



# INVITATION

Invitation to the Annual General Meeting of  
**Hamburger Hafen und Logistik Aktiengesellschaft**  
Hamburg, on 19 June 2014

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

**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, 19 June 2014, at 10.00 a.m. (doors open at 9.00 a.m.), at CCH Congress Center Hamburg, Hall 1, Am Dammtor/Marseiller Straße 2 in 20355 Hamburg, Germany.

# Agenda

- 1) Presentation of the approved annual financial statements for Hamburger Hafen und Logistik Aktiengesellschaft and the consolidated financial statements authorised by the Supervisory Board (both to 31 December 2013), the 2013 management reports for Hamburger Hafen und Logistik Aktiengesellschaft and the Group, the Supervisory Board report, and the additional information from the Executive Board in accordance with Section 289 (4) and (5) and Section 315 (4) of the German Commercial Code (HGB)**

The documents presented in connection with item 1 of the agenda can be viewed on the company's website at [www.hhla.de/agm](http://www.hhla.de/agm) from the time the Annual General Meeting is convened. This also applies to the proposal of the Executive Board concerning the appropriation of distributable profit. The documents will also be available at the Annual General Meeting on 19 June 2014. No resolution is to be taken on item 1 of the agenda as the Supervisory Board has approved the annual financial statements and consolidated financial statements prepared by the Executive Board in accordance with Sections 171 and 172 of the German Stock Corporation Act (AktG). The annual financial statements have therefore been adopted pursuant to Section 172 AktG.

- 2) Adoption of a resolution concerning the appropriation of distributable profit**

The Executive Board and Supervisory Board propose the following resolution:

"Distributable profit for the financial year 2013 totalling € 218,849,571.76 (of which € 202,072,241.03 is attributable to the A division and € 16,777,330.73 to the S division) should be utilised by:

a) Distributing a dividend of € 0.45 per dividend-bearing Class A share (70,048,834 dividend-bearing no-par-value shares) and of € 1.25 per dividend-bearing Class S share (2,704,500 dividend-bearing no-par-value shares). Therefore, a total of € 31,521,975.30 to all Class A shares and a total of € 3,380,625.00 to all Class S shares. The total distribution figure for all shares amounts to € 34,902,600.30;

b) Carrying forward the remaining balance attributable to the A division (€ 170,550,265.73) and the remaining balance attributable to the S division (€ 13,396,705.73), each to new account."

- 3) Adoption of a resolution discharging the Executive Board for the 2013 financial year**

The Executive Board and Supervisory Board propose the following resolution:

"The members of the Executive Board who were in office in the 2013 financial year are discharged from their liability for this period."

- 4) Adoption of a resolution discharging the Supervisory Board for the 2013 financial year**

The Executive Board and Supervisory Board propose the following resolution:

“The members of the Supervisory Board who were in office in the 2013 financial year are discharged from their liability for this period.”

#### **5) Adoption of a resolution on the election of the auditor for the 2014 financial year**

On the recommendation of its Audit Committee, the Supervisory Board proposes the following resolution:

“Ernst & Young GmbH, Wirtschaftsprüfungsgesellschaft, Hamburg, is elected to conduct the audit of the individual and consolidated financial statements for the 2014 financial year and to conduct the review of the condensed financial statements and the interim management report for the first half of the 2014 financial year.”

#### **6) Adoption of a resolution approving the signing of four agreements amending existing profit and loss transfer agreements**

The following profit and loss transfer agreements exist between Hamburger Hafen und Logistik Aktiengesellschaft (the controlling company) and four of its subsidiaries established as limited-liability companies (the controlled companies):

