To Our Shareholders

> *The strategic expansion of our rail activities is now making a significant contribution to the economic stability of our company.*

Ladies and Gentlemen,

Hamburger Hafen und Logistik AG (HHLA) faced an extremely difficult environment in the 2015 financial year. Global economic growth slowed to its lowest level since the 2008/2009 financial crisis. World trade was weak and once again lagged behind global GDP growth. As a result, global container throughput was also considerably weaker than originally projected at the beginning of the year, rising by just over 1 percent. With the exception of the 2009 crisis, this was the weakest growth since global container throughput was first recorded.

China, the most important economy for us, continued to lose momentum and disappointed forecasts with growth of less than 7 percent. Russia – the Port of Hamburg's second most important partner for seaborne container traffic until recently – remains mired in deep recession. In Ukraine, where we operate the Container Terminal Odessa, the economy is also suffering a severe crisis.

The ongoing restrictions with regard to infrastructure continue to pose a burden. Of particular relevance in this context is the long delay in the dredging of the river Elbe, which was originally planned for 2007, as well as the persistently poor condition of the Kiel canal, the restrictions caused by insufficient sediment management in the Port of Hamburg and bottlenecks on the roads in and around Hamburg. Against a backdrop of fiercer competition between the European North Range ports caused by surplus capacity and an increase in direct calling at ports in the Baltic Sea, this all resulted in a significant decline in volumes at our terminals.

Despite this extremely difficult operating environment, we recorded solid Group revenue of € 1.1 billion and a respectable operating result (EBIT) of nearly € 157 million in the 2015 financial year. We were unable to match the prior-year level, however. Revenue declined by almost 5 percent and the operating result (EBIT) by over 7 percent compared to the 2014 figures.

We recorded a good 12 percent decrease in seaborne handling to round 6.6 million standard containers (TEU) at our container terminals. This is primarily attributable to lower feeder traffic in the Baltic Sea, mainly as a result of the slump in traffic to and from Russia. Seaborne transport volumes between Asia and Hamburg were also down considerably year-on-year, impacted in particular by China's weaker foreign trade. As the decline in volumes at our terminal in Odessa was cushioned by market share gains, it was less pronounced than at the container terminals in Hamburg.

The decrease in volumes saw revenue in the Container segment contract by over 9 percent to € 675 million. The segment was unable to bring down costs in line with the volume trend. This is mainly due to personnel expenses, which were reduced by curtailing the use of external staff, but could not be adapted quickly enough to the temporary underutilisation of facilities. The segment's operating result (EBIT) declined by around 29 percent to just under € 111 million.

The Intermodal segment once again recorded encouraging growth in volumes and earnings. The transport volumes of our Metrans and Polzug rail companies in seaport-hinterland traffic rose by a further 5 percent above the already strong prior-year figure to reach 1.0 million TEU. There was above-average growth in both the links between the Adriatic ports and Central and Eastern Europe, as well as traffic between the Polish seaports and Poland's hinterland. By contrast, road transport was down by just under 5 percent due to challenging traffic conditions in the greater Hamburg area. All in all, container transport in the Intermodal segment rose by almost 3 percent to over 1.3 million TEU.

Revenue grew in line with volumes and rose to € 364 million. The operating result (EBIT) doubled to just over € 55 million, This achievement was significantly aided by investments in our own locomotives, container wagons and handling facilities. These increase our productivity, flexibility, quality and added value. Although this encouraging earnings growth in the Intermodal segment was unable to fully offset shortfalls in the Container segment, it once again clearly vindicates the strategic expansion of our rail activities, which is now making a significant contribution to the economic stability of our company.

We continue to safeguard the Port of Hamburg's importance as an all-purpose port with our range of services in the Logistics segment. However, the difficult operating environment and market conditions are forcing us to focus on those areas of the company which offer sustainable economic prospects. HHLA's expertise in infrastructure and project development along the maritime transport chain is marketed around the world by our consultancy subsidiaries.

The Real Estate subgroup drives the process of structural change in the Speicherstadt historical warehouse district and Fischmarkt Hamburg-Altona area. Its success is reflected not only in higher revenue and earnings, but also in the honour bestowed on the Speicherstadt historical district in July 2015 when it was named a UNESCO World Heritage Site.

HHLA is a major employer and provides jobs for 5,345 people. The number of employees increased by almost 3 percent over the previous year. The strongest growth in headcount was recorded by the Intermodal segment, which hired an additional 130 people as part of investments in our own rolling stock. In addition, a good 68 percent of all jobs at HHLA are based in Hamburg. We therefore make an important contribution towards stabilising the labour market and safeguarding prosperity both in the city itself and in neighbouring states.

Our target of reducing CO_2 emissions on each container handled by 30 percent from 2008 to 2020 was almost achieved already in 2015 as we reached 29.5 percent. The fact that we have virtually achieved our own ambitious target five years earlier than planned is a great success for the environment and also has a positive economic impact on the company.

Based on developments in the past financial year, the Executive and Supervisory Boards of Hamburger Hafen und Logistik AG will propose a dividend of € 0.59 per entitled Class A share for the 2015 financial year for the listed shares of the Port Logistics subgroup at the Annual General Meeting on 16 June 2016. This would represent a dividend payout of € 41.3 million for the Port Logistics subgroup – 13.5 percent more than in the previous year.

We will continue to pursue our successful, vertically aligned corporate strategy in 2016. We will make further improvements to our container terminals and their processes for efficiently handling the increasing number of container mega-ships. Our rail networks will be further expanded in line with demand and we will continue to invest in new locomotives as well as in the construction of our hub terminal in Budapest, Hungary, a key European hub. In addition, we are examining opportunities to invest or participate in attractive port projects. We are also working hard on our cost structures, and if necessary will dispose of shares in companies with no long-term prospects, adapt employee schedules more flexibly to the capacity utilisation of our facilities and continue to automate processes.

