

NOTICE OF ANNUAL GENERAL MEETING 2025
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, 8 April 2025 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 Proposal from the board of directors to amend the company's articles of association.
- 6 Election of members of the board of directors, including the chairman and the deputy chairmen.
- 7 Presentation of and advisory vote on the remuneration report.
- 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 amount available according to the company's annual report for 2024 be allocated in the following manner:

Profit allocation 2024 (DKK million)

Profit for the year after tax available for distribution	1,040
Total amount for distribution	<u>1,040</u>
Proposed dividend (equivalent to DKK 25.48 per share)	200
Total amount carried forward to retained earnings	<u>840</u>

2.5 Re agenda item 5:

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

The board of directors proposes that the general meeting approves to amend articles 7.2, 11.1, 11.3, and 15.1 of the company's articles of association.

The motivation for the proposed amendments is to update the relevant articles in order to provide the board of directors with flexibility, as well as implementing a few consequential amendments following the appointment of the company's sustainability auditor.

The proposed amendments are illustrated below (deleted sections are struck through, and additions are underlined):

"Article 7.2

The agenda of the Annual General Meeting shall include:

[...]

7. Election of members of the Board of Directors, including the Chairman and up to two ~~the~~ Deputy Chairmen.

8. Election of auditor and sustainability auditor.

[...].

Article 11.1

The business of the Company shall be managed by a Board of Directors made up of four to eight ~~six~~ members appointed by the Company at the General Meeting

and by such other members as may be elected by the employees in pursuance of the statutory provisions to this effect.

Article 11.3

The shareholders at the General Meeting shall elect a Chairman and up to two Deputy Chairmen of the Board of Directors for a term of one year. A member of the Executive Board may not be elected Chairman or Deputy Chairman.

Article 15.1

For the period up to next year's Annual General Meeting, the General Meeting shall appoint one State-authorized Public Accountant and one sustainability auditor. The auditor(s) shall be eligible for re-appointment."

The draft revised articles of association are available at the company's website: 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.

2.6 Re agenda item 6:

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. 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 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 a position in the Danish Ministry of Foreign Affairs. He has conducted and concluded university studies 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 and PensionDanmark as well as chairman of the board at 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.

2.7 Re agenda item 7:

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 2024 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".

2.8 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 2025 remains unchanged compared to the remuneration in 2024.

The board of directors also proposes that the remuneration to the members of the audit and risk management committee for 2025 remains unchanged compared to the remuneration in 2024.

Remuneration to the board of directors and the audit and risk management committee (DKK)	2025
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

2.9 Re agenda item 9:

Appointment of auditor and sustainability auditor.

The board of directors proposes the re-election of Deloitte Statsautoriseret Revisionspartnerselskab for both financial and sustainability reporting purposes 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.

2.10 Re agenda item 10:

Proposals from shareholders.

The company has received a proposal from shareholder Inger Staahl Jensen to be included on the agenda.

The complete proposal is presented in [Appendix 1](#) to this notice.

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

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 2024 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 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 Friday, 14 March 2025 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 Friday, 14 March 2025 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, 6, 8, 9, 10, and 11 can be adopted by simple majority of votes.
- The proposed resolution under agenda item 5 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 7 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, 1 April 2025.

Only persons who are shareholders in the company on Tuesday, 1 April 2025 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, 4 April 2025 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, 4 April 2025 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 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, 4 April 2025 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, 4 April 2025 at 11:59 pm (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.

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, 8 April 2025 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, 8 April 2025 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, 4 April 2025 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.

Dividend

Dividend adopted at the annual general meeting - less any dividend tax - will be paid by VP Securities A/S.

Danske Bank is the share issuing institute and the shareholders may exercise their rights relating to the shares through Danske Bank.

