

# Vestas Code of Conduct

***Vestas***





The Code of Conduct is prepared in English and translated into various languages. In the event of any discrepancy, the English language version shall prevail.

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# Preface

Dear colleagues,

Every day, every single one of us works hard to ensure Vestas' success and plays a part in shaping the image and reputation of our great company. Not only what we do matters, but also how we overcome challenges contribute to our success.

Being No.1 in Modern Energy requires excellence in everything we do. Not only do we create sustainable products, we must also strive to produce them in a sustainable way. We need to bear in mind that we are judged by the means we employ to achieve results.

In order to be committed to Vestas Code of Conduct we all need to consciously and continuously balance economic, environmental and social considerations when making business decisions. This requires a determination from every single one of us to tackle seemingly insurmountable challenges through creativity and perseverance.

The Code of Conduct will help all of us to understand better what we can and must do to contribute to the way we do business at Vestas. Please read it carefully.

Ditlev Engel  
CEO



# Introduction

## What is the Vestas Code of Conduct?

The Vestas Code of Conduct is a set of principles for ethical behaviour. It sets the standards in various areas that all Vestas employees must adhere to in order to uphold Vestas' reputation as a company with a high level of integrity and trustworthiness. In this respect it sets out clearly what is expected from employees and people acting on behalf of Vestas. Bearing this in mind, the Vestas Code of Conduct also sets clear standards for what is acceptable behaviour from Vestas employees and people acting on behalf of Vestas.

## Why does Vestas need a Code of Conduct?

As a global company, Vestas has employees of many different nationalities, cultures, religious beliefs and political views. This calls for commonly agreed ethical practices and standards.

The Code of Conduct describes how Vestas employees should behave in uncomfortable situations or moral dilemmas which call for support and clarification. It also sets out the framework for discretionary decisions.

## Different countries – different laws

As Vestas conducts business globally, Vestas employees are subject to various local laws and regulations. Although the Code of Conduct is applicable and enforceable in any country where Vestas performs its activities, employees are also subject to the national laws and regulations in their respective countries of activity, and to any laws that apply specifically to their own nationalities. Vestas will comply with the laws of every jurisdiction in which it operates. Where a local law sets higher standards than those set out in this Code of Conduct, the local law takes precedence.

This Code of Conduct proposes a set of minimum standards. Vestas business units may set stricter standards, as long as these do not conflict with the Code of Conduct.

If in doubt, employees should consult management, and/or Vestas' legal advisors, about the conduct to adopt. Employees can also consult Vestas EthicsLine for clarification.



#### **To whom does the Code of Conduct apply?**

All Vestas employees, including board members, must adhere to the principles and requirements in this Code of Conduct. Vestas will support employees in the implementation of the Code of Conduct by providing training and information.

The Code of Conduct also applies to anyone acting on behalf of Vestas, such as agents, consultants and other business partners.

Employees who engage third parties are responsible for advising them that they are expected to conform to the Vestas Code of Conduct.

#### **Managers' and supervisors' responsibility**

All Vestas managers and supervisors must act as role models for staff by adhering to the principles set out in this Code of Conduct. Managers and supervisors have a duty to inform, encourage and monitor the people who report to them in relation to the Code of Conduct. All managers must support employees who raise questions or concerns in the conduct of their professional activities.

#### **The Code of Conduct does not replace personal responsibility or common sense**

This Code of Conduct sets standards and serves as a tool to help employees understand Vestas' policies. However, situations which are not covered by this Code of Conduct do not exempt Vestas employees from responsibility for their behaviour. If an employee faces a dilemma not specifically addressed in the Code of Conduct, he or she is strongly advised to take the steps shown in the decision tree on the opposite page to decide the course of action.

## If in doubt, ask yourself:

Is it consistent with Vestas' policies and the Code of Conduct?

Yes

No/not sure

Seek advice and guidance from management or raise the issue through EthicsLine.

Is it legal?

Yes

No/not sure

Do not proceed; contact your legal department for further advice and guidance.

Would I be happy explaining what I did to my colleagues, family and friends without shame or embarrassment?

Yes

No/not sure

Do not proceed; seek advice and guidance if required.

Would Vestas be comfortable if it appeared in a newspaper?

Yes

No/not sure

Do not proceed; seek advice and guidance if required.

Keeping in mind that Vestas is a global company, ask yourself: would it be acceptable in a global context?

Yes

No/not sure

Do not proceed; seek advice and guidance if required.

### **Whom to contact**

If Vestas employees have any doubts about the proper action to take they must seek advice from management. Employees may also get advice from the local People & Culture Department, the Legal Department and the Corporate Social Responsibility Department. If an employee feels uncomfortable about approaching any of these, he or she can consult Vestas EthicsLine.

