

Appendix 1

General guidelines on incentive pay for the Board of Directors and the Management Board

According to section 139 of the Danish Companies Act, the board of directors of a listed company must, before entering into a specific agreement about incentive pay with a member of the company's board of directors or management board, adopt general guidelines for the company's incentive pay for the board of directors and the management board. These guidelines must be presented and adopted by the general meeting.

On 31 March 2014, the shareholders of A.P. Møller - Mærsk A/S (the Company) adopted general guidelines in accordance with the Danish Companies Act section 139. The below guidelines shall replace the guidelines adopted in 2014; the main change since the 2014 guidelines is the introduction of Stock Options in lieu of Performance Shares which are abolished.

The Board of Directors of A.P. Møller - Mærsk A/S receives a fixed annual fee and is not included in any incentive or performance based remuneration. Ordinary Board members receive a fixed amount, while the Vice Chairmen receive fixed multiples thereof. The Chairman receives a fixed amount. Participation in the Audit Committee or other committees of the Board of Directors entitles members to an additional fixed annual fee. Should a Board member assume specific ad-hoc tasks beyond the normal work as member of the Board, the Board of Directors will on a case-by-case basis decide on a fixed fee for such tasks.

The guidelines on incentive pay only apply to the Management Board of A.P. Møller - Mærsk A/S. The "Management Board" will consist of the members of management registered with the Danish Business Authority.

EXISTING AGREEMENTS

A.P. Møller - Mærsk A/S' already existing incentive program includes a short term cash incentive opportunity program. Conclusion of new agreements with the members of the Management Board will be subject to the below guidelines.

Agreements about incentive pay for members of the Management Board entered into before the adoption of these new guidelines will continue on the terms already agreed. Any change of existing agreements will be subject to the below guidelines.

THE OVERALL PURPOSE OF INCENTIVE ARRANGEMENTS

The Company uses incentive arrangements for the Company's Management Board to secure a high degree of alignment of interests between the Company's Management Board and the shareholders, to strengthen attraction/retention and to promote and support value creation both in the short and long term.

THE MANAGEMENT BOARD'S REMUNERATION

Members of the Management Board receive a fixed base salary. In addition to this, members of the Management Board are eligible for incentive compensation consisting of a cash incentive opportunity and/or stock options subject to the decision of the Board of Directors.

The Board of Directors may delegate – in whole or in part – its decision powers described herein to the Remuneration Committee.

Short-term cash incentive

The short-term cash incentives are primarily designed to incentivise and encourage the members of the Management Board to high performance and ensure achievement of the Company's short-term objectives.

The Company wishes to promote a pay for performance philosophy where the opportunity for an annual cash incentive is dependent on the achievement of:

1. Specific financial goals for one or more business areas
2. the A.P. Møller - Mærsk Group's total results
3. other non-financial goals (such as performance on safety, leadership and engagement)

The size of the annual cash incentive payout will be decided by the Board of Directors after recommendation from the Remuneration Committee based on the achievement against the measures established. The incentive payout will generally be made once a year following the Board of Directors' approval of the annual report and can constitute an amount corresponding to maximum 50% of the fixed base salary in the year of earning the cash incentive.

Long-term incentives

Members of the Management Board are eligible to receive long-term incentives, subject to the decision of the Board of Directors. The long-term incentives will consist of stock options.

The long-term incentives are primarily designed to incentivise long term performance, commitment and retention of the members of the Management Board, as well as to promote alignment of the interests with the shareholders.

Stock options

The Company's stock option program is designed to deliver value through a long-term improvement of the Company's stock price. The program is revolving and granting of options does not depend on the achievement of specific goals. The number of granted stock options to members of the Management Board is decided by the Board of Directors after recommendation from the Remuneration Committee and is generally granted once a year.

The Black Scholes value of the stock options granted within a given financial year can annually amount up to 25% of the fixed base salary of the individual member of the Management Board in the year of the grant.

The estimated present value of the stock option program is calculated on the basis of the Black Scholes model. The number of granted stock options to members of the Management Board as well as the value of these will be stated in the Company's annual report.

A stock option gives the right to purchase one B share in A.P. Møller - Mærsk A/S of a nominal value of DKK 1,000. The exercise price for the stock option will be set at 110% of the volume weighted average share price of A.P. Møller - Mærsk A/S' B shares traded on Nasdaq Copenhagen on the 5 trading days immediately following the day on which A.P. Møller - Mærsk A/S published the financial report (whether interim or annual) most recent to the time of grant.

The stock options are exercisable earliest 3 years from the time of granting and shall lapse latest 4 years from when they first become exercisable. The stock options are, however, only exercisable in accordance with applicable rules and regulations in relation to securities trading including applicable stock exchange rules in force from time to time and the Company's internal rules on trading with the Company's shares.

A.P. Møller - Mærsk A/S' holding of own B-shares will be used to meet the Company's obligations in connection with the stock option program.

ADJUSTMENT AND REPAYMENT OF INCENTIVE-BASED REMUNERATION

For the various types of incentive-based remuneration, the Board of Directors may lay down specific terms governing the lapsing, repayment, capping the ratio between market value of shares acquired through options and the exercise price or other adjustment of the incentive-based remuneration in case of extraordinary events, for instance significant divestiture of activities, change in capital structure, demerger, merger or other business combination involving the Company or its divisions, a member of the Management Board resigns/ is dismissed or in case of other material events that would otherwise influence positively or negatively the value or effect of the incentive-based remuneration.

As adopted at the Annual General Meeting of A.P. Møller - Mærsk A/S on 28 March 2017.