Klaus-Dieter Peters
Chairman of the Executive Board

> *The ongoing restrictions with regard to infrastructure continue to pose a burden. Of particular relevance in this context is the long delay to the dredging of the river Elbe, which was originally planned for 2007.*

In light of current global economic forecasts and the outlook for our sector environment, we expect container throughput to be on a par with the previous year. In the container transport, we anticipate a slight increase against previous year. Group revenue is expected to be similar to that of the previous year. Due to one-off consolidation expenses, the Group's operating result (EBIT) will be in the range of € 115 million to € 145 million. We will face a wide range of geopolitical, global and financial risks, the potential consequences of which for our business are difficult to forecast at present.

Ladies and gentlemen, thanks to our quality and efficiency leadership both in container handling and the closely integrated, high-performance hinterland transport systems, I am confident that we are well positioned to exploit the opportunities presented to us in an increasingly competitive environment.

Yours,

Klaus-Dieter Peters
Chairman of the Executive Board

Klaus-Dieter Peters
Chairman of the Executive Board

Responsibility

Corporate Development
Corporate Communications
Sustainability
Intermodal Segment
Logistics Segment

Dr. Stefan Behn

Responsibility

Container Sales
Container Operations
Container Engineering
Information Systems

Heinz Brandt

Responsibility

Human Resources
Purchasing & Materials Management
Health and Safety in the Workplace
Legal and Insurance
(including Compliance)

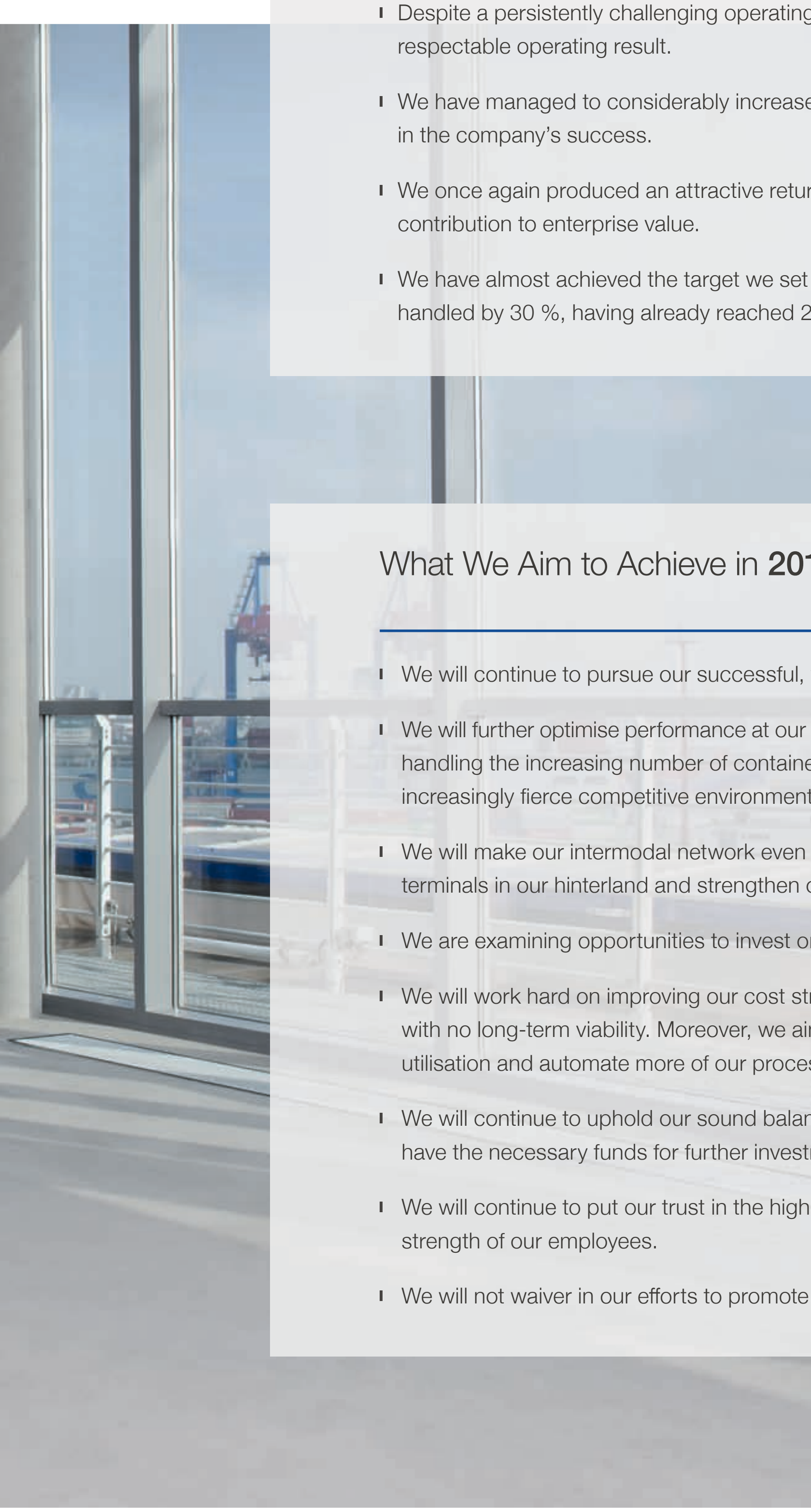
Dr. Roland Lappin

Responsibility

Finance and Controlling
(including Organisation)
Investor Relations
Internal Audit
Real Estate Segment

What We Achieved in **2015**

- We made further investments in the expansion and performance of our container terminals in order to improve the efficiency of our container mega-ship handling.
- We continued to expand the network of our Intermodal companies and greatly increased the vertical integration of our production systems by adding our own terminals, wagons and locomotives. As a result, we achieved further improvements in our quality standards and market position.
- Despite a persistently challenging operating environment, we generated solid Group revenue and a respectable operating result.
- We have managed to considerably increase earnings per share and therewith our shareholders' share in the company's success.
- We once again produced an attractive return on capital employed and made a strongly positive contribution to enterprise value.
- We have almost achieved the target we set for 2020 of reducing CO_2 emissions on each container handled by 30 %, having already reached 29.5 % in 2015.



