

RULES OF PROCEDURE FOR THE NOMINATION COMMITTEE OF DONG ENERGY A/S

1. BASIS OF THE RULES OF PROCEDURE

- 1.1 These Rules of Procedure were adopted at the general meeting of DONG Energy A/S (the “Company”) held on 20 May 2016.
- 1.2 All members of the Nomination Committee must accept and sign the Rules of Procedure for the Nomination Committee when they join the Nomination Committee.

2. POWERS AND PRACTICE

- 2.1 The Nomination Committee shall evaluate the composition of the Board of Directors and present to the general meeting recommendations for members to the Board of Directors to be elected by the shareholders in general meeting. The Nomination Committee shall ensure that all candidates for the Board of Directors of the Company satisfy the expectations of the capital markets and that the composition of the Board of Directors complies with the corporate governance recommendations for listed companies.
- 2.2 The Nomination Committee must submit its recommendations for election of members to the Board of Directors in such time for the Board of Directors to include the recommendations in the notice for the general meeting. The recommendations will be included in the material made available in advance of general meetings for inspection by the shareholders, see article 7.2 of the Articles of Association.
- 2.3 The term of office of the Nomination Committee runs from the first meeting held in October, see clause 5.1, second sentence, until a new Nomination Committee has been appointed, see clause 4.

3. COMPOSITION

- 3.1 The Nomination Committee consists of up to six members: the chairman and the deputy chairman of the Board of Directors of the Company and up to four representatives appointed by shareholders, see clause 4.
- 3.2 The chairman of the Board of Directors is the chairman of the Nomination Committee.
- 3.3 Members of the Board of Directors (with the exception of the chairman and the deputy chairman), members of the Company’s Executive Board and employees of the Company are not eligible for election to the Nomination Committee.

4. RIGHT OF APPOINTMENT AND RETIREMENT

- 4.1 On or before 15 September, the chairman of the Nomination Committee will request that the four largest registered shareholders according to the Company’s share register (subject to the next sentence) at the time of the request each appoint a representative to the Nomination Committee. The chairman may in its discretion require evidence that any large registered shareholder otherwise entitled to appoint one member of the Nomination Committee is the owner of the shares for which it is registered in the share register (and e.g. not a nominee), and to the extent that such evidence is not provided within the timeframe set by the chairman, such shares shall be disregarded for the purposes of identifying the largest shareholders entitled to appoint a member of the Nomination Committee. Shareholdings held by several companies deemed to constitute a group pursuant to the Danish Financial Statements Act are aggregated, and only the parent company of the group is entitled to appoint one member. The shareholders must appoint members of the Nomination Committee by the end of September. If any of the four largest shareholders does not wish to be represented on the Nomination Committee or to appoint a representative before the deadline, a request will be made to the fifth largest shareholder and so forth until a total of four shareholder representatives have been appointed. Only the ten largest shareholders may appoint a representative to the Nomination Committee.

- 4.2 The Company will announce the composition of the Nomination Committee when it has been established. Any subsequent changes in the composition of the Nomination Committee will be announced by the Company.
- 4.3 Shareholders represented on the Nomination Committee may replace their representative by notifying the chairman of the Nomination Committee accordingly.
- 4.4 If a shareholder represented on the Nomination Committee ceases to be a shareholder before 1 January, the representative of such shareholder must retire from the Nomination Committee. The chairman of the Nomination Committee will request that the largest registered shareholder according to the register of owners at the time in question, who is not already represented, appoint a representative. The procedure set out in clause 4.1, third sentence, applies.
- 4.5 If a shareholder represented on the Nomination Committee ceases to be a shareholder after 1 January, the representative of such shareholder must retire from the Nomination Committee. The Nomination Committee will subsequently finalise its work with the remaining shareholder representatives.
- 4.6 If a shareholder representative retires from the Nomination Committee before 1 January for any reason other than that stated in clause 4.4, and if the shareholder represented does not wish to appoint a new representative, the procedure set out in clause 4.4 applies correspondingly. If in such a situation a shareholder representative retires after 1 January, the Nomination Committee will finalise its work with the remaining shareholder representatives.
- 4.7 If a member of the Nomination Committee retires, such member shall return all written material received as part of the Nomination Committee work.

5. MEETINGS ETC.

- 5.1 The Nomination Committee will hold at least two annual meetings. The first meeting shall be held by the end of October. The chairman sets the time and place of meetings. The chairman may call a meeting of the Nomination Committee when he so wishes. The chairman shall call a meeting when so requested by a member of the Nomination Committee.
- 5.2 Meetings shall be convened by at least seven days' notice.
- 5.3 The chairman of the Nomination Committee shall arrange for a minute book to be kept by a person appointed by the Nomination Committee, which book must contain information on attendants at the individual meetings, minutes of the proceedings of meetings and resolutions passed.

6. CONFIDENTIALITY

- 6.1 Members of the Nomination Committee are subject to a duty of confidentiality according to the same rules as those applying to members of the Board of Directors. Further, members of the Nomination Committee are required to make themselves familiar with and comply with the Company's internal rules to ensure compliance with the Danish Securities Trading Act and the Market Abuse Regulation.

7. REMUNERATION AND OTHER EXPENSES

- 7.1 Shareholder representatives on the Nomination Committee will not be remunerated, and expenses incurred in connection with their participation in meetings will not be reimbursed.
- 7.2 The Company will reimburse any reasonable recruitment agency expenses of the Nomination Committee and any other reasonable expenses required for the performance of the Nomination Committee's duties.

Adopted at an extraordinary general meeting on 20 May 2016