

On 5 April 2022, at 4:30 pm (CEST), the annual general meeting of Vestas Wind Systems A/S, CVR no. 10 40 37 82 was held at Hedeager 42, 8200 Aarhus N, Denmark.

Bert Nordberg, Chairman of the Board of Directors, welcomed the shareholders and announced that the Board of Directors had appointed Klaus Søgård, attorney-at-law, to act as Chairman of the meeting in accordance with article 7(1) of the company's Articles of Association.

The Chairman of the meeting reviewed the rules of the law and the company's Articles of Association regarding the convening of the annual general meeting and declared the general meeting legally convened and quorate.

The Chairman of the meeting stated that all items on the agenda could be adopted by simple majority. The Chairman also stated that the proxies and votes by correspondence cast in advance showed that the proposals would be adopted and that no vote would be needed on the individual items, unless requested.

At the onset of the general meeting, 123 shareholder was present. At the beginning of the annual general meeting, a total of 39% of the company's share capital and votes were present, following reduction of treasury shares.

The general meeting then turned to the agenda, as items 1-2 were presented as one item.

1. **The Board of Directors' report on the company's activities during the past year**

The Chairman of the Board of Directors, Bert Nordberg presented the Board's report in English, which is attached in its entirety as Appendix 1 to these minutes.

Henrik Andersen, CEO, proceeded to present the Annual Report 2021 and initially emphasized that Vestas has been looking forward to welcome its shareholders at the headquarters, as it had not been possible last year.

Vestas had achieved a number of milestones in 2021. Henrik Andersen highlighted that Vestas was named the most sustainable company in the world, and that on 1 November 2021 Vestas had integrated their offshore activities, which involved on-boarding of 3,500 colleagues. Vestas had also achieved high growth in development activities and strong progress in the service area, as the company now serviced over 129 gigawatts in more than 75 countries.

The past twelve months had brought along a great variety of challenges for both customers, employees and the management and Board of Directors of Vestas. In November 2021, the company had been affected by a cybersecurity attack and by the Russian invasion of Ukraine on 24<sup>th</sup> of February 2022. Vestas' top priority remained the safety and health of all employees around the world operating the wind turbines.

Henrik Andersen emphasized that Vestas condemned the recent Russian aggressions against Ukraine, and that due to the crisis Vestas planned to withdraw all its activities in Russia. However, both international and national law had to be considered, and Vestas was in the middle of ongoing debates with its only customer in Russia, Fortum, a Finnish company with the Finnish state as its major shareholder. Henrik Andersen informed that Russia is not amongst Vestas' ten largest markets.

The crisis had made the connection between security policy and energy policy – and thereby the need for a green transition – even clearer than before. Vestas' infrastructure was critical to a green transition, but Vestas also needed to contribute by reducing its CO<sub>2</sub> emissions in both its own operations and throughout its supply chain. It was expected that Vestas will be able to recycle its blades fully before 2040 as previously announced.

In 2021, Vestas achieved a revenue of 15.6 billion euro in a difficult time with travel restrictions and closed borders. Henrik Andersen informed that the decrease of the EBIT margin from 5.1 to 3.1% in the financial year 2021 was unsatisfactory, and that the order intake was much lower in 2021 than they had hoped. This was due to the current conditions of the market and the industry which needed to change significantly. Governments needed to accelerate the green transitions. Going forward, Vestas ambition remains to by 2025 achieve an EBIT margin of 10%.

The Chairman of the meeting opened up for questions and comments on the annual report and then passed the floor to Kristian Gaarde, ATP.

Kristian Gaarde, ATP, initially thanked Vestas for updating the shareholders on the company's handling of the situation in Ukraine. He then informed that ATP expected each company to take due responsibility upon itself and be ready to make hard decisions if necessary. It was clear to ATP that Vestas lived up to its duties. Kristian Gaarde noted that 2021 had been a difficult year for Vestas due to increasing commodity prices and supply chain issues. The competition in the industry was tough, which had made it difficult to achieve profitable pricing. He also noted the importance of a newly announced launch of a 7.2 megawatt wind turbine. Lastly, he commented on ESG and congratulated Vestas for being awarded the title of the world's most sustainable company.

