DECLARATION ON CORPORATE GOVERNANCE

PRINCIPLES OF CORPORATE GOVERNANCE AND CORPORATE STRUCTURE

Corporate governance comprises all principles relating to the management and monitoring of a company. Within this meaning, corporate governance is an expression of good and responsible corporate management and, as such, is an integral part of Hapag-Lloyd's management philosophy. In this declaration on corporate governance, Hapag-Lloyd therefore reports on the Company's governance in accordance with Sections 289f (1) and 315 d of the German Commercial Code (HGB). The principles of corporate governance pertain, in particular, to cooperation within the Executive Board, the Supervisory Board, and between the two boards as well as between the corporate bodies and the shareholders, in particular, in the Annual General Meeting. They also pertain to the relationship between the Company and other persons and institutions that have a business relationship with Hapag-Lloyd.

Commitment to the German Corporate Governance Code

Hapag-Lloyd AG is a listed corporation in accordance with German law. For Hapag-Lloyd, the starting point for ensuring responsible management and control of the Company that is geared towards sustainable appreciation is, in addition to compliance with the applicable laws, a commitment to the German Corporate Governance Code (GCGC).

As in the past, the Executive Board and Supervisory Board of Hapag-Lloyd AG gave a great deal of attention to the corporate governance system of the Company in the reporting year. The Executive Board and the Supervisory Board are committed to responsible corporate governance and identify with the objectives of the GCGC. The basis for this was the recommendations and suggestions of the German Corporate Governance Code in the version of 28 April 2022 that was published in the official section of the Federal Gazette (Bundesanzeiger) on 27 June 2022 (GCGC 2022). According to the preamble of the GCGC 2022, in the interests of good corporate management and an active corporate governance culture, responsible corporate governance does not preclude non-compliance with individual provisions of the code if the deviations are justified due to the specifics of the Company.

INFORMATION ON CORPORATE MANAGEMENT AND CORPORATE GOVERNANCE

Declaration of Conformity with the German Corporate Governance Code (GCGC) pursuant to Section 161 of the German Stock Corporation Act (AktG)

Section 161 of the German Stock Corporation Act (AktG) requires the Executive Board and Supervisory Board of Hapag-Lloyd AG to issue an annual statement indicating that the recommendations by the "Government Commission for the German Corporate Governance Code", published by the German Federal Ministry of Justice and Consumer Protection in the official section of the Federal Gazette (Bundesanzeiger) were and are being complied with, or which recommendations were not or are not being followed and why. The statement must be made permanently available to the public on the Company's website.

Statement by the Executive Board and the Supervisory Board of Hapag-Lloyd Aktiengesellschaft on the recommendations of the German Corporate Governance Code Commission pursuant to Section 161 of the German Stock Corporation Act (AktG)

The Executive Board and the Supervisory Board of Hapag-Lloyd Aktiengesellschaft hereby declare that the Company has, since its last Declaration of Conformity in March 2023, complied and will in future comply with the Recommendations of the "Government Commission on the German Corporate Governance Code" in the version of 28 April 2022 (GCGC 2022) published in the official section of the Federal Gazette (*Bundesanzeiger*) on 27 June 2022 with the following exceptions:

 Purely as a precaution, a deviation from Recommendations C.7 and C.10 sentence 1 var. 2, sentence 2 GCGC 2022 is declared.

According to Recommendation C.7 GCGC 2022, more than half of the shareholder representatives on the Supervisory Board shall be independent from the Company and its Executive Board. When assessing the independence of their members from the Company and its Executive Board, the shareholder representatives shall in particular take into account whether the Supervisory Board member (i) holding a position of responsibility at a company outside the group currently has or has had a significant business relationship with the Company or a company controlled by the latter or (ii) has been a member of the Supervisory Board for more than 12 years.

Of the eight shareholder representatives on the Supervisory Board of Hapag-Lloyd Aktiengesellschaft, five hold positions of responsibility in (group companies of) the core shareholders of Hapag-Lloyd Aktiengesellschaft: Dr Isabella Niklas being Spokesperson of the Management Board of HGV Hamburger Gesellschaft für Vermögens- und Beteiligungsmanagement mbH in Germany (HGV), José Francisco Pérez Mackenna being Chief Executive Officer of Quiñenco S.A. in Chile (Quiñenco), Oscar Eduardo Hasbún Martínez being Chief Executive Officer of Compañía Sudamericana de Vapores S.A. in Chile (CSAV), Karl Gernandt being President of Kühne Holding AG in Switzerland (Kühne) and Dr Andreas Rittstieg being member of the Board of Directors of Kühne. Hapag-Lloyd Aktiengesellschaft maintains a material business relationship with group companies of HGV. Quiñenco group, to which CSAV belongs, and the Kühne group. Moreover, Mr Gernandt has been a member of the Supervisory Board of Hapag-Lloyd Aktiengesellschaft for more than 12 years. These circumstances indicate that Dr Isabella Niklas. José Francisco Pérez Mackenna. Oscar Eduardo Hasbún Martínez. Karl Gernandt and Dr Andreas Rittstieg, respectively, lack independence from the Company within the meaning of the GCGC 2022. A deviation from Recommendation C.7 GCGC 2022 is therefore declared as a precautionary measure.

Moreover, according to Recommendation C.10 sentence 1 var. 2, sentence 2 GCGC 2022, the Chair of the Audit Committee shall be independent from the Company and the Executive Board as well as independent from the controlling shareholder.

The Chair of the Audit and Financial Committee of Hapag-Lloyd Aktiengesellschaft, Oscar Eduardo Hasbún Martínez, is also the managing director of a shareholder with a significant direct interest in Hapag-Lloyd Aktiengesellschaft, with whom, as described above, there exists also a significant business relationship. Against the background of the unclear prerequisites of the concept of independence from a controlling shareholder and the indicators of a lack of independence from the Company fulfilled in the present case, a deviation from Recommendation C.10 sentence 1 var. 2, sentence 2 GCGC 2022 is declared as a precautionary measure as well. The Supervisory Board is convinced that the exercise of the office of Chair of the Audit and Financial Committee by Mr Hasbún Martínez is in the interest of the Company and all its shareholders, as Mr Hasbún Martínez is perfectly suited to chair the Audit and Financial Committee. In addition, it is to be assumed that other candidates for the Chair of the Audit and Financial Committee may lack the required independence within the meaning of Recommendation C.10 sentence 1 var. 2, sentence 2 GCGC 2022 for similar reasons.

