

# 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 para. 1 sentence 2 and 315d 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 Supervisory Board are committed to responsible corporate governance and identify with the objectives of the GCGC. The basis for this at the start of the financial year was the recommendations and suggestions of the German Corporate Governance Code in the version of 7 February 2017 (GCGC 2017), which were applicable to the Company up until the Declaration of Conformity in March 2021, and subsequently the recommendations and suggestions of the German Corporate Governance Code in the version of 16 December 2019 published in the official section of the Federal Gazette (Bundesanzeiger) on 20 March 2020 (GCGC 2020), which were applicable to the Company from March 2021. According to the preamble of the GCGC 2017/2020, 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 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 German Corporate Governance Code Commission, 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 of March 19, 2020, complied with the Recommendations of the "German Corporate Governance Code Commission" in the version of February 7, 2017 published in the official section of the Federal Gazette (Bundesanzeiger) on April 24, 2017 (GCGC 2017) with the following exception:

- No. 5.3.2 sentence 5 GCGC 2017 provides, inter alia, the Recommendation that the Chair of the Audit Committee shall be independent. Currently, this Recommendation is not complied with. The Chair of the Audit and Financial Committee of Hapag-Lloyd Aktiengesellschaft, Mr. Karl Gernandt, is at the same time managing director of a direct main shareholder of Hapag-Lloyd Aktiengesellschaft and, therefore, lacks the required independence within the meaning of no. 5.3.2 sentence 5 GCGC 2017. To the conviction of the Supervisory Board, the exercise of the office as chair of the Audit and Financial Committee by Mr. Gernandt is in the best interest of the Company and its entire shareholders, since Mr. Gernandt is perfectly suited as chair of the Audit and Financial Committee. It is not doubtful that he in fact serves independently. 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 no. 5.3.2 sentence 5 GCGC 2017 for similar reasons.

Hapag-Lloyd Aktiengesellschaft currently complies and will in future comply with the Recommendations of the "Government Commission on the German Corporate Governance Code" in the version of December 16, 2019 (GCGC 2020) published in the official section of the Federal Gazette (Bundesanzeiger) on March 20, 2020, with the following exceptions:

- Purely as a precaution, a deviation from Recommendations C.7, C.10 sentence 1 var. 2, sentence 2 and D.4 sentence 1 GCGC 2020 is declared.

According to Recommendation C.7 GCGC 2020, 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 twelve years. Of the eight shareholder representatives on the Supervisory Board of Hapag-Lloyd Aktiengesellschaft, four 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), and Karl Gernandt being Executive Chairman of Kühne Holding AG in Switzerland (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 twelve years. Considering these circumstances, one indicator (mentioned in C.7 GCGC 2020) is fulfilled with regard to Dr Isabella Niklas, José Francisco Pérez Mackenna and Oscar Eduardo Hasbún Martínez respectively and two indicators are fulfilled with regard to Karl Gernandt for a lack of independence from the company according to the GCGC 2020. A deviation from Recommendation C.7 GCGC 2020 is therefore declared as a precautionary measure.

According to Recommendation C.10 sentence 1 var. 2, sentence 2 and D.4 sentence 1 GCGC 2020, 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, Karl Gernandt, 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 and D.4 sentence 1 GCGC 2020 is declared as a precautionary measure. The Supervisory Board is convinced that the exercise of the office of Chair of the Audit and Financial Committee by Mr. Gernandt is in the interest of the Company and all its shareholders, as Mr. Gernandt is perfectly suited to chair the Audit and Financial Committee.

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

- Recommendation G.1, bullet 3 GCGC 2020 is partly not complied with. According to this Recommendation, the financial and non-financial performance criteria relevant for the granting of variable remuneration components are to be defined.

