



Annual General Meeting

2025

Hamburger Hafen und
Logistik Aktiengesellschaft

Invitation to the Annual General Meeting

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A1 Unique identifier	Virtual Annual General Meeting of Hamburger Hafen und Logistik Aktiengesellschaft 2025 (GMETHHFA0703)
A2 Type of notification	Convening the Annual General Meeting (NEWM)
B1 ISIN	DE000A0S8488
B2 Name of issuer	Hamburger Hafen und Logistik Aktiengesellschaft
C1 Date of the Annual General Meeting	3 July 2025 (20250703)
C2 Time of the Annual General Meeting	10:00 a.m. (CEST) (8:00 a.m. UTC)
C3 Nature of the Annual General Meeting	Annual General Meeting as a virtual meeting without the physical presence of the shareholders or their proxies (with the exception of proxies nominated by the company) (GMET)
C4 Location of the Annual General Meeting	www.hhla.de/aktionaersportal
C5 Record date	26 June 2025 (24:00 CEST) (20250626)
C6 Uniform Resource Locator (URL)	www.hhla.de/aktionaersportal



Hamburger Hafen und Logistik Aktiengesellschaft Hamburg

Class A shares

ISIN: DE000A0S8488

WKN: A0S848

Class S shares

(not admitted for stock exchange trading)

Invitation to the Annual General Meeting of Hamburger Hafen und Logistik Aktiengesellschaft, Hamburg, on 3 July 2025

Unique event identifier: GMETHHFA0703

Dear shareholders,

We cordially invite you the Annual General Meeting of Hamburger Hafen und Logistik Aktiengesellschaft on **Thursday, 3 July 2025 at 10:00 a.m. (CEST)**.

On the basis of Article 18 (5) of the articles of association in conjunction with Section 118a (1) sentence 1 of the German Stock Corporation Act (AktG), the Annual General Meeting will be held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies (with the exception of proxies nominated by the company) at the location of the Annual General Meeting.

After duly registering electronically via the company's shareholder portal at www.hhla.de/aktionaersportal, shareholders and their proxies will be able to join the virtual Annual General Meeting in order to take part and exercise their rights. Voting rights may only be exercised by shareholders and their proxies via postal vote or electronic postal vote, or by assigning proxy rights to a proxy designated by the company. Information about registration, joining the meeting remotely and for shareholders and their proxies who wish to exercise their rights can be found in the section "[Further details and notes](#)" at the end of this invitation.

Regardless of registration status for the Annual General Meeting, the virtual Annual General Meeting will be broadcast in audiovisual form for shareholders and their proxies via the company's shareholder portal at www.hhla.de/aktionaersportal.

The location of the Annual General Meeting as per the German Stock Corporation Act is Studio Gleis 7, Friesenweg 14, 22763 Hamburg, Germany. Shareholders and their proxies (with the exception of proxies nominated by the company) may not attend the Annual General Meeting in person.

Agenda and proposed resolutions

1. Presentation of the approved Annual Financial Statements and of the authorised Consolidated Financial Statements, the Combined Management Report for Hamburger Hafen und Logistik Aktiengesellschaft and the Group as of 31 December 2024, the Supervisory Board report, the Executive Board's proposal for the appropriation of distributable profit, as well as the additional information in accordance with Section 289a and Section 315a of the German Commercial Code (HGB)

The documents presented in connection with item 1 of the agenda may be viewed on the website at www.hhla.de/agm from the time the Annual General Meeting is convened. They 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 AktG. No resolution is to be taken by the Annual General Meeting. The law does not require any resolution by the Annual General Meeting with regard to the Combined Management Report, the Supervisory Board Report or the additional information in accordance with Section 289a and Section 315a of the German Commercial Code (HGB). The Executive Board and, as regards the Supervisory Board Report, the Chairman of the Supervisory Board will explain the documentation presented in connection with item 1 of the agenda at the Annual General Meeting. The resolution on the proposal regarding the appropriation of distributable profit is covered by item 2 of the agenda. Therefore, 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 2024 financial year

The Executive Board and Supervisory Board propose that the distributable profit for the 2024 financial year totalling € 273,643,592.53 (of which € 220,795,346.56 is attributable to the A division and € 52,848,245.97 to the S division) be utilised as follows:

- a) Distribution of a dividend of € 0.16 per dividend-entitled class A share (72,514,938 dividend-entitled no-par-value shares) and of € 1.50 per dividend-entitled class S share (2,704,500 dividend-entitled no-par-value shares), or a total of € 11,602,390.08 to all class A shares and a total of € 4,056,750.00 to all class S shares. The total distribution figure for all shares amounts to € 15,659,140.08.
- b) Carry forward of the remaining balance attributable to the A division (€ 209,192,956.48) and the remaining balance attributable to the S division (€ 48,791,495.97), each to new account.

As of the date of convention of the Annual General Meeting, the company does not hold any treasury shares. If the company holds 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, with an unchanged distribution of € 0.16 per dividend-entitled class A share and € 1.50 per dividend-entitled class S share.

According to Section 58 (4) sentence 2 AktG, the dividends become payable on the third business day following the resolution by the Annual General Meeting, i.e. on 8 July 2025.

3. Discharge of the members of the Executive Board for the 2024 financial year

The Executive Board and Supervisory Board propose that discharge be granted to the members of the Executive Board who were in office in the 2024 financial year for this period.

4. Discharge of the members of the Supervisory Board for the 2024 financial year

The Executive Board and Supervisory Board propose that discharge be granted to the members of the Supervisory Board who were in office in the 2024 financial year for this period.