### **How to report a breach of the Code of Conduct**

Vestas employees are strongly encouraged to take action promptly when faced with non-compliance with the Code of Conduct. Employees should bring non-compliance to the attention of an employee who has the authority to deal with the matter. Generally, non-compliance should be reported to managers. If an employee feels uncomfortable about approaching his or her own manager, a valid alternative is the EthicsLine. Please consult the EthicsLine folder or the intranet for more information.

It is in the best interest of Vestas that employees report breaches of the Code of Conduct. For this reason Vestas will not tolerate retaliation against anyone who reports non-compliance with the Code of Conduct, regardless of whether or not their claim can be substantiated.

### **Violations and sanctions**

Violation of the Code of Conduct may result in disciplinary action up to and including dismissal. In cases where a breach of the Code of Conduct implies a violation of the law, a criminal prosecution may result.

The safety of employees is a non-negotiable issue for Vestas. Since no Vestas employee should endanger himself or herself under any circumstances, violations of the Code of Conduct are acceptable in cases of emergency, when security is at risk.

## Q & A

### **– Questions and answers**

Questions and answers appear throughout the Code of Conduct. These Q & A sections deal with commonly asked questions, and show how a specific policy can apply in real work settings. They are not a substitute for expert advice, nor exhaustive examples of dilemmas that the policies apply to. For more Q & As, consult the intranet page for the Corporate Social Responsibility department.

If Vestas employees have any doubts about the proper action to take they must seek advice from management.



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# Employees

**A company's prosperity depends on its employees. In a specialised and fast-growing line of business like ours, it is important that a company can attract and retain skilled and competent employees.**

**Vestas aims to attract, recruit and retain the best employees worldwide, and strives to create a work environment characterised by mutual trust, teamwork and respect for the individual.**

## **Safety first**

Vestas considers its employees to be its most important resource in achieving its goals, and gives safety the highest priority.

Vestas believes that all employees are entitled to a safe and secure workplace where no-one is exposed to unnecessary risk.

Vestas is therefore committed to:

- Continuous improvement in occupational health and safety;
- Giving employees the training and information they need to manage risks in their own work areas.

Since every action is the result of someone's conscious decision, it follows that people are the most critical element in maintaining a safe workplace. Every Vestas employee is therefore obliged to:

- Participate in all mandatory safety training;
- Only undertake work for which he or she is trained, competent, and fit;
- Follow Vestas' safety rules and procedures at his or her workplace, including the use of all relevant standards and instructions;
- Demonstrate safe working practices, and stop any work that is potentially unsafe;
- Help to make sure that other people who work with them – employees, contractors and other third parties – follow Vestas' safety rules and procedures;
- Not undertake work when his or her performance is impaired by illness, alcohol, or any other drug, legal or illegal, prescribed or otherwise.

## **Respect and fairness**

Vestas recognises every human being as free and equal in dignity and rights at work. Vestas is strongly committed to human rights and employees' rights as expressed in the International Bill of Human Rights and the International Labour Organization conventions.



If you have any concerns or further questions, contact your manager, the Safety and Environment Department, People & Culture Department, Corporate Social Responsibility Department, or EthicsLine.

Q

My colleagues and I are about to install a wind turbine, but we have not managed to hire the type of crane we have been told to use. Our crane supplier has recommended a slightly smaller crane, and says it will work perfectly. Should we go ahead?

A

No. You should never use a crane that differs from Vestas specifications, because that would compromise the safety of you and your colleagues. Stop work until you can get the right crane.



### Basic employee rights

Vestas will ensure that it:

- Does not use compulsory or forced labour in any of its operations;
- Does not use child labour in any of its operations;
- Maintains a framework of fair and just remuneration, fair working hours, sick leave and parental leave;
- Respects freedom of association and the right to collective bargaining for Vestas employees, according to the laws or practices of the countries in which it operates.

### Equality and non-discrimination

Vestas is a single entity, and the Code of Conduct accordingly seeks to support a single common culture. This culture is one of inclusion and mutual trust, however, in which everyone who works for Vestas is treated equally with dignity and respect regardless of race, colour, religion, political conviction, gender, age, national origin, sexual orientation, marital status or disability, or any other characteristic protected by national or local laws. Vestas will not tolerate discriminatory treatment of any kind.

Therefore Vestas commits to:

- Using merit as the sole basis for decisions about all aspects of employment, including recruitment, development and promotion;
- Promoting and maintaining non-discriminatory behaviour in all its workplaces.

Q

Vestas is a Danish company, and the ability to speak Danish is an advantage here. So when I recruit staff, I tend to prefer people who are Danish or who speak Danish. As long as they are well-qualified otherwise, I don't see that as a problem.

A

You should never give anyone an unconditional advantage in the hiring process. Vestas' policy is to grant everybody equal opportunity, regardless of their nationality, race, colour or language.

### Harassment-free work environment

Every Vestas workplace should be characterised by mutual trust and respect.

Therefore Vestas does not tolerate:

- Sexual harassment;
- Any other kind of harassment, whether direct or indirect, physical or psychological, verbal or non-verbal;
- Any other kind of abuse of its employees.

