

Annual Remuneration Report 2022



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Introduction from the Remuneration Committee

At A.P. Moller - Maersk, we aspire to provide truly integrated logistics. Across oceans, ports, on land and in the air, we are combining our supply chain infrastructure with the power of our people and technology to drive end-to-end innovation that accelerates our customers' success.

Sustainability remains a key goal based on our company's core values and our responsibility as an integrated container logistics company. We are living in a climate emergency, and we have made a deliberate choice to take an active role in shaping the solutions, enabling the global shipping industry to deliver on the Paris Agreement and A.P. Moller - Maersk to achieve its 2040 net-zero target.

2022 has been a challenging year with great uncertainties for our employees, our customers and stakeholders due to the war in Ukraine, an energy crisis in Europe, high inflation and a slow-down of the global economy, and yet a year we can all be proud of for the strong and unprecedented financial outcome for A.P. Moller - Maersk.

For remuneration purposes, the assessment of performance combines core financial aspects as well as transformational aspects. The first focuses on how we deliver and create value for our shareholders today, the second ensures progress towards our ambitions that will be the basis for future value creation.

Performance on company-wide financial goals is at an all-time high, combined with a strong revenue growth in Logistics & Services as well as solid progress towards our transformation goals, the performance against the short-term incentive plan for 2022 is at a score of 145%.

Underlining the importance of delivering on our long-term commitments, the changes to Executive Board members' remuneration in 2022 reflect this as we put more emphasis on long-term incentives. Furthermore, from 2023, we are introducing an Environmental, Social and Governance (ESG) measure in our long-term incentive plan. We will ensure that we fully align and integrate the right ESG targets to deliver on our commitments.

Remuneration Committee

The Annual Remuneration Report covers members of the Board of Directors ('Board') and the Executive Board of A.P. Møller - Mærsk A/S.



Marc Engel
Chair of the Remuneration Committee



Robert Maersk Uggle



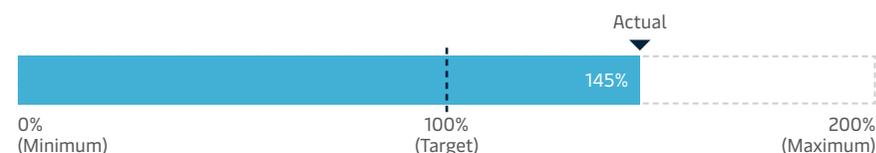
Amparo Moraleda

Company performance development

USD million

	2022	2021	2020	2019
<i>Financial metrics</i>				
EBIT	30,860	19,674	4,186	1,725
Return on invested capital (%)	60,4%	45.3%	9.4%	3.1%
Free cash flow	27,107	16,537	4,648	2,340
<i>Transformation metrics</i>				
Logistics & Services revenue	14,423	9,830	6,963	6,331
Logistics & Services EBITA	944	678	289	24

Annual scorecard 2022





Key remuneration changes and outcomes in 2022

In this section, we provide a summary of the remuneration changes and outcomes for the year which are also detailed in the sections 'Remuneration – Executive Board' and 'Remuneration – Board of Directors'.

Executive Board

Retirement

Søren Skou retired from the role as CEO as of 1 January 2023, and Morten H. Engelstoft retired from the role as CEO of APM Terminals as of 1 July 2022.

Base salary

Søren Skou, Patrick Jany, Vincent Clerc and Morten H. Engelstoft received no base salary increase. Henriette Hallberg Thygesen's and Navneet Kapoor's base salary increased by 7.1% to reflect the experience, contribution and expectations of their role.

Shift towards long-term focus

In line with our ambition to strengthen the link between pay and long-term company performance, the changes in the Executive Board members' remuneration were focused on re-balancing the pay mix to progress towards increasing the proportion of the variable remuneration components.

The long-term incentive target level for Søren Skou and Patrick Jany increased from 65% to 70% of annual base salary.

For Vincent Clerc, the long-term incentive target level increased from 65% to 100% of annual base salary.

For Henriette Hallberg Thygesen and Navneet Kapoor, the long-term incentive target level increased from 50% to 65% and 60% to 65% of annual base salary, respectively.

This complies with the maximum long-term incentive award level of 100% of base salary as outlined in the 2022 Remuneration Policy.

Variable pay reflects strong performance

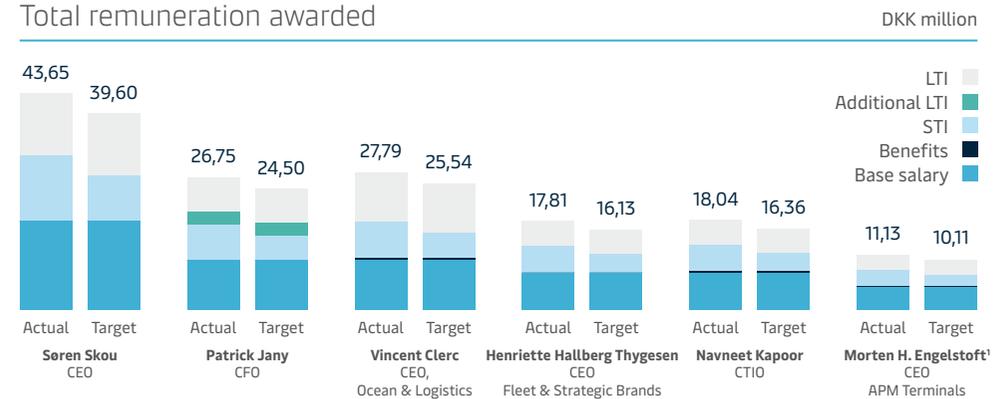
The short-term incentive was implemented under the same framework as last year with the target award size of 50% of the base salary at the individual level. Navneet Kapoor's short-term incentive target increased from 40% to 50% to align with other Executive Board members.

Financial metrics together with transformation measures have been reviewed for 2022 to emphasise the focus on the company's transformation and growth within the Logistics & Services area. As a result, Logistics & Gateways revenue, which was included in the short-term incentive plan for 2021, has been replaced with Logistics & Services revenue and the total weight on transformation measures has increased from 40% to 50%.

The bonus pay-out is determined based on the company's performance against the annual scorecard, which has resulted above the target level at 145%. Bonus pay-out at target versus actual performance for each Executive Board member is shown in Chart 1.

Chart 1

Total remuneration awarded



1 Total remuneration for Morten H. Engelstoft reflects the period from 1 January 2022 to 30 June 2022.

Board of Directors

The following changes in the Board of Directors' fixed fee structure are being proposed. The fee for the new Chair of the Board comprises a multiple of the fixed standard Board member fee. Fixed fees for the Audit Committee are proposed to increase in 2022.

