



NKT Holding A/S, Annual General Meeting, Wednesday 6 April 2005

AGENDA AND FULL PROPOSALS

1. Report by the Board of Directors on the company's activities in 2004.
2. Presentation of the annual report.
3. Adoption of the annual report.
4. Proposal by the Board of Directors for the distribution of profits.
The Board of Directors proposes payment of a dividend of 8 DKK per share of 20 DKK nominal value for the financial year 2004, corresponding to a total dividend to be paid to the shareholders of 196 mDKK. The dividend consists of an ordinary dividend of 5 DKK and an extraordinary dividend of 3 DKK per share of 20 DKK nominal value.
5. Resolution regarding discharge of obligations of Management and Board of Directors.
6. Board of Directors' remuneration.
It is proposed that the remuneration to the Board of Directors remain unchanged in 2005 - i.e 400,000 DKK to the chairman, 300,000 DKK to the deputy chairman and 200,000 DKK to each of the other members.
7. Election of Board members.
Ole Løvig Simonsen has announced his retirement from the Board of Directors. To take his place, Jan Trøjborg is proposed for election as a new member of the Board:

Jan Trøjborg (49)

Social Democratic MP

Engineer in the Construction and Environmental lines, Horsens Engineering College, 1986

1987: Parliamentary member for Horsens constituency

1991-93: Chairman of the Parliamentary Trade and Industry Committee

1993-94: Minister for Industry

1994-96: Minister for Transport

1996-98: Minister for Trade and Industry

1998-99: Minister for Research and Information Technology

1999-00: Minister for Development Cooperation

2000-01: Minister for Defence

Shareholding in NKT: 100 shares.

The remaining members of the Board of Directors offer themselves for re-election.

The following are proposed for election:

Christian Kjær, Holger Lavesen, Krister Ahlström, Jan Folting, Jens Maaløe and Jan Trøjborg.

8. Election of one or more public accountants.

KPMG C. Jespersen Statsautoriseret Revisionsinteressentskab is proposed for election as the sole public accountant of the company.
9. The Board of Directors proposes that the company be authorised to decide that the



complete annual report will in future only be published in electronic form, but that a paper-based summary of the annual report will be sent to registered shareholders who request it. It is proposed that a new paragraph be added at the end of Article 6 of the Articles of Association with the following wording:

The company may decide that the complete annual report shall only be forwarded to the shareholders in electronic form. The annual report will be published on the company's website www.nkt.dk and will be forwarded by electronic mail to any registered shareholders who have requested it and informed the company of their e-mail address. System requirements and the procedure for sending the report by e-mail will be published on the company's website. If the complete annual report is only forwarded electronically, the company shall send a paper-based summary to the registered shareholders who have requested it, including registered shareholders who have previously received the complete annual report in a paper-based version. The shareholders shall be informed when it is decided by the company only to forward the complete annual report electronically.

10. The Board of Directors proposes that it be authorised by the company to allow the company or its subsidiaries to acquire up to 10% of the company's own shares in the period up to next year's annual general meeting, at the acquisition market price, plus or minus 10%.
11. The Board of Directors proposes that it be authorised by the general meeting to distribute extraordinary dividend in the period up to next year's annual general meeting. The authorisation shall be recorded as a new paragraph at the end of Article 3 of the Articles of Association with the following wording:

By decision of the general meeting on 6 April 2005, the Board of Directors has been authorised to approve distribution of extraordinary dividend in accordance with the provisions of section 109a of the Danish Companies Act. The authorisation shall have effect until the company's annual general meeting in 2006, which in accordance with Article 6 of the Articles of Association shall be held before the end of April 2006.

12. The Board of Directors proposes that it be authorised to increase the company's share capital in the period up to 5 April 2010 by a maximum amount of 200 mDKK, nominally, through one or more new share issues. The provisions of Article 3(A) of the Articles of Association will thereafter be replaced by the following wording, whereby the existing authorisation will cease to apply:

By decision of the Board of Directors the share capital may be increased by a maximum amount of 200,000,000 DKK nominally (10,000,000 shares) through one or more issues of new shares. This authorisation shall be valid until 5 April 2010. The increase may be carried out through the issue of shares for cash consideration or by other means. If the subscription price equals the market price, the Board of Directors may decide to issue the shares without granting existing shareholders pre-emptive rights. Where the capital is increased through the conversion of debt or in consideration for acquisition of an existing business undertaking or specific assets, the shareholders shall not have pre-emptive rights.

New shares issued in accordance with the above authorisation shall carry dividends from such time as may be decided by the Board of Directors, but not later than for the financial year in which the increase in share capital takes place. The new shares shall otherwise in all respects be subject to the same terms as the existing shares.

13. Any other proposals from the Board of Directors or the shareholders.

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