

**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 overall ESG strategic direction, acting both as a sparring partner to Management and supporting the Board with strategy insights on specific ESG matters. The establishment of the ESG Committee does not change the responsibilities of the Board or the Management and the Committee is preparatory for the Board's work.

The ESG Committee shall ensure oversight of the ESG strategy and implementation.

The ESG Committee shall also monitor the definition of and progress towards strategic targets and key performance indicators and prioritized external ESG ratings and rankings.

## **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.

In addition to the agreed focus areas the ESG Committee shall make proposals to the Remuneration Committee regarding appropriate ESG related performance key performance indicators for executive remuneration and provide an assessment as to the outcome of such indicators at the end of the reporting period.

It is a duty of the Committee to revisit their responsibilities and tasks in light of changing priorities and challenges for the Company and propose respective changes to the Board.

## **3. Members**

The ESG Committee consists of three to four members. The members are elected by and among the Board members but external advisors can also become member of the Committee.

## **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.

## **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 28 March 2023.

**Approved by the Board**