Statutory report on **corporate governance**

according to section 107b of
the Danish Financial Statements Act
– the accounting period 1 January-31 December 2010

Wind. It means the world to us.™

Corporate governance principles

Corporate governance, defined as "the system used to lead and control a business", is to a wide extent reflected in the provisions concerning the board of directors set out in the Danish Companies Act.

Vestas' Board of Directors and Executive Management consider corporate governance initiatives as a constant process and address the principles for corporate governance in an ongoing process giving due consideration to current legislation, practice and recommendations. Our evaluation comprises a review of the company's business concept, business procedures, objectives, organisation, capital position, stakeholder relations, risks and the exercise of control.

Once a year, the Board of Directors will consider the recommendations for corporate governance prepared by the Danish Committee on Corporate Governance.

Recommendations on corporate governance

Vestas' position with regard to each individual recommendation is described below. It is specified in the recommendations on corporate governance that it is just as legitimate to explain a deviation from a specific recommendation as to comply with the recommendation. The key issue is to create transparency in the corporate governance matters.

Adopted by the Board of Directors of Vestas Wind Systems A/S in February 2011.

Signature

The company complies with the recommendation.

The company does not comply with the recommendation.

Table of contents

1. The role of the shareholders and their interaction with the management of the company

The company's shareholders, employees and other stakeholders have a joint interest in the company always being capable of adjusting to changing demands which allow the company to continue to be competitive and create value. It is therefore essential that a positive interaction between the management and the shareholders exists. The shareholders exercise their influence at general meetings. As owners of the company, the shareholders should by actively exercising their rights and using their influence contribute towards ensuring that the company's management protects the shareholders' interests in the best manner possible and secure a beneficial and balanced development of the company in the short and long term.

Good corporate governance calls for a suitable framework that facilitates a dialogue between the shareholders and the company's management. Such framework can be established by ensuring that the shareholders are always well-informed of the company's position and prospects, and that the general meeting constitutes a forum for communication and discussion and the scene where shareholders express their views and make decisions.

Recommendation	**Vestas' comments**
1.1 Dialogue between the company and its shareholders	
1.1.1. The Committee recommends that the central governing body, for example through investor relations activities, ensures an ongoing dialogue between the company and its shareholders in order that the central governing body knows the shareholders' attitude, interests and views in relation to the company and that investor relations material be made available to all investors on the company's website.	Vestas is in regular dialogue with the company's shareholders and investors. Vestas' Investor Relations department aims to be visible and accessible to present and potential shareholders, investors and other stakeholders. Daily communications are handled through telephone calls and by email to ir@vestas.com or by way of an informative website. Moreover, twice a year a publication is prepared for the company's shareholders where the company's President and CEO gives a brief presentation of the company's current position, development potential and a summary of the highlights for the relevant period. In connection with the presentation of its accounts, Vestas arranges information meetings for members of the media, analysts and investors. These presentations are webcast directly via the internet and communicated in six different languages.

Following the financial presentation, Vestas' President and CEO and Investor Relations participate in a roadshow and hold meetings with investors and stakeholders in Europe, USA and Asia. Moreover, Vestas arranges and participates in various fairs, analyst and investor meetings and other IR activities throughout the year.

In 2010, Vestas held 64 roadshow days and arranged 31 IR events. More over a capital markets day was in September held for investors, analysts and the press in Colorado, USA.

In connection with Vestas' extraordinary general meeting and annual general meeting in 2010, an information page was set up at vestas.com/investor/corporategovernance supplying all relevant shareholder information about the general meetings.

Vestas also invited the company's shareholders to express their views at the general meeting or to pose questions before the general meeting. Questions posed and answers given before the general meeting were published at vestas.com/investor/corporategovernance.

It is possible for Vestas' stakeholders to receive company announcements from Vestas Wind Systems A/S by email by subscribing to Vestas' mailing list at vestas.com/investor/contactIR.

1.2. Capital and share structure

1.2.1. The Committee recommends that the central governing body every year evaluates whether the company's capital and share structures continue to be in the interests of the shareholders and the company and account for this evaluation in the management commentary in the annual report and/or on the company's website.

Every year Vestas' Board of Directors evaluates to what extent the company's capital structure and capital readiness at any given time are reasonable in consideration of the Group's operations and the stakeholders' interests, ref. the Board's rules of procedure. The annual report 2010 contains further details.

1.3. The general meeting

1.3.1. The Committee recommends that the supreme governing body and the executive management promote active ownership, including shareholders' attendance at general meetings.

It is the Board of Directors' wish that every single shareholder and investor exercises his or her influence, and the Board of Directors therefore requests all shareholders to ensure that their portfolio of Vestas shares is duly registered in the company's register of shareholders in the shareholder's own name.

The Board of Directors encourages all shareholders and investors to express their views by voting at future general meetings or by:

- attend the general meeting;
- voting at the InvestorPortal;
- postal vote;
- filling in and returning a proxy;
- authorising the Board of Directors and thereby placing the management in a strong position to act in the manner that serves Vestas best; or
- appoint a third party proxy.

The brochure "Become an active Vestas shareholder" outlines the possibilities to become an active Vestas shareholder. The brochure is a part of Vestas' investor kit and is available at vestas.com/investor/shareholder.

Moreover, in 2010 a new information page was established at the company web site. The new page contains all information about the general meeting, and according to the new rules in force also a Q&A feature was added allowing shareholders to ask questions before the general meeting.

1.3.2. The Committee recommends that the central governing body resolves or submits to the general meeting the question whether the general meeting shall be conducted by physical attendance or as a partly or entirely electronic general meeting.

The Board of Directors resolved at the board meeting held in November 2009 that the general meetings in 2010 were going to be conducted by physical attendance.

Shareholders entitled to vote but unable to attend could before the general meeting vote either at Vestas' InvestorPortal by filling in an instruction proxy form or by granting authorisation to the Board of Directors or a third party.

1.3.3. The Committee recommends that proxies given to the supreme governing body allow shareholders to consider each individual item on the agenda.

Both at the extraordinary general meeting and at the annual general meeting in 2010, it was possible for the shareholders by using the proxy to decide on each individual item on the agenda and in this way exercise their influence at general meetings.

The rules governing general meetings are set out in Vestas' articles of association is available at vestas.com/investor/corporategovernance.

1.3.4. The Committee recommends that all members of the supreme governing body and the executive management be present at the general meeting.

It is the Board of Directors' aim that all members of the Board of Directors and the Executive Management attend the company's general meetings, and meetings are therefore planned two years ahead.

