

# Remuneration report 2012 – for the Board of Directors

Efforts are made to ensure that the remuneration of the Board of Directors matches the level in comparable companies, whilst also taking into consideration Board members' required competencies, efforts and the scope of the board work, including the number of meetings.

According to law firm Gorrissen Federspiel's remuneration analysis of Large Cap and C20 companies listed on NASDAQ OMX Copenhagen A/S in Denmark, the average remuneration (excl. of committee remuneration) in 2011 for the chairman of a board was EUR 0.1m (DKK 1.0m), for a deputy chairman EUR 0.1m (DKK 0.6m) and for an ordinary member EUR 0.0m (DKK 0.4m).<sup>3)</sup>

## Remuneration policy and incentive pay

The Nomination & Compensation Committee has the responsibility of presenting recommendations to the Board of Directors about the remuneration policy established for the Board of Directors.

The remuneration policy covers all types of pay and remuneration, including regular pay, incentive earning schemes (including share-based remuneration), pension schemes as well as severance pay, etc.

The remuneration policy was approved by the shareholders at the Annual General Meeting in March 2011 – and the overall guidelines for incentive pay were approved by the shareholders at the Annual General Meeting in March 2010. The documents are available at [vestas.com/investor](http://vestas.com/investor).

## Fixed remuneration

Members of the Board of Directors receive a fixed cash amount (basic remuneration), which is approved by the general meeting for the current financial year. The chairman receives a triple basic remuneration and the deputy chairman receives a double basic remuneration for their extended board duties.

In addition to the basic remuneration, annual committee remuneration is paid to board members who are also members of one of the board committees. The chairman receives double committee remuneration.

Board members elected by the employees receive the same remuneration as the board members elected by the general meeting.

## Incentive programme, bonus pay, etc.

The Board of Directors is not included in incentive programmes (share option programmes, bonus pay or similar plans).

## Compensation on takeover of Vestas Wind Systems A/S

On any takeover, retiring board members will not receive any compensation for their lost board remuneration and similar benefits.

## Reimbursement of expenses

Expenses in connection with board and committee meetings are reimbursed as per account rendered.

## Pension scheme

The Board of Directors is not covered by any Vestas pension scheme or a defined benefit pension scheme.

## Remuneration approved by the Annual General Meeting

At the Annual General Meeting in March 2012, the shareholders approved the remuneration for the Board of Directors for the financial year 2012 to remain at the 2011 level.

- basic remuneration of EUR 43,606
- basic committee remuneration of EUR 21,804

For 2012, a total of EUR 0.9m was paid in remuneration to board and committee members compared to EUR 1.0m in 2011, ref. note 6 to the consolidated accounts.

## Board of Directors' remuneration for the financial year

	2012		2011	
	Number of members	EUR	Number of members	EUR
Remuneration	12	654,090	12	654,090
Audit Committee remuneration	3	87,216	3	87,216
Nomination & Compensation Committee remuneration	3	87,216	3	87,216
Technology & Manufacturing Committee remuneration <sup>4)</sup>	4	109,020	3	87,216
Manufacturing & Excellence Committee remuneration	-	-	3	87,216
<b>Total remuneration for the financial year</b>		<b>937,542</b>		<b>1,002,954</b>

3) Gorrissen Federspiel: Large Cap companies (remuneration, composition, Board of Directors and Executive Management 2011). July 2012, page 14.

4) The committee changed name in 2012 in connection with the merger of the two Board committees named Technology Committee and Manufacturing & Excellence Committee.