

5 April 2013

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

The Board of Directors 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

**Monday 22 April 2013 at 13.30 p.m.**

at the Company's registered address: Kraftværksvej 53, Skærbæk, DK-7000 Fredericia (in the Info Centre).

The agenda is as follows:

1. The Board of Directors' review of the Company's and its subsidiaries' activities throughout the period 1 January 2012 until 31 December 2012
2. Presentation of the audited annual report for adoption
3. Decision on discharging the Board of Directors and the Executive Board
4. Decision on the application of profit according to the adopted annual report
5. Decision on authorising the Board of Directors - 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 further proposals by the Board of Directors or the shareholders
7. Appointment of Chairman and Deputy Chairman of the Board of Directors and appointment of other Board members
8. Determination of the remuneration payable to the Board of Directors for the financial year 2013
9. Appointment of the auditor
10. Any other business.

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

**Items 2 and 4**

The Board of Directors proposes that the audited annual report for 2012 be adopted. Net profit for the year after tax (IFRS) in DONG Energy A/S (the Parent Company) was DKK 1,080 million, whereas net loss for the year after tax (IFRS) in the DONG Energy Group was DKK 5,126 million.

The Board of Directors recommends to the General Meeting that no dividends be paid.

**Item 5**

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors – 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 198 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**

No further proposals have been received from the Board of Directors, nor have proposals been received from the shareholders.

**Items 7 and 8**

All members of the Board of Directors appointed at the Annual General Meeting are up for election. Lars Nørby Johansen has informed of his decision not to seek re-election. In compliance with clause 2.2 in the Rules of Procedure for the Nomination Committee, the recommendations by the Nomination Committee in DONG Energy on the appointment of members for the Board of Directors are enclosed as appendix 1 to this notice convening the Annual General Meeting.

The Board of Directors proposes that the remuneration for the Board of Directors for the financial year 2013 remains unchanged compared to the remuneration for 2012, which means that the proposed remuneration is as follows:

Chairman of the Board of Directors	DKK	500,000
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Deputy Chairman of the Board of Directors	DKK	300,000
Other members of the Board of Directors	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 Board of Directors.

**Item 9**

The Board of Directors proposes re-appointment of Pricewaterhousecoopers Statsautoriseret Revisionspartnerselskab 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 submitted at the General Meeting are specified in this notice convening the meeting and will - together with the Company's audited annual report - be available for inspection by the shareholders at the Company's registered address: Kraftværksvej 53, Skærbæk, DK-7000 Fredericia, on all working days from 9 a.m. to 4 p.m. from and including 5 April 2013 at 14.00 a.m. up to and including 22 April 2013 at 11.00 a.m.

Skærbæk, 5 April 2013

On behalf of the Board of Directors:

Fritz H. Schur

Chairman of the Board of Directors

**Appendix 1 to notice to Annual General Meeting of DONG Energy on 22 April 2013 – recommendations from the Nomination Committee of DONG Energy, cf. item 7 of the agenda**

5 April 2013

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

In 2008, DONG Energy set up a Nomination Committee. The Nomination Committee shall evaluate the composition of the Board of Directors and presents to the general meeting recommendations for members to the Board of Directors to be elected by the shareholders in general meeting.

In connection with the Annual General Meeting in DONG Energy on 22 April 2013 the Nomination Committee has evaluated the composition of the Board of Directors. It is the assessment of the Nomination Committee that the current composition of the Board of Directors has worked well, both professionally and collegiately. Deputy Chairman Lars Nørby Johansen has informed that he does not wish to be renominated.

The Nomination Committee recommends

1. Election of 7 members of the Board of Directors to be elected by the shareholders in general meeting.
2. Re-election of the following members to be elected by the shareholders in general meeting: Fritz H. Schur, Jakob Brogaard, Jørn Peter Jensen, Poul Arne Nielsen, Mogens Vinther, Pia Gjellerup and Benny D. Loft.
3. Re-election of Fritz H. Schur as Deputy Chairman and election of Jakob Brogaard as Deputy Chairman of the Board of Directors.

As regards the management positions in other companies of the recommended candidates - exclusive of companies within the DONG Energy Group - reference is made to the enclosed appendix.

Skærbæk, 5 April 2013

On behalf of the Nomination Committee

Fritz H. Schur,

Chairman

**List of management positions in other companies of the recommended candidates - exclusive of companies within the DONG Energy Group:**

**Fritz H. Schur**

Member and/or CEO of F. Schur & Co. A/S, FSS MID ApS, Havnefrontens Selskabslager 909 ApS. Member and CEO of Fritz Schur A/S and CEO or Chairman of 2 wholly-owned subsidiaries. CEO of FS 1 ApS and Chairman of a wholly-owned subsidiary. CEO of FS 11 ApS and Chairman of 2 wholly-owned subsidiaries. CEO of FS 12 ApS and Deputy Chairman of one directly and one indirectly owned subsidiary.

Chairman: SAS AB (Sverige), PostNord AB, F. Uhrenholt Holding A/S, Relationscore ApS and Chairman of a wholly-owned subsidiary, C.P. Dyvig & Co. A/S.

Deputy Chairman: Brd. Klee A/S

Member: WEPA Industrieholding SE, Experimentarium - Center for formidling af naturvidenskab og moderne teknologi (fond)

**Poul Arne Nielsen**

Chairman: SEAS-NVE A.m.b.a. and a wholly-owned subsidiary, SEAS-NVE Strømmen A/S, Sjællandske Medier A/S and Dansk Energi.

Member: SAMPENSION KP Livsforsikring A/S and a wholly-owned subsidiary

**Jakob Brogaard**

Chairman: Finansiell Stabilitet A/S.

Deputy Chairman: LR Realkredit A/S

Member: OW Bunker & Trading A/S, Newco AEP A/S

**Jørn P. Jensen**

Deputy CEO and CFO, Carlsberg Breweries and Carlsberg A/S.

Chairman, Deputy chairman or member: 20 wholly-owned Danish and foreign subsidiaries of the Carlsberg Group.

Member of the management of Boliginteressentskabet Tuborg.

Member: Danske Bank A/S

Medlem of the Danish committee on corporate governance.

CEO: Ekeløf Invest ApS.



**Mogens Vinther**

Chairman: Fonden Det Gamle Apotek i Ribe, Foreningen Gammelt Præg - Ribe Bybevaring

Member: Syd Energi Holding A/S, Syd Energi A.m.b.a., Fonden Ribe Byferie, Fonden til Ribe Bys Forskønnelse.

CEO: Advokatfirmaet Langberg & Vinther

**Pia Gjellerup**

Chairman: Vanførefonden.

Member: Gefion Gymnasium and Fondet Dansk – Norsk Samarbejde.

**Benny D. Loft**

Executive Vice President and CFO, Novozymes A/S.

Deputy Chairman: Bygningsfonden Den Blå Planet.

Member: Xellia Pharmaceuticals ApS.

5 wholly-owned subsidiaries of the Novozymes Group.