

#### **Notice to Convene**

# Annual General Meeting 2021 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, 8 April 2021, at 15:00 (CEST).

Due to the COVID-19 pandemic, the Board of Directors has decided to hold the Annual General Meeting as a **completely electronic** General Meeting without the possibility of physical attendance in accordance with Section 1 of the Danish Executive Order no. 2240 of 29 December 2020.

# **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 2020.
- 3. The Board of Directors' proposal for the distribution of profit or covering of loss according to the approved annual report.
- 4. Presentation of the remuneration report for advisory vote.
- 5. Approval of the remuneration for the Board of Directors for 2021.
- 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. Adoption of an amendment of Article 1 of the Company's Articles of Association in order to adopt "NTG A/S" as a secondary name of the Company.
  - b. Adoption of an amendment of Article 4(2) of the Company's Articles of Association to (i) decrease the limit for Board of Directors' authorisation to increase the share capital by contribution in kind without preemption rights for the existing shareholders from a total nominal sum of up to DKK 1,200,000,000 to a total nominal sum of up to DKK 90,597,624 and to (ii) extend the duration of the authorisation until 8 April 2026.
  - c. Adoption of an amendment of Article 4(3) of the Company's Articles of Association in order to (i) decrease the limit for Board of Directors' authorisation to increase the share capital without pre-emption rights for the existing shareholders by cash payment from a total nominal sum of up to DKK 400,000,000 to a total nominal sum of up to DKK 90,597,624 and to (ii) extend the duration of the authorisation until 8 April 2026.
  - d. Adoption of a decision to delete Article 4h from the Company's Articles of Association.
  - e. Adoption of an amendment of Article 4i of the Company's Articles of Association to (i) decrease the limit for Board of Directors' authorisation to issue warrants and increase the share capital by cash payment from a total nominal sum of up to DKK 300,000,000 to a total nominal sum of up to DKK 45,000,000 and to (ii) extend the duration of the authorisation until 8 April 2026.
  - f. Adoption of a cap for the Board of Directors' authorisation to increase the Company's share capital.
  - g. Adoption of an authorisation in the Company's Articles of Association to conduct completely electronic general meetings.
  - h. Grant of authorisation.
- 9. Any other business.



2

## 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 2020.

# Item 2: Presentation and adoption of the annual report

The Board of Directors proposes that the Company's Annual Report 2020 is adopted.

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

The Board of Directors proposes that the net profit for the financial year ended 31 December 2020 be allocated to retained earnings and that no dividend payment for the financial year ended 31 December 2020 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 2020 which is presented to the 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 2020. The remuneration report is available on the Company's website: <a href="investor.ntg.com">investor.ntg.com</a>.

## 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 2021 be approved by the General Meeting.

The Board of Directors proposes that the remuneration level for the Board of Directors is maintained at the same level as for 2020:

- Members of the Board of Directors shall receive a base fee of: DKK 200,000 (the "Base Fee").
- The Chairman of the Board of Directors shall receive: DKK 600,000 (corresponding to three times the Base Fee).
- The Deputy Chairman of the Board of Directors shall receive: DKK 400,000 (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 2021 for committee work is maintained at the same level as for 2020:

- Chairman of the Audit Committee shall receive an annual committee member fee of DKK 100,000 (corresponding to 0.50 times the Base Fee)
- Members of the Audit Committee shall receive an annual committee member fee of DKK 50,000 (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 50,000 (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 50,000 (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) Ulrik Ross Petersen Finn Skovbo Pedersen Jesper Præstensgaard Karen-Marie Katholm Carsten Krogsgaard Thomsen

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 re-election of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab, CVR no. 33771231, as the Company's auditor in line 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 General Meeting's choice of certain auditors or audit firms.

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

<u>Item 8(a)</u>: Adoption of an amendment of Article 1 of the Company's Articles of Association in order to adopt "NTG A/S" as a secondary name of the Company.

The name "NTG A/S" is currently registered as secondary name with the Company's 100% owned subsidiary Nordic Transport Group A/S. The Board of Directors proposes that "NTG A/S" be transferred to the Company as secondary name. If the proposal is adopted, the Company will procure that the name is deleted with Nordic Transport Group A/S.

The proposed revised version of the Articles of Association reflecting the proposed changes (redline) is available on the Company's investor site: investor.ntg.com/events/event-details/annual-general-meeting-2021-0.

Item 8(b): Adoption of an amendment of Article 4(2) of the Company's Articles of Association to (i) decrease the limit for Board of Directors' authorisation to increase the share capital by contribution in kind without pre-emption rights for the existing shareholders from a total nominal sum of up to DKK 1,200,000,000 to a total nominal sum of up to DKK 90,597,624 and to (ii) extend the duration of the authorisation until 8 April 2026.



