

COPENHAGEN AIRPORTS A/S – NOTICE

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting will be held on

Wednesday, 25 March 2009 at 3:00 p.m.

at the

Vilhelm Lauritzen Terminal, Vilhelm Lauritzen Allé 1, DK-2770 Kastrup

In accordance with Article 8.2 of the Articles of Association, the agenda of the meeting includes the following:

1. To receive the Supervisory Board's report on the activities of the Company during the past year.
2. To receive the audited Annual Report for adoption.
3. To pass a resolution for ratification of the acts of the Supervisory Board and the Executive Board.
4. To pass a resolution for the appropriation of the profit or for the treatment of the loss according to the adopted Annual Report.
5. To appoint members of the Supervisory Board, including the Chairman and Deputy Chairman.
6. To appoint an auditor.
7. To receive proposals, if any, from the Supervisory Board or the shareholders.
8. Any other business.

Complete proposals:

Re agenda item 1:

The Supervisory Board proposes that the General Meeting passes a resolution to accept the report.

Re agenda item 2:

The Supervisory Board proposes that the annual report be approved.

<u>Emoluments to the Supervisory Board</u>	<u>2008</u>	<u>2009</u>
Chairman	DKK 600,000	DKK 600,000
Deputy Chairman*	DKK 200,000	DKK 0
Ordinary Board members*	DKK 90,125	DKK 0
Staff representatives	DKK 185,658	DKK 191,228
<u>Total emoluments</u>	DKK 1,717,474	DKK 1,173,684

* The Deputy Chairman and the ordinary Board members elected by the shareholders have decided to renounce their emoluments for the period 1 July to 31 December 2008 and for all of 2009. See the Annual Report, pages 77-78.

Re agenda item 3:

The Supervisory Board proposes that General Meeting passes a resolution for ratification of the acts of the Supervisory Board and the Executive Board.

Re agenda item 4:

The Supervisory Board proposes that the amount available for distribution pursuant to the 2008 annual financial statements be applied as follows:

Profit allocation 2008 (DKK million):

Profit for the year after tax	755.3
Transferred to net revaluation reserve according to the equity method	<u>(5.0)</u>
Total amount available for distribution	750.3
Dividend adopted on 4 August 2008 (equivalent to DKK 54.0 per share)	<u>423.4</u>
Total amount available for distribution	326.9
Proposed dividend (equivalent to DKK 33.1 per share)	<u>260.0</u>
Total amount carried forward to retained earnings	<u>66.9</u>

Re agenda item 5:

Pursuant to Article 11.2, all members of the Supervisory Board appointed by the General Meeting are up for election.

Former Division Director of Macquarie European Airports John Stent and Executive Director of Macquarie Group Andrew Cowley have notified the Company that they do not accept re-nomination.

The Supervisory Board proposes re-election of the following members elected by the shareholders:

Henrik Gürtler
Max Moore-Wilton
Kerrie Mather and
Luke Kameron

and election of the following new members: Martyn Booth and Martin Stanley

The Supervisory Board proposes that Henrik Gürtler be re-elected as Chairman and that Max Moore-Wilton be elected Deputy Chairman.

The proposed candidates for the Supervisory Board have the following backgrounds:

Henrik Gürtler holds an MSc in Chemical Engineering from the Technical University (1976) and has been President and CEO of Novo A/S since 2000. Henrik Gürtler was project manager/coordinator of Enzymes R&D in 1981-84, head of department in 1984-86 and head of function in 1986-91. Henrik Gürtler was appointed corporate vice president of Human Resource Development of Novo Nordisk in 1991 and corporate vice president of Health Care Production in 1993. In 1996, he became a member of the Group Management with special responsibility for Corporate Staff. Henrik Gürtler is Chairman of Novozymes A/S and COWI A/S and member of the Supervisory Board of Novo Nordisk A/S. Member of the Supervisory Board of Copenhagen Airports A/S since 2002 and Chairman since 2004.

Max Moore-Wilton has been the Chairman of Macquarie Airports (MAP) since 2006. Max Moore-Wilton is also the Chairman of Sydney Airport Corporation Limited, President of the Airport Council International (ACI), Region Asia Pacific and Vice-Chairman of the ACI Global Board. Prior to April 2006, Max Moore-Wilton was Executive Chairman and CEO of Sydney Airport Corporation Limited. Max Moore-Wilton was Executive Chairman and CEO of Sydney Airport during a time of significant aviation expansion, where services were planned and implemented to meet future aviation and traffic needs at the airport. In 1996, Max Moore-Wilton was Head of the Australian Department of the Prime Minister and Cabinet, where he oversaw fundamental reform of Australian Public Service, giving him extensive knowledge of the public sector. He was appointed a Companion in the general Division of the Order of Australia in 2001. Max Moore-Wilton has held a number of positions as either Chairman or Board member of major Australian or state government business enterprises and has extensive experience in the transport sector. Max Moore-Wilton was born in January 1943 and resides in Sydney, Australia. He is an Australian citizen. Max Moore-Wilton has been Deputy Chairman of the Supervisory Board of Copenhagen Airports A/S since March 2007.