5. Election of the auditor of the Annual Financial Statements and the Consolidated Financial Statements and the auditor for the review of interim financial reports

Upon the recommendation of its Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Hamburg, be elected to conduct the audit of the Annual and Consolidated Financial Statements for the 2025 financial year and to conduct the review of the Condensed Financial Statements and the interim management report of the Group for the first half of the 2025 financial year.

As per Section 16 (2) (3) of the EU Audit Regulation (Regulation (EU) no. 537/2014 of the European Parliament and the European Council dating from 16 April 2014), the Audit Committee has declared that its recommendation is free from any undue influence from third parties and that no conditions have been imposed upon it that limit its options as per Section 16 (6) of the EU Audit Regulation.

6. Approval of the remuneration report for the 2024 financial year

According to Section 162 AktG, the Executive Board and Supervisory Board of a listed joint-stock company are required to issue an annual remuneration report and to present it to the Annual General Meeting for approval pursuant to Section 120a (4) AktG.

The remuneration report for the 2024 financial year was prepared by the Executive Board and Supervisory Board in accordance with the specifications of Section 162 AktG and reviewed by the auditor in accordance with Section 162 (3) AktG to ensure that the disclosures required by Section 162 (1) and (2) AktG were made. The auditor also conducted a content review that went beyond the legal requirements. From the time that the Annual General Meeting is convened, the remuneration report and the auditor's report can be accessed at www.hhla.de/agm; they will remain accessible there during the Annual General Meeting.

The Supervisory Board and Executive Board propose that the remuneration report for the 2024 financial year be approved.

7. Resolution on the approval of the remuneration system for the members of the Executive Board

According to Section 120a (1) AktG, the Annual General Meeting of a listed joint-stock company must make a resolution to approve the remuneration system for members of the Executive Board as presented by the Supervisory Board if there are any material changes to the system, or, at the least, every four years. The remuneration system for members of the Executive Board was most recently submitted for a resolution and approved by the majority of the company's Annual General Meeting on 10 June 2021. The resolution on the remuneration of Executive Board members is therefore due for reconsideration in the Annual General Meeting in 2025.

The existing remuneration system for members of the Executive Board was developed by the Supervisory Board – with the assistance of an independent remuneration advisor, particularly with regard to the legal requirements, standard market practice and the justified expectations of investors. The remuneration system is regularly reviewed by the Personnel Committee. The Supervisory Board and Personnel Committee are both of the opinion that the existing remuneration system is still appropriate in every respect. As a result, no changes are to be made. An in-depth explanation of the remuneration system can be found on the company's website at www.hhla.de/agm (including during the Annual General Meeting).

Upon the recommendation of its Personnel Committee, the Supervisory Board proposes the approval of the remuneration system proposed by the Supervisory Board for members of the Executive Board.

8. Resolution on the remuneration of members of the Supervisory Board

According to Section 113 (3) AktG, the Annual General Meeting of a listed joint-stock company must make a resolution on the remuneration of members of the Supervisory Board at the least every four years, with a resolution confirming the remuneration deemed sufficient. The remuneration of members of the Supervisory Board was most recently submitted for a resolution and confirmed by the majority of the company's Annual General Meeting on 10 June 2021. The resolution on the remuneration of Supervisory Board members is therefore due for reconsideration in the Annual General Meeting in 2025.

In accordance with Article 16 of HHLA's articles of association, Supervisory Board members are remunerated as resolved by the Annual General Meeting. The current remuneration system as confirmed by the Annual General Meeting on 10 June 2021 takes the form of fixed remuneration whose amount is based on the tasks assumed within the Supervisory Board and its committees. In addition, a meeting attendance fee is paid for participating in Supervisory Board or committee meetings.

The Executive Board and Supervisory Board once again reviewed the existing remuneration system for members of the Supervisory Board with regard to whether the amounts and remuneration system still reflect market conditions, are appropriate to the tasks performed by the Supervisory Board and the situation of the company, and whether they comply with the legal requirements and recommendations of the GCGC. The Executive Board and Supervisory Board are both of the opinion that the remuneration system is still appropriate in every respect. As a result, no changes are to be made. An in-depth explanation of the remuneration system, including information in accordance with Section 113 (3) in conjunction with Section 87a (1) AktG can be found on the company's website at www.hhla.de/agm (including during the Annual General Meeting).

The Executive Board and Supervisory Board therefore propose the confirmation of the remuneration system for Supervisory Board members.

9. Elections to the Supervisory Board

Supervisory Board members Bettina Lentz, Dr. Norbert Kloppenburg and Prof. Dr. Burkhard Schwenker (on the shareholder side) stepped down as members of the company's Supervisory Board on 6 January 2025, 10 January 2025 and 23 May 2025, respectively. As a result of a court decision, Kristin Berger, Hugues Favard and Søren Toft were each appointed Supervisory Board members with immediate effect for the period up to the close of the Annual General Meeting at which a resolution of discharge of the members of the Supervisory Board for the 2024 financial year is tabled.

The court appointment of Kristin Berger, Hugues Favard and Søren Toft will therefore conclude at the close of the Annual General Meeting on 3 July 2025. As a result, their successors must be appointed by the Annual General Meeting. 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 the departed members of the Supervisory Board, i.e. until the close of the Annual General Meeting that resolves to discharge members for the 2026 financial year.