What We Aim to Achieve in **2016**

- We will continue to pursue our successful, vertically aligned corporate strategy.
- We will further optimise performance at our container terminals as well as the processes for efficiently handling the increasing number of container mega-ships and successfully defend our position in an increasingly fierce competitive environment.
- We will make our intermodal network even denser, continue to invest in our own rolling stock and terminals in our hinterland and strengthen our market position even further.
- We are examining opportunities to invest or participate in attractive port projects.
- We will work hard on improving our cost structures and, if necessary, shed those parts of the company with no long-term viability. Moreover, we aim to adapt employee schedules more flexibly to capacity utilisation and automate more of our processes.
- We will continue to uphold our sound balance sheet policy with stable liquidity reserves to ensure we have the necessary funds for further investments and to shape the company's future development.
- We will continue to put our trust in the high productivity, tremendous dedication and great innovative strength of our employees.
- We will not waiver in our efforts to promote climate protection and the energy efficiency of our facilities.

Dear Shareholders,

In the following I would like to report on the work performed by the Supervisory Board in the 2015 financial year.

On behalf of the Supervisory Board, I would also like to take this opportunity to thank the members of the Executive Board and all Group employees for their work in the 2015 financial year, and our shareholders and business partners for the trust they have placed in us.

Working Relationship between the Supervisory Board and the Executive Board

In the 2015 financial year, the Supervisory Board fulfilled the responsibilities entrusted to it by law, the company articles of association and rules of procedure, and the German Corporate Governance Code. It carefully and regularly monitored the Executive Board's management of business, provided advice on the company's further strategic development as well as on important individual measures, and concluded that the management of the company is lawful, proper and appropriate. The Supervisory Board also continuously monitored the organisation of the company and the Group, the risk management system and the economic viability of management activities.

At the Supervisory Board's meetings, as well as in written and verbal reports, the Executive Board provided the Supervisory Board with prompt, regular and comprehensive information, especially on the situation of HHLA and the Group, corporate planning, fundamental issues of company policy and strategy, investment plans and personnel. The Chairman of the Supervisory Board was also regularly in touch with the Executive Board between meetings and was informed about the Group's planning and strategy, the current business situation, significant transactions, the risk position, risk management and compliance. The Supervisory Board was involved in all decisions of major significance for HHLA and the HHLA Group. On the basis of its own thorough examination and in-depth discussions with the Executive Board, the Supervisory Board approved all measures submitted to it for approval by the Executive Board in accordance with the law, the articles of association and the Executive Board's rules of procedure.

The Work of the Full Supervisory Board

The Supervisory Board held four routine meetings and one special meeting in the 2015 financial year.

At each meeting, the Supervisory Board received timely and detailed reports from the Executive Board on the current revenue, earnings and liquidity trend, on budget planning, the current business situation of the company, the Group and the individual segments, including the risk position and risk management as well as Group-wide compliance, strategic targets and all significant organisational and personnel changes. During the Supervisory Board meetings, the Executive Board informed the Supervisory Board about the economic, financial and strategic position of the company and the Group, the company's strategy in Germany and abroad, as well as significant developments and events.

Furthermore, individual meetings concentrated especially on the following items:

The **financial statements meeting held on 24 March 2015** focused on the reporting, auditing and approval of the Annual Financial Statements of HHLA, including the individual divisional financial statements for the A and S divisions, the Consolidated Financial Statements including the subgroup financial statements, the Combined Management Report of HHLA and the Group, as well as the reports on transactions with related parties and on the relationship between the A and S divisions for the 2014 financial year. Representatives of the auditors were present at this meeting. They reported on the main results of their audit and were available to answer questions. The Supervisory Board also discussed the Executive Board's proposal on the appropriation of profit and the proposal made by the Audit Committee regarding the choice of auditor for the 2015 financial year. Other topics included the Supervisory Board's report to the Annual General Meeting, the Corporate Governance Report and the agenda for the 2015 Annual General Meeting. The Supervisory Board also addressed the implementation of the functional management structure in the Group and an intragroup transfer of fixed assets to Unikai Lagerei- und Speditionsgesellschaft mbH at this meeting.

At its **meeting on 3 June 2015**, the Supervisory Board addressed the situation of the HHLA Group, the granting of general commercial power of attorney to two individuals, as well as the issuing of a comfort letter in support of HHLA Container Terminal Burchardkai GmbH in connection with an order for container stacking cranes, among other topics. It also dealt with Executive Board matters as well as the status of the efficiency review of the Supervisory Board.

At its **special meeting on 28 July 2015**, the Supervisory Board considered Executive Board matters in detail, particularly the upcoming decisions on the extension of the terms of office of current members of the Executive Board, Executive Board remuneration matters and other amendments to the Executive Board contracts in line with the recommendations of the German Corporate Governance Code. Another focus of this meeting was the discussion on the findings of the efficiency review of the Supervisory Board and its committees, which was performed with the help of an independent consultant. Overall, cooperation was rated very good and efficient.

