

Notice convening the

Annual General Meeting 2023

NOTICE CONVENING THE 2023 ANNUAL GENERAL MEETING OF DFDS A/S

DFDS A/S holds its annual general meeting on

Wednesday, 22 March 2023 at 14:30 CET

at DFDS House, Marmorvej 18, 2100 Copenhagen

DFDS A/S
Marmorvej 18
DK-2100 Copenhagen Ø
CVR 14 19 47 11

www.dfds.com

24 February 2023

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Agenda

1. The Board of Directors' report on the Company's activities during the past year

The Board of Directors proposes that the shareholders note the report by the Board of Directors on the Company's activities during the past year.

2. Presentation of the annual report for adoption and resolution regarding discharge to the Management and the Board of Directors

The Board of Directors proposes approval of the audited annual report for 2022 and that discharge of liability is granted to the Management and the Board of Directors.

3. The Board of Directors' proposal for appropriation of profit in accordance with the approved annual report

The Board of Directors proposes that a dividend of DKK 5.00 per share is distributed from the profit of the year and other funds available for distribution.

4. Presentation of the remuneration report for advisory vote

The Board of Directors proposes that the remuneration report for 2022 is adopted.

5. Election of members to the Board of Directors

In accordance with Article 8 (1) of the Articles of Association, the members of the Board of Directors are elected by the general meeting for a period of one year.

The Board of Directors proposes re-election of Claus V. Hemmingsen, Klaus Nyborg, Jill Lauritzen Melby, Anders Götzsche, Dirk Reich and Minna Aila.

A description of the candidates' competencies and executive functions in other companies is attached as appendix 1.

6. Appointment of auditor

The Board of Directors proposes re-election of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab in accordance with the recommendation of the Audit Committee.

The Audit Committee has not been influenced by any third party and has not been influenced by any agreement with third parties which restricts the election by the general meeting to only certain auditors or audit firms.

7. Proposals from the Board of Directors

7.a Approval of remuneration of the Board of Directors for 2023

The board remuneration for 2023 is submitted for approval by the general meeting in accordance with the Recommendations of the Danish Committee on Corporate Governance.

- I. Annual remuneration for the board members is proposed to remain unchanged; DKK 375,000 for each of the board members, DKK 750,000 for the Vice Chair and DKK 1,125,000 for the Chairman.
- II. Additional annual remuneration for the members of the Company's Audit Committee is proposed to remain unchanged; DKK 250,000 for the Chair of the committee and DKK 125,000 for each of the remaining members of the committee.
- III. Additional annual remuneration for the members of the Company's Nomination Committee is proposed to remain unchanged; DKK 50,000 for each member of the committee.
- IV. Additional annual remuneration for the members of the Company's Remuneration Committee is proposed to remain unchanged; DKK 50,000 for each member of the committee.

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7.b Authorisation to the Board of Directors to acquire own shares

The Board of Directors proposes the general meeting to authorise the Board of Directors during the period until 22 March 2027 to allow the Company to acquire own shares up to 5,860,000 shares corresponding to a nominal share value of DKK 117,200,000, however, the Company's total number of own shares cannot at any time exceed 10% of the Company's share capital. The price cannot deviate by more than 10% from the listed acquisition price on Nasdaq Copenhagen at the time of acquisition.

Majority requirements and share capital

All items on the agenda are adopted by a simple majority vote. The Remuneration Report is subject to an advisory vote.

The share capital of the Company is DKK 1,172,631,560 divided into 58,631,578 shares of nominally DKK 20 each. Each share of DKK 20 carries one vote.

Registration date, participation and voting right

The registration date is Wednesday, 15 March 2023.

Shareholders who possess shares in the Company on the registration date are entitled to participate in and vote at the general meeting. In addition, participation is conditional on the shareholder having registered in due time as described below.

