

To the shareholders of COWI Holding A/S

ADDRESS COWI Holding A/S  
Parallelvej 2  
2800 Kongens Lyngby  
Denmark

TEL +45 56 40 00 00

FAX +45 56 40 99 99

WWW cowi.com

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## **Agenda for the annual general meeting 2026 of COWI Holding A/S**

The annual general meeting will be held on:

Tuesday 24 March 2026 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 virtually.

### **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 261 million be paid (corresponding to DKK 104 per outstanding share of the nominal value of DKK 100), and that the remaining DKK 113 million of the profit be carried forward to the next year.

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

The Board of Directors proposes that the members of the Board of Directors be remunerated for 2026 as follows (unchanged from 2025):

- Ordinary members of the Board of Directors are paid DKK 320,000.
- The Vice Chair of the Board of Directors is paid DKK 640,000.

- The Chair of the Board of Directors is paid DKK 960,000.
- The Chair of the Audit Committee is paid DKK 160,000.
- Ordinary members of the Audit Committee are paid DKK 80,000.
- The Chair of the Nomination and Remuneration Committee is paid DKK 80,000.
- Ordinary members of the Nomination and Remuneration Committee are paid DKK 40,000.

## **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 pages 44 and 45 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 44 and 45 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 further proposes that the appointment of PricewaterhouseCoopers, as the company's auditor, includes the duty to provide a statement of limited assurance on the company's sustainability statement.

## **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 shall be authorised to allow COWI Holding A/S to acquire own shares up to a nominal amount of DKK 57,318,740, corresponding to 20% 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 24 March 2031.

## **b) 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. Any other business.**

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