

Presentation for Ofgem OFTO TR5 Launch Event 30th September 2016



Agenda and Race Bank team introduction



Race Bank OFTO Divestment Team



Name: Scott Urquhart

Role: Deputy Programme Director (Race Bank)

Background:

- Mechanical Engineering from Dalhousie University, Canada (2003), MBA from University of Calgary, Canada (2007)
- Has been working for DONG Energy Wind Power since 2011 in cost reduction strategy and commercial project management for cross portfolio procurement, later as Head of Finance for West of Duddon Sands and Race Bank projects
- Earlier roles as Associate with energy transaction advisors Macquarie-Tristone and FirstEnergy Capital in UK and petroleum engineer with Pengrowth Corporation in Canada



Name: Richard Bodal-Hansen
Role: Head of OFTO Transactions

Background:

- Joined DONG Energy in 2012
- Responsible for OFTO transactions
- Selected experience includes: M&A management, DONG Energy M&A legal counsel



Name: David Bishop

Role: OFTO Transaction Manager

Background:

- First Joined DONG Energy in 2012
- Responsible for OFTO Transactions
- Selected experience includes: Project/Business/Market Development and M&A in renewables



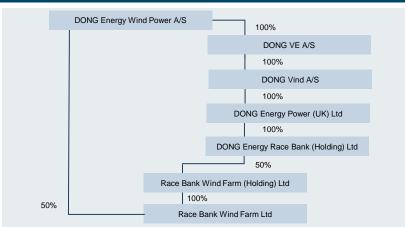
Race Bank Wind Farm Ltd – developer and vendor

Ownership overview

- The Developer and participating company in the ROW01 Offshore Wind Farm is
 Race Bank Wind Farm Ltd
- The Developer is an indirectly owned subsidiary of DONG Energy Wind Power A/S
- DONG Energy acquired the project from Centrica in December 2013 and developed the project through to its financial investment decision (FID) in June 2015
- The wind farm including all transmission assets will be constructed by DONG Energy Wind Power A/S

Experienced project organisation

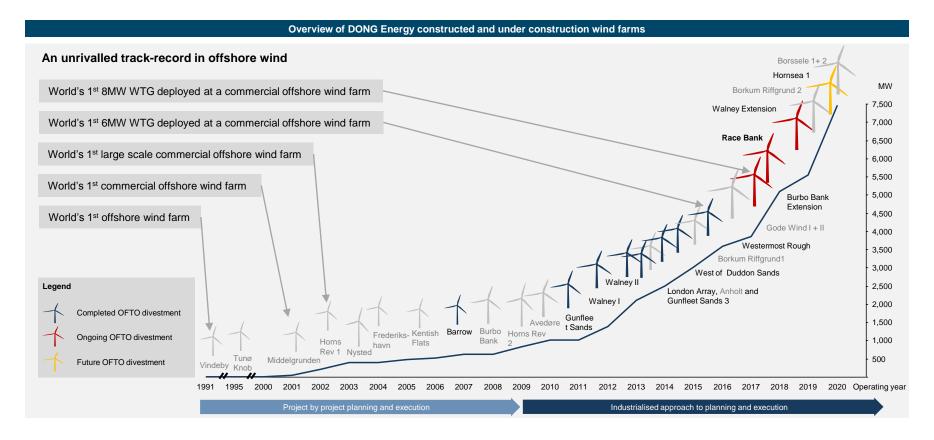
- DONG Energy has an unrivalled track-record in offshore wind with over 20 years experience, having constructed 26% of global offshore wind capacity
- Race Bank leverages this organisational experience, benefiting from DONG Energy's mature and industrialised approach to planning and execution of offshore projects
- The project team profits from the significant experience gained from previous transmission asset construction and divestment processes
- Safety and environmental impact are key focus areas for the delivery of the assets