Prof. Dr. Peer Witten
Chairman of the Supervisory Board

The main topics at the third regular **meeting on 11 September 2015** were the approval of a loan to be taken out by the Real Estate segment as well as the approval of the acquisition of additional locomotives by Metrans a. s. The Supervisory Board also addressed corporate governance issues in detail, particularly the changes to the German Corporate Governance Code and the effects of the German Act on the Equal Participation of Women and Men in Leadership Positions, and the implementation of each of these in the HHLA Group. In connection with this, the rules of procedure of the Supervisory Board and the code of practice of the Executive Board were adapted and a target for the proportion of women on the Executive Board resolved, ▶ see also the Corporate Governance Report and the Corporate Management Declaration, page 51. Finally, the Supervisory Board addressed the results of the invitation to tender for audit services from 2016 onwards.

At its **last meeting in the reporting period on 9 December 2015**, the Supervisory Board concentrated on the 2016 budget for the Group and the Port Logistics and Real Estate subgroups, each of which were approved by the Supervisory Board, as well as the position of the HHLA Group. Another focus was the findings of the risk inventory and the risk management system. Moreover, the Supervisory Board's diversity objectives were updated and the annual declaration of compliance with the German Corporate Governance Code was discussed and adopted. Finally, the Supervisory Board considered an acquisition opportunity, the granting of a general commercial power of attorney as well as personnel matters relating to the Executive Board and Supervisory Board.

As a general rule, Supervisory Board meetings are attended by all of its members and – provided Executive Board matters or internal Supervisory Board topics are not discussed – all of the members of the Executive Board as well.

The average attendance at the meetings of the Supervisory Board and its committees in the reporting period was 91 %. None of the Supervisory Board members attended only half or fewer of the meetings of the Supervisory Board or committees of which they are members. No conflicts of interest regarding members of the Executive Board or the Supervisory Board arose in the reporting period. The Supervisory Board does not include any former members of the company's Executive Board.

Committee Work

The Supervisory Board has set up a total of six committees: the Finance Committee, the Audit Committee, the Real Estate Committee, the Personnel Committee, the Nomination Committee and the Arbitration Committee. They prepare the resolutions of the Supervisory Board in full council and, if permitted, make decisions on behalf of the Supervisory Board in certain cases. With the exception of the Nomination Committee, all of the committees include an equal number of shareholder and employee representatives. For details on the composition of the committees, ▶ see also Note 49 in the Notes to the Consolidated Financial Statements, Board Members and Mandates, page 146

The **Finance Committee** met a total of four times in the reporting period: in March, May, September and December 2015. It regularly looked at the Group's financial results as well as its general financial position and investments. In the reporting period, the Finance Committee also addressed the intragroup transfer of fixed assets to Unikai Lagerei- und Speditionsgesellschaft mbH, the issuing of a comfort letter in support of HHLA Container Terminal Burchardkai GmbH in connection with an order for container stacking cranes, the approval of a loan to be taken out by the Real Estate segment as well as the approval of the acquisition of additional locomotives by Metrans a. s. Finally, the December meeting focused on the detailed preliminary review of the budget for 2016 and the medium-term planning for 2017 to 2020.

The **Audit Committee** also held one meeting per quarter, or a total of four meetings in the reporting period. Significant agenda items at the first meeting in March included an in-depth discussion and examination of HHLA's Annual Financial Statements, Consolidated Financial Statements and Combined Management Report for the 2014 financial year. The committee also recommended that the Supervisory Board should submit a proposal to the Annual General Meeting regarding the choice of auditor for the 2015 financial year, as well as for the auditor's review of the Condensed Financial Statements and Interim Management Report for the first half of the 2015 financial year. Representatives of the auditors were present when the Annual and Consolidated Financial Statements were discussed. They reported on the results of the audit and were available to answer questions. The second meeting in May focused on the Interim Report for the first quarter of 2015, the report on the compliance management system audit, the work performed by Internal Audit and the report on the internal control system. The Head of Internal Audit attended this meeting in a reporting capacity and provided comprehensive information. At its third meeting in September, the Audit Committee mainly dealt with the auditor's review of the Interim Report for the first half of 2015, the changes to the German Corporate Governance Code and the effects of the German Act on the Equal Participation of Women and Men in Leadership Positions, as well as the results of the invitation to tender for audit services from the 2016 financial year onwards. Representatives of the auditors were present when the auditors' review was discussed. They reported on the results of the review and were available to answer questions. At its last meeting in the reporting period, the Audit Committee primarily addressed the Interim Report for the third quarter of 2015, a discussion of the auditors' focus points for the audit of the 2015 Annual and Consolidated Financial Statements, the findings of the 2015 risk inventory as well as the planning of the 2016 audit. The meeting also focused on preparations for the declaration of compliance with the German Corporate Governance Code and the annual report of HHLA's Compliance Officer.

In addition to the committee members, the meetings of both the Finance Committee and the Audit Committee are regularly attended by the Chairman of the Executive Board and the Chief Financial Officer. HHLA's Compliance Officer also regularly attended the meetings of the Audit Committee, where he spoke about his role, kept the committee abreast of current developments, and was available to answer questions. Other participants such as representatives from the auditors or Internal Audit attend meetings as necessary. Representatives of the auditors were present at all Audit Committee meetings in the period under review.

The **Real Estate Committee** met twice in the 2015 financial year. It focused on the general development of business and the discussion and audit of HHLA's Annual Financial Statements – including the separate financial statements of the S division – as well as the Consolidated Financial Statements, the Combined Management Report and the Separate Financial Statements of the real estate companies for the 2014 financial year (March meeting). The committee also dealt with the budget for 2016 and the medium-term planning for 2017 to 2020 (December meeting), each in relation to the Real Estate subgroup (S division).

