

To the shareholders of COWI Holding A/S

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PAGE 1/3

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## Agenda for the annual general meeting 2024 of COWI Holding A/S

The annual general meeting will be held on:  
Wednesday, 20 March 2024 at 15:30 (CET).

The annual general meeting will be held as a physical general meeting in COWI's canteen in Lyngby as well as online.

### Agenda

In accordance with article 9 of the company's articles of association, the agenda, including complete proposals, is as follows:

- 1 Management's report on the company's activities in the past year.**
- 2 Presentation and approval of the audited annual report presented by the management, and resolution to grant discharge to the Executive Board and the Board of Directors.**
- 3 The Board of Directors' proposal for appropriation of profit according to the approved annual report.**

The Board of Directors proposes that a dividend of DKK 82 million be paid (corresponding to DKK 32 per outstanding share of the nominal value of DKK 100) and that the remaining DKK 154 million of the profit be carried forward to the next year.

- 4 Approval of the Board of Directors' fee for the current year.**

The Board of Directors proposes that, for the current year, each ordinary member of the Board of Directors be paid DKK 290,000 (the base fee), to the effect, however, that the Vice Chair of the Board of Directors be paid DKK 580,000 (i.e., two times the base fee), and that the Chair of the Board of Directors be paid DKK 870,000 (i.e., three times the base fee).

- 5 Election of Chair and Vice Chair of the Board of Directors.**

COWIfonden proposes to re-elect Jukka Pertola as Chair.

COWIfonden proposes to re-elect Carsten Bjerg as Vice Chair.

Information about the directorships and executive positions of Jukka Pertola and Carsten Bjerg can be found on page 18 of the annual report.

## **6 Election of other members of the Board of Directors.**

COWIfonden proposes to re-elect Anne Harris, Pierre Olofsson, Jeanette Fangel Løgstrup and Ivor Catto as members of the Board of Directors.

Information about the directorships and executive positions of Anne Harris, Pierre Olofsson, Jeanette Fangel Løgstrup and Ivor Catto can be found on pages 18 and 19 of the annual report.

## **7 Election of state-authorised public accountant to serve as the company's auditor in the period until the next general meeting.**

The Board of Directors proposes to re-elect PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab.

The Board of Directors proposes that, in the future, the state-authorised public accountant's tasks should also include providing a statement on the assurance of sustainability reporting in the management report.

## **8 Proposals from the Board of Directors or shareholders.**

### **a) Authority for the acquisition of own shares.**

The Board of Directors proposes that the Board of Directors be authorised to allow COWI Holding A/S to acquire own shares up to a nominal amount of DKK 42,989,055 corresponding to 15% of COWI Holding A/S's share capital. The purchase price must be a share price calculated based on COWI Holding A/S's equity value according to the annual report approved at the previous general meeting. The authorisation is granted for a five-year period and, thus, applies until 20 March 2029.

### **b) Dual language version of the articles of association.**

The Board of Directors proposes to adopt a dual language version in Danish and English of the articles of association. Other than adding an English translation, no amendments are proposed for the articles of association.

The updated wording of the company's articles of association is attached to the agenda.

**c) Authorisation of the chair.**

The Board of Directors proposes that the chair of the general meeting be authorised, with the power of delegation and substitution, to report the adopted resolutions to the Danish Business Authority and to make any changes to these that the Danish Business Authority or other authorities may demand or request be done as a condition for registration or approval, and regularly to carry out and report linguistic and other modifications without any substantive importance of the company's articles of association.

**9 Other business.**\*\*\*\*\*  
