



# Annual General Meeting of Ørsted A/S

Monday, 2 March

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### Annual General Meeting of Ørsted A/S

The Board of Directors hereby convenes the Annual General Meeting of Ørsted A/S, CVR No. 36 21 37 28, (the 'Company') to be held on

**Monday, 2 March 2020 at 10:00 (CET)**

at Tivoli Hotel & Congress Center, Arni Magnussons Gade 2, DK-1577 Copenhagen V, Denmark.

#### The agenda is as follows:

1. The Board of Directors' report on the activities of the Company and its subsidiaries during the period from 1 January until 31 December 2019.
2. Presentation of the audited annual report for approval.
3. Presentation of the remuneration report for advisory vote.
4. Proposal to discharge the Board of Directors and the Executive Board from their liabilities.
5. Proposal for the appropriation of the profit according to the approved annual report.
6. Proposal, if any, from the Board of Directors for an authorisation to acquire treasury shares.
7. Proposals from the Board of Directors.
  - 7.1 Amendment of the Remuneration Policy for the Board of Directors and the Executive Board.
  - 7.2 Amendment of Article 7.3 of the Articles of Association.
  - 7.3 Grant of authorisation.
8. Any proposals from the shareholders.
9. Election of the Chairman and Deputy Chairman of the Board of Directors and election of the other members of the Board of Directors.
  - 9.1 Election of the Chairman.
  - 9.2 Election of the Deputy Chairman.
  - 9.3 Election of the other members of the Board of Directors.
10. Determination of the remuneration payable to the Board of Directors for the financial year 2020.
11. Election of the auditor.
12. Any other business.

The complete proposals have been included below:

#### **Re item 2 Presentation of the audited annual report for approval**

The Board of Directors proposes that the audited annual report for 2019 be adopted.

The net profit for the year for the Company (parent company) was DKK 3,563 million (Danish Financial Statements Act). The net profit for the year for the Ørsted group was DKK 7,235 million (IFRS) and DKK 6,044 million (Business Performance).

#### **Re item 3 Presentation of the remuneration report for advisory vote**

A remuneration report for 2019 has been prepared in accordance with Section 139b of the Danish Companies Act. The Board of Directors proposes that the remuneration report for 2019 be adopted.

#### **Re item 4 Proposal to discharge the Board of Directors and the Executive Board from their liabilities**

The Board of Directors proposes that the members of the Board of Directors and the Executive Board be discharged from their liabilities.

#### **Re item 5 Proposal for the appropriation of the profit according to the approved annual report**

The Board of Directors proposes payment of a dividend of DKK 10.5 per share of nominally DKK 10 corresponding to a total aggregate dividend of DKK 4,414 million for the financial year 2019.

#### **Re item 6 Proposal, if any, from the Board of Directors for an authorisation to acquire treasury shares**

There is no proposal from the Board of Directors for an authorisation to acquire treasury shares.

#### **Re item 7 Proposals from the Board of Directors**

##### **Re item 7.1 Amendment of the Remuneration Policy for the Board of Directors and the Executive Board**

The newly implemented Sections 139 and 139a of the Danish Companies Act set out new requirements for remuneration policies covering the board of directors and the executive board. Consequently, the Company's current remuneration policy for the Board of Directors and the Executive Board should be amended to ensure compliance with these new requirements.

The Board of Directors proposes that the draft amended Remuneration Policy for the Board of Directors and the Executive Board, attached as **Appendix A** to this notice of the Annual General Meeting, be approved.

##### **Re item 7.2 Amendment of Article 7.3 of the Articles of Association**

The Board of Directors proposes that Article 7.3 of the Articles of Association be amended to read as follows:

*"The agenda of the annual general meeting must comprise the following items:*

- 1. A report from the Board of Directors on the activities of the Company and its subsidiaries during the past year.*
- 2. A presentation of the audited annual report for approval.*
- 3. A presentation of the remuneration report for advisory vote.*
- 4. A proposal to discharge the Board of Directors and the Executive Board from their liabilities.*
- 5. A proposal for the appropriation of the profit or for the treatment of the loss according to the approved annual report.*
- 6. A proposal, if any, from the Board of Directors for authorisation to acquire treasury shares.*

7. Any other proposals from the Board of Directors or the shareholders.
8. Election of chairman and deputy chairman of the Board of Directors, and election of other members of the Board of Directors.
9. Determination of the remuneration of the Board of Directors for the financial year in which the general meeting is held.
10. Election of auditor.
11. Any other business.”

The new item 3 in Article 7.3 of the Articles of Association is proposed to ensure compliance with the new Section 139b of the Danish Companies Act concerning preparation of an annual remuneration report. A redline version of the proposed amended Articles of Association is enclosed as **Appendix B** to this notice of the Annual General Meeting.

#### **Re item 7.3 Grant of authorisation**

Subject to the general meeting’s adoption of item 7.2, the Board of Directors proposes that Anders Zoëga Hansen, Head of Legal at Ørsted, be authorised (with full right of substitution) to file the general meeting’s resolution to amend the Articles of Association with the Danish Business Authority (in Danish ‘Erhvervsstyrelsen’) and to make such amendments or additions to the adopted amendments and/or the notification to be filed with the Danish Business Authority as might be requested by the Danish Business Authority or any other public authority as a condition for registration or approval.

#### **Re item 8 Any proposals from the Shareholders**

No shareholder proposals have been received.

#### **Re item 9 Election of the Chairman and Deputy Chairman of the Board of Directors and election of the other members of the Board of Directors**

All members of the Board of Directors elected by the general meeting are up for election.

##### **Re item 9.1 Election of the Chairman**

The Board of Directors proposes that Thomas Thune Andersen be re-elected Chairman of the Board of Directors.

##### **Re item 9.2 Election of the Deputy Chairman**

The Board of Directors proposes that Lene Skole be re-elected Deputy Chairman of the Board of Directors.

##### **Re item 9.3 Election of the other members of the Board of Directors**

The Board of Directors proposes re-election of the following members of the Board of Directors: Lynda Armstrong, Jørgen Kildahl, Peter Korsholm and Dieter Wemmer.

