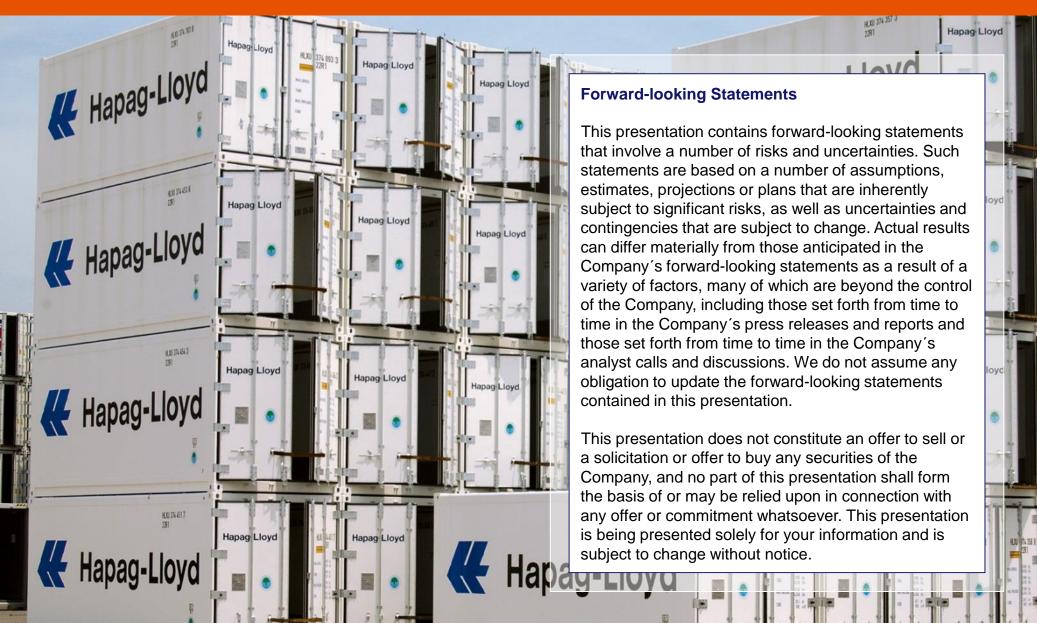
Investor Presentation – 9M Results 2016



Disclaimer





Opening remarks



Introduction

 We continue to progress on our strategic initiatives and achieved a profit in Q3 2016 (after a disappointing H1)

- **Market Update**
- The industry fundamentals are showing signs of improvement
- The sector is consolidating and approaching a turning point

- HL Financials
- Rate levels have stabilized with some positive reactions lately
- We are delivering on our cost savings with top-tier unit costs

- 4 UASC Merger
- UASC merger is strategically and operationally highly attractive
- Combined Entity is very well positioned to benefit from upturn

- **5** Next Steps
- Main focus going forward on further cost optimization, start of THE Alliance and completion of the transaction with UASC

UASC Merger **Next Steps**

Financial highlights: We delivered a positive operating result in 9M 2016 ... Hapag-Lloyd



Transport volume

+1.3%

9M 2016: 5.7 TEU m

Freight rate

-17.7%

9M 2016: 1,037 USD/TEU

Transport expenses

-15.3%

9M 2016: 941 USD/TEU

EBITDA

USD 425 m

6.7% EBITDA margin

EBIT

Q3 EBIT: USD 73 m

USD 29 m

Positive operating result

Group profit / loss

USD -149 m

0.2% ROIC annualized

Equity

USD 5.3 bn

44.6% equity ratio

Liquidity reserve¹⁾

USD 0.7 bn

Solid liquidity

Net debt

USD 3.8 bn

72.2% gearing

¹⁾ Including additional USD 60 m drawn from existing ABS program as of 31 October 2016 (after balance sheet date)



Way Forward



CUATRO and OCTAVE are expected to deliver synergies and earnings improvements of **USD 600 m** by 2017 – based on current predictions, more than 90% will already be implemented in 2016

In Q1, further measures were added - called OCTAVE II leading to add. efficiency improvements of a high double-digit USD million figure by 2017

THE Alliance



THE Alliance plans to deploy a fleet of more than 240 modern ships in the Asia / **Europe, North Atlantic and** Trans-Pacific trade lanes including the Middle East and the Arabian Gulf / Red Sea

The start of THE Alliance as the most integrated liner shipping consortia is scheduled for April 2017 (subject to completion of all regulatory requirements)

UASC Merger



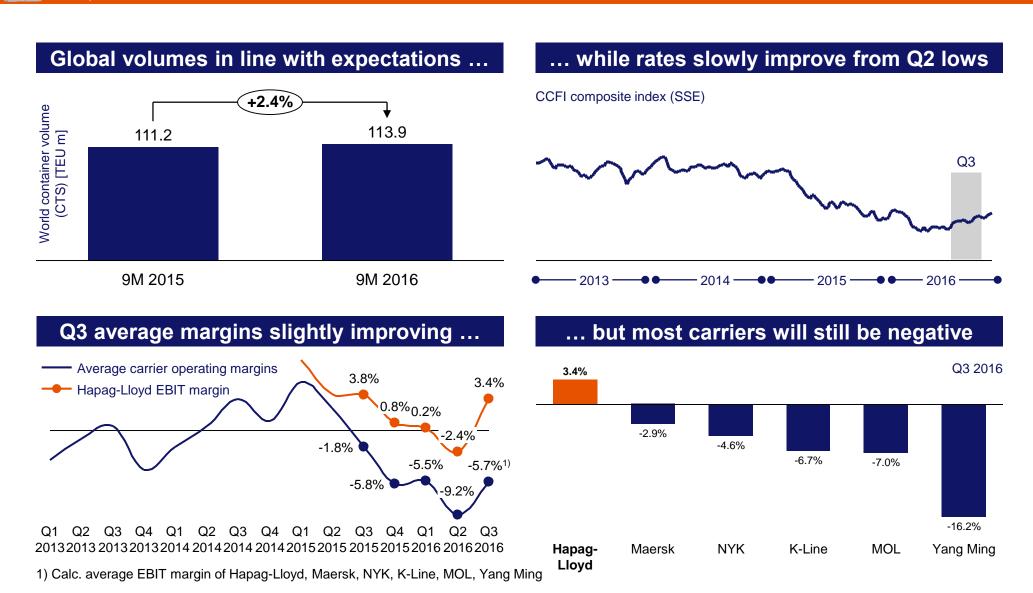
With the UASC acquisition Hapag-Lloyd is consolidating its market position as one of the TOP 5 container lines

At the AGM shareholders voted overwhelmingly for a new authorized capital to issue up to 50 m new shares for completion of the deal

A cash capital increase of USD 400 m within 6 months of completion of the merger has been agreed

