

**ARTICLES OF ASSOCIATION**

of  
COWI Holding A/S  
(CVR no. 32892973)  
(the "Company")

March 2023



**1. Name**

1.1 The name of the Company is COWI Holding A/S.

**2. Objects**

2.1 The Company's objects are to carry on holding activities, including as the ultimate parent and holding company in the COWI Group, and any related activities, including the provision of financial and administrative assistance to the group companies.

2.2 The COWI Group carries on consultancy services within engineering, environmental science and economics and any activities naturally associated with such activities. The objective is to provide consultancy services of the highest possible quality according to an international benchmark. The Group's business will be carried on in compliance with good business practice and the values and strategies agreed in respect of the Company and the Group.

2.3 The majority of votes in the Company must at all times be held by COWIfonden (the COWIfoundation), CVR no. 50497828, pursuant to Article 3(1) of the Foundation Instrument, provided however that COWIfonden may dispose of the majority of votes pursuant to Article 3(6) of the Foundation Instrument.

**3. Share capital**

3.1 The Company's share capital is DKK 286,593,700 divided into DKK 200,000,000 worth of class A shares and DKK 86,593,700 worth of class B shares.

**4. Shares**

4.1 The shares are issued in the denominations of DKK 100, DKK 1,000 and DKK 4,000.

4.2 The shares must be issued to the holder, are transferable only to named transferees and must be registered in the name of the holder in the Company's Register of Shareholders.

4.3 The shares are non-negotiable instruments.

4.4 The shares are not transferable without the consent of the Board of Directors.

4.5 The Company's shares will carry equal rights in the Company, except for the provisions on:

- The right to receive dividends, see Article 5.
- Pre-emption rights in connection with capital increases, see Articles 6 and 7.
- The voting rights attached to the shares, see Article 11.2.



## **5. Dividends**

- 5.1 Dividends will be payable as follows:
  - 5.1.1 Dividends of up to 0.6 per cent will be payable to B shareholders on a preferential basis.
  - 5.1.2 Subject to the preferential distribution of 0.6 per cent to B shareholders, dividends of up to 0.6 per cent will then be payable to A shareholders.
  - 5.1.3 A and B shareholders will rank equally for the distribution of any dividends over and above 0.6 per cent.
  - 5.1.4 Any remaining profit will be applied according to resolution adopted by the general meeting.
- 5.2 If no dividend is paid, the general meeting must adopt a resolution on the appropriation of profits.
- 5.3 Any dividend still unclaimed after three years from the date the dividend became due for payment will accrue to the Company's retained earnings.

## **6. Pre-emption rights in connection with capital increases**

- 6.1 Cash increases of the Company's share capital will be by way of A and B shares in the relative proportions of the two share classes at the date of increase, subject however to Articles 6.2 – 6.5 and 7. If the share capital is increased in this way by A and B shares at the same time, the A shareholders will have pre-emption rights in respect of new A shares and the B shareholders in respect of new B shares.
- 6.2 If the share capital is increased in cash by either A or B shares, the shareholders of the relevant share class will have pre-emption rights in respect of the new shares in their own class. However, the general meeting may resolve by the same majority as for amendments of these Articles of Association, see Article 10.3, that the capital increase is to be subject to pre-emption rights for A shareholders only, regardless of the share class(es) in which the share capital is increased. In addition, the share capital may be increased by the same majority by B shares only, subject to pre-emption rights for A and B shareholders pro rata and pari passu or subject to pre-emption rights for specific employees of the COWI Group.
- 6.3 The general meeting may, by the majority required for the amendment of these Articles of Association, see Article 10.3, adopt a proposal by the Board of Directors for a capital increase without pre-emption rights for existing shareholders, if such increase is effected by way of payment, in whole or in part, for the transfer of an existing business. In that case, such increase must be by B shares only, unless the general meeting resolves – by the majority re-



quired for the amendment of these Articles of Association – that the increase is to be by A and B shares in the proportion existing at the date of the increase.

- 6.4 Notwithstanding Articles 6.1 - 6.3, above, A shareholders will always be entitled – in the case of any increase of the B share capital – to subscribe for the number of B shares required to maintain an ownership interest of not less than 10.1 per cent of the B share capital.
- 6.5 The pre-emption rights are not assignable to third parties.

