



Global Transport and Logistics

DSV, 737 - NOTICE OF ANNUAL GENERAL MEETING

February 11, 2019

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of DSV A/S will be held on:

Friday 15 March 2018 at 2:00 p.m. CET at the DSV's registered headquarters

DSV A/S

Hovedgaden 630, 2640 Hedehusene, Denmark

Doors open at 1:30 p.m. CET

A light snack will be served before the Annual General Meeting.

1 Agenda

1. Reports from the Board of Directors and the Executive Board on the Company's activities in 2018.
2. Presentation and adoption of the 2018 Annual Report with the audit report.
3. Approval of the proposed remuneration of the Board of Directors for the current financial year.
4. Resolution on the appropriation of profits or covering of losses as per the adopted 2018 Annual Report.
5. Election of members for the Board of Directors.
6. Election of auditor(s).
7. Proposed resolutions:
 - 7.1 Proposed reduction of the share capital and amendment of Article 3 of the Articles of Association.
 - 7.2 Proposed authorisation to acquire treasury shares.
 - 7.3 Proposed amendment of the remuneration policy and Article 4b in the Articles of Association.
8. Any other business.

2 Explanation of the agenda items

Re item 1 of the agenda

Reports from the Board of Directors and the Executive Board on the Company's activities in 2018.

The Board of Directors proposes that the reports of the Board of Directors and the Executive Board on the Company's activities in 2018 is noted.

Re item 2 of the agenda

Presentation of the 2018 Annual Report with audit report to be approved.

The Board of Directors proposes that 2018 Annual Report is approved.

Re item 3 of the agenda

Approval of the proposed remuneration of the Board of Directors for the current financial year.

The Board of Directors proposes the following remuneration of its members for 2019:

A basic fee of DKK 450,000 for each ordinary board member.

Re item 4 of the agenda

Resolution on the appropriation of profits or coverage of losses as per the approved 2018 Annual Report.

The Board of Directors proposes a dividend per share of DKK 2.25.

Re item 5 of the agenda

Election of members for the Board of Directors.

Members up for election are:

Kurt K. Larsen
Annette Sadolin
Birgit W. Nørgaard
Thomas Plenborg
Robert Steen Kledal

Jørgen Møller

The Board of Directors proposes re-election of all nominated candidates. Background information on the candidates is attached.

The Board of Directors nominates:

Malou Aamund

Background information on the new candidate is attached.

Re item 6 of the agenda

Election of auditor(s).

The Board of Directors proposes re-election of PricewaterhouseCoopers, State certified accounting member firm, CVR.no. 33771231, based on the recommendation of the Company's Audit Committee.

The Audit Committee has not been influenced by third parties or been subject to any agreements restricting the election of new auditor(s) at the Annual General Meeting.

Re item 7.1 of the agenda

Proposed reduction of the share capital and amendment of Article 3 of the Articles of Association.

Background

The Company has since its last Annual General Meeting implemented three share buyback programmes, the first beginning May 1, 2018. Some of the treasury shares acquired will be used to cover the Company's incentive programmes, and it is proposed that the remaining treasury shares be cancelled resulting in the share capital being reduced by treasury shares of a nominal value of DKK 2,000,000 allocated to 2,000,000 own shares with a nominal value of DKK 1. After the reduction, the nominal value of the Company's share capital will be DKK 186,000,000.

Pursuant to section 188 of the Danish Companies Act (Selskabsloven), notice is hereby given that the purpose of the capital reduction is to cancel part of the Company's portfolio of treasury shares. According to the practice of the Danish Business Authority (Erhvervsstyrelsen), this is comparable to a capital reduction for distribution to shareholders, see section 188(1)(ii) of the Danish Companies Act. The Company has since May 1, 2018 acquired 6.540.292 shares. The shares are re-purchased for DKK 3.480.820.562 equalling an average price of kr. 532,21 per share. This means that that in addition to the nominal capital reduction amount, a total of DKK 3.478.820.562 has been paid out to the Company's shareholders.

In order to support the resolution to reduce the share capital, it is proposed to amend Article 3 of the Articles of Association once the capital reduction has been completed.

As a result of the capital reduction, Article 3 of the Articles of Association will be amended to read as follows:

"§3

'The Company's share capital amounts to DKK 186,000,000.'

