

Counter motions by the Dachverband der Kritischen Aktionärinnen und Aktionäre ("Association of Ethical Shareholders")

Convenience translation

Counter motion to agenda item 2 – Appropriation of distributable profit for the 2024 financial year

The association rejects the appropriation of net retained profits for the 2024 financial year proposed by the Executive Board and Supervisory Board.

Reason:

It is an unusual occurrence for HHLA AG to issue an ad hoc announcement by its majority shareholder, Port of Hamburg Beteiligungsgesellschaft SE, containing a counter motion on the appropriation of net profit.

"Ad hoc: Majority shareholder submits counter-motion to reduce the dividend

Port of Hamburg Beteiligungsgesellschaft SE, which holds a total of approximately 90.4 per cent of the share capital of Hamburger Hafen und Logistik AG (HHLA), today submitted a counterproposal to agenda item 2 of the HHLA Annual General Meeting convened for 3 July 2025, proposing that instead of the dividend of € 0.16 per class A share previously proposed by the Executive Board and Supervisory Board, a dividend of € 0.10 per class A share be distributed.

According to the reasons given for the counter motion, this is intended to strengthen the company's equity and increase liquidity. This shall improve the ability to finance investments even better in the future. ..."

<https://hhla.de/en/investors/releases/ad-hoc-disclosures/detail-view/ad-hoc-majority-shareholder-submits-counterproposal-to-reduce-dividend>

Obviously, the various shareholders of Port of Hamburg Beteiligungsgesellschaft SE, the Mediterranean Shipping Company (MSC) and the City of Hamburg, did not agree on the appropriation of net profit.

The process is not suitable for increasing confidence in the judgement and ability to act of Port of Hamburg Beteiligungsgesellschaft and gives rise to fears for the future of HHLA AG.

Countermotion to agenda item 3 - Discharge of the members of the Executive Board for the 2024 financial year

The Association of Ethical Shareholders proposes that the actions of the members of the Executive Board for the 2022 financial year not be approved.

Reason:

Background: The City of Hamburg and the world's largest shipping company, Mediterranean Shipping Company (MSC), will manage Hamburger Hafen und Logistik AG (HHLA) as a joint venture in future, in which the city holds a majority of 50.1 per cent and MSC 49.9 per cent.

A good face for a bad game

The Management Board of Hamburger Hafen und Logistik AG is putting on a good face. When Angela Titzrath, Chairwoman of the Management Board, learnt about the Hamburg Senate's MSC deal, she should have campaigned more strongly against such a large shareholding. With three MSC representatives on the Supervisory Board, it is possible that Angela Titzrath will soon be nothing more than a powerless "breakfast director" (see countermotion to discharge the Supervisory Board and elect a new Supervisory Board).

Doubts as to whether HHLA AG will be climate-neutral by 2040

Hamburger Hafen und Logistik AG is aiming to become climate-neutral by 2040. However, there are justified doubts as to whether HHLA will achieve the climate targets it has set itself. The question must be asked as to whether the targets can actually be realised. In particular, the switch to hydrogen as an energy source and the reduction of CO₂ emissions in the operating business are seen as major challenges.

In addition, there are serious concerns as to whether the new anchor shareholder MSC, which is not known to be particularly sustainable, is prepared to support ambitious climate targets.

Countermotion to agenda item 4 – Discharge of the members of the Supervisory Board for the 2024 financial year

The Association of Ethical Shareholders proposes that the actions of the members of the Supervisory Board not be approved.

Reason:

The members of the Supervisory Board have violated important principles of corporate governance.

Hamburg Senate negotiated deal with MSC in secret

In mid-September 2023, after months of secret negotiations, the Hamburg Senate agreed with the Mediterranean Shipping Company (MSC) to reorganise the ownership of HHLA. The sales plan was only discussed with lawyers and banks. Even the Executive Board of the port operator was only informed afterwards – as was the public.

Warnings about the world's largest shipping company MSC thrown to the wind

Despite all the warnings and resistance in the Free and Hanseatic City of Hamburg, the parliament and also within Hamburger Hafen und Logistik AG, Mayor Peter Tschentscher, Finance Senator Andreas Dressel and Economics Senator Melanie Leonhardt have stuck to their MSC deal and a majority of Hamburg's parliament has given its approval. The fortunes of the Port of Hamburg will also be controlled from Geneva in future. With a 49.9 % stake in HHLA AG, the Swiss shipping company MSC is an anchor shareholder in the truest sense of the word, able to stand up to the Hamburg Port Authority and help make strategic decisions.

