

Ørsted

Good business conduct

– How we ensure
good business conduct



A commitment – by each and every one of us

We work in a competitive and challenging environment, even more so as we expand into new markets. As a company and as individuals, we are faced with financial, technical, commercial and human challenges every single day.

In order to ensure lasting success, we must respond to these challenges by acting with integrity in our dealings with our customers, suppliers, agents, colleagues and other stakeholders. I am making this commitment, and I am confident that you will do the same – by being open and trustworthy and upholding high ethical standards.

Ørsted has zero tolerance of bribery and similar corrupt practices, fraud and other types of inappropriate business behaviour. On the following pages, we set out the details of a policy that helps us protect the Group against these risks. The policy applies to all our staff and all the Group's business dealings and in all countries in which we operate.

If you are unsure or concerned about a particular situation, you should contact your immediate manager, use the procedures or communication channels described overleaf, or come to me. My door is always open.

Kind regards
Henrik Poulsen, CEO

Ørsted policy

*Approved by the Board of Directors on 26 April 2016.
See Vital for more information*



If you are unsure – Ask or draw attention to it



It is in everyone's interest that Ørsted is a transparent and trustworthy company, and as part of this we are committed to ensuring that all our activities are conducted in accordance with all relevant international, national and regional laws and regulations.



Each and every one of us can contribute to this by acting responsibly, being alert to irregularities, asking questions and speaking up when we have concerns.

If, having read the policy set out below, you have any questions or concerns about any activity, transaction, relationship or situation potentially involving inappropriate business behaviour, it is your responsibility to flag it. By doing so, you provide management with the opportunity to address potential problems at an early stage.

We understand that employees may sometimes be reluctant to report their concerns due to fear of retaliation. However, it is our policy that employees who raise questions or express concern about a particular situation will be protected from negative reactions from managers and colleagues. There will be no retaliation by the company against any employee filing a report.

As a rule, the best approach is to discuss any questions or concerns you have with your immediate manager or a manager at a higher level.

If you feel you are unable to approach these individuals, you should seek advice from our Compliance Officers whose telephone numbers and email addresses can be found on Vital. Each business unit has a designated Compliance Officer, but you are welcome to contact any Compliance Officer listed.

Finally, you can use the Whistleblower Hotline as a last resort for reporting serious and sensitive concerns.

The Whistleblower Hotline gives you the possibility of filing a report in a safe and confidential manner. You are encouraged to identify yourself when you file a report, but you can also choose to file a report anonymously. Reports through the hotline will only be available to a few specific individuals in the Internal Audit department in Ørsted and to the Chairman of the Board of Director's Audit & Risk Committee, who is overall responsible.

You can find more information on the Whistleblower Hotline and also see how you file a report on orsted.ethicspoint.com or on Vital.

Don't let concerns go unresolved!



Contents

This policy deals with good business behaviour and sets out some principles to guide us through the decision-making process.

Decisions often involve our relations with stakeholders such as customers, suppliers, shareholders and other groups in society.

The individual sections set out our policy and requirements for specific topics. However, they will not cover all the potential situations you may face. Use the questions below to help you decide how to act:

- Have I taken time to think this through
– is it in line with our high ethical standards in Ørsted?
- Have I considered all the stakeholders
– what impact does my decision have on each of them?
- Have I consulted my immediate manager or colleagues?
- How would the repercussions be if a newspaper wrote about my decision?
- Is this clearly legal or am I in a "grey area"?
Do I need specialist advice on this?

The policy contains a number of scenarios similar to situations which you or your colleagues may face in the real world. The scenarios demonstrate that questions about good business behaviour are rarely clear-cut, that we must use our common sense and, in case of uncertainty, ask!

The best answers can be found on the last page.

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Compliance with policy



Ørsted expects all of its employees to abide by this policy in all circumstances.

All employees will have to confirm that they have received a copy of this policy and must complete a mandatory e-learning course on its contents.



If you are a manager you are also responsible for:

- promoting good business behaviour within your area of responsibility
- encouraging your employees to discuss and speak up, when they have concerns.



We provide full support to any employee who finds him-og herself in a difficult situation, or who fails to win business, as a result of abiding by our policy. We take breaches of this policy seriously. Any employee that fails to adhere to this policy may face disciplinary actions, including dismissal with or without notice. Moreover, such no-adherence may result in legal sanctions and/or reporting to the police.

