

NOTICE OF ANNUAL GENERAL MEETING 2024
COPENHAGEN AIRPORTS A/S

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(COMPANY REGISTRATION (CVR) NO. 14 70 72 04)

To the shareholders in Copenhagen Airports A/S (company registration (CVR) no. 14 70 72 04)

Notice is hereby given of the annual general meeting of Copenhagen Airports A/S to be held on

Tuesday, 16 April 2024 at 3:00 pm (CEST)

Vilhelm Lauritzen Terminal

Vilhelm Lauritzen Allé 1

DK-2770 Kastrup

1 Agenda

In accordance with article 7.2 of the articles of association the agenda of the meeting is as follows:

- 1 The report of the board of directors on the company's activities during the past year.
- 2 Presentation and adoption of the audited annual report.
- 3 Resolution to discharge the board of directors and the executive board from liability.
- 4 Resolution on the appropriation of profit or loss as recorded in the adopted annual report.
- 5 Election of members of the board of directors, including the chairman and the deputy chairmen.
- 6 Presentation of and advisory vote on the remuneration report.
- 7 Proposal from the board of directors to approve the company's remuneration policy.
- 8 Approval of remuneration to the board of directors for the current year.
- 9 Appointment of auditor and sustainability auditor.
- 10 Proposals from shareholders.
- 11 Authorisation to the chairman of the general meeting.
- 12 Any other business.

2 Elaboration on the agenda items

2.1 Re agenda item 1:

The report of the board of directors on the company's activities during the past year.

The board of directors recommends that the report is approved.

2.2 Re agenda item 2:

Presentation and adoption of the audited annual report.

The board of directors recommends that the annual report is adopted.

2.3 Re agenda item 3:

Resolution to discharge the board of directors and the executive board from liability.

The board of directors recommends that the general meeting discharges the board of directors and the executive board from liability.

2.4 Re agenda item 4:

Resolution on the appropriation of profit or loss as recorded in the adopted annual report.

The board of directors recommends that the result of the year, which is a profit of DKK 286 million, is carried forward to the following year.

For 2023, in line with the conditions undertaken in the waiver agreements with Copenhagen Airports A/S' lenders during the Covid-pandemic, the board of directors proposes for adoption at the annual general meeting that no dividend be paid in respect of 2023.

2.5 Re agenda item 5:

Election of members of the board of directors, including the chairman and the deputy chairmen.

According to the articles of association, all members of the board of directors elected by the general meeting are elected for one year at a time.

The board of directors proposes the re-election of Lars Nørby Johansen as chairman of the board of directors, the re-election of David Mark Stanton, and Niels Konstantin Jensen as deputy chairmen of the board of directors, and the re-election of Janis Carol Kong, Charles Thomazi, and Lars Sandahl Sørensen as members of the board of directors.

In accordance with paragraph 3.2.1 of the Danish Recommendations on Corporate Governance, Lars Nørby Johansen, and Lars Sandahl Sørensen are considered independent.

The proposed candidates have the following backgrounds:

Lars Nørby Johansen is chairman of the board of directors of William Demant Invest, William Demant Foundation, Dansk Vækstkapital, Montana, Trapholt Museum of Modern Art and Design, and deputy chairman of the board of directors of Arp-Hansen Hotel Group. After a career as a senior lecturer of political science at the University of Odense, Lars joined Falcks Redningskorps A/S as CEO in 1988. He became Group CEO of Falck Holding in 1995 and was Group CEO of Group 4 Falck A/S from 2000 and of Group 4 Securicor in 2004-2005 and chairman of the board of directors of Falck A/S in 2004-2014. He has extensive board experience from major Danish companies. In 2001, the Danish government appointed Lars chairman of the Copenhagen Stock Exchange Committee on Corporate Governance, which published the report Corporate Governance in Denmark - corporate governance recommendations in Denmark commissioned by the Danish Business Authority. Lars is a

Danish citizen and was born in 1949. Lars was a member of the board of directors of Copenhagen Airports A/S from 2000 to 2002, and in 2014 he joined Copenhagen Airports A/S as chairman of the board of directors.

