

## **Remuneration Policy of DSV (the "Company")**

The principles of the Remuneration Policy of the Company must always reflect the goal of being able to attract and retain competent members of the Board of Directors and Executive Board, thereby continuously creating long-term value for the DSV shareholders.

### **Remuneration of members of the Board of Directors**

#### *Background*

The basic fee for the members of the Board of Directors is determined at a level that reflects the requirements for Board members' skills and efforts 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*

The members of the Company's Board of Directors receive a fixed fee and are not comprised by any type of incentive or performance-related remuneration schemes. They may also be remunerated for ad hoc work.

Each of the Board members are entitled to one basic fee. In addition, each of the special Board positions receive a fee as outlined below:

|   |               |
|---|---------------|
| Chairman of the Board of Directors        | 2 x basic fee |
| Deputy Chairman of the Board of Directors | ½ x basic fee |
| Chairman of the Audit Committee           | 1 x basic fee |
| Member of the Audit Committee             | ½ x basic fee |
| Chairman of the Nomination Committee      | ½ x basic fee |
| Member of the Nomination Committee        | ¼ x basic fee |
| Chairman of Remuneration Committee        | ½ x basic fee |
| Member of the Remuneration Committee      | ¼ x basic fee |

In addition, the members of the Board of Directors are entitled to free telephone.

#### *Approval*

The General Meeting approves the Board members' fees in connection with the adoption of the Annual Report.

### **Remuneration of members of the Executive Board**

#### *Background*

The members of the Executive Board are employed on individual service contracts and the elements of their overall remuneration package are composed according to market practice and the specific

requirements of the organisation. The remuneration of the Executive Board consists of a fixed salary, cash bonus, share-based bonus, and defined contribution pension plans.

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

Once a year, the Chairman and the Deputy Chairman of the Board of Directors assess and adjust the remuneration of the Executive Board members on the basis of recommendations by the Remuneration Committee. The annual assessment of the Executive Board remuneration is made by evaluating the members' performance during the past year and the outlook for the coming year. The Chairman of the Board of Directors must subsequently inform the other Board members about the outcome of the assessment and adjustment.

#### *Fixed salary*

The Company pays a fixed salary to the Executive Board members, which is adjusted annually.

#### *Incentive-based compensation*

The incentive-based compensation is divided into a short-term part and a long-term part.

The short-term part consists of a cash bonus which cannot exceed 50% of the fixed salary and which is paid annually based on an overall evaluation of the Executive Board's performance during the past year. The evaluation focuses on the following factors:

- The overall development and performance of the Company
- Development in the Company's share price compared to the share market in general, including competitors
- The development and performance of the individual Executive Board members

In addition, as an element of the Company's share option scheme the Executive Board members annually receive a portion 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 with an exercise price identical with or above the market price at the grant date and with a vesting period of at least three years.

Guidelines for share options are also laid down in the "General guidelines for incentive pay for employees of DSV A/S."

In the event that the Company within the past two years has paid incentive-related compensation based on information that can be proven incorrect, the Company may in exceptional cases reclaim, in full or in

part, the last two years of incentive-based compensation paid as either cash bonuses and/or share options.

*Other benefits*

Moreover, Executive Board members are entitled to company car and free telephone corresponding to their organisational level.

*Severance terms*

According to the severance terms of the Company, Executive Board members have up to 24 months' notice of termination.

*Approval*

The Board of Directors determines all aspects of the Executive Board members' remuneration, including terms of severance.

**Responsibility**

This Remuneration Policy has been adopted by the Company's Board of Directors, which is also responsible for making any requisite revisions.

Adopted at the Annual General Meeting of the Company held on 12 March 2015.