Information about the nominated candidates’ other executive positions, independence, experience and special skills is attached to this notice of the Annual General Meeting as **Appendix C**.

#### **Re item 10 Determination of the remuneration payable to the Board of Directors for the financial year 2020**

The Board of Directors proposes that the remuneration for the Board of Directors for the financial year 2020 remains unchanged compared to the remuneration for 2019, i.e. that the proposed remuneration be as follows:

<b>The Board of Directors</b>	<b>DKK</b>
Chairman of the Board of Directors	977,280
Deputy Chairman of the Board of Directors	651,520
Other members of the Board of Directors	325,760
Chairman of the Nomination & Remuneration Committee	130,304
Other members of the Nomination & Remuneration Committee	81,440
Chairman of the Audit & Risk Committee	195,456
Other members of the Audit & Risk Committee	97,728

No remuneration is paid to alternate members of the Board of Directors.

#### **Re item 11 Election of auditor**

Pursuant to Article 14.1 of the Articles of Association, the annual report of the Company shall be audited by one or two state-authorized public accounting firms. Accounting firms are elected for terms of one year.

During the autumn of 2019, the Company completed a tender process regarding audit services. Based on an evaluation of the proposals received during the tender process as well as meetings with the participating audit firms, two candidates were selected, and the Audit & Risk Committee decided to recommend to the Board of Directors that PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab ('PwC') was re-elected as auditor. The Audit & Risk Committee found that PwC best addressed and fulfilled the award criteria for the tender process and further possesses the qualifications and competencies required to fulfil the role as the Company's auditor.

In accordance with the recommendation from the Audit & Risk Committee, the Board of Directors proposes that PwC be re-elected as auditor of the Company. The Audit & Risk Committee has been free from influence by a third party and has not been imposed upon it any contract entered into with a third party restricting the choice by the general meeting to certain auditors or audit firms.

**Gentofte, 7 February 2020**

**On behalf of the Board of Directors**

**Thomas Thune Andersen  
Chairman of the Board of Directors**

## Other information

### Practical information

Shareholders can reach Tivoli Hotel & Congress Center either by car or train. There is a limited number of parking spaces in the car park under Tivoli Hotel & Congress Center. The entrance to the car park is from Kristian Erslevs Gade. Please note that the Company does not refund parking charges.

On the day of the general meeting, the registration for participation will open at 9:00 (CET).

Breakfast with coffee and tea will be served from 9:00 (CET) until the general meeting starts at 10:00 (CET). Food and beverages will only be served prior to the general meeting.

### Adoption requirements

Adoption of the proposal in item 7.2 to amend the Articles of Association of the Company requires that at least 50% of the share capital is represented at the general meeting and that the resolution is passed by at least two-thirds of the votes cast as well as of the share capital represented at the general meeting, cf. Article 9.2 of the Articles of Association. The remaining proposals can be adopted by a simple majority of votes.

### Share capital and voting rights

The Company's aggregate share capital is DKK 4,203,810,800 divided into shares of DKK 10 each or multiples thereof. Each share amount of nominal DKK 10 carries one vote.

### Date of registration, attendance and voting rights

Shareholders holding shares in the Company one week before the date of the general meeting (the date of registration) are entitled to attend and vote at the general meeting, including voting by submitting a proxy or postal votes.

The date of registration is **Monday, 24 February 2020**. At the end of the date of registration, the shareholding and voting rights are determined based on the ownership recorded in the shareholders' register and any notice of

ownership received by the Company for the purpose of recording in the register of shareholders.

Furthermore, attendance at the general meeting is subject to the shareholder having timely requested an admission card as described below.

### Admission card

The general meeting will be conducted by physical presence. Shareholders wishing to attend the general meeting must request an admission card for the shareholders themselves or any proxy and for any attending advisor.

### Admission card may be requested:

- electronically via the Company's Shareholder Portal on the Company's website [www.orsted.com](http://www.orsted.com), no later than **Thursday, 27 February 2020 at 23:59 (CET)**, or
- by returning the registration form, completed, dated and signed, by ordinary mail to **Computershare A/S, Lottenborgvej 26 D, DK-2800 Kgs. Lyngby, Denmark**, or by fax **(+45) 4546 0998** or by emailing a scanned version to [gf@computershare.dk](mailto:gf@computershare.dk). The registration form must reach Computershare A/S no later than **Thursday, 27 February 2020 at 23:59 (CET)**. The registration form can be downloaded from the Company's website, [www.orsted.com](http://www.orsted.com), or
- by contacting **Computershare A/S by telephone, (+ 45) 4546 0997** (weekdays between 9:00 (CET) and 15:00 (CET)), no later than **Thursday, 27 February 2020**, or by email [gf@computershare.dk](mailto:gf@computershare.dk), no later than **Thursday, 27 February 2020 at 23:59 (CET)**.

Digital admission cards will be sent via e-mail to the address provided by the shareholders and registered in the Shareholder Portal at the time of the admission card request.

Please bring an electronic or printed copy of the digital admission card to the general meeting. If no email address is registered or the admission card is lost or not brought to the general meeting, an admission card may be requested

at the general meeting, provided that appropriate proof of identification is presented. This is subject to the shareholder having requested an admission card no later than **Thursday, 27 February 2020 at 23:59 (CET)**.

Voting cards will not be provided by postal service in advance of the general meeting but will be handed out upon access to the general meeting.

#### Proxy and postal votes

Shareholders who are unable to attend the general meeting may vote by proxy or by postal votes.

The shareholder may choose to grant a proxy to a named third party appointed by the shareholder, alternatively to the Chairman of the Board of Directors of the Company. Please note that a proxy must be in writing and dated.

If a shareholder grants a proxy to the Chairman of the Board of Directors of the Company, the votes of such shareholder will be cast in accordance with the recommendations of the Board of Directors. Proxy instructions may also be given to the Chairman of the Board of Directors of the Company by indicating how the shareholder wishes the votes to be cast.

