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**- NOTARIES -**

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*[Hamburg Coat of Arms]*

**NOTARIES**  
**BERGSTRASSE**

**Articles of Association**

of

**Hapag-Lloyd Aktiengesellschaft**  
with registered office in Hamburg

in the version valid following registration of the amendments  
resolved on 3 May 2023,

Roll of Deeds No. 895/2023/P of the Hamburg notary Dr. Axel Pfeifer  
*(Update of the Articles of Association certification of 4 May 2023)*

**Articles of Association**

of

**Hapag-Lloyd Aktiengesellschaft**

with its registered office in Hamburg

Version pursuant to the resolution adopted by the General Meeting on 3 May 2023

Valid from the registration of the amendments to the Articles of Association in the Commercial Register

**I**

**GENERAL PROVISIONS**

**Article 1 Company Name**

The name of the Company is:

Hapag-Lloyd Aktiengesellschaft

**Article 2 Registered Office and Object of the Company**

2.1 The registered office and head office of the Company is in Hamburg.

2.2 The object of the enterprise, which has its management, its staff functions and its main business operations in Hamburg, is liner shipping at sea, the execution of logistics transactions and of shipowning, ship-brokering, forwarding, agency and storage transactions as well as, where appropriate, the operation of harbour facilities and cargo handling facilities (terminals), the purchase and sale of real estate and its development, construction, renting, letting and administration, the provision of services in the field of data processing and all business and services associated with the above.

2.3 The Company shall be entitled to transact all business and to take all measures that appear appropriate for achieving or promoting the object of the enterprise or are otherwise associated

therewith. Furthermore, the Company shall be entitled to establish enterprises of any kind at home and abroad, to acquire such enterprises or interests in them, and to establish branches at home and abroad.

2.4 The Company shall also be authorised to undertake its business activities through subsidiaries, associated companies or joint ventures. It may spin off its operations, in whole or in part, to affiliated companies or have affiliated companies perform its operations.

### **Article 3 Financial Year**

The financial year is the calendar year.

### **Article 4 Notices and Transmission of Information**

4.1 Notices of the Company shall be published only in the Federal Gazette, unless a different type of notice is mandatorily required by law.

4.2 The Company shall be is entitled to transmit information to its shareholders by means of remote data transmission to the extent permitted by law.

## **II**

### **SHARE CAPITAL AND SHARES**

#### **Article 5 Share Capital**

5.1 The share capital of the Company is EUR 175,760,293.00 (in words: one hundred and seventy-five million, seven hundred sixty thousand, two hundred and ninety-three euros), of which EUR 25,600,000.00 (in words: twenty-five million, six hundred thousand euros) has been put up by way of the change of legal form of Hapag-Lloyd Container Linie GmbH (Hamburg Local Court HRB 89830).

5.2 The share capital is divided into 175,760,293 (in words: one hundred and seventy-five million, seven hundred sixty thousand, two hundred and ninety-three) no-par value shares representing a pro-rata amount of EUR 1.00 of the share capital. Of this number, shares were issued as follows:

(a) 13,681,672 (in words: thirteen million, six hundred and eighty-one thousand, six hundred and seventy-two) no-par value shares against contribution in kind of the shares with consecutive numbers 1 (in a nominal amount of EUR 25,000.00), 2 (in a nominal amount of EUR 137,318.00), 3 (in a nominal amount of EUR 17,520.00), 6 (in a nominal amount of EUR 413,157.00), 8 (in a nominal

amount of EUR 6,706.00) and 9 (in a nominal amount of EUR 14,624.00) in CSAV Germany Container GmbH (Hamburg Local Court HRB 131612) by Compañía Sud Americana de Vapores S.A., a company established under Chilean law with principal place of business in Plaza Sotomayor 50, Valparaíso, Chile and registered on folio 486 (overleaf) no. 147 and folio 497 (overleaf) no. 148 of the commercial register (Registro de Comercio) of Valparaíso of 1872;

