

Remuneration Report 2023

Hapag-Lloyd
Aktiengesellschaft



REMUNERATION REPORT

The remuneration report provides detailed and individualised information on the remuneration granted and owed to the active and former members of the Executive Board and Supervisory Board of Hapag-Lloyd Aktiengesellschaft, Hamburg (hereinafter “Hapag-Lloyd AG”) in the reporting year as well as benefits assigned. The report meets the requirements of Section 162 of the German Stock Corporation Act (AktG) and is based on the recommendations of the German Corporate Governance Code (GCGC) as amended on 28 April 2022 (“GCGC 2022”). The respective remuneration is included in the remuneration for the respective financial year in this report on the basis of the understanding of the terms “granted” and “owed” under stock corporation law. This means that the remuneration is disclosed in the financial year in which it is paid (“granted” as defined in the German Stock Corporation Act [AktG]) or is due for payment but has not yet been fulfilled (“owed” as defined in the German Stock Corporation Act [AktG]). For individual remuneration components, e.g. short and long-term variable remuneration, the remuneration will therefore be allocated differently with regard to time than specified by the requirements of commercial law and, consequently, there will be a discrepancy between total annual remuneration under stock corporation law and the total amounts under commercial law. For the short-term variable remuneration, the remuneration earned based on target achievement in the reporting year but not paid until the following financial year is also disclosed. This takes account of an annotation at the Annual General meeting on 25 May 2022 in relation to the Remuneration Report 2021. The Annual General Meeting on 3 May 2023 approved the remuneration report for the 2022 financial year by a majority of 99.95%. The current remuneration report also contains a summary of the remuneration systems for the members of the Executive Board and Supervisory Board of Hapag-Lloyd AG. The current remuneration report also contains a summary of the remuneration systems for the members of the Executive Board and Supervisory Board of Hapag-Lloyd AG. Further detailed information on the remuneration systems can be found on the company website at <https://www.hapag-lloyd.com/en/company/ir/corporate-governance/remuneration.html>.

CONTENTS

2	1. REMUNERATION OF THE MEMBERS OF THE EXECUTIVE BOARD
2	1.1. Principles of the remuneration system
3	1.2. Changes to the Executive Board
3	1.3. Target total remuneration
6	1.4. Fixed remuneration components
6	1.5. Variable remuneration components
16	1.6. Regulations in the event that Executive Board activities end
17	1.7. Individualised disclosure of the remuneration of the Executive Board members
22	2. REMUNERATION OF THE MEMBERS OF THE SUPERVISORY BOARD
22	2.1. Principles of the remuneration system
23	2.2. Individualised disclosure of the remuneration of the Supervisory Board members
25	3. COMPARISON OF THE DEVELOPMENT OF REMUNERATION AND EARNINGS
28	INDEPENDENT AUDITOR'S REPORT

1. REMUNERATION OF THE MEMBERS OF THE EXECUTIVE BOARD

1.1. Principles of the remuneration system

The Supervisory Board regularly reviews the appropriateness of the system and amount of Executive Board remuneration. If necessary, the Supervisory Board engages the services of external consultants for this purpose. As part of this review, the remuneration structure and the amount of Executive Board remuneration are assessed, in particular in comparison with the external market (horizontal benchmarking), and the remuneration amount in comparison with other remuneration within the Company (vertical benchmarking). If the review identifies the need to change the remuneration system, structure or amount, the Supervisory Board's Presidential and Personnel Committee prepares appropriate proposals for resolution by the Supervisory Board.

The remuneration system approved by the Annual General Meeting on 25 May 2022 was reviewed by the Supervisory Board in the 2023 financial year in accordance with the procedure specified within the system and was enhanced in view of the growth of Hapag-Lloyd and the integration of the terminal holdings while retaining the existing remuneration principles.

In particular, a future incentivising effect of the long-term variable remuneration was ensured by modifying the performance criteria and their weighting, the long-term orientation was strengthened by adjusting the relative percentages of the remuneration components, incentives for exceeding targets were increased by raising the caps on long and short-term variable remuneration, the option to create incentives aimed at implementing measures for the speedy and successful integration of terminal holdings by means of an integration bonus for the 2023 financial year was introduced and the target total remuneration and the maximum remuneration were modified to reflect the increased size of the Company and the resulting increased responsibility of the Executive Board.

This enhanced remuneration system was approved by the Annual General Meeting on 3 May 2023 by a majority of 99.79% of the votes cast. As a rule, it is intended that the enhanced remuneration system should be used to establish remuneration for the new appointment and reappointment of Executive Board members and for changes to remuneration falling within the current appointment period and occurring after the Annual General Meeting on 3 May 2023. However, the remuneration of Executive Board members active as at 31 December 2023 was adjusted in line with the enhanced remuneration system retroactively to 1 January 2023. As a result, the enhanced remuneration system was effective from 1 January 2023 for all Executive Board members active as at 31 December 2023.

The remuneration system for the members of the Executive Board of Hapag-Lloyd AG includes performance criteria and targets derived from the strategic key performance indicators of earnings before interest, taxes, depreciation and amortisation ("EBITDA"), operating earnings before interest and taxes ("EBIT") and return on invested capital ("ROIC") and incorporates a challenging ESG target into the long-term remuneration components. As such, the remuneration system helps to promote the business strategy and contributes to the long-term development of the Company. At the same time, it provides adequate and competitive remuneration to foster the retention of Executive Board members at the Company. The remuneration system also takes

account of the Company's shareholder structure. Due to the low volume of Hapag-Lloyd AG shares in free float and the volatility associated with this, remuneration in the form of shares or share-based remuneration is not included (at present in any case). However, the remuneration system does include performance criteria that are essential for the intrinsic value of Hapag-Lloyd AG shares. In addition, the variable remuneration components provide the Executive Board members of Hapag-Lloyd AG with a long-term incentive by measuring success over several financial periods.

Executive Board remuneration fundamentally consists of fixed, non-performance-related and variable, performance-related components. The fixed, non-performance-related components comprise fixed annual remuneration, pension benefits, and benefits in kind and other fringe benefits. The variable, performance-related components consist of short-term variable remuneration (annual bonus) and long-term variable remuneration (long-term incentive plan – "LTIP"). These components are regularly taken into consideration with regard to the target total remuneration. However, the option to pay an additional integration bonus for the 2023 financial year is an exception. In addition, further components may be provided for in the target total remuneration, such as further additional remuneration, compensation for the cost of relocation of place of residence and compensation for the cessation of rights when moving to Hapag-Lloyd AG.

1.2. Changes to the Executive Board

In accordance with a resolution of the Supervisory Board on 13 September 2023, Mr Dheeraj Bhatia was appointed as a new, fifth Executive Board member with effect from 1 January 2024. Mr Bhatia will take charge of the newly created Executive Board responsibility "Terminal & Infrastructure" as the Chief Terminal & Infrastructure Officer ("CTIO").

1.3. Target total remuneration

In accordance with the remuneration system for the Executive Board members, the Supervisory Board established the target total remuneration for each Executive Board member for the 2023 financial year. The target total remuneration is the amount that an Executive Board member earns in total for a financial year when the target achievement is 100% for all variable components. The remuneration system allows for target total remuneration of up to EUR 3,700.0 thousand for the Chief Executive Officer, up to EUR 2,700.0 thousand for the Chief Financial Officer and up to EUR 2,300.0 thousand for the other ordinary Executive Board members, although this remuneration amount does not have to be fully utilised at any time. When establishing the target total remuneration for the 2023 financial year and without taking the integration bonus into consideration, the Supervisory Board ensured that the percentage of long-term variable remuneration is always higher than the percentage of short-term variable remuneration and that the percentages of the individual remuneration components are within the values specified in the remuneration system. In accordance with the remuneration system, the percentage of variable remuneration in relation to the target total remuneration (in each case without taking a possible integration bonus into consideration) has to be between 50% and 65%, whereby the short-term variable remuneration (annual bonus) can be between 15% and 25% and the long-term variable remuneration can be between 35% and 45% and, whatever the case, the long-term variable remuneration must outweigh the short-term variable remuneration. Half of the capped amount is used here for the short-term variable remuneration, the allocation amount is used for the long-term variable remuneration, and the maximum amount established in the remuneration system, equal to 15% of fixed annual remuneration, is used for the fringe benefits.

The following table shows the individual target total remuneration per Executive Board member and the relative percentages of the individual remuneration components in relation to the target total remuneration for the 2023 financial year (without integration bonus) and the previous year.