- Profit and loss transfer agreement between Hamburger Hafen und Logistik Aktiengesellschaft and HHLA Container Terminals Gesellschaft mit beschränkter Haftung, Hamburg, dated 24 October 1996;
- Profit and loss transfer agreement between Hamburger Hafen und Logistik Aktiengesellschaft and HPC Hamburg Port Consulting Gesellschaft mit beschränkter Haftung, Hamburg, in the version dated 26 June 1989;
- Profit and loss transfer agreement between Hamburger Hafen und Logistik Aktiengesellschaft and GHL Zweite Gesellschaft für Hafen- und Lagereiimmobilien-Verwaltung mbH, Hamburg, dated 22 August 1996; and
- Profit and loss transfer agreement between Hamburger Hafen und Logistik Aktiengesellschaft and Fischmarkt Hamburg-Altona Gesellschaft mit beschränkter Haftung, Hamburg, dated 28 October 1992.

Hamburger Hafen und Logistik Aktiengesellschaft and the four above-mentioned subsidiaries have signed separate agreements amending the provisions of the aforesaid profit and loss transfer agreements regulating transfers of losses. These amendments are intended to clarify that the existing references in these agreements to the statutory stipulation concerning transfers of losses in Section 302 AktG always refer to the currently valid version of Section 302 AktG. This clarification is necessary due to the German Act Amending and Simplifying Corporate Taxation and Handling of Travel Expenses for Tax Purposes of 20 February 2013, which came into force on 26 February 2013 (Federal Legal Gazette I 2013, 285). Accordingly, in future profit and loss transfer agreements concluded with a limited-liability company as a controlled subsidiary must include a reference to Section 302 AktG, as amended (dynamic reference), pursuant to Section 17 sentence 2 (2) of the German Corporation Tax Act (KStG).

The key contents of these amendment agreements are as follows:

Hamburger Hafen und Logistik Aktiengesellschaft undertakes to compensate for any annual deficit incurred by the respective subsidiary during the term of the agreement, insofar as this is not balanced out by amounts

withdrawn from other revenue reserves as per Section 272 (3) of the German Commercial Code (HGB) which were transferred to these reserves during the term of the agreement. Otherwise, the provisions of Section 302 AktG as amended apply to the transfer of losses accordingly.

The other provisions of these profit and loss transfer agreements remain unchanged.

These amendment agreements will only come into effect upon approval by the Annual General Meeting of Hamburger Hafen und Logistik Aktiengesellschaft and their subsequent entry in the commercial register of the respective subsidiary. The shareholder meetings of the above subsidiaries have already agreed to the respective amendment agreement.

The Executive Board and Supervisory Board propose the following resolution:

a) "The agreement of 10 April 2014 amending the profit and loss transfer agreement between Hamburger Hafen und Logistik Aktiengesellschaft and HHLA Container Terminals Gesellschaft mit beschränkter Haftung, Hamburg, dated 24 October 1996, is hereby approved."

b) "The agreement of 10 April 2014 amending the profit and loss transfer agreement between Hamburger Hafen und Logistik Aktiengesellschaft and HPC Hamburg Port Consulting Gesellschaft mit beschränkter Haftung, Hamburg, in the version dated 26 June 1989, is hereby approved."

c) "The agreement of 10 April 2014 amending the profit and loss transfer agreement between Hamburger Hafen und Logistik Aktiengesellschaft and GHL Zweite Gesellschaft für Hafen- und Lagereimmobilien-Verwaltung mbH, Hamburg, dated 22 August 1996, is hereby approved."

d) "The agreement of 10 April 2014 amending the profit and loss transfer agreement between Hamburger Hafen und Logistik Aktiengesellschaft and Fischmarkt Hamburg-Altona Gesellschaft mit beschränkter Haftung, Hamburg, dated 28 October 1992, is hereby approved."

HHLA intends to hold separate votes on the approval of these four amendment agreements.

