

Declaration on corporate governance in accordance with Section 289a of the German Commercial Code (HGB), Corporate Governance Report

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. 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 public limited company 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 amended on 5 May 2015. In addition to the most important laws governing the management and monitoring of German publicly traded companies, the code, which was ratified by the "Government Commission for the German Corporate Governance Code" contains nationally and internationally accepted standards for good and responsible corporate governance in the form of recommendations and suggestions.

The Executive Board and Supervisory Board of Hapag-Lloyd AG have given a great deal of attention to the corporate governance system of the Company and the recommendations and suggestions of the Code. They are committed to responsible corporate governance and identify with the objectives of the GCGC. According to the preamble of the GCGC, in the interests of good corporate management and an active corporate governance culture, this 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

Statement of compliance with the German Corporate Governance Code 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 Government Code" (GCGC), 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 "Government Commission for the German Corporate Governance Code" pursuant to Section 161 of the German Stock Corporation Act (AktG)

The Executive Board and the Supervisory Board of Hapag-Lloyd Aktiengesellschaft hereby state that the Company has followed the recommendations of the "Government Commission for the German Corporate Governance Code" as amended on 5 May 2015 and published in the official part of the German Federal Gazette on 12 June 2015 and will continue to do so with the following exception:

Section 5.3.2 clause 3 GCGC includes the recommendation that the Chairman of the Audit and Financial Committee should be independent. At this time, Mr Karl Gernandt is the Chair of the Audit and Financial Committee. Mr Gernandt is also a managing director for a shareholder who holds a significant interest in Hapag-Lloyd AG. Therefore, Mr Gernandt cannot be considered as independent within the meaning of Section 5.3.2 clause 3 GCGC. In the opinion of the Supervisory Board, it is in the urgent interest of the Company and all its shareholders that Mr Gernandt continue to exercise his office as the Chair of the Audit and Financial Committee because Mr Gernandt is well suited to the role of Chair of the Audit and Financial Committee. There is no doubt that he exercises his office in an independent manner.

Hamburg, 16 December 2016

Executive Board and Supervisory Board

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

In July 2010, Hapag-Lloyd introduced a Code of Ethics which expresses Hapag-Lloyd's commitment to law-abiding, sustainable conduct that expresses integrity as well as social responsibility. The Code of Ethics is intended to serve employees as a guideline in performing their responsibilities. 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 the high legal and ethical standards, but also views itself as a company that highly values environmental protection, high quality standards, and the safety and health of its employees.

This ethos is firmly anchored in the Company's sustainability policy. The Company's sustainability policy can be found at www.hapag-lloyd.com.

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 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 www.hapag-lloyd.com.

Information on relevant corporate management practices

Corporate governance

With one exception, 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, and price fixing, which it are strictly opposed to and which are not tolerated in any way. Hapag-Lloyd will not tolerate any internal or external violations of applicable law and will legally pursue them. Hapag-Lloyd has a Code of Ethics which clearly spells out the respective conduct instructions (see above).

Code of Ethics

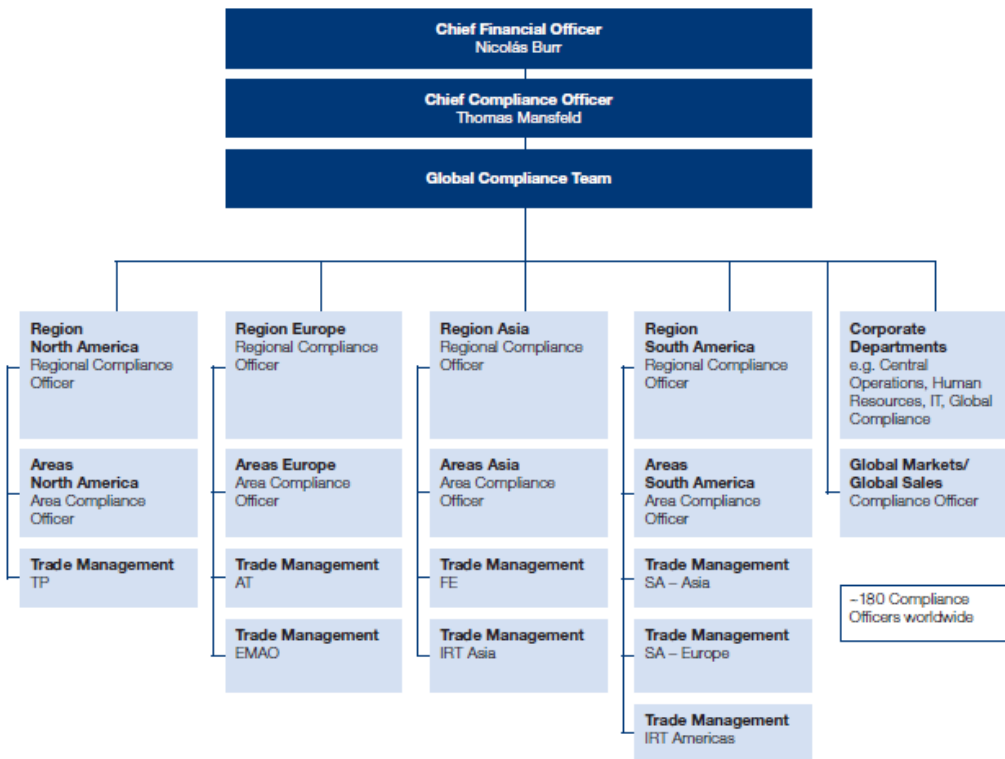
The Global Code of Ethics reflects the corporate culture of Hapag-Lloyd and defines the basic values and expectations regarding the conduct of executives and employees, both with regard to internal and external relationships. This code summarises the principles governing fair dealings with each other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

