

Remuneration Report 2023



Global Transport and Logistics

Introduction

This Report provides a summary of the remuneration of the Board of Directors and Executive Board of DSV A/S for 2023. Remuneration of the Boards has been awarded in accordance with the DSV Remuneration Policy.

Basis of preparation

This Remuneration Report has been prepared in accordance with the Danish Companies Act and the latest Recommendations on Corporate Governance of 2 December 2020 by the Danish Committee on Corporate Governance.

Last year's 2022 Remuneration Report was presented and approved without any reservations at the DSV Annual General Meeting on 16 March 2023.

Remuneration policy

The latest Remuneration Policy as adopted at the Extraordinary General Meeting held on 8 September 2021 is available on DSV's corporate website at: <https://www.dsv.com/en/remuneration-policy>.

Since adoption, the Policy has been applied consistently throughout the year. No amendments to the Policy have been proposed for the 2024 Annual General Meeting.

Remuneration objectives

The overall objective of the DSV Remuneration Policy is twofold, focusing partly on attracting and retaining qualified members of the Board of Directors and Executive Board, while also aligning the interests of the Boards with those of our investors and other stakeholders.

The purpose of this is ultimately to incentivise the creation of long-term value for our shareholders while also executing on other goals set by the Board of Directors, e.g., for sustainability and other strategic business initiatives.

To achieve these objectives, competitive remuneration packages are offered to the Board of Directors and Executive Board, taking into account the strategic development and positioning of the Company compared to our peers as well as the Company's financial, share price and sustainability-related performance.



Remuneration 2023

Performance of the company

In 2023, DSV reported an EBIT result of DKK 17,723 million (2022: DKK 25,204 million), a decline of -29.7% compared to last year.

The development was a direct result of a normalisation of the global logistics markets after the extraordinary market conditions experienced in 2022 as a result of the global COVID-19 supply chain disruptions.

Factoring this in, the DSV Group achieved a solid financial result for 2023, ending the year at an all-time high compared to pre-2022 performance levels. This result was achieved in a competitive market where the adaptability of the DSV business model again proved its strength.

Furthermore, the Group managed to retain high gross profit yields across all divisions. In combination with various cost saving initiatives, this drove improvements at both gross margin and operating margin levels, contributing to the strong EBIT result for the Group.

Reflecting this development, the DSV share price ended the year at DKK 1,185.5 (2022: 1,096.5), up 8.1% compared to 2022.

For additional commenting on the financial performance of the DSV Group for the year, please see the Management Commentary in the 2023 [DSV Annual Report](#).

Overall development in management remuneration

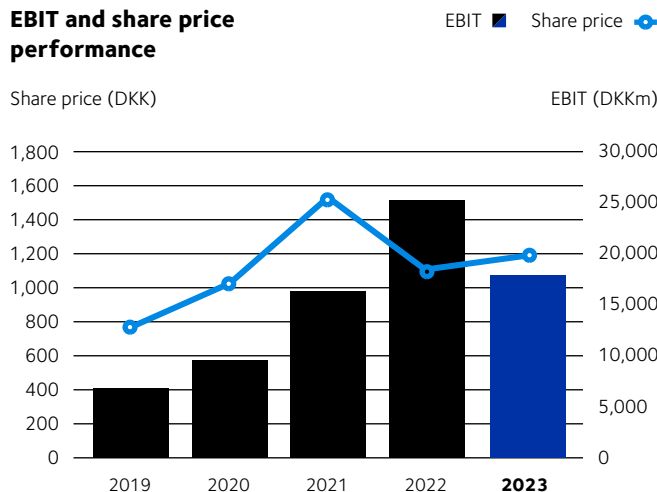
Total remuneration of the Board of Directors and Executive Board increased by 20.7% and 15.4%, respectively, since 2022.

The increase in remuneration of the Board of Directors was caused by a 20% adjustment to the Board base fee up from DKK 500 thousand to DKK 600 thousand, triggering a derivative effect on total Board remuneration. The base fee was last adjusted in 2020.

