

Articles of Association for the Siemens Wind Power A/S Staff Association

1

Name and organisation

- 1 The name of the Staff Association is "Personaleforeningen for Siemens Wind Power A/S".
2 The Staff Association comprises all Siemens Wind Power locations in Denmark.
3 The Staff Association is organised around a parent association. These Articles of Association
relate to the parent association, and the activities of the parent association relate solely to any
4 changes to these Articles of Association.
In addition to the parent association, the association comprises a number of divisions. The
5 divisions are financially independent and have their own independent activities, executive
6 committees, membership administration, etc. The divisions may be considered independent
associations and share only these Articles of Association, cf. article 1(3), related to the parent
association.
7 (Deleted)
Each division may decide to have their own rules of procedure for which the individual division
executive committees are then responsible. The rules of procedure define, e.g. the division's
membership fees, executive committee composition requirements, etc. The rules of procedure
must be considered a division-specific supplement to the joint Articles of Association.
Each division may appoint one or more committees to handle a specific type of activities. A
committee operates within the relevant division's rules of procedure and finances.

2

Purpose

- 1 The purpose of the association is to the greatest possible extent to handle and strengthen
social activities at Siemens Wind Power A/S such as sports, hobby activities and trips,
lectures and summer parties.
2 The Staff Association is unpolitical in every aspect and does not support political events or
activities. The Staff Association must not have organisational links to trade unions.
3 Certain events that are not professional or political can be organised in cooperation with other
associations, including trade unions.
4 All activities under the auspices of the association must be in accordance with the "Business
Conduct Guidelines" appended to these Articles of Association.

3

Members

- 1 All employees at Siemens Wind Power A/S can be members of the Staff Association.
2 Employees in other parts of the Siemens Group who regularly visit and work at Siemens Wind
Power A/S are also offered to become members of the association. This also applies to
temporary consultants or substitutes, etc. who work at the enterprise for an extended period of
time.
3 (Deleted)
4 Persons on non-professional leave may remain members of the Staff Association but must
pay membership fee like other members throughout the period.

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- 5 If a member's employment with Siemens Wind Power A/S ends, the membership of the Staff Association ends, simultaneously. During the notice period the membership is still valid, unless the member is released of his/her duties (garden leave) in the position with Siemens Wind Power A/S. A release of duty in the position will result in an immediate end to the membership, which means that the employee cannot participate in Staff Association activities from the time that the release of duty becomes effective. Members who resign from their position for the purpose of early retirement or retirement can continue their membership.
- 6 Withdrawal from membership of the Staff Association is subject to one month's notice for withdrawal at the end of a quarter. Notice of withdrawal must be given in writing to the treasurer.
- 7 (Deleted)
- 8 (Deleted)
- 9 In the event that a member has displayed bad conduct or in any other way caused inconvenience to other members of the Staff Association, the executive committee may exclude the member without notice.

4

The executive committee

- 1 The members of the parent association's executive committee, comprising the chairmen of the appurtenant divisions, are not elected.
- 2 The division executive committee comprises at least three elected members, cf. article 5, and at least one alternate.
- 3 The division executive committee elects its members on the basis of its own rules of procedure.
- 4 If the division executive committee fails to come to an agreement, the matter will be decided by a vote.
- 5 The division executive committee forms a quorum when at least two thirds of the members of the division executive committee are present. Siemens Wind Power is authorised to intervene if decisions are made that do not serve the company's interests.
- 6 The exclusion of a member of the executive committee is subject to the convening of an extraordinary general meeting or a decision made by Siemens Wind Power.
- 7 **Work performed by the division executive committee is unpaid, but costs incurred in connection with executive committee meetings, courses, etc. are covered within reason**

5

Election of division executive committee

- 1 All members can be nominated as candidates for the division executive committees. However, candidates can only be nominated for election for the division executive committee of which they are a member. Equally, candidates can only be nominated if they are employed with Siemens Wind Power on the election date and are not aware of their resignation from the enterprise within the coming election period.
- 2 The number of members in the division executive committee is defined in the divisions' rules of procedure, if such rules exist.
- 3 The election period for executive committee members is two years.
- 4 Members of the executive committee may run for re-election for as long as they want.
- 5 In the event of a tie, the individual members are decided by lot.
- 6 Alternate members of the division executive committee will be the candidates obtaining the most votes among the nominated, non-elected candidates, and the alternates take over if a member of the executive committee resigns prematurely.
- 7 Alternates are elected for a period of one year.
- 8 If no new candidates are nominated, no new election will be held.
- 9 The executive committee is responsible for the vote, counting, etc. A number of vote counters may be appointed if deemed necessary.
- 10 (Deleted)
- 11 Serving members of the executive committee and alternates are up for re-election according to the election periods defined in article 5(3) and (7). Election periods follow the person and are independent of the constitution of the executive committee. Alternates joining the executive committee mid-year maintain the election period defined in Article 5(7).