In Q3 most liners will continue to post negative results but freight rates are slowly improving from Q2 lows



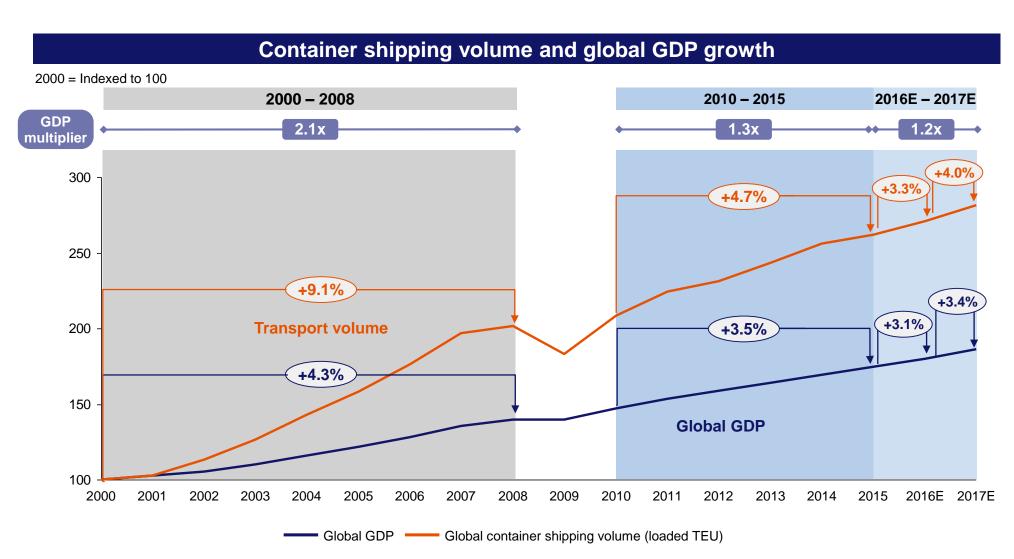


⁶ Source: Company information, Alphaliner, CTS, Drewry, SSE

Next Steps

Demand: Container shipping remains an industry with healthy growth (and more balanced trade dynamics)





Source: Clarksons (November 2016), IMF WEO (October 2016)

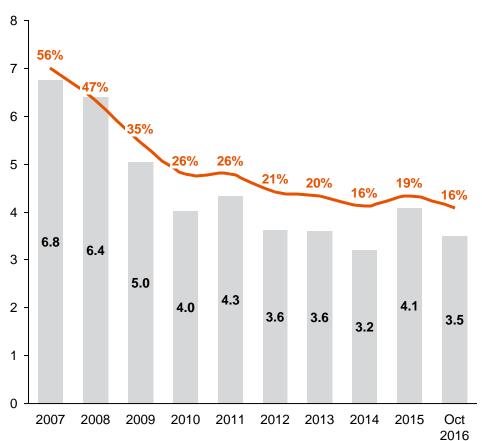
HL Financials

Next Steps



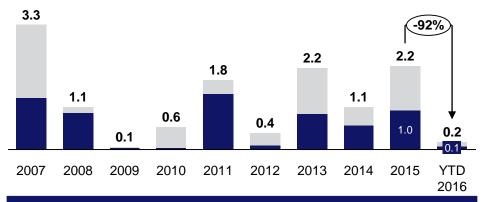
Orderbook continues to deplete ...

Orderbook-to-fleet [TEU m, %]

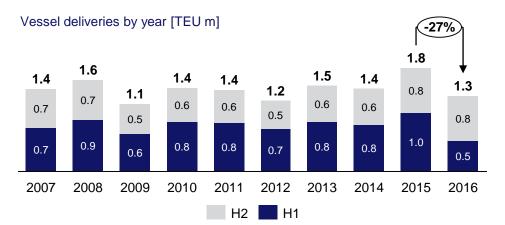


... with decreasing new orders ...

Orders placed by year [TEU m]



... and vessel deliveries slowing down



Source: Clarksons (November 2016), Transmodal (October 2016)

Supply: Scrapping and idling help to further reduce effective supply growth

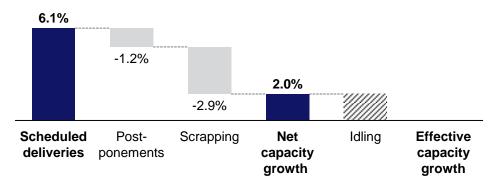


Highest scrapping level ever ...



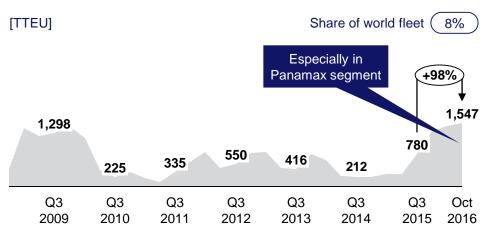
... keeping effective supply growth low ...

2016 estimated capacity growth

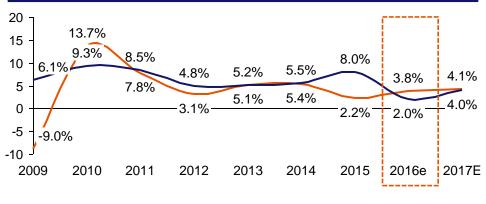


Source: Alphaliner, MDS Transmodal, Clarksons, Drewry





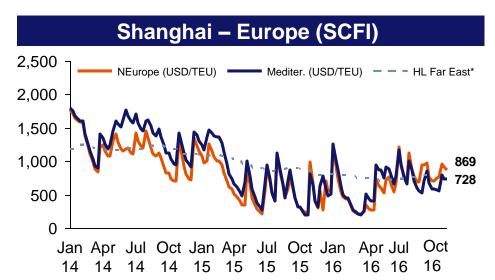
... slowly reducing supply / demand gap



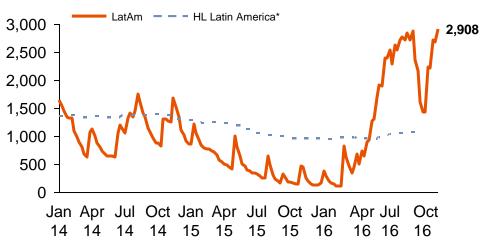
Next Steps

Freight rates have started to stabilize slowly











Comments

Further freight rate increases planned for 15 November and 1 December 2016 by various carriers, e.g.:¹⁾

- Transpacific USD/TEU 630, effective December
- Asia-LatAm USD/TEU 750, effective December
- Asia-ISC USD/TEU 200, effective November