(b) 14,632,190 (in words: fourteen million, six hundred and thirty-two thousand, one hundred and ninety) no-par value shares against contribution in kind of the shares with consecutive numbers 4 (in a nominal amount of EUR 623,804.00), 5 (in a nominal amount of EUR 17,067.00) and 7 (in a nominal amount of EUR 16,134.00) in CSAV Germany Container GmbH (Hamburg Local Court HRB 131612) by Tollo Shipping Co. S.A. (Panama), a company established under the law of Panama, business address Capital Plaza Building, 15th Floor, Paseo Roberto Motta, Costa del Este, Panama City, Republic of Panama and entered in the company register of Panama under no. 218232 for the year 1989;

(c) 7,351,890 (in words: seven million, three hundred and fifty-one thousand, eight hundred and ninety) no-par value shares against a uniform mixed contribution in cash and in kind by CSAV Germany Container Holding GmbH with its registered office in Hamburg (Hamburg Local Court, HRB 131334), which is made up as follows:

(i) assignment of the claim for payment of USD 28,215,792.80 (in words: twenty-eight million, two hundred and fifteen thousand, seven hundred and ninety-two U.S. dollars and 80 cents), converted into euros pursuant to section 3.6.1 of the BCA AA, owed to CSAV Germany Container Holding GmbH by CSAV Germany Container GmbH pursuant to para. 3.3.1 of the Amendment Agreement to the Business Combination Agreement of 17 November 2014, roll of deeds no. 3352/2014P of the Hamburg notary Dr. Axel Pfeifer, (the "BCA AA");

(ii) assignment of a claim for loan repayment of USD 50,000,000.00 (in words: fifty million U.S. dollars), converted into euros pursuant to the Loan Agreement, owed to CSAV Germany Container Holding GmbH by CSAV Germany Container GmbH under a loan agreement of 30 September 2014, amended by agreement of 24 November 2014 (the "Loan Agreement"); as well as

(iii) a cash contribution in the amount of the difference between an amount of EUR 259,007,084.70 (in words: two hundred and fifty-nine million, seven thousand and eighty-four euros and seventy cents) and the sum of the nominal amounts converted into euros of the payment claims assigned to the Company as per the above items (i) and (ii).

(d) 45,932,023 (in words: forty-five million, nine hundred and thirty-two thousand and twenty-three) no-par value shares against a contribution in kind of 276,180,392 (in words: two hundred and seventy-six million, one hundred and eighty thousand, three hundred and ninety-two) shares in United Arab Shipping Company Ltd. (UASC), a company limited by shares of the Dubai International Financial Centre established by state treaty dated 7 January 1976 in the legal form of a Société Anonyme Generale (S.A.G.) and transformed in January 2017 pursuant to the DIFC Companies Law No. 2 of 2009, headquartered in Dubai and entered in the Public Register of Companies of the DIFC, which is composed as follows:

- Qatar Holding LLC contributes to the Company 142,284,952 (in words: one hundred and forty-two million, two hundred and eighty-four thousand, nine hundred and fifty-two) shares (51.52 per cent) of UASC, including all of the claims and other rights associated therewith;
- Public Investment Fund contributes to the Company 100,036,254 (in words: one hundred million, thirty-six thousand, two hundred and fifty-four) shares (36.22 per cent) of UASC, including all of the claims and other rights associated therewith;
- Kuwait Investment Authority contributes to the Company 13,652,272 (in words: thirteen million, six hundred and fifty-two thousand, two hundred and seventy-two) shares (4.94 per cent) of UASC, including all of the claims and other rights associated therewith;
- IFED contributes to the Company 13,655,486 (in words: thirteen million, six hundred and fifty-five thousand, four hundred and eighty-six) shares (4.94 per cent) of UASC, including all of the claims and other rights associated therewith;
- The United Arab Emirates contribute to the Company 5,480,000 (in words: five million, four hundred and eighty thousand) shares (1.98 per cent) of UASC, including all of the claims and other rights associated therewith;
- Bahrain Mumtalakat Holding Company, B.S.C. contributes to the Company 1,071,428 (in words: one million, seventy-one thousand, four hundred and twenty-eight) shares (0.39 per cent) of UASC, including all of the claims and other rights associated therewith.

