

In 1973, the owners up to that time of the firm COWICONSLT, Rådgivende Ingeniører I/S

W. Jønson

E. Kalhauge

P. M. Nielsen

E. H. Schülein

J. J. Jessen

K. Bergholt

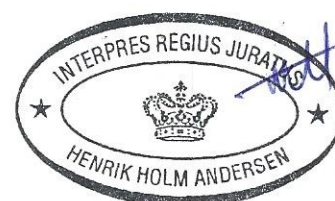
A. G. Frandsen

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H. Talbot-Pedersen

converted the firm into a public limited company under the name COWIconsult, Rådgivende Ingeniører AS, and transferred the share capital of that company to a foundation under the name "COWIFONDEN". At the time of the formation, the assets of the Foundation consisted of the entire share capital in COWIconsult, Rådgivende Ingeniører AS, at a nominal value of DKK 3 million. Of this share capital, DKK 1 million was transferred unconditionally to the Foundation as a donation, while DKK 2 million was transferred irrevocably against debt instruments. The debt instruments have all been redeemed.

It appears from Article 4(8) of the original Charter of 19 March 1973, as most recently amended on 18 September 2019, that amendments to the Charter require at least a two-thirds majority of all members of the Board of Directors. Pursuant to the above-mentioned provision, the Board of Directors of COWIfonden unanimously adopted the below.



CHARTER
for
COWIFONDEN

Article 1

The domicile of the Foundation is the municipality of Lyngby-Taarbæk.

Article 2

Sub-article 1

The Foundation shall support and expand COWI Holding A/S and its subsidiaries (hereafter collectively called "the COWI Group").

Sub-article 2

The Foundation shall operate with a view to strengthening the reputation of Danish engineering activities.

Sub-article 3

The Foundation may use the available funds to increase the share capital in COWI Holding A/S and to provide grants and loans to finance the operation of the COWI Group.

Sub-article 4

The Foundation may support the further education and research of engineers.

Sub-article 5

The Foundation may support the further education and research of other groups of university graduates, especially within technical and economic fields and social sciences, or, in special cases, other scientific or artistic purposes related to the activities of the COWI Group.

Sub-article 6

Support pursuant to sub-articles 4 and 5 can be granted as direct financial support to individuals, institutes, laboratories, departments at research and educational institutions, or to any other organisation that the Board of the Foundation finds suitable. The support can be granted as support for research, publication of scientific works, periods of study abroad or by other means as the Board sees fit.



Article 3

Sub-article 1

The Foundation shall have the majority of votes in COWI Holding A/S and indirectly in COWI A/S, while the majority of votes in the companies, into which COWI A/S might be divided, shall be directly or indirectly allocated to either COWI Holding A/S or COWI A/S.

Sub-article 2

The base capital of the Foundation amounts to DKK 20 million and was paid up by a transfer from capital reserves and revaluation reserves.

Sub-article 3

In addition, the assets of the Foundation constitute any future contributions to the Foundation in the form of dividend and interest income accumulated after distribution in accordance with the above objects of the Foundation has taken place.

Sub-article 4

The assets shall be managed by a bank appointed by the Board of the Foundation. That part of the Foundation's assets which have not been invested in shares in COWI Holding A/S, COWI A/S or in listed securities shall remain deposited in an account in the same bank.

Sub-article 5

The Board of the Foundation may decide, however, that liquid funds belonging to the Foundation's assets and accumulated through the Foundation's earnings in addition to the Foundation's original base capital of DKK 1 million shall be lendable against a rate of interest not exceeding the lending rate of the principal banks from time to time, excluding commission, to the companies in the COWI Group without security.

Furthermore, the Board of the Foundation may grant loans to employee shareholders in COWI Holding A/S if recommended by the management of COWI Holding A/S. The Board of the Foundation shall lay down the detailed terms of the loans.

Loans cannot be granted to members of the Board of the Foundation.

Sub-article 6

The Board of the Foundation may recommend to the general meeting of COWI Holding A/S to increase the share capital when it considers this necessary in the interests of the COWI Group.

