

COMPLIANCE OUR CODE OF CONDUCT

HAMBURGER HAFEN UND LOGISTIK AG

Dear employees,

A company's sustainable success requires responsible behaviour. More and more companies are coming under public scrutiny as a result of legal violations and in a world with increasingly complex and difficult to understand legal structures, conscientious behaviour is increasingly demanding. For this reason, we have developed behavioural standards at HHLA, which provide safety and support for conduct in day-to-day work. The HHLA Code of Conduct and the further group guidelines summarise the rules of the game which are important for acting with integrity and within the law when dealing with business partners, officials, colleagues and the public. These regulations cannot however describe every situation that might pose a problem. In case of doubt or reservations, you should therefore contact the HHLA compliance officer. You must also inform the compliance officer or your superior about violations of these regulations.

How HHLA is perceived by those around it essentially depends on the behaviour of each and every individual. Each employee is also an ambassador of HHLA at all times.

Our good reputation is based on the fact that we do not make any compromises concerning morally and legally sound behaviour. It is a matter of honour for us to respect to these rules!

Let us do everything we can together so that HHLA remains on its course to success.

The Board of Directors

**Foreword from the
Board of Directors**



01

“DOING THE RIGHT THING, EVEN IF NO ONE IS WATCHING”

Acting responsibly – Integrity and lawful behaviour

Integrity and lawful behaviour are firmly anchored at HHLA. It is a matter of course for us to observe all applicable laws and requirements. Violations of any kind damage the good reputation of HHLA and can result in heavy

financial damages. Therefore, each one of us is responsible for observing the applicable rules and defending the reputation of HHLA in our appearance and behaviour.