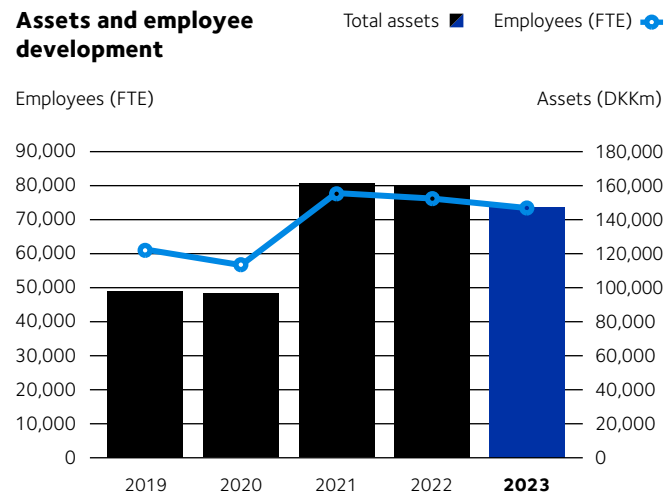
The Executive Board's remuneration increase was mainly caused by the ordinary yearly fixed salary adjustment of 5% in combination with the technical valuation of share options granted which had a slightly higher Black-Scholes value in 2023 compared to last year.

The total number of share options granted to the Executive Board remained unchanged from last year at 198,750 (2022: 198,250).

EBIT and share price performance



Assets and employee development



Board of Directors

Basis of remuneration

Board and Committee fees

Members of the Board of Directors are remunerated for services rendered as Chairman, Deputy Chairman or Member of the Board and the Audit, Remuneration or Nomination Committees.

Remuneration of each member is based on Board and Committee positions held, as illustrated in the following table:

(DKKt)	Chairman	Deputy Chairman	Member
Board	1,800	900	600
Committees:			
– Audit	600	n.a.	300
– Nomination	300	n.a.	150
– Remuneration	300	n.a.	150

Fees associated with each Board and Committee position are determined in accordance with the DSV Remuneration Policy by applying a varying multiplier on a base fee of DKK 600 thousand (2022: DKK 500 thousand). The multiplier takes into consideration the work and responsibilities associated with each position.

The base fee is assessed annually to ensure that the remuneration of the Board of Directors is on par with other corporations of similar size and complexity. The assessment is performed by the Remuneration Committee based on publicly available peer group remuneration analyses.

Any changes to the base fee or multiplier must be approved by the Annual General Meeting.

Other remuneration

In addition to the ordinary Board and Committee fees, members may be remunerated for ad-hoc tasks carried out outside the scope of their normal Board and Committees work. The remuneration of members does not include incentives such as cash bonuses or share-based payment in any form.

Remuneration 2023

The total remuneration of the Board of Directors amounted to DKK 8,385 thousand in 2023 (2022: DKK 6,946 thousand), an increase of 20.7% compared to last year.

The increase was a direct result of a base fee adjustment from DKK 500 thousand to DKK 600 thousand approved by the 2023 Annual General Meeting. The adjustment was made to ensure that the remuneration of the Board remains competitive and on market terms. The base fee was last adjusted three years ago in 2020 corresponding to an average yearly increase of 6.7%.

No members have been remunerated for additional ad-hoc tasks performed in 2023.

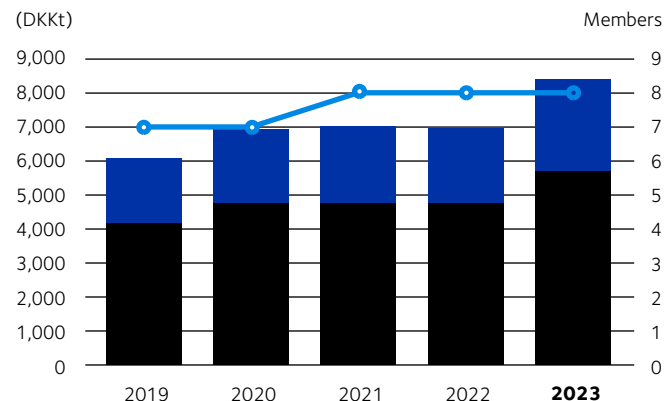
5-year remuneration overview

Detailed 5-year overview of remuneration components for current and former members of the Board is presented in the Appendix, [page 8](#).

