

# NIO INC.

## ETHICS AND COMPLIANCE WHISTLEBLOWER POLICY AND PROCEDURES

(Adopted by the Board of Directors of NIO Inc. and effective on September 11, 2018, and amended on November 3, 2023)

### 1. Purpose

- 1.1. NIO Inc. (together with its subsidiaries and consolidated affiliated entities, the “Company” or “NIO”) is committed to conducting its business according to the highest ethical, moral and legal standards. In line with this commitment, and the Company’s commitment to open communication, this Policy aims to provide an avenue for employees, third parties and other shareholders, on an anonymous basis if appropriate, to raise concerns or report any known or potential misconduct, violation of Company policies or applicable laws, rules and regulations, without retaliation or retribution.
- 1.2. This Policy establishes standards and procedures to:
  - (a) ensure that all complaints and reports of misconduct or violation are addressed timely and thoroughly with the highest standards of confidentiality, objectivity, and fairness, in compliance with Company policies and applicable laws, rules and regulations;
  - (b) protect employees, third parties and shareholders from retaliation for whistleblowing in good faith.

### 2. Scope

- 2.1. This Policy applies worldwide to all directors, officers, current and former employees (whether full-time, part-time, labor dispatched employees, interns or others), consultants, brokers, agents, contractors, intermediaries or other third parties acting on behalf of the Company, and all business partners, associates, shareholders and relevant third parties of the Company.
- 2.2. This Policy is an integral part of the Company’s internal control policy framework, and should be read and applied in conjunction with the Company’s Global Code of Business Conduct & Ethics and other applicable Company policies and procedures.
- 2.3. This Policy is applicable in addition to local or regional speak-up policies to the extent in place. Whistleblowers may freely decide which channel to use to raise concerns.

### **3. The Ethics and Compliance Committee**

The Ethics and Compliance Committee (the “Compliance Committee”), currently consisting of five members and chaired by the Chief Compliance Officer of the Company, has been established to oversee the implementation of this Policy, manage the whistleblower program and handle complaints and reports received through the program. *See* the Ethics and Compliance Committee Charter (the “Charter”) for more details.

### **4. Reportable Conduct**

4.1. Under this Policy, “Reportable Conduct” is conduct by a director, officer, current or former employee (as broadly defined in section 2.1), consultant, broker, agent, contractor, sub-contractor, intermediary, or other third parties acting on behalf of the Company, and all business partners, associates, shareholders and relevant third parties of the Company which, in the view of the whistleblower acting in good faith:

- (a) is against the law or represents a failure by the Company to comply with any legal or regulatory obligations;
- (b) is unethical or in breach of the Company’s Global Code of Business Conduct & Ethics or other internal policies or regulations;
- (c) is dishonest, fraudulent or corrupt;
- (d) is coercion, harassment, victimization or discrimination;
- (e) raises concerns regarding the safety and quality of the products provided by the Company;
- (f) is misleading or deceptive, including questionable accounting, financial reporting or auditing practices either by, or affecting, the Company;
- (g) is potentially damaging to the Company, the Company’s employees or business associates, including unsafe work practices, environmental damages, health risks, or wasting of company resources;
- (h) is likely to cause financial loss to the Company, damage its reputation, or be otherwise detrimental to the Company;
- (i) involves any other kind of serious impropriety; and
- (j) an attempt to deliberate conceal any of the above.

### **5. Reporting Conduct**

5.1. All Company employees and third-party business associates are required to promptly report all Reportable Conduct in good faith. Failure to do so can result in discipline,

up to and including termination of employment or business relationship in the case of third parties.

