



## Development of the Annual General Meeting on Tuesday 28 March 2023

March 28, 2023

### **ANNOUNCEMENT**

#### **A.P. Møller - Mærsk A/S - Development of the Annual General Meeting on Tuesday 28 March 2023**

The Annual General Meeting of A.P. Møller - Mærsk A/S took place on Tuesday 28 March 2023 as a completely electronic general meeting in accordance with the below agenda.

The Board of Directors had appointed Niels Kornerup, attorney-at-law, as Chairman of the meeting.

#### **Agenda**

##### *A. Conduct of the Annual General Meeting in English with simultaneous interpretation to and from Danish.*

The General Meeting adopted the Board's proposal to conduct the current Annual General Meeting in English with simultaneous interpretation to and from Danish.

##### *B. Report on the Company's activities during the past financial year.*

The Chairman of the Board of Directors gave a presentation of the Company's activities in the past year.

##### *C. Submission of the audited annual report for adoption.*

The audited annual report was submitted and adopted.

##### *D. Resolution to grant discharge to directors.*

The General Meeting discharged the Directors from their obligations.

##### *E. Resolution on appropriation of profit and the amount of dividends i.a. in accordance with the adopted annual report.*

The Board's proposal for distribution of the result as set out in the adopted annual report and distribution of dividends of USD 10,894 million to the shareholders, equivalent to DKK 4,300 per share of nominally DKK 1,000, was adopted.

##### *F. The remuneration report is presented for approval.*

The remuneration report was presented and approved.

##### *G. Resolution on authority to acquire own shares.*

The General Meeting authorised the Board to allow the company to acquire own shares to the extent that the nominal value of the Company's total holding of own shares at no time exceeds 15% of the Company's share capital at the time of granting the authority. The purchase price must not deviate by more than 10% from the price quoted on Nasdaq Copenhagen A/S on the date of the acquisition.

This authorisation was to be in force until 30 April 2025.

##### *H. Any requisite election of members for the Board of Directors.*

Pursuant to the Articles of Association, Bernard Bot, Marc Engel, Arne Karlsson and Amparo Moraleda stepped down from the Board of Directors.

Bernard Bot, Marc Engel, Arne Karlsson and Amparo Moraleda were re-elected as members of the Board of Directors.

Further, Kasper Rørsted was elected as new member of the Board of Directors.

Hereafter, the Board of Directors consisted of:

Robert Mærsk Uggla, Bernard Bot, Marc Engel, Arne Karlsson, Amparo Moraleda, Thomas Lindegaard Madsen, Julija Voitiekute, Marika Fredriksson and Kasper Rørsted.

*I. Election of auditors.*

PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab was re-elected as auditor of the Company.

*J. Deliberation of any proposals submitted by the Board of Directors or by shareholders.*

1. The General Meeting adopted the Board's proposal of authorisation to the Board of Directors to declare extraordinary dividend until the first annual general meeting in 2024.
2. The General Meeting adopted the updated remuneration policy for the Board of Directors and Management of A.P. Møller - Mærsk A/S.
3. The General Meeting adopted the Board's proposal to decrease the Company's share capital as follows:

The share capital will decrease from nominally DKK 18,707,161,000 with nominally DKK 1,137,446,000 in total, divided into 227,390 A shares and 910,056 B shares of DKK 1,000 to nominally DKK 17,569,715,000 by cancellation of own shares.

The capital decrease will take place at a premium as it will take place at a price of 1,655.52 and 1,695.54 for A and B shares, respectively, cf. section 188, (2) of the Danish Companies Act, corresponding to the average price at which the shares have been repurchased. The amount from the capital decrease will be paid out to the Company as owner of the shares as the amount will be transferred from the Company's capital reserves to the free reserves.

Consequently, article 2.1 of the Articles of Association will be changed with effect from the completion of the capital decrease.

4. The General Meeting adopted the Board's proposal that the Company's management can consist of 2-8 members rather than 3-8 members.

Consequently, article 4 of the Articles of Association will be changed.

5. The General Meeting approved that henceforward, it should be possible to conduct the Company's general meetings in English, preparing documents for internal use by the general meeting in English and publishing company announcements in English. Furthermore, the General Meeting approved that the Company's corporate language is English.

Consequently, article 17.2 of the Articles of Association will be changed.

6. The shareholders AkademikerPension and LD Fonde's proposal that the Board of Directors should communicate:
7. The Company's efforts to respect human rights and labour rights in accordance with the United Nations Guiding Principles on Business and Human Rights (UNGPs), and
8. Which, if any, human rights related financial risks the Company had identified, and how it sought to address these

was not adopted.

7. The shareholder Kritiske Aktionærer's proposal that the Company would work actively in favour of the inclusion of the shipping companies to the OECD agreement on payment of at least 15% tax for large multinational companies was not adopted.
8. The shareholder Kritiske Aktionærer's proposal that the Company should declare its support of the introduction of a solidarity contribution consisting of a one-time tax was not adopted.
9. The shareholder Kritiske Aktionærer's proposal that the Company would work in favour of a revocation of section 10 of the Danish International Shipping Registry Act was not adopted.

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Meeting adjourned.

Contact person: Head of Board Secretariat, Anne Pindborg, tel. no. +45 33 63 36 61

**Attachment**

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