Total fee

Board of Directors

Board fee ■
Committee fee ■
Board members ●



Board composition

	Board of Directors	Audit Committee	Nomination Committee	Remuneration Committee
Thomas Plenborg	Chairman	Member	Member	Member
Jørgen Møller	Deputy Chairman	–	–	–
Marie-Louise Aamund	Member	Member	Member	–
Beat Walti	Member	–	–	Chairman
Niels Smedegaard	Member	Member	–	–
Tarek Sultan Al-Essa	Member	–	–	–
Benedikte Leroy	Member	–	Chairman	Member
Helle Ø. Kristiansen	Member	Chairman	–	–

Executive Board

Basis of remuneration

The Executive Board comprises CEO Jens Bjørn Andersen, COO and Vice CEO Jens H. Lund and CFO Michael Ebbe.

The remuneration of the Executive Board is based on a combination of fixed and variable elements. These are composed to incentivise and support the short-term as well as long-term retention of executive members by ensuring that the remuneration levels reflect the size and complexity of the DSV business and is on par with industry peers.

Publicly available peer group remuneration analyses and salary indexes are applied in making this assessment.

Fixed remuneration

Salary

Salaries paid to members of the Executive Board are based on individual employment contracts negotiated with the Chairman of the Board of Directors. Salaries may be adjusted as part of the annual salary negotiations based on recommendations by the Remuneration Committee.

Pension

Pensions paid to members of the Executive Board are based on individual employment contracts negotiated with the Chairman of the Board of Directors and is an integral part of the base salary package. Pension contributions are in line with the Company's ordinary pension scheme for Danish employees.

Other benefits

In addition to the base salary and pension, members of the Executive Board are entitled to a company car or a cash compensation equivalent to the value of a company car as well as other minor benefits.

Variable remuneration

Cash bonus

Cash bonuses are not available as a variable remuneration option to members of the Executive Board.

Share options

Share options granted to members of the Executive Board are determined as part of the yearly salary negotiations and approved by the Chairman of the Board of Directors.

The granting of share options is intended to provide a long-term incentive for growing the business, improving the Company's financial performance and aligning the interests of the Executive Board with those of the Company's shareholders and other societal stakeholders.

As part of determining the yearly share options grant, the Remuneration Committee applies a composite grant model consisting of both fixed and variable grant elements. The variable elements imply that additional share options can be either added or subtracted from a fixed grant baseline depending on whether certain performance conditions have been met as determined by the Board of Directors.

Application of the variable grant element is intended to provide further incentives for the Executive Board to create shareholder value, while at the same time achieving sustainability-related targets in the context of DSV's business operations.

Performance conditions on share options up for grant in 2024 based on DSV Group performance in 2023 include as follows:

Target	Weight	Conditions
EBIT	25%	Adjustment to baseline grant may be applied if EBIT before special items is more than +/- 5% above/below the average 2023 Outlook published in the 2022 Annual Report.
Share price	25%	Adjustment to baseline grant may be applied if the full-year development in the DSV share price is more than +/- 5%-points above/below the development in a defined peer group share index (Kuehne+Nagel, Expeditors International).
Sustainability	50%	Adjustment to baseline grant may be applied if management in 2023 executes on establishing roadmap strategies intended to facilitate 2030 CO2 reduction targets set for the Group.