The remuneration system for the members of the Executive Board of Hapag-Lloyd Aktiengesellschaft resolved on by the Supervisory Board on March 17, 2021, which applies to new contracts to be concluded or contract extensions, does not provide for any already applicable or specific non-financial performance criteria; an individual performance criterion for short-term variable remuneration is not specified. In the opinion

of the Supervisory Board, it is not in the interests of the Company to provide for specific non-financial performance criteria in the remuneration system, as this would restrict the Supervisory Board's scope for action in response to Company-specific developments not insignificantly. An individual performance criterion has not been included with regard to short-term variable remuneration, as it is the opinion of the Supervisory Board the assessment of this remuneration component on the basis of EBIT is in the interest of the Company. In the future, however, the Supervisory Board intends to include non-financial performance criteria in the remuneration system. This is already laid down in the principles of the remuneration system, which aim, among other things, to promote the sustainable development of the Company through the remuneration of the Executive Board.

- As a precautionary measure, a deviation from Recommendation G.7 GCGC 2020 is declared. According to this Recommendation, the Supervisory Board shall determine the performance criteria for all variable remuneration components for each Executive Board member for the respective upcoming financial year, which shall – in addition to operational objectives – primarily be based on strategic objectives. The current remuneration system for the Executive Board of Hapag-Lloyd Aktiengesellschaft focuses on operational objectives, i.e. EBIT(DA) developments and average Return on Invested Capital. However, these criteria are derived from the Company's strategy, so that this also promotes the Company's sustainable value creation.
- Recommendation G.10 GCGC 2020 is not complied with. According to this Recommendation, the variable remuneration granted to the Executive Board member 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 Executive Board remuneration system of Hapag-Lloyd Aktiengesellschaft does neither provide for any share based remuneration nor for any multi-year holding obligation.

Hamburg, in March 2021  
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.

In 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 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 the high legal and ethical standards, but also views itself as a company that highly 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/at-a-glance.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 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 <https://www.hapag-lloyd.com/en/company/responsibility/sustainability/at-a-glance.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 and price fixing. Any internal or external violations of applicable law are strictly opposed and are not tolerated in any way. Hapag-Lloyd will not accept any such legal violations under any circumstances and will legally pursue them. Hapag-Lloyd has a Code of Ethics which clearly spells out the respective conduct instructions (see above and below).

To prevent breaches of compliance, the Executive Board has implemented a range of measures as part of the compliance management system. These include mandatory compliance training, which every employee worldwide must complete, as well as a whistle-blower system, which allows violations to be reported anonymously.

The compliance programme of Hapag-Lloyd AG, the implementation of which is seen to by the compliance organisation, 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 programme is implemented across the Group, for example through online and 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 programme which ensure that the Company complies with laws and internal and external guidelines.

## Compliance organisation



## 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).

## 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 programme is implemented globally.

The aforementioned 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. For this purpose, extensive information is available on the Hapag-Lloyd website at <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>

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 bond 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 and can be found at <https://www.hapag-lloyd.com/en/company/ir/financial-news/financial-news.html>

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

### **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 2020 (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 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 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 had four members as at the balance sheet date. 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 Chairman 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 2021, the members of the Executive Board were Rolf Habben Jansen (Chief Executive Officer), Mark Frese, Dr Maximilian Rothkopf and Joachim Schlotfeldt. Current 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>

**Members of the Executive Board of Hapag-Lloyd AG (31 December 2021)**

<b>Rolf Habben Jansen</b> Born in 1966	<b>Member of the Executive Board/CEO</b>
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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 2024

<b>Mark Frese</b> Born in 1964	<b>Member of the Executive Board/CFO</b>
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First appointment:	Member of the Executive Board of Hapag-Lloyd AG since 2019
Current appointment:	Until 30 November 2022

<b>Dr Maximilian Rothkopf</b> Born in 1980	<b>Member of the Executive Board/COO</b>
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First appointment:	Member of the Executive Board of Hapag-Lloyd AG since 2019
Current appointment:	Until 30 April 2027

<b>Joachim Schlotfeldt</b> Born in 1954	<b>Member of the Executive Board/CPO</b>
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First appointment:	Member of the Executive Board of Hapag-Lloyd AG since 2018
Current appointment:	Until 31 March 2023

According to a resolution of the Supervisory Board on 11 November 2021, Ms Donya-Florence Amer was appointed as a new Executive Board member with effect from 1 February 2022. As Chief Information Officer, Ms Amer will be in charge of IT, the new Executive Board responsibility created on 1 February 2022.