### Respect for privacy

Vestas is committed to respecting the individuality of its employees, including their privacy.

Vestas will therefore:

- Acquire or retain an employee's personal data only to the extent that is relevant to the employee's work at Vestas, or that is required by law in the country in question;
- Make sure that access to personal data is limited to company personnel who have appropriate authorisation and a clear business need for that information.

Employees should keep in mind that Vestas owns all the e-mail on its own mail servers. Vestas is entitled to log employees' use of the mail system in order to:

- Ensure proper operation of its systems;
- Check employees' compliance with Vestas' IT security rules;
- Prevent or detect crime;
- Carry out its legitimate business.



If you have any concerns or further questions, contact your manager, the People & Culture Department, Corporate Social Responsibility Department, or EthicsLine.

# Q

One of the people on our team has a speech impediment. He is a great worker, but he speaks in a strange way and some people make fun of him. I find it embarrassing and bad for our working atmosphere. What should I do?

# A

The conduct you describe is obviously creating an unpleasant working environment, and that is unacceptable. You have several options. You could try talking to the people involved – peer pressure can often solve issues like this. You could raise your concerns with your manager or your People & Culture Department, who are trained to deal with such problems, or you could use the EthicsLine.

Q

I was working late at the office last night. When I went to the coffee room I found some papers containing payroll information and salaries on the table. I do not think this kind of information should be left for everybody to see, but on the other hand I don't want to get anybody into trouble. What should I do?

A

You should return the papers to the payroll office immediately, in such a way that no information is disclosed to anybody else. You should also report your discovery and actions your manager, or to another appropriate manager. Protecting confidentiality and privacy is the personal responsibility of each Vestas employee, and this is not a situation you should ignore.



# Conflict of interest

A conflict of interest occurs when an individual's obligations and interests as a trusted employee conflict with his or her private interests. Even the mere appearance of conflict of interest can seriously damage a company's reputation and ultimately its business.

It is crucial for Vestas to conduct business activities in the best interests of the company. Vestas' business partners need to know that Vestas employees' conduct is oriented toward the company's interests and not their own private interests. Vestas therefore strives to avoid even the appearance of conflicts of interest. Whenever a Vestas employee faces a potential conflict of interest, he or she should always discuss it with his or her manager before taking any further action.

A conflict of interest can take many forms, so it is each employee's responsibility to exercise sound judgment over situations in which conflicts of interest could arise. The sections below set out some common cases, but they do not cover everything.



Q

My partner has just accepted a senior position with one of our key suppliers. Will this have consequences for me?

A

Depending upon your respective job functions, this could create a real conflict of interest. You should discuss the matter with your manager, who will decide what to do next.

## Investments

- Investments by Vestas employees, or their close relatives, in Vestas' business partners or competitors can create conflicts of interest. Usually, ownership of less than one percent of the shares of a publicly quoted company is acceptable. However, since the mere appearance of a conflict of interest can cause problems, employees should always consult Investor Relations in Group Communications before investing.
- Trading in Vestas shares must be carried out in accordance with Vestas' insider trading regulations.

## Close relatives and close friends


- Hiring, supervising or influencing the management of close relatives or close friends might lead to a conflict of interest. Recommending a future employee, for instance by passing on a CV, is encouraged at Vestas. However, you should never try to influence the process further than this.
- If a Vestas employee has close relatives or close friends working for a business partner or competitor, this could cause a conflict of interest, because the relationship between the two people could affect the relationship between their respective companies.

If you think such a conflict of interest has arisen, or is about to arise, you should discuss the matter with your manager promptly.

## Outside employment and directorships

Professional engagement in businesses outside Vestas can represent a conflict of interest.

- If you plan to become a director or board member of a company whose business is in any way related to that of Vestas, you should get approval from the President of People & Culture.
- Before taking any outside employment, you should discuss it with your manager to make sure that not conflict of interest will arise.
- Employment, including consultancy, with companies in the same line of business as Vestas is not permitted for any Vestas employee.

 If you have any concerns or further questions, contact your manager, the Legal Department, People & Culture Department, Corporate Social Responsibility Department, or EthicsLine.

Q

I am responsible for hiring a company to help us with some e-learning solutions. I have a substantial investment in one of the companies we are considering for the job. What should I do?

A

Tell your manager, and pass on the responsibility of choosing a supplier to somebody else. Having an investment in the company could bias your judgment.

Q

I have been offered a part-time job as an energy consultant for a start-up company. The job will only take five hours a week, and I will work in the evenings. Can I accept?

A

Even though it would not take any time away from your work at Vestas, the new job might create a conflict of interest. That depends on the nature of the work and your present job at Vestas, so you should discuss the situation with your manager.

# Company assets

Company assets are the tools used by employees to achieve the company's goals. They may be the product of the employees' own work, and they may be either physical or intangible. Misuse or loss of company assets can damage the performance of the company.

