

Annual General Meeting in Bang & Olufsen a/s

Bang & Olufsen a/s' Annual General Meeting will be held on Friday 21 September 2012 at 4:30 pm at Struer Statsgymnasium, Jyllandsgade 2, DK-7600 Struer, Denmark.

Agenda

1. The Board of Directors' report on the company's activities over the past year.
2. Presentation and approval of the audited annual report for the 2011/12 financial year, including resolution concerning discharge to the Management Board and the Board of Directors.
3. Decision concerning the allocation of profits or the covering of loss in accordance with the approved annual report.
 - 3.1 The Board of Directors proposes that no dividend shall be paid
4. Proposals from the Board of Directors.

The Board of Directors proposes the following:

- 4.1 That the proposed remuneration to the Board of Directors for the current financial year is approved. The proposed remuneration, which remains unchanged since the last financial year, is as follows:
 - (i) The annual base salary paid to Directors of the Board remains unchanged at DKK 275,000 for each member with respect to board members elected by the shareholders and the employees, respectively, with 3 times the base salary and 2 times the base salary paid to the Chairman and Deputy Chairman, respectively.

(ii) The remuneration paid to the members serving on the company's Audit Committee is DKK 50,000 for each member, with 2 times the fee paid to the Chairman of the Audit Committee.

(iii) The remuneration paid to Directors of the Board serving on the company's Remuneration Committee or Nomination Committee is DKK 50,000 for each member.

Reference is made to page 66 of the annual report (note 7).

4.2 That the Board of Directors is authorised – in the period until 30 September 2013 – to let the company acquire own shares up to a nominal value corresponding to 10 per cent of the company's share capital, provided that the share price does not deviate more than 10 per cent from the most recently quoted market price for the shares on NASDAQ OMX Copenhagen A/S at the time of the purchase.

4.3 That article 4, section 6, of the Articles of Association is amended to the following:

"The Board of Directors is in the period until 31 May 2013 authorized at one or more times to decide to increase the company's share capital by up to a nominal value of DKK 36,244,014 by issuing new shares at market price by way of cash contribution or otherwise. The capital increase shall be without preemptive subscription rights for the company's existing shareholders. The new shares shall in all respects rank pari passu with the existing shares. The new shares shall be negotiable instruments, shall be issued to named holders and shall rank for dividends and other rights in the company from such time as is determined by the Board of Directors in its decision to increase the company's share capital pursuant to

this section, although no more than one year after the date of registration."

The Board of Directors has exercised the authorization pursuant to the provision in article 4, section 6, of the Articles of Association as described in company announcement no. 12.06 dated 19 July 2012. Accordingly, the authorization will be reduced in respect of the nominal value of the potential share issues, and the share capital will be increased accordingly, upon completion of the directed share issue to Sparkle Roll and A CAPITAL.

- 4.4 That the following new provision is added to article 4 of the Articles of Association:

"The Board of Directors is in the period until 31 May 2017 authorized at one or more times to decide to increase the company's share capital by up to a nominal value of DKK 39,270,435 by issuing new shares at market price or at a discount to market price by way of cash contribution or otherwise. The capital increase shall be with preemptive subscription rights for the company's existing shareholders. The new shares shall in all respects rank *pari passu* with the existing shares. The new shares shall be negotiable instruments, shall be issued to named holders and shall rank for dividends and other rights in the company from such time as is determined by the Board of Directors in its decision to increase the company's share capital pursuant to this section, although no more than one year after the date of registration."

- 4.5 That the following new provision is added to article 4 of the Articles of Association:

"The Board of Directors is in the period until 31 May 2017 authorized at one or more times to decide to increase the company's share capital by up to a nominal value of DKK 39,270,435 by issuing new

shares at market price by way of cash contribution or otherwise. The capital increase shall be without preemptive subscription rights for the company's existing shareholders. The new shares shall in all respects rank pari passu with the existing shares. The new shares shall be negotiable instruments, shall be issued to named holders and shall rank for dividends and other rights in the company from such time as is determined by the Board of Directors in its decision to increase the company's share capital pursuant to this section, although no more than one year after the date of registration."

- 4.6 That the following new provision is added to article 4 of the Articles of Association:

"Pursuant to Article 4, sections (4.3), (4.4) and (4.5) above, the Board of Directors may not decide to increase the company's share capital by more than a total nominal value of DKK 75,514,449.

- 4.7 That the provision in article 4, section 7, of the Articles of Association is deleted.

