

# Annual General Meeting



Global Transport and Logistics

# Notice of Annual General Meeting

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

**Thursday, 19 March 2026, at 14:00 CET, at DSV A/S' registered office**

**DSV A/S  
Hovedgaden 630, 2640 Hedehusene, Denmark**

**Doors open at 13:00 CET**

Light refreshments will be served before the Annual General Meeting (from 13:00 CET).

## 1 Agenda

1. Report of the Board of Directors and the Executive Board on the Company's activities in 2025
2. Presentation of the 2025 Annual Report with the audit report for adoption
3. Resolution on application of profits or covering of losses as per the adopted 2025 Annual Report
4. Approval of the proposed remuneration of the Board of Directors for the financial year 2026
5. Presentation and approval of the 2025 Remuneration Report
6. Election of members for the Board of Directors
7. Election of auditor(s)
8. Any other business

### Language:

The Board of Directors has decided that all presentations and discussions at the Annual General Meeting will be conducted in English in accordance with the Company's Articles of Association.

## 2 Explanation of the agenda items

### Re item 1 of the agenda

#### **Report of the Board of Directors and the Executive Board on the Company's activities in 2025**

The Board of Directors presents the report of the Board of Directors and the Executive Board on the Company's activities in 2025.

### Re item 2 of the agenda

#### **Presentation of the 2025 Annual Report with the audit report for adoption**

The Board of Directors proposes that the audited 2025 Annual Report is adopted.

### **Re item 3 of the agenda**

#### **Resolution on application of profits or coverage of losses as per the adopted 2025 Annual Report**

The Board of Directors proposes a dividend per share of DKK 7.00.

Please also refer to page 19 of the Annual Report 2025.

### **Re item 4 of the agenda**

#### **Approval of the proposed remuneration of the Board of Directors for the financial year 2026**

The Board of Directors proposes that remuneration of its members for 2026 will be a base fee of DKK 800,000 per annum per ordinary board member, which is unchanged compared to 2025.

Accordingly, in 2026 the remuneration will be as follows:

- Ordinary members of the Board of Directors receive basic remuneration amounting to DKK 800,000.
- The Chairman of the Board of Directors receives 3 times the basic remuneration (DKK 2,400,000).
- The Vice-chairman of the Board of Directors receives 1.5 times the basic remuneration (DKK 1,200,000).

In addition, Board committee members shall receive the following remuneration:

- The chairman of the Board Audit Committee receives 1 time the basic remuneration (DKK 800,000) for the chairmanship, while each Audit Committee member receives 0.5 times the basic remuneration (DKK 400,000) for this committee seat.
- The chairmen of the Board Nomination and the Board Remuneration committees receive 0.5 times the basic remuneration (DKK 400,000) for each chairmanship, while each member of these committees receives 0.25 times the basic remuneration (DKK 200,000) for each of these committee seats.

### **Re item 5 of the agenda**

#### **Presentation and approval of the 2025 Remuneration Report**

The Board of Directors proposes that the 2025 Remuneration Report is approved.

### **Re item 6 of the agenda**

#### **Election of members for the Board of Directors**

The Board of Directors proposes that the Board of Directors is composed of a total of eight members, and that the following members are re-elected as members of the Board of Directors:

Thomas Plenborg  
Beat Walti  
Tarek Sultan Al-Essa  
Benedikte Leroy  
Natalie Shaverdian Riise-Knudsen  
Sabine Bendiek

Further, as part of the continuous succession planning for DSV's Board of Directors, the Board of Directors proposes that the following candidates are elected as new members of the Board of Directors:

Lars Søren Rasmussen  
Tan Chong Meng

DSV A/S, Hovedgaden 630, 2640 Hedehusene, Denmark, tel. +45 43 20 30 40, CVR No. 58233528, [www.dsv.com](http://www.dsv.com).

#### **DSV Group**

We provide and manage supply chain solutions for thousands of companies every day – from the small family run business to the large global corporation. Our reach is global, yet our presence is local and close to our customers. Approximately 160,000 employees in more than 90 countries work passionately to deliver great customer experiences and high-quality services. Read more at [www.dsv.com](http://www.dsv.com)

Background information on the candidates is attached to this notice.

