

## NEW SHARE BUYBACK OF UP TO DKK 350M

- **New share buyback to align capital structure further to target**
- **Buyback of up to DKK 350m to be completed no later than 6 February 2017**

The new share buyback of up to DKK 350m will be executed in accordance with the Safe Harbour rules and is expected to be completed no later than 6 February 2017.

DFDS' target for capital structure is a ratio of net interest-bearing debt to EBITDA before special items (NIBD/EBITDA) of between 2.0 and 3.0. At the end of Q2 2016 NIBD/EBITDA was 1.2.

To further align the capital structure to the target, the Board of Directors have decided to increase the total distribution to shareholders in 2016 to around DKK 1,250m from previously DKK 940m.

### Capital distribution overview

DKK m	2016, expected		2015
	New	Previous	
Buyback 1	400	400	101
Buyback 2	250	250	300
Buyback 3 <sup>1</sup>	250	n.a.	n.a.
<b>Total share buyback</b>	<b>900</b>	<b>650</b>	<b>401</b>
Dividend <sup>2</sup> , Apr	175	175	218
Dividend <sup>2</sup> , Aug	175	115	108
<b>Total dividend<sup>2</sup></b>	<b>350</b>	<b>290</b>	<b>326</b>
<b>Total distribution</b>	<b>1,250</b>	<b>940</b>	<b>727</b>

<sup>1</sup> 2016: the amount equals the expected buyback in 2016 of the total buyback of DKK 350m running until latest 6 February 2017

<sup>2</sup> Excluding treasury shares

The previous total distribution of DKK 940m consisted of a dividend of approximately DKK 290m and two share buybacks totalling up to DKK 650m that have both now been completed.

Following an increase in the planned August dividend to DKK 3.00 per share from previously DKK 2.00 per share, the total dividend to be paid in 2016 is increased to

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

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

Announcement no. 50/2016  
18 August 2016  
Page 1 of 3

### Contact

Niels Smedegaard, CEO  
+45 33 42 34 00

Torben Carlsen, CFO  
+45 33 42 32 01

Søren Brøndholt Nielsen, IR  
+45 33 42 33 59

### About DFDS

DFDS provides shipping and transport services in Europe and has an annual revenue of DKK 14 billion.

We deliver high reliability through our shipping and port terminal services as well as our transport and logistics solutions to over 8,000 freight customers.

We offer safe transportation on short ferry routes and routes with overnight accommodation to six million passengers.

We have 6,900 employees spread across offices in 20 countries. DFDS was established in 1866, is headquartered in Copenhagen and is quoted on Nasdaq Copenhagen.

### Disclaimer

Statements about the future in this announcement contain an element of risk and uncertainty, both in general and specific terms, and this means that actual developments may significantly diverge from the statements made about the future.

DKK 350m. In addition, more than two thirds of the new share buyback of DKK 350m is expected to be completed in 2016 bringing the total expected distribution to shareholders to DKK 1,250m in 2016.

Company announcement no.  
50/2016

18/08/2016

In comparison, DFDS distributed a total of DKK 727m in 2015 through dividends and share buybacks.

Page 2/ 3

DFDS' Board of Directors continually assesses the capital structure in relation to the development in earnings and future investments, including strategic acquisitions.

### **Conditions for the new share buyback**

The new share buyback is launched within the authorisation given to DFDS' Board of Directors by the Company's Annual General Meeting on 31 March 2016 regarding the purchase of up to 6,000,000 shares of nominal value DKK 20 per share.

Since 31 March 2016 and up to and including 16 August 2016, DFDS has purchased 606,535 treasury shares and hence under the existing authorisation a maximum of a further 5,393,465 shares (corresponding to 9.0% of the total share capital) can be purchased.

When the share buyback is completed, the Board of Directors expects to propose that the shares purchased be cancelled through a capital reduction, except for shares to be used for hedging DFDS' option programme.

The Company currently holds a total of 2,127,629 treasury shares, corresponding to 3.5% of the share capital.

### **Share buyback of up to DKK 350m**

The share buyback will run from 18 August 2016 and up until 6 February 2017 at the latest and will be executed in accordance with the Safe Harbour rules.

Based on a closing price of DKK 314.5 as quoted on Nasdaq Copenhagen on 17 August 2016, the new share buyback includes around 1.11m shares corresponding to 1.85% of DFDS' total share capital.

At the time of purchase, the price paid may not differ from the purchase price quoted on Nasdaq Copenhagen by more than 10%.

The share buyback has been set up and structured in accordance with European Commission Regulation 1052/2016 of 8 March 2016 (the so-called Safe Harbour regulation for share buybacks).

DFDS' largest shareholder, Lauritzen Foundation, has committed to participating pro rata in the share buyback with a share of 42.5%.

DFDS has entered into an agreement with Carnegie Investment Bank ("Carnegie") as Lead Manager, and Carnegie will, on behalf of DFDS, execute the purchase of shares in the Company and undertake all purchase transactions independently of, and without influence by, DFDS.

The pro rata buyback from Lauritzen Foundation entails that Lauritzen Foundation, on a daily basis, sells a pro rata number of shares in DFDS. Settlement shall be made in relation to the volume-weighted average purchase price of those shares purchased under the share buyback on the relevant trading day.

DFDS is entitled to stop the share buyback. If this happens, DFDS will immediately make an announcement to this effect via a company announcement to Nasdaq Copenhagen and Carnegie will cease buying back shares in the market and from Lauritzen Foundation.

Company announcement no.  
50/2016

18/08/2016

Page 3/ 3

The following guidelines apply to the share buyback:

- The trading volume of shares in the Company is limited to a total value of DKK 350m, including the number of shares which Lauritzen Foundation is committed to selling
- At the current share price, this corresponds to a share buyback of approximately 1.11m shares or 1.85% of DFDS' share capital
- The maximum number of shares that can be purchased under the share buyback is 3,000,000 shares
- The maximum number of shares that may be purchased on any given trading day cannot exceed 25% of the average daily trading volume of DFDS shares on Nasdaq Copenhagen calculated for the 20 trading days preceding the date of purchase
- During the lifespan of the share buyback, shares must not be purchased at prices that are higher than the following two prices:
  - The price of the last reported independent trade.
  - The price of the highest independent bid on Nasdaq Copenhagen.

At the beginning of each week, DFDS will disclose the number and the value of shares bought in the previous week in a company announcement to Nasdaq Copenhagen.