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## MINUTES OF ANNUAL GENERAL MEETING

Rias A/S, CVR-no. 44 06 51 18

Date: 24 January 2018

On 24 January 2018 the Annual General Meeting of Rias A/S, CVR-no. 44 06 51 18, was held at the Company's premises Industrivej 11, 4000 Roskilde.

The agenda was:

1. Appointment of a Chairman for the meeting.
2. The Management's Report on the Company's activities in the past year.
3. Presentation for approval of the audited Annual Report including Profit and Loss Account and Balance Sheet and resolution to exempt the Board of Directors and Management from liability.
4. Resolution with respect to the application of profits or covering of losses in accordance with the adopted Annual Report.
5. Any other proposals from the Board of Directors or the shareholders.
6. Election of the Chairman of the Board of Directors.  
The Board of Directors proposes re-election of Mr Jürgen Westphal, Managing Director, thyssenkrupp Plastics GmbH.
7. Election of other members of the Board of Directors.  
The Board of Directors proposes re-election of Mr Peter Swinkels, Managing Director, thyssenkrupp Plastics Belgium N.V./S.A., Mr Steen Raagaard Andersen, attorney at law, Lund Elmer Sandager Law Firm, and Mr Dieter Wetzel, Financial Manager, thyssenkrupp Plastics GmbH.
8. Appointment of one or more auditors.  
The Board of Directors proposes re-election of PricewaterhouseCoopers, Statsautoriseret Revisionspartnerselskab.
9. Any other business.

#### Re 1

The Board of Directors proposed that Mr. Peter Sørensen, attorney at law, be elected Chairman of the Meeting. There were no other suggestions and Mr. Peter Sørensen was elected Chairman of the Meeting.

It was explained and documented that the Annual General Meeting had been convened by advertisements on the Company's website, [www.rias.dk](http://www.rias.dk), and via the Danish Business Authority's IT-system and OMX on 20 December 2017 and notice had been given to the shareholders listed in the Shareholders Register or representatives who had made a request to this effect on the same date.

Shareholders representing 79.9 % of the total share capital of DKK 23,063,000 were represented at the Annual General Meeting. The represented shareholders totalled 465.530 votes of which 312,500 votes belonged to A-shareholders and 153.030 votes belonged to B-shareholders.

The Chairman ascertained that the Annual General Meeting had been lawfully convened and was quorate.

#### Re 2

Mr. Henning Hess, Managing Director, presented the Report on the Company's business in the past year on behalf of the Management.

There were some questions, which were answered.

The Annual General Meeting then took note of the Report.

#### Re 3

The Company's audited Annual Accounts for the period 1 October 2016 – 30 September 2017 was presented and reviewed by Dannie Michaelsen, Finance Manager.

The Annual Accounts showed a profit for the period of DKK 6,195,000.

There were some clarifying questions to the Annual Report.

The first question concerned the book value of plots and building, including the calculation and definition of the scrap value and whether the market valuation of plots and buildings had been determined by an external valuer.

The scrap value was explained and defined.

With regard to the market valuation management explained that the last valuation had been carried out approx. 2 years ago. External valuations that are used as references are obtained every couple of years.

Then there were questions relating to the Directive on Shareholders' Rights which is expected to contain increasing demands for approval of significant transactions between closely related parties.

The question to the board was whether it had had any considerations as to how this would be handled in the future.

The board explained that no decision had been made yet, but that the board planned to discuss it at a later meeting.

Finally, there was a question regarding the recently published periodical information where the board was asked whether it expected to be in the upper end of the guided range.

In its reply, the board referred entirely to the published periodical information.

The Annual Accounts and Audit Book were then unanimously approved by the Meeting.

The Annual General Meeting also unanimously approved the proposal to accept the decision regarding discharge from liability for the Board of Directors and Management.

#### Re 4

According to the approved Annual Accounts and Report from the Board of Directors, the Board of Directors proposed that the annual result be distributed as follows:

Annual result 1 October 2016 – 30 September 2017	<u>DKK 6,195,000</u>
Shareholders dividends, DKK 20 per DKK 100 share	DKK 4,612,600
Transferred to retained earnings	<u>DKK 1,582,400</u>
	<u>DKK 6,195,000</u>

The proposal was approved unanimously.

#### Re 5

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

#### Re 6

It was proposed to re-elect Mr. Jürgen Westphal, Managing Director, thyssenkrupp Plastics GmbH, as Chairman of the Board of Directors.

The proposal was unanimously adopted.

#### Re 7

It was proposed to re-elect Mr Peter Swinkels, Managing Director, thyssenkrupp Plastics Belgium N.V./S.A., Mr Steen Raagaard Andersen, attorney at law, Lund Elmer Sandager Law Firm and Dieter Wetzel, Financial Manager, thyssenkrupp Plastics GmbH.

The proposal was unanimously adopted.

Re 8

The Board of Directors proposed that PricewaterhouseCoopers, Statsautoriseret Revisionspartnerselskab be re-elected as auditors.

The proposal was unanimously adopted.

Re 9

Nothing to discuss under this item.

The Chairman then thanked the Meeting for its orderly manner and the Annual General Meeting was adjourned.

Chairman:

Peter Sørensen