	Rolf Habben Jansen (Chairman of the Executive Board)				Donya-Florence Amer (Member of the Executive Board since 1.2.2022)			
	2023		2022		2023		2022	
	in EUR thousand	in %	in EUR thousand	in %	in EUR thousand	in %	in EUR thousand	in %
Fixed remuneration								
Fixed annual remuneration	1,000.0	31.7	850.0	32.2	591.7	30.2	458.3	28.3
+ Fringe benefits (excluding funeral allowances and allowances for surviving dependants) ¹	150.0	4.8	23.5	0.9	88.8	4.5	109.2	6.7
+ Contribution to pension	200.0	6.3	170.0	6.4	118.3	6.0	91.7	5.7
= Total	1,350.0	42.9	1,043.5	39.5	798.8	40.8	659.2	40.6
Variable remuneration								
+ Short-term variable remuneration								
Bonus for 2023 FY	600.0	19.0	–	–	400.0	20.4	–	–
Bonus for 2022 FY	–	–	600.0	22.7	–	–	366.7	22.6
+ Long-term variable remuneration								
LTIP 2023, tranche 2023 (period 2023–2025)	1,200.0	38.1	–	–	760.0	38.8	–	–
LTIP 2020 ESG, tranche 2022 (period 2022–2024)	–	–	1,000.0	37.8	–	–	595.8	36.7
= Total	1,800.0	57.1	1,600.0	60.5	1,160.0	59.2	962.5	59.4
Target total remuneration	3,150.0	100.0	2,643.5	100.0	1,958.8	100.0	1,621.7	100.0

¹ The target value for the fringe benefits for the 2022 financial year disclosed here corresponds to the value of the fringe benefits actually granted in and for the 2022 financial year. For the 2023 financial year, the maximum amount possible, equal to 15% of fixed annual remuneration, is disclosed as the target value for the fringe benefits in accordance with the provisions of the remuneration system in Section 3.2.

	Mark Frese				Dr Maximilian Rothkopf			
	2023		2022		2023		2022	
	in EUR thousand	in %	in EUR thousand	in %	in EUR thousand	in %	in EUR thousand	in %
Fixed remuneration								
Fixed annual remuneration	750.0	32.2	650.0	33.7	600.0	30.5	500.0	30.0
+ Fringe benefits (excluding funeral allowances and allowances for surviving dependants) ¹	112.5	4.8	10.6	0.5	90.0	4.6	17.8	1.1
+ Contribution to pension	150.0	6.4	130.0	6.7	120.0	6.1	100.0	6.0
= Total	1,012.5	43.4	790.6	41.0	810.0	41.1	617.8	37.0
Variable remuneration								
+ Short-term variable remuneration								
Bonus for 2023 FY	440.0	18.9	–	–	400.0	20.3	–	–
Bonus for 2022 FY	–	–	440.0	22.8	–	–	400.0	24.0
+ Long-term variable remuneration								
LTIP 2023, tranche 2023 (period 2023–2025)	880.0	37.7	–	–	760.0	38.6	–	–
LTIP 2020 ESG, tranche 2022 (period 2022–2024)	–	–	700.0	36.3	–	–	650.0	39.0
= Total	1,320.0	56.6	1,140.0	59.0	1,160.0	58.9	1,050.0	63.0
Target total remuneration	2,332.5	100.0	1,930.6	100.0	1,970.0	100.0	1,667.8	100.0

¹ The target value for the fringe benefits for the 2022 financial year disclosed here corresponds to the value of the fringe benefits actually granted in and for the 2022 financial year. For the 2023 financial year, the maximum amount possible, equal to 15% of fixed annual remuneration, is disclosed as the target value for the fringe benefits in accordance with the provisions of the remuneration system in Section 3.2.

The main components of the Executive Board remuneration and their specific application in the 2023 financial year are described in Sections 1.4. and 1.5. below.

1.4. Fixed remuneration components

1.4.1. Fixed annual remuneration

The annual remuneration is fixed cash remuneration based on the whole financial year and is divided into twelve equal amounts which are paid at the end of each month. If an employment contract starts or ends during a financial year, the fixed remuneration is paid pro rata.

1.4.2. Fringe benefits

Fringe benefits comprise miscellaneous non-cash remuneration and other fringe benefits such as the provision of a company car, funeral allowances and allowances for surviving dependants, and insurance cover (e.g. accident insurance, legal cover, D&O insurance).

1.4.3. Company pension scheme

In principle, the members of the Executive Board receive an annual one-off payment amounting to 20% of their respective fixed annual remuneration for each full calendar year for the purpose of the pension scheme (pension contribution). This one-off payment is transferred by the Company to a reinsured provident fund in agreement with the respective Executive Board member. Beyond the annual one-off payments, Hapag-Lloyd has no further obligations from these pension commitments to the respective Executive Board members due to the reinsurance. If an employment contract starts or ends during a financial year, the annual one-off amount is paid pro rata. At the time of retirement, the members of the Executive Board have the right to choose between receiving a one-off lump-sum payment or a lifelong pension payment.

1.5. Variable remuneration components

The strategic objectives of the Company form the basis for selecting the performance criteria for variable remuneration and ensure that the members of the Executive Board act in line with the Company's strategy. Based on the strategic key performance indicators, the Company has selected various financial targets as parameters for variable remuneration. In addition, an ESG target has been incorporated into variable remuneration as a further performance criterion.

In accordance with the remuneration system, the Supervisory Board used the Hapag-Lloyd Group's key earnings figures EBIT, EBITDA and ROIC as a basis for selecting the performance criteria for the 2023 financial year and formulated long-term and short-term targets for the Executive Board in relation to this. In addition, the average efficiency ratio (AER), which is used to measure the carbon footprint of the Group's fleet, was established as a performance criterion (ESG target). In particular, EBIT as a key indicator reflects the Hapag-Lloyd Group's profitability and earnings quality and therefore contributes decisively to the implementation of the company strategy to achieve sustainable earnings. In addition, the long-term variable remuneration of all Executive Board members is, as a rule, higher than the short-term variable remuneration, thus promoting the long-term performance of the Company (without taking the integration bonus into consideration).

1.5.1. Short-term variable remuneration

The short-term variable remuneration is granted in the form of an annual bonus which is paid after approval of the consolidated financial statements which have been audited and certified by the external auditors. The amount of the bonuses is based on the target achievement of the performance criteria that are specified by the Supervisory Board after the financial year ends and is linked to earnings before interest and taxes (EBIT) as a key financial performance indicator. The Supervisory Board defines a fixed percentage (sharing factor) of the Group's annual EBIT, which is payable to the respective Executive Board members. The sharing factor is regularly reviewed and adjusted if necessary. The annual bonus is capped at a specific euro amount.

The variable bonus of the Executive Board members, which was paid in the 2023 financial year, is generally 0.05% of the Group's earnings before interest and taxes (EBIT). It is capped at EUR 600,000 (gross). An exemption from this is the variable bonus of the Chief Financial Officer, which is 0.055% of the Group's earnings before interest and taxes (EBIT) and was capped at EUR 660,000 (gross) at the time of payment in 2023. The variable bonus of the CEO is 0.075% of the Group's earnings before interest and taxes (EBIT). It was capped at EUR 900,000 (gross) for the 2022 financial year upon payment in 2023. As mentioned above, payment is made after the consolidated financial statements have been audited and certified by the auditor.