## **7. Authority for the Board of Directors to increase the capital**

- 7.1 The Board of Directors is authorised to increase the Company's share capital as follows:

- 7.1.1 During the period up to 26 March 2025, the Board of Directors is authorised to increase the Company's B share capital on one or several occasions by issuing new shares of a nominal value of up to DKK 60,406,300. The new shares are to be non-negotiable instruments and must be registered in the names of the holders. The increase may be by full cash or non-cash contribution and must be completed without pre-emption rights for the Company's existing shareholders, provided however that A shareholders will always be entitled to subscribe for the required number of B shares required to maintain an ownership interest of not less than 10.1 per cent of the B share capital. Any future capital increases will be subject to the general restrictions on the negotiability of the new B shares and the new shareholders' pre-emption rights as provided for in these Articles of Association. The Board of Directors will specify the terms governing capital increases.

## **8. Convening of general meetings**

- 8.1 The Company's general meetings will be held at the Company's registered office or in Greater Copenhagen.
- 8.2 The annual general meeting must be held every year in time for the audited and approved annual report to reach the Danish Business Authority as and when required pursuant to the relevant statutory provisions.
- 8.3 General meetings will be convened by the Board of Directors, giving not less than two and not more than four weeks' notice via the Company's websites, [www.cowiholding.com](http://www.cowiholding.com) and/or [www.cowi.com](http://www.cowi.com).
- 8.4 The notice convening the general meeting must include the agenda. Any proposed resolutions requiring a specific majority for adoption must be specified in the notice convening the general meeting.



- 8.5 A notice convening a general meeting at which a resolution is to be proposed for the amendment of the Company's Articles of Association must specify the essentials of any such proposed resolution.
- 8.6 Any shareholder is entitled to have one or more specific proposals included in the agenda for the annual general meeting, provided that any such proposal is received by the Board of Directors in writing no later than six weeks before the date of the general meeting. If the proposal is received later than that, the Board of Directors will decide whether to allow the request.
- 8.7 No later than eight weeks before the date of the contemplated annual general meeting, the date and the draft agenda will be posted on the Company's website, stating the expiry date of the period specified in Article 8.6 above.
- 8.8 Extraordinary general meetings will be held as and when deemed necessary by the Board of Directors or requested by shareholders representing not less than 5 per cent of either the A share capital or the B share capital or 5 per cent of the entire share capital or by the Company's auditors. Any such request must be submitted in writing to the Board of Directors and must be accompanied by the text of the proposed resolution(s). In the event of a request, the general meeting must be convened within two weeks of the date of receipt.
- 8.9 No later than two weeks before any general meeting, the following information must be made available on the Company's websites, [www.cowiholding.com](http://www.cowiholding.com) and/or [www.cowi.com](http://www.cowi.com):
- 8.9.1 The notice convening the general meeting.
  - 8.9.2 The total number of shares and voting rights at the date of the notice, including the total number of each class of shares (A shares and B shares).
  - 8.9.3 The agenda and the full text of any resolutions to be proposed to the general meeting.
  - 8.9.4 The forms to be used when voting by proxy and by correspondence.
  - 8.9.5 Prior to the annual general meeting, an audited annual report submitted by the management must also be made available.

## **9. Agenda for the general meeting**

- 9.1 The agenda for the annual general meeting must include the following items:
- 9.1.1 The management report on the Company's activities in the past year.
  - 9.1.2 Presentation of the audited annual report submitted by the management. Approval of the annual report and resolution on the discharge of the Executive Board and the Board of Directors.



- 9.1.3 Proposal by the Board of Directors for the appropriation of profits or covering of losses according to the annual report as approved.
- 9.1.4 Directors' remuneration for the current year.
- 9.1.5 Election of Chairman and Vice Chairman of the Board of Directors.
- 9.1.6 Election of other members for the Board of Directors.
- 9.1.7 Election of a state-authorised public accountant to serve as the Company's auditor for the period until the next annual general meeting.
- 9.1.8 Consideration of any resolutions proposed by the Board of Directors or shareholders.
- 9.1.9 Any other business.