Besides, there are no doubts as to the independent exercise of their offices by the five aforementioned members of the Supervisory Board.

Recommendations G.6 and G.7 sentence 1 GCGC 2022 are not complied with for financial year 2023. According to Recommendation G.6 GCGC 2022, the variable compensation resulting from the achievement of long-term targets should exceed the share resulting from short-term targets. According to Recommendation G.7 sentence 1 DCGK 2022, the Supervisory Board shall determine the performance criteria for all variable compensation components for each member of the Executive Board for the upcoming financial year, which – in addition to operational objectives – shall primarily be based on strategic objectives.

In the financial years 2022 and 2023, the focus was on the acquisition of various (international terminal operations. For the sustainable and long-term development of the Company, it is important to integrate these terminal operations (after a closing of the respective transaction currently still outstanding has occurred, as the case may be) into the Company in a timely manner. In order to reflect the strategic importance of this integration and the associated entrepreneurial challenge also in the remuneration, the Executive Board's remuneration is to be supplemented by a remuneration component limited in time to the financial year 2023 on the basis of a correspondingly amended remuneration system of the Executive Board approved by the Annual General Meeting on May 3, 2023. Taking this additional compensation component into account, the variable compensation from the pursuit of long-term goals will not make up the majority of the variable compensation if the targets are achieved in full. However, this is limited solely to the remuneration for the financial year 2023, whereby the relevant performance criteria were not defined until 2023 and therefore not before the start of the financial year.

• Recommendation G.10 GCGC 2022 is not complied with. According to this Recommendation, the variable remuneration granted to the members of the Executive Board shall be predominantly invested in Company shares by the respective Executive Board member. Granted long-term variable remuneration components shall be accessible to Executive Board members only after a period of four years. Due to the low level of free float, the remuneration system of the Company's Executive Board does neither provide for any share-based remuneration nor for any multi-year holding obligation.

In the case of any inconsistency, the German version of this declaration prevails over the English one.

Hamburg, in March 2024 Executive Board and Supervisory Board Hapag-Lloyd Aktiengesellschaft

The current Declaration of Conformity can be found at https://www.hapag-lloyd.com/en/company/ir/corporate-governance/compliance-statement.html

In addition to compliance with these accepted principles, Hapag-Lloyd's own guidelines and standards contribute to good corporate management and sustainable corporate development of the Company as well.

Through the Global Code of Ethics Hapag-Lloyd articulates its commitment to act lawfully, sustainably and with integrity, and displays social responsibility. The Global Code of Ethics is subject to regular review and was last revised comprehensively in the financial year 2024. It is intended to serve employees as a guideline in performing their responsibilities and defines the basic values of the Company. It serves, in particular, as a guideline on how to treat customers, suppliers and competitors fairly and also addresses conduct within the Company.

Hapag-Lloyd believes that it is not only important that its employees are responsible and comply with high legal and ethical standards, but also views itself as a company that particularly values environmental protection, high quality standards, economic viability, and the health and safety of its employees.

This ethos is firmly anchored in the Company's sustainability policy. The Company's sustainability policy can be found at https://www.hapag-lloyd.com/en/company/responsibility/sustainability/strategy.html

The significant importance of quality and environmental protection at Hapag-Lloyd is also reflected in the globally applicable integrated quality and environmental management system (ISO 9001 and ISO 14001). Hapag-Lloyd uses this system to cover all the activities along its global transportation chain. Detailed information about Hapag-Lloyd's quality and environmental protection programmes can be found at https://www.hapag-lloyd.com/en/company/responsibility/sustainability/environment.html

Environmental responsibility and decarbonisation in addition to outstanding customer service and innovative digital solutions are the priority of our "Strategy 2030". More information on our "Strategy 2030" can be found at https://www.hapag-lloyd.com/en/company/about-us/our-strategy.html

Information on relevant corporate management practices

Corporate governance

Apart from the exceptions mentioned and justified in the Declaration of Conformity, the Company follows the recommendations of the German Corporate Governance Code (see above).

Compliance

At Hapag-Lloyd, compliance has top priority, as do high quality standards, proactive environmental protection and sustainability in management and all operational processes. The Company expressly commits to fair competition as well as compliance with all national and international laws that apply to Hapag-Lloyd, in particular with regard to corruption, bribery, sanctions, and embargoes as well as price fixing. Any internal or external violations of applicable law are strictly opposed and are not tolerated in any way. Hapag-Lloyd will under no circumstances accept any such legal violations and will legally pursue them. Hapag-Lloyd has a Global Code of Ethics which clearly spells out the respective conduct instructions (see above and below).

To prevent compliance-related breaches, the Executive Board has implemented a range of measures as part of the compliance management system. These include mandatory compliance trainings, which every employee worldwide must complete, as well as a whistle-blower system, which allows violations to be reported anonymously. Hapag-Lloyd's speak-up-line, as part of the whistle-blower system, in addition allows employees but also third parties to report on potential compliance-related violations. Hapag-Lloyd has an internal whistle-blower and non-retaliation policy in place that protects anyone who wants to report potential compliance-related concerns and ensures that all reported concerns are handled in an objective, fair, timely and confidential manner.

The compliance management system of Hapag-Lloyd AG, the implementation of which is seen to by the compliance organisation and the legal department, primarily consists of anti-competition and antitrust law, combating corruption, preventing fraud, and compliance with applicable embargoes and sanctions.

Compliance organisation

The central Global Compliance team, which reports directly to the Chief Executive Officer of Hapag-Lloyd AG, as well as the compliance officers in the regional centres and the national affiliates, ensure that the Hapag-Lloyd compliance management system is implemented across the Group, for example through online as well as on-site training sessions. The Executive Board and the Supervisory Board are regularly updated via compliance reports.

The compliance organisation of Hapag-Lloyd makes it possible to fundamentally implement measures as part of the compliance management system which ensure that the Company complies with laws and internal and external guidelines.

During the 2024 financial year, the integration of the Terminal & Infrastructure segment into the compliance management system was also started in order to ensure that regulatory requirements, transparent processes and an optimised risk monitoring can be complied with consistently. To strengthen this compliance strategy, a Compliance Officer of the segment is now part of the compliance organisation.

The compliance organisation is shown below:

Compliance organisation



Global Code of Ethics

The Global Code of Ethics reflects the corporate culture of Hapag-Lloyd and defines the basic values and expectations regarding the conduct of executives and employees, with regard to both internal and external relationships. This code summarises the principles governing fair dealings with each other as well as with the customers and business partners of Hapag-Lloyd (see above).