Prior to the implementation of the capital reduction, the Company's creditors will be asked to file any claims they may have against the Company within a period of four weeks. The request will be published through the Danish Business Authority's IT system. The capital reduction will be implemented after four weeks.

Re item 7.2 on the agenda

Proposed resolution from the Board of Directors to grant authorisation to acquire treasury shares.

Background

For the purposes of maintaining an active capital allocation policy and covering the incentive programmes of the Company, a proposal is made to grant a new five-year authorisation to the Board of Directors to acquire treasury shares of a nominal value of up to DKK 18,600,000 of the share capital, corresponding to 10 per cent of the capital, provided that the Company's portfolio of treasury shares does not exceed 10 per cent of the Company's share capital at any time. The fee for own shares cannot deviate with more than 10 per cent from the last recorded share value at the time of purchase. The new five-year authorisation will replace the existing one.

Re item 7.3 on the agenda

Proposed amendment of the remuneration policy and Article 4b in the Articles of Association.

Background

The Board of Directors propose to change the remuneration policy and to incorporate the general guidelines for the Company's incentive pay for employees of DSV A/S into the remuneration policy. The change is based on a need for an update of the remuneration policy, as well as simplifying and clarifying the Company's remuneration principles.

A draft of the new remuneration policy is attached as a document to this notice. The complete proposal is also available at the Company's website <http://investor.dsv.com>.

As a result of the proposed amendments, Article 4b of the Articles of Association will be amended to read as follows:

"At the Company's annual general meeting on 15 March 2019, the General Assembly approved the general guidelines for the Company's incentive pay for employees of DSV A/S, which is an integrated part of the Company's remuneration policy.

The remuneration policy has been published on the Company's website (www.dsv.com)."

3 Adoption requirements

The following requirements must be satisfied for the proposed resolutions to be considered adopted:

- (i) The resolutions proposed under items 2 to 6, 7.2 and 7.3 can be adopted by a simple majority of votes.
- (ii) The resolutions proposed under items 7.1 can be adopted if at least two thirds of both the votes and the share capital represented at the Annual General Meeting are in favour of the individual proposal.

4 Amount of share capital and shareholders' voting rights

Pursuant to section 97 of the Danish Companies Act, notice is hereby given that the Company's nominal share capital amounts to DKK 188,000,000 and is divided into 188,000,000 shares of DKK 1 each. Each nominal share amount of DKK 1 entitles the holder to one vote.

5 Attendance at the Annual General Meeting and voting

In order to attend and vote at the Annual General Meeting, the following conditions apply:

The voting rights attaching to the shares and exercisable by the shareholders at the Company's Annual General Meetings or by post are determined by the proportion of the shares held by the individual shareholders on the registration date.

The registration date is Friday, 8 March 2019.

The shares held by each of the Company's shareholders will be calculated at the end of the registration date at 11:59 p.m. The calculation is made based on the shares registered in the register of shareholders and duly evidenced by notices to the Company about any acquisition of shares not yet registered in the register of shareholders but received by the Company before the end of the registration date.

Only physical persons and legal entities registered as shareholders on the record date 8 March 2019 are entitled to attend and vote at the Annual General Meeting cf. the below regarding shareholders' timely request for admission card.

Shares transferred or acquired in the period between the registration date and the Annual General Meeting do not affect the voting rights at the Annual General Meeting or the right to vote by post prior to the Annual General Meeting.

Admission cards/registration

In order to attend the Company's Annual General Meeting, shareholders must request an admission card no later than Monday 11 March 2019 at 11:59 p.m. via DSV's online Shareholder Portal, which is accessible via the Company's website at <http://investor.dsv.com/communication>.

Admission cards may also be requested on the website of Computershare A/S, www.computershare.dk until Monday 11 March 2019 at 11:59 p.m., or by contacting Computershare A/S by telephone on + 45 4546 0999 until Monday 11 March 2018 at 3:30 p.m.

Admission cards will be distributed via e-mail to the address specified. Please remember to register the correct e-mail address.

After registration, the electronic admission card is sent via e-mail. Both a printed version and an electronic version on smartphone or tablet qualifies for admission. Presentation of photo ID also qualifies for admission to the Annual General Meeting, provided that an admission card has been requested in due time.

Physical voting papers will not be provided by postal service in advance of the Annual General Meeting but will be handed out upon entry to the Annual General Meeting.

Please note that admission cards will be e-mailed after registration in the Shareholder Portal.

