



Strategy 2025–2030

COWI
fonden

Introduction

This document has been prepared by the COWIfonden and sets down the strategy for COWIfonden for 2025-2030. It is an update of the previous document "Purpose, Values, Vision and Donation policy" published in 2020. The purpose of the strategy is to set the direction of COWIfonden in its operation as the active and engaged owner of COWI Holding.

The Strategy document is divided into 4 chapters:

1. This Introduction

2. COWIfonden's purpose and COWIfonden's five core values

3. COWIfonden's strategic goals for 2025-2030

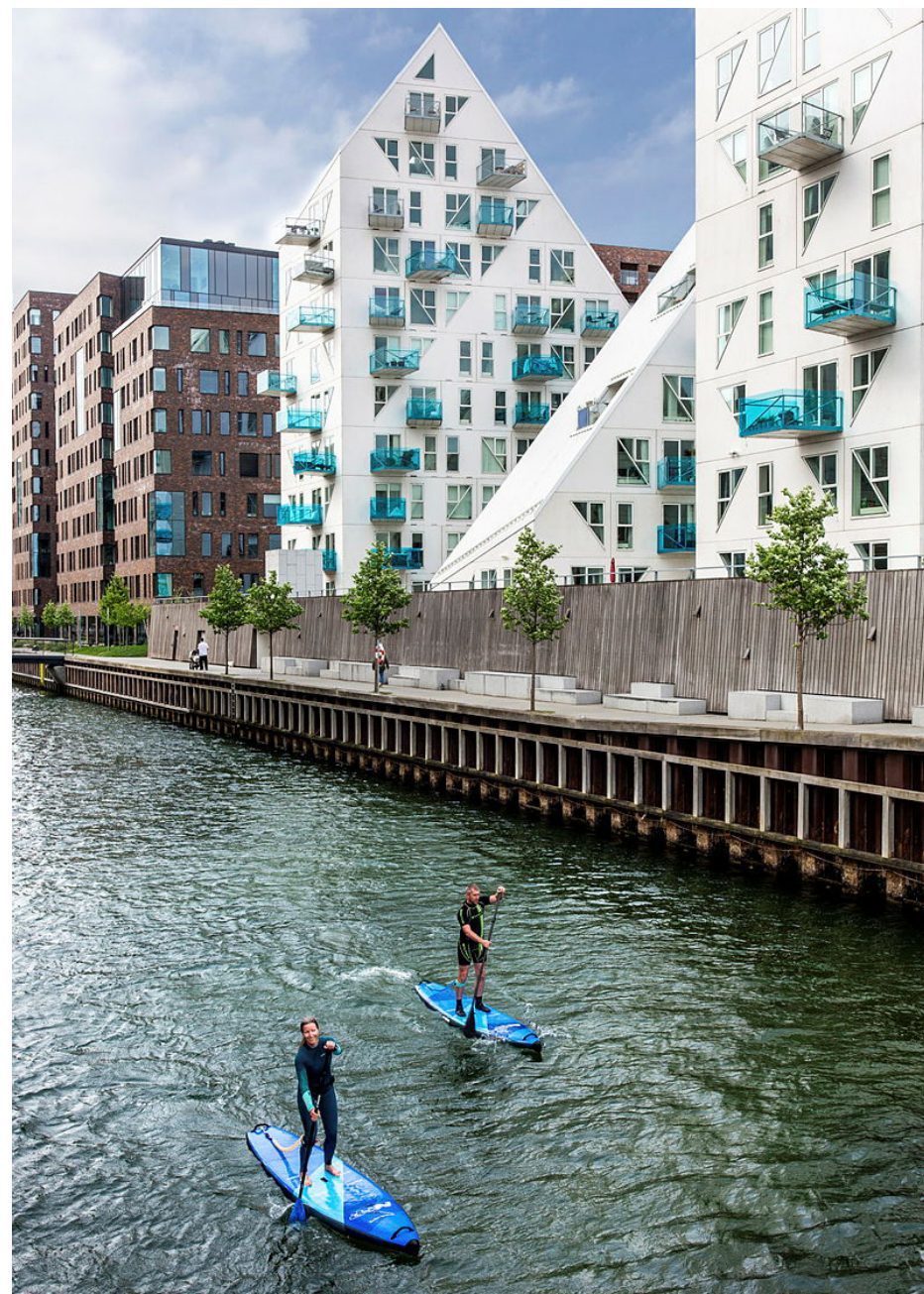
4. Implementation of COWIfonden's strategic goals

Background

COWIfonden was established in 1973 when the Partners of Christen Ostenfeld & Wriberg Jønson, Rådgivende Ingeniører, reformed as a foundation owned entity known then as COWIconsult. The company later changed its name to COWI A/S and in 2010, a group structure was established with COWI Holding A/S as the parent company with COWIfonden, a commercial foundation, as the majority owner.