Registration

Access to the general meeting is conditional on the shareholder registering for the general meeting no later than Friday 17 March 2023 at 23:59 CET:

- By registering electronically at the website of Euronext Securities, www.vp.dk/agm or at the Company's website www.dfds.com/en/about/investors/general-meetings; or
- By sending an e-mail to CPH-investor@euronext.com or by calling Euronext Securities on +45 4358 8866 (weekdays from 09:00 to 16:00 CET)

After registration you will receive a PDF admission card by email to the email address you provided when registering. The admission card may be printed or presented from a smartphone or tablet.

Should you forget to bring your admission card to the annual general meeting a new admission card may be printed against proof of identity. Voting forms will be handed out at the admission control of the annual general meeting.

A shareholder or a proxy may participate in the annual general meeting together with an adviser, provided that notification of the adviser's participation has been provided in advance of the general meeting.

Please note that an admission card to the annual general meeting does not give access to the shareholders' meeting at 16.30 CET. Separate registration and a separate admission card is required to participate in the shareholders meeting –see below under “Shareholders’ meeting”.

Proxy or postal vote

If you are unable to attend the general meeting you may:

- Issue a proxy to a named third party who will then be provided with an admission card at the admission control of the annual general meeting against proof of identity;
- Issue a proxy to the Board of Directors for voting in accordance with the recommendations of the Board of Directors;
- Issue a proxy to the Board of Directors for voting in accordance with your instructions; or
- Vote by postal vote.

You can submit your vote or issue a proxy electronically via the Company's website www.dfds.com/en/about/investors/general-meetings or at www.vp.dk/agm.

Alternatively, the proxy and postal vote form may be downloaded from www.dfds.com/en/about/investors/general-meetings, printed and sent by email to CPH-investor@euronext.com or by ordinary mail to Euronext Securities, Nicolai Eigtveds Gade 8, DK-1402 Copenhagen, Denmark. Please consider the delivery time if the postal and proxy form is sent by ordinary mail.

The proxy must be received by Euronext Securities no later than Friday 17 March 2023 at 23:59 CET.

The postal vote must be received by Euronext Securities no later than Tuesday 21 March 2023 at 12:00 CET.

Additional information

The following information is available on the Company's website www.dfds.com/en/about/investors/general-meetings:

- Notice convening the annual general meeting including agenda and complete proposals.
- The aggregate number of shares and voting rights as of the date of the notice convening the annual general meeting.
- Documents that will be submitted to the annual general meeting, including
 - The annual report for 2022
 - The remuneration report for 2022
 - Appendix 1: List of candidates 2023
- Registration form.
- Proxy and postal vote form.
- Information on handling of personal information in connection with the annual general meeting.

Prior to the annual general meeting, shareholders may in writing ask questions to the Company regarding the agenda and/or the documents prepared for the annual general meeting. In the interest of proceedings and to the extent possible, the Board of Directors encourages shareholders to submit questions in writing ahead of the general meeting. This can be done by

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written enquiry to DFDS via email to shareholder@dfds.com or via post to DFDS A/S, Marmorvej 18, DK-2100 Copenhagen, attention Investor Relations.

Practical information

The doors of DFDS House will open for the general meeting at 14:00 CET.

Refreshments will be served after the general meeting.

DFDS will at its website www.dfds.com/en/about/investors/general-meetings provide information on the possibility for watching the annual general meeting as a webcast.

Shareholders' meeting

On Wednesday 22 March 2023 at 16.30 CET, after the annual general meeting, DFDS will host an informal shareholders' meeting conducted in Danish for its shareholders that also takes place at DFDS House, Marmorvej 18, DK-2100 Copenhagen Ø, Denmark.

Refreshments will be served from approximately 15.30 CET.

A separate admission card for the shareholders' meeting is necessary for participating. Admission cards are issued electronically and may be obtained no later than Friday 17 March 2023 at 23:59 CET:

- By registering electronically on Euronext Securities' website www.vp.dk/agm or at DFDS' website www.dfds.com/en/about/investors/general-meetings; or
- By sending an email to CPH-investor@euronext.com or by calling Euronext Securities on +45 4358 8866 (weekdays 09:00 CET to 16:00 CET).

