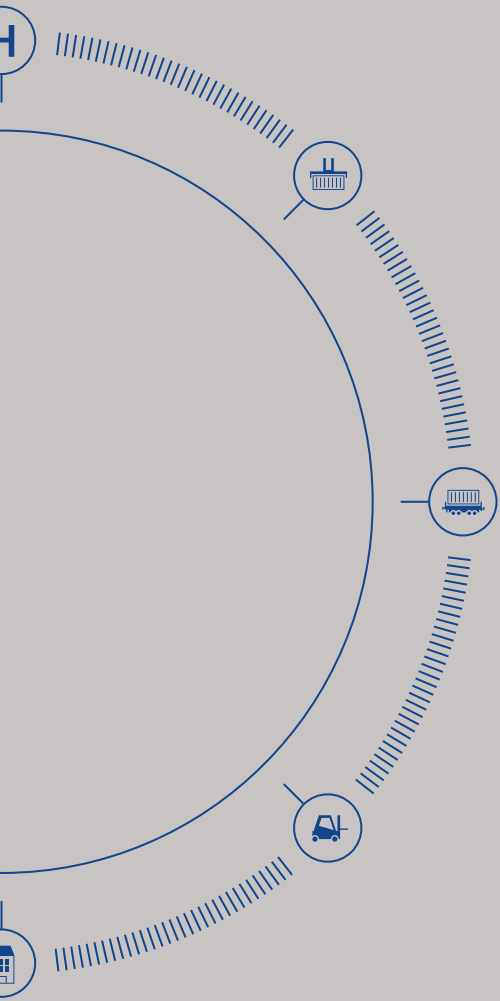


HAMBURGER HAFEN UND LOGISTIK AKTIENGESELLSCHAFT

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INVITATION

to the Annual General Meeting of
Hamburger Hafen und Logistik Aktiengesellschaft
on 21 June 2017 at Hamburg Messe

HHLA Key Figures

in € million	HHLA Group		
	2016	2015	Change
Revenue	1,177.7	1,141.8	3.1 %
EBIT	164.0	156.5	4.8 %
EBIT margin in %	13.9	13.7	0.2 pp
Profit after tax	105.1	95.8	9.6 %
Profit after tax and minority interests	73.0	66.7	9.5 %
Equity as of 31.12.	570.8	580.6	- 1.7 %
Equity ratio in %	31.5	33.2	- 1.7 pp
Number of Employees as of 31.12.	5,528	5,345	3.4 %

in € million	Port Logistics Subgroup ^{1,2} – listed Class A shares –		
	2016	2015	Veränd.
Revenue	1,146.0	1,111.0	3.1 %
EBIT	147.6	141.1	4.7 %
EBIT margin in %	12.9	12.7	0.2 pp
Profit after tax and minority interests	63.7	58.9	8.1 %
Earnings per share in € ⁴	0.91	0.84	8.1 %
Dividend per share in € ⁵	0.59	0.59	0.0 %

in € million	Real Estate Subgroup ^{1,3} – non-listed Class S shares –		
	2016	2015	Veränd.
Revenue	37.7	36.5	3.2 %
EBIT	16.0	15.2	5.9 %
EBIT margin in %	42.6	41.5	1.1 pp
Profit after tax and minority interests	9.3	7.7	20.2 %
Earnings per share in € ⁴	3.44	2.86	20.2 %
Dividend per share in € ⁵	2.00	1.75	14.3 %

¹ Before consolidation between subgroups

² Class A shares: ISIN: DE000A0S8488, SIC: A0S848

³ Class S shares: not admitted for stock exchange trading

⁴ Basic and diluted

⁵ 2016: Dividend proposal

The annual report is available online under:

► <http://report.hhla.de/annual-report-2016>

Dear Shareholders,

You are invited to the Annual General Meeting of
Hamburger Hafen und Logistik Aktiengesellschaft (HHLA).

The Annual General Meeting will take place on Wednesday,
21 June 2017, at 10:00 a.m. (doors open at 9:00 a.m.),
at Hamburg Messe, Hall B6, Entrance South (Karolinenstrasse)
in Hamburg (postal address: Messeplatz 1, 20357 Hamburg, Germany).

The agenda including the proposed resolutions of the Management Board
and Supervisory Board is printed in the following.

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

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Agenda and Proposed Resolutions

1. **Presentation of the adopted annual financial statements for Hamburger Hafen und Logistik Aktiengesellschaft and of the approved consolidated financial statements (both as of 31 December 2016), the combined management report for Hamburger Hafen und Logistik Aktiengesellschaft and the Group, the Supervisory Board report, the Executive Board's proposal for the appropriation of distributable profit as well as the explanatory report on the information pursuant to Section 289 (4) and Section 315 (4) of the German Commercial Code (HGB)**

The documents presented in connection with item 1 of the agenda may be viewed on the company's website at ► www.hhla.de/agm from the time the Annual General Meeting is convened. The documents will also be available for inspection at the Annual General Meeting on 21 June 2017. The Supervisory Board has approved the annual financial statements and the 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. Thus, according to the statutory provisions, no resolution has to be taken by the Annual General Meeting on item 1 of the agenda.

2. **Appropriation of Distributable Profit for the 2016 Financial Year**

Executive Board and Supervisory Board propose that the distributable profit for the 2016 financial year totalling € 224,126,013.29 (of which € 196,564,319.39 is attributable to the A division and € 27,561,693.90 to the S division) be utilised as follows:

- a) Distribution of a dividend of € 0.59 per dividend-entitled Class A share (70,048,834 dividend-entitled individual shares) and of € 2.00 per dividend-entitled Class S share (2,704,500 dividend-entitled individual shares), i.e. a total of € 41,328,812.06 relating to all Class A shares and a total of € 5,409,000.00 relating to all Class S shares. The total distribution figure for all shares amounts to € 46,737,812.06.
- b) Carry forward of the remaining balance attributable to the A division (€ 155,235,507.33) and the remaining balance attributable to the S division (€ 22,152,693.90), each to new account.

As of the date of convention of the Annual General Meeting the company does not hold any treasury shares. Should the company hold treasury shares as of the date of the Annual General Meeting, these are not entitled to dividends in accordance with Section 71b AktG. In this case, an amended resolution proposal will be presented to the Annual General Meeting, providing for an unchanged distribution of € 0.59 per dividend-entitled Class A share and € 2.00 per dividend-entitled Class S share.

According to Section 58 (4) sentence 2 AktG in the version effective as of 1 January 2017, the dividends owed to the shareholders fall due on the third business day following the Annual General Meeting, in this case on 26 June 2017.

3. Discharge of the Members of the Executive Board for the 2016 Financial Year

Executive Board and Supervisory Board propose that the members of the Executive Board who were in office in the 2016 financial year be granted discharge for that period.

4. Discharge of the Members of the Supervisory Board for the 2016 Financial Year

Executive Board and Supervisory Board propose that the members of the Supervisory Board who were in office in the 2016 financial year be granted discharge for that period.

