

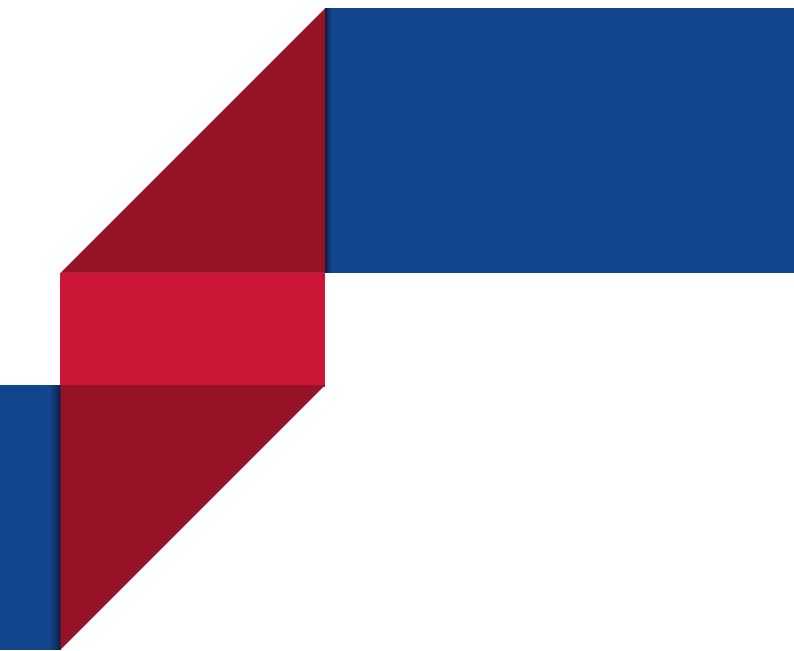
HHLA



GATEWAY TO THE  
FUTURE

# INVITATION

to the Annual General Meeting (virtual Annual General Meeting) of Hamburger Hafen und Logistik Aktiengesellschaft, Hamburg, on 20 August 2020



# HHLA Key figures

in € million	HHLA Group		
	2019	2018	Change
Revenue	<b>1,382.6</b>	1,291.1	7.1 %
EBIT	<b>221.2</b>	204.2	8.3 %
EBIT margin in %	<b>16.0</b>	15.8	0.2 pp
Profit after tax	<b>137.1</b>	138.5	- 1.0 %
Profit after tax and minority interests	<b>103.3</b>	112.3	- 8.0 %
Equity as of 31.12.	<b>578.9</b>	614.8	- 5.9 %
Equity ratio in %	<b>22.2</b>	31.2	- 9.0 pp
Number of Employees as of 31.12.	<b>6,296</b>	5,937	6.0 %

in € million	Port Logistics subgroup <sup>1,2</sup> – listed Class A shares –		
	2019	2018	Change
Revenue	<b>1,350.0</b>	1,258.5	7.3 %
EBIT	<b>204.4</b>	188.4	8.5 %
EBIT margin in %	<b>15.1</b>	15.0	0.1 pp
Profit after tax and minority interests	<b>93.6</b>	102.9	- 9.0 %
Earnings per share in € <sup>4</sup>	<b>1.34</b>	1.47	- 9.0 %
Dividend per share in € <sup>5</sup>	<b>0.70</b>	0.80	- 12.5 %

in € million	Real Estate subgroup <sup>1,3</sup> – non-listed Class S shares –		
	2019	2018	Change
Revenue	<b>40.2</b>	39.3	2.5 %
EBIT	<b>16.5</b>	15.5	6.5 %
EBIT margin in %	<b>40.9</b>	39.4	1.5 PP
Profit after tax and minority interests	<b>9.7</b>	9.4	3.0 %
Earnings per share in € <sup>4</sup>	<b>3.57</b>	3.46	3.0 %
Dividend per share in € <sup>5</sup>	<b>2.10</b>	2.10	0.0 %

<sup>1</sup> Before consolidation between subgroups

<sup>2</sup> Class A shares: ISIN: DE000A0S8488, SIC: A0S848


<sup>3</sup> Class S shares: not admitted for stock exchange trading

<sup>4</sup> Basic and diluted

<sup>5</sup> 2019: Dividend proposal

## Dear shareholders,

We hereby invite you to the Annual General Meeting of Hamburger Hafen und Logistik Aktiengesellschaft on **Thursday, 20 August 2020** at 10:00 a.m. Due to the coronavirus pandemic, this year's Annual General Meeting will be held as a virtual Annual General Meeting **without the physical presence of shareholders or their proxies.**

The virtual Annual General Meeting of shareholders will be transmitted live in image and sound via the Company's **shareholder portal** at [www.hhla.de/aktionaersportal](http://www.hhla.de/aktionaersportal) . More details are explained in the Section „Further information and notes“ at the end of this invitation.

