

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

COPENHAGEN AIRPORTS A/S

(CVR no.: 14707204)

Notice is hereby given of the Extraordinary General Meeting of Copenhagen Airports A/S to be held on

**24 October 2011 at 10.30**

The Extraordinary General Meeting will be held at Copenhagen Airports A/S' address

**Lufthavnsboulevarden 6, DK-2770 Kastrup**

The agenda of the meeting is as follows:

- 1 Proposal by the Board of Directors to amend the Articles of Association.
- 2 Election of members of the Board of Directors, including two Deputy Chairmen.

- 0 -

The Extraordinary General Meeting is convened by this notice upon request from a shareholder in order to (i) implement a new chairmanship model for the Company and consequently change the Company's Articles of Association, to allow the General Meeting to elect a Chairman and two Deputy Chairmen of the Board of Directors, and to (ii) elect new members of the Board of Directors as well as two Deputy Chairmen.

- 0 -

Re agenda item 1:

The Board of Directors has submitted the following proposals:

- (i) The Board of Directors proposes that as a result of the new chairmanship model, whereby the General Meeting in the future elects the Chairman and two Deputy

Chairmen of the Board of Directors, the Articles of Association are changed in accordance herewith. The Board of Directors proposes the following changes to the Articles of Association:

- Article 7.2 no. 6 of the Articles of Association shall be worded as follows:

"To appoint members of the Board of Directors, including the Chairman and the Deputy Chairmen."

- Article 10.3 of the Articles of Association shall be worded as follows:

"The shareholders at the General Meeting shall elect a Chairman and 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 11.3 of the Articles of Association shall be worded as follows:

"The Chairman shall have a casting vote in case of equality of votes."

- Article 13.1 of the Articles of Association shall be worded as follows:

"The Company shall be bound by the signatures of the Chairman or a Deputy Chairman of the Board of Directors and one member of the Executive Board, or by the signatures of three members of the Board of Directors, one of whom shall be the Chairman or a Deputy Chairman."

- (ii) The Board of Directors proposes that the chairman of the General Meeting is authorised to file the resolutions with the Danish Commerce and Companies Agency (*Erhvervs- og Selskabsstyrelsen*) and to make such additions, alterations or amendments to or in the resolutions passed by the General Meeting and the application for registration of the resolutions to the Danish Commerce and Companies Agency as the Agency may require for registration.

Re agenda item 2:

As Kerrie Mather and Luke Bugeja resign with the effect from the date of the extraordinary general meeting, the Board of Directors proposes that David Stanton and Chris Ireland are elected to the Board of Directors. In accordance with section 5.4.1 of the Recommendations on Corporate Governance, the candidates cannot be considered independent.

The remaining members of the Board of Directors elected by the shareholders: Henrik Gürtler, Martyn Booth, Simon Geere, and Christopher Timothy Frost are not up for election.

The Chairman is not up for election, and Henrik Gürtler remains the Chairman of the Board of Directors.

It is proposed that David Stanton and Simon Geere are elected Deputy Chairmen of the Board of Directors.

The proposed board candidates have the following backgrounds:

**David Stanton** will at the time of the extraordinary general meeting work for Ontario Airports Investments Limited, which is majority owned by the Ontario Teachers' Pension Plan (OTPP) and provides investment management services in relation to Brussels Airport and Copenhagen Airports. David is a manager of the holding companies Copenhagen Airports Denmark ApS, Copenhagen Airports Denmark Holding ApS and Kastrup Airports Parent ApS. He has over 20 years' experience, 16 years of which have been within the aviation sector. Prior to OTPP, David has been a Director at MAp Airports UK Ltd, a wholly owned subsidiary of MAp Airports, as the lead shareholder representative working with Copenhagen Airports A/S since 2009. David was previously Managing Director at Macquarie Capital, which he joined in 2007. Prior to Macquarie, David was for 10 years the Corporate Development Director at BBA Aviation plc, a listed UK based global aviation services business. He has previously been a Director at Bristol Airport and Brussels Airport as well as numerous aviation services businesses. David is a British citizen, born in 1969 and resides in London. He qualified as a Chartered Accountant with PWC in 1994.

