



## COMPANY ANNOUNCEMENT

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# TERMS FOR SHARE BUYBACK OF UP TO DKK 300M

- **DFDS launches a share buyback of up to DKK 300m with offer period expiring on 21 February 2023**

In view of DFDS' solid financial position and prospects, the Board of Directors has decided to launch a share buyback of up to DKK 300m structured as an auction process as previously announced in the Q4 2022 report.

The offer period is commencing today and will expire on 21 February 2023 at 16:00 CET.

### Authorisation to complete buyback

The share buyback is launched pursuant to the authorisation given to the Board of Directors by the annual general meeting on 23 March 2022 to allow the company to acquire up to 5,860,000 treasury shares (9.99% of outstanding shares) during the period until 23 March 2026. The company's holding of treasury shares can never exceed 10% of outstanding shares.

DFDS currently holds 1,381,528 treasury shares (2.36% of outstanding shares) all of which were purchased prior to 23 March 2022. Accordingly, the Board of Directors may allow for the company to purchase an additional 4,481,629 treasury shares (7.64% of outstanding shares).

### Summary terms of the buyback

The share buyback is structured as an auction process that gives shareholders an opportunity to sell shares to DFDS.

In accordance with the authorisation granted to the Board of Directors by the general meeting on 23 March 2022, the purchase price for treasury shares cannot deviate with more than 10% from share price quoted on Nasdaq Copenhagen at the time of acquisition.

The final purchase price for the shares and the number of treasury shares to be purchased by DFDS will be determined by the Board of Directors within the range of DKK 245 and DKK 310 per share on the basis of the acceptance forms submitted by shareholders during the offer period running from 10 February 2023 to 16:00 CET on 21 February 2023. Settlement of the acceptances received during this period is expected to take place on 27 February 2023.

The maximum aggregate purchase price will be DKK 300m. The allocation principles are set out in the complete terms and conditions for the share buyback.

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[www.dfds.com](http://www.dfds.com)

Announcement no. 06/2023

10 February 2023

Page 1/2

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### About DFDS

DFDS provides ferry and transport services in and around Europe, generating annual revenues of around DKK 27bn.

To over 10,000 freight customers, we deliver high reliability through ferry & port terminal services and transport & logistics solutions.

For millions of passengers, we provide safe overnight and short sea ferry services.

Our 11,500 employees are located on ferries, terminals, distribution centres, and in offices across 20 countries. DFDS was founded in 1866, headquartered in Copenhagen, and listed on Nasdaq Copenhagen.

### Disclaimer

The statements about the future in this announcement contain an element of risk and uncertainty which means that actual developments December diverge significantly.

Lauritzen Fonden Holding ApS, DFDS' largest shareholder, has confirmed to DFDS its intention to sell a number of its shares in DFDS equal to 42.33% of the total treasury shares to be purchased by DFDS under the share buyback. Lauritzen Fonden Holding ApS' pro rata share corresponds to Lauritzen Fonden Holding ApS' ownership stake in DFDS today.

Company announcement no.  
06/2023

10/02/2023

Page 2/ 2

DFDS has appointed Danske Bank as Lead Manager in connection with the buyback.

The complete terms and conditions for the share buyback are detailed in a separate offer document dated 10 February 2023, including an acceptance form. The offer document can, subject to certain restrictions, be downloaded today from around 09.30am CET from [www.dfds.com/en/about/investors/share-buyback-2023](http://www.dfds.com/en/about/investors/share-buyback-2023).

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*This announcement does not constitute or form part of an offer or a request to sell or buy shares in DFDS A/S. The share buyback offer referred to herein will be made solely on the terms and conditions set out in the offer document, which can be downloaded at [www.dfds.com/en/about/investors/share-buyback-2023](http://www.dfds.com/en/about/investors/share-buyback-2023) from 10 February 2023.*

**SHAREHOLDERS IN DFDS A/S ARE ENCOURAGED TO READ THE OFFER DOCUMENT CAREFULLY AS IT CONTAINS IMPORTANT INFORMATION REGARDING THE SHARE BUYBACK.**