### 5.3 Authorised Capital 2023

(1) The Executive Board shall be authorised with the consent of the Supervisory Board to increase the share capital of the Company in the time up to 2 May 2028 in one or more stages by up to EUR 6,000,000.00 (in words: six million euros) against contributions in cash and/or in kind by issuing

up to 6,000,000 (in words: six million) new registered no-par value shares (authorised capital 2023). The shareholders must be granted a subscription right.

(2) Pursuant to section 186 (5) of the German Stock Corporation Act (*Aktiengesetz*; "AktG"), the shares may also be taken up by one or several credit institutions or by one or several enterprises operating pursuant to section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the German Banking Act (*Gesetz über das Kreditwesen*) with the obligation to offer them to the shareholders of the Company for subscription (so-called indirect subscription right).

(3) The Executive Board shall be authorised with the consent of the Supervisory Board to determine the further details of the capital increase including the further content of the rights inherent in shares and the conditions of the share issue.

(4) The Supervisory Board shall be authorised to change the wording of para. 5.3 of the Articles of Association in line with the respective use of the authorised capital 2023 and after the expiry of the authorisation period.

5.4 The shares shall be registered shares.

### **Article 6 Certification of Shares**

6.1 The form of the share certificates and of the dividend and renewal coupons shall be determined by the Executive Board with the consent of the Supervisory Board.

6.2 Any claim of the shareholders for certification of their shares as well as any dividend or renewal coupons shall be excluded. This shall not apply to the extent that any such claim is required according to the rules of a stock exchange where the share is listed. The Company shall be entitled to issue share certificates evidencing ownership of individual shares (individual share certificates) or several shares (global share certificates).

## **III**

### **THE EXECUTIVE BOARD**

#### **Article 7 Composition and Rules of Procedure**

7.1 The Executive Board shall comprise not less than two members. The number of members of the Executive Board shall be determined by the Supervisory Board taking into account sentence 1. The

Supervisory Board may appoint one member of the Executive Board as Chairperson. Deputy members of the Executive Board may be appointed.

7.2 Resolutions of the Executive Board shall be adopted by a simple majority of votes unless otherwise provided for by the rules of procedure for the Executive Board. In the event of an equality of votes, the Chairperson of the Executive Board shall have the casting vote, provided that a Chairperson has been appointed and the Executive Board consists of more than two persons.

7.3 The rules of procedure for the Executive Board shall be laid down by the Supervisory Board. The following transactions require the prior approval of the Supervisory Board:

- approval of the business plan and the annual budget;
- investments of more than EUR 100,000,000.00, unless provided for in the annual budget;
- disposal of assets with a value of more than EUR 75,000,000.00, unless provided for in the annual budget;
- legal transactions between the Company or any of its subsidiaries or affiliates within the meaning of sections 15 et seq. AktG to the extent they are outside the ordinary course of business or on non-arm's-length terms;
- borrowings outside the annual budget with a volume of more than EUR 75,000,000.00; and
- appointment and dismissal of members of the executive committee of Company's Executive Committee.

In the rules of procedure for the Executive Board or by resolution, the Supervisory Board may determine additional transactions or types of transactions which may only be carried out with its approval. The Supervisory Board may grant its revocable approval in advance to a specific group of transactions in general, or in the event that the individual transaction meets certain requirements.

### **Article 8 Representation of the Company**

8.1 The Executive Board shall represent the Company in and out of court. The Company shall be represented by two members of the Executive Board or by one member of the Executive Board acting jointly with a holder of a general commercial power of representation (*Prokurist*).

8.2 The Supervisory Board may exempt individual or all members of the Executive Board from the restrictions under section 181 2nd alternative of the German Civil Code (*Bürgerliches Gesetzbuch*). Section 112 AktG shall not be affected.

## IV

### **THE SUPERVISORY BOARD**

#### **Article 9 Composition and Term of Office**

9.1 The Supervisory Board shall comprise 16 (sixteen) members, of which eight shall be elected by the General Meeting and eight pursuant to the provisions of the German Codetermination Act (*Mitbestimmungsgesetz*; "MitbestG").

9.2 The Supervisory Board members shall be elected for a term of office ending at the end of the General Meeting deciding by resolution on the formal approval of their actions for the fourth financial year after the beginning of their term of office unless, at the time of their election, the General Meeting decides by resolution on a shorter term of office. The financial year in which the term of office begins shall not be counted.

