

INVITATION

TO THE ANNUAL
GENERAL MEETING
2025



This English translation is provided for convenience only.
The original German text shall be the sole legally binding version.

**HAPAG-LLOYD AKTIENGESELLSCHAFT
HAMBURG**

- ISIN DE000HLAG475 -

- Securities Identification Number HLAG47 -

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**INVITATION TO
THE ORDINARY ANNUAL GENERAL MEETING 2025**

Our shareholders are hereby cordially invited to the ordinary

**Annual General Meeting
of Hapag-Lloyd Aktiengesellschaft**

with its registered seat in Hamburg

on Wednesday, 30 April 2025

at 10:30 a.m. (CEST)

held as a virtual general meeting

without the physical presence of the shareholders or their representatives.

PRELIMINARY REMARK

The ordinary Annual General Meeting of Hapag-Lloyd Aktiengesellschaft will be held on 30 April 2025 at 10:30am (CEST) as a virtual Annual General Meeting without the physical presence of the shareholders or their representatives (with the exception of the Company's nominated voting agents). Place of the Annual General Meeting pursuant to the German Stock Corporation Act (AktG) is the registered seat of the Company, Ballindamm 25, 20095 Hamburg.

Duly registered shareholders or their representatives have the opportunity to follow the Annual General Meeting live in picture and sound and to exercise their shareholder rights related to the meeting via the Company's InvestorPortal accessible at

www.hapag-lloyd.com/agm

(InvestorPortal).

Shareholders may exercise their shareholder rights exclusively by way of absentee voting (by means of electronic communication) or by granting authority and giving instructions to the Company's nominated voting agents. Shareholders who have not registered may also follow the Annual General Meeting live in picture and sound via the InvestorPortal. Please refer to further explanations and more detailed information in section III.

I. AGENDA AND PROPOSED RESOLUTIONS

1. Submissions to the Annual General Meeting pursuant to section 176 (1) sentence 1 of the German Stock Corporation Act

The Executive Board hereby provides the Annual General Meeting with the following documents and materials pursuant to section 176 (1) sentence 1 of the German Stock Corporation Act (**AktG**):

- the adopted annual financial statements of Hapag-Lloyd Aktiengesellschaft as of 31 December 2024,
- the approved consolidated financial statements as of 31 December 2024,
- the consolidated Management Report of Hapag-Lloyd Aktiengesellschaft and the Hapag-Lloyd Group, including the corporate governance statement, the notes contained therein in accordance with sections 289a (1) and 315a (1) of the German Commercial Code (**HGB**) and the non-financial statement,
- the report of the Supervisory Board, and
- the recommendation by the Executive Board for the appropriation of the net profit.

All of the aforementioned documents can be obtained at

www.hapag-lloyd.com/agm

and will also be accessible during the Annual General Meeting at the above-mentioned internet address and explained in more detail in the Annual General Meeting.

The Supervisory Board approved the annual financial statements and consolidated financial statements for the 2024 financial year prepared by the Executive Board on 19 March 2025. With the approval, the annual financial statements were thereby adopted pursuant to section 172 sentence 1 AktG. A resolution for Agenda Item 1 by the Annual General Meeting is thus not required.

2. Resolution on the appropriation of net profit

The Executive Board and the Supervisory Board propose to distribute the retained earnings (*Bilanzgewinn*) at the end of the financial year 2024 in the amount of EUR 13,871,111,890.29 as follows:

	in EUR
Distribution to the shareholders:	
Distribution of a dividend of EUR 8.20 per share (for the 175,760,293 shares)	1,441,234,402.60
Allocated Profit Reserve (<i>Gewinnrücklage</i>):	0,00
Profit carried forward (<i>Gewinnvortrag</i>):	12,429,877,487.69
Retained earnings (<i>Bilanzgewinn</i>):	13,871,111,890.29

The payment of the dividend becomes due on the third business day following the Annual General Meeting, i.e. 6 May 2025, in accordance with section 58 (4) sentence 2 AktG.

The proposal on the appropriation of net profit takes into consideration that the Company does not hold own shares which would not entitle to any dividend payment pursuant to section 71 b AktG.

3. Resolution on the approval of the actions of the members of the Executive Board for the financial year 2024

The Executive Board and Supervisory Board propose to adopt the following resolution:

The actions of the members of the Executive Board who held office in the financial year 2024 are hereby formally approved for this period.

4. Resolution on the approval of the actions of the members of the Supervisory Board for the financial year 2024

The Executive Board and Supervisory Board propose to adopt the following resolution:

The actions of the members of the Supervisory Board who held office in the financial year 2024 are hereby formally approved for this period.

5. Resolution on the appointment of the auditor for the sustainability reporting for the financial year 2025

Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022, amending Regulation (EU) No 537/2014, Directive 2004/109/EC, 2006/43/EC and 2013/34/EU, as regards corporate sustainability reporting has not been implemented into national legislation by the German legislator. The appointment of the auditor for the sustainability reporting shall thus be approved for the event that the German legislator adopts a law on the implementation of the Directive in the 2025 financial year, and therein requires that the appointment of the auditor for the sustainability reporting be approved by the annual general meeting, The Supervisory Board proposes, based on a corresponding recommendation of the Audit and Financial Committee, to adopt the following resolution:

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Hamburg, is hereby appointed as auditor for the sustainability reporting for the 2025 financial year.

6. Resolution on the election of a Supervisory Board member

At the end of this year's Annual General Meeting on 30 April 2025, the term as member of the Supervisory Board of Dr Isabella Niklas ends.

Pursuant to section 96 (1) (2), section 101 (1) AktG and section 7 (1) sentence 1 number 1 of the Co-Determination Act (*Mitbestimmungsgesetz*) in connection with section 9 (1) of the Articles of Association of Hapag-Lloyd Aktiengesellschaft, the Supervisory Board of Hapag-Lloyd Aktiengesellschaft is composed of eight shareholder representatives and eight employee representatives and of at least 30 percent women and at least 30 percent men.

