

## Notice to Convene Annual General Meeting 2024 in NTG Nordic Transport Group A/S

The Board of Directors hereby convenes the Annual General Meeting of NTG Nordic Transport Group A/S, Business Reg. (CVR) No. 12546106 (the "**Company**") to be held on **Thursday, 21 March 2024, at 14:00 (CET)** at Glostrup Park Hotel, Hovedvejen 41, 2600 Glostrup, Denmark.

### Agenda

1. The Board of Directors' report on the activities of the Company during the past year.
2. Presentation and adoption of the Annual Report for 2023.
3. The Board of Directors' proposal for the distribution of profit or covering of loss according to the approved Annual Report for 2023.
4. Presentation of the Remuneration Report for advisory vote.
5. Approval of the remuneration for the Board of Directors for 2024.
6. Election of members to the Board of Directors.
7. Appointment of auditors.
8. Any proposals from the Board of Directors or shareholders, including any proposals authorising the Company to purchase treasury shares:
  - a. Authorisation to the Board of Directors to acquire treasury shares.
  - b. Indemnification of members of the Board of Directors and Executive Management.
  - c. Amendment of the Articles of Association (indemnification scheme).
  - d. Adoption of the Company's Remuneration Policy.
9. Any other business.

### Explanation of the agenda items:

#### Item 1: The Board of Directors' report on the activities of the Company during the past year

The Board of Directors proposes that the Annual General Meeting takes note of the Board of Directors' report on the Company's activities in 2023.

#### Item 2: Presentation and adoption of the Annual Report for 2023

The Board of Directors proposes that the Company's Annual Report for 2023 is adopted.

#### Item 3: The Board of Directors' proposal for the distribution of profit or covering of loss according to the approved Annual Report for 2023

The Board of Directors proposes that the net profit for the financial year ended 31 December 2023 be allocated to retained earnings and that no dividend payment for the financial year ended 31 December 2023 be distributed, which is in accordance with the Company's dividend policy.

**Item 4: Presentation of the Remuneration Report for advisory vote**

The Company has prepared a Remuneration Report for 2023 which is presented to the Annual General Meeting for an advisory vote in accordance with Section 139b(4) of the Danish Companies Act. The Remuneration Report covers remuneration awarded or due to the Company's Board of Directors and Executive Management registered with the Danish Business Authority concerning the financial year 2023. The remuneration report is available on the Company's website: [investor.ntg.com](https://investor.ntg.com).

**Item 5: Approval of the remuneration for the Board of Directors for the current financial year**

In accordance with Section 4.2 of the Company's Remuneration Policy, the Board of Directors proposes that the following remuneration to the Board of Directors for 2024 be approved by the Annual General Meeting.

The Board of Directors proposes that the remuneration level for the Board of Directors is maintained at the same level as for 2023:

- Members of the Board of Directors shall receive a base fee of: DKK 250,000 (the "Base Fee").
- The Chairman of the Board of Directors shall receive: DKK 750,000 (corresponding to three times the Base Fee).
- The Deputy Chairman of the Board of Directors shall receive: DKK 500,000 (corresponding to two times the Base Fee).

The members of the Board of Directors receive additional fixed remuneration for their work in the Audit Committee, Remuneration Committee and Nomination Committee.

The Board of Directors proposes that the remuneration level for 2024 for committee work is maintained at the same level as for 2023:

- Chairman of the Audit Committee shall receive an annual committee member fee of DKK 125,000 (corresponding to 0.50 times the Base Fee)
- Members of the Audit Committee shall receive an annual committee member fee of DKK 62,500 (corresponding to 0.25 times the Base Fee)
- Members, including the chairman of the Remuneration Committee, shall receive an annual committee member fee of DKK 62,500 (corresponding to 0.25 times the Base Fee)
- Members, including the chairman of the Nomination Committee, shall receive an annual committee member fee of DKK 62,500 (corresponding to 0.25 times the Base Fee)

However, in accordance with section 4.2.2 of the Remuneration Policy, the Chairman and Deputy Chairman of the Board of Directors will not receive any committee member fee for their participation in the Remuneration Committee and Nomination Committee.