#### Proxy may be granted:

- electronically via the Company's Shareholder Portal on the Company's website [www.orsted.com](http://www.orsted.com), no later than **Thursday, 27 February 2020 at 23:59 (CET)**, or
- by returning the proxy form, completed, dated and signed, by ordinary mail to **Computershare A/S, Lottenborgvej 26 D, DK-2800 Kgs. Lyngby, Denmark**, or by fax **(+45) 4546 0998** or by emailing a scanned version to [gf@computershare.dk](mailto:gf@computershare.dk). The proxy form must reach Computershare A/S no later than **Thursday, 27 February 2020 at 23:59 (CET)**. The proxy form may be downloaded from the Company's website, [www.orsted.com](http://www.orsted.com).

If a shareholder wishes to grant a proxy to a third party, please note that an admission card

must be requested for him or her (see above regarding 'Admission cards').

Prior to the general meeting, submitted proxy forms may be revoked at any time by written notice to **Computershare A/S, Lottenborgvej 26 D, DK-2800 Kgs. Lyngby, Denmark**, or by email to [gf@computershare.dk](mailto:gf@computershare.dk).

It is also possible to vote by postal votes. Please note that it is not possible both to grant a proxy and vote by postal vote. Please also note that postal votes cannot be revoked once submitted.

#### Postal votes may be submitted:

- electronically via the Company's Shareholder Portal on the Company's website [www.orsted.com](http://www.orsted.com), no later than **Friday, 28 February 2020 at 12:00 (CET)**, or
- by returning the form for postal votes, completed, dated and signed, by ordinary mail to **Computershare A/S, Lottenborgvej 26 D, DK-2800 Kgs. Lyngby, Denmark**, or by fax **(+45) 4546 0998** or by emailing a scanned version to [gf@computershare.dk](mailto:gf@computershare.dk). The postal votes must reach Computershare A/S no later than **Friday, 28 February 2020 at 12:00 (CET)**. The form for postal votes may be downloaded from the Company's website, [www.orsted.com](http://www.orsted.com).

Postal votes must specify the shareholder's full name and security account number. If the shareholder is a legal person, the postal votes must also specify the shareholder's Central Business Register (CVR) No. (Danish legal persons) or other similar identification number (foreign legal persons).

#### Questions from the shareholders

Within the three months immediately preceding the date of any general meeting, any shareholder may submit questions in writing to the Company's management about matters of significance to the assessment of the annual report and the general position of the Company or of significance to any proposed resolution submitted to the general meeting.

Such questions must be submitted by email to [generalmeetings@orsted.dk](mailto:generalmeetings@orsted.dk) or by ordinary mail to the Company, **Ørsted A/S, Nesa Allé 1, DK-**

**2820 Gentofte, Denmark, attn. Allan Bødskov Andersen, Head of Investor Relations.**

Furthermore, at the general meeting, shareholders may ask questions to the Company's management and auditor regarding the above-mentioned matters.

#### **Payment of dividends**

If the general meeting approves the Board of Directors' proposal under item 5, dividends are expected to be available in the shareholders' cash accounts on Thursday, 5 March 2020 via VP Securities A/S after deduction of Danish dividend tax, if any.

Please see the Annual Report for 2019, page(s) 15, 64, 129 and 171, for further information regarding dividends.

#### **Webcast**

The general meeting will not be webcasted.

#### **Language**

The general meeting will be conducted in Danish.

#### **Technical assistance**

Questions regarding registration of attendance at the general meeting or the use of the Company's Shareholder Portal may be directed to **Computershare A/S by telephone (+45) 4546 0997** (weekdays at 09:00 (CET) to 15:00 (CET)).

#### **Available documents**

Until and including the date of the general meeting, the following documents are available on the Company's website, [www.orssted.com](http://www.orssted.com):

- 1) The notice of the general meeting, including the agenda and the complete proposals with Appendices A, B and C.
- 2) The aggregate number of shares and voting rights at the date of the notice.
- 3) The audited Annual Report for 2019.
- 4) The summary of the audited Annual Report for 2019.
- 5) The remuneration report for 2019.
- 6) Proxy and postal votes forms.
- 7) Registration form (admission card) for the general meeting.

#### **Personal data protection**

Please refer to the Ørsted's policy regarding processing of personal data in connection with the annual general meeting available on the Company's website, [www.orssted.com](http://www.orssted.com) and the Shareholder Portal.

#### **Members of the press**

Members of the press are required to register at the information desk. Only registered members of the press are permitted to take pictures etc.

#### **Electronic communication**

Ørsted uses electronic media to communicate with its shareholders. Shareholders shall ensure that they register their email address in Ørsted's Shareholder Portal in order for them to receive notices of general meetings by email from Ørsted. The Shareholder Portal is available at [www.orssted.com](http://www.orssted.com).





# REMUNERATION POLICY FOR THE BOARD OF DIRECTORS AND THE EXECUTIVE BOARD OF ØRSTED A/S

## 1. Purpose and remuneration principles

This Remuneration Policy describes the principles for remuneration of the Board of Directors and the Executive Board of Ørsted A/S (the Company). The Executive Board means the executive officers registered with the Danish Business Authority as executive officers of the Company.

The overall objective of this Remuneration Policy is to support the Ørsted Group’s strategy, long-term interests and sustainability. To attain this objective, the policy is designed to attract and retain qualified members of the Board of Directors and the Executive Board, and to guide the priorities of the Executive Board as described further in the relevant sections.

## 2. The Board of Directors

### 2.1 General comments

The remuneration for the Board of Directors should be competitive, but not market-leading, compared to the remuneration paid in other major Danish listed companies with international activities.

### 2.2 Fixed annual remuneration

Each member of the Board of Directors will receive a fixed annual base fee while the Chairman and the Deputy Chairman will receive a multiple thereof as set out below.

Board of Directors	
Ordinary members	1 time fixed annual base fee
Deputy Chairman	2 times fixed annual base fee
Chairman	3 times fixed annual base fee

Each member of the Audit & Risk Committee and the Nomination & Remuneration Committee will receive an additional fixed annual fee as set out below.