The foundation's activities are defined in its Charter, a legal document drawn up by the founders in 1973. As such COWIfonden is bound to work within this Charter and this strategy document draws heavily from the Charter. The key points are:

- The foundation exists to support, expand, and strengthen COWI (cf. Article 2, sub-article 1).
- The Foundation shall operate with a view to strengthening the reputation of Danish engineering activitiesv (cf. Article 2, sub-article 2)
- Pursuant to Article 2, sub-article 1 and 2 of the Charter, the foundation can provide support to COWI, and not-for-profit activities related to COWI's core areas (Article 2, sub-article 3 to 6.).



COWIfonden's purpose

Our strategy for the next five years is, as the strategies before, drawn from COWIfonden's purpose and core values. These are reviewed regularly and updated if required and aimed at maintaining the COWI Group's position as a leading consultancy in a contemporary environment.

COWIfonden's purpose is to be an active and competent owner which:

- Helps to ensure that the **COWI Group** continues to be a **leading international consultancy** within engineering, architecture, energy and environment.
- Wants COWI to be a **technical leader producing results and performance** (over many years) in the top of the relevant peer group made up of comparable international consultancy firms.
- Provides a **strong and stable financial foundation** for the COWI Group.
- Supports **projects and initiatives with long-term impact for the benefit of "the reputation of Danish engineering activities"**, including projects with partners and involving employees of companies in the COWI Group.
- Is able to make **substantial donations which can support innovation, research and development** within strategically important areas for the COWI Group.
- Engages in **dialogue with research institutions**.

COWIfonden's five core values

COWIfonden's five core values align closely with those of the COWI Group but differ slightly to reflect those that are inherent in a foundation as opposed to those of an operating company. These values were last revised in September 2022. They have been reviewed again in setting this strategy and are considered to remain highly relevant and appropriate to the Foundation's long term goals.

1

Integrity

- COWIfonden acts fairly, openly and credibly in all respects.
- We work to ensure that integrity is the foundation of COWI's corporate culture, practices and collaborations.

2

Respect

- At COWIfonden we respect our partners, society and nature.
- We respect each other when we cooperate, make and implement decisions.

3

Independence

- COWIfonden's independence and freedom of action are fundamental to our work.
- As active owners, the foundation works to support COWI's independence in its activities.

4

Professional strength

- As active owners, we promote a highly professional environment by working actively to create innovation and added value in COWI and in society.
- COWIfonden supports COWI's culture of learning and professional excellence where employees can excel in all respects.

5

Freedom

- COWIfonden hails freedom of thought and action.
- We believe in dialogue and open debate.

COWIfonden's strategic goals for 2025–2030

COWIfonden has identified the following four goals to characterise its strategy for the next five-year period. These goals are grounded in maintaining our vision for growth and development of COWI Holding while being guided by our values. The goals address improvements in our method of operation and how we maintain our assets. In particular we have chosen to focus on broadening the scope of our donations so that we can provide support to COWI Holding's overall vision of creating a sustainable and liveable world.

Goal 1 Unrestricted Capital

To build up “unrestricted capital” equal to 8% of COWI Holding's revenue by 2030, having achieved the interim target of 6% in 2025 set in the previous strategy period.

The goal of 8% free capital by 2030 will enable us to increase the amount of our allocated donation significantly, and within our proactive donation policy. It will also provide security for supporting the relaunch of the share programme for employees. The rationale is as follows:

- The foundation cannot discharge its duties and obligations without sufficient capital.
- Capital accumulation is necessary to meet the requirement in Article 8 of the Charter outlining that COWIfonden should “aim to ensure that the foundation's wealth creation keeps pace with the financial growth of COWI.”
- The foundation should be an active and engaged owner.