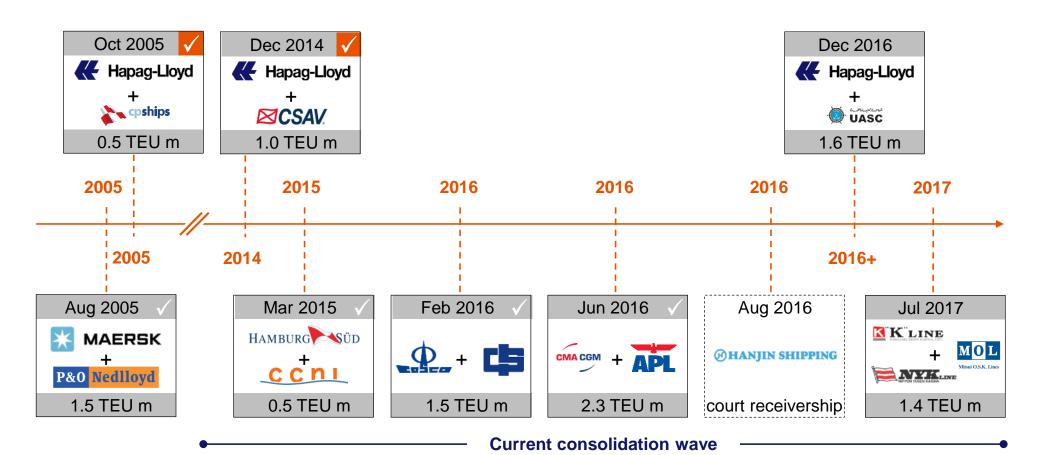
Hanjin insolvency releases pressure on rates (temporarily)

- Short term positive effect on Asia Europe
- Rate increase in Transpacific still holding
- Majority of Hanjin vessels will eventually reenter the market

Consolidation has accelerated as scale is important – Hapag-Lloyd is actively participating in that process



Consolidation in container shipping industry



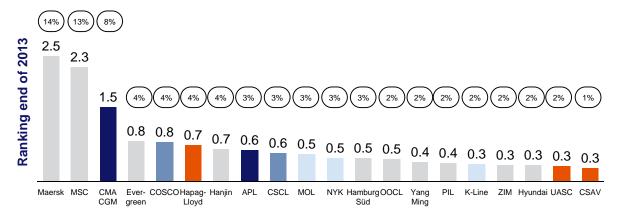
Note: Diagram assuming that all currently announced mergers (Hapag-Lloyd & UASC; NYK & MOL & K-Line) will receive regulatory approvals and are executed as announced. Simple sum of stand-alone operating capacity.

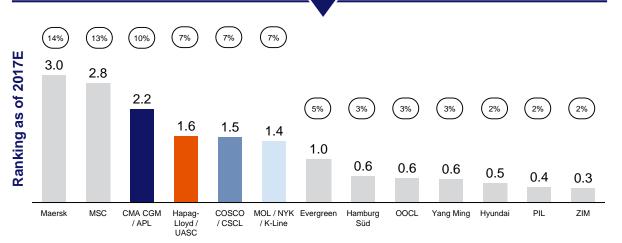
Gap between TOP 6 and the rest is widening rapidly Repag-Lloyd



Current consolidation wave ...

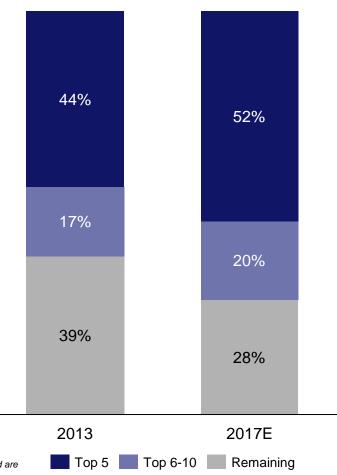
Carrier capacity [TEU m] and global capacity share [%]





... leads to higher concentration

Global capacity share [%]

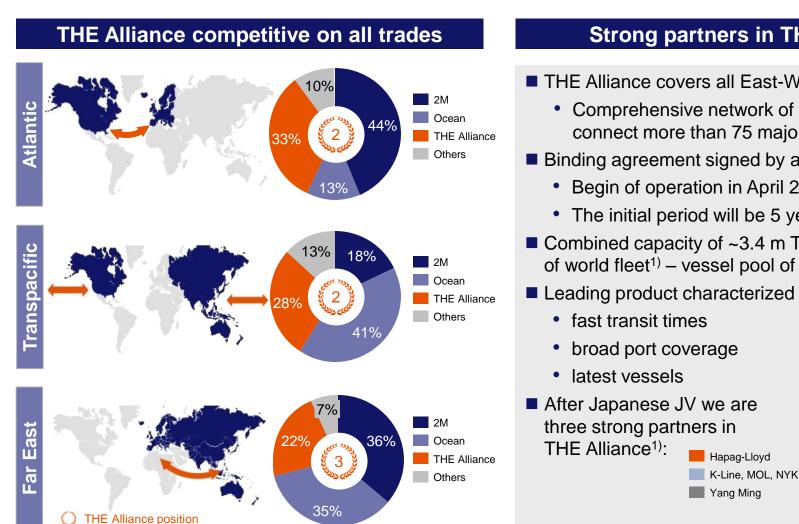


Note: Diagram assuming that all currently announced mergers (Hapag-Lloyd & UASC; NYK & MOL & K-Line) will receive regulatory approvals and are executed as announced. Simple sum of stand-alone operating capacity. Source: MDS Transmodal (October 2016, October 2013), Company data

HL Financials

UASC Merger

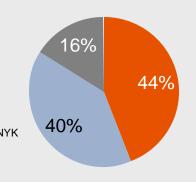
Next Steps



Strong partners in THE Alliance

- THE Alliance covers all East-West trades
 - Comprehensive network of 31 services will connect more than 75 major ports
- Binding agreement signed by all partners
 - Begin of operation in April 2017
 - The initial period will be 5 years
- Combined capacity of ~3.4 m TEU or around 17% of world fleet¹⁾ – vessel pool of more than 240 ships
- Leading product characterized by

After Japanese JV we are



1) Total operating capacity of THE alliance partners, not all to be deployed in alliance (Hapag-Lloyd including UASC)

UASC Merger
Next Steps

Hapag-Lloyd achieved a profit in the third quarter – Positive operating result after nine months



