

Updated recommendations from the Nomination Committee of DONG Energy A/S in connection with the Annual General Meeting in DONG Energy A/S on 4 March 2015, cf. item 7 on the Agenda

26 February 2015

Annual General Meeting of DONG Energy A/S

On 17 February 2015, the Nomination Committee in DONG Energy A/S submitted recommendations to the Annual General Meeting regarding the composition of the Board of Directors. As stated in the recommendations, it was not possible to complete the search process for a candidate to the Deputy Chairman position in time for the convening of the Annual General Meeting. As this process has now been completed, the Nomination Committee submits these updated recommendations to the Annual General Meeting regarding the composition of the Board of Directors, which in its entirety replace the recommendations submitted on 17 February 2015.

The Nomination Committee recommends:

1. That eight members of the Board of Directors are elected by the General Meeting.
2. That Thomas Thune Andersen, Pia Gjellerup, Martin Hintze, Benny D. Loft, Poul Arne Nielsen and Claus Wiinblad are re-elected by the General Meeting to the Board of Directors.
3. That Lynda Armstrong and Lene Skole are elected by the General Meeting to the Board of Directors.
4. That Thomas Thune Andersen is elected by the General Meeting as Chairman of the Board of Directors.
5. That Lene Skole is elected by the General Meeting as Deputy Chairman of the Board of Directors.

Please see the enclosed annex for information about the recommended candidates.

Skærbæk, 26 February 2015

On behalf of the Nomination Committee

Thomas Thune Andersen

Chairman

Annex - Information about the recommended candidates

Thomas Thune Andersen

Executive functions in other enterprises - apart from wholly-owned subsidiaries in the DONG Energy Group:

Chairman of the Board of Directors: Lloyds Register, DeepOcean Group

Deputy Chairman of the Board of Directors: VKR Holding A/S

Senior Independent Director: Petrofac Limited

Experience and special skills:

Knowledge and experience within all DONG Energy's principal business areas.

Knowledge and experience within the following key functional areas: General management, safety management, risk management and stakeholder management.

Chairman of the Board of Directors of DONG Energy A/S since 2014.

Independence:

Thomas Thune Andersen is considered independent of shareholder interests. Due to his directorship in Petrofac Limited and the fact that Petrofac in the past year has had significant business relations with DONG Energy, he is not considered independent pursuant to the Recommendations on Corporate Governance prepared by the Danish Committee on Corporate Governance.

Pia Gjellerup

Executive functions in other enterprises - apart from wholly-owned subsidiaries in the DONG Energy Group:

Center for Public Innovation, Center Director

Chairman: Vanførefonden

Member: Gefion Gymnasium, Fondet Dansk-Norsk Samarbejde, Fonden Rådmandsgade 34

Experience and special skills:

Relevant knowledge and experience within the following key functional areas: General management, financial management, stakeholder management and human resources management.

Member of the Board of Directors of DONG Energy A/S since 2012.

Independence:

Pia Gjellerup is considered independent*.

Martin Hintze

Executive functions in other enterprises - apart from wholly-owned subsidiaries in the DONG Energy Group:

Goldman Sachs International, Managing Director

Member of Board of Directors and Advisory Committee: CEONA Holding Ltd.

Member of Board of Management: Xella International Holding S.a.r.l.

Member of Advisory Board: Flint HoldCo. S.à r.l.

* Assessment of independence is based on the criteria set up in Section 3.2.1 of the Recommendations on Corporate Governance by the Danish Committee on Corporate Governance from May 2013 as updated in November 2014.

Experience and special skills:

Knowledge and experience within the following key functional areas: General management, financial management, risk management, stakeholder management and capital markets.

Member of the Board of Directors of DONG Energy A/S since 2014.

Independence:

Martin Hintze is considered independent*.

Benny D. Loft

Executive functions in other enterprises - apart from wholly-owned subsidiaries in the DONG Energy Group:

Novozymes A/S, Executive Vice President and CFO

Member of the Board of Directors: 6 wholly-owned companies in the Novozymes Group

Member of the Board of Directors and chairman of the Finance and Audit Committee: New Xelia Group A/S

Member of the Board of Directors: Den Blå Planet

Experience and special skills:

Knowledge and experience within the following key functional areas: General management, financial management, risk management, stakeholder management, human resources management and capital markets.

Member of the Board of Directors of DONG Energy A/S since 2012.

Independence:

Benny D. Loft is considered independent*.

Poul Arne Nielsen

Executive functions in other enterprises - apart from wholly-owned subsidiaries in the DONG Energy Group:

Chairman of the Board of Directors: SEAS-NVE Holding A/S, SEAS-NVE A.m.b.a, Sjællandske Medier A/S, Dansk Energi

Experience and special skills:

Knowledge and experience within the following of DONG Energy's principal business areas: Customers & Markets.

Knowledge and experience within the following key functional areas: General management, financial management, risk management and human resources management.

Member of the Board of Directors of DONG Energy A/S since 2006.

Independence:

Poul Arne Nielsen is considered independent*.

* Assessment of independence is based on the criteria set up in Section 3.2.1 of the Recommendations on Corporate Governance by the Danish Committee on Corporate Governance from May 2013 as updated in November 2014.

Claus Wiinblad

Executive functions in other enterprises - apart from wholly-owned subsidiaries in the DONG Energy Group:

ATP, Head of Danish Equities.

Experience and special skills:

Knowledge and experience within the following key functional areas: Financial management and capital markets.

Member of the Board of Directors of DONG Energy A/S since 2014.

Independence:

Claus Wiinblad is considered independent*.

Lynda Armstrong

Executive positions in other enterprises – apart from wholly-owned subsidiaries in the DONG Energy Group:

Non-executive Director: KAZ Minerals Plc., Central Europe Oil Company

Member of Supervisory Board: SBM Offshore N.V

Chairman: British Safety Council

Experience and special skills:

Knowledge and experience within the following of DONG Energy's principal business areas: Exploration & Production.

Knowledge and experience within the following key functional areas: General management, safety management, risk management, stakeholder management and human resources management.

Independence:

Lynda Armstrong is considered independent*.

Lene Skole

Executive positions in other enterprises – apart from wholly-owned subsidiaries in the DONG Energy Group:

Lundbeckfonden and Lundbeckfond Invest A/S, CEO

Board member: ALK-Abelló A/S, Tryg A/S and Tryg Forsikring A/S

Experience and special skills:

Knowledge and experience within the following of DONG Energy's principal business areas: Exploration & Production.

Knowledge and experience within the following key functional areas: General management, financial management, safety management, risk management, stakeholder management, human resources management and capital markets.

Independence:

Lene Skole is considered independent*.

* Assessment of independence is based on the criteria set up in Section 3.2.1 of the Recommendations on Corporate Governance by the Danish Committee on Corporate Governance from May 2013 as updated in November 2014.