

NOTICE CONVENING THE 2022 ANNUAL GENERAL MEETING OF DFDS A/S

DFDS A/S (company no. 14194711) holds its annual general meeting

Wednesday, 23 March 2022 at 03.00pm

at DFDS House, Marmorvej 18, 2100 Copenhagen

DFDS A/S
Marmorvej 18
2100 Copenhagen
Denmark
CVR. 14 19 47 11

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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 2021 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 4.00 per share is distributed from the profit of the year and other funds available for distribution.

It is the intention of the Board of Directors according to the authority delegated to it to distribute an extraordinary dividend of DKK 4.00 per share by August 2022.

4. Presentation of the remuneration report for advisory vote

The Board of Directors proposes that the remuneration report for 2021 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.

Marianne Dahl does not seek re-election.

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

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7. Proposals from the Board of Directors

7.a Approval of remuneration of the Board of Directors for 2022

The board remuneration for 2022 is submitted for approval by the general meeting in accordance with the Recommendations of the Danish Committee on Corporate Governance.

1. 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.
2. 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.
3. 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.
4. 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.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 23 March 2026 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 DKK 20 each. Each share of DKK 20 carries one vote.

Registration date, participation and voting right

The registration date is Wednesday, 16 March 2022.

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.

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Registration

Access to the general meeting is conditional on the shareholder registering for the general meeting no later than Friday 18 March 2022 at 11:59pm

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- 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 vp_vpinvestor@euronext.com or by calling Euronext Securities on +45 4358 8866 (weekdays 9:00 AM to 4:00 PM CET);

After registration you will at the e-mail address you provided as part of registration receive an PDF admission card. This admission card will be e-mailed to the e-mail address, which the shareholder 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.

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; or
- Issue a proxy to the Board of Directors for voting in accordance with the recommendations of the Board of Directors; or
- 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 form or the postal vote form may be opened from the attached link, downloaded from www.dfds.com/en/about/investors/general-meetings or www.vp.dk/agm, printed and sent by email to vp_vpinvestor@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 vote or proxy form is sent by ordinary mail.

The proxy must be received by Euronext Securities no later than Friday 18 March 2022 at 11:59 PM.

The postal vote must be received by Euronext Securities no later than Tuesday 22 March 2022 at 12:00 noon.

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 at the annual general meeting, including
 - The annual report for 2021
 - The remuneration report for 2021
 - Appendix 1: List of candidates 2022
- Registration form.
- Proxy and postal vote form.
- Information on handling of personal information in connection with the annual general meeting.

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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 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 2.30 PM. Refreshments will be served. There will be no award of travel vouchers.

Shareholders, advisors or guests infected with or showing symptoms of COVID-19, or having had close contact with a person either infected or showing symptoms of COVID-19, are kindly requested not to attend the annual general meeting in person. For shareholders who want to attend in person, we recommend attending without an advisor in order to reduce the number of attendees.

The company 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.

Copenhagen, 24 February 2022
The Board of Directors