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, Friday, 14 March 2025

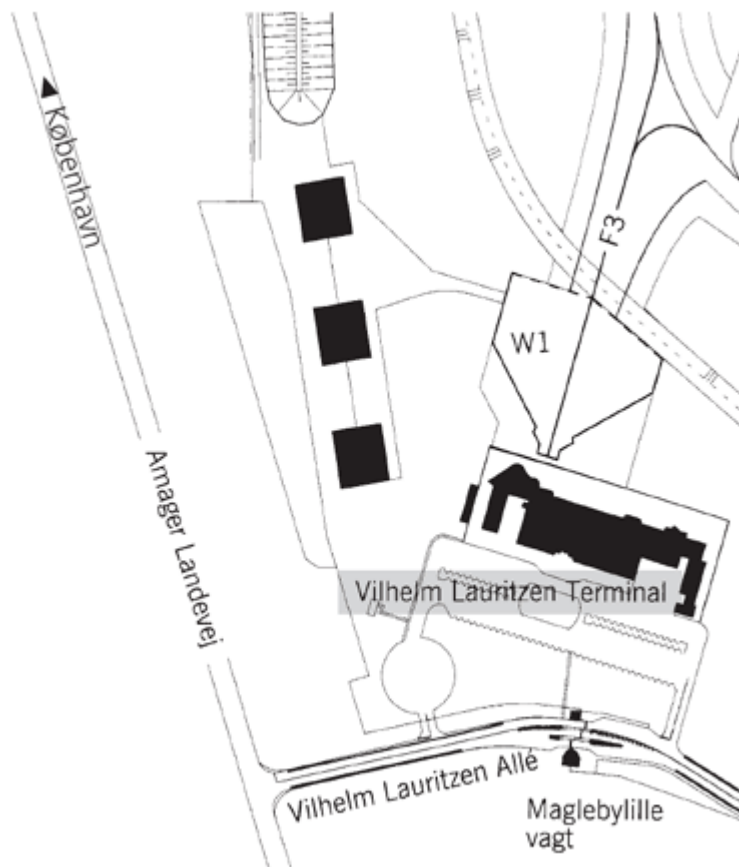
The board of directors of Copenhagen Airports A/S
Lufthavnsboulevarden 6
DK-2770 Kastrup
Telephone: +45 32 31 32 31

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:

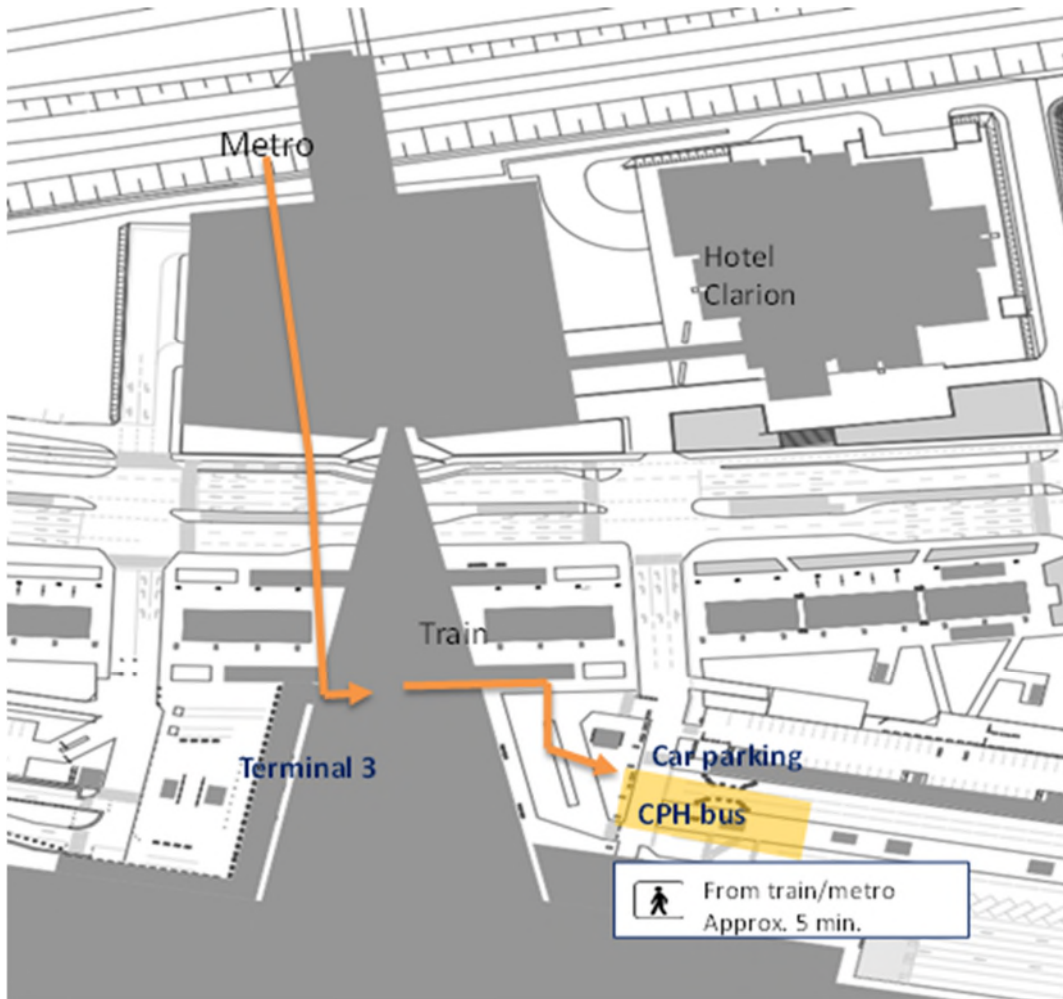
There is no exit from the Øresund motorway to Amager Landevej.



