

Business transacted at the Annual General Meeting on 5 April 2019

Højgaard Holding A/S held its Annual General Meeting today, with the agenda set out in Notice of Meeting dated 7 March 2019.

Referring to the Company's annual report for 2018, Søren Bjerre-Nielsen, Chairman of the Board of Directors, presented a verbal review of the 2018 financial year, the main highlights for the Company and the outlook for 2019. The Board of Directors' outlook as set out in the published annual report for 2018 remains unchanged.

Under items 2-4 of the agenda, the Chairman presented the annual report for 2018 and the Board of Directors' proposed resolution for the application of the result for the year.

The annual report for 2018 was adopted, discharging the Board of Directors and Executive Board from their obligations. No dividend will be paid for 2018.

Under item 5(a) of the agenda, the shareholders in general meeting resolved to implement the merger with Monberg & Thorsen A/S, with Højgaard Holding A/S as the continuing company, to merge the Company's share classes and to increase the Company's share capital to DKK 155,741,380. The shareholders in general meeting also resolved to change the Company's name to MT Højgaard Holding A/S. The remaining amendments to the Articles of Association described in the Notice of Meeting were also adopted.

Under items 5(b) and (c) of the agenda, the proposed resolutions concerning a remuneration policy for the Company and remuneration to the Board of Directors for 2019 were adopted.

Under item 5(d) of the agenda, the Board of Directors was granted authorisation, for the period until 1 April 2024 and within a cap of 10% of the share capital, to let the Company acquire own shares at the market price at the time of acquisition with a maximum deviation of 10%.

Under item 5(e) of the agenda, the chairman of the meeting was authorised to notify the Danish Business Authority of the adopted resolutions and to effect



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the necessary registrations of and amendments etc. to the Articles of Association as required by the Danish Business Authority.

Under item 6 of the agenda, the shareholders in general meeting re-elected Carsten Dilling and Pernille Fabricius to the Board of Directors and elected Christine Thorsen, Anders Lindberg, Ole Røsdahl and Morten Hansen to the Board of Directors.

Under item 7 of the agenda, Ernst & Young Godkendt Revisionspartnerselskab (CVR 30 70 02 28) were re-appointed as the Company's auditor.

Carsten Dilling was elected as Chairman of the Board of Directors at the subsequent Board meeting.

Kind regards
Højgaard Holding A/S

Carsten Dilling
CEO



Højgaard Holding