On the recommendation of its Nomination Committee, the Supervisory Board therefore proposes that:

- a) Ms. **Kristin Berger**, Chief Financial Officer of MSC Germany S.A. & Co. KG, Ahrensburg,
- b) Mr. **Hugues Favard**, Chief Investment Officer, MSC Mediterranean Shipping Company S.A., Monnetier-Mornex, France, and
- c) Mr. **Søren Toft**, Chief Executive Officer, MSC Mediterranean Shipping Company S.A., Geneva, Switzerland

be appointed to the company's Supervisory Board as shareholder representatives for the period commencing at the end of the Annual General Meeting on 3 July 2025 until the close of the Annual General Meeting which resolves to discharge the Board for the 2026 financial year. The elections are to be conducted on an individual basis.

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 via the Annual General Meeting 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. This means that of the twelve Supervisory Board seats, at least four must be held by women and at least four must be held by men. The election proposal put forward by the Supervisory Board takes this into account.

The above proposal by the Supervisory Board is based on the recommendations of its Nomination Committee and was submitted based on the skills and requirements profile agreed by the Supervisory Board, taking into account the diversity targets resolved by the Supervisory Board for its composition. The proposal also includes the recommendations of the German Corporate Governance Code (GCGC).

For more information about Kristin Berger, Hugues Favard and Søren Toft, in particular their CVs with disclosures as per Section 125 (1) sentence 5 AktG and information about the recommendations C.13 and C.14 of the GCGC can be found at the bottom of this agenda under "[Information about agenda item 9](#)". The CVs of Kristin Berger, Hugues Favard and Søren Toft are also available at www.hhla.de/agm (including during the Annual General Meeting).

10. Amendments to the articles of association – renewal of the authorisation to hold virtual Annual General Meetings

According to Section 118a (1) sentence 1 AktG, the articles of association may allow or provide for the Executive Board to allow the meeting to be held without the physical attendance of the shareholders or their proxies at the location of the Annual General Meeting (virtual Annual General Meeting). According to Section 118 (3) AktG, this authorisation must be given a limited term in the articles of association. In accordance with these stipulations, the company's articles of association state in Article 18 (5) that the Executive Board is authorised until 31 August 2025 to hold the Annual General Meeting as a virtual Annual General Meeting.

In the interests of flexibility, this authorisation is to be extended by an additional two years, i.e. until 31 August 2027. The maximum legal limit of five years for this authorisation therefore shall not be applied in full again.

Prior to each Annual General Meeting, the Executive Board will – after dutiful consideration and taking into account the relevant circumstances, particularly the interests of the company and its shareholders, maintaining shareholder rights and cost and sustainability aspects – decide on the format for the Annual General Meeting (in-person event or virtual Annual General Meeting) and therefore on whether this authorisation will be exercised.

The Executive Board and Supervisory Board therefore propose the following resolution:

Article 18 (5) of the company's articles of association shall be revised as follows:

“(5) Until 31 August 2027, the Executive Board is authorised to arrange for the Annual General Meeting to be held without the physical attendance of the shareholders or their proxies at the location of the Annual General Meeting (virtual Annual General Meeting).”

Otherwise, Art. 18 of the company's articles of association continues to apply.

Information on agenda item 9: Elections to the Supervisory Board

The curricula vitae below contain the details pursuant to recommendation C.14 GCGC and information in accordance with Section 125 (1) sentence 5 AktG about the proposed candidates' memberships of other statutory supervisory boards and comparable supervisory bodies at domestic and foreign companies. Companies marked 1 are associates of the MSC Group and companies marked 2 are other investees in the Free and Hanseatic City of Hamburg (excluding the HHLA Group).

KRISTIN BERGER

With regard to recommendation C.13 GCGC, the Supervisory Board would like to mention that Kristin Berger primarily works for MSC Germany S.A. & Co. KG and thus for one of the company's indirect main shareholders.

Beyond the relationships mentioned above, in the view of the Supervisory Board, Kristin Berger has no personal or business relationships with the company or its affiliated companies, the governing bodies of the company or with a significant shareholder in the company, which would have to be disclosed in accordance with recommendation C.13 GCGC.

Personal details

- Year and place of birth: 1985, Brunsbüttel
- Nationality: German
- Place of residence: Ahrensburg

Profession and career path

- Since 2021: Chief Financial Officer, MSC Germany S.A. & Co. KG, Hamburg, and CEO of other MSC Group companies (MSC Austria GmbH, Austria; MSC Czech Republic s.r.o., Czech Republic; MSC Slovak Republic s.r.o., Slovakia, and BF73 Hamburg Maritime Real Estate GmbH, Germany)
- 2020 - 2021: Director Corporate Strategy, Planning and Treasury, TUI Cruises GmbH, Hamburg
- 2016 - 2020: Director Accounting, Controlling and Taxation, TUI Cruises GmbH, Hamburg
- 2012 - 2016: Senior Head of Accounting and Controlling, TUI Cruises GmbH, Hamburg

Education

- 2014 - 2016: Executive Master in Business Administration, HSBA Hamburg School of Business Administration
- 2005 - 2008: Business administration graduate with a focus on tourism, DSHS Duale Hochschule Schleswig-Holstein

Memberships in other statutory supervisory boards

None

Memberships of comparable corporate supervisory bodies in Germany or abroad

None

Other main activities in addition to the Supervisory Board mandate

None

HUGUES FAVARD

With regard to recommendation C.13 GCGC, the Supervisory Board would like to mention that Hugues Favard primarily works for MSC Mediterranean Shipping Company S.A. and thus for one of the company's indirect main shareholders. As a precaution, the Supervisory Board would also like to mention that Hugues Favard holds the mandate stated in the list of companies or organisations marked "1" in connection with his work for the MSC Group.