As the overall compliance regarding the aforementioned quota was not objected to according to section 96 (2) sentence 3 AktG prior to the election proposal, the legal requirement must be fulfilled by shareholder and employee representatives jointly, whereas the number of persons is rounded up or down mathematically to full numbers (section 96 (2) sentence 3 and 4 AktG). Therefore, the Supervisory Board of Hapag-Lloyd Aktiengesellschaft must be composed of at least five women and five men. Currently, the Supervisory Board consists of seven men and one woman on the side of the shareholder representatives and of five women and three men on the side of the employee representatives. The legal requirement is thus accomplished and will in particular continue to be accomplished in case of the re-election by the Annual General Meeting of the proposed candidate.

The Supervisory Board therefore, based on the recommendation of the Nomination Committee, proposes to resolve:

Dr Isabella Niklas, Management Spokeswoman of HGV Hamburger Gesellschaft für Vermögens- und Beteiligungsmanagement mbH, resident in Hamburg, Germany,

is elected as representative of the shareholders to the Supervisory Board with effect as of the end of the Annual General Meeting on 30 April 2025 until the end of the Annual General Meeting that resolves on the discharge of the Supervisory Board for the financial year 2029.

The election proposal of the Supervisory Board takes into account the goals for its composition resolved by the Supervisory Board and aims to fulfil the competence profile and diversity concept the Supervisory Board set up for the entire Supervisory Board. The goals, competence profile and diversity concept as well as a qualification matrix are published in the corporate governance statement. The corporate governance statement is included in the combined management report and forms part of the documents mentioned under Agenda Item 1, which are accessible at the internet address www.hapag-lloyd.com/agm and will also be accessible during the Annual General Meeting.

Additional information on the Supervisory Board candidate proposed for election under Agenda Item 6, in particular in accordance with section 125 (1) sentence 5 AktG and Recommendation C.13 and C.14 of the German Corporate Governance Code (GCGC):

Dr Isabella Niklas

Hamburg

Born on 22 April 1972

Profession: Management Spokeswoman, HGV Hamburger Gesellschaft für Vermögens- und Beteiligungsmanagement mbH

Professional Career

- Since 2018 Management Spokeswoman, HGV Hamburger Gesellschaft für Vermögens- und Beteiligungsmanagement mbH
- 2012-2018 Partner in the division renewable energies, Osborne Clarke Lawyer Tax Consultant and partner
- 2008-2012 Lawyer and founding partner, WKN Lawyers
- 2006-2008 Lawyer, PwC Legal AG
- 2004-2006 Lawyer, White & Case LLP
- 1999-2002 Research assistant of Prof. Dr. Jan Kropholler, Max-Planck-Institute for Foreign Private and Private International Law

Education

Law studies at Universität Hamburg; Degree: Dr. jur. 2004

Memberships on other statutory domestic supervisory boards

GMH Gebäudemanagement Hamburg GmbH*

HADAG Seetouristik und Fährdienst AG*

Hamburger Energienetze GmbH*

Hamburger Energiewerke GmbH*

Memberships on comparable supervising bodies of corporations

Exchange Council of the Hanseatic Stock Exchange Hamburg

Bucerius Law School

SBH Schulbau Hamburg

*Other group mandates of the City of Hamburg

Dr Isabella Niklas is Management Spokeswoman of HGV Hamburger Gesellschaft für Vermögens- und Beteiligungsmanagement mbH (HGV). HGV holds a substantial interest in Hapag-Lloyd Aktiengesellschaft. Aside from this, according to the Supervisory Board's assessment, there are no relevant personal or business relationships between Dr Niklas and the companies of the Hapag-Lloyd Group, the governing bodies of Hapag-Lloyd Aktiengesellschaft or a shareholder that directly or indirectly holds more than 10 percent of the voting shares, i.e. a substantial interest, in Hapag-Lloyd Aktiengesellschaft that would be relevant for the voting decision of the Annual General Meeting.

Dr Isabella Niklas has confirmed in advance to remain available as a member of the Supervisory Board. The Supervisory Board has confirmed with Dr Isabella Niklas, that she is able to devote the expected amount of time required for the office.

7. Resolution on the approval of profit and loss transfer agreements

Hapag-Lloyd Aktiengesellschaft (***Controlling Company***) entered into profit and loss transfer agreements on 6 January 2025 with the following subsidiaries (jointly the ***Profit and Loss Transfer Agreements***):

- a) Dritte Hapag-Lloyd Schiffsvermietungsgesellschaft mbH, with registered seat in Hamburg,
 - b) HL Crewmanagement GmbH, with registered seat in Hamburg
- (jointly the ***Subsidiaries***).

At the time of conclusion of the Profit and Loss Transfer Agreements, the Controlling Company held all shares in the Subsidiaries and will continue to do so at the time of the Annual General Meeting. The Profit and Loss Agreements are reproduced as annex to this Agenda Item after the Agenda.

The Profit and Loss Transfer Agreements become effective only upon approval of the Annual General Meeting and with the registration of the respective Profit and Loss Transfer Agreement in the commercial register of the relevant local court for the Subsidiaries.

The Executive Board and the Supervisory Board therefore propose the following resolution:

- a) The profit and loss transfer agreement dated 6 January 2025 between the Company and Dritte Hapag-Lloyd Schiffsvermietungsgesellschaft mbH, with registered seat in Hamburg, registered with the commercial register of the local court of Hamburg under number HRB 188924, is approved.
- b) The profit and loss transfer agreement dated 6 January 2025 between the Company and HL Crewmanagement GmbH, with registered seat in Hamburg,

registered with the commercial register of the local court of Hamburg under number HRB 187781, is approved.