For the short-term variable remuneration which was paid in the 2023 financial year and the previous year, the performance criteria are as follows:

Performance criterion	Value in FY 2022 (relevant for payment in 2023) in EUR thousand	Value in FY 2021 (relevant for payment in 2022) in EUR thousand
Group EBIT	17,524,539.9	9,389,848.1

Based on the agreed targets and the target achievement in the 2022 (2021) financial year, the following bonuses were payable to the individual Executive Board members in the 2023 (2022) financial year:

in EUR thousand	2022 (paid in 2023)	2021 (paid in 2022)
Rolf Habben Jansen (Chairman of the Executive Board)	900.0	900.0
Donya-Florence Amer (Member of the Executive Board since 1.2.2022)	550.0	–
Mark Frese	660.0	660.0
Dr Maximilian Rothkopf	600.0	600.0
Total	2,710.0	2,160.0

The calculation of the bonus payment amounts in the 2023 (2022) financial year per Executive Board member based on the Group's EBIT recorded in the 2022 (2021) financial year is shown in the following table:

		Group EBIT in EUR thousand	Percentage of annual Group EBIT in % points	Calculated payment amount before capping in EUR thousand	Actual payment amount after capping in EUR thousand
Rolf Habben Jansen (Chairman of the Executive Board)	2022 (payment 2023)	17,524,539.9	0.075	13,143.4	900.0
	2021 (payment 2022)	9,389,848.1	0.075	7,042.4	900.0
Donya-Florence Amer (Member of the Executive Board since 1.2.2022)	2022 (payment 2023)	17,524,539.9	0.050	8,762.3	550.0
	2021 (payment 2022)	–	–	–	–
Mark Frese	2022 (payment 2023)	17,524,539.9	0.055	9,638.5	660.0
	2021 (payment 2022)	9,389,848.1	0.055	5,164.4	660.0
Dr Maximilian Rothkopf	2022 (payment 2023)	17,524,539.9	0.050	8,762.3	600.0
	2021 (payment 2022)	9,389,848.1	0.050	4,694.9	600.0
Total 2022 (payment 2023)	–	–	–	40,306.4	2,710.0
Total 2021 (payment 2022)	–	–	–	16,901.7	2,160.0

Based on the target achievement in the 2022 financial year and in accordance with the contractual provisions, Joachim Schlotfeldt was paid a bonus of EUR 300,000 in the 2023 financial year on a pro rata basis up to his premature departure from the Executive Board on 30 June 2022. Accordingly, this payment amount is included in the total remuneration which was granted to former members of the Executive Board as per Section 162 of the German Stock Corporation Act (AktG) (cf. table in Section 1.7.2.).

The short-term variable remuneration earned on the basis of the target achievement in the 2023 financial year and paid in the 2024 financial year is presented for information purposes. The performance criteria for this remuneration component are presented as follows:

Performance criterion	Value in 2023 FY (relevant for payment in 2024) in EUR thousand
Group EBIT	2,531,694.6

Based on the remuneration system, the agreed targets and the target achievement in the 2023 financial year, the following bonuses are payable to the individual Executive Board members in the 2024 financial year:

in EUR thousand	2023 (paid in 2024)
Rolf Habben Jansen (Chairman of the Executive Board)	1,200.0
Donya-Florence Amer	800.0
Mark Frese	880.0
Dr Maximilian Rothkopf	800.0
Total	3,680.0

In addition, the members of the Executive Board were granted an integration bonus for the 2023 financial year for the timely and successful integration of the terminal investments. Further details on the integration bonus are explained in section 1.5.1.1.

The calculation of the bonus payment amounts in the 2024 financial year per Executive Board member based on the Group's EBIT recorded in the 2023 financial year is shown in the following table:

		Group EBIT in EUR thousand	Percentage of annual Group EBIT	Calculated payment amount before capping in EUR thousand	Actual pay- ment amount after capping in EUR thousand
Rolf Habben Jansen (Chairman of the Executive Board)	2023 (payment 2024)	2,531,694.6	0.075	1,898.8	1,200.0
Donya-Florence Amer	2023 (payment 2024)	2,531,694.6	0.050	1,265.9	800.0
Mark Frese	2023 (payment 2024)	2,531,694.6	0.055	1,392.4	880.0
Dr Maximilian Rothkopf	2023 (payment 2024)	2,531,694.6	0.050	1,265.9	800.0
Total 2023 (payment 2024)	–	–	–	5,823.0	3,680.0

1.5.1.1 Integration bonus

For the 2023 financial year, the Executive Board members were granted a one-off integration bonus for the speedy and successful integration of the terminal holdings. This involved allocating a specified amount to each Executive Board member (target bonus amount). The target bonus amount is up to EUR 800,000 (gross) for the CEO and up to EUR 500,000 for the other Executive Board members. For this purpose, the Supervisory Board has agreed on targets with the Executive Board that relate to the integration in the areas of operational business, IT, Human Resources, Finance and Organisation (areas of action). For each of the five areas of action, criteria have been specified for which the target achievement is between 0% and 150%. In this regard, the arithmetic average of the percentages as calculated above (maximum of 100%, however) is decisive for the amount paid from the integration bonus. The integration bonus was determined by the Supervisory Board based on an integration report prepared by an expert and is due in full on 30 April 2024.

1.5.2. Long-term variable remuneration

The long-term development of Hapag-Lloyd AG's value is promoted and incentivised by a multi-year bonus (long-term incentive plan – "LTIP"). The LTIP incentivises the Executive Board members during a multi-year measurement period with regard to the strategic key performance indicators of earnings before interest, taxes, depreciation and amortisation (EBITDA), average return on invested capital (ROIC) and, since 2023, earnings before interest and taxes (EBIT), as well as a central target in the area of environmental, social and governance matters (ESG target) and, as a result of this, it promotes the business strategy and the long-term development of the Company. Due to the low volume of Hapag-Lloyd AG shares in free float and the volatility associated with this, a share-based remuneration component for the Executive Board members is not constructive at present. The long-term variable remuneration of the Executive Board members was therefore modified with effect from 1 January 2020 and, since then, has been enhanced several times (most recently in 2023). However, with regard to the long-term variable remuneration granted until the 2019 financial year (inclusive) and 2022 financial year (inclusive), the existing conditions continue to apply unchanged. In light of this, the long-term variable remuneration granted as and from the 2023 financial year (2023 long-term incentive plan), the long-term variable remuneration granted as and from the 2022 financial year (2020 long-term incentive plan, amended 2022 – "2020 ESG LTIP") and the long-term variable remuneration granted as and from the 2020 financial year (2020 long-term incentive plan – "2020 LTIP") are presented first below. The long-term variable remuneration granted until the 2019 financial year (2015 long-term incentive plan – "2015 LTIP") is outlined subsequently.

Under the 2023 LTIP, which came into effect on 1 January 2023 and replaced the previously applicable 2020 ESG LTIP, a specified amount ("allocation amount") is granted to each Executive Board member and results in a payment amount for each Executive Board member, depending on the target achievement after a three-year vesting period ends. The LTIP consists of four components: an EBIT component, a ROIC component, an EBITDA component and an ESG component, each of which has a weighting of 25%. The allocation amount is divided among these four components accordingly. All four components are linked to performance criteria, based on which the target achievement is calculated.

- For the EBIT component, the percentage for the target achievement is dependent on the arithmetic three-year average of the Group EBIT in the vesting period (performance EBIT margin) compared to the arithmetic average of the peer group (reference EBIT margin). The payment amount is calculated by multiplying the 25% of the allocation amount by the calculated percentage (maximum of 200%) of the target achievement.
- The target achievement for the ROIC component is determined using a three-year average of the annual Group ROIC in the vesting period (performance ROIC). The Supervisory Board defines a target achievement curve, from which the percentage of the target achievement can be ascertained. It specifies the values for the performance ROIC, which correspond to 0%, 50%, 75%, 100%, 150% and 200%. Here, too, the payment amount is calculated by multiplying the 25% by the calculated percentage of the target achievement.
- For the target achievement of the EBITDA component, the Supervisory Board initially specifies a target value (EBITDA target value) that corresponds to 100% target achievement for the performance EBITDA (calculated using a three-year average of the annual Group EBITDA and with a maximum of 200%). The sharing factor, which is likewise set by the Supervisory Board, is the percentage of this target value which corresponds to 25% of the allocation amount. The actual payment amount is calculated by multiplying the performance EBITDA actually achieved by the sharing factor.
- The target achievement for the ESG component is determined using an ESG performance criterion set centrally. This ESG performance criterion represents the average efficiency ratio (AER), which is used to measure the carbon footprint of the Group's fleet of vessels. For this purpose, the Supervisory Board sets a value for each financial year based on Hapag-Lloyd AG's sustainability-linked bond framework – a value that corresponds to a target achievement of 100% – and sets a concrete target achievement curve. The payment amount is calculated by multiplying the 25% of the allocation amount by the arithmetic average of the calculated percentages (maximum of 200%, however).

The payment amount comprises the four amounts determined previously. As an additional condition for payment, the total of the annual EAT (earnings after taxes) in the consolidated financial statements of Hapag-Lloyd that relate to the vesting period must be greater than 0. The total payment amount calculated on this basis falls due on 30 April of the year following the end of the vesting period and is payable as a gross amount.

Under the 2020 ESG LTIP applicable as and from the 2022 financial year, an allocation amount was likewise assigned to the Executive Board members per calendar year. This allocation amount assigned was split up, with 40% being linked to a retention component, 40% linked to a performance component and 20% linked to an ESG component. As a rule, the vesting period is three years. The payment amount for the relevant components after three years is calculated by multiplying the proportionate allocation amount by the respective target achievement.