Compliance organisation

The compliance programme of Hapag-Lloyd AG primarily consists of anti-competition and antitrust law, combating corruption, and compliance with embargoes and sanctions.

The central Global Compliance department, which reports directly to the Chief Financial 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 program is implemented across the Group, for example through online and on-site training sessions. The Executive Board and the Supervisory Board's Audit and Financial Committee are regularly updated via compliance reports.

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



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 our 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 programme is implemented globally.

The Global Code of Ethics reflects the corporate culture and defines the basic values of Hapag-Lloyd and the expectations regarding the conduct of executives and employees, both with regard to internal and external relationships.

The aforementioned important documents that outline the approach of the Hapag-Lloyd Group can be found online at <https://www.hapag-lloyd.com/en/about-us.html>.

Transparency

Informing the general public in a timely and consistent manner is an important element of good corporate governance for Hapag-Lloyd. For this purpose, extensive information is available in German and English on the Hapag-Lloyd website under Investor Relations.

A 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/ir/calendar-events/financial-calendar.html>.

The business development of Hapag-Lloyd is explained in particular in the financial reports, the annual report and investor relations presentations. In addition, details about Hapag-Lloyd's share and the terms and conditions of Hapag-Lloyd's issued bonds are available.

Mandatory publications under capital market law – such as ad-hoc notifications, voting right notifications and information about managers' transactions – are immediately posted on the Investor Relations web page as well.

Explanations about the corporate strategy, shareholder structure and business model complete the range of information provided.

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 German Corporate Governance Code (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, its 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 effective 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, the appointment of a CEO, 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 currently has four members. One member, Mr Rolf Habben Jansen, was appointed CEO. The CEO 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 Chairman of the Supervisory Board. The Executive Board members work together as colleagues and continually update each other about important measures and events in their business areas. In general, the Executive Board only passes resolutions during regularly scheduled meetings. Resolutions require a simple majority. If the vote is tied, the Chief Executive Officer has the casting vote.

As at 31 December 2016, the members of the Executive Board were Rolf Habben Jansen (Chief Executive Officer), Nicolás Burr, Anthony James Firmin and Thorsten Haeser. None of the members of the Executive Board have a remaining term exceeding three years.

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 provides the Supervisory Board with reports compiled pursuant to Section 90 of the German Stock Corporation Act (AktG) and in accordance with the rules of procedure of the Supervisory Board/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 Supervisory Board/Executive Board such as the Group's annual budget. In individual cases, the Supervisory Board may also 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, in particular positions on supervisory boards at companies that are not associated companies of Hapag-Lloyd AG, with the approval of the Chairman of the Supervisory Board. If they do accept such offices with the approval of the Chairman 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 Chairman of the Supervisory Board 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 2016 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. There were no transactions of this type in the reporting period.

Members of the Executive Board of Hapag-Lloyd AG (31 December 2016):

Rolf Habben Jansen

Member of the Executive Board/CEO

Born in 1966

First appointment: Member of the Executive Board of Hapag-Lloyd AG since 2014

Chief Executive Officer of Hapag-Lloyd AG since 2014

Current appointment: Until 31 March 2019

Nicolás Burr

Member of the Executive Board/CFO

Born in 1975

First appointment: Member of the Executive Board of Hapag-Lloyd AG since 2015

Current appointment: Until 28 February 2018

Anthony James Firmin

Member of the Executive Board/COO

Born in 1953

First appointment: Member of the Executive Board of Hapag-Lloyd AG since 2014

Current appointment: Until 30 June 2017

Thorsten Haeser

Member of the Executive Board/CCO

Born in 1968

First appointment: Member of the Executive Board of Hapag-Lloyd AG since 2015

Current appointment: Until 30 September 2018

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. In the event of a claim, the policy includes an excess of 10% of the damages up to 1.5 times the fixed annual remuneration of the Supervisory Board member.

