

Dear shareholders,

In the 2021 financial year, the Supervisory Board dutifully fulfilled the responsibilities entrusted to it by law, the company's articles of association and rules of procedure, and the German Corporate Governance Code (GCGC) with the necessary diligence. We continuously 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 and its risk management process is lawful, proper and appropriate.

Cooperation with the Executive Board

The Supervisory Board was involved in all decisions of major significance for the company. The Executive Board provided us with regular, prompt and comprehensive information on all major developments, especially the situation of the company and the Group, corporate planning, fundamental issues of company policy and strategy, investment plans and personnel. All measures for which the approval of the Supervisory Board or one of its committees was required by law, the articles of association or the Executive Board's rules of procedure were submitted on time. After conducting their own examination and discussions with the Executive Board, the Supervisory Board or Supervisory Board committees approved all such measures. As chairman of the Supervisory Board, I was also regularly in touch with the Executive Board, particularly the chairman of the Executive Board, between meetings and was informed about planning and strategy, the current business situation, significant transactions, the risk position, risk management and compliance.

The work of the Supervisory Board

The Supervisory Board held four routine meetings and two special meetings in the 2021 financial year. At routine meetings, we regularly look at the current revenue, earnings and liquidity trend as well as the current business situation of the company and the individual segments, including the risk position, risk management and compliance. During the 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, as well as significant developments and events. During the reporting period, we also regularly examined the impact of the Covid-19 pandemic on business operations and the Group's results of operations, net assets and financial position. The other focal points of the meetings during the reporting period can be summarised as follows:

The **financial statements meeting** held on **22 March 2021** focused as scheduled on the auditing and approval of HHLA's Annual Financial Statements, including the individual divisional financial statements for the A and S divisions, the Consolidated Financial Statements including the subgroup financial state-

ments, the Combined Management Report of HHLA and the Group, the Supervisory Board report, the reports on transactions with related parties and on the relationship between the A and S divisions and the separate non-financial report, each for the 2020 financial year, as well as the agenda for the 2021 Annual General Meeting, including the Executive Board's proposal on the appropriation of profit and the candidates proposed for the election of the auditor for the 2021 financial year. As in the previous year, we agreed – not least due to the ongoing Covid-19 pandemic – together with the Executive Board, to propose to the Annual General Meeting on 10 June 2021 the option for Class A shareholders to receive their dividend either in cash or as new Class A shares on a pro rata basis (scrip or stock dividends). Representatives of the auditor were present at the meeting. They reported on the main results of their audit and were available to answer questions. We also used this meeting to discuss in detail the non-controlling interests of COSCO SHIPPING Ports Limited in the Tollerort container terminal, or HHLA Container Terminal Tollerort GmbH, and granted approval for this following our in-depth deliberations. Other topics covered in the meeting included the restructuring of the Container segment, an investment project in the Intermodal business, granting a power of attorney and Executive Board matters.

In our second regular meeting on **28 May 2021**, we discussed the upcoming Annual General Meeting and the preparations for the scrip or stock dividends. Other focal points of the meeting included the stake in the Container Terminal Tollerort held by COSCO SHIPPING Ports Limited, the progress of the restructuring in the Container segment, the conclusion of an addendum to the existing lease with the Hamburg Port Authority AöR as lessor, and a stake in the H2Global foundation as part of HHLA's hydrogen initiatives. Finally, in this meeting we also discussed developments in the market situation and their effects on HHLA, particularly the development of freight rates and pandemic-related disruptions and delays in global supply chains.

In the special meeting held on **2 July 2021**, we primarily discussed the implementation and processing of the scrip or stock dividend.

In addition to discussing the latest business developments, the main agenda items of the regular meeting on **31 August 2021** were the status of the stake in the Container Terminal Tollerort held by COSCO SHIPPING Ports Limited, the progress of the restructuring in the Container segment, and the status of discussions about a potential cooperation with the EUROGATE Group and its partners in the German Bight. We also discussed an investment project to expand the METRANS terminal network in Poland.

In this year's strategy meeting on **27 September 2021**, we primarily discussed the Container segment, particularly the competitive situation in the North Range, the situation for the shipping companies and the strategic aspects of a potential cooperation with the EUROGATE Group and its partners in the German Bight.