As a rule, the target achievement for the retention component is calculated using the three-year average of the Group's EBITDA in the vesting period (for the 2022 tranche: 2022 to 2024) compared to the Group's EBITDA in the reference period (for the 2022 tranche: 2019 to 2021). The target achievement for the performance component is calculated in the same way as outlined above and adjusted upwards or downwards based on the three-year average of the ROIC in the vesting period using a defined matrix. As an additional condition for payment of the performance component, the total of the annual earnings after taxes in the consolidated financial statements of Hapag-Lloyd that relate to the vesting period must be greater than 0 (zero). The target achievement for the ESG component is determined using AER (Average Efficiency Ratio). For this purpose, the Supervisory Board sets a value for each financial year based on HLAG's sustainability-linked bond framework – a value that corresponds to a target achievement of 100% – and sets a concrete target achievement curve. The payment amounts for the three components are limited to 150% of the individual allocation amount. The total payment amount calculated on this basis falls due on 30 April of the year following the end of the vesting period and is payable as a gross amount.

Under the 2020 LTIP applicable up until the 2021 financial year, an allocation amount was likewise assigned to the Executive Board members per calendar year. This allocation amount was divided equally into a retention component and a performance component. As a rule, the vesting period is three years. The payment amount for the retention component after three years is calculated by multiplying half of the allocation amount by the respective target achievement. As a rule, the target achievement for the retention component is calculated using the three-year average of the Group's EBITDA in the vesting period (for the 2021 tranche: 2021 to 2023) compared to the Group's EBITDA in the reference period (for the 2021 tranche: 2018 to 2020). The target achievement for the retention component is capped at 150% and has a minimum value of 0%. The target achievement for the performance component is calculated in the same way as outlined above and adjusted upwards or downwards based on the three-year average of the ROIC in the vesting period using a defined matrix. The target achievement for the performance component is likewise capped at 150% and has a minimum value of 0%. The payment amount for the performance component after three years is calculated by multiplying half of the allocation amount by the target achievement as outlined above. As an additional condition for payment of the performance component, the total of the annual earnings after taxes in the consolidated financial statements of Hapag-Lloyd that relate to the vesting period must be greater than 0 (zero). The payment amount calculated on this basis falls due on 30 April of the year following the end of the vesting period and is payable as a gross amount.

Under the 2015 LTIP applicable until the 2019 financial year, a specified euro amount was likewise assigned to the Executive Board members per calendar year. This amount was EUR 700,000 for the CEO and EUR 500,000 for the other members of the Executive Board. This allocation amount was converted into virtual shares in the Company on a specific date. The relevant share price for the conversion at the time of allocation was the average share price over the last 60 trading days before the virtual shares were allocated, which happens on the first trading day of the calendar year. The virtual shares were divided equally into performance share units (PSUs) and retention share units (RSUs). They are subject to a four-year vesting period, during which the corresponding values are unavailable as a basic principle.

The retention share units automatically become non-forfeitable when the vesting period expires. They depend entirely on the respective Executive Board member's length of service.

The number of performance share units relevant for the payment depends on the performance of the Hapag-Lloyd share compared with a specific, industry-based reference index – the DAXglobal Shipping Index – over the vesting period. The number of performance share units can be a maximum of 1.5 and a minimum of zero, depending on the performance of the Hapag-Lloyd share relative to the chosen index as measured by a performance factor. If the performance factor is 0, all of the performance share units are forfeited. Since the start of July 2021, the DAXglobal Shipping Index has been neither calculated nor published. However, Hapag-Lloyd has entered into a contractual agreement with a service provider under which an identical index will continue to be calculated for Hapag-Lloyd as a substitute (“substitute index”) as long as this index is needed as a performance criterion as per the requirements of the 2015 LTIP.

When the vesting period expires, the number of non-forfeitable virtual shares is converted into a euro amount by multiplying the non-forfeitable virtual shares by the relevant share price. This share price is equal to the average share price over the last 60 trading days before the vesting period ends.

The amount calculated in this way is paid to the respective Executive Board member as a gross amount up to a specific limit on 31 March of the year following the end of the vesting period. This upper limit is EUR 750,000 (gross) for ordinary Executive Board members and EUR 1,050,000 (gross) for the CEO.

For the long-term variable remuneration which was paid in the 2023 financial year (2015 LTIP, 2019 tranche [period: 2019–2022] and LTIP 2020, 2020 tranche [period: 2020–2022]) and the previous year (2015 LTIP, 2018 tranche, [period: 2018–2021]), the performance criteria are as follows:

2020 LTIP, 2020 tranche (period: 2020–2022)

Performance criterion		Relative percent- age	Value in 2022 FY	Target achie- ment	Capping (relevant for payment in 2023)
Retention component	- average EBITDA performance period compared to the	50%	10,994.00	668%	150%
	- average EBITDA of the reference period		1,646.00		
Performance component	- Performance matrix: Development of the average EBITDA of the performance period compared to the reference period	50%	664%	150%	150%
	- and the average ROIC		64.1%		
	- Secondary condition: sum of ,EAT over the performance period	> 0	27,063.00		

2015 LTIP, 2019 tranche (period: 2019–2022)

Performance criterion		Relative percent- age	Value in 2019 FY	Value in 2022 FY	Target achievement	Capping (relevant for payment in 2023)
PSU	Average price of Hapag-Lloyd share (in EUR)	50%	29.76	225.85	759%	150%
	Target achievement of Hapag-Lloyd share compared with target achievement of reference index		–	–	479%	
RSU	- Average price of Hapag-Lloyd share (in EUR)	50%	29.76	225.85	759%	150%
	- Average price of DAXglobal Shipping Index (in points) ¹		134.35	212.71	158%	

¹ DAXglobal Shipping Index until the end of June 2021, "substitute index" since the start of July 2021

2015 LTIP, 2018 tranche (period: 2018–2021)

Performance criterion		Relative percent- age	Value in 2018 FY	Value in 2021 FY	Target achievement	Capping (relevant for payment in 2022)
PSU	Average price of Hapag-Lloyd share (in EUR)	50%	33.68	217.99	647%	150%
	Target achievement of Hapag-Lloyd share compared with target achievement of reference index		–	–	538%	
RSU	- Average price of Hapag-Lloyd share (in EUR)	50%	33.68	217.99	647%	150%
	- Average price of DAXglobal Shipping Index (in points) ¹		161.04	193.89	120%	

¹ DAXglobal Shipping Index until the end of June 2021, "substitute index" since the start of July 2021

Based on the agreed targets and the target achievement in the 2022 (2021) financial year, the following payments from long-term variable remuneration (2015 LTIP, 2019 tranche [period: 2019–2022] and 2020 LTIP, 2020 tranche [period: 2020–2022]) were payable to the individual Executive Board members in the 2023 financial year and from the 2015 LTIP, 2018 tranche (period: 2018–2021) in the 2022 financial year, while taking account of the cap of 150% outlined above:

in EUR thousand	2022 (paid in 2023)	2021 (paid in 2022)
Rolf Habben Jansen (Chairman of the Executive Board)	2,100.0	1,050.0
thereof LTIP 2015	1,050.0	1,050.0
thereof LTIP 2020	1,050.0	–
Donya-Florence Amer (Member of the Executive Board since 1.2.2022)	–	–
thereof LTIP 2015	–	–
thereof LTIP 2020	–	–
Mark Frese	1,141.4	–
thereof LTIP 2015	391.4	–
thereof LTIP 2020	750.0	–
Dr Maximilian Rothkopf	1,500.0	–
thereof LTIP 2015	750.0	–
thereof LTIP 2020	750.0	–
Total	4,741.4	1,050.0

Donya-Florence Amer received no payments from the 2015 LTIP, 2019 tranche (period: 2019–2022) and 2020 LTIP, 2020 tranche (period: 2020–2022), as she was not yet a member of the Company's Executive Board at the time of allocation of these tranches.

In addition, the vesting periods of the LTIP tranches allocated in the 2020, 2021 and 2022 financial years (2020 LTIP, 2020 tranche, 2021 tranche, 2022 tranche) ended prematurely with the departure of Joachim Schlotfeldt from the Executive Board as at 30 June 2022 in accordance with the contractual provisions. As contractually agreed, the payment amounts from these three LTIP tranches were made in the financial year following the end of the vesting period, i.e. in the 2023 financial year. The payment amounts are therefore included in the total remuneration granted to former members of the Executive Board pursuant to Section 162 of the German Stock Corporation Act (AktG) (cf. table in Section 1.7.2).