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 2020 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 Information Officer to the Executive Board in the reporting 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 65<sup>th</sup> 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. In individual cases, 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 2021 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 ff. of the German Stock Corporation Act (AktG) must be disclosed. There were no disclosure obligations of this type in the reporting period.

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. An excess is provided for in the event of an 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>

In accordance with Recommendation D.13 GCGC 2020, the Supervisory Board regularly assesses how effective the Supervisory Board and its committees fulfil their tasks. Based on an evaluation questionnaire that was filled out by the Supervisory Board members, the results of such self-assessment were discussed in the Supervisory Board meeting on 27 May 2021. The assessment confirmed a constructive and trusting cooperation between the Supervisory Board members as well as with the Executive Board. Suggestions made during the self-assessment are considered in the on-going activities of the Supervisory Board.

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 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 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 ff. 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 ff. 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 representatives of the shareholders are generally elected by the Annual General Meeting and the eight representatives of the employees are elected in accordance with the provisions of the German Co-Determination Act (MitbestG). As the Company's employees were working from home due to the COVID-19 pandemic, it was not possible either to initiate or to complete company elections. As a result, all of the employee representatives were court-appointed as at the reporting date.

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 Chairman 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. There were no such agreements or conflicts of interest among Supervisory Board members of Hapag-Lloyd AG in the 2021 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 Chairman 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 has set itself goals for its composition and drawn up a 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**

The Supervisory Board has set the following goals for its composition:

- At least one seat on the Supervisory Board on the shareholder side for one person who does not have any potential conflicts of interest and is independent within the meaning of Recommendation C.6 and C.7 (1) GCGC 2020;
- The Supervisory Board should not have more than two former members of the Executive Board in accordance with Recommendation C.11 GCGC 2020;
- In general, persons who have reached the age of 70 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**

The Supervisory Board has drawn up the following competence profile for itself:

- At least two Supervisory Board seats for individuals with in-depth knowledge and/or experience of regions outside of Germany in which the Hapag-Lloyd Group conducts a substantial volume of business, due to their background or professional experience with an international relevance;
- At least one Supervisory Board seat for an individual who has expert knowledge within the fields of accounting or auditing and is thus regarded as a financial expert in accordance with Section 100 (5) of the German Stock Corporation Act (AktG);
- 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 shipping sector knowledge;
- 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 particular knowledge in the fields of corporate governance and compliance;
- 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.

### 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 2021. 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, Mr Michael Behrendt and Ms Nicola Gehrt were classified as independent within the meaning of GCGC 2020. The goals set for the Supervisory Board have been taken into account for election proposals to the Annual General Meeting and most recently for the election of two Supervisory Board members at the Annual General Meeting on 28 May 2021. The Supervisory Board and its Nomination Committee will ensure that the objective continues 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**

(Chairman of the Supervisory Board)

**Klaus Schroeter**

Departments of Transport and Special Services, ver.di – Vereinte Dienstleistungsgewerkschaft (service workers' union), Berlin (First Deputy Chairman of the Supervisory Board)

**Oscar Eduardo Hasbún Martínez**

Chief Executive Officer  
Compañía Sud Americana de Vapores S.A.,  
Santiago de Chile, Chile  
(Second Deputy Chairman of the Supervisory Board)

**Felix Albrecht**

Chairman 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 CEO  
Qatar Investment Authority, Qatar

**Nicola Gehrt**

Director  
Head of Group Investor Relations  
TUI Group, Hanover

**Karl Gernandt**

Executive Chairman  
Kühne Holding AG, Schindellegi, Switzerland

**Annabell Kröger**

Commercial Clerk  
Hapag-Lloyd AG, Hamburg

**Arnold Lipinski**

Senior Director Fleet Management  
Hapag-Lloyd AG, Hamburg

**Sabine Nieswand**

Chairwoman of the Works Council  
Hapag-Lloyd AG, Hamburg

**Dr Isabella Niklas**

Spokeswoman of the Management, HGV  
Hamburger Gesellschaft für Vermögens- und  
Beteiligungsmanagement mbH, Hamburg