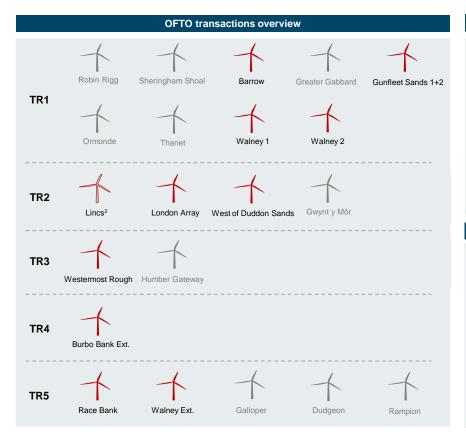


An introduction to DONG Energy and our journey



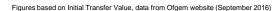


Our experience of OFTO assets





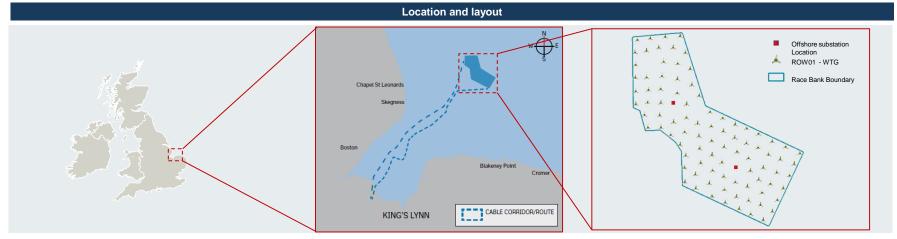




Centrica was the operating partner for Lincs construction and OFTO divestment



An introduction to Race Bank

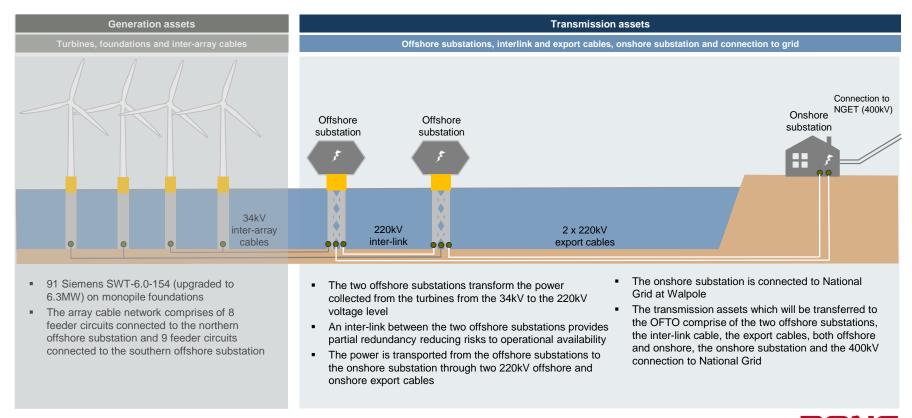


| Parameter | Summary |
|------------------------------|---|
| Support regime | 1.8 ROCs/MWh |
| Number of turbines | 91 (Siemens SWT-6.0-154; upgraded to 6.3MW) |
| Capacity (MW) | 573 |
| Water depth | 6-24m LAT |
| Length of export cable route | ~71km offshore and ~12km onshore |

| Characteristics | |
|---|---|
| Well known operating environment | |
| Well known and proven technology | |
| Well tested and successful construction approach | |
| Well designed with efficient cost and operability | V |



Overview of the infrastructure





The investment opportunity

Project highlights

Highlights

- The project will operate under the ROC framework
- 573MW generation capacity with transmission assets Initial Transfer Value approx. 530 GBPm
- All consents in place and transmission asset construction underway
- Race Bank is anticipated to be DONG Energy's tenth transmission asset divestment

Project

- Favourable site conditions and well known operating environment for OFTOs
- The characteristics of the site enable the project to make use of known technology
- Mature and efficient design developed based upon previous operational experience, resulting in highly operable and robust assets

Supply chain

- Experienced supply and installation contractors, strategically appointed through competitive tenders
- Tendered utilising DONG Energy's product lines to contribute in the holistic goal to reduce the cost of electricity

Experienced Developer and EPC Manager

- DONG Energy active in the offshore wind sector for more than 20 years
- DONG Energy has participated in all of Ofgem's OFTO tender rounds to date
- Highly experienced project developer bringing significant expertise to the project
- Transaction and operational competencies in place to deliver the project to the highest industry standard

O&M

- Appropriate interim maintenance arrangements will be in place until asset transfer
- DONG Energy will offer an emergency response service for export cables with full access to a broad base
 of in-house knowledge, expertise and resources
- DONG Energy is willing to enter dialogue regarding certain routine O&M services but the focus is on providing emergency response services







An overview of the transaction



| Key takaways |
|--------------|
|--------------|

EPQ Launch

- Preliminary Information Memorandum available from 30th September 2016
- Enhanced Pre-Qualification 10th October 2016
- Information Memorandum and transfer agreement will be made available

Asset Transfer

- Transfer to OFTO once all assets are fully commissioned (with appropriate interim maintenance arrangements in place)
- Transfer of transmission asset related contracts where appropriate including appropriate benefit of warranties

- The transfer agreement will be based on Ofgem guidelines
- Race Bank Wind Farm Ltd as vendor

Transfer Agreement

- Bespoke warranty package for the Race Bank project
- Division of responsibilities pre- and post- asset transfer
- Market standard credit support will be offered by the Developer

Interface Agreement

- The Interface Agreement will be bespoke for Race Bank
- Based on the relevant industry standard form precedent, developed to reflect operational project experience to date



An update on construction progress

Race Bank installation and construction 2014 2016 2012 Ongoing site Offshore Construction **Development Consent** investigations and awarded environmental surveys Dec. 2013 Feb 2015 2018¹ Centrica awarded a lease from the DONG Energy purchase a 100% Crown Estate to develop an stake in Race Bank Offshore Onshore construction Project becomes offshore wind farm at Race Bank Wind Farm from Centrica Plc begins operational under round 2 of leasing

