

This is an unofficial translation from Danish. In case of discrepancies between the Danish original text and the English translation, the Danish version applies.

COWI

To the shareholders of COWI Holding A/S

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REF LVA

PROJECT NO

**Preliminary agenda for the annual general meeting for COWI Holding A/S.
The annual general meeting will take place Thursday 27 March 2014 at
15:30 at Hotel Scandic Eremitage, Klampenborgvej 230, 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 audited annual report made by the management.
Approval of the annual report and resolution on the discharge of 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 proposes 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.**
- 5 Election of Chairman and Vice Chairman of the Board of Directors.**

COWIfonden (the COWIfoundation) proposes to elect as Chairman.

COWIfonden furthermore proposes to elect as Vice Chairman.

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

COWIfonden proposes to elect as new member of the Board of Directors.

COWIfonden furthermore proposes 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 proposes to re-elect PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab.

8 Authorisation to acquire own shares.

9 Authorisation of the Board of Directors to distribute special dividend.

10 Consideration of any proposals from the Board of Directors or shareholders.

11 Other business.

