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Date:
9 November 2009

Extraordinary General Meeting of H+H International A/S

Notice is hereby given of an extraordinary general meeting of H+H International A/S to be held on

Friday 27 November 2009 at 3pm

at

**Charlottet haven
Hjørringgade 12C
2100 Copenhagen Ø, Denmark**

The Supervisory Board has determined the following agenda for the meeting:

1. Appointment of chairman of the meeting.
2. Conditional proposal to reduce the Company's nominal share capital of DKK 109,000,000 by DKK 54,500,000 nominal value to DKK 54,500,000 for allocation to a special fund.
3. Conditional proposal to increase the Company's nominal share capital of DKK 54,500,000 by no less than DKK 300,000,000 and no more than DKK 450,000,000 nominal value after implementation of the capital reduction proposed in agenda item 2.
4. Conditional proposal to abolish share classes, subject to specified conditions, and to amend the Articles of Association in accordance with the proposals in agenda items 2 to 4.
5. Proposal to authorise the Supervisory Board to determine whether the conditions in agenda items 2 to 4 are satisfied.
6. Proposal from the Company's A shareholder to change the composition of the board of directors

For additional information please contact:

Hans Gormsen, CEO, on telephone +45 35 27 02 00 or

Anders C. Karlsson, Chairman of the Supervisory Board on telephone +46 70 524 74 80

This is a translation of the company's announcement in Danish. In case of inconsistency between the Danish text and this English translation, the Danish text shall prevail



Re agenda item 1

The Supervisory Board recommends that lawyer Jørgen Boe should be elected as chairman of the meeting.

Re agenda item 2

The Supervisory Board proposes that the Company's share capital should be reduced by DKK 54,500,000 nominal value at par for allocation to a special fund in accordance with section 44a(1)(3) of the Danish Companies Act (*aktieselskabsloven*). The capital reduction will be implemented as a proportionate reduction of the Company's A and B share capital, reducing the nominal A share capital from DKK 24,000,000 to DKK 12,000,000, and the nominal B share capital from DKK 85,000,000 to DKK 42,500,000. At the same time, the denomination of the A and B shares as provided in Article 2, second paragraph, of the Articles of Association will be reduced from DKK 10 to DKK 5 nominal value, or any multiple thereof. It should be noted that the Supervisory Board has currently determined that the B share capital is divided into shares of DKK 100 nominal value, and that the B share capital will be divided into shares of DKK 50 nominal value after the capital reduction.

The proposal is subject to the Supervisory Board's proposals in agenda items 3 and 4 being adopted and implemented.

No announcement will be made in the information system of the Danish Commerce and Companies Agency (*Erhvervs- og Selskabsstyrelsen*) requesting creditors to file their claims as provided in section 46 of the Danish Companies Act because simultaneously with the adoption of the capital reduction, a capital increase will be adopted increasing the capital through the issue of new shares to be subscribed for at an amount equal to or higher than the nominal and actual amount of the reduction (DKK 54,500,000) as described in agenda item 3.

As a result of the capital reduction and capital increase, and the abolition of the division into A and B shares as proposed in agenda item 4, Articles 2 to 7 and Article 14, second paragraph, of the Articles of Association will be amended, and Article 8 will be deleted (see generally agenda item 4). The full text of the Articles will depend on the final amount of the capital increase (see agenda item 3).

Re agenda item 3

The Supervisory Board proposes that after the capital reduction proposed in agenda item 2, the Company's nominal B share capital of DKK 54,500,000 should be increased for cash by no less than DKK 300,000,000 and no more than DKK 450,000,000 nominal value with pre-emption rights to the Company's existing A and B shareholders, allowing all shareholders the right to subscribe for new shares in proportion to their A and B shareholdings (see Article 6 of the Articles of Association).

The proposal is subject to the Supervisory Board's proposals in agenda items 2 and 4 being adopted and implemented.