## **10. Proceedings of general meetings**

- 10.1 The general meeting will be presided over by a Chairman elected by the Board of Directors, who is to determine all matters concerning the transaction of business and voting, including whether voting is to be by ballot.
- 10.2 All business transacted at a general meeting is to be resolved by simple majority unless a special majority is required by statute or by these Articles of Association.
- 10.3 Any resolution to amend the Articles of Association or to dissolve the Company, including by merger, will require a majority of not less than two-thirds of all votes cast as well as of the voting share capital represented at the general meeting.
- 10.4 A minute book is to be kept of the proceedings of general meetings, to be signed by the Chairman of the meeting and to be posted on the Company's website no later than two weeks after the date of the general meeting.
- 10.5 The Board of Directors has determined that the Company's general meetings may be held as a completely electronic general meeting without the opportunity to attend in person. Participation in completely electronic general meetings must take place via electronic media, which enable the shareholders of the Company to participate in, make statements and cast their vote at the general meeting, and which ensure that the general meeting can be held in a safe manner and in accordance with the Danish Companies Act.
- 10.6 Documents prepared for internal use by the general meeting during or after the meeting will be drawn up in Danish or English as determined by the Board of Directors. Similarly, the general meeting may be held in Danish or English as determined by the Board of Directors.



## **11. Attendance and voting rights**

- 11.1 A shareholder's right to attend and vote at a general meeting will be determined in relation to the shares held by the shareholder at the registration date, which is one week before the date of the general meeting. The shareholding and voting rights of a shareholder will be assessed at the date of registration based on the recording of the share capital ownership registered in the Register of Shareholders and the notifications of ownership that the Company has received for registration in the Register of Shareholders. In addition, a shareholder's attendance at a general meeting will be subject to the shareholder having confirmed his/her attendance at the general meeting in question, no later than three days before the date of the general meeting.
- 11.2 A shareholders will have ten votes for each share amount of DKK 100. B shareholders will have one vote for each share amount of DKK 100.

## **12. Use of electronic communications**

- 12.1 The Company may choose that all communications from the Company to the individual shareholders should be electronic, including by email, and that general notices should be made available to shareholders on the Company's websites, [www.cowiholding.com](http://www.cowiholding.com) and/or [www.cowi.com](http://www.cowi.com), unless otherwise provided by the Danish Companies Act. Notwithstanding the above, the Company may choose that, at its own discretion, communications to the individual shareholders should be submitted by regular post as a supplement or alternative to electronic communication.
- 12.1.1 Notices convening general meetings, whether annual or extraordinary, including the full text of any proposed amendment to the Articles of Association, the agenda for the relevant general meeting, the annual report, corporate notices and admission cards and any other general information relating to the general meeting from the Company to the shareholders, may be submitted to the shareholders by electronic means, including by email. With the exception of admission cards for general meetings, the above documents will be accessible on the Company's websites: [www.cowiholding.com](http://www.cowiholding.com) and/or [www.cowi.com](http://www.cowi.com).
- 12.2 The Company must ask registered shareholders for an electronic address to which notices etc. may be submitted. The individual shareholder will be responsible for ensuring that the Company is in possession of the correct electronic address.
- 12.3 The shareholders may view the relevant information on the requirements for the systems used and the procedures to be applied in connection with electronic communication on the Company's websites, [www.cowiholding.com](http://www.cowiholding.com) and/or [www.cowi.com](http://www.cowi.com).



### **13. Members of the Board of Directors**

- 13.1 The Company will be managed by a Board of Directors consisting of up to six members elected by the general meeting for one-year terms, as well as a number of members elected by employees, see Article 13.3. Members of the Board of Directors elected by the general meetings must have experience from senior posts in the Group or from managerial work or directorships in the business community in the Group's geographical field of activity. If possible, half of the members elected by the general meeting should have thorough experience from managerial positions or directorships in the consultancy business or any other similar knowledge-based industry. If possible, the members elected by the general meeting should also reflect the Company's need for diversity in relation to e.g. age, nationality and gender.
- 13.2 Members of the Board of Directors will be eligible for re-election, but must step down no later than the first ordinary general meeting after the end of the financial year in which they turn 70.
- 13.3 The Company has introduced a voluntary arrangement for employee representation.

### **14. Duties and responsibilities of the Board of Directors**

- 14.1 The Board of Directors will be responsible for the overall management of the Company's affairs.
- 14.2 The Board of Directors is to draw up specific rules of procedure governing the discharge of its duties. The rules of procedure will be reviewed at least once a year by the full Board of Directors.
- 14.3 The Board of Directors forms a quorum when more than half of the members of the Board of Directors, including the Chairman and the Vice Chairman, are present.
- 14.4 Resolutions by the Board of Directors must be adopted by simple majority. In case of parity of votes, the Chairman – or in his absence the Vice Chairman – will have the casting vote.
- 14.5 Minutes of proceedings at the meetings of the Board of Directors must be kept in a minute book to be signed by all members present. At the first meeting following the audit of the Company's financial statements, the auditors' records must be presented, and the members of the Board of Directors must certify by their signatures that they have been advised of the contents.

