

**NOTICE OF ANNUAL GENERAL MEETING 2023**  
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

**Thursday, 30 March 2023 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 Approval of remuneration to the board of directors for the current year.
- 8 Appointment of auditor.
- 9 Proposal from the board of directors to amend article 11.2 of the company's articles of association.
- 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 207 million, is carried forward to the following year.

Dividends to shareholders in Copenhagen Airports A/S have been suspended since 2020 due to the impact of the COVID-19 pandemic and the guidelines for companies receiving compensation from the Danish government's support packages. For 2022, in line with the conditions undertaken in the waiver agreements with CPH's lenders, the board of directors proposes for adoption at the Annual General Meeting that no dividend be paid in respect of 2022.

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 as deputy chairman 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.

Furthermore, the board of directors proposes to elect Niels Konstantin Jensen as a new deputy chairman of the board of directors.

Martin Præstegaard does not stand for re-election.

In accordance with paragraph 3.2.1 of the Danish Recommendations on Corporate Governance, Lars Nørby Johansen, Janis Carol Kong, 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** is Managing Director at Ontario Airports Investments Limited (OAIL), which is majority-owned by the Ontario Teachers' Pension Plan (OTPP), and provides investment management services for Brussels Airport, Bristol Airport, Birmingham Airport and London City Airport. David is a member of the board of directors of Birmingham Airport and 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 considerable expertise in financial and accounting matters as well as business development and commercial operations and he has deep knowledge of the aviation sector. Before he joined OAIL, David was a member of the board of directors of MAp Airports UK Ltd., a wholly-owned subsidiary of MAp Airports. From 2009 he has worked with Copenhagen Airports A/S as the lead shareholder representative. 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.

**Janis Carol Kong** is chairman of the board of directors of Bristol Airport and a member of the supervisory board of Roadis. 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. Charles is a member of the board of directors of Brussels Airport, Ontario Airports Investments Limited and Maple Co. Charles originally joined OTPP's Finance Group in 1995, and later joined the Research and Economics Group before becoming a founding member of OTPP's Infrastructure Group in 2001. Charles has more than 25 years of experience in the financial services sector, with more than 20 years within Infrastructure. Charles has worked across many sectors; however, his principal focus has been on transportation infrastructure. Charles has previously served as a member of the board of directors of Birmingham Airport and as Director of High Speed 1 and InterGen NV and worked as an Actuarial Specialist at Towers Perrin (now Towers Watson). Charles holds an Honours Bachelor of Science degree (Actuarial Science) from The University of Western Ontario, he is a graduate of the Institute of Corporate directors, and he has earned the Chartered Financial Analyst Designation (CFA). Charles is a Canadian 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 the Confederation 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 & 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 & 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 2022 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](http://www.cph.dk) under "Investor > Annual General Meeting".

2.7 Re agenda item 7:

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 2023 remains unchanged compared to 2022.

The board of directors also proposes that the remuneration to the members of the Audit and Risk Management Committee for 2023 remains unchanged compared to 2022.

<b>Remuneration to the board of directors and the Audit and Risk Management Committee (DKK)</b>	<b>2023</b>
Chairman of the board of directors	990,000
Deputy chairmen*	
Other directors*	330,000
Members of the Audit and Risk Management Committee	165,000

\* The deputy chairmen and the non independent director elected by the general meeting have decided to waive remuneration in 2023 for their work related to their position as members of the board of directors and Audit and Risk Management Committee.

2.8 Re agenda item 8:

Appointment of auditor.

The board of directors proposes the re-election of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab in accordance with the Audit and Risk Management Committee's recommendation. 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.

2.9 Re agenda item 9:

Proposal from the board of directors to amend article 11.2 of the company's articles of association.

The board of directors proposes that the general meeting approves to delete the age restriction for board members contained in article 11.2 of the company's articles of association. Consequently, article 11.2 of the company's articles of association is proposed amended as follows:

*"Article 11.2*

*The Board members appointed by the shareholders at the General Meeting shall be appointed for terms of one year. They shall be eligible for re-election. ~~However, no member may remain on the Board of Directors after the annual general meeting of the calendar year in which the member reaches the age of 75.~~"*

The draft revised articles of association are available at the company's website: [www.cph.dk](http://www.cph.dk) under "Investor > Annual General Meeting".

The adopted articles of association will be uploaded to the company's website after the general meeting.