Statement on the appropriateness and effectiveness of the management systems geared to the company's risk situation

As described in the risk and opportunity report and the declaration on corporate governance, the process and organisational structure of the internal control system, the compliance and the risk management system are organised for the Group and are examined for improvement as part of regular monitoring. In addition, weaknesses identified on the basis of assessments by internal audit or external audits are also taken into account in the continuous development of the systems.

Due to the multi-layered process landscape and the introduction of data collection and reporting processes during the year as part of the implementation of the non-financial disclosure requirements, the maturity level of the internal control system regarding sustainability-related aspects does not yet correspond to that of the (Group) accounting-related internal control system. At the same time, the integration of non-financial risk reporting into the existing risk management system is currently being implemented.

At the time of the report, the Executive Board had no findings from its regular consultation of the internal control system, the compliance and risk management system in all material respects that would speak against the appropriateness and effectiveness of these systems in the 2024 reporting year.

None of the management systems geared to the Company's risk situation – even if they have been deemed as appropriate and effective – can rule out with absolute certainty circumstances which could impinge upon the early identification of risks or prevent erroneous statements in financial reporting, irrespective of their manifestation.

Corporate responsibility

Hapag-Lloyd, with its long-standing tradition as a global company, bears a social responsibility towards its customers, employees, investors and the general public. Hapag-Lloyd therefore regards compliance with individual rights, laws and internal guidelines as the foundation of its own corporate and economic activities. The global focus and strategy of profitable growth require a common system of values and principles which serves as a code of conduct for all employees.

Hapag-Lloyd's compliance organisation helps to incorporate and permanently embed the aforementioned values in the corporate structure. It ensures that the compliance management system is implemented globally.

The important documents that outline the approach of the Hapag-Lloyd Group can be found online at https://www.hapag-lloyd.com/en/company/responsibility/compliance/overview.html

Transparency

Informing the general public in a timely and consistent manner is an important element of good corporate governance for Hapag-Lloyd. The business development, corporate strategy and business model of Hapag-Lloyd are explained in particular in the financial reports, the annual report and investor relations presentations. In addition, details about the shareholder structure, Hapag-Lloyd's share and the terms and conditions of Hapag-Lloyd's issued bond are available. For this purpose, extensive information is available on the Hapag-Lloyd website in the Investor Relations section (https://www.hapag-lloyd.com/en/company/ir.html)

Our financial calendar provides a quick overview of the key publication dates. The most up-to-date financial calendar is available at https://www.hapag-lloyd.com/en/company/ir/calendar-events/financial-calendar.html

Mandatory publications under capital market law – such as ad-hoc notifications, voting right notifications and information about managers' transactions – can be found at https://www.hapag-lloyd.com/en/company/ir/financial-news/financial-news.html

Composition and functioning of the Executive Board and Supervisory Board

The German Stock Corporation Act (AktG) is the legal basis of the corporate governance of Hapag-Lloyd AG. It is further enhanced by the Company's articles of association and the provisions of the GCGC 2022 (see above).

The Executive Board manages the business of Hapag-Lloyd AG and represents the Company. It manages the Company under its own responsibility for the benefit of the Company, i.e. taking into consideration the interests of shareholders, employees and all other groups associated with the Company (stakeholders) and pursues the goal of sustainable value creation. It also develops the corporate strategy and controls and manages its implementation. The Executive Board ensures that the legal provisions and internal guidelines are complied with and that the Group companies follow them (compliance). It has also implemented an internal control and risk management system. It closely collaborates with the other corporate bodies for the benefit of the Company.

The Supervisory Board has issued rules of procedure for the Executive Board. These rules stipulate the division of responsibilities within the Executive Board and the transactions and measures that require a resolution by the entire Executive Board. The rules of procedure also include a list of transactions that may only be performed with the approval of the Supervisory Board.

The Executive Board members work together cooperatively and continually update each other about important measures and events in their business areas. In general, the Executive Board passes resolutions during regularly scheduled meetings. One member, Mr Rolf Habben Jansen, was appointed Chief Executive Officer. The Chief Executive Officer coordinates the work of the Executive Board members and the provision of information to the Supervisory Board. He also keeps in regular contact with the Chair of the Supervisory Board. Resolutions require a simple majority. If the vote is tied, the Chief Executive Officer has the casting vote.

As at 31 December 2024, the members of the Executive Board were:

Name	Born	First appointment	Current appointment until
Rolf Habben Jansen			
Chief Executive Officer	1966	2014	31 March 2029
Donya-Florence Amer Chief Information Officer/			
Chief Human Resources Officer	1972	2022	31 January 2030
Dheeraj Bhatia			
Chief Terminal & Infrastructure Officer	1973	2024	31 December 2026
Mark Frese Chief Financial Officer/			
Chief Procurement Officer	1964	2019	30 November 2027
Dr Maximilian Rothkopf		-	
Chief Operating Officer	1980	2019	30 April 2027

Up-to-date information about the Executive Board members' responsibilities and their CVs can be found on the company website at https://www.hapag-lloyd.com/en/company/about-us/management/overview.html

According to a resolution of the Supervisory Board on 13 September 2023, Mr Dheeraj Bhatia was appointed as a new Executive Board member with effect from 1 January 2024. Mr Bhatia took charge of the newly created Terminal & Infrastructure ressort as of 1 January 2024.

The Supervisory Board works with the Executive Board to ensure that there is long-term succession planning for the Executive Board. When examining candidates for an Executive Board position, the Supervisory Board believes that the key suitability criteria are the candidates' specialist qualifications for the position in question, leadership qualities, previous performance and knowledge of the Company's business model. The Supervisory Board has adopted a diversity concept for the composition of the Executive Board that takes account of the recommendations of the GCGC 2022 and ensures that diversity is taken into consideration with regard to the composition of the Executive Board. For new appointments to Executive Board positions, most recently with the addition of the position of Chief Terminal & Infrastructure Officer to the Executive Board in the 2023 financial year, the diversity concept adopted for the Executive Board has been taken into account. The current composition of the Executive Board reflects its diversity concept.

