

NOTICE OF EXTRAORDINARY GENERAL MEETING OF ASETEK A/S

In accordance with Article 7.7 of the Articles of Association, notice is hereby given of an extraordinary general meeting of Asetek A/S to be held on

Wednesday, 14 August 2013 at 9:30 a.m.

The general meeting will be held in the premises of Carnegie Investment Bank, Stranden 1, Aker Brygge, 0106 Oslo.

Asetek A/S is a Danish company and is subject to the Danish Companies Act.

Agenda:

1. Amendment of Article 2.1 of the Articles of Association regarding the Company's registered office
2. Amendment to the authority to issue warrants under Articles 6.1 and 6.2 of the Articles of Association
3. Approval of general guidelines for the Company's incentive programmes and adoption of a new Article 11.7 in the Articles of Association
4. Adoption of a new Article 13 in the Articles of Association regarding a nomination committee
5. Establishment of a nomination committee and election of members

Full text of the proposals:

Re 1. Amendment of Article 2.1 of the Articles of Association regarding the Company's registered office

Due to the fact that the Company as per 1 August 2013 will move its registered office from Brønderslev to Aalborg, the Board of Directors proposes that Article 2.1 of the Articles of Association concerning the Company's registered office should be amended to read as follows:

"2.1 *The Company's registered office is situated in the municipality of Aalborg.*"

Re 2. Amendment to the authority to issue warrants under Articles 6.1 and 6.2 of the Articles of Association

The Board of Directors proposes that Articles 6.1 and 6.2 concerning the authority of the Board of Directors to issue warrants should be amended to read as follows:

"6.1 *The Board of Directors is authorised, for the period until 14 August 2018, to issue, in one or more rounds and without pre-emption rights to the existing shareholders, warrants granting the right to subscribe for shares in the Company of a nominal value of up to DKK 80,000 in connection with the issue of new shares to executive officers, members of the Board of Directors, consultants and employees of the Company and/or its subsidiaries as determined by the Board of Directors. The nominal amount can be higher due to the consequences of the adoption of adjustment clauses the Board of Directors may approve. The warrants shall give the right to subscribe for shares in the Company at a price fixed by the Board of Directors, which may be lower than the market price. The Board of Directors shall stipulate the terms governing the warrants issued under this authority. According to the rules in force at any time, the Board of Directors may reuse or reissue any lapsed non-exercised warrants provided that such reuse or reissue takes place on the terms and within the limits that appear from this authorisation. Reuse means the right of the Board of Directors to allow another contracting party to enter into a pre-existing agreement on warrants. Reissue means the right of the Board of Directors within the same authorisation to reissue new warrants in the event of lapse of warrants that have already been issued.*

6.2 *The Board of Directors is authorised to stipulate the detailed terms and conditions governing capital increases under the authorisation given above. The Board of Directors is further authorised to amend these Articles of Association as required in connection with the Board of*

Director's use of the above mentioned authorisation. All new shares issued under Article 6.1 shall be negotiable instruments and shall be registered in the names of the holders in the register of shareholders, and the same pre-emption rights shall apply to the new shares as to the existing shares in case of any future increases of the share capital. The Articles regarding the Company's shares of these Articles of Association shall also apply to new shares. The new shares shall carry the right to dividends and other rights as from the time determined by the Board of Directors, but no later than 12 months after the registration of the capital increases."

Re 3. Approval of general guidelines for the Company's incentive programmes and adoption of a new Article 11.7 in the Articles of Association

The Board of Directors proposes that the remuneration guidelines for the incentive programmes of Asetek A/S attached as Appendix 1 should be approved by the general meeting.

If the remuneration guidelines are approved by the general meeting, the following new Article 11.7 will be included in the Company's Articles of Association:

"11.7 Guidelines for incentive programmes in the Company have been adopted in accordance with section 139 of the Danish Companies Act. The guidelines are available on the Company's website."