Appointment of proxy

Shareholders who are prevented from attending can also vote by proxy.

A proxy can be appointed electronically on DSV's online Shareholder Portal accessible via the Company's website at <http://investor.dsv.com/communication>, or the website of Computershare A/S, www.computershare.dk, until Monday 11 March 2019 at 11:59 p.m.

A proxy can also be appointed in writing using the proxy form, which is available on the Company's website at <http://investor.dsv.com>. Signed proxy forms must be posted to Computershare A/S, Lottenborgvej 26 D, 1 sal, 2800 Kgs. Lyngby, Denmark, or e-mailed to GF@computershare.dk, and must reach Computershare A/S no later than Monday 11 March 2019 at 11:59 p.m.

Postal votes

Postal votes can be cast electronically on DSV's online Shareholder Portal accessible, via the Company's website at <http://investor.dsv.com/communication>, or the website of Computershare A/S, www.computershare.dk, until Thursday 14 March 2019 at 12:00 noon.

Postal votes can also be cast by completing the postal voting form available on the Company's website at <http://investor.dsv.com>. Signed postal voting forms must be posted to Computershare A/S, Lottenborgvej 26 D, 1 sal, 2800 Kgs. Lyngby, Denmark, or emailed to GF@computershare.dk, and must reach Computershare A/S by Thursday 14 March 2019 at 12:00 noon.

Once submitted, a postal vote cannot be revoked.

Shareholders wishing to contact the office of Computershare A/S in person can do so during business hours on weekdays from 9:00 a.m. to 3:30 p.m.

Further information on the Annual General Meeting

The agenda and the full text of the proposed resolutions are included in this notice and attached document.

Further information on the Annual General Meeting is available on the Company's website at <http://investor.dsv.com>, including the total number of shares and voting rights on the date of the notice convening the Annual General Meeting; this notice; proxy and postal voting forms; and any other documents to be presented at the Annual General Meeting, including the 2018 Annual Report, the draft of the revised Articles of Association and the new remuneration policy.

Board positions:

Deputy Chairman: DSB. Board member: Ratos AB*, Blue Square Reinsurance, KNI A/S, Topdanmark A/S*, including one of its subsidiaries.

Special competencies:

- International management experience
- Acquisition and sale of enterprises
- Corporate experience from serving on the boards of directors of major corporations

- Management experience from GE Frankona Munich (executive board member) and Employers Reinsurance International (CEO)

Independent Board member.

*The company is listed

Birgit W. Nørgaard

Member of the Board of Directors

Date of birth: 9 July 1958

Member of the Board of Directors since: 2010

Nominated for re-election: 2019

Education: MSc in Economics and Business Administration, MBA from INSEAD

Board positions:

Chairman: Chairman for three companies of the No Invest Group. Deputy Chairman: NNE A/S, Dansk Vækstkapital I. Board member: IMI Plc.*, WSP Global Inc.*, RGS Nordic A/S, Dansk Vækstkapital II, NCC AB.

Special competencies:

- General international management experience
- Acquisition and sale of enterprises
- Strategy and financial management

- General management experience from Grontmij NV (COO), Grontmij | Carl Bro A/S (CEO), Danisco and McKinsey

Independent Board member.

*The company is listed

Robert Steen Kledal

Member of the Board of Directors

Date of birth: 4 February 1969

Member of the Board of Directors since: 2014

Nominated for re-election: 2019

Education: EMBA from the IMD Business School, Lausanne

Board positions:

Chairman: Chairman of the Board of twenty-one companies of the Wrist Group. Board member: Member of the Board of five companies of the Wrist Group, SkawPilot ApS

Special competencies:

- General international management experience
- International commercial experience
- Strategy and financial management
- Management experience from Wrist Ship Supply A/S (CEO), Wrist Supply Holding A/S (CEO) and Wrist ADM ApS (CEO)

Independent Board member.