From here onwards, we represent the regular Remuneration Report for 2022

Remuneration Committee

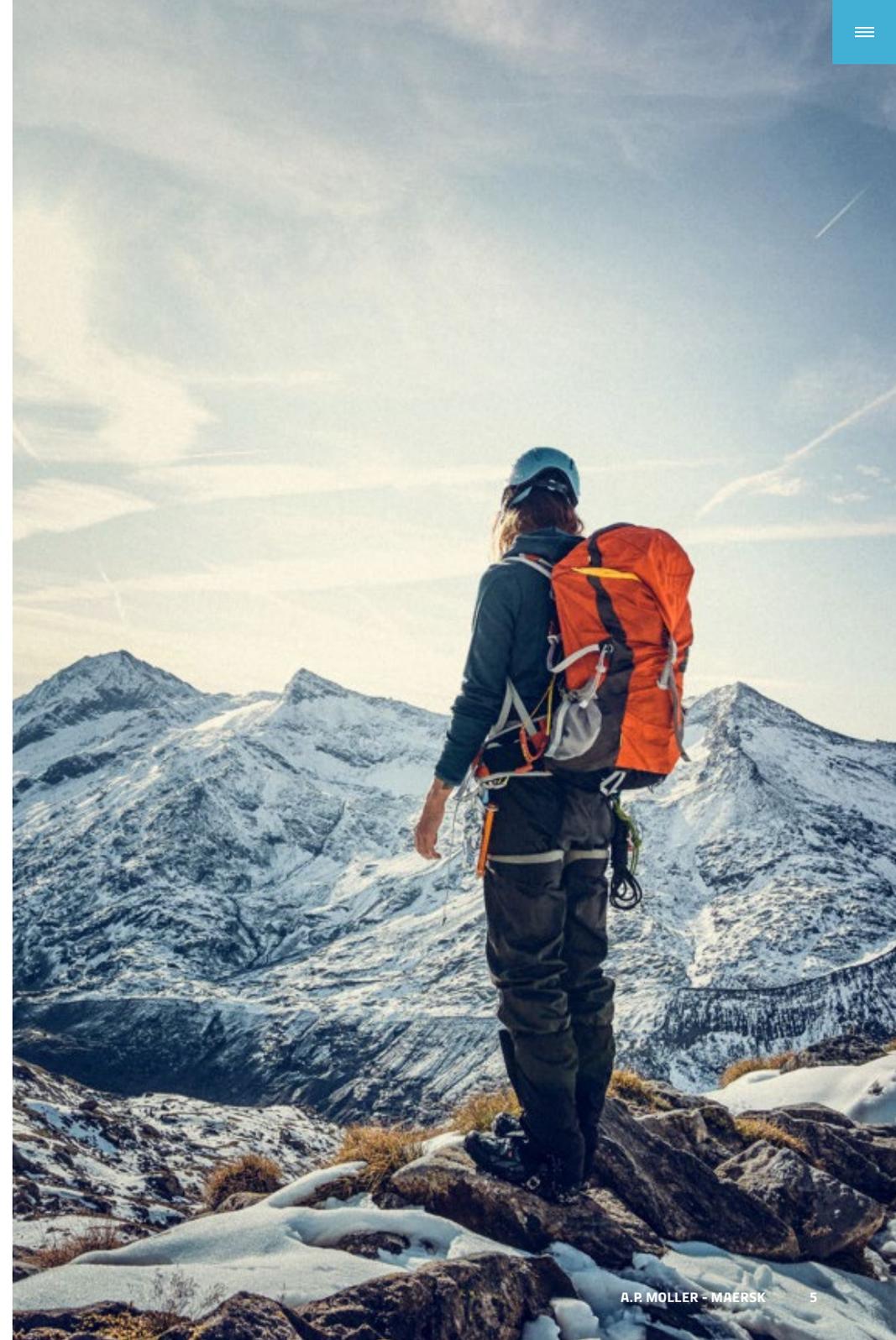
The Remuneration Committee ('Committee') continuously monitors prevailing market practice and developments within our peer group companies specifically. We value on-going dialogue with our shareholders, institutional investors and other stakeholders to ensure that our Remuneration Policy remains fit for purpose and helps drive execution of the company's strategy.

While the advisory vote for the Remuneration Report 2022 did not result in any changes, the Committee is ensuring that the investors and other stakeholders views are taken into consideration when reviewing the remuneration policy.

Main activities in 2022

The company progressed on the ambitious transformation process that was initiated in 2016 with the aim of creating a focused integrated transport and logistics company with growth and stable profitability. As we are now able to look even further ahead with a clear vision on how to make integrated logistics simpler and more sustainable, and by that bring more value to our customers, the Committee has in 2022 focused on:

- Examining opportunities for improving the long-term incentive framework that links managements' remuneration not only to the company's share price, but also with what they and people they lead contribute to the long-term goals of the company. In 2021, the Committee decided to replace the current Restricted Share and Stock Option Plans with a new Performance Share Plan in 2023; 2022 was used to refine the plan and ensure that we fully align and integrate the right performance measures to deliver on our long-term commitments.
- Discussing and deciding on the appropriate measures for the new long-term incentive plan.
- Reviewing the peer group used for benchmarking of executive remuneration.
- Reviewing the service contract terms for Executive Board members.



Summary of remuneration policy

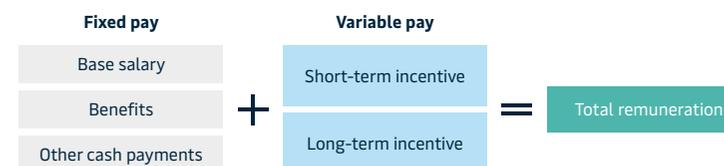
The Remuneration Policy ('Policy') supports the business needs by enabling an appropriate total remuneration package that has a clear link to the business strategy, supports the sustainable growth of the company and aligns with shareholder interests.

The Policy applicable to the Board and the members of the Executive Board for the financial year 2022 was approved at the company's Annual General Meeting in 2022. The Policy, including the purpose and key aspects of each of the remuneration elements, is summarised in Table 1. The full version of the Policy is published under the 'Corporate Governance' page on our company website: → <https://investor.maersk.com/remuneration>

Table 1
2022 Remuneration Policy summary

Component	Purpose and link to strategy	Award level
<i>Executive Board</i>		
Base salary (inclusive of pension and company car)	Recognises market value, the nature of the role in terms of scale, complexity and responsibility, and the Executive Board members' experience, sustained performance and contribution. It is inclusive of employer pension contribution and company car, and Executive Board members have flexibility to make personal investment choices.	Subject to an annual remuneration review, it may change in the context of the individual's long-term performance, market pay positioning and consideration of the wider employee group.
Short-term incentive	Rewards the achievement of annual company goals guided by the long-term business strategy.	Entirely driven by business performance in the specific financial year. The target pay-out is up to 50% of annual base salary, with actual pay-out ranging from 0% to 100% of annual base salary.
Long-term incentive	Links executive remuneration to the achievement of long-term shareholder value creation and supports the retention of the executives.	Delivered through the Restricted Shares and Stock Options Plans. The total annual grant level is up to 100% of base salary in a combination of both plans, based on the fair value at the time of grant.
Benefits	Provide for the Executive Board members' health and welfare needs; certain benefits may be provided to support relocation, if applicable.	As per the respective benefits policy and may vary at individual level.
<i>Board of Directors</i>		
Fixed fee	Attracts individuals with a broad range of experience and skills, rewards the Board members for setting strategy and overseeing its implementation.	Fixed fees are set to reflect market practice and the role of each member of the Board in terms of efforts and responsibilities.
Shareholding requirement	Aligns the interests of the Board members and shareholders.	The share purchasing is at the Board members' own account.