1.4. Takeover bids

1.4.1. The Committee recommends that the central governing body, from the moment it obtains knowledge that a takeover bid will be submitted, does not, without the acceptance of the general meeting, attempt to counter the takeover bid by making decisions which in reality prevent the shareholders from deciding on the takeover bid.

In the event of a takeover bid, the Board of Directors will not without the acceptance of the general meeting attempt to counter such takeover bid by making decisions that in reality prevent the shareholders from deciding on the takeover bid, ref. the board's rules of procedure.

1.4.2. The Committee recommends that the central governing body gives the shareholders the opportunity to decide whether or not they wish to dispose of their shares in the company under the terms offered.

As a company listed on the stock exchange, Vestas will be under an obligation to give the shareholders the opportunity to decide whether or not they wish to dispose of their Vestas shares on the terms offered.

2. The role of stakeholders and their importance to the company and the company's corporate social responsibility

In order to ensure that the company is always capable of adapting to the changing demands and thereby stays competitive and deliver value-adding performance, it is essential for the company to have - apart from the dialogue with its shareholders - good relations to its other stakeholders.

The company's management should operate and develop the company with due consideration of its stakeholders and to a reasonable extent engage in an active dialogue with its stakeholders to develop and strengthen the company. Such dialogue may for instance take place at investor meetings.

Recommendation	Vestas' comments
2.1. The company's policy in relation to its stakeholders	
2.1.1. The Committee recommends that the central governing body identifies the company's key stakeholders and their main interests in relation to the company.	Vestas' relations to its stakeholders – present and potential shareholders, business partners, employees and society– are based on the company's business model, vision, mission and objectives. Vestas seeks to develop and maintain good relations to its stakeholders as such relations are found to impact significantly and positively on the company's development. Once a year when the document "Vestas' relations with the Group's stakeholders" is being updated, the company identifies the company's most important stakeholders and their most significant interests in relation to the company, ref. rules of procedure of the Board of Directors.
2.1.2. The Committee recommends that the central governing body adopts a policy on the company's relationship with its stakeholders, including the investors, and ensure that the interests of the stakeholders are respected in accordance with the company's policy on such issues.	Vestas' Board of Directors has adopted a policy regarding the company's relationship with its stakeholders, ref. rules of procedure of the Board of Directors. The last update of the policy was carried out in connection with the board meeting in August 2010. Moreover, Vestas has adopted a Code of Conduct which is a set of rules for ethic behaviour laying down standards

in various areas to be used by all Vestas' employees in order to maintain Vestas' reputation as a company with a high integrity and credibility. Both documents are available at vestas.com/investor/corporategovernance/statutoryreport.

The Board of Directors monitors the Executive Management's management of the company and thereby ensures that the interests and roles of the stakeholders are respected, ref. rules of procedure of the Board of Directors.

The Board of Directors receives a monthly report from the company outlining the meetings, activities, exhibitions etc. in which the company has participated. The report also contains an analysis of the trading in the Vestas share.

In addition, the Board of Directors receives annual reports with customer and employee satisfaction surveys, ref. rules of procedure of the Board of Directors.

2.2. Corporate social responsibility

2.2.1. The Committee recommends that the central governing body adopts a policy on corporate social responsibility..

The actions of a company, influence the society in which it operates. A company is responsible – under law and in the public opinion – for the impact that the company's activities may have on nature and the local and global society.

Vestas is an international company that endeavours to act as a responsible socially-minded company on a global scale. It is therefore Vestas' aim to carry on its activities in such manner that is least detrimental to the environment. This is what Vestas calls "As green as it gets".

Policies concerning corporate social responsibility are incorporated in Vestas' Code of Conduct. Further information is available at vestas.com.

At least once a year, Vestas' Board of Directors reviews the company's policies regarding corporate social responsibility, ref. rules of procedure of the Board of Directors.

3. Openness and transparency

Shareholders, including potential shareholders, and other stakeholders have different needs for information about the company. Their understanding of and relation to the company depend among other things on the scope and quality of information provided by the company.

Openness and transparency are essential conditions in order to ensure that the company's shareholders and other stakeholders currently are able to evaluate and relate to the company and its future.

Openness and mutual respect are prerequisites for a fruitful interaction between the company and its stakeholders.

A carefully planned and updated communications strategy is a tool for the company to ensure timely delivery of reliable, accurate and updated internal and external information of high quality and to meet the disclosure requirements in force from time to time.

Recommendation	Vestas' comments
3.1. Disclosure of information to the market	
3.1.1. The Committee recommends that the central governing body adopts a communication strategy.	Once a year the Board of Directors reviews and updates, if needed, the company's communication strategy, ref. rules of procedure of the Board of Directors. The communication strategy was last considered at the board meeting held in October 2010. The communication strategy is available at vestas.com/investor/share.
3.1.2. The Committee recommends that information from the company to the market be published in both Danish and English.	Vestas' company announcements are published in Danish and in English and distributed by NASDAQ OMX Copenhagen's GlobeNewswire and published at vestas.com/investor and vestas.com/investor.

3.1.3. The Committee recommends that the company publishes quarterly reports.

Vestas publishes accounts four times a year – one annual report and three quarterly interim reports, ref. rules of procedure of the Board of Directors.

Financial reports published in 2010 are available at vestas.com/investor/financialreports. The publication dates for coming financial reports appear in the financial calendar at vestas.com/investor/calendars.

4. The tasks and responsibilities of the supreme and the central governing bodies

The supreme governing body is responsible for safeguarding the interest of the shareholders with care and due consideration for the other stakeholders.

The most important tasks of the supreme governing body include appointing a qualified executive management, establishing its tasks, terms of employment and distribution of work and preparing clear guidelines for accountability, planning and follow-up and management. The supreme governing body is responsible for supervising the executive management and preparing guidelines for how to exercise this supervision.

The supreme governing body is responsible for ensuring the continued development and retention or dismissal of the members of the executive management as well as ensuring that the remuneration of the members of the executive management reflects the longterm value creation in the company achieved by the executive management.

Both the supreme governing body and the central governing body shall ensure that the company's capital resources always are sound.

The central governing body is in charge of the overall and strategic management of the company. The central governing body must define the company's strategic goals and make sure that the necessary conditions for achieving such goals are present in the form of financial as well as competence resources and is responsible for the proper organisation of the company's activities.

It is essential that the central governing body takes steps to ensure ongoing development of and follow-up on the company's strategic goals and determine whether the conditions for achieving these goals are present.