5. Election of the Auditor for the Annual Financial Statements, the Auditor for the Consolidated Financial Statements and the Auditor for the Review of Interim Financial Reports

In line with the Audit Committee's recommendation, the Supervisory Board proposes to elect PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Hamburg, to conduct the audit of the Annual and Consolidated Financial Statements for the 2017 financial year and to conduct the review of the Condensed Financial Statements and the Interim Management Report of the Group for the first half-year of 2017.

Before submitting its recommendation to the Supervisory Board, the Audit Committee assured itself of the independence of PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft and acquired the declaration of independence as stipulated by the German Corporate Governance Code.

6. Supervisory Board Elections

The term of office of all members of the Supervisory Board ends upon the close of the Annual General Meeting on 21 June 2017.

In accordance with Article 10 (1) of the company's articles of association in conjunction with Section 96 (1) AktG and Section 7 (1) sentence 1 no. 1 of the German Co-Determination Act (MitbestG), the company's Supervisory Board consists of twelve members, of which six are elected by the shareholders in accordance with Sections 96 (1) and 101 (1) AktG. According to Section 96 (2) sentence 1 AktG, the company's Supervisory Board must consist of at least 30 % each of women and men (i.e. at least four women and four men). Since an objection pursuant to Section 96 (2) sentence 3 AktG was lodged against com-

prehensive fulfilment, the respective minimum quotas for the shareholder and employee representatives on the Supervisory Board are to be met separately in this election. This means that of the six shareholder representatives, at least two must be women and at least two must be men.

In accordance with the recommendation of its Nomination Committee, the Supervisory Board proposes that the following candidates be elected to the company's Supervisory Board as shareholder representatives for the period commencing from the end of the Annual General Meeting on 21 June 2017 until the close of the Annual General Meeting which resolves on the discharge for the 2021 financial year:

- a) Ms. **Petra Bödeker-Schoemann**,
Dipl.-Kauffrau (fully qualified business administrator), Hamburg
Managing Director of HGV Hamburger Gesellschaft für Vermögens- und
Beteiligungsmanagement mbH, Hamburg
- b) **Dr. Rolf Bösing**,
Diplom-Wirtschaftswissenschaftler (fully qualified economist), Hamburg
State Secretary at the Ministry for Economy, Transport and Innovation
of the Free and Hanseatic City of Hamburg
- c) **Dr. Rüdiger Grube**,
Diplom-Ingenieur (fully qualified engineer), Hamburg
Former CEO of Deutsche Bahn AG, Berlin
- d) **Dr. Norbert Kloppenburg**,
Dipl.-Ing. agr. (fully qualified engineer), Hamburg
Member of the Executive Board of KfW-Bankengruppe, Frankfurt am Main
- e) **Dr. Sibylle Roggencamp**,
Dipl.-Volkswirtin (fully qualified economist), Molfsee
Head of the Office for Asset and Investment Management at the Ministry
of Finance of the Free and Hanseatic City of Hamburg
- f) Mr. **Michael Westhagemann**, computer scientist, Hamburg
CEO Region North, Siemens AG, Hamburg

The Supervisory Board further proposes – also upon the recommendation of its Nomination Committee – to elect of the following persons as substitute members:

- g) **Dr. Wibke Mellwig**, Assessor (fully qualified lawyer), Hamburg
Head of the Port, Logistics and Environmental Economic Policy
Department of the Ministry for Economy, Transport and Innovation
of the Free and Hanseatic City of Hamburg
as substitute member for Dr. Bösing for the term of his office

h) **Dr. Susanne Umland,**

Diplom-Volkswirtin (fully qualified economist), Hamburg
 Head of the Asset Management, Real Estate and Other Equity
 Investments Department of the Ministry of Finance
 of the Free and Hanseatic City of Hamburg
 as substitute member for Dr. Roggencamp for the term of her office, and

i) **Mr. Thomas Götze,**

Diplom-Betriebswirt (fully qualified business administrator),
 Buchholz in der Nordheide
 Auditor and tax consultant (Partner) at Ebner Stolz GmbH & Co. KG
 Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Hamburg
 as substitute member for Dr. Kloppenburg for the term of his office

in the cases of each g) up to and including i) provided that the relevant substitute member becomes a member of the Supervisory Board if the Supervisory Board member for whom the respective substitute member was elected ceases to be a member before the regular end of his or her term in office, and that the respective substitute member regains the position as a substitute member as soon as the Annual General Meeting conducts a new election for the departed member of the Supervisory Board who has been replaced by the substitute member.

The above nominations, as well as the corresponding recommendations of the Nomination Committee, are based on the recommendations of the German Corporate Governance Code and take into account the targets resolved by the Supervisory Board for its composition.

The ballots shall be conducted individually. Subject to the election of Dr. Grube to the Supervisory Board, it is intended to propose Dr. Grube for election as Chairman of the Supervisory Board.

The information pursuant to Section 125 (1) sentence 5 AktG regarding the memberships of the nominated candidates on other statutory supervisory boards and comparable domestic and overseas supervisory committees of commercial enterprises, along with the information in accordance with section 5.4.1 (6) to (8) of the German Corporate Governance Code regarding personal and business relationships of the candidates to the company, to the governing bodies of the company and to any significant shareholders in the company are disclosed at the end of this agenda. Further information on the nominated candidates, in particular the information in accordance with section 5.4.1 (5) of the German Corporate Governance Code regarding their respective relevant knowledge, skills and experience as well as other significant activities in addition to their supervisory board office, can also be found in the curricula vitae available under
 ► www.hhla.de/agm.

7. Creation of a New Authorised Capital I (Class A shares)

The authorised capital adopted by the Annual General Meeting of 14 June 2012 allowing for the issuance of Class A shares (Authorised Capital I), which is currently governed by Article 3 (4) of the company's articles of association and which the company has not made use of, expires on 13 June 2017. It shall be replaced by a new Authorised Capital I.

The proposal to create a new Authorised Capital I at the Annual General Meeting is provided in printed form under 7.1. Pursuant to Section 202 (2) in conjunction with Section 182 (2) AktG, the proposal requires – apart from the approval by the Annual General Meeting – the consent of both the Class A and Class S shareholders by means of special resolution in order to become effective. Such special resolutions are addressed by 7.2 and 7.3.

The Executive Board's written report pursuant to Section 203 (2) sentence 2 and Section 186 (4) sentence 2 AktG stating the reasons for the exclusion of the subscription rights of Class S shareholders and the possibility to exclude the subscription rights of Class A shareholders is reprinted at the end of this agenda.

