



ØRSTED A/S

(incorporated as a public limited company in Denmark with CVR number 36213728)

€500,000,000

Callable Subordinated Capital Securities due 3017

ISIN XS1720192696

The €500,000,000 Callable Subordinated Capital Securities due 3017 (the "Securities") will be issued by Ørsted A/S (legal name until 30 October 2017: DONG Energy A/S) (the "Issuer" or "Ørsted") on 24 November 2017 (the "Issue Date"). The Securities will bear interest from (and including) 24 November 2017 (the "Interest Commencement Date") to (but excluding) 24 November 2024 (the "First Par Call Date") at rate of 2.250 per cent. per annum (the "First Fixed Rate"). Thereafter, unless previously redeemed, the Securities will bear interest from (and including) the First Par Call Date to (but excluding) 24 November 2029 (the "First Step-up Date") at the 5-year swap rate for the Reset Period (as defined herein) commencing on the First Par Call Date plus a margin of 189.9 basis points per annum (no step-up) (the "First Reset Fixed Rate"). From (and including) the First Step-up Date to (but excluding) the next subsequent Reset Date (as defined herein) and thereafter from (and including) each Reset Date to (but excluding) the next subsequent Reset Date until the Reset Date falling on 24 November 2044 (the "Second Step-up Date") the Securities will bear interest at the 5-year swap rate for the relevant Reset Period in which the coupon period falls plus a margin of 214.9 basis points per annum (including a step-up of 25 basis points). From (and including) the Second Step-up Date to (but excluding) the next subsequent Reset Date and thereafter from (and including) each Reset Date to (but excluding) the next subsequent Reset Date until 24 November 3017 (the "Maturity Date") the Securities will bear interest at the 5-year swap rate for the relevant Reset Period in which the coupon period falls plus a margin of 289.9 basis points per annum (including a further step-up of 75 basis points). During each such period, interest is scheduled to be paid annually in arrear on 24 November in each year (each a "Coupon Payment Date"), commencing on 24 November 2018, as described under "Terms and Conditions of the Securities – Coupons".

Payments of interest on the Securities may be deferred at the option of the Issuer (see "Terms and Conditions of the Securities – Optional Coupon Deferral"). Payments on the Securities will be made without deduction for or on account of taxes of the Kingdom of Denmark to the extent described under the "Terms and Conditions of the Securities – Taxation".

Unless previously redeemed or purchased by the Issuer as provided below, the Securities will be redeemed on the Maturity Date at their principal amount (together with accrued interest in respect of the Coupon Period (as defined herein) ending on (but excluding) the Maturity Date). Any Outstanding Payments (as defined in the terms and conditions of the Securities (the "Conditions")) will be cancelled on the Maturity Date.

The Securities will be redeemable at the option of the Issuer, in whole but not in part, on any date during the period commencing (and including) 24 August 2024 to (and including) the First Par Call Date, or on any Coupon Payment Date falling after the First Par Call Date at their principal amount (together with accrued interest and any Outstanding Payments). In addition, the Securities will be redeemable at the option of the Issuer in whole but not in part at the amount specified in the Conditions (i) for taxation reasons, (ii) for accounting reasons, (iii) on the occurrence of a Ratings Event (as defined herein) or (iv) in the event that the Issuer has purchased and cancelled 80 per cent. or more of the initial principal amount of the Securities, all as more fully described in "Terms and Conditions of the Securities – Redemption and Purchase".

The Securities and the Coupons will constitute direct, unsecured and subordinated obligations of the Issuer. See "Terms and Conditions of the Securities – Status". The Securities are serially numbered and in bearer form in the denominations of € 100,000 and integral multiples of € 1,000 in excess thereof, up to and including € 199,000.

This prospectus (the "Prospectus") has been prepared on the basis that all offers of the Securities will be made pursuant to an exemption under the European Union's Directive 2003/71/EC, as amended ("Prospectus Directive"), from the requirement to produce a prospectus in connection with offers of the Securities and is thus, for the purposes of the offering of the Securities, not a prospectus within the meaning of the Prospectus Directive. Accordingly, any person making or intending to make any offer within the European Economic Area ("EEA") of the Securities which are the subject of the offering contemplated in this Prospectus should only do so in circumstances in which no obligation arises for the Issuer or the Joint Lead Managers (as defined herein) to produce a prospectus for such offers. None of the Issuer or the Joint Lead Managers has authorized, nor do they authorize, the making of any offer of the Securities through any financial intermediary, other than offers made by the Joint Lead Managers which constitute the final placement of the Securities contemplated in this Prospectus.

Application has been made to the Luxembourg Stock Exchange for the Securities to be listed on the official list of the Luxembourg Stock Exchange ("Official List") and to be admitted to trading on the Luxembourg Stock Exchange's Regulated Market. The Luxembourg Stock Exchange's Regulated Market is a regulated market for the purposes of Directive 2004/39/EC of the European Parliament and of the Council of April 21, 2004 on Markets in Financial Instruments, as amended. Only for purposes of the admission to trading, this Prospectus constitutes a prospectus within the meaning of the Prospectus Directive, i.e. a listing prospectus according to Article 5.3 of the Prospectus Directive. By approving a prospectus, the *Commission de Surveillance du Secteur Financier* (the "CSSF") shall give no undertaking as to the economic and financial soundness of the operation or the quality or solvency of the issuer pursuant to Article 7 para. 7 *Loi relative aux prospectus pour valeurs mobilières*. Application has been made for the Securities to be inscribed on the Luxembourg Green Exchange platform ("LGX").

This Prospectus does not constitute an offer to sell, or the solicitation of an offer to buy Securities in any jurisdiction where such offer or solicitation is unlawful. The Securities are subject to U.S. tax law requirements and may, subject to certain exceptions, not be offered, sold or delivered within the United States or to U.S. persons. For a further description of certain restrictions on the offering and sale of the Securities and on the distribution of this Prospectus, see "Selling Restrictions" below.

The Securities are not intended, from 1 January 2018, to be offered, sold or otherwise made available to and, with effect from such date, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (EEA). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU ("MiFID II"); (ii) a customer within the meaning of Directive 2002/92/EC (the "Insurance Mediation Directive"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Directive. No key information document required by Regulation (EU) No 1286/2014 (the "PRIIPs Regulation") for offering or selling the Securities or otherwise making them available to retail investors in the EEA has been prepared. Offering or selling the Securities or otherwise making them available to any retail investor in the EEA may therefore be unlawful under the PRIIPs Regulation.

The Securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") and are being offered and sold in transactions outside the United States of America ("United States") to non-U.S. persons (as defined in Regulation S under the Securities Act ("Regulation S")) in reliance on Regulation S.

The Securities will initially be represented by a temporary global security (the "**Temporary Global Security**"), without interest coupons, which will be deposited on or about the Issue Date with a common depository for Euroclear Bank SA/NV ("**Euroclear**") and Clearstream Banking S.A. ("**Clearstream, Luxembourg**"). Interests in the Temporary Global Security will be exchangeable for interests in a permanent global security (the "**Permanent Global Security**" and, together with the Temporary Global Security, the "**Global Securities**"), without interest coupons, on or about 3 January 2018, upon certification as to non-U.S. beneficial ownership. Interests in the Permanent Global Security will be exchangeable for definitive Securities ("**Definitive Securities**") only in certain limited circumstances - see "Summary of Provisions relating to the Securities while represented by the Global Securities".

The Securities are expected to be rated BB+ by Standard & Poor's Credit Market Services Europe Limited, a subsidiary of the McGraw-Hill Companies, Inc. ("**S&P**"), Baa3 by Moody's Investors Service, Limited ("**Moody's**") and BBB- by Fitch Ratings Limited ("**Fitch**"). A rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension, reduction or withdrawal at any time by the assigning rating agency.

S&P defines BB+ as follows: An obligation rated 'BB' is less vulnerable to non-payment than other speculative issues. However, it faces major ongoing uncertainties or exposure to adverse business, financial, or economic conditions which could lead to the obligor's inadequate capacity to meet its financial commitment on the obligation. The ratings from 'AA' to 'CCC' may be modified by the addition of a plus or minus sign to show relative standing within the major rating categories. Moody's defines Baa3 as follows: Obligations rated Baa are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. Fitch defines BBB- as follows: A 'BBB' rating indicates that expectations of credit risk are currently low. The capacity for payment of financial commitments is considered adequate but adverse business or economic conditions are more likely to impair this capacity. The modifiers plus or minus may be appended to a rating to denote relative status within major rating categories.

Credit ratings included or referred to in this Prospectus have been issued by S&P, Moody's and Fitch, each of which is established in the European Union and registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies (the "CRA Regulation"). A list of credit rating agencies registered under the CRA Regulation is available for viewing at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>.

Prospective investors should have regard to the factors described under the section headed "*Risk Factors*" in this Prospectus.

Joint Global Coordinators and Joint Lead Managers

BNP PARIBAS

DEUTSCHE BANK

Structuring Adviser

Joint Lead Managers

BARCLAYS

NORDEA

RESPONSIBILITY STATEMENT

Ørsted A/S (the "**Issuer**" and together with its subsidiaries and affiliates, the "**Group**") accepts responsibility for the information contained or incorporated by reference in this Prospectus and hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained or incorporated by reference in this Prospectus is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

NOTICE

This Prospectus is to be read in conjunction with any supplement hereto and with all the documents which are incorporated herein by reference (see "Documents Incorporated by Reference").

The information contained in this Prospectus has been provided by the Issuer and the other sources identified herein. To the fullest extent permitted by law, no representation or warranty is made or implied by BNP Paribas, Deutsche Bank AG, London Branch, Barclays Bank PLC or Nordea Bank AB (publ) (the "**Joint Lead Managers**" and each a "**Joint Lead Manager**") or any of their respective affiliates or Citicorp Trustee Company Limited as trustee (the "**Trustee**"), and neither the Joint Lead Managers nor any of their respective affiliates nor the Trustee make any representation or warranty or accept any responsibility, as to the accuracy or completeness of the information contained in this Prospectus or for any statement purported to be made by or on behalf of the Joint Lead Managers or the Trustee. The Joint Lead Managers and the Trustee accordingly disclaim all and any liability whether arising in tort or contract or otherwise which they might otherwise have in respect of this Prospectus or any such statement.

No person has been authorized to give any information or to make any representation concerning the Issuer or the Securities (other than as contained in this Prospectus) and, if given or made, any such other information or representation should not be relied upon as having been authorized by the Issuer, the Joint Lead Managers or the Trustee. In making an investment decision, investors must rely on their own examination of the Issuer and the terms of the offering, including the merits and risks involved. Any decision to purchase Securities should be based solely on this Prospectus.

Any reproduction or distribution of this Prospectus, in whole or in part, and any disclosure of its contents or use of any information herein for any purpose other than considering an investment in the Securities is prohibited. Each offeree of the Securities, by accepting delivery of this Prospectus, agrees to the foregoing.

The Issuer has confirmed to the Joint Lead Managers that this Prospectus is true and accurate in all material respects and is not misleading; that any opinions and intentions expressed herein are honestly held and based on reasonable assumptions; that there are no other facts with respect to the Issuer the omission of which would make this Prospectus as a whole or any statement herein or opinions or intentions expressed herein misleading in any material respect; and that all reasonable enquiries have been made to verify the foregoing.

The Joint Lead Managers are acting exclusively for the Issuer and no other person in connection with the offering of the Securities. They will not regard any other person (whether or not such person is a recipient of this document) as their client in relation to the offering of the Securities and will not be responsible to anyone other than the Issuer for providing the protections afforded to their respective clients or for giving advice in relation to the offering or any transaction or arrangement referred to herein.

Neither the delivery of this Prospectus nor the offering, sale or delivery of the Securities shall, in any circumstances, create any implication that the information contained in this Prospectus is true subsequent to the date upon which this Prospectus has been published or most recently amended or supplemented or that there has been no adverse change in the financial position of the Issuer since the date hereof or, as the case may be, the date upon which this Prospectus has been most recently amended or supplemented or the date of

the consolidated statement of financial position of the most recent financial statements, or that any other information supplied in connection with the Securities is correct at any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

None of the Issuer, the Joint Lead Managers or the Trustee, or any of their respective representatives, is making any representation to any offeree or purchaser of the Securities regarding the legality of an investment in the Securities by such offeree or purchaser under the laws applicable to such offeree or purchaser. Prospective investors should not construe anything in this Prospectus as legal, tax, business or financial advice. Each investor should consult with his or her own advisors as to the legal, tax, business, financial and related aspects of a purchase of the Securities.

This document may only be communicated or caused to be communicated in circumstances in which Section 21 para. 1 of the Financial Services and Markets Act 2000, as amended ("FSMA") does not apply.

The Securities have not been and will not be registered under the Securities Act and are subject to U.S. tax law requirements. Subject to certain exceptions, the Securities may not be offered, sold or delivered within the United States or to U.S. persons; see "*Selling Restrictions*".

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Securities are not intended, from 1 January 2018, to be offered, sold or otherwise made available to and, with effect from such date, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (EEA). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU ("**MiFID II**"); (ii) a customer within the meaning of Directive 2002/92/EC (the "**Insurance Mediation Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Directive. No key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Securities or otherwise making them available to retail investors in the EEA has been prepared. Offering or selling the Securities or otherwise making them available to any retail investor in the EEA may therefore be unlawful.

The distribution of this Prospectus as well as the offering, sale, and delivery of the Securities in certain jurisdictions may be restricted by law. Persons into whose possession this Prospectus comes are required by the Issuer, the Joint Lead Managers and the Trustee to inform themselves about and to observe any such restrictions. This Prospectus does not constitute an offer of, or an invitation to purchase, any of the Securities in any jurisdiction in which such offer, exercise or invitation would be unlawful. None of the Issuer, the Joint Lead Managers or the Trustee or any of their respective affiliates accepts any legal responsibility for any violation by any person, whether or not a prospective investor, of any such restrictions.

This Prospectus may not be used for the purpose of an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation.

This Prospectus does not constitute an offer or an invitation to subscribe for or purchase the Securities and should not be considered as a recommendation by the Issuer, the Joint Lead Managers or the Trustee that any recipient of this Prospectus should subscribe for or purchase Securities. Each recipient of this Prospectus shall be considered to have made its own investigation and appraisal of the condition (financial or otherwise) of the Issuer.

IN CONNECTION WITH THE ISSUANCE OF THE SECURITIES, DEUTSCHE BANK (THE "STABILISATION MANAGER") (OR PERSONS ACTING ON BEHALF OF THE STABILISATION MANAGER) MAY OVER-ALLOT THE SECURITIES OR EFFECT TRANSACTIONS WITH A VIEW TO SUPPORTING THE MARKET PRICE OF THE SECURITIES AT A LEVEL HIGHER THAN THAT WHICH MIGHT OTHERWISE PREVAIL. HOWEVER, STABILISATION MAY NOT NECESSARILY OCCUR. ANY STABILIZATION ACTION MAY BEGIN ON OR AFTER THE DATE ON WHICH ADEQUATE PUBLIC DISCLOSURE OF THE TERMS OF THE OFFER OF THE SECURITIES IS MADE AND, IF BEGUN, MAY CEASE AT ANY TIME, BUT IT MUST END NO LATER THAN THE EARLIER OF 30 DAYS AFTER THE ISSUE DATE AND 60 DAYS AFTER THE DATE OF THE ALLOTMENT OF THE SECURITIES. ANY STABILIZATION ACTION OR OVER-ALLOTMENT MUST BE CONDUCTED BY THE STABILISATION MANAGER (OR PERSON(S) ACTING ON BEHALF OF THE STABILISATION MANAGER) IN ACCORDANCE WITH ALL APPLICABLE LAWS AND RULES.

All references in this Prospectus to (i) "**Danish Krone**" and "**DKK**" are to the lawful currency for the time being of Denmark; (ii) "**euro**" and "**€**" are to the currency introduced as the start of the third stage of European economic and monetary union, as defined in Article 2 of Council Regulation (EC) No. 974/98 of 3 May 1998 on the introduction of the euro; and (iii) "**U.S. dollars**" and "**USD**" are to the lawful currency for the time being of the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia.

Certain terms used in this Prospectus and financial measures presented in the documents incorporated by reference are not recognized financial measures under IFRS ("**Alternative Performance Measures**") and may therefore not be considered as an alternative to the financial measures defined in the accounting standards in accordance with generally accepted accounting principles. The Issuer has provided these Alternative Performance Measures because it believes they provide investors with additional information to assess the economic situation of the Issuer's business activities. The definition of the Alternative Performance Measures may vary from the definition of identically named alternative performance measures used by other companies. The Alternative Performance Measures used by the Issuer should not be considered as an alternative to measures derived in accordance with IFRS as measures of operating performance. These Alternative Performance Measures have limitations as analytical tools and should not be considered in isolation or as substitutes for analysis of results as reported under IFRS.

For definitions and further explanations of Alternative Performance Measures, please see "*Ørsted A/S – Description of Alternative Performance Measures*".

NOTICE TO CERTAIN EUROPEAN INVESTORS

Notice to Prospective Investors in the European Economic Area

This Prospectus has been prepared on the basis that all offers of the Securities will be made pursuant to an exemption under the Prospectus Directive from the requirement to produce a prospectus in connection with offers of the Securities and is thus, for the purposes of the offering of the Securities, not a prospectus within the meaning of the Prospectus Directive. Accordingly, any person making or intending to make any offer within the EEA of the Securities which are the subject of the offering contemplated in this Prospectus should only do so in circumstances in which no obligation arises for the Issuer or the Joint Lead Managers to produce a prospectus for such offers. None of the Issuer or the Joint Lead Managers has authorized, nor does it or do they authorize, the making of any offer of the Securities through any financial intermediary other than offers made by the Joint Lead Managers which constitute the final placement of the Securities contemplated in this Prospectus.

Notice to Prospective Investors in the United Kingdom

In the United Kingdom, this Prospectus is for distribution only to persons (i) who are investment professionals falling within Article 19(5) of the FSMA or (ii) falling within Article 49(2)(a) to (d) of the FSMA (e.g., high net worth companies, unincorporated associations) or (iii) other persons to whom it may be lawfully communicated in accordance with the FSMA (all such persons falling within (i) – (iii) together being referred to as "**Relevant Persons**"). This Prospectus is directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. In the United Kingdom, any investment or investment activity to which this Prospectus relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

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Risk Factors

The Issuer believes that the following factors may affect its ability to fulfil its obligations under the Securities. All of these factors are contingencies which may or may not occur and the Issuer is not in a position to express a view on the likelihood of any such contingency occurring.

Factors which the Issuer believes may be material for the purpose of assessing the market risks associated with the Securities are also described below.

The Issuer believes that the factors described below represent the principal risks inherent in investing in the Securities, but the Issuer may be unable to pay interest, principal or other amounts on or in connection with the Securities for other unknown reasons, and therefore the Issuer does not represent that the statements below regarding the risks of holding the Securities are exhaustive. Prospective investors should also read the detailed information set out elsewhere in this Prospectus (including any documents incorporated by reference herein) and reach their own views prior to making any investment decision.

Factors that may affect the Issuer's ability to fulfil its obligations with respect to the Securities

Risks related to the Issuer's business operations

The Issuer is exposed to competition risks

The markets in which the Issuer operates are increasingly competitive, and as such, the Issuer is exposed to the risk of not being able to compete effectively on an on-going basis in relation to the energy sourcing and supply businesses, in relation to being awarded new renewables and energy projects, and other activities. This may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is exposed to the risk of technical breakdowns and operational disruptions

The Issuer is exposed to risks in connection with disruptions to the Issuer's operations, which may be caused by technical breakdowns at power stations, wind power assets, including transmission assets, distribution grids, natural gas assets, liquid natural gas ("LNG") storage facilities or other assets, aged or defective facility components, insufficient maintenance, failed repairs, power outages, adverse weather conditions, natural disasters, labour disputes, ill-intentioned acts or other accidents or incidents. These disruptions could result in shut downs, delays or long term decommissioning in production or distribution of energy. This may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is exposed to risks relating to construction projects

The Issuer faces risks in connection with construction projects, including risks relating to capital expenditure overruns and delays arising from, among other factors, sub-suppliers, delays in installation and transit vessels, adverse weather, commercial and partner-related factors, delays in grid connection provided by transmission system owners, or breach of contract by suppliers and sub-suppliers. Such delays can lead to obligations, including compensation to partners, liquidated damages to authorities granting the project licences or not meeting subsidy scheme milestones, and following any divestments, potential warranties relating to assets constructed by the Issuer including grid connections for its United Kingdom off-shore projects, or either. This may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer has entered into partnerships under which the Issuer as constructor, operator and power purchase agreement-off-taker has given certain guarantees for the construction, timing of commencement and/or operation of its projects and made commitments relating to off-take of production, and the Issuer may

consequently face a larger risk in connection with the construction projects than its ownership interest may imply and the Issuer may consequently not earn the expected return or incur losses on the projects. This may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is exposed to completion risk and availability of certain new infrastructure assets

In relation to the development, construction and operation of energy producing assets and long-term contracts, the Issuer is exposed to risks relating to the establishment and continuous availability of export and import transmission and its distribution grids. Furthermore, the Issuer has entered into energy sourcing and supply contracts which are conditional upon the availability and completion of new infrastructure assets, and the Issuer will not benefit under these contracts in the event such infrastructure assets are not developed, completed or do not operate according to expectations and the Issuer may consequently not earn the expected return on related projects. This may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is exposed to risks in its wind power business

The Issuer's wind power business, is subject to certain risks, including the risks of not being able to compete efficiently for new projects, construction risks, risks relating to technical defects, including serial defects, in equipment and machinery, including but not limited to turbines, foundations, substations, export and array cables, not being able to export generated power, risks from natural wind fluctuations, adverse weather conditions, regulatory risks, risks relating to abandonment obligations and other. The Issuer may not be insured against part of these risks which could also work to the effect that the Issuer is unable to meet its obligations under any construction and/or operation and maintenance (O&M) agreements. Furthermore, the Issuer faces continual rapid pace of technological development in the wind power industry and increasing degree of complexity due to increased water depths and distances to shore in some markets, which could affect the Issuer's ability to compete efficiently and/or the profitability of its projects. A materialisation of any of these risks may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is exposed to sourcing and contract risks related to natural gas

The Issuer faces risks and uncertainties in the replacement of expiring long-term natural gas sourcing and sales contracts, including LNG contracts, over time, the timing and result of any renegotiation of long-term sourcing and sales contracts, and sourcing and availability of natural gas, including but not limited to the risk of incurring take-or-pay obligations. The Issuer may receive less natural gas through certain of its existing long-term sourcing contracts in the coming years mainly due to natural gas depletion, aging infrastructure and supplier production facilities and for other reasons. This may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is exposed to risks related to capital expenditures and divestments

The Issuer's strategy for the future development of its business is supported by an investment portfolio, and expectations of divestments, to which it anticipates making significant net capital expenditures in the coming years. There can be no assurance that the Issuer will be able to secure the various investment opportunities or divestments on economically attractive terms or secure investment opportunities or divestments at all, or secure required project rights, consents, permits, licences, subsidies and access to infrastructure relevant for investment opportunities or that, once secured, such opportunities will ultimately prove profitable, and this may consequently materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer makes significant long-term capital expenditures and commitments on the basis of forecasts on certain investment parameters, including but not limited to capital expenditure and operating expenditure assumptions, market prices, subsidy levels, production volumes and interest rates which may turn out to be wrong. In the event of any material deviations from such estimates the Issuer may not earn the expected return on related projects or may decide not to complete an investment project for which a Final Investment Decision ("FID") has been taken or where project rights have been awarded and FID has not yet been taken. This may consequently materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is exposed to the risks relating to the costs of decommissioning its assets

The cost of decommissioning the Issuer's operating assets such as wind farms, power plants, power networks, pipelines, infrastructure assets and other assets required upon abandonment is dependent on timing and scope, future cost levels and on the legislative and regulatory requirements in effect at the time of decommissioning, where the Issuer is currently subject to various regulatory environments which contain uncertainties with respect to these obligations. As a result, the Issuer's cost estimates and reserve provisions for decommissioning the Group's operating assets may be insufficient, which could have a material adverse effect on the Issuer's business, cash flows, results of operation and/or financial condition.

The Issuer is exposed to risks related to mergers, acquisitions and disposals

The Issuer faces risks, including but not limited to, risks such as those relating to integration, obligations, representations and warranties in respect of mergers, acquisitions, disposals and abandonments that have been undertaken and it would also face similar risks in the future if it engages in such transactions. A materialisation of any of these risks may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is exposed to risks related to its alliances and partnerships

The Issuer may be subject to joint and several liability in connection with existing and future alliances or partnerships. Furthermore, the Issuer may be exposed to risks related to various partners having different regulatory and business frameworks that might counteract the interests of the Issuer, including but not limited to differences in tax regimes. This may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is exposed to risks related to assets in which it is a minority shareholder

The Issuer has joint control over, or hold only minority interests in, some of the assets in which the Issuer participates. Furthermore, there are some assets in which the Issuer owns a majority interest but where the relevant contractual terms give rights to minority investors that could limit the Issuer's ability to control the asset in the Issuer's individual interest. A lack of control over such assets could result in collective strategic, tactical and operational decisions with respect to these assets that diverge from the Issuer's individual interests. Any such decisions may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is exposed to the risks of insufficient supply of fuel, materials and equipment

The Issuer is exposed to risks arising from delays in or insufficient supply of or lack of competition between suppliers of fuel (for example, coal, natural gas, oil and biomass), services, materials and equipment that the Issuer needs for its constructions and operations, including compressors, turbines, export cables, substations, vessels and boilers. This may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is exposed to risks related to weather conditions and shifts in climate

Seasonality and weather conditions and long-term shifts in climate, including, but not limited to, unseasonably warm weather in autumn and winter, high levels of precipitation and unexpected wind conditions, may affect both demand and market prices for the Issuer's products and the Issuer's generation levels for power and heat, and may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The profitability of the Issuer's power production and gas and power supply business including gas storage and LNG capacity is exposed to price risk from changes in energy supplies

The Issuer's gas and power supply business including LNG and gas storage capacity is exposed to risks related to the market supply of natural gas, including LNG, heat and the hydro balance or power, including but not limited to changes in the market supply as a result of, for example, changes in power interconnector capacity in the Nordic region and/or a lack of interconnection capacity to Western Europe. These risks could lead to a general change in market prices in one or more of the geographical areas where the Issuer conducts its supply business. This may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is exposed to risks related to changes in the market supply of energy as a result of the development of new technologies that improve the efficiency of energy extraction and discoveries of new energy sources, for example, shale gas and any future new energy sources. This may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is exposed to tensions in the geopolitical environment involving Europe, the United States, Russia and the Middle East. These tensions may shift supply of and prices for energy and natural gas in particular. This may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is exposed to risks related to the availability of certain transmission, hub platforms and distribution infrastructure owned by external parties

The Issuer is exposed to risks related to the availability of natural gas, heat and power transmission, hub platforms and distribution infrastructure owned by external parties in order to meet its contractual supply obligations or for the transportation of the Issuer's own natural gas, heat and power production. The Issuer is also exposed to market risks, including market liquidity risk, if booked capacity with natural gas or power infrastructure operators cannot be utilised or sold at attractive prices. Furthermore, the Issuer is dependent upon the availability of infrastructure related to the storage of natural gas and processing of liquefied natural gas. An adverse materialisation of any of these risks may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer operates facilities and infrastructure by which it is exposed to risks related to causing significant harm to the natural and human environment

The Issuer operates facilities and infrastructure by which it is exposed to the risks of causing significant harm to the natural or human environment. These risks include accidents and injuries, oil spills or discharges or other pollution of water, air, or soil, or with regard to waste disposal, electromagnetic fields and the use and handling of hazardous or toxic chemicals and other materials in or near, or external attacks on, the Issuer's production facilities and infrastructure or other, and may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is exposed to risks related to breakdown of its IT systems

The Issuer's information technology ("IT") landscape is complex and essential for the operation of its energy infrastructure assets, energy producing assets and administration. A breakdown of IT systems and/or networks through malfunction, hacking, cyber-attacks, viruses or other or disruption to business-critical supplies of data from external sources may affect the Issuer's operations, which may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is exposed to risks related to its personnel

Failure to recruit or retain the personnel the Issuer needs for its operations, cost inflation in relation to the recruitment or retention of such personnel, or occurrences of short- or long-term strike action among personnel may affect the Issuer's operations, productivity and other business activities including causing delays in the completion of construction projects, and consequently the Issuer may not earn the expected return on related projects. This may consequently materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is subject to risks related to ethical misconduct or breaches of applicable laws by employees, suppliers, agents or other third parties

The Issuer has implemented compliance policies and procedures with respect to applicable anti-corruption and sanctions laws. However, there can be no assurance that all of the Issuer's employees, suppliers, agents, investors, joint venture partners or other third parties involved in the Issuer's activities will not take actions in violation of the Issuer's policies or of applicable law. Any incidents of ethical misconduct or non-compliance with applicable laws and regulations, including anti-corruption, sanctions, or other applicable laws, by the Issuer's employees, suppliers, agents or other third parties, may cause the Issuer to be subject to significant fines, prevent the Issuer from participating in certain projects or may lead to other consequences, including, but not limited to, the termination of existing contracts, which could have a material adverse effect on the Issuer's reputation, business, cash flows, results of operation and/or financial condition.