On the same grounds, the Board of the Foundation may decide on an assignment of shares in connection with a merger, the establishment of a group or similar with another related enterprise, regardless of whether this causes the Foundation to lose its majority of votes in COWI Holding A/S or in such other companies as are stated in Articles 3(1), 3(6) and 3(8). However, the disposal of the majority of votes is conditional on the Foundation owning and maintaining a major shareholding in the continuing company or in the Group's holding company, and on the Foundation being ensured, on the basis of a statute, shareholders' agreement or other agreement, significant contributory influence on that company, including that the business operated by COWI A/S so far is not closed down or to a significant extent moved abroad without the Foundation's consent.

In addition to this, the Board of the Foundation may recommend to the general meeting that COWI A/S be divided into several public limited companies in which the majority of votes would then be directly or indirectly allocated to COWI Holding A/S or COWI A/S.



Sub-article 7

The Foundation may, through a public limited company founded for that purpose, acquire and own real property for use by the COWI Group or another enterprise naturally associated with that company.

Sub-article 8

In the event that this is deemed to affect the COWI Group, the Board of the Foundation may establish a company in Denmark or abroad by investing funds belonging to the Foundation and accumulated as stated in Article 4 of this Charter so that the Foundation still has the majority of votes in such a company. The shares shall be managed in the same way as the Foundation's shares in COWI Holding A/S. The provisions of Articles 8, 9(1) and (2), and 3(6) of this Charter shall apply by analogy to such a company.

Article 4

Following the decision to transfer part of the profits for the year for the purpose of consolidating the Foundation's assets, the Board of the Foundation shall determine the annual distribution in accordance with the objects of the Foundation.

Article 5

Sub-article 1

The Board of the Foundation shall consist of the employee representatives elected according to the law and of not less than 6 and not more than 14 members appointed among persons who are holding or have held executive positions within the COWI Group, provided that 2 members shall be appointed among respected, independent persons outside the Group.

Sub-article 2

Besides, the Board of the Foundation shall co-opt in compliance with what is stated in Article 5(1) above and in such a way that election to the Board of the Foundation shall require a majority of the Board members appointed by the Foundation. Members of the Board of the Foundation shall be elected for a period of 4 years and shall be eligible for re-election. No members appointed by the Board of the Foundation may serve longer as a member of the Board of the Foundation than until the Board meeting held after the annual general meeting in COWI Holding A/S after the end of the financial year in which they attained the age of 70.

Sub-article 3

To ensure management continuity, the Board of the Foundation may decide that persons who have been elected for a period of 4 years may be elected for the period until the Board meeting held after the annual general meeting in COWI Holding A/S after the end of the financial year in which they attained the age of 70.

Sub-article 4

Members of the Board of the Foundation elected by the employees shall not participate in the election of members for the Board of the Foundation unless specified by the law. Members of the Board of the Foundation elected by the employees shall be elected pursuant to the law.

Sub-article 5

Members of the Board of the Foundation elected by the employees shall participate in the transaction of business concerning the distribution of donations.



Sub-article 6

COWIfonden has introduced a voluntary arrangement for employee representation concerning international Group representation among members of the Board of the Foundation elected by the employees.

Article 6

Sub-article 1

The Board of the Foundation shall elect every year a chairman and a vice chairman from their own number.

The chairman of the Board of the Foundation cannot also be the chairman of the Board of Directors of COWI Holding A/S.

Sub-article 2

All members of the Board of the Foundation shall be of age, of unblemished reputation and in possession of their faculties, and their estate shall not be in the hands of the official receiver.

If a member of the Board of the Foundation no longer meets these requirements, the member in question shall be obliged to resign his/her duties as a Board member.

Sub-article 3

Board members shall not be employed or have any direct or indirect interests in an enterprise competing with any company in the COWI Group or another enterprise, if, as a result of this, the Board member cannot be regarded as independent in accordance with the requirements necessary for the operation of the COWI Group.

Sub-article 4

The Board of the Foundation shall determine the remuneration of the members of the Board of the Foundation.

Sub-article 5

The bank appointed in accordance with Article 3(4) shall be notified in writing of any changes in the composition of the Board of the Foundation, stating the names and addresses of the independent members mentioned in Article 5(1).