7.1 Creation of a New Authorised Capital I (Class A shares) with Exclusion of the Class S Shareholders' Subscription Rights, Option to Exclude Class A Shareholders' Subscription Rights and Corresponding Amendment to the Articles of Association

Executive Board and Supervisory Board propose to create a new Authorised Capital I by way of a revision of Article 3 (4) of the articles of association and to revise Article 3 (4) as follows:

„(4) The Executive Board is authorised until 20 June 2022, with the consent of the Supervisory Board, to increase the company's share capital by up to € 35,024,417.00 by issuing up to 35,024,417 new registered Class A shares (no-par-value shares with a pro rata share of the share capital of € 1.00 each) against contributions in cash and/or in kind (Authorised Capital I). The authorisation may be utilised once or several times for full or partial amounts. Class S shareholders' subscription rights are excluded. Class A shareholders are in principle entitled to a subscription right to the new Class A shares. The subscription rights of Class A shareholders are also observed if the new Class A shares are acquired by credit institutions or companies within the meaning of Section 186 (5) sentence 1 AktG with the obligation to offer them for subscription to Class A shareholders (indirect subscription right). Moreover, the Executive Board is authorised, with the consent of the Supervisory Board, to exclude the subscription right of Class A shareholders in the following cases:

- (i) for fractional amounts that arise in the course of capital increases against cash contributions or contributions in kind as a result of the subscription ratio;
- (ii) in case of capital increases against contributions in kind, especially in relation to company mergers or for the (possibly indirect) acquisition of companies, operations, parts of companies, equity interests or other assets or entitlements to the acquisition of assets, including rights and receivables;

(iii) in case of capital increases against cash contributions, provided that the new Class A shares are issued at a price that does not significantly undercut the stock market price of the previously listed Class A shares at the time of the issue and provided that the overall proportionate amount attributable to the new Class A shares does not exceed 10% of the share capital attributable to the Class A shares at the time the resolution is adopted or, if lower, at the time of the issue of the new Class A shares. This limit includes Class A shares issued or sold while excluding subscription rights during the term of this authorisation until the date of its utilisation in direct or indirect application of Section 186 (3) sentence 4 AktG. It also includes Class A shares issued or to be issued on the basis of debenture bonds with warrant or conversion rights or obligations, where such debenture bonds are issued during the term of this authorisation in accordance with Section 186 (3) sentence 4 AktG with Class A shareholders' subscription rights being excluded. Shares counted towards the limit in accordance with the above sentences due to the exercise of authorisations (i) to issue new Class A shares in accordance with Section 203 (1) sentence 1, Section 203 (2) sentence 1, Section 186 (3) sentence 4 AktG and/or (ii) to sell Class A treasury shares in accordance with Section 71 (1) no. 8, Section 186 (3) sentence 4 AktG and/or (iii) to issue debenture bonds with warrant and/or conversion rights or warrant or conversion obligations in accordance with Section 221 (4) sentence 2, Section 186 (3) sentence 4 AktG, are no longer included for the future if and to the extent the respective authorisation(s), the exercise of which led to shares being counted towards this limit, is/are renewed by the Annual General Meeting in accordance with statutory provisions;

(iv) if the Class A shares are offered for purchase or transferred to employees of the company or to employees or members of the governing bodies of its associated companies within the meaning of Sections 15 et seqq. AktG;

(v) to the extent required to grant the bearers or creditors of then outstanding warrant rights and/or debenture bonds those subscription rights to new Class A shares to which they would be entitled after exercising the warrant or conversion right or fulfilling their warrant or conversion obligation.

Under this authorisation, Class A shares may only be issued while excluding the subscription rights of Class A shareholders if the total of the new Class A shares to be issued under this authorisation, combined with (i) any treasury Class A shares disposed of while excluding subscription rights prior to the issue of new Class A shares without subscription rights under this authorisation and (ii) any Class A shares issued or to be issued on the basis of debenture bonds with warrant or conversion rights or obligations that were issued without subscription rights of Class A shareholders prior to the issue of new Class A shares without subscription rights under this authorisation, does not exceed 20% of the share capital attributable to the Class A shares, neither at the time this resolution takes effect nor – if the value is lower – at the time this authorisation is exercised.

The Executive Board is authorised, with the consent of the Supervisory Board, to specify the further details of the implementation of capital increases from Authorised Capital I, in particular the rights pertaining to the shares and the conditions of the share issue. The Executive Board may also, subject to the approval of the Supervisory Board, determine that the new shares are entitled to share in the profits from the beginning of the financial year for which no resolution by the

Annual General Meeting has yet been taken on the appropriation of distributable profit at the time of issue of the new shares. The Supervisory Board is authorised to revise the articles of association accordingly depending on the utilisation of Authorised Capital I or following the expiry of the authorisation.“

7.2 Special Resolution of Class A Shareholders on Agenda Item 7.1

Executive Board and Supervisory Board propose that the Class A shareholders approve the resolution proposal under agenda item 7.1.

7.3 Special Resolution of Class S Shareholders on Agenda Item 7.1

Executive Board and Supervisory Board propose that the Class S shareholders approve the resolution proposal under agenda item 7.1.

8. Creation of a New Authorised Capital II (Class S Shares)

The authorised capital adopted by the Annual General Meeting of 14 June 2012 allowing for the issuance of Class S shares (Authorised Capital II), which is currently governed by Article 3 (5) of the company's articles of association and which the company has not made use of, expires on 13 June 2017. It shall be replaced by a new Authorised Capital II.

The proposal to create a new Authorised Capital II at the Annual General Meeting is provided in printed form under 8.1. Pursuant to Section 202 (2) in conjunction with Section 182 (2) AktG, the proposal requires – apart from the approval by the Annual General Meeting – the consent of both the Class A and Class S shareholders by means of special resolution in order to become effective. Such special resolutions are addressed by 8.2 and 8.3.

The Executive Board's written report pursuant to Section 203 (2) sentence 2 and Section 186 (4) sentence 2 AktG stating the reasons for the exclusion of the subscription rights of Class A shareholders and the possibility to exclude the subscription rights of Class S shareholders is reprinted at the end of this agenda.

8.1 Creation of a New Authorised Capital II (Class S shares) with Exclusion of the Class A Shareholders' Subscription Rights, Option to Exclude Class S Shareholders' Subscription Rights and Corresponding Amendment to the Articles of Association

Executive Board and Supervisory Board propose to create a new Authorised Capital II by way of a revision of Article 3 (5) of the articles of association and to revise Article 3 (5) as follows:

„(5) The Executive Board is authorised until 20 June 2022, with the consent of the Supervisory Board, to increase the company's share capital by up to € 1,352,250.00 by issuing up to 1,352,250 new registered Class S shares (no-par-value shares with a pro rata share of the share capital of € 1.00 each) against contributions in cash and/or in kind (Authorised Capital II). The authorisation may be utilised once or several times for full or partial amounts. Class A shareholders' subscription rights are excluded. The Executive Board is authorised, with the consent of the Supervisory Board, to also exclude the subscription rights of Class S shareholders for fractional amounts that arise as a result of the subscription ratio.

The Executive Board is authorised, with the consent of the Supervisory Board, to specify the further details of the implementation of capital increases from Authorised Capital II, in particular the rights pertaining to the shares and the conditions of the share issue. The Executive Board may also, subject to the approval of the Supervisory Board, determine that the new shares are entitled to share in the profits from the beginning of the financial year for which no resolution by the Annual General Meeting has yet been taken on the appropriation of distributable profit at the time of issue of the new shares. The Supervisory Board is authorised to revise the articles of association accordingly depending on the utilisation of Authorised Capital II or following the expiry of the authorisation.“

8.2 Special Resolution of Class A Shareholders on Agenda Item 8.1

Executive Board and Supervisory Board propose that the Class A shareholders approve the resolution proposal under agenda item 8.1.