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## Agenda and proposed resolutions

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1. **Presentation of the approved Annual Financial Statements for Hamburger Hafen und Logistik Aktiengesellschaft and the authorised Consolidated Financial Statements (both as of 31 December 2019), 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 and the explanatory report on the information pursuant to Section 289a (1) and Section 315a (1) of the German Commercial Code (HGB)**

The documents presented in connection with item 1 of the agenda may be inspected on the company's website at [www.hhla.de/aggm](http://www.hhla.de/aggm) from the time the Annual General Meeting is convened. The documents will also be available during the Annual General Meeting. The Supervisory Board has approved the Annual Financial Statements and Consolidated Financial Statements prepared by the Executive Board. The Annual Financial Statements have thus been adopted pursuant to Section 172 German Stock Corporation Act (AktG). A resolution of the Annual General Meeting is not required in this respect. As regards the Combined Management Report, the Supervisory Board Report and the explanatory report on the information pursuant to Section 289a (1) and 315a (1) HGB, statutory provisions do also not provide for a resolution of the Annual General Meeting. The Executive Board and, as regards the Supervisory Board Report, the Chairman of the Supervisory Board will explain the documents presented in connection with agenda item 1 in the Annual General Meeting. The resolution on the Executive Board's proposal for the appropriation of distributable profit is provided for under item 2 of the agenda. Therefore, according to statutory provisions no resolution of the Annual General Meeting is to be adopted with respect to agenda item 1.

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2. **Appropriation of distributable profit for the 2019 financial year**

Executive Board and Supervisory Board propose that the distributable profit for the 2019 financial year totalling € 219,363,530.44 (of which € 181,303,432.76 is attributable to the A division and € 38,060,097.68 to the S division) be utilised as follows:

- a) Distribution of a dividend of € 0.70 per dividend-entitled Class A share (70,048,834 dividend-entitled no-par-value shares) and of € 2.10 per dividend-entitled Class S share (2,704,500 dividend-entitled no-par-value shares), so that a total of € 49,034,183.80 is distributed to all Class A shares and a total of € 5,679,450.00 to all Class S shares. The total distribution figure for all shares thus amounts to € 54,713,633.80.
- b) Carry forward of the remaining balance attributable to the A division (€ 132,269,248.96) and the remaining balance attributable to the S division (€ 32,380,647.68), 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 pursuant to Section 71b AktG. In this case, an amended resolution proposal will be presented to the Annual General Meeting, providing for an unchanged distribution of € 0.70 per dividend-entitled Class A share and € 2.10 per dividend-entitled Class S share.

The A Shareholders receive a right to choose. The dividend will be paid, at the option of the A Shareholder, either (i) exclusively in cash (**cash dividend**), or (ii) in cash in the amount sufficient to settle the tax liability for the dividend payment and in the form of shares of the Company for the remaining part of the dividend (**scrip dividend**), or (iii) in cash for part of the shares of the shareholder and in the form of a scrip dividend for the other part of the shares. In relation to Class S shares, the dividend will be paid in cash.

Further details regarding the payment of the dividend as a cash dividend and the option for A Shareholders to opt for a scrip dividend will be set out regarding the company's A Shares in a separate document pursuant to Article 1 (4) (h), (5) subpara. 1 (g) of Regulation (EU) 2017/1129 (prospectus exemption document). This document will be made available on the company's website at [www.hhla.de/scrip-dividend](http://www.hhla.de/scrip-dividend) and will contain, in particular, information on the number and type of shares as well as explanations of the reasons for and details of the share offer.

Pursuant to Section 58 (4) sentence 3 AktG in conjunction with section 28 of the company's articles of association, it is determined that the shareholders' entitlement to their cash dividend is due on 15 September 2020. The shareholders who opt for the scrip dividend are expected to receive the new shares of the company on 17 September 2020.

Since the dividend for the 2019 financial year will be paid in full from the company's distributable profit (and not from the equity account relevant for tax purposes), the dividend entitlement is subject to dividend taxation irrespective of which option an A Shareholder chooses, meaning that the company will deduct withholding tax plus solidarity surcharge and, as appropriate, church tax.