Hapag-Lloyd Results 9M 2016

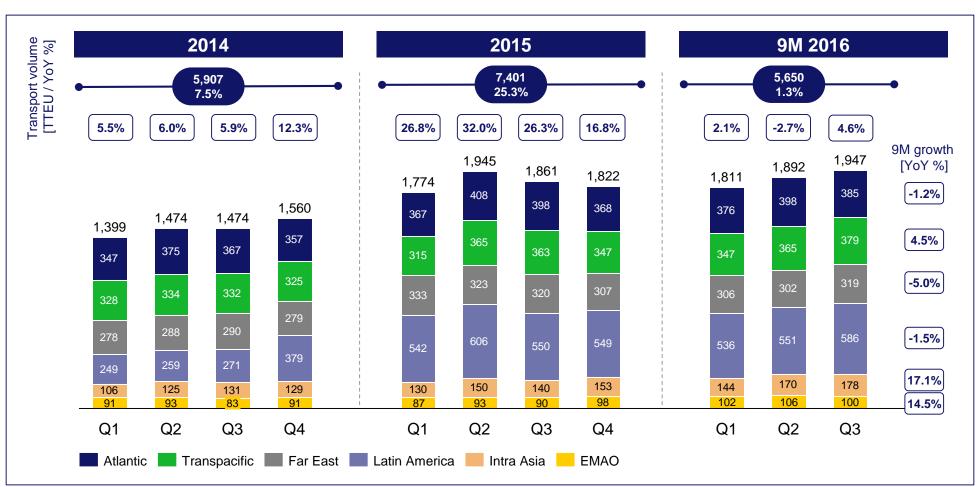
	Q1 2016	Q2 2016	Q3 2016	9M 2016	9M 2015	YoY \(\(1 \) \\
Transport volume [TTEU]	1,811	1,892	1,947	5,650	5,579	71 / 1.3%
Freight rate [USD/TEU]	1,067	1,019	1,027	1,037	1,260	-223 / -17.7%
Bunker price [USD/t]	178	182	224	195	333	-138 / -41.5%
Exchange rate [EUR/USD]	1.10	1.12	1.13	1.12	1.12	-0.00 / -0.2%
Revenue [USD m]	2,124	2,088	2,152	6,364	7,598	-1,225 / -16.1%
EBITDA [USD m]	136	83	206	425	770	-345 / -44.8%
EBIT [USD m]	5	-50	73	29	389	-360 / -92.5%
EAT [USD m]	-47	-111	9	-149	179	-328 / n.m.
Investments [USD m] ¹⁾	105	115	44	264	791	-527 / -66.6%

¹⁾ Balance sheet investments in PPE

Transport volume up 1.3% to 5.7 TEU m in 9M 2016

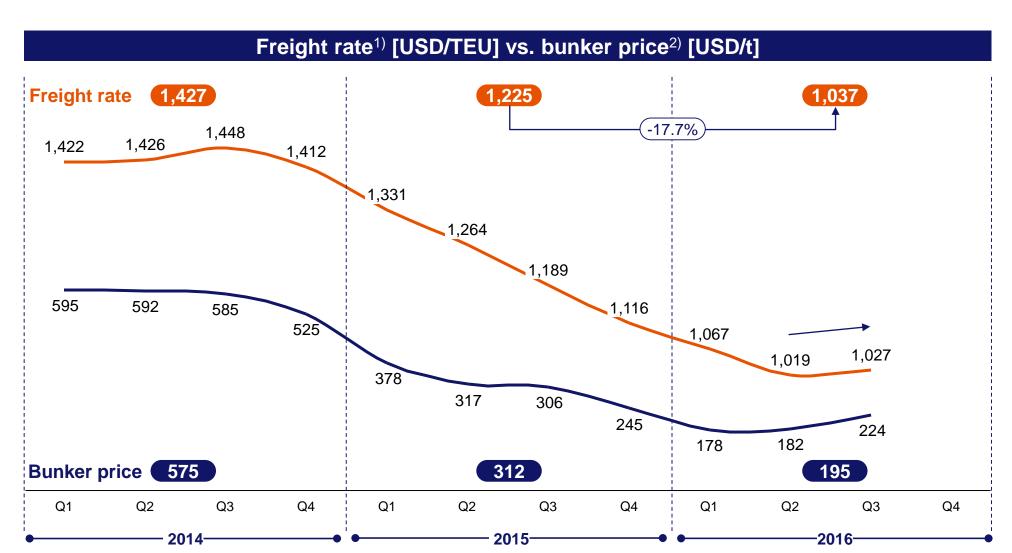






HL Financials

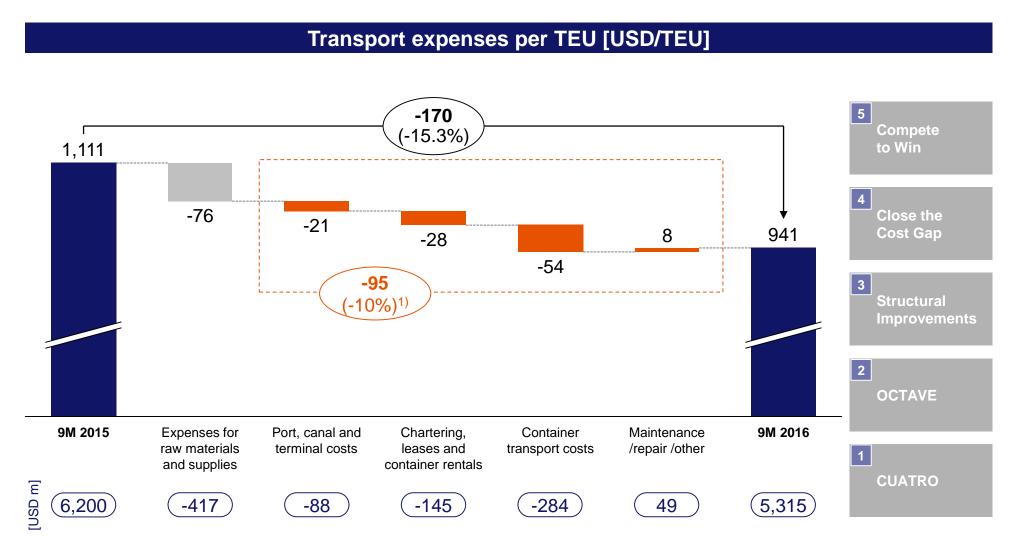
UASC Merger
Next Steps



¹⁾ Hapag-Lloyd average freight rate for the period 2) Hapag-Lloyd average (MFO) consumption price for the period

Transport expenses reduced by USD 885 m thanks to bunker, synergies and efficiency programs



