

Ethics and Compliance Whistleblower Policy and Procedures

(Adopted by the Board of Directors of NIO INC. on August 10, 2018, effective upon the effectiveness of its registration statement on Form F-1 relating to its initial public offering on September 11, 2018)

1. Purpose

- 1.1 NIO Inc. (the “Company”) 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 stakeholders, on an anonymous basis if appropriate, to raise concerns or report any known or potential misconduct, violation of Company policies or applicable laws and regulations, without retaliation or retribution.
- 1.2 This Policy establishes standards and procedures to ensure that all complaints and reports of misconduct are addressed timely and thoroughly with the highest standards of confidentiality, objectivity, and fairness, in compliance with Company policies and applicable laws and regulations.
- 1.3 This Policy establishes procedures to protect employees, third parties and stakeholders from retaliation for whistleblowing in good faith.

2. Scope

- 2.1. This Policy applies worldwide to all directors, officers, employees, consultants, agents and contractors of all domestic and international offices and subsidiaries of the Company, and all business partners, associates, and affiliates 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 Code of Conduct and other applicable Company policies and procedures.

3. The Ethics and Compliance Whistleblower Committee

The Ethics and Compliance Whistleblower Committee (the “Committee”), currently consisting of five members and is chaired by the General Counsel 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 Whistleblower Committee Charter (the “Charter”) for more details.

4. Reportable Conduct

Under this Policy, Reportable Conduct is conduct by a director, officer, employee, consultant, agent, contractor, supplier, tenderer, or other person who has business dealings with the Company which is, in the view of the whistleblower acting in good faith:

- 4.1. against the law or represents a failure by the Company to comply with any legal or regulatory obligations;
- 4.2. unethical or in breach of the Company’s Code of Conduct or other policies;
- 4.3. dishonest, fraudulent or corrupt;
- 4.4. coercion, harassment, victimization or discrimination;
- 4.5. misleading or deceptive, including questionable accounting, financial reporting or auditing practices either by, or affecting, the Company;
- 4.6. 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;
- 4.7. likely to cause financial loss to the Company, damage its reputation, or be otherwise detrimental to the Company;
- 4.8. involving any other kind of serious impropriety; and
- 4.9. deliberate concealment of 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.

5.2.The Company has instituted four formal reporting channels:

- a)Open-Door Discussion.Employees are encouraged to raise any issues directly with their immediate managers, or if an employee has reason to believe that his/her manager is involved or has a conflict of interest, to the next level of management, local Human Resources (“HR”), the Company’s Legal Department and the Compliance Department. Third parties can directly contact the appropriate business managers at the Company, the HR, the Legal or the Compliance Department. The manager/HR personnel/legal officer/Compliance Officer in receipt of the report must document it through an open-door intake form, and lodge the intake form with the Committee, which maintains a centralized incident management database.
- b)Online Intake. Employees and third parties may report issues via the Company’s Website at www.nio.com (“Privacy & Law”) by filling out the Web intake form (anonymous reporting acceptable).
- c)Email. Employees and third parties may anonymously report issues via the Company’s public E-mail at compliance@nio.com.
- d)Ethics Helpline. Employees and third parties may also anonymously report issues via the Company’s Ethics Helpline by dialling the following toll free numbers serviced by an independent vendor with local language capabilities 24 hours a day, 365 days a year.
China (GIS): 400-999-4530
United States: 855-229-9304
United Kingdom (ITFS): 0808-234-7287
Germany (ITFS): 0800-180-0042

5.3.The aforementioned centralized incident management database will 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 Committee to review.

5.4.. The Committee shall review the reports on a weekly basis, and maintain proper records of all actions taken as to each report. Pursuant to the Charter, the Committee shall submit the tracking reports, and related review or investigation findings where applicable, to the BOD or the Audit Committee on a monthly basis.

5.5.No employee or third party who suspects 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.The Committee shall evaluate the nature and severity of the reported conduct and determine appropriate actions to be taken, including but not limited to, analyzing the allegation and evidence provided, determining investigation approach and steps, conducting investigations, drafting investigation reports, and proposing remediation measures.

6.2.When the reported conduct implicates Company Executives (anyone with a title of VP and above, such as, CEO, CFO, CDO), the Committee shall escalate the matter to the BOD or the Audit Committee, and determine the appropriate actions in consultation with the BOD or the Audit Committee.

6.3.When the reported conduct implicates a Committee member, the Committee member shall be recused from consideration of the report and a temporary substitute Committee member shall be appointed by the BOD or the Audit Committee to assist in processing the report. The implicated Committee member can be reinstated once the investigation is concluded if deemed appropriate by the BOD or the Audit Committee.

6.4.In determining the appropriate actions, the 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.

6.5.When the reported conduct implicates an investigator assigned on this case, the committee shall assign an independent investigator or investigation team to take over the case in concern.

7. Roles of Investigations

7.1.The Committee has the primary responsibility for undertaking the reviews/ investigations outlined in Section 6, and has the discretion to:

- a)appoint an investigation team, internal or external, to assist with the review/investigation;

- b)engage outside auditors, counsel or other professionals to assist the review/investigation in any capacities; and
- c)take other measures to facilitate the review/investigation as appropriate.

7.2.In discharging its responsibilities, the Committee 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, and/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.

7.3.Decisions to initiate litigation or refer the examination/investigation results to the appropriate law enforcement and/or regulatory authorities for independent investigation will be made by the Committee in conjunction with the Company's BOD, legal counsel and senior management, as will final decisions on employee discipline and remediation of any issues identified.

8. Confidentiality

8.1.All information relating to the whistleblower, witnesses and information carriers, the reported conduct and any subsequent investigations must be treated confidentially to the extent permitted by applicable laws or regulations.

8.2.Information relating to the identity of the whistleblower, the reported conduct and the investigation process or results must not be disclosed or discussed with anyone other than those who have a legitimate need to know, or unless required by applicable law or regulation. This is important in order to protect the whistleblower, the integrity of the investigation, the reputations of persons suspected but subsequently found innocent of wrongful conduct, and to protect the Company from potential civil or criminal liability.

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 retaliation by management or any other person or entity, directly or indirectly, against anyone who, in good faith, reports an ethics or compliance concern or known or potential misconduct, or assists in a review or investigation thereof. Retaliation includes but is not limited to: harassment, intimidation, coercion, an unfavorable change in work hours or schedule, demotion, transfer, suspension, or termination of anyone raising a complaint or allegation.

9.2.The 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 Committee shall investigate any allegations of retaliation under Section 6.

9.4.Acts of retaliation, including trying to find out the identity of a whistleblower, witnesses and information carriers, can lead to disciplinary action, up to and including termination of employment or business relationship in the case of third parties.

10. Records

The Committee shall retain for a period of at least five years all records relating to any whistleblower reports or complaints, including the investigation thereof.