David Mark Stanton has been managing director and co-head at Ontario Airports Investments Limited (OAIL), which is majority-owned by the Ontario Teachers' Pension Plan (OTPP). Since October 2011 OAIL has provided investment management services for OTPP in their investments in Brussels, Bristol, Birmingham and London City Airports. David is deputy chairman of Birmingham Airport and chairman of the health & safety committee at London City Airport. He has more than 25 years of experience, of which more than 20 years have been in the aviation industry. David has expertise in financial and accounting matters, commercial operations and strategic development. From 2009 he has worked with Copenhagen Airports A/S as the lead shareholder representative, initially representing MAP until 2011. David was previously managing director at Macquarie Capital, which he joined in 2007. Before joining Macquarie, David was corporate development director at BBA Aviation plc for ten years, a listed global aviation services business based in the UK. He has previously been a member of the board of directors of Bristol Airport, Brussels Airport and High Speed 1 as well as numerous aviation services businesses. David is a British citizen, he was born in 1969 and resides in London. He qualified as a chartered accountant with PwC in 1994. David has been a member and deputy chairman of the board of directors of Copenhagen Airports A/S since 2011, and he is currently the chairman of the audit and risk management committee.

Niels Konstantin Jensen is vice president in ATP. Niels joined ATP in 2009 and has more than 25 years professional experience of which the last 14 years have been on the investment and asset management side, mainly on infrastructure and credit. Niels has since he joined ATP had an instrumental role in building and developing ATP's team and portfolio for ATP's illiquid investments. Within the infrastructure portfolio, Niels has primarily focused on transportation and regulated assets and has on this background gained a deep knowledge on infrastructure investments in both a national and international context. Before joining ATP, Niels was project manager in the structured finance department in the Copenhagen branch of HSH Nordbank. Before HSH Nordbank, Niels worked 6 years in the Danish export credit agency, EKF (now Denmark's Export and Investment Fund). Niels has since 2019 been on the board of directors on Redexis Gas S.A., Spain, where he is chairman of the remuneration committee. Niels has since 2014 been alternate director on Horizon Roads, an Australian toll road in Melbourne. Furthermore, Niels is a member of advisory committees in a number of foundation investments and has previously been ATP-observer in a number of ATP co-owned companies. Niels holds a master's degree in economics from Copenhagen University. Niels was born in 1972 and is a Danish citizen. Niels has been a member of the board of directors of Copenhagen Airports A/S since 2023, and he is currently member of the audit and risk management committee.

Janis Carol Kong is chairman of the board of directors of Bristol Airport, a member of the supervisory board of Roadis and a non-executive director of Athens International Airport. During her 33-year career with BAA plc, Janis held a number of operational roles and, until her retirement in March 2006, was a director of BAA plc and chairman of Heathrow Airport Ltd as well as being chairman of Heathrow Express. Until July 2012 she was chairman of the board of trustees of "Forum for the Future". Prior to that, she was the managing director of Gatwick Airport. Janis was previously a non-executive director of The Royal Bank of Scotland Group

Plc, Kingfisher plc and Network Rail. Janis is a British citizen, she was born in 1951 and resides in London. She has a BSc in psychology from The University of Edinburgh. Janis has been a member of the board of directors of Copenhagen Airports A/S since 2012, and she is currently member of the audit and risk management committee.

Charles Thomazi is senior managing director at Ontario Teachers' Pension Plan (OTPP) and head of EMEA Infrastructure and Natural Resources (INR). He has the responsibility for identifying, executing, and managing infrastructure assets. He currently serves on the board of Brussels Airport, Ontario Airports Investments Limited and Scottish & Southern Electricity Transmission. He joined Ontario Teachers' finance group in 1995, then moved to the research and economics group before becoming a founding member of Ontario Teachers' infrastructure group in 2001. He has more than 30 years of experience in the financial services sector and has been actively involved in infrastructure since 2001. Charles has worked across many sectors; however, his prior role was head of transport infrastructure at OTPP where he led the acquisition of Ontario Teachers' five airport assets, High Speed 1 and Koole Terminals. Charles has previously served as a board of directors of Birmingham Airport, High Speed 1 and Macquarie Airports Group (MAG). Prior to joining Ontario Teachers', Charles worked as an actuarial specialist at Towers Perrin (now Willis Towers Watson). Charles holds a B.Sc. (Honours) in actuarial science from Western University. He is a CFA charter holder and a graduate of the Institute of Corporate Directors. Charles is a Canadian and Hungarian citizen, he was born in 1963, and resides in London. Charles has been a member of the board of directors of Copenhagen Airports A/S since 2015.