As of the date of the convocation of the Annual General Meeting, the following documents will be available at www.hapag-loyd.com/agm and will also be available during the Annual General Meeting:

- Complete wording of the profit and loss transfer agreement of 6 January 2025 between Hapag-Lloyd Aktiengesellschaft and Dritte Hapag-Lloyd Schiffsvermietungsgesellschaft mbH;
- Complete wording of the profit and loss transfer agreement of 6 January 2025 between Hapag-Lloyd Aktiengesellschaft and HL Crewmanagement GmbH;
- Financial statements and consolidated financial statements as well as the consolidated Management Reports of Hapag-Lloyd Aktiengesellschaft and the Hapag-Lloyd Group for the financial years ending 31 December 2022, 31 December 2023 and 31 December 2024;
- Financial statements for the financial year ending 31 December 2024 of Dritte Hapag-Lloyd Schiffsvermietungsgesellschaft mbH;
- Financial statements for the financial year ending 31 December 2024 of HL Crewmanagement GmbH;
- Joint report of the Executive Board of Hapag-Lloyd Aktiengesellschaft and the management of Dritte Hapag-Lloyd Schiffsvermietungsgesellschaft mbH prepared pursuant to section 293a AktG;
- Joint report of the Executive Board of Hapag-Lloyd Aktiengesellschaft and the management of HL Crewmanagement GmbH prepared pursuant to section 293a AktG.

Pursuant to section 293b (1) AktG, an audit by one or more expert auditors (contract auditors) is not required because Hapag-Lloyd Aktiengesellschaft is the sole shareholder of the Subsidiaries.

8. Resolution on the approval of the remuneration report

The Executive Board and the Supervisory Board have prepared a remuneration report for the financial year 2024 pursuant to section 162 AktG which is available on the Company's website at www.hapag-loyd.com/agm and will continue to be available during the Annual General Meeting.

The remuneration report was audited by the statutory auditor pursuant to section 162 (3) AktG to ascertain whether all legally required disclosures pursuant to section 162 (1) and (2) AktG were made. In addition to the mandatory disclosure requirements,

the statutory auditor also conducted an audit of the substantive contents of the remuneration report. The auditor's report on the audit of the remuneration report is attached to the remuneration report.

The Executive Board and Supervisory Board propose to adopt the following resolution:

The remuneration report of Hapag-Lloyd Aktiengesellschaft for the financial year 2024 is approved.

ANNEX TO AGENDA ITEM 7 - PROFIT AND LOSS TRANSFER AGREEMENTS

PROFIT AND LOSS TRANSFER AGREEMENT BETWEEN

HAPAG-LLOYD AKTIENGESELLSCHAFT

AND

DRITTE HAPAG-LLOYD
SCHIFFSVERMIETUNGSGESELLSCHAFT MBH

PROFIT AND LOSS TRANSFER AGREEMENT

between

1. **Hapag-Lloyd Aktiengesellschaft**, a stock corporation incorporated under German law, registered with the commercial register of the local court of Hamburg under number HRB 97937 and with registered seat at Ballindamm 25, 20095 Hamburg

– "**Controlling Company**" –

and

2. **Dritte Hapag-Lloyd Schiffsvermietungsgesellschaft mbH**, a limited liability company incorporated under German law, registered with the commercial register of the local court of Hamburg under number HRB 188924 and with registered seat at Ballindamm 25, 20095 Hamburg

– "**Subsidiary**" –

– the Controlling Company and the Subsidiary
each a "**Party**" and jointly the "**Parties**" –

Preamble

- (A) The Subsidiary has a share capital of EUR 25,000.00 (twenty-five thousand Euros).
- (B) All shares of the Subsidiary are held by the Controlling Company.
- (C) With respect to the existing financial integration of the Subsidiary in the Controlling Company, the Parties conclude the following profit transfer agreement to establish a fiscal unit pursuant to sections 14, 17 of the German Corporation Tax Act (“**KStG**”) and section 2 (2) sentence 2 German Trade Tax Act (“**GewStG**”).

THE PARTIES HEREBY AGREE AS FOLLOWS:

1. Profit Transfer

- 1.1 The Subsidiary undertakes to transfer its entire profit to the Controlling Company. Subject to the creation or dissolution of reserves pursuant to section 1.2 and 1.3 below, the maximum amount resulting from applying all provisions of section 301 German Stock Corporation Act (“AktG”), as amended from time to time, shall be transferred.
- 1.2 The Subsidiary may, with the consent of the Controlling Company, appropriate amounts from the annual net income to retained earnings (section 272 (3) German Commercial Code, “HGB”), insofar as this is permitted under commercial law and economically justified based on reasonable business judgement.
- 1.3 Upon request of the Controlling Company, amounts appropriated to other retained earnings pursuant to section 272 (3) HGB during the term of this agreement, shall, to the extent legally permitted, be released and transferred as profit. Capital reserves, pre-contractual retained earnings or profits carried forward, originating from the time prior to this agreement, may not be transferred as profit.
- 1.4 The entitlement to the transfer of profit arises at the end of the respective financial year of the Subsidiary and shall be due at this point. The Controlling Company may request an advance transfer of profit, if and to the extent permitted by law. If an advance transfer exceeds the profit, the exceeding amount shall be deemed a granted loan.

2. Assumption of losses

Section 302 AktG, as amended from time to time, shall be applicable with respect to the assumption of losses.

3. Effectiveness and term

- 3.1 This agreement becomes effective upon approval by the annual general meeting of the Controlling Company, the approval of the shareholder meeting of the Subsidiary and its registration in the commercial register of the Subsidiary.
- 3.2 The agreement has retroactive effect from the beginning of the financial year of the Subsidiary in which the agreement is registered in the commercial register. The entitlement to transfer profit or the assumption of losses thus apply for the first time for the entire financial year of the Subsidiary in which this agreement is registered in the commercial register.
- 3.3 The agreement may be terminated for the first time at the end of five full years (60 months) after the beginning of the financial year of the Subsidiary for which the agreement first becomes effective pursuant to section 3.2, by giving 3 months' prior notice, provided that the financial year of the Subsidiary ends on that day; in other events, the agreement may be terminated for the first time at the end of the current financial year of the Subsidiary, provided notice is given within the same notice period. In case the agreement is not terminated, it is prolonged until the end of the following financial year of the Subsidiary subject to the same notice period. Notice of termination must be provided in writing. The date of receipt of the notice of termination by the other Party is essential for compliance with the notice period.
- 3.4 The right to extraordinarily terminate this agreement for good cause without observing a notice period shall remain unaffected. Good cause shall in particular exist, if (i) the Controlling Company no longer holds the majority of the shares of the Subsidiary as a result of a sale or contribution, (ii) an external shareholder acquires shares of the Subsidiary for the first time pursuant to section 307 AktG, (iii) the Controlling Company or the Subsidiary are transformed as a result of a merger or split-up, (iv) the Subsidiary is converted into a partnership or (v) the Subsidiary or the Controlling Company are liquidated. The right to mutually rescind the agreement in lieu of a termination shall remain unaffected.