Members of the Board of Directors may receive an additional fee for tasks carried out on an ad hoc basis outside the scope of the ordinary duties of the Board of Directors. The Chairman of the Board of Directors shall approve such tasks and determine such additional fees prior to the execution of the tasks.

The remuneration of the members of the Board of Directors does not include any incentive-based remuneration.

**Item 6: Election of members to the Board of Directors**

The members of the Board of Directors elected by the General Meeting are elected for a term of one year pursuant to article 14 of the Articles of Association. Board members are eligible for re-election. Pursuant to the Articles of Association, the Board of Directors shall consist of no less than three and no more than eight members elected by the General Meeting.

The present members of the Board of Directors are:

Eivind Drachmann Kolding (Chairman)  
Jørgen Hansen (Deputy Chairman)  
Finn Skovbo Pedersen  
Jesper Præstensgaard  
Karen-Marie Katholm  
Carsten Krogsgaard Thomsen  
Louise Knauer

The Board of Directors proposes re-election of all the present members of the Board of Directors. No new members are proposed.

Presentations of the candidates to the Board of Directors are attached to this notice as [Appendix 1](#).

#### **Item 7: Appointment of auditors**

The Board of Directors proposes election of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab (PwC), CVR no. 33771231, for both financial and sustainability reporting purposes in accordance with the recommendation from the Audit Committee.

The Audit Committee's recommendation has not been influenced by third parties, nor has it been subject to any contractual obligation restricting the Annual General Meeting's choice of certain auditors or audit firms.

#### **Item 8: Proposals from the Board of Directors or shareholders**

##### Item 8(a): Authorisation to the Board of Directors to acquire treasury shares.

In order for the Company to build up and maintain a portfolio of treasury shares available, inter alia, for acquisition of minority shareholders' shares in subsidiaries under the "Ring-the-Bell" concept, for covering obligations under future share-based incentive schemes and for other purposes such as payment in relation to potential M&A transactions, the Board of Directors proposes to grant a five-year authorisation to the Board of Directors to acquire treasury shares provided that:

- any acquisition of treasury shares, pursuant to Section 197 of the Danish Companies Act, can be financed by funds that could otherwise be distributed as ordinary dividends,
- the acquisition of treasury shares does not exceed a nominal value of DKK 45,298,800 (equal to 2,264,940 shares of nominal DKK 20 each),
- the Company's holding of treasury shares does not exceed 10% of the share capital at any given time and
- the acquisition price for the treasury shares does not deviate by more than 10% from the quoted price for the Company's shares on Nasdaq Copenhagen at the time of purchase.

The proposed authorisation replaces the authorisation granted to the Board of Directors at the Annual General Meeting held on 16 April 2020.

##### Item 8(b): Indemnification of members of the Board of Directors and Executive Management.

The Company has taken out customary directors' and officers' liability insurance ("D&O Insurance") for certain personal liability that members of the Company's Board of Directors (each a "Board Member") and Executive Management (each a "Director") may incur as part of discharging their duties. To the extent that the coverage under the D&O Insurance is insufficient, the Company has, similar to other comparable Danish companies, implemented an indemnification scheme that, in certain cases, covers liability that a Board Member or a Director (as applicable) may incur.

Following a statement on indemnification of board and management members in Danish limited liability companies issued by the Danish Business Authority on 13 April 2023, the Company has reviewed its existing scheme for indemnification of

Board Members and Directors, which was adopted at the Annual General Meeting 30 March 2023 and included in the Company's Remuneration Policy.