Remuneration – Executive Board



Remuneration 2022 at a glance

Remuneration packages of the Executive Board are guided by our Policy and are set to support business needs with a clear link to the business strategy and shareholders' interests. The actual remuneration of our Executive Board members for the financial year 2022 reflects a year in which we delivered strong and unprecedented financial results and made a strong progress towards our strategic transformation. In addition to the

actual remuneration, the total target remuneration is also presented in Table 2.

An overview of all members of the Executive Board is available on our company website:

→ <https://www.maersk.com/about/executive-board>

Executive Board members do not receive any additional fees from other internal Board positions within A.P. Moller - Maersk.

Table 2

Total remuneration 2022 – Executive Board

DKK million

Name and position	Base salary	STI (achieved)	LTI - Restricted Shares (value at grant)	LTI - Stock Options (value at grant)	Benefits	Other cash payments	Additional LTI (value at grant) ⁴	Total target remuneration ¹		Total actual remuneration ²	
								Amount	Fixed pay vs. variable pay ³	Amount	Fixed pay vs. variable pay ³
<i>Current member (at 31 December 2022)</i>											
Søren Skou ⁴ CEO	18.00	13.05	8.10	4.50				39.60	45% / 55%	43.65	41% / 59%
Patrick Jany ⁵ CFO	10.00	7.25	4.50	2.50			2.50	24.50	41% / 59%	26.75	37% / 63%
Vincent Clerc ⁶ CEO, Ocean & Logistics	10.00	7.25	7.50	2.50	0.54			25.54	41% / 59%	27.79	38% / 62%
Henriette Hallberg Thygesen CEO, Fleet & Strategic Brands	7.50	5.44	3.00	1.88				16.13	47% / 53%	17.81	42% / 58%
Navneet Kapoor Chief Technology & Information Officer	7.50	5.44	2.63	2.25	0.23			16.36	47% / 53%	18.04	43% / 57%
<i>Former member⁸</i>											
Morten H. Engelstoft ⁷ CEO, APM Terminals	4.65	3.34	1.86	1.16	0.11			10.11	47% / 53%	11.13	43% / 57%

¹ The total target remuneration is the individual's total remuneration package at the target level for the year, which includes the base salary, the short-term incentive pay-out opportunity at the company's target annual performance and the long-term incentive entitlement as per their contractual terms. If applicable, the amount is prorated for any remuneration change during the year.

² The total actual remuneration is calculated as the sum of the base salary paid out in 2022, the achieved short-term incentive pay-out in connection with the company's annual performance in 2022, the value of long-term incentive granted during 2022 at the time of grant, and any other payments such as allowances and benefits-in-kind with a meaningful monetary value received in the year, if applicable.

³ The proportion of fixed pay and variable pay against the total remuneration.

⁴ Søren Skou will retire as the CEO from 2023. The retirement agreement was mutually agreed in December 2022 and will take effect as of 1 January 2023.

⁵ Patrick Jany received additional stock option grant included under 'Additional LTI (value at grant)', which is part of the compensation for his awards foregone from previous employer when he joined the Company. This is in line with market practice to attract targeted individuals.

⁶ Vincent Clerc's benefits value is pertaining to the schooling and tax filing support which have been part of his contractual terms before the appointment to the Executive Board.

⁷ Morten H. Engelstoft retired from the role as CEO of APM Terminals on the Executive Board, and his employment ceased on 30 June 2022. He retained the unvested long-term incentive awards, but did not have any notice period nor did he receive a severance payment. Additionally, a prorated award was granted in 2022 under the short-term plan for the employment period.

⁸ Jacob Stausholm, the former CFO, left the role on 31 March 2018 and received a base salary amount until the end of March 2020. Offsetting has not been finalised at the time of publication of this 2022 report.



Short-term incentive performance measures

The short-term incentive is closely aligned with our pay-for-performance philosophy. It is structured to incentivise members of the Executive Board to deliver on the company's annual performance goals.

For 2022, the metrics in the short-term incentive plan ensure a continued focus on the fundamental financial performance on one hand and the transformation of the company on the other hand, as illustrated in Table 3.

In 2022, the core financial performance has been assessed via EBIT, return on invested capital and free cash flow. This represents a continuation from 2021 as these represent the essential aspects of our financial performance which are core to our total value creation.

The transformation and growth of our business, particularly within logistics, has been included through the Logistics & Services revenue and the Logistics & Services EBITA to emphasise the focus on growing this part of our business in a profitable way. This is a change from 2021 where the Logistics & Gateway revenue and the Logistics & Services EBITA were the focus.

In addition, the transformation is assessed via a non-financial measure at the Board's discretion.

The Committee undertook a rigorous exercise to ensure that the annual short-term incentive performance targets were sufficiently challenging to achieve in a year of great uncertainty.

Table 3
Performance measures and outcomes for 2022 short-term incentive

Value driver	Rationale	Performance measure	Weighting	Outcome (scale of 0-200)
Financial performance	In the coming years, we expect to invest significantly in growing the Logistics & Services segment, which involves a pipeline of acquisitions to expand the product portfolio, build the capabilities needed and harvest synergies across the entire supply chain. Achieving this goal requires strong cash flow, which is why EBIT, return on invested capital and free cash flow were given significant weighting in our 2022 scorecard.	EBIT	15%	200%
		Return on invested capital	15%	200%
		Free cash flow	20%	200%
Transformation (financial)	Achieving our ambition of a more balanced operating profit between Ocean and non-Ocean products by 2023 depends on our ability to grow the infrastructure and Logistics & Services' part of our business through organic and inorganic growth and by improving operational performance. To enable this plan, the Committee gave the growth of Logistics & Services a total weighting of 40% in our 2022 performance scorecard.	Logistics & Services revenue	20%	143%
		Logistics & Services EBITA	20%	29%
Transformation (non-financial)	Delivering on our business strategy requires us to go beyond extrapolation of current business using known business levers, we must undertake transformational efforts through tough prioritisation and allocation of resources. The transformation progress therefore continues to be one of the annual priorities reflected as 10% of the overall weighting in the performance metrics.	Transformation progress	10%	100%
Total			100%	145%

Short-term incentive outcome for 2022

The annual performance is expressed as a score ranging between 0 and 200, where 100 is target, 0 is threshold and 200 is outstanding performance.

The 2022 financial results have been above what we expected when setting targets, and performance against these is therefore above targets on all aspects.