The diversity concept for the Executive Board comprises the following components:

- The target set by the Supervisory Board for the percentage of women on the Executive Board in accordance with Section 111 (5) of the German Stock Corporation Act (AktG);
- Appointments as a member of the Executive Board should end one year after the member's 65th birthday as a rule. However, this age will increase in line with changes to the regulatory age limit in the statutory retirement pension system, and the Supervisory Board reserves the right to make exceptions in individual cases;
- Executive Board members should have long-standing managerial experience and, if possible, experience from a range of different professions;
- At least two Executive Board members should have international managerial experience;
- The Executive Board as a whole should have long-standing experience in the areas of finance and human resource management.

The Executive Board and the Supervisory Board of Hapag-Lloyd AG work together closely and in confidence for the benefit of the Company. The Executive Board and the Supervisory Board are jointly responsible for ensuring that the Supervisory Board is provided with adequate information. The Executive Board reports to the Supervisory Board pursuant to Section 90 of the German Stock Corporation Act (AktG) and in accordance with the rules of procedure of the Supervisory Board and Executive Board. It informs the Supervisory Board regularly, promptly and comprehensively about all questions relevant to the Company and the Group relating to strategy, planning, business development, the internal control and risk management system, and adherence to compliance guidelines. If the course of business deviates from the set plans and objectives, the Executive Board addresses this and provides reasons.

The Executive Board agrees the strategic orientation of the Company with the Supervisory Board and they regularly discuss the status of the strategy implementation. Furthermore, the Executive Board promptly submits to the Supervisory Board the transactions and measures that require the approval of the Supervisory Board pursuant to the articles of association or the rules of procedure of the Executive Board such as the Group's annual budget. The Supervisory Board may make other transactions and measures subject to its approval.

The Executive Board members must act in the interest of the Company. Members of the Executive Board may not pursue personal interests in their decision-making or use for their own advantage business opportunities that have arisen for the Company.

Executive Board members are subject to a comprehensive non-compete agreement while working for the Company. They may only enter into other commitments, especially positions on supervisory boards at companies that are not associated companies of Hapag-Lloyd AG, with the approval of the Supervisory Board. If they do accept such offices with the approval of the Supervisory Board, the Executive Board member in question performs the role in a personal capacity – adhering to their strict obligation of confidentiality and the strict separation of their activities as a member of the Company's Executive Board. Each Executive Board member is required to immediately disclose any conflict of interest to the Supervisory Board and the Chief Executive Officer and to inform the other Executive Board members as well.

No conflicts of interest arose among members of the Executive Board of Hapag-Lloyd AG in the 2024 financial year.

All transactions between the Company or one of its Group companies on one side and the Executive Board members and persons or undertakings close to them on the other side must adhere to customary industry standards (related party transactions). Related party transactions that require the approval of the Supervisory Board in accordance with Sections 111a et seq. of the German Stock Corporation Act (AktG) must be disclosed.

Hapag-Lloyd AG has taken out pecuniary damage liability insurance (D&O insurance) for the members of the Executive Board and the Supervisory Board. For the Executive Board members, an excess of 10% of the damages up to 1.5 times the fixed annual remuneration of the Executive Board member in question has been agreed. Finally, a D&O insurance policy is in place for the members of the Supervisory Board. This covers statutory liability arising from their Supervisory Board activities. A deductible is provided for the insured event.

The Supervisory Board of Hapag-Lloyd AG advises the Executive Board on the management of the Company and monitors its business administration. It appoints the members of the Executive Board, removes them if necessary, and appoints one of the members as the Chief Executive Officer. It determines the remuneration of the Executive Board members. It reviews the annual financial statements and the consolidated financial statements and is responsible for their approval and adoption. It also reviews the Executive Board's proposal on the appropriation of profits as well as the combined management report. The Supervisory Board has issued rules of procedure that govern its work. These can be found at https://www.hapag-lloyd.com/en/company/ir/corporate-governance/rules-of-procedure-for-the-supervisory-board.html

The Supervisory Board regularly reviews how effectively it and its committees fulfil their tasks. Based on evaluation questionnaires completed in advance by the Supervisory Board members, an assessment is made of the achievement of the objectives and a self-assessment of the work of the plenary session and the committees is carried out in accordance with recommendations C.1 and D.12 of the GCGC. The Supervisory Board members received questionnaires to this end at the end of the financial year. The results of the evaluation of the work of the plenary assembly and the committees were discussed at the Supervisory Board meeting on 19 March 2025.

The Executive Board requires the approval of the Supervisory Board for decisions of an important and fundamental nature that are specified in a list of business transactions requiring approval. These include, for example:

- The approval of the business plan and annual budget;
- Investments of over EUR 100 million, unless already included in the annual budget;
- Access to assets with a value of more than EUR 75 million, unless already included in the annual budget;
- Legal transactions between the Company or a subsidiary of the Company and an affiliated company within the meaning of Section 15 et seq. of the German Stock Corporation Act (AktG), insofar as these are not part of regular business operations or are not conducted at arm's length;
- Borrowing outside of the annual budget with an amount of more than EUR 75 million;
- Acceptance of sureties, guarantees or similar liabilities as well as the provision of collateral, in each case for third-party liabilities outside of regular business operations, if the value in individual cases exceeds EUR 2 million;
- Conclusion, amendment or termination of contracts with businesses within the meaning of Sections 291 et seq. of the German Stock Corporation Act (AktG) in which the Company has an investment;
- Related party transactions that require approval within the meaning of Sections 111a et seq. of the German Stock Corporation Act (AktG).

The Supervisory Board currently consists of 16 members.

The Supervisory Board is subject to the German Co-Determination Act (MitbestG). Accordingly, the eight shareholder representatives are generally elected by the Annual General Meeting and the eight employee representatives are elected in accordance with the provisions of the German Co-Determination Act (MitbestG). As at the balance sheet date, one employee representative is court-appointed.

Each member of the Supervisory Board is required to act in the interest of the Company and may not pursue personal interests in their decision-making or use for their own advantage business opportunities that have arisen for the Company. Supervisory Board members must disclose any conflict of interest to the Chair of the Supervisory Board. This member is excluded from participating in resolutions at Supervisory Board meetings involving the matter where the conflict of interest exists. The Supervisory Board will outline any conflicts of interest that have arisen and how they were dealt with in its report to the Annual General Meeting. If a Supervisory Board member has a conflict of interest which is significant and not just temporary, this should lead to the termination of their position.

