

7 August 2014

## **Minutes**

### **DONG Energy A/S**

#### **Extraordinary General Meeting**

On 7 August 2014 at 9.30 a.m. an Extraordinary General Meeting was held in DONG Energy A/S, company registration (CVR) no. 36 21 37 28, Municipality of Fredericia (the "Company"), at the address Industriens Hus, H. C. Andersens Boulevard 18, 1553 Copenhagen V.

The agenda was as follows:

- 1 Proposal for election of a new member to the Board of Directors as Chairman of the Board of Directors
- 2 Proposal to amend the Articles of Association of the Company
- 3 Proposal to authorize Attorney-at-Law Anders Zoëga Hansen (with full right of substitution) in respect of filing and registration of the adopted resolutions

Christian Th. Kjølbye, attorney-at-law, addressed a few words of welcome to the shareholders and stated that the Board of Directors in accordance with article 7.3 of the Articles of Association had appointed him as chairman of the meeting.

The chairman of the meeting established that the general meeting had been convened by e-mail of 23 July 2014 to all shareholders.

The chairman of the meeting established that 154 of the shareholders representing 95,0% of the share capital were represented at the general meeting and that the quorum requirement in article 9.2 of the Articles of Association was fulfilled since at least 2/3 of the share capital thus was represented at the general meeting.

The chairman of the meeting also established that the requirements for convening the meeting stipulated in sections 94-98 of the Danish Companies Act and article 6 of the Articles of Association had been fulfilled.

The chairman of the meeting stated (i) that notification of the general meeting had been given to the employees via the intranet (Vital) on 23 July 2014, (ii) that the notice convening the meeting with appendices had been submitted electronically to the Danish Business Authority and to the shareholders in compliance with article 6.6 of the Articles of Association and section 97(3) of the Danish Companies Act, (iii) that the agenda and the full wording of the proposals and appendices have been available for inspection by the shareholders in compliance with article 6.8 of the Articles of Association and section 98 of the Danish Companies Act and (iv) that the draft amended Articles of Association and the recommendations by the Nomination Committee on the appointment of members of the Board of Directors to be appointed by the general meeting had been available for inspections by the shareholders in compliance with article 6.8 of the Articles of Association and section 98 of the Danish Companies Act.

The chairman of the meeting then established that the general meeting had been lawfully convened and was legally competent to transact business in every respect.

The chairman of the meeting mentioned that according to the rules on state-owned limited companies, the general meeting was open to the press.

The chairman introduced the agenda and presented the detailed proposals.

#### **Re item 1**

The chairman of the meeting stated that a Nomination Committee has been set up (article 12 of the Company's Articles of Association) and that the recommendations by the Nomination Committee on members of the Board of Directors to be elected by the general meeting had been available to all shareholders prior to the general meeting (clause 2.2 of the Rules of Procedure for the Nomination Committee adopted by the general meeting).

It was the recommendation of the Nomination Committee that seven members of the Board of Directors are elected by the general meeting, that Thomas Thune Andersen be elected as new member of the Board of Directors by the general meeting, and that Thomas Thune Andersen be elected as new Chairman of the Board of Directors by the general meeting.

The recommendations by the Nomination Committee contained information on the nominated candidate's management positions in enterprises outside the DONG Energy Group cf. Section 120 of the Danish Companies Act.

The shareholders present at the general meeting unanimously adopted the proposal included in the recommendations by the Nomination Committee with the required majority. A shareholder had by proxy voted against the proposal.

**Re item 2**

It was proposed that a new article 8.2 of the Company's Articles of Association is introduced with the following wording:

"Any shareholder who is entitled to attend the general meeting and who wants to attend the general meeting shall apply for an admission card to such general meeting no later than three days prior to the holding of the meeting. The admission cards may be sent from the Company by e-mail to the shareholders."

As a consequence hereof, it was proposed that the present articles 8.2 and 8.3 of the Company's Articles of Association will be numbered articles 8.3 and 8.4, respectively.

The chairman stated that the registration deadline is proposed in order for the Company to have sufficient time to plan the general meetings as the number of shareholders has been increased considerably following the introduction of the employee share program.

Further, it was proposed to amend articles 17.2 and 17.3 of the Company's Articles of Association to:

"17.2 The Company may forward notices convening annual and extraordinary general meetings via e-mail to its shareholders containing reference to the Company's web-based Shareholders' Portal where the shareholders can find agendas, complete proposals for amendments to the Articles of Association, proxy forms, voting by post forms, annual reports, interim financial reports, minutes of general meetings as well as any other general information provided by the Company to its shareholders. Admission cards may be forwarded via e-mail to the shareholders from the Company, see article 8.2.

17.3 The documents listed above, except for admission cards for general meetings, are also posted on the Company's website which shall also include information on the requirements for the systems used and on the procedure in connection with electronic communication."

The chairman stated that the amendments are minor specifications of the wording of articles 17.2 and 17.3 in connection with the use of electronic communication.

The shareholders present at the general meeting unanimously adopted the proposed amendments to the Articles of Association with the required majority. A shareholder had by proxy voted against the

proposal.

**Re item 3**

It was proposed that Anders Zoëga Hansen, attorney-at-law (with full right of substitution) be authorised to file the resolutions adopted by the general meeting with the Danish Business Authority and to make any such amendments or additions to the resolutions of the general meeting and/or the notification to be filed with the Danish Business Authority as might be requested or recommended by the Danish Business Authority or any other public authority as a condition for registration or approval.

The general meeting unanimously adopted the proposal.

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The general meeting was then closed.

Copenhagen, 7 August 2014

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Benny D. Loft  
Chairman of the Board of Directors

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Christian Th. Kjølbjerg  
Chairman of the meeting