

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of A/S Øresundsforbindelsen, CVR no. 15807830, will be held on 23 April 2018 at 1.00 pm at the company's premises, Vester Søgade 10, 5th floor, DK-1601 Copenhagen.

Items on the agenda are:

1. Election of chairman of the meeting
2. Approval of the annual report
3. Resolution on the appropriation of profits or the covering of loss in accordance with the approved annual report
4. Resolution to discharge the Board of Directors and the Management Board
5. Election of members to the Board of Directors, including election of the chairman and up to two deputy chairmen of the Board of Directors
6. Determination of the remuneration of the Board of Directors
7. Election of auditor/auditors
8. Any proposals from the Board of Directors or shareholder
 - 8.1. Amendments to the articles of association, including amendment of the company's subscription rule

Below are the complete resolutions with accompanying remarks.

Re. item 1

It is proposed that General Counsel Kristina Jæger be elected chairman of the meeting.

Re. items 2 and 3

It is proposed that the company's annual report for 2017 be approved and that the Board of Directors' proposal for profit appropriation, as set out in the company's annual report for 2017, be approved.

The company's annual report for 2017 is available at <http://sundogbaelt.dk/en>

Re. item 4

It is proposed to discharge the Board of Directors and the Management Board from their obligations in connection with the accounts.

Re. item 5

The following current members of the Board of Directors elected by the annual general meeting are up for election this year:

Peter Frederiksen (chairman)
Partner Lene Holmegaard Lange
CFO Ruth Schade

It is proposed to re-elect Peter Frederiksen, Lene Holmegaard Lange and Ruth Schade as members of the Board of Directors, including Peter Frederiksen as chairman of the Board of Directors. For background information on the three candidates, please see the CVs attached to this notice as Exhibit 1.

Jørn Tolstrup Rohde, who is currently deputy chairman, is not up for election this year.

The Board of Directors will thus consist of the following members elected by the general meeting:

Peter Frederiksen (chairman), Jørn Tolstrup Rohde (deputy chairman), Walter Christophersen, Claus Jensen, Lene Homegaard Lange and Ruth Schade.

Re. item 6

The Board of Directors does not receive separate remuneration for the directorship in the company. The Board of Directors receives board remuneration in its parent company Sund & Bælt Holding A/S.

Re. item 7

The Board of Directors proposes that PwC be re-elected as the company's auditor in accordance with the Audit Committee's recommendation in this respect.

The Audit Committee has neither been influenced by third parties nor been subject to agreements with third parties that limit the general meeting's election to certain auditors or certain auditing firms.

Re. item 8.1

It is proposed to amend the company's articles of association in accordance with the draft updated articles of association enclosed to this notice as Exhibit 2.

It appears from the enclosed draft updated articles of association that the wording of the company's subscription rule in section 4.11 is proposed amended as follows since the Board of Directors does not any longer consist of two deputy chairmen, but only of one:

The Company is bound

- *by the joint signatures of the Chairman of the Board of Directors and a member of the Executive Board,*
- *by the joint signatures of the deputy chairman, a member of the Board of Directors and a member of the Executive Board, or*
- *by the joint signatures of 3 members of the Board of Directors.*

In addition, a few amendments have been proposed which, inter alia, include the following:

- "the minister of Transport and Building" is proposed changed to "the minister of Transport, Building and Housing".
- "deputy chairmen" is proposed changed to "deputy chairman", since the Board of Directors no longer consists of 2 deputy chairmen.
- the wording in section 4.1 "In the period up to the Annual General Meeting in 2017, the Board of Directors will consist of up to 9 members" is proposed deleted as this is no longer relevant.
- "Nasdaq OMX" is proposed changed to "Nasdaq Copenhagen".

See [Exhibit 2](#) for the complete proposed amendments.

Board of Directors