

31 March 2009

Annual General Meeting in DONG Energy A/S

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

Wednesday 15 April 2009 at 1 p.m. at the Company's registered address: Kraftværksvej 53, Skærbæk, DK-7000 Fredericia (*in the Info Centre*)

The agenda is follows:

1. The Supervisory Board's review of the Company's and its subsidiaries' activities throughout the period 1 January 2008 – 31 December 2008
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 to 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 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 2009
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 2008 be adopted. Profit after tax in DONG Energy A/S (the parent company) was DKK 3,589 million, whereas profit after tax in the DONG Energy Group was DKK 4,815 million.

The Supervisory Board recommends that dividends in the sum of DKK 1,926,736,944 be distributed and that the remainder of the Parent Company's profit, DKK 1,663 million, be transferred to shareholders' fund.

Item 3

The Supervisory Board proposes that the Supervisory and Executive Boards 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 current market price of the Company's shares as at the time of acquisition. If, at the time of acquisition, the shares are listed on NASDAQ OMX Copenhagen A/S, the purchase price is not to deviate by more than 10 % from the price of the shares listed on NASDAQ OMX Copenhagen A/S at the time of acquisition of the shares.

Item 6

1)

From the Ministry of Finance the Supervisory Board has received the following proposal:

The Ministry of Finance proposes Article 10.2 of the Articles of Association be phrased as follows:

"The Supervisory Board of the Company shall consist of six to eight members appointed by the General Meeting plus the additional number of members appointed by the employees in compliance with the statutory requirements. All Supervisory Board members appointed by the General Meeting shall resign each year at the Annual General Meeting and may be re-appointed."

The background for the proposal is a desire for greater flexibility in terms of the number of members appointed by the Annual General Meeting.

2)

The Supervisory Board proposes Article 5.7 of the Articles of Association be phrased as follows:

“The register of shareholders of the Company shall be kept by I-nvestor Danmark A/S, Kongevejen 118, Øverød, DK-2840 Holte”.

The background for the proposal is the change of name by the company keeping the register of shareholders.

Items 7 and 8

All members of the Company's Supervisory Board appointed by the Annual General Meeting are up for election.

The Nomination Committee of DONG Energy will submit its recommendation for election of members to the Supervisory Board to the shareholders not later than eight days prior to the General Meeting.

The Supervisory Board proposes that the following remuneration be paid to the Supervisory Board for the financial year 2009:

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 Revisionspartnerskab and Deloitte, Statsautoriseret Revisionsaktieselskab as the Company's auditors.

For adoption of the proposals made under item 6, at least 2/3 of the voting share capital is to be represented at the General Meeting, and the proposal is also to be adopted by at least 2/3 of both the votes cast and of the voting share capital represented at the General Meeting. In the event that the said voting share capital is not represented at the General Meeting in question, but the proposal is adopted by 2/3 of both the votes cast and of the voting share capital represented at the General Meeting, the Supervisory Board shall convene a new, extraordinary General Meeting within 14 days, at which General Meeting the proposal may be adopted by 2/3 of both the votes cast and of the share capital represented at the General Meeting, regardless of the size of the share capital represented.

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 2008 - 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 1 April 2009 up to and including 15 April 2009 at 11.00 a.m.

Skærbæk, 31 March 2009

On behalf of the Supervisory Board

Fritz H. Schur

Chairman of the Supervisory Board