The new shares will be issued and subscribed for in accordance with the prospectus to be published by the Company in connection with the share issue and the admission of the new shares and the Company's existing A shares to listing and trading on NASDAQ OMX Copenhagen A/S after the share classes have been merged. The final share price, the subscription period, and other terms will be specified in the prospectus in accordance with the provisions of the Danish Securities Trading Act (*værdipapirhandelsloven*). The prospectus will act as subscription list, cf. sec. 34(1) of the Danish Public Companies Act.

The subscription period for the new shares will expire no earlier than 20 days after publication of the prospectus, and no earlier than on 21 December 2009. All existing shareholders will automatically be given pre-emption rights in proportion to their shareholdings, which rights may be exercised or sold as directed in the prospectus.

The denomination of the shares issued in connection with the capital increase will be DKK 50 nominal value, and the shares may be subscribed for at a price ranging from par (corresponding to DKK 50 for each share of DKK 50 nominal value) to 120 (corresponding to DKK 60 for each share of DKK 50 nominal value). The price will be finally fixed at the general meeting upon recommendation from the Supervisory Board.

The new shares will be negotiable instruments issued to bearer, but may be registered in the names of the holders in the Company's register of shareholders. The shares will not be subject to restrictions on transferability, and no shareholder will be required to have his shares redeemed in whole or in part. The shares will carry the same rights as the existing B shares and will confer on the holders the right to receive dividends and other rights in the Company from the time of registration of the capital increase with the Danish Commerce and Companies Agency.

As a result of the capital reduction and capital increase, and the abolition of the division into A and B shares as proposed in agenda item 4, Articles 2 to 7 and Article 14, second paragraph, of the Articles of Association will be amended, and Article 8 will be deleted (see generally agenda item 4). The full text of the Articles will depend on the final amount of the capital increase.

Re agenda item 4

The Supervisory Board proposes that the division of the Company's share capital into an A and a B share class should be abolished, so that all shares in the Company carry the same rights.

As a result of the proposal, the previous A shares will carry the same rights as the B shares after the abolition of share classes and will therefore be registered with VP Securities A/S and listed on NASDAQ OMX Copenhagen A/S on the same terms as the existing B shares.

The proposal is subject to the Supervisory Board's proposals in agenda items 2 and 3 being adopted and implemented.



In connection with the abolition of the division of the Company's share capital into an A and a B share class, Articles 2 to 7 and Article 14 of the Articles of Association will be amended, and Article 8 will be deleted. Consequently, the full text of Articles 2 to 7 and Article 14 will be as follows:

Article 2 will be amended to read:

"The share capital of the Company is DKK [the share capital at the time of the implementation of the capital increase]. The share capital has been admitted to listing on NASDAQ OMX Copenhagen A/S, and the shares are registered with VP Securities A/S.

The share capital is divided into shares of DKK 5 or any multiple thereof as determined by the Supervisory Board.

The share capital has been fully paid up through cash and non-cash contributions."

Article 3 will be amended to read:

"The Company's shares shall be issued to bearer, but may be registered in the names of the holders in the Company's register of shareholders.

The shares shall be negotiable instruments.

The register of shareholders shall be kept by VP Investor Services A/S (VP Services A/S), Weidekampsgade 14, 2300 Copenhagen S, Denmark."

Article 4 will be amended to read:

"No shareholder shall be required to have his shares redeemed in whole or in part.

No share shall carry any special rights."

Article 5 will be amended to read:

"The Company's shares shall be freely transferable. All rights attaching to the shares shall be notified to VP Securities A/S in accordance with the applicable rules."

Article 6 will be amended to read:

"If new shares are issued in connection with a capital increase, the shareholders are entitled to subscribe for the new shares in proportion to their shareholdings, unless otherwise resolved by the general meeting by special resolution."

Article 7 will be amended to read:



"Dividends to the shareholders shall be paid through VP Securities A/S and deposited in the dividend accounts registered with VP Securities A/S."

Article 8 will be deleted. Consequently, the numbering of the subsequent provisions will be changed; the existing Article 9 will become Article 8, Article 10 will become Article 9, and so on.