The Compliance Committee has the overall responsibility for monitoring compliance with this policy. The committee is chaired by the CEO and consists of Compliance Officers from all business units (the CFOs) and group function Compliance Officers and representatives.

Internal Audit will each year complete a number of audits on ethical business behaviour by testing the knowledge of and compliance with this policy. In addition to the policy regarding good business conduct, we have a number of other Ørsted policies and guidelines on various topics, which govern the way we should act as employees. An example is the Administration Manual and Leadership Handbook, which may be found on Vital.

Bribery



What is it and why is it important?

Bribery occurs when you offer, pay, request or accept a payment, gift or other advantage (financial or otherwise) to improperly influence a decision or outcome affecting our business. Bribery can also occur if you offer, pay, request or accept an improper advantage (financial or otherwise) when acting for Ørsted. It includes payments known as kickbacks, where suppliers or service providers pay part of their fees to an individual giving them a contract or business advantage.



It is a serious criminal offence to give or receive bribes (or to attempt to do so), and it may result in imprisonment or a substantial fine.



Our policy

Ørsted prohibits all forms of bribery, given or received, whether made directly or indirectly.

Guidelines

Cash, goods, services, discounts, tickets for events, free use of holiday facilities, visits to restaurants... these may all potentially constitute a bribe.

We never offer, promise or give any financial (or other) advantage to any domestic, foreign or international public official or business partner

to improperly influence a decision or outcome affecting our business. It is important to avoid any situation where the advantage given may give the impression that we are trying to influence a decision to obtain (or retain) business. Special attention is required when public officials are involved: As a general rule, we do not offer, promise or give any financial (or other) advantage to public officials.

A domestic, foreign or international public official can be: an individual (elected or appointed) holding any legislative, administrative or judicial position; a person who performs public functions in any branch of the national, local or municipal government; a person who exercises a public function for any public agency or public enterprise, such as officers exercising public functions in state-owned enterprises; a person working as an official or agent of a public international organisation; or an employee of a privatised company or a self-employed person who works in an official capacity.

A business partner may include joint venture partners, agents, suppliers, contractors and other intermediaries.



Scenario 1

You are spending the day with a supplier to discuss some quality issues in relation to their latest delivery. During transport from the construction site to the supplier's offices, you stop at a nearby shop to buy a birthday present for one of your children. As you are about to pay for the present, around 25 euro, the supplier says: "Please let me have the pleasure of paying for this".

What do you do?

- A. For such a small amount, it is OK to let the supplier pay.
- B. Call your immediate manager to check whether it is OK to accept the offer.
- C. Decline the offer

Gifts and entertainment



No expensive gifts or excessive entertainment

What is it and why is it important?

In the course of our dealings with customers, suppliers, agents and other external parties we may be in a situation where we offer or receive gifts or entertainment. It is important that none of these situations are intended to influence the recipient to perform their job inappropriately.

Our policy

Ørsted prohibits expensive gifts or excessive entertainment involving external parties.

Guidelines

Offers of gifts or entertainment to public officials are only permitted, if the offer complies with applicable laws. If in doubt, you must seek advice from your local Compliance Officer (see further guidance below).

We may only offer or receive gifts or invitations from business partners within reason. We believe in professional and open relationships with the outside world. The following principles can guide us:

- We do not give or accept gifts in response to a request.
- When offering or accepting gifts, we do so on behalf of the company.
- Entertainment must be related to a business purpose, training or an approved sponsorship event and must be proportionate in terms of cost and duration.
- We pay our own travel expenses when we are invited to events and - as a general rule - we ask others to do the same when we are hosting an event.
- We do not offer or receive any gifts or entertainment if we are aware that this would violate the other party's policy.

For guidance on Ørsted's policy concerning gifts to colleagues and entertainment only involving Ørsted employees, please find applicable guidelines on Vital.