At our final regular meeting on **13 December 2021**, we routinely dealt with the budget for 2022, the medium-term planning for 2023 to 2026 for the Group and for the two subgroups, the findings of the risk and opportunity inventory, and the declaration of compliance with the GCGC. As a result of new legal requirements, we made minor adjustments to the Supervisory Board's rules of procedure and the requirement profile for the Supervisory Board. As part of our planning activities and upon the recommendation of the Real Estate Committee, we authorised the Executive Board for the Real Estate subgroup to borrow up to € 75 million. In this meeting, we also approved the expansion of the METRANS terminal network in Poland with the acquisition of an intermodal terminal or its operating company. Finally, we discussed Supervisory Board matters and the remuneration report to be issued for the first time in the 2021 financial year according to the latest stipulations of German stock corporation law.

As a general rule, regular meetings are attended by all members of the Supervisory Board and the members of the Executive Board, although the Supervisory Board also meets regularly without the Executive Board, particularly when Executive Board matters or internal Supervisory Board topics are to be discussed. The auditor's reports also give the Supervisory Board or Audit Committee the opportunity to discuss topics with the auditor without the Executive Board being present. The average attendance at the meetings of the Supervisory Board and its committees in the reporting period was approximately 90.3 %. Please see the end of this report for the individual participation ratios.

No conflicts of interest regarding members of the Executive Board or the Supervisory Board arose in the reporting period. Mr. Rieckhof abstained from voting on the approval of the addendum to the lease with the Hamburg Port Authority AöR as a precaution due to his position as State Secretary of the Hamburg Ministry for Economic and Labour Affairs. 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. Following any committee work, the chairs report to the Supervisory Board about the committees' activities. With the exception of the



Prof. Dr. Rüdiger Grube
Chairman of the
Supervisory Board

Nomination Committee, all of the committees include an equal number of shareholder and employee representatives. **Corporate management declaration**

The **Finance Committee** held four meetings during the 2021 financial year. At each regular meeting, the committee deals with the Group's financial performance and its general financial and earnings position. Furthermore, as in the December meeting, it is also concerned with the preliminary review of the budget for the coming year and relevant medium-term planning. In addition, the Finance Committee is responsible for the preliminary review of major financing, investment and participation plans. In addition to the impact of the Covid-19 pandemic on the company's net assets, financial position and results of operations, the areas of focus during the reporting period were the various investment projects, particularly the stake held by the COSCO Group in HHLA Container Terminal Tollerort GmbH and investment projects by the METRANS Group to expand its terminal network.

The **Audit Committee** held five meetings in the reporting period. Its work regularly focuses on monitoring accounting and overseeing the accounting process and the audit. This includes monitoring the audit, the internal control system, the risk management system, the internal audit system and compliance, along with the compliance management system. The committee oversees the selection of the auditor and the auditor's qualifications, efficiency and independent status, the quality of the audit and the admissibility of any additional services provided by the auditor (known as non-audit services). To do this, the Audit Committee has adopted a catalogue of basic approved non-audit services by type and scope. The Audit Committee also decides on the external review of non-financial declarations and reports. Key issues during the reporting period included, as scheduled, the discussion and audit of HHLA's Annual Report, Consolidated Financial Statements and the Combined Management Report for the 2020 financial year, the 2021 six-monthly financial report and the interim reports for the first and third quarters of 2021, the work performed by Internal Audit, the determination of key issues for the audit of the Annual Report and Consolidated Financial Statements for the 2021 financial year, the findings of the 2021 risk and opportunity inventory, the plans for the 2022 audit and the preparation of the declaration of compliance with the GCGC. The Audit Committee also regularly considered the company's liquidity situation during the reporting period with regard to the effects of the Covid-19 pandemic. HHLA's compliance officer also regu-

larly attends the meetings of the Audit Committee, where he speaks about his role and keeps the committee abreast of current developments. Other participants, such as representatives of the auditor or Internal Audit, attend meetings as necessary. The chairperson of the committee is also regularly in touch with the auditor and the chief financial officer between meetings.

The **Real Estate Committee** held two meetings in the reporting period. 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, the Consolidated Financial Statements and the Combined Management Report for the 2020 financial year (March meeting). The committee also dealt with the budget for the 2022 financial year and medium-term planning for 2023 to 2026 (December meeting). In each case, its deliberations related to the Real Estate subgroup (S division). In this context, the Real Estate Committee also recommended that the Supervisory Board approve an authorisation for the Real Estate subgroup to borrow up to € 75 million.