Based on achievements on the performance conditions set, the variable grant range on share options that can be awarded to the Executive Board in 2024 is as follows:

Variable grant scenarios		Low	Baseline	High
Jens Bjørn Andersen	Number	66,000	82,500	99,000
	Black-Scholes value (DKKm)*	9.9	12.3	14.8
Jens H. Lund	Number	52,000	65,000	78,000
	Black-Scholes value (DKKm)*	7.8	9.7	11.7
Michael Ebbe	Number	32,000	40,000	48,000
	Black-Scholes value (DKKm)*	4.8	6.0	7.2

* Based on Black-Scholes value of the 2023 DSV Share Options grant determined in March 2023.

Share options granted are equity-settled and entail a three-year vesting period from the date of grant, during which the entitled members must perform in accordance with their employment contracts. No other performance conditions apply during the vesting period.

Share options granted to the Executive Board cannot exceed 10% of the total number of options granted under the annual DSV share options scheme. Similarly, the Black-Scholes value of the share options provided at the date of grant cannot exceed 150% of the individual member's fixed annual salary.

Claw back

In the event that any member of the Executive Board has received incentive-based variable remuneration within the past two years in the form of share options granted based on information that turns out to be incorrect, resulting in either a stock exchange announcement or a significant negative correction in the DSV share price, and assuming that the relevant member of the Executive Board was aware or should have been aware of the circumstances, the Company may reclaim such payments in part or in full for a period of up to two years.

Reclaim may also be applied if any member of the Executive Board has acted in bad faith in respect of other matters, directly resulting in the unwarranted granting of incentive-based compensation.

Severance terms

Members of the Executive Board are subject to a termination notice period of up to 24 months. Members are not entitled to termination severance payments in addition to their contractual notice period.

Remuneration 2023

In 2023 total ordinary remuneration of the Executive Board

amounted to DKK 71.9 million (2022: DKK 62.3 million). Of the total remuneration, 58.7% was granted as fixed remuneration and 41.3% as variable remuneration – a fixed-to-variable ratio similar to last year. In addition, DKK 67 million was extraordinarily provided for as termination benefits regarding Jens Bjørn Andersen who will resign as Group CEO in 2024, as addressed on page 7.

Total ordinary remuneration was DKK 9.6 million higher than in 2022, implying an increase of 15.4%. The increase was caused partly by the ordinary yearly fixed salary adjustment of the Executive Board of 5%, partly by the salary normalisation of CFO Michael Ebbe following his joining of the Executive Board in late 2021.

In comparison, the change in the average employee salary base of DSV A/S amounted to 4.5%.

The remainder of the increase was mainly the result of the valuation of share options granted in 2023, as the Black-Scholes value per option was DKK 31.7 higher than in 2022.

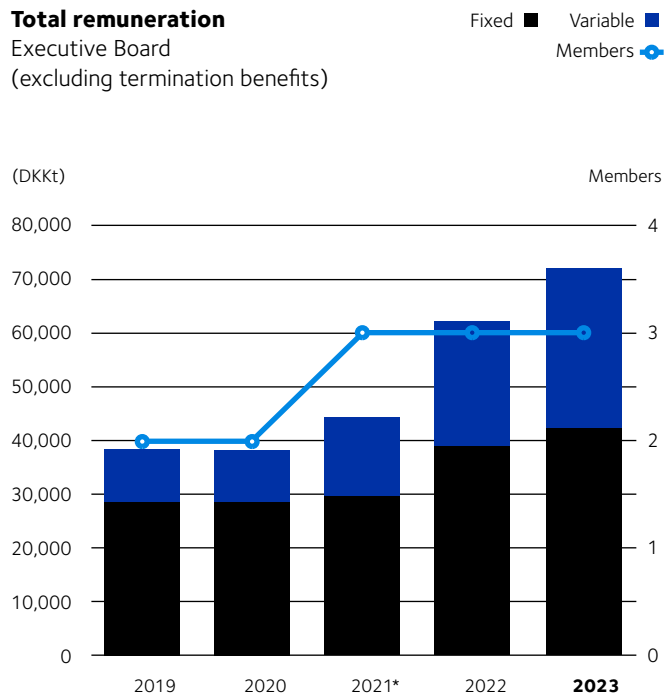
The overall remuneration of the Executive Board in 2023 ties in with the objectives of the Remuneration Policy, warranted by the financial performance achieved and the positioning of the Company compared to our peers. Furthermore, the combination of a market conform remuneration including a competitive share options grant to each of the members of the Executive Board with a retention period of up to three years ensures that the remuneration contributes to the long-term performance of the Company.