To enhance the level of transparency in respect of the material terms and conditions applicable to the indemnification scheme, the Board of Directors proposes that the Annual General Meeting adopts an updated scheme for indemnification of the Board Members and Directors, which shall replace the existing scheme, on the basis of the following terms and conditions (the "Scheme"), as the Scheme does not contain any unusual terms:

#### Basis and purpose

Whereas it is the Company's policy to take out appropriate and customary D&O Insurance for its Board Members and Directors, experience shows that it is necessary to offer additional coverage for potential management liability to attract and retain qualified members to the Board of Directors and Executive Management, particularly individuals accustomed to common law liability regimes. Furthermore, the Company's operations comprise certain activities, which may imply special and/or extended responsibilities and increased risk exposure for the Board Members and Directors, particularly in certain foreign jurisdictions. Accordingly, it is considered in the best interest of the Company and its shareholders that Board Members and Directors are offered indemnification against claims raised by third parties supplemental to the Company's D&O Insurance as further outlined below.

It has been duly considered if the Scheme would imply adverse effects for the Company and its shareholders, including if the Scheme would result in excessive and/or hazardous risk-taking behaviour by the Board Members and Directors and/or if the Scheme would be redundant if the Company increased the coverage under the D&O Insurance. The Company has assessed that such alternative increase of the D&O Insurance coverage would not be commercially viable, and thus not in the interest of the Company and its shareholders. Furthermore, the Scheme is deemed not to encourage Board Members or Directors to act differently than if the D&O Insurance coverage was increased.

#### Covered individuals

The Scheme shall be for the sole benefit of the Board Members and Directors and provide indemnification against claims raised by third parties against the Board Members or Directors in the discharge of their duties. No third party shall be entitled to rely on or derive any benefits from the Scheme or have any recourse against the Company on account of the Scheme.

#### Scope

Under the Scheme, the Company shall indemnify and hold harmless a Board Member or Director (as applicable), to the fullest extent permitted by applicable law, from and against any losses incurred by such Board Member or Director arising out of any actual or potential claims, including any costs, expenses, fees, interests, and potential tax liabilities associated therewith, raised by any third party (other than NTG's group companies) against a Board Member or Director based on such Board Member's or Director's discharge of his/her duties as Board Member or Director.

Indemnification of Board Members under the Scheme is not conditioned on coverage under the D&O Insurance but shall be secondary to coverage under the D&O Insurance, as applicable from time to time, and other indemnification sources, if any, i.e. the Company shall not provide indemnification under the Scheme before coverage under the D&O Insurance and indemnification available from any other source are exhausted. The Scheme may thus also provide coverage for losses, which are not covered wholly or partly under the D&O Insurance, as applicable from time to time. A secondary coverage does not imply an obligation on the Company to exhaust any and all opportunities to relief Board Members or Directors from liability. Neither shall it prevent the Company from covering Board Members' or Directors' legal defence costs.

#### Covered conduct

Under the Scheme, indemnification shall apply to any losses incurred by a Board Member or Director arising out of and/or based on such Board Member's or Director's discharge of his/her duties as member of the Board of Directors or Executive Management (as applicable) of the Company. Excluded from indemnification under the Scheme are any losses relating to

liability incurred by a Board Member or Director arising out of such Board Member's or Director's fraud, criminal offences, willful misconduct or gross negligence.

#### Term and covered claims

The Scheme shall apply until amended or revoked by the General Meeting of the Company.

Subject to the Scheme's terms and conditions, this Scheme covers claims made against a Board Member or Director arising out of or originating from facts or circumstances prior to the expiry of the term of the Scheme. Claims for indemnification must be notified by a Board Member or Director to the Company as soon as possible after the Board Member or Director (as applicable) becomes aware of the claim and no later than ten (10) years after the expiry of the Scheme's term.

#### Implementation and administration

For the purpose of implementing the Scheme, the Board of Directors shall stipulate procedural and administrative provisions and other necessary regulations governing the Scheme. Furthermore, indemnification of a Board Member's or Director's loss under the Scheme shall always be subject to a legal opinion from a reputable law firm setting out that the claim concerned is covered by the Scheme. All claims for indemnification, including if the conduct of a Board Member or Director is covered by the Scheme, shall be processed and decided in accordance with Danish law.

