

**Declaration of Conformity by the Executive Board and the Supervisory Board of
HAPAG-LLOYD AKTIENGESELLSCHAFT
regarding the recommendations of the
German Corporate Governance Code Commission
in accordance with Sec. 161 of the German Stock Corporation Act (AktG)**

The Executive Board and the Supervisory Board of Hapag-Lloyd Aktiengesellschaft hereby declare that the Company has, since its last declaration of conformity of 27 September 2017 complied with the recommendations of the German Corporate Governance Code Commission in the version of 7 February 2017 published in the official section of the Federal Gazette (*Bundesanzeiger*) on 24 April 2017 with the following exception:

No. 5.3.2 sentence 5 of the German Corporate Governance Code in the version of 7 February 2017 (published on 24 April 2017 and published in its corrected version on 19 May 2017, GCGC) provides, inter alia, the recommendation that the chairman of the Audit and Financial Committee shall be independent. Currently, Oscar Hasbún Martínez is the chairman of the Audit and Financial Committee. Mr. Hasbún Martínez is at the same time CEO of a direct main shareholder of Hapag-Lloyd AG. Therefore, within the meaning of no. 5.3.2 sentence 5 GCGC, Mr. Hasbún Martínez lacks the required independence. To the conviction of the Supervisory Board, the exercise of the office as chairman of the Audit and Financial Committee by Mr. Hasbún Martínez is in the best interest of the Company and its entire shareholders, since Mr. Hasbún Martínez is perfectly suited as chairman of the Audit and Financial Committee. It is not doubtful that he in fact serves independently.

In the case of any inconsistency, the German version of this resolution prevails over the English one.

Hamburg, 10 July 2018
Executive Board and Supervisory Board
Hapag-Lloyd Aktiengesellschaft