All Vestas' assets must be used in accordance with the company's best interests. Vestas' assets must be protected and safeguarded in order to prevent loss to the company.

## Physical assets

Physical assets are typically those used by employees in their daily work at Vestas, such as buildings, equipment, vehicles and materials.

- In general, Vestas' assets may only be used for business purposes. However, assets such as portable or home-office equipment – laptops and mobile phones, for instance – may be used for personal purposes to a limited extent. This use must be approved by the employee's manager.
- All Vestas employees are responsible for safeguarding the assets they come into contact with in their work.



### Access to Vestas services

- Employees who, directly or indirectly, are registered owners of Vestas products should be treated in the same way as any other customer.

### Intangible assets

Intangible assets include trade secrets, know-how, business ideas and processes. This kind of intangible asset is protected by various laws preventing its use by others. Such assets are usually not in the public domain, and Vestas employees must be careful not to disclose the information to outsiders.

All Vestas employees must protect intellectual property or any other confidential information belonging to Vestas, and never disclose it to people outside the company.

- Every Vestas employee must retain in strictest confidence, and use solely for the benefit of Vestas, all proprietary and confidential information in relation to Vestas which he or she acquires, directly or indirectly, in connection with his or her employment or association with Vestas.
- When an employee creates any piece of writing that could be identified as a “work of authorship”, makes any advance in technology or identifies a new solution to a business problem, he or she should immediately contact the appropriate manager and intellectual property rights (IPR) experts in Vestas in case the work needs protection through a patent, trademark or other legal means.
- Every employee is responsible for safeguarding proprietary and confidential information under his or her control. This includes taking steps to ensure that documents are produced, handled and discarded in a manner that minimises the risk of their falling into unauthorised hands.
- Employees should ensure that access to work areas and computers is properly controlled. Working in public places requires special attention, and confidential information should never be discussed in public.
- On occasion, an employee may need to share confidential information with somebody not employed or contracted by Vestas. Such situations call for special care. An employee must never disclose anything without the prior approval of the Legal Department or his or her manager.



If you have any concerns or further questions, contact your manager, the Legal Department, People & Culture Department, Corporate Social Responsibility Department, or EthicsLine.

## Q

I am travelling to another continent with a colleague for a meeting about some turbine technical problems. We have not had time to study all the documents, so we have decided to do this during the journey. We will be reading rather than talking, and the technical problem has appeared in the newspapers. A colleague has told us that we should not do our meeting preparations in public. Is she right?

## A

Your colleague could be right. Even though the problem is known to the public, the reports mentioned are likely to include details that it is not in the interests of Vestas to let others know. When working in public places you must take extra care not to disclose confidential information. As long as no-one else can see the reports or overhear your discussion, however, there should be no problem.

# Documentation and reporting

Any business decision regarding a company's future is based on that company's data, documentation and reports. It is therefore crucial that the reporting and documentation is honest, accurate and complete. Besides being a legal requirement, adequate and truthful reporting is also of crucial importance for the company's owners and stakeholders in general.

Vestas works hard to be a trustworthy company, so all the company's data must accurately reflect real transactions and events. This applies to all Vestas' data, not just financial matters.

Therefore Vestas will:

- Ensure that every transaction is properly authorised, and recorded truthfully and accurately;
- Ensure that all accounting follows Vestas GAAP unless local laws prohibit this;
- Avoid exaggeration, colourful language, guesswork, and derogatory remarks in business records and other documentation;
- Demonstrate financial integrity in submitting or approving expense claims. Items to be charged to expenses are to be paid for by the highest-ranking employee present;
- Ensure that all documents are safely retained in such a way as to satisfy both internal and legal requirements.

If an employee has any concerns or complaints regarding questionable accounting, internal accounting controls, auditing matters, or financial reporting, he or she should consult his or her manager or Group Finance. If the employee feels uncomfortable doing this, he or she is encouraged to submit concerns to the EthicsLine.

## Transactions

All transactions made by Vestas should be carried out in the best interests of the company and in such a way that nobody can doubt that Vestas is a responsible and sound company.

Employees must ensure that they enter into transactions only in accordance with Vestas' rules on Delegated Authority.



If you have any concerns or further questions, contact your manager, the Finance Department, Safety and Environment Department, People & Culture Department, Corporate Social Responsibility Department, or EthicsLine.

## Q

According to Vestas' financial guidelines, a wind turbine must be delivered to its site before it can be recorded as a sale. Ten of our turbines are still in transit, but my manager has asked me to show them as delivered so that we can reach our budget. Is it OK for me to do this?

## A

No. The goods have not yet arrived on site, so this would be a clear breach of both our financial guidelines and the Vestas Code of Conduct. You should point this out to your manager. If he or she does not agree, refer the matter to a higher level or use the EthicsLine.