Logistics & Services continues to show positive revenue growth as a result of both inorganic and organic performance and EBIT remains strong while margins have experienced downward pressure following the global economic downturn.

As a result, performance score against the short-term incentive plan is at 145%.

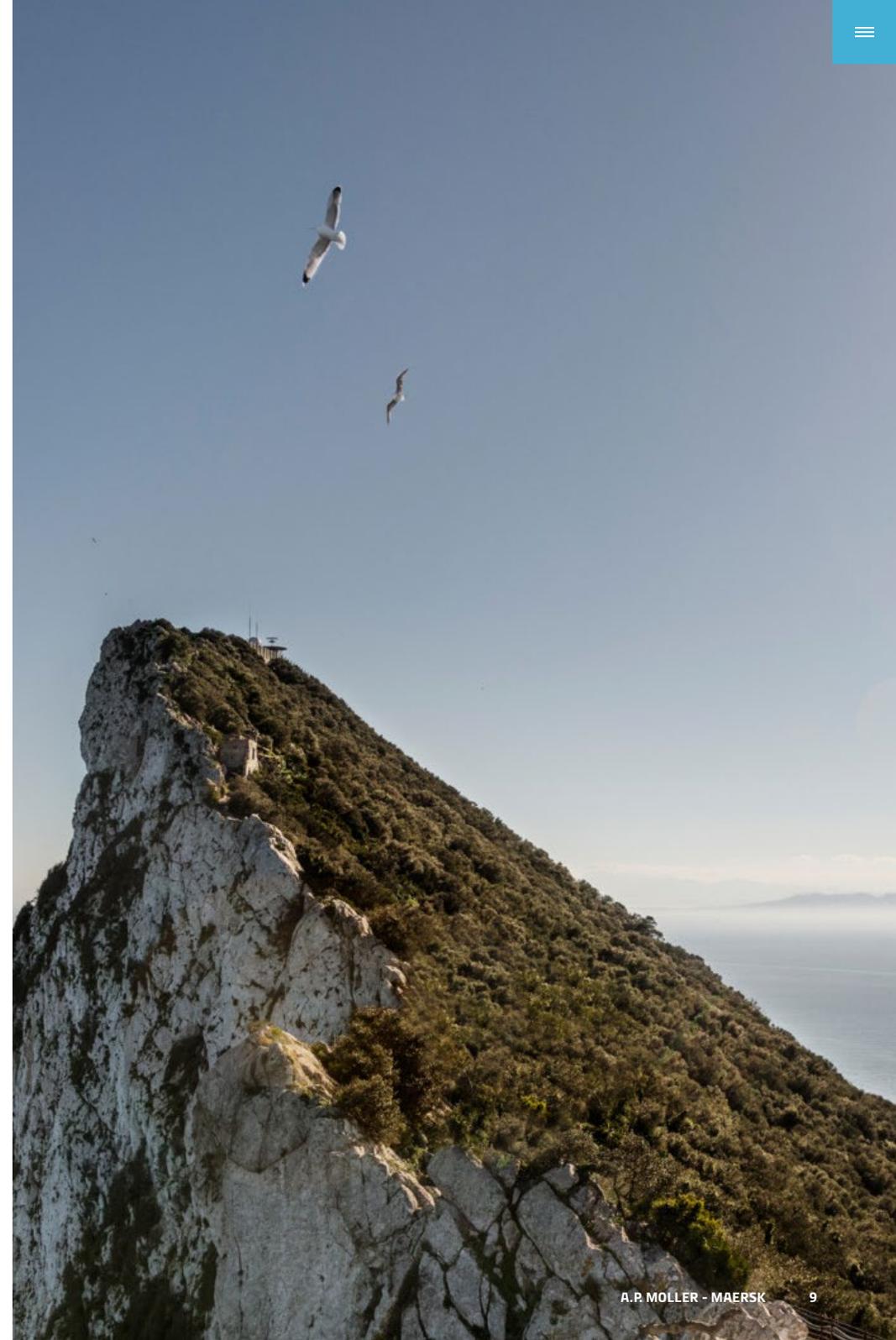
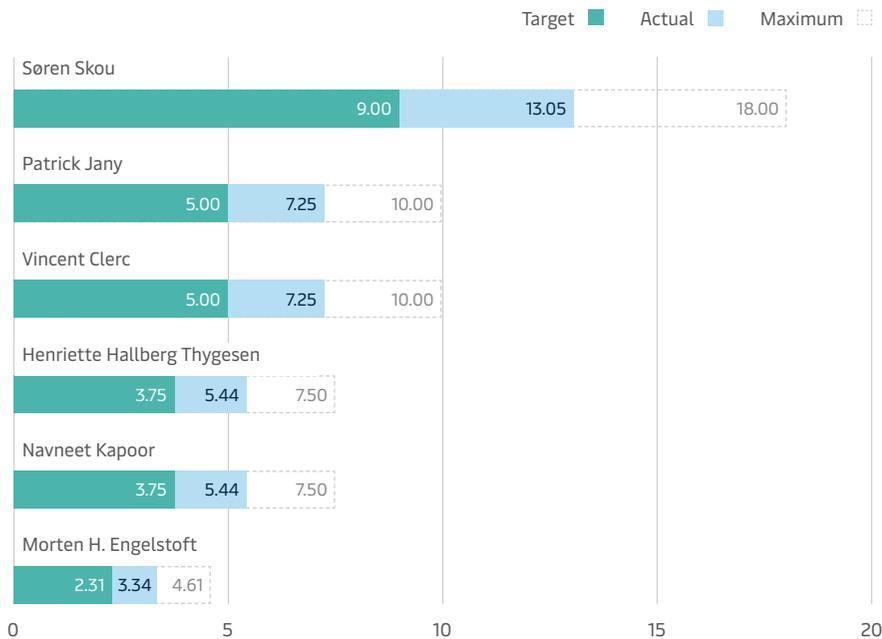
The short-term incentive pay-out for 2022 for individual Executive Board members is calculated by multiplying the annual base salary with the performance score for 2022 and individual target STI. The annual bonus will be paid out in April 2023.

The pay-out level is further shown in Chart 2.

Chart 2

2022 Short-term incentive pay-out

DKK million





Long-term incentive plans

In line with our Policy, the Executive Board members received annual grants under the long-term incentive plans in 2022 in the form of restricted shares and stock options.

Table 4 shows the annual grant value of share-based long-term incentive awards for each Executive Board member during 2022. The Restricted Share Plan has a vesting period of five years, and the Stock Options Plan has a three-year vesting period followed by another three years of exercise period.

Furthermore, we have included the full overview of the long-term incentives that have been awarded to the Executive Board members in the past years, i.e. unvested and vested as shown in Table 5 and Table 6 on the next pages.