Recommendation	Vestas' comments
4.1. Overall tasks and responsibilities	
4.1.1. The Committee recommends that the central governing body determines the company's overall strategy at least once every year with a view to sustaining value creation in the company.	Once a year, the Board of Directors arranges a strategy seminar with participation of the members of the Vestas Government to discuss the strategies and future visions of the Group, ref. rules of procedure of the Board of Directors.
4.1.2. The Committee recommends that the supreme governing body at least once every year discusses and ensures that the necessary qualifications and financial resources are in place in order for the company to achieve its strategic goals.	At least once a year, the Board of Directors discusses and reviews the company's qualifications in order to ensure that the right management is in place to achieve the company's strategy.

Furthermore, once a year the Board of Directors reviews and approves the annual budget that includes, among other things, information on liquidity, financing, and cash flow.

In 2010, these issues were discussed at the board meeting held in the month of October, ref. rules of procedure of the Board of Directors.

4.1.3. The Committee recommends that the supreme governing body at least once every year defines its most important tasks related to the financial and managerial control of the company, including how to supervise the work of the executive management.

At the board meeting held in March of 2010 where the Board of Directors reviewed its rules of procedure, the board defined its most important tasks and made an assessment of how to supervise the work of the Executive Management, ref. rules of procedure of the Board og Directors.

4.2. Rules of procedure

4.2.1. The Committee recommends that the supreme governing body reviews its rules of procedure annually to ensure that they are adequate and always match the activities and needs of the company.

The Board of Directors reviews its rules of procedure once a year in order to ensure that the rules constitute an efficient and operational tool for the Board of Directors in its work, ref. rules of procedure of the Board of Directors.

The rules of procedure were last updated in connection with the board meeting in November 2010.

The rules of procedure is available at vestas.com/corporategovernance/theboardofdirectors.

4.2.2. The Committee recommends that the supreme governing body annually reviews and approves procedures for the executive management, including establishes requirements for the executive management's timely, accurate and adequate reporting to the supreme governing body and for any other communication between the two governing bodies.

Once a year, the Board of Directors reviews and approves the rules of procedure of the Executive Management at the board meeting held in connection with the annual general meeting, ref. rules of procedure of the Board of Directors.

The rules of procedure lay down, among other things, procedures governing the Executive Management's reporting to the Board of Directors and for the mutual dialogue in general. This is a way to ensure that the Board of Directors continuously receives the information about the company's business needed by the board. However, in all events the

Executive Management is to ensure that all significant information is passed on to the Board of Directors, irrespective of whether the Board of Directors may have expressly requested such information.

The rules of procedure is available at vestas.com/corporategovernance/executivemanagement.

4.3. The chairman and deputy chairman of the supreme governing body

4.3.1. The Committee recommends that a deputy chairman of the supreme governing body be appointed, who must be able to act in the chairman's absence and also act as an effective sounding board for the chairman.

As provided in article 8(2) of Vestas' articles of association, the Board of Directors may decide to elect a vice-chairman. Vestas' Board of Directors has elected a vice-chairman.

In the Chairman's absence, the Vice-Chairman acts on behalf of the Chairman, ref. the document "Duties and responsibilities of the Chairman of the Board of Directors.

The document is available at vestas.com/corporategovernance/theboardofdirectors.

4.3.2. The Committee recommends the preparation of a scope of work and task list specifying the tasks, duties and responsibilities of the chairman and deputy chairman.

The tasks and duties of the Chairman and the Vice-Chairman are described in the document "Duties and responsibilities of the Chairman of the Board of Directors". The document is updated once a year in connection with the update of the rules of procedure of the Board of Directors.

4.3.3. The Committee recommends that the chairman of the supreme governing body organises, convenes and chairs meetings to ensure efficiency in the body's work and to create the best possible working conditions for the members, individually and collectively.

The Board of Directors schedules its meetings for two years at a time. The chairman of the Board of Directors must ensure that meetings are scheduled at such frequency that the Board of Directors at any time can act as an active sparring partner to the Executive Management and react fast and efficiently.

In connection with the distribution of the tasks and duties of the Board of Directors and the continuous dialogue during board meetings, the Chairman endeavours to ensure that the particular knowledge and qualifications of each board member be applied in the best manner possible to the benefit of the company, ref. rules of procedure of the Board of Directors.

4.3.4. The Committee recommends that if the board of directors in exceptional cases asks its chairman to perform special tasks for the company, including briefly participate in the day-to-day management, a board resolution to that effect should be passed and precautions taken to ensure that the board of directors will maintain responsibility for the overall management and control function. A reasonable distribution of duties must be ensured between the chairman, the deputy chairman, the other members of the board of directors and the executive management. Information about agreements on the chairman's participation in the day-to-day management and the expected duration hereof must be disclosed in a company announcement.

The Chairman may not perform duties for the company that are not an inherent part of the office as Chairman with the exception of isolated tasks that the Chairman is requested to perform by and on behalf of the Board of Directors, ref. rules of procedure of the Board of Directors.

The Chairman of the Board of Directors has not performed such isolated tasks in 2010.

If it is decided by the Board of Directors that the Chairman must participate in the day-to-day management, this decision will be disclosed in a company announcement.

5. Composition and organisation of the supreme governing body

In companies where the board of directors is the supreme governing body, the board of directors should be composed in such a way as to allow it to perform its managerial duties, including the overall and strategic tasks.

It is essential that the supreme governing body of a company is composed so as to ensure efficient performance of its control duties and, at the same time, establish a constructive and qualified dialogue with the executive management. It is equally important that all members of the supreme governing body always act independently of any special interests.

The supreme governing body should continuously assess to what extent its composition and the competences of its members, individually and collectively, reflect the demands posed by the company's situation and circumstances. Diversity may improve the quality of the work in the supreme governing body. In order to increase value creation, the supreme governing body should carry out an evaluation of its members every year and ensure integration of new talent while maintaining continuity.

Recommendation	**Vestas' comments**
5.1. Composition	
5.1.1. The Committee recommends that the supreme governing body annually specifies the competences it must have to best perform its tasks and that the specification be posted on the website. Proposals for the nomination/ replacement of members of the supreme governing body to be submitted to the general meeting should be prepared in the light hereof.	In the light of the tasks facing the Board of Directors, the board will assess on a current basis the competences required to fulfil its duties. The description of competences is updated once a year in connection with an update of the rules of procedure of the Board of Directors in November 2010 at the latest. The description of competences is available at vestas.com/investor/corporate-governance/theboardofdirectors.
5.1.2. The Committee recommends that the supreme governing body ensures a formal, thorough and transparent process for selection and nomination of candidates to the supreme governing body. When assessing its composition and nominating new candidates, the supreme governing body must take into consideration the need for integration of new talent and the need for diversity in relation to international experience, gender and age, etc.	For the identification and assessment of profiles and qualifications specifically needed in order to supplement the expertise reflected in the general composition of the Board of Directors, the Board of Directors uses external assistance. When nominating new candidates, the criteria used are for instance gender and age, however, the other recruitment criteria will never be compromised.