Sub-article 6

The Board may set up committees with representatives of members of the Board of the Foundation as well as employees in the COWI Group for the consideration of issues that require decision-making.

Article 7

Sub-article 1

The Board of the Foundation shall make its decisions by a majority of votes among the voting members present, unless otherwise specified. Blank votes shall be disregarded. In the event of equality of votes, the chairman or, alternatively, the vice chairman shall hold the casting vote.

Sub-article 2

For amendments to the Charter and decisions pursuant to Article 3(6), and for the sale or pledging of shares in COWI Holding A/S, a two-thirds majority of all voting members of the Board shall be required as a minimum, however. Decisions pursuant to Article 3(6) that cause the Foundation to lose its majority of votes



in COWI Holding A/S or in such other companies as are stated in Article 3(6) shall require at least a two-thirds majority of all voting Board members at two consecutive Board meetings held with an interval of at least three weeks.

Article 8

Sub-article 1

Through its Board, the Foundation shall contribute to the greatest possible stability and continuity of the principles and guidelines that have formed the basis for the activities and development of the COWI Group, thereby ensuring the COWI Group optimum conditions to remain among the leading Danish businesses providing consultancy services in future. In this connection, efforts shall be made to ensure that the accumulation of the Foundation's assets keeps pace with the financial development in the COWI Group, including with a view to meeting the obligations in relation to employee shares.

Sub-article 2

While maintaining the principles and guidelines, efforts shall be made to ensure that the company is abreast of developments at all times and participates actively by launching new initiatives. Accordingly, the Board of the Foundation shall, by exercising its voting rights at COWI Holding A/S' general meeting and by electing members to COWI Holding A/S' Board of Directors, seek to ensure in the best possible way the continuation of the COWI Group in accordance with the above guidelines. Likewise, within the framework of the Charter, the Foundation shall work to promote the interests of the COWI Group and maintain it as a good place to work for the employees by exerting influence through its shareholding in COWI Holding A/S.

Article 9

Sub-article 1

There shall be nothing to prevent members of the Board of the Foundation who are active within the COWI Group from being elected to the Board of Directors of COWI Holding A/S.

Sub-article 2

Prior to COWI Holding A/S' general meeting, the Foundation shall hold a Board meeting to appoint one by one the persons who the Foundation will seek to get elected to the company's Board of Directors and/or elected as chairman or vice chairman, provided that the decision shall be made by a majority of all members of the Board of the Foundation. When a member of the Board of the Foundation is up for election, the member in question shall not participate in the vote and shall be disregarded when calculating the required majority. The subsequent voting at COWI Holding A/S' general meeting shall be in accordance with the decision of the Board of the Foundation.

Sub-article 3

Members of COWI Holding A/S' Board of Directors shall be subject to a duty of retirement at the first annual general meeting after the end of the financial year in which they attain the age of 70.

Sub-article 4

No alternate members shall be elected for members of COWI Holding A/S' Board of Directors.

Article 10

Where the right to exercise discretion has been conferred on the Board of the Foundation under this Charter, it shall not be possible to test such discretion by submission to a court.



Article 11

The Foundation shall be bound by the joint signatures of the chairman and one Board member or by the joint signatures of at least half of the Board members.

Article 12

The financial year runs from 1 January to 31 December.

Article 13

The financial statements shall be audited by a state-authorised public accountant. Remuneration of the auditors shall be paid by the Foundation.

Article 14

The original Charter of 19 March 1973, as last amended on 5 March 2013, is hereby replaced by this Charter.

Adopted by the Board of the Foundation on 21 September 2020.

In the Board of the Foundation:

[signature]

Anton Petersen
(chairman)

[signature]

Suzanne C. Beckmann

[signature]

Ejgil Martin Veje

[signature]

Anna Kathrine Bisgaard Sørensen

[signature]

Marius Sekse

[signature]

Martin P. Bendsøe
(vice chairman)

[signature]

Tina Vejrum

[signature]

Anders Jacobsson

[signature]

Heidi Lund Hansen



17.03.2022

337993

CONFIRMATION

I, the undersigned Henrik Holm Andersen, certified translator and interpreter of the English language, hereby certify the text -

- Charter for COWIFONDEN, 7 pages, adopted 21 September 2020

to be a true and faithful translation of the attached copy in the Danish language -

- Fundats for COWIFONDEN, 10 sider, vedtaget den 21. september 2020.