1.5.3. Possible additional remuneration in cash (discretionary bonus)

The Executive Board contracts also stipulate that the Supervisory Board may grant additional remuneration, capped at 100%, in special circumstances or for extraordinary activities. No additional remuneration was granted in the 2023 financial year or in the previous year.

1.6. Regulations in the event that Executive Board activities end

1.6.1. Severance payment cap in the event that Executive Board activities end prematurely

In accordance with the GCGC, the current employment contracts of the Executive Board members also provide for a general cap on any severance payments. Accordingly, payments to an Executive Board member whose Executive Board activities end prematurely must not exceed two annual remunerations and must not exceed the value of the remuneration for the remaining term of the employment contract. In the event that an Executive Board member's contract is terminated for cause pursuant to Section 626 BGB ("bad leaver"), the employment contracts do not provide for any severance payment or remuneration under the long-term incentive plans ("LTIPs").

When calculating the severance payment cap, the remuneration in the last full financial year is used as a basis (comprising fixed annual remuneration, short-term variable remuneration and fringe benefits); if the Executive Board member has been in office for two full financial years when the contract ends prematurely, the average remuneration for the last two financial years is used as a basis. The LTIPs and the contributions to the company pension are not taken into consideration when calculating the severance payment.

1.6.2. Post-contractual non-compete restrictions

No post-contractual non-compete restrictions have been agreed with the Executive Board members.

1.6.3. Change-of-control clause

The employment contracts of the Executive Board members do not contain any change-of-control clauses.

The 2015 LTIP stipulates that the 2015 LTIP ceases in the event of a change of control as defined in the German Securities Acquisition and Takeover Act (WpÜG). The virtual shares allocated until then become non-forfeitable when the change of control occurs and, pursuant to the conditions of the LTIP, are converted into a euro amount that is to be paid to the respective Executive Board member in the short term. If this amount falls below the relevant allocation amount for the Executive Board member, the Executive Board member receives a payment equal to the allocation amount instead. The conditions of the 2020 LTIP, the 2020 ESG LTIP and the 2023 LTIP contain similar rules.

1.7. Individualised disclosure of the remuneration of the Executive Board members

1.7.1. Remuneration of the Executive Board members active in the financial year

1.7.1.1. Remuneration granted and owed to active Executive Board members as per Section 162 of the German Stock Corporation Act (AktG)

The following table shows the remuneration granted and owed to the active Executive Board members in the 2023 financial year and the previous year as per Section 162 (1) (1) of the German Stock Corporation Act (AktG). Accordingly, the table contains all the amounts that have actually been paid to the individual Executive Board members in the respective financial year (“remuneration granted”) or which are legally due for payment in the respective financial year but have not yet been fulfilled (“remuneration owed”).

With regard to short-term variable remuneration in the 2023 financial year, this comprises the annual bonus which was assigned for the 2022 financial year and paid in the 2023 financial year. In the previous year, this comprises the annual bonus which was assigned for the 2021 financial year and paid in the 2022 financial year (cf. explanations in Section 1.5.1.).

In addition, the 2019 LTIP tranche of the 2015 LTIP (period: 2019–2022) and the 2020 LTIP tranche of the 2020 LTIP (period: 2020–2022) allocated in the 2019 and 2020 financial years were paid in the 2023 financial year, and the 2018 LTIP tranche (i.e. 2015 LTIP, 2018 tranche [period: 2018–2021]) allocated in the 2018 financial year was paid in the previous year (cf. the explanations in Section 1.5.2.).

	Rolf Habben Jansen (Chairman of the Executive Board)				Donya-Florence Amer (Member of the Executive Board since 1.2.2022)			
	2023		2022		2023		2022	
	in EUR thousand	in %	in EUR thousand	in %	in EUR thousand	in %	in EUR thousand	in %
Fixed remuneration								
Fixed annual remuneration	1,000.0	23.6	850.0	28.4	591.7	46.0	458.3	69.5
+ Fringe benefits (excluding funeral allowances and allowances for surviving dependants)	31.7	0.8	23.5	0.8	26.9	2.1	109.1	16.6
+ Contribution to pension	200.0	4.7	170.0	5.7	118.3	9.2	91.7	13.9
= Total	1,231.7	29.1	1,043.5	34.9	736.9	57.3	659.1	100.0
Variable remuneration								
+ Short-term variable remuneration								
Bonus for 2022 FY	900.0	21.3	–	–	550.0	42.7	–	–
Bonus for 2021 FY	–	–	900.0	30.1	–	–	–	–
+ Long-term variable remuneration								
LTIP 2020, tranche 2020 (period 2020–2022)	1,050.0	24.8	–	–	–	–	–	–
LTIP 2015, tranche 2019 (period 2019–2022)	1,050.0	24.8	–	–	–	–	–	–
LTIP 2015, tranche 2018 (period 2018–2021)	–	–	1,050.0	35.1	–	–	–	–
= Total	3,000.0	70.9	1,950.0	65.1	550.0	42.7	–	–
Total remuneration	4,231.7	–	2,993.5	–	1,286.9	–	659.1	–

	Mark Frese				Dr Maximilian Rothkopf			
	2023		2022		2023		2022	
	in EUR thousand	in %	in EUR thousand	in %	in EUR thousand	in %	in EUR thousand	in %
Fixed remuneration								
Fixed annual remuneration	750.0	27.6	650.0	44.8	600.0	21.1	500.0	41.1
+ Fringe benefits (excluding funeral allowances and allowances for surviving dependants)	12.6	0.5	10.6	0.7	17.6	0.6	17.8	1.5
+ Contribution to pension	150.0	5.5	130.0	9.0	120.0	4.2	100.0	8.2
= Total	912.6	33.6	790.6	54.5	737.6	26.0	617.8	50.7
Variable remuneration								
+ Short-term variable remuneration								
Bonus for 2022 FY	660.0	24.3	–	–	600.0	21.1	–	–
Bonus for 2021 FY	–	–	660.0	45.5	–	–	600.0	49.3
+ Long-term variable remuneration								
LTIP 2020, tranche 2020 (period 2020–2022)	750.0	27.6	–	–	750.0	26.4	–	–
LTIP 2015, tranche 2019 (period 2019–2022)	391.4	14.4	–	–	750.0	26.4	–	–
LTIP 2015, tranche 2018 (period 2018–2021)	–	–	–	–	–	–	–	–
= Total	1,801.4	66.4	660.0	45.5	2,100.0	74.0	600.0	49.3
Total remuneration	2,714.0	–	1,450.6	–	2,837.6	–	1,217.8	–

1.7.1.2. Adherence to maximum remuneration

The Supervisory Board has set a maximum amount of annual remuneration (“maximum remuneration”) as per Section 87a (1) (2) (1) of the German Stock Corporation Act (AktG) limiting the payments made to an Executive Board member for a particular year. The maximum remuneration includes the fringe benefits and the contributions to or cost of the company pension. It is calculated accordingly from the fixed annual remuneration, contribution to or cost of the company pension, fringe benefits, annual bonus payment and payment from the LTIP. Based on the remuneration systems, the maximum remuneration for the 2023 financial year is EUR 5,500.0 thousand for the CEO, EUR 3,500.0 thousand for the CFO and EUR 3,000.0 thousand each for the other ordinary members of the Executive Board. Insofar as an integration bonus is granted for the 2023 financial year, the maximum remuneration for this year will (additionally) increase by the payment amount from the integration bonus, i. e. by a maximum of EUR 800,000 for the CEO and a maximum of EUR 500,000 for the other ordinary members of the Executive Board.

As a rule, adherence to the maximum remuneration can only be assessed retrospectively when the payment amount from the LTIP tranche set up for the respective year is established. In the 2023 financial year, the payment from the LTIP tranches for the 2019 financial year (2015 LTIP, 2019 tranche, period: 2019–2022) and for the 2020 financial year (2020 LTIP, 2020 tranche, period: 2020–2022) was made. The payment of the LTIP tranche assigned for the 2023 financial year (2023 LTIP, 2023 tranche [period: 2023–2025]) will be made in the 2026 financial year. The remuneration report for the 2025 financial year will report on the conclusive assessment of adherence to the maximum remuneration for the 2023 financial year.

1.7.1.2.1 Adherence to the maximum remuneration for the 2021 financial year

The Supervisory Board had already set maximum limits for the total remuneration promised to members of the Executive Board for the 2021 financial year. As the vesting period for the long-term variable remuneration 2020 LTIP, 2021 tranche (term 2021–2023) ended on 31 December 2023, adherence to the maximum remuneration as defined in Section 87a (1) (2) (1) of the German Stock Corporation Act (AktG) can already be reviewed for the 2021 financial year. Derived from the 2021 remuneration system, the maximum remuneration for the 2021 financial year is EUR 3,500 thousand for the Chief Executive Officer and EUR 2,500 thousand each for the ordinary Executive Board members.