8.3 Special Resolution of Class S Shareholders on Agenda Item 8.1

Executive Board and Supervisory Board propose that the Class S shareholders approve the resolution proposal under agenda item 8.1.

Additional Information Regarding Agenda Item 6

Information pursuant to Section 125 (1) Sentence 5 AktG

The persons nominated for election under agenda item 6 are members of the following statutory supervisory boards of German companies and/or of the following comparable domestic and overseas supervisory committees of commercial enterprises, whereby the companies marked with '1' are part of the HHLA Group and the companies marked with '2' are other shareholdings of the Free and Hanseatic City of Hamburg.

a) Ms. **Petra Bödeker-Schoemann**

Statutory supervisory boards:

- HADAG Seetouristik und Fährdienst AG, Hamburg²
- Hamburger Wasserwerke GmbH, Hamburg²
- HHLA Container Terminals Gesellschaft mit beschränkter Haftung, Hamburg¹
- SAGA Siedlungs-Aktiengesellschaft Hamburg, Hamburg²
- Stromnetz Hamburg GmbH, Hamburg²

Comparable supervisory committees of commercial enterprises:

- Gesellschaft zur Beseitigung von Sonderabfällen mbH, Kiel²
- GMH Gebäudemanagement Hamburg GmbH, Hamburg²
- HHLA 1. Speicherstadt Immobilien GmbH & Co. KG, Hamburg¹
- HHLA 2. Speicherstadt Immobilien GmbH & Co. KG, Hamburg¹
- HHLA Immobilien Speicherstadt GmbH, Hamburg¹
- P+R-Betriebsgesellschaft mbH, Hamburg²
- SBH Schulbau Hamburg, Hamburg²
- SGG Städtische Gebäudeeigenreinigung GmbH, Hamburg²

b) Dr. **Rolf Böisinger**

Statutory supervisory boards:

- Hamburgische Investitions- und Förderbank Anstalt öffentlichen Rechts, Hamburg²
- HGV Hamburger Gesellschaft für Vermögens- und Beteiligungsmanagement mbH, Hamburg²
- Landwirtschaftliche Rentenbank, Frankfurt am Main

Comparable supervisory committees of commercial enterprises:

- Erneuerbare Energien Hamburg Clusteragentur GmbH, Hamburg (Vorsitzender)²
- HWF Hamburgische Gesellschaft für Wirtschaftsförderung mbH, Hamburg (Vorsitzender)²
- hySOLUTIONS GmbH, Hamburg (Vorsitzender)²
- Life Science Nord Management GmbH, Hamburg²
- ReGe Hamburg Projekt-Realisierungsgesellschaft mbH, Hamburg²
- WTSH Wirtschaftsförderung und Technologietransfer Schleswig-Holstein GmbH, Kiel
- ZAL Zentrum für Angewandte Luftfahrtforschung GmbH, Hamburg (Vorsitzender)²

c) **Dr. Rüdiger Grube**

Statutory supervisory boards:

- DEVK Deutsche Eisenbahn Versicherung Lebensversicherungsverein a.G. Betriebliche Sozialeinrichtung der Deutschen Bahn, Köln (bis 2. Juni 2017)
- DEVK Deutsche Eisenbahn Versicherung Sach- und HUK-Versicherungsverein a.G. Betriebliche Sozialeinrichtung der Deutschen Bahn, Köln (bis 2. Juni 2017)

Comparable supervisory committees of commercial enterprises:

- None

d) **Dr. Norbert Kloppenburg**

Statutory supervisory boards:

- DEG – Deutsche Investitions- und Entwicklungsgesellschaft mbH, Köln
- KfW IPEX-Bank GmbH, Frankfurt am Main (Vorsitzender)

Comparable supervisory committees of commercial enterprises:

- Deutsche Energie-Agentur GmbH, Berlin

e) **Dr. Sibylle Roggencamp**

Statutory supervisory boards:

- Flughafen Hamburg GmbH, Hamburg²
- Hamburger Hochbahn AG, Hamburg²
- Hamburgischer Versorgungsfonds AöR, Hamburg²
- HSH Beteiligungsmanagement GmbH, Hamburg²
- HSH Portfoliomanagement AöR, Kiel²
- Universitätsklinikum Hamburg KöR, Hamburg²

Comparable supervisory committees of commercial enterprises:

- Elbphilharmonie und Laeiszhalle Service GmbH, Hamburg²
- Hamburg Musik GmbH, Hamburg²
- HHLA 1. Speicherstadt Immobilien GmbH & Co. KG, Hamburg¹
- HHLA 2. Speicherstadt Immobilien GmbH & Co. KG, Hamburg¹
- HHLA Immobilien Speicherstadt GmbH, Hamburg¹
- Sprinkenhof GmbH, Hamburg (Vorsitzende)²

f) **Mr. Michael Westhagemann**

Statutory supervisory boards:

- None

Comparable supervisory committees of commercial enterprises:

- Erneuerbare Energien Hamburg Clusteragentur GmbH, Hamburg²

g) **Dr. Wibke Mellwig** (substitute member for Dr. Böisinger)

Statutory supervisory boards:

- HHLA Container Terminals Gesellschaft mit beschränkter Haftung, Hamburg¹

Comparable supervisory committees of commercial enterprises:

- FMH Fischmarkt Hamburg-Altona GmbH¹
- ReGe Hamburg Projekt-Realisierungsgesellschaft mbH, Hamburg²

h) **Dr. Susanne Umland** (substitute member for Dr. Roggencamp)

Statutory supervisory boards:

- Stromnetz Hamburg GmbH, Hamburg²
- Vattenfall Wärme GmbH, Hamburg²

Comparable supervisory committees of commercial enterprises:

- None

i) **Mr. Thomas Götze** (substitute member for Dr. Kloppenburg)

Statutory supervisory boards:

- None

Comparable supervisory committees of commercial enterprises:

- None

Information in accordance with Section 5.4.1 (6) to (8) of the German Corporate Governance Code

With regard to Section 5.4.1 (6) to (8) of the German Corporate Governance Code, the Supervisory Board discloses the following:

- As Managing Director of HGV Hamburger Gesellschaft für Vermögens- und Beteiligungsmanagement mbH, Ms Bödeker-Schoemann is primarily occupationally active for the direct main shareholder of the company.
- Dr. Böisinger, Dr. Roggencamp and the proposed substitute members Dr. Mellwig and Dr. Umland are each primarily occupationally active for the Free and Hanseatic City of Hamburg and therefore for the indirect main shareholder of the company.
- For reasons of precaution, the Supervisory Board also notes that the functions listed above incumbent upon the aforementioned candidates in the companies or organisations marked with ¹² are each related to their activities for HGV Hamburger Gesellschaft für Vermögens- und Beteiligungsmanagement mbH or the Free and Hanseatic City of Hamburg respectively.

