



## To the shareholders of Chr. Hansen Holding A/S

The Board of Directors is hereby pleased to convene the annual general meeting to be held on

**Tuesday, 30 November 2010, at 4.00 pm**

at Radisson Blu Falconer Hotel & Conference Center, Falkoner Allé 9, 2000 Frederiksberg, Denmark.

### Agenda

- 1. Report on the Company's activities**
- 2. Approval of the annual report and discharge of the Board of Directors and the management board from liability for performance of their duties**
- 3. Appropriation of profit or covering of loss**

The Board of Directors proposes to allocate the profit in accordance with the approved annual report, and to pay an ordinary dividend of DKK 0.64 per share of DKK 10 each.
- 4. Decision on remuneration to the members of the Board of Directors**

The Board of Directors proposes that the members of the Board are awarded a basic remuneration of DKK 300,000, whereas the Chairman is awarded 3 x the basic remuneration and the Vice Chairman is awarded 1½ x the basic remuneration. In addition hereto, members of the committees are awarded 1/3 of the basic remuneration, and the Chairman of the Board's Audit Committee is awarded ½ of the basic remuneration.
- 5. Election of chairman of the Board of Directors.**

The Board of Directors proposes that Ole Andersen be re-elected as chairman of the Board of Directors.
- 6. Election of other members to the Board of Directors**

The board of directors proposes that Frédéric Stévenin, Gaëlle d'Engremont, Lionel Zinsou, Alice Dautry and Henrik Poulsen be re-elected.

The Board of Directors further proposes that Mark Wilson be elected as a new member of the Board of Directors.

Mark Wilson is the Managing Director for Fonterra Brand's Asia, Africa and the Middle East operations in Fonterra Co-Operative Group Limited. He is a member of Fon-

terra's Executive Committee as well as being a board member of a number of subsidiaries in the Fonterra Group.<sup>1</sup>

As regards the existing Board members' management positions in other commercial enterprises, reference is made to the annual report.

**7. Appointment of auditor**

The Board of Directors proposes that the Company's present auditor PricewaterhouseCoopers, Statsautoriseret Revisionsaktieselskab, be re-appointed.

**8. Authorisation to the Board of Directors to purchase own shares**

The Board of Directors proposes that it be authorised– until 29 November 2015 – to let the Company acquire own shares to the effect that the total portfolio of own shares does not exceed 10% of the share capital. Consideration for the shares must not deviate more than 10% from the share price listed on NASDAQ OMX Copenhagen A/S at the time of acquisition.

**9. Delegation of authority to the chairman of the meeting**

The chairman of the meeting is authorised to register the resolutions passed with the Danish Commerce and Companies Agency and to make any such amendments thereto as may be required or requested by the Commerce and Companies Agency as a condition for registration or approval.

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**Majority requirement**

Adoption of the proposals made is subject to a simple majority of votes.

**Date of registration**

A shareholder's right to attend and vote at the general meeting is determined on the basis of the shares held by the shareholder at the registration date Tuesday, 23 November 2010, at 11.59 pm.

**Request for admission card**

Admission cards will be issued to the shareholders recorded in the register of shareholders on the registration date or to the person from whom the Company as at the registration date has received due notification with a view to entry in the register of shareholders.

Requests for admission and voting cards for the general meeting must, cf. the articles of association, be made **no later than Friday, 26 November 2010, at 11.59 pm**. Admission and voting cards for the general meeting may be ordered in one of the following ways:

- by registering at [www.chr-hansen.com](http://www.chr-hansen.com) or at VP Investor Services A/S's website [www.uk.vp.dk/agm](http://www.uk.vp.dk/agm) (remember to use VP reference number),

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<sup>1</sup> The list of companies Mark Wilson is involved in, has been updated following the original AGM notification.

- by returning the enclosed registration form duly completed and signed to VP Investor Services A/S, Weidekampsgade 14, P.O. Box 4040, 2300 Copenhagen S, Denmark, or by fax to fax number +45 4358 8867.

Prior to the general meeting, admission cards ordered will be sent to the address registered in the Company's register of shareholders. Admission cards ordered but not received may be collected at the venue for the general meeting as from 3 pm on Tuesday 30 November 2010.

### **Proxy/postal voting form**

Shareholders unable to attend the general meeting may use the enclosed proxy form or postal voting form to

- grant a proxy to the Board of Directors. In such case, the votes will be used in accordance with the Board's recommendations, or
- grant a proxy to a named third party. In the case, VP Investor Services A/S will forward an admission card to the proxy, which must be brought to the general meeting, or
- grant a proxy to the Board of Directors to vote in accordance with the fields ticked, or
- vote by postal vote.

The Company's international shareholders should note that the right to attend and to cast votes by proxy must be duly documented. Where proper documentation cannot be produced at the general meeting, attendance and/or the right to vote may be denied.

Shareholders wishing to vote by proxy or postal vote must return the enclosed form to VP Investor Services A/S, Weidekampsgade 14, P.O. Box 4040, 2300 Copenhagen S, Denmark or by fax to fax number +45 4358 8867 and the form must reach VP Investor Services A/S **by Friday, 26 November 2010, at 11:59 pm at the latest**. Please note that you can either grant a proxy or vote by postal vote, but not both.

Should you wish to grant a proxy by electronic means, this can be done on [www.uk.vp.dk/agm](http://www.uk.vp.dk/agm) belonging to VP Investor Services A/S and the proxy must be granted **by Friday, 26 November 2010, at 11:59 pm at the latest**. Please note that granting a proxy by electronic means requires that the shareholder already has access to an online bank service or has a VP user name and a VP code. It is not possible to cast a postal vote by electronic means.

### **Practical information**

The Company's total share capital has a nominal value of DKK 1,380,342,200 divided into shares of a nominal value of DKK 10. Each share of DKK 10 carries one vote.

Dividend adopted at the general meeting will be paid via VP Securities A/S to the shareholders' accounts at their own custodian banks through which the shareholders may exercise their financial rights.

At least three weeks before the general meeting, the following material will be available to the shareholders at the Company's website [www.chr-hansen.com](http://www.chr-hansen.com):

- The notice convening the meeting
- The total number of shares and voting rights as at the date of the notice convening the meeting
- The documents to be presented at the general meeting including the most recently audited annual report
- The agenda and the complete proposals
- Forms to be used in relation to voting by proxy and voting by postal vote.

The general meeting will be conducted in Danish and will be transmitted directly via a webcast on the Company's website [www.chr-hansen.com](http://www.chr-hansen.com).

Prior to the general meeting, shareholders can ask questions in writing about the agenda or documents etc. to be used for the general meeting. Such questions must reach the Company one week before the general meeting at the latest.

A light meal will be served after the general meeting.

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Hørsholm, 4 November 2010

Chr. Hansen Holding A/S  
The Board of Directors