Fixed remuneration

In 2023, salaries and pensions were adjusted by 5% for Executive Management (2022: 5%). In addition, all members of the Executive Board either had company car or received company car compensation, included as a salary component.

Variable remuneration

A total of 198,750 share options were granted to the Executive Board in 2023 (2022: 198,250), as specified on page 10. The share options were awarded in accordance with the DSV Remuneration Policy and determined based on negotiations with the Chairman of the Board of Directors, taking into consideration achievements on the variable performance conditions set by the



* Michael Ebbe joined the Executive Board in October 2021 expanding the Board from two to three members.

Board of Directors for the benchmark year 2022 as described in last year's Remuneration Report.

The performance conditions for the 2023 grant were based on the EBIT performance of the Group, the DSV share price performance compared to a peer group share index, and developing a new CO2 baseline and 2030 reduction targets in 2022.

The principles applied to the EBIT and share price performance targets for 2023 were similar to those applied on the 2024 grant, as detailed on page 5.

All performance conditions met the high grant scenario for 2023 except the share price target which came out below the +5% performance criterion on the high scenario.

The total fair value of share options granted based on a Black-Scholes valuation amounted to DKK 29.7 million at the date of grant, constituting 41.3% of the total remuneration of the Executive Board for the year.

The exercise price of share options granted amounts to DKK 1,485 and has been determined based on the average quoted market price of the DSV share for the last five trading days leading up to the date of grant on 31 March 2023, plus a strike premium of 13.8%.

Claw back

No claw backs on incentive-based variable remuneration was initiated in 2023.

Termination benefits

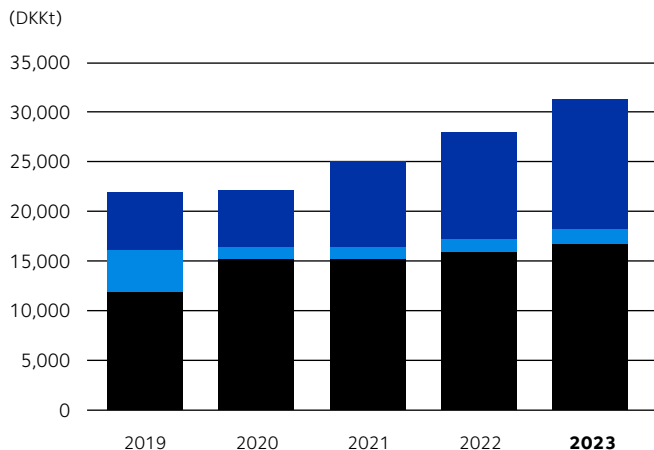
As addressed in Company Announcement No. 1062, Jens Bjørn Andersen will step down as Group CEO of DSV in 2024. As part of his resignation, Jens Bjørn Andersen is entitled to termination benefits amounting to DKK 67.0 million, which has been provided for in the 2023 Annual Report. Termination benefits mainly consist of two years' fixed remuneration and share options to be granted in accordance with the Executive Board share options programme in 2024 and 2025, guided by performance in 2023 and 2024.

5-year remuneration overview

A detailed 5-year overview of remuneration components of the individual members of the Executive Board is provided in the Appendix on page 9 and 10 to which it is referred.