The Supervisory Board is of the opinion that apart from the relationships specified above, the nominees do not have any personal or business relationships to the company or its Group companies, the governing bodies of the company or to a significant shareholder in the company which would have to be disclosed in accordance with Section 5.4.1 of the German Corporate Governance Code.

Reports to the Annual General Meeting

Executive Board Report regarding Agenda Item 7 (Authorised Capital I) pursuant to Section 203 (2) Sentence 2 and Section 186 (4) Sentence 2 AktG

The authorised capital adopted by the Annual General Meeting of 14 June 2012 (Authorised Capital I), which is currently governed by Article 3 (4) of the company's articles of association and which the company has not made use of, expires on 13 June 2017. In order to enable the company to continue meeting its financial requirements with ease and flexibility and to allow it to carry on engaging in long-term financial planning, and in accordance with common company practice, a new authorised capital shall be established (Authorised Capital I) to allow the issue of new Class A shares.

The new Authorised Capital I is based on the current Authorised Capital I and, like the previous one, is intended to enable the issuance of new Class A shares against contributions in cash and/or in kind. The specifics will be determined by the Executive Board with the approval of the Supervisory Board in the event of utilisation. With the approval of the Supervisory Board, the Executive Board will also determine the further conditions of the capital increase and the issue of the new Class A shares as well as the rights associated with the new Class A shares. The authorisation expires on 20 June 2022.

Class S shareholders' subscription rights are excluded. Excluding Class S shareholders' subscription rights allows – in the interest of the company – to maintain the proportionate two-tier share structure set out in the articles of association, according to which each shareholder class participates in the net profit/loss of the A division or the S division only. Excluding Class S shareholders' subscription rights prevents the risk of dilution for the A division shareholdings of Class A shareholders that exists despite the exercise of their own subscription rights, and gives the latter the ability to maintain in full their proportionate profit participation rights for the division. The exclusion of Class S shareholders' subscription rights is thus consistent with the proportionate two-tier share structure set out in the articles of association and is therefore justified. Finally, the Class S shareholders are protected by the requirement to adopt a special resolution in accordance with item 7.3 of the agenda.

In the event of utilisation of the Authorised Capital I, Class A shareholders are in principle entitled to their statutory subscription rights. The subscription rights of Class A shareholders are also observed if the new shares are acquired by credit institutions or companies within the meaning of Section 186 (5) sentence 1 AktG with the obligation to offer them for subscription to Class A shareholders (indirect subscription right). In order to make optimal use of the authorisation in the interests of the company, the Executive Board shall also be authorised, with the approval of the Supervisory Board, to exclude Class A shareholders' subscription rights to the new Class A shares in the cases set out in the authorisation.

(i) The proposed exclusion of subscription rights for fractional amounts enables the presentation of a manageable subscription ratio with whole numbers and facilitates settlement of the equity transaction. At the same time, the potential dilutive effect for shareholders is low due to the restriction to fractional amounts. The fractional amounts for which subscription rights are excluded are either sold on the stock market or otherwise utilised in the best interests of the company.

(ii) The subscription rights of Class A shareholders may also be excluded when issuing new Class A shares against contributions in kind. This enables the company to offer new Class A shares directly or indirectly as consideration in the course of company mergers or in connection with the acquisition of companies, parts of companies, equity interests in companies or other assets, or entitlements to acquire assets, including rights and receivables (including receivables from the company or its associated companies within the meaning of Sections 15 et seqq. AktG). Consideration in the form of shares is standard practice at both national and international level, particularly in the case of mergers or the acquisition of companies, parts of companies or equity interests, and also preserves liquidity. Practical experience shows that the owners of attractive subjects of acquisition or potential strategic partners frequently demand the provision of shares in the company with voting rights as consideration. The proposed authorisation gives the company the necessary scope to exploit opportunities that arise to acquire companies, parts of companies, equity interests in companies or other assets quickly and flexibly on both national and international markets without being limited to an ordinary capital increase against contributions in kind, which is potentially time-consuming and costly. It is necessary to exclude subscription rights in this case since otherwise the company would rarely be able to secure the required number of shares for the transaction at short notice. This would prevent the company from quickly and flexibly exploiting merger or acquisition opportunities that arise. While such an exclusion of subscription rights reduces the relative equity interest proportion and the relative share of voting rights attributable to existing Class A shares, it would not be possible to acquire companies, parts of companies, equity interests or other assets against consideration in the form of shares if subscription rights were granted, and the benefits that this provides for the company and its shareholders would not be achievable. Where relevant opportunities arise, the Executive Board will diligently review in each case whether it should make use of the authorisation to issue new Class A shares and to exclude the subscription rights of Class A shareholders. When determining the valuation ratio, the Executive Board will ensure that shareholders' interests are adequately safeguarded. The Executive Board will base its assessment of the value of the Class A shares granted as consideration on the stock market price of the Class A shares. However, in particular in order to avoid jeopardising the results of negotiations due to fluctuations in the stock market price, no systematic link to a stock market price shall be established.

(iii) It shall further be possible to exclude the subscription rights of Class A shareholders if the requirements of Section 186 (3) sentence 4 AktG are met. This option to exclude subscription rights particularly provides the opportunity to take advantage of favourable stock exchange situations at short notice and to place the new shares by means of a private placement or a public offer. Excluding subscription rights often makes it possible to achieve a significantly higher cash inflow compared to an issue with subscription rights, since in the latter case usually a not insignificant discount has to be granted in order to ensure the attractiveness of the terms and thereby the chances of success for each issue over the entire offer period. In addition, this option to exclude subscription rights may also serve to attract additional investors such as institutional investors and to gain access to new groups of investors.

The interests of Class A shareholders are protected by the requirements of Section 186 (3) sentence 4 AktG in relation to the terms for the exclusion of subscription rights and regarding the issue price. According to these requirements, the new Class A shares must be issued at a price that does not significantly undercut the stock exchange price of the previously issued Class A shares. Class A shareholders are therefore not at any noteworthy disadvantage by the exclusion of subscription rights, since due to the issue price being oriented towards the market value the value of the subscription rights tends towards zero. At the same time, shareholders who wish to preserve their shareholding proportion can do so by purchasing via the market.

The voting rights interests of Class A shareholders are further protected against undue dilution of their equity investment by the fact that the volume of the new Class A shares issued without subscription rights is limited to 10% of the current share capital attributable to the Class A shares or, if lower, the share capital attributable to the Class A shares at the time the authorisation is utilised. This limit includes Class A shares issued or sold during the term of this authorisation until the date of its utilisation in direct or indirect application of Section 186 (3) sentence 4 AktG. Furthermore, this limit includes those Class A shares that have been issued or are to be issued on the basis of warrant-linked bonds or convertible debenture bonds issued during the term of this authorisation while excluding subscription rights in accordance with Section 186 (3) sentence 4 AktG. Including these shares ensures that the option to issue or grant Class A shares in exchange for cash contributions while excluding the subscription rights of Class A shareholders in direct or indirect application of Section 186 (3) sentence 4 AktG is limited to a total of 10% of the share capital attributable to Class A shares.