In Witness Whereof I have hereunto set my hand and affixed my Seal of Office this 17th day of March 2022.



HENRIK HOLM ANDERSEN
Official translator and interpreter
of the English language
certified by the Royal Danish
Ministry of Trade and Industry

I 1973 omdannede de hidtidige indehavere af firmaet COWICONSLT, Rådgivende Ingeniører I/S

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virksomheden til et aktieselskab under navnet COWIconslut, Rådgivende Ingeniører AS, og overdrog dette selskabs aktiekapital til en fond under navnet "COWIFONDEN". Fondens formue bestod ved stiftelsen i hele aktiekapitalen i COWIconslut, Rådgivende Ingeniører AS, nominelt stor 3 mio. kroner. Af denne aktiekapital blev 1 mio. kr. overdraget Fonden betingelsesløst som donation, medens 2 mio. kroner aktier blev overdraget Fonden uigenkaldeligt mod gældsbreve. Gældsbrevene er alle indfriet.

Med § 4, stk. 8, af den oprindelige fundats af 19. marts 1973, som senest er ændret den 18. september 2019, fremgår det, at ændringer af fundatsen kræver mindst to tredjedels majoritet af samtlige bestyrelsesmedlemmer. I medfør af nævnte bestemmelse har bestyrelsen for COWIfonden enstemmigt vedtaget nedenstående.



FUNDATS
for
COWIFONDEN

§ 1

Fondens hjemsted er Lyngby-Taarbæk kommune.

§ 2

Stk. 1

Fonden skal støtte og udbygge COWI Holding A/S og dets datterselskaber (samlet herefter "COWI-koncernen").

Stk. 2

Fonden skal virke til styrkelse af dansk ingeniørvirksomheds anseelse.

Stk. 3

Fonden kan anvende de til rådighed stående midler til forhøjelse af aktiekapitalen i COWI Holding A/S samt til at yde tilskud og lån til finansiering af COWI-koncernens drift.

Stk. 4

Fonden kan støtte ingeniørers videreuddannelse og forskning.

Stk. 5

Fonden kan støtte andre akademikergruppers videreuddannelse og forskning, særligt inden for tekniske, økonomiske og samfundsvidenskabelige fag, eller i særlige tilfælde andre videnskabelige eller kunstneriske formål, med tilknytning til COWI-koncernens virksomhed.



Stk. 6

Støtte ifølge stk. 4 og 5 kan ydes gennem direkte økonomisk støtte til enkeltpersoner, til institutter, laboratorier, afdelinger ved forsknings- og undervisningsinstitutioner, eller til en hvilken som helst anden organisation, som Fondens bestyrelse finder egnet. Støtten kan ydes som støtte til forskning, udgivelse af videnskabelige arbejder, til studieophold i udlandet eller på anden måde efter bestyrelsens skøn.

§ 3

Stk. 1

Fonden skal til enhver tid besidde stemmeflerheden i COWI Holding A/S og indirekte i COWI A/S, medens stemmeflerheden i de selskaber, hvori COWI A/S måtte blive opdelt, direkte eller indirekte enten skal tilkomme COWI Holding A/S eller COWI A/S.

Stk. 2

Fondens grundkapital udgør tyve millioner kroner og er indbetalt ved overførsel fra bundne reserver og opskrivningshenlæggelse.

Stk. 3

Fondens formue udgør endvidere, hvad der fremtidig indgår til Fonden i form af aktieudbytte og renteindtægter, der måtte blive opsparet, efter af uddelingen i overensstemmelse med Fondens ovenfor anførte formål er foretaget.

Stk. 4

Formuen forvaltes af en af fondsbestyrelsen udpeget bank. Den del af Fondens formue, der ikke er anbragt i aktier i COWI Holding A/S, COWI A/S eller i børsnoterede værdipapirer, skal stadig være indsat på konto i samme bank.

