**ALM. BRAND**

**Management**
Midtermolen 7
DK- 2100 Copenhagen

Telephone +45 35 47 47 47
Telefax +45 35 26 62 38
www.almbrand.dk

To the Copenhagen Stock Exchange
Nikolaj Plads 6
1007 Copenhagen K

**Ref** SLB/hdg

**Announcement No. 9/2006**

**Date** 18 April 2006


## Alm. Brand A/S – Annual General Meeting

With reference to the information duties of issuers of listed securities we hereby enclose the agenda with the complete proposals for the Annual General Meeting of Alm. Brand A/S on 27 April 2006.

Please direct any questions regarding this announcement to Søren Boe Mortensen, Chief Executive, on tel. +45 35 47 47 47.

**Yours sincerely,**

Alm. Brand A/S

*Søren Boe Mortensen*
CE

**ALM. BRAND A/S**

**AGENDA**
**AND**
**COMPLETE PROPOSALS**

## AGENDA

At the Annual General Meeting on Thursday, 27 April 2006 at 11:00 a.m. at the Hotel Radisson SAS Scandinavia, Amager Boulevard 70, DK-2300 Copenhagen S.

a. Presentation of the annual report for approval and a resolution for ratification of the acts of the Board of Directors and the Management Board.

b. Resolution on the distribution of profit or the treatment of loss according to the adopted annual report.

c. Authorisation to acquire own shares, cf. section 48 of the Danish Companies Act.

d. Election of members to the Board of Directors and their alternates, cf. Article 9.1.

e. Election of auditor.

f. Proposal, if any, from the Board of Directors or the shareholders.

g. Any other business.

## THE COMPLETE PROPOSALS

from the Board of Directors

to

the Annual General Meeting

**a. Presentation of the annual report for approval and a resolution for ratification of the acts of the Board of Directors and the Management Board.**

* The Board of Directors proposes that the annual report be approved.
* The Board of Directors proposes that the acts of the Board of Directors and the Management Board be ratified.

**b. Resolution on the distribution of profit or the treatment of loss according to the adopted annual financial statements.**

* The Board of Directors proposes that the profit for the year, DKK 689 million, be carried forward to next year.

**c. Authorisation to acquire own shares, see section 48 of the Danish Companies Act.**

* The Board of Directors proposes that, for the period until the next Annual General Meeting, the Board of Directors be authorised to allow the Company to acquire own shares against consideration for ownership or as collateral provided that the total nominal value of own shares held by the Company and its subsidiaries does not exceed, or as a consequence of the acquisition will not exceed, 10% of the share capital. The consideration for such shares may not deviate by more than 10% from the price quoted by the Copenhagen Stock Exchange at the time of acquisition.

**d. Election of members to the Board of Directors and their alternates, cf. Article 9.1.**

- The Company's Board of Directors currently consists of 6 members elected by the shareholders and 3 members elected by the employees. Furthermore, alternates for 5 of the members selected by the shareholders have been elected. Pursuant to Article 9.2 of the Articles of Association, Board members elected by the shareholders are elected for terms of one year, and retiring Board members are eligible for re-election. Consequently, all board members elected by the shareholders and the alternates are up for election. Mr. Michael Fiorini's has made his mandate available, whereas the other members of the Board of Directors elected by the General Assembly are willing to be re-elected.

  The Board of Directors propose Mr. Henrik Stenbjerre, attorney-at-Law, of the law firm Kromann Reumert to be elected.

  The Board of Directors recommends that the following Board members be re-elected:

  Mr. Christian N.B. Ulrich
  Mr. Jørgen Hesselbjerg Mikkelsen
  Mr. Boris Nørgaard Kjeldsen

Mr. Niels Kofoed
Mr. Jørgen Skovdal Larsen

The alternates, Mr Peter Jørgensen (for Christian N.B. Ulrich) and Mr Christian G. Kjøller (for Boris Nørgaard Kjeldsen) are not up for re-election.

The Board of Directors propose Mr. Per V.H. Frandsen elected as alternate for Mr. Christian N.B. Ulrich and Mr. Bent Petersen elected as alternate for Mr. Boris Nørgaard Kjeldsen.

The Board of Directors recommends that the following be re-elected as alternates:

Ms Charlotte Riegels Hjorth (for Jørgen Hesselbjerg Mikkelsen)
Mr Flemming Fuglede Jørgensen (for Niels Kofoed)
Mr Carsten Meyer Petersen (for Jørgen Skovdal Larsen)

Pursuant to section 49(6), second sentence, of the Danish Companies Act, please be informed

that Mr. Henrik Stenbjerre is

Chairman of the board of Camfil A/S

Deputy chairman of the board of Averhoff & Co A/S og Stena Metall A/S and

Member of the board of Terma A/S, Brüel & Kjær Sound & Vibration Measurement A/S and RM Rich. Müller A/S

that Mr. Per V.H. Frandsen is

Member of board of Danish Crown Holding A/S and Daka Ejendomme og Finans A/S

that Mr. Carsten Meyer Petersen is

Chariman of the board of Todbjerg City A/S and Todbjerg Busser A/S and

Member of the board of Dansk Ejendomsinvestering A/S and Ole Surland A/S

that Mrs. Charlotte Riegels Hjorth, Mr. Flemming Fuglede Jørgensen and Mr. Bent Petersen do not have managerial duties in other Danish limited liability companies.

Mr. Christian N.B. Ulrichs, Mr. Jørgen Hesselbjerg Mikkelsens, Mr. Boris Nørgaard Kjeldsens, Mr. Niels Kofoeds and Mr. Jørgen Skovdal Larsens managerial duties in other Danish liability companies are set out in the list of directorships held by Board members appearing on pp. 118-119 of the Annual Report 2005.

**e. Election of auditors.**

* The Board of Directors proposes that Deloitte, Statsautoriseret Revisionsaktieselskab be re-elected as auditor of the Company.

**f. Proposals, if any, from the Board of Directors or the shareholders.**

There are no proposals from the Board of Directors or the shareholders.

**g. Any other business.**

Copenhagen, 18 April 2006

**THE BOARD OF DIRECTORS**