

**RULES OF PROCEDURE FOR  
THE REMUNERATION COMMITTEE OF DSV PANLAPINA A/S**

(Central Business Register No.: 58 23 35 28)

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## **1. Purpose and objects**

- 1.1 The Board of Directors of DSV Panalpina A/S has established a Remuneration Committee in accordance with the Recommendations on Corporate Governance.
- 1.2 The Remuneration Committee is a Board committee established for the sole purpose of preparing decisions to be made by all members of the Board of Directors in order for the Board to work more efficiently and increase the quality of its work. The existence of the Remuneration Committee does not alter the role of the Board of Directors as the ultimate decision-making body in respect of remuneration issues.
- 1.3 It is the Remuneration Committee's responsibility to review, analyse and monitor any issues within the scope of these Rules of Procedure. To perform these duties, the Remuneration Committee is authorised to obtain any necessary information from the Executive Board and staff, who are obliged to cooperate with the Remuneration Committee and answer all questions from the Committee of relevance to the Committee's work.
- 1.4 The Remuneration Committee may also obtain advice, guidance and support from external advisors/specialists when deemed necessary or appropriate in the performance of its duties.

## **2. Duties**

- 2.1 In accordance with paragraph 6.2 of the Rules of Procedure for the Board of Directors of DSV Panalpina A/S, the principal preparatory duties of the Remuneration Committee are:
- to submit the Remuneration Policy (including the Company's General Guidelines for Incentive Pay) to the Board of Directors and the Executive Board for approval by the Board of Directors prior to approval by the general meeting in connection with material changes. However, at least every four years;
  - to make proposals to the Board of Directors on remuneration for members of the Board of Directors and the Executive Board;
  - to ensure that the remuneration for members of the Board of Directors and Executive Board is in compliance with the Company's

Remuneration Policy and the assessment of the performance of the relevant persons;

- to ensure that an annual remuneration report is prepared and published on the corporate website;
- to recommend a remuneration policy applicable for the Company in general; and
- to approve, upon request from the Chief Executive Officer, the acceptance by members of the Company's Executive Board of salaried positions with another company, including external directorships.

### **3. Composition**

- 3.1 The Board of Directors must appoint a chairman and at least one member for the Nomination Committee from among the Board's own members.
- 3.2 Other guidelines stated in the Rules of Procedure for the Board of Directors of DSV A/S also apply to the Remuneration Committee as concerns time and place of meetings, etc.
- 3.3 The Company's Executive Board must ensure that a secretariat function is established to assist the Remuneration Committee as required.

### **4. Meetings**

- 4.1 Only members of the Remuneration Committee are entitled and required to attend Committee meetings.
- 4.2 The Remuneration Committee must prepare a plan stating the frequency and outline agenda programme for its meetings for the coming year to be incorporated into the annual cycle of the Committee.
- 4.3 The Remuneration Committee must meet at least twice a year. In addition, the chairman must convene meetings when (s)he deems it necessary or when so requested by a member of the Committee, a member of the Board of Directors or a member of the Executive Board.

- 4.4 Meetings are convened by the Committee chairman by written notice to all members of the Remuneration Committee no later than six (6) days before the meeting. The chairman must distribute the agenda and any supporting papers relating to the individual agenda items to the Committee members together with the meeting invitation or at least six days prior to the meeting.
- 4.5 The members of the Remuneration Committee are subject to the same confidentiality rules as apply to the other members of the Board of Directors.

## **5. Agenda**

- 5.1 The agenda for the meetings must contain the following items as a minimum, with the annual cycle of the Remuneration Committee containing a specific and detailed agenda for each meeting:
1. Minutes of the previous meeting;
  2. announcements from the chairman; and
  3. any announcements from the Executive Board.
- 5.2 Motions for separate resolutions in addition thereto must, as far as possible, be included as a separate item on the agenda.

## **6. Quorum in respect of recommendations to the Board of Directors**

- 6.1 Meetings are chaired by the Committee chairman. The Committee is quorate when at least half of its members are present. The resolutions of the Committee are passed by a majority vote by the members present at the meeting. In the event of equality of votes, the chairman has the casting vote. Unless the Committee deems a matter to be of the utmost urgency, a resolution may not be passed without all members having been able to participate in the discussion of the matter.

## **7. Reporting to the Board of Directors**

- 7.1 Meeting minutes must be prepared as soon as possible after all meetings and approved by the Remuneration Committee members and a copy thereof sent to

all members of the Board of Directors. The contents of the minutes must be of an adequate scope to provide a suitable and fair basis for decision-making by all members of the Board of Directors.

- 7.2 If a Board meeting is held without the Board members having received the minutes of the last Remuneration Committee meeting, an oral preliminary report must be given by the Remuneration Committee chairman or, in the chairman's absence, by one of the other members of the Committee to provide a basis for any decisions to be made by the Board.

## **8. Self-evaluation**

- 8.1 The Remuneration Committee must conduct a self-evaluation on an annual basis of its general performance, resources and materials as well as the quality of the Committee's reporting to the Board of Directors. The annual evaluation must also include an assessment of the composition, independence and competencies of the Committee as well as any need for updating the members' competencies.
- 8.2 The chairman of the Remuneration Committee is in charge of the self-evaluation. The results of the self-evaluation process and any recommendations are discussed by the Remuneration Committee.

## **9. Publication**

- 9.1 The Remuneration Committee must contribute information about the Committee on the Company's website and in the Company's annual report, if such information is to be included in the report. Accordingly, the Remuneration Committee must provide the below information for publication on the Company's website and, if relevant, in the annual report. The Remuneration Committee must also check that the information about the Committee on the Company's website and, if relevant, in the annual report are correct and adequate.
- 9.2 The Company's website and annual report, if relevant, must state:
- that the Company has established a Remuneration Committee;
  - the rules of procedure of the Remuneration Committee;
  - the material activities of the Remuneration Committee for the year;

- the names of the Committee members;
- the names of the independent Committee members;
- the names of the members with special qualifications;
- the name of the chairman of the Remuneration Committee; and
- the number of meetings during the year.

## **10. Revision of the Rules of Procedure**

10.1 The Rules of Procedure for the Remuneration Committee of DSV A/S must be reviewed and revised on an annual basis with a view to ensuring that they are adequate and modified according to the Company's business and needs.

Adopted at the meeting of the Board of Directors on 29 April 2020

Board of Directors:

Thomas Plenborg                      Jørgen Møller                      Annette Sadolin                      Birgit W. Nørgaard

Malou Aamund                      Beat Walti                      Niels Smedegaard

### **Appendix 1: Remuneration Committee annual cycle**