

11 April 2007

### **Annual General Meeting of DONG Energy A/S 2007**

In accordance with article 7 of the Articles of Association, the Supervisory Board of DONG Energy A/S hereby convenes the annual general meeting of DONG Energy A/S, company registration no. (CVR) 36 21 37 28, Municipality of Fredericia, to be held on 26 April 2007 at 13:00 at the company's registered address on Kraftværksvej 53, Skærbæk, DK-7000 Fredericia (*in the Info Centre*).

The agenda is as follows:

1. The Supervisory Board's report on the activities of the company and its subsidiaries during the period from 1 January 2006 until 31 December 2006.
2. Presentation of the audited annual report for adoption
3. Decision on discharge of the Supervisory Board and the Executive Board
4. Decision on the application of profit according to the adopted annual report
5. Election of the Chairman and Deputy Chairman of the Supervisory Board and of other members of the Supervisory Board and determination of the remuneration payable to the Supervisory Board
6. Appointment of auditor.
7. Any proposals submitted by the Supervisory Board or by shareholders
8. Authorisation for registration of decisions made

Below, please find the full wording of the proposals with accompanying comments:

**Re items 2 and 4**

The Supervisory Board proposes that the audited annual report for 2006 be adopted. Net profit of DONG Energy A/S (the parent company) for the year was DKK 5,280 million after taxes. Net profit of the DONG Energy Group for the year was DKK 4,917 million after taxes and minority interests.

The Supervisory Board proposes that the net profit for the year of the parent company be distributed in such a way that DKK 1,967 million are paid in dividend to the shareholders of the company, and that the remaining part of the profit be transferred to equity.

In relation to the surplus of the parent company for the year, the Supervisory Board thus proposes that DKK 3,313 million be transferred to equity.

As of 31 December 2006, the equity of DONG Energy A/S (the parent company) amounted to DKK 33,760 million. For the DONG Energy Group, the equity amounts to DKK 42,268 million.

**Re item 3**

The Supervisory Board proposes that the members of the Supervisory Board and the Executive Board be granted discharge.

**Re item 5**

In accordance with article 16 of the Articles of Association, all members of the Supervisory Board appointed by the general meeting shall resign each year at the annual general meeting.

The Supervisory Board proposes that the following members of the Supervisory Board be re-elected:

Fritz Schur  
Lars Nørby Johansen  
Jens Kampmann  
Asbjørn Larsen  
Poul Arne Nielsen

Kresten Philipsen

Further, the Supervisory Board proposes that the following new members are elected:

Lars Rebien Sørensen, Chief Executive Officer, Novo Nordisk A/S

Jakob Brogaard, Deputy Managing Director, Danske Bank A/S

The Supervisory Board proposes that Fritz Schur be re-elected as Chairman of the Supervisory Board, and that Lars Nørby Johansen be re-elected as Deputy Chairman of the Supervisory Board.

With regard to the candidates' executive functions in other Danish public limited companies, with the exception of companies in the DONG Energy Group - the following can be stated:

**Fritz Schur:**

Chief Executive Officer and/or Chairman of the Supervisory Board of companies in the Fritz Schur Group

Post Danmark A/S (Chairman)

F. Uhrenholt Holding A/S (Chairman)

Brd. Klee A/S (Deputy Chairman)

SAS AB (Member of the Supervisory Board)

DE POST NV/SA LA Poste (Member of the Supervisory Board)

**Lars Nørby Johansen:**

Falck A/S (Chairman)

TV 2/Danmark A/S (Deputy Chairman)

William Demant Holding A/S (Deputy Chairman)

Georg Jensen A/S (Chairman)

Stig Jørgensen og Partners AS (Chairman)

**Jens Kampmann:**

Sund og Bælt Holding A/S (Chairman)

Öresundsbro Konsortiet AB (Chairman)

HMK Holding A/S (Chairman)

Retrocom Holding A/S (Member of the Board of Directors)

Desmi A/S (Chairman)

Frydenholm Holding A/S (Chairman)

Aarhus University's Board of Directors (Member of the Board of Directors)

**Asbjørn Larsen:**

Belships ASA (Chairman)

FMC Technologies Inc. (Houston) (Member of the Board of Directors)

Saga Fjordbase AS (Florø) (Deputy Chairman)

Selvaag Gruppen AS (Member of the Board of Directors)

**Poul Arne Nielsen:**

Stevns Municipality (Mayor)

SEAS-NVE A.m.b.A. (Chairman)

SEAS-NVE Holding A/S (Chairman)

SEAS-NVE Strømmen A/S (Chairman)

SEAS Transmission A/S (Chairman)

Dagbladet/Frederiksborg Amtsavis A/S (Chairman)

Østtrafik A/S (Deputy Chairman)

SAMPENSION A/S (Member of the Board of Directors)

**Kresten Philipsen:**

Sydbank A/S (Chairman)

Privathospitalet Kollund A/S (Chairman)

DTL A/S Dansk-Tysk Landbrugsinvestering (Member of the Board of Directors)

CSC Datalab A/S (Chairman)

CSC Scandihealth A/S (Chairman)

Dansk Affald A/S (Chairman)

Dansk Retursystem A/S (Chairman)

Syd Energi Holding A/S (Chairman)

Syd Energi amba (Chairman)

Netsam A/S (Member of the Board of Directors)

Det Danske Hedeselskab af 01.01.2002 A/S (Member of the Board of Directors)

A/S Plantningsselskabet Sønderjylland (Member of the Board of Directors)

As regards Lars Rebie Sørensen and Jakob Brogaard's executive functions in other Danish public limited companies, these will be stated at the general meeting.

The Supervisory Board proposes that the following remuneration be paid to the Supervisory Board until the next annual general meeting:

Chairman of the Supervisory Board	DKK	425,000
Deputy Chairman of the Supervisory Board	DKK	250,000
Other members of the Supervisory Board	DKK	150,000

Chairman of the Remuneration Committee	DKK	50,000
Other members of the Remuneration Committee	DKK	25,000
Chairman of the Audit and Risk Committee	DKK	100,000
Other members of the Remuneration Committee	DKK	50,000

No remuneration is paid to alternate members of the Supervisory Board.

**Re item 6**

The Supervisory Board proposes that KPMG C. Jespersen, Statsautoriseret Revisionsinteressentskab, and Deloitte, Statsautoriseret Revisionsaktieselskab, be re-appointed as the company's auditors.

**Re item 7**

The Supervisory Board has not received any proposals for items to be addressed at the annual general meeting from the company's shareholders.

**Re item 8**

The Supervisory Board proposes that Christian Skakkebæk, attorney, be authorised to register the finally adopted decisions and to make any such amendments thereto as the Danish Commerce and Companies Agency or other authorities may require or recommend be undertaken as a condition for registration or approval.

\*\*\*\*

The agenda for the annual general meeting and the full wording of the proposals to be submitted at the annual general meeting are specified in this notice convening the annual general meeting and will – along with the company's audited annual report for 2006 – be available for inspection by the shareholders at the company's registered address on Kraftværksvej 53, Skærbæk, DK-7000 Fredericia, on all working days from 9:00 to 16:00 from 18 April 2007 until and including 26 April 2007 at 12:00.

Skærbæk, 11 April 2007

On behalf of the Supervisory Board

Christian Skakkebæk