

To the shareholders of Chr. Hansen Holding A/S

The Board of Directors has the pleasure of convening the Annual General Meeting to be held on

Tuesday 29 November 2016 at 4.00 p.m. CET

at the Company's premises, Bøge Allé 10-12, 2970 Hørsholm, Denmark.

Agenda:

1. Report on the Company's activities
2. Approval of the 2015/16 Annual Report
3. Resolution on the appropriation of profit or covering of loss
4. Decision on remuneration of members of the Board of Directors
5. Proposals from the Board of Directors
 - 5a. Amendment of Articles of Association to reflect Computershare A/S as new company registrar
 - 5b. Amendment of Articles of Association to reflect legal name change of NASDAQ OMX Copenhagen A/S
6. Election of members of the Board of Directors
 - 6a. Election of Chairman of the Board of Directors
 - 6b. Election of other members of the Board of Directors
7. Election of Company auditor
 - 7a. Re-election of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab
8. Authorization of the Chairman of the Annual General Meeting

Full proposals for the items on the agenda:

Re item 1 on the agenda

The Board of Directors proposes that the Annual General Meeting takes note of the Board of Directors' report on the Company's activities in 2015/16.

Re item 2 on the agenda

The Board of Directors proposes that the Annual General Meeting approves the Company's Annual Report for 2015/16.

Re item 3 on the agenda

The Board of Directors proposes that the Annual General Meeting approves the Board of Directors' proposal for the appropriation of profit as stated in the Annual Report for 2015/16,

including distribution of a total dividend of DKK 5.23 per share of DKK 10, corresponding to an amount of DKK 685 million or 50% of the profit of the Chr. Hansen Group for the year.

Re item 4 on the agenda

The Board of Directors proposes that the Annual General Meeting approves the following remuneration of the members of the Board of Directors for the financial year 2016/17:

Members of the Board of Directors:	base fee of DKK 400,000
Chairman of the Board of Directors:	DKK 1,200,000 (corresponding to 3 times the base fee)
Vice Chairman of the Board of Directors:	DKK 800,000 (corresponding to 2 times the base fee)

The Board of Directors has established an Audit Committee, a Nomination Committee, a Remuneration Committee and a Scientific Committee. Members of the Company's committees receive the following allowances:

Chairman of the Audit, Remuneration and Scientific Committees:	DKK 250,000 per committee
Chairman of the Nomination Committee:	DKK 150,000
Members of the Audit and Scientific Committees:	DKK 150,000 per committee
Members of the Nomination and Remuneration Committees:	DKK 125,000 per committee

Board members may furthermore receive a fixed allowance in connection with overseas travel on Board business.

Re item 5a on the agenda

The company registrar has been changed to Computershare A/S and consequently the Board of Directors proposes that the reference to the company registrar in Article 4.2 of the Articles of Association be amended accordingly.

The revised wording of article 4.2 shall be as follows:

"The register of shareholders will be kept by Computershare A/S, CVR No. 27088899, which has been elected company registrar on behalf of the Company."

Re item 5b on the agenda

As of 1 December 2015, NASDAQ OMX Copenhagen A/S changed its legal name to "Nasdaq Copenhagen A/S". Consequently, the Board of Directors proposes that the reference to the stock exchange in Article 6.4 of the Articles of Association be amended accordingly.

Page 3 The revised wording of Article 6.4 shall be as follows:

“General Meetings must be convened by the Board of Directors by no more than five weeks’ and no less than three weeks’ notice by publication on the Company’s website: www.chr-hansen.com, through Nasdaq Copenhagen A/S and by written notice to any registered shareholder who has so requested to the address recorded in the Company’s register of shareholders, but see article 8.”

Re item 6a on the agenda

The Board of Directors proposes that Ole Andersen be re-elected as Chairman of the Board of Directors.

Re item 6b on the agenda

The Board of Directors proposes that Frédéric Stévenin, Mark Wilson, Dominique Reiniche, Tiina Mattila-Sandholm and Kristian Villumsen be re-elected as members of the Board of Directors and that Luis Cantarell Rocamora be elected as new member of the Board of Directors. Søren Carlsen is not standing for re-election.

Mr. Rocamora is a graduate of Universitat de Barcelona, Spain, in Economic Sciences and a graduate of the Program for Executive Development from IMD Switzerland. Luis Cantarell Rocamora serves as Executive Vice President of Nestlé SA, with responsibility for Zone EMENA (Europe, Middle East and North Africa) and is Chairman of the Board of Directors of Froneri SA and a board member of Osem Investments Ltd., Lactalis Nestlé Produit Frais SAS, Cereal Partners Worldwide SA, Beverage Partners Worldwide SA, Nestlé Health Science SA and Group J. Uriach S.L. In nominating Mr. Rocamora, the Board of Directors has considered, in particular, Mr. Rocamora’s knowledge and experience of the food and beverage industry as well as his extensive board experience and over 10 years of executive leadership experience within the Nestlé group.

A more detailed description of the candidates’ competencies and managerial positions held in other commercial enterprises is attached as **Annex 1** to this notice of meeting and can also be found on the Company’s website, www.chr-hansen.com.