5.1.3. The Committee recommends that a description of the nominated candidates' qualifications, including information about other executive functions, e.g. memberships of executive managements, boards of directors and supervisory boards, including board committees, held by the candidates in both Danish and foreign companies as well as information on demanding organisational tasks should accompany the notice convening the general meeting when election of members to the supreme governing body is on the agenda.

The notice convening Vestas' annual general meeting 2010 where election of the board members was on the agenda, a detailed description was prepared of each individual candidate, including information on age, position, education, former employment, other offices held in Danish and foreign companies and organisations, positions of trust and indication of independence, ref. rules of procedure of the Board og Directors.

The description is available at vestas.com/investor/corporategovernance/generalmeeting.

5.1.4. The Committee recommends that every year, the annual report contains an account of the composition of the supreme governing body, including its diversity, and of any special competences possessed by the individual members.

A description of the composition of the Board of Directors and a profile of each individual board member is available in the 2010 annual report and at vestas.com/investor/corporategovernance/theboardofdirectors.

5.2. Training and introduction for members of the supreme governing body

5.2.1. The Committee recommends that new members joining the supreme governing body be given an introduction to the company.

The Chairman of the Board of Directors shall ensure that board members upon their appointment receive a briefing on the company and in consultation with each individual member, the Chairman will decide if the person in question should be offered relevant supplementary instruction, ref. the rules of procedure of the Board of Directors.

No new members were appointed to the Board of Directors in 2010.

5.2.2. The Committee recommends that the supreme governing body annually assesses whether the competences and expertise of its members need to be updated.

The Board of Directors assesses annually whether the competences and expertise of its members need to be updated; ref. the document "Duties and responsibilities of the Chairman of the Board of Directors". In 2010, this assessment took place at the board meeting in October where the work and cooperation of the board was evaluated.

It is the responsibility of each board member to actively acquaint himself/herself with and currently keep himself/herself informed of the company's affairs and relevant trade issues, ref. the rules of procedure of the Board of Directors.

5.3. Number of members of the supreme governing body

5.3.1. The Committee recommends that the supreme governing body has only so many members as to allow a constructive debate and an effective decision-making process enabling all members to play an active role.

According to the company's articles of association, the Board of Directors consists of three to eight members elected for one year at a time as well as any board members elected by the employees for a period of four years at a time. Board members are eligible for re-election, ref. the rules of procedure of the Board of Directors.

The Board of Directors ensures that the number of board members is sufficient to represent the necessary width of professional competences and to facilitate a practical distribution of responsibilities among the members. At the same time, the board should not consist of such number of members that will impede an efficient and swift decision-making process, ref. the document "Duties and responsibilities of the Chairman of the Board of Directors".

5.3.2. The Committee recommends that in connection with the preparation for each year's general meeting, the supreme governing body considers whether the number of members is appropriate in relation to the requirements of the company.

The Board of Directors currently consists of eight external members with broad international experience within corporate management as well as four employee representatives.

In the light of the tasks with which the board is faced, the board found in connection with the nomination of candidates at the 2010 General Meeting that the number of board members was suitable.

5.4. The independence of the supreme governing body

5.4.1. In order for the members of the supreme governing body to act independently of special interests, the Committee recommends that at least half of the members elected by the general meeting be independent persons.

The independent supreme governing body member may not:

- be, or have been within the last five years, a member of the executive management/managerial staff of the company or an associated company;

According to the definition in the recommendation of "an independent person", half the board members elected in General Meeting in 2010 can be considered "independent".

Three members do not meet the age criteria, and Jørn Ankær Thomsen is a partner in one of the law firms that advises the company.

- have received significant additional remuneration from the company/ group or an associated company apart from a fee for its services in the capacity as a member of the supreme governing body;
- represent the interests of a controlling shareholder;
- within the last year, have had a material business relationship (e.g. personally or indirectly as a partner or an employee, shareholder, customer, supplier or member of a governing body of companies with similar relations) with the company or an associated company;
- be, or have been within the last three years, an employee or partner of the external audit firm;
- hold cross-memberships of governing bodies;
- have been a member of the supreme governing body for more than 12 years; or
- have close family ties with persons that are not regarded as independent persons.

5.4.2. The Committee recommends that at least once every year, the supreme governing body lists the names of the members who are regarded as independent persons and also discloses whether new candidates for the supreme governing body are considered independent persons.

It is stated in the 2010 annual report and at vestas.com/investor/corporategovernance/theboardofdirectors which of the board members are considered independent according to the Committee on Corporate Governance's definition of independence.

5.5. Members of the supreme governing body elected by the employees

5.5.1. The Committee recommends that the individual company explains, in the company's annual report or on its website, the system of employee-elected board members and the company's use hereof in companies where the employees have chosen to apply the provisions of the Companies Act on employee representation.

The Danish system of employee-elected board members is explained at vestas.com/investor/corporategovernance.

The present representatives were elected in 2008 and their election period expires in 2012.

5.6. Meeting frequency

5.6.1. The Committee recommends that the supreme governing body meets at regular intervals according to a predetermined meeting and work schedule or when meetings are deemed necessary or appropriate as required by the company and that the number of meetings held be disclosed in the annual report.

The Board of Directors plans board meetings for two years at a time.

The Board of Directors holds at least five ordinary meetings a year as scheduled in an advance meeting and work plan and whenever deemed necessary or requisite considering the company's needs, ref. the rules of procedure of the Board of Directors.

In 2010 the Board of Directors held ten meetings as well as a two-day strategy seminar, ref. the annual report 2010.

5.7. Expected time commitment and the number of other executive functions

5.7.1. The Committee recommends that each member of the supreme governing body assesses the expected time commitment for each function in order that the member does not take on more functions than he/she can manage in a satisfactory way for the company.

Vestas holds the view that each board member is capable of assessing in a satisfactory manner the member's time commitment for executive functions and number of directorships in order not to impact adversely on the quality of the work performed for Vestas' Board of Directors.