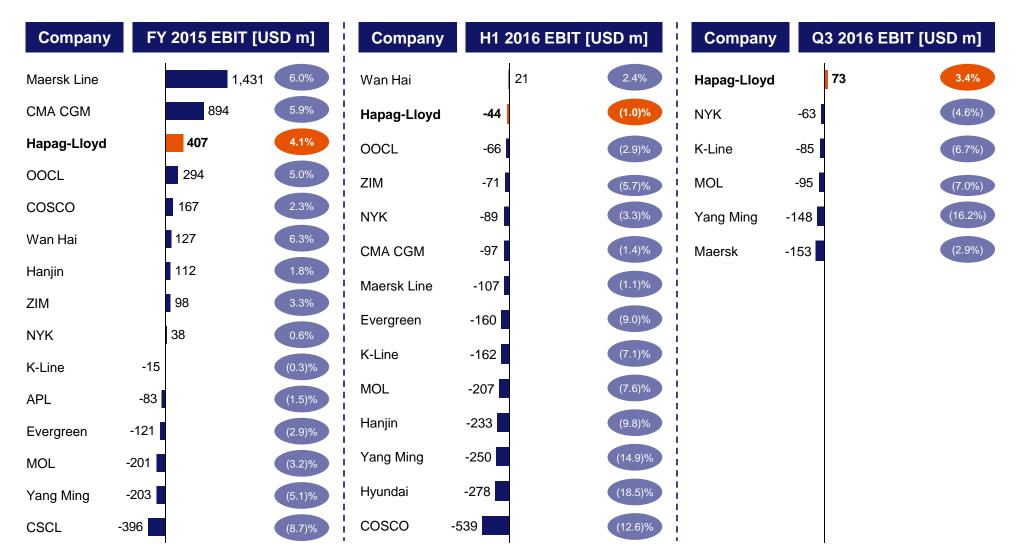


¹⁾ Cost of purchased services 9M 2016: 847 USD/TEU

Next Steps

The effects of our further cost savings are clearly visible when looking at the relative performance



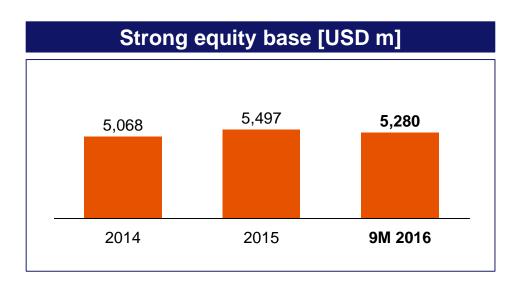


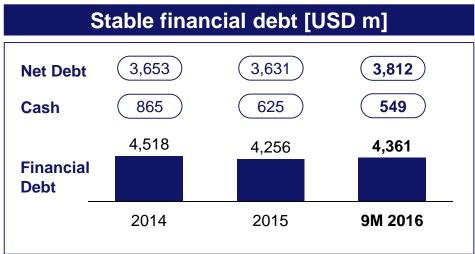
Note: For selected peers including terminals and other business if no liner figure available. Translation into USD based on average FX rates for individual periods.



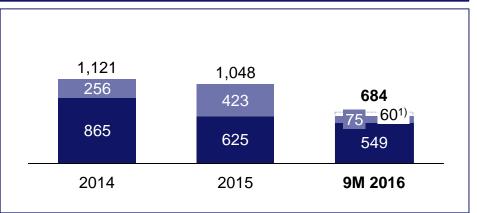
Equity at USD 5.3 bn and liquidity at USD 0.7 bn – Capital increase of USD 400 m post Closing







Solid liquidity position [USD m]



Cash and cash equivalents

UASC Merger implications

- Cash capital increase of USD 400 m (equivalent) to be executed within six months after closing (backstopped by certain core shareholders)
- Strengthening of shareholder base with the new key shareholders Qatar Holding LLC and the Public Investment Fund of the Kingdom of Saudi Arabia
- Value protection via guaranteed equity, cash and debt covenants (as of certain Relevant Dates)

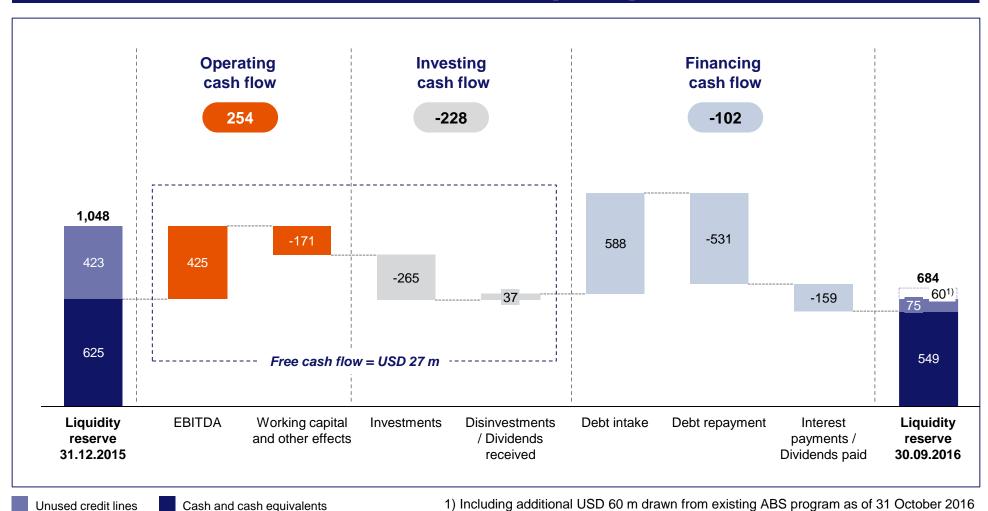
Unused credit lines

¹⁾ Including additional USD 60 m drawn from existing ABS program as of 31 October 2016

Positive free cash flow of USD 27 m in 9M 2016









5 Next Steps

At a glance					
		الاستان الله الله الله الله الله الله الله ال	Combined Entity ¹⁾		
Corporate HQ	Hamburg	Dubai	Hamburg		
Alliance membership	G6	Ocean 3	THE Alliance		
Ships [#]	166	61	227		
Capacity [TEU m]	1.0	0.6	1.6		
Container [TEU m]	1.5	0.7	2.2		

		Deal rationale
Scale	•	Combination assures top 5 position globally and on key trades in a consolidating market
Network	•	Further balancing of trade portfolio with leadership on Middle East Trades
Fleet	•	Access to young and fuel-efficient fleet with large share of ULCVs Sustainable market position without further short-term fleet investments
Synergies	•	Significant value creation through expected run-rate synergies of USD 435 m p.a.
Partner	•	Strong partner in light of the ongoing alliance reshuffling Supportive core shareholders and capital market investors

¹⁾ Sum of stand-alone figures

Scale: On important trades TOP 5 players now make up ~70% capacity share after current consolidation wave **# Hapag-Lloyd**

TOP 5 concentration on individual trades (2013 versus 2017E)