Lars Sandahl Sørensen is chief executive officer of Danish Industry (DI), the largest and most influential employer and business organisation in Denmark, which operates on behalf of Danish companies within and outside Denmark. Prior to this role, Lars was deputy chief executive officer and chief operating officer and accountable manager at Scandinavian Airlines (SAS), with direct responsibility for all SAS group operations. He was also chairman of a number of SAS subsidiary companies in and outside Scandinavia. Before taking on his responsibilities with SAS, Lars was engaged as a senior industrial advisor and associate in selected private equity firms and a non-executive board member in a number of listed and unlisted companies and funds. Furthermore, he joined AIMS International as a partner, advising on management assessment and organisational excellence. Prior to these roles, Lars was group senior vice president and group chief commercial officer and part of the global group management board with ISS Group, one of the world's leading facility management service providers. Before that, Lars was chief executive officer of SAS International, and before that, he was chief executive officer of the Danish Tourist Board/Visit Denmark. Lars has furthermore been director of the Scandinavian Promotion Board in Tokyo and held positions at IKEA and the Danish Ministry of Foreign Affairs. He holds university degrees in business administration and economics. Lars has served on numerous private company and public boards internationally and in Scandinavia. He has studied and worked in Scandinavia and for approximately 20 years in Japan, the USA, the UK and Australia. Lars is member of the board at ATP, chairman of the board at PensionDanmark and A/S af 3. juni 1986. Lars is a Danish

citizen, was born in 1963 and resides in Copenhagen. Lars has been a member of the board of directors of Copenhagen Airports A/S since 2021.

2.6 Re agenda item 6:

Presentation of and advisory vote on the remuneration report.

The vote on the remuneration report is a non-binding advisory vote and is subject to section 139b of the Danish Companies Act.

The remuneration report has been prepared in accordance with the requirements prescribed by section 139b of the Danish Companies Act and contains, inter alia, an overall view of the total remuneration for 2023 of each member of the board of directors and the executive board of the company.

The remuneration report is available at the company's website: www.cph.dk under "Investor > Annual General Meeting".

2.7 Re agenda item 7:

Proposal from the board of directors to approve the company's remuneration policy.

Pursuant to the rules on remuneration policies in the Danish Companies Act (in Danish: *Selskabsloven*), Copenhagen Airports A/S must put the remuneration policy to a vote at the annual general meeting in 2024.

The board of directors therefore proposes that the general meeting approves the company's existing remuneration policy with the following adjustments/clarifications related to the company's executive board, which are proposed incorporated into the policy as a result of the replacement and expansion of the executive board in 2023:

- The wording "The base salary accounts for approximately 40% of the total remuneration in an "on target" scenario for variable remuneration" is replaced by a table on the *composition of remuneration elements* showing paymix at low, target and high performance.
- The percentage-value of pension and benefits is changed from approximately 25-30% to 15-25% of base salary.

The draft revised remuneration policy is available at the company's website: www.cph.dk under "Investor > Annual General Meeting".

The adopted remuneration policy will be uploaded to the company's website after the general meeting.

2.8 Re agenda item 8:

Approval of remuneration to the board of directors for the current year.

The board of directors recommends that the remuneration to the board of directors for 2024 is increased with 14% compared to the remuneration in 2023. The proposed increase reflects the inflation rate since the last adjustment of the remuneration in 2018.

The board of directors also proposes that the remuneration to the members of the audit and risk management committee for 2024 be increased with 14% compared to 2023.

Remuneration to the board of directors and the audit and risk management committee (DKK)	2024
Chairman of the board of directors	1,130,000
Deputy chairmen*	753,334
Other directors*	376,667
Members of the audit and risk management committee	185,000

* The deputy chairmen and the non-independent director appointed by the majority shareholder have decided to waive remuneration in 2024 for their work related to their position as members of the board of directors and audit and risk management committee.

