

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

Thursday, 17 September 2015, at 10:00am (CEST)

at Sundkrogsgade 11, DK-2100 Copenhagen

Agenda:

1. Proposal regarding a reduction of the Company's share capital with nominally DKK 35,000,000 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 1,265,000,000 to nominally DKK 1,230,000,000 through cancellation of nominally DKK 35,000,000 of own shares, corresponding to 350,000 shares of nominally DKK 100. The purpose of the capital reduction is 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 21 April 2015 at a total price of DKK 200,028,500, corresponding to an average price of DKK 572 per share of nominally DKK 100. The premium involved in the capital reduction thus amounts to a total of DKK 165,028,500, corresponding to DKK 472 per share of nominally DKK 100. 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 programme announced on 8 September 2014 through announcement no 65/2014, 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 the total share capital of section 2 of the Articles of Association from "DKK 1,265,000,000" to "DKK 1,230,000,000".

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 notifying claims to the Company.

2. Proposal regarding distribution of an extraordinary dividend of DKK 9 per share of nominally DKK 100

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Page 1/ 3

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DFDS profile

DFDS provides shipping and transport services in Europe, generating annual revenues of EUR 1.7bn.

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

For six million passengers, we provide safe overnight and short sea ferry services.

Our 6,400 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 approves to distribute a total extraordinary dividend of DKK 9 per share of nominally DKK 100.

The proposal is put forward as part of the Company's amended distribution policy as per announcement no 63/2015 according to which the Board of Directors will seek to distribute dividends twice a year. The Board of Directors expects to propose at the annual general meeting 2016 that the Board of Directors be authorised to distribute an extraordinary dividend.

3. Proposal regarding a change of the nominal value of the shares from DKK 100 to DKK 20

The Board of Directors proposes that the value per share is changed from DKK 100 to DKK 20. If the proposal is adopted the share will be split in the ratio of 1:5 so that each share of nominally DKK 100 is replaced by 5 new shares of nominally DKK 20.

An adoption of the proposal 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 20. The share capital is fully paid up".

In addition, it is proposed that the right to vote on the Company's shares is changed so that each share amount of DKK 20 carries one vote. An adoption of the proposal will result in an amendment of section 6.1 of the Articles of Association as follows:

"Each share amount of DKK 20 carries one vote".

4. Authorisation to the Chairman of the meeting

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.

Interdependence between certain items on the agenda

If the proposal for a share split under item 3 of the agenda is adopted and is registered before the capital reduction has taken place, there will be a cancellation of 1,750,000 shares of nominally DKK 20 and the premium will amount to DKK 94 per share of nominally DKK 20.

If the proposal for a share split under item 3 of the agenda is adopted and is registered after registration of the capital reduction has taken place, section 2 of the Articles of Association will be amended as follows:

"The Company's share capital is DKK 1,230,000,000 divided into shares of DKK 20. The share capital is fully paid up".

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

With respect to item 1 and 3 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 and 4 of the agenda may be adopted by a simple majority of votes.

The share capital of the Company is DKK 1,265,000,000 divided into 12,650,000 shares of DKK 100 each.

Each share of DKK 100 carries one vote.

The record date is Thursday, 10 September 2015.

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, 11 September 2015. 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.vp.dk/agm or through the Company's website www.dfdsgroup.com.

Proxy

A proxy must be received by VP Investor Services no later than Friday, 11 September 2015 either through VP Investor Services' website, www.vp.dk/agm, or through www.dfdsgroup.com. Furthermore, a proxy form may be downloaded from www.dfdsgroup.com, printed and sent by fax to +45 43 58 88 67, by email to 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 Wednesday, 16 September 2015 at 12:00 pm (CEST) either through VP Investor Services' website, www.vp.dk/agm, or through www.dfdsgroup.com. The form to be used for voting by correspondence may be downloaded from www.dfdsgroup.com, printed and sent by fax to +45 43 58 88 67, or by email to 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:

- 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 2014, (ii) the Interim Report for H1 2015 (iii) the Board of Directors statement, cf. the Danish Companies Act section 156, and (iv) 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

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

Practicalities

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

Copenhagen, 19 August 2015

The Board of Directors