Jørgen Møller

Member of the Board of Directors

Date of birth: 19 March 1950

Member of the Board of Directors since: 2015

Nominated for re-election: 2019

Education: International shipping and management education programmes

Special competencies:

- General management experience
- International commercial experience
- CEO of DSV Air & Sea Holding A/S 2002-2015
- Country manager of Dan Transport Corp., USA, 1980-2002

Non-independent Board member

NOMINATED FOR ELECTION

Malou Aamund

Member of the Board of Directors

Date of birth: 28 July 1969

Member of the Board of Directors first time: 2019

Country Director, Google Denmark

Education: MSc in Economics and Business Board positions:

Chairman: Chairman of the Board of the Environmental Technology Development and Demonstration Program (MUDP). Board member: Navico Group

Special competencies:

- 20 years of international tech management experience
- Digital transformation
- Management experience from Google, Microsoft and IBM
- Sustainability

Independent Board member

Appendix A - Remuneration Policy

February 2019

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Introduction

The principles of the DSV Remuneration Policy contribute to achieving the strategic objectives at any time for the DSV Group by always reflecting the goal of being able to attract and retain competent members of the Board of Directors and the Executive Board, thereby continuously creating long-term value for the DSV shareholders. This is done, for example, by offering competitive remuneration based on the strategic developments as well as the financial and share price performance.

The DSV Remuneration Policy sets out the guidelines for the remuneration of the Board of Directors and the Executive Board of DSV and is prepared in line with the recommendations published by the Committee on Corporate Governance and implemented by Nasdaq Copenhagen A/S. Executive Board means the executive officers of the management board of DSV, registered as such with the Danish Business Authority.

Furthermore, according to article 139 of the Danish Companies Act, the Board of Directors of a listed company must lay down general guidelines for incentive pay offered to the Executive Board and the Board of Directors before concluding any agreement on incentive pay with a member of the Executive Board or the Board of Directors. The general guidelines are subject to consideration and approval by the Company's general meeting and

publication on the corporate website at least one day before the Company concludes a specific agreement on incentive pay with the persons in question. The DSV Remuneration Policy comprises these guidelines and cover both the Board of Directors, the Executive Board and other employees of the DSV Group.

Although this policy governs the remuneration principles of DSV, the Board of Directors may in exceptional circumstances decide to deviate from the Remuneration Policy on an individual basis. In that case, the Board of Directors is obliged to explain the reason for the deviation at the following annual general meeting, provided that such disclosure is not made to the detriment of the company's interests.

Remuneration of members of the Board of Directors

Background

The basic fee paid to members of the Board of Directors is determined on the basis of the required skills and efforts of the Board members in light of the complexity of the Company, the scope of their work and the number of Board meetings. The fee is assessed once a year relative to the current market level for similar groups of companies.

Fees

Members of the Board of Directors receive a fixed fee and are not comprised by any type of incentive or performance-related remuneration schemes. Board members may also be remunerated for work performed on an ad hoc basis.

Each Board member is entitled to a basic fee. In addition, Board members receive a fee for each additional Board position as outlined below:

Chairman of the Board of Directors 2 x basic fee

Deputy Chairman of the Board of Directors $\frac{1}{2}$ x basic fee

Chairman of the Audit Committee 1 x basic fee

Member of the Audit Committee $\frac{1}{2}$ x basic fee

Chairman of the Nomination Committee $\frac{1}{2}$ x basic fee

Member of the Nomination Committee $\frac{1}{4}$ x basic fee

Chairman of Remuneration Committee $\frac{1}{2}$ x basic fee

Member of the Remuneration Committee $\frac{1}{4}$ x basic fee

In addition, members of the Board of Directors are entitled to a free telephone and compensation for other work-related costs, such as travel expenses.

Remuneration of members of the Executive Board

Background

Members of the Executive Board are employed on individual employment contracts and their overall remuneration package is composed in accordance with market practice and the specific requirements of the organisation. The remuneration of the Executive Board consists of a fixed salary, pension contributions and incentive-based compensation.

The overall level of remuneration is determined based on market standards, taking into consideration the size of the organisation and its complexity, the number of employees, the performance, etc.

Once a year, the Chairman of the Board of Directors assesses and adjusts the remuneration of Executive Board members on the basis of recommendations from the Remuneration Committee. The annual assessment of the remuneration of the Executive Board is made by evaluating the individual member's performance in the past year and the outlook for the coming year. The Chairman of the Board of Directors subsequently informs the other Board members about the outcome of the assessment and adjustment.

Fixed salary

Members of the Executive Board receive a fixed salary, which is adjusted annually.

Besides the fixed salary, members of the Executive Board also receive pension contributions in line with the Company's ordinary pension scheme for Danish employees. Furthermore, the Executive Board participates in an annual savings programme, where they save part of their yearly compensation for future payment as a final pay programme.

