

# 2026 Terms of reference of the Board Committees

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# 1. Audit Committee

The purpose of the Committee is to assist the Board of Directors in fulfilling its responsibilities relating to the oversight of the quality and integrity of the accounting, auditing, and financial reporting, as well as sustainability reporting (as per the Corporate Sustainability Reporting Directive) of the Company.

The Committee's tasks and responsibilities shall at least comprise the following:

- 1) Inform the Board of Directors of the result of the Statutory Audit performed by the Statutory Auditor, including the financial and sustainability reporting processes
- 2) Oversee and report to the Board of Directors on the following matters before approval of the Annual Report and the Quarterly reporting:
  - a. Accounting Policies for significant areas
  - b. Significant accounting estimates
  - c. Sustainability reporting according to the Corporate Sustainability Reporting Directive (only for the annual report)
  - d. Related party transactions
  - e. Uncertainty and risks.
- 3) Discuss the reporting from the Statutory Auditor, including particularly if the Statutory Auditor has reported significant omissions in the Company's internal control system related to the financial and sustainability reporting. The Committee shall report such discussions to the Board of Directors, including any measures the Committee has implemented or will implement
- 4) Oversee the financial and sustainability reporting processes and make recommendations or suggestions to ensure its integrity
- 5) Oversee whether the Company's procedures for internal controls and risk management related to the financial and sustainability reporting processes are adequate and function efficiently, including insurance policy and coverage, tax policy, GDPR, financial policies, including funding, financial reserves and financial leverage, ERP roll-out, and IT security
- 6) Review and assess the Company's enterprise risk management, including the adequacy of the compliance and control environment in selected areas representing significant risk
- 7) Oversee the procedure for handling complaints reported through DFDS' whistle-blower system
- 8) Discuss with the Statutory Auditor the Statutory Auditor's proposed audit and assurance strategy and plan, including the proposed materiality level; identification of significant risks; proposed audit scope/coverage in Group entities; staffing and timing of work

- 9) Oversee the Statutory Audit of the financial statements and assurance of the sustainability reporting, etc., while taking into account any findings or conclusions from the most recent quality control of the Statutory Auditor
- 10) Oversee and control the Statutory Auditor's independence as well as approve the Statutory Auditor's rendering of Non-Audit Services to the Company
- 11) Responsible for the process of selecting and proposing the appointment of the Statutory Auditor
- 12) Evaluate yearly the need for establishing an Internal Audit function
- 13) Other tasks delegated from the Board of Directors

## 2. Remuneration Committee

The purpose of the Remuneration Committee is to assist the Board of Directors in fulfilling its responsibilities relating to the establishment, monitoring and adjustment of the Company's remuneration policy including incentive schemes. Further, the purpose of the Remuneration Committee is to ensure that the actual executive remuneration of DFDS at all times comply with DFDS' remuneration policy as well as regulatory and corporate governance requirements.

The tasks/responsibilities of the Committee are:

- 1) To propose the remuneration policy in accordance with the long-term value creation of the Company including the overall guidelines for incentive pay of the Board of Directors and the Executive Board for the approval of the Board of Directors prior to the approval of the annual general meeting.
- 2) To make proposals to the Board of Directors as to remuneration (all salaries including fixed, variable and performance based remuneration, pensions, employee benefits/fringe benefits, car scheme, retirement agreements etc.) to as well as employment contract for members of the Board of Directors and the Executive Board.
- 3) To ensure that the remuneration (and other benefits offered to the members of the Board of Directors and the Executive Board) comply with the remuneration policy of the company and the performance of the individual. The Committee must be informed of the total remuneration (and other benefits etc.) which members of the Board of Directors and the Executive Board may receive from other group companies.
- 4) To propose policies etc. (including any threshold amount) for travel and entertainment expenses, car scheme, fringe benefits etc. and how to obtain approval hereof.
- 5) To participate in the preparation of the Company's annual remuneration report.
- 6) To ensure that the information of the annual report on remuneration of the Board of Directors and the Executive Board is correct, accurate and sufficient.
- 7) To monitor other matters in relation to the matters mentioned which the Remuneration Committee at its own discretion may consider relevant together with other assignments which the Board of Directors may request the Remuneration Committee to undertake or evaluate.

### **3. Nomination Committee**

The purpose of the Nomination Committee (the “Committee”) is to assist the Board of Directors in fulfilling its responsibilities relating to the oversight of the competences required of the Board of Directors and the Executive Board and the organizational structure of the management bodies of the Company as well as reporting thereon. Further, the Nomination Committee shall assist when the Company is recruiting for the management bodies of the Company, including assisting the Executive Board when recruiting for the Company’s executive committee.

The tasks/responsibilities of the Committee are:

- 1) Annually to evaluate the competences required by the management bodies and for a given position and to specify the time necessary to spend to perform the duties of the position and to assess competences, knowledge and experience available in the management bodies and to explain/present this to the Board of Directors.
- 2) Annually to evaluate the structure, size, composition and results/performance of the management bodies and to report this to the Board of Directors and to recommend any necessary changes to the Board of Directors.
- 3) Annually to evaluate the competences, knowledge and experience of the individual members of the management bodies and to report this to Board of Directors.
- 4) Prior to commencing a search process for a given position, to describe the requirements and nature of the position and the competences, knowledge, experience and expected time consumption required for fulfilling the vacant position.
- 5) To consider proposals from relevant persons including shareholders and members of the management bodies for candidates to vacant positions in the management bodies.
- 6) To recommend to the Board of Directors candidates for the management bodies.
- 7) To ensure a qualified selection of any external consultants assisting in the search for candidates based on qualifications, knowledge and experience.
- 8) To review and evaluate the candidates and their competences, knowledge and experience and whether they have the necessary time available. The assessment should take into account the description referred to above and the competences, knowledge and experience available in the two management bodies.