#### Item 8(c): Amendment of the Articles of Association (indemnification scheme).

To provide transparency in respect of the Scheme proposed adopted under agenda item 8.b, the Board of Directors proposes that the Annual General Meeting adopts that the following wording is included as a new article 16 in the Company's Articles of Association:

*"The Company has established an indemnification scheme for members of its Board of Directors and Executive Management. Under the indemnification scheme, the Company shall indemnify members of the Board of Directors and Executive Management from and against any losses incurred by members of the Board of Directors or Executive Management arising out of any claims raised by any third party (other than NTG's group companies) based on such members of the Board of Directors' or Executive Management's discharge of their duties as members of the Board of Directors or Executive Management (as applicable). Excluded from indemnification under the scheme are any losses relating to liability incurred by a member of the Board of Directors or Executive Management arising out of such member's fraud, criminal offences, wilful misconduct or gross negligence. Indemnification under the scheme shall be secondary to coverage from other sources of indemnification or coverage of liability but is not conditioned on coverage under the directors' and officers' liability insurance, as applicable from time to time, and the Company may thus indemnify for losses, which are not covered wholly or partly by the directors' and officers' liability insurance. The Board of Directors stipulates the provisions on the implementation and administration of the indemnification scheme."*

As part of the proposal to implement the above wording as a new article 16 of the Articles of Association, the existing provision covering indemnification of the management currently set forth in section 6 in the Company's Remuneration Policy will be deleted accordingly.

The Board of Directors notes that, apart from language adjustments, no changes to the Company's current indemnification scheme are intended by the proposed amendment and the adoption in the Articles of Association.

The updated draft Articles of Association is attached to this notice as Appendix 2.

#### Item 8(d): Adoption of the Company's Remuneration Policy.

As described under item 8.c, the Company's Remuneration Policy was amended last year as a new section 6 regarding indemnification was adopted by the Annual General Meeting. In continuation of the proposal under agenda item 8.c, section 6 will be deleted from the Company's Remuneration Policy.

Apart from this consequential deletion, no changes are proposed to the Remuneration Policy.

In accordance with Section 139(2) of the Danish Companies Act, the General Meeting must vote on the Remuneration Policy of the Company in its entirety at least every 4 years. The Board of Directors therefore proposes that the Annual General Meeting adopts the Remuneration Policy.

The updated draft Remuneration Policy is attached to this notice as [Appendix 3](#).

### **Adoption requirements**

The following requirements are applicable in order to pass the resolutions and must all be fulfilled in order for the proposals to be adopted:

The proposals set out in items 2, 3, 5, 6, 7, 8a, 8b and 8d of the agenda must be adopted by a simple majority of votes subject to article 13, paragraph one, of the Articles of Association and section 105 of the Danish Companies Act. The vote on item 4 is a non-binding advisory vote. The proposal set out in item 8c of the agenda must be adopted by a qualified majority of votes subject to article 13, paragraph two, of the Articles of Association and section 106 of the Danish Companies Act.

### **Amount of share capital and voting rights**

Pursuant to section 97 of the Danish Companies Act, notice is hereby given that the share capital of the Company is nominally DKK 452,988,120, divided into shares of nominally DKK 1 issued in multiples of DKK 20. The number of issued shares of DKK 20 is 22,649,406. Each share of DKK 1 has one vote at the Annual General Meeting. The total number of shares and voting rights in the Company is 452,988,120. The shares are traded at Nasdaq Copenhagen as shares of DKK 20. As of 29 February 2024, the Company owns 1,285,216 treasury shares each of DKK 20 (equal to nominally DKK 25,704,320).

### **How to attend**

Shareholders who are entitled to attend the Annual General Meeting and wish to attend the Annual General Meeting, must request for admission cards no later than on Monday, 18 March 2024, at 14:00 (CET).

Admission cards may be requested electronically through the Company's shareholder portal accessible at [investor.ntg.com](https://investor.ntg.com), or by contacting Computershare A/S; by telephone +45 45460997, by email to [gf@computershare.dk](mailto:gf@computershare.dk) or by written enquiry to Computershare A/S, Lottenborgvej 26, floor 1, DK-2800 Kgs. Lyngby, Denmark.