The **Personnel Committee** held two meetings in the reporting period. In addition to preparing for the upcoming staffing decisions – notably, the extension of Mr. Seebold's mandate – the Personnel Committee focused during the reporting period – in line with the legal requirements and recommendations of the GCGC – on the long-term succession planning of the Executive Board and the remuneration system for the Executive Board and Supervisory Board, as well as the remuneration report to be issued for the first time in the 2021 financial year according to the latest stipulations of German stock corporation law.

The **Nomination Committee** convened twice in the 2021 financial year to prepare for the election of new shareholder representatives to the Supervisory Board at the Annual General Meeting in June 2022.

As in previous years, there was no cause for the **Arbitration Committee** to meet during the reporting period.

Corporate governance

The declaration of compliance with the GCGC in accordance with Section 161 of the German Stock Corporation Act (AktG) was prepared together with the Executive Board at the **Audit Committee** meeting on **8 November 2021** and adopted by the Supervisory Board at its **meeting on 13 December 2021**. The current declaration of compliance and further information about corporate governance can be found in the declaration on corporate governance in the Management Report. [Corporate management declaration](#)

The current declaration and the declarations relating to previous years can also be viewed on HHLA's website at www.hhla.de/corporategovernance [↗](#).

Training and professional development

HHLA supports the members of the Supervisory Board upon their appointment and in terms of training and professional development. When taking up a post, candidates are generally trained in the work of the Supervisory Board, its tasks and the rights and obligations of its members. If required, further introductions or training sessions are provided to cover HHLA's business activities or other relevant topics. During the course of its work, the Supervisory Board is kept informed of relevant topics such as new legal requirements or accounting standards. During the reporting period, this primarily affected the new legal requirements resulting from the implementation of the Act

Individual attendance at meetings of the members of the Supervisory Board in 2021

	Supervisory Board	Finance Committee	Audit Committee	Real Estate Committee	Personnel Committee	Nomination Committee	Total
Prof. Dr. Rüdiger Grube	6 / 6	–	–	–	2 / 2	2 / 2	100 %
Berthold Bose	6 / 6	–	–	–	2 / 2	–	100 %
Dr. Norbert Kloppenburg	5 / 6	4 / 4	5 / 5	–	–	–	93 %
Thomas Lütje	4 / 6	–	–	1 / 2	–	–	63 %
Thomas Mendrzik	6 / 6	2 / 4	4 / 5	1 / 2	2 / 2	–	79 %
Dr. Isabella Niklas	6 / 6	–	5 / 5	2 / 2	–	–	100 %
Norbert Paulsen	5 / 6	4 / 4	5 / 5	2 / 2	2 / 2	–	95 %
Sonja Petersen	5 / 6	3 / 4	4 / 5	–	–	–	80 %
Andreas Rieckhof	6 / 6	–	–	–	2 / 2	2 / 2	100 %
Dr. Sibylle Roggencamp	6 / 6	4 / 4	–	2 / 2	2 / 2	2 / 2	100 %
Prof. Dr. Burkhard Schwenker	6 / 6	4 / 4	3 / 5	1 / 2	–	–	82 %
Maya Schwiegershausen-Güth	6 / 6	–	–	–	–	–	100 %

to Strengthen the Integrity of Financial Markets (FISG) and the German law to supplement and amend legislation on the equal participation of men and women in executive positions in the public and private sectors (known as the FÜPOG II Act).

Audit of financial statements

In line with the Audit Committee's recommendation and the Supervisory Board's nomination, the Annual General Meeting on 10 June 2021 elected PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Hamburg (PwC), to conduct the audit of the Annual and Consolidated Financial Statements for the 2021 financial year. In line with the legal requirements and the recommendations of the GCGC – especially those relating to the auditor's independence – the Audit Committee then assigned the audit and defined its focus areas. The auditor carried out an audit of HHLA's Annual Financial Statements for the 2021 financial year 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 for the 2021 financial year including the subgroup financial statements for the A and S divisions in accordance with the International Financial Reporting Standards (IFRS) that apply in the European Union and the additional requirements of German commercial law pursuant to Section 315e HGB, and the Combined Management Report for HHLA and the Group for the 2021 financial year. The auditor issued an unqualified opinion with respect to each of the foregoing. The auditor also audited the report prepared by the Executive Board of HHLA on company transactions with related parties for the 2021 financial year in line with Section 312 AktG, delivered a written report on the audit 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 in the report 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."

The auditor also audited the report prepared by the Executive Board in line with Article 4 (5) of the articles of association applied analogously to Section 312 AktG on the relationship between the A and the S divisions for the 2021 financial year, delivered a written report on the audit 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 in the report was not inappropriately high."

