



Extraordinary General Meeting

Friday, 5 September

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Extraordinary General Meeting of Ørsted A/S

The Board of Directors hereby convenes an extraordinary general meeting of Ørsted A/S, CVR no. 36 21 37 28, (the '**Company**') to be held on

Friday, 5 September 2025 at 9:00 CEST

at the premises of the Company, Nesa Allé 1, DK-2820 Gentofte, Denmark.

The agenda is as follows:

1. Proposals from the Board of Directors (a) to authorise the Board of Directors to increase the Company's share capital with pre-emptive rights for the existing shareholders and (b) to repeal the Board of Directors' current authorisation to increase the Company's share capital without pre-emptive rights for the existing shareholders set out in articles 4.2.1 and 4.2.2 of the Articles of Association.
2. Grant of authorisation to register the resolutions of the General Meeting.

The complete proposals have been included below.

Re item 1. Proposals from the Board of Directors (a) to authorise the Board of Directors to increase the Company's share capital with pre-emptive rights for the existing shareholders and (b) to repeal the Board of Directors' current authorisation to increase the Company's share capital without pre-emptive rights for the existing shareholders set out in articles 4.2.1 and 4.2.2 of the Articles of Association

Re 1.(a):

As informed in the company announcement no. 12 of 11 August 2025 (the '**Announcement**'),¹ the Company intends to carry out an issuance of new shares with pre-emptive subscription rights for the existing shareholders (the '**Rights Issue**') with a view to strengthen the Company's capital structure and support the execution of the Company's business plan. As stated in the Announcement, the Rights Issue is supported by the Company's majority shareholder, the Danish State.

To carry out the Rights Issue, the Board of Directors proposes that the General Meeting authorises the Board of Directors to increase the Company's share capital by issuing new shares with pre-emptive subscription rights for the Company's existing shareholders of no more than nominally DKK 60,000,000,000 and thereby to increase the total share capital from DKK 4,203,810,800 to up to nominally DKK 64,203,810,800 by cash contribution for a total cash amount not to exceed DKK 60,000,000,000, at a price determined by the Board of Directors in accordance with customary market practices, taking into account the market conditions at the time of the decision, which may be below market price, however not below DKK 10 per new share.

For further information about the background for the plan to conduct the Rights Issue, reference is made to the Announcement.

Consequently, the Board of Directors proposes that the following authorisation be inserted as a new article 4.2 of the Company's Articles of Association (or, if the proposal to repeal current articles 4.2.1 and 4.2.2 is not adopted, as a new article 4.3 of the Company's Articles of Association):

"The Board of Directors is authorised until 31 December 2025 to increase the share capital of the Company by no more than nominally DKK 60,000,000,000 (6,000,000,000 shares of nominally DKK 10 each) from DKK 4,203,810,800 to DKK 64,203,810,800 by cash contribution. The subscription for the new shares is to be made at a price determined by the Board of Directors, which may be at or below market price, however not below par value. The new shares shall be negotiable instruments and shall be issued in the names of the holders and recorded in the names of the holders in the Company's register of shareholders. The negotiability of the new shares shall not be subject to restrictions, and no shareholder shall be obliged to have their shares redeemed in whole or in part. The new shares shall carry the same rights as the Company's existing shares. The existing shareholders will have pre-emption rights to subscribe for the new shares issued under the authorisation.

The terms and conditions for the subscription of shares will be determined by the Board of Directors.

The authorisation can be used to generate cash proceeds for the Company up to a maximum of DKK 60,000,000,000. Once new shares have been issued and registered with the Danish Business Authority, generating cash proceeds for the Company up to a maximum of DKK 60,000,000,000, the authorisation shall automatically become void.

This authorisation enables the Board of Directors to make any amendments to these Articles of Association as may be required following an exercise of this authorisation."

Re 1.(b):

The Board of Directors proposes that articles 4.2.1 and 4.2.2 of the Company's Articles of Association, which authorise the Board of Directors to issue new shares without pre-emptive rights for the existing shareholders, are repealed.

¹ The Announcement is, subject to certain restrictions, available on the Company's website: www.orsted.com

The authorisation was established at the Annual General Meeting on 8 April 2022, at a time when the Company had a different business plan. Therefore, the authorisation was intended for a different situation than the Company is in today. Consequently, the Board of Directors proposes to repeal the authorisation.

Re item 2. Grant of authorisation to register the resolutions of the General Meeting

The Board of Directors proposes that Anders Zoëga Hansen, Head of Legal at Ørsted, is authorised (with full right of substitution) to register the resolutions passed by the General Meeting with the Danish Business Authority (to the extent required) and to make such amendments and additions thereto or therein, including the Articles of Association, as the Danish Business Authority may require for registration.

Gentofte, 13 August 2025

The Board of Directors

Other information

Practical information

Shareholders can reach the premises of the Company at Nesa Allé 1, DK-2820 Gentofte, Denmark, either by car, bus, or train. Parking is available.

On the day of the General Meeting, the registration for participation will open at 8:00 CEST.

Coffee and tea will be available from 8:00 CEST until the General Meeting starts at 9:00 CEST.

Adoption requirements

Approval of the proposals in agenda item 1 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. Approval of the proposal in item 2 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.

Record Date, participation, and voting rights

Shareholders holding shares in the Company one week before the date of the General Meeting (the '**Record Date**') are entitled to participate and vote at the General Meeting, including voting by granting a proxy or submitting a postal vote.