Admission cards will be sent via email to the email address specified in the Company's online shareholder portal, and we therefore encourage all shareholders to register the correct email address. If no email address is specified, shareholders may download and/or print the admission cards through the Company's shareholder portal accessible at [investor.ntg.com](https://investor.ntg.com).

The admission card must be presented at the Annual General Meeting either electronically on a smartphone/tablet or in a printed version. Presentation of photo ID also qualifies for admission to the Annual General Meeting, provided that an admission card has been requested in due time.

Physical voting papers will not be provided by postal service in advance of the Annual General Meeting but will be handed out upon entry to the Annual General Meeting.

Questions regarding admission to the Annual General Meeting or the use of the Company's shareholder portal may be directed to Computershare A/S through the shareholder portal. Please note that Computershare A/S can only assist if the shareholder has requested admission within the deadline (see above).

### **Registration date**

The voting rights attached to the shares and exercisable by the shareholders at the Company's Annual General Meetings or by post are determined by the proportion of the shares held by the individual shareholders on the registration date.

The registration date is Thursday, 14 March 2024, at 23:59 (CET).

The shares held by each of the Company's shareholders will be calculated at the end of the registration date at 23:59 (CET). The calculation is made based on the shares registered in the register of shareholders and shares duly evidenced by notices to the Company about any acquisition of shares not yet registered in the register of shareholders but received by the Company before the end of the registration date.

Only physical persons and legal entities registered as shareholders on the registration date Thursday, 14 March 2024, at 23:59 (CET) are entitled to attend and vote at the Annual General Meeting, cf. the above regarding shareholders' timely request for admission cards.

Shares transferred or acquired in the period between the registration date and the Annual General Meeting do not affect the voting rights at the Annual General Meeting or the right to vote by post prior to the Annual General Meeting.

### **How to submit a proxy**

Subject to having requested an admission card, shareholders may attend the Annual General Meeting in person or by proxy. The proxy form is available at the Company's investor site at [investor.ntg.com](https://investor.ntg.com). Proxy forms must be received by the Company or Computershare A/S no later than Monday, 18 March 2024, at 14:00 (CET).

Proxies may be submitted as follows:

- Electronically through the Company's shareholder portal accessible at the [investor portal](#).
- By submitting a completed, dated and signed proxy form by ordinary mail to Computershare A/S; Lottenborgvej 26 D, floor 1, DK-2800 Kgs. Lyngby, Denmark; or
- By emailing a scanned version of a completed, dated and signed proxy form to [gf@computershare.dk](mailto:gf@computershare.dk).

Computershare A/S is open for inquiries on weekdays from 9:00 - 15:00 by telephone +45 4546 0997 or by email to [gf@computershare.dk](mailto:gf@computershare.dk).

### **Votes by correspondence**

Shareholders who are entitled to participate in the Annual General Meeting are also entitled to vote by correspondence prior to the General Meeting. The voting form (which is the same form used for granting a proxy) is available at the Company's [investor site](#).

Votes by correspondence must be received by the Company or Computershare A/S no later than on Monday, 18 March 2024, at 14:00 (CET).

Voting by correspondence may be submitted as follows:

- Electronically at the Company's shareholder portal accessible at the [investor portal](#).
- By submitting a completed, dated and signed proxy form by ordinary mail to Computershare A/S; Lottenborgvej 26 D, floor 1, DK-2800 Kgs. Lyngby, Denmark; or
- By emailing a scanned version of a completed, dated and signed proxy form to [gf@computershare.dk](mailto:gf@computershare.dk)

Computershare A/S is open for inquiries on weekdays from 9:00 - 15:00 by telephone +45 4546 0997 or by email to [gf@computershare.dk](mailto:gf@computershare.dk).