5.7.2. The Committee recommends that the annual report contains the following information about the members of the supreme governing body:

- the member's occupation;
- the member's other executive functions, e.g. memberships of executive managements, boards of directors and supervisory boards, including board committees, in Danish and foreign companies as well as demanding organisational tasks; and
- the number of shares, options, warrants, etc. that the member holds in the company and its consolidated companies and any changes in such holdings during the financial year.

Vestas' annual report 2010 contains detailed information on all members of the Board of Directors, i.e. their age, position, other executive functions in Danish and foreign companies and organisations, the number of shares as well as a statement to the effect that no options or warrants are allocated to the Board of Directors.

5.8. Retirement age

5.8.1. The Committee recommends that the company's articles of association fix a retirement age for members of the supreme governing body and that the annual report contain information on such retirement age as well as the age of each member of the board of directors.

Vestas' articles of association do not state a retirement age for board members. When nominating candidates, the Board of Directors will follow the relevant applicable statutory provisions.

The Board of Directors is of the opinion that age is not a qualification per se but should be a part of the overall assessment of a member's qualifications.

According to the rules of procedure of the Board of Directors, board members elected in general meeting are not eligible for re-election after their 70th birthday.

The profile of each board member is available at vestas.com/investor/corporategovernance/theboardofdirectors and in the company's annual report.

5.9. Election period

5.9.1. The Committee recommends that members of the supreme governing body elected by the general meeting be up for re-election every year at the annual general meeting.

Board members elected by the General Meeting are up for election every year at the company's annual general meeting, ref. Vestas' articles of association, article 8(1).

In 2010 all members elected by the general meeting were re-elected.

5.9.2. The Committee recommends that the annual report states when the individual member of the supreme governing body joined the body, whether the member was re-elected and when the current election period expires.

The annual report 2010 contains information on the year of appointment of each member, whether the member has been re-elected and the expiry of the current election period.

The profile of each board member is also available at vestas.com/investor/corporategovernance/theboardofdirectors.

5.10. Board committees

5.10.1. The Committee recommends that the company publishes the following information in the management commentary in its annual report or on the company's website:

- the terms of reference for the board committees;
- important activities of the committees during the year and the number of meetings held by each committee; and
- the names of the members of each committee, including the chairmen of the committees, as well as information on which members are independent members and which members have special qualifications.

Vestas' annual report contains the following information about the company's board committees:

- composition,
- function,
- responsibilities,
- work methods and
- number of meetings.

This information is also available at vestas.com/investor/corporategovernance/boardcommittees.

The purpose of Vestas' board committees is to prepare decisions and recommendations for consideration and approval by the entire Board of Directors. The committees are not authorised to make independent decisions but report to and make recommendations to the combined Board of Directors. Against this background and keeping in mind that publication of the committees' activities in certain instances may be detrimental to the company, the Board of Directors has decided not to publish the committees' most significant activities.

According to Danish legislation the company is obliged to establish an audit committee, therefore the Board has decided to publish the committee's charter at the company's website.

The terms of reference of the other committees are not published as the terms of these committees may be regarded as internal documents. Therefore, publication of these documents serves no purpose/creates no value.

5.10.2. The Committee recommends that a majority of the members of a board committee be independent members.

When appointing members to the individual board committees, the Board of Directors finds it of the utmost importance to consider the competences of each member and to ensure that these competences are put to the best possible use for the company and in this context attaches less importance to the independence of each member.

According to the definition of the term independence given by the Committee on

Corporate Governance, three out of the board's four committees do not live up to the recommendation – the Technology Committee, the Nomination & Compensation Committee and the Manufacturing & Excellence Committee.

5.10.3. The Committee recommends that the supreme governing body establishes an actual audit committee.

According to applicable Danish law and the rules of procedure of the Board of Directors, Vestas has established an audit committee.

A description of the committee's composition, responsibilities and work methods is contained in the annual report 2010 and is available at vestas.com/investor/corporategovernance/boardcommittees.

5.10.4. The Committee recommends that the following be taken into account in composing the audit committee:

- the chairman of the supreme governing body should not be chairman of the audit committee; and
- between them, the members should possess such an amount of expertise and experience as to provide an updated insight into and experience in the financial, accounting and audit conditions of companies whose shares are admitted to trading on a regulated market.

In March 2010, three board members were elected members of the Audit Committee and in June 2010, the Board of Directors decided to change the composition of the committee.

The profile of each board member is available at vestas.com/investor/corporategovernance/boardcommitttees.

5.10.5. The Committee recommends that, prior to the approval of the annual report and other financial reports, the audit committee monitors and reports to the supreme governing body about:

- significant accounting policies;
- significant accounting estimates;
- related party transactions; and
- uncertainties and risks, including in relation to the outlook.

In connection with the preparation of the company's four financial reports in 2010, the Audit Committee reviewed the accounts and reported to the Board of Directors, ref. the charter of the Audit Committee.

5.10.6. The Committee recommends that the audit committee:

- annually considers whether there is a need for an internal audit function; and if so,

The Audit Committee assesses once a year the need for an internal audit function, ref. the charter of the Audit Committee. In the 2010 financial year, the Committee has found that it was not necessary to establish an internal audit

- formulates recommendations on selecting, appointing and removing the head of the internal audit function and on the budget of the internal audit function; and
- monitors the executive management's follow-up on the conclusions and recommendations of the internal audit function.

function because a number of the tasks that would normally be undertaken by internal audit are handled by an internal compliance department, which is part of Group Finance & Operations and reports directly to the Audit Committee ref. the annual report 2010.

5.10.7. The Committee recommends that the supreme governing body establishes a nomination committee with at least the following preparatory tasks:

- describe the qualifications required in the two governing bodies and for a given position, state the expected time commitment for a position and evaluate the balance of competences, knowledge and experience available in the two governing bodies;
- annually evaluate the structure, size, composition and performance of the governing bodies and make recommendations to the supreme governing body with regard to any changes;
- annually evaluate the competences, knowledge and experience of the individual members of the governing bodies and report such details to the supreme governing body;
- consider proposals submitted by relevant persons, including shareholders and members of the governing bodies, for candidates for executive positions; and
- identify and recommend to the supreme governing body candidates for the governing bodies.

Vestas' Nomination & Compensation Committee has the responsibilities of the nomination committee and the remuneration committee. In the opinion of the Board of Directors, this committee has the necessary competences to undertake both tasks.

A description of the committee's composition, responsibilities and work methods is available in the annual report 2010 and at vestas.com/investor/corporategovernance/boardcommittees.