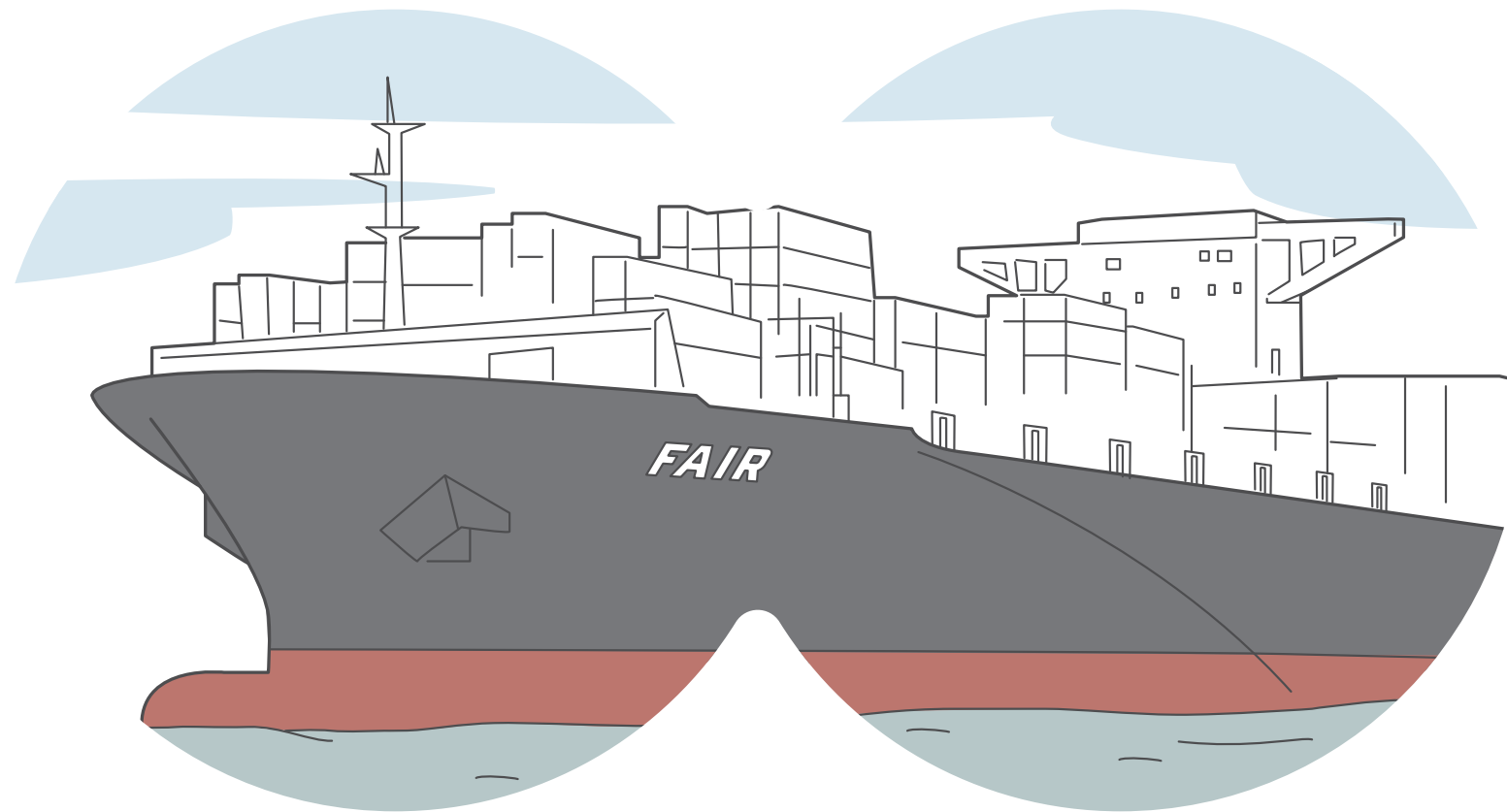
02

“WE EMBRACE THE DIVERSITY OF OUR COLLEAGUES”

Respect diversity – No discrimination

The diversity of our employees with their different abilities and talents opens up opportunities for innovative and creative paths for HHLA. It is important that we create a working environment in which prejudices play no role. This can only happen if we engage with one another with acceptance and mutual

respect. We therefore decisively oppose any form of harassment, bullying and discrimination. We respect all colleagues, irrespective of their cultural background, skin colour, nationality, gender, sexual orientation, religion, political views, age, physical characteristics or appearance.



03

“WE ARE LEADING OUR BUSINESS RELATIONS WITH FORESIGHT”