The Issuer is exposed to risks related to intellectual property rights and proprietary technologies

As the Issuer develops and patents proprietary technologies within its renewable energy business, biofuels and in other areas, it is increasingly exposed to adverse impact from competitors and other entities attempting to contest the Issuer's patents and proprietary rights prior to their expiration or using the technology "at risk" prior to a final patent decision. Any such impact from competitors and other entities may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

Third-parties may assert claims alleging infringement of patents or other intellectual property rights against the Issuer, the Issuer's suppliers or partners, which could result in liability or prevent the Issuer from using or offering certain items or processes. Furthermore, the Issuer is reliant upon its contractors and suppliers not infringing third-party intellectual property rights in relation to the Issuer's projects, and in case of doing so are capable of indemnifying the Issuer any expenses, costs or liabilities resulting from such infringement. Any such infringement of third party intellectual property rights could have a material adverse effect on the Issuer's business, cash flows, results of operations and/or financial conditions.

The Issuer may enter into new markets, which will require it to successfully meet new regulatory, technical, legal, cultural and other challenges

In the future, the Issuer may expand operations into markets other than those in which it currently operates in order to maintain and grow its business. Expanding operations into new markets may be dependent on attracting qualified personnel in these new areas and will cause the Issuer to be subject to risks associated

with operating under regulatory, financial, technical, legal, cultural and other requirements that are different from those with which the Issuer is familiar in North-western Europe.

The Issuer is exposed to reputational risks

The Issuer is a well-known group in the countries in which it operates as a result of the size and scope of its business. This is particularly true with respect to Distribution & Customer Solutions' activities in Denmark, where, among other things, disruptions to the Issuer's operations, price increases in the power or gas offered to customers or customer service difficulties could harm the Issuer's reputation. Harm to the Issuer's reputation may be exacerbated by media coverage of the events described above or any other events which are negatively perceived. A substantial erosion in the Issuer's reputation could have a material adverse effect on its business, financial condition and results of operations.

The Issuer is exposed to risks related to decisions made by the Issuer's majority shareholder: the Kingdom of Denmark

The Kingdom of Denmark is the Issuer's majority shareholder and may control or otherwise influence important actions it takes, such as decisions requiring a simple majority of the share capital and voting rights represented at the Issuer's general meetings, including distribution of dividends. Depending on the extent to which other shareholders are present or represented at the Issuer's general meetings, the Kingdom of Denmark may also be able to control decisions requiring a qualified majority of the votes, such as amendments to the Issuer's Articles of Association. Conversely, if the Kingdom of Denmark ceases to be the majority shareholder, this might trigger new requirements in respect of certain of the Issuer's consents, permits and licences, may require a renegotiation of certain of the Issuer's loan documents and have other effects due to a change-of-control event. This may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

Risks related to developments in macroeconomic factors, financial markets and capital structure

The Issuer is exposed to adverse developments in the European or global economy

Adverse changes in the level of economic activity, including global and regional financial crises or political uncertainty caused by the United Kingdom or other European countries leaving the EU or other, may affect currency exchange rates, interest levels, capital movements, investments, cause delays in capital expenditure decisions by investors, and lead to lower prices of and to declining demand for natural gas, heat or power, particularly as a result of reduced activity in the industry. This may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is exposed to currency exchange risks

The Issuer conducts a significant portion of its activities, including its debt obligations, cash position and bond investments, with asset values, liabilities and prices related to currencies other than the Danish Kroner and is therefore exposed to fluctuations in currency exchange rates relative to the Danish Kroner. In particular, the Issuer has significant business activities in the United Kingdom and is therefore exposed to fluctuations in the exchange rate of the Pound Sterling including any effects arising from the United Kingdom leaving the EU. The Issuer's currency exchange risk includes any implementation by relevant governments or monetary authorities (including that of the Eurozone) of exchange controls or the break-up of relevant currencies and/or currency regimes. Any such fluctuations and changes and implementation or break-up of currency regimes may materially and adversely affect the Issuer's revenue, profitability and cash flows and cause harm to the Issuer's reputation.

The Issuer is exposed to interest rate and inflation risks

A significant portion of the Issuer's activities including its debt obligations, cash position and bond investments is exposed to changes in nominal interest rates and/or inflation, including risk relating to significant time span between tendering for and being awarded new off-shore wind projects and time of construction and/or time of divestment, risk where differences in inflation between currencies in which the Issuer is active are not in the medium to long term levelled out by exchange rate movements, risk of increasing interest and/or inflation levels will affect investor appetite for and the Issuer divestment of owner-shares in its projects and other risks. Any such fluctuations and changes may materially and adversely affect the Issuer's revenue, profitability and cash flows and cause harm to the Issuer's reputation.

The Issuer is exposed to market risks related to energy commodity prices, prices of CO₂ emission and green certificates, and fixed tariffs for renewable energy production

The Issuer is exposed to fluctuations in and correlation between the prices of power, certificates for the emission of carbon dioxide, coal, biomass, enzymes and other fuels and additives utilised in relation to the Issuer's production processes. Any adverse correlation may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is exposed to risks from fluctuations in tariffs in its existing or any new regulated business, including heat and biomass, and for renewable energy production, particular in Denmark, Germany, the United Kingdom and the Netherlands, and the market prices of and ability to sell green certificates, including the Renewables Obligation Certificates in the United Kingdom market, which makes up a significant part of earnings related to the Issuer's renewable power generation. Any adverse fluctuation in such tariffs or market prices may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is exposed to risks relating to fluctuations in and between the prices of crude oil, oil products and natural gas, which relate to the Issuer's natural gas sourcing and wholesale and retail supply business. Adverse fluctuations or changes in such prices may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is exposed to risks related to price relations between natural gas spot pricing and oil indexed pricing elements as well as the complex price mechanics of the Issuer's natural gas sourcing and sales contracts which are based on variables including market prices for various fuels and currency exchange rates, and are subject to indexations and periodic recalculations. An adverse materialisation of any of these risks may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is currently in the process of and expects in the future to renegotiate long-term natural gas purchase contracts including LNG supplies, covering several past and future delivery years, and any adverse outcome of such renegotiations may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is exposed to fluctuations in energy commodity prices and correlations with currency exchange rates

The Issuer's risk exposure to fluctuations in energy commodity prices and currency exchange rates is complex and the Issuer's results of operations are uncertain. In addition, movements in one energy commodity price or currency value may be significantly positively or negatively correlated at times with movements in prices of other energy commodities or currencies that are important to the Issuer, whereas at other times there will be no significant positive or negative correlations. The size of the Issuer's energy price exposure is subject to uncertainty, due to, among other factors, uncertainty related to production volumes and special contractual

risks, including flexibility in natural gas purchases or renegotiation clauses. Any adverse development of these fluctuations, correlations and magnitude of the energy price exposure may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is exposed to financing, liquidity and rating risks

The Issuer's business is partly financed through debt including hybrid capital and the ability to secure financing through the credit or capital markets may be materially adversely affected by, among other factors, global financial crisis, or a crisis affecting a particular geographic region, industry or economic sector or by downgrades or potential downgrades of the Issuer's credit rating. For these or other reasons, the cost of financing may be significantly increased or, if sufficient financing proves to be unavailable even at unattractive terms, the Issuer may not be able to raise liquidity required to finance its business activities. This may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

Risks related to risk management and legal proceedings

The Issuer is exposed to the risk of ineffective management of market, credit and operational risks

The Issuer is exposed to the risk of not effectively managing its exposure to energy commodity, currency exchange, interest rate, inflation, counterparty and operational risks, including fraud mitigation and initiatives to prevent negligence. Any ineffective hedging and/or managing of these exposures may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is exposed to risks related to energy commodity trading

The Issuer is exposed to risks in relation to its hedging and trading activities, which mainly cover hedging of energy commodities price and related currency exchange rate fluctuations, including situations where the hedging in place, which in some cases may be based on expected high correlations between different types of energy commodities, proves not to be efficient or suffers from illiquidity or inefficiencies in the relevant markets. Hedging activities may in some cases be based on assumptions about future prices, indices and volumes which may be wrong and cause inefficient commodity and currency hedges. The Issuer's trading activities also to a limited extent include proprietary trading in commodities and certificates, and a role as market maker in the Danish and German power market, where the Issuer consequently must accept certain trades in illiquid markets. Furthermore, if the Issuer's risk management systems, policies and procedures do not adequately capture the risk exposure from these activities or if the IT systems, including valuation and pricing models, and contingency procedures that support these activities break down or are inadequate, the Issuer may be further exposed to trading activities risks. Potentially, this may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is exposed to the risks related to not being insured against all potential losses

The Issuer is not insured against all potential losses, being self-insured, including political risks and business interruption and with losses related to pollution liability and pollution clean-up obligations restricted by insurance coverage currently available on the commercial market. Such potential losses are applicable during both operations and for construction projects. As a consequence, the Issuer could be seriously harmed by accidents, operational catastrophes or external attacks, and this may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is exposed to counterparty credit risks

The Issuer is dependent on the creditworthiness of its suppliers, partners, customers, debtors and counterparties in relation to its trading activities, bilateral sales of energy commodities and placement of liquidity reserve in banks and securities, as well as other counterparties, and is exposed to risks relating to

counterparties fulfilling all payment obligations and/or collateral requirements. Furthermore, the Issuer is exposed to risks related to failures to have adequate credit risk management systems and procedures, including risks of inaccurate assumptions related to exposure calculations and the Issuer's and counterparties legal positions. These risks may materially and adversely affect the Issuer's financial condition and cause harm to the Issuer's reputation.

As part of the Issuer's divestment of its oil and gas exploration and production licenses, including the divestment of the Issuer's upstream Oil & Gas business to INEOS UK E&P Holdings Ltd ("INEOS"), the Issuer has assumed secondary liabilities relating to the decommissioning of offshore facilities in Denmark and Norway. In the UK, a potential decommissioning liability follows from the regulation. The terms of the Issuer's liabilities are different depending on which country it relates to. For further details on the Issuer's divestment of its Oil & Gas business, please see the Interim Financial Report for the first nine months of 2017, note 9, that has been incorporated to this Prospectus by reference. The Issuer is exposed to risks relating to the creditworthiness and ability of the buyers and any guarantor, to which the Issuer may have recourse, to meet any and all costs relating to the decommissioning of these offshore facilities. The risk of such secondary liability materializing may materially and adversely affect the Issuer's financial condition and cause harm to the Issuer's reputation.

For risks relating to the cost of decommissioning of the offshore facilities mentioned above, reference is made to the factors mentioned in "*The Issuer is exposed to the risks relating to the costs of decommissioning its assets*", among other factors.

The Issuer is exposed to risks related to litigation and arbitration proceedings

The Issuer is exposed to risks related to litigation and arbitration proceedings in which the Issuer is or may in the future become involved with and will remain exposed to such liability in the future. These risks may materially and adversely affect the Issuer's operations or financial condition and cause harm to the Issuer's reputation. For further details on material litigation currently affecting the Issuer please refer to "*Ørsted A/S - Legal Proceedings*".

Risks related to laws and regulation

The Issuer is exposed to national, EU and other international regulatory risks

The Issuer has been, is, and will continue to be subject to, a number of EU, international and national laws and regulations, including financial regulations on regulated activities. Changes to, or clarification of, existing laws and regulations may be made to relevant regulations and subsidy schemes as a result of government budgetary constraints and other factors (both economic and non-economic), for example changes in regulators' perception and recognition of sustainable energy, or other. Such changes, particularly those affecting the supply, usage and distribution of power, biomass and/or heat, or the transmission of gas and oil in the Issuer's off-shore infrastructure assets may adversely affect the Issuer's operations, cash flow or financial condition and cause harm to the Issuer's reputation.

The Issuer's power distribution business is currently subject to a national regulatory revenue framework, including revenue caps, return caps and benchmarking on economic efficiency. The Danish Energy Regulatory Authority (DERA) has earlier this year approved the regulatory accounts for the period 2005-2015. However, some elements are still pending for these years, partly because the approval is not final in all aspects, and partly because Radius has filed a complaint to the Energy Board of Appeals (*Energiklagenævnet*) regarding some of the elements in the approval. Furthermore, the Issuer is exposed to upcoming changes to the regulatory framework as new economic regulation is expected in 2018, where the content is not yet known to the full extent. Any adverse change to the regulation or approval of historical accounts may adversely affect the Issuer's operation, cash flow or financial condition and cause harm to the Issuer's reputation.

Although licences covering the operations of regulated activities are in general closely linked to the ownership of the regulated infrastructure assets being regulated, some of the Issuer's licences are granted for a certain time-period, and the Issuer is not guaranteed that the licence will be renewed at expiry, and the Issuer risks that its existing licences may be revoked if licence conditions are not deemed to be fulfilled, or other. Furthermore, different terms including new unbundling requirements may be introduced or included in new licences, which could have a material adverse effect on the Issuer's business, cash flow and/or financial condition.

A permanent or temporary reduction in carbon allowances under the EU Emissions Trading Scheme, as is being considered by EU policymakers, could lead to higher carbon allowances prices, which if not fully offset against higher power prices, may materially and adversely affect the Issuer's financial condition and the operation of activities that require EU CO₂ emission permits.

The Issuer has also been, is, and will continue to be subject to competition and other regulatory investigations and decisions by EU, Danish and other national competition authorities and energy regulatory authorities (for example, for alleged abuse of a dominant position or for application of tariffs which allegedly are too high), and this may materially and adversely affect Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer may incur material costs in order to comply with, or as a result of, health, safety, and environmental laws and other related national and EU regulations, in particular those relating to the release of carbon dioxide and other emissions. Any such costs may materially and adversely affect Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is exposed to changes or implementation of financial regulation in the markets in which the Issuer operates, including but not limited to regulations such as Regulation on Wholesale Energy Market Integrity and Transparency (REMIT), Market Abuse Regulation (MAR), European Market Infrastructure Regulation (EMIR), Markets in Financial Instrument Directive (MiFID and MiFID II), Anti-Money Laundering regulations (AML) and Securities Financing Transactions Regulation (SFTR). The financial markets regulation applicable to the Issuer is often difficult to interpret and apply, especially in the context of an energy business and due to the regulation being under constant change. Actions in breach of financial markets regulation may result in severe criminal sanctions and cause harm to the Issuer's reputation and any adverse changes in such regulation may materially and adversely affect Issuer's operations or financial condition.

The Issuer is required to comply with EU, Danish and other public procurement regulations applicable to it in various areas of its business. Such requirements apply, inter alia, to the process of selecting many of our suppliers and contractors on construction projects and service providers. These regulations are often difficult to interpret and apply and may, in particular, considerably prolong the selection process. In addition, an agreement entered into in breach of public procurement regulations may be rendered void or a fine calculated on the basis of the contract value may be imposed on the procuring party.

The Issuer is subject to national regulations regarding processing of personal data. Such requirements apply, inter alia, to processing of data regarding our employees and customers. In May 2018, a new comprehensive regulatory framework will be implemented in the EU, the EU General Data Protection Regulation, which will impose additional requirements on the Issuer. Non-compliance with the EU General Data Protection Regulation may potentially result in significant fines.

The Issuer is exposed to changes in tax and accounting laws and standards

The Issuer is exposed to adverse changes in tax and customs legislation, rules and regulations, its application or manner of enforcement, including by way of elimination or reduction in tax or levy exemptions, in each jurisdiction in which it operates. For some long-term contracts, the Issuer could bear the risk of any such

adverse changes for the counterpart related to the contract. Any such changes may materially and adversely affect Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is exposed to changes in or interpretation of accounting principles and to the risk of asset impairment if the assumed interest rate applied in impairment tests increase or forecast cash flow decline. This may materially and adversely affect Issuer's operations or financial condition and cause harm to the Issuer's reputation.

The Issuer is exposed to changing methodology by rating agencies

The Issuer is exposed to changes in the rating methodologies applied by rating agencies, including changes related to (i) the equity content of individual outstanding hybrid capital securities and the ability of structures to attract a certain level of equity credit, (ii) application of rating uplift for government support, where the Issuer's rating is currently supported by the Danish State being its majority shareholder (iii) assessment of criteria for business risk and financial risk, and (iv) consolidation principles and adjustment practises to key credit metrics applied by the rating agencies. Any adverse changes of such methodologies and practises may materially and adversely affect Issuer's operations or financial condition, the Issuer's willingness or ability to leave individual transactions outstanding and adversely affect the Issuer's capital market reputation and market access.

Risks relating to the Securities

Factors which are material for the purpose of assessing the suitability of the Securities as an investment

The Securities are complex financial instruments and may not be a suitable investment for all investors

Each potential investor in the Securities must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of the Securities, the merits and risks of investing in the Securities and the information contained or incorporated by reference in this Prospectus or any applicable supplement;
- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Securities and the impact the Securities will have on its overall investment portfolio;
- have sufficient financial resources and liquidity to bear all of the risks of an investment in the Securities, including where the potential investor's currency is not the euro;
- understand thoroughly the terms of the Securities and be familiar with the behaviour of the relevant financial markets; and
- be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

The Securities are complex financial instruments and such instruments may be purchased by potential investors as a way to reduce risk or enhance yield with an understood, measured, appropriate addition of risk to their overall portfolios. A potential investor should not invest in Securities unless it has the expertise (either alone or with a financial adviser) to evaluate how the Securities will perform under changing conditions, the resulting effects on the value of the Securities and the impact this investment will have on the potential investor's overall investment portfolio.

If a loan is used to finance the acquisition of the Securities, the loan may significantly increase the risk of a loss.

If a loan is used to finance the acquisition of the Securities by a potential investor and the Securities subsequently go into default, or if the trading price diminishes significantly, the investor may not only have to face a potential loss on its investment, but will also have to repay the loan and pay interest thereon. A loan may significantly increase the risk of a loss. Potential investors should not assume that they will be able to repay the loan or pay interest thereon from the profits of an investment in the Securities. Instead, potential investors should assess their financial situation prior to an investment in the Securities, as to whether they are able to pay interest on the loan, repay the loan on demand, and the possibility that they may suffer losses instead of realising gains.

There can be no assurance that the Securities will be accepted for listing on the Luxembourg Green Exchange and that the use of proceeds of the Securities will be suitable for the investment criteria of an investor

The Issuer intends to apply the proceeds from the issue the Securities specifically for projects and activities that promote climate-friendly and other environmental purposes ("**Green Projects**") and to apply for the Securities to be inscribed on the Luxembourg Green Exchange platform.

However, no assurance is given by the Issuer or the Joint Lead Managers that the use of proceeds for any Green Projects will satisfy, whether in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply, whether by any present or future applicable law or regulations or by its own by-laws or other governing rules or investment portfolio mandates, in particular with regard to any direct or indirect environmental, sustainability or social impact of any projects or uses, the subject of or related to, any Green Projects.

While it is the intention of the Issuer to apply the proceeds of the Securities in, or substantially in, the manner described above, there can be no assurance that the relevant project(s) or use(s) (including those the subject of, or related to, any Green Projects) will be capable of being implemented in or substantially in such manner and/or accordance with any timing schedule and that accordingly such proceeds will be totally or partially disbursed for such project(s) or use(s). Nor can there be any assurance that any Green Projects will be completed within any specified period or at all or with the results or outcome (whether or not related to the environment) as originally expected or anticipated by the Issuer. Any such event or failure by the Issuer will not constitute an Event of Default under the Securities.

Furthermore, it should be noted that there is currently no clearly defined definition (legal, regulatory or otherwise) of, nor market consensus as to what constitutes, a "green" or "sustainable" or an equivalently-labelled project, or as to what precise attributes are required for a particular project to be defined as "green" or "sustainable" or such other equivalent label, nor can any assurance be given that such a clear definition or consensus will develop over time. Accordingly, no assurance is or can be given to investors that any project(s) or use(s) the subject of, or related to, any Green Projects will meet any or all investor expectations regarding such "green", "sustainable" or other equivalently-labelled performance objectives or that any adverse environmental, social and/or other impacts will not occur during the implementation of any project(s) or use(s) the subject of, or related to, any Green Projects.

No assurance or representation is given as to the suitability or reliability for any purpose whatsoever of any opinion or certification of any third party (whether or not solicited by the Issuer) which may be made available in connection with the issue of the Securities and in particular with any Green Projects to fulfil any environmental, sustainability, social and/or other criteria. For the avoidance of doubt, any such opinion or certification (i) is not, nor shall be deemed to be, incorporated in and/or form part of this Prospectus, (ii) is

not, nor should be deemed to be, a recommendation by the Issuer, the Joint Lead Managers or any other person to buy, sell or hold the Securities and (iii) would only be current as of the date that it was initially issued. Prospective investors must determine for themselves the relevance of any such opinion or certification and/or the information contained therein and/or the provider of such opinion or certification for the purpose of any investment in the Securities. Currently, the providers of such opinions and certifications are not subject to any specific regulatory or other regime or oversight.

In the event that the Securities are listed or admitted to trading on the Luxembourg Green Exchange or any other dedicated "green", "environmental", "sustainable" or other equivalently-labelled segment of any stock exchange or securities market (whether or not regulated), no representation or assurance is given by the Issuer, the Joint Lead Managers or any other person that such listing or admission satisfies, whether in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply, for example with regard to any direct or indirect environmental, sustainability or social impact of any projects or uses, the subject of or related to, any Green Projects. Additionally, it should be noted that the criteria for any such listings or admission to trading may vary from one stock exchange or securities market to another. Nor is any representation or assurance given or made by the Issuer, the Joint Lead Manager or any other person that any such listing or admission to trading will be obtained in respect of the Securities or, if obtained, that any such listing or admission to trading will be maintained during the life of the Securities.

Any such event or failure to apply the proceeds from the issue of Securities for any project(s) or use(s), including any Green Projects, and/or withdrawal of any opinion or certification as described above or any such opinion or certification attesting that the Issuer is not complying in whole or in part with any matters for which such opinion or certification is opining or certifying on and/or the Securities no longer being listed or admitted to trading on any stock exchange or securities market as aforesaid may have a material adverse effect on the value of the Securities and/or result in adverse consequences for certain investors with portfolio mandates to invest in securities to be used for a particular purpose.

Risks related to the structure of the Securities

The Securities are subordinated obligations

The Securities will be subordinated obligations of the Issuer and the Securities will rank pari passu with each other in a winding-up of the Issuer. Upon the occurrence of any winding-up of the Issuer, payments on the Securities will be subordinated in right of payment to the prior payment in full of all creditors of the Issuer, except for payments in respect of any Parity Securities or Issuer Shares. The obligations of the Issuer under the Securities are intended to be senior only to its obligations to the holders of the ordinary shares in the capital of the Issuer.

Securityholders are advised that unsubordinated liabilities of the Issuer may also arise out of events that are not reflected in the financial statements of the Issuer, including, without limitation, the issuance of guarantees on an unsubordinated basis. Claims made under such guarantees will become unsubordinated liabilities of the Issuer which, in a winding-up of the Issuer, will need to be paid in full before the obligations under the Securities may be satisfied.

Although subordinated debt securities may pay a higher rate of interest than comparable debt securities which are not subordinated, there is a real risk that an investor in subordinated securities such as the Securities will lose all or some of his investment should the Issuer become insolvent.

Fixed Rate Securities

The Securities bear interest at a fixed rate until the First Par Call Date (and thereafter will be subject to a reset of the initial fixed rate on every Reset Date as set out in the Conditions).

A holder of a fixed interest rate security is exposed to the risk that the price of such security may fall because of changes in the market interest rate. While the nominal interest rate of a fixed interest rate note is fixed during the life of such security or during a certain period of time, the current interest rate on the capital market (the "**market interest rate**") typically changes on a daily basis. As the market interest rate changes, the price of such security tends to change in the opposite direction (barring other factors influencing the price). If the market interest rate increases, the price of such security typically falls, until the yield of such security is approximately equal to the market interest rate. If the market interest rate falls, the price of a fixed interest rate security typically increases, until the yield of such security is approximately equal to the market interest rate. Securityholders should be aware that during the period in which the Securities bear interest at a fixed rate movements of the market interest rate can adversely affect the price of the Securities and can lead to losses for the Securityholders if they sell Securities while the market interest rate exceeds the fixed interest rate of the Securities.

The Holders are exposed to risks relating to the reset of interest rates linked to the 5-year swap rate.

From and including the First Par Call Date to but excluding the maturity date or the date on which the Issuer redeems the Securities in whole pursuant to the Conditions, the Securities bear interest at a rate which will be determined on each Interest Determination Date at the 5-year Swap Rate (the "**5-year Swap Rate**") for the relevant Reset Period plus the relevant Margin for the relevant Reset Period. Potential investors should be aware that the performance of the 5-year Swap Rate and the interest income on the Securities cannot be anticipated. Due to varying interest income, potential investors are not able to determine a definite yield of the Securities at the time they purchase them, therefore their return on investment cannot be compared with that of investments having longer fixed interest periods. In addition, after Coupon Payment Dates, Securityholders are exposed to the reinvestment risk if market interest rates decline. That is, Securityholders may reinvest the interest income paid to them only at the relevant lower interest rates then prevailing.