Table 4

Long-term incentive grant 2022

Footnotes are shown on page 12

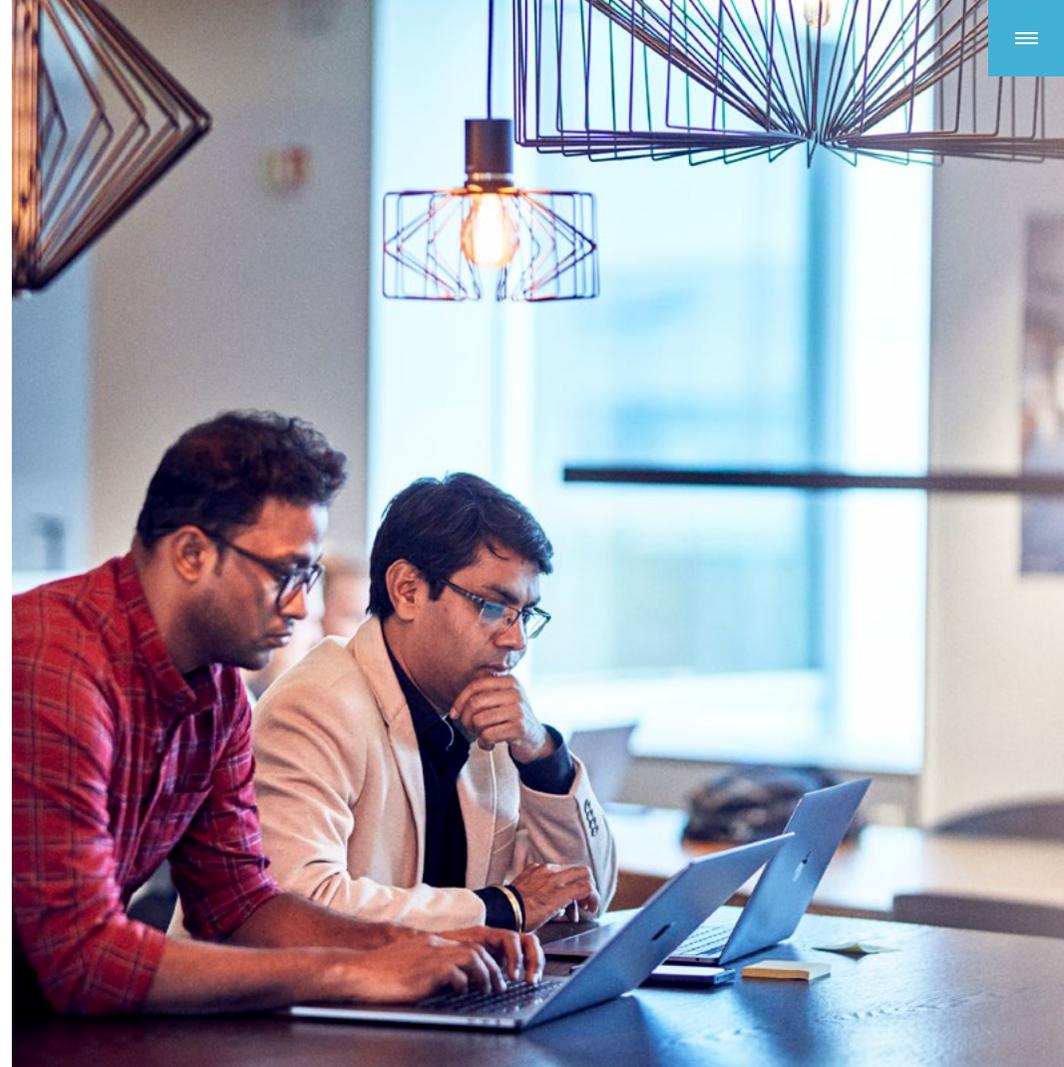
Name	Grant date	Grant share price ¹ (DKK)	Restricted shares			Stock options					
			Grant value ² (DKK)	No. of shares	Vesting date	Grant value ² (DKK)	No. of options	Option value ³ (DKK)	Exercise price ⁴ (DKK)	Vesting date	Expiry date
<i>Current member (at 31 December 2022)</i>											
Søren Skou	1 April 2022	22,814	8,100,000	355	1 April 2027	4,500,000	1,141	3,942	25,096	1 April 2025	1 April 2028
Patrick Jany	1 April 2022	22,814	4,500,000	197	1 April 2027	2,500,000	634	3,942	25,096	1 April 2025	1 April 2028
Patrick Jany	1 December 2022					2,500,000	634	3,942	25,096	1 April 2025	1 April 2028
Vincent Clerc	1 April 2022	22,814	7,500,000	328	1 April 2027	2,500,000	634	3,942	25,096	1 April 2025	1 April 2028
Henriette Hallberg Thygesen	1 April 2022	22,814	3,000,000	131	1 April 2027	1,875,000	475	3,942	25,096	1 April 2025	1 April 2028
Navneet Kapoor	1 April 2022	22,814	2,625,000	115	1 April 2027	2,250,000	570	3,942	25,096	1 April 2025	1 April 2028
<i>Former member</i>											
Morten H. Engelstoft	1 April 2022	22,814	1,860,000	163	1 April 2026	1,162,500	589	3,942	25,096	1 April 2025	1 April 2028

Table 5

Unvested/vested restricted shares

Footnotes are shown on page 12

Name	Grant date	Grant share price ¹ (DKK)	No. of shares	Vesting date
<i>Current member (at 31 December 2022)</i>				
Soren Skou	1 April 2022	22,814	355	1 April 2027
	1 April 2021	12,503	575	1 April 2026
	1 April 2020	7,854	572	1 April 2025
	1 April 2019	8,682	455	1 April 2024
	1 April 2018	10,476	377	1 April 2023
Patrick Jany	1 April 2022	22,814	197	1 April 2027
	1 April 2021	12,503	319	1 April 2026
	1 April 2020	7,854	305	1 April 2025
Vincent Clerc	1 April 2022	22,814	328	1 April 2027
	1 April 2021	12,503	320	1 April 2026
	1 April 2020	7,854	292	1 April 2025
	1 April 2019	8,682	227	1 April 2024
	23 December 2019	8,682	17	1 April 2024
	1 April 2018	10,476	188	1 April 2023
Henriette Hallberg Thygesen	1 April 2022	22,814	131	1 April 2027
	1 April 2021	12,503	139	1 April 2026
	1 April 2020	7,854	190	1 April 2025
Navneet Kapoor	1 April 2022	22,814	115	1 April 2027
	1 April 2021	12,503	125	1 April 2026
<i>Former member</i>				
Claus V. Hemmingsen	1 April 2018	10,476	188	1 April 2023
Morten H. Engelstoft	1 April 2022	22,814	163	1 April 2027
	1 April 2021	12,503	297	1 April 2026
	1 April 2020	7,854	267	1 April 2025
	1 April 2019	8,682	227	1 April 2024
	1 April 2018	10,476	188	1 April 2023



The exercise prices of stock options awarded from 2017 to 2019 were adjusted in connection with the demerger of Maersk Drilling in 2019 to retain the same option value at the time of the grant, resulting in a lower exercise price than the original share price at grant. More information is detailed in note 3 and note 5 on page 12.