Incentive-based compensation

The incentive-based compensation received by members of the Executive Board consists of long-term incentive compensation aligning management and long-term shareholder interests in accordance with the guidelines described in the following sections of the DSV Remuneration Policy.

As an element of the Company's share option scheme, Executive Board members annually receive a number of share options, corresponding to a maximum of 10% of the share options issued. The share option scheme constitutes the long-term part of the incentive-based compensation.

Share options granted are valued according to the Black & Scholes model. Share options are always granted at an exercise price equal to or higher than the market price at the grant date and with a vesting period of at least three years.

The total value of share options according to the Black & Scholes model granted by members of the Executive Board must never exceed 200% of their fixed salary.

Short-term bonus

In exceptional circumstances, as determined at the discretion of the Board of Directors, members of the Executive Board may be offered a separate bonus of up to 50% of their basic annual remuneration.

In case this is decided by the Board of Directors, sufficient disclosure must be made in the Annual Report about the reason for the bonus.

Other benefits

Moreover, Executive Board members are entitled to a company car and a free telephone corresponding to their position in the organisation.

Severance terms

According to the Company's severance terms, Executive Board members receive up to 24 months' severance payment. The notice period for members of the Executive Board is up to 18 months on the part of the Company and three months on the part of the Executive Board member.

“Clawback”

In the event that the Company, in the past two years, has paid incentive-based compensation on the basis of information that proves to be incorrect, the Company may reclaim, in full or in part, the last two years' incentive-based compensation paid as either cash bonuses and/or granted share options.

It is a prerequisite for reclaiming such amounts that the amounts were granted on the basis of information, resulting in either a stock-exchange announcement or a significant, negative correction in the price of the Company's shares, and that the Executive Board did know or should have known about the circumstances.

Incentive pay

General principles

The guidelines relate to share-based (share options) incentive pay for members of the Executive Board and the Board of Directors of DSV A/S as well as employees of the DSV Group. The purpose of the incentive scheme is to attract and retain the best possible Executive Board members and employees. Share-based incentive pay is designed to align the interests of the Executive Board with those of the DSV shareholders and to create long-term value.

The Board of Directors is authorised to grant share options to the Executive Board as an incentive. Subject to the authorisation of the Board of Directors, the Executive Board may grant share options to employees of the Group.

The Board of Directors does not receive any incentive pay in their capacity as Board members, whether as share options or bonuses.

Decisions regarding the launch of a share option programme and grant of share options to the Executive Board must be made by the Chairmanship of the Board of Directors (the Chairman and the Deputy Chairman) on behalf of the entire Board.

Grant of share options

When granted share options, members of the Executive Board and other employees are awarded the right (1) to acquire or subscribe for a specific portion of shares in the Company, (2) at a specific time and (3) at a price fixed at the date of grant. Grants to other employees of the Group are based on an allocation of share options laid down by the Executive Board.

Such share option schemes may be based both on shares already issued (share purchase rights) and on shares subscribed for in connection with the exercise of the options (share subscription rights).

Shares granted under a share option scheme are procured from the treasury portfolio or are purchased in the market.

Any decision to grant share options to the Executive Board is made by the Chairmanship based on an assessment of the relevant member of the Executive Board contribution to long term shareholder value creation, financial performance of the Company and retention. The Chairmanship subsequently informs the remaining Board members about the outcome of the assessment and the outcome of the grant.

The Executive Board's grant of share options to other employees of the Group is subject to guidelines equivalent to those applicable to the Board of Directors' grant of share options to the Executive Board.

Requirements and restrictions

The power to grant options is subject to the following requirements and restrictions:

- A. The total number of granted share options in the DSV Group may not exceed 3,000,000 shares in any one year.
- B. The Executive Board may not, in any one year, receive more than a total of 10% of all share options granted to employees in any one year.
- C. Options must be granted at the average quoted market price for the last five business days preceding 31 March or (if not a business day), the first preceding business day.
- D. Share options granted vest on the third anniversary of the grant date. Share options may be exercised during an exercise period of up to two years.
- E. No options may be granted to members of the Board of Directors.

Approval

This Remuneration Policy was adopted by the Company's Board of Directors on 6 February 2019 and by the Annual General Meeting of the Company on 8 March 2019.

Attachment

- [737 - Announcement \(11.02.2019\) - Notice of Annual General Meeting](#)