

*NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION.*

**THIS ANNOUNCEMENT CONSTITUTES AN ANNOUNCEMENT ISSUED IN ACCORDANCE WITH SECTION 3(2) OF THE DANISH EXECUTIVE ORDER NO. 614 OF 2 JUNE 2025 ON TAKEOVER OFFERS.**

28 October 2025

**Publication of offer document and commencement of the mandatory tender offer to the shareholders of Københavns Lufthavne A/S**

On 30 September 2025, the Kingdom of Denmark, via the Ministry of Finance (the "**Offeror**"), announced the obligation to make a mandatory tender offer to the shareholders of Københavns Lufthavne A/S ("**CPH**") (the "**Mandatory Tender Offer**").

The Offeror has today published the offer document, including an acceptance form, approved by the Danish Financial Supervisory Authority (the "**Offer Document**") in accordance with Sections 3(2) and 21 of the Danish Executive Order no. 614 of 2 June 2025 on takeover offers (in Danish: "*bekendtgørelse nr. 614 af 2. juni 2025 om overtagelsestilbud*") (the "**Danish Takeover Order**").

The Offer Document contains the full terms of the Mandatory Tender Offer. The Offer Document is available, subject to certain restrictions, at [www.cph.dk/www.cph.dk/takeover-offer](http://www.cph.dk/www.cph.dk/takeover-offer).

The offer period for the Mandatory Tender Offer commences on 28 October 2025 and expires on 10 December 2025 at 23:59 (CET) (the "**Offer Period**"). As stated in the Offer Document, the Offeror reserves the right to extend the Offer Period in accordance with the requirements of the Danish Takeover Order, provided that such extension is announced no later than 18 hours after the expiration of the Offer Period.

**Important dates in connection with the Mandatory Tender Offer**

The following dates should be noted in connection with the Mandatory Tender Offer:

30 September 2025	The Offeror's notification of the obligation to make the Mandatory Tender Offer.
28 October 2025	Publication of the Offer Document and commencement of the Offer Period.

18 November 2025	Deadline for publication of the CPH board of directors' statement in accordance with section 23 of the Danish Takeover Order.
10 December 2025, at 23:59 (CET)	Expiration of the Offer Period (subject to extension of the Offer Period).
11 December 2025, at 17:59 (CET)	Deadline for publication of the announcement of completion of the Mandatory Tender Offer and the preliminary result thereof (subject to changes resulting from an extension of the Offer Period).
15 December 2025	Deadline for publication of the announcement of the final result of the Mandatory Tender Offer (subject to changes resulting from an extension of the Offer Period).
17 December 2025	Expected settlement date of the Mandatory Tender Offer (subject to changes resulting from an extension of the Offer Period).
19 December 2025	The latest date on which the shareholders of CPH who have accepted the Mandatory Tender Offer are expected to have received their proceeds in their bank account (subject to changes resulting from an extension of the Offer Period).

Reference is also made to the information about the Offer Period and extensions hereof as described in the Offer Document.

*\*Payments to shareholders in CPH who do not have a Danish bank account may take longer.*

## **Contacts**

The Kingdom of Denmark, via the Danish Ministry of Finance, e-mail: [fm@fm.dk](mailto:fm@fm.dk)

## **Versions**

This announcement is prepared in both a Danish and an English version. In case of any inconsistencies,

the Danish version shall prevail.

### **Disclaimer**

This announcement does not constitute an offer or invitation to purchase any securities in CPH or a solicitation of an offer to buy any securities in CPH, pursuant to the Mandatory Tender Offer or otherwise. The Mandatory Tender Offer is made solely by means of the Offer Document which is approved by the Danish Financial Supervisory Authority and contains the full terms and conditions of the Mandatory Tender Offer, including details of how the Mandatory Tender Offer may be accepted.

### **Restricted jurisdictions**

The Mandatory Tender Offer is not being made, and the CPH shares will not be accepted for purchase from or on behalf of persons, directly or indirectly, in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities or other laws or regulations of such jurisdiction or would require any registration, approval or any other measures with any regulatory authority not expressly contemplated by the Offer Document (the “**Restricted Jurisdictions**”). Neither the United States nor the United Kingdom is a Restricted Jurisdiction.

Persons obtaining this announcement and/or into whose possession this announcement comes are required to take due note and observe all such restrictions and obtain any necessary authorisations, approvals or consents. Neither the Offeror nor any of its advisors accepts any liability for any violation by any person of any such restriction. Any person (including, without limitation, custodians, nominees, fiduciaries, account holding institutions, trustees and other intermediaries) who intends to forward this announcement or the Offer Document to any jurisdiction outside Denmark or the United States should inform themselves of the laws of the relevant jurisdiction, before taking any action. The distribution of this announcement or the Offer Document in jurisdictions other than Denmark or the United States may be restricted by law, and, therefore, persons who come into possession of this announcement or the Offer Document should inform themselves about and observe such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws and regulations of any such jurisdiction.