The value of long-term incentives represents the fair value of the awards at the time of grant. There are differences in both reporting and methodology for calculating the long-term incentive value between the Remuneration Report and the company's Annual Report 2022. The values in aggregate in the Remuneration Report are therefore different from the Annual Report which reports the allocated accounting cost in accordance with IFRS2.

Table 6
Unvested/vested stock options

Name	Grant date	Grant share price ¹ (DKK)	No. of options	Option value ³ (DKK)	Exercise price ⁴ (DKK)	Vesting date	Expiry date
<i>Current member (at 31 December 2022)</i>							
Søren Skou	1 April 2022	22,814	1,141	3,942	25,096	1 April 2025	1 April 2028
	1 April 2021	12,503	1,867	2,410	13,754	1 April 2024	1 April 2027
	1 April 2020	7,854	3,415	1,464	8,639	1 April 2023	1 April 2026
	1 April 2019	8,682	2,805	1,782	7,670	1 April 2022	1 April 2025
	1 April 2018	10,476	2,149	2,326	9,435	1 April 2021	1 April 2024
	1 April 2017	11,628	2,347	2,131	10,720	1 April 2020	1 April 2023
Patrick Jany	1 April 2022	22,814	634	3,942	25,096	1 April 2025	1 April 2028
	1 December 2022	22,814	634	3,942	25,096	1 April 2025	1 April 2028
	1 April 2021	12,503	1,037	2,410	13,754	1 April 2024	1 April 2027
	1 December 2021	12,503	1,037	2,410	13,754	1 April 2024	1 April 2027
	1 April 2020	7,854	1,024	1,464	8,639	1 April 2023	1 April 2026
Vincent Clerc	1 April 2022	22,814	634	3,942	25,096	1 April 2025	1 April 2028
	1 April 2021	12,503	1,039	2,410	13,754	1 April 2024	1 April 2027
	1 April 2020	7,854	1,571	1,464	8,639	1 April 2023	1 April 2026
	1 April 2019	8,682	1,122	1,782	7,670	1 April 2022	1 April 2025
	23 December 2019	8,682	41	1,782	7,670	1 April 2022	1 April 2025
	1 April 2018	10,476	859	2,326	9,435	1 April 2021	1 April 2024
Henriette Hallberg Thygesen	1 April 2022	22,814	475	3,942	25,096	1 April 2025	1 April 2028
	1 April 2021	12,503	726	2,410	13,754	1 April 2024	1 April 2027
	1 April 2020	7,854	1,024	1,464	8,639	1 April 2023	1 April 2026
Navneet Kapoor	1 April 2022	22,814	570	3,942	25,096	1 April 2025	1 April 2028
	1 April 2021	12,503	653	2,410	13,754	1 April 2024	1 April 2027
<i>Former member</i>							
Claus V. Hemmingsen	Not applicable						
Morten H. Engelstoft	1 April 2022	22,814	589	3,942	25,096	1 April 2025	1 April 2028
	1 April 2021	12,503	964	2,410	13,754	1 April 2024	1 April 2027
	1 April 2020	7,854	1,707	1,464	8,639	1 April 2023	1 April 2026
	1 April 2019	8,682	1,402	1,782	7,670	1 April 2022	1 April 2025
	1 April 2018	10,476	1,074	2,326	9,435	1 April 2021	1 April 2024

	2018	2019	2020	2021	2022
Volatility	32.60%	32.10%	30.60%	32.50%	32.80%
Dividends	DKK 150	DKK 150	DKK 150	DKK 330	DKK 1,135
Exercise date	5 years	5 years	5 years	5 years	5 years
Interest rate	0.21%	-0.36%	-0.66%	-0.5%	0.3%
Share price at grant (DKK)	10,476	8,682	7,854	12,503	22,814
Exercise price (DKK)	9,435	7,670	8,639	13,754	25,096
Original exercise price before Maersk Drilling demerger (if applicable) ⁵ (DKK)	11,524	9,550	Not applicable	Not applicable	Not applicable
Option value (DKK)	2,326	1,782	1,464	2,410	3,942

1 The grant share price is set as the volume-weighted average share price of A.P. Møller - Maersk B shares, traded on Nasdaq Copenhagen on the five trading days immediately following publication of the company's Annual Report.

2 The grant value corresponds to the individual's long-term incentive entitlement as a percentage of the base salary or fixed amount as per the contractual terms. The number of restricted shares awarded is calculated based on the grant value divided by the grant share price, and the number of stock options is determined based on the grant value divided by the fair value per stock option using the Black Scholes Valuation Model.

3 Black Scholes Valuation Model and the valuation parameters applied for LTI grants are shown in the table above.

4 The exercise price, also known as 'strike price', is the pre-determined price at which the A.P. Møller - Maersk B share can be purchased when an individual chooses to exercise the option. It is premium priced, set at 110% of the share price at grant.

5 In May 2019, in connection with the demerger of Maersk Drilling, the Board exercised its right to adjust the unvested restricted shares and stock options granted under the former A.P. Møller - Maersk structure, which Maersk Drilling was a part of, to maintain the same fair value of the awards. This adjustment was completed in accordance with the general terms and conditions, and the methodology and calculations were reviewed by external advisors from Willis Towers Watson and PricewaterhouseCoopers.

Remuneration

– Board of Directors

Board and Committee fees

Members of the Board receive an annual fixed fee.

Other Board members serving on Board Committees or performing additional duties beyond the normal responsibilities of a Board member receive an additional annual fee for each Committee role they serve.

The fee for the Chair of the Board is proposed to change from a fixed fee of DKK 7 million inclusive of all Committee work, to a multiplier of 4x the standard annual Board fee which is DKK 3.8 million plus the applicable Committee fees.

The Committee fee levels are the same for the Remuneration, Transformation & Innovation and Nomination Committees, while different levels are proposed for the Audit Committee in line with market practice.



Table 7

The fixed fee structure
– Board of Directors and Committees

	DKK million		
	Chair	Vice chair	Member
Board	3.80	1.90	0.95
Audit Committee	0.70		0.35
Other Committees	0.30		0.15

Furthermore, the fixed fee for Audit Committee members and the Chair has been proposed to increase. The fixed fee structure for the rest of the members of the Board is proposed to be unchanged from 2021 as shown in Table 7.

Shareholding requirement

Members of the Board are required to build up a holding value of A.P. Møller - Maersk shares equivalent to 25% of their gross fixed annual Board fee, within 24 months of being elected to the Board.

Should the Board member be re-elected, the member must increase his/her shareholding within 24 months after being re-elected, so it amounts to 50% of their gross fixed annual Board fee.

The shareholding requirement aligns the Board members' interests with the interests of the shareholders. All Board members are in compliance with the shareholding requirement.

Composition changes

Julija Voitiekute and Marika Fredriksson were elected as new members of the Board at the Annual General Meeting on 15 March 2022.

