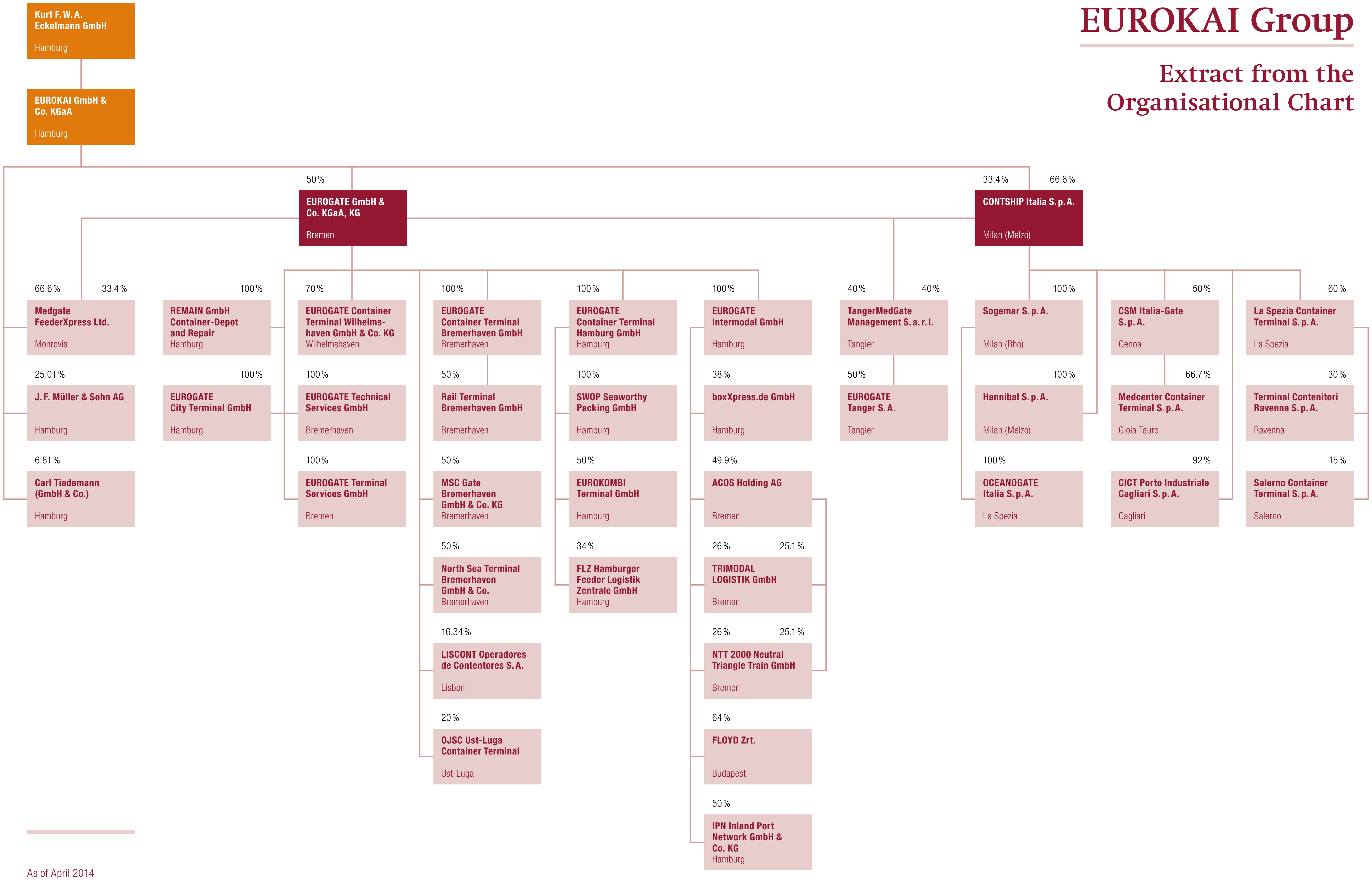
EUROKAI

ANNUAL REPORT 2013

Abbreviated Version

EUROKAI Group

Extract from the Organisational Chart



As of April 2014

Balance Sheet Figures and Corporate Data

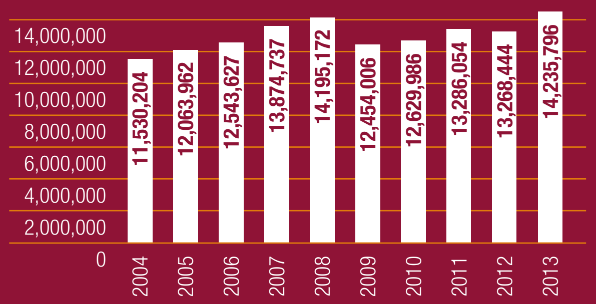
Figures in accordance with IFRS

	2013	2012
	EUR '000	EUR '000
REVENUE	631,030	603,898
NET PROFIT FOR THE YEAR	61,033	28,892
TOTAL ASSETS	1,026,521	1,062,065*
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS	497,994	464,387*
EQUITY RATIO	49 %	44 %
INVESTMENT IN PPE AND INTANGIBLE ASSETS	36,683	96,746
DEPRECIATION, AMORTISATION AND WRITE-DOWNS	67,000	66,133
CASH FLOW FROM CONTINUING OPERATIONS	118,402	58,303
PERSONNEL EXPENSES	307,368	293,181
EMPLOYEES	4,240	4,212
EARNINGS PER SHARE IN EUR (UNDER IAS 33)	2.96	1.25

* Prior-year figures adjusted to reflect subsequent application of IAS 19 (2011).

DEVELOPMENT OF EUROKAI CONTAINER HANDLING

TEUs



Since 2010 excluding Livorno.

CHART DEVELOPMENT OF EUROKAI PREFERENCE SHARES

EUR

Contents

Foreword by the Chairman of the Management Board

A dock worker watches a container vessel being handled at the EUROGATE Container Terminal Hamburg. He is standing on the barge that transported the components for EUROGATE's own wind turbine in "Waltershof Harbour".

THOMAS H. ECKELMANN
Chairman of the Management Board

To all our shareholders,

The business performance of the EUROKAI Group in 2013 was very gratifying. Handling volumes at our container terminals once again exceeded the peak value of 14 million TEUs for the first time since 2008, the year that marked the outbreak of the global financial and economic crisis. This is a record number of containers ever handled within the EUROKAI Group. The positive year-end result shows that our cautious, risk-averse corporate strategy and the focus on a number of business locations have paid off. They make us less dependent than other companies on regional economic developments or infrastructure challenges. However, although container volumes and tonnages are up, the industry environment is still characterised by uncertainties. While new shipping line alliances present opportunities, they also increase risks.

Consolidated revenue in fiscal 2013 was 4 % higher than the previous year's level at EUR 631 million (previous year: EUR 604 million). Group profit for the year more than doubled to EUR 61.0 million (previous year: EUR 28.9 million) due in particular to a substantial increase in earnings of the CONTSHIP Italia Group as well as a similarly substantial rise in net income on investments from associates.