The Offeror is not responsible for ensuring that the distribution, dissemination or communication of this announcement or the Offer Document outside Denmark, the United States and the United Kingdom is consistent with applicable law in any jurisdiction other than Denmark, the United States and the United Kingdom.

### **Information for Shareholders in the United States**

The Mandatory Tender Offer is in respect of the Shares in CPH, a public limited liability company incorporated and admitted to trading on a regulated market in Denmark.

CPH shareholders who are resident in the United States (“**CPH U.S. Shareholders**”) are advised that the CPH shares are not listed on a U.S. securities exchange and that CPH is not subject to the reporting requirements of the U.S. Securities Exchange Act of 1934, as amended (the “**U.S. Exchange Act**”) and is not required to, and does not, file any reports with the U.S. Securities and Exchange Commission (the “**SEC**”) thereunder. The Mandatory Tender Offer is also made to CPH U.S. Shareholders on the same terms and conditions as those applying to all other CPH shareholders to whom an offer is made. The Mandatory Tender Offer is being made by the Offeror and no one else.

The Mandatory Tender Offer is subject to and being made in accordance with the requirements of Danish law, including the Danish capital markets act and the Danish Takeover Order, and Danish practice. The Mandatory Tender Offer is being made to CPH U.S. Shareholders in compliance with the applicable U.S. tender offer rules under the U.S. Exchange Act, including Regulation 14E promulgated thereunder, subject to the relief available for “Tier I” tender offers, and otherwise in accordance with the requirements of Danish law.

Accordingly, CPH U.S. Shareholders should be aware that this announcement, the Offer Document and any other documents regarding the Mandatory Tender Offer have been prepared in accordance with, and will be subject to, the disclosure and other procedural requirements, including with respect to withdrawal rights, the Mandatory Tender Offer timetable, settlement procedures and timing of payments of Danish law and practice, which may materially differ from those applicable under U.S. domestic tender offer law and practice. In addition, the financial information contained in this announcement or the Offer Document has not been prepared in accordance with generally accepted accounting principles in the United States, or derived therefrom, and may therefore differ from, or not be comparable with, financial information of U.S. companies.

Unless required by law, no registrations, approvals, admissions or authorisations have been applied for or granted in respect of this announcement and/or the Mandatory Tender Offer outside of Denmark.

In accordance with the laws of, and practice in, Denmark and to the extent permitted by applicable law, including Rule 14e-5(b) under the U.S. Exchange Act, the Offeror, the Offeror’s affiliates or any nominees or brokers of the foregoing (acting as agents, or in a similar capacity, for the Offeror or any of its affiliates, as applicable) may from time to time, and other than pursuant to the Mandatory Tender Offer, directly or indirectly, purchase, or arrange to purchase, CPH shares or any securities that are convertible into, exchangeable for or exercisable for such CPH shares, inside or outside the United States, before or during the period in which the Mandatory Tender Offer remains open for acceptance so long as those acquisitions

or arrangements comply with applicable Danish law and practice. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases will be announced via Nasdaq Copenhagen and relevant electronic media if, and to the extent, such announcement is required under applicable Danish law and practice. To the extent information about such purchases or arrangements to purchase is made public in Denmark, such information will be disclosed by means of a press release or other means reasonably calculated to inform U.S. CPH Shareholders of such information.

In addition, subject to the applicable laws of Denmark and U.S. securities laws, including Rule 14e-5 under the U.S. Exchange Act, the financial advisers to the Offeror or their respective affiliates may also engage in ordinary course trading activities in securities of CPH, which may include purchases or arrangements to purchase such securities.

In the ordinary course of business, the financial advisers to the Offeror and its affiliates may make or hold a broad array of investments including serving as counterparties to certain derivative and hedging arrangements and actively trade debt and equity financial instruments (or related derivative financial instruments) and other types of financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and financial instrument activities may involve securities and/or instruments of CPH.

It may not be possible for CPH U.S. Shareholders to effect service of process within the United States upon CPH, the Offeror or any of their respective affiliates, or their respective officers or directors, some or all of which may reside outside the United States, or to enforce against any of them judgments of the United States courts predicated upon the civil liability provisions of the federal securities laws of the United States or other U.S. law, including as the Offeror is a sovereign state. It may not be possible to bring an action against the Offeror, CPH and/or their respective officers, directors, ministries, agencies, instrumentalities and political subdivision (as applicable) in a non-US court for violations of U.S. laws. Further, it may not be possible to compel the Offeror and/or CPH or their respective affiliates, as applicable, to subject themselves to the judgment of a U.S. court. In addition, it may be difficult to enforce in Denmark original actions, or actions for the enforcement of judgments of U.S. courts, based on the civil liability provisions of the U.S. federal securities laws.