For the long-term variable remuneration which will be paid in the 2024 financial year the performance criteria are as follows:

LTIP 2020, Tranche 2021 (period 2021–2023)

Performance criterion		Relative percent- age	Value in 2022 FY	Target achieve- ment	Capping (relevant for payment in 2024)
Retention component	- average EBITDA performance period compared to the	50%	11,581	668%	150%
	- average EBITDA of the reference period		2,042		
Performance component	- Performance matrix: Development of the average EBITDA of the performance period compared to the reference period	50%	567%	150%	150%
	- and the average ROIC		65.7%		
	- Secondary condition: sum of ,EAT over the performance period	> 0	29,079		

For further information on the 2020 LTIP, please refer to the explanations in section 1.5.2.

The following table provides a detailed overview of the remuneration components actually promised to the individual members of the Executive Board for the 2021 financial year and shows that the maximum remuneration was complied with for all active members of the Executive Board in the 2021 financial year. Accordingly, with regard to the short-term variable remuneration in the 2021 financial year, the table includes the annual bonus that was promised for the 2021 financial year and paid out in the 2022 financial year. For the 2021 financial year, this was limited to EUR 900 thousand for Rolf Habben Jansen, EUR 660 thousand for Mark Frese and EUR 600 thousand for the other ordinary members of the Management Board (“Cap amount”). The payment mount from the long-term variable remuneration, 2020 LTIP, 2021 tranche (term 2021–2023) was limited to EUR 1,125 thousand for Rolf Habben Jansen and to EUR 750 thousand each for the ordinary members of the Executive Board (“Cap amount”).

	Rolf Habben Jansen (Chairman of the Executive Board)		Mark Frese	
	2021		2021	
	in EUR thousand	in %	in EUR thousand	in %
Fixed remuneration				
Fixed annual remuneration	800.0	26.6	600.0	28.0
+ Fringe benefits (excluding funeral allowances and allowances for surviving dependants) ¹	22.1	0.7	12.4	0.6
+ Contribution to pension	160.0	5.3	120.0	5.6
= Total	982.1	32.7	732.4	34.2
Variable remuneration				
+ Short-term variable remuneration				
Bonus for FY 2021	900.0	29.9	660.0	30.8
+ Long-term variable remuneration	–	–	–	–
+ LTIP 2020, tranche 2021 (period 2021–2023)	1,125.0	37.4	750.0	35.0
= Total	2,025.0	67.3	1,410.0	65.8
+ Cost of the company pension (defined benefit pension) ¹	–	–	–	–
Total remuneration	3,007.1	100.0	2,142.4	100.0
Maximum total remuneration	3,500.0		2,500.0	

¹ Unlike the other members of the Executive Board, Joachim Schlotfeldt was entitled to a company pension as a result of his long-standing service to the Company prior to his appointment as an Executive Board member (defined benefit pension). This was supplemented by the annual conversion of 20% of fixed annual remuneration into pension entitlements. Unlike with the other Executive Board members, the Company formed provisions for this purpose.

	Dr Maximilian Rothkopf		Joachim Schlotfeldt (Member of the Executive Board until 30.6.2022)	
	2021		2021	
	in EUR thousand	in %	in EUR thousand	in %
Fixed remuneration				
Fixed annual remuneration	450.0	23.6	450.0	22.3
+ Fringe benefits (excluding funeral allowances and allowances for surviving dependants) ¹	16.4	0.9	12.9	0.6
+ Contribution to pension	90.0	4.7	–	–
= Total	556.4	29.2	462.9	23.0
Variable remuneration				
+ Short-term variable remuneration				
Bonus for FY 2021	600.0	31.5	600.0	29.8
+ Long-term variable remuneration	–	–	–	–
+ LTIP 2020, tranche 2021 (period 2021–2023)	750.0	39.3	750.0	37.2
= Total	1,350.0	70.8	1,350.0	67.0
+ Cost of the company pension (defined benefit pension) ¹	–	–	203.0	10.1
Total remuneration	1,906.4	100.0	2,015.9	100.0
Maximum total remuneration	2,500.0		2,500.0	

¹ Unlike the other members of the Executive Board, Joachim Schlotfeldt was entitled to a company pension as a result of his long-standing service to the Company prior to his appointment as an Executive Board member (defined benefit pension). This was supplemented by the annual conversion of 20% of fixed annual remuneration into pension entitlements. Unlike with the other Executive Board members, the Company formed provisions for this purpose.

1.7.1.3. Application of malus and clawback provisions

It was not necessary to make use of the option to retain or recall variable remuneration components in the 2023 financial year.

1.7.1.4. Payments from third parties to active Executive Board members

In the past financial year, no member of the Executive Board received payments or corresponding commitments from a third party with regard to their activities as an Executive Board member.

1.7.2. Remuneration of former Executive Board members

The following table shows the remuneration granted and owed to former Executive Board members in the 2023 financial year and the previous year as per Section 162 (1) (1) of the German Stock Corporation Act (AktG). In accordance with Section 162 (5) of the German Stock Corporation Act (AktG), personal disclosures regarding former Executive Board members are omitted if they departed from the Executive Board prior to 31 December 2013.

in EUR thousand	Departure	Fixed remuneration				Total remuneration	
		Pension		Other			
Michael Behrendt	30.6.2014						
2023		470.0	100.0%	–	–	470.0	100.0%
2022		438.4	100.0%	–	–	438.4	100.0%
Anthony J. Firmin	30.6.2019						
2023		140.0	100.0%	–	–	140.0	100.0%
2022		129.0	100.0%	–	–	129.0	100.0%
Ulrich Kranich	30.6.2014						
2023		328.0	100.0%	–	–	328.0	100.0%
2022		306.1	100.0%	–	–	306.1	100.0%
Joachim Schlotfeldt	30.6.2022						
2023		95.6	4.2%	2,175.0	95.8%	2,270.6	100.0%
2022		47.7	100.0%	–	–	47.7	100.0%
Total 2023		1,033.6	32.2%	2,175.0	67.8%	3,208.6	100.0%
Total 2022		921.2	100.0%	–	–	921.2	100.0%

The other remuneration components in the case of Joachim Schlotfeldt in the 2023 financial year comprise a bonus payment for the 2022 financial year (EUR 300,000) and payment amounts of the LTIP tranches allocated in the 2020, 2021 and 2022 financial years (2020 LTIP, 2020 tranche: EUR 750,000; 2020 LTIP, 2021 tranche: EUR 750,000; 2020 LTIP, 2022 tranche: EUR 375,000).

2. REMUNERATION OF THE MEMBERS OF THE SUPERVISORY BOARD

2.1. Principles of the remuneration system

Remuneration of the Supervisory Board is regulated in Article 12 of the Company's articles of association. The remuneration system reflects the responsibilities and activities of the Supervisory Board members. In addition to a reimbursement of their expenses and the VAT payable on their remuneration and expenses, the members of the Supervisory Board receive fixed annual remuneration. There is no variable remuneration component. There is also no remuneration for former members of the Supervisory Board.

The remuneration of the Supervisory Board members was most recently set by the Annual General Meeting on 25 May 2022 through an amendment to Article 12 of the Company's articles of association. This amendment to the articles of association took effect at the time it was entered in the commercial register on 17 June 2022. On 25 May 2022, the Annual General Meeting confirmed the remuneration system on which the remuneration of the Supervisory Board members is based. The fixed annual remuneration of the Supervisory Board is EUR 270,000 (previously: EUR 180,000) for the Chair, EUR 135,000 (previously: EUR 90,000) for deputies and EUR 90,000 (previously: EUR 60,000) for other members. The Chair of the Audit and Financial Committee receives additional remuneration of EUR 120,000 (previously: 40,000), and the other committee members each receive EUR 40,000 (previously: 20,000) for every full financial year of their membership. The Chairperson of the Presidential and Personnel Committee receives additional remuneration of EUR 60,000 (previously: EUR 30,000), and the other committee members each receive EUR 30,000 (previously: EUR 15,000). If Supervisory Board members receive remuneration for activities on the Supervisory Board of a subsidiary of Hapag-Lloyd AG, this remuneration is offset against the aforementioned remuneration.

The members of the Supervisory Board also receive an attendance fee of EUR 1,500 for every meeting of the Supervisory Board and its committees that they attend.