Kerrie Mather has been the Chief Executive Officer of Macquarie Airports since it listed on the Australian Securities Exchange with a market capitalisation of AUD 1 billion in April 2002. Today, Macquarie Airports is a top 50 company in Australia with a market capitalisation of over AUD 3.5 billion. Macquarie Airports is now one of the world's largest strategic airport investors with significant interests in the following airports: Sydney, Brussels, Copenhagen, Bristol, Newcastle,

ASUR and JAT. Under Kerrie Mather's leadership, the Macquarie Airports team of airport and investment banking specialists engage in all aspects of the airport businesses, seeking to expand the airport businesses and improve service quality and operational performance of each airport. Kerrie Mather is a Director of Sydney Airport, Brussels Airport, Copenhagen Airports and Bristol Airport. Prior to establishing Macquarie Airports, Kerrie Mather had 16 years corporate advisory experience primarily on acquisition, business and financial advisory roles with a particular focus on the airports sector. Kerrie Mather was born in 1960 and resides in Sydney, Australia. She is an Australian citizen. Kerrie Mather has been a member of the Supervisory Board of Copenhagen Airports A/S since January 2006.

Luke Kameron has worked for Macquarie Airports since 2002, and during this time has worked with Sydney, Brussels, Copenhagen, Rome and Bristol Airports. Prior to joining Macquarie Airports, he had 6 years experience in investment banking working on acquisitions, project and financial advisory, and valuations, for a range of clients in the transport industry, and in regulated infrastructure. He holds a BCom (Hons) from the University of New South Wales (1995). Luke Kameron is an Australian citizen. He was born in 1973 and resides in London, England.

Martyn Booth is Head of Airports for Macquarie Group in London. He has worked for Macquarie since 2000 and was involved in establishing the airports business in London, acquiring Bristol and Birmingham airports in the UK in 2001, and subsequently Rome, Sydney, Brussels and Copenhagen. Martyn Booth has worked in the airports industry since 1981 when he joined BAA where he held the position of Finance Director at Heathrow Airport, General Manager of Privatisation and Corporate Strategy Director. In 1994 Martyn Booth left BAA to establish the Portland Group, a management consultancy specialising in airport management and privatisations, which was acquired by Macquarie in 2000. Martyn has an Honours degree in Economics and was Economic Adviser at H.M Treasury from 1976 to 1981. Martyn Booth is a British citizen and was born in 1950 and resides in London. Martyn Booth is a director of Brussels Airport and was previously a member of the Supervisory Board of Copenhagen Airports A/S in 2006.

Martin Stanley is currently Head of Macquarie Capital Funds in Europe which manages 27 infrastructure assets in sectors including airports, roads, rail, utilities, telecommunications, industrials, property and media. Martin Stanley has been the Chief Executive Officer of Macquarie European Infrastructure Fund since 2005. Prior to joining Macquarie in July 2004, Martin Stanley was a director at TXU Europe Group plc, whose principal business was energy services, including the generation, supply and trading of electricity and gas. Martin Stanley has over 20 years experience in the utility sector having started his career in 1986 with Manweb plc, the regulated asset owner and licence holder for the power distribution network covering Merseyside, Cheshire and North Wales. Martin Stanley was born in 1963 and resides in Suffolk. He is a British citizen.

Re agenda item 6:

The Supervisory Board proposes re-appointment of PricewaterhouseCoopers, Statsautoriseret Revisionsaktieselskab.

Re agenda item 7:

No proposals.

The agenda of the Annual General Meeting, the complete proposals and the audited Annual Report, including the consolidated financial statements for 2008 will be available for inspection by shareholders on or before 12 March 2009 at the Company's office at Lufthavnsboulevarden 6, DK-2770 Kastrup on all weekdays from 10 a.m. to 2 p.m.

Any shareholder is entitled to attend the Annual General Meeting upon presentation of an admission card issued by the Company. Admission cards and voting papers are issued to shareholders against presentation of a custody account statement, which shall not be more than five days old, from the VP Securities Services (*Værdipapircentralen A/S*) or an account-holding bank together with a written declaration from the shareholder to the effect that the shares have not been or will not be transferred to a third party prior to the Annual General Meeting. Admission cards may be obtained and proxies may be nominated online at www.cph.dk via the shareholder portal quoting your custody account number and password or by returning the registration/proxy form in the enclosed envelope. Furthermore, admission cards may be obtained from I-NVESTOR DANMARK A/S, Kongevejen 418, 2840 Holte on fax +45 4546 0998 during the period from 10 March 2009 to 20 March 2009, inclusive or in the same period on all weekdays (except Saturdays) between 9:00 a.m. and 3:00 p.m. from the office of the Company, tel. +45 3231 2809, Lufthavnsboulevarden 6, 2770 Kastrup.

In order to vote at the General Meeting, a shareholder must have obtained an admission card in due time and have had the share forming the basis for the voting right recorded in the Register of Shareholders, or the shareholder must have given notice of and documented his acquisition to the Company. For shares which have been acquired by transfer, the voting right is, moreover, conditional on the shareholder having had the shares recorded in the Register of Shareholders or having given notice of and documented his acquisition not later than the day before the notice convening the General Meeting is published in the Danish Official Gazette and in a national newspaper. See Article 9.2.

If you are unable to attend the General Meeting, the Company's Supervisory Board would be grateful for receiving a proxy to vote in respect of your shares. If you agree to do so, please fill in, sign and return the attached proxy form, so that it is received by I-NVESTOR DANMARK A/S, Kongevejen 418, 2840 Holte by 23 March 2009 at 3.00 p.m. Proxies may also be nominated online at www.cph.com quoting your custody account no. and password by 23 March 2009.

The Company's share capital is DKK 784,807,000. Each share amount of DKK 100 carries one vote as provided in article 9.1.

Dividends approved by the Annual General Meeting will be paid out through the VP Securities Services (*Værdipapircentralen A/S*) less any coupon tax.

Kastrup, 10 March 2009

Supervisory Board
Copenhagen Airports A/S