Stk. 5

Fondsbestyrelsen kan dog bestemme, at likvide midler, der hører til Fondens formue, og som er fremkommet ved opsparing gennem Fondens indtægter ud over Fondens oprindelige grundkapital på een million kroner, kan udlånes mod en rente, der ikke må overstige hovedbankernes udlånsrente til enhver tid ekskl. provision, til COWI-koncernens selskaber uden sikkerhed.



Endvidere kan fondsbestyrelsen bevilge lån til medarbejderaktionærer i COWI Holding A/S, såfremt dette indstilles fra direktionen i COWI Holding A/S. Fondsbestyrelsen fastsætter de nærmere vilkår for lånene.

Lån kan ikke ydes til medlemmer af fondsbestyrelsen.

Stk. 6

Fondsbestyrelsen kan indstille til generalforsamlingen i COWI Holding A/S at udvide aktiekapitalen, når den anser det for påkrævet af hensyn til COWI-koncernens tarv.

Med samme begrundelse kan fondsbestyrelsen træffe bestemmelse om aktieafståelse i forbindelse med fusion, koncerndannelse eller lignende med anden beslægtet virksomhed, uanset om Fonden herved mister stemmemajoriteten i COWI Holding A/S eller i sådanne andre selskaber, som er anført i § 3 stk. 1, § 3 stk. 6 og § 3 stk. 8. Det er dog en betingelse for afdisponering af stemmemajoriteten, at Fonden kommer til at besidde og fortsat opretholder en større aktiepost i det fortsættende selskab eller i koncernens holdingselskab, samt at Fonden på grundlag af vedtægtsbestemmelse, aktionæroverenskomst eller anden aftale sikres en ikke ubetydelig medindflydelse på dette selskab, herunder sikres, at den af COWI A/S hidtil drevne virksomhed ikke nedlægges eller i væsentligt omfang flyttes til udlandet uden Fondens samtykke.

Herudover kan fondsbestyrelsen indstille til generalforsamlingen, at der foretages en opdeling af COWI A/S i flere aktieselskaber, hvori stemmeflerheden i så fald direkte eller indirekte skal tilkomme COWI Holding A/S eller COWI A/S.

Stk. 7

Fonden kan gennem et dertil stiftet aktieselskab erhverve og eje fast ejendom til benyttelse af COWI-koncernen eller anden erhvervsvirksomhed i naturlig tilknytning til dette selskab.

Stk. 8

I tilfælde af, at det anses som værende af betydning for COWI-koncernen, kan fondsbestyrelsen oprette et selskab her i landet eller i udlandet ved indskud af Fonden tilhørende midler, der er opsparet som angivet i § 4 i nærværende fundats, således at Fonden stadig skal besidde stemmeflerheden i et sådant selskab. Aktierne eller anparterne skal bestyres på tilsvarende måde som Fondens aktier i COWI Holding A/S. Vedrørende et sådant selskab skal reglerne i nærværende fundats' § 8, § 9, stk. 1 og 2, og i § 3, stk. 6, finde tilsvarende anvendelse.



§ 4

Fondsbestyrelsen træffer, efter beslutning om henlæggelse af en del af årets overskud til konsolidering af Fondens formue, bestemmelse om årlig uddeling i overensstemmelse med Fondens formål.

§ 5

Stk. 1

Fondens bestyrelse består af de ifølge loven valgte medarbejderrepræsentanter samt af mindst 6 og højst 14 medlemmer, der udpeges blandt personer, som beklæder eller har beklædt ledende stillinger indenfor COWI-koncernen, dog at 2 medlemmer udpeges blandt ansete og uafhængige personer udenfor koncernen.

Stk. 2

Fondsbestyrelsen skal i øvrigt supplere sig selv under iagttagelse af det foran i § 5, stk. 1, anførte, og således at valg til fondsbestyrelsen kræver flertal af de af Fonden udpegede bestyrelsesmedlemmer. Valg til fondsbestyrelsen gælder for en periode af 4 år, idet genvalg dog kan finde sted. Ingen af de af Fonden udpegede kan dog være medlem af bestyrelsen længere end til bestyrelsesmødet, der afholdes efter den ordinære generalforsamling i COWI Holding A/S, efter udgangen af det regnskabsår, hvor medlemmet er fyldt 70 år.