Any consulting agreements or other service agreements between a Supervisory Board member and the Company require the approval of the Supervisory Board. Such agreements and conflicts of interest among Hapag-Lloyd AG Supervisory Board members did not exist in the 2024 financial year. The Supervisory Board has issued rules of procedure that also govern the formation and responsibilities of the committees. The rules of procedure can be found on the Company's website. Two ordinary Supervisory Board meetings are held in every calendar half-year. In addition, Supervisory Board meetings may be convened as needed and/or resolutions passed by the Supervisory Board outside of meetings. If voting on the Supervisory Board is tied and a second vote results in another tie, the Chair of the Supervisory Board has the casting vote.

Composition goals and diversity concept for the Supervisory Board

The composition of the Supervisory Board must ensure that the body as a whole has the necessary knowledge, abilities and specialist experience to perform its roles properly. Each member of the Supervisory Board must ensure that they have enough time to perform their Supervisory Board role.

The Supervisory Board, in its meeting on 13 March 2024, amended the goals for its composition and adopted a revised competence profile for the body. Together with the statutory gender quota, these composition goals form the diversity concept, which ensures that the body has a diverse composition. When proposing resolutions to the Annual General Meeting for regular Supervisory Board elections and the election of a new Supervisory Board member, the composition goals and the diversity concept must be taken into consideration.

Goals for the composition of the Supervisory Board

- At least one seat on the Supervisory Board on the shareholder side for one person with no potential conflicts of interest who is independent within the meaning of Recommendations C.6 and C.7 (1) GCGC 2022;
- The Supervisory Board should not have more than two former members of the Executive Board in accordance with Recommendation C.11 GCGC 2022;
- In general, persons who have reached the age of 75 or who have been on the Supervisory Board of the Company for more than 20 years at the time of the election should not be considered for nomination.

Competence profile for the Supervisory Board

- At least four Supervisory Board seats for individuals with in-depth knowledge of regions outside of Germany in which the Hapag-Lloyd Group conducts a substantial volume of business, due to their background and/or professional experience with an international relevance;
- At least one Supervisory Board seat for an individual who has expert knowledge within the
 field of accounting and at least one Supervisory Board seat for an individual who has expert
 knowledge within the field of auditing, each of which is therefore regarded as a financial expert
 in accordance with Section 100 (5) of the German Stock Corporation Act (AktG), whereas
 accounting and auditing also include sustainability reporting and its audit and assurance;
- At least two Supervisory Board seats for individuals with in-depth knowledge of and experience in the fields of risk management and controlling;
- At least two Supervisory Board seats for individuals with knowledge of the shipping sector, including the sustainability issues associated with this area and relevant to the Company;
- At least two Supervisory Board seats for individuals with sector knowledge in the area of port terminals and infrastructure, including the sustainability issues associated with this area and relevant to the Company;
- At least two Supervisory Board seats for individuals with experience in managing or controlling a major company;
- At least two Supervisory Board seats for individuals with knowledge and experience in the areas of corporate strategy development and implementation;
- At least two Supervisory Board seats for individuals with particular knowledge in the fields
 of corporate governance and compliance, including social and environmental corporate
 governance;
- At least two Supervisory Board seats for individuals with particular knowledge of human resources;
- At least one Supervisory Board seat for an individual with particular knowledge of information technology or digitalisation (including IT security).

Diversity concept for the Supervisory Board

The diversity concept for the Supervisory Board comprises the following components:

- Goals for the composition of the Supervisory Board;
- · Competence profile for the Supervisory Board;
- The gender quota of 30%, which is already legally required for the composition
 of the Supervisory Board of Hapag-Lloyd AG in accordance with Section 96 (2)
 of the German Stock Corporation Act (AktG) and must be complied with accordingly.

As per a self-assessment by the Supervisory Board, it conformed with these goals for its composition on the reporting date of 31 December 2024. The implementation status of the competence profile as of 31 December 2024 is reflected in the qualification matrix below.

	Michael Behrendt	Klaus Schröter	Oscar Eduardo Hasbún Martínez	Felix Albrecht	Turqi Alnowaiser	H.E. Sheikh Ali Bin Jassim Al-Thani
Length of Membership						
Member of the Supervisory Board since	3.12.2014	26.8.2016	3.12.2014	11.3.2019	23.2.2018	29.5.2017
Personal aptitude						
Independence within the meaning of GCGC 2022	✓	n.a.1		n.a.1	✓	✓
Former Member of the Executive Board	✓					
Diversity						
Year of Birth	1951	1959	1969	1987	1977	1960
Gender	male	male	male	male	male	male
Nationality	German	German	Chilean	German	Saudi Arabian	Qatari
Professional aptitude						
International Expertise/ Background	✓	✓	✓		✓	✓
Finance Expert within the meaning of sec. 100 (5) Stock Corporation Act (Akt) and Recommendation D.3 GCGC 2022	√		√		√	√
Risk Management/Controlling	✓		✓		✓	✓
Sector Knowledge (Shipping)	✓	✓	✓	✓		✓
Sector Knowledge (Port terminals and infrastructure)	✓	√	✓			√
Managing/Controlling Major Company	✓	✓	✓		✓	✓
Strategy	✓		✓		✓	✓
Governance/Compliance	✓		✓		✓	✓
Human Resources	✓	✓			✓	✓
IT/Digitalisation				✓	✓	✓

Criterion is met, based on a self-assessment by the Supervisory Board. This means at least "good knowledge" and therefore the aptitude, on the basis of already existing qualifications and professional expertise, to understand and decide on the relevant issues within the tasks of the Supervisory Board.

In accordance with the German Corporate Governance Code, an indication of indepence for the employee representatives is not necessary.