5.10.8. The Committee recommends that the supreme governing body establishes a remuneration committee with at least the following preparatory tasks:

- make proposals, for the approval of the supreme governing body prior to approval at the general meeting, on the remuneration policy, including the overall principles of incentive pay schemes, for members of the supreme governing body and the executive management;

Vestas' remuneration committee is called "Nomination & Compensation Committee" and undertakes the responsibilities of both the nomination committee and the remuneration committee.

A description of the committee's composition, responsibilities and work methods is available in the annual report 2010 and at vestas.com/investor/corporategovernance/boardcommittees.

- make proposals to the supreme governing body on remuneration for members of the supreme governing body and the executive management and ensure that the remuneration is consistent with the company's remuneration policy and the evaluation of the performance of the persons concerned. The committee should have information about the total amount of remuneration that members of the supreme governing body and the executive management receive from other companies in the group; and
- oversee that the information in the annual report on the remuneration of the supreme governing body and the executive management is correct, true and sufficient.

5.10.9. The Committee recommends that the remuneration committee does not consult with the same external advisers as the executive management of the company.

The company's advisers are top professional advisers capable of handling this situation. Otherwise, they would not have been appointed as advisers to the company and the Board of Directors.

5.11. Evaluation of the performance of the supreme governing body and the executive management

5.11.1. The Committee recommends that the supreme governing body undertakes an annual evaluation of the performance and achievements of the supreme governing body and of the individual members of the body.

In accordance with the rules of procedure of the Board of Directors and the document "Duties and responsibilities of the Chairman of the Board of Directors", the Board of Directors evaluates continuously its work.

Once a year, at the board meeting at which the interim report for the third quarter is presented for approval, the board evaluates in an open dialogue the work methods and results of the board's work and the efforts of each participant.

5.11.2. The Committee recommends that the chairman be in charge of the evaluation of the supreme governing body, that the outcome be discussed in the supreme governing body and that the details of the procedure of self-evaluation and the outcome be disclosed in the annual report.

The evaluation of the Board of Directors is led by the Chairman and is effected by way of discussions by the entire Board of Directors, usually at the board meeting held in connection with the approval of the interim report for the third quarter, ref. the document "Duties and responsibilities of the Chairman of the Board of Directors".

In 2010, the result was discussed by the entire Board of Directors at the meeting held in October.

The annual report 2010 contains a description of the self-evaluation, however, the result will not be published due to the fact that if a director is found not to fill in his role as member, the person will not be proposed for re-election.

5.11.3. The Committee recommends that the supreme governing body at least once every year evaluates the work and performance of the executive management in accordance with pre-defined criteria.

The Board of Directors evaluates once a year the work and performance of the Executive Management. This evaluation is effected in a dialogue between the President and CEO and the Chairman of the Board of Directors, and the result of the evaluation will subsequently be presented to the entire Board of Directors, ref. the board's rules of procedure and the document "Duties and responsibilities of the Chairman of the Board of Directors".

The evaluation is based on the following criteria:

- the Group's general development;
- the Group's reputation and position;
- implementation of the Group's strategy;
- the Group's financial targets;
- the customer satisfaction survey; and
- the employee satisfaction survey.

5.11.4. The Committee recommends that the executive management and the supreme governing body establishes a procedure according to which their cooperation is evaluated annually through a formalised dialogue between the chairman of the supreme governing body and the chief executive officer and that the outcome of the evaluation be presented to the supreme governing body.

Once a year, the Board of Directors and the Executive Management evaluate their cooperation in an open dialogue at the board meeting at which the interim report for the third quarter is presented for approval, ref. the document "Duties and responsibilities of the Chairman of the Board of Directors".

The evaluation is undertaken by the Chairman.

The Board of Directors and the Executive Management find that the current evaluation procedure is satisfactory and that therefore it is unnecessary to formalise this dialogue.

6. Remuneration of members of the governing bodies

It is essential that there is openness and transparency about all important issues regarding the principles for and amounts of the total remuneration package offered to the members of the governing bodies. The principles governing remuneration must support a long-term creation of value to the company.

Competitive remuneration is a prerequisite for attracting and retaining competent members of the company's board of directors and executive management. The total remuneration package, i.e. the fixed and the variable components as well as other remuneration components should be at a reasonable level and reflect the members' independent efforts, responsibilities and creation of value to the company. The variable component of the remuneration should be based on realised results over a period with a view to longterm value creation.

Recommendation	Vestas' comments
6.1. Content and form of the remuneration policy	
6.1.1. The Committee recommends that the supreme governing body adopts a remuneration policy applicable to the supreme governing body and the executive management.	Vestas has established a formal remuneration policy that is available at vestas.com/investor/corporategovernance/remunerationandreward. In 2010, this policy was reviewed and updated at the board meeting held in April, ref. the rules of procedure of the Board of Directors.
6.1.2. The Committee recommends that the remuneration policy and any changes to the policy be approved by the general meeting of the company.	The current remuneration policy for the Board of Directors and the Executive Management has not been discussed on the General Meeting in 2010, however, it will be presented for approval at the general meeting in 2011.
6.1.3. The Committee recommends that the remuneration policy includes a thorough description of the components of the remuneration for members of the supreme governing body and the executive management.	Vestas' remuneration policy governing the Board of Directors and the Executive Management contains an overview of the fixed and variable salary, pension schemes, severance schemes and other benefits. As regards remuneration incentive schemes, please see the overall guidelines for remuneration incentive schemes available at vestas.com/investor/corporategovernance/remunerationandreward.

6.1.4. The Committee recommends that the remuneration policy includes:

- the reasons for choosing the individual components of remuneration; and
- a description of the criteria on which the balance between the individual components of the remuneration is based.

The Board of Directors

Members of the Board of Directors receive only emoluments and committee fees. It is the company's aim to ensure that remuneration is at the same level as in comparable companies.

The Executive Management

It is the opinion of the Board of Directors that a combination of a fixed and performance-based salary for the Executive Management will ensure that the company can attract and retain key employees, and that the Executive Management through partially incentive-based remuneration is encouraged to create value to the advantage of the shareholders.

Fixed salary:
It is the company's aim to ensure that the level of remuneration for the Executive Management corresponds to that of comparable companies.

In 2010 a total fixed salary of EUR 1.5m was paid to the Executive Management, ref. the annual report 2010.

Bonus:
Bonus is based on the annual results.

The Executive Management participates in a bonus programme that cannot exceed 95 per cent of the fixed salary, and that is triggered when reaching a balanced target of 130 per cent.

The bonus scheme for the financial year 2010 is based on reaching the targets set for a number of parameters, including EBIT, net working capital, revenue and customer loyalty. Bonus is paid annually after the adoption of the annual report for the financial year in question.