The Supervisory Board of Hapag-Lloyd AG advises the Executive Board in the management of the Company and monitors its business administration. It appoints the members of the Executive Board and one of its members as the CEO. If necessary, it also removes members from the Executive Board. 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 respective management reports. The Supervisory Board has issued rules of procedure that govern its work.

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 100,000,000.00, unless already included in the annual budget;
- Access to assets with a value of more than EUR 75,000,000.00, 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 ff. 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 75,000,000.00;
- 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 2,000,000.00;
- Conclusion, amendment or termination of contracts with businesses within the meaning of Sections 291 ff. of the German Stock Corporation Act (AktG) in which the Company has an investment.

The Supervisory Board currently consists of 12 members. The Annual General Meeting on 26 August 2016 passed a resolution to increase the size of the Supervisory Board to 16 members, on the condition that the execution of the capital increase from Authorised Share Capital 2016 is registered.

The Supervisory Board is subject to the German Co-Determination Act (MitbestG). Under the Act, the six current representatives of the shareholders are elected by the Annual General Meeting – whereby the Supervisory Board proposes candidates following preparatory work by the Nomination Committee – and the six current representatives of the employees are elected in accordance with the provisions of the German Co-Determination Act (MitbestG). When selecting the candidates for the Supervisory Board, their expertise, capabilities, and professional experience relating to the tasks to be performed are taken into consideration, as is the diversity of the Board's composition. Supervisory Board members should not hold positions on the corporate bodies of the Company's significant competitors or provide them with advisory or consulting services. At least one independent member must have accounting or auditing expertise. Each member of the Supervisory Board must ensure that they have enough time to perform their Supervisory Board role. Supervisory Board members who are simultaneously a member of the executive board of a listed public limited company cannot hold more than three supervisory board positions at listed companies outside the Group or on supervising bodies at companies with similar requirements.

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 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 interests 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. There were no such agreements or conflicts of interest among Supervisory Board members of Hapag-Lloyd AG in the 2016 financial year. The Supervisory Board has issued rules of procedure that also govern the formation and responsibilities of the committees. Four ordinary Supervisory Board meetings are held in every calendar 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 Chairman of the Supervisory Board has the casting vote.

The Supervisory Board has set the following objectives for its composition, which are taken into account when proposing resolutions to the Annual General Meeting as part of the regular Supervisory Board elections and the election of a new Supervisory Board member:

- At least two members should have in-depth knowledge and experience of regions in which the Hapag-Lloyd Group conducts a substantial volume of business, due to their background or professional experience with an international dimension.
- At least two members of the Supervisory Board should have special knowledge and experience of the shipping industry.
- At least two members of the Supervisory Board should have experience in managing or monitoring a major company.
- The members of the Supervisory Board should in general not be older than the age of 70 at the time of their election.

The current composition of the Supervisory Board fulfils all legal objectives. The Supervisory Board and its Nomination Committee will ensure that the objectives continue to be fulfilled.

Members of the Supervisory Board of Hapag-Lloyd AG (31 December 2016):

Michael Behrendt

(Chairman of the Supervisory Board)

Christine Behle (since 26 August 2016)

Member of the Federal Executive Board, Head of Transport

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(First Deputy Chairperson of the Supervisory Board, since 26 August 2016)

Oscar Eduardo Hasbún Martínez

Chairman of the Board

Compañía Sud Americana de Vapores S.A., Santiago de Chile

(Second Deputy Chairman of the Supervisory Board, since 26 August 2016)

Nicola Gehrt (since 26 August 2016)

Head of Investor Relations TUI Group

TUI AG, Hannover

Jutta Diekamp

Deputy Chairperson of the Works Council for Shipping Operations

Hapag-Lloyd AG, Hamburg

Karl Gernandt

President of the Administrative Board

Kühne Holding AG, Schindellegi, Switzerland

(Until 26 August 2016: Second Deputy Chairman of the Supervisory Board)

Dr Rainer Klemmt-Nissen

Managing Director

HGV Hamburger Gesellschaft für Vermögens- und Beteiligungs-
management mbH, Hamburg

Arnold Lipinski

HR Manager for Shipping Operations

Hapag-Lloyd AG, Hamburg

Sabine Nieswand (since 26 August 2016)

