

To the shareholders of COWI Holding A/S

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Agenda for the Annual General Meeting 2025 of COWI Holding A/S

The Annual General Meeting will be held on:

Thursday 27 March 2025 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 96 million be paid (corresponding to DKK 38 per outstanding share of the nominal value of DKK 100), and that the remaining DKK 111 million of the profit be carried forward to the next year.

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

The Board of Directors proposes that the members be paid DKK 320,000 for the current year. The Vice Chair of the Board of Directors is to be paid DKK 640,000, and the Chair of the Board of Directors DKK 960,000.

The Chair of the Audit Committee is to be paid DKK 160,000, and the other Audit Committee members DKK 80,000 each.

The Chair of the Nomination and Remuneration Committee is to be paid DKK 80,000 and the other Nomination and Remuneration Committee members 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.

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 45 and 46 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 Board of Directors to increase the capital

The Board of Directors proposes that during the period up to 27 March 2030, 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 and that Articles 7 of the company's Articles of Association is updated accordingly.

b) Approval of remuneration policy for the Board of Directors and Executive Board

The Board of Directors proposes to update the company's remuneration policy for the Board of Directors and the Executive Board, which was adopted at the 2023 annual general meeting. The full proposal for the new remuneration policy 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.