Jim Hagemann Snabe, Ane Mærsk Mc-Kinney Uggla, Jacob Andersen Sterling and Blythe S. J. Masters left the Board of Directors on 15 March 2022.

An overview of all members of the Board is available at our company website:

→ <https://investor.maersk.com/board-directors>

Total remuneration

The fee for the Chair of the Board is proposed to change from a fixed amount inclusive of committee fees to a multiple of the standard Board member fee. The change at an individual level in 2022 is due to prorating based on time served on the Board compared to last year or additional Committee responsibilities that the individual member has taken on during the reporting year.

Table 8 outlines the total actual remuneration awarded to each member for their Board and Committee(s) work in the financial year 2022, subject to approval at the 2023 Annual General Meeting.

Members of the Board do not receive any additional fees from other Board positions within A.P. Møller - Maersk.



Table 8

Total actual remuneration 2022 – Board of Directors

DKK million

Name	Annual Board fee	Audit Committee fee	Remuneration Committee fee	Transformation & Innovation Committee fee	Nomination Committee fee	Total
Robert Mærsk Uggla (Chair of the Board)	3.33		0.15	0.13	0.28 (Chair)	3.88
Jim Hagemann Snabe ¹ (Former Chair of the Board)	1.75	0	0 (Chair)	0 (Chair)	0	1.75
Marc Engel (Vice Chair of the Board)	1.74		0.25 (Chair)	0.28 (Chair)	0.13	2.39
Ane Mærsk Mc-Kinney Uggla ² (Former Vice Chair of the Board)	0.48				0.04 (Chair)	0.51
Arne Karlsson	0.95	0.70 (Chair)				1.65
Amparo Moraleda	0.95	0.35	0.15	0.15		1.60
Bernard L. Bot	0.95	0.35				1.30
Thomas Lindegaard Madsen	0.95					0.95
Jacob Andersen Sterling ²	0.24					0.24
Blythe S. J. Masters ²	0.24			0.04		0.28
Julija Voitiekute ³	0.79					0.79
Marika Fredriksson ³	0.79	0.29				1.08

¹ Jim Hagemann Snabe left the Board of Directors on 15 March 2022. The former Chair did not receive any fees for his additional responsibilities in Committees, which is considered included in his annual Board fee.

² Ane Mærsk Mc-Kinney Uggla, Jacob Andersen Sterling and Blythe S. J. Masters left the Board of Directors on 15 March 2022.

³ Julija Voitiekute and Marika Fredriksson joined the Board of Directors on 15 March 2022.

Development in remuneration

As a result of our ongoing strategic transformation, our business divisions have been significantly reshaped and the composition of our Executive Board has profoundly changed. Therefore, our development in remuneration and company performance is disclosed from 2020, with the intent to build in the multi-year overview from there onwards.

Development in remuneration – Executive Board

The development in remuneration for the members of the Executive Board is shown in Table 9. Along with the total actual remuneration awarded, the change in total target remuneration is also shown. We do this to create transparency for the purpose of comparison in remuneration development against company performance over time.

The annual change of total actual remuneration in 2022 is a combination of long-term incentive increase, short-term incentive increase and base salary increase for the respective Executive Board members.

1 The total target remuneration refers to the individual's total remuneration package at target level which includes the base salary, the short-term incentive pay-out opportunity at the company's target annual performance, and the long-term incentive entitlement as per their contractual terms. Where applicable, the comparison has factored in any salary changes during the year and is based on the annualised amount on full-time equivalent.

2 The total actual remuneration is calculated as the sum of the base salary paid out, the achieved short-term incentive pay-out in connection with the company's annual performance, the value of LTI granted at the time of grant, and any other payments such as allowances and the monetary value of benefits received in the year, if applicable. Where applicable, the comparison is based on the annualised amount on full-time equivalent.

3 The annual change for Vincent Clerc is a result of increased STI and LTI in support of progressing towards the desired long-term remuneration for this role.

4 The annual change for Henriette Hallberg Thygesen is a result of increased base salary, STI and LTI to reflect the experience, contribution, and expectations of the role, as well as in support of progressing towards the desired long-term remuneration for this role.

5 The annual change for Navneet Kapoor is a result of increased base salary, STI and LTI to reflect the experience, contribution, and expectations of the role to deliver on digitalisation strategy, as well as in support of progressing towards the desired long-term remuneration for this role. The annual change in remuneration is based on annualised numbers of his 2021 remuneration.

6 Accompanying footnotes related to the annual change for 2021 vs. 2020 and 2020 vs. 2019 is available in previous remuneration reports.

Table 9

Development in remuneration – Executive Board

(Annual change % from previous year)⁶

Name	Total target ¹ remuneration	Total actual ² remuneration	Total target ¹ remuneration	Total actual ² remuneration	Total target ¹ remuneration	Total actual ² remuneration
	2022 vs. 2021	2022 vs. 2021	2021 vs. 2020	2021 vs. 2020	2020 vs. 2019	2020 vs. 2019
<i>Current member (at 31 December 2022)</i>						
Søren Skou	2.3%	-6.7%	3.2%	8.6%	2.7%	13.4%
<i>Base salary</i>	0.0%	0.0%	-10.0%	-10.0%	0.0%	0.0%
<i>STI</i>	0.0%	-23.7%	12.5%	25.7%	0.0%	42.9%
<i>LTI</i>	7.7%	7.7%	23.2%	23.2%	11.8%	11.8%
Patrick Jany	1.5%	-6.6%	8.9%	13.2%	Not applicable	Not applicable
<i>Base salary</i>	0.0%	0.0%	11.1%	11.1%		
<i>STI</i>	0.0%	-23.7%	11.1%	24.2%		
<i>LTI</i>	5.6%	5.6%	53.8%	53.8%		
Vincent Clerc	16.7% ³	5.3% ³	16.9%	20.3%	12.1%	25.5%
<i>Base salary</i>	-0.2%	-0.2%	9.0%	9.0%	10.8%	10.8%
<i>STI</i>	-0.2%	-23.9%	9.0%	21.8%	10.8%	58.3%
<i>LTI</i>	53.5%	53.5%	41.7%	41.7%	16.0%	16.0%
Henriette Hallberg Thygesen	15.2% ⁴	3.9% ⁴	16.7%	21.6%	Not applicable	Not applicable
<i>Base salary</i>	7.1%	7.1%	16.7%	16.7%		
<i>STI</i>	7.1%	-18.2%	16.7%	30.4%		
<i>LTI</i>	39.3%	39.3%	16.7%	16.7%		
Navneet Kapoor	16.8% ⁵	9.2% ⁵	Not applicable	Not applicable	Not applicable	Not applicable
<i>Base salary</i>	7.1%	7.1%				
<i>STI</i>	33.9%	2.2%				
<i>LTI</i>	16.1%	16.1%				
<i>Former member</i>						
Morten H. Engelstoft	0.5%	-8.2%	2.1%	4.7%	1.8%	14.4%
<i>Base salary</i>	0.0%	0.0%	-7.0%	-7.0%	0.0%	0.0%
<i>STI</i>	0.0%	-23.7%	-7.0%	3.9%	0.0%	42.9%
<i>LTI</i>	0.0%	0.0%	31.4%	31.4%	8.2%	8.2%

Development in remuneration – Board of Directors

An overview of the annualised remuneration changes on individual level from 2021 to 2022 is provided in Table 10. For members who did not serve on the Board for a full calendar year, the change is calibrated to the annual basis, where applicable.