Capacity share of TOP 5 container shipping lines

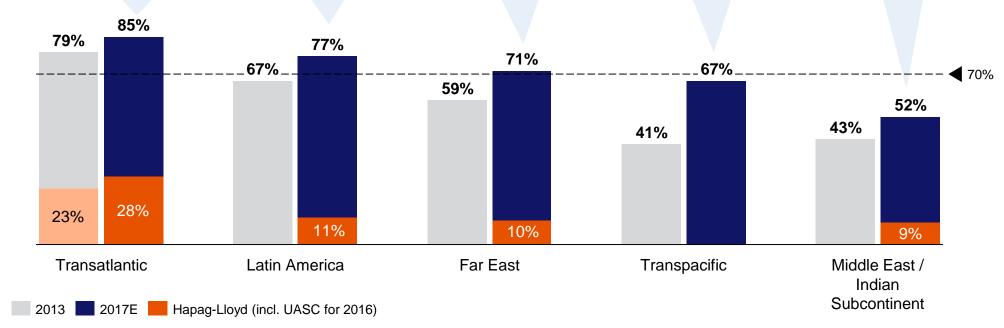












Source: Alphaliner monthly newsletter (June 2013 / October 2016) assuming Japanese merger

Note: Diagram assuming that all currently announced mergers (Hapag-Lloyd & UASC: NYK & MOL & K-Line) will receive regulatory approvals and are executed as announced. Simple sum of stand-alone operating capacity.

Introduction

Market Update **HL Financials**

UASC Merger

Next Steps

Network: Balanced trade portfolio – More than any TOP 5 liner – Further improved through merger with UASC



Hapag-Lloyd

Transport volume by trade, 2015 (indicative)

Hapag-Lloyd



Tiddo	120
Atlantic	1.5
Transpacific	1.4
Far East ¹⁾	1.3
Latin America	2.2
Intra Asia ¹⁾	0.6
EMAO	0.4
Total	7.4

UASC

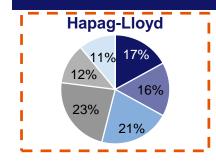


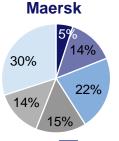
Combined Entity

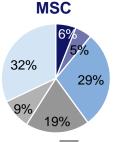
16%

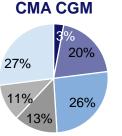


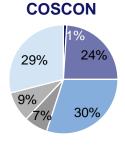
Breakdown of capacity operated by trade⁴⁾











Transpacific Far East Latin America Middle East

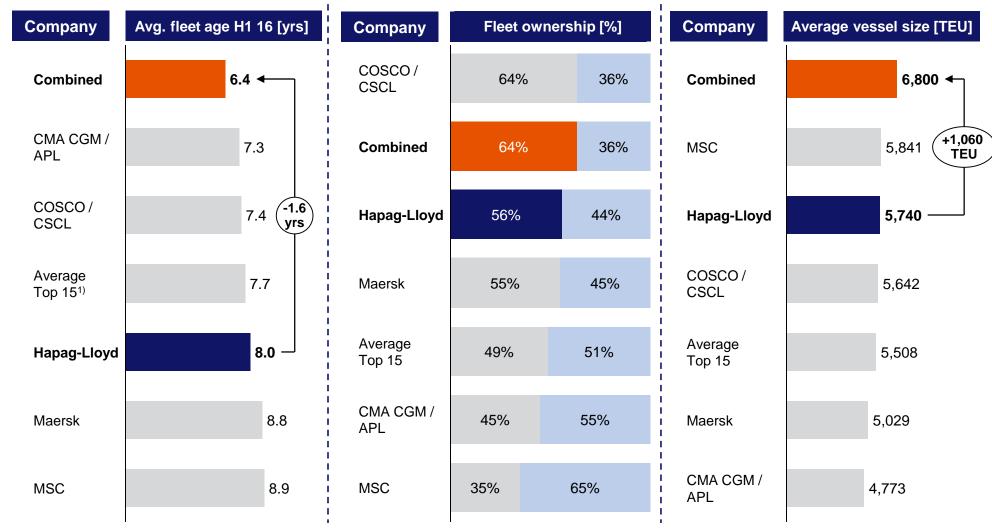
¹⁾ Including Middle East volume as Middle East is no reported Hapag-Lloyd trade 2) Allocation of UASC volume according to Hapag-Lloyd trade definition plus Middle East trade based on assumptions and not necessarily final 3) Middle East is no reported Hapag-Lloyd trade 4) As of October 2016. Breakdown based on capacity deployed by individual carriers on direct services only. Excl. wayport capacity, transshipment services, slot exchange arrangements and cross-trade intra-alliance arrangements; numbers for Hapag-Lloyd based on exposure to global trades 5) Includes EMAO, Intra Asia trades and idle fleet Source: Alphaliner monthly newsletter (October 2016)

Mext Steps

UASC Merger

Fleet: Access to young and fuel-efficient fleet with large share of ULCVs ...





¹⁾ Weighted by carrier capacities

Vessel delivery schedule 2015-2017

VESSE			15	20′	16e	2017e
VEGGEE		H1	H2	H1	H2	H1
18,000 TEU Vessels						
	Capacity [TEU] Vessels	18,000 1	54,000 3	36,000	-	-
15,000 TEU Vessels						
usc	Capacity [TEU] Vessels	45,000 3	15,000 1	60,000	-	30,000 2
10,500 TEU Vessels						
Record Long	Capacity [TEU] Vessels	-	-	-	21,000 ¹⁾ 2 ¹⁾	31,500 3
9,300 TEU Vessels						
New List	Capacity [TEU] Vessels	37,200 4	9,300 1	-	-	-
3,500 TEU Vessels						
	Capacity [TEU] Vessels	-	-	7,000 2	-	- -
TOTAL	Capacity [TEU] Vessels	100,200 8	78,300 5	103,000 8	21,000 ¹⁾ 2 ¹⁾	61,500 5

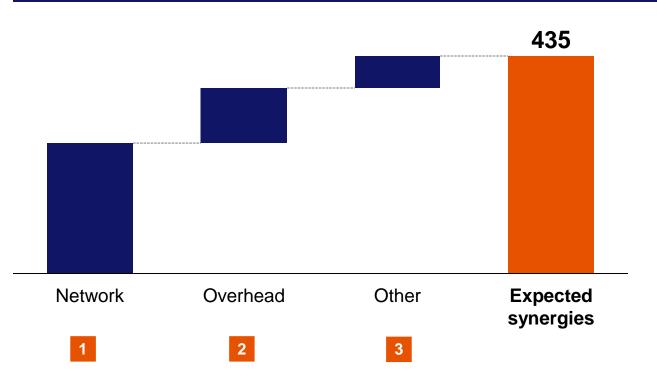
No further investments needed

- In order to be competitive mid-term, Hapag-Lloyd would have needed significant investments in ultralarge container vessels in upcoming years (as envisaged in IPO process)
- **UASC** had recently ordered 17 big ships (6x 18,000 TEU and 11x 15,000 TEU) with an investment amount of c. USD 2.3 bn most of them delivered in 2015/2016
- The Combined Entity will thereby operate one of the youngest and most efficient fleets in the industry
- Hence, no need for new vessel investment in next years – the fleet expenditures have been basically "pulled forward"
- The Combined Entity will focus on maximizing free cash flow to deleverage quickly

