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Ad-hoc-notification according to Art. 17 MAR



Hamburg, 28 September 2017

Hapag-Lloyd resolves capital increase with subscription rights

- In the course of a capital increase with subscription rights 11,717,353 new shares will be offered at a subscription price of 30.00 EUR and at a subscription ratio of 14:1
- The Company expects gross issue proceeds of approximately 352 million EUR (approximately 414 million USD) of which the Company currently intends to use approximately 170 million EUR (approximately 200 million USD) to repay indebtedness and the remainder for general corporate purposes, including the repayment of additional indebtedness
- The major shareholders CSAV Germany Container Holding GmbH, Kühne Maritime GmbH, Qatar Holding Germany GmbH and The Public Investment Fund of the Kingdom of Saudi Arabia have undertaken, to exercise their subscription rights and to purchase any new shares that are not subscribed for in the subscription offer at the subscription price

Today, the management board of Hapag-Lloyd Aktiengesellschaft with approval of the supervisory board dated 27 September 2017 resolved on a share capital increase against contribution in cash with subscription rights for existing shareholders of the Company. By partially utilizing the existing authorized capital, the Company's share capital will be increased from EUR 164,042,940.00 by EUR 11,717,353.00 to EUR 175,760,293.00 against cash contributions by issuing 11,717,353 ordinary registered shares with no-par value, each representing a notional value of EUR 1.00 in the Company's share capital (the "New Shares"). The New Shares will carry full dividend rights as of 1 January 2017.

The New Shares will be offered to existing shareholders by way of indirect subscription at a subscription ratio of 14:1 and at a subscription price of EUR 30.00 per New Share. Thus, 14 existing shares entitle shareholders of Hapag-Lloyd Aktiengesellschaft to subscribe for one New Share. The major shareholders CSAV Germany Container Holding GmbH, Kühne Maritime GmbH, Qatar Holding Germany GmbH and The Public Investment Fund of the Kingdom of Saudi Arabia have undertaken, to exercise their subscription rights and to purchase any New Shares that are not subscribed for in the subscription offer at the subscription price.

The Company expects to receive gross proceeds from the capital increase of approximately 352 million EUR (approximately 414 million USD). The Company currently intends to use approximately 170 million EUR (approximately 200 million USD) of the net proceeds to repay indebtedness and the remainder for general corporate purposes, including the repayment of additional indebtedness.

Subject to the approval of the prospectus by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) (*BaFin*) and the publication of the approved prospectus, which is currently expected for today, the subscription offer is intended to be published in the German Federal Gazette (*Bundesanzeiger*) on 29 September 2017. The subscription period during which the Company's shareholders may exercise their subscription rights is expected to begin on 2 October 2017 and is expected to end on 16 October 2017. The banks have agreed to subscribe to and underwrite the New Shares at the subscription price and to offer the New Shares to existing shareholders in accordance with the conditions of the subscription offer. Any New Shares not subscribed for by the end of the subscription period will be purchased by the major shareholders CSAV Germany Container Holding GmbH, Kühne Maritime GmbH, Qatar Holding Germany GmbH and The Public Investment Fund of the Kingdom of Saudi Arabia.

The Company's existing listed shares are expected to be quoted as ex-subscription rights (*ex Bezugsrecht*) as of 2 October 2017. The registration of the capital increase in the commercial register of the local court (*Amtsgericht*) of Hamburg is expected to occur on or around 17 October 2017.

The subscription rights for the New Shares (except the subscription rights that fall upon the 3,182,455 shares of the Company that are currently not admitted to trading on a regulated market (the "Unlisted Existing Shares")) are expected to be traded in XETRA and in Specialist trading on the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange during the period from 2 October 2017 up to and including 11 October 2017. No consideration will be given for any subscription rights not exercised.

The admission of the New Shares (except the New Shares, if any, that are acquired or subscribed for by the current shareholders of the Unlisted Existing Shares) to trading on the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange, and sub-segment thereof with additional post-admission obligations (Prime Standard), and to the regulated market segment (*regulierter Markt*) of the Hamburg Stock Exchange (*Hamburg Wertpapierbörse*) is expected to occur on or around 18 October 2017. Commencement of trading is expected to occur on or around 20 October 2017. It is intended that such New Shares will be included in the existing listing quotations of the Company's shares. Settlement of such New Shares is planned to occur on 20 October 2017.

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This announcement does not constitute an offer of securities for sale or a solicitation of an offer to purchase or subscribe securities of Hapag-Lloyd Aktiengesellschaft in the United States, Germany or any other jurisdiction. The offer will be made solely by means of, and on the basis of, a securities prospectus which is to be published.

This announcement does not constitute a securities prospectus. Potential investors should make their investment decision regarding the securities mentioned in this announcement solely on the basis of the securities prospectus which the Company is preparing in connection with the offering of these securities and which the Company will publish upon approval by the Bundesanstalt für Finanzdienstleistungsaufsicht (*BaFin*). The securities prospectus will be available free of charge from Hapag-Lloyd Aktiengesellschaft, Ballindamm 25, 20095 Hamburg, Germany, or on the website of Hapag-Lloyd Aktiengesellschaft www.Hapag-Lloyd.com (Section „Investor Relations“) presumably as of 28 September 2017.

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