyback program is to reduce the Company's share capital.

**g.1.3 Proposal by the Board of Directors to authorize the Board of Directors to distribute extraordinary dividend**

The Board of Directors proposes that the Board of Directors is authorized for the period until the next annual general meeting, within the limits of the Danish Companies Act, to distribute extraordinary dividend.

**g.1.4 Proposal by the Board of Directors to authorize the Board of Directors to reduce the share capital through the cancellation of treasury shares**

As part of its share buyback programs, see announcements no. 26 /2011, 47/2011 and 3/2012, the Board of Directors proposes that the share capital be reduced by an nominal amount of DKK 58,652,820 by cancellation of 14,663,205 treasury shares of DKK 4 each, corresponding to 7.0% of the total share capital. After the implementation of the share capital reduction, the Company's share capital will amount to 774,788,232.

Due to the reduction of the share capital, it is proposed that the Company's Articles of Association be amended to the effect that Article 3 of the Articles of Association will read as follows:

*"The Company's share capital is DKK 774,788,232 divided into shares of DKK 1 each or multiples thereof."*

**g.1.5 Proposal by the Board of Directors in respect of renewal of the authorization to the Board of Directors to increase the share capital, see Article 5.1 of the Articles of Association**

The present authorization in Article 5.1 of the Articles of Association grants the Board of Directors authority to resolve to increase the share capital either with or without preemptive rights for the shareholders. The Danish Business Authority has recently changed its interpretation in respect of such authorizations. From now on, if the Board of Directors shall be free to choose whether an increase of the share capital is with or without preemptive rights, it will be necessary to adopt two separate authorizations. On these

grounds, the Board of Directors proposes that the existing authorization is divided into two, and that the maximum capital increase, which the Board of Directors is authorized to resolve, is reduced to DKK 150,000,000.

It is proposed that the present provision in Article 5.1 of the Articles of Association is changed into the following three provisions:

*"5.1 The Board of Directors is authorized to increase the share capital with preemptive rights for the shareholders by issuing new shares in one or more rounds up to a total nominal amount of DKK 150,000,000, see however Article 5.3. The authorization is valid until 30 April 2013, but is renewable for one or more periods of one to five years' duration.*

*5.2 The Board of Directors is authorized to increase the share capital without preemptive rights for the shareholders by issuing new shares in one or more rounds up to a total nominal amount of DKK 150,000,000, see however Article 5.3. The subscription price for the new shares shall be equivalent to the market price. The authorization is valid until 30 April 2013, but is*

*renewable for one or more periods of one to five years' duration.*

*5.3 The authority given to the Board of Directors under Articles 5.1 and 5.2 can altogether in the aggregate be exercised to increase the share capital by a maximum nominal amount of DKK 150,000,000. Subject to resolution by the Board of Directors the increase may take place by payment in cash, payment in assets, conversion of debt or issue of bonus shares."*

As a consequence, the numbering of the present Articles 5.2-5.5 of the Articles of Association is changed to 5.4-5.7.

#### **g.2 Proposals from shareholders**

There are no proposal made by the shareholders.

#### **h. Any other business**

Proposals cannot be submitted and decisions cannot be made under item h) of the agenda. It will be possible to ask questions to the Board of Directors on any issue relating to the Company. No resolutions can be adopted in connection with this item on the Agenda.

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#### **Rules on adoption**

The passing of the proposals for amendments to the Company's Articles of Association, items g.1.4 and g.1.5, requires at least 2/3 majority of the votes cast as well as of the share capital represented at the annual general meeting. The passing of the other proposals requires simple majority.

#### **The size of the share capital and the shareholders' voting right**

The Company's share capital of nominal DKK 833,441,052 is divided into shares of DKK 1 or multiples hereof. Each share of DKK 1 carries one vote.

Shareholders are entitled to attend the annual general meeting and to vote on shares held at the record date, which is Thursday, March 15, 2012. The shares held by each shareholder are calculated at the record date on the basis of information about such shareholder's ownership in the register of shareholders and notifications about ownership as received by the Company for entry into, but which have not yet been registered in the register of shareholders.

#### **Further information on the Annual General Meeting**

Further information on the annual general meeting will be available at the Company's website, [www.gn.com](http://www.gn.com), including the total number of shares and voting rights as of the date of the notice convening the annual general meeting, the annual report for 2011, the notice convening the annual general meeting with proposals for the agenda including Appendix 1 and the proxy form to be used in connection with the annual general meeting.

The annual general meeting will again this year be transmitted live in Danish and English via webcast on the Company's website, [www.gn.com](http://www.gn.com). The Company also offers simultaneous interpreting from Danish into English at the annual general meeting.

The annual general meeting at Radisson Blu Falconer Center will be open from 9.00 CET. Tea and coffee are served until 10.00 CET. and a light meal will be served after the annual general meeting.

#### **Questions from the shareholders**

Any questions regarding the agenda or the documents etc. issued in connection with the annual general meeting must be directed to GN Store Nord A/S at the email address: [info@gn.com](mailto:info@gn.com).

If you have any questions to the above, please contact GN Store Nord A/S at tel. +45 45 75 00 00.

Ballerup, February 28, 2012  
GN Store Nord A/S  
The Board of Directors