2.9 Re agenda item 9:

Appointment of auditor and sustainability auditor.

The board of directors proposes that Deloitte Statsautoriseret Revisionspartnerselskab ("Deloitte") be elected as the company's new auditor for both financial and sustainability reporting purposes in accordance with the audit and risk management committee's recommendation.

Pursuant to the rules on rotation of auditors in the Danish Act on Approved Auditors and Audit Firms (in Danish: *Revisorloven*) a new auditor must be elected at Copenhagen Airports A/S' annual general meeting in 2024. Hence, a tender process was initiated in 2023 in order to select a candidate to be recommended as the new auditor.

After completion of the tender process the audit and risk management committee has submitted a recommendation to the board of directors to propose the election of Deloitte as the company's new auditor, since Deloitte, according to the audit and risk management committee's opinion, best meets the defined selection criteria in the tender process and possesses the qualifications as well as competencies required to fulfil the role as the company's auditor.

The audit and risk management committee has not been influenced by third parties and has not been subject to any agreement with third parties, which limits the general meetings election of certain auditors or audit firms.

The general meeting's approval of the election of the company's auditor includes the full power of delegation for the company to file and register the sustainability auditor as adopted by the general meeting with the Danish Business Authority and to make any such additions, alterations, or amendments to the resolution passed by the general meeting or take any other action as the Danish Business Authority may require for the filing and registration of the company's sustainability auditor, if such registration is required in accordance with the Danish implementation of the EU Corporate Sustainability Reporting Directive (CSRD).

2.10 Re agenda item 10:

Proposals from shareholders.

The company has received three proposals from shareholder Jørgen Jans Hagen to be included on the agenda.

The complete proposals are presented in [Appendix 1](#) to this notice.

While the board of directors appreciates the intention of the proposals, the board of directors does not support the proposals.

2.11 Re agenda item 11:

Authorisation to the chairman of the general meeting.

The board of directors proposes that the chairman of the general meeting be authorised to make such alterations, amendments or additions to the resolutions passed by the general meeting and the application for registration of the resolutions to be filed with the Danish Business Authority (Erhvervsstyrelsen) as the authority may require for registration.

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General information

According to section 97 of the Danish Companies Act, information is hereby given that the share capital of Copenhagen Airports A/S amounts to nominally DKK 784,807,000. Each share of nominally DKK 100 entitles the holder to one vote at the general meeting.

The company's annual report for 2023 is available in English at www.cph.dk under "Investor > Annual reports".

The agenda and the full text of the proposed resolutions are included in this notice.

This notice, including the agenda and the full text of the proposed resolutions as well as the remuneration report, the remuneration policy, the information about the total number of shares and the voting rights

on the date of the notice, and the proxy form, postal voting form and registration form to be used for ordering admission cards will be available from Tuesday, 19 March 2024 at www.cph.dk under "Investor > Annual General Meeting".

This notice, including the agenda and the full text of the proposed resolutions will also be sent by email on Tuesday, 19 March 2024 to the registered shareholders who have registered their email addresses with Copenhagen Airports A/S in accordance with Article 17.3 of the articles of association.

The following requirements for adoption of the proposed resolutions must be fulfilled in order for the proposed resolutions to be considered adopted:

- The proposed resolutions under agenda items 2, 3, 4, 5, 7, 8, 9, 10, and 11 can be adopted by simple majority of votes.
- The vote on item 6 is a non-binding advisory vote.

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The following procedures must be followed in order to attend and vote at the annual general meeting:

Date of registration

The shareholders' right to vote at the company's annual general meeting or the right to vote by post are determined in proportion to the shares held by the shareholders on the date of registration.

The date of registration is Tuesday, 9 April 2024.

Only persons who are shareholders in the company on Tuesday, 9 April 2024 are entitled to attend and vote at the annual general meeting, note however below on the shareholders' timely request for admission cards.

The number of shares held by each shareholder in the company on the date of registration is calculated as of the expiry of the registration date. The calculation will be based on the registration of shares in the register of shareholders and such duly documented notifications to the company regarding the acquisition of shares that have not yet been recorded in the register of shareholders but have been received by the company before expiry of the registration date.