MSC is the world's largest container and cruise group. As a private company owned by the Aponte family, it is not subject to the reporting obligations of a listed stock corporation like HHLA AG. ESG criteria such as responsibility for the environment, working conditions and good corporate governance do not play a major role at MSC.

HHLA employees and representatives of the trade union ver.di fear that employee rights could be curtailed if MSC holds almost half of the shares in HHLA. As a family-owned company, MSC does not recognise the kind of co-determination that exists at HHLA. In a supplementary agreement with the City of Hamburg and HHLA, the shipping company has promised to refrain from compulsory redundancies for at least five years, but it is unclear what will happen after that.

In the cruise ranking of the nature conservation organisation NABU, MSC only ranks in the lower midfield. There are no ambitious ambitions to operate the entire fleet in a climate-neutral manner before 2050. Yet Germany has enshrined the goal of greenhouse gas neutrality by 2045 in its Climate Protection Act. As already mentioned, HHLA is aiming to become climate-neutral by 2040. It is therefore not clear how MSC will support HHLA's strategic focus on climate protection.

NABU awards MSC zero points for stopping the use of heavy fuel oil and installing particulate filters, and just half a point for climate-neutral new ship construction, shore power and nitrogen oxide catalytic converters. Overall, MSC scored just 5.5 out of a possible 15 points. (see https://www.nabu.de/imperia/md/nabu/images/umwelt/verkehr/verkehrstraeger/schiff/24_0708_nabu-kreuzfahrtranking2024_michalka_1360x906.jpeg and https://www.nabu.de/imperia/md/content/nabude/verkehr/240711_nabu-kreuzfahrtranking2024_tabelle-bewertung.pdf)

Old and accident-prone container fleet

MSC sails with an old container fleet that frequently suffers shipwrecks. As recently as 26 May, the feeder "MSC Elsa III" sank off the coast of India. <https://www.thb.info/rubriken/maritime-sicherheit/detail/news/feeder-msc-elsa-3-vor-indien-gesunken.html>. Dangerous goods containers drift in the sea: <https://hansa-online.de/2025/05/insurances/262836/msc-containerschiff-sinkt-vor-indien/>

In March, the container freighter "MSC Houston V" lost its cargo in a storm near Cape St. Vincent on the south-western tip of the European mainland (near Portugal). <https://www.ankerherz.de/blogs/news/frachter-verliert-container-im-wintersturm-und-laeuft-nothafen-an>. By comparison, Hapag-Lloyd has not lost a ship in the last four years.

Countermotion to agenda item 9 – Elections to the Supervisory Board

The Association of Ethical Shareholders votes against Kristin Berger, Hugues Favard and Søren Toft in the elections to the Supervisory Board.

Reason:

The Supervisory Board members proposed for election on the recommendation of the Nomination Committee hold important positions at Mediterranean Shipping Company (MSC). It must be verified whether the three persons proposed for election are independent and pursue the interests of HHLA AG or those of MSC in exercising their Supervisory Board mandate.

Kristin Berger is Chief Financial Officer of MSC Germany S.A. & Co. KG.

Hugues Favard is Chief Investment Officer of MSC Mediterranean Shipping Company S.A.

Søren Toft is Chief Executive Officer of MSC Mediterranean Shipping Company S.A.

By court order, Kristin Berger, Hugues Favard and Søren Toft were each appointed as members of the Supervisory Board until the end of the Annual General Meeting that resolves on the discharge of the members of the company's Supervisory Board for the 2024 financial year.

It should be investigated whether the Supervisory Board members Bettina Lentz, Dr Norbert Kloppenburg and Prof. Dr Burkhard Schwenker (shareholder side) voluntarily resigned from their positions as members of the company's Supervisory Board on 6 January 2025, 10 January 2025 and 23 May 2025 instead of standing for re-election.

Company note regarding the exercise of voting rights

You can support the countermotions of the Dachverband der Kritischen Aktionärinnen und Aktionäre (“Association of Ethical Shareholders”) by voting “No” on the respective resolution proposed by the management.