Henrik Andersen thanked Kristian Gaarde for the speech and acknowledged that the company already have had to make a number of very difficult decisions. He also commented on the remarks on the company's financial situation and raised the importance of Vestas and the industry to remain disciplined in its discussions with customers to secure the profitability needed. He then gave the floor back to the chairman of the meeting.

The chairman of the meeting passed the floor to Søren Svendsen from the Danish Shareholders' Association (*in Danish*: Dansk Aktionærforening).

Søren Svendsen thanked the management for a good report and commented on the challenges for the wind turbine industry, as he emphasized the importance of strict cost management. He praised Vestas for its refusal to take on loss-making orders, and he noted that it was positive for Vestas' future prospects that the increasing energy prices would in turn increase the demand for wind power. Furthermore, he raised questions about the development of Vestas' management of fixed costs, acknowledging the importance of investments in research and development but raised concerns over Vestas' administration cost. Finally, he thanked both Anders Runevad and Bert Nordberg for their good management of Vestas.

Henrik Andersen commented on Søren Svendsen's remarks about the industry and Vestas' management of costs pointing to Vestas' acquisition and integration of offshore wind activities as well as approx. 3,000 colleagues from MHI Vestas Offshore Wind A/S. A market with a very promising future.

The chairman of the meeting passed the floor to the next speaker, which was shareholder Bjørn Hansen.

Bjørn Hansen thanked Bert Nordberg and Anders Runevad for a good report and for their good work in Vestas. He then asked:

- (i) if Vestas had solved the problems with engineers who needed to travel across countries both within and outside of the EU during the pandemic
- (ii) if the number of service contracts had grown and if they would help to increase growth and revenue in the next 5 years
- (iii) if Vestas would begin to construct hybrid turbines with solar panels attached onto them
- (iv) if Vestas would publish the annual report in Danish or other languages

Henrik Andersen thanked Bjørn Hansen for the comments and in relation to (i) he answered that while some countries had lifted their restrictions and travel bans, it was still difficult for the approximately 29,000 non-Danish employees to travel to countries like Saudi Arabia, South Korea, and India because of restrictions. In relation to (ii) he informed that service contracts were connected to the order intake, but that the term of the service contracts in average had been lengthened over the past years from less than 8 years to now more than 10 years for the order backlog. As an answer to (iii) he informed that the speed of the tip of the blades on wind turbines makes it impossible for solar panels to function while being attached to the blades, but that it instead makes more sense to have solar panels next to the turbines with batteries in between. Lastly, in relation to (iv) Henrik Andersen informed that the annual report will not be published in Danish.

The chairman of the meeting noted that shareholder Hans Ulrik Balslev had requested the floor.

Hans Ulrik Balslev suggested that the company looked into whether it was possible to store electricity in large batteries in order to supply the wind turbines with electricity in windless periods, and to put solar panels on the nacelles. He then congratulated Vestas on the title as the world's most sustainable company.

The chairman of the meeting then gave the floor to shareholder Frank Jørgensen for a comment.

Frank Jørgensen expressed his concerns for Vestas' future financial results. He suggested that Vestas looked into the possibility of producing a wind turbine with a generator placed on the ground instead of in the air.

Henrik Andersen thanked Frank Jørgensen and Hans Ulrik Balslev for the suggestions and comments and informed that power storage solutions is something that Vestas will continue to work on.

The Chairman of the meeting then concluded that there were no further questions or comments and that the shareholders took note of the management's report.

## **2. Presentation and adoption of the annual report**

Henrik Andersen presented the main points from the Annual Report 2021, cf. as referenced above under agenda item 1.

No further questions were put forward, and the Chairman of the meeting concluded that the annual report had been approved.

## **3. Resolution for the allocation of the result of the year according to the adopted Annual Report**

The Chairman stated that the Board of Directors had made a proposal that a dividend of DKK 0.37 per share be paid out for 2021.