<b>Audit &amp; Risk Committee</b>	
Chairman	0.60 times fixed annual base fee
Ordinary members	0.30 times fixed annual base fee

<b>Nomination &amp; Remuneration Committee</b>	
Chairman	0.40 times fixed annual base fee
Ordinary members	0.25 times fixed annual base fee

### **2.3 Incentive-based remuneration**

The remuneration of the Board of Directors does not include any incentive-based remuneration.

## **3. The Executive Board**

### **3.1 General comments**

The remuneration for the Executive Board should be competitive, but not market-leading, compared to the remuneration paid in other major Danish listed companies with international activities.

The remuneration consists of (i) a fixed base salary, (ii) a cash-based short-term incentive scheme, (iii) a share-based long-term incentive scheme and (iv) other benefits.

The members of the Executive Board will receive no remuneration for executive positions or directorships held in the Company's subsidiaries or associated companies.

The individual remuneration components are described in further detail below.

### **3.2 Fixed base salary**

The fixed base salary supports the Company's ability to attract and retain qualified executives due to the value of stable remuneration. The fixed base salary level will be considered by the Board of Directors when appointing new members of the Executive Board and annually thereafter.

### **3.3 Incentive-based remuneration**

#### **3.3.1 Cash-based short-term incentive scheme**

The short-term incentive scheme ('STI') for the Executive Board is a 12 months' variable cash-based incentive scheme which supports the Ørsted Group's strategy. The STI will be assessed, paid and renewed on an annual basis.

The STI consists of targets that are updated annually to reflect the Ørsted Group's strategy within three different performance areas:

- 1) The Ørsted Group's financial performance
- 2) The Ørsted Group's safety performance
- 3) The Executive Board members' individual business and leadership performance including environmental, social and governance (ESG) performance

Any payment under the STI is subject to the full or partial achievement of defined performance targets. The target bonus and maximum bonus under the STI amount to 15% and 30%, respectively, of the fixed base salary of the individual members of the Executive Board. Maximum bonus will only be paid in case of full achievement of all performance targets. Assessment of financial and safety performance is based on established accounting policy and methods whereas the assessment of individual business and leadership performance is based on a discretionary evaluation by the Board of Directors.

#### **3.3.2 Other cash-based short-term incentive schemes**

At the discretion of the Board of Directors, the individual member of the Executive Board may in very extraordinary circumstances be offered further cash incentive schemes of up to an additional 20% of the individual member's annual fixed base salary. Such cash schemes will be linked to specific performance targets.

### 3.3.3 Share-based long-term incentive scheme

The individual members of the Executive Board may participate in the Ørsted Share Programme ('ØSP'), which is a share-based long-term incentive scheme.

The aim of ØSP is to support the strategy, long-term interests and sustainability of the Ørsted Group by using total shareholder return ('TSR') in absolute value as well as TSR relative to peers in the energy industry as indicators of the Ørsted Group's performance. ØSP is a revolving programme where each member of the Executive Board may have up to three unvested grants at any given point in time, which supports a continued focus on the Ørsted Group's long-term interests and sustainability. The Ørsted Group's strategy is developed to drive shareholder value and is thereby also supported by the design of the share-based incentive scheme.

Under ØSP, the individual members of the Executive Board have the opportunity to be granted restricted performance share units ('PSUs') each year. Each PSU represents a right to receive one share in the Company upon vesting. The PSUs will vest after three years and at vesting the shares will be granted free of charge.

To avoid disproportionate willingness to take risk, participants in ØSP are required to invest in shares of the Company. The amount of shares that the individual member of the Executive Board is required to hold to participate in ØSP is determined in connection with each grant. The Chief Executive Officer must hold shares with a value equal to 75% of the Chief Executive Officer's annual fixed base salary, and other members of the Executive Board must hold shares with a value equal to 50% of the individual member's annual fixed base salary.

The members of the Executive Board need to fulfil at least 1/3 and 2/3 of the full shareholding requirement to be eligible for the first and second grant, respectively. Thereafter, the full shareholding requirement applies. If members of the Executive Board are prevented from buying shares in the market due to insider restrictions, the shareholding requirement is temporarily suspended until such restrictions no longer apply.

Conditional upon fulfilment of the shareholding requirement at the time of the grant of the PSUs, the individual member of the Executive Board will each year be granted a target number of PSUs representing a value of 20% of the individual member's annual fixed base salary at the time of the grant.

In case of any dividend payments from the Company before the granted PSUs have vested, each individual member of the Executive Board will be granted a number of PSUs ('Dividend PSUs') to compensate for such dividend payments. Dividend PSUs will be granted on the basis of the total number of PSUs held by each individual member of the Executive Board (including already granted Dividend PSUs). The Dividend PSUs will vest at the same time as the PSUs that they relate to.

At vesting, the number of shares to be granted to each member of the Executive Board will be determined based on the TSR of the Company compared to a number of other energy companies. The vesting factor will vary from 0% to maximum 200% of the number of PSUs granted, which means that the number of shares is capped at twice the number of PSUs and dividend PSUs granted which at the time of each initial grant corresponds to a cap of 40% of the fixed annual base salary for each individual member of the Executive Board. The Board of Directors may decide to settle the PSUs in cash.

If a member of the Executive Board leaves the Company as a "bad leaver" before the time of vesting, such member will forfeit the right to PSUs that have not vested at the termination date. If a member of the Executive Board leaves the Company as a "good leaver" before the time of vesting, such member will keep the right to PSUs already granted, which will vest in accordance with the programme.

### **3.3.4 Clawback**

The Executive Board's incentive-based remuneration is subject to clawback in the event that (i) the circumstances and data that the remuneration was based on are erroneous and (ii) the Executive Board member knew or should have known about this. The Executive Board member must in this event repay any amount of the incentive pay received in excess of the incentive pay calculated, applying the correct data.

Notwithstanding the foregoing, shares in the Company (or cash) received due to vesting of PSUs are under the detailed terms of the ØSP subject to clawback during the first six months after vesting of the PSU's whether or not condition (ii) above is fulfilled.

Furthermore, shares in the Company (or cash) received due to vesting of PSUs may under certain circumstances set out in the detailed terms of ØSP be subject to clawback after the first six months following vesting of the PSUs.