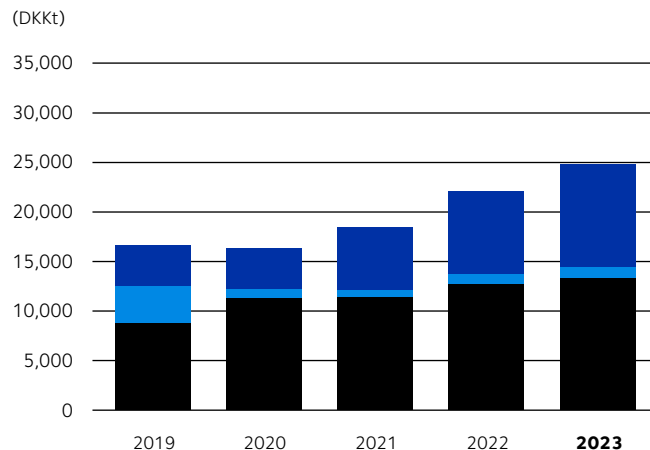
Total remuneration

CEO Jens Bjørn Andersen
(excluding termination benefits)



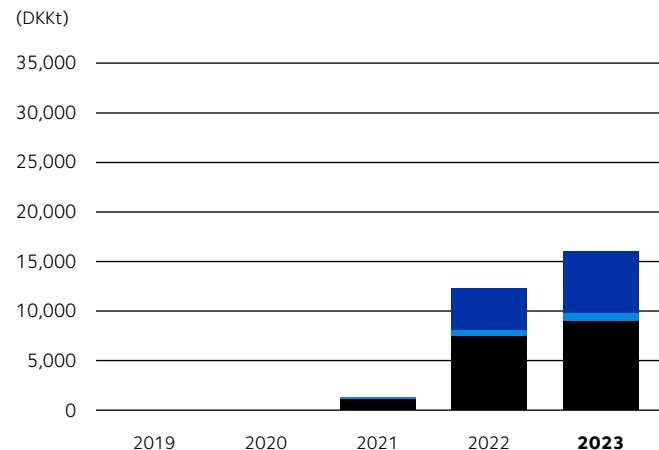
Total remuneration

COO Jens H. Lund



Total remuneration

CFO Michael Ebbe



Appendix

Board of Directors — Remuneration components

The below table provides a 5-year overview of remuneration components of the Board of Directors. Development in Company performance is presented on [page 9](#).

Fees (DKKt)		2023			2022			2021			2020			2019		
		Board	Com- mittees	Total	Board	Com- mittees	Total	Board	Com- mittees	Total	Board	Com- mittees	Total	Board	Com- mittees	Total
Current members	Elected															
Thomas Plenborg	March 2011	1.800	697	2.497	1.500	750	2.250	1.500	750	2.250	1.500	750	2.250	844	590	1.434
Jørgen Møller	March 2015	900	97	997	750	250	1.000	750	250	1.000	750	250	1.000	506	141	647
Marie-Louise Aamund	March 2019	600	402	1.002	500	250	750	500	250	750	500	250	750	356	150	506
Beat Walti	September 2019	600	252	852	500	125	625	500	125	625	500	84	584	113	-	113
Niels Smedegaard	March 2020	600	300	900	500	250	750	500	250	750	397	168	565	-	-	-
Tarek Sultan Al-Essa*	September 2021	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Benedikte Leroy	March 2022	600	498	1.098	394	340	734	-	-	-	-	-	-	-	-	-
Helle Østergaard Kristiansen	March 2023	476	406	882	-	-	-	-	-	-	-	-	-	-	-	-
Former members	Resigned															
Kurt K. Larsen	September 2019	-	-	-	-	-	-	-	-	-	-	-	-	1.013	506	1.519
Robert S. Kledal	March 2020	-	-	-	-	-	-	-	-	-	104	26	130	450	75	525
Annette Sadolin	March 2022	-	-	-	106	106	212	500	500	1.000	500	500	1.000	450	319	769
Birgit W. Nørgaard	March 2023	126	31	157	500	125	625	500	125	625	500	125	625	450	113	563
Total remuneration		5.702	2.683	8.385	4.750	2.196	6.946	4.750	2.250	7.000	4.751	2.153	6.904	4.182	1.894	6.076
Base fee			600			500			500			500				450
Change in base fee since last year			20.0%			0.0%			0.0%			11.1%				0.0%
Change in average salary base (DSV A/S)			4.5%			2.0%			7.3%			3.4%				3.2%
Change in base fee - yearly average since last adjustment year (2020)			6.7%													

* Tarek Sultan Al-Essa has waived receiving any fees for his position as member of the Board of Directors.