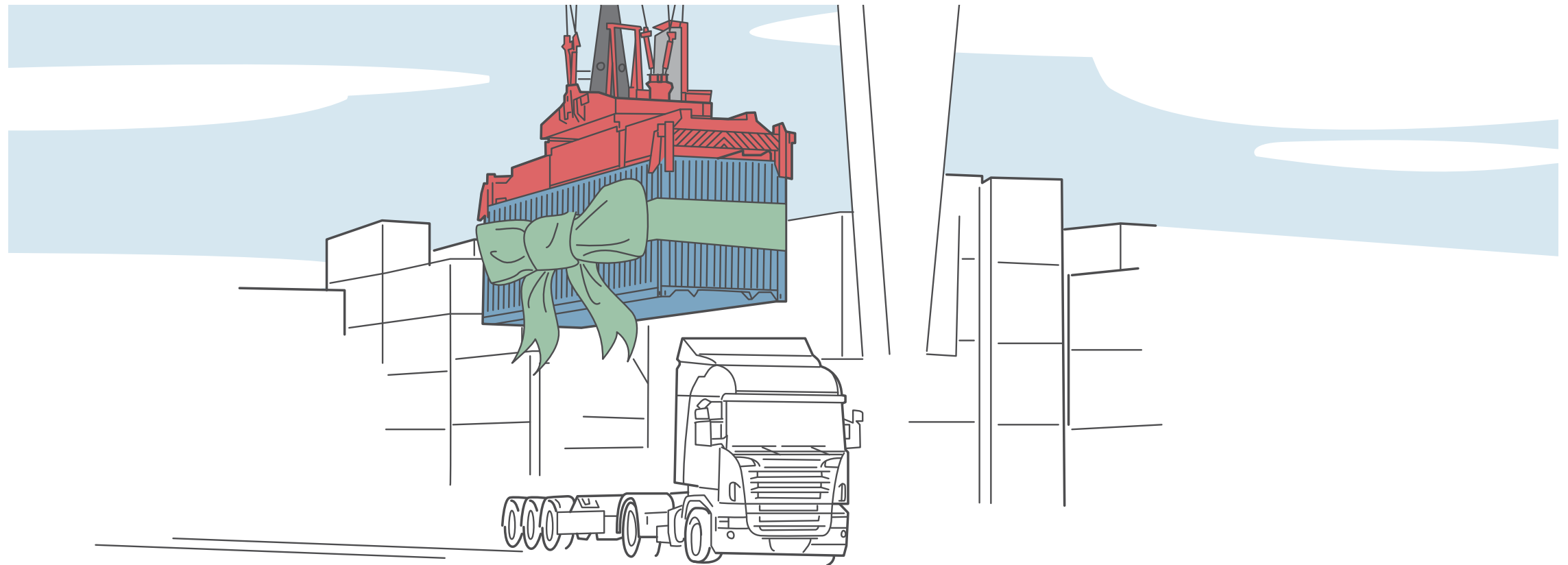
Fair competition

Competition and anti-trust laws serve to protect free competition. Violations against competition law regulations are sanctioned with high financial penalties. Coordinated behaviour or unlawful agreements which aim to limit competition or could have this effect will not be tolerated at our company. We do not even want to raise the impression of such behaviour. Therefore, we do not accept any:

- I Agreements with competitors regarding prices, price elements (e.g. surcharges and bases of calculation), partitioning of customers or territories,

- I Submissions of mock offers for tenders,
- I Unauthorised forwarding, acceptance or exchange of internal information, e.g. about prices, margins, costs, market shares, capacities or planning.

It is not always easy to assess situations you might be confronted with in competition. When these situations arise, you will be supported by the regulations and examples of the HHLA competition guidelines. Expressing uncertainties and reservations openly and in good time can help to avoid unlawful actions. Please, therefore, contact the legal department in case of doubt.



04

“DOING BUSINESS – BUT NOT AT ANY PRICE”

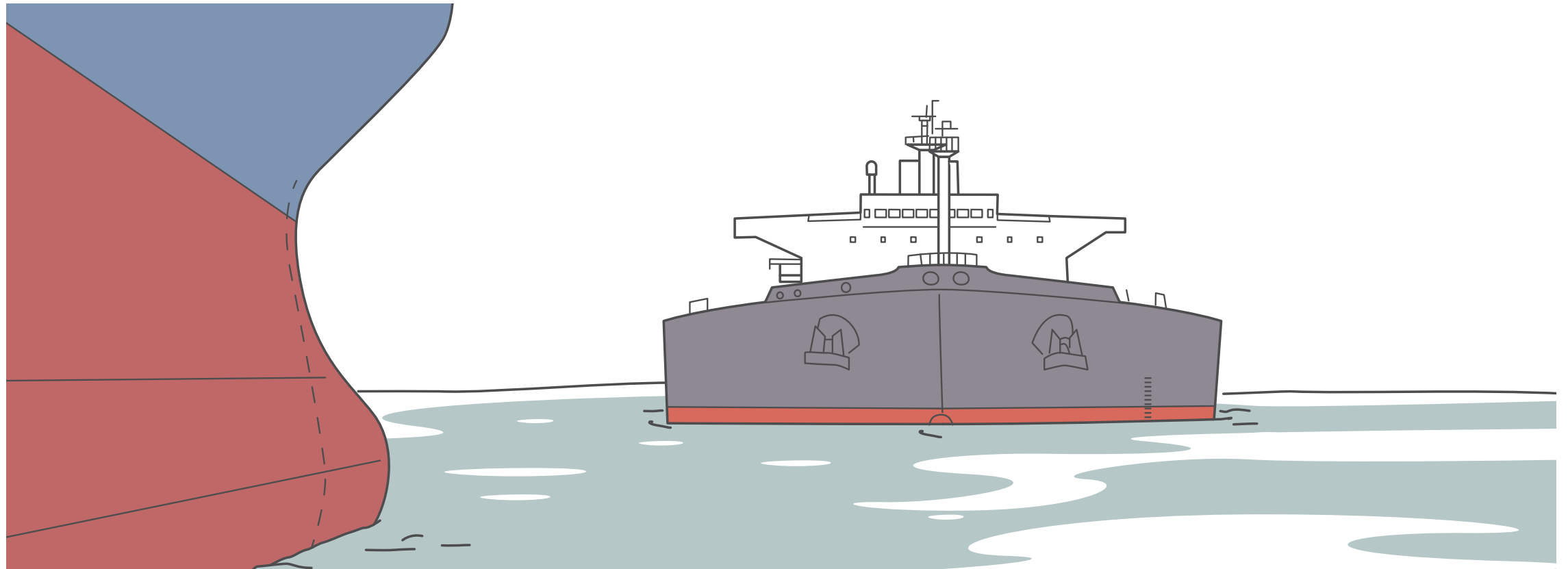
Prevention of corruption – Accepting/granting benefits

