

**NOTICE OF EXTRAORDINARY GENERAL MEETING 2017**  
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 extraordinary general meeting of Copenhagen Airports A/S to be held on

**Tuesday, 19 December 2017 at 3 pm**  
**Copenhagen Airports A/S,**  
**Lufthavnsboulevarden 6,**  
**DK-2770 Kastrup**

**1 Agenda**

The agenda of the meeting is as follows:

- 1 Election of members of the Board of Directors, including a Deputy Chairman.
- 2 Authorisation to the chairman of the general meeting.

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The extraordinary general meeting is convened by this notice upon request from a shareholder in order to elect two new members of the Board of Directors as well as a Deputy Chairman.

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**2 Elaboration on the agenda items**

2.1 Re agenda item 1:

Election of members of the Board of Directors, including a Deputy Chairman.

The background for this proposal is that Macquarie European Infrastructure Fund III is no longer a shareholder in Copenhagen Airports A/S. Simon Boyd Geere and John Kevin Bruen, both of whom are employed by Macquarie Infrastructure and Real Assets (Europe) Limited, have resigned as members of the Board of Directors as a consequence hereof, and consequently two new members of the Board of Directors must be elected.

The Board of Directors proposes that Ulrik Dan Weuder is elected as new Deputy Chairman of the Board of Directors in addition to the company's other Deputy Chairman for the period until the company's next annual general meeting. In accordance with section 3.2.1 of the Recommendations on Corporate Governance, the candidate cannot be considered independent.

The process of finding a candidate for the vacant post as an ordinary member of the Board of Directors has begun but it has not been possible to complete the process until the publication of the notice of the extraordinary general meeting. The name of the candidate as well as information about the candidate's management positions in other commercial enterprises will be published no later than at the extraordinary general meeting.

The remaining members of the Board of Directors elected by the shareholders: Lars Nørby Johansen (Chairman of the Board of Directors), David Mark Stanton (Deputy Chairman of the Board of Directors), Janis Carol Kong and Charles Thomazi are not up for election.

The proposed board candidate has the following background:

Ulrik Dan Weuder is Senior Vice President and Head of Global Direct Investments (GDI) at ATP. GDI is responsible for ATP's alternative investments and handles investments worth around DKK 55bn, of which DKK 19bn is invested directly in infrastructure.

Ulrik is on the board of directors of several infrastructure-related companies, including Redexis Gas (Spain) and APR Energy (the UK), and has more than 25 years of experience in working with infrastructure globally. Ulrik Dan Weuder has extensive experience in planning, financing and expansion of infrastructure on a national level and in relation to specific investments.

Ulrik Dan Weuder joined ATP in 2007. Until then, he worked in the United Nations Environment Program where he was, among other things, involved in creating investment programs for the implementation of action plans with respect to national infrastructure. From 2001-2003, Ulrik worked for the OECD in connection with the EU accession process and the EU Member States' financing of infrastructure-related directives. From 1995-2000, Ulrik worked in the finance department of the Danish Environmental Protection Agency and later at the department dealing with environmental support to the Eastern European countries (Øststøttekontoret) where he was, among other things, responsible for the financing of large environmental infrastructure investments.

Ulrik is a Danish citizen, he was born in 1969 and he lives in Skovlunde, a suburb of Copenhagen. He graduated as an economist (Cand. polit.) from the University of Copenhagen in 1994.

## 2.2 Re agenda item 2:

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, the company's articles of association 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 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, 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 on Monday, 27 November 2017 at [www.cph.dk](http://www.cph.dk) under "Investor".

This notice, including the agenda and the full text of the proposed resolutions and the registration and proxy forms will also be sent by email on Monday, 27 November 2017 to the registered shareholders who have registered their email addresses with Copenhagen Airports A/S in accordance with Article 16.3 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 items 1 and 2 can be adopted by simple majority of votes.

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

### **Date of registration**

The shareholders' right to vote at the company's 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, 12 December 2017.

Only persons who are shareholders in the company on Tuesday, 12 December 2017 are entitled to attend and vote at the 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 received by the company before the expiry of the registration date.

### **Admission card**

In order to attend the company's general meeting, shareholders must no later than on Friday, 15 December 2017 at 11.59 pm 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 the 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 Friday, 15 December 2017 at 11.59 pm. Admission cards are issued to shareholders who hold shares in the company on the date of registration.

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 general meeting either electronically on a smartphone/tablet or in a printed version.

Shareholders who have requested admission cards without specifying their e-mail address can pick up the admission card at the entrance of the general meeting upon presentation of ID.

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

### **Proxy**

Shareholders may also appoint a proxy holder, e.g. if the shareholder is unable to attend the 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 Friday, 15 December 2017 at 11.59 pm.

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 Friday, 15 December 2017 at 11.59 pm.

Computershare A/S' offices are open for inquiries in person on weekdays from 8 am - 4 pm.

### **Postal voting**

Instead of voting in person at the general meeting, the shareholders may vote by post, i.e. vote in writing before the 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 Tuesday, 19 December 2017 at 9.00 am.

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 Tuesday, 19 December 2017 at 9.00 am.

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 general meeting. Questions may be submitted by post or by email to [investor.relations@cph.dk](mailto:investor.relations@cph.dk). Questions will be answered in writing or orally at the general meeting, unless the answer is available from a questions/answers function on the company's website [www.cph.dk](http://www.cph.dk).

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Copenhagen, 27 November 2017

The Board of Directors of Copenhagen Airports A/S,  
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