Karl Gernandt	Peter Graeser	Annabell Kröger	Silke Lehmköster	Martina Neumann	Sabine Nieswand	Dr Isabella Niklas	José Francisco Pérez Mackenna	Dr Andreas Rittstieg	Maren Ulbrich
23.3.2009	29.11.2023	10.6.2017	14.9.2022	11.7.2023	26.8.2016	5.6.2020	3.12.2014	25.5.2022	14.8.2024
	n.a. ¹	n. a. ¹	n. a. ¹	n.a.1	n. a. ¹				n.a. ¹
1960	1960	1965	1986	1960	1964	1972	1958	1956	1983
male	male	female	female	female	female	female	male	male	female
German	German	German	German	German	German	German	Chilean	German	German
			√			√	√		✓
✓		√				√	√		
✓						✓	✓		
✓	✓		✓	✓	✓	✓	✓		✓
				✓		✓	✓		✓
✓						✓	✓	✓	✓
✓ ✓						✓ ✓	✓ ✓	✓ ✓	✓ ✓
		✓	✓		✓	✓			
								✓	✓

In particular, the Supervisory Board fulfilled the goal requiring that at least one representative on the shareholder side be independent on the reporting date. In this regard, the shareholder representatives Mr Turqi Alnowaiser, H.E. Sheikh Ali bin Jassim Al-Thani and Mr Michael Behrendt were classified as independent within the meaning of GCGC 2022. Moreover, the Supervisory Board is in conformity with Recommendation D.3 GCGC 2022, according to which at least one member of the Audit and Financial Committee must have expertise in the field of accounting, at least one other member of the Audit and Financial Committee must have expertise in the field of auditing and the chair of the Audit and Financial Committee shall have appropriate expertise in one of the two areas. Mr Karl Gernandt, currently chairing the Audit and Financial Committee, has expertise in the field of accounting as well as auditing, due to many years in management positions in companies, including management positions in a listed company. In addition, especially Oscar Eduardo Hasbún Martínez, member of the Audit and Financial Committee, has expertise in both fields, due to his long-standing position as Chief Executive Officer of a listed company as well as his positions in various supervisory bodies and other management functions. The expertise of the aforementioned Supervisory Board members extends to the reporting on sustainability as well as its auditing.

For the election proposals to the Annual General Meeting, the Supervisory Board and its Nomination Committee have and will ensure that the objectives continue to be fulfilled. The CVs of the Supervisory Board members can be found on the company website at https://www.hapag-lloyd.com/en/company/about-us/management/supervisory-board.html

Members of the Supervisory Board of Hapag-Lloyd AG:

Michael Behrendt

(Chair of the Supervisory Board)

Klaus Schroeter

Tariff Coordinator, Tariff Secretary for Additional Services, ver.di – Vereinte Dienstleistungsgewerkschaft (service workers' union), Berlin

(First Deputy Chair of the Supervisory Board since 16 February 2024)

Karl Gernandt

President of the Board of Directors Kühne Holding AG, Schindellegi, Switzerland (Second Deputy Chair of the Supervisory

Board until 30 April 2024)

Oscar Eduardo Hasbún Martínez

Chief Executive Officer

Compañía Sud Americana de Vapores S.A., Santiago de Chile, Chile (Second Deputy Chair of the Supervisory Board since 3 May 2024)

Felix Albrecht

Chair of the Marine Works Council Hapag-Lloyd AG, Hamburg

Turqi Alnowaiser

Deputy Governor and Head of International Investments Public Investment Fund, Riyadh, Kingdom of Saudi Arabia

H. E. Sheikh Ali bin Jassim Al-Thani Advisor to the Chief Executive Officer Qatar Investment Authority, Doha, Qatar

Peter Graeser

Marine Works Council

Hapag-Lloyd AG, Hamburg

Annabell Kröger Commercial Clerk

Hapag-Lloyd AG, Hamburg

Silke Lehmköster

Head of Fleet

Hapag-Lloyd AG, Hamburg

Martina Neumann

Works Council

Hapag-Lloyd AG, Hamburg

Sabine Nieswand

Chair of the Works Council Hapag-Lloyd AG, Hamburg

Dr Isabella Niklas

Spokeswoman of the Management HGV Hamburger Gesellschaft für Vermögensund Beteiligungsmanagement mbH, Hamburg

José Francisco Pérez Mackenna

Chief Executive Officer

Quiñenco S.A., Santiago de Chile, Chile

Dr Andreas RittstiegLawyer, Hamburg

Maya Schwiegershausen-Güth

(until 30 June 2024) Social Attaché

German Embassy Beijing, China

Maren Ulbrich (since 14 August 2024) Head of Maritime Economy, ver.di Federal

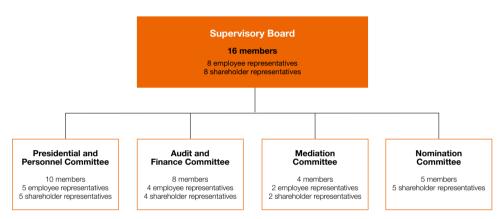
Administration, Berlin

Supervisory Board committees

During the past financial year, the Supervisory Board formed the following committees:

In order to efficiently handle its responsibilities, the Supervisory Board has set up a total of four committees that prepare the resolutions of the Supervisory Board and the topics to be discussed during board meetings. To the extent this is legally permitted, the Supervisory Board may in certain situations transfer decision-making authority to its committees. The Supervisory Board has established a Presidential and Personnel Committee, an Audit and Financial Committee, a Nomination Committee and a Mediation Committee in accordance with Section 27 (3) of the German Co-Determination Act (MitbestG) as permanent committees.

Supervisory Board and committees of Hapag-Lloyd AG



(1) The Presidential and Personnel Committee coordinates the work of the Supervisory Board and its committees. It generally prepares the Supervisory Board meetings and monitors the execution of the resolutions passed by the Supervisory Board. The Presidential and Personnel Committee also prepares the Supervisory Board's decisions on the appointment and dismissal of Executive Board members and on the Executive Board's remuneration and decides on the conclusion, amendment and termination of employment contracts with Executive Board members, although the decision on remuneration rests with the Supervisory Board.

Members:

Michael Behrendt (Chair), Felix Albrecht (since 16 February 2024), Turqi Alnowaiser, Karl Gernandt, Peter Graeser (since 16 February 2024), Sabine Nieswand (since 16 February 2024), Dr Isabella Niklas, José Francisco Pérez Mackenna, Klaus Schroeter (since 16 February 2024), Maya Schwiegershausen-Güth (since 16 February 2024 and until 30 June 2024), Maren Ulbrich (since 18 September 2024)

(2) The Audit and Financial Committee of the Supervisory Board handles the financial planning and reviews the investment projects of the Hapag-Lloyd Group. It is responsible for performing the preliminary examination of the documents for the annual financial statements and the consolidated financial statements, including the respective management reports and the Executive Board's proposal on the appropriation of profits. It prepares the adoption of the annual financial statements and the approval of the consolidated financial statements by the Supervisory Board, as well as its decision on the Executive Board's proposed resolution on the appropriation of profits. The Audit and Financial Committee also submits a substantiated recommendation to the Supervisory Board for the selection of the external auditors at the Annual General Meeting and handles the awarding of the audit engagement to the external auditors and the fee agreement. It also monitors the external auditors' independence and regularly assesses the quality of the external audit. In addition to the above, it is responsible for monitoring the effectiveness of the internal control system, the risk management system, compliance and the internal auditing system.

