

**Rules of Procedure  
of  
the ESG Committee**

**A.P. Møller - Mærsk A/S**

(CVR no. 22756214)



## **1. Role and Purpose of the ESG Committee**

The primary purpose of the Committee is to support the development of the Company's strategic direction related to ESG matters, acting both as a sparring partner to Management and supporting the Board with strategy insights on a few specific and select ESG matters. The establishment of the ESG Committee does not change the responsibilities of the Board nor Management. The ESG Committee shall ensure oversight of critical and impactful ESG related matters. The ESG Committee shall also provide support to other Committees on ESG related matters, when requested.

## **2. Responsibilities and duties**

The Committee's focus areas are determined by the Board on a yearly basis and are appended to these Rules of Procedure.

Based in the Remuneration Committee's request, the ESG Committee shall also define internal ESG measures and targets for scorecards, provide an assessment as to the outcome of such indicators at the end of the scorecard period and prepare a recommendation of such for the Board's approval.

## **3. Members**

The ESG Committee consists of three to four members. The members are elected by and among the Board members.

## **4. Meetings**

The Chair of the ESG Committee determines the frequency of and calls the meetings including the agenda.

The ESG Committee forms a quorum when at least half of its members including the Chair are present. Resolutions are made by simple majority. In case of equality of votes, the Chair of the ESG Committee shall have a casting vote.

When invited by the ESG Committee, other members of the Board, members of Management, and relevant employees of APMM shall participate in meetings of the Committee.

## **5. Secretarial tasks and other assistance**

The Committee shall elect its own secretariat who will prepare minutes of meeting.

The secretariat shall ensure that the Chair of the Board and Chair of Audit Committee are informed prior to the involvement of GIA in any ESG related audits.

## **6. Amendments**

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

These Rules of Procedure shall enter into force on 14 March 2024.

**Approved by the Board**