...ing Clause 11.1.3. Further Expenses to add to the costs...  
...and reasonably required by Financing Party to execute...  
...this Agreement to such Financing Party. Service Provider shall...  
...and shall cooperate in good faith to execute and deliver...  
...required by such Financing Party (such as...  
...the "Direct Agreement" to execute or deliver any...  
...order its obligations to execute or deliver any...  
...could be inconsistent with the provisions of this...  
...involves the assumptions of obligations by Service...  
...Agreement or the Direct Agreement.

**Further Assurances**

Service Provider and Customer agree to provide such information, execute and deliver any instruments and documents and to take such other actions as may be necessary or reasonably requested by the other Party which are not inconsistent with the provisions of this Agreement and which do not involve the assumptions of obligations other than those provided for in this Agreement, in order to give full effect to this Agreement and to carry out the intent of this Agreement.

[SIGNATURES FOLLOW]



Vestas

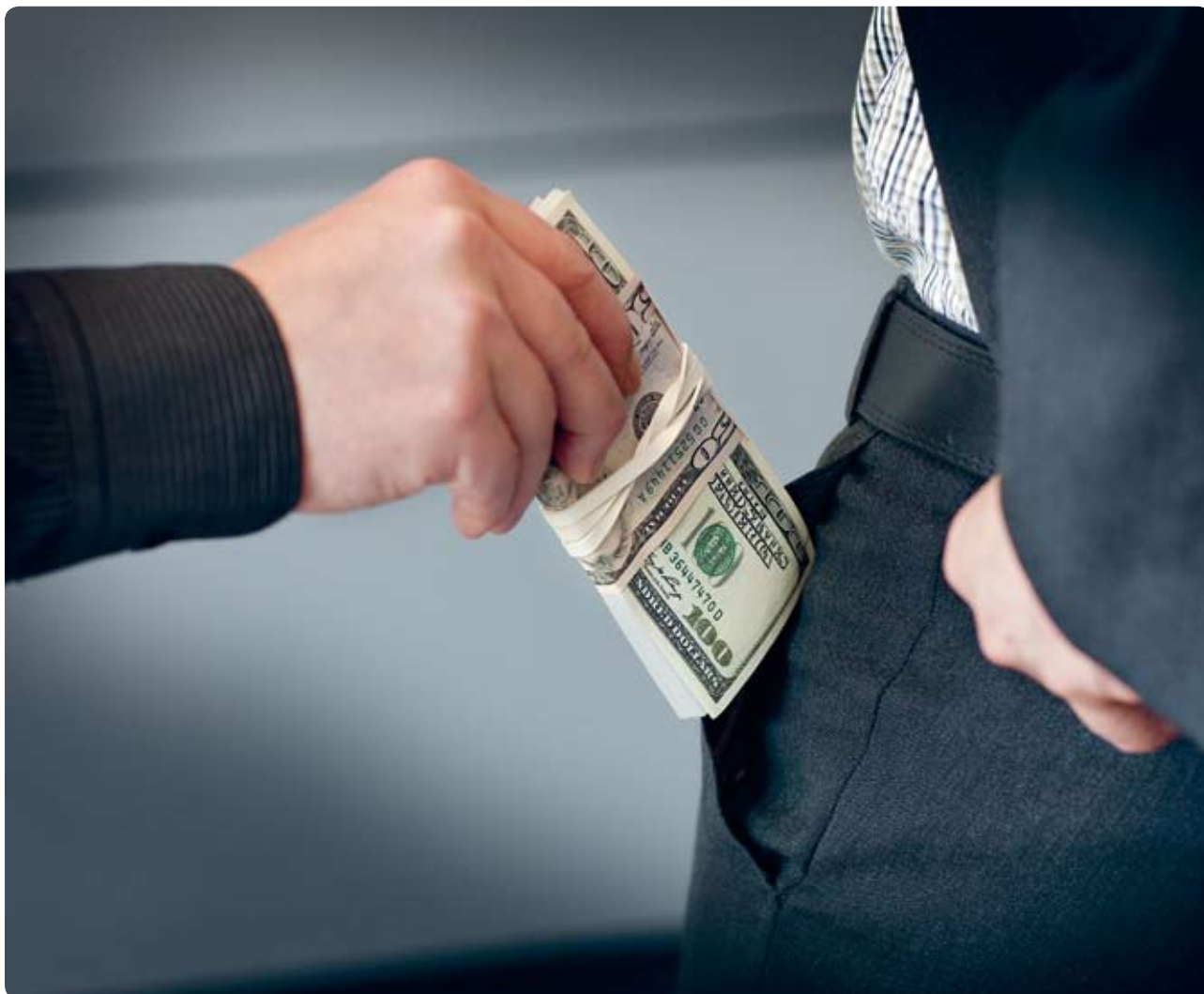
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# Bribery

Bribery is the giving or receiving of an undue reward to influence the behaviour of a public official or other business partner with the intention of obtaining an improper advantage in a business transaction.