### **Questions from shareholders**

Shareholders may ask questions about the agenda and the other material relating to the Annual General Meeting both before and during the Annual General Meeting. Shareholders can ask questions about the agenda or the documents to be presented at the Annual General Meeting in person or by written enquiry to the Company via email to [ir@ntg.com](mailto:ir@ntg.com) or via

post to NTG Nordic Transport Group A/S, Attn.: Group General Counsel Thomas Junker Jensen, Hammerholmen 47, 2650 Hvidovre, Denmark, marked "Questions from shareholders".

Shareholders are encouraged to ask questions beforehand to ensure a smooth course of events at the Annual General Meeting. Questions submitted in advance of the Annual General Meeting must be received by the Company no later than on Monday, 18 March 2024, at 14:00 (CET).

#### **Additional Information**

Until and including the day of the Annual General Meeting, the following information regarding the Annual General Meeting will be available at the Company's website [investor.ntg.com](https://investor.ntg.com):

- The notice convening the Annual General Meeting, including the agenda and the complete proposals and Appendix 1, 2 and 3.
- The aggregated number of shares and voting rights as of the date of the notice to convene the Annual General Meeting,
- The Company's Annual Report for 2023,
- Other documents for the use of the Annual General Meeting, e.g. the Remuneration Report, the proxy/voting by correspondence form and the registration form.

Registration for admission at the Annual General Meeting on Thursday, 21 March 2024, will open at 13:15 (CET).

#### **Personal Data**

NTG Nordic Transport Group A/S is a data processor which means that NTG Nordic Transport Group A/S is responsible for the correct treatment of the shareholders' personal data in accordance with the applicable rules. For further information, the Company's privacy policy is available at [ntg.com/da/privacy-notice/](https://ntg.com/da/privacy-notice/).

#### **Language**

The Annual General Meeting will be held in Danish.

#### **Webcast**

The Annual General Meeting will be webcasted live on the [Company's website](#) or by logging in to the [investor portal](#). The link to the webcast will appear well in advance of the Annual General Meeting. Shareholders may follow the live transmission without being registered for the Annual General Meeting.

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Copenhagen, 29 February 2024

The Board of Directors of NTG Nordic Transport Group A/S  
Hammerholmen 47  
DK-2650 Hvidovre  
Tlf. +45 7634 0900  
[www.ntg.com](https://www.ntg.com)



## Appendix 1 – Background information on candidates for the Board of Directors

### Nominated for re-election

#### Eivind Drachmann Kolding

Chairman of the Board of Directors

Date of birth: 16 November 1959

Member of the Board of Directors since: 2019\*

Nominated for re-election: 2024

#### Skills and experience

- Extensive experience in international shipping and logistics
- Broad experience in M&A, IT, legal matters, and finance
- Extensive background as international CEO and CFO as well as broad board experience
- Former Group CFO of A.P. Moller-Maersk
- Former CEO of Maersk Line and Danske Bank

#### Other positions

- Chairman of the board of directors in Danmarks Skibskredit A/S, DAFA Group A/S, and MFT Energy A/S
- Deputy chairman of the board of directors in NNIT A/S, Leo Fondet, and Leo Holding A/S
- Board member in Altor Fund Manager AB

Independent board member

#### Jørgen Hansen

Deputy Chairman of the Board of Directors

Date of birth: 11 June 1960

Member of the Board of Directors since: 2011\*

Nominated for re-election: 2024

#### Skills and experience

- Founder of NTG
- Former Group CEO of NTG
- 30+ years of experience in freight forwarding as manager and entrepreneur

#### Other positions

- Board member in H5 Housing A/S, H5 Capital A/S, H5 Invest ApS, 1893 Invest ApS, H5 Erhvervsejendomme ApS, H5 Holding ApS, H5 Broløkke Herregård ApS, M10 Capital A/S, Medley Capital A/S, and H5 Wine Invest A/S
- Executive in H5 Erhvervsejendomme ApS, H5 Holding ApS, and AFH 2020 ApS

Non-independent board member

**Finn Skovbo Pedersen**

Member of the Board of Directors

Date of birth: 4 January 1955

Member of the Board of Directors since: 2018\*

Nominated for re-election: 2024

**Skills and experience**

- International management experience from the transport industry including integration processes related to acquisitions
- Managing Director of Dachser Nordic A/S 2005-2017
- Co-owner of Haugsted International Transport 1990-2005
- Board experience from different companies including Marjattahjemmenes Støttefond and current chairman position at Føniks A/S