The following documents may be viewed on the website of Hamburger Hafen und Logistik Aktiengesellschaft at [www.hhla.de/agm](http://www.hhla.de/agm) once the Annual General Meeting has been called:

- The separate profit and loss transfer agreements concluded between Hamburger Hafen und Logistik Aktiengesellschaft and HHLA Container Terminals Gesellschaft mit beschränkter Haftung dated 24 October 1996, HPC Hamburg Port Consulting Gesellschaft mit beschränkter Haftung in the version dated 26 June 1989, GHL Zweite Gesellschaft für Hafen- und Lagereimmobilien-Verwaltung mbH dated 22 August 1996, and Fischmarkt Hamburg-Altona Gesellschaft mit beschränkter Haftung dated 28 October 1992;
- The four agreements dated 10 April 2014 amending the above-mentioned profit and loss transfer agreements;

- The individual and consolidated financial statements of Hamburger Hafen und Logistik Aktiengesellschaft and the management reports of Hamburger Hafen und Logistik Aktiengesellschaft and the Group for the past three financial years, and also the annual financial statements and the management reports (where applicable) of HHLA Container Terminals Gesellschaft mit beschränkter Haftung, HPC Hamburg Port Consulting Gesellschaft mit beschränkter Haftung, GHZ Zweite Gesellschaft für Hafen- und Lagerieimobilien-Verwaltung mbH and Fischmarkt Hamburg-Altona Gesellschaft mit beschränkter Haftung for the last three financial years; and also
- The joint reports submitted by the Executive Board of Hamburger Hafen und Logistik Aktiengesellschaft and the management of the above subsidiaries as per Section 293a AktG.

The above-mentioned documents will also be available at the Annual General Meeting on 19 June 2014.

## Total Number of Shares and Voting Rights

At the time the Annual General Meeting was called, the company's nominal capital totalled € 72,753,334.00, divided into 72,753,334 no-par-value shares. Of these, 70,048,834 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 and voting rights issued by the company is therefore 72,753,334.

## Attendance and Voting at the Annual General Meeting

As per Article 19 (1) of the articles of association, shareholders who have registered with the company by no later than midnight (CEST) on **Thursday, 12 June 2014** are entitled to attend the Annual General Meeting and exercise their voting rights provided that their registered shares are also 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 writing (Section 126 of the German Civil Code [BGB]) or in text form (Section 126b BGB) to the company in German or English.

They can register by post:

Hamburger Hafen und Logistik Aktiengesellschaft  
c/o HV AG  
Jakob-Oswald-Straße 22  
92289 Ursensollen  
Germany

or by fax: +49 (0) 9621 89780-51

or by e-mail: [anmeldung-hhla@hv.ag](mailto:anmeldung-hhla@hv.ag)

or online using the process stipulated by the company at: [www.hhla.de/agm](http://www.hhla.de/agm)

Shareholders who wish to use the website will need their shareholder number and the corresponding password. These details are provided in the invitation to the Annual General Meeting sent by post.

In accordance with Section 67 (2) sentence 1 AktG, the company only recognises shareholders as such if they are registered in the share register.

The shareholding entered in the share register on the day of the Annual General Meeting shall be relevant for the exercise of attendance and voting rights. The share register will be closed for deletions and new entries from 13 June 2014 to 19 June 2014 (date of the Annual General Meeting).

Shares are not blocked by the registration and/or the ban on new entries; shareholders can therefore still dispose of their shares freely even after registration. Nevertheless, anyone purchasing shares whose application to be entered into the share register is received by the company after 12 June 2014 ('technical record date') cannot exercise their attendance and voting rights under these shares without the appropriate proxy. In this case, the attendance and voting rights remain with the shareholder registered in the share register until the new shareholder is registered. All buyers of company shares not yet entered in the share register are therefore requested to file a corresponding application in good time.

Banks, shareholder associations and other institutions or companies carrying on a business with the same rights as banks pursuant to Section 135 (1) and (8) AktG or Section 135 (10) in conjunction with Section 125 (5) AktG must be granted proxy to exercise voting rights tied to bearer shares that are not in their name but for which they are entered as holders in the share register. Details of the proxy required can be found in Section 135 AktG.

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 receive their admission tickets in good time.

