

Certified to be a true and complete copy of the original.

Date: 29 October 2020

Signature: 

Name:

ULRIK JARLOV

Occupation: Attorney-at-Law

Address: Ørsted A/S
Nesa Allé 1
DK-2820 Gentofte

VEDTÆGTER

Ørsted Wind Power TW Holding A/S
(CVR-nr. 36035781)

ARTICLES OF ASSOCIATION

Ørsted Wind Power TW Holding A/S
(CVR no. 36035781)

VEDTÆGTER

Ørsted Wind Power TW Holding A/S
(CVR-nr. 36035781)

1. Navn, binavne, hjemsted og formål

1.1 Selskabets navn er Ørsted Wind Power TW Holding A/S.

Selskaber driver ligeledes virksomhed under binavnene Orsted Wind Power TW Holding A/S og DONG Energy Wind Power TW Holding A/S.

Dets hjemsted er Fredericia kommune.

Selskabets formål er at udvikle, opføre og drive vindmølleparker, eje kapitalandele samt enhver anden virksomhed, som efter bestyrelsens skøn står i forbindelse hermed.

2. Selskabets kapital og aktier

2.1 Selskabets aktiekapital er kr. 7.275.603.000 fordelt i aktier á kr. 1.000 eller multipla heraf.

2.2 Aktiekapitalen er fuldt indbetalt.

2.3 Selskabets aktier er udstedt på navn og skal noteres på navn i selskabets ejerbog.

2.4 Selskabets aktier er ikke-omsætningspapirer.

2.5 Selskabet udsteder ikke ejerbeviser. Selskabet udsteder på forlangende bevis for indførelse i ejerbogen.

2.6 Ejerbogen føres af selskabet på selskabets hjemsted.

ARTICLES OF ASSOCIATION

Ørsted Wind Power TW Holding A/S
(CVR no. 36035781)

1. Name, Secondary Names, Domicile and Objective

1.1 The name of the Company is Ørsted Wind Power TW Holding A/S.

The secondary names of the Company are Orsted Wind Power TW Holding A/S and DONG Energy Wind Power TW Holding A/S.

The Company is domiciled in the municipality of Fredericia.

The objects for which the Company is established are to develop, construct and operate wind farms, own shares and to undertake any other activity which the Board of Directors finds is related thereto.

2. Share Capital and Shares

2.1 The share capital of the Company amounts to DKK 7,275,603,000. The shares are issued in denominations of DKK 1,000 or multiples hereof.

2.2 The share capital has been paid up in full.

2.3 The Company's shares are registered in the names of the holders and shall be entered in the Company's register of shareholders

2.4 The Company's shares shall be non-negotiable instruments.

2.5 The Company does not issue share certificates. On request, the Company will issue a notice confirming the registration in the Company's register of shareholders.

2.6 The register of shareholders shall be kept by the Company at the Company's registered office.

3. Generalforsamlinger

- 3.1 Aktionærernes beslutningskompetence udøves på generalforsamlingen.
- 3.2 Generalforsamlingen har den højeste myndighed i alle selskabets anliggender, inden for de i lovgivningen og disse vedtægter fastsatte grænser.
- 3.3 Generalforsamlinger afholdes efter bestyrelsens nærmere bestemmelse på selskabets hjemsted, i Fredericia eller i Storkøbenhavn og indkaldes af bestyrelsen senest med 2 ugers og tidligst 4 ugers varsel ved brev eller e-mail til de i selskabets ejerbog noterede aktionærer efter den af dem til selskabets ejerbog opgivne adresse.
- 3.4 Selskabets generalforsamlinger er ikke åbne for offentligheden medmindre bestyrelsen i det enkelte tilfælde giver tilladelse hertil.
- 3.5 Dagsordenen for den ordinære generalforsamling skal omfatte:
1. Valg af dirigent.
 2. Bestyrelsens beretning om selskabets virksomhed i det forløbne regnskabsår.
 3. Forelæggelse af revideret årsrapport til godkendelse.
 4. Beslutning om décharge for bestyrelsen og direktion.
 5. Beslutning om anvendelse af overskud eller underskud i henhold til den godkendte årsrapport.
 6. Valg af medlemmer til bestyrelsen.
 7. Valg af revisorer.
 8. Eventuelle forslag fra bestyrelsen eller aktionærer.

Enhvert aktiebeløb på kr. 1.000 giver én stemme.

3. General Meetings

- 3.1 The shareholders' authority to pass resolutions shall be exercised at the general meeting.
- 3.2 The general meeting has the supreme authority in all the Company's affairs subject to the limits set by statute and these Articles of Association.
- 3.3 The general meetings shall be held at the discretion of the Board of Directors at the domicile of the Company, in Fredericia or in Greater Copenhagen and shall be convened by the Board of Directors with no less than 2 weeks' and no more than 4 weeks' notice by letter or e-mail to the shareholders recorded in the Company's register of shareholders at the respective addresses provided therein.
- 3.4 The Company's general meetings shall not be open to the public, unless authorised by the Board of Directors in each individual case.
- 3.5 The agenda of the annual general meeting shall include:
1. Election of chairman.
 2. Report of the Board of Directors on the Company's activities in the past financial year.
 3. Presentation of the audited annual report for adoption.
 4. Resolution to discharge the Board of Directors and the Management from their obligations in respect of the accounts.
 5. Resolution on allocation of profits or coverage for losses in accordance with the adopted annual report.
 6. Election of members of the Board of Directors.
 7. Election of auditors.
 8. Any proposals made by the Board of Directors or the shareholders.