Members:

Oscar Eduardo Hasbún Martínez (Chair until 30 April 2024), Karl Gernandt (Chair since 3 May 2024), Sheikh Ali bin Jassim Al-Thani, Annabell Kröger (since 16 February 2024), Silke Lehmköster (since 16 February 2024), Martina Neumann (since 16 February 2024), Dr Isabella Niklas, Klaus Schroeter (since 16 February 2024)

(3) The Nomination Committee makes proposals to the Supervisory Board regarding suitable candidates to act as shareholder representatives on the Supervisory Board. In turn, the Supervisory Board submits proposals to the Annual General Meeting. In line with the recommendation of the GCGC, the Nomination Committee consists solely of shareholder representatives.

Members:

Michael Behrendt (Chair), Turqi Alnowaiser, Karl Gernandt, Dr Isabella Niklas, José Francisco Pérez Mackenna

(4) There is also a Mediation Committee, which was established in accordance with Section 27 (3) of the German Co-Determination Act (MitbestG). This committee submits proposals to the Supervisory Board for the appointment of Executive Board members if the necessary two-thirds majority of votes by Supervisory Board members is not reached in the first round of voting.

Members:

Michael Behrendt (Chair), Sabine Nieswand (since 16 February 2024), José Francisco Pérez Mackenna, Klaus Schroeter (since 16 February 2024)

The Mediation Committee and the Nomination Committee only meet when needed. All other committees meet regularly and also on specific occasions in accordance with their respective responsibilities as per the Supervisory Board's rules of procedure. The activities of the Supervisory Board and its committees in the last financial year are detailed in the Report of the Supervisory Board. It also provides information about the attendance of Supervisory Board members at meetings.

Share transactions and shareholdings of members of the Executive Board and the Supervisory Board

In accordance with the Market Abuse Regulation (MAR) (Article 19 MAR), persons who perform management functions, in other words the members of executive boards and supervisory boards, as well as persons closely related to them (including spouses, registered partners and dependent children) are required to report any transactions of their own involving the shares of Hapag-Lloyd AG or any related financial instruments to Hapag-Lloyd AG, and the German Federal Financial Supervisory Authority (BaFin) if the total amount of the transactions of an executive board member or supervisory board member and persons closely related to them reaches or exceeds EUR 20,000.00 in the calendar year. The transactions reported have been published on the website of Hapag-Lloyd AG at https://www.hapag-lloyd.com/en/company/ir/financial-news/managers-transactions.html

As at the reporting date, the total volume of shares in Hapag-Lloyd AG and related financial instruments held by all members of the Executive Board and Supervisory Board was less than 1% of issued shares.

Executive Board and Supervisory Board remuneration

An important component of responsible corporate governance is a remuneration system structure for the Executive Board and the Supervisory Board that provides incentives and rewards good performance.

The basic features of the remuneration system and the Executive Board and Supervisory Board members' remuneration are outlined in the remuneration report. The remuneration report, the external auditors' opinion in accordance with Section 162 (3) of the German Stock Corporation Act (AktG) and the remuneration systems for the members of the Executive Board and Supervisory Board that were approved and confirmed by the Annual General Meeting, in addition to the resolutions passed by the Annual General Meeting, are publicly available at https://www.hapag-lloyd.com/en/company/ir/corporate-governance/remuneration.html

Shareholders

The shareholders exercise their rights at the Annual General Meeting. The Annual General Meeting selects the external auditors, elects the shareholder representatives to the Supervisory Board and passes resolutions on the discharge of the members of the Executive Board and the Supervisory Board, the appropriation of profits, capital measures and changes to the articles of association. The shares are registered. Shareholders who are recorded in the share register and have registered in time before the Annual General Meeting are entitled to attend the Annual General Meeting and exercise their voting rights. Shareholders can either exercise their voting right at the Annual General Meeting themselves or have it exercised by a proxy of their choice or by a voting representative of the Company who is required to follow their instructions. Each share grants one vote.

In the 2024 financial year, the Company's Annual General Meeting was held as a virtual meeting. Properly registered shareholders or their proxies were able to follow the virtual Annual General Meeting live in picture and sound via the InvestorPortal and exercise their voting right as well as other shareholder rights. Shareholders who did not register also had the possibility to follow the Annual General Meeting live in picture and sound via the InvestorPortal.

As at 31 December 2024, the shareholders of Hapag-Lloyd AG were (unchanged from 31 December 2023):

in %	31.12.2024
Kühne Holding AG and Kühne Maritime GmbH	30.0
CSAV Germany Container Holding GmbH	30.0
HGV Hamburger Gesellschaft für Vermögens- und Beteiligungsmanagement mbH	13.9
Qatar Holding Germany GmbH	12.3
Public Investment Fund of the Kingdom of Saudi Arabia	10.2
Free float	3.6
Total	100.0

Accounting and auditing

The Executive Board prepares the annual financial statements of Hapag-Lloyd AG in accordance with the German Commercial Code (HGB) and the German Stock Corporation Act (AktG). The consolidated financial statements are prepared in accordance with the principles of the International Financial Reporting Standards (IFRS), as applicable within the European Union, and the German legal provisions applicable in accordance with Section 315e (1) of the German Commercial Code (HGB). The combined management report is prepared in accordance with the provisions of the German Commercial Code (HGB). The annual and consolidated financial statements as well as the combined management report are examined by the external auditors and by the Supervisory Board.

At the proposal of the Supervisory Board, the Annual General Meeting on 30 April 2024 selected KPMG AG Wirtschaftsprüfungsgesellschaft, Hamburg (KPMG) as the external auditors of the annual and consolidated financial statements as well as the combined management report of Hapag-Lloyd AG for the 2024 financial year, among other publications. The Supervisory Board had previously verified the independence of the external auditors. The signatory auditors of the annual and consolidated financial statements of Hapag-Lloyd AG are Andreas Modder (since the 2022 financial year) and Markus Lippmann (since the 2023 financial year). The audits covered the risk early-warning system in addition to the accounting system.

Risk management and internal control system (ICS)

The Hapag-Lloyd Group's risk management system as well as the ICS are detailed in the risk and opportunity report.