## Postal Voting

Shareholders registered in the company's share register can exercise their voting rights by postal vote without attending the Annual General Meeting. Only those shareholders who register in good time are entitled to a postal vote (for details, see 'Attendance and Voting at the Annual General Meeting' above). The number of shares entered in the share register on the date of the Annual General Meeting is relevant for the exercise of voting rights by postal vote. This is the same as the number at the end of the registration period, as applications to enter changes to the share register received from 13 June 2014 to 19 June 2014 inclusive will only be acknowledged and processed with effect from 20 June 2014.

Postal voting takes place either at the same time as registration using the form enclosed with the invitation to the Annual General Meeting or using the company's website at [www.hhla.de/agm](http://www.hhla.de/agm). Following registration, shareholders can also submit votes by post using the admission ticket to the Annual General Meeting they received by mail.



Votes to be cast, revoked or amended by post must be received by the company at the following address no later than midnight (CEST) on **Tuesday, 17 June 2014**:

Hamburger Hafen und Logistik Aktiengesellschaft  
c/o HV AG  
Jakob-Oswald-Straße 22  
92289 Ursensollen  
Germany

or by fax to: +49 (0) 9621 89780-51  
or by e-mail to: [anmeldung-hhla@hv.ag](mailto:anmeldung-hhla@hv.ag)  
or by using the company's website at: [www.hhla.de/agm](http://www.hhla.de/agm)

Even after having cast a postal vote, shareholders remain entitled to attend the Annual General Meeting and to exercise their voting rights. The personal attendance of a shareholder or a proxy at the Annual General Meeting is deemed to revoke any postal votes cast beforehand.

Banks, shareholder associations and others with the same rights pursuant to Section 135 AktG to whom proxies have been granted may also avail themselves of postal voting.

Further information on postal voting can be found in the documents sent to shareholders and on the company's website at [www.hhla.de/agm](http://www.hhla.de/agm).

## Proxy Voting

Shareholders who are entered in the share register and have registered with the company in good time (for details, see 'Attendance and Voting at the Annual General Meeting' above) but who do not cast their vote by post and are unable to attend the Annual General Meeting in person can exercise their voting rights at the Annual General Meeting by appointing a proxy, such as a bank, a shareholder association or another person of their choice. If they do not choose a bank, a shareholder association or another individual or entity with the same rights pursuant to Section 135 AktG to vote on their behalf, proxy must be granted in text form. The proxy document and any revocation of the proxy must also be in text form. Notice of a proxy's appointment can be given either to the proxy or to the company.

Shareholders can grant proxy at the same time as they register using the form sent to them together with the invitation or via the company's website at [www.hhla.de/agm](http://www.hhla.de/agm). After registration they can also use the proxy section on the reverse of the admission ticket to the Annual General Meeting. Registered shareholders may also grant a separate proxy; a corresponding form can be found on the internet at [www.hhla.de/agm](http://www.hhla.de/agm). For organisational reasons, completed proxy documents must be received by the company at the following address no later than midnight (CEST) on **Tuesday, 17 June 2014**:

Hamburger Hafen und Logistik Aktiengesellschaft  
c/o HV AG  
Jakob-Oswald-Straße 22  
92289 Ursensollen  
Germany

or by fax to: +49 (0) 9621 89780-51

or by e-mail to: anmeldung-hhla@hv.ag

or by using the company's website at: [www.hhla.de/agm](http://www.hhla.de/agm)

Alternatively, appointed proxies can present the relevant documents on the door on the day of the Annual General Meeting.

Special conditions may apply when appointing a bank, a shareholder association, individual or entity as per Section 135 (8) AktG, or an institution or company with the same rights pursuant to Section 135 (10) in conjunction with Section 125 (5) AktG, revoking said proxy and for the proxy document. In such cases, shareholders are kindly requested to discuss specific proxy requirements with their intended proxy in good time. If a bank is listed in the share register, it may only exercise voting rights for shares which it does not own if it has been granted proxy by the shareholder.