The Executive Board and Supervisory Board point out that they will only offer and carry out the scrip dividend if they consider this to be reasonable after due assessment of the interests of the company and its shareholders. In this decision, the development of the company's A Share price and the market environment as well as the technical implementation will be taken into account in particular. If the Executive Board and the Supervisory Board decide not to carry out a scrip dividend, the option to pay the dividend in A Shares will not exist or will cease to exist and the dividend for the 2019 financial year will be paid exclusively in cash. Payment of the dividend would then be made immediately after such a decision, but no later than 15 September 2020.

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### **3. Discharge of the members of the Executive Board for the 2019 financial year**

Executive Board and Supervisory Board propose that discharge be granted to the members of the Executive Board who were in office in the 2019 financial year for this period.

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### **4. Discharge of the members of the Supervisory Board for the 2019 financial year**

Executive Board and Supervisory Board propose that discharge be granted to the members of the Supervisory Board who were in office in the 2019 financial year for this period.

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### **5. Election of the auditor of the Annual Financial Statements and the Consolidated Financial Statements**

Upon recommendation of its Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Hamburg, be elected as auditor of the Annual Financial Statements and the Consolidated Financial Statements for the 2020 financial year.

As per Section 16 (2) subpara. 3 of the EU Audit Regulation (Regulation (EU) no. 537/2014 of the European Parliament and the European Council dated 16 April 2014), the Audit Committee has declared that its recommendation is free from undue influence from third parties and that no clause restricting the choice within the meaning of Article 16 (6) of the EU Audit Regulation has been imposed on it.

Due to the postponement of this year's Annual General Meeting to August, the auditor for the review of the condensed financial statements and the interim management report for the Group for the first half of the 2020 financial year was appointed by court order of the Hamburg District Court dated 7 July 2020. Therefore, no resolution is to be adopted in this respect.

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### **6. Election of a new Supervisory Board member**

Dr Torsten Sevecke resigned from the Supervisory Board with effect as of the end of the Annual General Meeting on 20 August 2020. Therefore, a new shareholder representative has to be elected to the Supervisory Board. The election will be held in accordance with Article 10 (4) of the company's articles of association for the remaining term of office of Dr Sevecke, i.e. until the close of the Annual General Meeting that resolves on the discharge for the 2021 financial year.

Pursuant to 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, 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 be composed of at least 30 % each of

women and men. Since there was no objection to the joint fulfilment pursuant to Section 96 (2) sentence 3 AktG, the respective minimum quotas are to be met jointly in this election by the shareholder and the employee representatives on the Supervisory Board. Accordingly, of the twelve Supervisory Board members, at least four must be women and at least four must be men. This requirement is met irrespective of the following election proposal.

The Supervisory Board proposes that

Mr **Andreas Rieckhof**, M.A. in History, Political Science and Social and Economic History, Hamburg,  
State Secretary at the Ministry for Economic Affairs, Transportation and Innovation (department of economic affairs),

be elected to the company's Supervisory Board as shareholder representative for the period commencing at the end of the Annual General Meeting on 20 August 2020 until the end of the Annual General Meeting which resolves on the discharge of the Supervisory Board members for the 2021 financial year.

The above election proposal by the Supervisory Board is based on the recommendation of its Nomination Committee and was submitted on the basis of the recommendations of the German Corporate Governance Code (GCGC) and the competence and requirement profile adopted by the Supervisory Board, which also contains the objectives of the Supervisory Board for its composition.

### **Additional information in accordance with Section 125 (1) sentence 5 AktG**

Mr Rieckhof is a member of the statutory supervisory boards of the following German companies; these companies are companies associated with the Free and Hanseatic City of Hamburg:

- FHG Flughafen Hamburg GmbH Group, Hamburg

He is also a member of the following comparable domestic and foreign supervisory bodies of commercial enterprises:

- HHT Hamburg Tourismus GmbH, Hamburg (Chairman)
- HIW Hamburg Invest Wirtschaftsförderungsgesellschaft mbH, Hamburg<sup>1</sup> (Chairman)
- HMC Hamburg Messe und Congress GmbH, Hamburg (Chairman)
- Life Science Nord Management GmbH, Hamburg (Chairman)
- ReGe Hamburg-Projekt-Realisierungsgesellschaft mbH, Hamburg
- ZAL Zentrum für Angewandte Luftfahrtforschung GmbH, Hamburg (Chairman)

### **Further information on agenda item 6**

The Supervisory Board has satisfied itself that Mr Rieckhof has sufficient time available to discharge his duties.

