

Company announcement

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DONG Energy A/S
Kraftværksvej 53
Skærbæk
7000 Fredericia

www.dongenergy.com
CVR-nr. 36 21 37 28

This announcement does not constitute an offering circular and nothing herein contains an offering of securities. No one should purchase or subscribe for any securities in DONG Energy A/S ("DONG Energy" or the "Company") except on the basis of information in the offering circular published by DONG Energy in connection with the potential offering and admission of such securities to trading and official listing on Nasdaq Copenhagen A/S ("Nasdaq Copenhagen"). Copies of the circular are available at the Company's registered office and, subject to certain exceptions, through the website of the Company.

26 May 2016

DONG Energy publishes Offering Circular and the indicative price range for its intended IPO

DONG Energy, a global leader in offshore wind power and a leading Danish utility business, publishes an Offering Circular and the indicative price range in connection with its intended initial public offering ("IPO" or the "Offering") and subsequent admission to trading in and official listing of its shares on Nasdaq Copenhagen.

The intended IPO is expected to support DONG Energy's future growth and strategy, advance its international profile and provide DONG Energy with improved access to public capital markets and a diversified base of new Danish and international shareholders.

The Offering consists of a base offering of between 15.1% and 17.4% of the existing shares in the Company through a partial sell-down by the current shareholders of DONG Energy other than employee shareholders.

The Kingdom of Denmark, as majority shareholder, will sell part of its current shareholding while maintaining a 50.1% shareholding after the IPO.

No new shares will be issued in the IPO.

The indicative price range has been set at DKK 200 to DKK 255 per share of DKK 10 nominal value corresponding to an implied market capitalisation of DONG Energy of between DKK 83.5 billion to DKK 106.5 billion.

DONG Energy is one of the leading Energy groups in Northern Europe, headquartered in Denmark. Around 6,700 ambitious employees are engaged in developing, constructing and operating offshore wind farms; generating power and heat from our power stations; providing energy to residential and business customers; and producing oil and gas. Group revenue was DKK 71bn (EUR 9.5bn) in 2015. For further information, see www.dongenergy.com.

Claus Hjort Frederiksen, Minister of Finance, the Kingdom of Denmark:

“The IPO is an important milestone in the development of DONG Energy. The company has grown from primarily being a Danish utility business to becoming a growing international company with a leading position in the offshore wind sector. DONG Energy is well placed to build on its position as a truly great Danish business. Recognition goes to the board, management and employees, for all of the hard work they have put into developing the company.”

Thomas Thune Andersen, Chairman of the Board of Directors, DONG Energy:

“Over the past decade, DONG Energy has transformed itself. It is now a financially secure, fast growing, profitable business with a leading position in the exciting offshore wind sector. We have built a strong and differentiated profile in renewable energy and made excellent progress towards becoming a leader among European energy companies in the transition to renewable energy. We look forward to welcoming new shareholders who can join us in our journey towards building a greener energy future.”

Henrik Poulsen, CEO of DONG Energy:

“DONG Energy is one of the fastest growing energy companies in Europe, and a world leader in offshore wind. We have constructed 22 offshore wind farms, and hold a market share of 26% of the globally installed offshore wind capacity. Our continued profitable growth towards 2020, which will more than double our installed capacity, is supported by a robust and highly visible offshore wind build out plan. At the same time, we have come a long way in optimising and shaping our Danish utility and oil and gas divisions to be able to contribute with strong cash flows going forward. All DONG Energy employees deserve tremendous credit for getting the company ready for this IPO.”

Details of the Offering

The base offering comprises of up to 72,834,393 shares in DONG Energy, equal to 17.4% of the total share capital, but not less than 63,245,753 shares, equal to 15.1% of the total share capital. In addition, the selling shareholders, other than the Kingdom of Denmark and SEAS-NVE Holding A/S, have granted the managers an overallotment option to purchase up to 10,925,159 additional shares, equivalent to 2.6% of DONG Energy's share capital, exercisable in whole or in part until the date that lies 30 calendar days after the first day of trading in an official listing of the shares on Nasdaq Copenhagen. The number of shares comprised by the overallotment option will be adjusted if less than the maximum number of shares offered in the base offering are sold in the Offering, such that the number of shares comprised by the overallotment option will equal 15% of the base offering.

The offer price will be determined through a book-building process and is expected to be announced, together with the final number of offer shares sold in the base offering and the number of shares comprised by the overallotment option through Nasdaq Copenhagen no later than 8:00 a.m. CET on 9 June 2016.