If a shareholder grants a proxy to more than one person, the company can refuse admission to one or more such persons.

The company provides an additional service which allows shareholders who have registered correctly 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. 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.

The proxy document and instructions to proxies appointed by the company are to be sent to the address above in text form as described above. Shareholders can also use the company's above-mentioned website to authorise and instruct proxies. The deadline for granting proxy and submitting instructions is midnight (CEST) on **Tuesday, 17 June 2014**.

Should shareholders or shareholder representatives leave the Annual General Meeting early, they may also authorise and instruct the company's proxies on the day. However, this is only possible prior to the close of the general debate for organisational reasons. The personal participation of a shareholder or an authorised third party at the Annual General Meeting is deemed a revocation of previously granted authorisations and instructions.

Further details on registration and appointing a proxy can be found in the documents sent to shareholders. They are also available on the company's website at [www.hhla.de/agm](http://www.hhla.de/agm).

## Shareholder Rights Pursuant to Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) of the German Stock Corporation Act (AktG)

### **Addition to the Agenda in Accordance with Section 122 (2) AktG**

Shareholders holding a total of at least five percent of nominal capital or whose shares represent € 500,000.00 of nominal capital can request that motions be included in the agenda and announced beforehand. Any such requests must be sent to the company's Executive Board in writing and must be received at least 30 days before the Annual General Meeting (not including the day of the Annual General Meeting and the day of receipt), i.e. by midnight (CEST) on **Monday, 19 May 2014** at the latest.

Please send such requests to the following address:

Hamburger Hafen und Logistik Aktiengesellschaft  
 Recht und Versicherungen  
 Bei St. Annen 1  
 20457 Hamburg  
 Germany

All new agenda items must be accompanied by an explanation or a proposal for adoption. Furthermore, we refer to the conditions mentioned in Section 122 (2) in conjunction with (1) AktG and Section 142 (2) sentence 2 and Section 70 AktG.

### **Motions and Election Proposals by Shareholders in Accordance with Section 126 (1) and Section 127 AktG**

In accordance with Section 126 AktG, shareholders may propose countermotions to a proposal made by the Executive Board and Supervisory Board concerning a specific item on the agenda. They may also make proposals as per Section 127 AktG regarding the election of auditors. The company publishes countermotions and election proposals including the shareholder's name, the explanation given (only necessary for countermotions) and any comments by the management on the company's website at [www.hhla.de/agm](http://www.hhla.de/agm), provided that it receives the countermotions with an explanation or the election proposals at least 14 days before the Annual General Meeting (not including the day of the Annual General Meeting and the day of receipt), i.e. by midnight (CEST) on **Wednesday, 4 June 2014**, at the following address:

Hamburger Hafen und Logistik Aktiengesellschaft  
 Recht und Versicherungen  
 Bei St. Annen 1  
 20457 Hamburg  
 Germany

or by fax to: +49 (0) 40 3088-3237  
 or by e-mail to: [gegenantraege@hhla.de](mailto:gegenantraege@hhla.de)

Only motions sent to this address will be put forward.

### **Shareholders' information rights in accordance with Section 131 (1) AktG**

At the Annual General Meeting all shareholders and shareholder representatives can request information on company matters from the Executive Board to the extent that the information is necessary for the proper appreciation of an item on the agenda (cf. Section 131 [1] AktG). The obligation to provide information also applies to the company's legal and business relationships with specific affiliated companies, the Group's position and the companies included in the consolidated financial statements. Requests for information at the Annual General Meeting are to be made orally when the floor is opened for debate.

## **Recording of the Annual General Meeting**

The speech by the Chairman of the Executive Board will be recorded in audio and video form by the company and possibly by those representatives of the press

who have been admitted. It will then be available as a recording on the internet at [www.hhla.de/agm](http://www.hhla.de/agm).