With regard to recommendation C.13 of the GCGC, the Supervisory Board discloses that as state secretary, Mr Rieckhof is primarily occupationally active for the Free and Hanseatic City of Hamburg and therefore for the indirect majority

shareholder of the company. For reasons of precaution, the Supervisory Board also notes that Mr Rieckhof's functions in the companies or organisations listed above are related to his activities for the Free and Hanseatic City of Hamburg.

Apart from the aforementioned relationships, in the view of the Supervisory Board Mr Rieckhof does not have any personal or business relationships to the company or its group companies, the governing bodies of the company or of a significant shareholder in the company that would have to be disclosed under recommendation C.13 of the GCGC.

Further information about Mr Rieckhof, in particular the disclosures pursuant to recommendation C.14 of the GCGC on his relevant expertise, skills and experience, as well as significant activities in addition to the Supervisory Board mandate, can be found in his curriculum vitae, which can be inspected at [www.hhla.de/agm](http://www.hhla.de/agm). The curriculum vitae will also be available during the Annual General Meeting.

## Further information and notes

### **Holding as virtual Annual General Meeting without physical presence of the shareholders and their proxies, transmission in image and sound**


The law on measures in company, cooperative, association, foundation and residential property law to combat the effects of the coronavirus pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie, Covid-19 Act*), which came into force on 28 March 2020, provides for the possibility to hold ordinary annual general meetings in 2020 without the physical presence of shareholders or their proxies (virtual general meeting). In view of the COVID-19 pandemic that is set to continue for the foreseeable future, the rules of conduct adopted by the Free and Hanseatic City of Hamburg in this respect and the objective of avoiding health risks for shareholders, employees and members of the company's executive bodies, the Executive Board of Hamburger Hafen und Logistik Aktiengesellschaft has decided, with the consent of the Supervisory Board, to make use of this possibility. This year's Annual General Meeting will take place without the physical presence of shareholders and their proxies, with the possibility of following the virtual Annual General Meeting and exercising voting rights by means of electronic connection (**link-up**) at the Company's offices, Bei St. Annen 1, 20457 Hamburg.

The shareholders or their proxies therefore cannot physically attend the Annual General Meeting, but have the opportunity to follow the entire Annual General Meeting live on the Internet in image and sound via an online portal and to connect to the Annual General Meeting, in particular to exercise their voting rights, via the company's password-protected shareholder portal accessible at the same Internet address.

The company maintains an Internet-supported, password-protected online portal at the Internet address [www.hhla.de/aktionaersportal](http://www.hhla.de/aktionaersportal) (**Shareholder Portal**). Via such portal, the shareholders (and their proxies, if applicable) can



follow the Annual General Meeting in image and sound. Shareholders who have duly registered or their proxies can also use the Shareholder Portal to exercise their voting rights, issue proxies, submit questions or raise objections for recording in the minutes. In order to use the Shareholder Portal, you have to log in with your shareholder number and the access code that you receive with the letter of invitation to the Annual General Meeting. Shareholders who have registered for electronic delivery of the invitation to the Annual General Meeting may also use the Shareholder Portal using the access password created by themselves during registration. The various options for exercising your rights then appear in the form of buttons and menus on the user interface of the Shareholder Portal.

Shareholders will receive further details on the Shareholder Portal, the registration and the terms of use together with the invitation letter or on the Internet at [www.hhla.de/aktionaersportal](http://www.hhla.de/aktionaersportal) . Please also note the technical information at the end of this invitation.

The holding of the Annual General Meeting 2020 as a virtual Annual General Meeting in accordance with the Covid-19 Act leads to modifications in the procedures of the Annual General Meeting and in the rights of shareholders. We therefore kindly ask our shareholders this year to pay particular attention to the following information on registration, exercising voting rights and other shareholder rights in connection with the Annual General Meeting 2020.

### **Registration for the virtual general meeting and exercise of shareholder rights**

Pursuant to Article 19 paragraph 1 of the company's articles of association, only those shareholders are entitled to exercise shareholder rights beyond the mere following of the live transmission of the Annual General Meeting, in particular to exercise voting rights, who have registered with the company by no later than midnight (CEST) on **Thursday, 13 August 2020** and provided that their registered shares are also entered in the share register on the day of the Annual General Meeting (**duly registered shareholders**). Registration must be made in text form (Section 126b BGB) and may be submitted by post, fax, email or via the company's Shareholder Portal in German or in English via the following channels (the **registration addresses**):

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Hamburger Hafen und Logistik Aktiengesellschaft  
 c/o HV AG  
 Jakob-Oswald-Straße 4  
 92289 Ursensollen, Germany  
 Fax: +49 (0) 9628 42707-51  
 E-mail: [eintrittskarte@anmeldung-hv.de](mailto:eintrittskarte@anmeldung-hv.de)  
 Shareholder Portal: [www.hhla.de/aktionaersportal](http://www.hhla.de/aktionaersportal) 

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Shareholders who wish to use the Shareholder Portal will need their shareholder number and the corresponding access password. These details are provided together with in the invitation to the Annual General Meeting, which you will receive by post. Shareholders who have registered for electronic submission of the invitation to the Annual General Meeting may also use the Shareholder Portal by using the access password chosen in connection with the registration.