By increasing its capitalisation, COWIfonden should be able to make large and noteworthy donations each year to relevant research and development projects.

In line with this goal, COWIfonden has taken the step in early 2025 to protect the investment of its assets by instructing an independent financial advisor to act on its behalf in managing the free capital of the Foundation.

Goal 2 Annual Donations

To provide a budget of around one third of COWIfonden's annual income to donations.

COWIfonden aims at increasing the budget for annual donations. Hence, the annual budget will be linked to the annual dividend from COWI which is expected to increase significantly from the 2025 level of approximately 30 DKKm. The goal is to allocate around one third of the dividend income for annual donations, thus we expect to be able to donate up to 70 DKKm by the end of the strategy period.

In 2024, COWIfonden decided to announce the allocation of funds within prioritized areas under the heading “Proactive Donations”, aiming at 75% of the annually allocated amount to relate to these areas. However, COWIfonden remains open to providing donations to projects of high standards within the traditional areas or new areas that are believed to be important for future development of donations.

Moreover, we wish to provide a wider base for our donations, and our strategy is to expand the types of donations. We will investigate the opportunities for items such as funding a professorial chair at a university, developing links with other foundations for mutually aligned research and possible options for funding start ups.

Prioritized topics (Proactive Donations) – as decided in 2024*

- Management of the challenges of climate change and loss of biodiversity
- New construction materials and reuse of construction materials, including reuse of existing buildings and infrastructure
- Resilience of critical infrastructure
- AI in engineering
- Digital asset management
- Carbon capture

* The list is dynamic and will evolve through regular reviews.

Goal 3

Brand Awareness

COWIfonden will increase awareness of COWIfonden and its purpose and values both internally in COWI and externally.

We wish to improve the awareness of COWIfonden both internally and externally. We believe that the foundation model of corporate governance is an excellent model that works very well with our values and has a very strong resonance with employees and clients alike. Yet, we recognise that the knowledge of COWIfonden's purpose and activities is not necessarily obvious to all COWI employees. Hence, we strive for that all employees of COWI are aware of the set-up of COWIfonden and how it acts as a force for the development of the technical skills and the success of the COWI Group in the long term.

Equally, the message of how the foundation works is important for all our external stakeholders and to the wider community as we demonstrate the high level of commitment of the COWI Group to achieving its vision which is altruistic in nature.

Goal 4

Employee Ownership

COWIfonden will work to increase the number of shareholders within COWI Holding's employees.

COWIfonden's strategy has focused on increased Employee Ownership for more than ten years. COWI's employees are the key to the value creation, and we have worked closely together with COWI Holding to launch a share programme for Employee ownership.

Acknowledging that the employees' knowledge, passion and dedication are crucial factors in the value creation at COWI, COWIfonden decided to offer employees the opportunity to become shareholders in the company through an employee shareholder programme in 1983. In other words, the chance to contribute to value creation and benefit from it through good financial results and an increased sense of belonging by being a shareholder.

In the recent strategy period, the employee share program was on hold due to changes in the Danish tax law. COWIfonden is working with COWI Holding to reopen the window which has been hampered by both global tax changes and delays to the settling of the Oman Arbitration.

Operationally, the new programme will have many similarities to the existing programme but will be based on the market value of COWI and does not need to be designed for country-specific tax exemptions. Some limitations may apply, but we are confident these are very limited. Accordingly, this will make it a more universal platform that provides equality for all employees. Trading will be possible once a year in the annual share window, and transactions will be between individual employees and COWI at a yearly market price determined by external advisors. If employees leave or retire, shares



must be sold back to COWI within three years, as COWIfonden wants current employees to be shareholders.

We will strive to reach a target of at least 20% of COWI employees owing shares by 2030.

Implementation of COWIfonden's strategic goals

Goal 1 Unrestricted Capital

COWI Holding has set a goal to achieve 10% EBITA and over 5% organic growth by 2027. Assuming that this goal is achieved, there will be a substantial increase of COWIfonden's free capital due to expected increased dividends of up to 20% per annum. The share dividend shall be agreed annually between COWI Holding and COWIfonden. It is expected to increase year over year, based on increasing shareholder value and EBIT, targeting over 40% of COWI Holding's net profit, with a stated goal by COWI Holding of reaching 50%.