Table 10

Development in total actual remuneration – Board of Directors

Name	(Annual change % from previous year ⁷)		
	2022 vs. 2021	2021 vs. 2020	2020 vs. 2019
Robert Mærsk Uggla (Chair of the Board) ¹	214.3%	0.0%	0.0%
Jim Hagemann Snabe (Former Chair of the Board) ²	0.0%	0.0%	0.0%
Marc Engel (Vice Chair of the Board) ³	140.9%	0.0%	0.0%
Ane Mærsk Mc-Kinney Uggla (Former Vice Chair of the Board) ²	0.0%	0.0%	0.0%
Arne Karlsson ⁴	-2.9%	0.0%	9.7%
Amparo Moraleda ⁵	3.2%	Not applicable	Not applicable
Bernard L. Bot ⁵	4.0%	0.0%	0.0%
Thomas Lindegaard Madsen	0.0%	0.0%	0.0%
Jacob Andersen Sterling ²	0.0%	0.0%	0.0%
Blythe S. J. Masters ²	0.0%	0.0%	Not applicable
Julija Voitiekute ⁶	Not applicable	Not applicable	Not applicable
Marika Fredriksson ⁶	Not applicable	Not applicable	Not applicable

1 Robert Mærsk Uggla took additional responsibilities as the Chair of the Board, as the Chair of the Nomination Committee and as the member of the Transformation & Innovation Committee as of 15 March 2022.

2 Jim Hagemann Snabe, Ane Mærsk Mc-Kinney Uggla, Jacob Andersen Sterling and Blythe S. J. Masters left the Board of Directors on 15 March 2022.

3 Marc Engel took additional responsibilities as the Vice Chair of the Board and as Chair of the Remuneration Committee as of 15 March 2022.

4 The annual change for Arne Karlsson is a result of an increased fixed fee for the Chair of the Audit Committee and discontinuation as a member of the Remuneration Committee on 15 March 2022.

5 The annual change for Amparo Moraleda and Bernard L. Bot is a result of an increased fixed fee for Audit Committee members.

6 Julija Voitiekute and Marika Fredriksson joined the Board in 2022, therefore, the annual change from previous year is not applicable.

7 Accompanying footnotes related to the annual change for 2021 vs. 2020 and 2020 vs. 2019 is available in previous remuneration reports.

Employee remuneration

A.P. Møller - Maersk has employees in more than 130 countries. Our remuneration principles, applicable to the Board and Executive Board members, are consistent with those applied to the wider employee group. The wider workforce context has always been part of the thought process in shaping our remuneration policies.

In Table 11, we present the annual development in remuneration of the wider employee group.

It is worth noting that the listed company A.P. Møller - Mærsk A/S does not employ personnel beyond Executive Board members and the wider workforce is employed by other A.P. Møller - Maersk companies.

As remuneration policies and practices may vary significantly from country to country, the comparator group of wider employee population we have defined is office-based employees in Denmark. This includes both headquarter employees and individuals working in other business units across the country. Our non-office-based employees are excluded from this comparator group to ensure a comparison as meaningful as possible, given that they are typically under Collective Bargaining Agreements.

Table 11

Development in actual employee remuneration

	(Annual change % from previous year)		
	2022 vs. 2021	2021 vs. 2020	2020 vs. 2019
Employees excluding Executive Board members (A.P. Møller - Mærsk A/S)	Not applicable	Not applicable	Not applicable
Employees based in Denmark excluding Executive Board members (A.P. Møller - Maersk Group)	5.7% ¹	12.1% ¹	6.7% ¹

1 The annual average development has factored into annual total target remuneration adjustments, changes in roles and responsibilities as well as annual bonuses earned for the respective years.



Company performance development

The company uses a combination of financial and transformation performance measures, reported annually to measure performance against our strategy. An overview of our company performance development is provided in Table 12.

Table 12

Company performance development¹

USD million

	2022	2021	2020	2019
<i>Financial metrics</i>				
EBIT	30,860	19,674	4,186	1,725
Return on invested capital (%)	60.4%	45.3%	9.4%	3.1%
Free cash flow	27,107	16,537	4,648	2,340
<i>Transformation metrics</i>				
Logistics & Services revenue	14,423	9,830	6,963	6,331
Logistics & Services EBITA	944	678	289	24

¹ EBIT of A.P. Møller - Mærsk A/S ('parent company') changed by -89%, from USD 79m in 2021 to USD 9m in 2022 (USD -72m in 2020, USD -156m in 2019). The information is solely provided in line with the applicable requirements under section 139b of the Danish Companies Act. The remuneration of the Executive Board members is not linked with performance of the parent company but of A.P. Møller - Maersk group as outlined in the table above.

Application of clawback and deviation from Policy

In 2022, there were no claw-back and malus of incentive payments, the Board did not exercise its right to amend the incentive awards, nor was there any deviation from the Policy for any current or former member of the Executive Board.

Statement by the Board of Directors

The Remuneration Report is prepared in accordance with section 139b of the Danish Companies Act.

The Board of Directors has today considered and adopted the Remuneration Report of A.P. Møller - Mærsk A/S for the financial year 2022. The Remuneration Report will be presented for an advisory vote at the Annual General Meeting 2023.

Copenhagen, 8 February 2023

Board of Directors

Robert Mærsk Uggla
Chair

Marc Engel
Vice Chair

Bernard L. Bot

Marika Fredriksson

Arne Karlsson

Thomas Lindegaard Madsen

Amparo Moraleda

Julija Voitiekute

Statement by the independent auditors

To the shareholders of A.P. Møller - Mærsk A/S.

According to section 139b of the Danish Companies Act, management is responsible for preparing a Remuneration Report in accordance with the Remuneration Policy adopted at the Annual General Meeting.

Our opinion on the audit of the Consolidated Financial Statements and the Parent Company Financial Statements does not include the Remuneration Report, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements and the Parent Company Financial Statements for 2022, it is, however, our responsibility pursuant to section 147 of the Danish Companies Act to verify that all disclosures required under section 139 b(3) of the Danish Companies Act are included in the company's Remuneration Report for 2022.

We found no reason to point out any omissions with respect to the disclosures included in the Remuneration Report for 2022.

Copenhagen, 8 February 2023

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab
CVR no. 33 77 12 31

Mogens Nørgaard Mogensen
State Authorised Public Accountant
mne21404

Lars Baungaard
State Authorised Public Accountant
mne23331