For Supervisory Board members who are only on the Supervisory Board for part of the financial year, remuneration is granted pro rata, rounded to full months. This also applies to increases in remuneration for the Chairperson of the Supervisory Board and their deputies as well as to increases in remuneration for membership and chairmanship of a Supervisory Board committee.

The cap on the remuneration of the Supervisory Board members is equal to the total fixed remuneration, the amount of which depends on the individual duties performed within the Supervisory Board and its committees, and the attendance fee, which is based on attendance of meetings of the Supervisory Board and its committees.

2.2. Individualised disclosure of the remuneration of the Supervisory Board members

The following table shows the remuneration granted and owed to the Supervisory Board members in the 2023 financial year and the previous year as per Section 162 (1) (1) of the German Stock Corporation Act (AktG), including the respective relative percentages. In accordance with Article 14.5 of the Company's articles of association, all the components of the Supervisory Board remuneration become due at the close of the Annual General Meeting, which receives the annual financial statements for the respective financial year or decides on their approval. Accordingly, the line "2023" in the following table contains the remuneration paid to the Supervisory Board members in the 2023 financial year for their Supervisory Board activities and committee activities in the 2022 financial year and the attendance fees for attendance of Supervisory Board meetings in the 2022 financial year. The same applies analogously to the previous year's figures.

		Fixed remuneration						Total remuneration	
		Basic remuneration		Remuneration for committee service		Meeting allowance			
		in EUR thousand	in %	in EUR thousand	in %	in EUR thousand	in %	in EUR thousand	in %
	2023	77.5	72.3	23.8	22.1	6.0	5.6	107.3	100.0
Felix Albrecht	2022	60.0	74.1	15.0	18.5	6.0	7.4	81.0	100.0
	2023	77.5	69.9	25.8	23.3	7.5	6.8	110.8	100.0
Turqi Alnowaiser	2022	60.0	65.2	20.0	21.7	12.0	13.0	92.0	100.0
	2023	77.5	66.8	29.6	25.5	9.0	7.8	116.1	100.0
Sheikh Ali Al-Thani	2022	60.0	74.1	15.0	18.5	6.0	7.4	81.0	100.0
Michael Behrendt (Chairman of the Supervisory Board)	2023	232.5	81.3	47.5	16.6	6.0	2.1	286.0	100.0
Nicola Gehrt (Member of the Supervisory Board until 25.5.2020)	2022	180.0	83.3	30.0	13.9	6.0	2.8	216.0	100.0
	2023	25.0	89.3	–	–	3.0	10.7	28.0	100.0
Karl Gernandt (2 nd Deputy Chairman of the Supervisory Board until 10.6.2020 and again since 13.6.2022)	2022	60.0	90.9	–	–	6.0	9.1	66.0	100.0
	2023	103.8	58.3	63.8	35.8	10.5	5.9	178.0	100.0
Oscar Hasbún (2 nd Deputy Chairman of the Supervisory Board since 10.6.2020 and until 13.6.2022, Member of the Supervisory Board since 3.12.2014)	2022	90.0	73.8	20.0	16.4	12.0	9.8	122.0	100.0
	2023	77.5	64.0	31.7	26.1	12.0	9.9	121.2	100.0
Annabell Kröger	2022	60.0	65.2	20.0	21.7	12.0	13.0	92.0	100.0
Arnold Lipinski (Member of the Supervisory Board until 31.7.2022)	2023	40.0	55.4	26.3	36.3	6.0	8.3	72.3	100.0
	2022	60.0	56.1	35.0	32.7	12.0	11.2	107.0	100.0
Silke Lehmköster (Member of the Supervisory Board since 14.9.2022)	2023	30.0	67.2	11.7	26.1	3.0	6.7	44.7	100.0
	2022	–	–	–	–	–	–	–	–
	2023	77.5	72.3	23.8	22.1	6.0	5.6	107.3	100.0
Sabine Nieswand	2022	60.0	74.1	15.0	18.5	6.0	7.4	81.0	100.0
	2023	77.5	55.2	55.4	39.5	7.5	5.3	140.4	100.0
Dr Isabella Niklas	2022	60.0	56.9	35.0	33.2	10.5	10.0	105.5	100.0
	2023	77.5	72.3	23.8	22.1	6.0	5.6	107.3	100.0
Francisco Pérez	2022	60.0	74.1	15.0	18.5	6.0	7.4	81.0	100.0
Dr Andreas Rittstieg (Member of the Supervisory Board since 25.5.2022)	2023	57.5	95.0	–	–	3.0	5.0	60.5	100.0
	2022	–	–	–	–	–	–	–	–
Klaus Schroeter (1 st Deputy Chairman of the Supervisory Board since 1.1.2023 and until 29.11.2023; Member of Supervisory Board since 26.8.2016)	2022	90.0	65.7	35.0	25.5	12.0	8.8	137.0	100.0
	2023	77.5	94.5	–	–	4.5	5.5	82.0	100.0
Maya Schwiegershausen-Güth	2022	60.0	93.0	–	–	4.5	7.0	64.5	100.0
Svea Stawars (Member of the Supervisory Board since 31.7.2020 and until 29.11.2023)	2023	77.5	92.8	–	–	6.0	7.2	83.5	100.0
	2022	60.0	90.9	–	–	6.0	9.1	66.0	100.0
Uwe Zimmermann (Member of the Supervisory Board since 26.8.2016 and until 31.5.2023)	2023	77.5	55.2	55.4	39.5	7.5	5.3	140.4	100.0
	2022	60.0	56.9	35.0	33.2	10.5	10.0	105.5	100.0
Total 2023¹		1,470.1	68.4	552.1	25.7	126.0	5.9	2,148.1	100.0
Total 2022		1,140.0	70.2	345.0	21.2	139.5	8.6	1,624.5	100.0

¹ The Supervisory Board members Martina Neumann and Peter Gräser, who were newly elected in the 2023 financial year, are not included, as the remuneration allocated to them for their activities in the 2023 financial year will not be paid (i.e. granted as defined in the German Stock Corporation Act [AktG]) until the 2024 financial year in accordance with Article 14.5 of the Company's articles of association. Accordingly, Martina Neumann and Peter Gräser will be included in the Remuneration Report 2023 for the first time.

The Chair of the Supervisory Board is provided with an office and assistant and a driver service so that they can perform their duties. If the Chair of the Supervisory Board attends certain appointments and performs certain representative duties on behalf of Hapag-Lloyd AG to promote the business of the Company and foster a positive public image of the Company and does so for no fee, they may use the Company's internal resources to prepare for and perform these activities for no fee. They are reimbursed for expenses incurred in connection with these activities at an appropriate amount.

3. COMPARISON OF THE DEVELOPMENT OF REMUNERATION AND EARNINGS

In accordance with Section 162 (1) (2) (2) of the German Stock Corporation Act (AktG), the following table shows the annual change in the remuneration of the current and former Executive Board members and the current Supervisory Board members, the development of Hapag-Lloyd's earnings and the average remuneration of the employees on the basis of full-time equivalence over the last five financial years.

The development of earnings is shown on the basis of the Group's key indicator EBIT. As a key performance indicator, EBIT is also part of the financial targets of the short-term variable remuneration (bonus) of the Executive Board and, since 2023, a component of its long-term variable remuneration (2023 LTIP) as well, and therefore has a significant influence on the amount of remuneration paid to the Executive Board members. Supplementary to this, the development of the annual net profit of Hapag-Lloyd AG as per Section 275 (3) (16) of the German Commercial Code (HGB) is shown.

For the former members of the Executive Board and for the members of the Supervisory Board, the remuneration granted and owed in the respective financial year as defined in Section 162 (1) (1) of the German Stock Corporation Act (AktG) is used as a basis when calculating the annual change in remuneration. For the members of the Executive Board active in the financial year, the same applies to the change in remuneration between the 2023 financial year and the 2022 financial year as well as between 2022 and 2021. The annual change in remuneration in the previous years was calculated based on the total remuneration paid in accordance with the GCGC (as amended in 2017), as was disclosed in the remuneration reports that form part of the Group management reports for the corresponding financial years.

The change in average remuneration of the employees is presented based on the Hapag-Lloyd Group's total workforce worldwide, including apprentices, which comprised an average of 15,883 employees in the 2023 financial year (full-time equivalent; previous year: 14,004 employees [full-time equivalent]). The average remuneration of the employees essentially comprises the personnel expenses for wages and salaries, for fringe benefits, for employer contributions to social insurance and for the variable remuneration components attributable to the financial year.

