

## NOTICE OF EXTRAORDINARY GENERAL MEETING

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

Company announcement no.  
28/2013

20 November 2013

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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 16 December 2013 at 10:00am at Sundkrogsgade 11, 2100 Copenhagen Ø.

### Agenda:

1. Proposal regarding a reduction of the Company's share capital with nominally DKK 155,608,100 through cancellation of a part of the Company's own shares and a resulting amendment of § 2 of the Articles of Association.

The Board of Directors proposes that the Company's share capital is reduced from nominally DKK 1,485,608,100 to nominally DKK 1,330,000,000 through cancellation of nominally DKK 155,608,100 of own shares. The purpose of the capital reduction is pay-out to the shareholders, cf. the Danish Companies Act § 188, section 1, no. 2, as the amount of capital reduction is paid-out to shareholders as payment for shares acquired by the Company, and to ensure a balanced capital structure of the Company.

The shares were acquired by the Company on 6 September 2013 at a price of DKK 352.50 per share, i.e. a total acquisition price of DKK 548,518,552.50. The premium involved in the capital reduction thus amounts to DKK 252.50 per share, i.e. a total of DKK 392,910,452.50. The shares were acquired as a part of a total acquisition of nominally DKK 178,273,000 of own shares from A.P. Møller-Mærsk A/S, in which connection it was announced that the Company intended to cancel a part of its own shares, however, excluding shares retained for the purpose of hedging the Company's share option programme.

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

*"The Company's share capital is DKK 1,330,000,000 divided into shares of DKK 100. The share capital is fully paid up."*

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

### Contact persons

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### DFDS profile

DFDS is Northern Europe's largest integrated shipping and logistics company.

DFDS Seaways operates a network of 30 routes with 50 freight and passenger ships, while DFDS Logistics provides freight solutions in Europe with trailers, containers, and rail.

DFDS has 6,000 employees in 20 countries, and revenue of DKK 12bn. The Company was founded in 1866, and is headquartered in Copenhagen, and listed on NASDAQ OMX Copenhagen.

### Disclaimer

The 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 diverge considerably from the statements about the future.

## 2. 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 substitutions to make the required filings of the resolutions 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.

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

With respect to item 1 of the agenda, a resolution requires the approval by at least 2/3 of the votes casted as well as 2/3 of the votes present 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 1,485,608,100 divided into 14,856,081 shares of DKK 100 each.

Each share of DKK 100 carries one vote.

The record date is 9 December 2013.

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 by 12 December 2013. 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/gf](http://www.vp.dk/gf), or through the Company's website [www.dfds.com](http://www.dfds.com).

### **Proxy**

A proxy must be received by VP Investor Services no later than 12 December 2013 either through VP Investor Services' website, [www.vp.dk/gf](http://www.vp.dk/gf), or through [www.dfds.com](http://www.dfds.com). Furthermore, a proxy form may be downloaded from [www.dfds.com](http://www.dfds.com), printed and sent within the time-limit 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, 2300 Copenhagen S.

### **Voting by correspondence**

Votes in writing must be received by VP Investor Services no later than 15 December 2013 at 12.00pm CET either through VP Investor Services' website, [www.vp.dk/gf](http://www.vp.dk/gf), or through [www.dfds.com](http://www.dfds.com). The form to be used for voting in writing may be downloaded from [www.dfds.com](http://www.dfds.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, 2300 Copenhagen S.

### **Shareholder information**

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

- Notice to convene the general meeting including the agenda and complete proposals

- The aggregate number of shares and voting rights at the date of the notice to convene the general meeting
- The documents which will be presented at the general meeting, comprising (i) the Annual Report for 2012, (ii) the Board of Directors statement, cf. the Danish Companies Act § 156, and (iii) a declaration by KPMG on the statement by the Board of Directors, cf. the Danish Companies Act § 156
- Forms to be used by voting by proxy and correspondence

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

### **Practicalities**

The doors of the general meeting open at 09:45am. No refreshments will be served and no marketing activities will take place during the general meeting.

Copenhagen, 20 November 2013  
The Board of Directors