### **15. Executive Board**

- 15.1 The Board of Directors is to appoint an Executive Board consisting of up to six members and to name the President, CEO. It is for the Board of Directors to stipulate the terms and conditions governing the duties and responsibilities of the Executive Board and the rules governing its activities.



15.2 The Board of Directors has prepared a remuneration policy for the Board of Directors and the Executive Board, which is approved by the Company's general meeting. The current remuneration policy has been made available to the public on the Company's website.

**16. Power to sign documents**

16.1 The Company will be bound by the joint signatures of all members of the Board of Directors, or by the joint signatures of one member of the Board of Directors and one member of the Executive Board or of two members of the Executive Board.

**17. Audit**

17.1 The Company's annual report must be audited by a state-authorised public accountant elected by the general meeting.

**18. Financial year**

18.1 The Company's financial year will run from 1 January to the following 31 December.

**19. Annual report**

19.1 The Company's annual report will be prepared with due regard for existing assets and liabilities and providing for depreciation and reserves as the Board of Directors thinks fit. The annual report must be signed by the Executive Board and the Board of Directors and must be provided with an audit report.

19.2 The Company's annual report will be prepared and presented in English.

**20. Corporate language**

20.1 The corporate language of the Company is English.

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Adopted at the Company's annual general meeting on 15 March 2023.



As Chairman:

[Signature]

Niels Kornerup



14.04.2023

## CONFIRMATION

I, the undersigned Henrik Holm Andersen, registered translator and interpreter of the English language, hereby certify the text -

- Articles of Association of COWI HOLDING A/S, 10 pages, adopted at the Company's annual general meeting on 15 March 2023

to be a true and faithful translation of the attached print-out in the Danish language -

- Vedtægter for COWI HOLDING A/S, 9 sider, vedtaget på Selskabets ordinære generalforsamling den 15. marts 2023.

In Witness Whereof I have hereunto set my hand and affixed my Seal of Office this 14th day of April 2023.



**HENRIK HOLM ANDERSEN**  
Official translator and interpreter  
of the English language  
registered by the Royal Danish  
Ministry of Trade and Industry

**VEDTÆGTER**

for  
COWI Holding A/S  
(CVR-nr. 32892973)  
("Selskabet")

Marts 2023



**1. Navn**

1.1 Selskabets navn er COWI Holding A/S.

**2. Formål**

- 2.1 Selskabets formål er at drive holding-virksomhed, herunder som øverste moder- og holding-selskab i COWI-koncernen, samt dermed forbundet virksomhed, herunder at yde finansiel og administrativ bistand til koncernselskaberne.
- 2.2 COWI-koncernen driver rådgivende virksomhed inden for ingeniørteknik, miljø og samfundsøkonomi samt aktiviteter i naturlig tilknytning hertil. Målsætningen er at udføre rådgivning af højest mulig kvalitet målt med international målestok. Koncernens virksomhed skal drives i overensstemmelse med god forretningsskik samt de for Selskabet og koncernen vedtagne værdier og strategier.
- 2.3 Stemmemajoriteten i Selskabet skal til enhver tid besiddes af COWIfonden, CVR-nr. 50497828, i overensstemmelse med fondens fundats § 3, stk. 1, idet COWIfonden dog kan afstå stemmemajoriteten i overensstemmelse med fondens fundats § 3, stk. 6.

**3. Aktiekapital**

- 3.1 Selskabets aktiekapital er kr. 286.593.700 fordelt med kr. 200.000.000 A-aktier og kr. 86.593.700 B-aktier.

**4. Aktier**

- 4.1 Aktierne er fordelt i aktier à kr. 100, kr. 1.000 og kr. 4.000.
- 4.2 Aktierne skal lyde på navn og kan kun transporteres på navn og skal noteres på navn i Selskabets ejerbog.
- 4.3 Aktierne er ikke-omsætningspapirer.
- 4.4 Aktierne kan ikke overdrages uden bestyrelsens samtykke.
- 4.5 Selskabets aktier har lige ret i Selskabet bortset fra, hvad der er bestemt om:
- Retten til udbytte, jf. pkt. 5.
  - Fortegningsret ved kapitalforhøjelse, jf. pkt. 6 og 7.
  - Den til aktierne knyttede stemmeret, jf. pkt. 11.2.



