

Notice to convene the Annual General Meeting of Per Aarsleff Holding A/S

The annual general meeting of Per Aarsleff Holding A/S will be held on 26 January 2023 at 15:00 at the company's headquarters, Hasselager Allé 5, 8260 Viby J, with the following agenda:

1. Report by the board of directors on the activities of the company.
2. Presentation and approval of the annual report and consolidated financial statements.
3. Resolution on the appropriation of profit or payment of losses in accordance with the approved annual report.
 - The board of directors proposes that a dividend of DKK 8 be paid for each share of a nominal value of DKK 2.
4. Decision to grant discharge to the executive management and board of directors.
5. Any other proposals from the board of directors and/or the shareholders.

Proposals from the board of directors:

- 5.1 The board of directors proposes that the remuneration report for the financial year 2021/22 be approved.
- 5.2 The board of directors proposes that the ordinary board remuneration per board member shall amount to DKK 300,000 for the financial year 2022/23 plus a multiple thereof for the chairman and the deputy chairman in accordance with the remuneration policy. The chairman of the audit committee receives an additional fee of DKK 150,000 and an ordinary committee member receives DKK 100,000. The chairman of the nomination and remuneration committee receives an additional fee of DKK 100,000, and an ordinary committee member receives DKK 75,000.
6. Election of members to the board of directors.

The board of directors proposes re-election of Ebbe Malte Iversen, Jørgen Wisborg, Jens Bjerg Sørensen, Charlotte Strand and Henrik Højen Andersen as well as new election of Klaus Kaae and Pernille Lind Olsen. The board of directors proposes that the board of directors be composed by seven members elected by the annual general meeting.

A description of the background and the executive positions held by each candidate proposed for election by the board of directors is available at www.aarsleff.com.

7. Election of auditor.

In accordance with the recommendation from the audit committee, it is proposed that Deloitte, Statsautoriseret Revisionsaktieselskab, be elected for one year. The audit committee has not been influenced by a third party and has not been imposed upon it any contract entered into with a third party restricting the choice by the annual general meeting to certain auditors or audit firms.

8. Any other business.

Agenda etc.

The agenda and the proposals in full will be available at www.aarsleff.com from 3 January 2023. The annual report for 2021/22 including management's review, income statement and balance sheet, consolidated financial statements and auditor's report is also available at www.aarsleff.com.

No later than three weeks before the annual general meeting, the following information will be available to the shareholders at www.aarsleff.com:

1. The notice convening the annual general meeting including the agenda and the full text of the proposals.
2. The total number of shares and voting rights at the date of the notice.
3. The documents which are to be presented at the annual general meeting.


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4. Any forms required for voting by proxy and voting by letter.

Date of registration

A shareholder's right to attend and vote at the annual general meeting is determined on the basis of the shares held by the shareholder on 19 January 2023 (date of registration). The shares held by each shareholder at the date of registration are calculated on the basis of registration of the shareholder's ownership in the register of shareholders and notifications about ownership received by the company for entry into the register of shareholders, but which have not yet been registered in the register of shareholders.

Notice of attendance

Admission cards may be requested from **Tuesday, 3 January 2023**. Participation in the Annual General Meeting is conditional upon the shareholder having requested an admission card **no later than Friday 20 January 2023 at 11.59 p.m.** Admission cards may be requested from Computershare A/S in the following ways:

- Electronically via the Shareholder portal at www.aarsleff.com/investor or via https://portal.computershare.dk/00000/generalForsamlinger_list.asp. Admission cards will be sent to the shareholder by e-mail to the e-mail address provided in the shareholder portal at the time of registration.
- By filling in, signing and submitting the registration form by e-mail to gf@computershare.dk or by ordinary mail to Computershare A/S, Lottenborgvej 26 D, 2800 Kgs. Lyngby. The registration form is available at www.aarsleff.com/investor. Please note the delivery time of the postal services if the registration form is sent by ordinary mail. Email address should be stated when registering.

Please note that admission cards will not be sent by ordinary mail. Shareholders who have registered for the annual general meeting in due time will be admitted to the meeting upon presentation of the following at the entrance:

- Electronic or printed copy of the admission card if the shareholder has registered for the annual general meeting through the Shareholder Portal on www.aarsleff.com/investor. The digital admission card will be sent via e-mail to the e-mail address provided by the shareholder and registered in the shareholder portal at the time of registration.
- Valid photo ID if the shareholder has registered for the annual general meeting by submission of the registration form or by telephone.

Shareholders with voting rights will receive a voting card at the entrance to the annual general meeting.

Shareholders or proxy holders may attend the annual general meeting accompanied by an adviser.

Questions regarding notification of attendance at the annual general meeting or the use of the shareholder portal may be directed to Computershare A/S on e-mail: gf@computershare.dk.

Voting by proxy

Voting rights may be exercised through a proxy holder who must present a proxy which is in writing and dated. The proxy will not be valid for more than one year at a time.

Proxies must be granted no later than **Friday 20 January 2023 at 11.59 p.m.** in one of the following ways:

- Via the Shareholder Portal at www.aarsleff.com/investor
- By filling in, signing and submitting the proxy and postal voting form by e-mail to gf@computershare.dk or by ordinary mail to Computershare A/S, Lottenborgvej 26 D, 2800 Kgs. Lyngby. The proxy and postal voting forms are available at www.aarsleff.com/investor. Please note the delivery time of the postal services if the proxy form is sent by ordinary mail.

Proxies may be revoked at any time.

**AARSLEFF****Postal votes**

Registered shareholders may vote by postal voting. Postal votes may be submitted:

- Via the Shareholder Portal at www.aarsleff.com/investor
- By filling in, signing and submitting the proxy and postal voting form by e-mail to gf@computershare.dk or by ordinary mail to Computershare A/S, Lottenborgvej 26 D, 2800 Kgs. Lyngby. The proxy and postal voting forms are available at www.aarsleff.com/investor. Please note the delivery time of the postal services if the proxy form is sent by ordinary mail.

Postal votes cannot be revoked.

Computershare A/S must receive the postal votes no later than **Wednesday 25 January 2023 at 4.00 p.m.**

Questions

At the annual general meeting, management will answer questions from the shareholders about matters of significance to the assessment of the annual report, the general position of the company and any other questions to be addressed at the annual general meeting.

The size of the share capital and voting right

The share capital of the company amounts to DKK 40,770,000 divided into DKK 2,700,000 class A shares and DKK 38,070,000 class B shares. Article 10 of the articles of association determines the following as to voting right: Each DKK 100.00 class A amount of shares entitles the holder to 500 votes. Each DKK 2.00 class B amount of shares entitles the holder to 1 vote.

The Board of Directors of Per Aarsleff Holding A/S