

9 April 2008

## **Annual General Meeting 2008 in DONG Energy A/S**

The Supervisory Board of DONG Energy A/S hereby convenes the Annual General Meeting in DONG Energy A/S, CVR No. 36 21 37 28, Municipality of Fredericia, cf. Article 6 of the Articles of Association, on

**Thursday 24 April 2008 at 1 p.m. at the Company's registered address: Kraftværksvej 53, Skærbæk, DK-7000 Fredericia (*in the Info Centre*)**

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The agenda is follows:

1. The Supervisory Board's review of the Company's and its subsidiaries' activities throughout the period 1 January 2007 – 31 December 2007
2. Presentation of the audited annual report for adoption
3. Decision on discharging the Supervisory and Executive Boards
4. Decision on the application of profit according the adopted annual report
5. Decision on authorising the Supervisory Board – during the period until the next annual general meeting – to let the Company acquire its own shares up to a maximum aggregate nominal value totalling of 10 % of the Company's share capital.
6. Any proposals by the Supervisory Board or shareholders
7. Appointment of Chairman and Deputy Chairman of the Supervisory Board as well as appointment of other Board members
8. Determination of the remuneration payable to the Supervisory Board for the financial year 2008
9. Appointment of auditors
10. Any other business

Below the full wording of the proposals with accompanying comments appears:

**Items 2 and 4**

The Supervisory Board proposes that the audited annual report for 2007 be adopted. Profit after tax in DONG Energy A/S (the parent company) was DKK 6,564 million, whereas profit after tax in the DONG Energy Group was DKK 3,259 million.

The Supervisory Board recommends that dividends in the sum of DKK 5.00 per share equalling DKK 1,469 million be distributed and that the remainder of the Parent Company's profit, DKK 5,095 million, be transferred to shareholders' fund.

**Item 3**

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

**Item 5**

The Supervisory Board proposes that the Annual General Meeting authorises the Supervisory Board – during the period until the next Annual General Meeting - to let the Company acquire its own shares up to a maximum aggregate nominal value totalling 10 % of the Company's share capital, cf. section 48 of the Danish Companies Act. The purchase price of the shares in question is not to deviate by more than 10 % from the applicable market price of the Company's shares as at the time of acquisition. If, at the time of acquisition, the shares are listed on OMX Nordic Exchange Copenhagen A/S, the purchase price is not to deviate by more than 10 % from the price of the shares listed on OMX Nordic Exchange Copenhagen A/S at the time of acquisition of the shares.

**Item 6**

No proposal has been submitted to the Supervisory Board by the Company's shareholders for transaction at the Annual General Meeting.

**Items 7 and 8**

All members of the Company's Supervisory Board appointed by the Annual General Meeting are up for election. Re-election of the following Board members is proposed:

Fritz Schur  
Lars Nørby Johansen  
Jens Kampmann  
Poul Arne Nielsen  
Kresten Philipsen  
Lars Rebien Sørensen  
Jakob Brogaard

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

As for executive and supervisory positions held in other limited liability companies – apart from companies in the DONG Energy Group – by the individuals standing for the Supervisory Board, the following information may be provided:

**Fritz Schur:**

F. Schur og Co. A/S and Fritz Schur A/S (Chief Executive Officer)  
Post Danmark A/S (Chairman)  
F. Uhrenholt Holding A/S (Chairman)  
FSX A/S (Chairman)  
PSF af 01.09.1985 A/S (Chairman)  
Extrufix Finans A/S (Chairman)  
FSC A/S (Chairman)  
Brd. Klee A/S (Deputy Chairman)  
Fritz Schur Teknik A/S (Deputy Chairman)  
F. Schur og Co. A/S and Fritz Schur A/S (Supervisory Board member)  
SAS AB (Supervisory Board member)  
DE POST NV/LA POSTE SA (Supervisory Board member)