In 2010 a total bonus payment of EUR 0.7m was paid to the Executive Management, ref. the annual report 2010.

Share options:
The aim of the share options is to retain members of the Executive Management and maintain the long-term creation of value to the shareholders.

The options are granted in order to safeguard the creation of value and to achieve the company's long-term objectives.

The option scheme is share-based. Options will be allocated annually in connection with the consideration by the Board of Directors of the company's annual report and will be dependent upon continued employment.

For each individual year, the options allotted cannot exceed a present value corresponding at the time of allotment to 115 per cent of the individual member's gross salary. The present value upon allotment is calculated according to the Black & Scholes method.

As at 31 December 2010, two members of the Executive Management held a total of 246,815 outstanding options of which 70,317 are exercisable in the period 2010-2012; 51,380 are exercisable in the period 2012-2014; and 49,783 exercisable in the period 2014-2016.

In 2010, a total allotment of 49,783 options was made to the Executive Management, ref. the annual report 2010.

Further information can be found in the remuneration policy that is available at vestas.com/investor/corporategovernance/remunerationandreward.

6.1.5. The Committee recommends that, if the remuneration policy includes variable components,

- limits be set on the variable components of the total remuneration package;
- a reasonable and balanced linkage be ensured between remuneration for governing body members, expected risks and the value creation for shareholders in the short and long term;
- there be clarity about performance criteria and measurability for award of variable components; and
- there be criteria ensuring that vesting periods for variable components of remuneration agreements are longer than one calendar year.

Vestas offers leaders remuneration that includes both variable and fixed components.

The company wants the remuneration to reflect a balanced focus on short and long-term results. Therefore, Vestas offers both an annual bonus and a share option scheme.

Vestas' annual bonus is based on clear and distinct targets. These targets are distributed through both general management communication and through individually targeted communication.

For all staff groups the bonus program has defined upper limits for payment.

Vestas will with the multi-annual stock option program ensure a direct linkage between top management's remuneration and investors' assessment of expectations for long-term value creation. For that reason there is no associated upper limit to the management's proceeds from the scheme.

Further information on the variable components of the remuneration policy can be found in the remuneration policy and the overall guidelines governing incentive schemes that are available at vestas.com/investor/corporategovernance/remunerationandreward.

6.1.6. The Committee recommends that remuneration of members of the supreme governing body does not include share or warrant programmes.

Members of the Board of Directors receive a fixed annual cash remuneration that is approved every year by the General Meeting. Members of the Board of Directors receive no incentive remuneration, ref. the remuneration policy.

6.1.7. The Committee recommends that if members of the executive management receive share-based remuneration, such programmes be established as roll-over programmes, i.e. the options are granted periodically and should not be exercisable earlier than three years from the date of grant. An explanation of the relation between the redemption price and the market price at the time of grant should be provided.

Options may be granted to members of the Executive Management.

The options are not exercisable until at least three years from the date of grant and will normally lapse if they remain unexercised at least five years after the date of grant.

The exercise price for the options is fixed at the beginning of the financial year where the Nomination & Compensation Committee also determines the scope of the programme.

The exercise price cannot at this time be lower than the price quoted by the stock exchange for the company's shares. The exercise price of the share options is adjusted for dividends paid.

A total of 49,783 options were issued to the Executive Management in 2010. The exercise price was set at DKK 380.50, and the period of exercise is 2014-2016.

6.1.8. The Committee recommends that, in exceptional cases, companies should be able to reclaim in full or in part variable components of remuneration that were paid on the basis of data, which proved to be manifestly misstated.

If it is found after the grant of variable components to members of the Executive Management that these were paid erroneously, the company may in specific circumstances reclaim in full or in part variable components, ref. the remuneration policy.

6.1.9. The Committee recommends that termination payments should not amount to more than two years' annual remuneration.

There is no agreed termination payment/compensation for voluntary or non-voluntary termination.

6.2. Disclosure of the remuneration policy

6.2.1. The Committee recommends that the remuneration policy be clear and easily understandable and that it be disclosed in the annual report and posted on the company's website.

Vestas has established a formal remuneration policy that is available at vestas.com/investor/corporategovernance.

The contents of the policy is described in the annual report 2010.

6.2.2. The Committee recommends that the company's remuneration policy and compliance with this policy be explained and justified in the chairman's statement at the company's general meeting.

At the Annual General Meeting in 2010, the Chairman made in his report an overall reference to the remuneration policy in connection with the presentation of the Board of Directors' remuneration for approval.

6.2.3. The Committee recommends that the total remuneration granted to each member of the supreme governing body and the executive management by the company and other consolidated companies be disclosed in the (consolidated) financial statements and that the linkage with the remuneration policy be explained.

The annual report contains information on the base remuneration paid to members of the Board of Directors and of the committees.

The Board of Directors finds that the information stated in the annual report 2010 concerning remuneration as well as the procedure for approval by the general meeting of remuneration to the Board of Directors constitute a reasonable balance between the need for openness about remuneration to the Board of Directors and the Executive Board and the need to secure confidentiality with regard to the remuneration to the individual members.

6.2.4. The Committee recommends that the details of any defined-benefit schemes offered to members of the su-

Members of the Board of Directors are not covered by Vestas' pension schemes or defined-benefit schemes.

preme governing body or the executive management and the actuarial value of such schemes as well as changes during the year be included as part of the information on the total remuneration.

Members of the Executive Management are not covered by Vestas' employer-funded pension scheme or defined-benefit schemes, ref. the remuneration policy.

6.2.5. The Committee recommends that the most important aspects of retention and severance programmes be disclosed in the company's annual report.

The severance programmes offered to members of the Board of Directors and the Executive Management contain no unusual notice periods, severance payments and pension obligations.

Moreover, members of the Board of Directors will receive no compensation in the event of takeover. In the event of termination resulting from change of ownership of the majority of the company, or in the event of dissolution of the company by merger or division, members of the Executive Management will receive no compensation; however, the notice period is changed from 24 to 36 months.

The most important components of the severance programmes offered to members of the Board of Directors and the Executive Management are disclosed in the annual report 2010.

6.2.6. The Committee recommends that the proposal for remuneration of the supreme governing body for the current financial year be approved by the shareholders at the general meeting.

The Board of Directors receives a fixed cash remuneration, which is approved by the General Meeting each year, ref. article 8(7) of the company's articles of association. It is the company's aim to ensure that remuneration to the Board of Directors corresponds to the level in comparable companies.