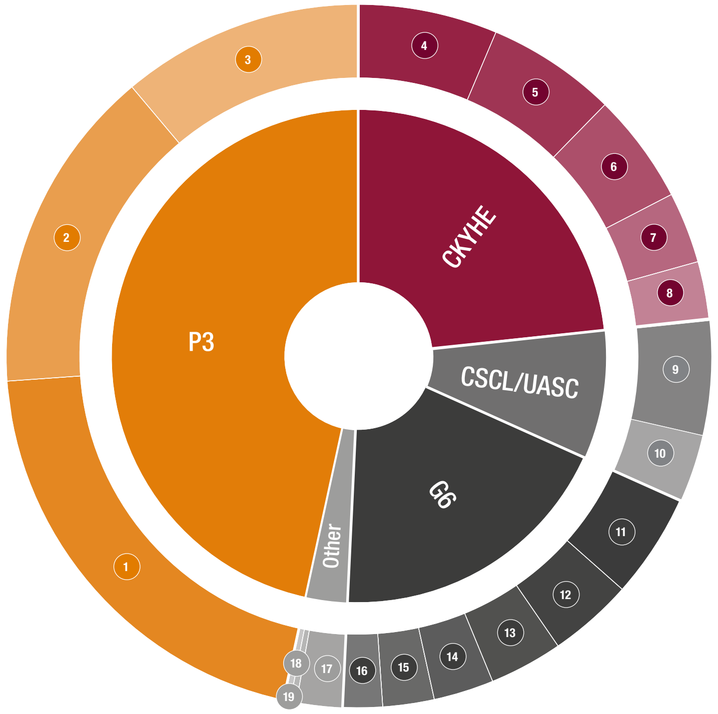
Based on the above, earnings per share (under IAS 33) also improved significantly over the previous year to EUR 2.96 (previous year: EUR 1.25).

The year-end result in the single-entity financial statements of EUROKAI GmbH & Co. KGaA increased to EUR 46.6 million (previous year: EUR 45.0 million).

Against this background as well as the sound balance sheet structure with high net retained profits and a continued high Group equity ratio of over 48 % the Supervisory Board and Management Board of the Personally Liable General Partner propose that for fiscal 2013 the General Meeting approves a dividend distribution of 150 % (previous year: 100 %) on ordinary and preference shares. This is equivalent to a 50 % higher dividend distribution compared to the previous year of EUR 1.50 per ordinary and preference share.

The market price of EUROKAI preference shares continued to hold up well in a difficult economic market environment. While the price at year's end 2012 was at EUR 21.00, it has in the meantime increased by around 24 % and is currently trading at EUR 26.00.

Capacity share by carrier/alliance for
Far East-Europe routes (as of February 2014)



P3		**47.0 %**
1	Mærsk	20.5 %
2	MSC	15.0 %
3	CMA CGM	11.1 %
CKYHE		**23.0 %**
4	Evergreen	6.3 %
5	COSCO	6.0 %
6	Hanjin Shipping	5.0 %
7	Yang Ming	3.3 %
8	K Line	2.7 %
CSCL/UASC		**8.4 %**
9	CSCL	5.4 %
10	UASC	3.0 %
G6		**19.0 %**
11	Hapag-Lloyd	4.8 %
12	APL	3.9 %
13	NYK	3.4 %
14	OOCL	2.8 %
15	MOL	2.3 %
16	HMM	1.9 %
Other		**2.6 %**
17	Zim	2.2 %
18	PIL	0.2 %
19	Wan Hai	0.2 %

Source: Alphaliner Weekly Newsletter, issue 08, 2014.

MAJOR ALLIANCES PRESENT OPPORTUNITIES AND RISKS

The general economic trend in 2013 showed an improvement over the previous year. In its Global Economic Prospects report in January 2014, the World Bank speaks of a 3.1 % rise in the volume of world trade. For 2014, the World Bank is even predicting growth as high as 4.6 %. Global economic momentum has picked up again. This trend can also be seen in sea freight handling. The German Federal Ministry of Transport is expecting the current financial period to record the first appreciable rise since 2011[1], above all as a result of the accelerated growth rate of German export trade.

Despite the positive signals coming from the wider economic environment, the fierce competition and trend towards consolidation in the container industry is continuing. The shipping lines are forming even larger consortiums. The major Far East-Europe routes will in future for the most part be dominated by four large alliances or cooperations: P3 (Mærsk Line, MSC and CMA CGM), G6 (Hapag Lloyd, APL, NYK, OOCL, MOL, Hyundai MM) and CKYHE (COSCO, K Line, Yang Ming, Hanjin Shipping and Evergreen). Added to these are UASC and China Shipping, which cooperate on the Far East–Europe routes. The three big alliances will between them control 89 % of Far East–Europe container transports.[2]

VESSELS CONTINUE TO INCREASE IN SIZE

As a service provider to these consortiums, this situation presents both opportunities and risks for EUROKAI, although in our view the opportunities outweigh the risks. Risks lie in the question of how the alliances organise their purchasing policy and what demands they make on terminals and hinterland container transport. These risks are, on the other hand, offset by opportunities. In times of consolidation there is a demand for large-scale and efficient transhipment facilities. Large alliances need strong partners, above all because they are continuing to call at our seaports with ever bigger container vessels. This was the case on 18 August 2013, when the Mærsk McKinney Møller docked at the NTB North Sea Terminal Bremerhaven on her maiden voyage. The Mærsk McKinney Møller is currently the world's largest container ship with a transport capacity of 18,270 TEUs. NTB handled the container giant with no problem at all. According to the industry newsletter Alphaliner Weekly, as many as 39 mega ocean carriers of the new generation of ships with transport capacities of between 17,800 TEUs and 19,000 TEUs are scheduled to go into service by 2015.[3] Apart from Mærsk Line, China Shipping and UASC have also ordered container ships of this size. The trend towards ever larger vessels is continuing. At EUROKAI these mega ocean carriers are more than welcome.

Mega ocean carriers present terminal operators with major challenges, which we are well-equipped to meet. Apart from the appropriate powerful large-scale facilities in which our container terminals invested years ago, handling ships of this size also necessitates (a) plenty of stowage to cope with the volumes of containers to be loaded and discharged and permit productive management of the storage spaces; (b) convenient terminal access with good, congestion-free traffic links; (c) adequate hinterland connections for speedy transport of containers to and from the terminal and (d) a nautically optimum port approach to enable ultra-large vessels to navigate safely at all times. We can offer all this within the EUROKAI Group.

SOUTHERN EUROPEAN TERMINALS ARE GROWING FASTER THAN THE MARKET

The trend towards mega hub ports can clearly be seen in the Mediterranean region. Some southern European EUROKAI terminals grew faster than the market in 2013. For the first time in its history, EUROGATE Tanger reached the 1-million-TEU threshold and thus overcame the slump experienced in 2012. Shipping lines are presently relying increasingly on transhipment as opposed to direct scheduled routes. This benefited the container terminals in the CONTSHIP Italia Group. MCT Medcenter Container Terminal in Gioia Tauro increased its handling volumes by an impressive 12.8 %, and CICT Cagliari International Container Terminal by 11.8 %. LSCT La Spezia Container Terminal profited from the economy of the surrounding regions. Whereas weak domestic demand within Italy in the aftermath of the economic crisis caused imports to stagnate, overseas exports were up thanks to North Italy's stable industry. Overall the CONTSHIP Italia terminals handled 11.2 % more TEUs than in the previous year.

The German terminals in the EUROGATE Group by contrast fell slightly behind the previous year's volumes by 1.2 %. While the southern European terminals are benefiting from the trend towards transhipment, the situation on the North Sea is mixed. Additional terminal capacities are driving up competition. A positive volume of traffic was recorded by the EUROGATE Container Terminal Hamburg. The terminal is back on track for growth and increased its handling volume by 7.9 %. Since mid-2013, the feeder and short sea operator Unifeeder A/S has consolidated its short sea transport operations in the port of Hamburg exclusively through the EUROGATE Container Terminal Hamburg. A decisive factor in this decision was the terminal's convenient location: the EUROKOMBI intermodal rail station is located directly adjacent to the container terminal and guarantees short distances between ship and rail transport. Unifeeder was also impressed by the flexibility and quality of EUROGATE's handling competence, which of course makes us proud.

HAMBURG IS THE PORT OF CALL OF CHOICE FOR INTERNATIONAL SHIPPING LINES

Hamburg continues to be a port of call of choice for international shipping lines. However, the postponed adjustments to the River Elbe navigation channel and the infrastructure projects to improve the road network are increasingly becoming a problem for the location. Port calls are becoming less reliable to plan. Export containers are left on the quayside because at low tide container vessels have to reduce their draught to enable them to put to sea. Unforeseen events such as adverse weather or traffic accidents quickly bring the port to a standstill. Here, urgent action on the part of the political powers that be is needed.