Potential investors in the Securities should bear in mind that neither the current nor the historical level of the 5-year Swap Rate is an indication of the future development of such 5-year Swap Rate during the term of the Securities.

Furthermore, during each Reset Period, it cannot be ruled out that the price of the Securities may fall as a result of changes in the market interest rate, as the market interest rate fluctuates. During each of these periods, the Securityholders are exposed to the risks as described under "*Risk factors - Risks relating to the Securities - Fixed Rate Securities*".

Risks associated with the reform of EURIBOR and other interest rate benchmarks.

The EURIBOR and other interest rate indices which are deemed to be benchmarks are the subject of recent national, international and other regulatory guidance and proposals for reform. Some of these reforms are already effective whilst others are still to be implemented. These reforms may cause such 'benchmarks' and other sources of interest rates, including those which derive or contain such benchmarks or interest rates like the 5-year Swap Rate, to perform differently than in the past, or to disappear entirely, or have other consequences which cannot be predicted. Any such consequence could have a material adverse effect on any Securities linked to such a benchmark.

On 30 June 2016, the "Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds and amending Directives 2008/48/EC and 2014/17/EU and Regulation (EU) No 596/2014" (the "**Benchmark Regulation**") entered into force. Subject to various transitional provisions, the Benchmark Regulation will apply from 1 January 2018, except that the regime for "critical" benchmarks applies from 30 June 2016. The Benchmark Regulation will apply to "contributors", "administrators" and "users" of benchmarks in the European Union, and will, inter alia: (i) require benchmark administrators to be

authorised (or, if non-EU-based, to have satisfied certain 'equivalence' conditions in its local jurisdiction, to be "recognised by the authorities of a Member State pending an equivalence decision or to be 'endorsed' for such purpose by an EU competent authority) and to comply with requirements in relation to the administration of benchmarks; and (ii) ban the use of benchmarks of unauthorised administrators. The scope of the Benchmark Regulation is wide and, in addition to so-called 'critical benchmark' indices such as EURIBOR, will apply to many other interest rate indices, which could also include the 5-year Swap Rate.

The Benchmark Regulation could have a material impact on Securities linked to a benchmark rate or index, including in any of the following circumstances:

- a rate or index which is a benchmark could not be used as such if its administrator does not obtain authorisation or is based in a non-EU jurisdiction which (subject to applicable transitional provisions) does not satisfy the equivalence conditions, is not recognised pending such a decision and is not endorsed for such purpose. In such event, depending on the particular benchmark and the applicable terms of the Securities, the Securities could be de-listed, adjusted, redeemed prior to maturity or otherwise impacted; and
- the methodology or other terms of the benchmark could be changed in order to comply with the terms of the Benchmark Regulation, and such changes could have the effect of reducing or increasing the rate or level or affecting the volatility of the published rate or level, and could lead to adjustments to the terms of the Securities, including Agent Bank determination of the rate or level in its discretion.

Any of the international, national or other proposals for reform or the general increased regulatory scrutiny of benchmarks could increase the costs and risks of administering or otherwise participating in the setting of a "benchmark" and complying with any such regulations or requirements. Such factors may have the effect of discouraging market participants from continuing to administer or contribute to certain benchmarks, trigger changes in the rules or methodologies used in certain benchmarks or lead to the disappearance of certain benchmarks. The disappearance of a benchmark or changes in the manner of administration of a benchmark could result in adjustment to the Conditions, discretionary valuation by the Agent Bank, delisting or other consequence in relation to Securities linked to such benchmark. Any such consequence could have a material adverse effect on the value of and return on any such Securities.

Optional Coupon Deferral

The Issuer may elect to defer any Coupon Payment for any period of time. Payment of such deferred Coupon Payment (Deferred Payments, as defined in the Conditions) may be subject to certain conditions.

Any such deferral of Coupon Payments will not constitute a default for any purpose. Any deferral of Coupon Payments will likely have an adverse effect on the market price of the Securities. In addition, as a result of the interest deferral provision of the Securities, the market price of the Securities may be more volatile than the market prices of other debt securities on which original issue discount or interest accrues that are not subject to such deferral and may be more sensitive generally to adverse changes in the Issuer's financial condition.

Securityholders will lose their rights to Outstanding Payments on the Maturity Date

If not redeemed or purchased and cancelled earlier, the Securities will be redeemed on the Maturity Date at their principal amount, together with accrued but unpaid interest for the immediately preceding Coupon Period ending on (but excluding) the Maturity Date. Any Outstanding Payments will automatically be cancelled on the Maturity Date. Consequently, if the Securities are not redeemed until the Maturity Date, Securityholders will lose all rights and claims in respect of Outstanding Payments at that date.

The Securities are long-dated securities

The Securities will mature on the Maturity Date. The Issuer is under no obligation to redeem or repurchase the Securities prior to such date, although it may elect to do so in certain circumstances. Securityholders have no right to call for the redemption of the Securities and the Securities will only become due and payable in certain circumstances relating and limited to payment default and a liquidation of the Issuer (see Condition 9). Securityholders should therefore be aware that they may be required to bear the financial risks associated with an investment in long-term securities.

Early redemption risk

The Issuer may redeem the Securities, subject as provided in Condition 6(b), in whole but not in part, on any date during the period commencing (and including) 24 August 2024 to (and including) the First Par Call Date or on any Coupon Payment Date thereafter, at their principal amount together with any accrued interest in respect of the immediately preceding Coupon Period and any Outstanding Payments. In addition, upon the occurrence of certain other specified events (for taxation reasons, for accounting reasons, on the occurrence of a Ratings Event (as defined in the Conditions) or in the event that the Issuer has purchased and cancelled 80 per cent. or more of the initial principal amount of the Securities, all as set out in the Conditions), the Issuer shall have the option to redeem the Securities at the prices set out in the Conditions, in each case together with any accrued interest to the redemption date and any Outstanding Payments.

During any period when the Issuer may elect to redeem the Securities, the market value of the Securities generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period. The Issuer may be expected to redeem the Securities when its cost of borrowing, generally or in respect of instruments which provide similar benefits to the Issuer, is lower than the interest payable on the Securities. At such times, an investor generally would not be able to reinvest the redemption proceeds at an effective interest rate as high as the interest payable on the Securities being redeemed and may only be able to reinvest the redemption proceeds at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time.

Issuers intention regarding redemption and repurchase of the Securities

Whilst the Issuer has expressed its intention (without thereby assuming any legal or contractual obligation whatsoever) that it will only redeem or repurchase Securities subject to a replacement of the equity credit which the Issuer was assigned to at the Issue Date with new equity credit which the Issuer or any subsidiary of the Issuer has received during a 360 day period from issuance of hybrid securities to third party investors subject to certain exceptions (please see page 41 of this Prospectus for further information), there can be no assurance that the Issuer will follow through with this intention when the time comes.

No limitation on issuing senior or pari passu securities

There is no restriction on the amount of securities or other liabilities which the Issuer may issue, guarantee or incur and which rank senior to, or pari passu with, the Securities. The issue of any such securities or the incurrence of any such other liabilities may reduce the amount (if any) recoverable by Securityholders on a winding-up of the Issuer and/or may increase the likelihood of a deferral of interest payments under the Securities.

Securityholders have no voting rights

The Securities are non-voting with respect to general meetings of the Issuer. Consequently, the holders of the Securities cannot influence, inter alia, any decisions by the Issuer to defer payments of Coupons or to optionally settle Outstanding Payments or any other decisions by the Issuer's shareholders concerning the capital structure of the Issuer.

Default and Limited Remedies

The only remedy against the Issuer available to the Trustee or (where the Trustee has failed to proceed against the Issuer as provided in the Conditions) any Securityholder for recovery of amounts which have become due in respect of the Securities will be the institution of proceedings for bankruptcy of the Issuer and/or proving in such bankruptcy and/or claiming in the liquidation of the Issuer.

Modification, waivers and substitution

The Conditions contain provisions for calling meetings of Securityholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Securityholders, including Securityholders who do not attend and vote at the relevant meeting and Securityholders who vote in a manner contrary to the majority.

The Conditions also provide that the Trustee may, without the consent of the Securityholders, agree to (i) any modification of, or to the waiver or authorisation of any breach or proposed breach of, any of the provisions of the Securities or (ii) the substitution of another company as principal debtor under the Trust Deed and the Securities in place of the Issuer, in each case in the circumstances described in Conditions 12(b) and (c).

Change of law

Except for Condition 2, which is governed by, and construed in accordance with, the laws of the Kingdom of Denmark) the Conditions of the Securities are based on English law in effect as at the date of issue of the Securities. No assurance can be given as to the impact of any possible judicial decision or change to English law or the laws of the Kingdom of Denmark or the administrative practice in either jurisdiction after the date of issue of the Securities.

Absence of prior public markets

The Securities constitute a new issue of securities by the Issuer. Prior to such issue, there will have been no public market for the Securities. Although applications have been made for the Securities to be listed, there can be no assurance that an active public market for the Securities will develop and, if such a market were to develop, neither the Joint Lead Managers nor any other person is under any obligation to maintain such a market. The liquidity and the market prices for the Securities can be expected to vary with changes in market and economic conditions, the financial condition and prospects of the Issuer and the Group and other factors that generally influence the market prices of securities. Illiquidity may have an adverse effect on the market value of the Securities.

Global Securities will be held on behalf of Euroclear or Clearstream, Luxembourg

As the Global Securities will be held by or on behalf of Euroclear and Clearstream, Luxembourg, investors will have to rely on their procedures for transfer, payment and communication with the Issuer.

The Global Securities will be deposited with a common depositary for Euroclear and Clearstream, Luxembourg. Except in the circumstances described in the relevant Global Security, investors will not be entitled to receive Definitive Securities. Euroclear and Clearstream, Luxembourg will maintain records of the interests in the Global Securities. While the Securities are represented by one or more Global Securities, investors will be able to trade their interests only through Euroclear or Clearstream, Luxembourg.

While the Securities are represented by one or more Global Securities, the Issuer will discharge its payment obligations under such Securities by making payments to the common depositary for Euroclear and Clearstream, Luxembourg for distribution to their accountholders. A holder of an interest in a Global Security must rely on the procedures of Euroclear and Clearstream, Luxembourg to receive payments under the

Securities. The Issuer has no responsibility or liability for the records relating to, or payments made in respect of, interests in the Global Securities.

Holders of interests in the Global Securities will not have a direct right to vote in respect of the Securities. Instead, such holders will be permitted to act only to the extent that they are enabled by Euroclear or Clearstream, Luxembourg.

Risks related to the market generally

Incidental costs related in particular to the purchase and sale of Securities may have a significant impact on the profit potential of the Securities.

When Securities are purchased or sold, several types of incidental costs (including transaction fees and commissions) may be incurred in addition to the purchase or sale price of the Securities. These incidental costs may significantly reduce or eliminate any profit from holding the Securities. Credit institutions as a rule charge commissions which are either fixed minimum commissions or pro rata commissions, depending on the order value. To the extent that additional – domestic or foreign – parties are involved in the execution of an order, including but not limited to domestic dealers or brokers in foreign markets, investors may also be charged for the brokerage fees, commissions and other fees and expenses of such parties (third-party costs).

In addition to such costs directly related to the purchase of Securities (direct costs), investors must also take into account any follow-up costs (such as custody fees). Investors should inform themselves about any additional costs incurred in connection with the purchase, custody or sale of the Securities before investing in the Securities. These additional costs may significantly reduce or eliminate any profit from holding the Securities.

The trading market for debt securities may be volatile and may be adversely impacted by many events.

The market for debt securities issued by the Issuer is influenced by a number of interrelated factors, including economic, financial and political conditions and events in the Kingdom of Denmark as well as economic conditions and, to varying degrees, market conditions, interest rates, currency exchange rates and inflation rates in other European and other industrialised countries. There can be no assurance that events in Denmark, Europe or elsewhere will not cause market volatility or that such volatility will not adversely affect the price of the Securities or that economic and market conditions will not have any other adverse effect. Accordingly, the price at which a holder will be able to sell his Securities may be at a discount, which could be substantial, from the issue price or the purchase price paid by such holder.

Legal considerations may restrict certain investments

The investment activities of certain investors are subject to investment laws and regulations, or review or regulation by certain authorities. Each potential investor should determine whether the Securities are a lawful investment for it, and the regulatory implications for it of making such an investment.

The proposed financial transactions tax

On February 14, 2013, the European Commission published a proposal (the "**Commission's Proposal**") for a Directive for a common financial transactions tax (the "**FTT**") in Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (the "**participating Member States**"). However, Estonia has since stated that it will not participate. The Commission's Proposal is currently under review, and a revised proposal is expected to be published in the course of 2017.

The Commission's Proposal has a very broad scope and could, if introduced, apply to certain dealings in the Securities (including secondary market transactions) in certain circumstances. The issuance and subscription of the Securities should, however, be exempt.

Under the Commission's Proposal, the FTT could apply in certain circumstances to persons both within and outside of the participating Member States. Generally, it would apply to certain dealings in the Securities where at least one party is a financial institution, and at least one party is established in a participating Member State. A financial institution may be, or be deemed to be, "established" in a participating Member State in a broad range of circumstances, including (a) by transacting with a person established in a participating Member State or (b) where the financial instrument which is subject to the dealings is issued in a participating Member State.

However, the FTT proposal remains subject to negotiation between the participating Member States and the scope of any such tax is uncertain. Additional EU Member States may decide to participate and/or participating Member States may decide to discard the Commission's Proposal.

Prospective holders of the Securities are advised to seek their own professional advice in relation to the FTT.

The Foreign Account Tax Compliance Act

Pursuant to certain provisions of the U.S. Internal Revenue Code of 1986, commonly known as "FATCA", a "foreign financial institution" may be required to withhold on certain payments it makes ("**foreign passthru payments**") to persons that fail to meet certain certification, reporting, or related requirements. A number of jurisdictions (including Denmark) have entered into, or have agreed in substance to, intergovernmental agreements with the United States to implement FATCA ("**IGAs**"), which modify the way in which FATCA applies in their jurisdictions. Certain aspects of the application of the FATCA provisions and IGAs to instruments such as the Securities, including whether withholding would ever be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Securities, are uncertain and may be subject to change. Even if withholding would be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Securities, such withholding would not apply prior to 1 January 2019. In the event any withholding would be required pursuant to FATCA or an IGA with respect to payments on the Securities, the Issuer will not pay any additional amounts as a result of the withholding.

THE FATCA PROVISIONS ARE PARTICULARLY COMPLEX AND THEIR APPLICATION TO THE ISSUER AND THE SECURITIES IS UNCERTAIN. NOTHING IN THIS SECTION CONSTITUTES OR PURPORTS TO CONSTITUTE TAX ADVICE AND SECURITYHOLDERS ARE NOT ENTITLED TO RELY ON ANY PROVISION SET OUT IN THIS SECTION FOR THE PURPOSES OF MAKING ANY INVESTMENT DECISION, TAX DECISION OR OTHERWISE. EACH INVESTOR SHOULD CONSULT ITS OWN TAX ADVISER TO OBTAIN A MORE DETAILED EXPLANATION OF THE FATCA PROVISIONS AND TO LEARN HOW THIS LEGISLATION MIGHT AFFECT IT IN ITS PARTICULAR CIRCUMSTANCES.

Exchange rate risk and exchange controls

The Issuer will pay principal and interest on the Securities in euro. This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currencies (the "**Investor's Currency**") other than euro. These include the risk that exchange rates may significantly change (including changes due to devaluation of the euro or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to euro would decrease (a) the Investor's Currency equivalent yield on the Securities, (b) the Investor's Currency equivalent value of the principal payable on the Securities and (c) the Investor's Currency equivalent market value of the Securities. Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, investors may receive less interest or principal than expected, or no interest or principal.

Credit ratings may not reflect all risks

The Securities are expected to be assigned a rating of Moody's, S&P and Fitch. The ratings may not reflect the potential impact of all risks related to the structure, market, additional factors discussed above, and other factors that may affect the value of the Securities. A credit rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension, reduction or withdrawal at any time by the relevant organisation. The relationship between ratings assigned to the Issuer's senior securities and the ratings assigned to the Securities (sometimes called "notching") is based on the current practice of the rating agencies.

Terms and Conditions of the Securities

The following, subject to alteration and except for paragraphs in italics, are the terms and conditions substantially in the form in which they will be endorsed on each Security in definitive form (if issued).

The issue of the Callable Subordinated Capital Securities due 3017, ISIN XS1720192696 (the "**Securities**") on 24 November 2017 (the "**Issue Date**") was authorised by a written resolution of the Board of Directors of Ørsted A/S (the "**Issuer**") passed on 1 November 2017. The Securities are constituted by a trust deed (the "**Trust Deed**") dated 24 November 2017 between the Issuer and Citicorp Trustee Company Limited (the "**Trustee**" which expression shall include all persons for the time being the trustee or trustees under the Trust Deed) as trustee for the holders of the Securities (the "**Securityholders**"). These terms and conditions (the "**Conditions**") include summaries of, and are subject to, the detailed provisions of the Trust Deed, which includes the form of the Securities and the coupons (the "**Coupons**") and talons for further Coupons (the "**Talons**") relating to them. Capitalised terms used in these Conditions and not defined herein shall have the meaning given to them in the Trust Deed. Copies of the Trust Deed and of the agency agreement (the "**Agency Agreement**") dated 22 November 2017 relating to the Securities between the Issuer, the Trustee, Deutsche Bank AG, London Branch as agent bank (the "**Agent Bank**" which expression includes any bank appointed as the Agent Bank from time to time) and the initial principal paying agent and paying agents named in it, are available for inspection by Securityholders during usual business hours at the principal office of the Trustee (presently at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB) and at the specified offices of the principal paying agent from time to time (the "**Principal Paying Agent**") and the banks appointed as paying agents from time to time (the "**Paying Agents**", which expression shall include the "**Principal Paying Agent**"). The Securityholders and the holders of the Coupons and Talons (whether or not such Coupons and Talons are attached to the relevant Securities) (the "**Couponholders**") are entitled to the benefit of, are bound by, and are deemed to have notice of, all the provisions of the Trust Deed and are deemed to have notice of those provisions applicable to them of the Agency Agreement.

1. Form, Denomination and Title

(a) *Form and denomination*

The Securities are serially numbered and in bearer form in the denominations of €100,000 and integral multiples of €1,000 in excess thereof, up to and including €199,000, each with Coupons and a Talon attached on issue.

(b) *Title*

Title to the Securities, Coupons and Talons passes by delivery. The holder of any Security, Coupon or Talon will (except as otherwise required by law) be treated as its absolute owner for all purposes (whether or not it is overdue and regardless of any notice of ownership, trust or any interest in it, any writing on it, or its theft or loss) and no person will be liable for so treating the holder.

2. Status

The Securities and the Coupons constitute direct, unsecured and subordinated obligations of the Issuer and shall at all times rank *pari passu* and without any preference among themselves.

The rights and claims of the Trustee, the Securityholders and the Couponholders against the Issuer in respect of the Securities and the Coupons shall, save for such exceptions as may be provided by applicable legislation, rank behind the claims of Senior Creditors, *pari passu* with the rights and claims of holders of Parity Securities and in priority only to the rights and claims of holders of all Issuer Shares (as defined below).

For the purposes of these Conditions:

"Issuer Shares" means Ordinary Shares and any other shares of any class of the Issuer (if any) ranking pari passu among themselves and pari passu with Ordinary Shares.

"Ordinary Shares" means ordinary shares in the capital of the Issuer, having on the Issue Date a minimum principal value of DKK10 each.

As at the date of this Prospectus, the Issuer had Ordinary Shares in an aggregate principal value of DKK4,203,810,800 in issue.

"Parity Securities" means, in respect of the Issuer, any securities or obligations issued or owed by the Issuer (including guarantees or indemnities given by the Issuer in respect of securities or obligations owed by other persons) which rank or by their terms are expressed to rank pari passu with the Securities, in each case described by their respective initial issuance amount.

As at the date of this Prospectus, the only Parity Securities outstanding were (i) the €500,000,000 4.875 per cent. Callable Subordinated Capital Securities due 3013, ISIN: XS0943371194 of which, as at the date of this Prospectus, €500,000,000 were outstanding; (ii) the €700,000,000 6.25 per cent. Callable Subordinated Capital Securities due 3013, ISIN: XS0943370543 of which, as at the date of this Prospectus, €700,000,000 were outstanding; and (iii) (ii) the €600,000,000 3 per cent. Callable Subordinated Capital Securities due 3015, ISIN: XS1227607402 of which, as at the date of this Prospectus, €600,000,000 were outstanding.

"Senior Creditors" means, in respect of the Issuer, all creditors of the Issuer other than (i) creditors whose claims are in respect of the Securities and the Coupons; (ii) Parity Securities; or (iii) Issuer Shares.

3. Coupons

(a) Coupon Payment Dates

From (and including) 24 November 2017 (the **"Interest Commencement Date"**) to (but excluding) 24 November 2024 (the **"First Par Call Date"**), the Securities bear interest at a rate of 2.250 per cent. per annum (the **"First Fixed Rate"**).

From (and including) the First Par Call Date to (but excluding) 24 November 2029 (the **"First Step-up Date"**), the Securities bear interest at the First Reset Fixed Rate.

From (and including) the First Step-up Date to (but excluding) the next subsequent Reset Date and thereafter from (and including) each Reset Date to (but excluding) the next subsequent Reset Date and from (and including) the last Reset Date prior to the Maturity Date to (but excluding) the Maturity Date, the Securities bear interest at the relevant Reset Fixed Rate for the relevant Coupon Period.

During each such period, interest is scheduled to be paid annually in arrear on 24 November in each year, commencing on 24 November 2018 (each a **"Coupon Payment Date"**), and will be due and payable in accordance with Conditions 4 and 5. If any Coupon Payment Date would otherwise fall on a day which is not a Business Day (as defined below), the relevant payment shall be made on the next day which is a Business Day. No further interest or other payment will be made as a consequence of the postponement.

The period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Coupon Payment Date and each successive period beginning on (and including) a Coupon Payment Date and ending on (but excluding) the next succeeding Coupon Payment Date is called a **"Coupon Period"**.

Interest in respect of any Security shall be calculated per €1,000 in principal amount of the Securities (the **"Calculation Amount"**). The amount of interest payable per Calculation Amount on each Security for any

period of time shall be determined by applying the First Fixed Rate, the First Reset Fixed Rate or the relevant Reset Fixed Rate, as applicable, to the Calculation Amount.

Where interest is to be calculated in respect of any period (from (and including) the first such day to (but excluding) the last) (the "**Calculation Period**") which is equal to or shorter than the Determination Period during which it falls, the day count fraction used will be calculated on the basis of the number of days in the Calculation Period divided by the number of days in such Determination Period, where "Determination Period" means each period from (and including) 24 November in any year, to (but excluding) the next 24 November. For the avoidance of doubt, the first Determination Period will be period from and including 24 November 2017 to but excluding 24 November 2018.

(b) Cessation of Interest Accrual

Each Security will cease to bear interest from the due date for redemption unless, upon due presentation, payment of principal is improperly withheld or refused. In such event, it shall continue to bear interest in accordance with this Condition 3 (both before and after judgment) until whichever is the earlier of (i) the day on which all sums due in respect of such Security up to that day are received by or on behalf of the relevant Securityholder, and (ii) the day seven days after the Trustee or the Principal Paying Agent has notified Securityholders of receipt of all sums due in respect of all the Securities up to that seventh day (except to the extent that there is failure in the subsequent payment to the relevant holders under these Conditions).

(c) Definitions

In this Condition 3:

"5-year Swap Rate" means the rate for a Reset Period determined by the Agent Bank on the Interest Determination Date for the relevant Reset Period and will be:

- (A). the arithmetic mean of the bid and offered rates for the annual fixed leg (calculated on a 30/360 day count basis) of a fixed-for-floating Euro interest rate swap transaction which (x) has a term of five years commencing on the date on which the relevant Coupon Period commences, (y) is in an amount that is representative of a single transaction in the relevant market at the relevant time with an acknowledged dealer of good credit in the swap market, and (z) has a floating leg based on the 6-month EURIBOR rate (calculated on an Actual/360 day count basis), as such arithmetic mean appears on the Reuters screen "ICESWAP2" under the heading "FIXED VS. 6M EURIBOR" (as such headings and captions may appear from time to time) as of 11.00 a.m. (Frankfurt time) (or another screen page of Reuters or another information service, which is the successor to such Reuters screen for the purposes of displaying the arithmetic mean of swap transactions as described in this paragraph) (the "**Reset Screen Page**") on the Interest Determination Date; or
- (B). in the event that any of the information required for the purposes of alternative (A) above does not appear on the Reset Screen Page on the Interest Determination Date, the Reset Reference Bank Rate on the Interest Determination Date,

in each case as determined by the Agent Bank.

"5-year Swap Rate Quotations" means the arithmetic mean of the bid and offered rates for the annual fixed leg (calculated on a 30/360 day count basis) of a fixed-for-floating Euro interest rate swap transaction which transaction (x) has a term of five years commencing on the date on which the relevant Coupon Period commences, (y) is in an amount that is representative of a single transaction in the relevant market at the relevant time with an acknowledged dealer of good credit in the swap market, and (z) has a floating leg based on the 6-month EURIBOR rate (calculated on an Actual/360 day count basis).

"Business Day" means a day, other than a Saturday or Sunday, on which commercial banks are open in London and Copenhagen and which is a TARGET Business Day.

"First Reset Fixed Rate" for each Coupon Period from (and including) the First Par Call Date to (but excluding) the First Step-up Date means the 5-year Swap Rate for the Reset Period commencing on the First Par Call Date plus the Margin for the First Reset Fixed Rate, as determined by the Agent Bank.

"Interest Determination Date" means the second TARGET Business Day prior to the date on which the relevant Reset Period commences.

"Margin" means:

- (i) in respect of the First Reset Fixed Rate: 189.9 basis points per annum (no step-up);
- (ii) in respect of the Coupon Period from (and including) the First Step-up Date to (but excluding) the Second Step-up Date: 214.9 basis points per annum (including a 25 basis points step-up); and
- (iii) in respect of the Coupon Period from (and including) the Second Step-up Date to (but excluding) the Maturity Date: 289.9 basis points per annum (including a further 75 basis points step-up).

"Maturity Date" means 24 November 3017.

"Reset Date" means each fifth anniversary of the First Par Call Date to (but excluding) the Maturity Date.

"Reset Fixed Rate" for each Coupon Period from (and including) the First Step-up Date to (but excluding) the Maturity Date means the 5-year Swap Rate for the relevant Reset Period in which the Coupon Period falls plus the relevant Margin, as determined by the Agent Bank.

"Reset Period" means the period from (and including) the First Par Call Date to (but excluding) the first Reset Date and thereafter each period from (and including) a Reset Date to (but excluding) the next subsequent Reset Date.