4. Final provisions

- 4.1 Costs of notarizing the resolution of consent of the Subsidiary's shareholder meeting regarding this agreement and costs of the registration in the commercial register are borne by the Subsidiary.

- 4.2 Should any provision of this agreement be or become ineffective, the remaining provisions remain valid and effective. The Parties are obliged to replace the ineffective provision with a provision that comes, in its economic effect, as close as legally possible to that ineffective provision, thereby considering the requirements of a fiscal unit in accordance with sections 14, 17 KStG and section 2 (2) sentence 2 GewStG. The same shall apply in case this agreement contains a gap.
- 4.3 The interpretation of the provisions of this agreement shall be subject to the establishment of a fiscal unit in accordance with sections 14, 17 KStG and section 2 (2) sentence 2 GewStG.
- 4.4 This agreement is subject to German law.

Hapag-Lloyd Aktiengesellschaft

Hamburg, 6 January 2025

Mark Frese
Executive Board member

Björn Tschentschel
Authorized Representative (*Prokurist*)

Dritte Hapag-Lloyd Schiffvermietungsgesellschaft mbH

Hamburg, 6 January 2025

Philipp Jörß
Managing Director

Thomas Mansfeld
Managing Director

**PROFIT AND LOSS TRANSFER AGREEMENT
BETWEEN**

HAPAG-LLOYD AKTIENGESELLSCHAFT

AND

HL CREWMANAGEMENT GMBH

PROFIT AND LOSS TRANSFER AGREEMENT

between

1. **Hapag-Lloyd Aktiengesellschaft**, a stock corporation incorporated under German law, registered with the commercial register of the local court of Hamburg under number HRB 97937 and with registered seat at Ballindamm 25, 20095 Hamburg

– "**Controlling Company**" –

and

2. **HL Crewmanagement GmbH**, a limited liability company incorporated under German law, registered with the commercial register of the local court of Hamburg under number HRB 187781 and with registered seat at Ballindamm 25, 20095 Hamburg

– "**Subsidiary**" –

– the Controlling Company and the Subsidiary
each a "**Party**" and jointly the "**Parties**" –

Preamble

- (A) The Subsidiary has a share capital of EUR 25,000.00 (twenty-five thousand Euros).
- (B) All shares of the Subsidiary are held by the Controlling Company.
- (C) With respect to the existing financial integration of the Subsidiary in the Controlling Company, the Parties conclude the following profit transfer agreement to establish a fiscal unit pursuant to sections 14, 17 of the German Corporation Tax Act (“**KStG**”) and section 2 (2) sentence 2 German Trade Tax Act (“**GewStG**”).

THE PARTIES HEREBY AGREE AS FOLLOWS:

1. Profit Transfer

- 1.1 The Subsidiary undertakes to transfer its entire profit to the Controlling Company. Subject to the creation or dissolution of reserves pursuant to section 1.2 and 1.3 below, the maximum amount resulting from applying all provisions of section 301 German Stock Corporation Act (“AktG”), as amended from time to time, shall be transferred.
- 1.2 The Subsidiary may, with the consent of the Controlling Company, appropriate amounts from the annual net income to retained earnings (section 272 (3) German Commercial Code, “HGB”), insofar as this is permitted under commercial law and economically justified based on reasonable business judgement.
- 1.3 Upon request of the Controlling Company, amounts appropriated to other retained earnings pursuant to section 272 (3) HGB during the term of this agreement, shall, to the extent legally permitted, be released and transferred as profit. Capital reserves, pre-contractual retained earnings or profits carried forward, originating from the time prior to this agreement, may not be transferred as profit.
- 1.4 The entitlement to the transfer of profit arises at the end of the respective financial year of the Subsidiary and shall be due at this point. The Controlling Company may request an advance transfer of profit, if and to the extent permitted by law. If an advance transfer exceeds the profit, the exceeding amount shall be deemed a granted loan.

2. Assumption of losses

Section 302 AktG, as amended from time to time, shall be applicable with respect to the assumption of losses.

3. Effectiveness and term

- 3.1 This agreement becomes effective upon approval by the annual general meeting of the Controlling Company, the approval of the shareholder meeting of the Subsidiary and its registration in the commercial register of the Subsidiary.
- 3.2 The agreement has retroactive effect from the beginning of the financial year of the Subsidiary in which the agreement is registered in the commercial register. The entitlement to transfer profit or the assumption of losses thus apply for the first time for the entire financial year of the Subsidiary in which this agreement is registered in the commercial register.
- 3.3 The agreement may be terminated for the first time at the end of five full years (60 months) after the beginning of the financial year of the Subsidiary for which the agreement first becomes effective pursuant to section 3.2, by giving 3 months' prior notice, provided that the financial year of the Subsidiary ends on that day; in other events, the agreement may be terminated for the first time at the end of the current financial year of the Subsidiary, provided notice is given within the same notice period. In case the agreement is not terminated, it is prolonged until the end of the following financial year of the Subsidiary subject to the same notice period. Notice of termination must be provided in writing. The date of receipt of the notice of termination by the other Party is essential for compliance with the notice period.
- 3.4 The right to extraordinarily terminate this agreement for good cause without observing a notice period shall remain unaffected. Good cause shall in particular exist, if (i) the Controlling Company no longer holds the majority of the shares of the Subsidiary as a result of a sale or contribution, (ii) an external shareholder acquires shares of the Subsidiary for the first time pursuant to section 307 AktG, (iii) the Controlling Company or the Subsidiary are transformed as a result of a merger or split-up, (iv) the Subsidiary is converted into a partnership or (v) the Subsidiary or the Controlling Company are liquidated. The right to mutually rescind the agreement in lieu of a termination shall remain unaffected.