The container terminals in Bremerhaven recorded an overall decline in handling volume of 4.7 %. The liner services strategies pursued in 2012 impacted on the 2013 business year. In addition to its core business in container handling, Bremerhaven provides handling and storage for heavy-duty components for constructing on- and offshore wind turbines. As the base port for the offshore industry, EUROGATE Container Terminal Bremerhaven not only has sufficient space and large-scale facilities available, it can also boast suitable access routes by road, rail and water. We have qualified specialists who successfully manage project business not only in Bremerhaven, but also in Wilhelmshaven. In Wilhelmshaven, EUROGATE has jointly with BLG and AREVA Wind developed a logistics concept for handling, storage and assembly of AREVA Wind rotor stars for the Global Tech I offshore wind park. Global Tech I lies approx. 110 kilometres off Germany's North Sea coast.

[1] Source: THB – Deutsche Schifffahrtszeitung, 12 March 2014.

[2] Source: Alphaliner Weekly Newsletter, issue 04, 2014.

[3] Source: Alphaliner Weekly Newsletter, issue 05, 2014.

A royal visitor at the EUROGATE Container Terminal Wilhelmshaven: the world's largest container ship Majestic Mærsk (triple-E class) with a transport capacity of 18,270 TEUs docked at Germany's only deep-water terminal in October 2013. Behind her is the 15,550-TEU ship Eugen Mærsk (E class).

WILHELMSHAVEN IS IMPORTANT FOR GERMANY AS A MARITIME LOCATION

The development of the EUROGATE Container Terminal Wilhelmshaven, which went into operation in September 2012, fell considerably short of expectations. Germany's only deep-water port is taking longer than originally expected to position itself in the market. However, the consequences resulting from the formation of large shipping line alliances, the trend towards ever larger vessels and the infrastructure challenges will lead to increased handling volumes in Wilhelmshaven. The P3 alliance, for example, has announced that it intends to route two container line services via the port from the middle of this year, subject to the outstanding approval of the responsible antitrust authorities. We need to be patient. The trend in container vessel sizes alone means that it is only a matter of time before the container terminal gathers momentum. For Germany as a maritime location this port is important because we need to be able to offer shipping lines an efficient handling facility for their mega ocean carriers. Otherwise traffic will be handled at the western North Sea ports and together with the related value chains pass Germany by. This would also have detrimental effects for the seaports in Hamburg and Bremerhaven.

Against this background, EUROKAI's decision to invest in a deep-water port in Wilhelmshaven was both foresighted and forward-looking. Public discussion about the need for large-scale infrastructure projects is all too forthcoming. However, these discussions rarely mention the long planning times for such large-scale projects. The long planning times with unpredictable outcomes are what ultimately cost market shares and compromise competitive positions. Markets change over time, and so do the conditions for entering them. Examples are the planning approval processes for the shipping channel adjustments of the River Elbe and the Lower and Outer Weser. The approval process for the Elbe alone has been on the table for fourteen years. In that time the transport capacity of mega ocean carriers has doubled. The market steadily changes and develops in accordance with its own laws, while the general public and politicians reflect upon the meaningfulness or lack thereof, only arriving at solutions late. And when a solution is finally on the table it is no longer adequate because the goal posts have shifted in the meantime.

The success of the economic development of the companies in the EUROKAI Group depends largely on how quickly urgently needed infrastructure projects are implemented. Essential measures continue to be put off or shelved altogether: improvements to the Kiel Canal or construction of the A20 coastal motorway. The traffic situation in the port of Hamburg as a result of construction work linked to the A7 motorway is also far from satisfactory. The same applies to the westward expansion of the Hamburg EUROGATE terminal. After the planning approval decision was supposed to have been reached in 2013, we are now expecting a decision in the second half of 2014. Implementation of the project will extend through to 2019/2020. The westward expansion is essential to securing the competitiveness of the port of Hamburg. The location of the expansion area directly at the entrance to the port is ideal for handling large container vessels. More and more of these ships are calling at Hamburg, although access to the port is fraught with increasing nautical difficulties.

A FORESIGHTED AND FORWARD-LOOKING ENERGY POLICY

Foresighted, forward-looking decisions demand courage. EUROKAI's strategy to spread the corporate risk over several locations has paid off. Foresighted and forward-looking also describe our energy policy. Since 2008, the EUROGATE Group has lowered energy consumption per container by 13 %. This has brought us another step closer to our goal to reduce energy consumption by 20 % from 2008 to 2020. Our systematic energy policy on the one hand focuses on energy production and on the other on cutting energy consumption. EUROGATE is the first and only terminal operator to install its own wind turbine. The electricity generated by this turbine covers up to 50 % of the total energy requirement of the EUROGATE Container Terminal Hamburg. A second wind turbine is expected to go into operation in Bremerhaven before the end of the current business year. Regrettable in this context is the energy policy of the German government. As a direct consumer we currently do not fall under the distribution system of the German Renewable Energy Sources Act (EEG). The retroactive amendment currently being discussed at national government level is leading to uncertainties when it comes to initiating new projects. Our energy management system was successfully certified in accordance with the DIN EN 500001 standard in May 2013.

Our systematic energy policy is not only an expression of our corporate social responsibility. It also helps us to lower costs and at the same time over the long term free ourselves of our dependence on unpredictable energy price developments. Effective cost management is vital to safeguarding our sustainability. If the EUROKAI terminals succeed in achieving cost leadership they will also be capable of standing up to ever increasing competition on a long-term basis.

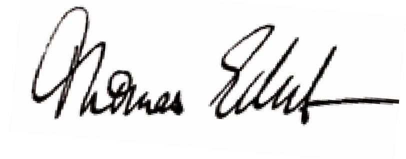
I am optimistic that we can accomplish this goal. EUROKAI is excellently positioned for the future. We will maintain our course and respond to changing market conditions. Although the global economy is once again gathering momentum, the outlook for worldwide container transport is still uncertain. But this is not really anything new. As a container terminal operator we are dependent on the world economic climate. In good times as in bad: EUROKAI is part of world trade. And this is not going to change.

I thank all employees of the ECKELMANN-EUROKAI Group for their day-to-day commitment, without which the Group's success would not be possible.

I would also like to express my thanks to the shareholders of EUROKAI GmbH & Co. KGaA for the trust they have placed in us.

Hamburg, April 2014

Yours sincerely



Thomas H. Eckelmann
Chairman of the Management Board

Management Commentary

At +11.2%, the handling volume development at the Italian terminal facilities was above the market average. The photo shows the MCT Medcenter Container Terminal in Gioia Tauro.

1. REPORT ON ECONOMIC POSITION

The main business of all entities incorporated in the EUROKAI Group is that of container handling on the continent of Europe. These companies, working partly with partners, operate container terminals in La Spezia, Gioia Tauro, Cagliari, Ravenna and Salerno (Italy), in Hamburg, Bremerhaven and Wilhelmshaven (Germany), in Lisbon (Portugal), in Tangier (Morocco) and in Ust-Luga (Russia). The EUROKAI Group also has ownership interests in a number of inland terminals and railway transport companies.

Secondary services are also available in the shape of intermodal services (carriage of sea containers to and from terminals), repair, storage of containers, their sale and purchase as well as cargomodal services, technical services and IT services.

EUROKAI GmbH & Co. KGaA directly holds 66.6 % of the shares in the CONTSHIP Italia Group via CONTSHIPip Italia S. p. A. and an indirect 16.7 % interest via EUROGATE GmbH & Co. KGaA, KG of Bremen. Calculated proportionally, EUROKAI GmbH & Co. KGaA thus holds a stake of 83.3 % in the CONTSHIP Italia Group.