"Reset Reference Bank Rate" means the percentage rate determined by the Agent Bank on the basis of the 5-year Swap Rate Quotations provided by five leading swap dealers in the Euro-zone interbank market (the **"Reset Reference Banks"**) to the Agent Bank at approximately 11.00 a.m. (Frankfurt time) on the relevant Interest Determination Date. If at least three quotations are provided, the 5-year Swap Rate will be the arithmetic mean of the quotations, eliminating the highest quotation (or, in the event of equality one of the highest) and the lowest quotation (or, in the event of equality, one of the lowest). If fewer than three quotations are provided, and if the International Swaps and Derivatives Association, Inc. (**"ISDA"**) has published a fallback provision for the determination of the 5-year Swap Rate at the relevant time, the Agent Bank will determine the Reset Reference Bank Rate on the basis of such fallback provision. If ISDA has not published such a fallback provision at the relevant time, the following shall apply: If only two quotations are provided, the Reset Reference Bank Rate will be the arithmetic mean of the quotations provided. If only one quotation is provided, the Reset Reference Bank Rate will be the quotation provided. If no quotations are provided, the applicable Reset Reference Bank Rate shall be equal to the last 5-year Swap Rate available on the Reset Screen Page as determined by the Agent Bank.

"Second Step-up Date" means 24 November 2044.

"TARGET Business Day" means a day, other than a Saturday or Sunday, on which the TARGET System is operating.

"TARGET System" means the Trans-European Automated Real-time Gross Settlement Express Transfer (known as TARGET2) System which was launched on 19 November 2007 or any successor thereto.

(d) Determination or calculation by Trustee

Without prejudice and subject to Condition 3(e) below, if the Agent Bank, at any time for any reason, does not determine the First Reset Fixed Rate or the relevant Reset Fixed Rate, as applicable, for any Coupon Period, the Trustee (or an agent appointed by it) may do so without liability therefor and any such determination shall be deemed to have been made by the Agent Bank. In doing so, the Trustee (or such agent appointed by it) shall apply the foregoing provisions of this Condition 3, with any necessary consequential amendments, to the extent that, in its opinion, it can do so, and in such manner as it shall deem fair and reasonable in all the circumstances.

(e) Reset Reference Banks and Agent Bank

The Issuer will procure that, so long as any Security is outstanding, there shall at all times be identified a number of Reset Reference Banks as provided above (where the First Reset Fixed Rate or the relevant Reset Fixed Rate, as applicable, is to be calculated by reference to them) and an Agent Bank for the purposes of the Securities. If any such bank (acting through its relevant office) is unable or unwilling to continue to act as a Reset Reference Bank or the Agent Bank, as the case may be, or if the Agent Bank fails to establish the First Reset Fixed Rate or the relevant Reset Fixed Rate, as applicable, for any Reset Period, the Issuer shall (with the prior approval in writing of the Trustee) appoint another leading bank engaged in the Euro-zone interbank market (acting through its principal London office) to act as such in its place. The Agent Bank may not resign its duties without a successor having been so appointed.

(f) Notifications etc. to be binding

All notifications, opinions, determinations, certifications, conditions, quotations and decisions given, expressed, made or obtained for the purposes of this Condition 3, whether by the Agent Bank or the Trustee (or its agent), shall (in the absence of wilful default, fraud or manifest error) be binding on the Issuer, the Agent Bank, the Trustee, the Paying Agents and on all Securityholders and Couponholders and (in the absence of the aforesaid) no liability to the Securityholders, the Couponholders or the Issuer shall attach to the Agent Bank, the Paying Agents or the Trustee in connection with the exercise or non-exercise by them of any of their powers, duties or discretions.

4. Optional Coupon Deferral

Interest which accrues during a Coupon Period ending on (but excluding) a Coupon Payment Date will be due and payable on that Coupon Payment Date, unless the Issuer, by giving notice to the Securityholders in accordance with Condition 16, the Agent Bank, the Principal Paying Agent and the Trustee, not less than 16 Business Days prior to the relevant Coupon Payment Date (an "**Optional Deferral Notice**"), elects to defer the relevant Coupon Payment in whole or in part.

If the Issuer elects not to pay accrued interest on a Coupon Payment Date, it will not have any obligation to pay interest on such Coupon Payment Date.

Each such Coupon Payment that is not due and payable in accordance with this Condition 4 due to an election made by the Issuer shall be referred to as a "**Deferred Payment**". Any such Deferred Payment will bear interest at the then current rate of interest on the Securities from (and including) the Coupon Payment Date on which such Deferred Payment would otherwise than by reason of the operation of this Condition 4 become due to (but excluding) the date on which the Deferred Payment is satisfied in accordance with Condition 5 or cancelled in accordance with the second sentence of Condition 6(a). The non-payment of any interest deferred by the giving of any Optional Deferral Notice in respect thereof shall not constitute a Default (as defined in Condition 9) or otherwise constitute a default of the Issuer or any other breach of its obligations under the Securities or for any other purpose or be subject to enforcement (in accordance with Condition 9) until such time as such interest shall have become due under Condition 5 and remain unpaid.

The amount of any Deferred Payments, together with any interest accrued thereon, shall constitute "**Outstanding Payments**" from the day following the Coupon Payment Date on which such Deferred Payment would have become due but for the operation of this Condition 4.

5. Settlement of Outstanding Payments

(a) *Optional Settlement of Outstanding Payments.*

The Issuer will be entitled to pay Outstanding Payments (in whole or in part) at any time by giving notice to the Securityholders in accordance with Condition 16, the Agent Bank, the Principal Paying Agent and the Trustee, not less than 16 Business Days prior to the date fixed by the Issuer for such payment (the "**Optional Settlement Date**") which notice shall be irrevocable and shall specify (x) the amount of Outstanding Payments to be paid and (y) the Optional Settlement Date.

Upon such notice being given, the amount of Outstanding Payments specified in the relevant notice will become due and payable, and the Issuer shall pay such amount of Outstanding Payments on the specified Optional Settlement Date.

(b) *Mandatory Settlement of Outstanding Payments.*

The Issuer must pay all Outstanding Payments (in whole but not in part) then outstanding on any Mandatory Settlement Date.

In this Condition 5(b):

"**Compulsory Payment Event**" means any of the following events:

- (A). the shareholders of the Issuer have resolved at the annual general meeting on the proposal by, or with the consent of, the Board of Directors of the Issuer to pay or distribute a dividend or make a payment on any Issuer Shares, other than a dividend, distribution or payment which is made in the form of any Issuer Shares;
- (B). the Issuer or any of its subsidiaries pays any dividend, other distribution or other payment in respect of any Parity Security (other than a dividend, distribution or payment which is made in the form of any Issuer Shares); or
- (C). the Issuer or any of its subsidiaries redeems, repurchases or otherwise acquires any Issuer Share or any Parity Security;

provided that, in the cases of (B) and (C) above, no Compulsory Payment Event shall be deemed to occur if:

- (i) the Issuer or the relevant subsidiary is obliged under the terms and conditions of such Parity Security to make such payment, such redemption, such repurchase or such other acquisition;
- (ii) the Issuer or the relevant subsidiary repurchases or otherwise acquires (in each case directly or indirectly) the Issuer Shares pursuant to its obligations under any existing buy-back programme, share option or free share allocation plan or any employee benefit plans or similar arrangements with or for the benefit of employees, officers, directors or consultants;
- (iii) the Issuer or the relevant subsidiary repurchases or otherwise acquires any Parity Security where such repurchase or acquisition is effected as a public cash tender offer or public exchange offer at a purchase price per security which is below its par value; or
- (iv) as a result of the exchange or conversion of one class of Issuer Shares for another class.

"Mandatory Settlement Date" means the earliest of:

- (A) the date falling 10 Business Days after the date on which a Compulsory Payment Event has occurred;
- (B) the date, other than the Maturity Date, on which the Securities fall due for redemption in accordance with Conditions 6(b), (c), (d), (e) or (f); and
- (C) the date on which an order is made for the bankruptcy (*konkurs*), winding up, liquidation or dissolution of the Issuer (other than for the purposes of or pursuant to an amalgamation, reorganisation or restructuring whilst solvent, where the continuing entity assumes substantially all of the assets and obligations of the Issuer).

6. Redemption and Purchase

(a) Maturity Date

If not redeemed or purchased and cancelled earlier, the Securities will be redeemed on the Maturity Date at their principal amount together with accrued interest in respect of the Coupon Period ending on (but excluding) the Maturity Date. Any Outstanding Payments shall automatically be cancelled on the Maturity Date. The Securities may not be redeemed at the option of the Issuer other than in accordance with this Condition 6.

(b) Redemption at the option of the Issuer

On giving not less than 30 nor more than 60 days' notice (an "**Optional Redemption Notice**") to the Trustee and the Securityholders in accordance with Condition 16, the Issuer may redeem all but not some only of the Securities on any date during the period commencing (and including) 24 August 2024 to (and including) the First Par Call Date or on any Coupon Payment Date thereafter (each a "**Par Call Date**") as specified in the Optional Redemption Notice at their principal amount (together with interest accrued to (but excluding) the relevant Par Call Date and any Outstanding Payments).

(c) Redemption for taxation reasons

The Securities may be redeemed at the option of the Issuer in whole, but not in part, at any time on giving not less than 30 nor more than 60 days' notice to the Securityholders (which notice shall be irrevocable) in accordance with Condition 16, if:

- (i) the Issuer satisfies the Trustee immediately prior to the giving of such notice by providing an opinion of a recognised tax counsel or tax adviser satisfactory to the Trustee (upon which the Trustee shall be entitled to rely on without liability) stating that:
 - (A) the Issuer either has or will become obliged to pay additional amounts as provided or referred to in Condition 8 as a result of any change in, or amendment to, the laws or regulations of the Kingdom of Denmark or any political sub-division or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after the Issue Date, in which case the Issuer will be entitled to redeem each Security at its principal amount (together with interest accrued to the date fixed for redemption and any Outstanding Payments); or
 - (B) the Issuer's treatment of items of expense with respect to the Securities as deductible interest expense for Danish tax purposes as reflected on the tax returns (including estimated returns) filed (or to be filed) by the Issuer will not be respected by a taxing authority, which subjects the Issuer to more than a *de minimis* amount of additional taxes, duties or governmental

charges, in which case the Issuer will be entitled to redeem the Securities (I) prior to the First Par Call Date, at their Early Redemption Amount (together with interest accrued to the date fixed for redemption and any Outstanding Payments) and (II) on or after the First Par Call Date at their principal amount (together with interest accrued to the date fixed for redemption and any Outstanding Payments),

(each, a "**Tax Event**"), and

(ii) such Tax Event cannot be avoided by the Issuer taking reasonable measures available to it,

provided that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer would be obliged to pay such additional amounts were a payment in respect of the Securities then due. Prior to the publication of any notice of redemption pursuant to this Condition 6(c), the Issuer shall deliver to the Trustee a certificate signed by two directors of the Issuer stating that the obligation referred to in Condition 6(c)(i) above cannot be avoided by the Issuer taking reasonable measures available to it and the Trustee shall be entitled to accept and rely without liability on such certificate as sufficient evidence of the satisfaction of the condition precedent set out in Condition 6(c)(ii) above in which event it shall be conclusive and binding on the Securityholders and the Couponholders.

(d) Redemption for accounting reasons

The Securities may be redeemed at the option of the Issuer in whole, but not in part, at any time on giving not less than 30 nor more than 60 days' notice to the Securityholders (which notice shall be irrevocable) in accordance with Condition 16, (i) prior to the First Par Call Date, at their Early Redemption Amount (together with interest accrued to but excluding the date fixed for redemption and any Outstanding Payments) and (ii) on or after the First Par Call Date, at their principal amount, (together with interest accrued to but excluding the date fixed for redemption and any Outstanding Payments), if a recognised accountancy firm satisfactory to the Trustee, acting upon instructions of the Issuer (and at the Issuer's expense), has delivered an opinion to the Trustee (upon which the Trustee shall be entitled to rely on without liability), stating that as a result of a change in accounting principles (or the application thereof) since the Issue Date the obligations of the Issuer in respect of the Securities may not or may no longer be recorded as "equity" in the consolidated financial statements of the Issuer pursuant to International Financial Reporting Standards ("**IFRS**") or any other accounting standards that may replace IFRS for the purposes of preparing the annual consolidated financial statements of the Issuer.

(e) Redemption for a Ratings Event

The Securities may be redeemed at the option of the Issuer in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days' notice to the Securityholders (which notice shall be irrevocable) in accordance with Condition 16, (i) prior to the First Par Call Date, at their Early Redemption Amount (together with interest accrued to the date fixed for redemption and any Outstanding Payments) and (ii) on or after the First Par Call Date, at their principal amount (together with interest accrued to the date fixed for redemption and any Outstanding Payments), if:

(A). (I) any rating agency from whom the Issuer is assigned a Solicited Rating publishes an amendment, clarification or change in hybrid capital methodology, as a result of which change the Securities would no longer be eligible for the same or a higher category of "equity credit" or such similar nomenclature as may be used by that rating agency from time to time to describe the degree to which the terms of an instrument are supportive of the Issuer's senior obligations, attributed to the Securities at the Issue Date or at any later date on which the Securities were attributed a higher category of "equity credit" compared to the category of "equity credit" attributed to them on the Issue Date (a "**Loss in Equity Credit**"), or (II) the Issuer has received, and has provided the Trustee with a

copy of, a written confirmation from any rating agency from which the Issuer is assigned a Solicited Rating that due to an amendment, clarification or change in hybrid capital methodology, a Loss in Equity Credit has occurred (a "**Ratings Event**"); and

(B). the Issuer has given notice of such Ratings Event to Securityholders in accordance with Condition 16 prior to giving the notice of redemption pursuant to this Condition 6(e).

In this Condition 6(e), "**Solicited Rating**" means a rating assigned by a rating agency with whom the Issuer has a contractual relationship under which the Securities are assigned a rating and an equity credit.

(f) *Redemption for a minimum outstanding principal amount*

The Securities may be redeemed at the option of the Issuer in whole, but not in part, at any time on giving not less than 30 nor more than 60 days' notice to the Securityholders (which notice shall be irrevocable) in accordance with Condition 16 at their principal amount (together with interest accrued to the date fixed for redemption and any Outstanding Payments), if the Issuer or any of its subsidiaries (as defined in the Trust Deed) has purchased (in accordance with Condition 6(h)) and cancelled (in accordance with Condition 6(i)) Securities with an aggregate principal amount of equal to or greater than 80 per cent. of the initial aggregate principal amount of the Securities.

(g) *Notice of Redemption*

Where a notice of redemption is given under this Condition 6 all Securities shall be redeemed on the date specified in such notice in accordance with this Condition 6.

(h) *Purchase*

The Issuer or any of its subsidiaries may at any time when there are no unsatisfied Outstanding Payments purchase Securities in the open market or otherwise at any price (provided that they are purchased together with all unmatured Coupons and unexchanged Talons relating to them). The Securities so purchased, while held by or on behalf of the Issuer or any such subsidiary, shall not entitle the holder to vote at any meetings of the Securityholders and shall not be deemed to be outstanding for the purposes of calculating quorums at meetings of the Securityholders or for the purposes of Condition 9(a) or Condition 12(a).

(i) *Cancellation*

All Securities so redeemed or purchased and any unmatured Coupons or unexchanged Talons attached to or surrendered with them will be cancelled and may not be re-issued or resold.

(j) *Definitions*

In these Conditions:

"**Early Redemption Amount**" means 101.00 per cent. of the principal amount per Security.

7. *Payments and Talons*

(a) *Method of Payment*

Subject to Condition 4, payments of principal and interest will be made against presentation and surrender (or, in the case of a partial payment, endorsement) of Securities or the appropriate Coupons (as the case may be) at the specified office of any Paying Agent by transfer to a euro account maintained by the payee with a bank in a city in which banks have access to the TARGET System. Payments of interest due in respect of any Security other than on presentation and surrender of matured Coupons shall be made only against presentation and either surrender or endorsement (as appropriate) of the relevant Security.

(b) *Payments subject to laws*

All payments are subject in all cases to

- (i) any applicable fiscal or other laws and regulations; and
- (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986, as amended (the "**Code**"), or otherwise imposed pursuant to Section 1471 through 1474 of the Code and any regulations or agreements thereunder or official interpretations thereof ("**FATCA**") or any law implementing an intergovernmental approach to FATCA,

but (in each case) without prejudice to the provisions of Condition 8. No commissions or expenses shall be charged to the Securityholders or Couponholders in respect of such payments.

(c) *Unmatured Coupons and unexchanged Talons*

Each Security should be presented for redemption together with all unexpired Coupons and any unexchanged Talon relating to it, failing which the amount of any such missing unexpired Coupon that is due on a Coupon Payment Date (or in the case of payment not being made in full, that proportion of the amount of such missing unexpired Coupon which the sum of principal so paid bears to the total principal amount due) will be deducted from the sum due for payment and no Coupons shall be delivered in respect of such Talon. Each amount of principal so deducted will be paid in the manner mentioned above against surrender of the relevant missing Coupon not later than 10 years after the Relevant Date (as defined in Condition 8) for the relevant payment of principal.

Upon the due date for redemption of any Security, unexpired Coupons that are due on a Coupon Payment Date relating to such Security and unexchanged Talons relating to such Security (in each case, whether or not attached) shall become void and no payment shall be made in respect of such Coupons and no Coupons shall be delivered in respect of such Talons. Where any Security is presented for redemption without all unexpired Coupons or unexchanged Talons relating to it, redemption shall be made only against the provision of such indemnity as the Issuer may require.

(d) *Payments on Payment Business Days*

A Security or Coupon may only be presented for payment on a day which is a Payment Business Day in the place of presentation (and, in the case of payment by transfer to a euro account, in a city where banks have access to the TARGET System). No further interest or other payment will be made as a consequence of the day on which the relevant Security or Coupon may be presented for payment under this Condition 7 falling after the due date. In this Condition 7, "**Payment Business Day**" means a day on which commercial banks and foreign exchange markets are open in the relevant city.

(e) *Paying Agents*

The initial Paying Agents and Agent Bank and their initial specified offices are listed below. The Issuer reserves the right at any time with the approval of the Trustee to vary or terminate the appointment of any Paying Agent or the Agent Bank and appoint additional or other Paying Agents, provided that it will maintain (i) a Principal Paying Agent, (ii) an Agent Bank and (iii) a Paying Agent having its specified office in a major European city.

If either of the Agent Bank or Principal Paying Agent is unable or unwilling to act as such or if it fails to make any determination or calculation or otherwise fails to perform its duties under these Conditions or the Agency Agreement (as the case may be), the Issuer shall appoint at its own expense, on terms acceptable to the Trustee, an independent financial institution acceptable to the Trustee to act as such in its place. All

calculations and determinations made by the Agent Bank or the Principal Paying Agent in relation to the Securities shall (save in the case of wilful default, fraud or manifest error) be final and binding on the Issuer, the Trustee, the Paying Agents, the Securityholders and the Couponholders.

(f) Talons

On or after the Coupon Payment Date of the final Coupon forming part of a Coupon sheet issued in respect of any Security, the Talon forming part of such Coupon sheet may be surrendered at the specified office of the Principal Paying Agent in exchange for a further Coupon sheet (and, if necessary, another Talon for a further Coupon sheet) (but excluding any Coupon that may have become void pursuant to Condition 10).

8. Taxation

All payments of principal and interest by or on behalf of the Issuer in respect of the Securities and the Coupons shall be made free and clear of, and without withholding or deduction for, any taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed unless such withholding or deduction is required by law. In the event that any such withholding or deduction is applied by or within the Kingdom of Denmark or any political subdivision thereof or therein having the power to tax, the Issuer shall pay such additional amounts as will result in receipt by the Securityholders and the Couponholders of such amounts as would have been received by them had no such withholding or deduction been required, except that no such additional amounts shall be payable in respect of any Security or Coupon presented for payment:

(a) Other connection

by or on behalf of a holder who is liable to such taxes, duties, assessments or governmental charges in respect of such Security or Coupon by reason of his having some connection with the Kingdom of Denmark other than the mere holding of the Security or Coupon; or

(b) Presentation more than 30 days after the Relevant Date

more than 30 days after the Relevant Date (as defined below) except to the extent that the holder of it would have been entitled to such additional amounts on presenting such Security or Coupon for payment on the last day of such period of 30 days.

"**Relevant Date**" means whichever is the later of (i) the date on which such payment first becomes due and (ii) if the full amount payable has not been received by the Principal Paying Agent or the Trustee on or prior to such due date, the date on which, the full amount having been so received, notice to that effect shall have been given to the Securityholders. Any reference in these Conditions to principal and/or interest shall be deemed to include any additional amounts which may be payable under this Condition 8 or any undertaking given in addition to or substitution for it under the Trust Deed and any Outstanding Payments (subject to the application of Condition 5 and Condition 6(a)).

9. Default and Enforcement

(a) Default and Liquidation

Subject to Condition 4, if the Issuer fails to pay any interest on any of the Securities when due (a "**Default**"), the Trustee at its discretion may, and if so instructed by Securityholders holding not less than one-fifth in principal amount of the outstanding Securities or if so directed by an Extraordinary Resolution (as defined in the Trust Deed) shall, subject in each case to it being indemnified and/or secured and/or pre-funded to its satisfaction, by written notice addressed to the Issuer, take such steps or actions or institute proceedings to obtain payment of the amounts due or take such steps or actions or institute proceedings in the Kingdom of Denmark (but not elsewhere) for the bankruptcy (*konkurs*) of the Issuer. On a bankruptcy of the Issuer, each

Security shall entitle the holder thereof to claim for an amount equal to the principal amount of such Security plus all accrued but unpaid interest in respect of the then current Coupon Period and Outstanding Payments, if any, subject to Condition 2. Notwithstanding the foregoing, no amount in respect of the Securities or the Coupons shall, as a result of any proceedings instituted under this Condition 9(a), be or become payable sooner than the same would otherwise have been payable by the Issuer had no such proceedings been instituted.

(b) Breach of Obligations

Subject to Condition 4, the Trustee may at its discretion institute such steps, actions or proceedings against the Issuer as it may think fit to enforce any obligation, condition, undertaking or provision binding on the Issuer under the Securities, the Coupons or the Trust Deed (other than as provided in Condition 9(a)); provided that:

- (i) the Issuer shall not by virtue of the institution of any such steps, actions or proceedings be obliged to pay any sum or sums sooner than the same would otherwise have been payable by it; and
- (ii) the Trustee shall not be obligated to take any steps or actions or to institute proceedings unless it has been directed or requested to do so and indemnified and/or secured and/or pre-funded to its satisfaction as described under Condition 9(a).

The proviso to this Condition 9(b) shall not apply to amounts due to the Trustee in its personal capacity under the Trust Deed.

(c) Other Remedies and Rights of Securityholders

No remedy against the Issuer, other than the institution of the proceedings or the taking of steps or actions by the Trustee referred to in Conditions 9(a) and 9(b) or the proving or claiming in any liquidation, bankruptcy or dissolution of the Issuer, shall be available to the Trustee, the Securityholders or the Couponholders whether for the recovery of amounts owing in respect of the Securities or the Coupons or in respect of any breach by the Issuer of any other obligation, condition, undertaking or provision binding on it under the Securities, the Coupons or the Trust Deed, provided that the proviso to Condition 9(b) shall apply to this Condition 9(c) and includes reference to proving or claiming in the liquidation, bankruptcy or dissolution of the Issuer. No Securityholder or Couponholder may proceed directly against the Issuer unless the Trustee, having become bound to proceed, fails to do so within a reasonable time and such failure is continuing.

10. Prescription

Claims in respect of principal and interest will become void unless presentation for payment is made as required by Condition 7 within a period of 10 years in the case of principal and five years in the case of interest from the appropriate Relevant Date.

11. Replacement of Securities, Coupons and Talons

If any Security, Coupon or Talon is lost, stolen, mutilated, defaced or destroyed it may be replaced at the specified office of any Paying Agent subject to all applicable laws and stock exchange or other relevant authority requirements, upon payment by the claimant of the expenses incurred in connection with such replacement and on such terms as to evidence, security, indemnity and otherwise as the Issuer may require (provided that the requirement is reasonable in the light of prevailing market practice). Mutilated or defaced Securities, Coupons or Talons must be surrendered before replacements will be issued.

12. Meetings of Securityholders, Modification, Waiver and Substitution

(a) Meetings of Securityholders

The Trust Deed contains provisions for convening meetings of Securityholders to consider matters affecting their interests, including the sanctioning by Extraordinary Resolution (as defined in the Trust Deed) of a modification of any of these Conditions or any provisions of the Trust Deed. Such a meeting may be convened by the Trustee upon written request by Securityholders holding not less than 10 per cent. in principal amount of the Securities for the time being outstanding (subject to the Trustee being indemnified and/or secured and/or prefunded to its satisfaction). The quorum for any meeting convened to consider an Extraordinary Resolution will be two or more persons holding or representing a clear majority in principal amount of the Securities for the time being outstanding, or at any adjourned meeting two or more persons being or representing Securityholders whatever the principal amount of the Securities held or represented, unless the business of such meeting includes consideration of proposals, inter alia, (i) to modify the maturity of the Securities or the dates on which interest is payable in respect of the Securities, (ii) to reduce or cancel the principal amount of, or interest on or to vary the method of calculating the rate of interest on, the Securities, (iii) to change the currency of payment of the Securities or the Coupons, (iv) to modify the provisions of Condition 2 or (v) to modify the provisions concerning the quorum required at any meeting of Securityholders or the majority required to pass an Extraordinary Resolution, in which case the necessary quorum will be two or more persons holding or representing not less than 75 per cent., or at any adjourned meeting not less than 25 per cent., in principal amount of the Securities for the time being outstanding. Any Extraordinary Resolution duly passed shall be binding on Securityholders (whether or not they were present at the meeting at which such resolution was passed) and on all Couponholders.

The Trust Deed provides that a resolution in writing signed by or on behalf of holders of not less than 75 per cent. in principal amount of the Securities outstanding shall for all purposes be as valid and effective as an Extraordinary Resolution passed at a meeting of Securityholders duly convened and held. Such a resolution in writing may be contained in one document or several documents in the same form, each signed by or on behalf of one or more Securityholders.

(b) Modification and Waiver

The Trustee may agree, without the consent of the Securityholders or Couponholders (except as set out in the Trust Deed), to (i) any modification of any of the provisions of the Trust Deed which, in its opinion, is of a formal, minor or technical nature or is made to correct a manifest error, and (ii) any other modification (except as mentioned in the Trust Deed), and any waiver or authorisation of any breach or proposed breach, of any of the provisions of the Trust Deed which is in the opinion of the Trustee not materially prejudicial to the interests of the Securityholders. Any such modification, authorisation or waiver shall be binding on the Securityholders and the Couponholders and, if the Trustee so requires, such modification shall be notified to the Securityholders in accordance with Condition 16 as soon as practicable.