9.3 Deputy members may be elected for the Supervisory Board members who in the order determined at their election shall replace Supervisory Board members resigning prior to the end of their term of office. An individual may be appointed deputy member for several Supervisory Board members.

9.4 Where a Supervisory Board member is elected to replace a member who has resigned, such member's term of office shall last for the rest of the resigned member's term of office unless determined otherwise when the appointment is made. When a deputy member replaces the resigned member, their office shall terminate at the end of the next General Meeting at which a new election to replace the resigned member takes place, however, at the end of the term of office of the resigned Supervisory Board member at the latest.

9.5 In case a new election takes place prior to the expiry of the term of office of the resigned Supervisory Board member, the original deputy membership of a deputy member appointed for several members of the Supervisory Board and moved up to the Supervisory Board for the resigned member shall revive.

9.6 At the election of the Supervisory Board members and any deputy members, the person chairing the General Meeting shall be entitled to put to the vote a list with nominations presented by the Supervisory Board or by shareholders. Where deputy members on a list are elected, they shall replace - in the order of their nomination, unless determined at the election otherwise - any Supervisory Board members who resign early.



9.7 The members and deputy members of the Supervisory Board may at any time resign from their office, also without good cause. The resignation shall be effected by written notice to the Executive Board and written information of the Chairperson of the Supervisory Board, with a two-week period of notice having to be observed unless there is good cause. The Company may waive this notice period.

9.8 The removal of Supervisory Board members shall require a majority of no less than three quarters of the votes cast at the General Meeting.

#### **Article 10 Chairperson and Deputies, Form of Resolutions**

10.1 The Supervisory Board shall elect from among its members a Chairperson and a first and a second Deputy, with section 27 MitbestG being applicable to the election of the Chairperson and of the first Deputy. The term of office of the Chairperson and of the Deputies shall be equivalent to their term of office as members of the Supervisory Board unless a shorter term of office is determined at the time of their election. The election shall take place during the meeting of the Supervisory Board following the General Meeting at which the Supervisory Board members elected by the shareholders have been elected; this meeting shall not require any special convocation. If the Chairperson or a Deputy resigns prior to the end of their term of office, then the Supervisory Board shall immediately elect a successor for the remaining term of office of the resigned member.

10.2 In case the Chairperson is prevented from performing their duties on the Supervisory Board, the first Deputy, and in case the latter is prevented, the second Deputy shall perform these duties. However, this shall not apply to the membership of the committee to be set up pursuant to para. 11.3. Moreover, neither the first nor the second Deputy shall be entitled to the Chairperson's second vote when a resolution is adopted.

10.3 Declarations of intent by the Supervisory Board shall be made in the name of the Supervisory Board by the Chairperson or— if the Chairperson is prevented— by the first Deputy or— if the first Deputy is prevented— by the second Deputy who, subject to the foregoing provision, shall also be entitled to take certain declarations on behalf of the Supervisory Board.

10.4 By order of the Chairperson, meetings of the Supervisory Board may also be held in the form of a video conference or audio conference or a combination of these meeting forms with each other or with a face-to-face meeting. By order of the Chairperson, the Supervisory Board may also adopt resolutions by casting votes in one of the above forms of meeting or by casting votes orally, by telephone, in writing, by fax, by e-mail or by means of other electronic communication or by combining these forms

of voting with each other or with the casting of votes at a meeting. Section 108 (3) AktG shall remain unaffected. An objection to the order of the Chairperson is not admissible.

### **Article 11 Powers and Committees**

11.1 The Supervisory Board shall have the duties and rights assigned to it by law or the Articles of Association and shall determine its own rules of procedure.

11.2 The Supervisory Board may delegate the exercise of its individual duties to committees to the extent permitted by law. Article 10.4 shall apply *mutatis mutandis* to committees.

11.3 Immediately after the election of the Chairperson and their Deputies, the Supervisory Board shall in any event elect the committee to be formed pursuant to section 27 (3) MitbestG, which shall be composed of the Chairperson of the Supervisory Board as committee chairperson, their first Deputy and one member each elected by the shareholder representatives and the employee representatives on the Supervisory Board with the majority of the votes cast. This committee shall perform the duty stated in section 31 (3) sentence 1 MitbestG.