## **5. Udbytte**

- 5.1 Udbytte udbetales således:
  - 5.1.1 Til B-aktionærerne udbetales et forlods udbytte på indtil 0,6 %.
  - 5.1.2 Såfremt B-aktionærerne har fået 0,6 %, udbetales dernæst til A-aktionærerne et udbytte på indtil 0,6 %.
  - 5.1.3 I yderligere udbytte ud over 0,6 %, deltager A- og B-aktierne på lige fod.
  - 5.1.4 Resterende overskud anvendes efter generalforsamlingens bestemmelse.
- 5.2 Hvis udbytte ikke udbetales, træffer generalforsamlingen beslutning om anvendelse af overskuddet.
- 5.3 Udbytte, der ikke er hævet inden tre år fra forfalstiden, tilfalder Selskabets overførte resultat.

## **6. Fortegningsret ved kapitalforhøjelse**

- 6.1 Kontant forhøjelse af Selskabets aktiekapital sker med A- og B-aktier efter forholdet mellem de to aktieklasser på forhøjelsestidspunktet, jf. pkt. 6.2 – 6.5 og pkt. 7. Forhøjes aktiekapitalen på denne måde samtidig med såvel A- og B-aktier, har A-aktionærerne fortegningsret til nye A-aktier og B-aktionærerne fortegningsret til nye B-aktier.
- 6.2 Forhøjes aktiekapitalen kontant med enten A- eller B-aktier, har den pågældende aktieklasses aktionærer fortegningsret til de nye aktier indenfor deres egen klasse. Generalforsamlingen kan dog med samme majoritet som til vedtægtsændring, jf. pkt. 10.3, beslutte at kapitalforhøjelse skal ske med fortegningsret alene for A-aktionærer uanset i hvilken eller hvilke aktieklasser, kapitalforhøjelsen finder sted. Aktiekapitalen kan endvidere med samme majoritet forhøjes med alene B-aktier enten med fortegningsret for A- og B-aktionærer forholdsmaessigt og på lige fod eller med fortegningsret for bestemte medarbejdere i COWI-koncernen.
- 6.3 Efter forslag fra bestyrelsen kan generalforsamlingen med samme majoritet som til vedtægtsændring, jf. pkt. 10.3, vedtage en forhøjelse af aktiekapitalen uden fortegningsret for aktionærer, såfremt forhøjelsen sker som hel eller delvis betaling for overtagelse af en bestående virksomhed. Forhøjelsen skal i så fald alene ske med B-aktier, med mindre generalforsamlingen med majoritet som til vedtægtsændring vedtager, at forhøjelsen skal ske med A- og B-aktier i samme forhold som på forhøjelsestidspunktet.
- 6.4 Uanset ovenstående pkt. 6.1 - 6.3 skal A-aktionærer ved enhver forhøjelse af B-aktiekapitalen altid have ret til at tegne det fornødne antal B-aktier for at kunne opretholde en ejerandel på mindst 10,1 % af B-aktiekapitalen.



6.5 Fortegningsrettigheder kan ikke overdrages til tredjemand.

**7. Bemyndigelse til bestyrelsen til kapitalforhøjelse**

7.1 Bestyrelsen er bemyndiget til at forhøje Selskabets aktiekapital som følger:

7.1.1 Bestyrelsen er bemyndiget til i perioden frem til den 26. marts 2025 ad en eller flere gange at forhøje Selskabets B-aktiekapital ved nyttegning med indtil nominelt kr. 60.406.300. De nye aktier skal være ikke-omsætningspapirer og lyde på navn. Forhøjelsen kan ske ved fuld kontant indbetaling eller apportindskud og skal gennemføres uden fortugningsret for Selskabets eksisterende aktionærer, idet A-aktionærer dog altid skal have ret til at tegne det fornødne antal B-aktier for at kunne opretholde en ejerandel på mindst 10,1 % af B-aktiekapitalen. Ved fremtidige kapitalforhøjelser gælder de generelle indskrænkninger i de nye B-aktiers omsættelighed og de nye aktionærers fortugningsret, der følger af vedtægterne. De nærmere vilkår for kapitalforhøjelsen fastsættes af bestyrelsen.

