

**To the shareholders of COWI Holding A/S**

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PROJECT NO

Preliminary agenda for the annual general meeting of COWI Holding A/S on Thursday 30 March 2017 at 15:30 in the canteen of COWI Holding A/S, Parallelvej 2, 2800 Kongens Lyngby, Denmark.

**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 of the company's activities in the past year.**

**2 Presentation of the annual report made and revised by the management. Approval of the annual report as well as decision to adopt the report and accounts by the Executive Board and the Board of Directors.**

**3 The Board of Directors' proposal for how to use the profit or cover the deficit according to the approved annual report.**

The Board of Directors moves that a dividend of DKK XX be paid (corresponding to DKK YY per outstanding share of the nominal value of DKK 100), and that the remaining DKK ZZ of the profit be carried over to the next year.

**4 Approval of the Board of Director's fee for current year.**

The Board of Directors moves that for the current year, the members of the Board of Directors be paid DKK XX. However, the Vice Chairman of the Board of Directors is to be paid DKK YY, and the Chairman of the Board of Directors DKK ZZ.

**5 Election of Chairman and Vice Chairman of the Board of Directors.**

COWIfonden (the COWI foundation) moves to re-elect .... as Chairman.

COWIfonden furthermore moves to re-elect .... as Vice Chairman.

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

COWIfonden moves to elect XX as new member of the Board of Directors.

COWIfonden furthermore moves to re-elect .....

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

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

**8 Consideration of any proposals from the Board of Directors or shareholders.**

**X) Authorisation of the chairman.**

The Board of Directors moves that the chairman 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 to regularly carry out and report linguistic and other modifications without any substantive importance of the company's articles of association.

**9 Other business.**

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