Copenhagen, 24 February 2023

The Board of Directors

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Appendix 1

List of candidates for the Board of Directors

DFDS Annual General Meeting 2023

Appendix 1

Candidates for the Board of Directors

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Claus V. Hemmingsen (1962)

Chair

Chair of the Nomination and Remuneration Committees

Position: Managing Director of CVH Consulting ApS

Joined the Board: 29 March 2012

Re-elected: 2013-2022

Period of office ends: 23 March 2023

Chair: HusCompagniet A/S and Innargi Holding A/S (and one wholly-owned subsidiary).

Board member: A.P. Møller Holding A/S, A.P. Møller og Hustru Chastine Mc-Kinney Møllers Fond til almene Formaal, Den A.P. Møllerske Støttefond, Work Wear Group A/S (and two wholly-owned subsidiaries), Fonden Mærsk Mc-Kinney Møller Center for Zero Carbon Shipping, Global Maritime Forum Fonden and Noble Corporation Plc.

The Board of Directors is of the opinion that Claus V. Hemmingsen possesses the following special competences: International, commercial, and operational management experience and expertise in shipping, offshore, and oil & gas activities, including HSSE & Sustainability, M&A, capital markets, and non-executive directorships.



Klaus Nyborg (1963)

Vice Chair

Member of the Nomination and Remuneration Committees

Position: Managing Director of Return ApS

Joined the Board: 31 March 2016

Re-elected: 2017-2022

Period of office ends: 23 March 2023

Chair: Dampskibsselskabet Norden A/S, Bunker Holding A/S, Uni-Tankers A/S, Bawat A/S, Moscord Pte. Ltd., Singapore and Chairman of The Investment Committee of Maritime Investment Fund I K/S and Fund II K/S.

Vice Chair: A/S United Shipping & Trading Company.

Board member: Karen og Poul F. Hansens Familiefond, Norchem A/S and X-Press Feeders Ltd.

The Board of Directors is of the opinion that Klaus Nyborg possesses the following special competences: International management and board experience from i.a. listed shipping companies and suppliers to the shipping industry, and expertise in strategy, M&A, finance, and risk management.

Appendix 1

Candidates for the Board of Directors

DFDS Annual General Meeting 2023



Minna Aila (1966)

Board Member

Member of the Nomination and Remuneration Committees

Position: Executive Vice President, Sustainability and Corporate Affairs, member of the Executive Committee, Neste.

Joined the Board: 23 March 2022

Re-elected: N/A

Period of office ends: 23 March 2023

Minna Aila has no additional managerial or executive positions in other companies.

The Board of Directors is of the opinion that Minna Aila possesses the following special competences: International management, as well as expertise in sustainability, public affairs, branding, and communication.



Anders Götzsche (1967)

Board Member

Chair of the Audit Committee

Position: Executive Vice President and CFO, VELUX A/S.

Joined the Board: 19 March 2018

Re-elected: 2019-2022

Period of office ends: 23 March 2023

Chair: Rosborg Møbler A/S

The Board of Directors is of the opinion that Anders Götzsche possesses the following special competences: International management and board experience, expertise in finance and accounting as well as M&A.

Appendix 1

Candidates for the Board of Directors

DFDS Annual General Meeting 2023



Jill Lauritzen Melby (1958)

Board Member

Member of the Audit Committee

Joined the Board: 18 April 2001

Re-elected: 2002-2022

Period of office ends: 23 March 2023

Jill Lauritzen Melby has no managerial or executive positions in other companies.

The Board of Directors is of the opinion that Jill Lauritzen Melby possesses the following special competences: Expertise in financial control.

Due to family relations to the company's principal shareholder, Lauritzen Fonden, Jill Lauritzen Melby cannot be considered independent according to the Recommendations on Corporate Governance.



Dirk Reich (1963)

Board Member

Member of the Audit Committee

Joined the Board: 1 July 2019

Re-elected: 2020-2022

Period of office ends: 23 March 2023

Chair: Instafreight GmbH, Log-hub AG, R+R Holding AG, R+R International Aviation AG.

Board member: Skycell AG, Die Schweizerische Post AG.

The Board of Directors is of the opinion that Dirk Reich possesses the following special competences: International management and board experience, as well as expertise in international logistics activities.