The current authorisation in Article 4(2) authorises the Board of Directors to increase the Company's share capital with up to DKK 1,200,000,000 by contribution in kind without pre-emption right for existing shareholders. The authorisation was included in the Articles of Association in connection with the listing of NTG in 2019. Following the listing, the Board of Directors considers an authorisation with a lower limit of DKK 90,597,624 sufficient for the Company's realization of its strategic goals. At the same time, it is proposed to extend the duration of the authorisation up to and including 8 April 2026 in accordance with Section 155(1) of the Danish Companies Act.

As the proposed amendment of the authorisation is to be regarded as a new authorisation fully exercisable by the Board of Directors from the date of adoption on the Annual General Meeting, the provisions in the Articles 4(2) regarding prior partial exercises of the authorisation are deleted from the Articles of Association.

The proposed revised version of the Articles of Association reflecting the proposed changes (redline) is available on the Company's investor site: investor.ntg.com/events/event-details/annual-general-meeting-2021-0.

Item 8(c): Adoption of an amendment of Article 4(3) of the Company's Articles of Association in order to (i) decrease the limit for Board of Directors' authorisation to increase the share capital by cash payment without pre-emption rights for the existing shareholders from a total nominal sum of up to DKK 400,000,000 to a total nominal sum of up to DKK 90,597,624 and to (ii) extend the duration of the authorisation until 8 April 2026.

The current authorisation in Article 4(3) authorises the Board of Directors to increase the Company's share capital with up to DKK 400,000,000 by cash payment without pre-emption right for existing shareholders. The authorisation was included in the Articles of Association in connection with the listing of NTG in 2019. Following the listing, the Board of Directors considers an authorisation with a lower limit of DKK 90,597,624 sufficient for the Company's realization of its strategic goals. At the same time, it is proposed to extend the duration of the authorisation up to and including 8 April 2026 in accordance with Section 155(1) of the Danish Companies Act.

As the proposed amendment of the authorisation is to be regarded as a new authorisation fully exercisable by the Board of Directors from the date of adoption on the Annual General Meeting, the provisions in the Articles 4(2) regarding prior partial exercises of the authorisation are deleted from the Articles of Association.

The proposed revised version of the Articles of Association reflecting the proposed changes (redline) is available on the Company's investor site: investor.ntg.com/events/event-details/annual-general-meeting-2021-0.

Item 8(d): Adoption of a decision to delete Article 4h of the Company's Articles of Association.

The current authorisation in Article 4h authorises the Board of Directors to increase the Company's share capital with up to DKK 40,000,000 by issuance of bonus shares to the Company's shareholders. The authorisation was included in the Articles of Association in connection with the listing of NTG in 2019. Following the listing, the Board of Directors considers the authorisation no longer to be relevant.

The proposed revised version of the Articles of Association reflecting the proposed changes (redline) is available on the Company's investor site: investor.ntg.com/events/event-details/annual-general-meeting-2021-0.

Item 8(e): Adoption of an amendment of Article 4i of the Company's Articles of Association in order to (i) decrease the limit for Board of Directors' authorisation to issue warrants and to increase the share capital by cash payment from a total nominal sum of up to DKK 300,000,000 to a total nominal sum of up to DKK 45,000,000 and to (ii) extend the duration of the authorisation until 8 April 2026.

The current authorisation in Article 4i authorises the Board of Directors to issue warrants, in one or more portions, to the management and employees of the Company or its subsidiaries or to others for the subscription of a total nominal sum of up to DKK 300,000,000 by cash contribution at such subscription price and on such other terms as the Board of Directors may determine. The authorisation was included in the Articles of Association in connection with the listing of NTG in 2019. Following the listing, the Board of Directors considers an authorisation with a lower limit of DKK 45,000,000 sufficient for



the Company's potential warrant programs. At the same time, it is proposed to extend the duration of the authorisation up to and including 8 April 2026 in accordance with Section 155(2) of the Danish Companies Act.

As the proposed amendment of the authorisation is to be regarded as a new authorisation fully exercisable by the Board of Directors from the date of adoption on the Annual General Meeting, the provisions in the Article 4i regarding prior partial exercises of the authorisation are amended to reflect that these warrant issues related to a former authorisation.

The proposed revised version of the Articles of Association reflecting the proposed changes (redline) is available on the Company's investor site: investor.ntg.com/events/event-details/annual-general-meeting-2021-0.

Item 8(f): Adoption of a cap for the Board of Directors' authorisation to increase the Company's share capital

The Board of Directors proposes a total cap of 20 % of the Company's share capital for the authorisation to increase the Company's share capital under Articles 4(2), 4(3) and 4i(1)-4i(5).