Beyond the relationships mentioned above, in the view of the Supervisory Board, Hugues Favard has no personal or business relationships with the company or its affiliated companies, the governing bodies of the company or with a significant shareholder in the company, which would have to be disclosed in accordance with recommendation C.13 GCGC.

Personal details

- Year and place of birth: 1976, Toulouse, France
 - Nationality: French
 - Place of residence: Monnetier-Mornex, France
-

Profession and career path

- Since 01/2023: Chief Investment Officer, MSC Mediterranean Shipping Company S.A., Geneva
 - Since 2008: Various management positions in finance within the MSC Group, including Chief Financial Officer of the Terminal Investment Limited Group, Geneva, (2012 until 2013) and Group Project Development Officer for the MSC Group, Geneva (2014 until 2022)
 - 2001 - 2007: Auditor, KPMG, Switzerland
 - 1998 - 2001: Auditor, Ernst & Young, United Kingdom
-

Education

- Chartered Accountant of the ICAEW (Institute of Chartered Accountant of England and Wales) (2001); now Fellow Chartered Accountant of the ICAEW
 - Master's degree in Management, focussing on bookkeeping and management accounting, Audencia, Nantes, France (1998)
 - Postgraduate degree, University of Lancaster, United Kingdom (1997)
-

Memberships in other statutory supervisory boards

None

Memberships of comparable corporate supervisory bodies in Germany or abroad

- CO.NA.TE.Co SpA, Naples¹
 - Italo SpA, Rome¹
 - Marininvest Srl, Naples¹
 - Mediclinic plc, London¹
 - Medtug Srl, Genoa¹
 - Port of Hamburg Beteiligungsgesellschaft SE, Hamburg^{1,2}
 - Shipping Agencies Services s.à.r.l., Luxembourg¹
 - Investment Holding Limited s.à.r.l., Luxembourg¹
 - SNAV SpA, Naples¹
 - Terminal Investment Limited Holding SA, Geneva¹
 - Terminal Investment Limited s.à.r.l., Luxembourg¹
-

Other main activities in addition to the Supervisory Board mandate

None

SØREN TOFT

With regard to recommendation C.13 GCGC, the Supervisory Board would like to mention that Søren Toft primarily works for MSC Mediterranean Shipping Company S.A. and thus for one of the company's indirect main shareholders. As a precaution, the Supervisory Board would also like to mention that Søren Toft holds the mandate stated in the list of companies or organisations marked "1" in connection with his work for the MSC Group.

Beyond the relationships mentioned above, in the view of the Supervisory Board, Søren Toft has no personal or business relationships with the company or its affiliated companies, the governing bodies of the company or with a significant shareholder in the company, which would have to be disclosed in accordance with recommendation C.13 GCGC.

Personal details

- Year and place of birth: 1974, Hjørring, Denmark
 - Nationality: Danish
 - Place of residence: Geneva, Switzerland
-

Profession and career path

- Since 12/2020: Chief Executive Officer, MSC Mediterranean Shipping Company S.A., Geneva
 - 1994 - 2020: Various management positions in the Maersk Group, including Chief Operating Officer and member of the Maersk Executive Board, various management positions in Europe and Asia, Chairman of Hamburg Süd, Maersk Oil Trading, Maersk Container Industry and A.P. Moller Singapore, as well as Board Member with Maersk Line, Limited
-

Education

- Executive MBA from the International Institute for Management Development (IMD), Lausanne, Switzerland (2009)
-

Memberships in other statutory supervisory boards

None

Memberships of comparable corporate supervisory bodies in Germany or abroad

- Log-In Logística Intermodal S.A., Rio de Janeiro¹
 - MedTug SA, Geneva¹
 - MedTug S.p.A., Genoa¹
 - MSC Air Cargo Holding SA, Geneva¹
 - MSC Air Cargo SA, Geneva¹
 - Port of Hamburg Beteiligungsgesellschaft SE, Hamburg^{1,2}
 - Terminal Investment Limited Holding SA, Geneva¹
 - Terminal Investment Limited s.à.r.l., Luxembourg¹
-

Other main activities in addition to the Supervisory Board mandate

- World Shipping Council (Chairman)
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Further details and notes

Implementation as a virtual Annual General Meeting

On the basis of Article 18 (5) of the articles of association, the Executive Board decided to hold the 2025 Annual General Meeting as a virtual Annual General Meeting in accordance with Section 118a (1) sentence 1 AktG. Shareholders and their proxies (with the exception of proxies nominated by the company) may not take part in the Annual General Meeting in person.

Shareholders or their proxies have the opportunity to follow the entire Annual General Meeting live in audiovisual format via the online shareholder portal at www.hhla.de/aktionaersportal and to join the Annual General Meeting electronically via the company's password-protected shareholder portal on the same website. Shareholders or their proxies who have duly registered can exercise their voting rights in particular via the shareholder portal. Voting rights may only be exercised via postal vote or electronic postal vote, or by assigning proxy rights to a proxy designated by the company. Duly registered shareholders and their proxies may also submit statements prior to the Annual General Meeting via electronic communication. Duly registered shareholders and their proxies who have joined the Annual General Meeting may exercise in particular their right to speak, request information from the Executive Board, submit motions and election proposals or declare objections for the record with regard to decisions made by the Annual General Meeting. More details are provided below.