4. Final provisions

- 4.1 Costs of notarizing the resolution of consent of the Subsidiary's shareholder meeting regarding this agreement and costs of the registration in the commercial register are borne by the Subsidiary.

- 4.2 Should any provision of this agreement be or become ineffective, the remaining provisions remain valid and effective. The Parties are obliged to replace the ineffective provision with a provision that comes, in its economic effect, as close as legally possible to that ineffective provision, thereby considering the requirements of a fiscal unit in accordance with sections 14, 17 KStG and section 2 (2) sentence 2 GewStG. The same shall apply in case this agreement contains a gap.
- 4.3 The interpretation of the provisions of this agreement shall be subject to the establishment of a fiscal unit in accordance with sections 14, 17 KStG and section 2 (2) sentence 2 GewStG.
- 4.4 This agreement is subject to German law.

Hapag-Lloyd Aktiengesellschaft

Hamburg, 6 January 2025

Mark Frese
Executive Board member

Björn Tschentschel
Authorized Representative (*Prokurist*)

HL Crewmanagement GmbH

Hamburg, 6 January 2025

Silke Lehmköster
Managing Director

Thomas Mansfeld
Managing Director

III. FURTHER INFORMATION AND NOTES ON THE ANNUAL GENERAL MEETING

1. Virtual Annual General Meeting

The Executive Board of Hapag-Lloyd Aktiengesellschaft has, in exercising its authority granted under section 15 (5) of the Articles of Association, resolved to hold the Annual General Meeting as a virtual general meeting in accordance with section 118a AktG. The physical presence of the shareholders as well as their representatives (except for the Company's nominated voting agents) at the place of the Annual General Meeting is excluded. Duly registered shareholders and their representatives have the opportunity, to follow the Annual General Meeting and exercise their shareholder rights related to the meeting via the InvestorPortal made available at the internet address

www.hapag-loyd.com/agm

(for more details on the use of the InvestorPortal, see point 2).

2. Requirements for participation in and exercise of voting rights during the Annual General Meeting; use of InvestorPortal

Shareholders who are registered in the share register at the time of the Annual General Meeting and have enrolled

no later than 23 April 2025, 24:00 (CEST)

with the Company at the postal address

**Hapag-Lloyd Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich**

or at the e-mail address **anmeldestelle@computershare.de**

or via the InvestorPortal in accordance with the procedure set by the Company at

www.hapag-loyd.com/agm

are entitled to participate in the Annual General Meeting and exercise their shareholder rights associated with the meeting, particularly their voting rights (***duly registered shareholders***). Registrations shall be made in German or English. Compliance with the time limit is determined by the time the registration is received by the Company.

In addition, registrations can be submitted in accordance with section 67c AktG via intermediaries using one of the abovementioned addresses or the following SWIFT-address until 23 April 2025, 24:00 Uhr (CEST) (time of receipt is decisive).

Shareholders who want to make use of this option are asked to contact the last intermediary, i.e. the depository bank.

SWIFT: CMDHDEMMXXX; instructions as per ISO 20022; authorization via SWIFT Relationship Management Application (RMA) required.

For the exercise of participation and voting rights, the shareholding registered in the share register on the day of the Annual General Meeting is decisive vis-à-vis the Company. For technical reasons, no changes of ownership will be registered in the share register in the period from 24 April 2025, 00:00 hours (CEST), up to and including the day of the Annual General Meeting, i.e. until 30 April 2025, 24:00 hours (CEST) (“Registration Stop”). Therefore, the entry status in the share register on the day of the Annual General Meeting corresponds to the status after the last change of registration on 23 April 2025, 24:00 hours (CEST) (‘Technical Record Date’).

Shares are not blocked by registering for the Annual General Meeting. Shareholders can thus continue to dispose of their shares freely even after their registration and regardless of the Registration Stop (Technical Record Date). However, purchasers of shares whose application for registration are not received by the Company in due time cannot exercise their shareholder rights related to the Annual General Meeting, unless they have been authorised or empowered to exercise such rights.

To use the InvestorPortal, shareholders need their shareholder number and the corresponding access password. Shareholder number and access password will be provided in the registration information.

Shareholders who are already registered for the e-mail delivery of invitations to Annual General Meetings can use their password created at the time of registration with the InvestorPortal. Shareholders who do not receive the registration information automatically – for example because they are not registered in the share register at the time the registration information is sent out – may nevertheless register informally and request under the abovementioned registration address or

at the e-mail address **anmeldestelle@computershare.de**

as well as via the shareholder hotline under +49 89 309036330 a registration form or the access data for the InvestorPortal.

Shareholders who have not registered for the Annual General Meeting still have access to the InvestorPortal. However, without having duly registered for the Annual General Meeting, these shareholders may not attend the Annual General Meeting by electronic means. Shareholders who have not registered for the Annual General Meeting can only follow the Annual General Meeting live in picture and sound but cannot exercise their shareholder rights related to the meeting.

3. Procedure for absentee voting

Duly registered shareholders may exercise their voting rights by absentee voting (by means of electronic communication). Representatives, including authorized intermediaries, shareholders' associations, voting consultants or other persons mentioned in section 135 (8) AktG, may also use absentee voting.

Before and during the Annual General Meeting, duly registered shareholders or their representatives may use the Company's InvestorPortal to exercise their voting rights via absentee vote. Absentee votes can be cast, changed or revoked during the Annual General Meeting via the InvestorPortal until the moment determined by the chairman of the meeting at the Annual General Meeting.

The absentee vote, its change or revocation may also be submitted to the Company in accordance with section 67c AktG via intermediaries using the following SWIFT-address until 29 April 2025, 24:00 hours (CEST) (time of receipt is decisive). Shareholders who want to make use of this option are asked to contact the last intermediary, i.e. the depository bank.

SWIFT: CMDHDEMMXXX; instructions as per ISO 20022; authorization via SWIFT Relationship Management Application (RMA) required.