Chairperson of the Works Council

Hapag-Lloyd AG, Hamburg

Francisco Pérez Mackenna

Managing Director

Quiñenco S.A., Las Condes

Klaus Schroeter (since 26 August 2016)

Federal Group Leader for the shipping industry

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Uwe Zimmermann (since 26 August 2016)

Commercial Clerk

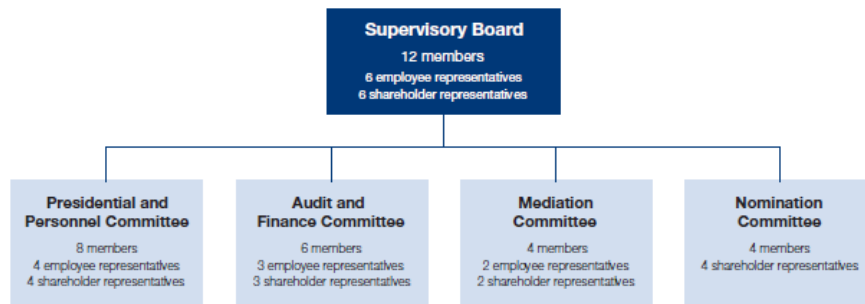
Hapag-Lloyd AG, Düsseldorf

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 constituted a Presidential and Personnel Committee, an Audit and Financial Committee, a Mediation Committee and a Nomination Committee as permanent committees in accordance with Section 27 (3) of the German Co-Determination Act (MitbestG).

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. As a general rule, it prepares the resolutions of the Supervisory Board regarding legal transactions requiring approval. The Presidential and Personnel Committee also prepares the Supervisory Board's decisions on the appointment and dismissal of Executive Board members, on the conclusion, amendment and termination of employment contracts with Executive Board members, and on the Executive Board's remuneration system.

Members:

Michael Behrendt (Chairman), Karl Gernandt, Sabine Nieswand, Christine Behle, Jutta Diekamp, Dr Rainer Klemmt-Nissen, Arnold Lipinski, Francisco Pérez Mackenna

- (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 prepares the Supervisory Board's proposal for the selection of the external auditors at the Annual General Meeting, negotiates fees with the external auditors and awards the audit assignment. It also monitors the external auditors' independence. In addition to the above, it is responsible for monitoring the effectiveness of the internal control system, the risk management system, the compliance management system and the internal auditing system.

Members:

Karl Gernandt (Chairman), Dr Rainer Klemmt-Nissen, Klaus Schroeter, Uwe Zimmermann, Jutta Diekamp, Arnold Lipinski, Oscar Hasbún Martínez

- (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 GCGC's recommendation, the Nomination Committee consists solely of shareholder representatives.

Members:

Michael Behrendt (Chairman), Karl Gernandt, Dr Rainer Klemmt-Nissen, 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 (Chairman), Karl-Heinz Biesold, Jutta Diekamp, Francisco Pérez Mackenna

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 of Hapag-Lloyd AG, to 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 5,000 in the calendar year. The transactions reported have been published on the website of Hapag-Lloyd AG at <https://www.hapag-lloyd.com/en/ir/corporate-governance/directors-dealings.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 as part of the management report.

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 to the bearer. 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.

As at 31 December 2016, the shareholders of Hapag-Lloyd AG were:

CSAV Germany Container Holding GmbH	31,4%
HGV Hamburger Gesellschaft für Vermögens- und Beteiligungsmanagement mbH	20,6%
Kühne Holding AG und Kühne Maritime GmbH	20,2%
TUI AG / TUI-Hapag Beteiligungs GmbH	12,3%
Streubesitz	15,5%
Gesamt	100,0%

Accounting and auditing

The Executive Board prepares the annual financial statements and associated management report 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 315a (1) of the German Commercial Code (HGB). The Group 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 management report and Group 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 26 August 2016 selected KPMG AG Wirtschaftsprüfungsgesellschaft, Hamburg, (KPMG) as the external auditors of the annual and consolidated financial statements as well as the respective management reports of Hapag-Lloyd AG for the 2016 financial year. 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 Hartmut Heckert (since the 2010 financial year) and Markus Lippmann (since the 2015 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, including the ICS as it relates to the accounting process, is detailed in the risk report as part of the management report.

Information on statutory diversity requirements

The German Law for the Equal Participation of Women and Men in Leadership Positions in the Private Sector and the Public Sector is now in force. Its provisions are in addition to existing diversity requirements under the GCGC, which Hapag-Lloyd AG already complies with. Hapag-Lloyd has addressed the requirements at the various levels and in the responsible committees and has passed the necessary resolutions.