Since the Annual General Meeting is to be held in a virtual format, certain modifications to the procedures are required. We therefore ask our shareholders to take particular note of the information below regarding registration, exercising voting rights and other shareholder rights connected with the 2025 Annual General Meeting. The location of the Annual General Meeting as per the German Stock Corporation Act is Studio Gleis 7, Friesenweg 14, 22763 Hamburg, Germany.

Requirements for participating in the Annual General Meeting and exercising voting rights

Shareholder portal; joining the Annual General Meeting electronically

For the purposes of participating in the Annual General Meeting and exercising shareholder rights associated with participating in the meeting, the company has set up an online, password-protected shareholder portal at www.hhla.de/aktionaersportal (**shareholder portal**) to be used by duly registered shareholders or their proxies to join the Annual General Meeting remotely (**joining the meeting**) so that they can participate in the Annual General Meeting and exercise their rights.

Participation in the Annual General Meeting and exercising shareholder rights associated with participation in the Annual General Meeting are only possible after joining the meeting. It is only possible to join the audiovisual stream of the entire Annual General Meeting via the shareholder portal (with or without registration).

In order to use the shareholder portal, shareholders and their proxies require their shareholder number and the relevant log-in password. These details are provided in the invitation to the Annual General Meeting sent by post. Shareholders who have signed up to receive their invitation to the Annual General Meeting electronically can also use the shareholder portal using the password they assigned themselves during registration.

Register for Annual General Meeting

Only those shareholders who have registered – in person or by proxy – with the company by no later than midnight (CEST) on **Thursday, 26 June 2025** are entitled to participate in the virtual Annual General Meeting (i.e. join the live stream) and exercise shareholder rights associated with their participation in the Annual General Meeting, and specifically to exercise their voting rights for those shares that are registered in the share register on the day of the Annual General Meeting (**duly registered shareholders**); the time at which the company records the registration shall determine whether the registration deadline has been met. It is also possible to join the audiovisual live stream of the Annual General Meeting (without participating or exercising shareholder rights) without having registered. Registrations must be submitted in writing (Section 126b BGB) by post, fax, email or via the company's shareholder portal in German or in English via the following channels (**registration addresses**):

Hamburger Hafen und Logistik Aktiengesellschaft
c/o HV AG
Jakob-Oswald-Straße 4
92289 Ursensollen, Germany
Fax: +49 (0)9628 427 0751
Email: eintrittskarte@anmeldung-hv.de
Shareholder portal: www.hhla.de/aktionaersportal 

In accordance with Section 67 (2) sentence 1 AktG, the company only recognises shareholders as such if they are registered in the share register. The shareholding entered in the share register on the day of the Annual General Meeting shall be relevant for the exercise of voting rights in the context of the Annual General Meeting. For technical reasons, the share register will be closed for deletions and new entries (referred to as the “ban on new entries”) from 27 June 2025 to 3 July 2025 (date of the Annual General Meeting). For this reason, the status of entries in the share register on the day of the Annual General Meeting corresponds with the status following the final entry of changes to the share register on Thursday, 26 June 2025. The relevant technical record date is therefore Thursday, 26 June 2025, at midnight CEST.

Shares are not blocked by the registration and/or the ban on new entries; shareholders can therefore still dispose of their shares freely even after registration. Nevertheless, anyone purchasing shares whose application to be entered into the share register is received by the company after 26 June 2025 cannot exercise their attendance and voting rights under these shares without the appropriate proxy to exercise the shareholder rights (specifically, the voting rights). In this 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 as defined in Section 67a (4) AktG and institutions or persons with the same rights as intermediaries in accordance with Section 135 (8) AktG must be granted the authorisation to exercise voting rights tied to shares that are not in their name but for which they are entered as holders in the share register. Details of the authorisation required can be found in Section 135 AktG.

Process for submitting postal votes or voting by proxy

Postal voting

Duly registered shareholders can submit their votes in writing or via electronic communication (postal vote). Postal voting is also available to proxies (including proxies of intermediaries and institutions or persons with the same rights as intermediaries under Section 135 (8) AktG).

Postal voting can take place at the same time as registration either by using the form enclosed with the invitation to the Annual General Meeting or as electronic postal voting using the shareholder portal. The form can also be downloaded from www.hhla.de/agm. Postal votes can also be submitted after proper registration.

Where the shareholder portal is not used, votes to be cast, revoked or amended by post must be received by the company at one of the registration addresses above no later than midnight (CEST) on **Wednesday, 2 July 2025**.

Electronic postal voting via the shareholder portal is possible even during the virtual Annual General Meeting until the end of the voting. Until that time, any postal votes submitted via the shareholder portal – or via other means – can also be revoked or amended. If several votes are submitted, only the one that was received last 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.

Authorisation of a proxy designated by the company

Duly registered shareholders can also have their voting rights exercised at the virtual Annual General Meeting by a proxy 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.

Where the shareholder portal is not used, power of proxy must be granted and instructions submitted to the company in text form to one of the registration addresses above using the form for authorising and instructing proxies sent together with the invitation or the form available for download on the company website at www.hhla.de/agm by midnight (CEST) on **Wednesday, 2 July 2025 at the latest**.

Authorising and instructing proxies via the shareholder portal is possible even during the virtual Annual General Meeting until the end of the voting. Until that time, any proxies granted or instructions submitted via the shareholder portal – or via other means – can also be revoked or amended. If several proxies are granted or instructions are submitted, only the one that was received last by the company will be taken into account.