Pursuant to Section 67 (2) sentence 1 AktG, only those persons are deemed shareholders of the company who are registered as such in the company's 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 14 August 2020 to 20 August 2020 (date of the Annual General Meeting).

Shares are not blocked by the registration for the Annual General Meeting 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 13 August 2020 (technical record date) cannot exercise participation and voting rights under these shares unless having been duly authorized to exercise shareholder rights (in particular voting rights). In such case, the shareholder rights remain with the shareholder registered in the share register until the new shareholder is registered. Buyers of company shares not yet entered in the share register are therefore requested to file a corresponding application in good time.

Intermediaries within the meaning of Section 67a (4) AktG as well as associations or persons deemed equal to intermediaries pursuant to Section 135 (8) AktG may only exercise voting rights tied to registered bearer shares that are not in their name but for which they are entered as holders in the share register on the basis of an authorization. Details on such authorization can be found in Section 135 AktG.

### Postal voting

Duly registered shareholders can also exercise their voting rights in writing or by means of electronic communication (postal vote). Postal vote is also available to proxies (including authorized intermediaries as well as associations or persons of equal standing pursuant to Section 135 (8) AktG).

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 Shareholder Portal. The form may also be downloaded on the company's website at [www.hhla.de/agm](http://www.hhla.de/agm) . Postal vote may also take place after due registration.

Votes to be cast, revoked or amended by post must be received by the company – unless the Shareholder Portal is used – by no later than midnight (CEST) on **Wednesday, 19 August 2020** via one of the above registration addresses.

Postal vote by electronic means via the Shareholder Portal is also possible during the virtual Annual General Meeting **until the end of voting**. Until such point in time, it is also possible to revoke or amend postal votes cast beforehand via other communication channels via the Shareholder Portal. In case several votes are received, only the last one received by the company will be taken into account.


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

### **Authorisation of a third party**

Duly registered shareholders may also exercise their voting rights at the Annual General Meeting by appointing a proxy, such as an intermediary, a shareholder association or another person of their choice. Proxies may in turn exercise their voting rights by postal vote (see Postal voting above) or by authorizing and instructing the company's proxies (see Authorization of proxies designated by the company).

Unless an intermediary or an association or person of equal standing pursuant to Section 135 (8) AktG shall be authorised to act as a proxy, the granting of the power of attorney, its revocation and proof of authorization via-à-vis the company require text form (Section 126b BGB).

Shareholders may grant the power of attorney together with the registration either via the form sent to them together with the invitation or via the company's Shareholder. After registration, proxies may be appointed, at the shareholders' choice, by using the Shareholder Portal, the proxy form sent to the shareholders together with the invitation, the proxy form available online at [www.hhla.de/agm](http://www.hhla.de/agm)  or another authorisation.

If the power of attorney is issued via the Shareholder Portal or by other declaration in text form via-à-vis the company, no separate proof of authorization is required. If the power of attorney is granted by declaration to the person to be authorized and the authorized party is not an intermediary or an association or person of equal standing pursuant to Section 135 (8) AktG, the company requires proof of authorization. Proof can particularly be provided, by submission of a copy or scan of the proxy via post, fax or e-mail to the above registration addresses. The aforesaid applies *mutatis mutandis* for a revocation of proxies.

If the granting or proof of proxy or its revocation is made by means of a declaration to the Company by post, e-mail or fax, for organizational reasons it must be received by the company at one of the registration addresses stated above by no later than midnight (CEST) on **Wednesday, 19 August 2020**. The granting or revocation of proxy via the Shareholder Portal is also possible during the Annual General Meeting **until the end of voting**.

The link-up of the proxy via the Shareholder Portal requires that the proxy receives the access data of the person granting the power of attorney that such person received with the letter of invitation to the Annual General Meeting or that that have been chosen by such person.