Synergies: Synergies of USD 435 m expected mainly in network and overhead



Synergy potential, full run-rate [USD m]



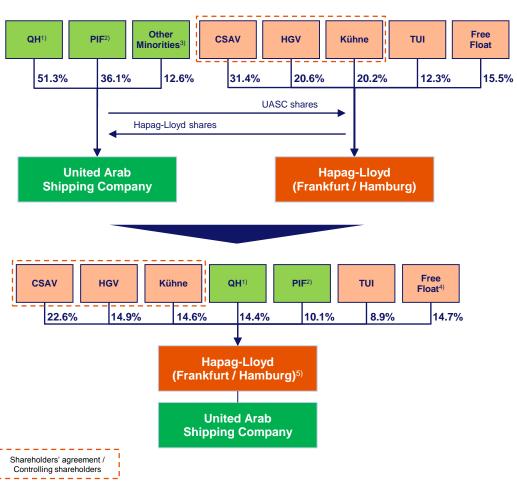
Synergies of USD 435 m per year from 2019 onwards approx. 1/3 to be achieved in 2017 already One-off costs of approx. USD 150 m largely payable in 2016/2017

Comments

- Network
 - Optimized new vessel deployment / network
 - Slot cost advantages
 - Efficient use of new fleet
- Overhead
 - Consolidation of Corp. and Regional HQs
 - Consolidation of country organizations
 - Other overhead reductions (e.g. marketing, consultancy, audit)
- Other (terminals, equipment and intermodal)
 - Lower container handling rates per vendor/location
 - Imbalance reduction and leasing costs optimization
 - Optimization of inland haulage network
 - Best practice sharing



Transaction overview



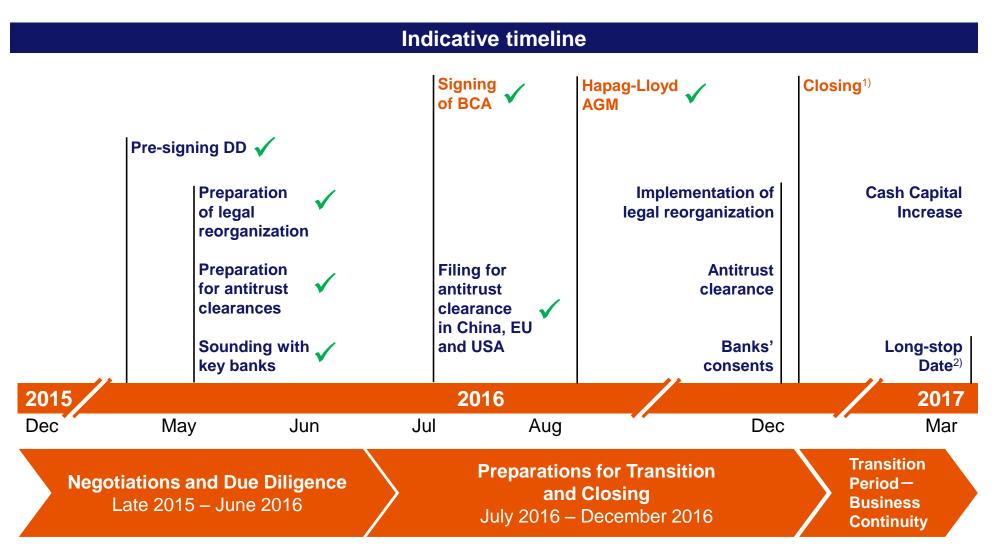
- UASC shares contributed to Hapag-Lloyd in exchange for newly issued Hapag-Lloyd shares
- Continued investment of sovereign wealth funds QIA and PIF highlight continued strategic importance of HL for the region
- C. 39% of shareholders representing governmental bodies and interests
- C. 37% of shareholders backed by wealthy entrepreneurs with focus on and long experience in logistics
- Planned cash capital increase of USD 400 m 50/50 backstopped by incumbent and new key shareholders within six months post closing

^{1) &}quot;QH" refers to Qatar Holding LLC on behalf of the State of Qatar 2) "PIF" refers to The Public Investment Fund on behalf of the Kingdom of Saudi Arabia 3) Other UASC Shareholders include Kuwait Investment Authority on behalf of the state of Kuwait (5.1%), Republic of Iraq (5.1%), United Arab Emirates (2.1%) and Bahrain (0.4%) 4) Including 3.6% Other UASC Shareholders (KIA, Iraq, UAE and Bahrain) 5) Shareholding structure prior to cash capital increase

HL Financials

Next Steps

Closing expected by the end of the year depending on approvals of competition authorities and banks



¹⁾ Subject to necessary approvals 2) Long stop date for closing conditions

UASC Merger Next Steps



Profitability

Based on improved fleet ownership structure and synergy realization the EBITDA margin will increase significantly

Investments

No new vessel investments in next years – Maximize free cashflow

Deleveraging

Clear deleveraging target: Reduce net leverage to ~3.5x by 2018

Liquidity

Committed to an adequate liquidity reserve (USD 1.1-1.2 bn)¹⁾

Capital Increase

Cash capital increase backstopped by certain key shareholders²⁾

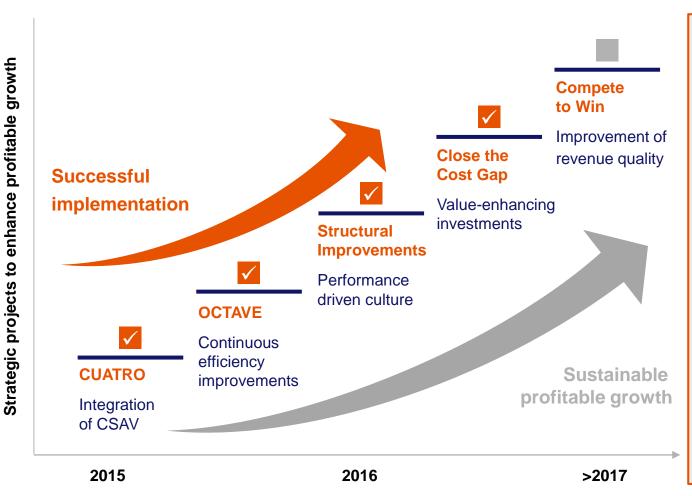
¹⁾ Cash and cash equivalents plus undrawn credit lines 2) 50% backstopped by QH and PIF, 50% backstopped by CSAV and Kühne