The **Personnel Committee** convened a total of four times in the past financial year to prepare the personnel decisions to be taken by the Supervisory Board. Its work in the reporting period focused on the upcoming decisions to be made on the extension of Executive Board mandates and Executive Board remuneration matters.

Neither the **Nomination Committee** nor the **Arbitration Committee** convened in the reporting period.

Following each meeting, the chairpersons of the committees reported back to the Supervisory Board about the activity of each committee and their findings, and made recommendations on resolutions to be taken, where appropriate.

Corporate Governance

The annual declaration of compliance with the German Corporate Governance Code in accordance with Section 161 of the German Stock Corporation Act (AktG) was discussed in detail and prepared together with the Executive Board at the Audit Committee meeting on 3 December 2015 before being adopted by the Supervisory Board at its meeting on 9 December 2015. The joint declaration of compliance of the Executive Board and the Supervisory Board dated 9 December 2015 is permanently available to the general public on the HHLA website www.hhla.de/corporate-governance

Detailed information about the declaration of compliance and corporate governance can also be found in the Corporate Governance Report for 2015, which also includes the corporate management declaration in accordance with Section 289a of the German Commercial Code (HGB). ▶ See also the Corporate Governance Report and the Corporate Management Declaration, page 51.

Audit of Financial Statements

Ernst & Young GmbH, Wirtschaftsprüfungsgesellschaft, Hamburg, were elected as auditors for the financial statements and for the auditor's review of the Condensed Financial Statements and the Interim Management Report for the first half of the 2015 financial year at the Annual General Meeting on 11 June 2015. The Audit Committee then negotiated the audit assignment, defined the focus areas of the audit and awarded the assignment in line with the recommendations of the German Corporate Governance Code. In particular, the Audit Committee satisfied itself of the independence of the auditors and acquired a declaration of independence to this effect before awarding the assignment.

The auditors carried out an audit of HHLA's Annual Financial Statements as provided by the Executive Board, including the divisional financial statements for the A division (Port Logistics subgroup) and the S division (Real Estate subgroup) presented as part of the Notes, in line with the provisions of the German Commercial Code (HGB), the Consolidated Financial Statements including the subgroup financial statements for the A and S divisions in accordance with International Financial Reporting Standards (IFRS), and the Combined Management Report for HHLA and the Group. They issued an unqualified opinion with respect to each of the foregoing.

The auditors also audited the report prepared by the Executive Board on company transactions with related parties for the 2015 financial year in line with Section 312 of the German Stock Corporation Act (AktG), delivered a written report on their findings and, having no objections to make, gave the Report the following unqualified opinion:

“On the basis of our audit and in our professional opinion we confirm that (1) the factual statements in the report are correct, (2) the consideration paid by the company for the transactions mentioned was not inappropriately high, and (3) the measures detailed in the report give us no grounds to reach a substantially different opinion to that of the Executive Board.”

In accordance with Article 4 (5) of the articles of association applied analogously to Section 312 AktG, the Executive Board of HHLA also prepared a report on the relationship between the A division and the S division in the 2015 financial year. Any expenses and income which could not be attributed directly to one division were divided among the divisions in line with the articles of association. The auditors audited this report, delivered a written report on their findings and, having no objections to make, gave the report the following unqualified opinion:

“On the basis of our audit and in our professional opinion we confirm that (1) the factual statements in the report are correct, (2) the consideration paid by the company for the transactions mentioned was not inappropriately high.”

The Annual Financial Statements including the divisional financial statements, the Consolidated Financial Statements including the subgroup financial statements, the Combined Management Report for HHLA and the Group, the report on transactions with related parties, the report on the relationship between the A and S divisions and the auditors’ report were distributed to all members of the Supervisory Board as soon as they had been prepared and audited.

The Audit Committee and the Real Estate Committee each carried out a preliminary review of the financial statements and reports at their respective meetings on 17 March 2016. The committees reported on the review to the Supervisory Board in the financial statements meeting on 23 March 2016 and recommended that it approve the financial statements and reports. In the financial statements meeting of the Supervisory Board on 23 March 2016, the Supervisory Board examined in detail the aforementioned financial statements and reports and discussed them thoroughly. The Executive Board explained the individual financial statements and reports of HHLA and the Group, the corresponding divisional financial statements as well as the risk management system. Representatives of the auditors were also present at this meeting; they reported on the main results of their audit and were available to answer questions. They also reported on the auditors’ findings on the accounting processes within the internal accounting control and risk management systems and were available to answer questions in this connection. According to the auditor’s representatives, there were no circumstances demonstrating any bias of the auditor. In addition to the audit of the Annual Financial Statements, the auditors completed a review of the Interim Financial Statements and provided a small number of other audit-related services to the company. The auditors gave comprehensive information to the Supervisory Board regarding the nature and extent of these services.

Having discussed the course and the results of the audit in detail, and after an in-depth review of the auditors’ reports, and on the basis of its own review and evaluation of the Annual Financial Statements including the divisional financial statements, the Consolidated Financial Statements including the subgroup financial statements, the Combined Management Report for HHLA and the Group, the report on transactions with related parties and the report on the relationship between the A and S divisions, the Supervisory Board approved the results of the audit. The Supervisory Board concluded that in the final analysis it had no objections to make and, at the financial statements meeting held on 23 March 2016, approved the Annual Financial Statements, including the divisional financial statements, the Consolidated Financial Statements including the subgroup financial statements and the Combined Management Report as recommended by the Audit Committee and the Real Estate Committee. HHLA’s Annual Financial Statements for the 2015 financial year have therefore been adopted. The Supervisory Board also concluded that following its review it had no objections to make to the Executive Board’s statements on related parties and on the relationship between the A and S divisions.