- 5.1.1. Acting in good faith means that the whistleblower has reasonable grounds to suspect that, in light of the circumstances available to the whistleblower at the time of reporting, the information reported is true.
- 5.1.2. Intentionally misusing the reporting system and this Policy for abusive practice (*i.e.*, filings reports in bad faith) is strictly prohibited.
- 5.2. The whistleblower may choose to submit reports anonymously, provided that this is permitted by local laws.
- 5.3. The Company has instituted four formal reporting channels:
  - (a) Open-Door Discussion. Employees are encouraged to raise any issues directly with their immediate managers. If an employee has reason to believe that his or her manager may be involved or have a conflict of interest, the report may be submitted to the next level of management, local Human Resources (“HR”), the Company’s Legal Department or compliance functions. Third parties may directly contact the appropriate business managers at the Company, the HR, the Legal Department or compliance functions. The manager, HR personnel, Legal Department or compliance functions in receipt of the report must document it through an open-door intake form and lodge the intake form with the Compliance Committee, for subsequent filing in the centralized incident management database.
  - (b) Online Intake. Employees and third parties may report issues by filling out the web intake form available on the Company’s website (anonymous reporting acceptable).
  - (c) Compliance Email. Employees and third parties may report issues (also anonymously, if preferred) to the Company’s global compliance e-mail [compliance@nio.com](mailto:compliance@nio.com). To the extent additional compliance email accounts, which are available on the Company’s website, have been formally introduced in compliance with local laws.
  - (d) Ethics Helpline. Employees and third parties may also report issues (also anonymously, if preferred) via the Company’s Ethics Helpline, which are local toll-free numbers serviced by an independent vendor with local language capabilities 24 hours a day, 365 days a year. The relevant contact information is available on the Company’s website.
- 5.4. Reportable Conducts violate the Company’s core business values and high standards of ethics and integrity and the Company encourages employees and third parties to submit reports directly and internally through the abovementioned channels. To the

extent permitted by applicable laws and regulations, employees and third parties may also report violations directly to the competent national authorities.

- 5.5. The aforementioned centralized incident management database maintained by the Compliance Committee shall capture and track all types of reports, including open-door discussions, Web intake, E-mail intake and Ethics Helpline intake, and generate real time reports for the Compliance Committee to review at any time.
- 5.6. The Compliance Committee shall review the reports in a timely manner, and maintain proper records of all actions taken as to each report. Pursuant to the Charter, the Compliance Committee shall submit regular tracking reports, and related review or investigation findings where applicable, to the Company's Board of Directors or the Audit Committee regularly.
- 5.7. No employee or third party who suspects a Reportable Conduct, and no personnel to whom such conduct is reported, should attempt to personally conduct investigations, interviews or interrogations relating to the Reportable Conduct.

## **6. Whistleblowing Handling Procedure**

- 6.1. Unless otherwise provided in a local deviating protocol, responsibility for handling reports on Reportable Conduct lies with the Compliance Committee.
- 6.2. The Compliance Committee shall evaluate the nature and severity of the reported conduct and determine appropriate actions to be taken in a timely manner, including but not limited to analyzing the allegation and evidence provided, determining the investigation approach and steps, conducting investigations, drafting investigation reports, and proposing remediation measures.
  - 6.2.1. In determining the appropriate actions, the Compliance Committee shall consider all factors that are appropriate under the circumstances. Any investigative activity required shall be conducted in a manner that is legitimate, confidential, fair and objective, regardless of the alleged wrongdoer's position, length of service, or relationship with the Company.
- 6.3. The Compliance Committee is responsible for communications with the whistleblower. Communication with the whistleblower includes (i) acknowledging receipt of the report within seven (7) working days and (ii) clarifying key aspects of the report, if necessary. The Compliance Committee shall inform the whistleblower that the report may be internally assigned to other group functions, as well as that investigation of the report may be carried out by a group company other than the whistleblower's own employer.
- 6.4. The Compliance Committee shall provide feedback to the whistleblower within three (3) months of the acknowledgement of receipt. Feedback means that the whistleblower is informed, as far as reasonable and in accordance with privacy rights and confidentiality obligations, on the action envisaged or taken as follow-up as well

as grounds for such follow-up. Where, within this period, the follow-up on the report is still ongoing, the whistleblower shall be informed on a high-level of the status of their report.