Gifts and entertainment



Rules of thumb

- Gifts up to a value of around 65 euro and entertainment up to a value of around 130 euro per person are normally considered appropriate. These amounts may vary if the local tax authorities apply other limits or if the currency exchange rate is excessive. Merchandise bearing the Ørsted logo may exceed this limit.
- Value is not the only consideration. You should also avoid anything that may be seen as undue influence even though the gift itself is modest in value. You should also bear in mind the frequency of exchanges of gifts or entertainment.
- We do not offer gifts or entertainment to public officials, unless the offer complies with applicable laws. If in doubt, you must seek guidance from your local Compliance Officer in Ørsted (you can find your local Compliance Officer on Vital).

If you wish to give or receive a gift or participate in an event exceeding the limits set out above, you must obtain approval from your immediate manager in advance, if possible. If this is not possible, you must obtain approval from your Compliance Officer or our Internal Audit department.

Ørsted supports participation in supplier organized professional networks that has a clearly defined professional value. For network participation which involves substantial social activity in addition to the professional content,

participation must be approved by the responsible VP and the area's Compliance Officer must be informed about the decision.

All gifts and entertainment exceeding the limits must be recorded. As an employee, it is your responsibility to inform the finance department in your business unit of any such gifts or events via Vital (> About us > Business conduct > Acting responsibly > Gifts and entertainment) so they can be properly recorded. The level of such gifts or events (given and received) will be regularly reviewed by the Compliance Committee.

Please be aware that, in some situations, it is inappropriate or illegal to give or receive anything whatsoever – no matter the circumstances, for example in an on-going tender process.

In situations where Ørsted employees have influence on the choice of suppliers, the employees should refrain altogether from participating in supplier organized networking events, that have a significant element of social networking activities. When EU tenders are ongoing, the involved Ørsted employees should refrain entirely from attending networking events arranged by suppliers involved in the tender.

Gifts and entertainment



Special attention is also required when public officials are involved:

- Local laws may restrict or even prohibit the offering of gifts and entertainment to public officials.



- We do not offer gifts to public officials, unless a special occasion exists, eg a special birthday or anniversary.
- Entertainment must be related to a business purpose and must not solely be to satisfy the private interest of the public official. A lunch or dinner in connection with

a meeting or other business event or participation in the inauguration of a Ørsted project, is as a general rule permitted.

- Any offer of gifts or entertainment to public officials must be of modest value.

If in doubt, you must seek advice from your local Compliance Officer.



Scenario 2

You are a manager in Distribution & Customer Solutions. One of your sales people asks for authorisation to invite several employees from a key customer to dinner at an expensive gourmet restaurant with the aim of getting to know them better. Coincidentally, on the same day, one of your administrative employees requests permission to accept a similar dinner invitation from a supplier of consulting services.

What do you do?

- Authorise both invitations because you consider networking important.
- Authorise your salesman to invite employees of the key customer, provided this does not violate the customer's company policy. You do not authorise the invitation issued to the administrative employee because the invitation does not appear to be business-related. but pay if he insists.
- Authorise none of the invitations.

Sponsorship and donations



What is it and why is it important?

To support the local communities of which we are part of, we may sponsor various sports, cultural, energyrelated and humanitarian activities. However, sponsorships and other donations could be considered inappropriate and even constitute bribery.



Our policy

We never give sponsorships or other donations to satisfy the private interests of local officials or other parties with whom we are negotiating.

We never give money or gifts directly to political parties, unions or candidates. We are a member of certain industry associations which may decide to give such donations. Furthermore, we may decide to pay for our participation in events arranged by political parties, such as party conventions if it is customary in the local country in question and in compliance with applicable regulation.

Guidelines

We have adopted a sponsor policy, which can be found on our website.

We are continuously involved in development projects related to, for example, wind farms and power stations. Each project involves extensive interaction, collaboration and negotiation with local officials and other parties which are responsible for promoting local interests. In some cases and in certain countries, support of community initiatives is a required element of the negotiating process with local authorities.

We only provide sponsorships and donations to organisations that serve a legitimate purpose and are themselves subject to high standards of transparency and accountability. We will conduct the necessary due diligence before establishing a new relationship with a charity or community organisation.

Sponsorships and donations are subject to approval by the Compliance Officer in your business unit. You can find details regarding the approval process on Vital. All sponsorships and donations must be reported to Corporate Branding. Corporate Branding sends an overview of all Ørsted's sponsorships and donations to the Compliance Committee on a regular basis.