International legislation against corruption and bribery is developing rapidly. National legislation is being strengthened accordingly, and bribery is illegal in most countries. In addition, increasing numbers of countries are adopting laws to prohibit bribery even when it is committed outside these countries' own borders. A breach of any of these laws is a serious offence which can result in fines for the company and imprisonment for individuals. A company is held responsible for all actions carried out on its behalf, for example bribes paid through agents or other intermediaries.



Vestas employees must not engage in bribery of any kind. It is not acceptable to:

- Promise or offer a bribe in any form to a local or foreign official;
- Solicit, accept, promise or offer a bribe or kickback in any of Vestas' business relations.


Any Vestas employee who has been asked for or offered a bribe must immediately inform his or her manager. The incident must then be reported to the Legal Department and the Corporate Social Responsibility Department. More information on this, including the report template, can be found on the intranet under the Corporate Social Responsibility Department.

### Facilitation payments

Facilitation payments are small cash payments intended to secure or expedite a routine governmental action or performance by a public official which the payer is legally entitled to. Facilitation payments are forbidden in most countries. As with bribes, a company is legally responsible for facilitation payments made or sought by its employees. Soliciting facilitation payments is often a form of extortion.

Vestas does not permit facilitation payments.

Any Vestas employee who has been asked for facilitation payments must inform his or her manager and the incident must be reported to the Legal Department and Department for Corporate Social Responsibility. More information on this, including the report template, can be found on the intranet under the Corporate Social Responsibility Department.

 If you have any concerns or further questions, contact your manager, the Finance Department, Legal Department, People & Culture Department, Corporate Social Responsibility Department, or EthicsLine.

Q

I have been recommended to use a particular agent in a foreign country because he has a reputation for getting things done. He is asking for a substantial fee, which my colleagues think is well worth the money. Is it OK to work with him?

A

No. You should ask for detailed information on what the fee is for, to ensure that it has a legitimate business purpose. In general, you must always conduct due diligence before contracting an agent, because Vestas could be held legally responsible for what an agent does, such as using your money to pay bribes, even if you are unaware of his actions. Only after satisfactory due diligence may you contract the agent.

# Gifts, entertainment and hospitality

Gifts, entertainment and hospitality are tokens of gratitude in business and private relations. The culture of gifts differs from country to country, and in some areas to reject a gift may give offence. Excessive gifts, entertainment and hospitality may be used to seek undue business advantage, however.

Vestas is aware that in building long-term business relationships, gifts, entertainment and hospitality can play a part. Whether we are giving or receiving, however, these must always stay within reasonable limits. This is to ensure that Vestas retains its reputation as being fully independent of its business partners, and can base its decisions on sound and objective arguments. Not only the value, but also the character of the gift, entertainment, or hospitality can compromise Vestas' reputation.

Gifts, entertainment and hospitality should always:

- Be legal;
- Comply with any rules that apply to the third party, such as understanding that government officials in many countries may not be allowed to accept gifts, entertainment or hospitality;
- Be intended only to build a business relationship or offer normal courtesies.

Gifts, entertainment and hospitality between Vestas employees and others fall into three categories: those that may be approved by Vestas employees; those that may be acceptable but require prior approval from Vestas managers; and those that are never acceptable.

1)

Some gifts, entertainment and hospitality are sufficiently modest that they do not require prior approval:

- Meals: modest occasional meals with business partners;
- Entertainment: occasional attendance at ordinary sports, theatre and other cultural events where both the giver and the receiver are present;
- Gifts: of nominal value, such as pens, calendars or small promotional items.

2)

Gifts, entertainment and hospitality that may be acceptable given prior approval from your manager are:

- Entertainment costing more than €250 per person (or any lower local limit);
- Gifts worth more than €50 (or any lower local limit);
- Lavish meals costing more than €200 per person (or any lower local limit);
- Travel or overnight accommodation.

Any gift valued at more than €250 or entertainment and hospitality valued at more than €1,000 per person must be approved by a Vestas Vice President.

All gifts, entertainment and hospitality of more than nominal value must be recorded in the Gift and Entertainment Register. More information on the reporting system, including the report template, can be found on the intranet under the Corporate Social Responsibility Department.

## Q

One of our business partners offered me two tickets to a really good stage play. Unfortunately he cannot accompany me, so he told me to give one to a friend.

## A

In this case, because your business partner is not going with you, the tickets are really a gift, not business entertainment. The value of the gift cannot exceed €50, or the limit set by your business unit. If the tickets cost more than this you need to ask your manager for approval.

	Manager's approval	VP, SVP or President's approval
Gifts	€50-250	> €250
Entertainment	€250-1,000	> €1,000
Hospitality	€200-1,000	> €1,000

It is acceptable to receive a non-cash gift of more than nominal value if you would insult the giver by declining it, but you must report the gift to your line manager, who will decide if you may keep it.

3) Gifts, entertainment and hospitality that are always unacceptable are:

- Anything that would be illegal;
- Gifts or entertainment involving parties engaged in a tender or competitive bidding process;
- Any gift of cash or a cash equivalent;
- Any gift or entertainment that is offered for something in return;
- Any entertainment that is potentially offensive, sexually oriented, discriminatory or otherwise conflicts with Vestas' values and which might harm Vestas' reputation.