**José Francisco Pérez Mackenna**

Chief Executive Officer  
Quiñenco S.A., Santiago de Chile, Chile

**Maya Schwiegershausen-Güth**

Head of Federal Expert Group Maritime  
Economy, ver.di Bundesverwaltung, Berlin

**Svea Stawars**

Commercial Clerk  
Hapag-Lloyd AG, Hamburg

**Uwe Zimmermann**

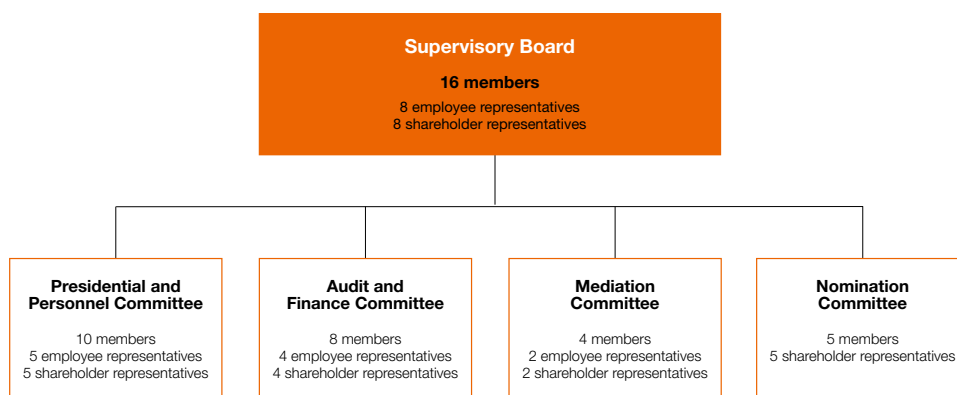
Commercial Clerk  
Hapag-Lloyd AG, Düsseldorf

### 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 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 AGAG



- (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 system. It also decides on the conclusion, amendment and termination of employment contracts with Executive Board members, whereby the decision on remuneration is made by the Supervisory Board.

#### Members:

Michael Behrendt (Chairman), Felix Albrecht, Sheikh Ali bin Jassim Al-Thani, Karl Gernandt, Arnold Lipinski, Sabine Nieswand, Dr Isabella Niklas, José Francisco Pérez Mackenna, Klaus Schroeter, Uwe Zimmermann

- (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:**

Karl Gernandt (Chairman), Turqi Alnowaiser, Oscar Eduardo Hasbún Martínez, Annabell Kröger, Arnold Lipinski, Dr Isabella Niklas, Klaus Schroeter, Uwe Zimmermann

- (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), Sheikh Ali bin Jassim Al-Thani, 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 (Chairman), Felix Albrecht, José Francisco Pérez Mackenna, Klaus Schroeter

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.

On 17 March 2021, the Supervisory Board decided on the remuneration system for the members of the Executive Board. It satisfies the requirements of the German Stock Corporation Act (AktG) and fundamentally takes account of the recommendations of the GCGC 2020. The remuneration system was approved by the Annual General Meeting on 28 May 2021.

The remuneration of the Supervisory Board members was set by the Annual General Meeting on 12 June 2019 in Article 12 of the Company's articles of association. On 28 May 2021, the Annual General Meeting confirmed the remuneration system on which the remuneration of the Supervisory Board members is based.

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 of the German Stock Corporation Act (AktG) and the remuneration systems for the members of the Executive Board and Supervisory Board approved and confirmed by the 2021 Annual General Meeting, in addition to the resolutions passed by the 2021 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.

Due to the COVID-19 pandemic, the Company's Annual General Meeting in the 2021 financial year was held virtually without the physical presence of the shareholders or their proxies. Properly registered shareholders or their proxies were able to join the virtual Annual General Meeting and exercise their voting right by absentee voting as well as issue their proxy instruction.