The receipt by a U.S. CPH Shareholder of cash consideration pursuant to the Mandatory Tender Offer may constitute a taxable transaction for purposes of U.S. federal income tax and applicable U.S. state and local law, as well as foreign and other tax laws. Each U.S. CPH Shareholder is urged to consult its independent professional adviser immediately regarding the tax consequences of the Mandatory Tender Offer.

NEITHER THE S.E.C. NOR ANY SECURITIES COMMISSION OR OTHER REGULATORY AUTHORITY IN ANY STATE OF THE U.S. HAS APPROVED OR DECLINED TO APPROVE THE MANDATORY TENDER OFFER OR THIS ANNOUNCEMENT, PASSED UPON THE FAIRNESS OR MERITS OF THE MANDATORY TENDER OFFER OR PROVIDED AN OPINION AS TO THE ACCURACY OR COMPLETENESS OF THIS ANNOUNCEMENT OR ANY OFFER DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

### **Notice to U.K. Shareholders**

In relation to the United Kingdom, this announcement and the Offer Document is directed only at persons who: (i) are outside the United Kingdom; (ii) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**FPO Order**”); (iii) fall within Article 49(2)(a)-(d) (“high net worth companies, unincorporated associations, etc.”) of the FPO Order; or (iv) it may otherwise lawfully be communicated to (all such persons together being referred to as “**Relevant Persons**”). Any investment or investment activity to which this announcement relates is only available to and will only be engaged in with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this announcement or any of its contents.

### **Note regarding forward-looking statements**

This announcement contains forward-looking statements and statements of future expectations that reflect the Offeror's current views and assumptions with respect to future events, including the expected timing and completion thereof. These “forward-looking” statements may discuss expectations, identify strategies, contain projections or state other forward-looking information and include, but are not limited to, statements related to the expected structure and schedule for completion of the Mandatory Tender Offer and related matters described in this announcement, the management and prospects of CPH's business after the completion of the Mandatory Tender Offer, CPH's current plans with respect to the Mandatory Tender Offer and the business, management and prospects of CPH. These statements do not guarantee business performance in the future. They carry known or unknown risks, uncertainties, and other factors that may differ significantly from the actual performance, development or financial position of the Offeror and CPH in the future.

These forward-looking statements can be identified by the use of forward-looking terminology, such as "aims," "believes," "expects," "estimates," "may," "anticipates," "assumes," "assesses," "contemplates," "plans," "intends," "should," "will," "seeks," "forecasts," "in the future", or the negative of these terms or similar expressions, or in particular by discussions about "strategy," "targets," "plans," or "intentions". There is a possibility that actual business results may materially differ from those expressed in or implied

by such forward-looking statements due to various factors. Such factors include, but are not limited to, the following: (i) uncertainties related to the structure and schedule for completion of the Mandatory Tender Offer, (ii) CPH's shareholders may or may not tender their shares to the Offeror, (iii) a proposal that competes with the Mandatory Tender Offer may be made, (iv) the possibility that the announcement of the Mandatory Tender Offer may cause difficulty in keeping the relations with CPH's management and employees (including key employees), customers, suppliers and other trading or business partners, (v) the risk that a lawsuit related to the CPH shares will be filed and that the defence thereof may cost significant expenses or lead to large payments, (vi) the impact of changes in the legislative system, accounting standards and other management environments related to the relevant parties, (vii) issues in implementing business strategies, (viii) the impact of financial uncertainties and changes in other general economic and industrial conditions, (ix) Mandatory Tender Offer costs, (x) fixed or contingent liabilities that may materialize and/or the potential needs for increased investments (including investments arising from increased demand, new business opportunities, and/or the development of new technology), and (xi) other risks set forth in the documents publicly disclosed by the Offeror or CPH. Neither the Offeror nor CPH has a duty of updating the forward-looking statements as a result of the emergence of new information, future circumstances or other circumstances, unless the updating is explicitly required by applicable law.

While CPH believes that the expectations reflected in these forward-looking statements are reasonable as of the date of this announcement, such forward-looking statements are based on the Offeror's current expectations, estimates, forecasts, assumptions and projections about CPH's business and, following completion of the Mandatory Tender Offer, including settlement of the Mandatory Tender Offer in accordance with the terms and conditions as set out in the Offer Document, CPH business and the industry in which CPH operates. These statements are primarily based on publicly available information which has been extracted from publications, reports and other documents prepared by CPH and/or the Offeror and are not guarantees of future performance or development and involve known and unknown risks, uncertainties and other important factors beyond the Offeror and/or CPH's control that could cause the Offeror or CPH's actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements.

Other than to the extent required by applicable law, neither the Offeror nor any of its advisors assume any obligation to update or revise such forward-looking statements contained herein or to reflect any change in their respective expectations with regard thereto or any change in events, new information, conditions or circumstances on which any such statement is based and to adapt them to future events or developments.