Consequently, the Board of Directors proposes that the Articles of Association are amended by insertion of a new Article 4j:

#### "Article 4i

The nominal capital increases which the Board of Directors may decide upon pursuant to Articles 4(2), 4(3) and 4i(1)-4i(5) cannot exceed a total aggregate nominal amount of DKK 90,597,624."

Item 8(g): Adoption of an authorisation in the Company's Articles of Association to conduct completely electronic general meetings

In accordance with Section 77(2) of the Danish Companies Act The Board of Directors proposes that the Board of Directors be authorised to resolve that the Company's general meetings may be held as completely electronic general meetings without any physical attendance. The intention of the proposal is to provide the Company with the flexibility to conduct completely electronic general meetings if desirable under the circumstances.

Consequently, the Board of Directors proposes that the Articles of Association are amended by insertion of a new Article 8a:

# "Article 8a

General meetings may be held by electronic means without physical attendance as determined by the Board of Directors. Shareholders may attend such general meetings via the internet, on the Company's website, by conference call, or on any other medium offering the same functionality."

The proposed revised version of the Articles of Association reflecting the proposed changes (redline) is available on the Company's investor site: investor.ntg.com/events/event-details/annual-general-meeting-2021-0.

# Item 8(h): Grant of authorisation

Subject to the General Meeting's adoption of items 8(a)-8(g), the Board of Directors proposes that Johan Lønberg, Group General Counsel at Nordic Transport Group, be authorised (with full right of substitution) to file the General Meeting's resolution to amend the Articles of Association with the Danish Business Authority (in Danish "Erhvervsstyrelsen") and to make such amendments or additions to the adopted amendments and/or the notification to be filed with the Danish Business Authority as might be requested by the Danish Business Authority or any other public authority as a condition for registration or approval.



#### **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 and 8h of the agenda must be adopted by a simple majority of votes. The adoption of the proposals under items 8(a)-8(g) requires that the proposals are adopted by at least two-thirds of the votes cast as well as at least two-thirds of the share capital represented at the General Meeting.

#### 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. The nominal amount of each share is DKK 1. Each share of DKK 1 has one vote at the General Meeting. The total number of shares and voting rights in the Company is 452,988,120. As of 16 March 2021, the Company owns 6,185,940 treasury shares.

# How and when to attend the completely electronic Annual General Meeting

Shareholders who are entitled to attend the General Meeting and wish to attend the General Meeting, must request admission no later than on <u>Tuesday</u>, 6 <u>April 2021</u>, at 10:00 a.m. (CEST).

Admission and voting may be requested as follows:

- Electronically through the Company's shareholder portal accessible at investor.ntg.com.
- By submitting a completed, dated, and signed registration form by ordinary mail to Computershare A/S, Lotten-borgvej 26, floor 1, DK-2800 Kgs. Lyngby, Denmark,
- By e-mailing a scanned version of a completed, dated, and signed registration form to Computershare A/S on gf@computershare.dk, or
- By contacting Computershare A/S; by telephone +45 45460997, by e-mail to gf@computershare.dk or by written enquiry to Computershare A/S, Lottenborgvej 26, floor 1, DK-2800 Kgs. Lyngby, Denmark.

As the General Meeting will be held completely electronically the admission details will include a meeting ID, a unique username and password, which will be required for attending the electronic General Meeting.

Following registration, electronic admission details will be sent to the shareholders by e-mail only. Therefore, we encourage all shareholders to register their e-mail address to which the electronic admission details should be sent at the Company's shareholder portal accessible at investor.ntg.com.

If no e-mail address is provided, it will be possible for shareholders to download and/or print the admission details. As the General Meeting will be held completely electronically, the printed admission details shall solely be used for the shareholder to remember the admission details.

If the admission details are lost or a shareholder cannot attend the electronical General Meeting due to issues with the admission details, Computershare A/S will provide technical assistance. Computershare A/S will be available Thursday, 8 April 2021 from 14:00 (CEST) and during the Annual General Meeting.

Questions regarding notification of attendance at 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 attaching 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.



7

The registration date is Thursday, 1 April 2021.

The shares held by each of the Company's shareholders will be calculated at the end of the registration date at 11:59 p.m. (CEST). 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, 1 April 2021, at 11:59 p.m. (CEST) are entitled to attend and vote at the Annual General Meeting, cf. the above regarding shareholders' timely request for admission.

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.

# Technical requirements for attending the electronic Annual General Meeting

The technical requirements for use of the electronic systems are:

- A computer, tablet, or smartphone. It is recommended to participate via computer or tablet for the best experience, and
- The latest versions of Chrome, Safari, Internet Explorer 11, Edge, or Firefox.

If a shareholder's device, internet connection, etc. does not live up to the technical requirements, the Company cannot guarantee that the electronic system will function properly. It is the shareholder's responsibility to ensure that the shareholder's pc, tablet or smartphone are up to date.