(c) Substitution

The Trust Deed contains provisions permitting the Trustee to agree, subject to such amendment of the Trust Deed and such other conditions as the Trustee may require, but without the consent of the Securityholders or the Couponholders, to the substitution of certain subsidiaries, which have the corporate function of raising financing and passing it on to affiliates and which hold no significant operating assets or have any ownership in the operating companies of the Issuer or its subsidiaries in place of the Issuer, or of any previous substituted company, as principal debtor under the Trust Deed and the Securities. In the case of such a substitution the Trustee may agree, without the consent of the Securityholders or Couponholders, to a change of the law governing the Securities, the Coupons, the Talons and/or the Trust Deed provided that such change would not in the opinion of the Trustee be materially prejudicial to the interests of the Securityholders.

(d) Entitlement of the Trustee

In connection with the exercise of its functions (including but not limited to those referred to in this Condition 12) the Trustee shall have regard to the interests of the Securityholders as a class and shall not have regard to the consequences of such exercise for individual Securityholders or Couponholders and the Trustee shall not be entitled to require, nor shall any Securityholder or Couponholder be entitled to claim, from the Issuer or the Trustee any indemnification or payment in respect of any tax consequence of any such exercise upon individual Securityholders or Couponholders.

13. Enforcement

At any time after the Securities become due and payable and subject to Condition 9, the Trustee may, at its discretion and without further notice, institute such steps, actions or proceedings against the Issuer as it may think fit to enforce the terms of the Trust Deed, the Securities and the Coupons, but it need not take any such steps, actions or proceedings unless (a) it shall have been so directed by an Extraordinary Resolution or so requested in writing by Securityholders holding at least one-fifth in principal amount of the Securities outstanding, and (b) it shall have been indemnified and/or secured and/or pre-funded to its satisfaction. No Securityholder or Couponholder may proceed directly against the Issuer unless the Trustee, having become bound so to proceed, fails to do so within a reasonable time and such failure is continuing.

14. Indemnification of the Trustee

The Trust Deed contains provisions for the indemnification of the Trustee and for its relief from responsibility. The Trustee is entitled to enter into business transactions with the Issuer and any entity related to the Issuer without accounting for any profit.

15. Further Issues

The Issuer may from time to time without the consent of the Securityholders or Couponholders create and issue further securities either (i) having the same terms and conditions as the Securities in all respects (or in all respects except for the first payment of interest on them) and so that such further issue shall be consolidated and form a single series with the outstanding Securities or (ii) upon such terms as the Issuer may in its sole discretion determine at the time of their issue. References in these Conditions to the "Securities" include (unless the context requires otherwise) any other issued securities as described in (i) above and forming a single series with the Securities. Any further securities forming a single series with the outstanding Securities constituted by the Trust Deed or any deed supplemental to it shall, and any other securities may (with the consent of the Trustee), be constituted by a deed supplemental to the Trust Deed.

16. Notices

Notice required to be given to Securityholders pursuant to the Conditions shall be made in compliance with § 10(3) of the Danish Executive Order on Issuers' Disclosure Obligations (*udstederbekendtgørelsen*). In particular, the Issuer shall publish notices, or distribute circulars, concerning the place, time and agenda of meetings of Securityholders, the payment of interest, the exercise of any conversion, exchange, subscription, redemption or cancellation rights, and repayment, as well as the right of those Securityholders to participate therein.

In order to comply with § 10(3) of the Danish Executive Order on Issuers' Disclosure Obligations (*udstederbekendtgørelsen*), the Issuer has entered into an agreement with OMX News Service, a Danish regulated information service, through which the Issuer disseminates information to Securityholders.

In addition to disclosure through OMX News Service, notices to Securityholders shall be published in (i) a leading newspaper having general circulation in London (which is expected to be the Financial Times), and (ii) (so long as the Securities are listed on the official list of the Luxembourg Stock Exchange and admitted to

trading on the regulated market of the Luxembourg Stock Exchange and the rules of that Stock Exchange so require) published either on the website of the Luxembourg Stock Exchange (www.bourse.lu) or in a leading newspaper having general circulation in Luxembourg (which is expected to be the *Luxemburger Wort*) or, if in the opinion of the Trustee such publication shall not be practicable, in an English language newspaper of general circulation in Europe. Any such notice shall be deemed to have been given on the date of such publication or, if published more than once or on different dates, on the first date on which publication is made. Couponholders will be deemed for all purposes to have notice of the contents of any notice given to the Securityholders in accordance with this Condition 16.

17. Contracts (Rights of Third Parties) Act 1999

No person shall have any right to enforce any term or condition of the Securities under the Contracts (Rights of Third Parties) Act 1999.

18. Governing Law

(a) Governing Law

Save as provided in the following sentence, the Trust Deed, the Securities, the Coupons and the Talons, and any non-contractual obligations arising out of or in connection with them, are governed by and shall be construed in accordance with English law. Condition 2 of the Securities and Clause 5 of the Trust Deed are governed by and shall be construed in accordance with the laws of the Kingdom of Denmark.

(b) Jurisdiction

The courts of England are to have jurisdiction to settle any disputes which may arise out of or in connection with the Securities, the Coupons or the Talons and accordingly any legal action or proceedings arising out of or in connection with the Securities, the Coupons or the Talons ("**Proceedings**") may be brought in such courts. Pursuant to the Trust Deed, the Issuer has irrevocably submitted to the jurisdiction of such courts.

(c) Agent for Service of Process

Pursuant to the Trust Deed, the Issuer has irrevocably appointed DONG Energy (UK) Limited as its agent in England to receive service of process in any Proceedings in England based on any of the Securities, the Coupons or the Talons.

The following will not form part of the Terms and Conditions

The Issuer intends (without thereby assuming any legal or contractual obligation whatsoever) that it will only redeem or repurchase Securities to the extent that the equity credit of the Securities to be redeemed or repurchased does not exceed the equity credit resulting from the sale or issuance during the 360-day period prior to the date of such redemption or repurchase by the Issuer or any subsidiary of the Issuer of replacement hybrid securities to third party purchasers (other than subsidiaries of the Issuer).

The foregoing shall not apply if:

- (a) if the rating assigned by S&P to the Issuer is at least "BBB+" (or such equivalent nomenclature then used by S&P) and the Issuer is comfortable that such rating would not fall below this level as a result of such redemption or repurchase; or*
- (b) the "stand-alone credit profile" assigned by S&P to the Issuer is at least "bbb" (or such similar nomenclature then used by S&P) and the Issuer is of the view that such "stand-alone credit profile" would not fall below this level as a result of such redemption or repurchase; or*

- (c) *the Securities are not assigned any equity credit as hybrid securities (or such similar nomenclature then used by S&P) at the time of such redemption or repurchase; or*
- (d) *the Securities are redeemed pursuant to Condition 6(c), 6(d), 6(e) (if the Ratings Event has arisen due to a change in S&P's hybrid capital methodology or the interpretation thereof) or 6(f); or*
- (e) *less than (x) 10 per cent. of the aggregate principal amount of the Securities originally issued is repurchased pursuant to Condition 6(h) in any period of 12 consecutive months or (y) 25 per cent. of the aggregate principal amount of the Securities originally issued is repurchased pursuant to Condition 6(h) in any period of 10 consecutive years; or*
- (f) *the relevant repurchase pursuant to Condition 6(h) has followed an injection of common equity or other instruments which are granted on issuance high equity content in the Issuer's capital structure where the amount of such injection is equal to or more than the amount of equity credit assigned by S&P to the Securities being repurchased at the time of their issuance; or*
- (g) *such replacement would cause the Issuer's outstanding hybrid capital which is assigned equity credit by S&P to exceed the maximum aggregate principal amount of hybrid capital which S&P, under its then prevailing methodology, would assign equity credit to based on the Issuer's adjusted total capitalisation; or*
- (h) *if such redemption or repurchase occurs on or after the Second Step-up Date.*

For the avoidance of doubt, the Issuer wishes to clarify that at any time, including during the period up to the fifth anniversary of the Issue Date, the Issuer shall not be required to replace the Securities if paragraph (e) or (f) above applies.

For the purposes of the foregoing, "equity credit" (or such similar nomenclature then used by S&P) describes:

- (i) *the part of the nominal amount of the Securities that was assigned equity credit by S&P at the time of their issuance; and*
- (ii) *the part of the net proceeds received from issuance of replacement hybrid securities that was assigned equity credit by S&P at the time of their sale or issuance (or the equity credit S&P has confirmed will be assigned by it upon expiry or waiver of issuer call rights which prevent the assignment of equity credit by S&P on the issue date of such replacement hybrid securities).*

Overview of Provisions relating to the Securities while in Global Form

The Temporary Global Security and the Permanent Global Security contain provisions which apply to the Securities while they are in global form, some of which modify the effect of the terms and conditions of the Securities set out in this document. The following is a summary of certain of those provisions:

1 Exchange

The Temporary Global Security is exchangeable in whole or in part for interests in the Permanent Global Security on or after a date which is expected to be 3 January 2018, upon certification as to non-U.S. beneficial ownership in the form set out in the Temporary Global Security. The Permanent Global Security is exchangeable in whole but not in part (free of charge to the holder) for the Definitive Securities described below if the Permanent Global Security is held on behalf of a clearing system and such clearing system is closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise) or announces an intention permanently to cease business or does in fact do so. Thereupon, the holder may give notice to the Principal Paying Agent of its intention to exchange the Permanent Global Security for Definitive Securities on or after the Exchange Date specified in the notice.

On or after the Exchange Date (as defined below) the holder of the Permanent Global Security may surrender the Permanent Global Security to, or to the order of, the Principal Paying Agent. In exchange for the Permanent Global Security, the Issuer shall deliver, or procure the delivery of, an equal aggregate principal amount of duly executed and authenticated Definitive Securities (having attached to them all Coupons and one Talon in respect of interest which has not already been paid on the Permanent Global Security), security printed in accordance with any applicable legal and stock exchange requirements and in or substantially in the form set out in Schedule 1 to the Trust Deed. On exchange of the Permanent Global Security, the Issuer will, if the holder so requests, procure that it is cancelled and returned to the holder together with any relevant Definitive Securities.

"**Exchange Date**" means a day falling not less than 60 days after that on which the notice requiring exchange is given and on which banks are open for business in the city in which the specified office of the Principal Paying Agent is located.

2 Payments

Principal and interest in respect of the Global Security shall be paid to its holder against presentation and (if no further payment falls to be made on it) surrender of it to or to the order of the Principal Paying Agent in respect of the Securities (or to the order of such other Paying Agent as shall have been notified to the Securityholders for this purpose) which shall endorse such payment or cause such payment to be endorsed in the appropriate schedule to the Global Security (such endorsement being prima facie evidence that the payment in question has been made). References in the Conditions to Coupons and Couponholders shall be construed accordingly. No person shall however be entitled to receive any payment on the Global Security falling due after the Exchange Date, unless exchange of the Global Security for Definitive Securities is improperly withheld or refused by or on behalf of the Issuer.

3 Notices

So long as the Securities are represented by a Global Security and such Global Security is held on behalf of a clearing system, notices to Securityholders may be given by delivery of the relevant notice to that clearing system for communication by it to entitled accountholders in substitution for publication as required by the Conditions except that, (i) notices to Securityholders shall always (as a minimum) be given through OMX News Service, and (ii) so long as the Securities are listed on the official list of the Luxembourg Stock

Exchange and admitted to trading on the regulated market of the Luxembourg Stock Exchange, notices shall also be published either on the website of the Luxembourg Stock Exchange (*www.bourse.lu*) or in a leading newspaper having general circulation in Luxembourg (which is expected to be *the Luxemburger Wort*). Any such notice shall be deemed to have been given to the Securityholders on the day after the day on which such notice is delivered to a clearing system as aforesaid.

4 Prescription

Claims against the Issuer in respect of principal and interest on the Securities while the Securities are represented by a Global Security will become void unless it is presented for payment within a period of 10 years (in the case of principal) and five years (in the case of interest) from the appropriate Relevant Date (as defined in Condition 8).

5 Meetings

The holder of the Global Security shall (unless the Global Security represents only one Security) be treated as being two persons for the purposes of any quorum requirements of, or the right to demand a poll at, a meeting of Securityholders and, at any such meeting, as having one vote in respect of each €1,000 in principal amount of Securities.

6 Purchase and Cancellation

Cancellation of any Security represented by the Global Security which is required by the Conditions to be cancelled will be effected by reduction in the principal amount of the Global Security on its presentation to or to the order of the Principal Paying Agent for notation in the relevant part of the schedule thereto. Securities may only be purchased by the Issuer or any of its subsidiaries if (where they should be cancelled in accordance with the Conditions) they are purchased together with the right to receive interest therein.

7 Trustee's Powers

In considering the interests of Securityholders while the Global Security is held on behalf of a clearing system, the Trustee may have regard to any information provided to it by such clearing system or its operator as to the identity (either individually or by category) of its accountholders with entitlements to the Global Security and may consider such interests as if such accountholders were the holder of the Global Security.

8 Electronic Consent

While any Global Security is held on behalf of a clearing system, then:

- (a) approval of a resolution proposed by the Issuer or the Trustee (as the case may be) given by way of electronic consents communicated through the electronic communications system of the relevant Clearing System(s) in accordance with their operating rules and procedures by or on behalf of the holders of not less than 75 per cent. of the outstanding principal amount of the Securities (an "**Electronic Consent**" as defined in the Trust Deed) shall take effect as an Extraordinary Resolution passed at a meeting of Securityholders duly convened and held, and shall be binding on all Securityholders and holders of Coupons and Talons whether or not they participated in such Electronic Consent; and
- (b) where Electronic Consent is not being sought, for the purpose of determining whether a Written Resolution (as defined in the Trust Deed) has been validly passed, the Issuer and the Trustee shall be entitled to rely on consent or instructions given in writing directly to the Issuer and/or the Trustee, as the case may be, (a) by accountholders in the clearing system(s) with entitlements to such Global Security and/or, (b) where the accountholders hold any such entitlement on behalf of another person, on written consent from or written instruction by the person identified by that accountholder as the

person for whom such entitlement is held. For the purpose of establishing the entitlement to give any such consent or instruction, the Issuer and the Trustee shall be entitled to rely on any certificate or other document issued by, in the case of (a) above, Euroclear, Clearstream, Luxembourg or any other relevant alternative clearing system (the "**relevant clearing system**") and in the case of (b) above, the relevant clearing system and the accountholder identified by the relevant clearing system for the purposes of (b) above. Any resolution passed in such manner shall be binding on all Securityholders and holders of Coupons and Talons, even if the relevant consent or instruction proves to be defective. Any such certificate or other document may comprise any form of statement or print out of electronic records provided by the relevant clearing system (including Euroclear's EUCLID or Clearstream Luxembourg's CreationOnline system) in accordance with its usual procedures and in which the accountholder of a particular principal amount of the Securities is clearly identified together with the amount of such holding. Neither the Issuer nor the Trustee shall be liable to any person by reason of having accepted as valid or not having rejected any certificate or other document to such effect purporting to be issued by any such person and subsequent found to be forged or not authentic.

Ørsted A/S

Information about the Issuer

The Issuer is a limited liability company incorporated in Denmark under Danish law and centrally registered with the Danish Business Authority (*Erhvervsstyrelsen*) in Copenhagen under CVR no. 36 21 37 28. The Issuer completed an initial public offering with a listing of its shares on Nasdaq Copenhagen on 9 June 2016. The principal registered office of the Issuer is located at Kraftværksvej 53, Skærbæk, DK-7000 Fredericia, Denmark, and the telephone number of the Issuer is +45 99 55 11 11.

The share capital of the Issuer is DKK 4,203,810,800 and is divided into shares of DKK 10 each or multiples thereof. The issued share capital is fully paid-up. There are no other classes of shares besides the ordinary shares. There are no non-voting shares.

According to Article 3 of the Issuer's Articles of Association, the corporate purpose of the Issuer is to carry on business in the energy sector and activities related thereto.

On 30 October 2017, the Issuer held an extraordinary general meeting which approved the change of name from DONG Energy A/S to Ørsted A/S. The new name was registered with the Danish Business Authority on the same date.

Major Shareholders

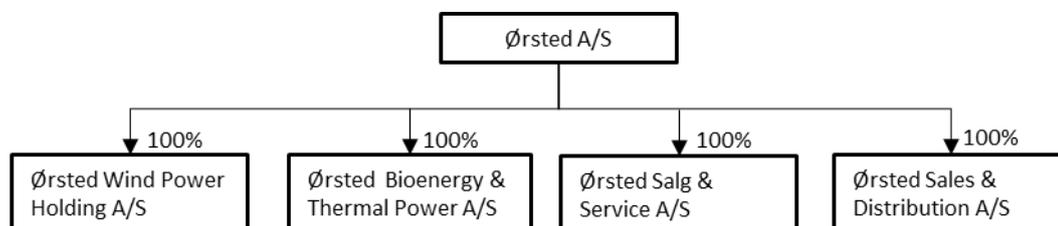
As at the date of this Prospectus, the Kingdom of Denmark holds a 50.1 per cent. owner interest in the Issuer. Other shareholders holding 5 per cent. or more of the owner interest and/or voting rights in the Issuer are The Capital Group Companies, Inc., Europacific Growth Fund and SEAS-NVE A.m.b.a. The Kingdom of Denmark exercises its shareholder rights through the Danish Ministry of Finance. The shares owned by the Kingdom of Denmark have the same voting rights as all other shares in the Issuer. The Danish Companies Act provides the minority shareholders with certain minority protection rights, including that no resolutions shall be passed at the general meeting of shareholders that are clearly likely to confer upon certain shareholders an undue advantage over other shareholders of the Issuer.

Majority ownership by the Kingdom of Denmark shall ensure that the natural gas infrastructure assets currently owned by the Issuer remain under control by the Kingdom of Denmark in accordance with a political agreement from October 2004 between the Danish Government and a broad majority of the parties in the Danish Parliament. This agreement was re-confirmed in October 2007, February 2013 and again in September 2015 (the "**Confirmation Political Agreement**"). According to the Confirmation Political Agreement the Kingdom of Denmark shall retain a majority interest in the Issuer at least until 2020, unless the parties backing the Confirmation Political Agreement agree otherwise. Any subsequent changes in the ownership interest of the Kingdom of Denmark also require agreement among the parties to the Confirmation Political Agreement.

The Confirmation Political Agreement states that the Kingdom of Denmark wishes to secure the continued state control over the natural gas infrastructure assets consisting of the Issuer's off-shore natural gas pipeline system connecting gas producing assets in the Danish part of the North Sea to the onshore transmission grid and the Nybro gas treatment facility and the oil pipeline business consisting of the oil pipeline connecting the Gorm E platform in the North Sea to the oil terminal at Frederica, Jutland, including the stabilisation plant, in both cases by seeking a sale of the Issuer's gas infrastructure assets and oil pipeline business to the state-owned Energinet.dk on commercial terms. On this background, the gas distribution network in Western and Southern Zealand and Southern Jutland (including certain other pipelines comprised by the licence no. ENS 66151-0002) was divested to Energinet.dk in 2016.

Organisational Structure of the Issuer

The Issuer serves as a holding company, with all primary business activities conducted through its subsidiaries. The chart below illustrates the relationship of the Issuer with its principal subsidiaries (all of which are wholly owned by the Issuer):



Business Overview

The Issuer was founded as Dansk Naturgas A/S by the Kingdom of Denmark on 27 March 1972, as a vehicle for the development of Danish energy activities. In 2006, the acquisitions of five regional Danish energy companies (Elsam, NESA, Energi E2, part of Københavns Energi, and part of Frederiksberg Forsyning) were completed, and the name was changed to DONG Energy A/S (now Ørsted A/S). The acquisitions allowed the Issuer to expand into power generation, sales and distribution activities.

In the years following the acquisitions, the growing demand for renewable energy and the need to reduce coal-fired thermal generation capacity in the Nordic area led the Issuer to revise its strategy. International coal-fired power plant projects under preparation were cancelled in 2009, capacity closures of Danish power plants were initiated and a plan to reduce CO₂ emissions was adopted.

Following significant financial challenges in 2012, a financial action plan was executed in 2013 and 2014 to improve the Issuer's capital structure and to ensure a sufficient financial foundation to continue the transformation of the Group and enable the implementation of the strategy towards achieving the Issuer's 2020 goals. The financial action plan included a significant divestment of non-core assets, cost reductions and a capital injection of DKK 13 billion, which took place in February 2014.

Today, the Issuer is a focused energy company with a strong profile in renewables with leading competences in offshore wind, bioenergy and energy solutions.

The Issuer carries out its business activities through three operating segments, referred to as "Wind Power", "Bioenergy & Thermal Power" ("BTP") and "Distribution & Customer Solutions" ("DCS"). The principal activities include (i) development and construction of offshore wind farms, (ii) generation of power and heat through offshore wind farms and thermal generation assets, (iii) distribution of power, (iv) gas and power wholesale activities with a particular focus on the sourcing and sale of gas and (v) sale of gas and power to end-customers. The Issuer had a fourth operating segment, the Oil & Gas segment, which has been divested as of end September 2017. This segment has therefore been treated as discontinuing operations in the 2016 Financial Accounts and in the 2017 interim accounts.

At the end of third quarter 2017, the Issuer employed 5.641 full-time equivalent employees throughout the Group.

Summary of Key Operating Data

	FY 2015	FY 2016	9M 2016	9M 2017
Wind Power:				
Decided (FID) capacity, ^(a) offshore wind (GW)	5.1	7.4	7.4	8.9
Installed capacity, ^(a) offshore wind (GW)	3.0	3.6	3.0	3.8
Production capacity, ^(a) offshore wind (GW)	1.7	2.0	1.8	2.3
Wind energy content (WEC) ^(a) (%)	103	93	88	88
Load factor ^(a) (%)	45	41	38	40
Availability ^(a) (%)	93	92	92	93
Power generation (TWh)	5.8	6.0	4.2	5.6
Bioenergy & Thermal Power:				
Degree days ^(a) (number)	2,621	2,715	1,753	1,810
Heat generation (TWh)	9.3	9.2	6.1	6.2
Power generation (TWh)	7.1	8.4	5.4	5.9
Distribution & Customer Solutions:				
Regulatory value of power distribution assets ^(b)	10,778	10,648	10,648	10,623
Volume of power distribution (TWh)	8.4	8.5	6.2	6.2
Volume of gas distribution (TWh)	8.1	5.8	5.8	-
Volume of power sales (TWh)	35.5	36.7	27.6	27.1
Volume of gas sales (TWh) ^(c)	159.1	150.4	114.3	99.2
Environment:				
CO2 emissions (g CO2e/kWh)	220	224	246	172
Oil & Gas:				
Oil and Gas production (million boe)	40.9	36.6	27.6	21.4

Notes:

- (a) For definitions, please see page 190 in the 2016 annual report of the Issuer.
(b) The figures indicate values from the latest regulatory financial statements (updated in June 2017).
(c) The data excludes internal gas sales to Thermal Power covering consumption relating to power generation in Denmark.

Statement of Comprehensive Income^(a)

	FY 2015 ^(b)	FY 2016 ^(b)	9M 2016 ^(c)	9M 2017 ^(c)
	<i>(DKK million)</i>			
Revenue:	65,444	61,201	45,523	43,906
Wind Power	16,505	22,428	18,013	14,794
Bioenergy & Thermal Power	5,178	5,149	3,193	4,076
Distribution & Customers Solutions	49,444	38,009	27,130	29,799
Other activities (including eliminations)	-5,683	-4,385	-2,813	-4,763
EBITDA:	8,730	19,109	12,799	9,487
Wind Power	6,151	11,867	6,813	8,004
Bioenergy & Thermal Power	283	100	-15	-88
Distribution & Customers Solutions	2,173	7,108	5,866	1,903
Other activities (including eliminations)	123	34	135	-332
EBIT	1,873	13,877	9,169	5,265
Profit (loss) for the period continuing operations	967	12,161	8,173	3,929
Profit (loss) for the period discontinued operations	-13,051	1,052	1,526	6,841
Profit (loss) for the period	-12,084	13,213	9,699	10,770

Notes:

- (a) Unless otherwise stated all figures relate to business performance. For a description of the Alternative Performance Measures used in this Prospectus please refer to "Ørsted A/S – Description of Alternative Performance Measures".
(b) Source: Audited consolidated annual financial statements of the Issuer for the financial year ended 31 December 2016
(c) Source: Unaudited consolidated interim financial statements of the Issuer for the nine-month period ended 30 September 2017

In the nine-month period ended 30 September 2017, the Issuer employed DKK 74.5 billion worth of capital in its businesses, of which 83 per cent. was employed in Wind Power, 13 per cent. was employed in DCS, 4 per cent. was employed in BTP.

Strategy

The Issuer's vision is to create a world that runs entirely on green energy, guided by its mission to develop green, independent and economically viable energy systems. Focus is on building strong positions within attractive niche areas in which the Issuer enjoys a competitive advantage. The Issuer wants to build on its strengths and to create long-term, profitable growth opportunities within green energy and business areas characterised by stable and regulated flows of income.

The increasing focus on renewable energy also means becoming more international. Today, the Issuer is engaged in developing, constructing, operating and maintaining offshore wind farms in Denmark, the United Kingdom, Germany, the Netherlands and Taiwan and development in the United States. The divestment of the Issuer's Oil & Gas business ("**O&G**") is a milestone in the transformation of the Issuer into a global leader in renewable energy.

The strategic focus is on green energy. In the coming years, the Issuer will continue to invest primarily in offshore wind farms, in the conversion of power stations to sustainable biomass, in intelligent power meters for all customers, and in the continued digitalisation of its business platform. Further, growth options within bio-energy, energy storage and customer solutions are being matured in the business units. The strategic objectives of the business units are described in the individual sections for each business unit.

Continuous progress on the Issuer's strategy is ensured by achieving a number of strategic targets. The targets are divided into four groups, addressing priorities on an overall level as well as within the individual business units:

1. Create value for the shareholders in the form of an attractive return on the capital employed ("**ROCE**").
 - The Issuer has a target of 12-14 % adjusted ROCE average from 2017-2023. The Issuer achieved an extraordinarily high adjusted ROCE of 24.4 per cent in 2016. This was in part due to completed renegotiated gas contracts and divestment gains.
2. Address profound societal challenges by developing green, independent and economically viable energy systems.
 - The Issuer has an ambition of increasing the installed capacity to 11-12 GW at the end of 2025. The Issuer expects to exceed its original target of installing 6.5GW offshore wind capacity by 2020 by 0.2GW.
 - The Issuer will stop using coal at its power plants from 2023.
 - The Issuer has an ambition to source all biomass from certified sustainable sources by 2020.
 - The Issuer has halved its original carbon emissions target for 2020, setting a new target of 100g CO₂e/kWh by 2020 and 20g CO₂e/kWh by 2023.
3. Fulfil the energy needs of the Issuer's customers by delivering innovative and efficient energy solutions through the Issuer's distribution and sales activities.
 - Strive to maintain a high level of security of supply, which is higher or on par with the Danish average.