### **3.4 Pension**

Pension contribution to the members of the Executive Board is considered included in the fixed base salary. Each individual member of the Executive Board may decide to participate in the Company's country specific employer-operated pension scheme, which has been set up as a defined contribution scheme.

### **3.5 Benefits**

A number of common work-related benefits are available to the members of the Executive Board, including but not limited to company car, free telephone and other devices, domestic broadband access, relevant newspapers and business magazines and insurance schemes.

Dependants of members of the Executive Board, defined as cohabiting spouse/cohabitant registered at the same address of registered residence, alternatively children under the age of 25, are furthermore guaranteed 6 months' post-service salary in aggregate in the event that the member of the Executive Board dies during the employment.

### **3.6 Termination**

The Company is entitled to terminate the employment of a member of the Executive Board on 12 months' notice. Each member of the Executive Board is entitled to terminate the employment with the Company on 6 months' notice. As a general rule, the employment of the members of the Executive Board is not time-limited.

### 3.7 Severance pay

The individual members of the Executive Board are covered by a severance pay scheme providing payment of an amount equal to 12 months' fixed base salary in the event of dismissal by the Company without breach of contract by the relevant member of the Executive Board.

## 4. Alignment with general remuneration policy in the Ørsted Group

The remuneration of the Executive Board set out in the Remuneration Policy is aligned with the general remuneration policy applied to other employees in the Company and the Ørsted Group, who are not covered by the Remuneration Policy. Differences in remuneration occur across position types, position levels and geographies but are generally based on the principles below.

	<b>Employees in the Company and the Ørsted Group – remuneration set out in general remuneration policy</b>	<b>Executive Board of Ørsted A/S – remuneration set out in Remuneration Policy</b>
Remuneration level	Competitive but not market-leading	Competitive but not market-leading
Review of salary	Annually	Annually
Cash-based incentive scheme	Top ~10% in the Ørsted Group is enrolled as well as selected position types	Enrolled with potential upside moderately above broadly applied maximum for other eligible employees
Share-based incentive scheme	Top ~2% in the Ørsted Group is offered participation	Offered participation with potential upside moderately above broadly applied maximum for other eligible employees and significantly higher exposure to risk compared to other eligible employees

	<b>Employees in the Company and the Ørsted Group – remuneration set out in general remuneration policy</b>	<b>Executive Board of Ørsted A/S – remuneration set out in Remuneration Policy</b>
Pension	Pension contribution or equivalent offered	Included in fixed base salary
Benefits	<p>Top ~5% in the Ørsted Group is offered company car or car allowance</p> <p>+95% in the Ørsted Group is offered health insurance and minor benefits</p>	<p>Offered company car</p> <p>Offered health insurance and minor benefits</p>

## 5. Decision process

In accordance with the Articles of Association of the Company, the annual remuneration for the Board of Directors is to be approved at the annual general meeting of the Company each year under a separate agenda item. The approval covers the year in which the annual general meeting is held.

The Nomination & Remuneration Committee will make proposals for the remuneration of the Executive Board, which are subject to approval by the Board of Directors. This includes the annual review of fixed base salary, settlement of short-term incentive scheme for the preceding year and targets for short-term incentive scheme for the coming year. Further, the Nomination & Remuneration Committee reviews the peer group for ØSP and recommends changes, if any, to be approved by the Board of Directors.

The Remuneration Policy will be reviewed annually by the Nomination & Remuneration Committee. Any changes are to be approved by the Board of Directors and material changes shall also be approved by the general meeting of the Company. In any event, the Board of Directors shall at least every fourth year present the Remuneration Policy to the general meeting of the Company for approval.



The Board of Directors has implemented general procedures to avoid conflicts of interest on the Board of Directors or board committees.

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This Remuneration Policy has been prepared in accordance with Sections 139 and 139a of the Danish Companies Act and is available on [www.orsted.com](http://www.orsted.com).

This Remuneration Policy was approved at the annual general meeting of Ørsted A/S held on [2 March 2020]. At the general meeting, [...] valid votes of XX shares corresponding to [...]% of the total sharecapital were cast. Of the valid votes, [...] votes were for the approval of the Remuneration Policy and [...] votes were against the approval of the Remuneration Policy. [No/xx abstentions.]

### ARTICLES OF ASSOCIATION

AS LAST AMENDED ON ~~8-2~~ MARCH ~~2018~~2020

#### **1 Name**

- 1.1 The name of the Company is Ørsted A/S.
- 1.2 The Company also carries on business under the secondary names Orsted A/S, DONG Energy A/S and Dansk Olie og Naturgas A/S.

#### **2 Registered office and corporate language**

- 2.1 The registered office of the Company is in the Municipality of Fredericia.
- 2.2 The corporate language of the Company is English.

#### **3 Objects**

- 3.1 The objects of the Company are to carry on business in the energy sector and activities related thereto.

#### **4 Share capital and authorisations to increase the share capital**

- 4.1 The Company's share capital is DKK 4,203,810,800 divided into shares of DKK 10 each or multiples thereof.

#### **5 Shares and register of shareholders**

- 5.1 The shares of the Company shall be issued to named holders and shall be registered in the name of holder in the Company's register of shareholders.
- 5.2 The Company's shares are negotiable instruments. No restrictions apply to the transferability of the shares.
- 5.3 No shareholder shall be under an obligation to let its shares be redeemed in full or in part.
- 5.4 The shares are registered with VP Securities A/S, Central Business Register (CVR) No. 21 59 93 36, and therefore the Company shall not issue any physical share certificates. All rights attaching to the shares shall be notified to VP Securities A/S in accordance with the rules applicable to shares registered with VP Securities A/S. Any dividends may be paid through transfer to the accounts designated by the shareholders in compliance with the rules of VP Securities A/S in force from time to time.
- 5.5 The Company's register of shareholders is kept by Computershare A/S, Central Business Register (CVR) No. 27 08 88 99.

#### **6 General meetings, notice, time and place**

- 6.1 The general meeting has the supreme authority in all the Company's affairs.

- 6.2 General meetings are held as directed by the Board of Directors in the municipality of Fredericia or in the greater Copenhagen area.