The proposed dividend was in accordance with the company's dividend policy. Reference was also made to the Annual Report 2021 (page 107 and 122) for further information.

There were no questions or comments. The Chairman then stated that the proposal had been approved.

**4. Presentation and advisory vote on the Remuneration Report**

The Chairman of the meeting noted that the Board of Directors had proposed the approval of the company's Remuneration Report 2021, which was presented to the general meeting for an advisory vote.

The Remuneration Report 2021 was prepared in accordance with section 139b of the Danish Companies Act (*in Danish: selskabsloven*) and provided an overview of the total remuneration to the company's current and former members of the Board of Directors and Executive Management members in the financial year of 2021.

There were no questions or comments, and as a result the Chairman of the meeting noted that the Remuneration Report 2021 had been approved.

**5. Approval of the Board of Directors' remuneration**

The Board of Directors proposed that the remuneration for 2022 be based upon a basic remuneration of DKK 455,175 per board member, which represented an increase of 2% compared to the remuneration in 2021. In addition, it was proposed that the Chairman was to receive three times the basic remuneration, while the Deputy Chairman was to receive twice the basic remuneration for their extended board duties.

Furthermore, it was proposed that the board committee fee and the committee chairman fees were increased by 2% to DKK 267,750 and DKK 481,950, respectively.

It was stated that in addition to the above, the company could pay foreign social security taxes and similar taxes, which were charged by foreign authorities in relation to the remuneration of the Board of Directors or board committees.

The Chairman stated that the proposal to approve the Board of Directors' fee for 2022 had been approved.

**6. Election of members to the Board of Directors**

The Chairman of the meeting stated that all the company's board members elected by the general meeting in accordance with articles 8(1) of the Articles of Association were up for election.

The Board of Directors had proposed re-election of Anders Runevad, Bert Nordberg, Bruce Grant, Eva Merete Søfelde Berneke, Helle Thorning-Schmidt, Karl-Henrik Sundström and Kentaro Hosomi.

Lars Josefsson had announced that he did not stand for re-election.

The Chairman of the meeting noted that the Board of Directors had proposed that Lena Olving was elected as a new member.

Further information related to the candidates' competencies, independence, background and other management positions was provided in Appendix 1 to the notice.

No further comments or suggestions for candidates had been received.

The Chairman of the meeting thus concluded that Anders Runevad, Bert Nordberg, Bruce Grant, Eva Merete Søfelde Berneke, Helle Thorning-Schmidt, Karl-Henrik Sundström, and Kentaro Hosomi had been re-elected, and that Lena Olving had been elected as a new member to the Board of Directors.

**7. Appointment of auditor**

The Board of Directors proposed re-appointment of PricewaterhouseCoopers Statsautoriseret Revisionspartnerelskab in accordance with the recommendation by the Audit Committee.

Further information on the proposed auditor was provided in Appendix 2 to the notice.

There were no questions or comments, and the Chairman of the meeting concluded that the proposal had been approved.

## **8. Proposals from the Board of Directors**

### *8.1 Renewal of the authorisation to acquire treasury shares*

The Chairman of the meeting noted that the Board of Directors had proposed that the Board of Directors be granted an authorisation to allow the Company to acquire treasury shares in the period until 31 December 2023 up to an aggregate of 10% of the Company's share capital at the time of the authorisation, provided that the Company's total holding of treasury shares does not at any time exceed 10% of the Company's share capital. The purchase price paid in connection with acquisition of treasury shares must not deviate from the price quoted on Nasdaq Copenhagen at the time of acquisition by more than 10%.

There were no questions or comments. The Chairman of the meeting then declared that the proposal had been approved.

## **9. Authorisation of the chairman of the general meeting**

The Board of Directors had proposed that the general meeting authorised the Chairman of the general meeting (with a right of substitution) to file and register the adopted resolutions with the Danish Business Authority and to make such amendments to the documents filed with the Danish Business Authority, as the Danish Business Authority may request or find appropriate in connection with the registration of the adopted resolutions.

There were no questions or comments, and the Chairman of the meeting concluded that the proposal had been approved.