EUROKAI GmbH & Co. KGaA has a 50 % interest in the EUROGATE Group via EUROGATE GmbH & Co. KGaA, KG and its subsidies and ownership interests. It also has a 50 % shareholding in the Personally Liable General Partner of EUROGATE GmbH & Co. KGaA, KG, Bremen, EUROGATE Geschäftsführungs-GmbH & Co. KGaA, Bremen, as well as its Personally Liable General Partner, EUROGATE Beteiligungs-GmbH, Bremen.

The world economic situation did not change significantly during the course of 2013. Uncertainties regarding future macroeconomic developments remain, once again making it difficult to gauge the trend in the market for container handling. Nevertheless there are encouraging signals for economic recovery, and German SMEs and major corporations are on the whole predicting a positive trend for the future. With +0.7 %, moderate economic growth is anticipated in the eurozone. Positive growth forecasts are also being made for the USA (+2.8 %) and Russia (+3 %). China is expected to post growth in the region of +7.5 %.

The number of mega ocean carriers (> 10,000 TEUs) in service increased further during the 2013 calendar year, leading to a further disproportionate increase in transport capacities on the part of shipping companies and, hand in hand with this, continued pressure on sea freight rates among container liner companies. As a result of the trend towards ever larger ships, the nautical difficulties associated with navigating these mega container carriers into and out of the German North Sea ports of Bremerhaven and Hamburg have if anything exacerbated, especially in light of the further postponed adjustments to the River Elbe and Outer Weser.

Handling volumes at the container terminals of the EUROKAI Group once again exceeded the 14-million-TEU threshold for the first time since 2008 and at 14.236 million TEUs were an impressive 7.3 % higher than in the previous year (13.268 million TEUs).

The table on page 12 shows the handling statistics for the container terminals in the EUROKAI Group.

CONTSHIP ITALIA GROUP

CONTSHIP Italia S. p. A. of Melzo/Milan, Italy, is the CONTSHIP Italia Group's holding company; it determines corporate strategy and coordinates operating activities. Its main ownership interests continue to be La Spezia Container Terminal S. p. A. of La Spezia, Medcenter Container Terminal S. p. A. of Gioia Tauro, CICT Porto Industriale di Cagliari S. p. A. of Cagliari as well as Sogemar S. p. A. of Lucernate di Rho/Milan, Hannibal S. p. A. of Melzo/Milan and OCEANOGATE Italia S. p.A, La Spezia, which are engaged in intermodal business (all in Italy).

The Italian terminals of the CONTSHIP Italia Group recorded an extremely positive overall increase in handling volumes of 11.2 % to 5.060 million TEUs (previous year: 4.551 million TEUs) mainly due to the rise in handling volumes at the transhipment terminals in Gioia Tauro (+12.8 %) and Cagliari (+11.8 %).

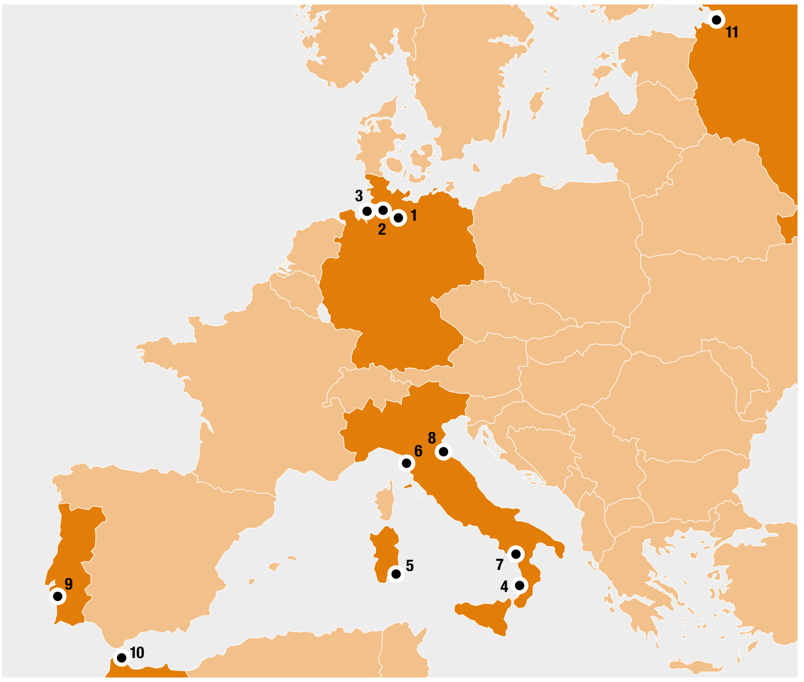
The CONTSHIP Italia Group generated revenue of EUR 297.3 million in fiscal 2013 (previous year: EUR 271.9 million). Net profit for the year showed a very encouraging trend in 2013 particularly as a result of the positive handling and earnings development of the transhipment terminals in Gioia Tauro and Cagliari and more than doubled year-over-year to EUR 22.5 million (previous year: EUR 10.0 million).

At 3.017 million TEUs, handling figures at Medcenter Container Terminal S. p. A. in fiscal 2013 recorded a double-digit increase for the second time in succession (+ 12.8 % year-over-year: 2.674 million TEUs). As a result of this gratifying development in handling volumes, the year-end result was also significantly improved and is once again positive.

La Spezia Container Terminal S. p. A. is a 60 % holding of CONTSHIP Italia S. p. A. Showing a 4.3 % increase in handling volumes to 1.018 million TEUs (previous year: 0.976 million TEUs), the Company recorded an increased, positive, year-end result year-over-year.

With a total of 0.565 631 million TEUs, Cagliari International Container Terminal – CICT Porto Industriale Cagliari S. p. A. – handled 11.8 % more containers in fiscal 2013 (previous year: 0.565 million TEUs), and posted a correspondingly higher operating result year-over-year.

The EUROKAI container terminals



	SITE	2013	2012	CHANGE
		TEUs	TEUs	%
	Germany			
1	Hamburg	1,950,545	1,806,914	+7.9
2	Bremerhaven	5,809,455	6,095,773	–4.7
3	Wilhelmshaven	76,265	26,045	>100.0
	Total Germany	**7,836,265**	**7,928,732**	**–1.2**
	Italy			
4	Gioia Tauro	3,017,312	2,673,752	+12.8
5	Cagliari	631,291	564,830	+11.8
6	La Spezia	1,018,225	976,074	+4.3
7	Salerno	189,779	147,491	+28.7
8	Ravenna	203,026	189,264	+7.3
	Total Italy	**5,059,633**	**4,551,411**	**+11.2**
	Other			
9	Lisbon (Portugal)	261,446	225,820	+15.8
10	Tangier (Morocco)	1,016,882	551,312	+84.4
11	Ust-Luga (Russia)	61,570	11,169	>100.0
	Total Other	**1,339,898**	**788,301**	**+70.0**
	Total EUROKAI	**14,235,796**	**13,268,444**	**+7.3**

The figures include total handling at the terminal in question.

Sogemar S. p. A. provides rail and road carriage and operates inland terminals with in-and-out container storage, container repair, customs handling and warehousing. Due to a decline in transport volume and corresponding underutilisation of transport capacities, the Company once again recognised a declining, albeit positive earnings result year-over-year.

Despite a rise in intermodal transport volumes Hannibal S. p. A. posted a degressive, positive year-end result due to declining specific revenues from inland terminal handling.

With its transport activities as a rail operator OCEANOGATE Italia S. p. A., in which Sogemar S. p. A. in the meantime holds 100 % of the shares, ran container trains covering a higher total distance of 1,154,000 rail kilometres in fiscal 2013 (previous year: 817,000 rail kilometres) and thus posted a significantly improved, positive operating result compared to the previous reporting period.

The market share of the CONTSHIP Italia Group in container handling in Italy rose in fiscal 2013 to over 50 % (previous year: 48.5 %). The CONTSHIP Italia Group thus clearly defended its market leadership among Italy's container handling companies.