The offer period will commence on 26 May 2016 and will close no later than 4:00 p.m. CET on 8 June 2016. The offer period may be closed prior to 8 June 2016; however, the offer period will not be closed in whole or in part before 4 June 2016 at 00:01 a.m. CET. The offer period in respect of applications for purchases of amounts up to, and including, DKK 3 million may be closed before the remainder of the Offering is closed. Any such earlier closing in whole or in part will be published through Nasdaq Copenhagen.

Up to 265,000 shares have been reserved for purchase by DONG Energy at the final offer price for the purpose of ensuring that DONG Energy holds the number of shares that it may be required to deliver to participants in a new incentive programme upon vesting of the first grant of performance share units (PSUs) after the first performance period. The new incentive programme will be introduced following completion of the Offering. Further details about the programme are set out in the Offering Circular.

DONG Energy will not receive any proceeds from the Offering, except that any profits arising out of any stabilization transactions will be remitted to the company after deduction of reasonable and documented costs.

The offer shares are expected to be admitted to trading and official listing on Nasdaq Copenhagen under the symbol "DENERG". The admission to trading and official listing of the shares is subject to, among other things, Nasdaq Copenhagen's approval of the distribution of the offer shares on the first day of trading (expected to be 9 June, 2016), the Offering not being withdrawn prior to settlement (expected to be 13 June, 2016) and to the Company making an announcement to such effect. The shares are issued under ISIN DK0060094928.

The Offering includes an initial public offering in Denmark to institutional and retail investors, a private placement in the United States only to persons who are qualified institutional buyers or QIB's in reliance on Rule 144A under the U.S. Securities Act; and private placements to institutional investors in the rest of the world in compliance with Regulation S under the U.S. Securities Act.

The shares are expected to be delivered on or around 13 June 2016 (the "Settlement Date") against payment in immediately available funds in Danish kroner (DKK). The shares will be delivered in book-entry form on the Settlement

Date to investors' accounts with VP Securities A/S and through the facilities of Euroclear and Clearstream. All settlement in connection with the Offering will take place in the permanent ISIN DK0060094928.

Offering Circulars

In connection with the Offering, the Company has prepared four versions of the offering document: (i) a prospectus in English for purposes of the Danish Offering (the "English Language Offering Circular"); (ii) an offering circular in Danish to be made available in connection with the Danish Offering (the "Danish Offering Circular"); (iii) an offering circular in English for use in the international private placement outside of Denmark and the United States (the "International Offering Circular"); and (iv) an offering circular in English in connection with the private placement in the United States (the "U.S. Offering Circular". The English Language Offering Circular, the Danish Offering Circular, the U.S. Offering Circular and the International Offering Circular, constitute the "Offering Circular").

Special attention should be given to the "Risk Factors" described in the Offering Circular. The Offering Circular will be made available to eligible investors at no cost at the registered office of DONG Energy A/S, Kraftværksvej 53, Skærbæk, 7000 Fredericia. The Offering Circular can also be obtained upon request from Nordea Bank Danmark A/S, Securities Operations, PO Box 850, 0900 Copenhagen C, Denmark, phone: +45 33 33 52 78, e-mail: prospekt.ca@nordea.com or Danske Bank A/S, Holmens Kanal 2-12, 1092 Copenhagen K, Denmark, phone: +45 70 23 08 34, e-mail: prospekter@danskebank.dk, and can be requested through Nordea's and Danske Bank's branches in Denmark. The Offering Circular is also available to eligible persons on the DONG Energy website, www.dongenergy.com.

Current shareholders

The current shareholders of DONG Energy are the Kingdom of Denmark (58.8%), New Energy Investment S.à r.l. (indirectly owned by entities under the control of the Merchant Banking Division of The Goldman Sachs Group, Inc.) (17.9%), SEAS-NVE Holding A/S (which is directly controlled by SEAS-NVE A.M.B.A) (10.8%), ATP (4.9%) and other shareholders (7.6%). The number of shares sold by each selling shareholder in the Offering appears from the Offering Circular.

Bank syndicate and advisors

J. P. Morgan Securities plc., Morgan Stanley & Co International plc., and Nordea Markets (division of Nordea Bank Danmark A/S) have been appointed to act as Joint Global Coordinators and Joint Bookrunners for the intended IPO.

Citigroup Global Markets Limited, Danske Bank A/S and UBS Limited have been appointed to act as Joint Bookrunners. ABG Sundal Collier Denmark, branch of ABG Sundal Collier ASA, Norge, Coöperatieve Rabobank U.A and RBC Europe Limited (trading as RBC Capital Markets) have been appointed to act as Co-lead Managers. Lazard & Co., Limited is acting as financial advisor to DONG Energy and Rothschild is acting as financial advisor to the Kingdom of Denmark as the majority shareholder.