**8. Indkaldelse til generalforsamling**

8.1 Selskabets generalforsamlinger afholdes på Selskabets hjemsted eller i Storkøbenhavn.

8.2 Den ordinære generalforsamling afholdes hvert år i så god tid, at den reviderede og godkendte årsrapport kan være Erhvervsstyrelsen rettidigt i hænde efter gældende lovgivning.

8.3 Generalforsamlinger indkaldes af bestyrelsen med mindst 2 og højst 4 ugers varsel via Selskabets hjemmeside, [www.cowiholding.com](http://www.cowiholding.com) og/eller [www.cowi.com](http://www.cowi.com).

8.4 Indkaldelsen skal indeholde dagsordenen for generalforsamlingen. Skal der på generalforsamlingen forhandles forslag, hvis vedtagelse kræver en særlig majoritet, skal dette fremhæves i indkaldelsen.

8.5 Indkaldelse til generalforsamling, hvor der skal træffes beslutning om ændring af Selskabets vedtægter, skal angive forslagets væsentligste indhold.

8.6 Enhver aktionær har ret til at få et eller flere angivne forslag optaget på dagsordenen til den ordinære generalforsamling, såfremt bestyrelsen skriftligt har modtaget sådanne forslag senest 6 uger før afholdelsen af generalforsamlingen. Modtages begæringen senere afgør bestyrelsen, hvorvidt begæringen kan imødekommes.

8.7 Senest 8 uger før afholdelse af den påtænkte ordinære generalforsamling offentliggøres dato for afholdelse samt udkast til dagsorden ved meddelelse på Selskabets hjemmeside og med angivelse af dato for udløbet af den i pkt. 8.6 nævnte frist.

8.8 Ekstraordinær generalforsamling afholdes, når bestyrelsen finder det nødvendigt, eller når det begøres af aktionærer, der tilsammen repræsenterer mindst 5 % af enten A-aktie-

kapitalen eller B-aktiekapitalen eller 5 % af hele aktiekapitalen eller af Selskabets revision. Sådan begæring skal fremsættes skriftligt over for bestyrelsen og være ledsgaget af formuleret forslag. Såfremt sådan begæring fremsættes, skal generalforsamlingen indkaldes inden 14 dage efter begæringens modtagelse.

- 8.9 Senest 2 uger før enhver generalforsamling fremlægges på Selskabets hjemmeside, [www.cowiholding.com](http://www.cowiholding.com) og/eller [www.cowi.com](http://www.cowi.com):
- 8.9.1 Indkaldelsen.
- 8.9.2 Det samlede antal aktier og stemmerettigheder på datoer for indkaldelsen, herunder det samlede antal for hver aktiekasse (A-aktier og B-aktier).
- 8.9.3 Dagsordenen og de fuldstændige forslag, der skal fremsættes for generalforsamlingen.
- 8.9.4 De formularer, der skal anvendes ved stemmeafgivelse ved fuldmagt og ved stemmeafgivelse ved brev.
- 8.9.5 For den ordinære generalforsamlings vedkommende fremlægges endvidere en af ledelsen aflagt og revideret årsrapport.

#### **9. Dagsorden for generalforsamlingen**

- 9.1 Dagsordenen for den ordinære generalforsamling skal omfatte:
- 9.1.1 Ledelsens beretning om Selskabets virksomhed i det forløbne år.
- 9.1.2 Fremlæggelse af den af ledelsen aflagte og reviderede årsrapport. Godkendelse af årsrapporten samt beslutning om discharge for direktion og bestyrelse.
- 9.1.3 Bestyrelsens forslag til anvendelse af overskud eller dækning af underskud i henhold til den godkendte årsrapport.
- 9.1.4 Honorar til bestyrelsen for indeværende år.
- 9.1.5 Valg af bestyrelsens formand og næstformand.
- 9.1.6 Valg af øvrige medlemmer til bestyrelsen.
- 9.1.7 Valg af statsautoriseret revisor for tiden indtil næste generalforsamling.
- 9.1.8 Behandling af eventuelle forslag fra bestyrelse eller aktionærer.
- 9.1.9 Eventuelt