## **Re item 7 of the agenda**

### **Election of auditor(s)**

The Board of Directors proposes re-election of PricewaterhouseCoopers, Statsautoriseret Revisionspartnerselskab, certified accounting member firm, CVR no. 33771231, as auditor for both financial and sustainability reporting purposes.

This proposal is based on an updated review and recommendation by 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 auditor(s) by the Annual General Meeting.

## **3 Adoption requirements**

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

The resolutions proposed under items 2 through 7 can be adopted by a simple majority of votes in favour.

## **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 240,444,523 and is divided into 240,444,523 shares of DKK 1 each. Each nominal share amount of DKK 1 entitles the holder to one vote.

## **5 Attendance and voting at the Annual General Meeting**

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

The voting rights of a shareholder are determined by the number of shares held by the shareholder on the Registration Date. Shares sold or acquired in the period between the Registration Date and the date of the Annual General Meeting do not affect the voting rights.

The Registration Date is: Thursday, 12 March 2026, at 23:59 CET.

The shares held by each of the Company's shareholders are calculated at the end of the Registration Date at 23:59 CET. The calculation is made based on the shares registered in the register of shareholders and shares duly evidenced by notices to the Company about any purchase 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 at the Registration Date are entitled to attend and to vote at the Annual General Meeting, cf. the below regarding shareholders' timely request for admission cards.

### **Attendance in person, admission cards and registration**

In order to attend the Annual General Meeting in person, shareholders must request an admission card no later than Monday, 16 March 2026, at 23:59 CET via DSV's online Shareholder Portal, which is accessible via the Company's website at <https://investor.dsv.com/communication-shareholders>.

Admission cards may also be requested on the website of Computershare A/S, [www.computershare.dk](http://www.computershare.dk) no later than Monday, 16 March 2026, at 23:59 CET, or by contacting Computershare A/S by telephone on +45 4546 0997 no later than Monday, 16 March 2026 at 15:30 CET.

Admission cards will be distributed via email to the specified address. Accordingly, please make sure to register the correct email address. Both a printed version and an electronic version on smartphone or tablet of the admission card qualify 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.

Voting ballots will be handed out upon entry to the Annual General Meeting.

### **Proxy**

Shareholders may also attend the Annual General Meeting by appointing a proxy.

A proxy can be appointed electronically on DSV's online Shareholder Portal accessible via the Company's website at <https://investor.dsv.com/communication-shareholders>, or the website of Computershare A/S, [www.computershare.dk](http://www.computershare.dk), no later than Monday, 16 March 2026, at 23:59 CET.

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 sent to Computershare A/S, Lottenborgvej 26 D, 1. sal, 2800 Kgs. Lyngby, Denmark, or emailed to [GF@computershare.dk](mailto:GF@computershare.dk), and must reach Computershare A/S no later than Monday, 16 March 2026, at 23:59 CET.

A proxy may be revoked at any time.

### **Postal voting**

Postal votes can be cast electronically on DSV's online Shareholder Portal accessible via the Company's website at <https://investor.dsv.com/communication-shareholders>, or at the website of Computershare A/S, [www.computershare.dk](http://www.computershare.dk), no later than Wednesday, 18 March 2026, at 14:00 CET. Hard copy 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](mailto:GF@computershare.dk), and must reach Computershare A/S no later than Wednesday, 18 March 2026, at 14:00 CET.

Once submitted, a postal vote cannot be revoked or changed.

### **Comments or questions to the Company's management**

All presentations and discussions at the Annual General Meeting will be conducted in English.

Shareholders who are physically present at the Annual General Meeting may verbally make comments or ask questions to the Company's management at the meeting. Further, shareholders may make comments or ask questions in English to the Company's management in writing by submitting the comment or question in advance of the Annual General Meeting by email to [investor@dsv.com](mailto:investor@dsv.com). All written questions must clearly state the identity of the applicable shareholder. Questions from shareholders will – to the extent possible – be answered either in writing prior to the Annual General Meeting and uploaded on the Company's website or presented by the chairman of the Annual General Meeting and answered verbally during the Annual General Meeting.

