

PART IV

NOTICE OF GENERAL MEETING

European Lifecare Group A/S

(the "Company")

(Incorporated in Denmark with registered CVR-number 10104653)

Notice is hereby given that an extraordinary general meeting of the Company (the "**General Meeting**") will be held at the offices of the Company at Gladsaxevej 376, 1., DK-2860 Søborg, on Wednesday 30 May at 12:00 noon.

AGENDA INCLUDING COMPLETE PROPOSALS

Resolutions proposed by the Board of Directors:

- 1) Proposal by the Board of Directors to reduce the Company's share capital by DKK 38,536.10938 nominally to DKK 555,213.9 nominally by cancellation of 2,466,311.00 treasury shares for allocation to a special reserve fund in accordance with section 188(1)(3) of the Danish Companies Act (*selskabsloven*).

The first clause in Article 4 of the Articles of Association must be updated in connection with the reduction to the following wording:

"The Company's share capital amounts to DKK 555,213.9."

- 2) The Board of Directors proposes to authorise the chairman of the general meeting to make any amendments and additions to the resolutions passed at the general meeting and the application for registration submitted to the Danish Business Agency (*Erhvervsstyrelsen*) that may be required by the Danish Business Agency or other public authorities in connection with the registration of such amendments.
- 3) Any other business

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Majority

Agenda items 1 require that the resolution is passed by at least two-thirds of the votes cast and of the share capital represented at the general meeting. The remaining agenda items may be passed by a simple majority of votes.

Share capital and voting rights

On the date of this notice, the Company's share capital is DKK 593,750.00 divided into shares of DKK 0.015625 each. Each shareholding of DKK 0.015625 entitles the holder to one vote at the General Meeting. Under section 85 of the Danish Companies Act (*selskabsloven*), the voting share capital must be calculated less the Company's portfolio of treasury shares. As at today, the Company's portfolio of treasury shares comprises 2,466,311.00 shares.

Any shareholder is entitled to attend the General Meeting whether personally or by proxy provided that the shareholder has notified the Company of its intention to attend the General Meeting not later than three (3) days before the General Meeting.

It is a condition for attending (either in person or by proxy) the General Meeting and for voting on the General Meeting that one holds shares in the Company at the date of registration.

The date of registration is one week prior to the General Meeting, that is 23 May 2018.

Admission cards will be issued to the shareholder entered in the Company's register of shareholders at the date of registration.

If you are prevented from attending the general meeting, the Board of Directors would be pleased to act as proxy to cast the votes attaching to your shares, in which case the proxy form, duly completed, dated and signed, must reach Computershare A/S, Lottenborgvej 26, 1., DK-2800 Kgs. Lyngby, by 27 May 2018. If you wish to appoint proxies other than to the Board of Directors, the form for appointing a third party as proxy can be used.

You may also vote by mail by completing and signing the postal voting form and returning it to Computershare A/S, Lottenborgvej 26, 1., DK-2800 Kgs. Lyngby, so that it is received latest by 29 May 2018, identity of the shareholder shall be confirmed by two attesting witnesses.

The forms for both proxy and postal voting are also available on the Company's website, www.europeanlifecaregroup.dk.

On the [investor portal](#) you can find proxy forms as well as forms for postal votes. You can submit your proxy or postal vote electronically through the investor portal. Admission cards can also be ordered through the portal.

A link for the [investor portal](#) can also be found on the company's homepage www.europeanlifecaregroup.dk through the menu item Investor > Investorportal.

The shareholding and voting rights of a shareholder is determined at the date of registration on the basis of the number of shares held by the shareholder according to the register of shareholders and any notice of ownership received by the Company for the purpose of registration in the register of shareholders.

Form of notice and availability of information

This notice containing the agenda, the complete proposals, information on the total number of shares and voting rights on the date of the notice and the forms to be used for proxy voting and postal voting, a copy of the latest adopted annual report, a statement by the Board of Directors pursuant to Sections 185 and 156(2)(2) of the Danish Companies Act and a statement by the Company's auditor on the statement by the Board of Directors pursuant to Sections 185 and 156(2)(3) of the Danish Companies Act will be available at the offices of the Company and on the Company's website, www.europeanlifecaregroup.dk, in the period from 8 May 2018 until and including the date of the General Meeting.

When the resolution on the capital reduction has been passed, the resolution will be submitted for publication in the Danish Business Authority's IT system in accordance with section 192 of the Danish Companies Act requesting the creditors to submit their claims (if any).