2.10 Re agenda item 10:

Proposals from shareholders.

CPH has not received any proposals from shareholders to be included on the agenda.

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 2022 is available in English at [www.cph.dk](http://www.cph.dk) under "About CPH > 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 draft revised articles of association, 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 8 March 2023 at [www.cph.dk](http://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 8 March 2023 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, and 11 can be adopted by simple majority of votes.
- The proposed resolution under agenda item 9 can be adopted by at least two-thirds of the votes cast as well as at least two-thirds of the share capital represented at the general meeting.
- 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 Thursday, 23 March 2023.

Only persons who are shareholders in the company on Thursday, 23 March 2023 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 Monday, 27 March 2023 at 09:00 am (CEST) have requested for admission cards to the general meeting via the shareholder portal at [www.cph.dk](http://www.cph.dk) by quoting the 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](mailto:gf@computershare.dk), no later than on Monday, 27 March 2023 at 09:00 am (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](http://www.cph.dk).

Further, shareholders who have requested admission cards without specifying their e-mail address can pick up 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](http://www.cph.dk) by quoting the username and password no later than on Monday, 27 March 2023 at 09:00 am (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](mailto:gf@computershare.dk) no later than on Monday, 27 March 2023 at 09:00 am (CEST).

Computershare A/S is open for inquiries on weekdays from 9:00 am - 3:00 pm by telephone +45 4546 0997 or by email to [gf@computershare.dk](mailto: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](http://www.cph.dk) by quoting the username and password no later than on Thursday, 30 March 2023 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](http://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](mailto:gf@computershare.dk) no later than on Thursday, 30 March 2023 at 10:00 am (CEST).

A postal vote that has been received by the company cannot be revoked.

### **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](mailto:investor.relations@cph.dk).

Questions submitted in advance of the general meeting must be received by the company no later than on Monday, 27 March 2023 at 09:00 am (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](http://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 CPH'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 CPH's website: [www.cph.dk](http://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](http://www.cph.dk) under "About CPH > Investor > Annual General Meeting".

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Copenhagen, 8 March 2023

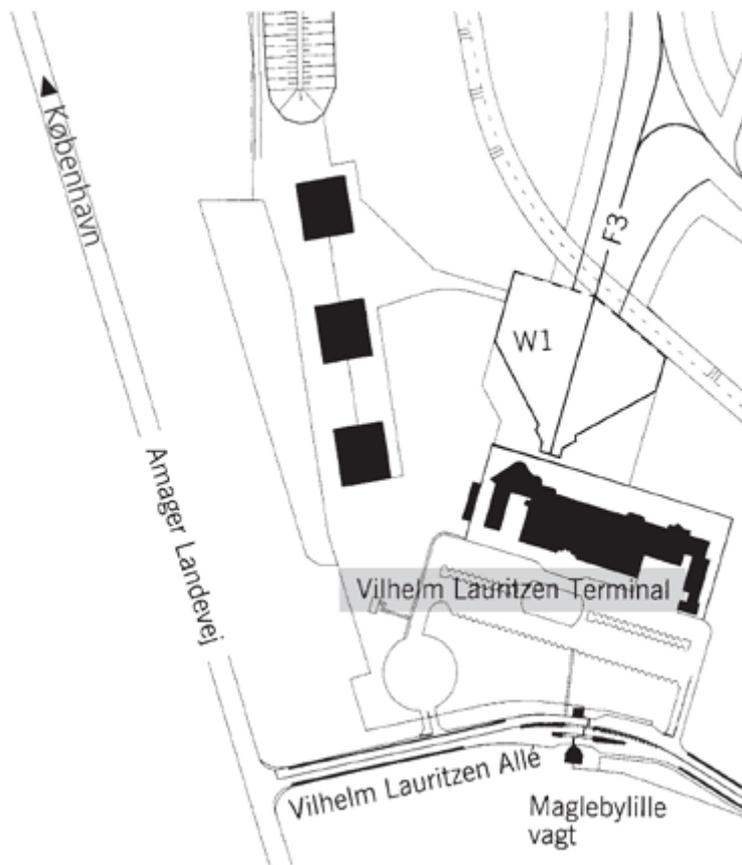
The board of directors of Copenhagen Airports A/S,  
Lufthavnsboulevarden 6, DK-2770 Kastrup  
Telephone: +45 32 31 32 31

**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.