Also, as in previous years, the auditor reviewed the combined separate non-financial report in line with Section 289b et seqq. and Section 315b et seq. HGB to achieve a limited degree of certainty, reported the review findings and issued an unqualified opinion. Finally, the auditor also subjected the remuneration report to be issued for the first time in the 2021 financial year according to the latest stipulations of German stock corporation law to a material audit going beyond the requirements of Section 162 (3) AktG, reported the review findings and issued an unqualified opinion.

Each of the above-mentioned financial statements and reports along with the corresponding audit reports was made available to all members of the Supervisory Board as soon as it had been produced and checked. The documents were subsequently discussed in detail at the meetings of the Audit and Real Estate Committees on 18 March 2022 and at the Supervisory Board's financial statements meeting held on 22 March 2022. Representatives of the auditor took part in the meetings, where they reported on the scope, focal points and key findings of the audit and were available to answer questions. They paid particular attention to the key audit matters described in the certificate along with the audit procedures used and the conclusions regarding the accounting-related internal control and risk management system. Finally, they also reported on the nature and extent of the other services provided by the auditor.

As part of the preliminary review, the Audit and Real Estate Committees closely examined the course of the audit, the auditor's reports and the findings. Once they had completed their examination, they recommended that the Supervisory Board as a whole approve the financial statements and reports. Following a detailed plenary examination of the auditor's reports and findings and the findings of the committees' preliminary review, and based on our own review, we approved the findings of the audit. Following our review, we had no objections to make to the Annual Financial Statements including the divisional financial statements, the Consolidated Financial Statements including the subgroup financial statements, and the Combined Management Report for the 2021 financial year. Accordingly, we approved the Annual Financial Statements, the Consolidated Financial Statements and the Combined Management Report at our **meeting on 22 March 2022**. HHLA's Annual Financial Statements for the 2021 financial year have therefore been adopted. Following our review, we also had no objections to make to the Executive Board's statements on related parties and on the relationship between the A and S divisions or to the combined separate non-financial report.

The Executive Board's proposal for appropriation of the distributable profit was analysed in detail and discussed with the Executive Board at the meetings of the Audit Committee – for the A division – and the Real Estate Committee – for the S division – on 18 March 2022 and at the Supervisory Board's meet-

ing on 22 March 2022. Following our own review, which paid particularly close attention to earning trends, financial planning and shareholders' interests, both we and the Executive Board will propose to the Annual General Meeting that a dividend of € 0.75 per dividend-entitled Class A share and € 2.10 per dividend-entitled Class S share be distributed from distributable profit for the 2021 financial year.

Personnel changes

During the reporting period, the Executive Board extended Mr. Seebold's term of office by five years. Furthermore, Dr Lappin informed us that he will resign from the Executive Board on 31 January 2023. The Supervisory Board then initiated the necessary steps for a replacement. There were no personnel changes in the Supervisory Board during the reporting period. **Corporate management declaration**

Finally, on behalf of the Supervisory Board, I would like to take this opportunity to thank the members of the Executive Board and our employees for their hard work in the highly challenging 2021 financial year, and our shareholders and business partners for the trust they have placed in us.

Hamburg, Germany, 22 March 2022

The Supervisory Board



Prof. Dr. Rüdiger Grube
Chairman of the Supervisory Board

Members of the Supervisory Board

Prof. Dr. Rüdiger Grube Chairman of the Supervisory Board

Managing Partner of Rüdiger Grube International Business Leadership GmbH

Berthold Bose

Vice Chairman

Head of ver.di Hamburg

Dr. Norbert Kloppenburg

International investments and financing consultant

Thomas Lütje

Director of Sales at HHLA

Thomas Mendrzik

Technical employee at HHLA Container Terminal Altenwerder GmbH

Dr. Isabella Niklas

Management spokeswoman for HGV Hamburger Gesellschaft für Vermögens- und Beteiligungsmanagement mbH

Norbert Paulsen

Chairman of the joint works council and the HHLA Group works council

Sonja Petersen

Clerical employee at CTB

Andreas Rieckhof

State Secretary of the Hamburg Ministry for Economic and Labour Affairs

Dr. Sibylle Roggencamp

Head of the Office for Asset and Investment Management at the Hamburg Ministry of Finance

Prof. Dr. Burkhard Schwenker

Chairman of the Advisory Council of Roland Berger GmbH

Maya Schwiegershausen-Güth

Trade union secretary, ver.di

For current and past members during the reporting period, as well as committee members, please also refer to the **Declaration on corporate governance**.