Our criteria for selecting and cooperating with business partners is based on objective factors, such as quality and service, but also on sustainability and integrity. We therefore may not accept, request or grant any unjustified benefits which could influence a commercial decision or official action. It is also unlawful to grant benefits indirectly through consultants, mediators or agents. This applies both in relations with persons in the private sector as well as in relations with persons in the public sector (e.g. officials).

When granting and accepting benefits we pay attention to transparency, appropriateness and adherence to company guidelines, and we observe

the applicable law.

Benefits of any kind must always correspond with the compliance rules of both the giver and the receiver. In dealing with officials, we take the greatest care because the corruption provisions here are especially strict. Even the granting of a benefit with a very low value will often be regarded as illegal and can put officials in a difficult position very quickly. Our sponsorship commitment is appropriate, transparent and complies with the applicable law. We only donate to non-profit purposes. To make it easier for you to assess these topics, you can find further explanations and examples in the HHLA anti-corruption guidelines.



05

“WE RESOLVE CONFLICTS BETWEEN BUSINESS AND PRIVATE INTERESTS WITH A TRANSPARENT APPROACH”

Dealing with conflicts of interest

In daily professional life we can be faced with situations in which the commercial interests of HHLA clash with our personal or private interests. This is referred to as a conflict of interests. A conflict of interests can arise if an employee or one of his or her family members is involved in activities which could influence professional objectivity. Specifically, conflicts of interest can arise as a result of financial or personal interests with customers, suppliers, service providers or

competitors, e.g. as a result of a sideline job at one of these groups.

Conflicts of interest are not as such considered offences within themselves, but it is essential that we know how to deal with them correctly. If possible conflicts of interest exist or are in the making, we disclose them and seek suitable solutions together with the superior, the HR department or the compliance officer in order to maintain the interests of HHLA.



06

“LEADING BY EXAMPLE”

Management’s exemplary function

Our management fulfils an exemplary function in daily professional life, even if it is often more to do with how they handle the “little things”. They are particularly obliged to lead by example and promote the ethics of integrity and lawful

behaviour in daily business life. Any misconduct by the management has a knock on effect on their employees. By setting a good example, we ensure the good reputation of HHLA and its employees into the future.



07

“WHAT IS CONFIDENTIAL REMAINS CONFIDENTIAL”**Dealing with confidential information**

Our experiences and our knowledge are of great significance for the sustainable success of our company. We therefore treat confidential information of the HHLA Group with the greatest care and protect it from unauthorised forwarding and abuse. This also applies to how we deal with the confidential information of our business partners. We therefore ensure that confidential information is only

passed on to those persons who are authorised within the scope of their position. If we pass on confidential information to other persons, such an exchange of information must be documented. Typically, trade and business secrets (e.g. undisclosed information about customers, prices, sales, profit of a company not already disclosed) as well as undisclosed figures and information from reports and accounts are regarded as confidential information.