Questions from Shareholders

Any questions from shareholders regarding the agenda and the documentation relating to the General Meeting should be presented in writing and be sent to the management by e-mail, investor@elcg.dk, no later than the day before the General Meeting.

Replies to such questions will be made either in writing or orally at the General Meeting. Written replies will be available at the Company's website www.europeanlifecaregroup.dk.

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Dated: 8 May 2018

By order of the Board

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Karsten Østergaard

Thorbjörn Graarud

John Enok Mandrup Madsen

Keld Østergaard

The extraordinary general meeting of European Lifecare Group A/S on Wednesday 30 May 2018, at 12.00 noon will be held at the company's address, Gladsaxevej 376, 1., DK-2860 Søborg.

Name and address: _____

This form must be returned to:

Computershare A/S
Lottenborgvej 26 D
DK-2800 Kgs. Lyngby
Denmark
By mail or
by e-mail gf@computershare.dk

VP account number: _____

NB!

VP account number MUST be indicated to identify you as a shareholder.

VP account number is typically the same as your account number. In some cases, the VP account number is your account number plus prefix identification number to your bank. If in doubt, please contact your bank.

Request for admission card

Admission cards may be ordered at the homepage via the investor portal at www.europeanlifecaregroup.dk or by filling in and submitting this form.

Admission cards will be sent via email to the email address specified in the investor portal upon registration. The admission card must be presented at the General Meeting either electronically on a smartphone/tablet or printed.

Shareholders who have ordered admission cards without specifying their email address can pick up the admission card at the entrance of the General Meeting upon presentation of valid ID.

Voting cards will be handed out at the entrance of the General Meeting.

PLEASE TICK OFF:

I wish to attend the General Meeting and hereby request an admission card.

I also wish to request an admission card for a companion/adviser.

Name: _____
(Please use capital letters)

Date

Signature

Nomination of proxy or vote by post

Please fill in the back of this form. Proxies or votes by post can also be electronically nominated via www.europeanlifecaregroup.dk by use of your NemID or custody account no. and password or by e-mail gf@computershare.dk. Votes by post must be received no later than on the first business day before the date of the General Meeting, and the identity of the shareholder shall be confirmed by two attesting witnesses.

The extraordinary general meeting of European Lifecare Group A/S on Wednesday 30 May 2018, at 12.00 noon will be held at the company's address, Gladsaxevej 376, 1., DK-2860 Søborg.

Name and address: _____

VP account number: _____

Nomination of proxy/vote by post

Below you can vote by post or appoint a person as your proxy to represent you at the General Meeting.

Please indicate type of proxy by ticking off the appropriate box (please tick off one box only):

I hereby give proxy to the Chairman of the Board of Directors of European Lifecare Group A/S, or a substitute duly appointed by him, to vote on my/our behalf at the General Meeting in accordance with the recommendations by the Board of Directors, see the table below.

I hereby give proxy to: _____
Name and address (please use capital letters)

to attend and vote on my/our behalf at the General Meeting, and hereby order an admission card on behalf of the proxy. If the proxy holder would like to bring an adviser, an admission card shall also be ordered to the said person. I hereby order the admission card to the adviser of my proxy holder.

Name of adviser of my proxy holder: _____

Proxy form. In the table below, I have indicated how I wish to vote at the General Meeting. Please note that this proxy will only be used if a vote is requested by a third party.

Vote by post. In the table below, I have indicated how I wish to vote at the general meeting. Please note that votes by post cannot be withdrawn, and that they will also be used in case of proposed amendments to the items on the agenda. **Votes by post must be received no later than 29 May 2018.**

Items on the agenda of the General Meeting on Wednesday 30 May 2018 (shortened, please note that the complete agenda appears from the notice):	FOR	AGAINST	ABSTAIN	BOARD RECOM-MENDATION
1. Proposal by the Board of Directors to reduce the Company's share capital				FOR
2. The Board of Directors proposes to authorise the chairman of the general meeting to make any amendments and additions to the resolutions passed at the general meeting				FOR
3. Any other business (not subject to resolution)				

_____ Date

_____ Signature

In case of postal voting:

Attesting witness 1:

Full name: _____
Domicil address: _____
Position: _____

_____ Date

_____ Signature

Attesting witness 2:

Full name: _____
Domicil address: _____
Position: _____

_____ Date

_____ Signature