Executive board — Remuneration components

The table below provide a 5-year overview of total remuneration components of the Executive Board, including termination benefits:

	CEO – Jens Bjørn Andersen					COO – Jens H. Lund					CFO – Michael Ebbe				
Fees (DKKm)	2023	2022	2021	2020	2019	2023	2022	2021	2020	2019	2023	2022	2021	2020	2019
Salary	16.7	15.9	15.2	15.2	11.9	13.3	12.7	11.3	11.3	8.8	9.1	7.5	1.1	-	-
Pension	1.3	1.3	1.2	1.2	4.3	1.1	1.0	0.9	0.9	3.7	0.7	0.6	0.1	-	-
Fixed remuneration	18.0	17.2	16.4	16.4	16.2	14.4	13.7	12.2	12.2	12.5	9.8	8.1	1.2	-	-
Share-based payments	13.1	10.7	8.5	5.6	5.7	10.3	8.4	6.2	4.0	4.1	6.3	4.2	-	-	-
Variable remuneration	13.1	10.7	8.5	5.6	5.7	10.3	8.4	6.2	4.0	4.1	6.3	4.2	-	-	-
Total remuneration	31.1	27.9	24.9	22.0	21.9	24.7	22.1	18.4	16.2	16.6	16.1	12.3	1.2	-	-
Share-based payments – vesting adjustment*	-2.9	-2.6	-1.8	-0.4	-1.1	-2.5	-2.4	-1.3	-0.2	-0.7	-2.9	-2.5	0.1	-	-
Provision for fixed termination benefits**	36.1	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Provision for share-based termination benefits**	30.9	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total remuneration – Annual Report	95.2	25.3	23.1	21.6	20.8	22.2	19.7	17.1	16.0	15.9	13.2	9.8	1.3	-	-
Fixed share of total remuneration	57.9%	61.6%	65.9%	74.5%	74.0%	58.3%	62.0%	66.3%	75.3%	75.3%	60.9%	65.9%	100.0%	-	-
Variable share of total remuneration	42.1%	38.4%	34.1%	25.5%	26.0%	41.7%	38.0%	33.7%	24.7%	24.7%	39.1%	34.1%	0.0%	-	-
Change in fixed remuneration	4.7%	4.9%	0.0%	1.2%	6.6%	5.1%	12.3%	0.0%	-2.4%	11.6%	21.0%	n.a.	-	-	-
Change in total remuneration	11.5%	12.0%	13.2%	0.5%	9.5%	11.8%	20.1%	13.6%	-2.4%	12.9%	30.9%	n.a.	-	-	-
Change in average salary base (DSV A/S)	4.5%	2.0%	7.3%	3.4%	3.2%	4.5%	2.0%	7.3%	3.4%	3.2%	4.5%	2.0%	7.3%	-	-

* Difference between the Black-Scholes value of share options granted for the year and the Black-Scholes value of share options expensed over the three year vesting period as disclosed in the DSV Annual Report in accordance with IFRS 2.

** Provision for termination benefits to be settled with CEO Jens Bjørn Andersen following his resignation from the Executive Board in 2024. The provision mainly consists of two years of fixed remuneration and share-options to be granted under the Executive Board share options program in 2024 and 2025 guided by performance in 2023 and 2024. In measuring the provision for share options up for grant, the Black-Scholes value determined at the latest 2023 share options program has been applied.