EUROGATE GROUP

Handling figures at the German container terminals again developed inconsistently in the 2013 fiscal year. While EUROGATE Container Terminal Hamburg encouragingly gained momentum and with a handling volume of 1.951 million TEUs exceeded the previous year's figure of 1.807 million TEUs by just short of 8 %, the container terminals in Bremerhaven reported a decrease of 4.7 % to 5.809 million TEUs (previous year: 6.096 million TEUs). In its first full year of operation, EUROGATE Container Terminal Wilhelmshaven handled 76,265 TEUs.

The container terminals in Germany thus handled a total of 7.836 million TEUs, just under the previous year's level (7.929 million TEUs/–1.2 %).

In fiscal 2013, with Group revenue of EUR 657.2 million (previous year: EUR 654.1 million) the EUROGATE Group achieved a slightly lower operating result (EBIT) year-over-year of EUR 78.6 million (previous year: EUR 79.8 million), despite the expected startup losses in connection with the first full year of operations of EUROGATE Container Terminal Wilhelmshaven, and with a handling-related drop in earnings of the container terminals in Bremerhaven and a handling-related rise in earnings of the EUROGATE Container Terminal Hamburg. Given the substantially higher interest and investment income resulting from the significantly improved earnings of EUROGATE Tanger S. A., Tangier, Morocco and the CONTSHIP Italia Group in fiscal 2013, as well as the profit from the sale of the shares in Medgate FeederXpress Ltd., Monrovia, consolidated profit for the year rose by 13.4 % to EUR 61.9 million (previous year: EUR 54.6 million).

The comprehensive income of the companies in Germany that operate container terminals developed as follows:

With a handling figure of 1.951 million TEUs (previous year: 1.807 million TEUs), EUROGATE Container Terminal Hamburg GmbH recorded a rise in handling volumes of 7.9 %. Due to this positive development in handling volumes, the Company's year-end result before profit transfer to EUROGATE GmbH & Co. KGaA, KG ("EUROGATE Holding") was also up on the previous year.

EUROGATE Container Terminal Bremerhaven GmbH recorded a drop in growth of 18.3 % with a handling figure of 0.852 million TEUs (previous year: 1.042 million TEUs). Despite this downward development in handling volumes, the Company posted only a slightly lower year-end result compared to the prior period before profit transfer to the EUROGATE Holding due to the continued positive results from the wind power business segment (leasing of space as well as transhipment and handling of wind turbine components).

North Sea Terminal Bremerhaven GmbH & Co., a dedicated terminal for Mærsk Line, fell slightly short of the high handling volume of the previous year (3.375 million TEUs/–2.6 %) in fiscal 2013, with 3.286 million TEUs handled. Thus the year-end result was also slightly down on the previous year's level.

With a handling volume of 1.671 million TEUs – 0.4 %), MSC Gate Bremerhaven GmbH & Co. KG, a joint venture between EUROGATE GmbH & Co. KGaA, KG and Terminal Investment Ltd., Luxembourg, a related company to Mediterranean Shipping Company S. A. (MSC), Geneva, Switzerland, almost drew level with the high handling figure of 1.678 million TEUs in the previous year. The Company's year-end result nevertheless significantly improved compared to the previous year due to increased revenues in conjunction with lower costs.

The EUROGATE Container Terminal Wilhelmshaven went into operation on 21 September 2012 and in fiscal 2013 completed its first full year of operations. APM Terminals Wilhelmshaven GmbH, an indirectly fully-owned subsidiary of the A. P. Møller Mærsk Group, Copenhagen, Denmark, has a 30 % interest in EUROGATE Container Terminal Wilhelmshaven GmbH & Co. KG. At 76,265 TEUs, handling volumes fell significantly short of expectations. Despite extensive savings and cost-cutting measures, including introduction of short-time work from March 2013, and additional revenues from the handling of the damaged container ship "MSC Flaminia", it was nowhere near possible to compensate the shortfall in revenue from handling performance. Correspondingly, the Company recorded a regressive, negative year-end result compared to the startup year.

LISCONT Operadores de Contentores S. A., Lisbon, Portugal, recorded a rise in handling volume over 2012 of 15.8 % with a total of 0.261 million TEUs handled. The Company's net earnings also increased substantially compared to the previous year due to the positive volume trend.

Handling volumes of EUROGATE Tanger S. A., Tangier, Morocco, which decreased in the previous year due to strikes resulting from collective bargaining disputes, were up by 84.4 % to 1.017 million TEUs in the reporting period (previous year: 0.551 million TEUs). This is reflected in a significantly improved and correspondingly positive result compared to the previous year.

The OJSC Ust-Luga Container Terminal, Ust-Luga, Russia, in which the EUROGATE Group holds a 20 % stake, recorded a handling volume of 61.570 TEUs in its second year of operation (previous year: 11.169 TEUs). Due to inadequate capacity utilisation rates in the reporting period, the year-end result was again clearly negative.

KEY EVENTS IN THE COURSE OF THE FISCAL YEAR

At the General Meeting of EUROKAI Kommanditgesellschaft auf Aktien on 19 June 2013 a resolution was passed to change the Company name to "EUROKAI GmbH & Co. KGaA". The new Company name was entered in the Commercial Register on 28 June 2013.

CONTSHIP Italia Group

In May 2013, the registered office and operational headquarters of CONTSHIP Italia S. p. A. was relocated from Genoa to Melzo (Milan).

Effective 1 July 2013, Sogemar S. p. A., Rho/Milan, which had previously held a 50 % interest in OCEANOGATE Italia S. p. A., Melzo/Milan, acquired the remaining 50 % of the shares from Trasporto Passeggeri Emilia-Romagna – S. p.A (TPER), Bologna, bringing its investment holding to 100 %.

EUROGATE Group

At the end of August 2009, the planning approval procedure was initiated for the expansion westward of the EUROGATE Container Terminal Hamburg. In addition to the complete filling of the Petroleumhafen, the project foresees the direct extension of the Predöhlkai by some 650 m as well as the creation of an additional 400 m of berths at the Bubendey waterside. This will provide an additional area of approx. 400,000 m². The expansion westward will increase the current handling capacity of the EUROGATE Container Terminal Hamburg by 1.9 million TEUs from its current 4.1 million TEUs to almost 6 million TEUs. Another major goal of the measures being pursued with the planning approval procedure is the enlargement of the turning basin at the Waltershof Harbour to provide a turning radius of 600 m.

The west expansion is linked to the enlargement of the turning radius and associated changes to areas of water at Waltershof Harbour. The planning approval procedure must therefore take into account the EU Water Framework Directive. In July 2013, the German Federal Administrative Court (BVerG) referred questions to the Court of Justice of the European Union concerning the legal interpretation of the EU Water Framework Directive in connection with the procedure related to the deepening of the Outer and Lower Weser. Against this background, as a precautionary measure the Hamburg Port Authority as project developer for the west expansion decided to separately review the planning approval procedure on the basis of the EU Water Framework Directive. Consequently, a final ruling is not expected before the summer of 2014. Should subsequent legal action be brought against the plan approval, construction work is unlikely to begin before 2015 at the earliest. For the reasons stated, the originally scheduled completion of the overall project in 2018/2019 will be delayed by one year, i. e. to 2020.

For the future development of the Port of Hamburg, the navigation channel adjustment, i. e. the further dredging of the River Elbe by one metre and the creation of passing boxes for large vessels, remains a vital prerequisite to ensuring unhindered nautical access to Hamburg for ultra large container ships. In fiscal 2013, the nautical problems for the increasing number of ever larger dimensioned container ships further increased.

In October 2012, the Federal Administrative Court (BVerwG) partially granted an urgent stay of execution lodged by nature conservation and environmental protection groups against the plan approval granted by the Schifffahrtsdirektion Nord (Waterways and Shipping Directorate North) endorsing the adjustment of the navigation channel of the Lower and Outer Elbe on the grounds that open questions relating to water pollution control and protection of biodiversity first needed to be resolved. On the other hand, however, measures to stabilise the embankment in the area of Altenbrucher Bogen and clear the building land were permitted to go ahead. The Court explicitly emphasised that the outcome of the dispute is open.