4. Procedure for voting by granting power of attorney and giving instructions to the Company's nominated voting agents

We offer our shareholders and their representatives the opportunity to be represented at the Annual General Meeting by agents appointed by the Company with regard to the exercise of their voting rights. The timely registration for the Annual General Meeting and proof of registration in the share register in accordance with number 2 above are essential for granting power of attorney and giving instructions to the Company's nominated voting agents.

Duly registered shareholders and their representatives may use the InvestorPortal to grant power of attorney and give instructions to the Company's nominated voting agents. The InvestorPortal is available as specified above under 2. Power of attorney and instructions may be given, changed or revoked via the InvestorPortal during the Annual General Meeting until the moment determined by the chairman of the meeting at the Annual General Meeting.

Furthermore, duly registered shareholders and their representatives may use the registration form available at the Company's website to grant power of attorney and give instructions to the Company's nominated voting agents. The registration form can also be requested as outlined under 2. The power of attorney and instructions to the Company's nominated voting agents may also be submitted in any other compliant form and way.

When using the registration form, power of attorney and voting instructions may be submitted, changed or revoked **until 24:00 hours (CEST) on 29 April 2025**. For this purpose, the form must be sent exclusively to the postal address

Hapag-Lloyd Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich

or to the e-mail address **anmeldestelle@computershare.de**

The date of receipt by the Company shall be decisive for the deadline's adherence.

In addition, granting a power of attorney and giving instructions to the Company's voting agents, or the amendment or revocation of the same may be submitted to the Company in accordance with section 67c AktG via intermediaries using the aforementioned addresses and in compliance with the abovementioned deadlines or until 29 April 2025, 24:00 hours (CEST) latest (time of receipt is decisive) using the following SWIFT-address. Shareholders who want to make use of this option are asked to contact the last intermediary, i.e. the depository bank.

SWIFT: CMDHDEMMXXX; instructions as per ISO 20022; authorization via SWIFT Relationship Management Application (RMA) required.

Representatives, including authorized intermediaries, shareholders' associations, voting consultants or other persons mentioned in section 135 (8) AktG, may, subject to deviating instructions, make use of the representation to exercise the voting rights by the Company's nominated voting agents in accordance with the given instructions.

If the Company's nominated voting agents are authorised, they may exercise the voting right only in regard to the Agenda Items for which they received instructions. The voting agents nominated by the Company are obliged to vote in accordance with the instructions; they may not exercise the voting right at their own discretion.

Please note that the Company's nominated voting agents will not accept any instructions to object to resolutions of the Annual General Meeting or to ask questions or propose motions.

5. Authorisation of third parties

Shareholders may be represented by a third party, e.g. an intermediary, a voting consultant or a shareholders' association, and have their voting rights and other shareholder rights exercised by this representative. In case of representation, a timely registration and the proof of shareholding in accordance with the provisions under 2 must be cared for. The representative may exercise the voting right in the same way as the shareholder himself could, unless the law, the grantor of the power of attorney or the power of attorney provides for restrictions or other special particularities. If the shareholder authorises more than one person, the Company may reject one or more of them in accordance with section 134 (3) sentence 2 AktG in connection with Art. 10 (2) of the Shareholders' Rights Directive (Directive 2007/36/EG of the European Parliament and of the Council of 11 July 2007 on the exercise of certain rights of shareholders in listed companies).

Shareholders who do not wish to exercise their voting rights in the Annual General Meeting themselves but want to be represented, must duly authorise the representative prior to voting. The power of attorney may be granted vis-à-vis the representative or the Company. If the authorisation is granted vis-à-vis the third party, a proof of authorisation vis-à-vis the Company is required.

Representatives (except for the Company's nominated voting agents) may also not be physically present at the Annual General Meeting. They may exercise the rights of the shareholder represented by them by absentee voting or by granting (sub-)authorisation to the Company's nominated voting agents. To use the InvestorPortal, the representative needs individual access data. Upon granting authorisation vis-à-vis the Company or proofing an authorisation granted vis-à-vis a third party to the Company, the Company provides to the shareholder the representative's access data for the shareholder to forward them or provides such access data directly to the representative using the address data provided by the shareholder. The authorisation should thus be granted early enough to ensure that access data can be received in time.

The authorisation, its revocation and proof vis-à-vis the Company require text form (section 126b German Civil Code) if the power of attorney is not granted pursuant to section 135 AktG (see below).

In case of an authorisation to exercise voting rights pursuant to section 135 AktG (power of attorney to intermediaries, in particular custodian banks and equivalents such as shareholders' associations and voting consultants) text form of the power of attorney is not required. The declaration of authority must be recorded by the representative in a verifiable manner. It must further be complete and may only contain declarations associated with the exercise of voting rights. However, a breach of these and certain other requirements stipulated in section 135 AktG does not impair the effectiveness of the vote in accordance with section 135 (7) AktG.

Shareholders who wish to confer authority to exercise voting rights pursuant to section 135 AktG are asked to obtain information on any distinctions in conferment of authority from the representatives to be appointed and to coordinate with them. Intermediaries and shareholders' associations, voting consultants and other persons ranking equally with intermediaries pursuant to section 135 (8) AktG may only exercise voting rights for shares which they do not own, but as the holder of which they are entered in the share register, on the basis of an authorisation pursuant to section 135 (6) AktG.

The registration form can be used for the authorisation and proof of authorisation vis-à-vis the Company. However, they may also be submitted in another way compliant with the form requirement. The authorisation vis-à-vis the Company and the proof of authorisation, respectively, may be sent either to the postal address

Hapag-Lloyd Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich

or via the e-mail address **anmeldestelle@computershare.de**

or via the InvestorPortal under

www.hapag-lloyd.com/agm

An amendment or revocation of a power of attorney already granted may also be declared directly to the Company by the aforementioned means of transmission.

In addition, granting a power of attorney vis-à-vis the Company, its amendment or revocation may be submitted in accordance with section 67c AktG via intermediaries using the aforementioned addresses or using the following SWIFT-address.

Shareholders who want to make use of this option are asked to contact the last intermediary, i.e. the depository bank.

SWIFT: CMDHDEMMXXX; instructions as per ISO 20022; authorization via SWIFT Relationship Management Application (RMA) required.