- Constantly work on improving the customer experience. The Issuer is seeing a growing demand for integrated, green energy solutions and has an ambition to spearhead this development.
4. Never compromise on safety of employees, and keep a constant focus on being a great and safe place to work with committed, motivated and satisfied employees through continuous training and development.
- Maintain a constant focus on safety to contribute to a safe working environment for the whole of the Issuer's business. The Issuer has not had any fatal accidents since 2012 and lost time incident frequency has been declining steadily, reaching 1.8 in 2016. The target for 2020 is to be at or below 1.5.
 - Employee satisfaction remains key to the Issuer's success. The Issuer has introduced a number of initiatives to promote employee satisfaction and motivation, which has resulted in a steadily increasing employee satisfaction, reaching 76 on a 100-point scale in 2016. The target for 2020 is 77.

The Issuer wants to maintain a global leading position in offshore wind energy, be recognised as a leader in green energy and remain committed to continuing the transformation of its business, tailoring it to the new market conditions in the energy industry.

Recent Group Developments

The Issuer's name has been changed to Ørsted A/S. The change of name was approved on an Extraordinary General Meeting held on 30 October 2017.

In November 2016, the Issuer put its O&G business up for sale as part of the Group's transformation to green energy. A sale to INEOS of the entire share capital in DONG E&P A/S was completed on 29 September 2017. The sale includes all subsidiaries of DONG E&P A/S and approximately 430 employees.

The agreement with INEOS meant that all cash flows from 1 July to 29 September 2017 accrued to INEOS. In the 2016 Annual Report and the interim reports covering the first three, six and nine months of 2017, respectively, the profit & loss and cash flow of the Oil & Gas business have been presented separately from the Group's continuing operations. For further information about the sale of the Oil & Gas business, please see the Material Contracts section of this Prospectus and the interim financial report for the first 9 months of 2017, note 9, incorporated into this Prospectus by reference.

For recent events relating to a specific segment, please see the relevant section for each business unit.

Trends in the Industry and of the Issuer

In 2016, a large number of countries, including EU countries, India, and China, ratified the global climate agreement made at the UN Climate Change Conference in Paris (COP21) in December 2015. Under the agreement, the countries have committed to keeping the global temperature increase below two degrees until 2100. At the UN Climate Change Conference in Marrakech in November 2016, the global community confirmed its commitment to reducing CO₂ emissions and combating climate change.

More than one third of all CO₂ emissions stems from the global energy sector. Consequently, there is a need for a fundamental conversion of the global energy systems from fossil fuels to renewable energy sources. In Europe, new renewable energy accounted for 18 per cent. of total power generation in 2016. This proportion is expected to increase significantly in the coming years, as more than 80 per cent. of the generation capacity, which will be built in Europe by 2030 is expected to be green. This means that by 2030, 37 per cent. of power generated in Europe is expected to come from renewable energy sources (*Source: Bloomberg New Energy Finance - NEO 2016*).

The expansion of renewable energy in Europe is supported by the EU 2020 Climate and Energy Package, which sets conditions aiming at reducing greenhouse gas emissions, increasing the share of renewable energy and improving energy efficiency.

Outside Europe, the share of new renewable energy generation is considerably lower, currently 7 per cent. In the period leading up to 2030, the share is expected to grow to 20 per cent. As the demand for electricity is expected to increase by 34 per cent. by 2030, this means that the new renewable energy supply will have almost quadrupled (*Source: Bloomberg New Energy Finance - NEO 2016.*).

Offshore wind power

Offshore wind power is currently the fastest growing energy technology in Europe with an expected annual growth averaging 23 per cent. until 2020. At the end of 2015, installed capacity in Europe totalled 11GW. From 2015 to 2020, Europe is expected to install an average of 3.2GW a year, gradually increasing the total installed capacity to 27GW. The United Kingdom will remain the biggest European market with an installed capacity of 11GW in 2020.

In 2025, total installed capacity in Europe is expected to reach 45GW based on an annual growth of 3.7GW from 2020 to 2025. In comparison, Bloomberg is forecasting that installed solar PV capacity will total 174GW in Europe by 2025, while an onshore wind power capacity of 157GW will have been installed.

Offshore wind power is growing not only in Europe but also in emerging markets. In 2015, a total of 0.9GW of offshore wind power capacity was installed outside Europe, with capacity expected to grow by 2.3GW a year until 2020. In the 2020-2025 period an annual increase of 3.9GW is expected, resulting in a total capacity outside Europe of 33.4GW in 2025. The strongest growth is forecast in the Asian and US markets, where installed capacity is expected to reach 30.1GW and 3.3GW, respectively, in 2025.

Unlike other renewable energy technologies, such as solar energy and onshore wind power, offshore wind power can be deployed on a very large scale with only a limited impact on the landscape. Also, offshore wind power enable power generation for a greater number of hours per year compared to solar and onshore wind power plants because of the greater wind availability and higher average wind speed offshore.

The cost of establishing offshore wind farms is falling significantly at the moment, fast approaching the prices for new gas and coal-fired power stations. This is evident from the most recent offshore wind farm auctions in Germany, where companies have won the rights to build future offshore wind farms without subsidies on top of the wholesale power price. While these zero subsidy bids have been enabled by a number of auction specific circumstances, it is evident that prices tendered have fallen by more than 50 per cent. since 2012. There is still considerable potential for further cost reductions through, among other factors, economies of scale, which can be achieved by building larger wind farms and installing larger wind turbines, increased industrialisation and technological innovations as well as increased competition for projects (*Source for the information in this section: Bloomberg New Energy Finance H2 2016 Offshore Wind Market Outlook*).

Thermal energy

In Europe, the generation of power by conventional fossil fuel-fired power stations has long been under pressure. This is due to the transition to renewable energy, but also due to a decline in demand due to the global financial crisis. The earnings of conventional power stations have thus come under pressure. Power prices were historically low in 2015 due to the high level of generation of hydropower and wind power because of wet and windy weather. In 2016, unfavourable weather conditions, a low hydrobalance and the unplanned temporary shutdown of a number of French nuclear power plants since summer 2016 resulted in an increase in power prices in 2016 compared to 2015.

The pressure on earnings from power generation has increased the focus of power stations in Denmark on district heating production. District heating is a stable source of income due to the long-term heat contracts made with the large urban communities in Denmark. A stable demand for district heating is expected in the coming years in Denmark, as there will be a balance between the expansion of supply areas and energy savings in the distribution networks and homes.

Distribution and sales

A demand among consumers for greener energy and lower energy bills combined with an increase in local energy generation is leading to a growing focus on smart and integrated green energy solutions. This is a new market segment with a considerable potential characterised by many large and small players. In the United Kingdom and Germany, EUR 19 billion a year is expected to be invested in local solutions (small-scale CHP plants, solar energy, storage capacity and energy efficiency improvements).

Segments

Wind Power

The Issuer is currently the global market leader in offshore wind power¹ and in 2016 the Group was the first to have installed more than 1,000 offshore wind turbines. Offshore wind continues to be a strategic priority and the Issuer is currently engaged in developing, constructing, operating and maintaining offshore wind farms in Denmark, the United Kingdom, Germany, the Netherlands and Taiwan and development in the United States.

Wind Power's main strategy

The Issuer's main strategic focus for Wind Power is to:

- maintain its position as global market leader;
- support profitable growth by realising the current build-out plan; and
- continue to reduce the cost of electricity from offshore wind through industrialisation, economies of scale and innovation.

The ambition and strategic targets of the Wind Power unit include (i) an ambition to have installed a total capacity of 11-12 GW by 2025 provided that the risk and return profile is sound and (ii) a target of achieving an average ROCE of between 13 to 15 per cent. in 2017-2023.

Major projects and activities in operation

At the end of Q3 2017, the Issuer had an installed offshore wind capacity of 3.8 GW in total, of which the Issuer owned 2.3 GW. With the current build-out plan, the total installed capacity will have increased to 8.9 GW by 2022.

In the first three quarters of 2017, power generation from wind turbines amounted to 5.6 TWh compared to 4.2 TWh in the first three quarters of 2016. The increase is mainly a result of power generation at newly constructed offshore wind farms in the United Kingdom, which contributed 0.4 TWh, and commissioning of Gode Wind 1&2 in Q4 2016, which contributed 0.7 TWh in the first three quarters of 2017.

In order to maintain its leading position in the market, the Issuer considers it important to have a robust and balanced pipeline of offshore wind projects and to construct, operate and maintain a portfolio of wind farms

¹ As of the end of 2016, the Issuer had installed 29 per cent. of global offshore wind capacity. If a project is executed on behalf of a lead developer managing the construction, then 100 per cent. of capacity is allocated to the lead developer. If construction is executed by an integrated joint venture, capacity is allocated in proportion to the joint venture share.

efficiently. The Issuer currently has approximately 9 GW of offshore wind capacity in the development pipeline across markets in Europe, the United States and Taiwan. Specifically, in Germany, the Issuer has six development projects. In April 2017, the Issuer was awarded three of the six German offshore wind projects with a total capacity of 590 MW in the 2017 transitional auction round. The three projects are planned to be commissioned in 2023/24, subject to Final Investment Decision (FID) by the Issuer in 2021. The remaining three German projects are eligible for the 2018 auction round.

In the United States, the Issuer has signed an agreement and strategic partnership with Dominion Energy to build two 6 MW turbines off the coast in Virginia Beach. Additionally, a memorandum of understanding has been signed, which gives the Issuer exclusive rights to discuss a strategic partnership with Dominion Energy regarding the development of a 2 GW area. The Issuer has also entered into a development joint venture with Eversource Energy, the premier constructor of energy transmission systems in New England, which has acquired a 50 per cent. ownership interest in the Issuer's Bay State Wind project in order to jointly develop the project area, which has a potential capacity of at least 2 GW. The Bay State Wind project is one of the three projects eligible for the Massachusetts auction for subsidy support expected in the second half of 2017.

In Taiwan, the Issuer inaugurated its office in Taipei and submitted environmental impact assessments ("EIAs") of four sites in the Greater Changhua region to the Taiwanese government. Provided that the EIAs are approved by the Taiwanese government, the Issuer intends to develop a total offshore wind capacity of at least 2 GW and to make significant investments into Taiwan's energy infrastructure. EIA approvals are expected before year end 2017. Furthermore, the Issuer has acquired a 35 per cent. interest in the 128 MW Formosa 1 project developed by Swancor Renewables. Phase 1 of the project, which has a capacity of 8 MW, was commissioned in early 2017. A final investment decision has not yet been taken on Phase 2 of the project, which has a capacity of 120 MW.

The Issuer has recently completed the Burbo Bank Extension wind farm in the United Kingdom with a capacity of 258MW. Burbo Bank Extension is the first project to commercially deploy the new generation MHI Vestas 8MW wind turbine.

In parallel with the development and construction of offshore wind farms, the Issuer will continue to enter into partnerships with industrial and financial players to secure co-funding for and extract value from its projects and diversify its risks but may going forward elect not to divest or divest less than 50 per cent. of its new wind farms. The Issuer has successfully applied this partnership model, divesting ownership interests to long-term industrial and financial investors.

As of the date of this Prospectus, the Issuer had seven offshore wind projects under construction. Of these, Race Bank and Walney Extension in the United Kingdom are the most advanced:

- Race Bank will have a capacity of 573 MW and consists of 91 positions with 6 MW turbines from Siemens Wind Power (with performance enhancing features delivering 6.3 MW). Power generation started in May 2017 and full wind farm commissioning is expected in the first quarter of 2018.
- Walney Extension will have a capacity of 659 MW, where the currently largest turbines from both Siemens Wind Power (7.0 MW) and MHI Vestas (8.0 MW with performance enhancing features delivering 8.25 MW) are to be deployed. Power generation started in August 2017 and full wind farm commissioning is expected in second half of 2018.

In addition, the Issuer has a number of projects planned for the period from 2019 to 2022:

- The Borkum Riffgrund 2 project, on which the Issuer took FID in June 2016, consists of 56 positions, totalling 450 MW. Expected to be commissioned in 2019.

- In February 2016, the Issuer took FID on Hornsea Project One. With a capacity of 1.2 GW, it will be the world's largest offshore wind farm when commissioned in 2020.
- In July 2016, the Issuer was awarded a concession to build offshore wind farms Borssele 1&2 in the Netherlands, totalling 700 MW (2x350MW). In July 2017, the Issuer signed a contract with Siemens Gamesa, which will supply 94 units of their 8 MW turbines upgrading the capacity to 752 MW. The wind farms are due to be commissioned in 2020/2021.
- In September 2017, the Issuer was awarded a CfD contract for the offshore wind farm Hornsea Project Two. Hornsea Project Two will have a capacity of 1.4 GW. The wind farm commissioning is expected in 2022.

Recent developments Wind Power Segment

In August 2017, the Issuer signed an agreement to divest a 50 per cent. ownership interests in Borkum Riffgrund 2 to Global Infrastructure Partners ("**GIP**") for a total sales price (consisting of the purchase price for GIP for its acquisition of 50% of the project and its commitment to fund 50% of the payments under a full-scope engineering, procurement and construction ("**EPC**") agreement with the Issuer) amounting to approximately EUR 1,170 million. The agreement is expected to be closed in 2017. The price is payable from 2017 until 2019.

In third quarter of 2017, the Issuer signed an agreement with Belgian GeoSea whereby GeoSea acquired the Issuer's 51 per cent. share of A2SEA A/S, which owns and operates vessels that have been optimised to install offshore wind turbines and related maritime services.

In September 2017, the Issuer and NaiKun Wind Energy Group have signed a Letter of Intent which gives the Issuer the exclusive rights to negotiate a joint development agreement for the Haida Energy Field Offshore Wind Project in British Columbia and explore the potential for establishing a long-term partnership with Naikun Wind Energy Group.

In November 2017, the Issuer completed a divestment of a 50 per cent. ownership interest in Walney Extension to a consortium of two Danish pension funds, PKA and PFA. The total sales price comprises the acquisition of a 50% ownership share and the commitment to fund 50% of the payments under the EPC contract with the Issuer for the entire wind farm (including the transmission assets), and amounts to approximately GBP 2.0 billion, which is payable from 2017 until 2018.

Bioenergy & Thermal Power

BTP's core activities are producing and selling district heating, power and ancillary services in the Danish and Northwestern European markets. The Issuer is the largest producer of heat and power in Denmark and in 2015 heat generated at the Issuer's facilities amounted to approximately 27 per cent. of Danish district heating supplies (*Source: Energistyrelsen – Total Danish district heating: Energistatistik 2015 and Issuer's own production*). The Issuer's portfolio of plants in Denmark and abroad uses a variety of fuels including biomass, coal, gas, gas oil and fuel oil to generate heat and power. BTP's key assets in Denmark are seven large scale combined heat and power plants ("**CHP plants**"), the H.C. Ørstedværket plant, which primarily produces heat, the Svanemølleværket heat plant and Kyndbyværket, a peak load power plant. In addition, the Issuer also holds a 50 per cent. share in Enecogen, a combined cycle gas turbine ("**CCGT**") power plant in the Netherlands. As a response to deteriorating market conditions in the Northwestern European power markets, over the past several years the focus of the BTP business segment has shifted from generation and sale of power to generation and sale of heat primarily to municipal district heating companies under long-term contracts. This shift has resulted in a more resilient, stable and growing business. The Issuer has taken the decision that by 2023, coal will be phased out entirely as a fuel from the Issuer's heat and power plants, and

the Issuer has already converted or is in the process of converting all of its CHP plants from fossil fuels to sustainable biomass.

The Issuer is also pursuing growth opportunities in the bioenergy sector, in particular by commercialising the patented innovative enzymatic waste treatment technology, *REnescience*. The first full-scale commercial *REnescience* plant in Northwich in the United Kingdom has been constructed and is currently being tested and optimized. The Issuer expects the plant to be in commercial operation before the end of 2017.

Bioenergy & Thermal Power's main strategy

The BTP unit will continue optimising the Danish assets according to market conditions, including driving down costs and enhancing technical flexibility, as well as converting the Issuer's Danish CHP plants from fossil fuels to sustainable biomass. Moreover, BTP will seek to leverage its bioenergy capabilities to develop additional growth opportunities in the European bioenergy market.

BTP's strategic priorities include:

- Continuing the conversion of Danish CHP plants to sustainable biomass;
- Continuously strengthening operational excellence;
- Bolstering its position as a leader in operational efficiency and flexibility of power plants, including the introduction of state-of-the-art application of new technology through the "SmartPlant" programme; and
- Achieving a commercial breakthrough with *REnescience*.

Strategic targets of this business area are to:

- exit coal by 2023;
- more than double EBITDA from the heat business from FY 2015 to FY 2017; and
- be free cash flow positive from 2018 onwards.

Major projects and activities in operation

The power generated by the Issuer in Denmark is sold on the Nordic power exchange Nord Pool. Therefore, an important driver behind the profitability of BTP's operations is the supply-demand balance in the Nordic region, which depends on factors such as wind capacity and levels, volume of water in reservoirs for the Norwegian and Swedish hydro power capacity, and temperature. In 2016, the Issuer's thermal power generation in Denmark amounted to 6.75 TWh and in the Netherlands to 1.6 TWh. The Issuer delivers heat to Danish households and industries and heat generation amounted to 9.2 TWh in 2016.

The Issuer continues to be focused on ensuring a flexible and efficient operation of its power plants and on helping to achieve a balance in the Danish energy system following the expansion of wind- and solar-generation capacity on the national level. This includes the continuous optimisation of the Issuer's power plant portfolio. At the same time, the process of shifting from coal and natural gas to sustainable biomass is ongoing, while efforts to commercialise *REnescience* continue.

Recent developments Bioenergy & Thermal Power Segment

The Avedøre og Studstrup CHP plants were commissioned as 100 per cent. biomass plants in 2016 and the Skærbæk CHP bio-conversion was completed in October 2017.

Commissioning of the first full-scale commercial *REnescience* plant in Northwich in the United Kingdom is expected within the coming months.

Also, construction of a new biogas plant in Kalundborg in cooperation with Bigadan and conversion of the Asnæs CHP plant to biomass has been started in 2017 with expected COD in 2018 and 2019 respectively.

Distribution & Customer Solutions

The Issuer's DCS business consists of the following activities:

Distribution: The Distribution business operates and maintains the Group's power distribution network in Denmark and the oil pipeline from the North Sea to Fredericia in Denmark. The Distribution business generates stable, regulated earnings and constituted 23 per cent. of DCS's EBITDA (BP) in 2016. In September 2016, the Issuer divested its natural gas distribution grids in West and South Zealand and Southern Jutland to Energinet.dk.

Sales: The Sales business handles direct customer liaison and serves customers in Denmark, Sweden, Germany and the United Kingdom through the sale of power, gas and other services. The Sales business generates earnings with a limited capital employed. In 2016, the Sales business had a moderate EBITDA (BP) loss of DKK 15 million.

Markets: The Markets business operates in North-western Europe and manages the Group's overall energy portfolio, executes the Group's hedging strategy and sells parts of the physical energy production to the market. It also provides similar services to external parties to increase its earnings while utilising its existing resources. The Markets business also operates the Group's offshore natural gas pipelines in the North Sea.

LNG: The LNG business is active in buying and selling LNG and lease capacity in the Dutch regasification terminal, Gate, through a long-term contract entered into in 2007. The LNG business is loss-making due to the fixed costs associated with accessing the Gate terminal import facilities, which are higher than the earnings generated from the trading activities. In 2016, the EBITDA (BP) result of the LNG business was DKK -0.2 billion.

Distribution & Customer Solutions main strategy

The Issuer's main strategic objectives for DCS are to:

- maintain a high level of security of supply and customer satisfaction in the distribution business;
- further strengthen competitiveness and customer satisfaction among residential and business customers in the sales business; and
- optimise the energy portfolio and provide competitive market access;

Major projects and activities in operation

The main investment project of DCS is the Remote Power Meter ("**RPM**") project in Power Distribution, which will require a complete replacement of all power meters to remotely read meters. The RPM project is a result of a Danish Government order requiring power grid companies to provide remotely read power meters and hourly billing to all customers by the end of 2020. The main purpose of the RPM system is to receive and deliver hourly meter data to the Danish power data hub. End of Q3 2017 approx. 85,000 meters was replaced of a total of approx. 1 million meters.

Power infrastructure: The Issuer owns and operates regulated power distribution grids in the Copenhagen area and North Eastern Zealand and distributed power to almost 1 million connections as at the end of 2016.

Power sales: DCS's sale of power totalled 36.7 TWh in 2016.

Natural gas sales: DCS's physical natural gas sales in 2016 totalled 150.4 TWh, of which 37.6 TWh was sold to end customers and 112.7 TWh was sold to wholesale customers and gas hubs.

Naturgas gas sourcing: In 2016, the Issuer concluded renegotiations of seven oil indexed long term gas sourcing contracts. The total one-off payment from these renegotiations amounted to DKK 4.3 billion to cover historical losses. 18 out of 20 long-term gas sourcing contracts relating to the period 2011-2016 have been renegotiated.

Gas and oil infrastructure: The Issuer owns or partly owns and operates offshore natural gas pipelines and oil infrastructure used by oil and gas producers in the North Sea. The regulated gas and oil pipelines enable the transportation of gas to Denmark and the Netherlands and crude oil from fields on the Danish shelf to the oil terminal in Fredericia, Denmark.

It has been decided that the Issuer shall on market terms seek to divest its Oil Pipeline Business and offshore gas pipeline activities to Energinet.dk at an appropriate time.

Moreover, the Issuer has a portfolio of longer-term capacity agreements for partly owned and leased natural gas storage facilities in Germany and Denmark and for LNG in the Netherlands.

Finance and Liquidity

Anticipated Future Investments

The Issuer's strategy is supported by a range of investment opportunities capitalising on core competencies and existing market positions within the Issuer's reporting segments. The Issuer's investment portfolio consists both of projects which have been approved by the Board of Directors and projects that are still being considered for approval.

The Issuer's gross investments for 2017 are expected to be between DKK 18 and 20 billion.

The Issuer's investment programme is primarily related to:

- substantial and continuing investments in the development, construction and maintenance of offshore wind projects in the United Kingdom, Germany, the Netherlands, Denmark, North America and Asia; and
- investments in the Danish legacy utility business comprising Bioenergy & Thermal Power and DCS mainly comprising conversion of existing coal fired plants to biomass and investments in the power distribution grid and customer solutions.

Anticipated Divestments

The Issuer intends to make further divestments of ownership interests in new wind farms being developed and constructed in addition to those previously completed, as these are an integral part of the Issuer's Wind Power partnership strategy. However, the Issuer might elect not to divest or divest less than 50 per cent of its new wind farms.

Furthermore, the Issuer expects to divest its Oil Pipeline Business and offshore gas pipelines to Energinet.dk at an appropriate time.

Liquidity and cash position

The Issuer's investment policy for excess liquidity is focused on limiting the Issuer's sensitivity to volatility in financial markets. The Issuer's total available liquidity was DKK 23,066 million as of end September 2017, which consisted of available cash and cash equivalents in the form of short-term bank deposits of DKK 3,308 million, liquid assets in the form of securities, primarily liquid AAA-rated Danish mortgage bonds and, to a lesser extent, investment-grade corporate bonds, including hybrid bonds, of DKK 7,521 million, less cash and

securities not available for distribution (excluding repo loans) of DKK 784 million and undrawn long-term credit facilities from Nordic and international banks of DKK 13,021 million.

The Issuer has defined a minimum liquidity reserve requirement in line with rating agency requirements, which should be complied with at all times. The Issuer's available liquidity as at end September 2017 was significantly above such minimum liquidity reserve requirements. This excess cash position is available to fund future capital expenditures and/or prepay debt.

Funding of the Group Investments

The Issuer's capital expenditures are generally financed through cash flow from operations, debt financing raised from national and international banks, and debt capital markets issuances, including hybrid capital. It is expected that planned investments will be funded through similar sources and through reductions of ownership in core activities.

The Issuer has established a Green Bond Framework (the “**Green Bond Framework**”). Proceeds from securities issued by the Issuer and labelled as “Green Bonds” will be applied in accordance with the Green Bond Framework. The Green Bond Framework sets out, amongst other things, the type of projects and investments that are eligible for allocation of proceeds raised from Green Bonds, the process around selection and approval of allocation of proceeds to Green Projects and how the Issuer will manage and report on the proceeds of its Green Bonds.

Pursuant to the International Capital Markets Association's *Green Bond Principles 2017* recommendations, the Issuer has engaged CICERO to issue a second-party opinion regarding its Green Bond Framework. The Green Bond Framework and the CICERO Opinion are available on the Issuer's website www.orsted.com.

It is the Issuer's policy to finance the Group's activities out of the parent company and limit external interest-bearing debt in its subsidiaries. In accordance with this policy, business activities in the Issuer's operating subsidiaries are primarily financed by the Issuer, through equity and intercompany debt on arm's-length terms.

In connection with entering into wind projects in new markets, the Issuer may deviate from the policy from time-to-time depending on the risk relating to the projects, potential partner preferences, structuring possibilities or other factors.

As at end September 2017, the Issuer's interest-bearing gross debt was DKK 22.8 billion (DKK 36.0 billion including hybrid capital issues), while interest-bearing net debt was DKK 10.3 billion, which compares to DKK 25.1 billion (DKK 38.4 billion including hybrid capital issues) and DKK 3.5 billion, respectively, as at 31 December 2016. The decrease in interest-bearing gross debt of DKK 2.3 billion was primarily due to the repayment of a loan with the European Investment Bank in July 2017.

Credit Ratings

The Issuer is rated by Moody's, S&P and Fitch. As at the date of this Prospectus:

- Moody's ratings were Baa1 for the Issuer's corporate and senior debt ratings, and Baa3 for the Issuer's hybrid capital securities.²
- The Issuer's corporate and senior debt ratings from S&P were BBB+, and BB+ for the Issuer's hybrid capital securities (all ratings with stable outlook).³

² Moody's defines Baa1 and Baa3 for the Issuer as follows: Issuers or issues rated Baa represent average creditworthiness relative to other domestic issuers. Moody's defines Baa for obligations as follows: Obligations rated Baa are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.

- Fitch's ratings were BBB+ for the Issuer's corporate and senior debt ratings, and BBB- for the Issuer's hybrid capital securities (all ratings with stable outlook).⁴

Risk Management of the Group

As part of the normal operations, the Issuer encounters, in addition to general operational and business risk, a number of different areas of risk, including, and relating to, market fluctuations in commodity prices, currency exchange rates, interest rates, inflation rates as well as credit and insurance, among others. The purpose of the Issuer's risk management activity is to identify the various areas of risk to which the Issuer is exposed and subsequently decide how to address such risks, including assessing to what extent the individual risks are acceptable or even desirable, in conjunction with an evaluation of the extent to which these risks can be mitigated, to ensure an optimal balance between risk and return. Market and counterparty risk management is governed by overall governance systems, risk policies and mandates. These are approved by the Board of Directors after having been reviewed by its Audit and Risk sub-committee. Mandates are granted to the Executive Board which delegates the risk mandates to the Business Units under supervision of the Executive Risk Committee headed by the Chief Financial Officer ("CFO"). The Executive Risk Committee monitors compliance with market and counterparty risk mandates and limits and serves as advisory functions to the Executive Board on risk matters.