	Appointment (since) / departure (until)	2019 in EUR thousand	2020 ¹ in EUR thousand	2010 to 2019 Δ in %
Remuneration of corporate body members				
<i>Current Executive Board members¹</i>				
Rolf Habben Jansen (Chairman of Executive Board)	since 1.4.2014 (Chairman since 1.7.2014)	2,582.0	2,873.3/ 2,580.6	11.3
Donya-Florence Amer	since 1.2.2022	–	–	–
Mark Frese	since 25.11.2019	111.6	1,452.7/ 826.8	1,201.8
Dr Maximilian Rothkopf	since 1.5.2019	643.3	1,157.2/ 826.8	79.9
<i>Current Supervisory Board members²</i>				
Felix Albrecht	since 11.3.2019	–	50.6	–
Turqi Alnowaiser	since 23.2.2018	57.4	76.0	32.4
Sheikh Ali Al-Thani	since 29.5.2017	62.1	72.9	17.4
Michael Behrendt (Chairman of the Supervisory Board)	since 2.12.2014 (Chairman since 2.12.2014)	171.8	195.4	13.7
Nicola Gehrt	since 26.8.2016 until 25.5.2022	51.8	58.9	13.7
Karl Gernandt (2 nd Deputy Chairman of the Supervisory Board)	since 23.3.2009 (2 nd Deputy Chairman until 10.6.2020, again from 13.6.2022)	90.2	118.7	31.6
Oscar Hasbún	since 2.12.2014 (2 nd Deputy Chairman since 10.6.2020 and until 13.6.2022)	80.5	92.5	14.9
Annabell Kröger	since 10.6.2017	63.0	77.5	23.0
Arnold Lipinski	since June 2001 until 31.7.2022	73.0	91.5	25.3
Silke Muschitz	since 14.9.2022	–	–	–
Sabine Nieswand	since 26.8.2016	61.8	72.9	18.0
Dr Isabella Niklas	since 5.6.2020	–	–	–
Francisco Pérez	since 2.12.2014	61.8	72.9	18.0
Andreas Rittstieg	since 25.5.2022	–	–	–
Klaus Schroeter (1 st Deputy Chairman of the Supervisory Board)	since 26.8.2016	68.8	119.0	72.9
Maya Schwiengershausen-Güth	since 26.10.2018	12.8	58.9	360.2
Svea Stawars	since 31.7.2020	–	–	–
Uwe Zimmermann	since 26.8.2016	72.4	91.5	26.4
<i>Former Executive Board members</i>				
Michael Behrendt	until 30.6.2014	405.3	410.4	1.3
Anthony J. Firmin	until 30.6.2019	63.4	127.3	100.7
Ulrich Kranich	until 30.6.2014	269.6	286.1	6.1
Joachim Schlotfeldt	until 30.6.2022	–	–	–
Development of Company's earnings				
Net profit for the year of Hapag-Lloyd AG (HGB)	–	222,901.8	1,008,585.7	352.5
EBIT of the Hapag-Lloyd Group (IFRS)	–	811,378.4	1,315,233.6	62.1
Average remuneration of employees				
	–	–	49.4	–

¹ For the current Executive Board members, both the remuneration paid as defined in the GCGC (as amended in 2017) and the remuneration granted and owed as defined in Section 162 (1) (1) of the German Stock Corporation Act (AktG) were disclosed for the 2020 financial year. The first value was used as the basis for comparing the remuneration between the 2020 and 2019 financial years. The second value was used for comparing the remuneration between the 2021 and 2020 financial years.

2021	2021 to 2020	2022	2022 to 2021	2023	2023 to 2022
in EUR thousand	Δ in %	in EUR thousand	Δ in %	in EUR thousand	Δ in %
2,932.1	13.6	2,993.5	2.1	4,231.7	41.4
–	–	659.1	–	1,286.9	95.2
1,392.4	68.4	1,450.6	4.2	2,714.0	87.1
1,156.4	39.9	1,217.8	5.3	2,837.6	133.0
71.0	40.4	81.0	14.1	107.3	32.4
90.5	19.1	92.0	1.7	110.8	20.5
81.0	11.1	81.0	–	116.1	43.3
216.0	10.5	216.0	–	286.0	32.4
66.0	12.1	66.0	–	28.0	–57.6
133.7	12.6	127.0	–5.0	178.0	40.2
119.5	29.2	122.0	2.1	180.3	47.8
92.0	18.7	92.0	–	121.2	31.7
107.0	16.9	107.0	–	72.3	–32.5
–	–	–	–	44.7	–
81.0	11.1	81.0	–	107.3	32.4
61.4	–	105.5	71.8	140.4	33.1
81.0	11.1	81.0	–	107.3	32.4
–	–	–	–	60.5	–
137.0	15.1	137.0	–	182.2	33.0
66.0	12.1	64.5	–2.3	82.0	27.1
33.0	–	66.0	100.0	83.5	26.5
107.0	16.9	105.5	–1.4	140.4	33.1
417.0	1.6	438.4	5.1	470.0	7.2
128.1	0.7	129.0	0.7	140.0	8.5
291.1	1.8	306.1	5.1	328.0	7.1
–	–	47.7	–	2,270.6	4,659.2
8,959,585.7	788.3	17,565,183.9	96.0	3,013,507.7	–82.8
9,389,848.1	613.9	17,524,539.9	86.6	2,531,694.6	–85.6
56.6	14.6	65.7	16.1	60.7	–7.6

² The Supervisory Board members Martina Neumann and Peter Gräser, who were newly elected in the 2023 financial year, are not included, as the remuneration allocated to them for their activities in the 2023 financial year will not be paid (i.e. granted as defined in the German Stock Corporation Act [AktG]) until the 2024 financial year in accordance with Article 14.5 of the Company's articles of association. Accordingly, Martina Neumann and Peter Gräser will be included in the Remuneration Report 2024 for the first time.

INDEPENDENT AUDITOR'S REPORT¹

To Hapag-Lloyd Aktiengesellschaft, Hamburg

Report on the audit of the remuneration report

We have audited the attached remuneration report of Hapag-Lloyd Aktiengesellschaft, Hamburg, for the financial year from 1 January to 31 December 2023, including the related disclosures, prepared to meet the requirements of Section 162 AktG [Aktengesetz: German Stock Corporation Act].

Responsibilities of management and the Supervisory Board

The management and the Supervisory Board of Hapag-Lloyd Aktiengesellschaft are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of Section 162 AktG. The management and the Supervisory Board are also responsible for such internal control as they have determined necessary to enable the preparation of the remuneration report that is free from material misstatement, whether due to fraud or error.

Auditor's responsibilities

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with the German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts, including the related disclosures, in the remuneration report. The procedures selected depend on the auditor's professional judgement. This includes an assessment of the risks of material misstatement, whether due to fraud or error, in the remuneration report, including the related disclosures. In assessing these risks, the auditor considers the internal control system relevant for the preparation of the remuneration report, including the related disclosures. The objective is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management and the Supervisory Board, as well as evaluating the overall presentation of the remuneration report, including the related disclosures.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

¹ The English language text below is a translation provided for information purposes only. The original German text shall prevail in the event of any discrepancies between the English translation and the German original. We do not accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may arise from the translation.

Opinion

In our opinion, on the basis of the knowledge obtained in the audit, the remuneration report for the financial year from 1 January to 31 December 2023, including the related disclosures, complies in all material respects with the financial reporting requirements of Section 162 AktG.

Other matter – formal examination of the remuneration report

The substantive audit of the remuneration report described in this independent auditor's report includes the formal examination of the remuneration report required by Section 162 (3) AktG, including issuing an assurance report on this examination. As we have issued an unqualified opinion on the substantive audit of the remuneration report, this opinion includes the conclusion that the disclosures pursuant to Section 162 (1) and (2) AktG have been made, in all material respects, in the remuneration report.

Limitation of liability

The terms governing this engagement, which we fulfilled by rendering the aforesaid services to Hapag-Lloyd Aktiengesellschaft, are set out in the General Engagement Terms for Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften [German Public Auditors and Public Audit Firms] as amended on 1 January 2017. By taking note of and using the information as contained in this auditor's report, each recipient confirms to have taken note of the terms and conditions laid down therein (including the limitation of liability of EUR 4 million for negligence under Clause 9 of the General Engagement Terms) and acknowledges their validity in relation to us.

Hamburg, 13 March 2024

KPMG AG

Wirtschaftsprüfungsgesellschaft

[Original German version signed by:]

Modder
Wirtschaftsprüfer
(German Public Auditor)

Lippmann
Wirtschaftsprüfer
(German Public Auditor)



www.hapag-lloyd.com