- 6.5. The Compliance Committee shall conduct a preliminary informal evaluation of the allegation to assess whether an investigation into the reported allegation may be appropriate (assessment of plausibility). The preliminary evaluation shall be performed in a timely manner and shall not, without reasonable explanation, take longer than ten (10) working days after the receipt of the allegation. Allegations which rely on unsubstantiated rumors and for which a preliminary evaluation does not result in an appropriate minimum plausibility of a Reportable Conduct or which do not concern any interests or obligations of the Company, do not need to and will typically not be investigated. If a report proves to be irrelevant or not plausible within the scope of this preliminary evaluation, the report will not be followed up and the case will be closed. No further investigative steps will be initiated. This decision shall be documented by the Compliance Committee including reasoning and the whistleblower shall be informed accordingly.
- 6.6. When the reported conduct implicates the Company's executives such as CEO, CFO, and other senior officers as disclosed in the Company's public filings for listing on applicable stock exchanges, the Compliance Committee shall escalate the matter to the Company's Board of Directors or the Audit Committee and determine the appropriate actions in consultation with the Board of Directors or the Audit Committee.
- 6.7. When the reported conduct implicates a Compliance Committee member, the relevant Compliance Committee member shall be recused from consideration of the report and a temporary substitute Compliance Committee member shall be appointed by the Company's Board of Directors or the Audit Committee to assist in processing the report. The implicated Compliance Committee member can be reinstated once the investigation is concluded if deemed appropriate by the Board of Directors or the Audit Committee.
- 6.8. When the reported conduct implicates an investigator assigned to the specific case, the Compliance Committee shall assign an independent investigator or investigation team to take over the case in concern.

## **7. Investigations**

- 7.1. Once the plausibility assessment concludes that there are sufficient indications for the existence of a Reportable Conduct, an investigation shall be initiated.
- 7.2. At any time after the identification of an actual or potential Reportable Conduct, the Compliance Committee shall assess the need for the adoption of immediate measures, including measures to interrupt potential ongoing breaches, even if at the risk of impairing operational business, or measures to ensure that potentially relevant

documents and data are secured for an investigation.

- 7.3. The Compliance Committee has the primary responsibility for undertaking the assessments and investigations outlined in this Policy, having discretion to:
  - (a) appoint an assessment or investigation team, internal or external, to assist with any assessments and investigations;
  - (b) engage outside auditors, counsels or other professionals to assist with any assessments or investigations in any capacities; and
  - (c) take other measures to facilitate assessments or investigations as appropriate.
- 7.4. In discharging its responsibilities, the Compliance Committee or appointed investigations teams, shall have, to the extent permitted by Company policies, applicable laws and regulations:
  - (a) the authority to make inquiries with employees and third parties, and have unrestricted access to pertinent documents and information;
  - (b) free and unrestricted access to all Company records and premises, whether owned or rented; and
  - (c) the authority to examine, copy, or remove, to the extent permitted by applicable laws and regulations, all or any portion of the contents of systems, computers, servers, drives, data, mobile devices, files, desks, cabinets, and other storage facilities, or other data or information, within the Company's custody or control, and where necessary without prior knowledge or consent of any individual who may use, have access to or custody of any such items or facilities when they are considered reasonably within the scope of the relevant review/investigation.
- 7.5. Decisions to initiate litigation or refer the assessment or investigation results to the appropriate law enforcement or regulatory authorities for independent investigation will be made by the Compliance Committee in conjunction with the Company's Board of Directors, legal counsel and senior management.
- 7.6. Based on the results of the investigation, the Compliance Committee shall assess the need to take appropriate measures to prevent similar breaches in the future, including, where necessary, review of processes and disciplinary sanctions. Decisions on employee discipline and remediation of any issues identified shall be made by the Compliance Committee, where necessary or appropriate in consultation with legal counsel and alignment with senior management and the Board of Directors. The Compliance Committee, shall verify whether the recommended remediation measures have been implemented.