The content of article 4, section 7, has been included in the amended version of article 4, section 6, and is therefore no longer relevant.

The authorisation to issue employee shares in the existing article 4, section 4, of the Articles of Association has expired. Accordingly, this section, as well as article 4, section 5, which relates hereto, will be deleted and article 4 will be updated to reflect this.

If the proposals above under agenda items no. 4.3, 4.4, 4.5, 4.6 and 4.7 are adopted, article 4 in the Articles of Association will be updated to the following:

" Article 4:

Section 1. (unchanged, subject to amendment upon completion of the directed share issue described under item 4.3) The share

capital of the company amounts to DKK 362,440,140.-. The share capital is fully paid up.

Section 2. (unchanged) The share capital is not divided into different classes of shares.

Section 3. (unchanged) The nominal value of each share is DKK 10 or multiples thereof.

Section 4. (amended and renumbered, subject to amendment upon completion of the directed share issue described under item 4.3) The Board of Directors is in the period until 31 May 2013 authorized at one or more times to decide to increase the company's share capital by up to a nominal value of DKK 36,244,014 by issuing new shares at market price by way of cash contribution or otherwise. The capital increase shall be without preemptive subscription rights for the company's existing shareholders. The new shares shall in all respects rank *pari passu* with the existing shares. The new shares shall be negotiable instruments, shall be issued to named holders and shall rank for dividends and other rights in the company from such time as is determined by the Board of Directors in its decision to increase the company's share capital pursuant to this section, although no more than one year after the date of registration.

Section 5. (new) The Board of Directors is in the period until 31 May 2017 authorized at one or more times to decide to increase the company's share capital by up to a nominal value of DKK 39,270,435 by issuing new shares at market price or at a discount to market price by way of cash contribution or otherwise. The capital increase shall be with preemptive subscription rights for the company's existing shareholders. The new shares shall in all respects rank *pari passu* with the existing shares. The new shares shall be negotiable instruments, shall be issued to named holders and shall rank for dividends and other rights in the company from such time as is determined by the Board of Directors in its decision to increase the company's share capital pursuant to this section, although no more than one year after the date of registration.

Section 6. (new) The Board of Directors is in the period until 31 May 2017 authorized at one or more times to decide to increase

the company's share capital by up to a nominal value of DKK 39,270,435 by issuing new shares at market price by way of cash contribution or otherwise. The capital increase shall be without preemptive subscription rights for the company's existing shareholders. The new shares shall in all respects rank *pari passu* with the existing shares. The new shares shall be negotiable instruments, shall be issued to named holders and shall rank for dividends and other rights in the company from such time as is determined by the Board of Directors in its decision to increase the company's share capital pursuant to this section, although no more than one year after the date of registration.

Section 7. (new) "Pursuant to Article 4, sections (4.3), (4.4) and (4.5) above, the Board of Directors may not decide to increase the company's share capital by more than a total nominal value of DKK 75,514,449.

Section 8. The Board of Directors may implement the necessary amendments to the Articles of Association in connection with changes to the capital structure in accordance with the above resolution."

5. Election of members to the Board of Directors.

Peter Skak Olufsen will retire from the Board of Directors and will not stand for re-election due to the age limit of 70 years stated in the rules of procedure of the Board of Directors as referred to in section 5.8.1 of the company's statutory report on corporate governance.

The Board of Directors proposes the re-election of Ole Andersen, Alberto Torres, Rolf Eriksen, Jesper Jarlbæk and Jim Hagemann Snabe. All members are considered as independent.

Likewise, the Board of Directors proposes the election of Andre Loesekrug-Pietri.

André Loesekrug-Pietri is the Chairman and Managing Partner of A CAPITAL, a leading Euro-China growth-capital fund, and has fifteen years of private equity, automotive and aerospace industry experience. André Loesekrug-Pietri is a former board member of

ET Solar Group, he was appointed Counselor of Trade by the French Government, is Chairman of the Private Equity and Strategic M&A Working Group of the European Chamber in China, Deputy Chairman of the Beijing International Financiers Club as well as a member of the World Economic Forum Global Agenda Council on Europe.

The Board of Directors considers André Loesekrug-Pietri to be independent.

With respect to the existing board members' qualifications, including management positions in other business enterprises, reference is made to the annual report, pages 38-39.

6. Election of auditors.

The Board of Directors proposes election of Ernst & Young P/S to replace the company's current auditor Deloitte Statsautoriseret Revisionspartnerselskab.