- 6.3 An annual general meeting shall be held each year in due time for the audited and approved annual report to be received by the Danish Business Authority (*Erhvervsstyrelsen*) before the applicable time limit.

- 6.4 Extraordinary general meetings for the purpose of transacting specific business requested by the Board of Directors or one of the Company's auditors shall be convened within two weeks of such request. Furthermore, extraordinary general meetings for the purpose of transacting specific business shall be convened no later than two weeks after receipt of a written request submitted from a shareholder or shareholders holding at least five per cent of the share capital. The two week period shall run from the date of the Company's receipt of the shareholder's written request for the extraordinary general meeting.

- 6.5 General meetings shall be convened by the Board of Directors no later than three weeks and no earlier than five weeks prior to the general meeting by publishing a notice on the Company's website and, where requested, by e-mail to shareholders registered in the register of shareholders, see article 15.3.

#### **7 Agenda of annual general meeting; chairman of the meeting and minute book; extraordinary dividends**

- 7.1 No later than eight weeks before the date of the annual general meeting, the Board of Directors shall announce the scheduled date of the general meeting as well as the latest date for the submission of requests by shareholders to have specific issues included on the agenda. If a proposal for a specific agenda item is received no later than 6 weeks prior to the annual general meeting, the shareholder is entitled to have the proposed item included on the agenda for the annual general meeting in question.

- 7.2 For a continuous period of three weeks beginning no later than three weeks before the date of any general meeting (including the date of the meeting), the Company shall make the following information available to the shareholders on the Company's website:

1. The notice convening the general meeting.
2. The aggregate number of shares and voting rights at the date of the notice.

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3. The documents to be submitted to the general meeting, including, in the case of the annual general meeting, the audited annual report.
  4. The agenda of the general meeting and the full text of any proposal to be submitted to the general meeting.
  5. Proxy and postal voting forms, if applicable, unless such forms are sent directly to the shareholders.
- 7.3 The agenda of the annual general meeting must comprise the following items:
1. A report from the Board of Directors on the activities of the Company and its subsidiaries during the past year.
  2. A presentation of the audited annual report for approval.
  3. [A presentation of the remuneration report for advisory vote.](#)
  4. A proposal to discharge the Board of Directors and the Executive Board from their liabilities.
  5. A proposal for the appropriation of the profit or for the treatment of the loss according to the approved annual report.
  6. A proposal, if any, from the Board of Directors for authorisation to acquire treasury shares.
  7. Any other proposals from the Board of Directors or the shareholders.
  8. Election of chairman and deputy chairman of the Board of Directors, and election of other members of the Board of Directors.
  9. Determination of the remuneration of the Board of Directors for the financial year in which the general meeting is held.
  10. Election of auditor.
  11. Any other business.
- 7.4 General meetings are presided over by a chairman who is appointed by the Board of Directors and who ensures that the general meeting is held in a responsible and appropriate manner. The chairman decides all matters concerning the proceedings at the meeting, the voting and the results thereof.
- 7.5 Minutes of the proceedings at general meetings are recorded in a minute book signed by the chairman of the meeting and the chairman of the Board of Directors.
- 7.6 The Board of Directors is authorised to resolve to distribute extraordinary dividends. The authorisation of the Board of Directors is not limited (by an amount or otherwise) except as set out in the Danish Companies Act.
- 7.7 The general meeting has adopted a remuneration policy for the Company's Board of Directors and Executive Board. The remuneration policy is available on the Company's website.
- 8 Attendance and voting rights at general meetings**
- 8.1 Shareholders may attend general meetings in person or by proxy and may in both cases be accompanied by an adviser. Proxies may exercise voting rights on behalf of shareholders subject to presenting a written and dated instrument of proxy. The Company shall make a written or electronic proxy form available to all shareholders entitled to vote at general meetings.
- 8.2 Shareholders' rights to attend and vote at general meetings shall be determined on the basis of the shares held by the shareholders on the date of registration. The date of registration shall be one week before the date of the general meeting.
- 8.3 Shareholders shall notify the Company of their attendance or their proxy's attendance at any general meeting no later than three days before the date of the meeting. This requirement shall also apply to any adviser. The Company shall issue admission cards to shareholders and others entitled to attend the general meeting. The admission cards may be sent from the Company by e-mail.
- 8.4 Shareholders may vote by post. Postal votes shall reach the Company no later than 12.00 am on the last business day before the general meeting. For purposes of identification of individual shareholders exercising their right to vote by post, postal votes shall specify the shareholder's full name and security account number. If the shareholder is a legal person, the shareholder's Central Business Register (CVR) No. or other similar identification number shall also be clearly set out on the postal vote.
- 8.5 Within the three months immediately preceding the date of any general meeting, any shareholder may submit questions in writing to the Company's management about matters of significance to the assessment of the annual report and the general position of the Company or of significance to any proposed resolution to be submitted to the general meeting.
- 8.6 Each share amount of a nominal value of DKK 10 carries one vote.

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8.7 Members of the press are entitled to attend general meetings.

**9 Resolutions passed at general meetings, majority of votes and quorum**

9.1 Resolutions at general meetings shall be passed by a simple majority of votes unless otherwise stipulated by legislation or by these Articles of Association.

9.2 Resolutions to amend the Articles of Association or to dissolve the Company require that at least 50 % of the share capital is represented at the general meeting and that the resolution is passed by at least two-thirds of the votes cast as well as of the share capital represented at the general meeting unless otherwise stipulated by legislation or by these Articles of Association. If the above-mentioned share capital is not represented at the general meeting in question but at least two-thirds of the votes cast as well as of the share capital represented at the general meeting have adopted the resolution, the Board of Directors shall call a new general meeting within two weeks, at which meeting the proposed resolution may be adopted by two-thirds of both the votes cast and the share capital represented, irrespective of the proportion of share capital represented. However, article 9.2 shall not apply to amendments to the Articles of Association covered by section 106(2) of the Danish Companies Act.

9.3 In the event that a new general meeting is called due to a lack of quorum at the first general meeting, proxies to attend the first general meeting are also valid for the second general meeting unless revoked in writing to the extent that the agenda for the second general meeting reflects the agenda of the first general meeting.