- 7.7. A case is closed by the Compliance Committee once the investigation, remediation efforts and applied sanctions have been completed and appropriately documented. The archiving of all relevant documents will be handled according to applicable data protection laws and the Company's data retention and deletion concept. As far as legally possible and appropriate, final feedback is given to the whistleblower after closure of the case and in line with this Policy.

## **8. Confidentiality**

- 8.1. In order to protect the whistleblower, the integrity of the investigation, the reputations of the persons suspected but subsequently found innocent of wrongful conduct, and the Company from potential civil or criminal liability, any information relating to the whistleblower, witnesses, information carriers and the person or persons suspected of wrongdoing, as well as any information relating to the reported conduct and any subsequent assessments and investigation process or results must be treated confidentially and may not be disclosed or discussed with anyone other than those who have a legitimate need to know, unless and to the extent disclosure is:
- (a) required by applicable law or regulation;
  - (b) necessary to effectively investigate the report and take appropriate measures;
  - (c) required as part of the Company's cooperation with law enforcement authorities; or
  - (d) consented by the whistleblower.
- 8.2. Section 8.1 equally applies, to the extent possible, to reports submitted anonymously.

## **9. Anti-Retaliation**

- 9.1. The Company values honesty, integrity, and efforts made by Company employees and third-party business associates to protect the Company and its reputation. The Company does not tolerate any kind of threats, detrimental behavior or acts of retaliation by management or any other person or entity, directly or indirectly, against anyone who, in good faith, reports a concern or a known or potential misconduct, or assists in a review or investigation thereof.
- 9.1.1. Retaliation includes but is not limited to: harassment, intimidation, coercion, an unfavorable change in work hours or schedule, demotion, discipline, transfer, suspension, salary reduction or termination of anyone raising a complaint or allegation.
- 9.2. The Compliance Committee will not make any effort, or tolerate any effort made by any other person except those who have a legitimate need to know, to ascertain the identity of any person who makes a good faith complaint anonymously.

- 9.3. The Compliance Committee shall investigate any allegations of retaliation in accordance with sections 6 and 7.
- 9.4. Acts of retaliation, including trying to discover the identity of a whistleblower, witnesses and information carriers, are in themselves a violation of Company values and policies and may lead to disciplinary action, including possible termination of employment or business relationship in the case of third parties.
- 9.5. This Policy does not guarantee protection from disciplinary action if the whistleblower was personally involved in the reported breach. Nevertheless, reporting the breach may be considered a mitigating factor in any disciplinary proceedings.

## **10. Data Protection and Recordkeeping**

- 10.1. The Compliance Committee shall ensure that all activities carried out in the implementation of this Policy strictly complies with data protection laws and regulations as a minimum standard.
- 10.2. Any persons suspected of committing a Reportable Conduct as a result of a report shall be informed of the report in compliance with applicable data protection laws and regulations. This information shall take place whenever possible within one (1) month of the report and include contact information of the person in charge of handling the report. The Compliance Committee may decide on a case-by-case basis to refrain from informing the suspected persons of the report in case providing such information may jeopardize the effectiveness of the investigation, the protection of evidence, the confidentiality of reporting person's identity or the reporting process, for as long as those risks exist.
- 10.3. Records of submitted reports, related investigations and subsequent measures shall be documented in accordance with applicable laws and applicable record keeping policies as long as this is necessary for the achievement of the Company's legitimate purposes, including the establishment, exercise or defense of legal claims or to ensure compliance with legal obligations to which the Company is subject. Records shall then be deleted in accordance with applicable data protection laws and regulations unless further storage is legally required.
- 10.4. Personal data in reports out of scope of this Policy as well as personal data relating to reports found to be unsubstantiated shall be deleted immediately in accordance with applicable laws and regulations.