### **Further information about the Annual General Meeting**

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

It will be possible to follow the Annual General Meeting via live webcast on the Company's website at <http://investor.dsv.com> and on DSV's online Shareholder Portal, which is accessible via the Company's website at <https://investor.dsv.com/communication-shareholders>. It is noted that there will be no virtual voting option or live chat function for shareholders during the Annual General Meeting. As per the above, shareholders who are not attending the

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Annual General Meeting in person should submit any written questions or comments in advance of the Annual General Meeting.

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.

The custodian bank is Danske Bank, through which shareholders can exercise their rights.

This convening notice is published on the Company's website on <http://investor.dsv.com>, via Nasdaq Copenhagen and is forwarded by email (electronic communication) to the shareholders registered in the Company's register of shareholders who have so requested.

DSV A/S is a data processor, which means that DSV A/S is responsible for the appropriate handling of the shareholders' personal data in accordance with the applicable rules. For further information, the Company's privacy policy is available at <http://www.dsv.com/responsibility/responsibility/Compliance/data-privacy>.

### **Practical questions from shareholders**

Shareholders will have an opportunity to ask practical questions about the agenda and other material relating to the Annual General Meeting before the meeting by contacting Veronica Pontoppidan, DSV A/S, Hovedgaden 630, 2640 Hedehusene, Denmark, Telephone +45 43 20 30 40, in person or in writing, or by email to [investor@dsv.com](mailto:investor@dsv.com).

Shareholders wishing to contact the office of Computershare A/S in person can do so during business hours on weekdays from 9:00 to 15:30 CET.

13 February 2026

DSV A/S

Thomas Plenborg  
Chairman of the Board of Directors

Jens H. Lund  
Group CEO

#### **DSV Group**

## Background information on candidates for the Board of Directors

### Nominated for re-election

#### Thomas Plenborg

##### Chairman of the Board of Directors

Year of birth: 1967

Member of the Board of Directors since: 2011

Nominated for re-election: 2026

Skills and experience:

- International management experience from directorships and honorary offices
- Strategy and financial management
- Professor of accounting and auditing at Copenhagen Business School

Other Board positions:

- Chairman: ECIT AS
- Board member: Better Collective A/S\*, Fonden CBS Academic Housing, Menzies Aviation Limited

Non-independent Board member.

\*Listed company

#### Beat Walti

##### Member of the Board of Directors

Year of birth: 1968

Member of the Board of Directors since: 2019

Nominated for re-election: 2026

Skills and experience:

- Professional board and general management experience
- Dr. jur. and legal experience serving as attorney-at-law
- Acquisition and divestment of enterprises

Other Board positions:

- Chairman: Ernst Göhner Foundation, Rahn AG
- Board member: Siegfried Holding AG\*, Wenger Vieli AG, EGS Beteiligungen Ltd

Independent Board member.

\*Listed company

#### Tarek Sultan Al-Essa

##### Member of the Board of Directors

Year of birth: 1964

Member of the Board of Directors since: 2021

Nominated for re-election: 2026

Skills and experience:

- General international management experience
- Extensive experience in shipping and logistics
- Acquisition and divestment of enterprises
- Extensive insight in Environmental, Social and Governance regulation (Sustainability expert)

Other Board positions:

- Chairman: Agility Global Plc.\*, Sultan Center Food Products Company K.S.C
- Board member: National Real Estate Company K.P.S.C.\*, Gulf Air G.S.C.

Independent Board member.

\*Listed company

## **Benedikte Leroy**

### **Member of the Board of Directors**

Year of birth: 1970

Member of the Board of Directors since: 2022

Nominated for re-election: 2026

Skills and experience:

- Professional board and general management experience
- Extensive experience in technology from international leadership roles in Dell, Symantec, GE and Apple
- Legal compliance, ethics and extensive insight in environmental, social and governance regulation (Sustainability expert)
- Acquisition and divestment of enterprises

Other Board positions: None

Independent Board member.