**Chris Ireland** is a Director within Ontario Teachers' Pension Plan with a specific focus on Asset Management of a variety of assets. Chris joined OTPP in 2006 having previously worked in investment banking and the power generation sector. Chris is currently a Board Director of Brussels Airport, InterGen NV and Global Container Terminals having also

previously served as Director of both Bristol Airport and Sydney Airport. Chris is a Canadian citizen, born in 1970 and resides in Toronto. He has a MBA from the Stern School of Business at New York University and a Masters in Mechanical Engineering from the University of Waterloo, Canada. Chris is a Professional Engineer licensed in Ontario.

- 0 -

The passing of the resolution in agenda item 1 (i) is subject to no less than two thirds of the voting share capital being represented at the General Meeting and no less than two thirds of both the votes cast and of the voting share capital represented at the General Meeting vote in favour thereof (Article 9.3 of the Articles of Association). The other proposed resolution, item 1(ii), may be passed by a simple majority of votes as provided by Article 9.2 of the Articles of Association.

---

An admission card is required for attending the General Meeting. Admission cards will be provided to shareholders who are entitled to attend and vote at the General Meeting. Anyone who is registered as a shareholder in the register of shareholders on the date of registration, 17 October 2011, or has made a request to such effect, including evidence of title to shares in the Company, that has reached the Company on that date, is entitled to attend and vote at the General Meeting (Article 8.2 of the Articles of Association).

Admission cards and ballot papers for the General Meeting can be obtained up to and including 20 October 2011. Admission cards can be obtained electronically at [www.cph.dk](http://www.cph.dk) via the shareholder portal quoting your custody account number and password, or by returning the registration form. Admission cards may also be obtained from Computershare A/S, Kongevejen 418, DK-2840 Holte (by fax at +45 45 46 09 98), or, on all weekdays (except Saturday) between 9 am and 3 pm, from the Company's office, Lufthavnsboulevarden 6, DK-2770 Kastrup (by telephone at +45 32 31 28 09).

If you are prevented from attending the General Meeting, the Board of Directors will be pleased to act as proxy to cast the votes attached to your shares, in which case the attached proxy form, duly completed and signed, must reach Computershare A/S, Kongevejen 418, DK-2840 Holte, by 20 October 2011. The proxy form may also be used for appointing proxies

other than the Board of Directors. The proxy form is also available on the Company's website, [www.cph.dk](http://www.cph.dk), where proxies may be appointed electronically on or before 20 October 2011 (please use your custody account number and password). Proxies to attend the General Meeting will be deemed valid at a second General Meeting, which may be convened if less than two thirds of the voting share capital is represented at the General Meeting (Article 9.4 of the Articles of Association).

You may also vote by post. The attached postal voting form (which forms part of the proxy form), completed and signed, must reach Computershare A/S, Kongevejen 418, DK-2840 Holte, by 23 October 2011. The postal voting form is also available on the Company's website, [www.cph.dk](http://www.cph.dk), where postal votes may be cast electronically on or before 23 October 2011 (please use your custody account number and password).

On or before 30 September 2011, the following documents will be made available for inspection on the Company's website: 1) the notice convening the General Meeting; 2) the total number of shares and voting rights on the date of the notice; 3) all documents to be submitted to the General Meeting; 4) the agenda and the full text of all proposals to be submitted to the General Meeting; and 5) postal and proxy voting forms.

Before the General Meeting, all shareholders may ask questions in writing about the agenda and the documents to be submitted to the General Meeting. Questions may be sent by post or by e-mail to [cphweb@cph.dk](mailto:cphweb@cph.dk).

The Company's share capital is DKK 784,807,000. Each share of DKK 100 carries one vote (Article 8.1 of the Articles of Association).

The shareholders' financial rights can be exercised through VP SECURITIES A/S.

Kastrup, 30 September 2011

The Board of Directors  
Copenhagen Airports A/S