**10 Board of directors**

10.1 The Board of Directors and the Executive Board are responsible for managing the Company's affairs.

10.2 The Company's Board of Directors consists of six to eight members elected by the shareholders at a general meeting and any additional number of members elected by the employees according to legislation. Alternates for the employee representatives are elected according to legislation. All members of the Board of Directors elected by the general meeting shall hold office until the next annual general meeting and are eligible for re-election.

10.3 The general meeting shall elect a chairman and a deputy chairman of the Board of Directors who shall hold office until the next annual general meeting. Members of the Executive Board cannot be elected chairman or deputy chairman.

10.4 All resolutions of the Board of Directors are passed by a simple majority of votes. In the event of an equality of votes, the chairman, or in his absence, the deputy chairman, has the casting vote.

10.5 The Board of Directors forms a quorum when a majority of its members are represented. Board members may be represented by proxy granted to another Board member or, in respect of an employee representative by an alternate, in each case as set out in the Danish Companies Act.

10.6 The Board of Directors adopts its own Rules of Procedure.

10.7 Minutes of the proceedings of the meetings of the Board of Directors are recorded in a minute book to be signed by all members of the Board of Directors attending the meeting.

10.8 The long-form audit report shall be submitted at each board meeting. Each entry in the long-form audit report shall be signed by all members of the Board of Directors.

10.9 The Board of Directors represented by its chairman may, as long as the Danish State (represented by the Ministry of Finance) is the Company's majority shareholder, disclose confidential information to the Danish State (represented by the Ministry of Finance), always provided that such disclosure is in compliance with applicable law.

10.10 The remuneration of the members of the Board of Directors is determined by the general meeting.

**11 Executive board**

11.1 The Board of Directors appoints an Executive Board consisting of one or more persons, including a chief executive officer, to manage the day-to-day operations of the Company. The terms of employment of the members of the Executive Board are determined by the Board of Directors.

**12 Powers to bind the company**

12.1 The Company is bound by the joint signatures of (i) the chairman of the Board of Directors and the deputy chairman, (ii) the chairman of the Board of

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Directors and a member of the Executive Board, (iii) the chairman of the Board of Directors and two other members of the Board of Directors, (iv) the deputy chairman of the Board of Directors and a member of the Executive Board, (v) the deputy chairman of the Board of Directors and two other members of the Board of Directors, or (vi) two members of the Executive Board.

**13 Natural gas infrastructure and oil pipe facilities**

13.1 Any transfer of title to or imposition of liens on, or provision of any other form of security in the natural gas infrastructure and/or the oil pipe facilities listed in Appendix 1 hereto and owned by the Company or legal persons controlled by the Company may only be made to the Danish State or legal persons controlled by the Danish State.

13.2 Notwithstanding article 13.1, the Board of Directors may resolve to transfer the natural gas infrastructure and/or the oil pipe facilities listed in Appendix 1 to a subsidiary wholly owned by the Company. In the event that such subsidiary ceases to be wholly owned by the Company, the Board of Directors shall ensure that the natural gas infrastructure and/or the oil pipe facilities in question be transferred back to the Company or to another subsidiary wholly owned by the Company.

**14 Audit, financial year and language of financial reporting**

14.1 The annual report of the Company shall be audited by one or two state-authorized public accounting firms. Accounting firms are elected for terms of one year. Retiring accounting firms are eligible for re-election.

14.2 The Company's financial year is the calendar year.

14.3 The Company's annual report and interim reports are prepared and presented in English.

**15 Electronic communication**

15.1 All communication from the Company to each individual shareholder shall take place by electronic means by e-mail or through the website of the Company, [www.orsted.com](http://www.orsted.com) and general notices shall be accessible to the shareholders on the website of the Company, unless otherwise provided for by law. The Company may at any time elect in a specific instance to communicate with the shareholders by way of ordinary mail.

15.2 The Company may request its registered shareholders to provide an electronic address to which notices, etc. may be sent. The shareholders shall be responsible for ensuring that the Company has the correct electronic address.

15.3 Notice of annual and extraordinary general meetings, including the agenda, the complete proposals, annual reports, admission cards, proxy forms, postal vote forms, and subscription lists, may be sent by the Company to the shareholders via e-mail. Except for admission cards to general meetings, information and documents will also be available on the Company's website.

15.4 Information on the requirements for the systems used and the procedures for electronic communication will be available on the Company's website [www.orsted.com](http://www.orsted.com).

Adopted at the annual general meeting on ~~8-2~~ March 20~~2018~~

**Appendix 1 to the Articles of Association of Ørsted A/S**

## Natural Gas Infrastructure and Oil Pipe Facilities

The natural gas infrastructure and the oil pipe facilities covered by article 13.1 of the Articles of Association are the following natural gas infrastructure and oil pipe facilities owned by the Company and legal persons controlled by the Company:

- (i) The offshore pipeline from the Tyra platform to Nybro;
- (ii) The offshore pipeline from the Syd Arne platform to Nybro;
- (iii) The offshore pipeline between the Tyra platform and the Harald platform;
- (iv) The gas terminal at Nybro;
- (v) The oil pipeline facility, including booster and valve stations, crude oil terminal and other facilities for transport of crude oil and condensate from the North Sea, comprised by permission dated 30 April 1984, and the related stabilization plant for stabilization of crude oil comprised by permission dated 27 July 2011;

and all such assets and rights, including working capital, employees and contracts, as are required for the operation of the natural gas infrastructure and the oil pipe facilities and any obligations related thereto. Agreements on purchase and sale of natural gas or oil are not covered by the term "Natural Gas Infrastructure and Oil Pipe Facilities."

Any extensions to or modifications of the said natural gas infrastructure and/or oil pipe facilities are also natural gas infrastructure and oil pipe facilities covered by article 13 of the Articles of Association.

In the event that the assets, rights and obligations referred to above are spun off and separated into one or more subsidiaries wholly owned by the Company, the transfer of the natural gas infrastructure and/or the oil pipe facilities may, subject to the consent of the Danish State, be made in the form of share transfers. The Danish State will not unreasonably withhold its consent.

