

Rules of Procedure of the Nomination Committee

A.P. Møller - Mærsk A/S

Esplanaden 50, DK-1098 Copenhagen K / Registration no. 22756214



1 Scope, Objective and Tasks

- 1.1** On 16 May, 2018 the Board of Directors ("The Board") of A.P. Møller - Mærsk A/S ("APMM") has established the Nomination Committee, as a preparatory committee of the Board, section 10. of the Rules of Procedure of the Board refers.
- 1.2** The Nomination Committee assists the Board by:
- Establishing overview of the competencies required and represented on the Board;
 - Reviewing the structure, size, composition, succession planning and diversity of the Board;
 - Reviewing the application of independence criteria in relation to Board members;
 - Initiate recruitment, evaluate candidates and prepare the Board's recommendation of Board candidates for (re-)election at the general meeting. The committee may consult with shareholders relative to Board candidates.
 - Other tasks and matters decided by the Board.
- 1.3** The Nomination Committee will present its recommendations to the Board. The Board will make all decisions, unless the Board has delegated specific matters for decision to the committee.

2 Members and Fee

- 2.1** The Nomination Committee consists of three members, one of whom is the chairman of the Board. The members are elected by and among the Board members. The Board appoints the Chairman of the Nomination Committee.
- 2.2** Members of the Nomination Committee will receive no fee for membership of the committee.

3 Meetings

- 3.1** The Chairman of the Nomination Committee determines the frequency of and calls the meetings. Any Committee member may request a meeting.
- 3.2** The Nomination Committee may transact business in writing, by telephone or electronic communication to the extent compatible with its duties and the matter at hand.
- 3.3** The Chairman of the Nomination Committee determines the agenda.
- 3.4** The Nomination Committee forms a quorum when at least half of its members including the Chairman are present. Resolutions are made by simple majority. In case of equality of votes, the Chairman of the Nomination Committee shall have a casting vote.
- 3.5** When invited by the Nomination Committee, other members of the Board, members of Management, and relevant employees of APMM shall participate in meetings of the committee.

4 Secretarial tasks and other assistance

- 4.1** The Chairman decides the secretariat for the Nomination Committee and ensures relevant documentation.
- 4.2** To the extent necessary the Nomination Committee may seek assistance from employees of APMM or external legal, recruitment and other expert advisors as it deems necessary to carry out its tasks.

5 Amendments

- 5.1** These Rules of Procedure may at any time be amended by a simple majority of the Board of Directors.

These Rules of Procedure have been adopted by the Board of Directors of A.P. Møller - Mærsk A/S and shall enter into force on 16 May 2018. •