We delivered on our defined initiatives



Tangible results and further upside



CUATRO synergies:

Initial target: USD 300 m

Revised target: USD 400 m

OCTAVE programs:

OCTAVE I: USD 200 m

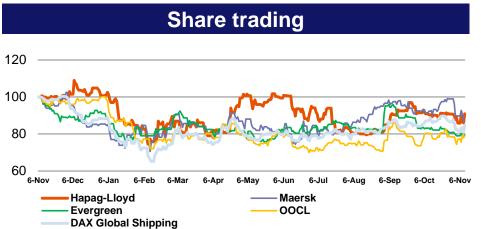
 OCTAVE I+II: USD 200 m plus high double-digit USD m

Further measures:

- Close the Cost Gap: 9.3k, 10.5k, Old Ladies, container and now UASC
- Compete to Win: Improvement of revenue quality

Hapag-Lloyd stock in SDAX since March 2016 – New bond call dates from October 2016





80 —		Mary Mary	SAC.	and of the	ALANCE OF THE PROPERTY OF THE			7	
60 ————————————————————————————————————	6-Jan 6-Feb	6-Mar 6-Apr	6-May	6-Jun	6-Jul	6-Aug	6-Sep	6-Oct	6-No
—— Ever	ag-Lloyd green Global Shipp	nina		— Mae — 000					
DAX	Giobai Silipp	iiig							
Stock exchan	ge		ankfur Iambur			_			
Market segme	nt /	Regula	ated ma	rket (Prime	Stand	ard) /		

Stock exchange	Hamburg Stock Exchange
Market segment / Index	Regulated market (Prime Standard) / SDAX
ISIN / WKN / Ticker Symbol	DE000HLAG475 / HLAG47 / HLAG
Primary listing	6 November 2015
Number of shares	118,110,917
Lock-up	4 May 2016

Bonds trading



	EUR Bond 2019	EUR Bond 2018	USD Bond 2017				
Listing	Open market of the Luxembourg Stock Exchange (Euro MTF)						
Volume	EUR 250 m	EUR 400 m	USD 125 m ¹⁾				
ISIN / WKN	XS1144214993 / A13SNX	XS0974356262 / A1X3QY	USD33048AA36 / A1E8QB				
Maturity date	Oct 15, 2019	Oct 1, 2018	Oct 15, 2017				
Redemption price	as of Oct 15, 2016:103.750% as of Oct 15, 2017:101.875% as of Oct 15, 2018:100%	as of Oct 1, 2015:103.875% as of Oct 1, 2016:101.938% as of Oct 1, 2017:100%	as of Oct 15,2015:102.4375% as of Oct 15, 2016:100%				
Coupon	7.50%	7.75%	9.75%				

¹⁾ Partially redeemed by nominal USD 125 m on 30 Dec 2015

Source: Bloomberg (11 November 2016); Citi (10 November 2016)

Hapag-Lloyd with positive EBITDA of USD 425 m



Income	statemen	t [USD m]	
	9M 2016	9M 2015	% change
Revenue	6,364.0	7,589.4	-16%
Other operating income	100.7	162.7	-38%
Transport expenses	-5,315.1.1	-6,199.6	-14%
Personnel expenses	-420.6	-401.6	5%
Depreciation, amorti- zation and impairment	-395.8	-381.4	4%
Other operating expenses	-324.6	-401.0	-19%
Operating result	8.6	368.5	-98%
Share of profit of equity-acc. investees	21.8	25.1	-13%
Other financial result	-1.6	-4.9	-67%
Earnings before interest and tax (EBIT)	28.8	388.7	-93%
EBITDA	424.6	770.1	-45%
Interest result	-161.5	-188.5	-14%
Income taxes	-16.4	-21.3	-23%
Group profit/loss	-149.1	178.9	n.m.

Transport ex	kpenses	[USD m]	
	9M 2016	9M 2015	% change
Expenses for raw materials and supplies	531.4	948.0	-44%
Cost of purchased services Thereof	4,783.7	5,251.6	-9%
Port, canal and terminal costs	2,209.8	2,297.7	-4%
Chartering, leases and container rentals	823.8	968.9	-15%
Container transport costs	1,568.4	1,852.5	-15%
Maintenance/repair/other	181.7	132.5	37%
Transport expenses	5,315.1	6,199.6	-14%
Transport expenses Transport expens			
Transport expens Expenses for raw materials	es per TE	EU [USD/	TEU]
Transport expens Expenses for raw materials and supplies Cost of purchased services	es per TE	EU [USD/ 169.9	TEU] -45%
Transport expens Expenses for raw materials and supplies Cost of purchased services Thereof	94.1 846.7	EU [USD/ 169.9 941.3	TEU] -45% -10%
Transport expens Expenses for raw materials and supplies Cost of purchased services Thereof Port, canal and terminal costs Chartering, leases and	94.1 846.7 391.1	EU [USD/ 169.9 941.3 411.8	TEU] -45% -10% -5%
Transport expens Expenses for raw materials and supplies Cost of purchased services Thereof Port, canal and terminal costs Chartering, leases and container rentals	94.1 846.7 391.1 145.8	169.9 941.3 411.8 173.7	-45% -10% -5% -16%

Hapag-Lloyd with equity ratio of 44.6%



Balance sheet [USD m]

	30.09.2016	31.12.2015	30.09.2015
Assets			
Non-current assets	10,241.0	10,363.7	10,442.8
Of which fixed assets	10,169.0	10,301.7	10,381.0
Current assets	1,586.2	1,704.8	1,613.0
Of which cash and cash equivalents	549.3	625.0	542.8
Total assets	11,827.2	12,068.5	12,055.8
Equity and liabilities			
Equity	5,280.1	5,496.8	5,240.6
Borrowed capital	6,547.1	6,571.7	6,815.2
Of which non-current liabilities	3,875.9	3,958.4	4,275.1
Of which current liabilities	2,671.2	2,613.3	2,540.1
Of which financial debt	4,360.9	4,256.3	4,362.0
thereof			
Non-current financial debt	3,449.9	3,591.7	3,857.7
Current financial debt	911.0	664.6	504.3
Total equity and liabilities	11,827.2	12,068.5	12,055.8

Financial position [USD m]

	30.09.2016	31.12.2015	30.09.2015
Cash and cash equivalents	549.3	625.0	542.8
Financial debt	4,360.9	4,256.3	4,362.0
Net debt	3,811.6	3,631.3	3,819.2
Unused credit lines	75.0	423.4	486.4
Liquidity reserve	624.3	1,048.4	1,029.2
Equity	5,280.1	5,496.8	5,240.6
Gearing (net debt/equity) (%)	72.2%	66.1%	72.9%
Equity ratio (%)	44.6%	45.5%	43.5%