### **Article 12 Remuneration**

12.1 Each member of the Supervisory Board shall be paid a remuneration of EUR 90,000 for each full financial year. For the Chairperson of the Supervisory Board the annual remuneration shall be three times, for the Deputy Chairpersons of the Supervisory Board one and a half times the amount indicated in sentence 1. In addition to the remuneration laid down in sentence 1, members of the Audit and Financial Committee shall be paid EUR 40,000 and members of the Executive and Personnel Committee shall be paid EUR 30,000 for each full financial year of their membership of the respective committee. For the Chairperson of the Audit and Financial Committee the remuneration shall be three times the amount, for the Chairperson of the Executive and Personnel Committee the remuneration shall be twice the amount of the remuneration stated in sentence 3 for each full financial year in which they chair the respective committee. To the extent that Supervisory Board members are paid a remuneration for their activity on the supervisory board of a subsidiary of Hapag-Lloyd AG, the amount of such remuneration shall be deducted from the remuneration pursuant to the foregoing sentences 1 to 4.

12.2 If a member of the Supervisory Board was a member for part of a financial year only, or if a member of the Supervisory Board acted in a capacity for which a higher remuneration is granted for part of a financial year only, then the remuneration shall be paid *pro rata temporis* for the period of membership of the Supervisory Board or performance of the activity, in each case rounded up to full months.

12.3 Supervisory Board members shall be reimbursed for their expenses and any VAT attributable to the remuneration and reimbursement of expenses.

12.4 In addition to the remuneration pursuant to para. 12.1 and the reimbursement of expenses pursuant to para. 12.3, the members of the Supervisory Board shall be paid an attendance fee of EUR 1,500 for each meeting of the Supervisory Board and its committees which they attend.

12.5 All forms of remuneration shall be due and payable after the end of the General Meeting that accepts or adopts the annual financial statements for the respective financial year.

12.6 The members of the Supervisory Board shall be included in a financial loss liability insurance for directors and officers (D&O insurance) taken out by the Company for its benefit in an appropriate amount to the extent such insurance exists. The premium shall be paid by the Company, with a deductible on the part of the members of the Supervisory Board being agreed.

## V

### **THE GENERAL MEETING**

#### **Article 13 Annual General Meeting**

The Annual General Meeting shall adopt resolutions in particular concerning

- the appropriation of the net profit for the year;
- the formal approval of the Executive Board's actions;
- the formal approval of the Supervisory Board's actions;
- the election of the auditor.

#### **Article 14 Place and Convocation as well as Transmission of the General Meeting**

14.1 The General Meeting shall be held at the registered office of the Company or in another city in the Federal Republic of Germany with more than 100.000 inhabitants.

14.2 The General Meeting shall be convened by the Executive Board and, in certain cases specified by law, by the Supervisory Board or a minority of the shareholders.

14.3 The General Meeting shall be convened by notice to be published in the Federal Gazette at least thirty days prior to the day of the meeting or by registered letter to the address of the shareholder entered in the share register. The convocation period shall be extended by the days of the registration

period pursuant to para. 15.3. In the calculation of the period, the day of convocation and the day of the General Meeting shall not be included.

14.4 The Executive Board shall be entitled to provide for the admission of audio and video transmission of the General Meeting. The Executive Board may determine the extent of transmission and in particular provide for a transmission available to the public without restriction.

#### **Article 15 Voting Right and Participation in the General Meeting; Virtual General Meeting**

15.1 Every share shall confer one vote at the General Meeting.

15.2 The voting right may be exercised by proxies. The granting of proxy authorisation, its revocation and the proof of authorisation vis-à-vis the Company must be in text form; the invitation to the General Meeting may provide for a less strict requirement. The proxy authorisation must be submitted to the Company not later than at the General Meeting prior to voting. Section 135 AktG shall not be affected.