## **10. Any other business**

No comments were made under this point.

The Chairman of the meeting passed the floor to the Chairman of the Board of Directors, Bert Nordberg, who thanked all the shareholders who had made it to the headquarters or who had followed the general meeting online.

There was no further business to be discussed.

  
Klaus Søgaard, Chairman of the meeting

**Appendix 1 – Chairman’s speech**

The spoken word takes precedence.

*“Dear Shareholders,*

*When I addressed you this time last year, I reflected on the unprecedented disruption that had impacted our industry and our business throughout the pandemic. I also shared that despite this disruption, the outlook for renewable energy remained bright.*

*As I look back over 2021, I’m pleased to share that this bright outlook has only grown more prosperous. Supported by increasingly ambitious political pledges, the projected growth for wind energy is staggering.*

*Over the past year, our more than 29.000 Vestas colleagues showed tremendous spirit and resilience, ensuring that our underlying performance remained strong throughout unprecedented circumstances.*

*We successfully increased our revenue, maintained a strong backlog, and continued the industry leading growth of our Service business. Our offshore business is now fully integrated, and our new development unit has successfully begun to capture more value across the renewables value chain. We also reached a hugely important milestone in our sustainability journey; Vestas now holds the title of most sustainable company in the world. This is a small snapshot into the strong strategic progress we have made.*

*We are, however, facing some pressing challenges in our present.*

*A bumpy macroeconomic landscape has highly impacted our profitability, making it tough to translate these achievements back into value towards our shareholders. Supply chain disruptions, cost inflation, and a significant increase in raw material prices are just some of the contributing factors to this challenging situation.*

*There is no doubt that we must focus on strengthening our foundation in 2022, and we have already taken steps towards this with a strategic re-prioritisation of our activities. Through this, we aim to mitigate the impact of disruptive externalities, and ensure Vestas is ready to thrive in a prosperous future.*

*The COP26 summit spurred a renewed global focus on the urgent need for a sustainable energy transition. Several nations committed to more ambitious climate pledges, including the phasing down of fossil fuels.*

*The need for this transition is now more pressing than ever.*

*Russia’s unprovoked invasion of Ukraine has triggered a chain reaction of events that place us firmly in another global energy crisis. In addition to the tragic events that are unfolding in Ukraine, we are now seeing the energy security of several nations under threat. And behind it all, the climate crisis continues to push the looming deadline of 2030 towards us.*

*This picture may look bleak, but we must not forget that at Vestas, we hold an important solution in our hands. Our industry was born from the last global energy crisis. We view this moment as a chance to scale up.*

*Maturing both our organisation and our operations is critical to enhance our value creation. This means building on our strong underlying performance to address our profitability. As a testament to this performance, and before Henrik Andersen takes you through our results in detail, I'd like to take a moment to reflect on the 2021 highlights:*

*We achieved a year-on-year increase in revenue to EUR 15.6 bn, despite continued supply chain challenges, with a high delivery level of 16.6 GW.*

- We reached an EBIT margin of 3 percent, heavily impacted by disruptions across the supply chain causing cost inflation, material mitigations and higher warranty provisions.*
- We secured a total order intake of 13.9 GW and increased pricing throughout the year to protect value. Our backlog remains strong at EUR 18bn, with +3 GW preferred supplier agreements signed for our new offshore platform.*
- We successfully increased Service revenue by 20 percent, with a EUR 29bn backlog*
- Vestas was named the most sustainable company in the world by Corporate Knights in their 18th annual Global 100 ranking.*
- Strategic progress with full integration of offshore, establishment of development business and two investments in Vestas Ventures.*

*These achievements have led to an expanded leadership position for Vestas. In BNEF's recent Global Wind Turbine Market Shares report, Vestas emerged as the clear market leader, delivering the largest share of just under 100 GW of global installed capacity.*

*Although these achievements signal huge growth potential, we still cannot be satisfied with our overall performance. Our internal challenges with Quality, combined with our external challenges have led to an urgent focus on profitability.*