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.



[TRANSLATION]

APPENDIX 1

Proposal for the annual general meeting of Copenhagen Airport A/S: Introduction of restrictions on night flights

Background:

Copenhagen Airport is one of the most **urban airports in Europe**, which makes **noise and environmental impacts** from night flights a particular problem. There is documented increased **noise and air pollution** which affects **public health and the quality of life** for the surrounding residents.

A report from the University of Aarhus shows that – depending on wind conditions – there is regularly **more air pollution around the airport than at the most polluted location in Copenhagen**, namely H.C. Andersens Boulevard. This can **harm the reputation of Copenhagen Airport** and lead to **increasing pressure from authorities and local communities**, which concerns me as a shareholder.

International models and examples:

Many European airports have already implemented **restrictions or outright bans on night flights** to reduce noise disturbances and environmental impact. Here are some **different models**:

- **Frankfurt Airport:**
 - **Ban on scheduled night flights from 23:00 – 05:00.**
 - **Stricter noise requirements during late evening and early morning** from 22:00 – 23:00 and 05:00 – 06:00.
 - **Exceptions only for emergency and rescue flights.**
 - **Hamburg Airport:**
 - **Night flight ban from 23:00 – 06:00.**
 - **Exceptions for emergency and rescue flights** as well as special permits from the city authorities.
 - **Berlin Airport:**
 - **Ban on scheduled flights from 00:00 – 05:00.**
 - **Strict capacity limits** during late evening and early morning from 23:00 – 24:00 and 05:00 – 06:00.
 - **Vienna Airport:**
 - **Closed to air traffic from 23:30 – 05:30.**
 - **Strict restrictions for both take-offs and landings.**
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Proposal for voting:

I therefore wish to put forward a concrete proposal for voting that Copenhagen Airport A/S introduces the same restrictions on night flights as Frankfurt Airport. The proposal reads as follows: It is proposed that Copenhagen Airport A/S introduces restrictions on night flights corresponding to those at Frankfurt Airport, including:

- **A ban on night flights during the time period from 23:00 – 05:00**, applicable to both passenger and cargo flights, unless otherwise clarified by CPH.

- **Aircrafts which do not meet the latest international noise standards (ICAO Annex 16, Chapter 4 or newer)** may only use the airport on weekdays between **08:00 and 20:00**.
 - **Capacity limits during late evening and early morning hours:** Maximum **50 take-offs and landings** during the periods **22:00 – 23:00** and **05:00 – 06:00**.
 - **Use of alternative runways** to avoid overflying densely populated areas during late and early hours.
 - **Exceptions only for emergency and rescue flights** as well as urgent tasks of societal significance.
-

Motivation:

- **The Frankfurt model** has proven **effective in reducing noise and air pollution** while maintaining **operational flexibility during late evening and early morning hours**.
 - By following this model, **Copenhagen Airport can minimize noise disturbances and air pollution** while **preventing political intervention** by demonstrating responsibility and decisiveness.
 - The proposal also **allows for adjustments or adaptations of the model** based on experiences from Frankfurt, should the need arise.
-

Voting:

Shareholders are requested to vote:

- **For:** Introduction of restrictions on night flights corresponding to those at Frankfurt Airport.
 - **Against:** No change to the current rules for night flights at Copenhagen Airport.
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Conclusion:

I look forward to a **constructive debate at the annual general meeting** and hope that the proposal can **contribute to reducing noise disturbances and improving air quality** for the surrounding residential areas.