Early in 2013, the BVerwG announced that it intended to hold the public hearing before the end of 2013. In the parallel case relating to the deepening of the Outer and Lower Weser, the BVerwG decided in July 2013 to suspend proceedings and refer legal questions concerning the interpretation of the EU Water Framework Directive to the European Court of Justice for decision. Pending such a ruling, on 5 August 2013 the BVerwG informed the parties involved in the proceedings concerning the navigation channel adjustment of the Lower and Outer Elbe that it was also considering suspending this case and similarly requesting the Court of Justice to give a ruling on the respective issues concerning the EU Water Framework Directive.

Following the hearing before the BVerwG in May 2013 concerning the deepening of the Outer and Lower Weser, the project developers of the navigation channel adjustment of the Lower and Outer Elbe decided to open a supplementary procedure relating to the EU Water Framework Directive. The purpose of this supplementary procedure is to show that the legal interpretation issues pertaining to the EU Water Framework Directive are no longer relevant. As a precautionary measure, the project developers therefore conducted an expert enquiry and evaluation based on the most rigid interpretation possible of the EU Water Framework Directive, and through a supplementary procedure involving the environmental associations made it the subject of the planning approval decision. This supplementary decision was submitted to the BVerwG in November 2013.

Consequently, the BVerwG refrained from its original intention to suspend proceedings and refer questions relating to the interpretation of the EU Water Framework Directive to the European Court of Justice for decision. In fact on 3 December 2013 the BVerwG announced that in the case brought by the big environmental associations Bund für Umwelt- und Naturschutz e. V. (BUND – Friends of the Earth Germany) and Naturschutzbund Deutschland (NABU – Nature and Biodiversity Conservation Union Germany) against the navigation channel adjustment of the River Elbe a date for the hearing had been set for 15 July 2014 with five additional days in the 29th and 30th calendar week. As a further precautionary measure, the BVerwG has planned three more days for the hearing in week 31. This decision is to be viewed positively and it is to be hoped that the BVerwG will give a favourable ruling by the end of 2014 at the latest.

The fact that the shipping companies have remained loyal to Hamburg despite the delays in the deepening and widening of the River Elbe also suggests that in the event of a favourable decision the future focus on Hamburg will remain unchanged. From a customer perspective, Hamburg is not readily replaceable, not least because of its excellent rail connections. From the date of the ruling, the actual expansion work is likely to take a further one-and-a-half years to complete; however, first improvements and easier navigation for mega container ships in the Outer Elbe will be achieved in six-month steps.

In May 2013, the case brought by BUND against the plan approval granted by the Schifffahrtsdirektion Nord (Waterways and Shipping Directorate North) of 15 July 2011 endorsing the upgrading of the Weser federal waterway (adjustment of Outer and Lower Weser) was heard before the Federal Administrative Court (BVerwG).

On 11 July 2013, following the appeal by BUND, the BVerwG suspended the case and submitted questions relating to the interpretation of the EU Water Framework Directive to the Court of Justice of the European Union. Furthermore, the BVerwG advised the parties to the legal dispute that, independently of the issues concerning water management legislation, there are doubts about the lawfulness of the plan approval.

In the view of the BVerwG, the European Court of Justice needs to clarify whether the so-called prevention of deterioration of the status of all bodies of surface water prescribed by the EU Water Framework Directive merely constitutes a management planning objective for water bodies, or whether approval of a project is to be denied on principle if it can lead to a deterioration of the status of a body of water, and under what conditions a "deterioration of the status of a body of water" is to be regarded as given.

From today's perspective it is not possible to predict with any measure of certainty when the European Court of Justice is likely to reach a decision. Based on experience, the duration of such preliminary rulings before the European Court of Justice depends on a number of different factors.

Irrespective of water management legislation issues, following the outcome of the hearing the BVerG takes the view that there are fundamental concerns regarding the lawfulness of the plan approval, which at the current point in time would lead to the BVerwG declaring the plan approval unlawful and non-enforceable.

This relates to the following aspects:

The plan approval proceeds from the assumption that the deepening of the Outer Weser up to Bremerhaven and the deepening of the Lower Weser from Bremerhaven to Bremen are separate projects that can be executed independently of one another. However, the approval decision was not made on the basis of two separate, independent environmental impact assessments, deviation analyses within the scope of the Flora-Fauna Habitat Directive (FFH) and water legislation and specialised planning considerations, but rather on the basis of a single overall assessment for both projects together. Furthermore, the deepening of the Lower Weser up to Brake and from Brake to Bremen also constitute separate projects, as they can each be implemented independently.

Apart from this, according to the BVerwG the assessment of compatibility with the FFH contains deficiencies with respect to the grassland birds that breed in the "Lower Weser" EU bird sanctuary, the upgrading-related upstream displacement of the brackish water zone and the regulations for protecting the fish species of red herring. The deadlines for implementing the measures to ensure coherence of the compromised Natura-2000 areas are too long and their realisation, insofar as they require the consent of third parties, is not sufficiently secured.

Otherwise there are no reservations concerning the lawfulness of the planning approval decision; in particular the BVerwG is of the opinion that the need for the development measures is sufficiently established and founded.

With respect to the principle that the plan should be retained (it is and should be possible to revise defective plan approvals), it is in principle possible to remedy the deficiencies established by the BVerwG through a supplementary procedure while the case before the Court of Justice of the European Union is pending.

In May 2013, EUROGATE Intermodal GmbH increased its 51 % shareholding in the Hungarian rail operator FLOYD Zrt., Budapest, to 64 %.

As of 5 August 2013, the second construction phase in Wilhelmshaven of 725 m of quayside and adjacent container storage and handling areas was taken into operation by EUROGATE Container Terminal Wilhelmshaven GmbH & Co. KG as per contract. Thus the Company now hast he entire quay length of 1,725 m with four berths for mega container ships at its disposal. The repairs to the front sheet pile wall carried out by JadeWeserPort Realisierungs-GmbH & Co. KG are in the meantime completed. The repairs to the rear sheet pile wall are expected to be completed in 2014, but do not interfere with terminal operations.

In addition to the legal disputes already pending since the end of 2012 with JadeWeserPort Realisierungs GmbH & Co. KG over port fees and handling fees, in 2013 a number of additional cases were brought before the District Court of Oldenburg.

In September 2013, the parties agreed to settle the disputes out of court through a mediation process. Various talks and negotiations concerning this matter took place in the further course of the 2013 business year.

Following an announcement on 2 September 2013, Global Ports Investment PLC ("Global Ports"), Russia's largest terminal operator, acquired 100 % of the shares in NCC Group Limited, previously Russia's second-largest terminal operator group and indirect 80 % shareholder of EUROGATE International GmbH in the OJSC Ust-Luga Container Terminal, effective 27 December 2013. NCC Group Limited with its subsidiaries and holdings will now be integrated into Global Ports, in which the Russian N-Trans (30.75 %) and APM Terminals International B.V. (30.75 %) also hold a stake. The merger has significantly improved the competitive situation of the Ust-Luga Container Terminal in the North-West Russian market.

As part of this transaction, the EUROGATE Group has agreed to convert the shareholder loans previously granted on a pro rata basis to OJSC Ust-Luga Container Terminal for construction and operation of the container terminal into equity by way of a capital increase, which will result in lower interest expense for the Company.

As of 31 December 2013 the EUROGATE Holding sold 100 % of the shares in OCEANGATE Distribution GmbH.

Miscellaneous

In a continued strained market environment for the shipping companies, the three biggest container lines Mærsk Line, Copenhagen, Denmark, Mediterranean Shipping Company ("MSC"), Geneva, Switzerland and CMA CGM, Marseille, France at the end of July 2013 announced a cooperation on their Far East–Europe, Transatlantic and Transpacific services under the name "P3". The objective is to optimise utilisation of existing and future capacities and keep the operating costs per transported container as low as possible. The individual shipping lines will continue to market capacities independently.