In order to be recorded in the register of shareholders and included in the calculation, information about shareholdings must be substantiated by the presentation of a transcript from VP Securities A/S or other similar documentation that may not be more than one month old. Such documentation must be duly received by the company before the expiry of the registration date.

Admission card

In order to attend the annual general meeting, shareholders must no later than on Friday, 12 April 2024 at 11:59 pm (CEST) have requested for admission cards to the general meeting via the shareholder portal at www.cph.dk by using MitId or username and password.

Admission cards may also be requested for by returning a completed and signed registration form in person or by post to Computershare A/S, Lottenborgvej 26, DK-2800 Kgs. Lyngby, in writing or by email

to gf@computershare.dk, no later than on Friday, 12 April 2024 at 11:59 pm (CEST). Admission cards are issued to shareholders who hold shares in the company at the expiry of the registration date.

Please note that admission cards will be sent out electronically via email to the email address specified in the shareholder portal upon registration. The admission card must be presented at the annual general meeting either electronically on a smartphone/tablet or in a printed version. If no email address is specified in the shareholder portal, shareholders may download and/or print the admission cards through the shareholder portal at the company's website www.cph.dk.

Further, shareholders who have requested admission cards without specifying their e-mail address can collect the admission card at the entrance of the annual general meeting upon presentation of valid ID.

Voting forms will be handed out at the entrance of the annual general meeting.

Proxy

Shareholders may appoint a proxy holder, e.g. if the shareholder is unable to attend the annual general meeting.

Proxy holders may be appointed electronically through the shareholder portal at the company's website www.cph.dk by using MitId or username and password no later than on Friday, 12 April 2024 at 11:59 pm (CEST).

Proxy holders may also be appointed in writing by using the proxy form. Completed and signed forms must be received by the company at the address Computershare A/S, Lottenborgvej 26, DK-2800 Kgs. Lyngby, or by email to gf@computershare.dk no later than on Friday, 12 April 2024 at 11:59 pm (CEST).

Computershare A/S is open for inquiries on weekdays from 9:00 am - 3:00 pm (CEST) by telephone +45 4546 0997 or by email to gf@computershare.dk.

Postal voting

Instead of voting in person at the annual general meeting, the shareholders may vote by post, i.e. vote in writing before the annual general meeting is held.

Postal votes may be submitted electronically through the shareholder portal at the company's website www.cph.dk by using MitId or username and password no later than on Tuesday, 16 April 2024 at 10:00 am (CEST).

Postal votes may also be submitted by using the postal voting form which is available on the company's website www.cph.dk under "Investor". The completed and signed form must be received by the company at the address Computershare A/S, Lottenborgvej 26, DK-2800 Kgs. Lyngby, or via email to gf@computershare.dk no later than on Tuesday, 16 April 2024 at 10:00 am (CEST).

A postal vote that has been received by the company cannot be revoked. In the event that new proposals are submitted, including any amendments to proposals, or in the event of proposals for new candidates to the board of directors or audit which are not on the agenda, postal votes will be taken into account if the new proposal is substantially the same as the original proposal.

Questions

The shareholders may submit questions in writing in relation to the agenda and the documents for the purpose of the annual general meeting. Questions may be submitted by post or by email to investor.relations@cph.dk.

Questions submitted in advance of the general meeting must be received by the company no later than on Friday, 12 April 2024 at 11:59 pm (CEST). Such questions will be answered in writing or orally at the general meeting, unless the answer is made available from a questions/answers (Q&A) function on the company's website www.cph.dk.

Webcast

In accordance with paragraph 1.2.1 of the Danish Recommendations on Corporate Governance the annual general meeting will be live-transmitted (webcasted) on the company's website so that shareholders who are unable to attend the general meeting in person or are represented by proxy can follow the general meeting via the internet. The link to the webcast will appear on the company's website: www.cph.dk under "Investor > Annual General Meeting" well in advance of the general meeting. Shareholders may follow the transmission without being registered for the general meeting.