15.3 All shareholders who are entered in the share register and have registered in good time shall be entitled to attend the General Meeting and to exercise their voting rights. The registration must be received by the Company at the address communicated in the convocation notice at least six days prior to the day of the General Meeting (registration period). The Executive Board or the Supervisory Board, respectively— in case the meeting is convened by the Supervisory Board— shall be entitled to stipulate a shorter registration period to be expressed in days in the convocation notice for the General Meeting. In calculating the respective period, the day of receipt of the registration and the day of the General Meeting shall not be counted. The Executive Board shall be entitled to suspend transfer entries in the share register during the time from the end of the registration period up to (and including) the day of the General Meeting. In the case of a virtual General Meeting, the above requirements for participation in the General Meeting shall also apply to shareholders attending the General Meeting via electronic channels.

15.4 The Executive Board shall be authorised to provide for the possibility of shareholders taking part in the General Meeting also without being present at the place of the meeting and without a proxy and exercising all of their rights or individual rights, in whole or in part, by way of electronic communication (online participation). The Executive Board shall also be authorised to provide for shareholders not attending the General Meeting to be allowed to vote in writing or by electronic communication (postal vote). The Executive Board may lay down details regarding the procedure of online participation or postal vote.

15.5 Until 2 May 2028, and for General Meetings held until such time, the Executive Board shall be authorised to determine that General Meetings be held without the physical presence of the shareholders or their proxies at the place of the General Meeting (virtual General Meeting). The special requirements applicable to the holding of a virtual General Meeting and the specific provisions governing the format of the meeting or the format options and their requirements are as provided by law.

15.6 The members of the Executive Board and the Supervisory Board are to attend the General Meeting in person. If it is not possible for a member of the Supervisory Board to be present at the place of the General Meeting, they may also participate by means of video and audio transmission. In the case of a virtual General Meeting, the members of the Supervisory Board may also participate by means of video and audio transmission; however, this does not apply to the Chairperson of the meeting if the meeting is chaired by a member of the Supervisory Board.

#### **Article 16 Chairing the General Meeting**

16.1 The General Meeting will be chaired by the Chairperson of the Supervisory Board or, in the event of their being absent or unable to attend, by another member of the Supervisory Board elected by way of a resolution passed by the Supervisory Board (for this reason or to provide for this event), which resolution shall only require the majority of the shareholder representatives on the Supervisory Board, or by a third person elected in this manner.

16.2 The Chairperson shall preside over the General Meeting and shall in particular determine the order in which the agenda items are dealt with, the sequence of speeches as well as the form and further details of the vote. The Chairperson may reasonably limit, in terms of time, the shareholders' right to put questions and to speak; they may, in particular, at the beginning of or during the General Meeting determine the time frame for the entire General Meeting, for the discussion of the individual items on the agenda and for individual questions and speeches. In the case of a virtual General Meeting, sentence 2 shall also apply with regard to the right to ask follow-up questions and the right to put questions regarding new matters.

#### **Article 17 Adopting Resolutions**

17.1 Resolutions by the General Meeting shall be adopted by a simple majority of the votes cast unless mandatory statutory provisions prescribe a greater majority or these Articles of Association provide for a different majority, and, to the extent that a capital majority is additionally required by law, by a simple majority of the share capital represented.

17.2 Resolutions on amendments to the Articles of Association shall require a majority of no less than three quarters of the share capital represented at the adoption of the resolution unless mandatory statutory provisions prescribe a greater majority or these Articles of Association provide for a different majority.

17.3 A resolution on an amendment to para. 2.1 or to the provisions of para. 2.2 of the Articles of Association, pursuant to which the management, the staff functions and the principal business activities of the enterprise are based in Hamburg and the object of the enterprise is to perform liner shipping services at sea, shall require a majority of not less than 90 per cent (90%) of the share capital represented at the adoption of the resolution. The same majority requirement shall apply to an amendment to this para. 17.3.

17.4 All measures which pursuant to the Stock Corporation Act or other acts require a majority of three quarters of the share capital represented at the adoption of the relevant resolution (including termination and liquidation of the Company, change of legal form, split and spin-off, conclusion of control and profit transfer agreements, sale of all assets of the Company, fundamental restructurings of the Company within the meaning of the Holz Müller court decision, amendments to the Articles of Association, mergers and capital increases) shall require a majority of 75% of the share capital represented at the adoption of the relevant resolution. The same majority requirement shall apply to any change of this para. 17.4.

