

# Remuneration system for the members of the Supervisory Board

## Resolution on the remuneration in accordance with Section 113 (3) AktG

### Resolution of the Annual General Meeting dated 10 June 2021

The Executive Board and the Supervisory Board proposed to the Annual General Meeting on 10 June 2021 - regarding agenda item 7 - that the remuneration of the members of the Supervisory Board be confirmed in accordance with the resolution of the Annual General Meeting on 13 June 2013, including the remuneration system described there, which is reported in the agenda under "Information on agenda item 7".

The Annual General Meeting on 10 June 2021 adopted the proposal with a majority of 99.8 % of the votes cast.

### Resolution of the Annual General Meeting on the remuneration of the Supervisory Board dated 13 June 2013:

The resolution of the Annual General Meeting dated 13 June 2013 on the remuneration of the Supervisory Board states the following:

- (1) Members of the Supervisory Board receive
  - a) Fixed remuneration of € 13,500.00 ("fixed remuneration") for every full financial year of their appointment to the Supervisory Board and
  - b) A meeting attendance fee of € 250.00 for each meeting of the Supervisory Board or one of its committees that a member of the Supervisory Board attends in this capacity or as a member of the relevant committee.
- (2) The Chairman of the Supervisory Board receives triple this amount and his deputy receives 1.5 times this amount as fixed remuneration.
- (3) Members of the Supervisory Board who sit on a committee receive an additional € 2,500.00 for each membership, or, if they chair the committee, € 5,000.00 for each full financial year. The additional remuneration to be paid on the basis of the previous sentence is capped at € 10,000.00. A claim to additional remuneration only arises if the relevant committee has met during the financial year.
- (4) If members of the Supervisory Board were only appointed to the Supervisory Board for part of a financial year, they receive one twelfth of the annual remuneration for their activity for each month commenced. The same applies for positions subject to additional remuneration as mentioned in paragraph 3 for a committee, provided the relevant committee met during this period.
- (5) Fixed remuneration becomes due after the end of the Annual General Meeting, which adopts a resolution on discharging Supervisory Board members for the past financial year. The meeting attendance fee is paid out immediately after the meeting in question.
- (6) After producing corresponding evidence, members of the Supervisory Board also receive appropriate compensation for reasonable expenses, as well as any VAT due for their remuneration and expenses.
- (7) The company has taken out D&O insurance for members of the Supervisory Board.
- (8) The relevant members of the Supervisory Board are entitled to the remuneration defined in this resolution until the Annual General Meeting adopts a different resolution on the remuneration of Supervisory Board members."

Disclosures pursuant to Section 113 (3) in conjunction with Section 87a AktG: The remuneration of the members of the Supervisory Board of Hamburger Hafen und Logistik Aktiengesellschaft is based on the following remuneration system:

### **(1) Fundamentals of the remuneration system**

The members of the Supervisory Board receive remuneration that is appropriate to the activities they perform and the company position. The remuneration system for the members of the Supervisory Board of Hamburger Hafen und Logistik Aktiengesellschaft provides for fixed remuneration plus a meeting attendance fee, without any variable or share-based components. In the view of the Executive Board and Supervisory Board, the fixed remuneration system is best placed to safeguard the independence of the Supervisory Board members and the unbiased performance of their advisory and supervisory activities – regardless of the financial success of the company. The effective and unbiased performance of advisory and supervisory activities by the Supervisory Board makes a key contribution towards promoting the corporate strategy and the long-term development of Hamburger Hafen und Logistik Aktiengesellschaft.

The fixed remuneration system has also proven itself in the past and also complies with suggestion G.18 of the GCGC, and corresponds to the predominant practice among other listed companies.

The amount of the fixed remuneration is based on the activities assumed by each member in the Supervisory Board and its committees. This provides members with appropriate remuneration for any additional activities and responsibilities assumed. This also complies with recommendation G.17 of the GCGC. In the opinion of the Supervisory Board and Executive Board – and in comparison to other listed companies – the amount of remuneration received by the Supervisory Board members is appropriate and reflects market rates, so that the company will remain in a position to be able to recruit and retain qualified candidates for the Supervisory Board.

### **(2) Remuneration components**

#### **a) Fixed remuneration**

Members of the Supervisory Board receive fixed remuneration of € 13,500.00 (fixed remuneration) for each full year that they serve on the Supervisory Board. The Chairman of the Supervisory Board receives triple this and his deputy receive 1.5 times the fixed remuneration rate.

#### **b) Committee activities**

In addition to the fixed remuneration, members of the Supervisory Board who sit on a committee receive an additional € 2,500.00 for each membership, or, if they chair the committee, € 5,000.00 for each full financial year. A claim to additional remuneration only arises if the relevant committee has met during the financial year. Furthermore, the additional remuneration to be paid for committee activities is capped at € 10,000.00 p.a..

#### **c) Meeting attendance fee**

Supervisory Board members receive a meeting attendance fee of € 250.00 for each meeting of the Supervisory Board or one of its committees that a member of the Supervisory Board attends in this capacity or as a member of the relevant committee.

#### **d) Insurance premiums and expenses**

The company has taken out D&O insurance for Supervisory Board members. The company also reimburses any Supervisory Board member for appropriate expenses and for any VAT due on income.

#### **e) Maximum remuneration**

There is no specific maximum remuneration of Supervisory Board members. The upper limit for the remuneration of Supervisory Board members is based on the amount of fixed remuneration, any additional remuneration for members of committees, the meeting attendance fee and the insurance premiums, reimbursement of expenses and any VAT.

### **(3) Other regulations/remuneration-related legal transactions**

The remuneration of Supervisory Board members as determined by the resolution of the Annual General Meeting is exhaustive. There are no additional or side agreements.

Fixed remuneration becomes due after the end of the Annual General Meeting, which resolves on the discharge of the Supervisory Board members for the past financial year. The meeting attendance fee is paid out on a quarterly basis after the end of the quarter in question. If members of the Supervisory Board were only appointed to the Supervisory Board for part of a financial year, they receive one twelfth of the annual remuneration for their activity for each month commenced. The same applies for remuneration for members of a committee, provided the relevant committee met during this period.

#### **(4) Process for determining, implementing and reviewing the remuneration system**

The remuneration of the Supervisory Board is determined by resolution of the Annual General Meeting following a proposal by the Supervisory Board and Executive Board.

Supervisory Board remuneration is regularly reviewed by the Supervisory Board and Executive Board, at least every four years, with regard to whether the amounts and remuneration system still reflect market conditions, are appropriate to the tasks performed by the Supervisory Board and the situation of the company, and whether they comply with the legal requirements and recommendations of the GCGC. When doing so, the system is also compared to the remuneration regulations of similar companies (horizontal comparison). The Supervisory Board and Executive Board may consult independent external experts in connection with the review.

If the review indicates the need for an amendment, the Supervisory Board and Executive Board will submit a relevant proposal for a resolution on Supervisory Board remuneration to the Annual General Meeting. Furthermore, a listed company must make a resolution on the remuneration of members of the Supervisory Board at the least every four years, with a resolution confirming the remuneration being possible. If the Annual General Meeting does not approve the remuneration proposal, a reviewed remuneration system must be presented for a resolution at the latest by the next Annual General Meeting.

In the process for determining, implementing and reviewing the remuneration system, the general regulations of the German Stock Corporation Act and GCGC apply with regard to any conflicts of interest and their handling. At an institutional level, conflicts of interest are avoided by any proposed amendments also requiring the support of the Executive Board and the final decision on Supervisory Board remuneration falling to the Annual General Meeting.