The appointment of an intermediary within the meaning of Section 67a (4) AktG or an association or person of equal standing pursuant to Section 135 (8) AktG as proxy, as well as the revocation or the proof of such proxy, is subject to the statutory provisions, in particular Section 135 AktG. In case of appointment of an intermediary or an association or person of equal standing pursuant to Section 135 (8) AktG as proxy, shareholders are requested to discuss potential proxy requirements with regard to the power of attorney with their intended proxy in good time. In case of appointment of an intermediary or an association


or person of equal standing pursuant to Section 135 (8) AktG as proxy, he/she will also file the registration of the shareholder to the Annual General Meeting. The respective power of attorney shall therefore be submitted directly to the intermediary or the association or person in good time, so that registration with the company by midnight (CEST) on **Thursday, 13 August 2020** is possible.

Intermediaries and associations or persons deemed equal pursuant to Section 135 (8) AktG who represent a variety of shareholders are recommended to contact one of the registration addresses prior to the Annual General Meeting with regard to the exercise of voting rights.

If a shareholder grants a proxy to more than one person, the company may reject one or more such persons.

#### ***Authorisation of proxies designated by the company***


Duly registered shareholders may also have their voting rights exercised at the virtual Annual General Meeting by 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 granting of a power of attorney with instructions to the proxies of the company requires text form and is possible in advance of the Annual General Meeting using the power of attorney and instructions form sent together with the invitation letter. In addition, a form for the granting of a power of attorney and instructions is available for download on the Company's website at [www.hhla.de/agm](http://www.hhla.de/agm) .

The power of attorney and instructions to the proxies of the company must be sent to the Company in text form to one of the registration addresses listed above. In addition, shareholders may use the Shareholder Portal to grant power of attorney and issue instructions to the proxies. The Shareholder Portal can also be used to change or revoke any previously issued power of attorney and instructions.

The transmission of the power of attorney together with instructions, the revocation or change of any instructions via the Shareholder Portal is possible **until the end of voting** at the Annual General Meeting. The transmission of the power of attorney together with instructions via the other registration addresses is only possible until midnight (CEST) on **Wednesday, 19 August 2020**.

#### **Further information**

Further details on registration and granting proxies 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) .

### Possibility for shareholders to ask questions

Duly registered shareholders have the opportunity to ask questions via electronic communication (Section 1 (2) no. 3 Covid-19 Act). The Executive Board – with the consent of the Supervisory Board – has determined that questions have to be submitted via the Shareholder Portal no later than two days prior to the meeting, i.e. by midnight (CEST) on **Monday, 17 August 2020**. Questions submitted after the aforementioned deadline or via other means of contact will not be considered.

Pursuant to Section 1 (2) sentence 2 Covid-19 Act, the Executive Board decides in its due and free discretion which questions it will answer and how to answer them. It is in principle foreseen to name the question posers by name when answering the questions. Please also note the more detailed explanations on shareholder rights and data protection at the end of this invitation.

### Declaration of objections for recording in the minutes

Duly registered shareholders or their proxies who have exercised their voting rights may object to resolutions of the Annual General Meeting within the meaning of section 1 (2) no. 4 Covid-19 Act. Such objections can be declared via the Shareholder Portal from the opening of the Annual General Meeting until the closing of the Annual General Meeting by the chairman of the meeting. Duly declared objections will be included together with the name of the shareholder or proxy in the notarial record of the Annual Shareholders' Meeting.

### Information pursuant to Section 121 (3) sentence 3 no. 3 AktG on shareholders' rights

#### Supplement to the agenda pursuant to Section 122 (2) AktG

Shareholders holding a total of at least € 500,000.00 of the share capital may request that items be included in the agenda and published. Such requests must be addressed in writing to the company's Executive Board at the address below and must be received by no later than midnight (CEST) on **Monday, 20 July 2020**:


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Hamburger Hafen und Logistik Aktiengesellschaft  
 Legal and Insurance  
 Bei St. Annen 1  
 20457 Hamburg, Germany

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Supplementary requests addressed otherwise will not be considered.

Each new agenda item must be accompanied by an explanation or a draft resolution. The applicant(s) must also prove that he/she/they has/have held shares at least 90 days prior to the date of receipt of the request and that he/she/they will hold the shares until a decision is made on the request (Section 122 (2) and (1) AktG). When calculating the period of share ownership, Section 70 AktG applies.

Unless already published together with the convocation of the Annual General Meeting, supplements to the agenda that are to be announced will be published in the Federal Gazette without undue delay after receipt of the request for supplement. They will also be available online at [www.hhla.de/agm](http://www.hhla.de/agm) .