The proposed resolution provides for the restriction that the counting of shares to the limit as described above based on the exercise of authorisations (i) to issue new Class A shares in accordance with Section 203 (1) sentence 1, Section 203 (2) sentence 1, Section 186 (3) sentence 4 AktG and/or (ii) to sell Class A treasury shares in accordance with Section 71 (1) no. 8, Section 186 (3) sentence 4 AktG and/or (iii) to issue debenture bonds with conversion and/or warrant rights or conversion or warrant obligations in accordance with Section 221 (4) sentence 2, Section 186 (3) sentence 4 AktG, ceases to apply in the future if and to the extent the respective authorisation(s), the exercise of which led to shares being counted towards this limit, is/are renewed by the Annual General Meeting in accordance with statutory provisions. In this or these case(s), the Annual General Meeting must once again pass a resolution on the option of simplified exclusion of subscription rights, meaning that the reason for counting the shares towards the limit no longer applies, especially given that the majority requirements for the resolutions are identical in each case. Hence, provided that the statutory requirements are observed, the resolution by the Annual General Meeting on the creation of (i) a new authorisation to issue new Class A shares in accordance with Section 203 (1) sentence 1, Section 203 (2) sentence 1 and Section 186 (3) sentence 4 AktG, (ii) a new authorisation to dispose of Class A treasury shares in accordance with Section 71 (1) sentence 8 and Section 186 (3) sentence 4 AktG, or (iii) a new authorisation to issue debenture bonds in accordance with Section 221 (4) sentence 2 and Section 186 (3) sentence 4 AktG is to be considered as confirmation with respect to the resolution on the authorisation to issue new Class A shares under item 7.1 of the agenda

in accordance with Section 203 (1) sentence 1, Section 203 (2) sentence 1 and Section 186 (3) sentence 4 AktG. This is why the option of simplified exclusion of subscription rights in accordance with Section 186 (3) sentence 4 AktG should again be in effect for the issue of new Class A shares under the terms of agenda item 7.1. If an authorisation to exclude subscription rights is exercised again in direct or indirect application of Section 186 (3) sentence 4 AktG, the shares are again counted towards the limit.

(iv) The exclusion of subscription rights of Class A shareholders should also be possible to generate Class A shares for the purpose of servicing employee participation schemes. This is only possible if the subscription rights of the shareholders are excluded. Employee participation schemes are an important factor in the acquisition and retention of qualified management personnel within the company. The issue of shares to employees of the company and to employees and members of governing bodies of Group companies helps to strengthen the identification of this group of people with the company and also allows to align the interests of the workforce and shareholders towards a long-term growth in the company's share price. It should therefore also be possible to issue new Class A shares to serve employee participation schemes. This requires the exclusion of the shareholders' subscription rights.

(v) An exclusion of the subscription rights of Class A shareholders should ultimately also be possible to the extent required to grant the bearers or creditors of then outstanding warrant rights and/or debenture bonds those subscription rights to new Class A shares to which they would be entitled after exercising the warrant or conversion right or fulfilling their warrant or conversion obligation. This ability to exclude subscription rights is standard market practice and has the advantage that, in the event that the authorisation is exercised, the exercise or conversion price for the holders or creditors of existing warrants or convertible debenture bonds does not need to be reduced in accordance with the existing terms of the warrants or convertible bonds. This means that the debenture bonds may be sold in several tranches on more attractive terms, enabling a greater overall inflow of funds. This serves the shareholders' interests in an optimal financing structure for their company. The new Class A shares to be issued to the holders or creditors of warrant-linked bonds and/or convertible debenture bonds while excluding subscription rights are issued to these individuals under the same terms as they are offered for subscription to the company's Class A shareholders. There are no disproportionate disadvantages for the established shareholders, because the subscription rights may only be excluded to the extent required to grant subscription rights to the holders or creditors of previously issued warrant-linked bonds or debenture bonds.

Apart from the restrictions described above, new Class A shares may only be issued while excluding the subscription rights of the Class A shareholders under this authorisation if the total of the new Class A shares to be issued under this authorisation, combined with (i) any treasury Class A shares disposed of while excluding subscription rights prior to the issue of new Class A shares without subscription rights under this authorisation and (ii) any Class A shares issued or to be issued on the basis of debenture bonds with warrant or conversion rights or obligations that were issued without subscription rights of Class A shareholders prior to the issue of new Class A shares without subscription rights under this authorisation, does not exceed 20% of the share capital attributable to the

Class A shares, neither at the time this resolution takes effect nor – if the value is lower – at the time this authorisation is exercised. This additional quantitative restriction, which goes above and beyond the statutory requirements, ensures that any adverse effects for Class A shareholders are limited to the minimum.

For the reasons described above, the Executive Board and Supervisory Board believe that the exclusion of subscription rights in the specified cases is objectively justified and reasonable.

Prior to any utilisation of the authorisation, the Executive Board will in each case carefully examine whether exercising the authorisation and, if applicable, excluding the subscription rights of the Class A shareholders is in the best interest of the company and its shareholders. It will also report on any and each utilisation of the authorisation to the next Annual General Meeting.

Executive Board and Supervisory Board note that the resolution pertaining to item 7.1 of the agenda requires the approval of the Annual General Meeting as well as the separate approval of both the Class A and Class S shareholders – as specified in agenda items 7.2 and 7.3 – in order to become effective.

Executive Board Report regarding Agenda Item 8 (Authorised Capital II) pursuant to Section 203 (2) Sentence 2 and Section 186 (4) Sentence 2 AktG

The authorised capital adopted by the Annual General Meeting of 14 June 2012 allowing for the issuance of Class S shares (Authorised Capital II), which is currently governed by Article 3 (5) of the company's articles of association, also expires on 13 June 2017 and shall be renewed in order to enable the company to raise equity capital under favourable terms quickly and flexibly where necessary.

The new Authorised Capital II is based on the previous Authorised Capital II. It enables the issue of new Class S shares against contributions in cash and/or in kind. The specifics will be determined by the Executive Board with the approval of the Supervisory Board in the event of utilisation. With the approval of the Supervisory Board, the Executive Board will also determine the further conditions of the capital increase and the issue of the new Class S shares as well as the rights associated with the new Class S shares. The authorisation expires on 20 June 2022.

The Authorised Capital II solely relates to the issue of new, registered Class S shares. Class A shareholders' subscription rights are excluded. Excluding Class A shareholders' subscription rights when issuing new Class S shares under the Authorised Capital II allows in the interest of the company – likewise the exclusion of Class S shareholder subscription rights when issuing new Class A shares under the Authorised Capital I – to maintain the proportionate two-tier share structure set out in the articles of association, according to which each shareholder class participates in the net profit/loss of the A division or the S division only. Excluding Class A shareholders' subscription rights under the Authorised Capital II prevents the risk of dilution for S division shareholdings of Class S shareholders despite exercising their own subscription rights, and gives the latter the ability to maintain in full their proportionate profit participation rights for the division. The exclusion of Class A shareholders' subscription rights is thus

consistent with the proportionate two-tier share structure set out in the articles of association and is therefore justified. Ultimately, the Class A shareholders are protected by the requirement to adopt a special resolution in accordance with item 8.2 of the agenda.