Authorisation of a third party

Duly registered shareholders can have their voting rights and other rights exercised by a proxy, i.e. an intermediary, a shareholder association or another person of their choice. Please note that proxies may also only exercise voting rights via postal voting or by granting power of proxy and issuing instructions to the proxy designated by the company (see above "Postal voting" and "Authorisation of a proxy designated by the company").

Except in cases where an intermediary or associations or individuals with the same rights as these under Section 135 (8) AktG shall be authorised to act as a proxy, power of proxy must be granted, revoked and proved to the company in text form.

Shareholders may grant power of proxy at the same time as they register using the form sent to them together with the invitation or via the shareholder portal. After registration, proxies may also be appointed either via the shareholder portal, using the proxy section of the invitation to the Annual General Meeting, the proxy form available online at www.hhla.de/agm or another authorisation.

If the power of proxy is granted via the shareholder portal or by another authorisation in text form vis-à-vis the company, no separate evidence of the authorisation is required. If the power of proxy is granted via a declaration to the proxy and the proxy is not an intermediary or an association or individual with the same rights as these under Section 135 (8) AktG, the company requires evidence of the authorisation. This evidence may be sent in the form of a copy or scan of the proxy mandate via post, fax or email to the addresses below. The same applies to the revocation of the power of proxy.

If the power of proxy is granted, proven or revoked via a statement sent to the company by post, email or fax, this must be received by the company for organisational reasons before midnight (CEST) on **Wednesday, 2 July 2025** at one of the registration addresses provided. Granting or revoking a power of proxy via the shareholder portal is also possible even during the Annual General Meeting **until voting is concluded**.

The use of the shareholder portal by the proxy requires the proxy to be furnished by the person granting the power of proxy with the log-in details sent along with the invitation to the Annual General Meeting or the log-in details as set up.

In the case of an intermediary as defined in Section 67a (4) AktG being assigned powers of proxy, or an association or individual as defined in Section 135 (8) AktG with the same rights as an intermediary, the legal provisions apply – specifically, Section 135 AktG. The same applies for the revocation or proof of such proxy rights. In the case of authorising an intermediary or an association or individual as defined in Section 135 (8) AktG with the same rights as an intermediary, shareholders are asked to discuss with the entity being assigned power of proxy the arrangements to be specified in relation to the authorisation in good time. In the case of the authorisation of an intermediary or an association or individual as defined in Section 135 (8) AktG with the same rights as an intermediary, this entity shall also conduct the registration of the shareholder for the Annual General Meeting. In such cases, the relevant power of proxy shall be assigned directly to the intermediary or the association or individual with the same rights as an intermediary, and early enough for that entity to register with the company before midnight (CEST) on **Thursday, 26 June 2025**.

Intermediaries and associations or individuals as defined in Section 135 (8) AktG with the same rights as an intermediary that represent more than one shareholder should preferably register their intention to exercise of voting rights to one of the addresses below before the Annual General Meeting.

Information on shareholder rights under Section 121 (3) sentence 3 no. 3 AktG

Addition to the agenda in accordance with Section 122 (2) AktG

Shareholders holding a total of at least € 500,000.00 of the share capital may request that motions be included in the agenda and announced beforehand. Such requests must be received in writing by the company's Executive Board by midnight (CEST) on **Monday, 2 June 2025**. Please send them to the following address:

Hamburger Hafen und Logistik Aktiengesellschaft
Der Vorstand
c/o Recht und Versicherungen
Bei St. Annen 1
20457 Hamburg, Germany

Requests for additions submitted after the deadline will not be put forward.

All new agenda items must be accompanied by an explanation or a proposal for adoption. Applicants must also prove that they have held shares at least 90 days before the day on which the request was made and that they will still 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.

Where not already announced along with the convocation, amendments to the agenda that require publication must be announced in the German Federal Gazette immediately after the request has been made. They will also be accessible online at www.hhla.de/agm.

The regulations underpinning these shareholder rights can be found in Section 122 (2 and 70) AktG.

Motions and election proposals by shareholders in accordance with Section 118 (1) sentence 2 item 3, Section 126 (1, 4), Section 127 AktG

In accordance with Section 126 AktG, shareholders may propose countermotions 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 may publish countermotions and election proposals, including the name of the shareholder, any reasoning and any legally required information, as well as a statement by the management, on the company's website at www.hhla.de/agm if the countermotions and election proposals to be made accessible prior to the Annual General Meeting are sent to the following address by no later than midnight (CEST) on **Wednesday, 18 June 2025**:

Hamburger Hafen und Logistik Aktiengesellschaft
Recht und Versicherungen
Bei St. Annen 1
20457 Hamburg, Germany
Fax: +49 (0)40 3088 553 237
Email: gegenantraege@hhla.de

Only motions and election proposals sent to this address will be put forward.

The company may refrain from publishing a counterproposal or election proposal or the reason for such a counterproposal or election proposal under the conditions set out in Section 126 (2) AktG if the counterproposal or election proposal would lead to a resolution by the Annual General Meeting that contravenes either the law or the articles of association, for example, or if the reason provided exceeds 5,000 characters. Except in cases detailed in Section 126 (2) AktG, publication of such proposals may also be avoided if the proposal does not contain the name, profession and place of residence of the proposed candidate or, in the case of the proposal of a legal person as auditor, the company and headquarters of the proposed auditor are not given. Proposals for the election of Supervisory Board members also do not have to be made public if the proposal does not contain the details of the candidate's membership of other statutory supervisory boards as defined in Section 125 (1) sentence 5 AktG.

