

INVITATION TO THE ANNUAL GENERAL MEETING OF HAMBURGER HAFEN UND LOGISTIK AKTIENGESELLSCHAFT, HAMBURG, ON 12 JUNE 2008

Class A shares
ISIN: DE000A0S8488
Security code no.: A0S848

Class S shares
(Not admitted for stock exchange trading)

Dear shareholders,

You are invited to the Annual General Meeting of
Hamburger Hafen und Logistik Aktiengesellschaft
on Thursday, 12 June 2008 at 10 a.m. (admission: 9 a.m.),
at CCH Congress Center Hamburg, Hall 1,
Am Dammtor/Marseiller Straße 2, 20355 Hamburg, Germany

AGENDA

- 1) Presentation of the approved annual financial statements for Hamburger Hafen und Logistik Aktiengesellschaft and the consolidated financial statements authorized by the Supervisory Board (both as of 31 December 2007), the 2007 management reports for Hamburger Hafen und Logistik Aktiengesellschaft and the Group, the Supervisory Board report, and the explanatory report on the information according to Sec. 289 para. 4 and Sec. 315 para. 4 of the German Commercial Code (HGB).
- 2) **Adoption of a resolution concerning the appropriation of net profit**

The Executive Board and Supervisory Board propose that the net profit for the financial year 2007 totalling € 84,664,641.64 (of which € 78,951,885.81 is attributable to the A division and € 5,712,755.83 to the S division) should be utilized by:

- a) Distributing a dividend of € 0.85 per dividend-bearing Class A share (69,920,500 dividend-bearing individual shares) and € 1.00 per dividend-bearing Class S share (2,704,500 dividend-bearing individual shares). Therefore, a total of € 59,432,425.00 will be distributed to all Class A shares and a total of € 2,704,500.00 to all Class S shares. The total distribution figure for all shares amounts to € 62,136,925.00;
- b) Transferring € 0.00 to profit reserves;
- c) Carrying forward the residual amount attributable to the A segment (€ 19,519,460.81)

and the remaining balance attributable to the S segment (€ 3,008,255.83), each to new account.

3) Adoption of a resolution discharging the Executive Board for the 2007 financial year

The Executive Board and Supervisory Board propose to discharge the members of the Executive Board from their responsibility for management for the 2007 financial year.

4) Adoption of a resolution discharging the Supervisory Board for the 2007 financial year

The Executive Board and Supervisory Board propose to discharge the members of the Supervisory Board who were in office in the 2007 financial year from their responsibilities for such period.

5) Election of the auditor for the 2008 financial year

The Supervisory Board proposes to elect the auditing firm KPMG Deutsche Treuhandgesellschaft Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Hamburg, to conduct the audit (individual and consolidated financial statements) for Hamburger Hafen und Logistik Aktiengesellschaft.

NOTE ON THE AVAILABILITY OF DOCUMENTS

The documents listed in item 1 of the agenda – and the Executive Board’s proposal for the appropriation of net profit – can be downloaded online at <http://www.hhla.de/agm> or viewed at the Company’s head office, Bei St. Annen 1, 20457 Hamburg, Germany. Upon request, they will be dispatched to shareholders without undue delay and free of charge. They will also be available for inspection at the Annual General Meeting.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS

At the time the Annual General Meeting was called, the Company’s share capital totalled € 72,625,000, divided into 72,625,000 individual shares. Of these, 69,920,500 were Class A shares and 2,704,500 were Class S shares. Each share entitles the holder to one vote. The total number of shares issued by the Company and voting rights therefore amounts to 72,625,000.

ATTENDING THE ANNUAL GENERAL MEETING

As per Sec. 19 para. 1 of the company articles, shareholders who have registered with the Company by midnight on Thursday, 5 June 2008 are entitled to attend the Annual General Meeting and exercise their voting rights provided that their registered shares must also be entered in the share register on the day of the Annual General Meeting. Shareholders who are listed in the share register may submit a registration in text form (Sec. 126b of the German Civil

Code) to the Company in German or English to the following address:

Hamburger Hafen und Logistik Aktiengesellschaft
Shareholder services
Postfach 94 60 04
69946 Mannheim
Germany

Fax: +49-69-9133-9106 (€ 0.12 per minute)
E-mail: hlla.hv@rsgmbh.com

The shareholding entered in the share register on the day of the Annual General Meeting shall be relevant for the exercising of attendance and voting rights. The share register will be closed for deletions and new entries on the day of the Annual General Meeting and the six days preceding it.

If a bank is entered in the share register, this bank can only exercise voting rights for shares which it does not own if it is granted proxy by the respective shareholder.