In late autumn 2013, the "P3" container lines published their services and ports of call planned from 2014. These show that out of a total of eight Far East–Europe services operated by the new alliance, two mega carrier services are scheduled to call at Wilhelmshaven. In addition to these, six services are to call at the German container terminals NTB North Sea Terminal Bremerhaven and MSC Gate Bremerhaven. A further three Far East-Europe services are to call at the Port of Hamburg. The container lines have not yet decided which terminals in Hamburg will handle these services. All four North Atlantic services operated by "P3" are scheduled to call at Bremerhaven.

The Italian container terminals, in particular Medcenter Container Terminal S. p. A. and La Spezia Container Terminal S. p. A., are also excellently positioned with respect to this new shipping alliance.

The precise calling volumes are not expected to be announced until after Q1 2014. However, as the anti-trust authorities still have to grant their approval, it cannot be assumed at the present time that the two new mega carrier services will indeed start from Q2 2014. Rather, from today's perspective a postponement of at least three months is to be expected.

At the beginning of November 2013, UNIMED Group Ltd., in which Medgate FeederXpress Ltd. indirectly holds 25 % of the shares and in which in turn EUROKAI GmbH & Co. KGaA directly holds 66.6 % as well as a further 33.4 % of the shares via the EUROGATE Group – in other words in commercial terms effectively 83.3 % of the share capital – sold its shareholding in United Feeder Services Ltd., Limassol, Cyprus, to UNIFEEDER A/S, Aarhus, Denmark. This resulted in a not insignificant book gain at the level of Medgate FeederXpress Ltd. The parties agreed not to disclose the purchase price underlying the transaction.

The Intermodal Transport Network

boxXpress.de
EGIM Regular Service
NTT
boxXpress.hu
Sogemar
Hannibal European Gateway

2. EARNINGS

To show earnings, the following table uses an earnings statement based on operational management:

	2013		2012		CHANGE	
	EUR '000	%	EUR '000	%	EUR '000	%
Revenue	631,030	92	603,898	93	27,132	4
Other operating income	53,954	8	48,921	7	5,033	10
Total operating income	**684,984**	**100**	**652,819**	**100**	**32,165**	**5**
Cost of materials	–181,192	–26	–187,367	–29	6,175	–3
Personnel expenses	–307,368	–45	–293,181	–45	–14,187	5
Depreciation/amortisation/write-downs	–67,000	–10	–66,133	–10	–867	1
Other operating expenses	–58,629	–9	–52,457	–8	–6,172	12
Operating expenses	**–614,189**	**–90**	**–599,138**	**–92**	**–15,051**	**3**
Net operating income	**70,795**	**10**	**53,681**	**8**	**17,114**	**32**
Interest and investment income/expense	6,554		–12,999		19,553	
Earnings before taxes (EBT)	77,349		40,682		36,667	
Current tax payables	**–16,218**		**–14,804**		**–1,414**	
Deferred taxes	–98		3,014		–3,112	
Consolidated profit for the year	**61,033**		**28,892**		**32,141**	
Thereof attributable to:						
Equity holders of the parent	46,839		19,800			
Hybrid capital holders	4,995		4,995			
Non-controlling interests	9,199		4,097			
	61,033		**28,892**			

External revenue of the EUROKAI Group amounted to EUR 631.0 million (previous year: EUR 603.9 million). EUR 297.3 million (previous year: EUR 271.9 million) of this was generated by the CONTSHIP Italia Group and EUR 328.6 million (previous year: EUR 327.1 million) by the 50 % of the EUROGATE Group included in the consolidated financial statements.

Operating income (EBIT) for the fiscal year 2013 amounts to EUR 70.8 million (previous year: EUR 53.7 million), which shows an increase of 31.9 % (EUR 17.1 million) over the previous year. This increase is mainly accounted for by the doubling of the operating result of the CONTSHIP Italia Group.

Interest and investment income improved by EUR 19.6 million to EUR 6.6 million. The main reason for this is the significantly higher result from investments in associates.

Correspondingly, pre-tax profit (EBT) increased dramatically by 90 % to EUR 77.3 million year-over-year (previous year: EUR 40.7 million).

Despite an increase in tax expenses of EUR 4.5 million to EUR 16.3 million, consolidated profit for the year more than doubled compared to the previous year by EUR 32.1 million from EUR 28.9 million to EUR 61.0 million.

3. FINANCIAL POSITION

The following cash flows were posted in 2013 and 2012:

	2013	2012
	EUR '000	EUR '000
Net cash flows from operating activities	118,402	58,303
Cash flows used in investing activities	–16,046	–83,783
Cash infows/outflows from financing activities	–45,205	–14,070
Net increase/decrease in cash and cash equivalents	57,151	–39,550
Cash and cash equivalents at 1 January	**66,249**	**105,799**
Cash and cash equivalents at end of period	**123,400**	**66,249**
Composition of cash and cash equivalents		
Cash and cash equivalents	125,219	103,930
Bank liabilities/overdrafts due on demand	–1,819	–37,681
Cash and cash equivalents at the end of the period	**123,400**	**66,249**

Based on the pre-tax profit for 2013 of EUR 77.3 million (previous year: EUR 40.7 million), cash flows from ordinary operating activities of EUR 118.4 million (previous year: EUR 58.3 million) were generated.

Unless stated otherwise, the figures given in the following paragraphs refer to the CONTSHIP Italia Group as a whole (100 %) and to the 50 % interest in the EUROGATE Group held by the EUROKAI Group.

INVESTMENT AND FINANCE

Investments by the Group in intangible assets and property, plant and equipment decreased compared to the previous year and amounted in 2013 to EUR 36.7 million (previous year: EUR 96.7 million).

Investments by the CONTSHIP Italia Group of EUR 16.9 million (previous year: EUR 17.3 million) mainly covered the procurement and modernisation of giant equipment as well as the purchase and rehabilitation of land.

Pro rata investments by the EUROGATE Group amounted to EUR 19.0 million in 2013 (previous year: EUR 79.4 million). These mainly included investments in wind turbines, surfacing terminal areas, rebuilding and upgrading of buildings, software, technical plant, container cranes, straddle carriers and various items of handling equipment.

Financing of investments in giant handling equipment as well as fixtures and fittings and office equipment partly carried out in preceding years was secured in 2013 by new borrowings from banks totalling EUR 25.5 million. During the same period the Company made scheduled amortisation bank loan repayments of EUR 28.0 million.

Furthermore due to the favourable interest rate giant handling equipment purchased by the Group in preceding years (straddle carriers and stackers) and pre-financed from cash flow was financed at matching maturities in the amount of EUR 4.0 million via sale-and-lease-back agreements. For newly purchased stackers and cars, new leasing agreements were concluded in a volume of EUR 1.2 million.

