

To the shareholders of COWI Holding A/S

ADDRESS COWI Holding A/S
Parallelvej 2
2800 Kongens Lyngby
Denmark

TEL +45 56 40 00 00
FAX +45 56 40 99 99
WWW cowiholding.com

DATE 11 March 2016
PAGE 1/2
REF LVA

PROJECT NO

Annual general meeting of COWI Holding A/S

The shareholders of COWI Holding A/S are hereby summoned to the company's annual general meeting 2016 on

**Thursday 31 March 2016 at 15:30 in the canteen of COWI Holding A/S,
Parallelvej 2, 2800 Kongens Lyngby, Denmark**

The final agenda is enclosed, including the full wording of proposed resolutions for consideration at the general meeting.

As has been the case in recent years, the 2015 annual report has been prepared in a digital version, which is available at COWI's website, www.cowi.com/annualreport.

Registration – request for admission card

If you wish to attend the general meeting, please sign up electronically via the shareholders portal (Computershare's website) under the tab "General meeting" and under "Admission card".

Your registration must be registered with Computershare **no later than Wednesday 23 March 2016**.

The admission card will be sent to the postal address recorded in the company's register of shareholders.

Grant of proxy and voting by postal ballot

If you wish to authorise another person to attend and vote at the general meeting on your behalf, you can grant a proxy via the shareholders portal under the tab "General meeting". If you wish to vote by postal ballot instead, this can also be done at the same tab on the shareholders portal.

Adoption of resolutions referred to in the agenda

The Board of Directors wishes to point out that the resolutions proposed in items 2 to 8 and 9c to 9f may be adopted by a simple majority of votes at the general meeting. However, the adoption of the resolutions proposed in items 9a to 9b will require a majority of no less than two-thirds of the votes cast and of the voting capital represented at the general meeting.

After the actual general meeting, a couple of COWI's business areas will be presented and, by way of conclusion, refreshments will be served.

Yours faithfully
on behalf of the Board of Directors



Steen Riisgaard
Chairman