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 and must be observed for new appointments from 1 January 2016. This means that the Supervisory Board must consist of at least 30% women and at least 30% men. As at 31 December 2016, there were four women on the Supervisory Board of Hapag-Lloyd AG. This means that 33% of the Supervisory Board members on the reporting date were women. 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 German Law for the Equal Participation of Women and Men in Leadership Positions in the Private Sector and the Public Sector also requires that targets be set for the percentage of women on the Executive Board and at the two management levels below the Executive Board as well as deadlines for achieving this. The initial deadlines to be set for achieving the targets may not be later than 30 June 2017.

Consequently, the Supervisory Board has set a target of 0% for the percentage of women on the Executive Board and a deadline of 30 June 2017 for achieving this. This means that the current situation will not change as no new appointments by that time are expected at present.

The Executive Board of Hapag-Lloyd AG has set a target of 0% for the percentage of women at the first management level below the Executive Board in the period until 30 June 2017 and 14% at the second management level in the period until 30 June 2017. This corresponds to the current situation in each case and takes into account the succession planning within this period for both management levels.

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

Rolf Habben Jansen

Stolt-Nielsen Limited – Member of the Board of Directors

Anthony Firmin

HHLA Container Terminals GmbH – Supervisory Board Member

HHLA Container Terminal Altenwerder GmbH – Supervisory Board Member

SCA Service Center Altenwerder GmbH – Supervisory Board Member

FRANK Beteiligungsgesellschaft mbH – Advisory Board Member

The Britannia Steam Ship Insurance Association Ltd. – Member of the Board of Directors

Through Transport Mutual Insurance Association Ltd. – Member of the Board of Directors

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

Michael Behrendt

Barmenia Allgemeine Versicherungs AG – Deputy Chairman of the Supervisory Board

Barmenia Krankenversicherung AG – Deputy Chairman of the Supervisory Board

Barmenia Lebensversicherung AG – Deputy Chairman of the Supervisory Board

ESSO Deutschland GmbH – Supervisory Board Member

EXXON Mobil Central Europe Holding GmbH – Supervisory Board Member

MAN SE – Supervisory Board Member

MAN Diesel Turbo SE – Supervisory Board Member

MAN Truck & Bus AG – Supervisory Board Member

Renk AG – Supervisory Board Member

Andreas Bahn (until 26 August 2016)

HGV Hamburger Gesellschaft für Vermögens- und Beteiligungsmanagement mbH – Supervisory Board Member

HHLA Container Terminals GmbH – Supervisory Board Member

Horst Baier (until 26 August 2016)

TUI Deutschland GmbH – Supervisory Board Member

TUIfly GmbH – Supervisory Board Member (until 24 February 2016)

RIUSA II S.A. – Member of the Board of Directors

TUI Canada Holdings Inc. – Member of the Board of Directors

Sunwing Travel Group Inc. – Member of the Board of Directors

Christine Behle (since 26 August 2016)

Deutsche Lufthansa AG – Supervisory Board Member

Bremer Lagerhaus-Gesellschaft - Aktiengesellschaft von 1877 – Member of the Supervisory Board

Bochum-Gelsenkirchener Straßenbahnen Aktiengesellschaften – Supervisory Board Member

Nicola Gehrt (since 26 August 2016)

TUI Deutschland GmbH – Supervisory Board Member

Karl Gernandt

Kühne + Nagel International AG – Vice Chairman of the Board of Directors

Kühne Holding AG – Chairman of the Board of Directors

HSV Fußball AG – Supervisory Board Member

Kühne Logistics University – Supervisory Board Member

VTG Aktiengesellschaft – Supervisory Board Member

Dr Rainer Klemmt-Nissen

Hamburger Hochbahn AG – Supervisory Board Member

HSH Nordbank AG – Supervisory Board Member

Vattenfall Wärme Hamburg GmbH – Supervisory Board Member

HMC Hamburg Messe und Congress GmbH – Supervisory Board Member

HSH Finanzfonds AöR – Institutional Authorities Assembly Member

Francisco Pérez Mackenna

Compañía Sud Americana de Vapores S.A. – Member of the Board of Directors

Compañía Cervecerías Unidas S.A. – Member of the Board of Directors

Banco de Chile – Member of the Board of Directors

Nexans S.A. – Member of the Board of Directors

Invexans S.A. – Member of the Board of Directors

Sudamericana Agencias Aéreas y Marítimas S.A. – Member of the Board of Directors

Tech Pack S.A. – Member of the Board of Directors

Óscar Hasbún Martínez

Sudamericana Agencias Aéreas y Marítimas S.A. – Supervisory Board Member

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