In the event of utilisation of the Authorised Capital II, Class S shareholders are in principle entitled to their statutory subscription rights. However, the Executive Board shall be authorised, with the consent of the Supervisory Board, to also exclude the subscription rights of Class S shareholders for fractional amounts that arise as a result of the subscription ratio. This enables the presentation of a manageable subscription ratio with whole numbers and facilitates settlement of the equity transaction. At the same time, the potential dilutive effect for shareholders is low due to the restriction to fractional amounts. The exclusion of subscription rights is therefore necessary and reasonable.

Prior to any utilisation of the authorisation, the Executive Board will in each case carefully examine whether exercising the authorisation and, if applicable, excluding the subscription rights of the Class S shareholders is in the best interests of the company and its shareholders. It will also report on any and each utilisation of the authorisation to the next Annual General Meeting.

Executive Board and Supervisory Board note that the resolution pertaining to item 8.1 of the agenda requires the approval of the Annual General Meeting as well as the separate approval of both the Class A and Class S shareholders – as specified in agenda items 8.2 and 8.3 – in order to become effective.

Other Disclosures and Information

Total Number of Shares and Voting Rights

As of the date of convention of the Annual General Meeting, the company's share capital totals € 72,753,334.00 and is divided into 72,753,334 no-par-value shares, thereof 70,048,834 Class A shares and 2,704,500 Class S shares. Each share entitles the holder to one vote. The company currently does not hold any treasury shares. 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, only those shareholders are entitled to attend the Annual General Meeting and to exercise their voting rights who have registered with the company by no later than midnight (CEST) on **Wednesday, 14 June 2017** and provided that their registered shares are also entered in the share register on the day of the Annual General Meeting. The registration requires text form (as defined by Section 126b of the German Civil Code (BGB)) and may be submitted by post, fax, email or via the company's internet portal in German or in English via the following communication channels:

Hamburger Hafen und Logistik Aktiengesellschaft
 c/o HV AG
 Jakob-Oswald-Straße 22
 92289 Ursensollen, Germany
 Fax: +49 (0) 9628 42707 51
 E-mail: eintrittskarte@anmeldung-hv.de
 Internet portal: ► www.hhla.de/agm

Shareholders who wish to use the internet portal 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, in relation to the company only those persons are regarded as shareholders who are registered as such 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 (referred to as the "ban on new entries") from 15 June 2017 to 21 June 2017 (date of the Annual General Meeting).

Shares are not blocked by the registration and/or the ban on new entries; shareholders can therefore still freely dispose of their shares even after registration. Nevertheless, anyone purchasing shares whose application to be entered into the share register is received by the company after 14 June 2017 (so called "technical record date") cannot exercise the attendance and voting rights under these shares without being duly appointed as a 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.

Credit institutions, shareholder associations and other persons carrying on a business pursuant to Section 135 (1) and (8) AktG as well as institutions or companies deemed equivalent to credit institutions pursuant to Section 135 (10) in conjunction with Section 125 (5) AktG require appropriate proxy to exercise voting rights tied to bearer shares that are not owned by them but for which they are entered as holders in the share register. Details regarding such proxy are set forth 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 kindly ask shareholders to register as soon as possible to ensure that they receive their admission tickets in good time. Unlike registering for the Annual General Meeting, the admission ticket is not required to participate in the Annual General Meeting or to exercise voting rights; rather, it only serves to simplify the admission process at the entry point to the Annual General Meeting.

Postal Voting

Shareholders who are entered in the share register and who have registered in good time (for details, see “Attendance and Voting at the Annual General Meeting”, above) can also exercise their voting rights by postal vote. Proxy credit institutions, shareholder associations and other persons of equivalent status pursuant to Section 135 AktG may also exercise voting rights by postal vote.

Postal voting may take place either together with the registration using the form enclosed with the invitation to the Annual General Meeting or using the company’s internet portal at ► www.hhla.de/agm. Following registration, postal votes may also be cast by using the admission ticket to the Annual General Meeting.

Votes to be cast, revoked or amended by postal voting must be received by the company no later than midnight (CEST) on **Monday, 19 June 2017** under:

Hamburger Hafen und Logistik Aktiengesellschaft
c/o HV AG
Jakob-Oswald-Straße 22
92289 Ursensollen, Germany
Fax: +49 (0) 9628 42707 51
E-mail: eintrittskarte@anmeldung-hv.de
Internet portal: ► 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 a revocation or any postal votes cast beforehand.

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.

Proxy Voting

Authorisation of a Third Party

Shareholders who are entered in the share register and who have registered in good time (for details, see “Attendance and Voting at the Annual General Meeting” above) may also exercise their voting rights at the Annual General Meeting by appointing a proxy, such as a credit institution, a shareholder association or another person of their choice.

Unless a credit institution, a shareholder association or another individual or entity deemed equivalent to them pursuant to Section 135 AktG is appointed as proxy, the appointment of a proxy, the revocation of such appointment and the evidence of the appointment vis-à-vis the company require text form (Section 126b BGB).

Shareholders may grant proxy together with the registration using the form sent to them together with the invitation or via the company's internet portal at ► www.hhla.de/agm. After registration, proxies may also be appointed using the proxy section on the reverse of the admission ticket to the Annual General Meeting, the proxy form available online at ► www.hhla.de/agm or any other authorisation. Evidence of the granting of proxy vis-à-vis the company must either be presented to the company by the proxy holder on the day of the Annual General Meeting or received by the company in advance at the following address, where in the latter case shareholders are kindly asked for organisational reasons to submit the evidence to the company by no later than midnight (CEST) on **Monday, 19 June 2017**:

Hamburger Hafen und Logistik Aktiengesellschaft
 c/o HV AG
 Jakob-Oswald-Straße 22
 92289 Ursensollen, Germany
 Fax: +49 (0) 9628 42707 51
 E-mail: eintrittskarte@anmeldung-hv.de
 Internet portal: ► www.hhla.de/agm

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

If a shareholder appoints more than one person as proxy, the company may refuse admission to one or more such persons.

Appointment of a Proxy Designated by the Company

Shareholders who are entered in the share register and who have registered in good time (for details, see “Attendance and Voting at the Annual General Meeting” above) may also exercise their voting rights at the Annual General Meeting through proxies appointed by the company. 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 internet portal to authorise and instruct proxies. The deadline for granting proxy and submitting instructions is midnight (CEST) on **Monday, 19 June 2017**.

Should shareholders or shareholder representatives leave the Annual General Meeting early, they may also authorise and instruct the company’s proxies on the day of the Annual General Meeting, or revise or revoke previously granted proxies and instructions. However, for organisational reasons this is only possible until the close of the general debate.

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 Information

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.