The Issuer has a group level Risk Management function (market risks) and a Credit function (counterparty credit risk) which, for the purpose of segregation of duties, are organisationally separated from the operating and risk taking units. The Risk Management and Credit functions are responsible for monitoring the risk mandates granted to the Executive Board by the Board of Directors and for reporting of risk limit violations to the Board of Directors and Executive Risk Committee, and for reporting of significant events directly to the CFO.

The Issuer has a separate Internal Audit function reporting to the Audit and Risk Committee. The mission of Internal Audit is to provide independent and objective assurance and consulting services designed to add value and improve the Issuer's processes. The department helps the Issuer accomplish its objectives by applying a systematic and disciplined approach to evaluate and improve the effectiveness of risk management, control, and governance processes.

Market risks

The Issuer's main market risks relate to fluctuations in commodity prices, currency exchange rates, interest rates and inflation rates. The management of the Issuer's markets risk is based on the Group's desire for stable and robust financial ratios to ensure a solid foundation for the Group's growth strategy as well as protecting the value of the Group's assets. The Issuer's risk management strategies seek to reduce volatility in after tax cash flows that results from fluctuations in market prices of oil, oil products, gas, power, coal, CO2

³ S&P defines BBB+ for the Issuer as follows: An obligor rated 'BBB' has adequate capacity to meet its financial commitments. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitments. S&P defines BBB for obligations as follows: An obligation rated 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitment on the obligation. S&P defines BB for obligations as follows: An obligation rated 'BB' is less vulnerable to non-payment than other speculative issues. However, it faces major ongoing uncertainties or exposure to adverse business, financial, or economic conditions which could lead to the obligor's inadequate capacity to meet its financial commitment on the obligation. The ratings from 'AA' to 'CCC' may be modified by the addition of a plus or minus sign to show relative standing within the major rating categories.

⁴ Fitch defines BBB+ and BBB- for the Issuer as follows: 'BBB' ratings indicate that expectations of default risk are currently low. The capacity for payment of financial commitments is considered adequate but adverse business or economic conditions are more likely to impair this capacity. Fitch defines BBB for obligations as follows: A 'BBB' rating indicates that expectations of credit risk are currently low. The capacity for payment of financial commitments is considered adequate but adverse business or economic conditions are more likely to impair this capacity. The modifiers plus or minus may be appended to a rating to denote relative status within major rating categories.

certificates and other relevant commodities as well as to reduce cash flow volatility caused by fluctuations in currency exchange rates, interest rates and inflation rates.

The Issuer's policy is to identify and assess all material market risks, with a reasonably high likelihood of materialising, with a view to including a consideration of such risks in the overall risk management policy. Commodity price risk is defined as the unhedged production or unhedged volumes from sourcing and sales contracts multiplied by the forward energy price at the time of risk assessment, whereas currency risk is defined as future net cash flows in foreign currencies multiplied by the forward currency price. The Issuer has implemented a risk governance structure designed to manage identified market risks by adjusting the risk profile to a level of exposure deemed appropriate by the Board of Directors.

To reduce fluctuations in cash flows in the short and medium term, market price risks are hedged with a risk management horizon of up to five years. The Issuer manages its risk profile by entering into financial and physical contracts (spot transactions, fixed price transactions and contracts for future delivery, as well as swaps, forwards, options and other derivative products) on commodities, interest rates and foreign currencies. Beyond the five-year horizon, market risks are mainly determined by strategic choices regarding the composition of production assets and long-term physical contracts and to some extent matching of the currency of debt with the currency of the cash flow from the assets and of fixed nominal revenue with fixed nominal payables to hedge interest and inflation risk.

Commodity price risks are hedged in accordance with the minimum hedging levels decided for each of the reporting segments. The general hedging strategy is to hedge more of the price risk in the near future and to hedge less price risk in the more distant future. This approach is adopted partly because there is less certainty about long-term production volumes, and partly because the financial and physical markets for hedging instruments are less liquid in the longer-term end of the price curve.

The energy market trading function is responsible for executing the Group's hedges in the external market, and in connection with these activities, and in part to support these activities, the Issuer also engages in a limited amount of proprietary trading in gas, power, coal, oil, oil products and CO₂ certificates to take advantage of market opportunities, to discover prices and to maintain high levels of market understanding required to support portfolio optimisation and risk management activities. Market trading also balances physical volumes in the market and takes positions to earn a profit and ensure an ongoing market presence and thus gain more detailed market insight. Furthermore, the Issuer has assumed the role of market maker in the Danish and German power market which involves further market risks as the Issuer must accept certain trades in illiquid markets. Limits for market trading are based on VaR and Stress, which measure the risk of losses on the portfolio from day-to-day, calculated on a fair value basis. VaR is determined as the maximum one-day loss with a 95 per cent. probability and thus measures the risk under normal market conditions.

The main principle behind the risk management of currencies is that currency exposures are hedged when the underlying cash flows in foreign currency are relatively certain. Currency exposures consist of cash flows from production with known sales or purchase prices, the value of hedged energy contracts, revenue from green certificates and fixed tariff elements, divestments, capital expenditure, operating expenses, tax assets, and loans in foreign currency. When the Issuer enters into financial or physical contracts or otherwise seeks to manage market risks, the focus is primarily on the impact that such contracts or other actions would have on cash flows over the next five years and, secondarily, on the accounting effect of such transactions. Under the business performance measures, value adjustments of contracts hedging energy prices and related currency risks are postponed and recognised in the period in which the hedged exposure materialises.

The Issuer's main currency risks are in Pounds Sterling and to a lesser degree U.S. dollars and Taiwanese dollars. The Pound Sterling exposure mainly derives from the operating result, investments and divestments relating to the Issuer's wind assets in the United Kingdom and debt denominated in Pounds Sterling. The

Issuer's Euro risk is subject to continuous assessment, but is normally not hedged as Denmark is deemed very unlikely to abandon its fixed exchange rate policy.

The Issuer's interest rate risk relates primarily to its interest-bearing debt, including hybrid capital, interest bearing assets and financial hedging contracts. The fixed/floating rate profile of the Issuer's debt portfolio is determined by the Group's assets and the interest rate sensitivity of the cash flows generated by these assets. Fixed-interest financing over a longer term is sought for assets with fixed, interest-insensitive cash flows over a longer-term. Conversely, more variable-interest financing is sought for assets with varying, interest-sensitive cash flows. The Issuer adjusts interest rate risk through the interest rate terms of its loans and by entering into interest rate derivatives such as interest rate swaps, swaptions (options on interest rate swaps), caps and floors. Furthermore, the interest rate basis on currency hedges are used to manage interest rate risk.

Credit risks

The Issuer's credit risk arises partly from power and gas sales and partly from entry into financial and physical transactions based on fixed or indexed prices. As part of the normal course of business, the Issuer enters into contracts for physical delivery of energy products with customers and suppliers as well as hedging contracts for commodities, currencies and interest rates with different market participants, such as other energy companies, specialised trading houses and international banks. Physical contracts with a maturity of more than one year are common and certain other contracts can have maturities of more than five years. All these contracts expose the Issuer to a cost if the counterparty to a contract cannot fulfil its obligations under the contract. The Issuer could potentially also be exposed to counterparty risk from secondary liabilities relating to the divestment of its O&G business activities. The risk of this cost is measured and managed as credit risk.

The Issuer manages credit exposures in such a way as to facilitate business activities without subjecting itself to unreasonable credit exposure in respect of any individual counterparties. The methodology for calculating credit risk takes into account the risk of non-payment of outstanding receivables from already delivered contracts and a financial element covering current and future replacement costs arising from changes in the market value for contracts not based on floating prices. Future replacements costs are estimated based on an "add-on factor" derived from the historical price volatility of the underlying contract asset type.

The Issuer manages its counterparty credit risk through its Group Credit Risk Policy which, among other things, defines how credit lines are set along with calculation principles for the actual credit exposure. This Policy also establishes roles and responsibilities within the Issuer's organisation and is designed to ensure that all major credit exposures are monitored at the group-wide level. The Issuer manages credit lines on the basis of its assessment of the counterparty's creditworthiness. Where counterparties have been rated externally by, among others, Fitch, Moody's or S&P's, these ratings play a significant role in determining the internal rating for such counterparties. The Issuer uses standardised contractual frameworks (for example, International Swaps and Derivatives Association, Inc. and the European Federation of Energy Traders) for trading in energy and financial markets.

For the management of the Issuer's credit risk, its trading and financial counterparties are monitored on a daily basis. All significant credit risk exposures are reported on a regular basis to the Executive Risk Committee and the Board of Directors.

Insurable risks

The Issuer's insurance programme and type of insurance coverage is based on analysis and mapping of risks related to the Issuer's activities, including factors such as diversification of risks between the business areas, the geographical spread of assets, the likelihood and frequency of events and the likely impact of such events.

A substantial part of the property insurance cover relates to the Issuer's membership in the mutual insurance company, Oil Insurance Ltd. Through this membership, the Issuer is insured up to a limit of U.S.\$400 million,

with a deductible amount of U.S.\$10 million for each occurrence resulting in damage to assets. In addition to the cover afforded by Oil Insurance Ltd. and with a view to achieving adequate cover for the number of large projects, the Issuer is covered through separate excess policies designed to ensure adequate insurance coverage for all operational assets. This additional coverage comprises of specific insurance policies established through Lloyd's of London and other markets.

The Issuer is not insured for business interruption. The Issuer's risk relating to business interruption is diversified between the various business areas, the geographical spread of assets as well as the introduction of partnerships. Furthermore, the frequency and likelihood for worst-case scenario business interruption losses are considered low.

With a view to optimising the insurance portfolio and managing the property insurance with Oil Insurance Ltd., among others, a subsidiary, DONG Insurance A/S, has been established. DONG Insurance A/S is protected by stop loss insurance to limit the total potential deductible losses for the Issuer by frequent claims. DONG Insurance A/S is reinsured by a large number of reinsurers, with Oil Insurance Ltd. as the main reinsurer. Oil Insurance Ltd. is a mutual insurance company rated A- (stable) by S&P and A2 by Moody's. In addition to the reinsurance protection, the captive is also protected by a number of stop loss insurances to limit the potential exposure to the captive in case of frequency losses and claims. DONG Insurance A/S is subject to supervision by the Danish Financial Supervisory Authority.

Legal Proceedings

Elsam

The Issuer is engaged in competition disputes relating to Danish wholesale power prices which could have a significant effect on the Group's financial position or profitability.

The Issuer is party to actions relating to the competition authorities' claim that the former Elsam A/S ("**Elsam**"), now part of the Group, charged excessive prices in the Danish wholesale power market in some periods. The Danish Competition Appeals Tribunal found that Elsam abused its dominant position in the wholesale power market in Western Denmark to some extent in the periods from 1 July 2003 to 31 December 2004 and from 1 January 2005 to 30 June 2006 by charging excessive prices. The decisions have been upheld by the Danish Maritime and Commercial Court but the Issuer has appealed the court's decision to the High Court of Western Denmark.

The Competition Appeals Tribunal has abrogated a similar finding of excessive pricing from the Danish Competition Council concerning the period from 1 July 2006 to 31 December 2006 and referred it back to the Council. This decision was based on the finding that the Danish Competition Council had not proved that Elsam's behaviour in this period constituted an abuse of a dominant position.

In connection with the above actions relating to excessive prices in Western Denmark, a number of power consumers have either filed a claim with the Maritime and Commercial Court for compensation against the Issuer or have entered into agreements with the Issuer to suspend the statutory limitation of their alleged claims and therefore not yet filed a claim. The biggest claim filed so far is by a group of power consumers claiming compensation which at the moment is calculated as an amount of up to DKK 4,405 million with the addition of interest from the date of the individual payments of allegedly excessive prices until settlement of the claim. i.e. in the period from July 1, 2003 and until a final non-appealable decision has been made by the courts and the amount has been finally paid.

The plaintiffs' claim for interest can therefore exceed any damages which may be awarded to the plaintiffs including the aggregate primary claim of DKK 4,405 million.

The outcome of these actions is subject to considerable uncertainty. However, the Danish Competition Council has calculated that the consumers' actual losses amount to DKK 298 million and, based thereupon, a DKK 298 million provision (with addition of the interest) has been recognised in the Issuer's accounts.

Management

General

The Issuer is governed by the Board of Directors, which has overall responsibility for the management of the Issuer's business. The Issuer's Executive Committee is in charge of the day-to-day management and in that capacity, follows the directions and guidelines provided by the Board of Directors.

According to the Articles of Association of the Issuer, the Board of Directors must consist of six to eight members elected by the shareholders and the number of members elected by the employees according to legislation (i.e., the Danish Companies Act). The Board of Directors currently consists of six members elected by the shareholders and four members appointed by the employees (the "**Group Representatives**"). The Board of Directors holds a minimum of five meetings each year. Extraordinary board meetings are convened when required.

The Board of Directors has appointed the Issuer's Executive Committee, including a Chief Executive Officer ("**CEO**") and a Chief Financial Officer ("**CFO**"). The CEO and CFO comprise the Issuer's executive board (the "**Executive Board**") and are registered managers with the Danish Business Authority. The Issuer's Executive Committee currently consists of five members.

The business address of the members of the Board of Directors and Executive Committee is c/o Ørsted A/S, Kraftværksvej 53, Skærbæk, DK-7000 Fredericia, Denmark.

Board of Directors

The members of the Board of Directors of the Issuer, as at the date of this Prospectus, were:

Name	Year Born	Year First Appointed	Current Term Expires	Position
Thomas Thune Andersen.....	1955	2014	2018	Chairman
Lene Skole	1959	2015	2018	Deputy Chairman
Lynda Armstrong	1950	2015	2018	Director
Benny D. Loft	1965	2012	2018	Director
Pia Gjellerup	1959	2012	2018	Director
Peter Korsholm.....	1971	2017	2018	Director
Hanne Sten Andersen	1960	2007	2018	Group Representative
Poul Dreyer	1964	2014	2018	Group Representative
Benny Gøbel	1967	2011	2018	Group Representative
Jens Nybo Stilling Sørensen.....	1968	2007	2018	Group Representative

Thomas Thune Andersen is the Chairman of the Board of Directors. He also serves as chairman of Lloyds Register Group and Foundation and as Deputy Chairman of the Board of Directors of VKR Holding A/S. Furthermore, Mr Thune Andersen is a member of the Board of Directors of Petrofac Limited, BW Offshore Ltd and Arcon-Sunmark A/S.

Lene Skole is the Deputy Chairman of the Board of Directors. She is CEO of the Lundbeck Foundation and, Deputy Chairman of the Board of Directors of TDC A/S, H. Lundbeck A/S, ALK-Abelló A/S and Falck A/S and member of the Board of Directors of Tryg A/S and Tryg Forsikring A/S and two subsidiaries of Lundbeckfonden. Further, Lene Skole is a member of the Audit & Risk Committee of the Issuer and Tryg A/S, member of the Audit and Remuneration Committees of Falck A/S and member of the Audit &

Nomination Committees of ALK-Abelló A/S. She also serves as a member of the Compensation & Nomination Committees of TDC A/S and the Remuneration & Scientific Committees of H. Lundbeck A/S.

Lynda Armstrong is a member of the Board of Directors. She is an independent consultant and Non-executive Director of KAZ Minerals plc and Central Europe Oil Company and the Supervisory Board of SBM Offshore N.V as well as Chair of the Board of Trustees of the British Safety Council.

Benny D. Loft is a member of the Board of Directors and Chairman of the Finance & Audit Committee of New Xellia Group A/S.

Pia Gjellerup is a member of the Board of Directors. She is also the Centre Director of the National Centre for Public Sector Innovation, Chairman of Vanførefonden and of Fondet Dansk-Norsk Samarbejde and a member of the Board of Directors of Gefion Gymnasium.

Peter Korsholm is a member of the Board of Directors. He is the CEO of DSVM Invest A/S and two wholly-owned companies in the DSVM Invest Group and CEO of Togu ApS. He also serves as Chairman of the Board of Directors of Nymølle Stenindustrier A/S, GDL Transport Holding AB, Lion Danmark I ApS and two wholly-owned companies in the Lomax Group, DSVM Renovation A/S and is a member of the Board of Directors of A/S United Shipping and Trading Company and one wholly-owned company in the United Shipping and Trading Company Group, Uni-tankers A/S and one wholly-owned company of Uni-tankers A/S, DSVM Invest A/S and 8 wholly-owned companies in the DSVM Invest Group, Bone's Invest ApS and two wholly-owned companies in the Bones Group. Mr. Korsholm is Chairman of the Investment Committee of Zoscales Partners and is member of the Issuer's Audit & Risk Committee.

Hanne Sten Andersen, Poul Dreyer, Benny Gobel, and Jens Nybo Stilling Sørensen are Group Representatives and members of the Board of Directors.

Executive Committee

The members of the Issuer's Executive Committee, as at the date of this Prospectus, were:

Name	Year Born	Position
Henrik Poulsen.....	1967	CEO
Marianne Wiinholt.....	1965	Executive Vice President, CFO
Thomas Dalsgaard	1966	Executive Vice President
Morten Hultberg Buchgreitz	1967	Executive Vice President
Samuel Leupold	1970	Executive Vice President

Henrik Poulsen has been the Issuer's CEO since 27 August 2012 and is a registered manager of the Issuer with the Danish Business Authority. Mr. Poulsen was educated at the Aarhus School of Business, where he received his M. Sc. (Finance and Accounting) in 1994. Prior to joining the Issuer in August 2012, Mr Poulsen served four years as CEO and President of TDC A/S. Mr. Poulsen served as Vice President, Senior Vice President and Executive Vice President at LEGO. His career includes managerial positions at Kohlberg Kravis Roberts & Co., London, and McKinsey & Company as well as positions at Aarsø Nielsen & Partners and Novo Nordisk A/S. Mr. Poulsen is a member of the Board of Directors of ISS A/S and one of its wholly-owned subsidiary and the Chairman of the Audit Committee of ISS A/S. Furthermore, Henrik Poulsen is Deputy Chairman of the Board of Directors and Chairman of the Audit Committee of Kinnevik AB. He also acts as advisor to EQT Partners.

Marianne Wiinholt has been the Issuer's CFO since 3 October 2013 and is a registered manager of the Issuer with the Danish Business Authority. Mrs Wiinholt was educated at Copenhagen Business School, where she received her M.Sc. (Business Administration and Auditing) in 1992. Prior to joining the Issuer in 2004, Mrs

Wiinholt served as an accountant at Arthur Andersen and as head of Group Accounting, Controlling & Tax at Borealis AS. Mrs Wiinholt is a member of the Board of Directors and Chairman of the Audit Committee of J. Lauritzen A/S (will leave the Board of Directors at the annual general meeting in spring 2018) and is a member of the Board of Directors of Norsk Hydro ASA. She is also a member of the Board of Directors and Chairman of the Audit Committee of Hempel A/S.

Thomas Dalsgaard has been a member of the Issuer's Executive Committee since 2011 and is responsible for the Issuer's Bioenergy & Thermal Power business unit. Mr. Dalsgaard was educated as Economist at Aarhus University (cand. oecon) in 1993. Prior to joining the Issuer, Mr. Dalsgaard served as Economist, Special Advisor and Head of Division within the Danish Ministry of Finance. His career also includes positions within OECD, Paris, France, and IMF, Washington D.C., USA.

Morten Hultberg Buchgreitz has been a member of the Issuer's Executive Committee since March 2013 and is responsible for Distribution and Customer Solutions (formerly Customers & Markets) business unit. Mr. Buchgreitz holds a Master's degree in Business Administration and Computer Science from Copenhagen Business School. Prior to joining the Issuer in 2002 Mr. Buchgreitz held various positions in KPMG Consulting and before that positions at Unibank/Privatbanken in the International Division and Treasury.

Samuel Leupold has been a member of the Issuer's Executive Committee since March 2013 and is responsible for the Wind Power business unit. Mr. Leupold holds an engineering degree. Mr. Leupold joined the Issuer from the Swiss energy company BKW FMB, where he was a member of the Group Management. He joined BKW in 2006. Prior to this Mr. Leupold was responsible for global sales at the Grinding & Dispersion Business unit of Bühler AG, Uzwil, before which Mr. Leupold worked as a consultant at McKinsey & Company and in various functions at ABB Kraftwerke AG.

Statement on Conflicts of Interest

No actual or potential conflicts of interest exist with respect to the duties of any member of the Board of Directors or Executive Committee towards the Issuer and their private interests and/or duties to other persons, it being noted, however, that the Chairman of the Board of Directors, Thomas Thune Andersen, is a director of Petrofac Limited and that the Issuer's divested Oil & Gas business in the past year has had significant business relations with Petrofac Limited.

Corporate Governance

As a listed company, the Issuer consider the Recommendations for Corporate Governance prepared by the Danish Committee on Corporate Governance. The Issuer has consequently elected to broadly comply with these recommendations. The Board of Directors of the Issuer review the corporate governance recommendations annually based on best practice.

Board Practices

Audit and Risk Committee

After the Issuer's annual general meeting, the Board of Directors of the Issuer appoints members to the Audit and Risk Committee.

The Audit and Risk Committee assists the Board of Directors of the Issuer in overseeing the financial reporting process, financial and business-related risks, internal controls and compliance with statutory and other requirements from public authorities. Moreover, the Audit and Risk Committee decides the framework for the work of the Issuer's external and internal auditors, evaluates the auditor's independence and qualifications as well as monitoring the Issuer's whistle-blower scheme.

As at the date of this Prospectus, the Audit and Risk Committee members are Benny D. Loft (Chairman), Lene Skole and Peter Korsholm.

Material Contracts

The following is a summary of material contracts, other than contracts in the ordinary course of business, into which the Issuer or any of its subsidiaries have entered, which contain obligations or entitlements that are material to the Issuer as at the date of this prospectus. In the course of its ordinary business, the Issuer enters into contracts which have obligations or entitlements that are material to the Group. Amongst these contracts entered into in the ordinary course of its business is, for example, agreements entered into as part of the offshore wind partnerships (share purchase agreements, shareholders' agreements, construction agreements, O&M agreements and Power Purchase Agreements), heat agreements entered into in connection with the conversion of our CHP plants to biomass and long term gas purchase contracts. Certain of such contracts, including agreements entered into in relation to our offshore wind farm partnerships, contain provisions relating to change-of-control events, pre-emption rights, transfer restrictions or buy-back arrangements related to specific events or other transfer provisions.

Divestment of upstream oil and gas business

On 24 May 2017, the Issuer entered into an agreement to divest the entire share capital of DONG E&P A/S to INEOS, thereby divesting its upstream oil and gas business. The divestment was completed on 29 September 2017. As part of the divestment, the Issuer has assumed secondary liabilities relating to the decommissioning of the offshore facilities owned by DONG E&P A/S and its subsidiaries in Denmark and Norway. The beneficiaries are the Danish and Norwegian states, respectively, depending on the location of the licenses, and the other participants in the relevant licenses. In the UK, a potential decommissioning liability follows from the regulation. The key terms are different depending on country of license, please see the Interim Financial Report for the first nine months of 2017, note 9, that has been incorporated to this Prospectus by reference. In case of any of the secondary liabilities being exercised, the Issuer has full recourse for such liabilities against INEOS, INEOS Industries Holdings Limited and INEOS Holdings AG.

Selected Financial Information

The following tables set out selected financial information concerning the Issuer's assets and liabilities, financial position and profits and losses as at the dates and for the periods specified therein:

Consolidated Income Statement^(a)

	<u>FY 2015^(b)</u>	<u>FY 2016^(b)</u>	<u>9M 2016^(c)</u>	<u>9M 2017^(c)</u>
	<i>(DKK million)</i>			
Revenue	65,444	61,201	45,523	43,906
EBITDA.....	8,730	19,109	12,799	9,487
Operating profit (EBIT)	1,873	13,877	9,169	5,265
Profit before tax	512	14,352	10,079	4,695
Profit (loss) for the period continuing operations	967	12,161	8,173	3,929
Profit (loss) for the period discontinued operations	-13,051	1,052	1,526	6,841
Profit (loss) for the period	-12,084	13,213	9,699	10,770

Notes:

- (a) Unless otherwise stated, all figures in Consolidated Income Statement relate to business performance. For a description of the Alternative Performance Measures used in this Prospectus please refer to "*Ørsted A/S – Description of Alternative Performance Measures*".
- (b) Source: Audited consolidated annual financial statements of the Issuer for the financial year ended 31 December 2016
- (c) Source: Unaudited consolidated interim financial statements of the Issuer for the nine-month period ended 30 September 2017

Consolidated Income Statement IFRS

	<u>FY 2015^(a)</u>	<u>FY 2016^(a)</u>	<u>9M 2016^(b)</u>	<u>9M 2017^(b)</u>
	<i>(DKK million)</i>			
Revenue	66,708	57,392	43,996	44,998
EBITDA	9,888	16,939	12,367	10,263
Operating profit (EBIT)	3,031	11,707	8,737	6,041
Profit before tax	1,670	12,182	9,647	5,471
Profit (loss) for the period continuing operations	1,854	10,467	7,834	4,534
Profit (loss) for the period discontinued operations	-11,307	-2,532	(312)	6,024
Profit (loss) for the period	-9,453	7,935	7,522	10,558

Notes:

- (a) Source: Audited consolidated annual financial statements of the Issuer for the financial year ended 31 December 2016
- (b) Source: Unaudited consolidated interim financial statements of the Issuer for the nine-month period ended 30 September 2017

Consolidated Balance Sheet as at 31 December

Assets

	<u>FY 2015^(a)</u>	<u>FY 2016^(a)</u>	<u>9M 2016^(b)</u>	<u>9M 2017^(b)</u>
	<i>(DKK million)</i>			
Intangible assets	1,134	955	1,047	707
Property, plant and equipment.....	80,229	70,182	81,896	77,974
Other non-current assets.....	3,469	2,447	2,711	3,273
Non-current assets.....	84,832	73,584	85,654	81,954
Current assets.....	60,040	47,532	52,383	41,630
Asset classified as held for sale.....	2,585	15,373	3,160	2,606
Assets.....	147,457	136,489	55,543	44,236

Notes:

- (a) Source: Audited consolidated annual financial statements of the Issuer for the financial year ended 31 December 2016
- (b) Source: Unaudited consolidated interim financial statements of the Issuer for the nine-month period ended 30 September 2017

Equity and Liabilities

	FY 2015 ^(a)	FY 2016 ^(a)	9M 2016 ^(b)	9M 2017 ^(b)
	<i>(DKK million)</i>			
Equity attributable to the equity holders of Ørsted A/S	32,090	39,106	39,029	47,050
Equity	51,736	57,500	57,517	64,203
Non-current liabilities	57,088	39,308	47,790	40,875
Current liabilities	37,500	26,177	33,571	20,577
Liabilities associated with assets classified as held for sale	1,133	13,504	2,319	535
Liabilities	95,721	78,989	83,680	61,987
Equity and liabilities	147,457	136,489	141,197	126,190

Notes:

(a) Source: Audited consolidated annual financial statements of the Issuer for the financial year ended 31 December 2016

(b) Source: Unaudited consolidated interim financial statements of the Issuer for the nine-month period ended 30 September 2017

Description of Alternative Performance Measures

This section provides further information in relation to Alternative Performance Measures for the purposes of the guidelines published by European Securities and Markets Authority (ESMA).