The Executive Board’s proposal for appropriation of the distributable profit was analysed in detail by the Audit Committee – for the A division – and the Real Estate Committee – for the S division – and discussed with the Executive Board in the committees’ respective meetings on 17 March 2016, particularly with respect to the development in earnings and financial planning as well as shareholders’ interests. Following this discussion and after carrying out their own audits, both committees endorsed the Executive Board’s proposal for appropriation of the distributable profit. At its financial statement meeting on 23 March 2016, the full Supervisory Board concurred, after carrying out its own audit, with the Executive Board’s suggestion to propose to the Annual General Meeting that a dividend of € 0.59 per dividend-entitled Class A share and € 1.75 per dividend-entitled Class S share be distributed from distributable profit for the 2015 financial year.

Personnel Changes

Mr. Michael Pirschel stepped down from the Supervisory Board effective 10 December 2015. The Supervisory Board would like to thank Mr. Pirschel for his good work and dedication. He was succeeded by Mr. Stephan Möller-Horns, who joined the Supervisory Board first effective 11 December 2015. Mr. Möller-Horns had already been elected as the substitute member for Mr. Pirschel by the Annual General Meeting on 14 June 2012. After Mr. Möller-Horns stepped down from the Supervisory Board with effect as of 9 February 2016, the Hamburg Local Court appointed Dr. Rolf Bösinger as a member of the company's Supervisory Board effective until the close of the next Annual General Meeting.

The terms of office of two Executive Board members – Dr. Lappin and Dr. Behn – were extended by five and three years, respectively, in the reporting period. By contrast, at the Supervisory Board's December meeting, the Chairman of the Executive Board announced that he will not be at the company's disposal after his contract expires on 31 December 2016. The Supervisory Board accepted this decision with great regret. In their respective December meetings, the Supervisory Board and the Personnel Committee initiated the steps necessary to find a successor as Chairman of HHLA's Executive Board from 2017.

Hamburg, 23 March 2016
The Supervisory Board

Prof. Dr. Peer Witten
Chairman of the Supervisory Board

Members of the Supervisory Board

Prof. Dr. Peer Witten
Chairman of the Supervisory Board
Former member of the Otto Group Executive Board

Wolfgang Abel
Vice Chairman
Trade union secretary, ver.di Hamburg

Torsten Ballhause
Local manager of the Transport division, ver.di Hamburg

Petra Bödeker-Schoemann
Managing Director of Hamburger Gesellschaft für Vermögens- und Beteiligungsmanagement mbH (HGV)

Dr. Rolf Bösinger (since 18 February 2016)
State Secretary at the Hamburg Ministry for the Economy, Transport and Innovation (since 17 April 2015)

Dr. Bernd Egert
State Secretary at the Hamburg Ministry for the Economy, Transport and Innovation (until 16 March 2015)

Holger Heinzel
Director of Finance and Controlling at HHLA

Dr. Norbert Kloppenburg
Member of the Executive Board of KfW Bankengruppe

Frank Ladwig
Chairman of the Group works council and the works council of HHLA Container Terminal Tollerort GmbH

Stephan Möller-Horns
(11 December 2015 to 9 February 2016)
Departmental head at the Hamburg Ministry for the Economy, Transport and Innovation

Arno Münster
Port technician, Hamburg

Norbert Paulsen
Chairman of the joint works council of Hamburger Hafen und Logistik AG

Michael Pirschel (until 10 December 2015)
Departmental Head at the Hamburg Ministry for the Economy, Transport and Innovation (until 30 November 2015)

Dr. Sibylle Roggencamp
Head of the Office for Asset and Investment Management at the Hamburg Ministry of Finance

▶ *See also Note 49 in the Notes to the Consolidated Financial Statements, Board Members and Mandates, page 146.*

The HHLA Share

Key Figures HHLA Share

in €, Class A Shares, Xetra	2015	2014
Closing price	14.06	17.25
Performance in %	- 18.5	- 3.0
Highest price	21.37	20.30
Lowest price	12.79	16.22
Average daily trading volume	68,040	59,191
Dividend per Class A share[1]	0.59	0.52
Dividend yield as of 31.12. in %	4.2	3.0
Number of listed Class A shares in thousand	70,048.8	70,048.8
Market capitalisation as of 31.12. in € million	984.9	1,208.3
Price-earnings-ratio as of 31.12.	16.7	20.3
Earnings per share	0.84	0.75

1 *Dividend proposal for 2015*

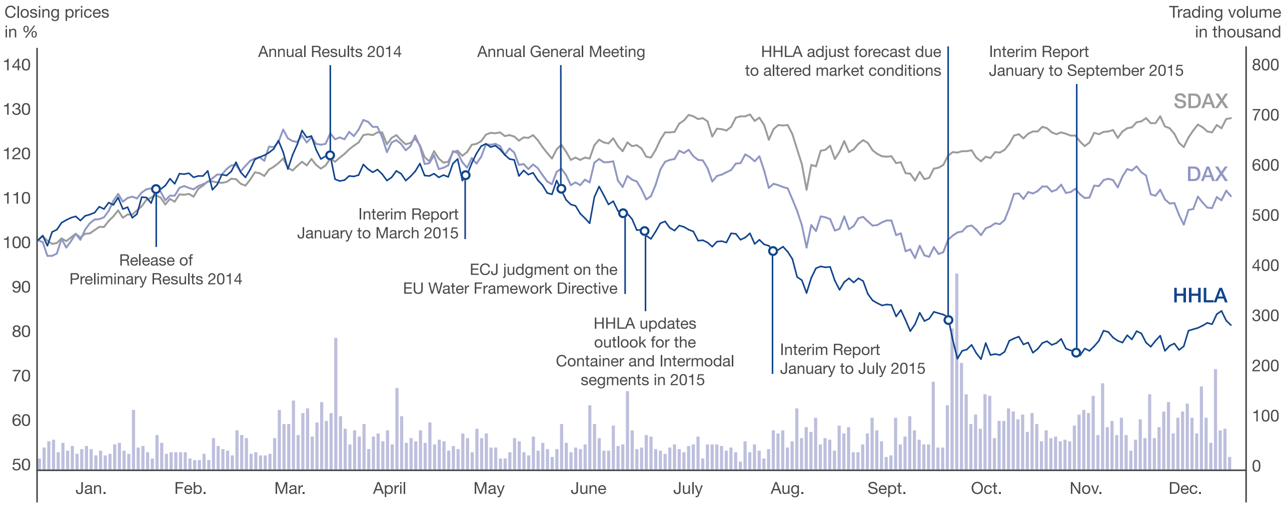
Stock Markets Up in 2015 Despite High Volatility