Article 14, second paragraph, will be amended to read:

"Each share of DKK 5 shall carry one vote. Shareholders who have acquired shares in connection with a transfer shall only be entitled to exercise the voting rights attaching to the shares if the shares have been registered in the register of shareholders or the shareholder has substantiated his acquisition of the shares not later than three business days before the general meeting. In addition, not later than three business days before the general meeting, the shareholder shall have substantiated his voting right and have made a request for an admission card stating the number of votes to which he is entitled."

Re agenda item 5

The Supervisory Board proposes that it should be authorised (i) to apply for registration of the resolutions and amendments to the Articles of Association in agenda items 2, 3 and 4 with the Danish Commerce and Companies Agency; (ii) to determine whether the conditions for implementing the proposals in agenda items 2, 3 and 4 are satisfied; and (iii) to notify the Danish Commerce and Companies Agency no later than eight weeks after the date of the general meeting whether the requirements for registration of the resolutions are satisfied. The Supervisory Board also proposes that it should be authorised (iv) to make such additions, alterations or amendments to the application for registration filed with the Danish Commerce and Companies Agency and to the adopted proposals as may be required for registration.

Re agenda item 6

The A shareholder of the company has proposed to change the composition of the board of directors. At the general meeting, the proposer will give full details of the proposal.

The proposals in agenda items 2 and 3 are subject to being adopted by two thirds of both the votes cast and of the capital represented at the general meeting under section 78 of the Danish Companies Act. The proposal in agenda item 4 is subject to being adopted by two thirds of the votes cast and of the capital represented at the general meeting as well as of no less than two thirds of the A share capital represented at the meeting. The other proposals may be adopted by a simple majority of votes.

The Supervisory Board welcomes all shareholders who have obtained an admission card for themselves and for any accompanying adviser to attend the general meeting. Voting cards will be provided together with the admission cards.



Admission cards and voting cards may be ordered on the Company's website at www.HplusH.com or on VP Investor Services A/S's website at www.uk.vp.dk/agm or by returning to VP Investor Services A/S the order form sent to all registered shareholders together with the agenda and the full text of all proposals to be submitted to the general meeting. The order form may be returned to VP Investor Services A/S by post or by fax at +45 43 58 88 67.

Admission cards and voting cards for the general meeting may be obtained up to and including 24 November 2009.

B shareholders may obtain admission cards and voting cards subject to having their shares registered in the register of shareholders or having substantiated his acquisition of the shares not later than three business days before the general meeting..

In addition, not later than three business days before the general meeting, the shareholder shall have substantiated his voting right and have made a request for an admission card stating the number of votes to which he is entitled.

The Company's existing share capital is DKK 109,000,000 of which DKK 24,000,000 is A share capital and DKK 85,000,000 is B share capital. Each A share of DKK 10 carries 10 votes, and each B share of DKK 10 carries one vote.

On or before 18 November 2009, (i) the agenda of the general meeting and the full text of all proposals to be submitted to the meeting as well as (ii) the latest adopted annual report; (iii) the report of the Supervisory Board on events materially affecting the Company's position that have occurred after the presentation of the annual report; and (iv) the auditor's opinion on the Supervisory Board's report will be made available for inspection by the shareholders at the Company's office at Dampfærgevej 27-29, 4th floor, 2100 Copenhagen Ø, Denmark and can also be seen on the Company's website at www.HplusH.com. These documents will also be sent to any registered shareholder upon request.

Shareholders may attend the meeting by proxy. If a third party is appointed as proxy, the shareholder must request an admission card and a voting card in the third party's name. The Supervisory Board may only be appointed as proxy to vote in accordance with its own recommendations or in accordance with voting instructions. If the Supervisory Board is appointed as proxy, the proxy instrument must reach VP Investor Services A/S on or before 24 November 2009 at 4pm.

H+H International A/S has entered into a participant agreement with VP Securities A/S. Shareholders may exercise their financial rights through VP Securities A/S or their account-holding institution.

Copenhagen, 9 November 2009

H+H International A/S

The Supervisory Board