6

Divisions' annual general meeting

- 1 The annual general meeting is the association's supreme authority and an annual general meeting is held every year in February in each division.
- 2 The members are notified of the annual general meeting at least four weeks prior to the annual general meeting with the publication of the following agenda:
- Election of a chairman of the meeting
 - Appointment of vote counters
 - Presentation of the chairman's report for adoption
 - Presentation of financial statements by the treasurer for adoption
 - Proposals for adoption
 - Presentation of next year's budget and determination of membership fee for adoption
 - Election of members of the executive committee/alternates
 - Appointment of auditors
 - Any other business
- 3 Proposals to be considered at the annual general meeting must be submitted as reasoned proposals to the chairman no later than two weeks prior to the annual general meeting, and the members must be notified of the proposals received no later than one week prior to the annual general meeting. Votes on proposals for adoption at the annual general meeting are done by a show of hands and adopted in the event of a majority. If deemed appropriate by the chairman of the meeting, a ballot will be held.
- 4 The annual general meeting is the divisions' supreme authority in all matters.
- 5 The annual general meeting is chaired by a chairman.
- 6 All full members of the division who attend the annual general meeting in person are entitled to vote. Proxy voting is not possible.
- 7 (Deleted)

7

Changes to the Articles of Association

- 1 Changes to the parent association's Articles of Association can only be made at an annual general meeting or an extraordinary general meeting if held by all divisions at the same time.
- 2 Changes to the Articles of Association can only be adopted if a majority votes in favour thereof.
- 3 A majority is deemed to exist when more than half the members present (the sum of the members present at the annual general meetings of the individual divisions) vote in favour of the proposal. Accordingly, proposed changes can be adopted even if the proposal does not get a majority in an individual division, provided that there is an overall majority (across all divisions).
- 4 Before submitting proposed changes to the Articles of Association, the proposer must ensure that the proposal has been approved by the management of Siemens Wind Power A/S so that Siemens Wind Power A/S can check and ensure that the activities of the association do not conflict with the interests etc. of Siemens Wind Power A/S.

8

Extraordinary general meeting

- 1 An extraordinary general meeting may be convened by the division executive committee and must be convened by the executive committee when at least two thirds of the members so request in writing, detailing a reasoned agenda, including proposals for adoption.
- 2 The extraordinary general meeting is convened at the same notice as the annual general meeting, cf. Article 6(2).

9

Signatories and liability

- 1 Signatories for the divisions are two members of the executive committee jointly – the chairman and one other member.
- 2 The division is only liable for its debts to the extent of the assets belonging to the association at all times. The members of the division and the executive committee are not personally liable for the association's debts.
- 3 The various divisions under the parent association are not jointly and severally liable.

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The divisions' financial matters

- 1 The divisions' membership fees are determined by the annual general meeting.
- 2 (Deleted)
- 3 The financial year of the divisions is the calendar year. The audited financial statements are presented at the annual general meeting and shown upon request.
- 4 The financial statements of the divisions are audited by an auditor appointed by the finance department at Siemens Wind Power A/S. The division's annual general meeting may choose to appoint an additional auditor.
- 5 (Deleted)
- 6 The divisions may receive donations, provided that they are not "earmarked" for purposes outside the definitions in article 2.
- 7 The divisions may collect user charges for participating members. The members must be informed thereof when they register for the event, at the latest
- 8 (Deleted)
- 9 The divisions may not take up loans or make financial speculations.

11

Committees

(Deleted)

12

Dissolution of the Staff Association

- 1 The Staff Association or a division of the Staff Association cannot be dissolved unless two thirds of its members submit a written request to this effect.
- 2 If the association is dissolved, all financial means must be distributed equally between members and all property must be given to Siemens Wind Power A/S.
- 3 If a division is dissolved, its assets and financial means are distributed among the remaining division(s) under the parent association.
- 4 Prior to the annual general meeting at which the dissolution proposal will made, the division executive committee prepares a statement of cash. This statement is presented to the annual general meeting for adoption after which the division's means are dealt with in accordance with the adopted financial statements.

These Articles of Association were adopted at an extraordinary general meeting in the two divisions on 23 May 2013 and become effective immediately after this date.

Signed by the members of the executive committee:


Jonas Holten
Dorthe Kristensen
Dorthe Wiederholt Andersen
Thomas Mathiasen
Karin Thomsen