*This year, we will sharpen our presence in key markets, and strengthen our focus on core technologies. We will also identify opportunities to drive efficiency in our organisation. Beyond this, we have increased pricing to better reflect the value created by our solutions. This is a key step to protect our industry's profitability.*

*Through these activities, we aim to enhance our value creation going forward, and transfer this value back to you, our shareholders.*

*In 2021, the Board of Directors continued to work closely with Executive Management to ensure Vestas' strategy reflects the evolving renewables industry.*

*To fully leverage the opportunities ahead, the Board has worked closely with Executive Management to guarantee that Vestas' refined strategic direction is reflected in our ongoing governance.*

*It is crucial for us to have the right board members to lead Vestas on its journey to become the global leader in sustainable energy solutions. We also need a Board that creates long-term value, helping to promote our values, and enhance our company culture.*

*After 10 years in Vestas' board, Lars Josefsson has decided he will not stand for re-election. Lars joined the Board at the same time as me and has played a pivotal role in getting Vestas through the turnaround back then. With his deep knowledge within R&D and leadership, Lars has made a huge contribution to making Vestas' technological leadership, and our efforts to drive industrialisation. He served as chairman of the Technology & Manufacturing Committee for more than years, as well as being a member of the Nomination & Compensation Committee. Lars has also been my 'co-pilot' as the*

*deputy chairman until last year, and I'd like to thank him for his long engagement and great contribution to Vestas.*

*Employee representative, Kim Hvid Thomsen, also recently announced that he will be stepping down as member of the Board at the end of April. Kim's tenure in the Board is remarkable and his insights and experience from the Vestas organisation has been of great value. I'd like to sincerely thank Kim for his 25 years in Vestas' board and wish him the best of luck for the future.*

*As Chairman, a key objective for me is to ensure we have the right expertise reflected in the Board.*

*On behalf of the board, I'm delighted to propose Lena Olving as a new member of Vestas' Board of Directors.*

*With her extensive experience in driving technological innovation, I am confident that Ms Olving can be a valuable addition to the Board. An engineer by training, Lena has driven technological development in the automotive industry for more than forty years. She was awarded the Gold Medal for pioneering and outstanding leadership within the tech sector from the Royal Swedish Academy of Engineering Sciences, and was Presented with His Majesty The King's Medal of the 12th size with blue ribbon for outstanding efforts in the Swedish business sector.*

*To take over from Kim, I'm furthermore delighted to welcome Claus Skov Christensen as employee representative from 1st May.*

*In February 2021, the Board outlined a gender distribution target of 37.5 to 62.5 percent among elected board members elected. We committed to reaching this milestone no later than the Annual General Meeting in 2022, aligning our gender distribution with the definition of the Danish Business Authorities'. With the proposed candidates, the shareholder elected board members will consist of five male members and three female members. With this group in place, the Board will have fulfilled our gender distribution target.*

*Before sharing what the Board and I would like to prioritise for Vestas going forward, I would like to address the remuneration policy for the Board and Executive Management. The Remuneration Policy and the Remuneration Report 2021 are available on the company website, but allow me to recap key aspects.*

*In 2021, the Board of Directors received a total remuneration of EUR 1, 466, 375. This was in accordance with the remuneration level approved by the shareholders at the Annual General Meeting in 2021, as well as with the Remuneration Policy. Detailed information about remuneration payments in 2021 is available in the Remuneration Report. The report will be presented for advisory vote here at the Annual General Meeting for the first time, in accordance with applicable law.*

*With regard to remuneration for Executive Management, the Board continues to believe that a combination of fixed and performance-based compensation supports the company's short and long-term value creation for its shareholders. The purpose of the combined remuneration is to ensure motivation through the right incentive, the retention of top talents and optimising performance to align with Vestas' strategic focus areas, on both an annual basis as well as towards long-term value creation.*

*Executive Management's remuneration is decided by the Board under the guidelines outlined in the Remuneration Policy and includes four elements: salary, bonus, share-based incentives and benefits.*