The statutory provisions underlying these shareholders' rights are Sections 122 (1) and (2), 121 (7) and 70 AktG.

## Motions and election proposals by shareholders pursuant to Section 126 (1) and Section 127 AktG

Shareholders may submit countermotions within the meaning of Section 126 AktG to a proposal made by the management concerning a specific item of 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 will publish countermotions and election proposals, including the name of the shareholder, any reasoning and any legally required information, as well as any statement by the management, on the company's website at [www.hhla.de/agm](http://www.hhla.de/agm) if the countermotions and election proposals are sent to the following address and are received by no later than midnight (CEST) on

**Wednesday, 5 August 2020:**

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Hamburger Hafen und Logistik Aktiengesellschaft  
Legal and Insurance  
Bei St. Annen 1  
20457 Hamburg, Germany  
Fax: +49 (0) 40 3088-553237  
E-mail: [gegenantraege@hhla.de](mailto:gegenantraege@hhla.de)

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Motions and election proposals sent to any other address will not be considered.

The company may refrain from publishing a countermotion and/or any reasoning in the cases set forth in Section 126 (2) AktG, e.g. if the countermotion would lead to a resolution of the Annual General Meeting that infringes statutory provisions or the company's articles of association. The reasoning of a countermotion does not have to be published if it includes more than 5,000 characters.

Pursuant to Section 127 AktG, the above sentences apply mutatis mutandis to shareholders' proposals for the election of supervisory board members or auditors. Election proposals do not require reasoning. Apart from the cases set forth in Section 126 (2) AktG, the publication of election proposals is not required if the proposal does not include the name, current occupation and place of residence of the proposed candidate or, in case a legal entity is proposed as auditor, the company name and the registered seat of the proposed auditor. Proposals for the election of supervisory board members furthermore do not have to be made available if the proposal does not contain the information pursuant to Section 125 (1) sentence 5 AktG on memberships in other statutory supervisory boards.

During the virtual Annual General Meeting no countermotions or election proposals may be raised. Countermotions and election proposals published beforehand in accordance with Sections 126 and 127 will be considered as raised in the Annual General Meeting, provided that the shareholder who raised the countermotion or election proposal is duly registered for the virtual Annual General Meeting. The statutory provisions underlying these shareholders' rights are Sections 126, 127, 124 (3) sentence 4 and 125 (1) sentence 5 AktG.

### **Possibility for shareholders to ask questions in accordance with Section 131 (1) AktG in conjunction with § Section 1 (2) no. 3 and sentence 2 Covid-19 Act**

Pursuant to Section 1 (2) Covid-19 Act, the shareholders' right to information is restricted in the case of a virtual general meeting. According to such provision, shareholders only have the possibility to ask questions by means of electronic communication (Section 1 (2) sentence 1 no. 3 Covid-19 Act). The Executive Board may also stipulate that questions must be submitted at least two days before the Annual General Meeting. The Executive Board of the company has made use of this option with the approval of the Supervisory Board. Pursuant to Section 1 (2) sentence 2 Covid-19 Act – in deviation from Section 131 AktG – the Executive Board decides in its due and free discretion on the answers to the questions. According to the explanatory memorandum to Section 1 para. 2 sentence 2 Covid-19 Act, the management does not have to answer all questions, it may summarize questions and select meaningful questions in the interest of the other shareholders. It may give preference to shareholder associations and institutional investors with significant voting interests. Reference is made to the above comments on the *Possibility for shareholders to ask questions*.

The regulations on which these shareholder rights are based can be found in Section 131 AktG in conjunction with Section 1 (2) no. 3 and sentence 2 Covid-19 Act.

### **Transmission and recording of the Annual General Meeting**

The shareholders have the opportunity to follow the entire Annual General Meeting in image and sound via the Company's Shareholder Portal ([www.hhla.de/aktionaersportal](http://www.hhla.de/aktionaersportal)) live on the Internet. Shareholders or proxies who wish to make use of this option require their shareholder number and the access data sent to them or chosen by them, respectively, or, in the case of proxies, the access data of the respective shareholder granting proxy. In addition, it is intended to broadcast the speech of the chairwoman of the Executive Board in a live stream accessible to the general public on the website [www.hhla.de/agm](http://www.hhla.de/agm). The speech will also be available as a recording on the aforementioned website after the Annual General Meeting.

### **Total number of shares and voting rights**

At the time the Annual General Meeting is convened, the company's share capital amounts to € 72,753,334.00 and is divided into 72,753,334 no-par-value shares, of which 70,048,834 are Class A shares and 2,704,500 are Class S shares. Each share carries one vote. The company currently does not hold any treasury shares. The total number of shares and voting rights issued by the company thus amounts to 72,753,334.