Re item 7a on the agenda

The Board of Directors proposes that the Company’s current auditor, PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab, be re-elected.

Re item 8 on the agenda

The Board of Directors proposes that the Annual General Meeting authorize the Chairman of the Annual General Meeting to file the resolutions passed with the Danish Business Authority and to make any such changes and additions as the Danish Business Authority may require as a condition for registering or approving the resolutions passed.

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Majority requirement

Adoption of the proposals in item 5a and item 5b on the agenda requires adoption by at least 2/3 of both the votes cast and the share capital represented at the Annual General Meeting. The other proposals may be adopted by a simple majority of votes.

The Company's share capital

At the time of convening the Annual General Meeting, the Company's share capital has a nominal value of DKK 1,318,524,960, divided into shares of DKK 10 each. Each share of DKK 10 carries one vote.

Date of registration and shareholders' voting rights

The date of registration (record date) is **Tuesday 22 November 2016**.

Shareholders who hold shares in the Company on the date of registration are entitled to attend and vote at the Annual General Meeting. The shares held by the individual shareholder are calculated on the date of registration (at the end of the day) based on the recording of the shareholder's shares in the register of shareholders as well as any notices concerning ownership received by the Company for recording in the register of shareholders. Attendance is furthermore subject to the shareholder obtaining an admission card in due time as further described below.

Admission cards

Shareholders who wish to attend the Annual General Meeting must request an admission card no later than **Friday 25 November 2016**.

Admission cards with voting cards for the Annual General Meeting may be obtained as follows:

- Electronically through the "Shareholder Portal" under the menu "Investors" on the Company's website, www.chr-hansen.com.
- By returning the signed and completed form to Computershare A/S either by e-mailing a scanned copy of the form to gf@computershare.dk or by ordinary mail to Computershare A/S, Kongevejen 418, 2840 Holte, Denmark. The form is available on the Company's website, www.chr-hansen.com, through the "Shareholder Portal" under the menu "Investors".

Admission cards ordered will be sent to the address registered in the Company's register of shareholders. Admission cards ordered but not received prior to the Annual General Meeting may be collected at the venue for the Annual General Meeting from 3.00 p.m. CET on Tuesday 29 November 2016.

Proxy voting

Shareholders unable to attend the Annual General Meeting may attend by proxy. Proxies may be issued as follows:

- Electronically through the "Shareholder Portal" under the menu "Investors" on the Company's website, www.chr-hansen.com.

- In writing using the proxy form available on the Company's website, www.chr-hansen.com, through the "Shareholder Portal" under the menu "Investors". The signed and completed proxy form must be returned to Computershare A/S either by e-mailing a scanned copy of the form to gf@computershare.dk or by ordinary mail to Computershare A/S, Kongevejen 418, 2840 Holte, Denmark.

The completed proxy form must reach Computershare A/S no later than **Friday 25 November 2016**.

It is possible to either issue a proxy or to vote by postal vote (see below), but not both.

Due documentation proving the right to attend and vote by proxy must be presented. Failure to present such documentation may result in the right to attend and/or vote being denied.

Postal voting

Shareholders unable to attend the Annual General Meeting may vote by postal vote. Postal votes may be submitted as follows:

- Electronically through the "Shareholder Portal" under the menu "Investors" on the Company's website, www.chr-hansen.com.
- In writing using the form available on the Company's website, www.chr-hansen.com, through the "Shareholder Portal" under the menu "Investors". The signed and completed form must be returned to Computershare A/S either by e-mailing a scanned copy of the form to gf@computershare.dk or by ordinary mail to Computershare A/S, Kongevejen 418, 2840 Holte, Denmark.

Postal votes must reach Computershare A/S on **Monday 28 November 2016**.

It is possible to either vote by postal vote or to issue a proxy (see above), but not both.

Practical information

Distribution of dividends adopted at the Annual General Meeting will be effected on **2 December 2016** by VP Securities A/S.

Until and including the day of the Annual General Meeting, additional information concerning the Annual General Meeting will be available on the Company's website, www.chr-hansen.com, including:

- The notice convening the Annual General Meeting, including Annex 1
- The agenda and the complete proposals
- Forms to be used for voting by proxy and by postal vote
- Information on the total number of shares and votes at the date of the notice convening the meeting
- The 2015/16 Annual Report

The Annual General Meeting will be held in Danish and broadcast directly by webcast on the Company's website, www.chr-hansen.com.

Page 6 Refreshments will be served after the meeting.

Questions from shareholders

Shareholders are welcome to submit written questions to the Company concerning the agenda or the documents, etc. to be considered at the Annual General Meeting. Such questions should be submitted by ordinary mail to the Company's offices at Bøge Allé 10-12, 2970 Hørsholm, Denmark, on www.chr-hansen.com or by e-mail to dkamc@chr-hansen.com, and must reach the Company at least one week prior to the date of the Annual General Meeting.

Hørsholm, 4 November 2016

Chr. Hansen Holding A/S
Board of Directors

Annex 1 Description of the candidates for the Board of Directors