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## **DECLARATION OF SUBSCRIPTION AND ASSIGNMENT**

Hamburger Hafen und Logistik Aktiengesellschaft – Rights Issue Capital Increase 2020  
(Scrip Dividend)

- CONVENIENCE TRANSLATION – only the German language document is legally binding -

To  
[Depository Bank]  
("My Depository Bank")

[Date] 2020

Dear Ladies and Gentlemen,

Reference is made to the subscription offer of Hamburger Hafen und Logistik Aktiengesellschaft ("**HHLA**" or the "**Company**"), which was published on August 21, 2020 in the German Federal Gazette (*Bundesanzeiger*) and on the website of HHLA ([www.HHLA.de/scripdividend](http://www.HHLA.de/scripdividend)) (the "**Subscription Offer**"). Each existing A-share carries one subscription right and one dividend right. The subscription right is inseparably linked with a partial amount of the respective dividend right in the amount of EUR 0.49 per existing A-share (each a "**Proportionate Dividend Entitlement**" and together the "**Proportionate Dividend Entitlements**").

### **1. Exercise of subscription rights**

Based on the terms of the Subscription Offer and proceeding from the prospectus exemption document according to article 1 para. 4 lit. h), para. 5 subpara. 1 lit. g) of the Regulation (EU) 2017/1129 of the European Parliament and of the Council provided on the Company's website ("**Prospectus Exemption Document**") I,

Name: \_\_\_\_\_,

Address: \_\_\_\_\_,

hereby declare unconditionally and irrevocably that – instead of receiving the dividend of EUR 0.70 per A-share exclusively in cash – I opt to receive a partial cash payment of EUR 0.21 per A-share less capital gains tax withheld (plus solidarity surcharge and, if applicable, church tax) as well as delivery of new A-shares, and for this purpose I exercise a number of \_\_\_\_\_ subscription right(s) for new A-shares of the Company ("**My Exercised Subscription Rights**") and thus assign this number of proportionate dividend entitlements ("**My Proportionate Dividend Entitlements**") to COMMERZBANK Aktiengesellschaft, Frankfurt ("**Commerzbank**") for the purpose of subscription of new A-shares of the Company. These subscription rights are deposited at My Depository Bank in my securities account no. \_\_\_\_\_ [to be filled in by the Depository Bank].

This declaration shall become effective with the timely transfer posting of My Proportionate Dividend Entitlements from ISIN DE000A289VH0 / WKN A28 9VH into ISIN DE000A289VS7 / WKN A28 9VS. For Commerzbank and HHLA, only such subscription rights shall be deemed exercised for which the relevant Proportionate Dividend Entitlements were timely posted into ISIN DE000A289VS7 / WKN A28 9VS.

## **2. Instruction and authorisation of Commerzbank**

I hereby assign and authorise Commerzbank unconditionally and irrevocably on a trustee basis in its own name but for my account, to assign My Proportionate Dividend Entitlements, which have been assigned to Commerzbank in accordance with the following Section 3, as a contribution in kind to HHLA, to subscribe for the number of new A-shares attributable to My Exercised Subscription Rights in accordance with the subscription ratio (the "**New A-Shares Subscribed**"), and, following the subscription and registration of the rights issue capital increase with the commercial register, to transfer the New A-Shares Subscribed to a Clearstream account for the benefit of my securities account. To the extent that My Proportionate Dividend Entitlements do not allow for the subscription of a full number of A-shares, I hereby authorise Commerzbank and agree that Commerzbank transfers back by means of transfer posting with the help of the depository banks, following the subscription of the maximum full number of A-shares attributable to My Proportionate Dividend Entitlements, any whole or partial residual Proportionate Dividend Entitlements to my securities account and arranges for a dividend cash payment in the corresponding amount to be booked to the cash account at My Depository Bank against booking out of the respective rights. This payment is expected to take place on September 15, 2020, whereby an amount in Euro with more than two decimal places after the decimal point shall be rounded down to the nearest whole cent amount.

### **3. Assignment of My Proportionate Dividend Entitlements**

At the same time, I hereby unconditionally and irrevocably assign My Proportionate Dividend Entitlements to Commerzbank.

I hereby declare that I am the owner of My Proportionate Dividend Entitlements and that these are free of third party rights (except for any possible statutory or otherwise non-individual contractual right of My Depository Bank to pledge the depository account, e.g., from the general terms and conditions), and that I have unrestricted power to dispose of them and have not committed myself vis-à-vis any third party to dispose of them in any other manner.

Commerzbank accepts this assignment as well as the assignments and authorisations in accordance with Section 2 by subscribing for the New A-Shares Subscribed. I hereby waive the receipt of acceptance by Commerzbank.

I hereby instruct My Depository Bank to immediately arrange for the transfer posting of My Proportionate Dividend Entitlements into ISIN DE000A289VS7 / WKN A28 9VS but to leave them in the depository account. Furthermore, I instruct My Depository Bank to procure that Clearstream is instructed and authorised to transmit the number of Proportionate Dividend Entitlements transferred into ISIN DE000A289VS7 / WKN A28 9VS to Commerzbank on each trading day.

Furthermore, I hereby instruct My Depository Bank to transfer my declaration on the exercise of subscription rights pursuant to Section 1, on the assignment and authorisation pursuant to Section 2, and on the assignment of My Proportionate Dividend Entitlements pursuant to Section 3 by sending a collective subscription declaration to Commerzbank.

I agree that Commerzbank is not obligated to subscribe new A-shares as long as the contributed Proportionate Dividend Entitlements were not transferred to Commerzbank according to the Subscription Offer and not be held in a separate account at Clearstream for Commerzbank or booked into an account of Clearstream for the benefit of Commerzbank. I authorize My Depository Bank to arrange the respective transfer.

I declare further that

- a) I will not otherwise dispose of My Proportionate Dividend Entitlements until the completion of the settlement of the Subscription Offer;
- b) My Depository Bank has informed me of the timing and other arrangements for the submission of my Declaration of Subscription and Assignment, in particular the requirements to ensure its timely receipt by My Depository Bank and Commerzbank;

- c) I have made my subscription and assignment decision based on the Subscription Offer, the Prospectus Exemption Document, and the information publicly available about HHLA and the A-shares of HHLA and I am aware that a prospectus within the meaning of the Regulation (EU) 2017/1129 or any similar foreign regulations will not be published in connection with the issuance and listing of the new shares;
- d) at the time of the submission of this Declaration of Subscription and Assignment I am not located in the United States of America, Canada, Australia or Japan or in any jurisdiction under which subscription of new A-shares is subject to restrictions or would not be permissible or I and any person acting in my name or on my behalf reasonably believes that at the time of the submission of this Declaration of Subscription and Assignment the subscriber of the new A-shares is not located in the United States of America, Canada, Australia or Japan or in any jurisdiction under which subscription of new A-shares is subject to restrictions or would not be permissible;
- e) I am aware and acknowledge that neither the subscription rights nor the new A-shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") or with the securities regulators of individual states or other territories of the United States of America and may at no time, be directly or indirectly offered, sold, exercised, pledged or otherwise transferred to the or within the United States of America except on the basis of an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act provided that there is no breach of applicable securities legislation in the individual states of the United States of America; and
- f) I am aware that the prevailing German-language declaration is only effective if the text remains unchanged, the appropriate fields are duly completed, and the declaration carries a legally-binding signature.

Convenience translation only, please sign the prevailing German version.