

To the shareholders

26 June 2024
Company Announcement no 13, 2024

Notice of Extraordinary General Meeting of Danish Ship Finance A/S, CVR no. 27492649

With reference to the Notice of the Extraordinary General Meeting issued on 13 June 2024 and as referred to in the published Company announcement no. 10, the Extraordinary General Meeting scheduled to be held on 1 July 2024 at 16:00 at Plesner Advokatpartnerselskab is hereby cancelled.

Pursuant to Article 4 of the Articles of Association, notice is hereby given of the Extraordinary General Meeting of Danish Ship Finance A/S to be held on 12 July 2024 at 12:00 at Plesner Advokatpartnerselskab, Amerika Plads 37, DK-2100 Copenhagen.

The holding of the Extraordinary General Meeting on 12 July 2024 at 12:00 is conditioned upon the completion of the transaction relating to the indirect sale of the majority of the A-shares in the Danmarks Skibskredit A/S. If the completion of the transaction is not completed before 12 July 2024 by 12:00, the General Meeting will be postponed until the transaction has been completed, but not later than to 12 July 2024 at 18:00.

AGENDA

1. Election of members to the Board of Directors.

Provided that the resolution to elect Ahmed Omar and Omar El Ali as new members of the Board of Directors as a replacement for Michael Nellemann, Henrik Sjøgreen and Anders Damgaard, who will thus resign as members of the Board of Directors, is not adopted at the extraordinary general meeting scheduled to be held on 11 July 2024 in accordance with the notice provided on 26 June 2024, the Board of Directors proposes to elect Ahmed Omar and Omar El Ali as new members of the Board of Directors to replace Michael Nellemann, Henrik Sjøgreen and Anders Damgaard who will resign as members of the Board of Directors as of 12 July 2024.

It is proposed to waive the requirement to present information about the candidates' positions in other businesses, cf. section 120(3) of the Danish Companies Act.

2. Resolution to adopt the implementation of a merger between the company, Danish Ship Finance A/S (as the continuing company) and Danmarks Skibskredit Holding A/S (as the discontinuing company) effective for accounting purposes as of 1 January 2024 and in accordance with the merger plan dated 31 March 2024

The Board of Directors proposes to adopt the implementation of the merger between the company (as the continuing company) and Danmarks Skibskredit Holding A/S (as the discontinuing company) effective for accounting purposes as of 1 January 2024 and in accordance with the merger plan dated 31 March 2024, prepared jointly by the central governing bodies of the participating companies in accordance with section 237 of the Danish Companies Act, and on the below terms:

It is proposed that the merger shall be implemented in accordance with the merger plan dated 31 March 2024, which, together with a statement by a valuation expert on the merger plan and a positive creditor statement prepared by EY Godkendt Revisionspartnerselskab, CVR no. 30 70 02 28, in accordance with sections 241 and 242 of the Danish Companies Act, respectively, was published by the Danish Business Authority on 4 April 2024, see section 244 of the Danish Companies Act.

The published statement by a valuation expert concludes that the consideration for the shares in Danmarks Skibskredit Holding A/S is fair and reasonable.

The published creditor statement concludes that the creditors of each of the participating companies are deemed to be adequately protected after the merger compared to the companies' current situation.

More than 4 weeks have passed since the publication with the Danish Business Authority and the holding of the extraordinary general meeting on 12 July 2024.

It is proposed not to make the merger plan, statement by valuation expert and the creditor statement as well as each of the participating companies' annual reports for the past three financial years available at the company's registered office or on the company's website prior to the general meeting, cf. section 245(7) of the Danish Companies Act.

Further, it is proposed not to prepare an interim balance sheet, see section 239(4) of the Danish Companies Act nor a merger statement, cf. section 238(2) of the Danish Companies Act.

Given that the merger is a reverse vertical merger, it is proposed that the merger consideration shall consist of the shareholders of Danmarks Skibskredit Holding A/S receiving all shares currently held by Danmarks Skibskredit Holding A/S in the company as the continuing company.

It is thus proposed that no new shares shall be issued in the continuing company as part of the merger and that no cash consideration shall be granted as part of the merger.

3. Authorisation to the chairman of the meeting.

The Board of Directors proposes to authorize the chairman of the meeting – with the power of delegation – to notify the Danish Business Authority of the resolutions adopted and to make such changes and additions as may be required by the Danish Business Authority or other public authorities.

The agenda will be available on the company's website at www.shipfinance.dk no later than two weeks before the Extraordinary General Meeting.

Please be advised that the Extraordinary General Meeting will, if possible, be held on the basis of proxies granted by the company's shareholders. Therefore, shareholders need not attend the General Meeting in person, provided that a proxy is issued.

A form of proxy is provided as Annex 1. Shareholders who want to use the form must complete and return it to Danish Ship Finance no later than 10 July 2024.

Shareholders who do not want to grant a proxy, but prefer to attend the Extraordinary General Meeting in person, must request an admission card no later than 10 July 2024. Admission cards are available on request to Rikke Friborg, tel. 33 33 93 33, or by e-mail to rif@skibskredit.dk. If requesting admission cards, please state whether you wish to bring an advisor to the Extraordinary General Meeting.

Yours sincerely
Danish Ship Finance

Agenda item	Yes	No	Vote withheld
of the meeting – with the power of delegation – to notify the Danish Business Authority of the resolutions adopted and to make such changes and additions as may be required by the Danish Business Authority or other public authorities.			

date

signature