## Reference to the company's website

The information pursuant to Section 124a AktG – in particular the convocation of the Annual General Meeting including the explanations regarding the shareholder rights pursuant to Sections 122 (2), 126 (1), 127 and 131 (1) AktG in conjunction with the COVID-19-Act, the documents to be disclosed, any documents and motions submitted by shareholders and further details will be available on the company's website [www.hhla.de/agm](http://www.hhla.de/agm) as of the convening of the Annual General Meeting and also during the Annual General Meeting. The company's Shareholder Portal, which enables duly registered shareholders to exercise their voting rights before and during the Annual General Meeting, can also be accessed via such website. The voting results will also be available there after the Annual General Meeting.

## Information on data privacy

When shareholders and/or their proxies register for the virtual Annual General Meeting, grant a proxy, exercise their voting rights, use the Shareholder Portal or link-up to the virtual Annual General Meeting, we process personal data relating to the shareholder and/or proxy (e.g. name and surname, address, e-mail address, number of shares, type of shareholding and individual access data for use of the Shareholder Portal). This is done to enable shareholders or their proxies to link-up to and exercise their rights in connection with the virtual Annual General Meeting.

Responsible for processing is Hamburger Hafen und Logistik AG,  
Bei St. Annen 1, 20457 Hamburg, Germany, e-mail: [datenschutz@hhla.de](mailto:datenschutz@hhla.de)

If we use service providers to conduct the virtual Annual General Meeting, these service providers process your personal data only on our behalf and are otherwise obliged to maintain confidentiality.

If the legal requirements are met, every person concerned has the right to information, correction, restriction, deletion and, if necessary, objection with regard to the processing of his or her personal data at any time, as well as the right to data transmission and to file a complaint with a competent data protection supervisory authority.

Further information on the processing of your personal data and on your rights under the EU General Data Protection Regulation are available at any time on our website at [www.hhla.de/agm](http://www.hhla.de/agm) or can be requested at the following address: Hamburger Hafen und Logistik AG, Bei St. Annen 1, 20457 Hamburg, Germany, e-mail: [datenschutz@hhla.de](mailto:datenschutz@hhla.de).




## Technical information on the virtual Annual General Meeting

You will need an Internet connection and an Internet-capable device to follow the virtual Annual General Meeting and to use the Shareholder Portal and exercise shareholder rights. In order to be able to optimally reproduce the video and audio transmission of the Annual General Meeting, a stable Internet connection with sufficient transmission speed is recommended.

If you use a computer to receive the video and audio transmission of the virtual Annual General Meeting, you will need a browser and speakers or headphones.

To access the password-protected Shareholder Portal of the company, in addition to your shareholder number you will need your individual access data, which you received with the invitation letter to the Annual General Meeting or which you selected yourself during registration for electronic delivery of the AGM documents.

In order to avoid the risk of restrictions on the exercise of shareholder rights due to technical problems during the virtual Annual General Meeting, we recommend – as far as possible – that you exercise your shareholder rights (in particular your voting rights) already **prior to the Annual General Meeting**.

Shareholders will receive further details on the Shareholder Portal and the terms of registration and use in the invitation documents sent to them or on the Internet at [ww.hhla.de/aktionaersportal](http://ww.hhla.de/aktionaersportal) .

If you have any technical questions about the shareholder portal or about your participation by electronic link-up to the virtual Annual General Meeting, you may contact our Annual General Meeting service, which can be reached by telephone on +49 (0) 40 3088 3100 (Monday to Friday from 9:00 a.m. to 6:00 p.m.) or by e-mail at [hauptversammlung@hhla.de](mailto:hauptversammlung@hhla.de).

Hamburg, im July 2020

Hamburger Hafen und Logistik Aktiengesellschaft  
The Executive Board

## Financial calendar

### **25 March 2020**

Annual Report 2019

Analyst conference call

### **12 May 2020**

Interim Statement January–March 2020

Analyst conference call

### **12 August 2020**

Half-year Financial Report January–June 2020

Analyst conference call

### **20 August 2020**


Virtual Annual General Meeting

### **12 November 2020**


Interim Statement January–September 2020

Analyst conference call

## Contact

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

The Shareholder Portal is available under [www.hhla.de/aktionaersportal](http://www.hhla.de/aktionaersportal) 

The Annual Report 2019 of HHLA is available online <http://report.hhla.de/annual-report-2019> 

### Further information:

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# Imprint

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