

Appendix 1

Incentive guidelines

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 Executive Board will be subject to the below guidelines.

Agreements about incentive pay for members of the Executive 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 Executive Board to secure a high degree of alignment of interests between the Company's Executive Board and the shareholders, to strengthen attraction/retention and to promote and support value creation both in the short and long term.

The Executive Board's remuneration

Members of the Executive Board receive a fixed base salary. In addition to this, members of the Executive Board are eligible for incentive compensation consisting of a cash incentive opportunity and/or stock options and restricted shares 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 Executive 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 which drive the longer-term performance of the Company

The size of the annual cash incentive payout will be decided by the Board of Directors upon 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 100% of the fixed base salary in the year of earning the cash incentive.

Long-term incentives

Members of the Executive 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 and/or restricted shares.

The long-term incentives are primarily designed to incentivise long-term performance, commitment and retention of the members of the Executive 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 Executive Board is decided by the Board of Directors after recommendation from the Remuneration Committee and is generally granted once a year.

The fair market 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 Executive Board in the year of the grant.

The number of granted stock options to members of the Executive 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.

Restricted Shares

The Company's restricted share program is designed to further link management compensation to the long-term interests of our shareholders and the performance of the Company by linking a higher proportion of annual pay to the share price development of the Company. The program is revolving and granting of restricted shares does not depend on the achievement of specific goals.

The number of granted Restricted Shares to members of the Executive Board is decided by the Board of Directors after recommendation from the Remuneration Committee and is generally granted once a year. The fair market value of the Restricted Shares granted within a given financial year can annually amount up to 25% of the fixed base salary of the individual member of the Executive Board in the year of the grant.

Ownership of the shares is transferred free of charge to each member of the Executive Board 5 years after the time of granting (the "Restriction period"), contingent on the member of the Executive Board having not resigned during the Restriction Period.

During the Restriction period, no transfer of shares to the individual member of the Executive Board will have taken place. Thus, all shareholder rights and obligations will remain with the Company.

After the expiry of the Restriction period and transfer of ownership of the shares to each member of the Executive Board, the member will be entitled to receive dividends and shall have all rights and obligations as shareholder of the Company. Further, the member is free to sell the shares subject to applicable laws and the Company's internal rules for the trading of the Company's securities.

The number of shares granted to members of the Executive Board will be stated in the Company's annual reports.

A.P. Møller - Mærsk A/S' treasury B shares will be used to meet the Company's obligations in connection with the stock option and restricted shares programs.

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 Executive 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.

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As adopted at the Annual General Meeting of A.P. Møller - Mærsk A/S on 10 April 2018.