## **10. Generalforsamlingens forløb**

- 10.1 Generalforsamlingen ledes af en af bestyrelsen valgt dirigent, der afgør alle spørgsmål angående sagernes behandlingsmåde og stemmeafgivningen herunder i hvilket omfang skriftlig afstemning skal finde sted.
- 10.2 Generalforsamlingen træffer afgørelse ved simpel stemmeflerhed, medmindre der efter lovgivningen eller vedtægterne gælder særlige krav hertil.
- 10.3 Til vedtagelse af beslutning om ændring af vedtægterne eller om Selskabets opløsning, herunder ved fusion, kræves, at beslutningen vedtages med mindst 2/3 såvel af de afgivne stemmer som af den på generalforsamlingen repræsenterede stemmeberettigede aktiekapital.
- 10.4 Over forhandlingerne på generalforsamlingerne skal der føres en protokol, der underskrives af dirigenten og som offentliggøres på Selskabets hjemmeside senest 2 uger efter generalforsamlingens afholdelse.
- 10.5 Selskabets generalforsamlinger kan efter bestyrelsens beslutning afholdes som fuldstændig elektroniske generalforsamlinger uden adgang til fysisk fremmøde. Deltagelse i fuldstændig elektroniske generalforsamlinger sker via elektroniske medier, som giver selskabets aktionærer mulighed for at deltage i, ytre sig samt stemme på generalforsamlingen, og som sikrer, at generalforsamlingen kan afvikles på betryggende vis og i overensstemmelse med selskabsloven.
- 10.6 Dokumenter udarbejdet til generalforsamlingens interne brug i forbindelse med eller efter generalforsamlingen udarbejdes på dansk eller engelsk efter bestyrelsens beslutning. Generalforsamlingen kan ligeledes efter bestyrelsens beslutning afholdes på dansk eller engelsk.

## **11. Møderet og stemmeret**

- 11.1 En aktionærs ret til at deltage i og afgive stemmer på generalforsamlingen fastsættes i forhold til de aktier, aktionæren besidder på registreringsdatoen, som ligger 1 uge før generalforsamlingens afholdelse. En aktionærs aktiebesiddelse og stemmerettighed opgøres på registreringsdatoen på baggrund af notering af de kapitalejerforhold, der er registreret i ejerbogen, samt de meddelelser om ejerforhold, som Selskabet har modtaget med henblik på indførsel i ejerbogen. Deltagelse i generalforsamlingen forudsætter tillige, at aktionæren har anmeldt sin deltagelse til den pågældende generalforsamling senest 3 dage forud for afholdelsen.
- 11.2 A-aktionærer har ti stemmer for hvert aktiebeløb på kr. 100. B-aktionærer har én stemme for hvert aktiebeløb på kr. 100.



## **12. Anvendelse af elektronisk kommunikation**

- 12.1 Selskabet kan vælge, at al kommunikation fra Selskabet til de enkelte aktionærer skal ske elektronisk, herunder ved e-mail, og at generelle meddelelser skal gøres tilgængelige for aktionærerne på Selskabets hjemmeside, [www.cowiholding.com](http://www.cowiholding.com) og/eller [www.cowi.com](http://www.cowi.com), medmindre andet følger af selskabsloven. Uanset ovenstående kan Selskabet frit vælge at kommunikere til de enkelte aktionærer med almindelig post som supplement eller alternativ til elektronisk kommunikation.
- 12.1.1 Indkaldelse til generalforsamlinger såvel ordinær som ekstraordinær, herunder de fuldstændige forslag til vedtægtsændringer, tilsendelse af dagsorden, årsrapporter, selskabsmeddelelser og adgangskort samt øvrige generelle oplysninger herom fra Selskabet til aktionærerne, kan fremsendes af Selskabet til aktionærerne elektronisk, herunder via e-mail. Bortset fra adgangskort til generalforsamling, vil ovennævnte dokumenter kunne findes på Selskabets hjemmeside: [www.cowiholding.com](http://www.cowiholding.com) og/eller [www.cowi.com](http://www.cowi.com).
- 12.2 Selskabet er forpligtet til at anmode navnenoterede aktionærer om en elektronisk adresse, hvortil meddelelser m.v. kan sendes. Det er den enkelte aktionærs ansvar at sikre, at Selskabet er i besiddelse af den korrekte elektroniske adresse.
- 12.3 Aktionærerne kan på Selskabets hjemmeside, [www.cowiholding.com](http://www.cowiholding.com) og/eller [www.cowi.com](http://www.cowi.com), finde nærmere oplysninger om kravene til de anvendte systemer samt om fremgangsmåden i forbindelse med elektronisk kommunikation.

