

## NOTICE OF EXTRAORDINARY GENERAL MEETING

To the shareholders of DFDS A/S:

An extraordinary general meeting of DFDS A/S (CVR no. 14 19 47 11) will be held on Wednesday, 19 November 2014, at 10:00am (CET) at Sundkrogsgade 11, DK-2100 Copenhagen.

### Agenda:

1. Proposal regarding a reduction of the Company's share capital with nominally DKK 65,000,000 through cancellation of a part of the Company's own shares and a resulting amendment of section 2 of the Articles of Association.

The Board of Directors proposes that the Company's share capital is reduced from nominally DKK 1,330,000,000 to nominally DKK 1,265,000,000 through cancellation of nominally DKK 65,000,000 of own shares, corresponding to 650,000 shares of nominally DKK 100. The purpose of the capital reduction is to reduce a part of the Company's own shares which is equivalent to a pay-out to the shareholders, cf. the Danish Companies Act section 188(1)(2), as the amount of capital reduction has been paid-out to shareholders as payment for shares acquired by the Company. The capital reduction has been proposed to ensure a balanced capital structure of the Company.

The shares were acquired by the Company during the period from 6 September 2013 until 8 September 2014 at a total price of DKK 271,691,049, corresponding to an average price of DKK 418 per share. The premium involved in the capital reduction thus amounts to a total of DKK 206,700,000, corresponding to DKK 318 per share. The shares were acquired partially in connection with a buy-back of own shares on 6 September 2013 from A.P. Møller-Mærsk A/S and partially as part of the Company's share buy-back program announced on 28 February 2014 through announcement no 8/2014, in which connection it was announced that the Company intended to cancel the shares bought.

An adoption of the proposed capital reduction will result in an amendment of section 2 of the Articles of Association, as follows:

*"The Company's share capital is DKK 1,265,000,000 divided into shares of DKK 100. The share capital is fully paid up."*

The capital reduction will be announced in the Danish Business Authority's IT system, and creditors are advised to notify their claims to the Company within the time-limit of 4 weeks, cf. the Danish Companies Act section 192(1). The capital reduction is expected to be implemented after the expiry of the deadline for filing of claims with the Company.

2. Authorisation to the Chairman of the meeting

DFDS A/S, Sundkrogsgade 11  
DK-2100 Copenhagen Ø  
CVR 14 19 47 11  
www.dfdsgroup.com

Company announcement no.  
75/2014

23.10.2014

Page 1/ 3

### Contact persons

Torben Carlsen, CFO  
+45 33 42 32 01

Søren Brøndholt Nielsen, IR  
+45 33 42 33 59

### DFDS profile

DFDS provides shipping and transport services in Europe, generating annual revenues of EUR 1.6bn.

To over 8,000 freight customers, we deliver high performance and superior reliability through shipping & port terminal services, and transport & logistics solutions.

For more than five million passengers, we provide safe overnight and short sea ferry services.

Our 6,000 employees are located on ships and in offices across 20 countries. DFDS was founded in 1866, is headquartered in Copenhagen, and listed on NASDAQ OMX Copenhagen.

The Board of Directors proposes that the general meeting authorises the Chairman of the meeting with a right of substitution to make the required filings of the resolution adopted at the general meeting and to make such amendments thereto as may be required to achieve their registration with or procure the approval by the Danish Business Authority or other relevant authorities.

Announcement no.75/2014  
23 October 2014

Page 2 of 3

#### **Majority requirements, share capital, record date, participation and voting rights**

With respect to item 1 of the agenda, resolution requires the approval by at least 2/3 of the votes cast as well as 2/3 of the share capital represented at the general meeting. Item 2 of the agenda may be adopted by a simple majority of votes.

The share capital of the Company is DKK 1,330,000,000 divided into 13,300,000 shares of DKK 100 each.

Each share of DKK 100 carries one vote.

The record date is Wednesday, 12 November 2014.

Shareholders holding shares in the Company on the record date are entitled to participate in and vote at the general meeting. Access to the general meeting is furthermore conditional on the shareholder having obtained an admission card in due time as described below.

#### **Requesting admission cards**

Access to the general meeting is conditional on the shareholder having requested an admission card no later than Friday, 14 November 2014. Admission cards should be requested from VP Investor Services A/S by phone +45 43 58 88 93, by fax +45 43 58 88 67, through VP Investor Services' website, [www.uk.vp.dk/agm](http://www.uk.vp.dk/agm), or through the Company's website [www.dfdsgroup.com](http://www.dfdsgroup.com).

#### **Proxy**

A proxy must be received by VP Investor Services no later than Friday, 14 November 2014 either through VP Investor Services' website, [www.uk.vp.dk/agm](http://www.uk.vp.dk/agm), or through [www.dfdsgroup.com](http://www.dfdsgroup.com). Furthermore, a proxy form may be downloaded from [www.dfdsgroup.com](http://www.dfdsgroup.com), printed and sent by fax to +45 43 58 88 67, by email to [vpinvestor@vp.dk](mailto:vpinvestor@vp.dk) or by ordinary mail to VP Investor Services, Weidekampsgade 14, DK-2300 Copenhagen.

#### **Voting by correspondence**

Votes by correspondence must be received by VP Investor Services no later than Tuesday, 18 November 2014 at 12:00 pm (CET) either through VP Investor Services' website, [www.uk.vp.dk/agm](http://www.uk.vp.dk/agm), or through [www.dfdsgroup.com](http://www.dfdsgroup.com). The form to be used for voting by correspondence may be downloaded from [www.dfdsgroup.com](http://www.dfdsgroup.com), printed and sent by fax to +45 43 58 88 67, or by email to [vpinvestor@vp.dk](mailto:vpinvestor@vp.dk) or by ordinary mail to VP Investor Services, Weidekampsgade 14, DK-2300 Copenhagen.

#### **Shareholder information**

The following information is available on the Company's website, [www.dfdsgroup.com](http://www.dfdsgroup.com):

- Notice to convene the general meeting including the agenda and complete proposals
- The documents to be presented at the general meeting, comprising (i) the Annual Report for 2013, (ii) the Board of Directors statement, cf. the Danish Companies Act section 156, and (iii) a declaration by the auditors of the Company on the statement by the Board of Directors, cf. the Danish Companies Act section 156
- Registration form
- Forms to be used for voting by proxy or by correspondence

- The aggregate number of shares and voting rights at the date of the notice to convene the general meeting

Announcement no.75/2014  
23 October 2014

Shareholders may ask questions in writing to the Company regarding the agenda and/or the documents mentioned above.

Page 3 of 3

**Practicalities**

The doors of the general meeting at DFDS A/S, Sundkrogsgade 11, DK-2100 Copenhagen, open at 09:45 am (CET).

Copenhagen, 23 October 2014

The Board of Directors