At the General Meeting in 2010, the Board of Directors' remuneration was approved retrospectively, i.e. for the 2009 financial year. At the General Meeting in 2011, the Board of Directors' remuneration will be approved for the financial years 2010 and 2011.

In the future the Board of Directors' remuneration will be approved for the current financial year.

The Board of Directors' total remuneration in the 2010 financial year amounted to EUR 1.0m, ref. the 2010 annual report.

7. Financial reporting

Each member of the board of directors and the executive management has a responsibility to ensure that the annual report and other financial reporting are prepared in accordance with the legislation, current standards and any further requirements concerning financial statements set out in the articles of association etc.

Members of the board of directors and the executive management must ensure that the financial reporting is easy to understand and balanced and provide a true and fair view of the company's assets, liabilities, financial position and result as well as cash flow. The management report must provide a true account of the matters with which the report is concerned, including future prospects.

Recommendation	Vestas' comments
7.1. Other relevant information	
7.1.1. The Committee recommends that the annual report and other financial reports be supplemented by additional financial and non-financial information, if deemed necessary or relevant in relation to the information needs of the recipients.	In connection with the disclosure of financial reports, the Board of Directors and the Executive Management decide which additional information it would be relevant to supply. The four annual financial reports contain information of both a financial and non-financial nature.
7.2. The going concern assumption	
7.2.1. The Committee recommends that, upon consideration and approval of the annual report, the supreme governing body decides whether the business is a going concern, including supporting assumptions or qualifications where necessary.	In connection with the consideration and approval by the Board of Directors of the annual report, the Board of Directors will decide whether the business is a going concern, including any special assumptions or qualifications where necessary, ref. the rules of procedure of the Board of Directors.

8. Risk management and internal control

Effective risk management and an effective internal control system contribute to reducing the strategic and business risks, to ensuring compliance with current rules and regulations and to securing the quality of the basis for management decisions and financial reporting. The company's choice of strategy involves inherent risks. It is essential that the risks be identified and communicated, and that the risks are managed in an appropriate manner.

Effective risk management and internal control are a precondition for the supreme governing body and the executive management to perform their duties in the best way possible. Consequently, it is of great importance that the supreme governing body ensures effective risk management and effective internal control systems.

Recommendation	Vestas' comments
8.1. Identification of risks	
8.1.1. The Committee recommends that the central governing body at least once every year identifies the most important business risks associated with the realisation of the company's strategy and overall goals as well as the risks associated with financial reporting.	Vestas is focused on risk management within the critical business procedures, and the identification of risks is an integral part of the preparation of the company's strategy, goals and plans of action, ref. the rules of procedure of the Board of Directors. Risk management is one of the Board of Directors' most important tasks according to the rules of procedure of the Board of Directors. This means identification of the risks facing the company and establishment of the company's risk-taking.
8.1.2. The Committee recommends that the executive management currently reports to the supreme governing body on the development within the most important areas of risk and compliance with adopted policies, frameworks etc. in order to enable the supreme governing body to track the development and make the necessary decisions.	The Board of Directors has approved a risk policy, including an insurance, currency and investment policy anchored in plans of action and business processes. Internal reporting on the most significant risks facing the Group forms part of the information disclosed by Vestas' management. Group Finance & Operations provides support for the entire Group and works to hedge Vestas' risks. For example, a global insurance programme has been set up. In addition to handling insurance policies required by

law, the programme also includes policies deemed necessary from a business perspective.

8.2. Whistleblowing scheme

8.2.1. The Committee recommends that the supreme governing body decides whether to establish a whistleblowing scheme for expedient and confidential notification of possible or suspected wrongdoing.

Vestas has established a whistleblowing scheme, called the EthicsLine, ref. the charter of the Audit Committee.

The purpose of the scheme is to ensure that no information is suppressed or hidden, and it gives the company's employees access to file reports of any misconduct, irregularities or matters that are contrary to Vestas' policies and guidelines.

Such reports can be made anonymously. Employees can call a free helpline or report/ask questions online.

8.3. Openness about risk management

8.3.1. The Committee recommends that the management commentary in the annual report includes information about the company's management of business risks.

Vestas' annual report 2010 contains an independent section on risk management.

9. Audit

Ensuring an independent, competent and thorough audit is an essential element of the work of the supreme governing body.

Recommendation	Vestas' comments
9.1. Contact to auditor	
9.1.1. The Committee recommends that the supreme governing body maintains a regular dialogue and exchange of information with the auditor.	The Board of Directors and Executive Management grant the auditors access to make such investigations, as they may find necessary, and must ensure that the auditor(s) receive the information and the assistance deemed necessary by them to exercise their duties ref. the rules of procedure of the Board of Directors. The Board of Directors maintains a regular dialogue with the auditor, however, it is the responsibility of the Audit Committee to make arrangements for the necessary exchange of information, ref. the charter of the Audit Committee.
9.1.2. The Committee recommends that the auditor agreement and auditors' fee be agreed between the supreme governing body and the auditor on the basis of a recommendation from the audit committee.	The contractual basis and thereby the scope of the auditor's work, including any non-audit related services, is agreed between the company's Board of Directors and the auditors based on a recommendation from the Audit Committee, ref. the charter of the Audit Committee. The Executive Management and the auditor define the specific scope of the auditor's services, and the auditor's fee is agreed with the Board of Directors. In 2010, a fee of EUR 3 million was paid, ref. the annual report 2010.
9.1.3. The Committee recommends that the supreme governing body and the audit committee meet with the auditor at least once every year without the executive management present. This also applies to the internal auditor, if any.	The Audit Committee meets every quarter and the Board of Directors once a year with the auditor where the Executive Management is not present, ref. the charter of the Audit Committee.

9.2. Internal audit

9.2.1. The Committee recommends that the supreme governing body, on the basis of a recommendation from the audit committee, once every year decides whether to establish an internal audit for support and control of the company's internal control and risk management systems and states the reasons for its decision in the annual report.

At least once a year, the Board of Directors will consider based on the Audit Committee's recommendation whether it is necessary to establish an internal audit, ref. the charter of the Audit Committee.

In the 2010 financial year, the Board of Directors has found it unnecessary to establish an internal audit function because a number of the assignments that would normally be undertaken by internal audit are handled by an internal compliance department, which is part of Group Finance & Operations.

Vestas Wind Systems A/S
Alsvej 21 . 8940 Randers SV . Denmark
Tel.: +45 9730 0000 . Fax: +45 9730 0001
vestas@vestas.com . **vestas.com**

VERSION 2 . 02/2011-UK . LEGAL & RISK MANAGEMENT