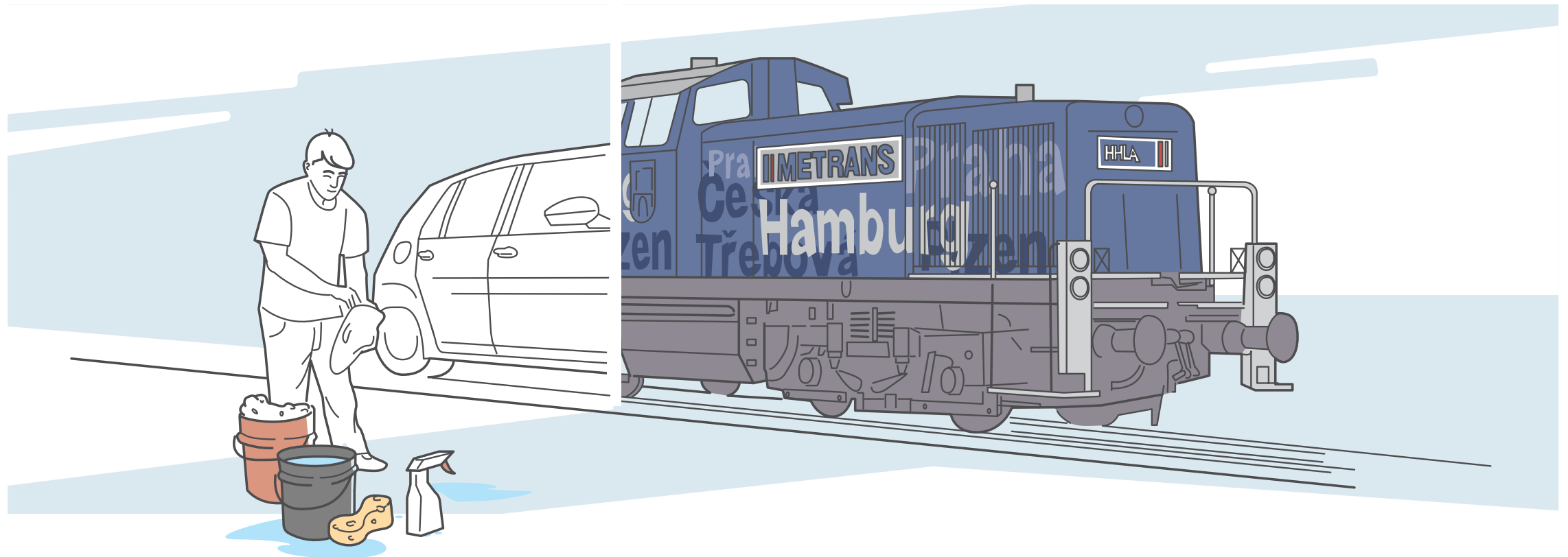
07

“WHAT IS CONFIDENTIAL REMAINS CONFIDENTIAL”

Insider information is a particular form of confidential information. This is confidential, undisclosed information which could significantly influence the market price of shares if it became publicly known. The use of or passing on of this information can represent criminal insider action and result in imprisonment or fines. We therefore treat undisclosed information confidentially, do not use it for private investment transactions or pass it on to friends, acquaintances, family members or other third parties. In order to prevent even the semblance of a breach of the laws on insider trading, we recommend employees not to effect any transactions with HHLA shares generally in the three weeks before the end

of a quarter or fiscal year until two days after the publication of the respective quarterly or fiscal year results.

When collecting, processing and using personal data, we take the greatest care and comply in full with the applicable law so that nobody is impaired in their private sphere by the handling of these data. We keep personal data safe and take the necessary precautionary measures to ensure they are reliably secured against unauthorised access. They may only be collected, processed and used insofar as this is necessary for a specifically defined purpose to properly fulfil a task. In case of doubt, your competent data protection officer will support you.



08

“WE ARE LEAD BY DILIGENCE AND RESPONSIBILITY WHEN USING COMPANY PROPERTY”

Handling company property

Company property and equipment should serve to support all of us to efficiently fulfil our tasks. It is therefore in our common interest to treat with care the provided furnishings, equipment, devices and IT facilities of the HHLA Group

and to protect them from premature aging, misuse, loss and theft. We do not use company property for private purposes without the express written consent of the responsible superior.