For additional information, please contact:

Media Relations
Martin Barlebo
+45 99 55 95 52

Media Relations (UK only):
Victoria Palmer-Moore, Ian Middleton, Peter Ogden
Powerscourt
+44 20 7250 1446

Investor Relations
Henrik Brünniche Lund
+45 99 55 97 22

Press conference

A press conference will be held today, 26 May 2016, at DONG Energy, Nesa Alle 1 in Gentofte at 10:30-11:30CET. At the press conference, Chairman Thomas Thune Andersen and CEO Henrik Poulsen will present the offering, followed by a Q&A session and individual interviews. The press conference will be held in English and videocasted on:
www.dongenergy.com/ipo-prospectus-uk.

Participants who follow the videocast and who would like to ask a question in the Q&A session, are kindly asked to call in at:
Denmark: +45 35 44 55 83
International: +44 203 194 0544

Media that would like to attend the press conference in Gentofte, please register before 10:00 CET via email to ldpol@dongenergy.dk and include name, company and mobile number. Doors will close at 10:15 CET.

Important notice

This announcement is not an offer to sell or a solicitation of any offer to buy any securities issued by DONG Energy A/S (the “Company”) in any jurisdiction where such offer or sale would be unlawful and the announcement and the information contained herein are not for distribution or release, directly or indirectly, in or into such jurisdictions.

In any member state of the European Economic Area (“EEA Member State”), other than Denmark, that has implemented Directive 2003/71/EC as amended (together with any applicable implementing measures in any EEA Member State, the “Prospectus Directive”), this announcement is only addressed to and is only directed at investors in that EEA Member State who fulfil the criteria for exemption from the obligation to publish an offering circular, including qualified investors within the meaning of the Prospectus Directive.

Any securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), and may not be offered or sold in the United States absent registration or an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States. Any securities sold in the United States will be sold only to qualified institutional buyers (as defined in Rule 144A under the Securities Act) pursuant to Rule 144A.

In the United Kingdom, this announcement and any other materials in relation to the securities described herein are only being distributed to, and are only directed at, and any investment or investment activity to which this announcement relates is available only to, and will be engaged in only with, “qualified investors” (as defined in section 86(7) of the Financial Services and Markets Act 2000) and who are (i) persons having professional experience in matters relating to investments who fall within the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as “relevant persons”). Persons who are not relevant persons should not take any action on the basis of this announcement and should not act or rely on it.

This announcement does not constitute an offering circular and nothing herein contains an offering of securities. No one should purchase or subscribe for any securities in the Company, except on the basis of information in any offering circular published by the Company in connection with the potential offering and admission of such securities to trading and official listing on Nasdaq

Copenhagen A/S. Copies of the offering circular are available from the Company's registered office and, subject to certain exceptions, on the website of the Company.

J. P. Morgan Securities plc., Morgan Stanley & Co International plc., Nordea Markets (division of Nordea Bank Danmark A/S), Citigroup Global Markets Limited, Danske Bank A/S, UBS Limited, ABG Sundal Collier Denmark, branch of ABG Sundal Collier ASA, Norge, Coöperatieve Rabobank U.A and RBC Europe Limited (trading as RBC Capital Markets) (together, the "Managers"), N M Rothschild & Sons Limited ("Rothschild") and their affiliates are acting exclusively for the Kingdom of Denmark, the selling minority shareholders or the Company as the case may be and no-one else in connection with the intended IPO. They will not regard any other person as their respective clients in relation to the intended IPO and will not be responsible to anyone other than the Kingdom of Denmark, the selling minority shareholders or the Company as the case may be for providing the protections afforded to their respective clients, nor for providing advice in relation to the intended IPO, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

Lazard & Co., Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively as financial adviser to the Company and no one else in connection with the IPO and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Lazard & Co., Limited nor for providing advice in relation to the IPO or any other matters referred to in this announcement. Neither Lazard & Co., Limited nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Lazard & Co., Limited in connection with this announcement, any statement contained herein or otherwise.

In connection with the contemplated IPO, the Managers and any of their affiliates, acting as investors for their own accounts, may purchase shares and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such shares and other securities of the Company or related investments in connection with the contemplated IPO or otherwise. Accordingly, references in the offering circular to the shares being, offered, acquired, placed or otherwise dealt in should be read as including any offer to, or acquisition, placing or dealing by, such Managers and any of their affiliates acting as investors for their own accounts. The Managers do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

Matters discussed in this release may constitute forward-looking statements. Forward-looking statements are statements that are not historical facts and that can be identified by words such as “believe”, “expect”, “anticipate”, “intends”, “estimate”, “will”, “may”, “continue”, “should”, and similar expressions. The forward-looking statements in this announcement are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors which are difficult or impossible to predict and are beyond its control. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements.

The information, opinions and forward-looking statements contained in this announcement speak only as at its date, and are subject to change without notice.