**i** If you have any concerns or further questions, contact your manager, the Legal Department, People & Culture Department, Corporate Social Responsibility Department, or EthicsLine.

Q

I have a meeting with a new customer in a country where it is common practice to bring a gift. I want to give the customer something she will like, but since I do not know her personally, I plan to give her a gift certificate. Is that allowed?

A

No. Even if the value of the gift certificate is within the limits set out by this Code of Conduct, you should never give a gift that could be seen as equivalent to cash.

# Intellectual property and business secrets of others

**Every company has information that could harm its competitive position if disclosed and used by others. Various laws protect a company's intellectual property and other kinds of business information.**

**Vestas employees commit both to protecting the company's own confidential business information and to respecting the intellectual property and confidential information of others. Vestas must refrain from using protected information that belongs to others.**

Employees should not:

- Use any material that is copyrighted by others, or third-party trademarks, without specific permission from the owner;
- Download any unlicensed software onto a Vestas computer or copy for personal use any software that has been passed to Vestas.



If you have any concerns or further questions, contact your manager, the Legal Department, People & Culture Department, Corporate Social Responsibility Department, or EthicsLine.

## Q

I have recently hired an employee from one of Vestas' competitors. In his previous job he acquired a lot of information that would be relevant to Vestas, and he has hinted that some of this is confidential. He has asked for permission to pass the information on to his new colleagues. Should I allow that?

## A

No, you should not. Sharing confidential information obtained from a former employer would be a clear violation of the Vestas Code of Conduct, and might even break the law. Of course, new employees are more than welcome to share the non-confidential knowledge and experience they gained in their previous jobs.

# Business partners

Vestas recognises that its success depends on good and sound relationships with its business partners, as well as on the business performance of these partners. Vestas therefore strives to build relationships with its business partners that are characterised by mutual trust and concern for the benefit of all parties. Business partners include customers, suppliers, agents, contractors, and consultants.

Vestas strives to find and work with business partners who operate in ways that match Vestas' own values and standards. However, Vestas recognises that its business partners operate in different legal and cultural environments throughout the world. For this reason, Vestas' ability to impose its own values and standards on its business partners varies significantly.

Vestas commits to:


- Engaging with business partners in respectful relationships characterised by dialogue and openness;
- Selecting business partners who are committed to respecting legal requirements;
- Choosing business partners on merit and demonstrable results.

Vestas seeks to increase awareness of the values and standards demonstrated in this Code of Conduct through collaboration with its business partners.

Particular attention is given to:

- Ensuring work is done safely – the first priority in every situation;
- Respect for freedom of association and the right to collective bargaining in accordance with the law or practice of the country in which the business partner operates;
- Eliminating all forms of forced labour;
- Abolishing child labour;
- Eliminating any form of discrimination in employment;
- Protecting the environment.

Vestas takes seriously any suggestion that its business partners are not adhering to the standards of the Vestas Code of Conduct, and will respond in an appropriate manner.

 If you have any concerns or further questions, contact your manager, the People & Culture Department, Corporate Social Responsibility Department, or EthicsLine.

Q

We have just started to do business with a local supplier. It is a good-looking business, but I know from one of my relatives that when things get busy they call in workers aged as young as 13. I know that Vestas is against child labour, but am not sure if I should take any action in this case.

A

Yes, you should. Vestas is against child labour and you should certainly react. Raise this issue with management, or if you are uncomfortable with this, use the EthicsLine.

# Competition

Competition is an essential element of business. Any arrangement that restricts competition jeopardises business, and will ultimately harm not only the companies concerned, but also society in general. Competition and antitrust laws apply in every country where Vestas does business.

The only way for Vestas to uphold its position as No. 1 in Modern Energy in the long term is by doing business legally, fairly and competitively. Besides damaging Vestas' business and reputation, unlawful and anti-competitive arrangements would result in severe penalties for Vestas, and also in some cases for the employees responsible. Vestas commits to not engaging in any anti-competitive practices which would hinder the mechanisms of the market economy.

Therefore Vestas will:

- Not discuss or fix prices with competitors;
- Not share or divide markets with competitors;
- Always treat customers in a manner that ensures and respects their independence.

## Market Intelligence

To uphold its competitive position, Vestas needs to benchmark and monitor markets, business partners and competitors. However, Vestas will not make use of any illegal methods or information in its business activities.

Vestas employees and everybody working on behalf of Vestas shall:

- Refrain from using information that has been acquired illegally;
- Not misrepresent themselves and their connection to Vestas.



If you have any concerns or further questions, contact your manager, the Legal Department, People & Culture Department, Corporate Social Responsibility Department, or EthicsLine.

## Q

I have just received an unmarked envelope containing business plans drawn up by our main competitor for the coming year. I did not seek out this information, but now that we have it, can we use it?