**Lars Nørby Johansen:**

Falck Holding A/S (Chairman)  
Falck Danmark A/S (Chairman)  
Falck A/S (Chairman)  
Georg Jensen A/S (Chairman)  
William Demant Holding A/S (Chairman)  
Oticon A/S (Chairman)  
Stig Jørgensen og Partners A/S (Chairman)  
CAT Invest I A/S (Chairman)  
Stig Jørgensen & Partners – BI A/S (Supervisory Board member)  
Stig Jørgensen & Partners – LO A/S (Supervisory Board member)

**Jens Kampmann:**

Sund og Bælt Holding A/S (Chairman)  
Desmi A/S (Chairman)  
Frydenholm A/S (Chairman)  
Frydenholm Holding A/S (Chairman)  
A/S Øresundsforbindelsen (Chairman)  
AI Gruppen A/S (Chairman)  
Special Waste Systems A/S (Chairman)  
Dalum Holding A/S (Chairman)  
A/S Storebæltsforbindelsen (Chairman)  
Genan Business & Development A/S (Deputy Chairman)  
Genan A/S (Deputy Chairman)  
Retrocom Holding A/S (Supervisory Board member)  
Roulunds Tech A/S (Supervisory Board member)

**Poul Arne Nielsen:**

Municipality of Stevns (Mayor)  
SEAS-NVE Holding A/S (Chairman)

SEAS-NVE Strømmen A/S (Chairman)  
Udgivelseselskabet Dagbladet af 27.11.1962 A/S (Chairman)  
Østtrafik A/S (Deputy Chairman)  
SAMPENSION A/S (Supervisory Board member)  
Kommunernes Pensionsforsikring Aktieselskab (Supervisory Board member)

**Kresten Philipsen:**

Sydbank A/S (Chairman)  
Privathospitalet Kollund A/S (Chairman)  
Dansk Retursystem A/S (Chairman)  
Syd Energi Holding A/S (Chairman)  
DTL A/S (Supervisory Board member)  
Netsam A/S (Supervisory Board member)  
Det Danske Hedeselskab af 01.01.2002 A/S (Supervisory Board member)  
Forsyning A/S (Supervisory Board member)  
Dalgasgruppen A/S  
A/S Plantningsselskabet Sønderjylland (Supervisory Board member)

**Lars Rebien Sørensen:**

Novo Nordisk A/S (Chief Executive Officer)  
ZymoGenetics Inc. (USA) (Supervisory Board member)  
Bertelsmann AG (Germany) (Supervisory Board member)

**Jakob Brogaard**

Realkredit Danmark A/S (Chairman)  
LR Realkredit A/S (Chairman)  
Danica Pension, Livsforsikringaktieselskab (Supervisory Board member)  
Forsikringsselskabet Danica, Skadeforsikringsaktieselskab af 1999 (Supervisory Board member)  
Danica Pension I, Livsforsikringsaktieselskab (Supervisory Board member)  
Danica Liv III, Livsforsikringsaktieselskab (Supervisory Board member)

The Supervisory Board proposes that the following remuneration be paid to the Supervisory Board for the period until the next Annual General Meeting:

Chairman of the Supervisory Board	DKK	500,000
Deputy Chairman of the Supervisory Board	DKK	300,000
Other members of the Supervisory Board	DKK	175,000
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 Audit and Risk Committee	DKK	50,000

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

**Item 9**

The Supervisory Board proposes re-appointment of KPMG Statsautoriseret Revisionspartnerselskab and Deloitte, Statsautoriseret Revisionsaktieselskab as the Company's auditors.

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The agenda for the Annual General Meeting and the full wording of the proposals to be presented at the General Meeting are specified in this notice convening the meeting and will be available for inspection – together with the Company's audited report for 2007 - by the shareholders at the Company's registered address at Kraftværksvej 53, Skærbæk, DK-7000 Fredericia, on all workdays from 9 a.m. to 4 p.m. from and including 10 April 2008 up to and including 24 April 2008 at 11.00 a.m.

Skærbæk, 9 April 2008

On behalf of the Supervisory Board

Fritz H. Schur

Chairman of the Supervisory Board