Information pursuant to Section 121 (3) sentence 3 no. 3 AktG on the Shareholders’ Rights

Motions to supplement the Agenda in Accordance with Section 122 (2) AktG

Shareholders whose shares in the aggregate represent a proportionate amount of at least € 500,000.00 of the share capital may request that motions be included in the agenda and announced beforehand. Any such request must be submitted to the Executive Board of the company in writing and must be received by the company no later than midnight (CEST) on **Sunday, 21 May 2017** at the following address:

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

Motions to supplement the agenda that are addressed differently will not be considered.

All new agenda items must be accompanied by an explanation or a proposal for adoption. The applicant(s) must also demonstrate that they have been the bearer of the shares for at least 90 days before the day the request is received and that they (will) hold the shares until the decision is made on the request (Section 122 (2) and (1) AktG). Section 70 AktG applies for the purpose of calculating the duration of ownership of shares.

Motions to supplement the agenda are announced and submitted in the same way as the convention of the Annual General Meeting.

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 counter-motions to a proposal made by the Management concerning a specific item on the agenda. They may also make proposals within the meaning of Section 127 AktG regarding the election of auditors or Supervisory Board members. The company publishes counter-motions and election proposals, including the shareholder's name, the reasons given (only required for counter-motions), any legally required information and any comments by the management on the company's website at ► www.hhla.de/agm, provided that it receives the counter-motions (with reasons) or the election proposals by midnight (CEST) on **Tuesday, 6 June 2017**, at the following address:

Hamburger Hafen und Logistik Aktiengesellschaft
Recht und Versicherungen
Bei St. Annen 1
20457 Hamburg, Germany
Fax: +49 (0) 40 3088 553237
E-mail: gegenantraege@hhla.de

Motions that are addressed differently will not be considered.

Shareholders' Information Rights in Accordance with Section 131 (1) AktG

At the Annual General Meeting, each shareholder and shareholder representative can request information on company matters from the Executive Board, provided that the information is required for the proper assessment of an item on the agenda (see Section 131 (1) AktG). The obligation to provide information also applies to the company's legal and business relationships with affiliated companies and to the situation of the Group 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 Chairwoman 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 be available after the Annual General Meeting as a recording on the internet at ► www.hhla.de/agm.

Reference to the Company's Website

The 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, once the Annual General Meeting has been convened. The ballot results will also be announced here after the Annual General Meeting.

The documents to be disclosed will also be available during the Annual General Meeting on 21 June 2017.

Hamburg, May 2017

Hamburger Hafen und Logistik Aktiengesellschaft
The Executive Board

Financial Calendar

30 March 2017

Annual Report 2016
Press Conference, Analyst Conference Call

12 May 2017

Interim Statement January – March 2017
Analyst Conference Call

21 June 2017

Annual General Meeting

14 August 2017

Half-year Financial Report January – June 2017
Analyst Conference Call

14 November 2017

Interim Statement January – September 2017
Analyst Conference Call

Contact

Further information on and supporting documents to the Annual General Meeting are available online under ► www.hhla.de/agm

The Annual Report 2016 of HHLA is available online
► <http://report.hhla.de/annual-report-2016>

More information:

HHLA Investor Relations

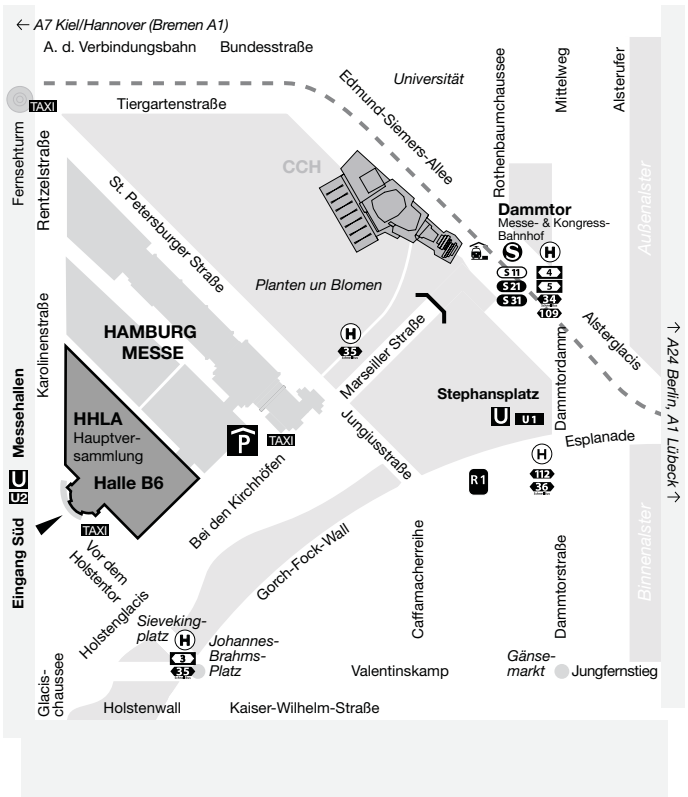
Phone: +49 (0) 40 3088-3100

E-mail: investor-relations@hhla.de

Travel Directions

To encourage the use of public transportation, when we send your admission ticket to the AGM, we will include a prepaid ticket for Hamburg's public transport system (Hamburger Verkehrsverbund) on the date of the meeting. Please note that any other costs in connection with the visit of the Annual General Meeting will not be reimbursed by the company.

We apologise for any inconvenience!



Note

The HHLA Annual General Meeting will take place close to the G20 summit at Hamburg Messe. Due to police security arrangements, there may be restrictions and constraints on the arrival around the exhibition hall already in the run-up to the summit. For the time being details are not yet known.

Further information about security measures can be found under

► www.polizei.hamburg/sicherheitszone-messehallen

The Hamburg Messe is located in the center of the Hanseatic city. Here you will find detailed information about the arrival options.

By train

With the InterCity station Dammtor, the Hamburg Messe is directly connected to Deutsche Bahn's long-distance railway network. From here you can reach Hall B6 (Entrance South) in a 15 minutes walk.

By public transportation

These lines of Hamburg's public transport system will take you to the Hamburg Messe Hall B6 (Entrance South):

City train S11, S21, S31	to Dammtor (15 minutes walk) to Sternschanze (15 minutes walk)
Underground U1 Underground U2 Underground U3 Underground U3	to Stephansplatz (15 minutes walk) to Messehallen (2 minutes walk) to Sternschanze (15 minutes walk) to Feldstraße (10 minutes walk)
Metro bus 4 Metro bus 5 Metro bus 3, 6	to Stephansplatz (15 minutes walk) to Dammtor (15 minutes walk) to Feldstraße (10 minutes walk)

By car

You can reach the Hamburg Messe by car via the following motorways and interchanges:

North	A 7: motorway junction HH-Volkspark
Northwest	A 23: motorway junction HH-Volkspark
East/Northeast	A 24/A 1: motorway junction HH-Horn
Southeast	A 250/A 255: Neue Elbbrücke/HH-Centrum
Southwest	A 1 (via A 7 Elbtunnel): motorway junction HH-Volkspark
South	A 7: Neue Elbbrücke/HH-Centrum