Upon receipt of their registration, shareholders entitled to attend or their proxies will be sent admission tickets for the Annual General Meeting. We ask shareholders to register as soon as possible to ensure that they timely receive their admission tickets.

PROXY VOTING

Shareholders who are entered in the share register but do not want to attend the Annual General Meeting in person can exercise their voting rights at the Annual General Meeting by means of a proxy, e.g. a bank or a shareholders' association. In general, power of attorney should be granted in writing; banks and shareholders' associations can make different arrangements for their own proxies. Powers of attorney forwarded to the Company by a shareholder can be issued by fax as per Sec. 20 para. 2, sentence 3 of the Company articles; issuing powers of attorney in electronic form is not provided by the Company. Proxies should also be registered in good time by the shareholder or the authorized person as described above.

The Company provides an additional service which allows shareholders to instruct proxies appointed by the Company and bound by the instructions of the respective shareholders to vote on their behalf at the Annual General Meeting. Shareholders should use the power of attorney and instruction form on the admission ticket sent to them to authorize and instruct the Company's proxies in writing or by fax as per Sec. 20 para. 2, sentence 3 of the company articles. The form should be sent to:

Hamburger Hafen und Logistik Aktiengesellschaft
Shareholder services
Postfach 94 60 04
69946 Mannheim
Germany

Fax: +49-69-9133-9106 (€ 0.12 per minute)

The Company does not provide for the issuing of powers in electronic form. The Company's proxies will exercise voting rights solely on the basis of the shareholder's instructions. If no clear and explicit instructions are provided, the proxy will abstain from the ballot in question; this also applies to motions proposed by shareholders at the Annual General Meeting (e.g. counter motions, election proposals or procedural motions) which were not announced beforehand. Shareholders should also register in good time as described above if they intend to authorize the Company's proxies to vote on their behalf.

Shareholders who have timely registered to attend the Annual General Meeting can issue power and instructions to the Company's proxies until midnight on 10 June 2008. Until this time, they can also change any instructions already issued or withdraw power of attorney. This also applies to powers of attorney and instructions issued to the Company's proxies before midnight on 5 June 2008.

Further details on registering and granting powers of attorney can be found in the documents sent to shareholders. They can also be viewed on the Company's website at <http://www.hhla.de/agm>.

COUNTER MOTIONS AND ELECTION PROPOSALS BY SHAREHOLDERS

Counter motions to proposals made by the Executive Board and Supervisory Board regarding a specific item on the agenda and election proposals for appointing an auditor as per Sec. 126 and 127 of the German Stock Corporation Act (AktG) must be submitted to:

Hamburger Hafen und Logistik Aktiengesellschaft
Legal and insurance department
Bei St. Annen 1
20457 Hamburg
Germany

Fax: +49-40-3088-3237 (€0.12 per minute)
E-mail: gegenantraege@hhla.de

Counter motions and election proposals submitted by shareholders at least two weeks prior to the Annual General Meeting which are to be made public will be published online <http://www.hhla.de/agm> together with the shareholder's name, their grounds for the proposal and possibly any comments by the management.

Counter motions or election proposals which are wrongly addressed or received late cannot be made accessible as per Sec. 126 and 127 of the German Stock Corporation Act (AktG).

QUERIES CONCERNING THE ANNUAL GENERAL MEETING

Queries concerning the Annual General Meeting should also be submitted to the Company at the above address.

DISCLOSURES PURSUANT TO SEC. 128 PARA. 2, SENTENCES 6 TO 8 OF THE GERMAN STOCK CORPORATION ACT (AKTG)

None of the members of the Executive Board of Hamburger Hafen und Logistik Aktiengesellschaft are members of the supervisory board of a bank.

None of the members of the Supervisory Board of Hamburger Hafen und Logistik Aktiengesellschaft work for a bank as executive board members or employees.

We have not been informed of any stakes held in our Company by banks which are subject to reporting requirements as per Sec. 21 of the Securities Trading Act (WpHG).

The following banks – which belonged to a consortium – conducted the last issue of Hamburger Hafen und Logistik Aktiengesellschaft securities within a five-year period:

- Citigroup Global Markets Limited
- J.P. Morgan Securities Ltd.
- Commerzbank Aktiengesellschaft
- Joh. Berenberg, Gossler & Co. KG
- Hamburger Sparkasse AG
- HSH Nordbank AG
- M.M. Warburg & CO Kommanditgesellschaft auf Aktien

Hamburg, April 2008

Hamburger Hafen und Logistik Aktiengesellschaft
The Executive Board

The English version of this invitation is for convenience only. The German version is prevailing.