



Date: 22 February 2024

Notice convening the

# 2024 Annual General Meeting

Shareholders of DFDS A/S are invited to the Annual General Meeting on **Friday 15 March 2024** at 14:30 (CET) at DFDS House in Copenhagen. After the Annual general Meeting, DFDS will host an informal Shareholders' Meeting.

Read more at [www.dfds.com](http://www.dfds.com)



DFDS A/S (“DFDS” or the “Company”) holds its annual general meeting on

**Friday, 15 March 2024 at 14:30 CET**

at DFDS House, Marmorvej 18, DK-2100 Copenhagen.

## 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 2023 and that discharge of liability is granted to the Executive 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 3.00 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 2023 is adopted.

The 2023 remuneration report is available on DFDS’ website at [www.dfds.com/en/about/investors/general-meetings](http://www.dfds.com/en/about/investors/general-meetings).
- 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 one-year periods.

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 appointment of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab as auditor in respect of statutory financial and sustainability reporting, all 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. Reduction of share capital and amendment to the Articles of Association

The Board of Directors proposes to reduce the Company’s share capital by nominally DKK 13,239,620 from DKK 1,172,631,560 to DKK 1,159,391,940 by cancelling 661,981 treasury shares of nominally DKK 20 each.

The treasury shares proposed for cancellation were repurchased by the Company under the share buyback programme announced on 9 February 2023 and pursuant to the authorization granted by the general meeting to the Board of Directors on 23 March 2022. Accordingly, the purpose of the repurchase and the share capital reduction has been to distribute funds to shareholders.

As announced on 22 February 2023, the buyback programme resulted in the repurchase of 1,071,428 shares at DKK 280 per share nominally DKK 20 each, corresponding to a total purchase sum of DKK 299,999,840.

Before the proposed capital reduction can be implemented, the Company will publish a notice in the Danish Business Authority’s IT system encouraging its creditors to notify any claims they may have against the Company within four weeks. The proposed capital

reduction will only be implemented after the lapse of this four-week period.

Adoption of the proposal implies the following amendment of article 2.1 of the Articles of Association taking effect upon completion of the capital reduction:

“2.1 The company’s share capital amounts to DKK 1,159,391,940 divided into shares of DKK 20 each. The share capital has been fully paid up.”

#### **7.B. Approval of remuneration of the Board of Directors for 2024**

The board remuneration for 2024 is submitted for approval by the general meeting in accordance with the Recommendations of the Danish Committee on Corporate Governance:

- 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.
- 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.
- 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.
- 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.

#### **7.C. 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 14 March 2028 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**

Adoption of the proposal under agenda item 7.A (Reduction of share capital and amendment to the Articles of Association) requires the favourable vote of at least two thirds of the votes cast as well as at least two-thirds of the share capital represented at the general meeting. See sections 186 and 106 of the Danish Companies Act.

All other proposed resolutions 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 Friday 8 March 2024.

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 Monday 11 March 2024 at 23:59 CET:

- By registering electronically at the website of Euronext Securities, [www.euronext.com/cph-agm](http://www.euronext.com/cph-agm) or at the Company’s website [www.dfds.com/en/about/investors/general-meetings](http://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](http://www.dfds.com/en/about/investors/general-meetings) or at [www.euronext.com/cph-agm](http://www.euronext.com/cph-agm).

Alternatively, the proxy and postal vote form may be downloaded from [www.dfds.com/en/about/investors/general-meetings](http://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 Monday 11 March 2024 at 23:59 CET.

The postal vote must be received by Euronext Securities no later than Thursday 14 March 2024 at 12:00 CET.

## ADDITIONAL INFORMATION

The following information is available on the Company's website at [www.dfds.com/en/about/investors/general-meetings](http://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 2023 annual report
  - The 2023 remuneration report
  - Appendix 1: List of candidates 2024
- 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 written enquiry to DFDS via email to [shareholder@dfds.com](mailto: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.

It will be possible to watch but not interact with the annual general meeting online. The link to this webcast will be available at the Company's website [www.dfds.com/en/about/investors/general-meetings](http://www.dfds.com/en/about/investors/general-meetings).

## SHAREHOLDERS' MEETING

On Friday 15 March 2024 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 Monday 11 March 2024 at 23:59 CET:

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

Copenhagen, Thursday 22 February 2024

**The Board of Directors**