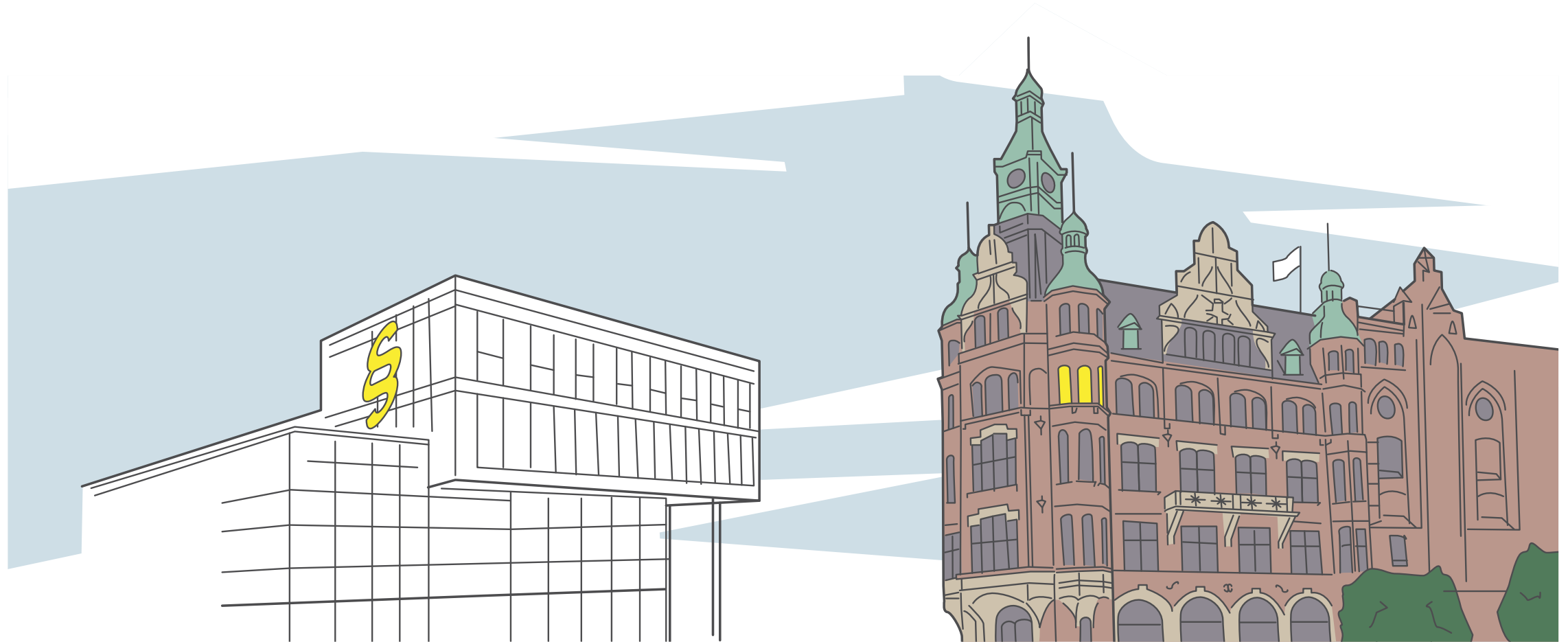
09

“WE WANT TO KEEP SETTING TRENDS WHEN IT COMES TO OCCUPATIONAL SAFETY, ENVIRONMENTAL PROTECTION AND SUSTAINABILITY”

Occupational health and safety, environmental protection & sustainability

The HHLA Group recognises its responsibility for sustainable economic operational management. We strive not to inflict damage either on people or the environment. We therefore take the necessary precautions at all workplaces to

avoid damage to health and the environment and ensure that the existing environmental protection and occupational health and safety provisions are observed. Each of us is jointly responsible for occupational health and safety and environmental protection in our respective division.



10

“WE APPROACH OUR RELATIONS WITH GOVERNMENT AUTHORITIES WITH FORESIGHT AND PRUDENCE”

Dealing with public authorities

We communicate with public authorities only through the employees or departments responsible for this. In this way, we ensure open communication which strives for cooperation, in which the interests of HHLA are suitably maintained. If there are official inquiries which go beyond routine information,

the legal department will be involved.

This is the case in particular if there is contact with authorities which also have the task of investigating and, where applicable, punishing violations of the applicable law (e.g. police, public prosecutor's office and competition authorities).