Company performance	2023	Change	2022	Change	2021	Change	2020	Change	2019	Change
Shareprice (DKK) – DSV A/S	1,185.5	8.1%	1,096.5	-28.2%	1,527.5	49.8%	1,020.0	32.8%	767.8	78.9%
EBIT before special items (DKKm) – DSV Group	17,723	-29.7%	25,204	55.4%	16,223	70.4%	9,520	43.1%	6,654	22.1%
EBIT before special items (DKKm) – DSV A/S	-313	156.6%	-122	45.2%	-84	31.3%	-64	-17.9%	-78	2.6%

Shares and share option held by members of the Boards of Directors and Executive Board

The tables below provide an overview of shares and share options held by the Board of Directors and Executive Board at 31 December 2023:

Share options held	Jens Bjørn Andersen	Jens H. Lund	Michael Ebbe	Total	Exercise date
Holding at 31 December 2018	430,000	310,000	n.a.	740,000	
Granted (2019 scheme)	110,000	80,000	n.a.	190,000	
Exercised (2015 scheme)	-100,000	-70,000	n.a.	-170,000	3 May 2019
Holding at 31 December 2019	440,000	320,000	n.a.	760,000	
Granted (2020 scheme)	110,000	80,000	n.a.	190,000	
Exercised (2016 scheme)	-110,000	-80,000	n.a.	-190,000	14 February 2020
Holding at 31 December 2020	440,000	320,000	n.a.	760,000	
Granted (2021 scheme)	90,750	66,000	n.a.	156,750	
Transferred*	-	-	36,000	36,000	
Exercised (2017 scheme)	-110,000	-80,000	n.a.	-190,000	15 February 2021
Holding at 31 December 2021	420,750	306,000	36,000	762,750	
Granted (2022 scheme)	90,750	71,500	36,000	198,250	
Exercised (2019 scheme)	-	-	-12,000	-12,000	18 November 2022
Holding at 31 December 2022	511,500	377,500	60,000	949,000	
Granted (2023 scheme)	87,450	68,900	42,400	198,750	
Exercised (2018 scheme)	-110,000	-80,000	-	-190,000	7 February 2023
Exercised (2019 scheme)	-110,000	-80,000	-	-190,000	25-27 July 2023
Exercised (2020 scheme)	-110,000	-80,000	-12,000	-202,000	25-27 July 2023
Holding at 31 December 2023	268,950	206,400	90,400	565,750	

* Michael Ebbe joined the Executive Board on 26 October 2021. At the time of joining, Michael Ebbe held 36,000 share options granted as remuneration from a previous position held in DSV A/S.

Schemes held	Jens Bjørn Andersen	Jens H. Lund	Michael Ebbe	Total	Exercise price per option (DKK)
Share options scheme 2021	90,750	66,000	12,000	168,750	1,325.0
Share options scheme 2022	90,750	71,500	36,000	198,250	1,485.0
Share options scheme 2023	87,450	68,900	42,400	198,750	1,485.0
Holding at 31 December 2023	268,950	206,400	90,400	565,750	-

At 31 December 2023 the DSV share price amounted to DKK 1,185.5 implying that none of the share options granted to the Executive Board currently vesting were in the money.

Shares held	Shares held at 1 January 2023	Shares purchased or other additions	Shares sold or other disposals	Shares held at 31 December 2023	Market value (DKKm)
Jens Bjørn Andersen ¹	50,000	330,000	330,000	50,000	59.3
Jens H. Lund ²	38,535	250,000	240,000	48,535	57.5
Michael Ebbe	-	13,250	12,000	1,250	1.5
Thomas Plenborg	5,099	-	-	5,099	6.0
Jørgen Møller	2,448	60	-	2,508	3.0
Marie-Louise Aamund	800	-	-	800	0.9
Beat Walti	800	200	-	1,000	1.2
Niels Smedegaard	1,490	-	-	1,490	1.8
Tarek Sultan Al-Essa	-	-	-	-	-
Benedikte Leroy	800	-	-	800	0.9
Helle Østergaard Kristiansen	-	235	-	235	0.3
Total	99,972	593,745	582,000	111,717	132.4

¹ Of which 50,000 shares are held in a custody account in the name of a related party at 31 December 2023.

² Of which 30,000 shares are held in a custody account in the name of a related party at 31 December 2023.

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