Scenario 3

You are part of the management team that has the overall responsibility for a new wind farm project. During a steering group meeting, potential sponsorship activities are discussed. During a break, a team member mentions that a senior local official participating in the on-going negotiations is also chairman of the local ice hockey club.

What do you do?

- A. Ignore the information.
- B. Raise the subject at the meeting, making it clear that the icehockey club cannot be considered for any sponsorship during the negotiating process.

Facilitation payments



What is it and why is it important?

Facilitation payments are small unofficial cash payments made to secure or expedite the performance of a routine or necessary action to which the payer has a legal or other right. This would include a situation where an employee is requested to pay a small additional fee to accelerate a public service such as the issuing of a visa, a licence or customs clearance. In many countries facilitation payments are deemed bribes and, thus, prohibited.

Our policy

Ørsted prohibits the making of facilitation payments.

Guidance

If you encounter a demand for a facilitation payment, or you think you are likely to do so, you must report the situation to your immediate manager so that a response may be formulated. In many cases it is possible to reduce the risks of demands through careful planning and good communication.



Scenario 4

You receive a shipment for a cargo vessel, but are told by the official at the local port that the vessel will not receive permission to sail for several days due to a bottleneck. He says that a cash payment of 250 euro would enable him to solve the problem.

What do you do?

- A. Report to my immediate manager, so that we can formulate a response.
- B. Try to convince the official to solve the problem without making payment, but pay if he insists.
- C. Pay the requested amount if that is customary in the particular location.

Suppliers and other business partners



What is it and why is it important?

The highest standards of integrity are essential when we interact with business partners and we shall manage the risk of poor business conduct by our business partners.

Business partners may include suppliers, joint venture partners, agents, contractors and other intermediaries.

Compliance with national and international trade regulations includes, for example, the following areas:

- corrupt business practices (including by business partners) for which Ørsted may be held liable
- unfair methods of competition such as the formation of cartels
- trade restrictions on specific goods and services, technologies or substances
- sanction regimes against specific individuals, companies or sectors

Our policy

We require our employees to uphold high ethical standards when dealing with suppliers and other business partners.

We have zero-tolerance of bribery or similar corrupt practices. We do not engage in anti-competitive activities. We monitor the implications of trade restrictions and sanction regimes on Ørsted and align how we conduct business.

We will ensure that the procurement procedure for selecting suppliers and contractors is open, fair and transparent. The selection will be based on an evaluation of professional merit and not on personal recommendations.

We expect all our business partners to act in accordance with our Code of Conduct. In our joint venture partnerships and companies in which we hold equity, we will, to the greatest extent possible, use our influence to promote our high ethical standards. If a business partner by intention or repeated negligence fails to live up to our expectations in a manner that is explicit and severe, or if the business partner demonstrates a continual refusal to engage in due diligence activities or a lack of commitment to make progress on issues identified, we reserve the right to pursue a termination of the business relationship to the greatest extent possible.

Guidelines

Our Code of Conduct is an integral part of contracts with suppliers and other business partners.

We have a Responsible Sourcing Programme for suppliers and a similar programme for joint venture partners to ensure that we manage the risk of poor business conduct by our business partners.

The Ørsted Responsible Business Partner Programme (RPP) is a risk based framework for assessing and improving the performance of suppliers in the fields of anti-corruption, human rights and the environment as outlined in the Code of Conduct.

The programme is founded on a collaborative approach that promotes positive, continuous engagement on responsible practices and increases mutual trust and understanding between Ørsted and our suppliers.

It has been set up to ensure alignment with international guidelines on risk-based due diligence, including the OECD Guidelines for Multinational Enterprises and the UK Bribery Act.

For more information on the Responsible Sourcing Programme please read the Guidance Kit for Suppliers, which can be found on www.orsted.com/businessconduct. Our Code of Conduct can be found on Vital.

Ørsted has also established a riskbased framework for assessing and improving the performance of our joint venture partners within all areas of our Code of Conduct. Our Responsible Partner Programme can be found on Vital.

If you have any concerns about specific suppliers or business partners, or if you are in doubt about applicable trade regulations, please contact the RPP team on Responsiblepartners@orsted.dk or, alternatively, your immediate manager or one of the Compliance Officers listed on Vital.