COWIfonden also receives an income from its investments of its free capital. These investments have historically returned an 8% growth on average, but at a high-risk level. In 2025, the decision was taken by COWIfonden to place all the investments with an independent advisor who manages the investments in a lower risk portfolio where we would expect a more reliable 6% growth. Based on this we consider that a growth in income would be in the excess of 20% per annum.

Donations will be increased to match the growing income but kept in proportion so that the overall growth of the Foundation can continue. The cost

of operating the foundation is very modest and represents only a few percent of our annual increase in free capital. We will maintain this modest level and only increase costs when it is necessary to further professionalise the operation in order to perform better and more efficiently.

We appreciate that the expected strong performance of COWI will assist us with our growth and, therefore, through prudent management of our investments and donations COWIfonden will be able to build up the "unrestricted capital" equal to 8% of COWI Holding's revenue by 2030.

Goal 2 Annual Donations

Our goal is to provide a budget of around one third of COWIfonden's annual dividend income to donations. Achieving success in Goal 1 will be the key to providing the funding. However, this is only part of implementing this second goal. The donations must continue to be of the same high quality, and increased funding should not lead to lower standards.

We recognise that our larger donations have provided us with the highest level of impact and therefore we will seek to encourage larger donations rather than simply more donations. Equally, the internal Rapid Innovation Initiative has been highly successful as an internal donation programme where the donation levels match the realistic expectation of employee led research and development.

In order to generate high quality applications for funding, COWIfonden will need its board members to use their influence and networks to promote the research and development opportunities and to engage with other donor bodies. We wish to be more open for partnerships with other foundations to increase the value of joint R&D projects. We believe that there is an opportunity for us to join forces with other major Danish foundations for funding bigger research projects where this desire for research, development and innovation is shared and where there may be scope of the COWI Group to provide additional technical support.

COWIfonden should be active in reaching out to relevant universities, not only reinforcing contacts with Danish and Scandinavian universities but also being more active internationally, in particular in those countries where COWI operates.

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Goal 3

Brand Awareness

Increased branding activities will require effort from COWifonden. There are two distinct focus areas, internal and external:

Internal branding

We will reach out to all COWI Business lines to deliver the message about COWifonden. The purpose of this is to explain to employees on what COWifonden does and thereby encouraging the submission of proposals for research funding. This will be in the form of scheduled meetings with all Business Lines as an introduction with the purpose of receiving applications from all COWI entities, beyond DK.

We will improve the communication about the outcome from completed donations by including articles on the research on the homepage and videos for dissemination. These will show how the research links to our strategy and where we see it developing further.

The Rapid Innovation Initiative programme will be communicated more intensely during the strategy period to increase the applications from other COWI entities than the Scandinavian ones.

External Branding

Our branding shall to a higher degree be linked to the donations in prioritised areas and with focus on results relevant for international society.

We will increase our participation in external networks that are relevant to the research and development that is performed through COWifonden donations.

We will engage with other foundations on research projects that have a positive impact on society and development needs.



We will tailor our homepage to provide better information about our donations and its results.

We will set up a social media presence on LinkedIn to collate information and opinion that can be spread by COWifonden's Board members and by recipients of donations. We will actively tag research supported by COWifonden so that they are linked.

Goal 4

Employee Ownership

The shareholder programme has been halted since 2020 because the method of measuring the value of each share does not comply with many international jurisdictions. A new global employee shareholder programme is being designed for all employees in all major office locations in COWI. It is presently being tested with the relevant tax authorities to ensure compliance and it is intended to be launched as soon as we have confirmation from each location that the programme can be applied universally. This is a slow process as the status of foundation owned companies is rare outside of Scandinavia and therefore creates complexities with the unique tax positions related to our role as a donor to open science. There has been an added complication with the Oman arbitration which is nearing completion but it makes it difficult to set a fair market valuation of the shares. As soon as these hurdles are overcome, the share window will be reopened for trading.

Employee ownership is seen by COWifonden as a cornerstone of employee engagement as it strengthens unity and purpose in the company, promotes a sense of belonging and allows employees to tap into the value creation of our activities.

In 2025 we have established a steering committee for the new employee share programme. The purpose is to work with COWI Holding to agree on the setup and describe the benefits of shareholding.

Moreover, the internal and external branding of COWifonden should to a high degree focus on the value of Employee Ownership.

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