Despite periods of volatility, the German stock market recorded a clearly positive trend over the course of 2015 and closed with a gain for the fourth year in a row. The upward trend at the beginning of the year was tempered by the ongoing decline in oil prices and uncertainty surrounding future developments in Greece and Ukraine. However, the bond-buying programme (quantitative easing) announced by the European Central Bank (ECB) helped boost the benchmark indices from mid-January. Buoyed by this positive market environment, the DAX recorded strong growth over the first quarter and reached a new all-time-high of 12,375 points on 10 April. Renewed fear of a possible Greek exit from the eurozone depressed the stock markets from mid-April. The capital markets were further unsettled by weak data from the USA and speculation surrounding an impending interest rate turnaround by the Federal Reserve. The ECB's announcement that it would ramp up its bond-buying programme in summer, coupled with the weak euro, brought some relief. The positive start to the second half of the year was cut short by weak economic data from China at the end of July. In mid-August, the Chinese central bank responded to weak export data with an unexpected devaluation of its yuan currency. This triggered major share slides at stock markets around the world. After an initial recovery of the DAX in September, the scandal surrounding Volkswagen's manipulated emissions data led to further markdowns. The DAX recorded a year-low of 9,428 points on 24 September. Aided by a continuation of the highly expansive central bank monetary policy, the DAX recovered in October and once again passed the 11,000-point mark at the end of November. The rebound continued until mid-December, when the trend was broken by a further slump in oil prices. The DAX closed at 10,743 points, up 9.6 % year-on-year. The SDAX significantly outperformed Germany's benchmark index with growth of 26.6 %, closing at 9,099 points on 30 December 2015.

HHLA Share Price Hit by Chinese Slowdown

The HHLA share began the year with encouraging gains. The positive price trend was bolstered by the publication of the preliminary figures for the 2014 financial year, which were slightly above market expectations. In an optimistic market environment, the share exceeded the € 20 mark and rose to its year-high of € 21.37 on 20 March. The outlook for the 2015 financial year published as part of the annual figures for 2014 only partially met market expectations, causing the share to fall below € 19 at the beginning of April. The HHLA share developed largely in line with the markets until the publication of the quarterly results in mid-May. Market participants were positively surprised by the results for the first quarter: although container throughput was down, the operating result (EBIT) was considerably higher than expected, which prompted the share to settle above the € 20 mark. At the end of May, the HHLA

Share Price Development 2015



Source: Datastream

share was no longer able to escape the gloomy market mood and dropped below € 20 in line with the market. The EU's decision to extend sanctions against Russia due to the ongoing conflict with Ukraine was viewed critically by the market and led to significant markdowns in mid-July. At the beginning of the third quarter, the European Court of Justice ruling on the interpretation of the Water Framework Directive in connection with the dredging of the river Elbe once again attracted investor interest. In a declining market environment, however, the news was unable to boost the share's performance. HHLA revised its forecast at segment level for the 2015 financial year on 6 July. As the adjustment did not affect guidance at Group level, it had no impact on the share price which trended sideways between € 17 and € 18 until publication of the half-year figures on 14 August. While the Group result for the first half of the year was encouraging, volumes, revenue and EBIT were well below expectations in some cases and were met with a cautious response on the capital markets. HHLA's share price came under pressure in the second half of August following the devaluation of the Chinese currency. HHLA revised its forecast for the Group in early October as a result of changed market conditions. This led to higher trading volumes and a significant decline in the share price. The share recorded a new all-time-low of € 12.79 on 14 October. Although the share price stabilised at between € 13 and € 14 in November, it came under pressure from continued weak market data, such as disappointing export figures from China. The HHLA share only managed to rise above the € 14 mark again towards the end of December and closed the year at € 14.06, down 18.5 % on the previous year. At the end of the year, the market capitalisation of the listed Port Logistics subgroup amounted to € 984.9 million. HHLA succeeded in raising earnings per share – a figure of great interest to investors and analysts – by 12.8 % to € 0.84 in the 2015 financial year.

Shareholder Base Still Widely Spread

HHLA's shareholder base remained largely stable in 2015. In terms of the listed Class A shares, the Free and Hanseatic City of Hamburg remained the company's largest shareholder with an unchanged stake of 68.4 %. The free float amounted to 31.6 %. According to the voting rights notifications submitted to HHLA as of the end of 2015, the US investor First Eagle Investment Management LLC owned 5.2 % of free floating shares, pushing it above the statutory reporting thresholds. The daily traded shares attributable to retail investors increased by 0.6 percentage points: as of year-end, 8.8 % of share capital was held by private investors (previous year: 8.2 %). By contrast, institutional investors continued to hold the majority of free floating shares, with 22.8 % of all shares (previous year: 23.4 %). Overall, HHLA's share capital remained widely distributed among some 30,000 registered shareholders. In regional terms, the largest free float shareholders were based primarily in Germany, the USA, the UK and other countries, especially in continental Europe.