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Scenario 5

You are involved in a tender process regarding the sourcing of components to an offshore wind farm. Rumours say that a potential supplier may have been convicted of bribery in relation to a recent sourcing contract with another customer in the same field.

What do you do?

- A. As the rumours relate to a contract with another customer and are just rumours, you choose to disregard the information.
- B. Follow the procedure in the Responsible Sourcing Programme and ensure that the RSP team investigates the rumours further before any decisions are taken.

Fair competition



What is it and why is it important?

We are proud of our strong position in Northern Europe. But with size comes obligations. We must not abuse our position in any sector to restrict competitors' market access or otherwise restrict competition.



Our policy

We support open and competitive markets and comply with relevant legislation in all the countries in which we operate.

The prices customers pay for our products and services are determined by public regulation or free market forces. We never discuss or collaborate with competitors or establish any other contact with a view to restricting competition.

Guidelines

More information about our competition law compliance programme can be found on Vital.



Scenario 6

A marketing consultant has gained access to confidential pricing strategy information from one of our competitors. The consultant offers to sell the information to us.

How should we react to the consultant's offer?

- A. We should purchase and use the information.
- B. We should ignore the offer.
- C. We should ignore the offer and inform the competitor of the situation.

Personal integrity and conflicts of interest



What is it and why is it important?

Conflicts of interest refer to any situation in which an employee tries to influence the outcome of a decision for personal benefit. As employees, it is our responsibility to use our joint resources in the best interests of the company and to avoid conflicts of interest.

Our policy

In our day-to-day work, each of us is responsible for using resources such as machinery, buildings, material, vehicles and confidential information responsibly and in the company's best interests.

It is also our responsibility to avoid situations in which our personal financial interests conflict with our role as employees.

Guidelines

If you have decision-making authority and participate in any activity or acquire another interest or loyalty that jeopardises, or could jeopardise your judgment you must inform

your immediate manager. These situations can arise in many ways, but common examples include employment or affiliations outside of Ørsted, in particular where they relate to close relatives or financial investments.

As a rule of thumb, it is not acceptable to use your own company or a company controlled by a related party (for example your spouse, parents, siblings, children or close friends) to supply goods or services to Ørsted.



Scenario 7

Which, if any, of these situations constitutes a potential 'conflict of interest'?

- A. You are an engineer, working mainly with industrial customers. Recently, your brother started a new job as maintenance engineer at one of your industrial customers.
- B. You work full-time at Ørsted. One of your regular suppliers offers you a secondary job on Saturdays.
- C. You have a close collaboration with companies that provide services to Ørsted on an hourly paid basis. One of these companies, which values your advice, offers you the option of buying 2% of the company's shares and of joining their supervisory board.

Internal control and financial reporting



What is it and why is it important?

As a responsible company, we must ensure fair, accurate and consistent reporting of our financial results. Our reporting is based on a consolidation of the results of many group companies. Each company's reporting is the result of transactions and valuations calculated in accordance with accepted accounting principles. Accounting personnel play a key role, but many other employees are also involved. Every single timesheet, invoice, valuation and decision affects the group's results.

Our policy

We are committed to delivering a fair and accurate reporting of our financial results in compliance with EU and national laws and good practice.

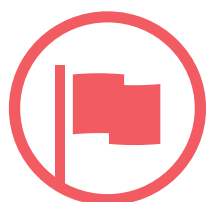
Guidelines

Inaccurate reporting can occur as the result of error or deliberate misstatement. We have developed a number of procedures and controls aimed at reducing the risk of error. If procedures or controls are bypassed, this may open the door to fraud.

As an employee, it is your responsibility to be aware of 'red flags' which may signal fraud or bribery. A 'red flag' is something unusual or inconsistent in documentation, circumstances or conduct that raises suspicion of fraud, bribery or inappropriate business practices. A red flag does not prove anything, but it is a warning that should be investigated. You can help prevent potential problems at an early stage by reporting these warning signals.

There is no exhaustive list of 'red flags', but we have listed some key examples below:

- different handwriting or type styles within the same document
- numbers on the documentation appear to be "squeezed" due to alteration
- payouts to unknown parties
- excessive fees and/or salaries to intermediaries



Scenario 8

Which of the following situations is clearly a 'red flag'?

