

23 July 2014

Extraordinary General Meeting in DONG Energy A/S

The Board of Directors of DONG Energy A/S, company registration (CVR) no. 36 21 37 28, Municipality of Fredericia (the "Company"), hereby convenes an Extraordinary General Meeting in the Company to be held on

Thursday, 7 August 2014, 09:30 a.m.

at Industriens Hus, H. C. Andersens Boulevard 18, 1553 Copenhagen V.

The reason for holding the Extraordinary General Meeting is to elect a new member to the Board of Directors as Chairman of the Board of Directors and to amend the Articles of Association of the Company to introduce a registration deadline in respect of participation at the General Meetings of the Company and to make minor specifications in connection with the use of electronic communication.

The agenda for the Extraordinary General Meeting is 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

Full wording of the proposals with accompanying comments:

Re item 1

The Board of Directors is proposed to consist of 7 members elected by the general meeting. Thomas Thune Andersen is proposed to be elected to the Board of Directors. Thomas Thune Andersen is proposed elected as Chairman of the Board of Directors. The present interim Chairman Benny D. Loft steps down as Chairman but will remain a member of the Board of Directors. In accordance with clause 2.2 of the rules of procedure for the Nomination Committee of the Company, the recommendations by the Nomination Committee on the appointment of a member to the Board of Directors and information on the nominated candidate's other executive

positions are enclosed as appendix 1 to this notice convening the Extraordinary General Meeting.

Re item 2

It is proposed to amend the Articles of Associations of the Company as follows:

It is 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 of the above, it is 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 deadline is proposed in order for the Company to have sufficient time to plan the general meetings after the number of shareholders has been increased considerably.

Further, it is 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 amendments are minor specifications of the wording of articles 17.2 and 17.3 in connection with the use of electronic communication.

Re item 3

It is proposed that Attorney-at-Law Anders Zoëga Hansen (with full right of substitution) be au-

thorised 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 following quorum and majority requirements apply to the proposals and must be complied with in order for the proposals to be carried out:

- (i) The proposal in item 2 may be carried out if at least 2/3 of the Company's share capital is represented at the general meeting and the proposal is approved by at least 2/3 of the votes cast as well as 2/3 of the share capital represented at the general meeting
- (ii) The proposals in items 1 and 3 may be carried out if at least 50 % of the share capital is represented at the general meeting and the proposals are approved by simple majority

The agenda of the Extraordinary General Meeting and the full wording of the proposals to be submitted at the general meeting are specified in this notice with appendix 1 convening the meeting and will - together with the updated draft Articles of Association - be available for inspection by the shareholders on the website of the Company, www.dongenergy.com, in the period from 23 July 2014 - 7 August 2014.

For practical purposes shareholders who wish to participate in the Extraordinary General Meeting are requested to apply for an admission card prior to the Extraordinary General Meeting via the Shareholders' Portal which is accessible through the Company's website www.dongenergy.com.

A shareholder may be represented by proxy or vote by post by using the proxy- or postal vote form available on the Shareholders' Portal. The Company must receive the proxy- or postal vote form no later than Wednesday 6 August 2014 at 11:59 p.m. by sending it to the Company via the Shareholders' Portal which can be accessed through the Company's website www.dongenergy.com.

Skærbæk, 23 July 2014

On behalf of the Board of Directors

Benny D. Loft

Chairman of the Board of Directors

Appendix 1 to Extraordinary General Meeting in DONG Energy A/S on 7 August 2014 - recommendations from the Nomination Committee of DONG Energy A/S, cf. item 1 on the Agenda

3 July 2014

Extraordinary General Meeting in DONG Energy A/S

In 2008 DONG Energy A/S appointed a Nomination Committee. The Nomination Committee is to assess the composition of the Board of Directors and to present recommendations to the General Meeting regarding the election of board members elected by the General Meeting.

In continuation of DONG Energy's group release on 11 March 2014 the Nomination Committee has discussed the composition of the Board of Directors.

The Nomination Committee recommends

1. That seven members of the Board of Directors are elected by the General Meeting.
2. Election of Thomas Thune Andersen to the Board of Directors to be elected by the General Meeting.
3. Election of Thomas Thune Andersen as new Chairman of the Board of Directors.

Please see the enclosed appendix for information about the recommended person's executive functions in other enterprises - apart from wholly-owned subsidiaries in the DONG Energy Group.

Skærbæk, 3 July 2014

On behalf of the Nomination Committee

Benny D. Loft
(Chairman)

Information about the recommended person's executive functions in other enterprises - apart from wholly-owned subsidiaries in the DONG Energy Group:

Thomas Thune Andersen

Chairman: Lloyds Register

Chairman: DeepOcean Group

Vice-chairman: VKR Holding A/S – (VELUX Group etc.)

Vice-chairman: British Chamber of Commerce - British Import Union

Non-Executive Director, Chairman of the Remuneration Committee and member of the Audit Committee: Petrofac Limited