Each share of DKK 1,000 entitles the shareholder to one vote.

- | | |
|--|---|
| <p>3.6 På generalforsamlingen træffes alle beslutninger ved simpelt flertal, medmindre andet følger af selskabsloven eller af disse vedtægter.</p> | <p>3.6 All business transacted at the general meeting shall be decided by a simple majority of votes, unless otherwise provided by the Danish Companies Act (<i>selskabsloven</i>) or by these Articles of Association.</p> |
| <p>4. Bestyrelse, direktion og tegningsregel</p> | <p>4. Board of Directors, Board of Management, and Power to bind the Company</p> |
| <p>4.1 Selskabets bestyrelse består af tre til seks generalforsamlingsvalgte medlemmer. Formanden, næstformanden og de øvrige medlemmer vælges af generalforsamlingen. Valgene gælder for ét år af gangen. Fratrædende bestyrelsesmedlemmer kan genvælges.</p> | <p>4.1 The Company's Board of Directors consists of three to six members elected by the general meeting. The chairman, deputy chairman and the other members are elected by the general meeting. The members are elected for one year at a time. Members may be re-elected.</p> |
| <p>4.2 Bestyrelsen ansætter 1-3 direktører til at varetage den daglige ledelse af selskabets virksomhed.</p> | <p>4.2 The Board of Directors shall appoint one to three managers to be responsible for the day-to-day management of the Company's business.</p> |
| <p>4.3 Selskabet tegnes af tre medlemmer af bestyrelsen i forening eller af bestyrelsens formand eller næstformand i forening med en direktør.</p> | <p>4.3 The joint signatures of three members of the Board of Directors, or the joint signatures of the chairman of the board or the deputy chairman and a member of the Board of Management shall bind the Company.</p> |
| <p>4.4 Koncernsproget er engelsk i henhold til selskabslovens § 126, stk. 3 og 4.</p> | <p>4.4 The corporate language of the Company is English in accordance with section 126(3) and (4) of the Danish Companies Act.</p> |
| <p>5. Elektronisk kommunikation mellem selskabet og aktionærer</p> | <p>5. Electronic communication between the Company and shareholders.</p> |
| <p>5.1 Selskabet kan anvende elektronisk dokumentudveksling samt elektronisk post (e-mail) i kommunikation mellem selskabet og aktionærerne. Dette omfatter indkaldelse af aktionærerne til ordinær og ekstraordinær generalforsamling, herunder de fuldstændige forslag til vedtægtsændringer, tilsendelse af dagsorden, årsrapport m.v. samt øvrige generelle oplysninger fra selskabet til aktionærerne. Selskabet kan altid benytte almindelig brevpost som alternativ til elektronisk kommunikation. Det er aktionærernes ansvar at sikre, at selskabet er i besiddelse af korrekt elektronisk kontaktoplysning. Aktionærerne</p> | <p>5.1 The Company and its shareholders may exchange documents electronically and communicate by e-mail. Electronic modes of communication may be used for giving notice to shareholders of annual and extraordinary general meetings, including the full text of any proposed amendments to the Articles of Association, the agenda for the general meeting, the annual report, and any other general information from the Company to its shareholders. The Company may use regular post as an alternative to electronic communication at any time. The shareholders are responsible for ensuring that the Company has their correct electronic contact information.</p> |

kan få oplysninger om kravene til de anvendte systemer og om fremgangsmåden ved elektronisk kommunikation ved henvendelse til selskabet.

Information about the requirements for the systems to be used and the procedures to be followed when communicating electronically can be obtained from the Company.

6. Revision

- 6.1 Revisionen af selskabets årsrapporter foretages af en til to revisorer, hvoraf den ene skal være en statsautoriseret revisor. Valget gælder for ét år ad gangen. Fratrædende revisorer kan genvælges.

6. Audit

- 6.1 The Audit of the Company's annual reports shall be performed by one or two auditors, one of whom shall be a state-authorized public accountant. The auditor(s) shall be elected for one year at a time. Resigning auditors may be re-elected.

7. Regnskabsår

- 7.1 Selskabets regnskabsår er kalenderåret.

7. Financial year

- 7.1 The Company's financial year shall be the calendar year.

- 0 -

- 0 -

I tilfælde af modstrid mellem den danske og den engelske version af disse vedtægter, skal den danske version lægges til grund.

In the event of any discrepancies between the Danish version and the English version of these Articles of Association, the Danish version shall prevail.

Således vedtaget ved selskabets ekstraordinære generalforsamling den 12. december 2019.

As adopted at the extraordinary general meeting of the Company on 12 December 2019.

Som dirigent/As Chairman:


Ulrik Jørgensen