**Other positions**

- Chairman of the board of directors in Føniks A/S
- Executive in Zukunft ApS

Independent board member

**Jesper Præstensgaard**

Member of the Board of Directors

Date of birth: 18 January 1964

Member of the Board of Directors since: 2019

Nominated for re-election: 2024

**Skills and experience**

- International management experience within shipping and logistics
- Executive positions at Maersk and Hapag-Lloyd
- Board experience from different companies including current chairman position at New York Shipping Exchange

**Other positions**

- Chairman of the board of directors in LinerGrid ApS, Falck Formco A/S, and New York Shipping Exchange, NY, USA
- Board member in Værktøjscenteret ApS and Leagues ApS
- Executive in Gnaske ApS, Human Acceleration ApS, Præstensgaard Holding ApS, Præstensgaard ApS, P&L Invest ApS, and Humanostics ApS

Independent board member

**Carsten Krogsgaard Thomsen**

Member of the Board of Directors

Date of birth: 5 January 1957

Member of the Board of Directors since: 2020

Nominated for re-election: 2024

**Skills and experience**

- Executive Management positions as CFO in Dong Energy and NNIT
- Extensive experience within finance, accounting, treasury, corporate governance, IT, M&A, post-merger integration, cost restructuring, enterprise risk management, and compliance in listed companies
- Board experience from various companies, including Scandlines and Railion, and chairman of audit committee in GN Great Nordic and SKAKO

**Other positions**

- Board member in ØU Capital A/S, SKAKO A/S, SKAKO Vibration Holding A/S, and SKAKO Vibration A/S

Independent board member

**Karen-Marie Katholm**

Member of the Board of Directors

Date of birth: 7 September 1967

Member of the Board of Directors since: 2020

Nominated for re-election: 2024

**Skills and experience**

- Chief Supply Chain Officer and member of the Executive Committee at Akzo Nobel N.V.
- Previously held a variety of global leadership roles in Sourcing, Supply Chain and Operations with large, international companies such as DuPont, Arla Foods, Orkla and LEGO
- Vast experience in Supply Chain Management and significant integration experience from various mergers and acquisitions
- Has held a variety of board member roles across various industries

**Other positions**

- Deputy chairman of the board of directors in F. Uhrenholt Holding A/S
- Board member in Chr. Augustinus Fabrikker Aktieselskab, and Caf Invest A/S
- Executive in Akzo Nobel N.V.

Independent board member

**Louise Knauer**

Member of the Board of Directors

Date of birth: 6 November 1983

Member of the Board of Directors since: 2023

Nominated for re-election: 2024

### Skills and experience

- Board experience within strategy, finance, M&A, digitisation, and data/AI/ML
- Extensive international experience within organisational development, culture and succession, strategy, and company turnarounds
- Managerial experience as CEO and member of executive committee in e.g. TDC
- Expertise within innovation, digitisation, data/AI/ML and cyber security

### Other positions

- Board member in SKAKO A/S, SKAKO Vibration Holding A/S, SKAKO Vibration A/S, Solar A/S, CC Globe Holding I ApS, CC Globe Holding II ApS, CC Mist NEW Holding II ApS, CC Fly Holding II ApS, Ferm Living ApS, Rekom Group A/S and Rekom Group Holding ApS
- Executive in Lady Invest ApS and It's a club ApS

Independent board member

### Assessment of independence

The assessment of independence is based on the criteria laid out by the Danish Committee on Corporate Governance in Section 3.2.1 of the Recommendations on Corporate Governance.

\*) Before NTG's listing in October 2019 as a member of the board of directors in Nordic Transport Group A/S. Nordic Transport Group A/S was the parent company in the NTG Group until the transaction with NeuroSearch A/S (now NTG Nordic Transport Group A/S) completed on 7 October 2019.