Basic Data HHLA Class A-Share

Type of shares	No-par-value registered shares
ISIN / SIC	DE000A0S8488 / A0S848
Symbol	HHFA
Stock exchanges	Frankfurt am Main, Hamburg
Segment	Prime Standard
Sector	Transport & Logistics
Index affiliation	SDAX
Ticker symbol Bloomberg / Reuters	HHFA:GR / HHFGn.de

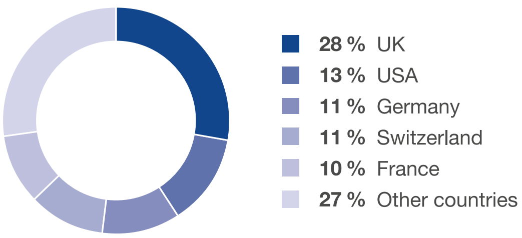
Dialogue with Capital Market Intensified

Rapid reaction times, an ability to provide comprehensive information and an open dialogue with financial analysts and investors were key to HHLA's investor relations activities in 2015, given the volatile market environment. In order to serve the needs of both institutional and private investors, HHLA attended a number of investor conferences in the key financial cities of Frankfurt, London, Paris and New York as well as private investor events in Germany. These initiatives were supplemented by roadshows in further financial centres in Continental Europe. Investors were also invited to a large number of meetings at the company's headquarters in Hamburg. The information on offer and discussion opportunities generated much interest. Furthermore, the Executive Board provided details on business developments during quarterly conference calls.

With its proactive approach to communications, the Investor Relations department maintains a close dialogue with shareholders and potential investors. In addition to informing interested members of the public, the team also responds to issues of particular relevance to investors. In the 2015 financial year, the company's shareholders were particularly interested in how the declining and slowing markets in Russia and China were expected to affect business developments at HHLA, as well as the situation in Ukraine. The formation of new consortia and alliances as well as cost-cutting potential were also discussed at length. The current status of the dredging of the river Elbe remained a major focus of discussions.

Coverage of IR Activities

in 2015 by region



HHLA's communications activities were once again commended by the capital market. HHLA's annual report was awarded first place in the category for SDAX companies by business journal "Bilanz". Financial reporting was further expanded in the financial year under review: in addition to its existing online services such as the IR website and Twitter updates, HHLA has offered its financial reports in full HTML versions since November 2015. The switch from print to online enables all stakeholders to navigate information interactively, search for content in a targeted manner and compile this information as desired.

Majority of Analysts See Potential

At the end of year, 21 analysts covered HHLA's business development and issued research reports and recommendations. This means that the HHLA share has extremely broad coverage for an SDAX company. The vast majority of analysts recommend the HHLA share as a buy or a hold, citing the Intermodal business in particular as well as the growth potential of dredging the navigation channel as value drivers. Analysts with a sell recommendation mainly emphasise the increasingly intense competition among North Range ports, limited cost flexibility and the risks associated with the continued delay in the dredging of the river Elbe.

HHLA places great value on broad and well-informed coverage of its share by financial analysts as this enhances investors' understanding of the company's business model and ensures a comprehensive range of sentiments. HHLA therefore remains in close contact with all financial analysts and constantly strives to expand the number of independent studies conducted.

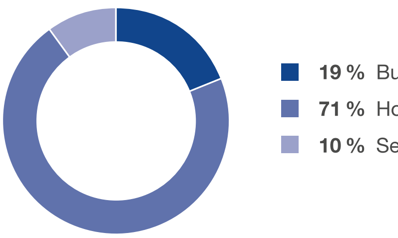
Higher Dividend Proposal

The eighth Annual General Meeting since HHLA's initial public offering in 2007 was held in Hamburg on 11 June 2015. Around 900 shareholders or 83 % of the nominal capital were represented (previous year: 82 %). The resolutions proposed by the Supervisory Board and the Executive Board were all adopted by the shareholders present with large majorities. These included a motion to distribute a dividend of € 0.52 per entitled share of the listed Port Logistics subgroup (Class A share). HHLA distributed dividends totalling € 36.4 million (previous year: € 31.5 million) This corresponded to a payout ratio of 69.7 % of the Port Logistics subgroup's net profit after minority interests for the year. The dividends were paid out to the shareholders on 12 June. Based on its closing price of € 18.76 on 12 June, the HHLA share achieved a dividend yield of 2.8 %, putting it in the top third of the SDAX in a direct comparison.

On the basis of the earnings achieved in 2015, the Executive Board and Supervisory Board will propose a dividend of € 0.59 per Class A share at the Annual General Meeting to be held on 16 June 2016. This corresponds to a total amount of € 41.3 million. In relation to earnings per share, the dividend payout ratio would remain comparatively high. HHLA would therefore continue to pursue its dividend policy of distributing between 50 and 70 % of the Port Logistics subgroup's relevant net profit for the year to its shareholders.

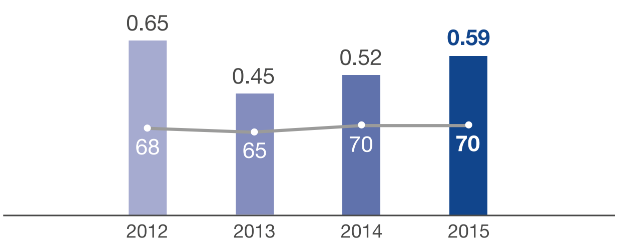
Recommendation by Financial Analysts

as of 31.12.2015



Development of Dividend and Payout Ratio

per listed Class A share in € / payout ratio in %



2015: Dividend Proposal