Information on statutory diversity requirements

As a listed company which is also subject to the German Co-Determination Act (MitbestG), a fixed gender quota applies to the Supervisory Board of Hapag-Lloyd AG. This means that the Supervisory Board must consist of at least 30% women and at least 30% men. As at 31 December 2024, there were six women on the Supervisory Board of Hapag-Lloyd AG. This means that 38% of the Supervisory Board members were women as at the reporting date. The statutory requirements have thus been fulfilled.

Hapag-Lloyd will also take the statutory regulations into account for new appointments in the future so that it fulfils the corresponding requirements.

The Supervisory Board had decided on a target of 20% for the Executive Board by 30 June 2027. This target is met. Furthermore, Hapag-Lloyd AG satisfies the requirements of Section 76 (3) of the German Stock Corporation Act (AktG), whereby at least one woman and at least one man must be a member of the Executive Board of a listed company if it has more than three members.

For the first two management levels below the Executive Board, the Executive Board set a target for the percentage of women of 25% for the first management level below the Executive Board and a target of 35% for the second management level by 30 June 2027.

Offices held by members of the Executive Board in supervisory boards and other comparable supervisory bodies of commercial companies

Rolf Habben Jansen
J M Baxi Ports & Logistics Private Limited
Royal Schiphol Group (since 9 April 2024)
Stolt-Nielsen Limited
World Shipping Council

Donya-Florence Amer
Beiersdorf AG (since 18 April 2024)
EA Technologies FZCO
Fiege Logistik Holding Stiftung & Co. KG

Dheeraj Bhatia

EA Technologies FZCO

J M Baxi Ports & Logistics Private Limited

HHLA Container Terminal Altenwerder GmbH

Eurogate Container Terminal Wilhelmshaven GmbH & Co. KG

Rail Terminal Wilhelmshaven GmbH

Texas Stevedoring Services LLC (since 1 October 2024)

Mark Frese x+bricks S.A.

Dr Maximilian RothkopfThe Britannia Steam Ship Insurance Association Ltd.
Stiftelsen DNV – Det Norske Veritas

Offices held by members of the Supervisory Board in other supervisory boards and other comparable supervisory bodies of commercial companies

H. E. Sheikh Ali bin Jassim Al-Thani

SCI Elysees 26

Libyan Qatari Bank - Deputy Chair

Qatar Insurance and Re-Insurance Co.

Al Rayan Bank

Turqi Alnowaiser

Lucid Motors - Chairman

Sanabil Investments

Saudi Information Technology Company (SITCO)

Manara Minerals Investment Company - Chairman

Uber Technologies, Inc.

Heathrow Airport Holdings Limited (since 12 December 2024)

Michael Behrendt

Barmenia Versicherungen a.G.

Gothaer Versicherungsbank VVaG (since 10 October 2024)

Barmenia.Gothaer Finanzholding AG (since 10 October 2024)

Barmenia Allgemeine Versicherungs-AG

Gothaer Allgemeine Versicherung AG (since 10 October 2024)

Barmenia Krankenversicherung AG

Gothaer Krankenversicherung AG (since 10 October 2024)

Barmenia Lebensversicherung a.G. (until 3 September 2024)

Gothaer Lebensversicherung AG (since 10 October 2024)

ExxonMobil Central Europe Holding GmbH

MAN Energy Solutions SE

MAN Truck & Bus SE

Karl Gernandt

Hochgebirgsklinik Davos AG

Kühne + Nagel International AG - Deputy Chair

Kühne Holding AG - President/Chair

Kühne + Nagel (AG & Co.) KG - Chair (until 1 April 2024)

Kühne & Nagel A.G., Luxembourg - Chair (until 1 April 2024)

Kühne Logistics University

Kühne Real Estate AG - Chair (until 28 May 2024)

Signa Prime Selection AG (until 10 April 2024)

Deutsche Lufthansa AG

Oscar Eduardo Hasbún Martínez

Invexans S.A.

Nexans S.A.

SM-SAAM S.A. - Chair

Barú Offshore de México S.A.P.I. de C.V.

EOP Crew Management de México S.A. de C.V.

SAAM Towage Colombia S.A.S.

Intertug México S.A. de C.V.

Compañia Cervecerías Unidas S.A. (CCU)

Compañia Cervecera de Chile S.A.

Embotelladoras Chilenas Unidas S.A.

José Francisco Pérez Mackenna

Banchile Corredores de Seguros Limitada

Banco de Chile

Compañía Cervecerías Unidas S.A. (CCU)

Compañía Cervecerías Unidas Argentina S.A.

Cervecera CCU Limitada

Central Cervecera de Colombia SAS

Compañía Pisquera de Chile S.A.

Compañía Sud Americana de Vapores S.A. - Chair

Embotelladoras Chilenas Unidas S.A.

Empresa Nacional de Energía Enex S.A. - Chair

Enex Corporation Ltd

Enex CL Ltd

Invexans S.A. - Chair

Invexans Ltd.

Inversiones IRSA Limitada

Inversiones LQ-SM Limitada

Inversiones y Rentas S.A.

LQ Inversiones Financieras S.A.

Nexans S.A.

Sociedad Matríz SAAM S.A.

Tech Pack S.A. - Chair

Viña San Pedro Tarapacá S.A.

Zona Franca Central Cervecera S.A.S.

Dr Isabella Niklas

Exchange Council of the Hanseatic Stock Exchange Hamburg

Bucerius Law School

Gasnetz Hamburg GmbH (until 31 August 2024)

GMH Gebäudemanagement Hamburg GmbH

HADAG Seetouristik und Fährdienst AG

Stromnetz Hamburg GmbH (until 31 August 2024)

Hamburger Energiewerke GmbH

SBH Schulbau Hamburg

Hamburger Energienetze GmbH (prior Stromnetz Hamburg GmbH and Gasnetz Hamburg

GmbH) (since 1 September 2024)

Dr Andreas Rittstieg

Brenntag SE - Deputy Chair

Hubert Burda Media Holding Geschäftsführung SE

Kühne Holding AG

Huesker Holding GmbH

Maya Schwiegershausen-Güth (until 30 June 2024)

EUROGATE Geschäftsführungs-GmbH & Co. KGaA (until 30 June 2024)

Maren Ulbrich (since 14 August 2024)

HHLA Hamburger Hafen und Logistik AG (since 22 February 2024)

The Executive Board and Supervisory Board members not listed above do not hold any offices on other legally required supervisory boards or comparable supervisory bodies of commercial companies.