Re 4. Adoption of a new Article 13 in the Articles of Association regarding a nomination committee

The Board of Directors proposes that the following new Article 13 regarding a nomination committee shall be included in the Company's Articles of Association:

"13 NOMINATION COMMITTEE

13.1 The general meeting may resolve to establish a nomination committee, which shall have the following tasks:

- 1. Propose candidates for the Board of Directors for election by the shareholders at the Company's annual general meeting.*

2. *Propose remuneration to be paid to the members of the Board of Directors, board committees and the nomination committee for approval by the shareholders at the Company's annual general meeting.*
3. *Prepare, implement and analyse the Board of Directors' annual self-assessment.*
4. *Present the nomination committee's recommendations at the Company's annual general meeting and give an account of the nomination committee's work.*
5. *Any such additional task as the general meeting may deem appropriate and adopt with simple majority cf. Clause 10.2.*

13.2 *The nomination committee shall consist of three members, of which one member shall be the chairman of the Board of Directors. The two other members shall be elected by the general meeting to hold office until the next annual general meeting.*

13.3 *The members of the nomination committee are entitled to attend and speak at the Company's general meetings.*

13.4 *The general meeting shall approve a charter for the nomination committee by simple majority, cf. Clause 10.2."*

Re. 5. Establishment of a nomination committee and election of members

If item 4 on the agenda is approved by the general meeting, the Board of Directors proposes to establish a nomination committee pursuant to the new Article 13 of the Articles of Association with the charter attached as Appendix 2 and to elect the following persons as members of the nomination committee:

Ib Sønderby Larsen

Gregers Kronborg Hansen

The nomination committee will then consist of Ib Sønderby Larsen, Gregers Kronborg Hansen and Samuel Ruben Szteinbaum as chairman of the Board of Directors.

The Board of Directors proposes that the following resolution is passed:

"The charter for the nomination committee is approved and ratified in all respects. Ib Sønderby Larsen and Gregers Kronborg Hansen are elected to the nomination committee together with the chairman of the Board of Directors for a period until the Company's annual general meeting in 2014."

The resolutions proposed in agenda items 1, 2 and 4 are subject to being passed by not less than two-thirds of the votes cast as well as of the voting share capital represented at the general meeting (see Article 10.2 of the Articles of Association). The resolution proposed in agenda items 3 and 5 may be passed by a simple majority of votes.

Share capital and voting rights

The Company's share capital is DKK 1,488,131.10, divided into shares of DKK 0.10 or any multiple thereof. Each share of DKK 0.10 nominal value carries one vote (see Article 9.1 of the Articles of Association).

Notice of attendance, proxies and advance voting, etc.

The rights of shareholders to attend the general meeting and vote their shares are based on their shareholding on the date of registration. The date of registration is 7 August 2013, and anyone who is registered as a shareholder in the register of shareholders on that date, or who has made a request to such effect, is entitled to attend and vote at the general meeting.

Shareholders may attend the general meeting physically (accompanied by an adviser, if relevant) or by proxy. Votes may be cast by appointing either the Company's Board of Directors or a third party as proxy to vote on the shareholder's behalf. A notice of attendance form and proxy forms are available on the Company's website <http://www.asetek.com/EGM2013>.

Notice of attendance and proxy forms may be sent electronically through the Company's website <http://www.asetek.com/EGM2013> or through VPS Investor Services. Notice of attendance and proxy

forms may also be sent by e-mail to genf@dnb.no, by regular mail to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway or faxed to +47 22 48 11 71. Notice of attendance and proxy forms must be received by DNB Bank ASA no later than 11:59pm on 9 August 2013.

Advance votes may only be cast electronically through the Company's website <http://www.asetek.com/EGM2013> or through VPS Investor Services.

Questions and publication of documents

At the general meeting, the Board of Directors will answer questions from the shareholders on matters of importance to the Company's situation and other issues to be considered at the meeting. Shareholders may also ask questions in writing about the agenda and the documents to be used for the general meeting. Questions can be sent by post to Saltumvej 27, DK-9700 Brønderslev, or by email to EGM2013@asetek.com.

The following information and documents are available on the Company's website, www.asetek.com/EGM2013: (i) The notice convening the general meeting; (ii) the total number of shares and voting rights at the date of the notice; (iii) all documents to be submitted to the general meeting; (iv) the agenda and the full text of all proposals to be submitted to the general meeting; and (v) notice of attendance and proxy forms.

Language

The language at the general meeting will be English, without simultaneous interpretation to and from Danish (see Article 9.8 of the Articles of Association).

Brønderslev, 22 July 2013

The Board of Directors

Asetek A/S