Processing of personal data

The company's Privacy Policy for Shareholders etc. explains how the company processes personal data in connection with the general meeting and the Policy is available in Danish and English at www.cph.dk under "Investor > Annual General Meeting".

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Copenhagen, Tuesday 19 March 2024

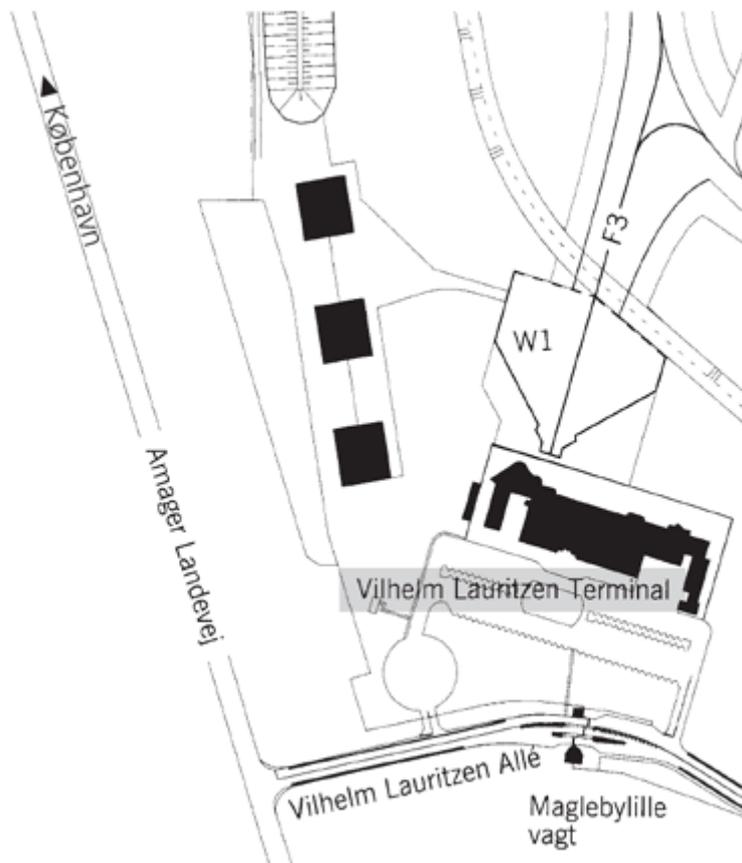
The board of directors of Copenhagen Airports A/S
Lufthavnsboulevarden 6
DK-2770 Kastrup
Telephone: +45 32 31 32 31

DRIVING INSTRUCTIONS:

Drive via Amagerbrogade which changes its name to Amager Landevej, turn left at Vilhelm Lauritzen Allé at the sign "Københavns Lufthavne A/S" (Copenhagen Airports A/S).

Please note:

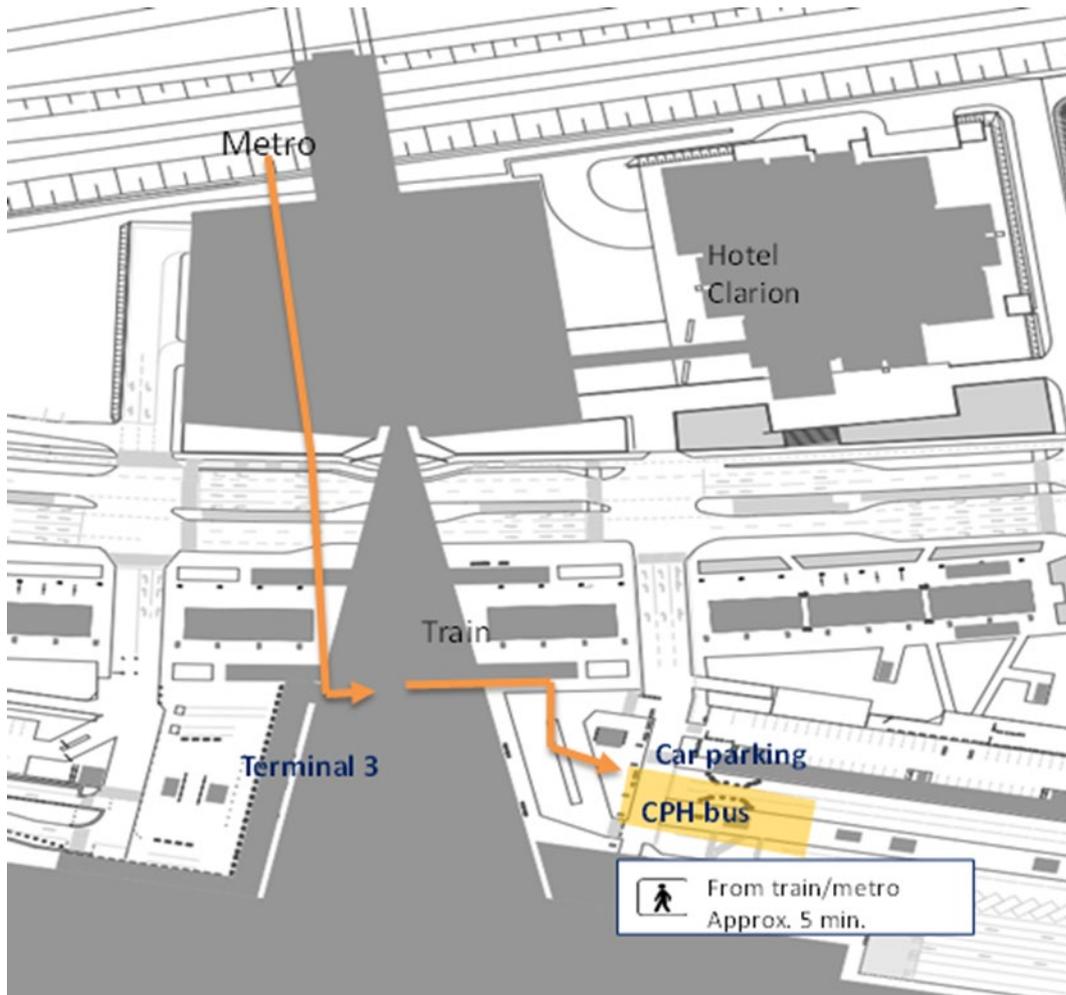
There is no exit from the Øresund motorway to Amager Landevej.



BUS SERVICE

There will be a bus service between Terminal 3 eastside (charterbus track) and the Vilhelm Lauritzen Terminal. The bus will leave at 2:15 pm (CEST) and will return at 5:00 pm (CEST).

A map describing the point of departure from Terminal 3 eastside is included below.



APPENDIX 1

[TRANSLATION]

Proposals submitted by shareholder Jørgen Jans Hagen (unedited):

Proposal 1

(Agenda item 10.1)

That CPH revises a more than 20 years of failed bird policy, which has only led to a deterioration every single year and led to millions of additional overflights of the airport, especially the collision-dangerous geese and other problematic species, has happened concurrently with the many nature restoration projects a few kilometres from the airport, which CPH has problematically given the green light to.

Proposal 2

(Agenda item 10.2)

That CPH terminates its ostrich policy, which does not belong in a society ruled by law, and which casts a gloomy shadow over the international aviation safety obligations for which Denmark is fully responsible? Where CPH inexplicably demands confidentiality clauses even from the environmental authorities involved, who are responsible for the bird sanctuaries near the airport and the hotbeds of CPH's serious bird problems. In a society ruled by law, it can be considered as a criminal offence for a private limited company with enormous flight safety issues and full responsibility for international air traffic to completely deny any kind of insight on the media-publicized bird plague. With confidentiality for staff, non-disclosure clauses with the investigating authorities, and populist - if not mendacious - statements to the public and politicians about the scale of the bird plague.

Proposal 3

(Agenda item 10.3)

That CPH, in connection with the commissioning of the bird radars, all data should be legally stored by CPH for a minimum of 10 years for official investigation in connection with aviation accidents involving birds. The same should apply to all ATIS radio communication between CPH's hunters, towers, and pilots when uncontrollable bird occurrences are reported at the airport. Hundreds of aircrafts are held back at take-off and landing every year due to crossing flocks of geese and birds or uncontrollable bird occurrences in the maneuvering area.