As per Section 126 (4) AktG, counterproposals or election proposals requiring publication in accordance with Sections 126 and 127 AktG are deemed submitted at the time of their publication if the shareholder submitting the motion or election proposal is properly legitimised and registered for the Annual General Meeting. Duly registered shareholders may exercise their voting rights regarding these counterproposals via the channels listed above.

Counterproposals and election proposals, as well as other proposals, may also be submitted during the Annual General Meeting – including without prior submission or publication – via the stream on the shareholder portal, i.e. under the right to speak (see also “Right to speak in accordance with Section 118a (1) sentence 2, item 7 and Section 130a (5 and 6) AktG”).

The regulations underpinning these shareholder rights – which determine, among other things, the requirements for exemptions to accessing counterproposals and election proposals – can be found in Section 118a (1) sentence 2 item 3, Section 124 (3) sentence 4, Section 125 (1) sentence 5, Sections 126 and 127 AktG.

Submission of statements in accordance with Section 118a (1) sentence 2 item 6, Section 130a (1 to 4) AktG

Duly registered shareholders and their representatives have the right to submit statements to items on the agenda via electronic communication prior to the Annual General Meeting. These kinds of statements must be submitted in writing exclusively via the shareholder portal and must be received by the company no later than midnight (CEST) on **Friday, 27 June 2025**. Statements sent by other means or to other addresses will not be considered. The length of the statement must not exceed 10,000 characters (including spaces).

The company will make duly submitted statements accessible to duly registered shareholders on the shareholder portal by midnight (CEST) on **Saturday, 28 June 2025**, naming the shareholder providing the statement. Any statements from the company management will also be disclosed there. Statements do not have to be published in the event that Section 126 (2) sentence 1, items 1, 3 and 6 AktG apply, or if the statement exceeds 10,000 characters (including spaces).

The option to submit a statement does not justify the submission of questions or motions or the presentation of election proposals or for submitting objections to decisions made by the Annual General Meeting. Any questions, motions, election proposals or objections submitted as part of a statement will not be considered by the Annual General Meeting, or only if they are submitted or declared in accordance with the provisions set out in this invitation.

The regulations relating to these shareholder rights can be found in Section 118a (1) sentence 2, item 6, and Section 130a (1) to (4) AktG.

Right to speak in accordance with Section 118a (1) sentence 2, item 7, Section 130a (5 and 6) AktG

Duly registered shareholders and their proxies who have joined the Annual General Meeting remotely have the right to speak in the Annual General Meeting via video communication. Motions and election proposals in accordance with Section 118a (1) sentence 2, item 3 AktG and requests for information in accordance with Section 131 (1) AktG may be included in the spoken content.

From the start of the Annual General Meeting, speeches may only be registered via the shareholder portal. The chairperson will explain the procedure for announcing and granting time to speak during the Annual General Meeting. In accordance with article 21 (3) of the articles of association and as time allows, the chairperson may restrict the right to ask questions or speak at the start of the Annual General Meeting, or during the meeting.

The right to speak may only be exercised via video link. Shareholders or their proxies who want to exercise their right to speak therefore require a web-enabled device with a camera and microphone, as well as a stable Internet connection. In accordance with Section 130a (6) AktG, the company reserves the right to test the functionality of the video link between the shareholder and the company during the meeting and before the speech. In principle, the intention is to direct the shareholder or their proxy to a virtual waiting room after their speech has been registered, where they can continue to watch the Annual General Meeting and a function test can be conducted. From there, the shareholder or their proxy will join the Annual General Meeting live in order to give the speech once invited to do so by the chairperson. The company reserves the right to refuse speeches if the functioning of the video link cannot be guaranteed.

The regulations relating to these shareholder rights can be found in Section 118a (1), sentence 2, item 7, Section 130a (5) and (6) AktG and article 21 (3) of the articles of association (articles of association can be accessed at www.hhla.de/agm .

It is intended that shareholders or proxies making a speech shall be named in person. Please note the additional information on [data privacy](#) at the end of this invitation.

Right to information in accordance with Section 118a (1) sentence 2, item 4, Section 131 (1) AktG

At the Annual General Meeting, all shareholders and shareholder representatives duly registered can request information on company matters from the Executive Board to the extent that the information is necessary for the proper appreciation of an item on the agenda (see Section 131 (1) AktG). The obligation to provide information also applies to the company's legal and business relationships with specific affiliated companies, the Group's position and the companies included in the consolidated financial statements.

The Executive Board may refrain from answering individual questions for the reasons stated in Section 131 (3) AktG; for example, because, based on a prudent commercial assessment, providing the information could result in a material disadvantage for the company or one of its affiliates.

As per Article 21 (3) of the articles of association and within reason, the chairperson is also authorised to restrict the amount of time allocated to the shareholders' right to ask questions or speak.

It is intended that the chairperson will determine, as per Section 131 (1f) AktG, that the right to information under Section 131 (1) AktG may only be exercised in the Annual General Meeting via the video link on the shareholder portal, i.e. within the scope of the right to speak (see also “[Right to speak in accordance with Section 118a \(1\), sentence 2, item 7 and Section 130a \(5\) and \(6\) AktG](#)”). Submitting questions in any other way via electronic communication or any other means is not intended either before or during the Annual General Meeting.

The provisions pertaining to these shareholder rights can be found in Section 118a (1) sentence 2, item 4 and Section 131 AktG and article 21 (3) of the articles of association (articles of association can be viewed at www.hhla.de/agm .