As at 31 December 2021, the shareholders of Hapag-Lloyd AG were:

in %	31.12.2021
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
<b>Total</b>	<b>100.0</b>

### 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 28 May 2021 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 2021 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 Niels Madsen (since the 2017 financial year) and Dr Victoria Röhricht (since the 2018 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 combined management 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 2021, 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 has decided on a target of 20% for the Executive Board by 30 June 2022. The appointment of Ms Donya-Florence Amer as an Executive Board member with effect from 1 February 2022 means that this target has already been met. Furthermore, the appointment of Ms Amer with effect from 1 February 2022 means that Hapag-Lloyd AG satisfies the requirements of the German Stock Corporation Act (AktG) in the version of the Second Management Positions Act (Zweiter Führungspositionen-Gesetz), 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 5% for the first management level below the Executive Board and a target of 15% for the second management level by 30 June 2022.

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

Stolt-Nielsen Limited  
World Shipping Council – Deputy Chairman

**Mark Frese**

x+bricks S.A.

**Dr Maximilian Rothkopf**

The Britannia Steam Ship Insurance Association Ltd.

**Joachim Schlotfeldt**

HHLA Container Terminal Altenwerder GmbH

**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 Chairman  
Qatar Holding LLC  
Al Rayan Bank

**Turqi Alnowaiser**

Lucid Motors  
Noon Investment  
Sanabil Investments  
Saudi Information Technology Company (SITCO)

**Michael Behrendt**

Barmenia Versicherungen a.G. – Deputy Chairman  
Barmenia Allgemeine Versicherungs-AG – Deputy Chairman  
Barmenia Krankenversicherung AG – Deputy Chairman  
Barmenia Lebensversicherung a.G. – Deputy Chairman  
EXXON Mobil Central Europe Holding GmbH  
MAN SE (until 31 August 2021)  
MAN Energy Solutions SE  
MAN Truck & Bus SE

**Nicola Gehrt**

TUI Deutschland GmbH

**Karl Gernandt**

Hochgebirgsklinik Davos AG – President  
Kühne + Nagel International AG – Deputy Chairman  
Kühne Holding AG – President/Chairman  
Kühne + Nagel (AG & Co.) KG – Chairman  
Kühne & Nagel A.G, Luxembourg – Chairman  
Kühne Logistics University – Chairman  
Kühne Real Estate AG – Chairman  
Signa Prime Selection AG

**Oscar Eduardo Hasbún Martínez**

Florida International Terminal LLC  
Invexans S.A.  
Nexans S.A.  
SAAM Logistics  
SAAM Ports S.A.  
SAAM Puertos S.A.  
San Antonio Terminal Internacional S. A.  
San Vicente Terminal Internacional S. A.  
SM-SAAM S.A. – Chairman  
Sociedad Portuaria De Caldera (SPC) S.A.  
Sociedad Portuaria Granelera De Caldera (SPGC) S.A.

**José Francisco Pérez Mackenna**

Banchile Corredores de Seguros Limitada  
Banco de Chile  
Compañía Cervecerías Unidas S.A.  
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. – Chairman  
Embotelladoras Chilenas Unidas S.A.  
Empresa Nacional de Energía Enx S.A. – Chairman  
Enx Corporation Ltd  
Enx CL Ltd  
Invexans S.A. – Chairman  
Invexans Ltd.  
Inversiones IRSA Limitada  
Inversiones LQ-SM Limitada  
Inversiones y Rentas S.A.  
LQ Inversiones Financieras S.A.  
Nexans S.A.  
Sociedad Matriz SAAM S.A.  
Tech Pack S.A. – Chairman  
Viña San Pedro Tarapacá S.A.  
Zona Franca Central Cervecera S.A.S.

**Dr Isabella Niklas**

Exchange Council of the Hanseatic Stock Exchange Hamburg  
Gasnetz Hamburg GmbH (since 1 December 2021)  
GMH Gebäudemanagement Hamburg GmbH  
HADAG Seetouristik und Fährdienst AG  
HHLA Hamburger Hafen und Logistik AG  
Stromnetz Hamburg GmbH  
Hamburger Energiewerke GmbH (until 31 December 2021 named Wärme Hamburg GmbH)  
SBH Schulbau Hamburg

**Maya Schwiegershausen-Güth**

HHLA Hamburger Hafen und Logistik AG

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.