Non-IFRS Measures

This Prospectus contains non-IFRS measures and ratios, including those listed below, which are not required by, or presented in accordance with, IFRS as adopted by the EU or the accounting standards of any other jurisdiction. The Issuer presents non-IFRS measures to measure operating performance and as a basis for its strategic planning and forecasting, as well as monitoring certain aspects of operating cash flow and liquidity. The Issuer also believes that non-IFRS measures and similar measures are widely used by certain investors, securities analysts and other interested parties as supplemental measures of performance and liquidity. The Issuer's non-IFRS measures are defined as follows:

"**EBITDA**" indicates the operating profit or loss (EBIT) before depreciation, amortizations and impairment losses;

"**EBIT**" is earnings before interest and tax equivalent to operating profit (loss);

"**Adjusted operating profit (loss)**" is the operating profit (loss) less current hydrocarbon tax plus impairment losses for the period (added back);

"**Capital employed**" is calculated as non-interest-bearing assets less non-interest-bearing liabilities;

"**Average capital employed**" is calculated on a rolling 12-month period as the capital employed at the beginning of the 12-month period plus the capital employed at the end of the 12-month period, divided by two;

"**ROCE**", or return on capital employed, is calculated on a rolling 12-month period as (i) the EBIT less current hydrocarbon taxes, divided by (ii) the average capital employed;

"**Adjusted ROCE**," or adjusted return on capital employed, is calculated on a rolling 12-month period as (i) the EBIT less current hydrocarbon taxes plus impairment losses for the year (added-back), divided by (ii) the average capital employed plus after-tax impairment loss added back to capital at the end of the year;

"**Gross investments**" is calculated as cash flows from investing activities, excluding dividends received from associates, joint ventures and equity investments, purchase and sale of securities, loans to joint ventures and joint operations, and divestments of assets and enterprises;

"*Net investments*" is calculated as payments in connection with the purchase and sale of intangible assets, property, plant and equipment and other non-current assets as well as payments in connection with the acquisition and divestment of enterprises and activities;

"*Free cash flow*" is calculated as cash flows from operating activities less gross investments plus divestments;

"*Net working capital*" is calculated as inventories, trade receivables, associates and joint ventures, prepayments and other operating current assets less trade payables and liabilities to associates and joint ventures, deferred income and other operating current liabilities;

"*Net working capital, excluding trade payables relating to capital expenditures*" is calculated as net working capital excluding trade payables relating to purchases of intangible assets and property, plant and equipment;

"*FFO*," or funds from operations, is calculated on a rolling 12-month period on the basis of EBITDA (business performance), adjusted for interest expenses (net), the interest element of decommissioning obligations, 50 per cent. of the hybrid capital coupon payments and current tax. In addition, operating lease obligations have been recognised as if they were finance lease obligations, where operating payments have been reversed with the deduction of calculated interest expenses on the present value of the lease payments;

"*Interest-bearing net debt*"; is calculated as interest bearing debt less interest bearing assets.

"*Adjusted interest-bearing net debt*" is calculated as interest-bearing net debt plus 50 per cent. of hybrid capital, cash, cash equivalents and securities not available for use (with the exception of repo transactions), present value of lease obligations (operating lease obligations calculated as if they were finance lease obligations), and decommissioning obligations less deferred tax; and

"*FFO/Adjusted interest-bearing net debt*" is calculated as the ratio between FFO and Adjusted interest-bearing net debt.

The non-IFRS measures, including its business performance measures, may not be comparable to other similarly titled measures of other companies and should be considered together with the Issuer's IFRS results. Non-IFRS measures and ratios are not measurements of the Issuer's performance or liquidity under IFRS as adopted by the EU and investors should bear this in mind when considering non-IFRS measures as alternatives to operating profit or profit for the year or other performance measures derived in accordance with IFRS as adopted by the EU or any other generally accepted accounting principles, or as alternatives to cash flow from operating, investing or financing activities. Investors should rely on the Issuer's IFRS results, supplemented by its non-IFRS measures, to evaluate the Issuer's performance.

Business performance measure

Business performance measure is a non-IFRS alternative performance measure introduced in 2011 to supplement the Group's IFRS financial statements. The business performance measures included in this Prospectus represent the financial performance of the Group's activities in the reporting period, as the result is adjusted for temporary fluctuations in the market value of contracts (including hedging transactions) relating to other periods. The value adjustment of hedging transactions is deferred and recognised for the period in which the hedged exposure materialises with the following three exceptions:

- (i) the Issuer's long-term oil-indexed purchase contracts, the prices at which the Issuer purchase gas are calculated on the basis of formulas incorporating variables based on market prices for fuel oil, gas oil, etc. over periods of up to 17 months prior to the purchase date. These prices are automatically recalculated periodically, typically quarterly. Accordingly, the impact on earnings and cash flow will be exaggerated in the short-term in periods of increasing and decreasing oil prices, an effect which

will be stabilised in the long-term, providing an overall neutral effect unless there is a permanent change in oil prices or the purchase contracts terminate

- (ii) the Issuer's hedging contracts related to the purchase contracts, the changes in the prices of fuel oil, gas oil etc. are mitigated through hedging of the expected price exposure that will exist following the conclusion of renegotiations. The market value of the Issuer's hedging contracts related to the Issuer's purchase contracts with a time lag are recognised in the business performance income statement at the time of the settlement of the hedging contracts which is the point in time the Issuer's exposure ceases, which is at an earlier date than the physical delivery date of the underlying gas purchase contract.
- (iii) the Issuer's hedging contracts related to gas at storage, changes in the price of gas in the Issuer's storage facilities are also mitigated through hedging. The value adjustment of the hedging transaction is recognised for the period in which the hedged exposure materialises, which is when gas leaves the storage facility for delivery. Each month, the Issuer revalues the current volume of gas in storage, such that the underlying change in gas prices may be recognised earlier than the recognition of the value of the hedge.

Contracts included in business performance measures are hedging contracts concerning energy and related currencies and commercial contracts. When hedging instruments do not fully correspond to the hedged exposure, for example, if proxy hedges are used, any difference between the development in market value of the hedging contract and the market value of the hedged exposure is recognised immediately in the income statement as part of the gain or loss from the trading portfolio. Contracts included in business performance measures are hedging contracts concerning energy and related currencies and commercial contracts.

The main reasons for introducing business performance measures were (i) an inability for the Issuer to achieve the same degree of timing between the recognition of commercial exposure and hedging contracts under the IFRS rules, for example with respect to option premiums and certain commercial fixed price contracts, and (ii) a high risk of hedging contracts being in non-compliance with the IFRS hedge accounting rules, which would require the Issuer to account for the hedging contracts at fair value through profit or loss, while the commercial exposure is accrual accounted.

The timing of the recognition of hedging contracts is the only difference between the two accounting methods, and this difference is eliminated when the hedging contracts expire.

Business performance measures are audited by PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab ("PwC") as part of their audit of the Audited Consolidated Financial Statements and reviewed by PwC as part of their review of the unaudited consolidated interim financial statements. To reflect whether an income statement figure is an IFRS or a business performance measure, IFRS or business performance (or BP) is written in connection with the relevant figures in the Prospectus, unless they are identical under IFRS and BP.

Auditors of the Issuer

The auditors of the Issuer for 2016 and 2015 were PwC (authorised by the Danish Commerce and Companies Agency and regulated by the Danish Auditors Act and otherwise by the laws of the Kingdom of Denmark). PwC have audited the consolidated financial statements and the parent company financial statements of the Issuer for the financial years ended 31 December 2016 and 31 December 2015 in accordance with International Financial Reporting Standards as adopted by the European Union and additional requirements under Danish audit regulation. PwC has issued an unqualified auditor's report without emphasis of matter on such consolidated financial statements and parent company financial statements. PwC has no financial interest in the Issuer.

Taxation

The following is a general description of certain tax considerations relating to the purchasing, holding and disposing of Securities. It does not purport to be a complete analysis of all tax considerations relating to the Securities. In particular, this discussion does not consider any specific facts or circumstances that may apply to a particular Securityholder. It is therefore not intended to be, and should not be construed to be, legal or tax advice to any particular Securityholder. The discussions that follow for each jurisdiction are based upon the applicable laws in force and their interpretation on the date of this Prospectus. These tax laws and interpretations are subject to change that may occur after such date, even with retroactive effect.

Prospective Securityholders should consult their own tax advisers as to the particular tax consequences of subscribing, purchasing, holding and disposing the Securities, including the application and effect of any federal, state or local taxes, under the tax laws of each country of which they are residents or citizens.

Denmark

The comments below are intended as a basic summary of certain tax consequences in relation to the withholding tax position of the Securities under Danish law and cannot substitute personal tax advice. Persons who are in any doubt as to their tax position should consult a professional tax adviser.

Withholding tax

Under Danish tax law currently in effect, payments in respect of the Securities to non-Danish resident investors will not be subject to withholding taxes except in certain cases with respect to controlled debt in relation to the Issuer as referred to in Section 2(1)(d) and (h) of Consolidated Act No. 1164 of 6 September 2016 (as amended) (*selskabsskatteloven*). Under Danish withholding tax rules, there will be no Danish tax implications for Securityholders that have no relationship with the Issuer, the State or the Kingdom of Denmark other than the holding of the Securities.

With few exceptions, Danish resident investors will be taxable on interest and gains, if any, while losses, if any, will be tax deductible. For individuals, gains and losses not exceeding DKK 2,000 will, as a main rule, not be taxable. If the individual is deemed a professional trader in securities, any gains and losses will be taxable, including gains and losses not exceeding DKK 2,000.

Luxembourg

The comments below are intended as a basic summary of certain tax consequences in relation to the withholding tax position of the Securities under Luxembourg law. Persons who are in any doubt as to their tax position should consult a professional tax adviser.

Withholding tax and self-applied tax

Under Luxembourg tax law currently in effect and subject to the exception below, there is no Luxembourg withholding tax on payments of interest (including accrued but unpaid interest) or repayment of principal.

In accordance with the law of 25 November 2014, Luxembourg elected out of the withholding tax system in favour of an automatic exchange of information under the Council Directive 2003/48/EC on the taxation of savings income as from 1 January 2015. Payments of interest by Luxembourg paying agents to non-resident individual Noteholders and to certain residual entities are thus no longer subject to any Luxembourg withholding tax.

In accordance with the law of 23 December 2005, as amended, interest payments made by Luxembourg paying agents to Luxembourg individual residents are subject to a 20 per cent. withholding tax. Responsibility for withholding such tax will be assumed by the Luxembourg paying agent.

The proposed financial transactions tax

On February 14, 2013, the European Commission published a proposal (the "**Commission's Proposal**") for a Directive for a common financial transactions tax (the "**FTT**") in Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (the "**participating Member States**"). However, Estonia has since stated that it will not participate. The Commission's Proposal is currently under review, and a revised proposal is expected to be published in the course of 2017.

The Commission's Proposal has a very broad scope and could, if introduced, apply to certain dealings in the Securities (including secondary market transactions) in certain circumstances. The issuance and subscription of the Securities should, however, be exempt.

Under the Commission's Proposal, the FTT could apply in certain circumstances to persons both within and outside of the participating Member States. Generally, it would apply to certain dealings in the Securities where at least one party is a financial institution, and at least one party is established in a participating Member State. A financial institution may be, or be deemed to be, "established" in a participating Member State in a broad range of circumstances, including (a) by transacting with a person established in a participating Member State or (b) where the financial instrument which is subject to the dealings is issued in a participating Member State.

However, the FTT proposal remains subject to negotiation between the participating Member States and the scope of any such tax is uncertain. Additional EU Member States may decide to participate and/or participating Member States may decide to discard the Commission's Proposal.

Prospective holders of the Securities are advised to seek their own professional advice in relation to the FTT.

The Foreign Account Tax Compliance Act

Pursuant to certain provisions of the U.S. Internal Revenue Code of 1986, commonly known as "**FATCA**", a "foreign financial institution" may be required to withhold on certain payments it makes ("**foreign passthru payments**") to persons that fail to meet certain certification, reporting, or related requirements. A number of jurisdictions (including Denmark) have entered into, or have agreed in substance to, intergovernmental agreements with the United States to implement FATCA ("**IGAs**"), which modify the way in which FATCA applies in their jurisdictions. Certain aspects of the application of the FATCA provisions and IGAs to instruments such as the Securities, including whether withholding would ever be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Securities, are uncertain and may be subject to change. Even if withholding would be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Securities, such withholding would not apply prior to 1 January 2019. In the event any withholding would be required pursuant to FATCA or an IGA with respect to payments on the Securities, the Issuer will not pay any additional amounts as a result of the withholding.

THE FATCA PROVISIONS ARE PARTICULARLY COMPLEX AND THEIR APPLICATION TO THE ISSUER AND THE SECURITIES IS UNCERTAIN. NOTHING IN THIS SECTION CONSTITUTES OR PURPORTS TO CONSTITUTE TAX ADVICE AND SECURITYHOLDERS ARE NOT ENTITLED TO RELY ON ANY PROVISION SET OUT IN THIS SECTION FOR THE PURPOSES OF MAKING ANY INVESTMENT DECISION, TAX DECISION OR OTHERWISE. EACH INVESTOR SHOULD CONSULT ITS OWN TAX ADVISER TO OBTAIN A MORE DETAILED EXPLANATION OF THE FATCA PROVISIONS AND TO LEARN HOW THIS LEGISLATION MIGHT AFFECT IT IN ITS PARTICULAR CIRCUMSTANCES.

Subscription and Sale

Subscription

The Issuer and the Joint Lead Managers have entered into a subscription agreement dated 22 November 2017 (the "**Subscription Agreement**"). Under the Subscription Agreement, the Issuer has agreed to issue and sell to the Joint Lead Managers, and the Joint Lead Managers have agreed, subject to certain customary closing conditions, to subscribe and pay for the Securities on 24 November 2017. The Issuer has agreed to pay certain fees to the Joint Lead Managers and to reimburse the Joint Lead Managers for certain expenses incurred in connection with the issuance of the Securities.

Under certain circumstances, the Joint Lead Managers may terminate the Subscription Agreement. In such event, no Securities will be delivered to investors. Furthermore, the Issuer has agreed to indemnify the Joint Lead Managers against certain liabilities it may incur in connection with the offer and sale of the Securities.

Interests of Natural and Legal Persons Involved in the Issue

From time to time, the Joint Lead Managers and their affiliates have performed, and may in the future perform, investment banking and advisory services for the Issuer for which they have received, or will receive, customary fees and expenses.

In particular, the Joint Lead Managers have entered into a contractual relationship with the Issuer in connection with the issuance of the Securities.

In addition, in the ordinary course of their business activities, the Joint Lead Managers and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of the Issuer or its affiliates. The Joint Lead Managers and their respective affiliates that have a lending relationship with the Issuer routinely hedge their credit exposure to the Issuer, as applicable, consistent with their customary risk management policies. Typically, the Joint Lead Managers and their respective affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in securities, potentially including the Securities. Any such short positions could adversely affect future trading prices of the Securities.

The Joint Lead Managers and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities or instruments.

Costs and Expenses Relating to the Purchase of Securities

The Issuer will not charge any costs, expenses or taxes directly to any investor in connection with the Securities. Investors must, however, inform themselves about any costs, expenses or taxes in connection with the Securities which are generally applicable in their respective country of residence, including any charges their own depository banks charge them for purchasing or holding securities.

Selling Restrictions

General

The Joint Lead Managers have acknowledged that no representation is made by the Issuer or any of the Joint Lead Managers that any action will be taken in any jurisdiction that would permit a public offering of the Securities, or possession or distribution of the Prospectus (in preliminary, proof or final form) or any other offering or publicity material relating to the Securities (including roadshow materials and investor presentations), in any country or jurisdiction where action for that purpose is required. Each of the Joint Lead Managers has represented, warranted and agreed that it will comply to the best of its knowledge and belief in all material respects with all applicable laws and regulations in each jurisdiction in which it acquires, offers, sells or delivers Securities. They will also ensure that no obligations are imposed on the Issuer in any such jurisdiction as a result of any of the foregoing actions. The Issuer will not have any responsibility for, and the Joint Lead Managers will obtain any consent, approval or permission required by it for, the sale of Securities under the laws and regulations in force in any jurisdiction to which it is subject or in or from which it makes any acquisition, offer, sale or delivery. The Joint Lead Managers are not authorized to make any representation or use any information in connection with the issue, subscription and sale of the Securities other than as contained in, or which is consistent with, the Prospectus or any amendment or supplement to it.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Securities are not intended, from 1 January 2018, to be offered, sold or otherwise made available to and, with effect from such date, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (EEA). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU ("**MiFID II**"); (ii) a customer within the meaning of Directive 2002/92/EC (the "**Insurance Mediation Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Directive. No key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Securities or otherwise making them available to retail investors in the EEA has been prepared. Offering or selling the Securities or otherwise making them available to any retail investor in the EEA may therefore be unlawful.

United States

The Securities have not been and will not be registered under the Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except in certain transactions exempt from the registration requirements of the Securities Act. Terms used in this paragraph have the meanings given to them by Regulation S under the Securities Act ("**Regulation S**").

The Securities are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a United States person, except in certain transactions permitted by U.S. tax regulations. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code and regulations thereunder.

Each Joint Lead Manager has represented and agreed that, except as permitted by the Subscription Agreement, it has not offered, sold or delivered and will not offer, sell or deliver the Securities, (i) as part of their distribution at any time or (ii) otherwise until 40 days after the later of the commencement of the offering and the Closing Date (as defined in the Subscription Agreement) within the United States or to, or for the account or benefit of, U.S. persons, and it will have sent to each dealer to which it sells Securities during the distribution compliance period a confirmation or other notice setting forth the restrictions on offers and sales of the Securities within the United States or to, or for the account or benefit of, U.S. persons. Terms used in this paragraph have the meanings given to them by Regulation S.

In addition, until 40 days after the commencement of the offering, an offer or sale of Securities within the United States by a dealer that is not participating in the offering may violate the registration requirements of the Securities Act.

European Economic Area

In relation to each member state of the EEA that has implemented the Prospectus Directive (each, a "**Relevant Member State**"), each Joint Lead Manager has represented, warranted and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the "**Relevant Implementation Date**") it has not made and will not make an offer of Securities which are the subject of the offering contemplated by this Prospectus to the public in that Relevant Member State, except that it may, with effect from and including the Relevant Implementation Date, make an offer of such Securities in that Relevant Member State:

- a) to any legal entity which is a qualified investor as defined in the Prospectus Directive; or
- b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the Joint Lead Managers; or
- c) in any other circumstances falling within Article 3(2) of the Prospectus Directive;

provided that no such offer of the Securities shall require the Issuer or any Joint Lead Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression an "offer of Securities to the public" in relation to any Securities in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable an investor to decide to purchase or subscribe for Securities.

United Kingdom

Each Joint Lead Manager has represented and agreed that:

- (a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of the Securities in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and
- (b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Securities in, from or otherwise involving the United Kingdom.

General Information

1. Approval of Prospectus

Application has been made to the CSSF, which is the Luxembourg competent authority for the purposes of obtaining the approval of this Prospectus, that, only for purposes of the admission to trading, constitutes a prospectus within the meaning of the Prospectus Directive, i.e. a listing prospectus according to Article 5.3 of the Prospectus Directive. The Prospectus will be published in electronic form on the website of the Luxembourg Stock Exchange (*Bourse de Luxembourg*) (www.bourse.lu). By approving this Prospectus, the CSSF assumes no responsibility for the economic and financial soundness of the transactions contemplated by this Prospectus or the quality or solvency of the Issuer pursuant to Article 7 para. 7 *Loi relative aux prospectus pour valeurs mobilières*.

2. Listing and admission to trading

Application has been made to the Luxembourg Stock Exchange (*Bourse de Luxembourg*) for the Securities to be listed on the Official List of the Luxembourg Stock Exchange and to be admitted to trading on the Luxembourg Stock Exchange's Regulated Market. The Luxembourg Stock Exchange's Regulated Market is a regulated market for the purposes of Directive 2004/39/EC, as amended.

The first day of trading of the Securities on the Luxembourg Stock Exchange (*Bourse de Luxembourg*) is expected to be on 24 November 2017.

Application has been made for the Securities to be inscribed on the Luxembourg Green Exchange platform ("LGX").

3. Websites

For the avoidance of doubt, the content of any website referred to in this Prospectus does not form part of this Prospectus.

4. Authorisation

The Issuer has obtained all necessary consents, approvals and authorisations in the Kingdom of Denmark in connection with the issue and performance of the Securities. The issue of the Securities was authorised by a written resolution of the Board of Directors of the Issuer passed on 1 November 2017.

5. Use of Proceeds and Listing Expenses

The proceeds from the issuance of the Securities, estimated by the Issuer to be approximately € 496,015,000, will be used by the Issuer for projects and activities that promote climate-friendly and other environmental purposes ("**Green Projects**") in line with the Issuer's Green Bond Framework (please see "*Ørsted A/S - Funding of the Group Investments*" for further information). The estimated total expenses related to the admission to trading of the Securities are estimated by the Issuer to be approximately €15,000.

6. Yield

The yield in respect of the Securities from the Issue Date to the First Par Call Date is 2.375% p.a., calculated on the basis of the issue price of the Securities. Such yield is calculated in accordance with the ICMA (International Capital Markets Association) Method.

7. **No Material Adverse Change**

There has been no material adverse change in the prospects of the Issuer since 31 December 2016 and there have been no significant changes in the financial or trading position of the Issuer and its subsidiaries taken as a whole since 30 September 2017.

8. **Legal Proceedings**

Except as disclosed in "*Ørsted A/S - Legal Proceedings*" on page 62 of this Prospectus, neither the Issuer nor any of its subsidiaries is nor has been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) during the 12 months preceding the date of this Prospectus which may have or has had in the recent past significant adverse effects on the financial position or profitability of the Issuer or the Group.

9. **Material Contracts**

Except as disclosed in "*Ørsted A/S - Material Contracts*" on page 66 of this Prospectus there are no material contracts entered into other than in the ordinary course of the Issuer's business, which could result in any member of the Issuer's group being under an obligation or entitlement that is material to the Issuer's ability to meet its obligations to Securityholders in respect of the Securities being issued.

10. **Legend on Securities**

Each Security and Coupon will bear the following legend: "*Any United States person who holds this obligation will be subject to limitations under the United States income tax laws, including the limitations provided in Sections 165(j) and 1287(a) of the Internal Revenue Code*".

11. **Clearing**

The Securities have been accepted for clearance through the Euroclear and Clearstream, Luxembourg systems (which are the entities in charge of keeping the records) with a Common Code of 172019269. The International Securities Identification Number (ISIN) for the Securities is XS1720192696.

The address of Euroclear is 1 Boulevard du Roi Albert II, B-1210 Brussels, Belgium and the address of Clearstream, Luxembourg is 42 Avenue JF Kennedy L-1855 Luxembourg.

12. **Third Party Information**

Where information in this Prospectus has been sourced from third parties, this information has been accurately reproduced and, as far as the Issuer is aware and is able to ascertain from the information published by such third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading. The source of third-party information is identified where used.

13. **Documents Available for Inspection**

For the period of 12 months starting on the date on which this Prospectus is made available to the public, copies (and English translations where the documents in question are not in English) of the following documents will be available, during usual business hours on any weekday (Saturdays and public holidays excepted), for inspection at the office of the Principal Paying Agent:

- (a) the Trust Deed (which includes the form of the Global Securities, the Definitive Securities, the Coupons and the Talons);
- (b) the Articles of Association of the Issuer;

- (c) the published annual report and audited financial statements of the Issuer for the two financial years most recently ended 31 December 2016;
- (d) the published unaudited interim financial statements of the Issuer for the nine-month period ended 30 September 2017;
- (e) the published unaudited interim financial statements of the Issuer for the six-month period ended 30 June 2017;
- (f) a copy of this Prospectus together with any Supplement to this Prospectus or further Prospectus; and
- (g) all reports, letters and other documents, balance sheets, valuations and statements by any expert, any part of which is extracted or referred to in this Prospectus.

This Prospectus will be published on the website of the Luxembourg Stock Exchange (*www.bourse.lu*).

Documents Incorporated by Reference

This Prospectus should be read and construed in conjunction with (i) the Annual Reports of the Issuer for the financial years ended 31 December 2016 and 31 December 2015 (excluding the section entitled "Outlook 2017" appearing on pages 13 to 14 of the Annual Report for the financial year ended 31 December 2016 and the section entitled "Outlook 2016" appearing on page 10 of the Annual Report for the financial year ended 31 December 2015), including the audited annual consolidated financial statements of the Issuer together in each case with the audit report thereon; (ii) the interim financial report of the Issuer for the six-month period ended 30 June 2017 (excluding the section entitled "Outlook" appearing on page 6 of the interim financial report for the six-month period ended 30 June 2017) including the unaudited consolidated interim financial statements of the Issuer for the six-month period ended 30 June 2017; and (iii) the interim financial report of the Issuer for the nine-month period ended 30 September 2017 (excluding the section entitled "Outlook" appearing on page 6 of the interim financial report for the nine-month period ended 30 September 2017) including the unaudited consolidated interim financial statements of the Issuer for the nine-month period ended 30 September 2017, all of which have been previously published or are published simultaneously with this Prospectus and which have been filed with the CSSF and which shall be incorporated by reference in, and form part of, this Prospectus. The parts of those documents which are not incorporated are not relevant for the investor.

Copies of documents incorporated by reference in this Prospectus may be obtained (without charge) from, the website of the Luxembourg Stock Exchange (www.bourse.lu).

The table below sets out the relevant page references for (i) the audited consolidated statements for the financial years ended 31 December 2016 and 31 December 2015, respectively, as set out in the Issuer's Annual Reports, (ii) the unaudited consolidated interim statements of the Issuer for the six-month period ended 30 June 2017, and (iii) the unaudited consolidated interim statements of the Issuer for the nine-month period ended 30 September 2017 as set out in the Issuer's Interim Financial Reports. The information incorporated by reference that is not included in the cross-reference list, is considered as additional information and is not required by the relevant schedules of Commission Regulation (EC) No. 809/2004.

Audited consolidated annual financial statements of the Issuer for the financial year ended 31 December 2016

Ørsted A/S (legal name DONG Energy A/S at the time) Annual Report 31 December 2016

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Audited consolidated annual financial statements of the Issuer for the financial year ended 31 December 2015

Ørsted A/S (legal name DONG Energy A/S at the time) Annual Report 31 December 2015

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Unaudited consolidated interim financial statements of the Issuer for the six-month period ended 30 June 2017

Ørsted A/S (legal name DONG Energy A/S at the time) Interim Financial Report First Half Year 2017

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Unaudited consolidated interim financial statements of the Issuer for the nine-month period ended 30 September 2017

Ørsted A/S Interim Financial Report First Nine Month 2017

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Registered/Head Office of the Issuer

Ørsted A/S
Kraftværksvej 53
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DK – 7000 Fredericia
Denmark

Auditors of the Issuer

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
Strandvejen 44
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Denmark

Trustee

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United Kingdom

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London EC2N 2DB
United Kingdom

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and the Trustee*

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