The person submitting the question will be named during the question and answer session. Please note the additional information on [data privacy](#) at the end of this invitation.

Declaration of objections to resolutions by the Annual General Meeting as per Section 118a (1) sentence 2, item 8 AktG in conjunction with Section 245 AktG

As per Section 118a (1) sentence 2, item 8 AktG in conjunction with Section 245 AktG, duly registered shareholders and their proxies who have joined the Annual General Meeting remotely may lodge objections to resolutions made by the Annual General Meeting via electronic communications. The relevant objections may be lodged via the shareholder portal from the time that the Annual General Meeting opens to the closing of the Annual General Meeting by the chair of the meeting. Objections that are lodged in the proper fashion are recorded with the name of the shareholder or proxy in the notarised minutes of the Annual General Meeting. The company has authorised the notary to receive notification of objections via the shareholder portal and receives them through this channel.

The provisions relating to these shareholder rights can be found in Section 118a (1) sentence 2, item 8 AktG and Section 245 AktG.

Further information / reference to the company's website

For more information about remote participation and exercising shareholder rights, particularly voting rights, please refer to the documents sent out to the shareholders. They are also available on the company's website at www.hhla.de/agm .

The information pertaining to Section 124a AktG, particularly convening the Annual General Meeting, including the explanations of shareholder rights under Section 122 (2), Section 126 (1) and (4), Section 127, Section 130a, Section 131 (1) AktG and Section 118a (1) sentence 2, item 8 in conjunction with Section 245 AktG, the documents to be made accessible, any motions, election proposals or requests for supplemental information by shareholders, the latest version of the articles of association and other information are available via the company website at www.hhla.de/agm , and will continue to be available during the Annual General Meeting. The website also provides access to the company's shareholder portal, which enables properly registered shareholders to join the stream for the Annual General Meeting and exercise their voting rights and other attendance-related rights, for example. The voting results will also be announced here after the Annual General Meeting.

Transmission and recording of the Annual General Meeting

Regardless of registration status and the exercising of participation rights, shareholders have the option of following the entire Annual General Meeting live online in an audiovisual format via the company's shareholder portal at www.hhla.de/aktionaersportal. Shareholders or proxies wishing to do so require their shareholder number and the log-in details sent to them or assigned by themselves. In the case of proxies, the log-in details of the shareholder granting the proxy rights will be required. Without being duly registered to join the meeting, shareholders may not join remotely as participants or exercise their shareholder rights.

It is intended to make the opening of the Annual General Meeting and the speeches by the chairs of the Supervisory Board and Executive Board generally accessible to interested parties as a live stream via the website www.hhla.de/agm. The speech of the Chairwoman of the Executive Board will also be available as a recording after the Annual General Meeting.

Total number of shares and voting rights

At the time that the Annual General Meeting was called, the company's share capital totalled € 75,219,438.00, divided into 75,219,438 no-par-value shares. Of these, 72,514,938 were class A shares and 2,704,500 were class S shares. Each share entitles the holder to one vote. The company does not currently hold any treasury shares. The total number of shares and voting rights issued by the company is therefore 75,219,438.

Information on data privacy

With regard to the preparation, implementation and follow-up of the virtual Annual General Meeting, particularly if shareholders and/or their proxies register for the virtual Annual General Meeting, grant power of proxy for voting rights, make use of their shareholder rights, use the shareholder portal or join the virtual Annual General Meeting, we need to process personal data relating to the shareholder and/or their proxy (e.g. surname and first name, address, email address, number of shares, type of shares and individual log-in details for the use of the shareholder portal). This is done in order to provide shareholders or their proxies with the option to join the virtual Annual General Meeting and to exercise their rights associated with the Annual General Meeting. We also process personal data of shareholders and their proxies in order to fulfil our legal obligations in connection with the virtual Annual General Meeting. Personal data is only processed if there is a legal basis for doing so, or if the shareholders and/or their proxies have consented to the processing of personal data. Personal data will be deleted as soon as the reason for processing it has been achieved and where there is no statutory archiving period.

The entity responsible for data processing is Hamburger Hafen und Logistik AG, Bei St. Annen 1, 20457 Hamburg, Germany, email: datenschutz@hhla.de.

If we engage the services of external companies to implement the virtual Annual General Meeting, these companies will only process the personal data of shareholders and/or their proxies on behalf of the company and must otherwise maintain confidentiality.

When the statutory requirements are present, anyone concerned has the rights to access, rectify, cancel, restrict or oppose the processing of his or her personal data, as well as the right to data transfer and to lodge a complaint with the relevant data protection authorities.

You can access more information about the processing of the personal data of shareholders and/or their proxies, and about the relevant rights under the EU's General Data Protection Regulation (GDPR) at any time at our website www.hhla.de/agm, or request such information from the following address: Hamburger Hafen und Logistik AG, Bei St. Annen 1, 20457 Hamburg, Germany, email: datenschutz@hhla.de.

Shareholders can obtain more information about the shareholder portal and the terms of registration and use via their invitation documents or online at www.hhla.de/aktionaersportal.

If you have any technical questions about the shareholder portal or about the virtual Annual General Meeting, please contact our Annual General Meeting service on +49 (0)40 3088 3100 (available Monday to Friday from 9:00 a.m. to 6:00 p.m. CEST) or at hauptversammlung@hhla.de.

Hamburg, May 2025

Hamburger Hafen und Logistik Aktiengesellschaft
The Executive Board