## A


No. The documents were probably sent to us by somebody who is violating his or her legal obligation of confidentiality. At best, we would be unable to explain how we had obtained the information, and at worst we would be party to a crime. Consult your Legal Department about how to dispose of the documents.

# Money Laundering

**Money laundering is the process by which individuals or entities conceal illicit funds or make them look legitimate. Money laundering is a serious crime and is regulated by international conventions and national criminal codes. Monetary transactions including bank transfers and currency exchange are now routinely monitored by national and international authorities.**

Vestas will not condone, facilitate or support money laundering.

Employees should look out for irregularities in the way payments are made and be cautious when working with business partners who appear to lack integrity.

 If you have any concerns or further questions, contact your manager, the Finance Department, Legal Department, People & Culture Department, Corporate Social Responsibility Department, or EthicsLine.

Q

One of our customers has told us that they want to increase their order. They also mentioned that they are changing banks, and that there has been a problem opening the new account in time. As a result, they want to make multiple smaller payments rather than the single large payment we had previously agreed. How should I proceed?

A

This request is suspicious and you should report the situation to your manager or Legal Department. Multiple payments – along with cash and third-party cheques – are sometimes used by criminals to launder money.



# Environment and external community

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# Vestas' role in society

Both intentionally and unintentionally, every company's actions affect the surroundings in which it operates. A company is held responsible – in law and public opinion – for the effects its business activities have on nature and on local and global communities.

Vestas is an international company and strives to be a responsible global corporate citizen. Through its activities, Vestas will first and foremost endeavour to further the best interests of Vestas and its employees. However, Vestas believes that in the long term it is in the best interests of the company, its employees and its owners to take responsibility for Vestas' impact on its surroundings: the environment as well as the local, national and global communities of people who inhabit it.

As No. 1 in Modern Energy, Vestas takes particular interest in the environment and is committed to promoting wind energy. Vestas will buy renewable electricity for its own use to the largest extent possible.

## Environment

Consideration for the environment is a fundamental part of Vestas' business concept. Vestas strives to create wind turbines that are as environment-friendly as possible. To support this, Vestas wishes to make all its activities as sustainable as possible, and to persuade its business partners to do likewise.

Vestas commits to:

- Complying fully with legal requirements for environmental protection;
- Considering the environmental consequences of all new products;
- Improving the utilization of resources;
- Reducing waste and emissions in all its activities.



If you have any concerns or further questions, contact your manager, the Safety and Environment Department, People & Culture Department, Corporate Social Responsibility Department, or EthicsLine.

## Q

I just spilled a liquid chemical on the ground – just a few litres, and nothing dangerous. Do I have to report it?

## A

Yes: all spills or releases of oil or other chemicals need to be reported to your manager as soon as possible and dealt with according to Vestas' internal reporting policies. Before that, you will have to put right the damage done, also working according to the rules set out in Vestas' internal reporting policies.

### External communities

Vestas seeks to be as transparent as possible in its operations and will openly engage in dialogue with anybody that has reasonable interest in Vestas' operations, such as non-governmental organisations and local communities.

Vestas will as a minimum comply with national law. When the Vestas standard is stricter, this should be followed.

### Political interaction

Company engagement with politicians and governments serves to promote Vestas' legitimate interest in international, national and local debates on energy. Vestas' positions on energy policy issues will therefore be formulated so that both politicians and the public can see clearly where Vestas stands.

Vestas supports political activities that promote wind energy. These could include lobbying governments, information campaigns or meetings with officials or politicians on wind energy issues. However, Vestas is not a political organization, so it does not offer financial support to politicians or political parties.

- Political activities should always be discussed and approved by Group Government Relations.

Vestas employees have the right, as private citizens, to take part in political and civic activities. However, these activities must not be carried out in the workplace or during work time. An employee planning to seek or accept a public office must notify his or her manager in advance in order to discuss whether the official duties and obligations would interfere with the employee's work for Vestas.

### Sponsorships and donations

Local sponsorships are an integrated part of Vestas' corporate activities. Sites and offices are encouraged to sponsor local activities – often related to children, sport, or culture – that further the interests of Vestas and its employees.

- Sponsorships at national or international level must always be discussed and approved by Group Communications.

Vestas will never sponsor an event illegally or secretly. Instead, Vestas will ensure that sponsorship funds or resources are used responsibly and that sponsorship is not used to deliberately influence decision-makers.

Q

We are working in a small town whose education authorities have suggested that Vestas sponsor a new playground for the community's kindergarten. Many of our employees have children in that kindergarten, but otherwise it is hard to see a strong link with Vestas' activities. What should we do?

A

Vestas should at all times strive to be a good corporate citizen, and sponsoring a kindergarten can certainly contribute to this image. However, you first need to check that Vestas is not currently negotiating a wind turbine contract with the local authorities. If it is, then sponsoring the kindergarten could be seen as an attempt to influence the negotiations.



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