Stk. 3

For at sikre kontinuitet i ledelsen kan fondsbestyrelsen bestemme, at en person, der har været valgt for en periode af 4 år, kan vælges for perioden indtil bestyrelsesmødet, der afholdes efter den ordinære generalforsamling i COWI Holding A/S, efter udgangen af det regnskabsår, hvor medlemmet er fyldt 70 år.

Stk. 4

Medarbejdervalgte bestyrelsesmedlemmer i fondsbestyrelsen deltager ikke i valget af medlemmer til fondsbestyrelsen, medmindre dette er foreskrevet i loven. Medarbejdervalgte bestyrelsesmedlemmer i fondsbestyrelsen vælges i henhold til loven.



Stk. 5

Medarbejdervalgte bestyrelsesmedlemmer i fondsbestyrelsen deltager i behandlingen af emner, der vedrører uddeling af donationer.

Stk. 6

COWIfonden har indført en frivillig ordning for medarbejderrepræsentation der vedrører international koncernrepræsentation blandt medarbejdervalgte medlemmer til COWIfondens bestyrelse.

§ 6

Stk. 1

Fondsbestyrelsen vælger hvert år en formand og næstformand af sin midte.

Formand for fondsbestyrelsen kan ikke tillige være formand for bestyrelsen i COWI Holding A/S.

Stk. 2

Alle medlemmer af fondsbestyrelsen skal være myndige og uberygtede og ved deres fornufts fulde brug og må ikke på grund af konkurs være ude af rådighed over deres bo.

Såfremt et medlem af fondsbestyrelsen ikke længere opfylder disse krav, er den pågældende pligtig at nedlægge sit hverv som bestyrelsesmedlem.

Stk. 3

Bestyrelsesmedlemmer må ikke være ansat eller have interesser, direkte eller indirekte, i en med noget selskab i COWI-koncernen konkurrerende virksomhed eller anden virksomhed, hvis det kan medføre, at bestyrelsesmedlemmet ikke kan betragtes som uafhængig, i overensstemmelse med de krav, som COWI-koncernens drift kræver.

Stk. 4

Fondsbestyrelsen træffer bestemmelse om honorar til fondsbestyrelsens medlemmer.



Stk. 5

Den i henhold til § 3, stk. 4, udpegede bank skal have skriftlig underretning om enhver ændring i fondsbestyrelsens sammensætning med angivelse af navn og bopæl for de i § 5, stk. 1 nævnte uafhængige medlemmer.

Stk. 6

Bestyrelsen kan nedsætte udvalg med repræsentation af såvel medlemmer af fondsbestyrelsen som medarbejdere i COWI-koncernen til behandling af spørgsmål, der kræver stillingtagen.

§ 7

Stk. 1

Fondsbestyrelsen træffer sine afgørelser ved stemmeflerhed af de mødende stemmeberettigede medlemmer, medmindre andet er fastsat. Der bortses fra blanke stemmer. I tilfælde af stemmelighed er formandens subsidiært næstformandens, stemme afgørende.

Stk. 2

Til ændring af fundatsen samt til vedtagelse i henhold til § 3, stk. 6, og til afhændelse eller pantsætning af aktier i COWI Holding A/S kræves dog mindst to tredjedeles majoritet af samtlige stemmeberettigede bestyrelsesmedlemmer. Til vedtagelse af en beslutning i henhold til § 3, stk. 6, som medfører, at Fonden mister stemmemajoriteten i COWI Holding A/S eller i sådanne andre selskaber, som er omtalt i § 3, stk. 6, kræves, at vedtagelse sker med mindst to tredjedeles majoritet af samtlige stemmeberettigede bestyrelsesmedlemmer på to på hinanden følgende bestyrelsesmøder med mindst tre ugers mellemrum.

§ 8

Stk. 1

Fonden skal gennem sin bestyrelse medvirke til den størst mulige stabilitet og kontinuitet i de principper og retningslinjer, der har ligget til grund for COWI-koncernens virksomhed og udvikling, således at COWI-koncernen sikres de bedst mulige vilkår for også fremover at være blandt de førende indenfor dansk rådgivende virksomhed. I den forbindelse skal det tilstræbes, at Fondens formueopbyg-



ning følger trit med den økonomiske udvikling i COWI-koncernen, bl.a. med henblik på at kunne opfylde forpligtelserne i relation til medarbejderaktier.