#### How to submit a proxy

Subject to having requested admission, shareholders may attend the General Meeting by proxy. The proxy form is available at the Company's investor site at investor.ntg.com/events/event-details/annual-general-meeting-2021-0. Proxy forms must be received by the Company no later than on Tuesday, 6 April 2021, at 10:00 a.m. (CEST).

Proxies may be submitted as follows:

- Electronically through the Company's shareholder portal accessible at investor.ntg.com.
- 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 fax to Computershare A/S on +45 45460998; or
- By emailing a scanned version of a completed, dated and signed proxy form to 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 at investor.ntg.com/events/event-details/annual-general-meeting-2021-0.

Votes by correspondence must be received by the Company or Computershare A/S no later than on Tuesday, 6 April 2021, at 10:00 a.m. (CEST).

Voting by correspondence may be submitted as follows:

- Electronically at the Company's shareholder portal accessible at investor.ntg.com.
- 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 fax to Computershare A/S on +45 45460998; or



By emailing a scanned version of a completed, dated and signed proxy form to gf@computershare.dk

#### **Questions from shareholders**

Prior to the Annual General Meeting, shareholders may ask questions about the agenda or the documents to be presented at the General Meeting. This can be done by written enquiry to the Company via email to ir@ntg.com or via post to NTG Nordic Transport Group A/S, Attn.: Group General Counsel Johan Lønberg, Hammerholmen 47, 2650 Hvidovre, Denmark, marked "Questions from shareholders". Furthermore, shareholders may ask questions to the Company's management during the Annual General Meeting by sending a message through the message function. Shareholders are encouraged to ask questions beforehand to ensure a smooth course of events at the Annual General Meeting.

#### **Additional Information**

Until and including the day of the General Meeting, the following information regarding the General Meeting will be available at the Company's website investor.ntg.com/events/event-details/annual-general-meeting-2021-0.

- The notice convening the General Meeting, including the agenda and the complete proposals and appendices,
- The aggregated number of shares and voting rights as of the date of the notice to convene the General Meeting,
- The Company's Annual Report 2020,
- Other documents for the use of the General Meeting, e.g. the Remuneration Report, the proxy/voting by correspondence form, and the registration form, and
- Further detailed instructions on the procedures to attend, vote and submit questions at the electronic General Meeting.

Registration of admission at the Annual General Meeting on Thursday, 8 April 2021 will open at 14:00 (CEST).

# **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 <a href="https://nternscom/da/privacy-notice/">nternscom/da/privacy-notice/</a>.

# Language

The Annual General Meeting will be held in Danish.

#### Webcast

The Annual General Meeting will be webcasted live on the Company's investor portal.



# 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: 2021

#### Board positions:

- Chairman: DANMARKS SKIBSKREDIT A/S, CASA A/S (and one group company), and DEN ERHVERVSDRIVENDE FOND GL STRAND
- Deputy Chairman: LEO FONDET and LEO Holding A/S
  Board member: NNIT A/S, Altor Fund Manager AB

# Special competencies:

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

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: 2021

## Board positions:

Board member: H5 Baldersbækvej A/S, H5 Transitvej A/S, H5 Housing A/S, H5 Capital ApS, H5 Properties A/S, H5H A/S, H5 Erhvervsejendomme ApS, H5 Holding A/S, Medley Capital A/S, Medley Invest A/S, and H5 Broløkke Herregård ApS.

#### Special competencies:

- Founder and former CEO of Nordic Transport Group
- 30+ years of experience in freight forwarding as a manager and entrepreneur

Non-independent board member

9



# 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: 2021

Board positions:

Chairman: MARJATTAHJEMMENES STØTTEFOND and FØNIKS A/S

Special competencies:

• International management experience from the transport industry

Managing Director of Dachser Nordic A/S 2005- 2017

Co-owner of Haugsted International Transport 1990-2005

Independent board member

## **Ulrik Ross Petersen**

Member of the Board of Directors

Date of birth: 18 November 1971

Member of the Board of Directors since: 2018\*

Nominated for re-election: 2021

Board positions:

None

Special competencies:

- General international management experience
- Acquisition and sale of enterprises
- Strategy and financial management
- Former Managing Director at HSBC in London

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: 2021

Board positions:



- Chairman: New York Shipping Exchange, FALCK FORMCO A/S, and LinerGrid ApS
- Board member: VÆRKTØJSCENTERET ApS

#### Special competencies:

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

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: 2021

#### Board positions:

• Board member: SKAKO A/S, SKAKO VIBRATION A/S, and SKAKO CONCRETE A/S

#### Special competencies:

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

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: 2021

# Board positions:

Board member: TERMA A/S and Green Hydrogen Systems A/S

## Special competencies:

- International management experience
- Mergers and acquisitions
- Global supply chain
- Digitalization

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.