## Reference to the Company's Website

Information pursuant to Section 124a AktG – in particular the invitation to the Annual General Meeting, documents and motions submitted by shareholders for publication and additional explanations regarding shareholder rights pursuant to Sections 122 (2), 126 (1), 127 and 131 (1) AktG – and further details will be available on the company's website, [www.hhla.de/agm](http://www.hhla.de/agm), once the Annual General Meeting has been called.

The documents to be disclosed will also be available during the Annual General Meeting on 19 June 2014.

Hamburg, May 2014

Hamburger Hafen und Logistik Aktiengesellschaft  
The Executive Board

# Financial Calendar

**14 May 2014**

Interim Report January – March 2014

**19 June 2014**

Annual General Meeting

**14 August 2014**

Interim Report January – June 2014

**13 November 2014**

Interim Report January – September 2014

# Contact

Further information and supporting documents to the Annual General Meeting are available under [www.hhla.de/agm](http://www.hhla.de/agm).

The HHLA Annual Report is available on [www.hhla.de/annualreport](http://www.hhla.de/annualreport). You have the option to also order a printed version of the Annual Report by email.

Further information:

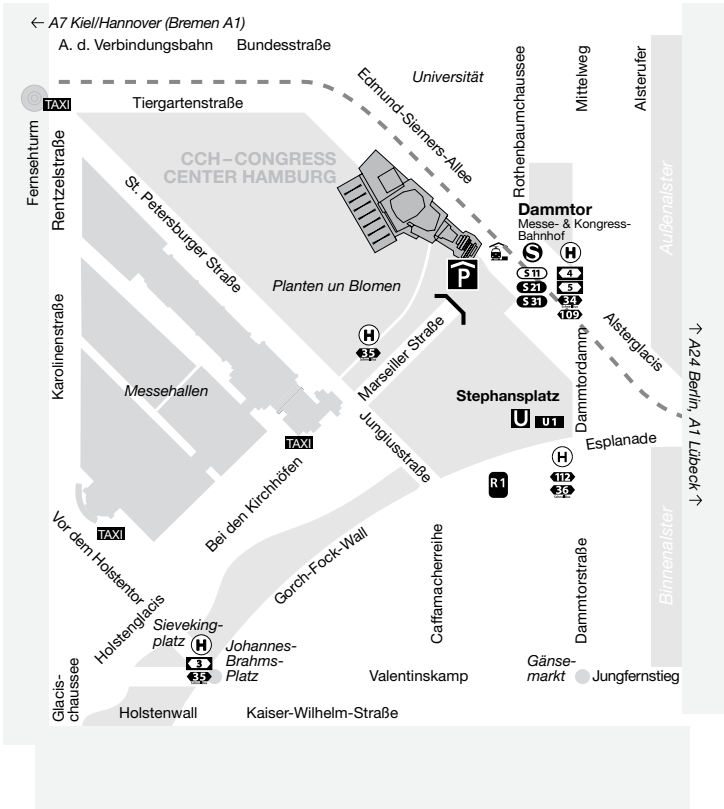
Investor Relations

Phone: + 49 (0) 40 3088-3100

E-mail: [investor-relations@hhla.de](mailto:investor-relations@hhla.de)

[www.hhla.de](http://www.hhla.de)

# Directions to CCH



**By train:** The InterCity train station Dammtor is located only a two minutes walk away from the CCH.

**By underground/bus:** These lines will take you to the CCH: U1, U2, S11, S21, S31, buses 109, 112, 5, 3, 34, 35, 36.

Please note that you will not be reimbursed by the company for any cost in connection with the visit of the Annual General Meeting. We apologise for any inconvenience.



**HAMBURGER HAFEN UND LOGISTIK AKTIENGESELLSCHAFT**

Bei St. Annen 1, 20457 Hamburg, Germany, Phone: +49 (0) 40 3088-3100,  
Fax: +49 (0) 40 3088-3237, [www.hhla.de](http://www.hhla.de), [investor-relations@hhla.de](mailto:investor-relations@hhla.de)