

## **A.P. Møller - Mærsk A/S**

### Notice convening the Annual General Meeting

The Annual General Meeting will take place Monday 4 April 2011 at 10.30 a.m. at Bella Center (access via Hovedindgang Vest), Center Boulevard 5, 2300 København S

#### **Agenda**

- a) Report on the activities of the Company during the past financial year.
- b) Submission of the audited annual report for adoption.
- c) Resolution to grant discharge to directors.
- d) Resolution on appropriation of profit, including the amount of dividends, or covering of loss in accordance with the adopted annual report.

The Board proposes payment of a dividend of DKK 1,000 per share of DKK 1,000.

- e) Resolution on authority to acquire own shares.

The Board proposes that the General Meeting authorises the Board to allow the Company to acquire own shares on an ongoing basis to the extent that the nominal value of the Company's total holding of own shares at no time exceeds 10% of the Company's share capital. The purchase price must not deviate by more than 10% from the price quoted on Nasdaq OMX Copenhagen A/S on the date of the purchase.

This authorisation shall be in force until 3 April 2016.

- f) Any requisite election of members for the Board of Directors.

Michael Pram Rasmussen, Niels Jacobsen, Jan Tøpholm and Leise Mærsk Mc-Kinney Møller stand down from the Board of Directors.

The Board proposes re-election of Michael Pram Rasmussen, Niels Jacobsen, Jan Tøpholm and Leise Mærsk Mc-Kinney Møller.

- g) Election of auditors.

According to the articles of association, KPMG Statsautoriseret Revisionspartnerselskab and Grant Thornton Statsautoriseret Revisionsaktieselskab stand down.

The Board proposes re-election of KPMG Statsautoriseret Revisionspartnerselskab and Grant Thornton Statsautoriseret Revisionsaktieselskab.

- h) Deliberation of any proposals submitted by the Board of Directors or by shareholders.

A shareholder has submitted the following three proposals:

- i) that the General Meeting recommends that the Board of Directors adopt a more outward-oriented profile, for instance by installing solar cell

panels and/or miniature wind generators on the roof of the Company's building on 50 Esplanaden for production of environmental "green" electricity to cover a majority of the Company's administration's own electricity consumption from renewable energy (sun and/or wind) directly from the roof construction of the building itself.

ii) that the General Meeting recommends that the Board of Directors initiate letting the Company's administration building on 50 Esplanaden be EMAS registered in accordance with regulation (EC) No 761/2001 of the European Parliament and of the Council of 19 March 2001.

iii) that an amount of DKK 100 million for the year 2011 is allocated/transferred in order to investigate the possibilities of using renewable energy (sun and wind) for propulsion of the Company's vessels, e.g. for upgrading of an existing vessel or development of an entirely new proto type.

The Board of Directors does not support the shareholder's proposals.

#### Adoption requirements:

Approval, adoption and election according to item b-h of the agenda shall take place by simple majority vote.

### **Shareholder information**

The Company's total share capital is nominally DKK 4,395,600,000 of which nominally DKK 2,197,800,000 is in A shares and nominally DKK 2,197,800,000 is in B shares. Each share class is divided into shares of DKK 1,000 and DKK 500.

Each A share amount of DKK 500 carries one vote, if the shareholding is registered in the shareholder's name in the Company's register of shareholders no later than on the Registration Date, Monday 28 March 2011 at 11.59 p.m. (Registered holders of A shares). B shares carry no votes.

The dividend adopted by the Annual General Meeting is expected to be paid out on 8 April 2011 via the share issuing bank Danske Bank A/S to the shareholders' account in own depository bank.

The documents to be presented at the Annual General Meeting, including the Company's Annual Report for 2010, agenda and complete proposals will be available at the Company's website, [www.maersk.com](http://www.maersk.com), Investor Relations, no later than 3 weeks prior to the Annual General Meeting.

Any shareholder can ask questions to the Management at the Annual General Meeting. Questions to the agenda or to documents to be presented at the Annual General Meeting can moreover be asked in writing prior to the Annual General Meeting and is to be sent with clear identification of the shareholder to [GF2011@maersk.com](mailto:GF2011@maersk.com) or with regular mail to A.P. Møller - Mærsk A/S, Esplanaden 50, DK-1098 Copenhagen K, Att.: Shareholder Secretariat.

Please note that the Chairman's report as well as the presentation of the Annual Report will be transmitted live via webcast at [www.maersk.com](http://www.maersk.com).

## Ordering of admission cards

It is a prerequisite for participation in the Annual General Meeting that the shareholding is registered by name in the Company's register of shareholders (Registered Shareholders) no later than on the Registration Date, 28 March 2011 at 11.59 p.m.

Admission cards can be ordered **until Thursday 31 March 2011 at 11.59 p.m.** as follows:

- Via the "Shareholder Portal" at the Company's website [www.maersk.com](http://www.maersk.com), Investor Relations
- By email to [GF2011@maersk.com](mailto:GF2011@maersk.com) stating name, address, daytime telephone no. and VP-account no. as well as name of any attendant
- By contacting A.P. Møller - Mærsk A/S, Shareholder Secretariat, telephone +453363 3672 from 8 a.m. to 4.30 p.m. (remember to have your VP-account number at hand), or fax +453363 3673

Registered Shareholders who want to bring an attendant, must state this as well as the name of the attendant when ordering admission cards. If the shareholder is represented by proxy, this proxy also has the possibility of bringing an attendant, provided that the Company is informed of his/her name when ordering admission cards.

Admission cards ordered will not be sent until after the Registration Date on 28 March 2011.

## Proxy

Registered holders of A shares (see above) can authorise the Board of Directors to vote on his/her behalf. For this purpose, a proxy form is sent together with the invitation to all holders of A shares registered by name.

Furthermore, registered shareholders can choose to be represented at the Annual General Meeting by proxy. A third party proxy is sent to all shareholders registered by name together with the invitation.

Moreover, proxies can be granted electronically via the "Shareholder Portal" on the Company's website, [www.maersk.com](http://www.maersk.com), Investor Relations.

Proxies can be revoked by the shareholder at any time. Revocation must be in writing and can take place both by contacting the Company at Esplanaden 50, DK-1098 Copenhagen K, Att.: Shareholder Secretariat, by fax no.: +45 3363 3673 or by e-mail to [GF2011@maersk.com](mailto:GF2011@maersk.com) with proper identification and signature.

For shareholders not attending the Annual General Meeting, proxies must be received by the Company no later than **Thursday 31 March 2011 at 11.59 p.m.**

## Postal vote

Registered holders of A shares can vote by post for the items on the agenda. For this purpose, a voting paper is sent together with the invitation to all holders of A shares registered by name.

Furthermore, postal votes can be given electronically via the "Shareholder Portal" at the website [www.maersk.com](http://www.maersk.com), Investor Relations.

Postal votes cannot be revoked.

For shareholders not attending the Annual General Meeting, postal votes must be received by the Company no later than Thursday 31 March 2011 at 11.59 p.m.

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*The Board*