## Appendix C - Candidates for the Board of Directors



### Thomas Thune Andersen

Chairman of the Board of Directors since 2014

Born 1955

Independent

Chairman of the Nomination & Remuneration Committee

Extensive global managerial experience from leading positions in A.P. Møller-Mærsk and non-executive directorships in listed and privately held companies within the energy and other sectors.

#### **Executive functions in other enterprises - apart from the Company's wholly-owned subsidiaries**

Chairman of the board of directors: Lloyds Register Group and Lloyds Register Foundation

Deputy chairman of the board of directors: VKR Holding A/S

Member of the board of directors: Arcon-Sunmark A/S, BW Group Ltd and IMI plc.

Board committees: Remuneration Committee of Lloyds Register Group, Nomination Committee of Lloyds Register Foundation, Nomination Committee and Remuneration Committee of IMI plc, Nomination Committee of VKR Holding A/S.

Member of the Danish Committee on Corporate Governance

#### **Special competences**

General management, safety management, risk management, project management, stakeholder management and ESG.



### Lene Skole

Deputy Chairman of the Board of Directors since 2015

Born 1959

Independent

Member of the Nomination & Remuneration Committee

Highly experienced with managing listed companies from her previous position as CFO of Coloplast and current position as CEO of Lundbeckfonden where she serves as a non-executive director of the portfolio companies of Lundbeckfonden.

#### **Executive functions in other enterprises - apart from the Company's wholly-owned subsidiaries**

CEO: Lundbeckfonden and Lundbeckfond Invest A/S

Chairman of the board of directors: LFI Equity A/S

Deputy chairman of the board of directors: ALK-Abelló A/S, H. Lundbeck A/S and Falck A/S

Member of the board of directors: Tryg A/S and Tryg Forsikring A/S

Board committees: Audit & Risk Committee of Tryg A/S, Remuneration Committee of Falck A/S, Audit, Nomination and Scientific Committee of ALK-Abelló A/S, Remuneration and Scientific Committee of H. Lundbeck A/S

#### **Special competences**

General management, financial management, risk management, stakeholder management, human resources management, investor and capital markets relationships, and ESG.



### Lynda Armstrong

Member of the Board of Directors since 2015  
Born 1950  
Independent  
Member of the Nomination & Remuneration Committee

Strong global managerial experience from more than 30 years in leading positions in Shell, including as VP in Shell International, and from non-executive directorships in international companies and large organizations.

#### **Executive functions in other enterprises - apart from the Company's wholly-owned subsidiaries**

Chairman of the board of directors: The Engineering Construction Industry Training Board (ECITB)  
Non-executive director: KAZ Minerals plc.  
Board committees: Chairman of the Remuneration Committee, member of the HSE Committee and the Project Assurance Committee of KAZ Minerals Plc.

#### **Special competences**

General management, safety management, risk management, project management, stakeholder management, human resources management and ESG.



### Jørgen Kildahl

Member of the Board of Directors since 2018  
Born 1963  
Independent  
Member of the Audit & Risk Committee

Strong international background in renewable energy and a profound knowledge of how the energy ecosystems work from positions as EVP of Statkraft and member of the board of management of E.ON.

#### **Executive functions in other enterprises - apart from the Company's wholly-owned subsidiaries**

Chairman of the board of directors Nysäter Wind AB  
Deputy chairman of the board of directors: Telenor ASA  
Member of the board of directors: Höegh LNG Holdings Ltd and Alpiq AG  
Board committees: Audit & Risk Committee, Sustainability & Compliance Committee of Telenor ASA, Audit Committee of Höegh LNG Holdings Ltd and Strategy Committee of Alpiq AG.  
Other: Senior Advisor of Credit Suisse Energy Infrastructure Partners

#### **Special competences**

General management, safety management, risk management, project management, stakeholder management, IT, technology and digitalization, investor and capital markets relationships, and ESG.





### Peter Korsholm

Member of the Board of Directors since 2017  
 Born 1971  
 Independent  
 Member of the Audit & Risk Committee

Extensive M&A experience from his time as partner and head of EQT Partners Denmark and private investments. Also experience with financial reporting, risk management and capital markets from CFO position at AAK AB.

#### **Executive positions in other enterprises – apart from the Company’s wholly-owned subsidiaries**

CEO: DSVM Invest A/S, DSV Miljø Group A/S, Day et Invest ApS, Togu ApS, Ejendomsselskabet Nordre Fasanvej ApS and Totalleverancer Sverige AB  
 Chairman of the board of directors: Nymølle Stenindustrier A/S, GDL Transport Holding AB, Totalleverancer Sverige AB, Lion Danmark I ApS and four wholly-owned subsidiaries of Lion Danmark I ApS (Lomax Group)  
 Member of the board of directors: DSVM Invest A/S and four wholly-owned subsidiaries of DSVM Invest A/S, A/S United Shipping and Trading Company and three wholly-owned subsidiaries of A/S United Shipping and Trading Company, DANX Holding I ApS and three wholly-owned subsidiaries of DANX Holding I ApS  
 Chairman of the Investment Committee: Zoscales Partners.

#### **Special competences**

General management, financial management, risk management, stakeholder management, investor and capital markets relationships, and ESG.



### Dieter Wemmer

Member of the Board of Directors since 2018  
 Born 1957  
 Independent  
 Member of the Audit & Risk Committee

Highly experienced within capital markets, investments and risk management from leading positions within the finance sector. Before focusing solely on non-executive directorships, he was the CFO of Allianz.

#### **Executive functions in other enterprises - apart from the Company’s wholly-owned subsidiaries**

Member of the board of directors: UBS Group AG and UBS AG  
 Board committees: Audit Committee and the Compensation Committee of UBS Group AG

#### **Special competences**

General management, financial management, risk management, stakeholder management, IT, technology and digitalization, investor and capital markets relationships, and ESG.

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The assessment of independence is based on the criteria laid out by the Danish Committee on Corporate Governance in Section 3.2.1 of the Recommendations on Corporate Governance