

31 March 2010

Annual General Meeting in DONG Energy A/S

The Supervisory Board of DONG Energy A/S hereby convenes the Annual General Meeting in DONG Energy A/S, company registration no. ("CVR") 36 21 37 28, Municipality of Fredericia, cf. Article 6 of the Articles of Association, on

Monday 19 April 2010 at 1 p.m.

at the Company's registered address: Kraftværksvej 53, Skærbæk, DK-7000 Fredericia (*in the Info Centre*).

The agenda is as follows:

1. The Supervisory Board's review of the Company's and its subsidiaries' activities throughout the period 1 January 2009 until 31 December 2009
2. Presentation of the audited annual report for adoption
3. Decision on discharging the Supervisory Board and the Executive Board
4. Decision on the application of profit according to the adopted annual report
5. Decision on authorising the Supervisory Board – during the period until the next Annual General Meeting – to let the Company acquire its own shares up to a maximum aggregate nominal value totalling 10 % of the Company's share capital
6. Any proposals by the Supervisory Board or by shareholders
7. Appointment of Chairman and Deputy Chairman of the Supervisory Board and appointment of other Board members
8. Determination of the remuneration payable to the Supervisory Board for the financial year 2010
9. Appointment of auditors
10. Any other business

Below the full wording of the proposals with accompanying comments follows:

Items 2 and 4

The Supervisory Board proposes that the Company's audited annual report for 2009 be adopted. Profit after tax in DONG Energy A/S (the Parent Company) was DKK 5,081 million, whereas profit after tax in the DONG Energy Group was DKK 1,138 million.

The Supervisory Board recommends that dividends in the sum of DKK 480,999,892 be distributed and that the remainder of the Parent Company's profit, DKK 4,600 million, be transferred to shareholders' funds.

Item 3

The Supervisory Board proposes that the Supervisory Board and the Executive Board be granted discharge.

Item 5

The Supervisory Board proposes that the Annual General Meeting authorises the Supervisory Board – during the period until the next Annual General Meeting – to let the Company acquire its own shares up to a maximum aggregate nominal value totalling 10 % of the Company's share capital cf. section 198 of the Danish Companies Act. The purchase price of the shares in question is not to deviate by more than 10 % from the current market price of the Company's shares as at the time of acquisition. If, at the time of acquisition, the shares are listed on NASDAQ OMX Copenhagen A/S, the purchase price is not to deviate by more than 10 % from the price of the shares listed on NASDAQ OMX Copenhagen A/S at the time of acquisition of the shares.

Item 6

The Supervisory Board proposes a review of the Company's Articles of Association. The new Danish Companies Act necessitates amendments to the Articles of Association, and the Supervisory Board also proposes that provisions implying that DONG Energy A/S is listed on the stock exchange are omitted. As part of the review of the Articles of Association, a few consequential amendments to the Rules of Procedure for the Nomination Committee are also proposed, cf. Article 12.3 of the Articles of Association.

The full wording of the proposed amendments to the Articles of Association and the Rules of Procedure for the Nomination Committee appears from [appendix 1](#).

Items 7 and 8

All members of the Supervisory Board appointed by the Annual General Meeting are up for election.

The recommendations by the Nomination Committee of DONG Energy on the appointment of members to the Supervisory Board are enclosed as appendix 2 to the notice convening the Annual General Meeting in compliance with clause 2.2 of the Rules of Procedure for the Nomination Committee.

The Supervisory Board proposes that the remuneration to be paid to the Supervisory Board for the financial year 2010 remains unchanged compared to 2009 as follows:

Chairman of the Supervisory Board	DKK	500,000
Deputy Chairman of the Supervisory Board	DKK	300,000
Other members of the Supervisory Board	DKK	175,000
Chairman of the Remuneration Committee	DKK	50,000
Other members of the Remuneration Committee	DKK	25,000
Chairman of the Audit and Risk Committee	DKK	100,000
Other members of the Audit and Risk Committee	DKK	50,000

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

Item 9

The Supervisory Board proposes appointment of PricewaterhouseCoopers Statsautoriseret Revisionsaktieselskab as the Company's new auditors.

For adoption of the proposals under item 6, at least 2/3 of the voting share capital is to be represented at the General Meeting, and the proposal is also to be adopted by at least 2/3 of both the votes cast and of the share capital represented at the General Meeting. In the event that the said voting share capital is not represented at the General Meeting in question, but the proposal is adopted by 2/3 of both the votes cast and the of share capital represented at the General Meeting, the Supervisory Board convenes a new, extraordinary General Meeting within 14 days, at which meeting the proposal can be adopted by 2/3 of both the votes cast and of the share capital represented at the General Meeting, regardless of the size of the share capital represented.

The agenda for the Annual General Meeting and the full wording of the proposals to be submitted at the General Meeting are specified in this notice convening the meeting and will – together with the Company's audited annual report for 2009 – be available for inspection by the shareholders at the Company's registered address at Kraftværksvej 53, Skærbæk, DK-7000 Fredericia, on all working days from 9 a.m. to 4 p.m. from and including 31 March 2010 up to and including 19 April 2010 at 11 a.m.

Skærbæk, 31 March 2010

On behalf of the Supervisory Board

Fritz H. Schur

Chairman of the Supervisory Board