## **Natalie Shaverdian Riise-Knudsen**

### **Member of the Board of Directors**

Year of birth: 1981

Member of the Board of Directors since: 2025

Nominated for re-election: 2026

Skills and experience:

- Professional board and general management experience
- Extensive experience in finance, accounting and regulatory compliance (Sustainability expert)

Other Board positions:

- Board member: Terma A/S
- CFO: COWI Holding A/S (and board member in 5 connected subsidiaries)

Independent Board member.

## **Sabine Bendiak**

### **Member of the Board of Directors**

Year of birth: 1966

Member of the Board of Directors since: 2025

Nominated for re-election: 2026

Skills and experience:

- Professional board and general international management experience
- Extensive experience in information technology, digital transformation and cybersecurity from positions held in SAP, Microsoft and Dell

Other Board positions:

- Chairman: Sensio AS
- Board member: Schaeffler AG\*, Vistra Group Ltd., Sunlight Group Energy Storage Systems, HBX Group International Plc\*, SUSE S.A.

Independent Board member.

\*Listed company

## **Nominated for election**

## **Lars Søren Rasmussen**

### **Member of the Board of Directors**

Lars Søren Rasmussen is a Danish national citizen with international experience from executive management and board roles within large industrial corporations.

Born: 1959

Current positions:

Supervisory boards

- From 2024: WSA A/S, Chairman

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- From 2023: Gyldendal A/S\*, Board member
- From 2021: The Danish Life Science Council, Chairman
- From 2019: Danish Committee of Corporate Governance, Chairman
- From 2016: University of Copenhagen, Board member

#### Management boards

- From 2025: Coloplast A/S\*, Interim President & CEO

#### Corporate experience:

- 2018 – 2025: Coloplast A/S\*, Board chairman
- 1988 – 2018: Coloplast A/S\*, Executive positions, incl. Group CEO, Group CCO and Group COO
- Former Board chairman and Board member in various companies, including Lundbeck A/S, AMBU A/S, Mabtech AB, MT Højgaard Danmark A/S

#### Education:

- 1995: SIMI, Executive MBA
- 1986: Aalborg University, Bachelor of Science degree in Engineering, Process Engineer (M)

#### Independent Board member

\*Listed company

### Tan Chong Meng

#### Member of the Board of Directors

Tan Chong Meng is a Singapore national citizen with international experience in managing the complexity, diversity and breadth of a global business within the supply chains, energy and healthcare industry.

Born: 1960

#### Current positions:

##### Supervisory boards

- From 2025: Temasek Holdings (Private) Limited, Deputy Chairman
- From 2025: National University Health System Pte Ltd, Chairman
- From 2025: Ministry of Health Holdings Pte Ltd, Board Member
- From 2024: Council of Presidential Advisors, Member
- From 2024: National University of Singapore, Trustee, Board of Trustees
- From 2022: Singapore Trade Data Exchange (SgTraDex) Services Pte Ltd, Vice-Chairman

##### Management boards

- From 2024: Significant Investments Review Act (SIRA) Reviewing Tribunals, Member
- From 2024: Singapore Government Carbon Capture & Storage, Advisor

#### Corporate experience:

- 2011-2024: PSA International Pte Ltd, Group CEO
- 1989-2010: Royal Dutch Shell Group\* (Shell plc), Executive positions incl. Executive Vice President, Global Commercial, Shell Downstream and Vice President roles
- Former Board chairman and Board member in various organisations, including JTC Corporation, Energy Supply Resiliency, Emerging Stronger Taskforce (Singapore Ministry) and Public Service Division

#### Education:

- 2004: Columbia University, Senior Executive Program
- 1986: National University of Singapore, Master of Industrial Engineering
- 1983: National University of Singapore, Bachelor of Mechanical Engineering

#### Independent Board member

\*Listed company

#### DSV Group