## **13. Bestyrelsesmedlemmer**

- 13.1 Selskabet ledes af en af generalforsamlingen for 1 år ad gangen valgt bestyrelse på indtil 6 medlemmer samt medarbejdervalgte bestyrelsesmedlemmer, jf. pkt. 13.3. De generalforsamlingsvalgte bestyrelsesmedlemmer skal have erfaring fra betydende poster inden for koncernen eller fra ledelses- eller bestyrelsesarbejde fra erhvervslivet i koncernens geografiske virkeområde. Det skal tilstræbes, at halvdelen af de generalforsamlingsvalgte bestyrelsesmedlemmer har indgående erfaring fra ledelse eller bestyrelsesarbejde i rådgiverbranchen eller lignende videnvirksomhed. Det tilstræbes yderligere, at de generalforsamlingsvalgte bestyrelsesmedlemmer afspejler Selskabets behov for mangfoldighed i relation til bl.a. alder, nationalitet og køn.
- 13.2 Bestyrelsesmedlemmer kan genvælges, men skal senest afgå ved den ordinære generalforsamling efter udgangen af det regnskabsår, hvor de er fyldt 70 år.
- 13.3 Selskabet har indført en frivillig ordning for medarbejderrepræsentation.

## **14. Bestyrelsens arbejde**

- 14.1 Bestyrelsen har den overordnede ledelse af Selskabets anliggender.



- 14.2 Bestyrelsen fastsætter ved en forretningsorden nærmere bestemmelser om udførelsen af sit hvert. Forretningsordenen gennemgås mindst en gang årligt af den samlede bestyrelse.
- 14.3 Bestyrelsen er beslutningsdygtig, når over halvdelen af bestyrelsens medlemmer, herunder bestyrelsens formand eller næstformand er til stede.
- 14.4 Ved afstemning afgøres enhver sag ved flertalsbeslutning. Står stemmerne lige, gør formandens eller i hans fravær næstformandens, stemme udslaget.
- 14.5 Over det på bestyrelsesmøderne passerede føres en protokol, der underskrives af samtlige tilstedevarende medlemmer af bestyrelsen. På det første bestyrelsesmøde efter foretagen revision forelægges revisionsprotokollen og bestyrelsens medlemmer skal med deres underskrift bekræfte, at de er gjort bekendt med indholdet.

#### **15. Direktion**

- 15.1 Bestyrelsen ansætter en direktion på indtil 6 medlemmer og bestemmer, hvem der skal være administrerende direktør. Bestyrelsen fastsætter vilkårene for direktionens arbejde og de nærmere regler for døns virksomhed.
- 15.2 Bestyrelsen har udarbejdet vederlagspolitik for bestyrelse og direktion, der godkendes af Selskabets generalforsamling. Den gældende vederlagspolitik er gjort offentligt tilgængelig på Selskabets hjemmeside.

#### **16. Tegningsregel**

- 16.1 Selskabet tegnes af den samlede bestyrelse eller af et bestyrelsesmedlem sammen med en direktør eller af to direktører i forening.

#### **17. Revisor**

- 17.1 Revision af Selskabets årsrapport foretages af en af generalforsamlingen valgt, statsautoriseret revisor.

#### **18. Regnskabsår**

- 18.1 Selskabets regnskabsår løber fra 1. januar til den efterfølgende 31. december.





**19. Årsrapport**

- 19.1 Selskabets årsrapport opgøres under omhyggelig hensyntagen til tilstedeværende værdier og forpligtelser og under foretagelse af de efter bestyrelsens skøn fornødne afskrivninger og henlæggelser. Årsrapporten underskrives af direktionen og bestyrelsen og forsynes med revisionens påtegning.

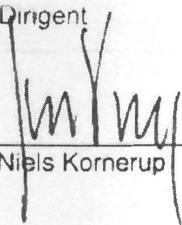
19.2 Selskabets årsrapport udarbejdes og aflægges på engelsk.

**20. Koncernsprog**

- 20.1 Selskabets koncernsprog er engelsk.

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Således vedtaget på Selskabets ordinære generalforsamling den 15. marts 2023.

Dirigent  
  
Niels Kornerup

9.803.601



This is to certify that **Mr Henrik Holm Andersen** today in my presence at the Notarial Office approved and signed the above document. No conspicuous corrections or addenda were found in the document.

**Mr Henrik Holm Andersen** has proved his identity by presenting Danish Driver's Licence No 39875372.



District Court of Lyngby, Denmark, the 14th of April 2023

  
Nazmiye Dönmez  
Notary Public