If a power of attorney is granted, amended, proven or revoked by means of a declaration to the Company by post or in accordance with section 67c AktG via intermediaries, such declaration must be received by the Company **by 29 April 2025, 24:00 hours (CEST)** for organisational reasons. The date of receipt by the Company shall be decisive for the deadline's adherence. However, transmission to the Company via e-mail or the InvestorPortal is also possible on the day of the Annual General Meeting until the time determined by the chairman of the meeting at the Annual General Meeting.

6. Further information on the exercise of voting rights

In case declarations by electronic means on submitting, amending or revoking absentee votes or declaration on powers of attorney and instructions to the Company's nominated voting agents are received by the Company in due time via different transmission channels, such declarations will be – irrespective of their time of receipt – be considered in the following priority order (1) electronically via the InvestorPortal, (2) in accordance with section 67c AktG via intermediaries, (3) via e-mail and (4) via post. In case of declarations received via the same transmission channel, the last declaration submitted shall be considered as having priority.

Absentee voting by electronic means, authorisations and instructions to the Company's nominated voting agents, respectively, in regard to Agenda Item 2 (appropriation of net profit), remain valid even if the proposal for the appropriation of net profit is adjusted due to a change in the number of shares that are entitled to dividends. If an individual vote is held on an agenda item instead of a collective vote without prior communication, a declaration made with respect to the collective vote is deemed to have been made for each individual vote.

Absentee voting and authorisations and instructions, respectively, that cannot be attributed to a registration without doubt, will not be considered.

When exercising shareholder rights, it should be noted that there may be considerable delays in delivery when sending via post.

7. Information on shareholders' rights pursuant to section 122 (2), section 126 (1) and (2), section 127, section 130(a), section 131 (1) AktG, section 293g (3) AktG, section 118a (1) sentence 2 no. 8 AktG in connection with section 245 AktG, section 118 (1) sentence 3 to 5, (2) sentence 2 and section 129

a) Request to amend the agenda pursuant to section 122 (2) AktG

Pursuant to section 122 (2) AktG, shareholders whose combined shares amount to one-twentieth (5%) of the share capital or the proportionate amount of EUR 500,000.00 (the latter corresponds to 500,000 shares) may request that items be placed on the agenda and published. Each request must be accompanied by a statement of reasons or a proposed resolution. The request must be submitted in writing to the Executive Board of the Company and must be received by the Company by **midnight (CEST) on 30 March 2025**. It may be addressed as follows:

**Hapag-Lloyd Aktiengesellschaft
- Executive Board -
For the attention of Alexander Drews
Ballindamm 25
20095 Hamburg**

Pursuant to section 122 (2) sentence 1, (1) sentence 3 AktG, the applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the decision on the request has been made. For the calculation of the time limit, section 121 (7) AktG shall be applied accordingly. Certain shareholding periods of third parties shall be taken into account in accordance with section 70 AktG.

Requests for additions to the agenda that must be published will be published - insofar as they have not already been announced with the convening notice - in the Federal Gazette without undue delay after their receipt by the Company and will be made available immediately upon receipt by the Company via the internet, including name and place of residence or seat of the applicant, at the following address

www.hapag-lloyd.com/agm

and communicated to the shareholders.

b) Counterproposals and nominations pursuant to section 126 (1) and (4) and section 127 AktG

Shareholders may submit counterproposals on individual agenda items and on the rules of procedure at the general meeting without any announcement, publication or other special action being required prior to the Annual General Meeting; this also applies to proposals for the election of Supervisory Board members, auditors or auditors for the sustainability reporting.

Counterproposals within the meaning of section 126 AktG and nominations within the meaning of section 127 AktG, including the name of the shareholder, any statement of reasons and any statement of the management as well as, in the case of proposals of a shareholder for the election of Supervisory Board members, the information pursuant to section 127 sentence 4 AktG, will be made available to the authorised persons and in accordance with the requirements under section 125 (1) to (3) AktG at the internet address

www.hapag-loyd.com/agm

if they are received by the Company **by 15 April 2025, 24:00 hours (CEST)**, at the postal address

Hapag-Lloyd Aktiengesellschaft
- Executive Board -
For the attention of Alexander Drews
Ballindamm 25
20095 Hamburg

or at the e-mail address **hv-gegenantraege@hlag.com**

and the other requirements for an obligation of the Company to make such information available pursuant to section 126 or section 127 AktG are fulfilled.

Counterproposals and nominations of shareholders, that must be made available pursuant to section 126 or section 127 AktG, are considered to have been submitted at the moment of publication in accordance with section 126 (4) AktG. Voting rights in relation to these can be exercised as described above after timely registration. If the shareholder, who has submitted the counterproposal or nomination proposal, is not registered in the share register and has not duly registered for the Annual General Meeting, the counterproposal or nomination proposal must not be dealt with at the Annual General Meeting.

The right of each duly registered shareholder to submit counterproposals or nomination proposals during the Annual General Meeting remains unaffected.

c) Shareholders' right to submit statements pursuant to section 130a (1) to (4) AktG

Duly registered shareholders may submit statements in relation to agenda items via electronic communication prior to the Annual General Meeting. Such statements shall be submitted to the Company in text form. They must be sent exclusively via e-mail to

stellungennahmen@hlag.com

and be received at the aforementioned address until latest **Thursday, 24 April 2025, 24:00 hours (CEST)**. We ask to limit the scope of the statements

to an appropriate level to ensure that shareholders can properly review the statements. A length of 10,000 characters should serve as a guidance.

We will publish statements of shareholders that must be made available, including the shareholders' name and residence or seat, respectively, for duly registered shareholders and their representatives in the InvestorPortal for the Annual General Meeting latest on **Friday, 25 April 2025**. Potential statements of the management will be published accordingly.