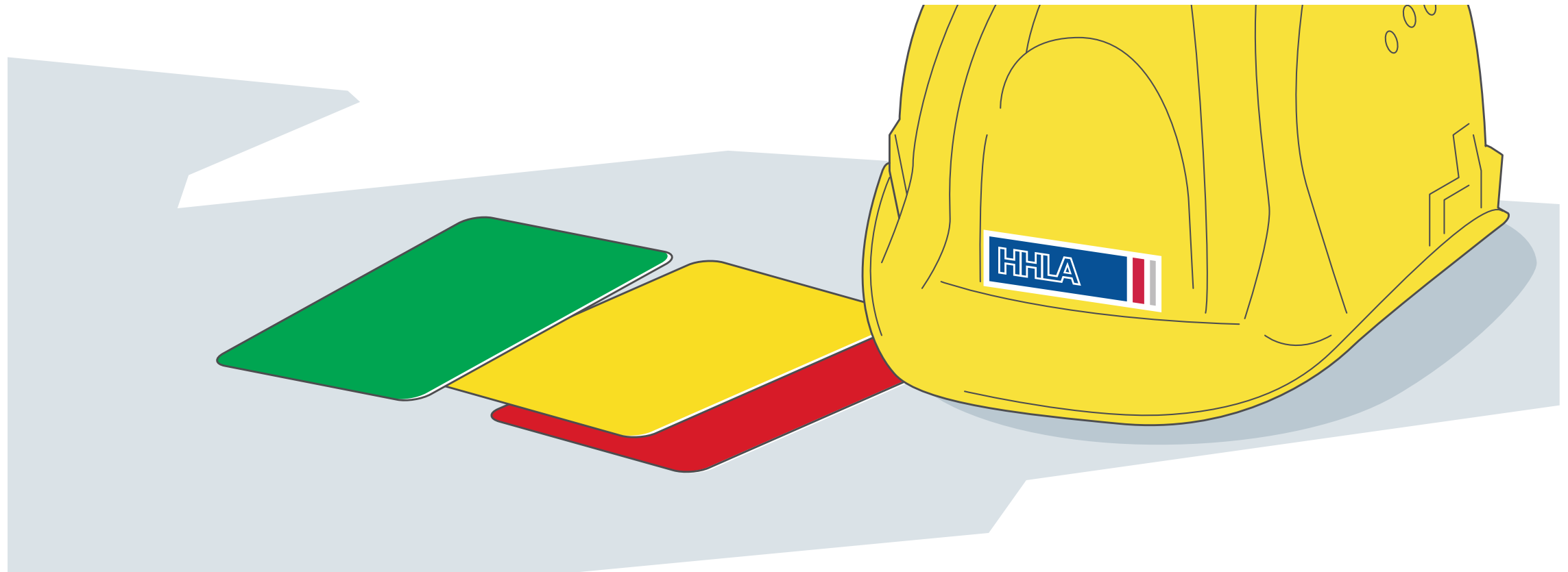
“SEEKING DIALOGUE AND EXPRESSING CONCERNS PUTS YOU ON THE RIGHT TRACK”

Behaviour in case of violations

Openly addressing abuses and misconduct is not always an easy task. Often it is simpler to stay out of things, but the potential damage can become even greater as a result of this. It is therefore important that each of us calls a spade a spade when problems arise. We expect that each employee who is in doubt or has reservations regarding their own behaviour, or if there are indications of doubtful occurrences which could mean a violation of the Code of Conduct, will seek

advice and help from their respective superior or the compliance officer. Only then is there the possibility that support will be provided and (further) damages will be averted.

The company ensures that employees who provide information about occurrences in good faith will not suffer any disadvantages from this. All communications will be treated confidentially and can also be made anonymously. This also applies to notifications and hints submitted to us by third parties.



“SEEKING DIALOGUE AND EXPRESSING CONCERNS PUTS YOU ON THE RIGHT TRACK”

Observing the principles of conduct

Breaches of the Code of Conduct have consequences. They can lead to employment law, civil law and criminal law sanctions. Sanctions will be implemented according to the customary rules.

If employment law measures are also considered in the case of a breach of the Code of Conduct, the HR Department will be involved. It initiates and takes responsibility for employment law measures, where applicable, and ensures the proper involvement of the particular responsible works council.



Contact details of the compliance officer

Compliance hotline: **040 3088-3777**

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