*In 2021, the CEO and CFO received a fixed remuneration of EUR 2,819,114 compared to EUR 2,544,955 in 2020. The CEO and CFO were allotted a total of 112,500 shares for 2021. These shares will be adjusted for performance in 2021, 2022 and 2023. For 2021, the performance adjustment is expected to be a reduction of 90 percent for one third of the shares granted to the CEO and CFO. This applies to the 2019, 2020, and 2021 share programmes.*



*Once a year, the Board evaluates our working methods, the results of our work, and the skills of our members, including whether each member is continuing to participate actively in board discussions and is able to contribute with independent judgement.*

*In 2021, this evaluation was facilitated externally by a consultancy firm that works exclusively on board effectiveness reviews. Overall, the evaluation revealed that the Board's operational processes are working well, and that our dialogue is positive, constructive, direct, and without politics. Meetings are run in a structured way and board members feel they can say what they mean. Furthermore, the Board and Executive Management trust and respect each other.*

*As I look back on the challenges Vestas faced ten years ago, it is evident that the Board has succeeded with getting the company back on track. I am pleased to say that we have guided Vestas to lead our industry's increased maturity and industrialisation.*

*The Board is now well composed, well organised, and has a positive overall track record. Even though 2021 was characterised by severe cost inflation and supply chain instability following the spread of a global pandemic, the company is in good shape, with a strong position in the market.*

*The evaluation also identified some key focus areas to improve the Board's performance and value creation during 2022.*

*In addition, the board committees have also conducted a self-assessment in 2021. The evaluation revealed a good collaboration across each of the committees, and between the committees and Executive Management.*

*This year we have only one proposal for the agenda, we propose a Renewal of the authorisation to acquire treasury shares. This is a standard item on our Annual General Meetings.*

*During the pandemic, renewables quickly became the key to unlocking resilience across the global energy system. When fossil fuel supplies were disrupted, renewables stepped in to maintain critical infrastructure, and our role at Vestas took on an expanded importance. Carbon emissions went down, and the lights stayed on.*

*It fills me with deep regret to say that we stand on the brink of another crisis. Fossil fuel volatility has already driven up energy prices, and beyond that, we see that energy security is under threat in many nations.*

*But once again, in the face of adversity, our industry can offer resilience.*

*Increasing the deployment of renewable energy can reduce dependency on fuel imports. It can shield energy prices from inconsistent fossil fuel supply, and it can strengthen national energy systems against the negative impacts of geopolitical events.*

*And yet, the energy transition is restricted by long permitting processes, a lack of grid infrastructure, and investment patterns that still favor fossil fuels.*

*By protecting our value creation in the present, Vestas is laying a strong foundation to support a new, more sustainable, global energy system.*

*Our work in Development, and our ability to secure larger supplier agreements than ever before, show that we can stand side-by-side with our customers as long-term partners through the imminent energy transformation.*

*In an evolving energy reality, we continue to introduce market leading technology. The introduction of the V236-15.0 MWTM turbine and our work with turbine modularity demonstrate how our capabilities support the needs of our customers both today, and tomorrow.*

*And our world-leading sustainability performance will ensure that our partners can continue to operate successfully in a future where sustainability plays a more prominent role in the regulation of renewable projects.*

*It's time to stop deferring to the future. We must drive electrification through to every corner of our energy systems. And we must accelerate the deployment of renewable energy.*

*Vestas' contribution to the fight against the climate crisis is undeniable. But renewables now have a far more immediate role to play in supporting modern society. Our technology can keep the lights on, and the prices down.*

*At Vestas, we stand proud and ready to fulfil this role, and to accelerate the energy transition in every way we can. While our ambition continues to be a more sustainable future for generations to come, we have also embraced the role of ensuring a more secure one.*

*On behalf of the Board of Directors, Executive Management, and each of our dedicated, skillful, and loyal employees, I assure you we will work to achieve our vision and continue to create value for you, our owners.*

*I thank you for your time and support and would like to extend a special thanks to Executive Management and to Vestas' more than 29 000 employees for their hard work and dedication in 2021."*

A handwritten signature in black ink, consisting of a stylized capital letter 'A' with a long, sweeping tail that curves back towards the left.