Onshore progress

Onshore Substation

- All major civil works substantially complete
- All HV components delivered and installed
- Commissioning well advanced
- On target for Circuit 2 (south) energization October 2016 and Circuit 1 (north) energization Q2 2017

Onshore Export Cables

All cables installed and HV tested

Offshore progress

Offshore Substation Z02

- Offshore installation complete
- Hook up and commissioning in progress
- Export cable pull completed

Offshore Substation Z01

- More than 60% complete in fabrication yard
- All HV / MV equipment and control systems delivered and installation well advanced
- Load out on target

Offshore Export Cables

- South cable installed and jointing operations underway. Completion expected November 2016
- North cable 8km intertidal cable installed. Remaining 63km and interlink cable planned for Q2 2017





Construction photos





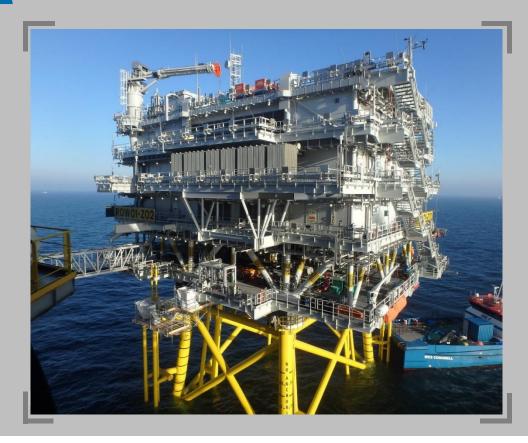


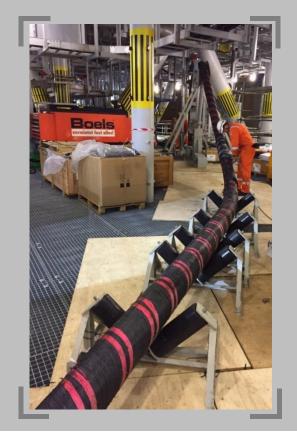






Construction photos







DISCLAIMER

This presentation is being issued by Race Bank Wind Farm Ltd (the "Seller") to a limited number of parties in connection with the proposed sale by the Seller of the offshore transmission system assets relating to the Race Bank offshore wind farm project (the "Proposed Transaction"). This presentation is for the persons to whom it is addressed and is being provided in the strictest confidence and must not be passed on to any third party. This presentation does not constitute an offer or invitation for the sale or purchase of securities or any of the businesses or assets described in it. The information in this presentation, which does not purport to be comprehensive, has not been independently verified. No undertaking, representation, warranty or other assurance, express or implied, is or will be made by the Seller and, so far as is permitted by law, no responsibility or liability is or will be accepted by the Seller or any of its affiliates, or by any of their respective directors, officers, employees, agents or advisers in relation to the accuracy or completeness of this presentation or any other written or oral information made available to any interested party or its advisers and any such liability is expressly disclaimed. No information set out or referred to in this presentation shall form the basis of any contract. The information contained in these slides, the presentation made to you verbally and any other information provided to you (in writing or otherwise) in connection with the Proposed Transaction is for information purposes only and no reliance should be placed on it. Any prospective purchaser shall be required to acknowledge in the sale and purchase agreement for the Proposed Transaction (when, as and if executed) that it has not relied on or been induced to enter into such an agreement by any representation or warranty, save as expressly set out in such agreement. This presentation has been delivered to interested parties for information only and on the express understanding that they shall use it only for the purpose set out above. The Seller gives no undertaking to provide the recipient with access to any additional information or to update this presentation or any additional information, or to correct any inaccuracies in it which may become apparent. This presentation is being distributed on the basis that each person in the United Kingdom to whom it is issued is reasonably believed to be such a person as is described in Article 19 (Investment professionals) or Article 49 (High net worth companies, unincorporated associations etc.) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 as amended and is a "qualified investor" within the meaning of section 86(7) of the Financial Services and Markets Act 2000, or is a person to whom this presentation may otherwise lawfully be distributed. Persons in the United Kingdom who do not fall within such descriptions may not act upon the information contained in it. The distribution of this presentation may in certain jurisdictions be restricted by law or other regulations. Accordingly, recipients of this presentation should inform themselves about and observe all applicable legal and regulatory requirements and hereby represent to the Seller that they are entitled to receive this presentation without contravention of any legal or regulatory requirements in the jurisdiction in which they reside or conduct business. This presentation does not constitute an offer to sell or an invitation to purchase securities or any business or assets in relation to the Proposed Transaction in any jurisdiction. This Presentation does not purport to contain all the information that a prospective investor may require. Prospective investors should conduct their own independent investigation and analysis of any information contained in this Presentation and are advised to seek their own professional advice on the legal, financial and taxation consequences of making an investment. This presentation shall not exclude any liability for, or remedy in respect of, fraudulent misrepresentation. By accepting this presentation, the recipient agrees to be bound by the foregoing limitations.