The Record Date is on **Friday, 29 August 2025**. At the end of the Record Date, the shareholding and voting rights will be 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 shareholders' register.

Shareholders holding shares in the Company through a nominee must exercise voting rights through the nominee structure. This entails that any votes, including amendment of votes

submitted by proxy, must be submitted to the Company by the nominee.

Notification of participation

Shareholders who want to participate in the General Meeting must notify the Company of their participation no later than on **Monday, 1 September 2025 at 23:59 CEST**.

Shareholders or the shareholders' proxy holders may participate in the General Meeting together with an advisor, provided that the notification of the advisor's participation has been timely provided.

Notification of participation may be provided:

- electronically via the Shareholder Portal on the Company's website, www.orsted.com
- by sending an email to Computershare at gf@computershare.dk.

Digital admission cards will be sent by email to the addresses provided by the shareholders and registered in the Shareholder Portal at the time of the notification of participation.

Participants in the General Meeting must 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, and that notification of participation has been timely received by the Company, cf. above.

Ballot papers will not be sent by ordinary mail in advance of the General Meeting but will be handed out at the registration desk at the General Meeting.

Proxy and postal votes

Shareholders who are unable to participate in the General Meeting may grant a proxy or submit postal votes.

Shareholders may choose to grant a proxy to a named third party, alternatively to the Chair of the Board of Directors of the Company. Please note that a proxy must be in writing and dated.

If shareholders grant a proxy to the Chair of the Board of Directors of the Company, the votes of such shareholders will be cast in accordance with the recommendations of the Board of Directors. Proxy instructions may also be given to the Chair of the Board of Directors of the Company by indicating how the votes shall be cast.

Proxies must be received by Computershare A/S no later than on **Monday, 1 September 2025 at 23:59 CEST**.

Proxy may be granted:

- electronically via the Shareholder Portal on the Company's website, www.orsted.com
- by returning the proxy form, completed, dated, and signed, by ordinary post to **Computershare A/S, Lottenborgvej 26 D, DK-2800 Kgs. Lyngby, Denmark**, or by emailing a scanned version to gf@computershare.dk. The proxy form may be downloaded from the Company's website, www.orsted.com.

Proxies must specify the shareholder's full name and VP account number.

If shareholders wish to grant a proxy to a third party, the shareholders must notify the Company of the third party's participation (see above regarding '**Notification of participation**').

Prior to the General Meeting, submitted proxies may be revoked at any time by written notice to **Computershare A/S, Lottenborgvej 26 D, DK-2800 Kgs. Lyngby, Denmark**, or by sending an email to gf@computershare.dk.

Alternatively, it is possible to vote by postal vote. Postal votes cannot be revoked once submitted.

Postal votes must be received by Computershare A/S no later than on **Thursday, 4 September 2025 at 12:00 CEST**.

Please note that it is not possible both to grant a proxy and vote by postal vote.

Postal votes may be submitted:

- electronically via the Shareholder Portal on the Company's website, www.orsted.com
- by returning the postal vote form, completed, dated, and signed, by ordinary

post to **Computershare A/S, Lottenborgvej 26 D, DK-2800 Kgs. Lyngby, Denmark**, or by emailing a scanned version to gf@computershare.dk. The postal vote form may be downloaded from the Company's website, www.orsted.com.

Postal votes must specify the shareholder's full name and VP account number.

Questions from the shareholders

Prior to the General Meeting, shareholders may submit questions in writing to the Company's management about matters of significance to the proposed resolutions submitted to the General Meeting and about the Company's general position.

Written questions must identify the shareholder and be sent by email to generalmeetings@orsted.com. For practical purposes, shareholders are encouraged to submit questions no later than one week before the General Meeting.

Furthermore, shareholders attending the General Meeting may ask questions to the Company's management during the General Meeting. Please note that questions cannot be asked via the webcast.

Webcast

The General Meeting will be transmitted live in Danish and English via webcast on the Company's website, www.orsted.com.

The broadcast, which will consist of both picture and sound, will cover the General Meeting's platform and speaker's rostrum.

It is not possible to vote or ask questions via the webcast.

Language

The General Meeting will be conducted in Danish. Simultaneous interpretation into English will only be available via the webcast of the General Meeting.

Technical assistance

For questions regarding notification of participation in the General Meeting (ordering of admission cards) or the use of the Company's Shareholder Portal, please contact **Computershare A/S by calling (+45) 45 46 09 97**

(weekdays from 09:00 to 15:00 CEST) or by sending an email to gf@computershare.dk.

Available documents

Until and including the date of the General Meeting, the following documents are available on the Company's website, www.orssted.com:

- 1) The notice to convene the Extraordinary General Meeting, including the agenda and the complete proposals.
- 2) An overview of the aggregate number of shares and voting rights at the date of the notice.
- 3) Proxy and postal vote forms.

Personal data protection

For information about how the Company processes personal data about its shareholders, please see the Company's privacy policy for shareholders on the Company's website, www.orssted.com.

Members of the press

Members of the press are required to register at the entrance to the General Meeting.

Only members of the press are permitted to take pictures, etc.

Electronic communication

The Company uses electronic media to communicate with its shareholders. Thus, to receive notices of general meetings by email, shareholders must register their individual email addresses in the Shareholder Portal available on the Company's website, www.orssted.com.

To receive news about Ørsted by email, including the Company's announcements and annual reports, please see further information about signing up for news on the Company's website, www.orssted.com.