## VI

### **ANNUAL ACCOUNTS AND APPROPRIATION OF PROFITS**

#### **Article 18 Annual Financial Statements**

18.1 Within the statutory period, the Executive Board shall prepare the annual financial statements and the consolidated financial statements as well as the management report and the group management report for the past financial year and submit them to the Supervisory Board. At the same time, the Executive Board shall submit to the Supervisory Board such proposal for the appropriation of the net profit for the year as it intends to submit to the General Meeting. The Supervisory Board shall review the records specified in this para. 18.1 within the period prescribed by law.

18.2 Following receipt of the Supervisory Board's report on the result of its review, the Executive Board shall convene the Annual General Meeting, which must be held within the first eight months of any financial year.

### **Article 19 Appropriation of Profits**

19.1 The General Meeting shall adopt a resolution on the appropriation of the net profit for the year. In this connection it shall be bound by the adopted annual financial statements.

19.2 In the resolution on the appropriation of the net profit for the year, the General Meeting may allocate amounts to retained earnings or carry them forward as profit. It may also resolve on an appropriation other than that according to sentence 1 or the distribution among shareholders.

19.3 The shareholders' shares in the profit shall be determined by their participation in the share capital.

19.4 Upon the issue of new shares, a right to a profit share may be fixed in derogation of section 60 (2) AktG.

19.5 The Executive Board shall be authorised, with the approval of the Supervisory Board, to distribute an advance dividend based on the anticipated net profit to the shareholders after the end of the financial year. Further requirements to be met are as provided by law.

## **VII**

### **FINAL PROVISIONS**

#### **Article 20 Amendments to the Wording of these Articles of Association**

The Supervisory Board shall be authorised to make amendments to the Articles of Association relating merely to their wording.

#### **Article 21 Severability Clause**

Should one or several provisions of the present Articles of Association not comply with the statutory provisions or be or become legally invalid or should any gaps be identified in the Articles of Association, this shall not affect the validity of the remaining provisions. In place of the defective provision or to close any gaps such provision shall be agreed on – also by way of a formal amendment to the Articles of Association, if necessary – as the shareholders participating in the adoption of the original resolution would have agreed on if they had been aware of the defect.

### **Article 22 Formation Expenses**

22.1 The costs incurred for establishing the Company as a stock corporation (*Aktiengesellschaft*) (notary, court, publication, and consulting) shall be borne by the Company up to a total of 3% of the share capital.

22.2 The cost of formation of the Company as a limited liability company (*GmbH*) (court fees, costs of publication, notary fees) shall be borne by the Company up to EUR 2,500.00.



I, the Hamburg notary

**Dr. Axel Pfeifer,**

do hereby certify pursuant to section 181 of the Stock Corporation Act that the foregoing Articles of Association of the stock corporation under the style of

**Hapag-Lloyd Aktiengesellschaft**

with registered office in Hamburg, entered in the Commercial Register of the Hamburg Local Court, HRB 97 937,

- (a) in paragraph 2.2 (Object of the Company), art. 4, para. 5.3 (Authorized Capital 2023), arts 7, 9, 10, 11, 14, 15, 16 and 19 correspond with the resolution on the amendment of the Articles of Association adopted by the General Meeting on 3 May 2023, my Document Register No. 895/2023/P, and
- (b) the unchanged provisions correspond with the full wording of the Articles of Association last applied for registration in the Commercial Register in the version applicable following registration of the amendments resolved on 25 May 2022 (my Articles of Association certification of 8 June 2022) (update of my Articles of Association certification of 4 May 2023).

Hamburg, 5 June 2023

23-22825 P\JA

*[Notary's seal]*

*[Signature]*

(Dr. Pfeifer)

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This is to certify that to the best of my knowledge and belief the foregoing is a true, faithful and unabridged translation of the German document [attested copy] before me, the undersigned public translator and court interpreter, fully conversant with the German language and duly sworn to render true German and English translations.

Witness my hand and seal at Hamburg,  
Federal Republic of Germany,  
this 27<sup>th</sup> day of June 2023.

Ulrike Typke  
Address:  
Schaeperstueck 5  
22549 Hamburg  
F. R. G.