

Draft of the transfer resolution for the resolution of the Annual General Meeting of Hamburger Hafen und Logistik Aktiengesellschaft

*"The registered no-par value shares of the remaining shareholders of Hamburger Hafen und Logistik Aktiengesellschaft (minority shareholders) shall be transferred to Port of Hamburg Beteiligungsgesellschaft SE, with its registered office in Hamburg, registered in the commercial register of the Hamburg Local Court under HRB 183205 (main shareholder), in accordance with the procedure for the exclusion of minority shareholders (Sections 327a et seqq. of the German Stock Corporation Act) in exchange for an adequate cash compensation to be paid by the main shareholder in the amount of 21.16 € for each registered A-Share and in the amount of 40.31 € for each registered S-Share."*