- A. A supplier invoice, with no company address, requesting payment to a bank account in a country with strong bank secrecy laws.
- B. An employee who normally goes camping takes his family on a Caribbean cruise instead.
- C. The volume of data traffic on the computer network increases by 10% per month with no major increase in the company's activities.

Confidential – and inside information



What is it and why is it important?

As a Ørsted employee, you may get access to different types of confidential information and inside information such as:

- commercially sensitive information and trade secrets about Ørsted
- non-public information about Ørsted or about listed shares or bonds issued by Ørsted that may affect the prices of such listed shares or bonds
- non-public information relating to purchase, sale and transportation of electricity and gas that may affect the prices of such energy products (REMIT)
- non-public information relating to listed financial instruments, which are listed or admitted to trading on an exchange, broker platform or another organized marketplace, such as commodity derivatives; as well as non-public information relating to interest rate derivatives and FX derivatives, which may affect the prices of financial instruments traded on an exchange, broker platform or another organized marketplace
- non-public information relating to suppliers or other business partners that may affect the share prices of such suppliers or other business partners.

Handling of confidential information and inside information is subject to various restrictions, and insider trading is prohibited. If you receive confidential information or inside information, it is important that you act correctly, since failure to comply with applicable regulation may result in imprisonment, fine and/or summary dismissal.

Our policy

At Ørsted, we are not allowed to trade using inside information.

Inside information and other confidential information must always be treated as confidential and may not be disclosed to third parties, whether in or outside Ørsted, unless special conditions are met. As a rule of thumb, you are only allowed to disclose inside information to a third party who needs the information in order to be able to perform his or her duties for Ørsted and provided that they are subject to comparable confidentiality obligations. This applies both during and after termination of your employment with Ørsted.

Guidelines

If you receive inside information, it is important that you handle the information carefully and in accordance with our detailed guidelines and internal rules on Vital.



Scenario 9

An outage has just occurred at one of Ørsted's power stations. Rasmus works as an engineer at the plant and is therefore in possession of information about the outage that has not yet been made public. Immediately after the outage, Rasmus receives a phone call from a good friend of his, Søren, who works in Distribution & Customer Solutions. Søren asks what Rasmus' day was like.

What should Rasmus reply?

- A. Rasmus tells Søren about the outage and that it will be at least one day before the unit is brought back on line. However, he also immediately tells Søren that what he has just told him is inside information.
- B. Rasmus tells Søren what his day was like, but does not mention the outage.
- C. Rasmus tells Søren that something really exciting happened at the plant, but does not tell him what. However, Rasmus does tell him that it would be a good idea to buy extra electricity.

Scenario comments

What is the best answer? It is not always obvious.

The scenarios outlined are very brief and include very few background details. In the real world, there will be many more details and circumstances to consider. No two situations are exactly identical, and we must therefore use our judgment to find an appropriate solution.

1

The best choice is C.

The offer is not related to business and, more importantly, is a gift of money, which is never appropriate. It could also create a sense of obligation on the part of the employee, making it more difficult to deal with the supplier objectively and professionally.

2

The best choice is C.

We should avoid expensive dinner invitations that are not directly related to business activities, business travel or approved sponsorship events.

3

The most appropriate answer is B.

We must avoid situations that compromise or might compromise the integrity of a negotiating partner.

4

The correct answer is A.

Ørsted prohibits facilitation payments. Therefore, you should contact your immediate manager and formulate a response. If necessary, your local Compliance Officer should be involved.

5

The correct answer is B.

If a supplier has previously been indicted of bribery in relation to a similar contract, this is a "red flag", which requires further investigations in Ørsted and assurances from the supplier before entering into a contract with the supplier.

6

The offer should be ignored and the competitor notified, so the best answer is C.

Using the information would be unethical and – if discovered – might even be interpreted by competition authorities as collusion. You should contact our legal department in such a situation.

7

Examples B and C constitute likely conflicts of interest.

The supplier's interests differ from ours, and being an employee of a supplier or a member of a supplier's supervisory board should consequently be avoided. However, as a rule, having a relatively close friendship with a supplier or major customer will not lead to a conflict.

8

Suspicious payments or unusual network activity as in examples A and C are typical redflags, which should be followed up. A luxury holiday or a new car is not in itself a matter for concern.

9

The correct answer is B.

Ørsted



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