The possibility to submit statements does not constitute an opportunity to submit questions in advance in accordance with section 131 (1a) AktG. Any questions included in statements will therefore not be answered at the Annual General Meeting unless they are submitted by means of video communication at the Annual General Meeting. Counterproposals, nomination proposals and objections to resolutions included in statements will also not be considered. These are to be submitted or declared in accordance with the procedures specified in this convocation.

d) Shareholders' right to speak pursuant to section 118a (1) sentence 2 number 7 AktG, section 130a (5) and (6) AktG

Duly registered shareholders and their representatives participating in the Annual General Meeting have a right to speak by means of video communication at the Annual General Meeting. Motions and nomination proposals pursuant to section 118a (1) sentence 2 number 3 AktG as well as all requests for information in accordance with section 131 AktG may be part of a shareholder's speech.

Speech contributions must be registered via the InvestorPortal via the address www.hapag-lloyd.com/agm. The chairman of the meeting will outline the procedure for requesting and allowing to speak at the Annual General Meeting in more detail.

The Company reserves the right to check the functionality of the video communication between the shareholder and the Company at the Annual General Meeting prior to the shareholder's speech and, in case the functionality of the video communication cannot be ensured, to reject the request to speak. The minimum technical requirement for a live video communication is an internet-capable device with a camera and microphone as well as a stable internet connection. Recommendations for optimal functionality of the video communication can be found at www.hapag-lloyd.com/agm.

e) Shareholders' right to information pursuant to section 131 (1) AktG, section 293g (3) AktG

Pursuant to section 131 (1) AktG, each duly registered shareholder shall be provided with information by the Executive Board on the Company's affairs, including the Company's legal and business relations with an affiliated

company, the situation of the group and the companies included in the consolidated financial statements, upon a request made at the general meeting, to the extent that such information is necessary for a proper assessment of the item on the agenda and there is no right to refuse to provide information. With respect to Agenda Item 7, each shareholder shall be provided with information also on all matters of the respective other party, i.e. Dritte Hapag-Lloyd Schiffsvermietungsgesellschaft mbH and HL Crewmanagement GmbH, that are material for the conclusion of the agreement.

It is intended that the chairman of the meeting determines pursuant to section 131 (1f) AktG that all requests for information in accordance with section 131 are to be made by means of video communication via the InvestorPortal. A different way to submit questions by means of electronic or other communication is envisaged neither prior nor during the Annual General Meeting.

The information must comply with the principles of a diligent and faithful accountability. The Executive Board may refuse to provide information under the conditions specified in section 131 (3) AktG.

In accordance with section 16 (2) of the Company's Articles of Association, the chairman of the meeting may limit, in terms of time, the shareholders' right to put questions and to speak. The chairman is in particular authorised to, at the beginning of or during the Annual General Meeting, determine the time frame for the entire Annual General Meeting, for the discussion of the individual items on the agenda and for individual questions and speeches.

f) Right to lodge an objection pursuant to section 118a (1) sentence 2 number 8 AktG in connection with section 245 sentence 1 number 1, sentence 2 AktG

Shareholders and their representatives have the right to lodge objections against resolutions adopted by the Annual General Meeting by way of electronic communication. Prerequisite for exercising the right to lodge an objection is the duly registration and access to the Annual General Meeting.

An objection may be declared via the InvestorPortal at www.hapag-lloyd.com/agm from the beginning until the end of the Annual General Meeting. The notary has authorized the Company to accept objections and receives the objections via the InvestorPortal.

g) Receipt of a voting confirmation pursuant to section 118 (1) sentences 3 to 5, (2) sentence 2 AktG and a proof of the vote count pursuant to section 129 (5) AktG

Pursuant to section 118 (1) sentence 3, (2) sentence 2 AktG, receipt of the electronically cast vote must be confirmed electronically by the Company to the voter in accordance with the requirements pursuant to Art. 7 (1) and Art. 9 (5)

subpara. 1 of the Implementing Regulation (EU) 2018/1212. If the confirmation is provided to an intermediary, the intermediary shall immediately transmit the confirmation to the shareholder pursuant to section 118 (1) sentence 4 AktG.

Furthermore, pursuant to section 129 (5) sentence 1 AktG, the person voting may request confirmation from the company within one month after the day of the general meeting as to whether and how his or her vote was counted. The Company shall provide the confirmation in accordance with the requirements in Art. 7 (2) and Art. 9 (5) subpara. 2 of the Implementing Regulation (EU) 2018/1212. If the confirmation is issued to an intermediary, the intermediary shall immediately transmit the confirmation to the shareholder pursuant to section 129 (5) sentence 3 AktG.

The aforementioned confirmations will be made available via the InvestorPortal.

h) Further explanations

Further explanations of the aforementioned rights of the shareholders, in particular information on additional requirements beyond compliance with the relevant deadlines, are available at the Internet address

www.hapag-lloyd.com/agm

8. Documents on the Annual General Meeting, website with information pursuant to section 124a AktG

The content of the invitation, an explanation as to why no resolution is to be passed on Agenda Item 1, the documents to be made available to the Annual General Meeting, the total number of shares and voting rights at the time of the convening notice, as well as any requests to amend the Agenda within the meaning of section 122 (2) AktG that have not already been announced with the convening notice, are available online at the internet address

www.hapag-lloyd.com/agm

They will also be available at the aforementioned address during the Annual General Meeting. After the Annual General Meeting, voting results will be made available at the same website.

Furthermore, the attendance sheet will be made available to duly registered shareholders and their representatives accessing the Annual General Meeting via the InvestorPortal during the Annual General Meeting prior to the first vote.

9. Total number of shares and voting rights

The total number of shares issued, all of which carry one voting right each, amounts to 175,760,293 at the time of the convening of the Annual General Meeting. The Company does not hold own shares.

10. Broadcast of the Annual General Meeting

The entire Annual General Meeting will be broadcast for shareholders and their representatives on 30 April 2025, from 10:30 hours (CEST) live in picture and sound via the InvestorPortal.

11. Information on data protection for shareholders and their representatives

Hapag-Lloyd AG processes personal data of the shareholders and their shareholder representatives for legally required purposes, in particular to manage the share register and to conduct the annual general meeting, as well as in individual cases to preserve its legitimate interest. Information on processing your personal data can be found on the website www.hapag-lloyd.com/agm.

Hamburg, March 2025

Hapag-Lloyd Aktiengesellschaft

The Executive Board