7. Other business.

The agenda together with the complete proposals, as well as the annual report and the Directors report, is available to the shareholders at the company's offices at Peter Bangs Vej 15, DK-7600 Struer, Denmark, from Wednesday 29 August 2012. The mentioned documents as well as the notice convening the general meeting, information about the total number of shares and voting rights on the date of distribution of the notice convening the meeting and the forms to be used in relation to voting by proxy and voting by mail are also available at the company's website www.bang-olufsen.com under the section "Investors".

Items no. 4.3, 4.4, 4.5, 4.6 and 4.7 of the agenda must be adopted by 2/3 of the votes cast as well as of the share capital represented at the general meeting, whereas adoption of the other proposals requires a simple majority.

As of the date of distribution of this notice convening the Annual General Meeting, the company's nominal share capital totals DKK 362,440,140, divided into shares with a nominal value of DKK 10 each or multiples thereof. Each share with a nominal value of DKK 10 carries one vote.

The notice convening the Annual General Meeting will be published and distributed in accordance with article 6 of the Articles of Association. The meeting will be convened by notification in the newspapers "Dagbladet Holstebro-Struer" and "Politiken", via the company's website and by written notice by post to all shareholders registered by their names in the shareholders' register, who have so requested. Additionally it will be published via NASDAQ OMX Copenhagen A/S. If you wish for the notice and/or the complete proposals to be sent to you by mail, please contact VP Investor Services A/S at tel. + 45 43 58 88 91.

Any shareholder can attend the Annual General Meeting if he/she against presentation of relevant identification has requested an admission card no later than 11:59 pm on Monday 17 September 2012.

The registration date is Friday 14 September 2012. A shareholder's right to vote at the Annual General Meeting is determined on the basis of the shares registered in the shareholder's name in the register of shareholders on the registration date, or for which the shareholder at that time has notified and documented his/her acquisition to the company.

Admission cards to the Annual General Meeting may be obtained at Bang & Olufsen a/s' website www.bang-olufsen.com where you will find a registration form. Admission cards may also be obtained by contacting VP Investor Services A/S at tel. +45 43 58 88 91.

To receive your admission card, you must return a registration form duly completed to be received by VP Investor Services A/S no later than Monday 17 September 2012 at 11:59 pm either by post to VP Investor Services A/S, Weidekampsgade 14, P.O. Box 4040, DK-2300 Copenhagen S, Denmark, by fax to +45 43 58 88 67 or by email to vpinvestor@vp.dk.

If you are unable to attend the Annual General Meeting, you may issue an instrument of proxy or vote by mail.

You may issue an instrument of proxy or vote by mail, but you cannot do both. The proxy form and the mail voting form can be found at www.bang-olufsen.com or may be obtained by contacting VP Investor Services A/S at tel. +45 43 58 88 91.

If you want to appoint a proxy, the proxy voting form must reach VP Investor Services A/S no later than Monday 17 September 2012 at 11:59 pm by post to VP Investor Services A/S to Weidekampsgade 14, P.O. Box 4040, DK-2300 Copenhagen S, Denmark, by fax + 45 43 58 88 67 or by email to vpinvestor@vp.dk.

If you want to vote by mail, the mail voting form must reach VP Investor Services A/S no later than Thursday 20 September 2012 at 12:00 pm (noon) by post to VP Investor Services A/S to Weidekampsgade 14, P.O. Box 4040, DK-2300 Copenhagen S, Denmark, by fax + 45 43 58 88 67 or by email to vpinvestor@vp.dk.

You may also appoint a proxy or vote by mail at VP Investor Services A/S's website www.uk.vp.dk/agm or at www.bang-olufsen.com.

At the Annual General Meeting, the Board of Directors and the Management Board will answer questions from the shareholders on matters of relevance to the assessment of the annual report, the company's position and any other questions to be addressed at the Annual General Meeting. Questions can be asked until the date of the Annual General Meeting by writing to Bang & Olufsen A/S, Peter Bangs Vej 15, DK-7600 Struer, Denmark, addressed to the Legal Department for the attention of Director, Global Counsel Kim Hyldahl Hansen, or by email to kbh@bang-olufsen.dk.

Prior to the Annual General Meeting, we would like to offer shareholders who are not employees, a demonstration of Bang & Olufsen's products. The event begins at 2:00 pm in Bang & Olufsen's main building "Gården". Please call tel. +45 96 84 11 22 if you wish to attend.

Yours sincerely
Bang & Olufsen a/s

Ole Andersen
Chairman