Stk. 2

Samtidig med, at de nævnte principper og retningslinjer fortsættes, skal det tilstræbes, at virksomheden til enhver tid er på højde med udviklingen og deltager i denne også ved nye initiativer. Fondsbestyrelsen skal derfor gennem udøvelse af sin stemmeret på COWI Holding A/S' generalforsamling og gennem valget af bestyrelsesmedlemmer i COWI Holding A/S på bedst mulig måde søge at sikre COWI-koncernens videreførelse efter de foran angivne retningslinjer, ligesom Fonden i øvrigt indenfor fundatsens rammer ved sin indflydelse gennem aktiebesiddelsen i COWI Holding A/S skal virke for at fremme COWI-koncernens tarv og bevare den som en god arbejdsplads for de ansatte.

§ 9

Stk. 1

Der skal intet være til hinder for, at medlemmer af fondsbestyrelsen, der er aktive inden for COWI-koncernen, vælges til COWI Holding A/S' bestyrelse.

Stk. 2

Forud for COWI Holding A/S' generalforsamling afholdes møde i Fondens bestyrelse, hvor de personer, som Fonden vil søge indvalgt i selskabets bestyrelse og/eller valgt til formand eller næstformand, udpeges een efter een, således at afgørelsen træffes ved beslutning af et flertal af samtlige medlemmer af fondsbestyrelsen. Ved valg af et medlem fra fondsbestyrelsen deltager vedkommende ikke i afstemningen, og der ses bort fra dette medlem ved opgørelsen af den krævede majoritet. På COWI Holding A/S' generalforsamling afgives der herefter stemme i overensstemmelse med fondsbestyrelsens beslutning.

Stk. 3

Medlemmer af COWI Holding A/S' bestyrelse skal afgå ved første ordinære generalforsamling efter udgangen af det regnskabsår, hvor de fylder 70 år.

Stk. 4

Der vælges ikke suppleanter for bestyrelsesmedlemmer i COWI Holding A/S.



§ 10

I alle tilfælde, hvor der ved nærværende fundats er tillagt fondsbestyrelsen ret til at udøve et skøn, skal det være udelukket at indbringe dette skøn til prøvelse ved domstolene.

§ 11

Fonden tegnes af formanden sammen med et bestyrelsesmedlem eller af mindst halvdelen af bestyrelsesmedlemmerne.

§ 12

Regnskabsåret går fra 1. januar til 31. december.

§ 13

Revision af regnskabet foretages af en statsautoriseret revisor. Vederlag for revisionen udredes af Fonden.

§ 14

Den oprindelige fundats af 19. marts 1973, som sidst ændret den 5. marts 2013, er herefter erstattet af nærværende.

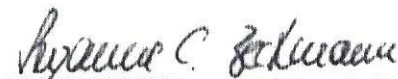


Vedtaget af Fondsbestyrelsen den 21. september 2020.

I Fondsbestyrelsen:



Anton Petersen
(formand)



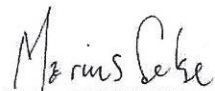
Suzanne C. Beckmann



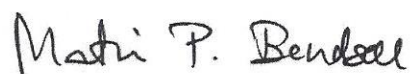
Ejgil Martin Veje



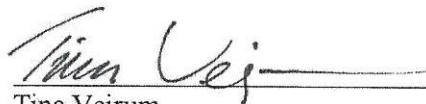
Anna Kathrine Bisgaard Sørensen



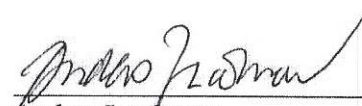
Marius Sekse



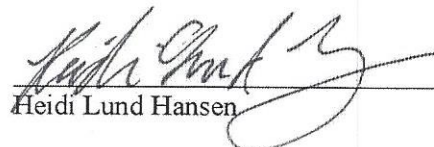
Martin P. Bendsøe
(næstformand)



Tina Vejrum



Anders Jacobsson



Heidi Lund Hansen