4. NET ASSETS

The structure of assets and equity in 2013 was as follows:

ASSETS	2013		2012*		CHANGE
	EUR '000	%	EUR '000	%	EUR '000
Intangible assets	73,799	7	75,110	7	–1,311
Property, plant and equipment	512,895	50	551,138	52	–38,243
Financial assets	73,581	7	76,334	7	–2,753
Deferred tax assets	15,487	2	16,667	2	–1,180
Other assets	21,677	2	26,651	2	–4,974
Non-current assets	**697,439**	**68**	**745,900**	**70**	**–48,461**
Inventories	16,608	2	17,425	2	–817
Trade receivables	120,271	12	119,182	11	1,089
Other current non-financial assets and current tax receivables	66,984	6	75,628	7	–8,644
Cash and cash equivalents	125,219	12	103,930	10	21,289
Current assets	**329,082**	**32**	**316,165**	**30**	**12,917**
Total assets	**1,026,521**	**100**	**1,062,065**	**100**	**–35,544**
EQUITY AND LIABILITIES					
Issued capital	13,468	1	13,468	1	0
Capital and reserves attributable to the Personally Liable General Partner	294	0	294	0	0
Capital reserves	1,801	0	1,801	0	0
Retained earnings	75,470	7	70,150	7	5,320
Other reserves	404	0	–535	0	939
Net retained profits	238,656	23	219,539	21	19,117
Equity attributable to hybrid capital holders	77,010	8	77,010	7	0
Equity attributable to non-controlling interests	90,891	9	82,660	8	8,231
Equity and liabilities	**497,994**	**48**	**464,387**	**44**	**33,607**
Non-current financial liabilities net of current portion	152,559	15	157,024	15	–4,465
Non-current portion of deferred government grants	37,073	4	40,891	4	–3,818
Other non-current liabilities	67,779	6	75,466	7	–7,687
Deferred tax liabilities	14,536	1	15,888	1	–1,352
Provisions	75,563	8	68,437	6	7,126
Non-current liabilities	**347,510**	**34**	**357,706**	**34**	**–10,196**
Current portion of non-current financial liabilities	27,363	3	31,786	3	–4,423
Trade payables	57,710	6	60,421	6	–2,711
Current portion of deferred government grants	3,795	0	3,754	0	41
Other current liabilities and current tax payables	83,979	9	133,719	12	–49,740
Provisions	8,170	0	10,292	1	–2,122
Current liabilities	**181,017**	**18**	**239,972**	**22**	**–58,955**
Total equity and liabilities	**1,026,521**	**100**	**1,062,065**	**100**	**–35,544**

* The prior-year figures have been adjusted to reflect the changes in accounting policies under IAS 19 (end of the corridor approach for the recognition of pension obligations).

With amortisation and depreciation of EUR 67.0 million and disposals to carrying amounts of EUR 9.3 million, as well as investments amounting to EUR 36.7 million, intangible assets and property, plant and equipment declined by EUR 39.6 million to EUR 586.7 million.

As in the previous year, non-current assets were covered in full by equity and non-current financial liabilities at the balance sheet date.

The decrease in other current non-financial assets and current tax receivables of EUR 8.6 million to EUR 67.0 million is mainly attributable to a reduction in claims from government grants as well as lower input tax reimbursement claims.

Cash and cash equivalents at EUR 125.2 million reflects the continued positive liquidity position of the Group at the balance sheet date.

The change in net retained profits is accounted for largely by the appropriation based on resolutions of the General Meeting of EUR 7.5 million to retained earnings and the dividend distribution of EUR 20.2 million to the shareholders, as well as the profit of EUR 46.8 million earned by the Group in 2013 and attributable to the equity holders of the parent.

Equity and liabilities increased in fiscal 2013 by EUR 33.9 million to EUR 498.0 million (previous year: 464.4 million), a rise of 7.2 %. The equity ratio of the EUROKAI Group thus remained highly stable at 48 % (previous year: 44 %).

Equity attributable to hybrid capital holders relates to the 50 % pro rata interest apportionable to the EUROKAI Group of a subordinated, undated loan issued by EUROGATE GmbH & Co. KGaA, KG in the fiscal year 2007 with a total nominal amount of EUR 150 million, including the remaining entitlement to profits of the hybrid capital holders.

The change in non-current financial liabilities, including current portion, resulted from the balance between the take-up of new loans to finance investments and scheduled repayments already made.

The change in public-sector grants is mainly due to grant approval notices, less the pro rata reversal of the special reserve for government grants over the period of use of the assets for which the grant had been received.

The decline in other non-current liabilities by EUR 7.7 million to EUR 67.8 million results mainly from scheduled repayments of liabilities from finance lease contracts.

The reduction in other current liabilities and current tax payables of EUR 49.7 million to EUR 84.0 million is primarily due to the repayment of the current portion of liabilities to banks in the CONTSHIP Italia Group.

5. PERSONNEL AND WELFARE

Once again in 2013, Group companies provided their staff with further training courses, both internal and external, in order to further increase their standard of qualification.

The following shows average employee numbers in the Group:

	2013	2012
Industrial workers	3,050	3,008
Office staff	1,190	1,204
	4,240	**4,212**

These figures contain 50 % of staff belonging to the EUROGATE Group.

At the Hamburg and Bremerhaven locations, the employment situation on the whole remained stable in 2013. Fluctuations in capacity utilisation remained manageable, so that they could easily be compensated with the help of corresponding flexible working time agreements with the respective employee representatives.

In Wilhelmshaven, the respective necessary works agreement on the introduction of short-time was successfully worked out with the Works Council there, which was implemented in March 2013 and is still in force. In extensive, difficult but ultimately successful talks with the responsible employment agency it was possible to extend the short-time arrangement, which was initially limited to six months, to the current maximum period of 12 months. The employees from EUROGATE Technical Services Wilhelmshaven were temporarily and flexibly deployed at the Bremerhaven location.

For 2014 solutions urgently need to be found for the continued difficult employment situation in Wilhelmshaven after short-time work comes to an end. If the employment situation allows, short time can be extended at maximum until June 2014 by suspending it for individual months. At the present time it is not to be expected that the employment agency will renew its authorisation even after a three-month interruption. This forms the background for recently initiated talks with the service sector union ver.di and the responsible employee representatives, with the aim to minimise unproductive personnel expenses while securing acquired qualified staff/jobs until a consolidated employment situation can be established.

6. REPORT ON POST-BALANCE SHEET DATE EVENTS

The legal disputes ongoing since the end of 2012 between JadeWeserPort Realisierungs GmbH & Co. KG and EUROGATE Container Terminal Wilhelmshaven GmbH & Co. KG were resolved through mediation in mid-January 2014. A settlement was reached in all pending proceedings.

No other events of material importance occurred after the balance sheet date.

7. SUSTAINABILITY REPORT

Sustainable thinking and action are fundamental principles within the EUROKAI Group. Every container crane, every straddle carrier and every new building is a long-term investment in which energy efficiency, occupational safety and workplace convenience play an important role.

For many years, beyond the scope of its social responsibility, EUROKAI has gone that extra mile for the staff employed in our Group companies, as well as for the Company as a whole. A wide range of training and advanced training courses or various health programmes are just some examples of this.

Conserving the environment and resources has high priority and a long tradition within the EUROKAI Group. For us this is not merely a question of corporate responsibility; successful environmental protection is also an elementary component of our long-term corporate success. It is our declared goal through MAXIMUM EFFICIENCY, MINIMUM EMISSIONS and MAXIMUM SAFETY AND PRECAUTIONS to make protecting the environment a central mark of quality. With the introduction of an energy management system in compliance with DIN EN 16001 in fiscal 2013, EUROGATE has committed to steadily rationalising specific energy utilisation at the EUROGATE container terminals. With these basic principles in mind, additional measures were taken in 2013 to further reduce our ecological footprint.

MAXIMUM EFFICIENCY

One central focus lies in systematically improving energy efficiency. The Group Management Board has set itself the clear target by 2020 to utilise 20 % less energy per container and to reduce CO2 emissions by 25 % compared to 2008. EUROKAI came an important step closer to achieving this goal in 2013. Compared to 2012, energy consumption per container handled was again lowered.

This was achieved through the active commitment of all employees, who identified and implemented further technical and operational improvements in all areas.

MINIMUM EMISSIONS

With an efficiency factor of over 90 % CHP units are prime examples of efficiency. However, the combined production of heat and power above all lowers CO_2 emissions. EUROGATE has operated such a power plant at its Bremerhaven location since 1987, and in Wilhelmshaven since 2012. In 2013, construction began on a third plant in Hamburg, which from 2014 will produce 14 million kWh of electricity and heat annually and thus help to save approx. 1,000 t of CO_2 a year.

Since 2006 and 2008, two wood chip plants have contributed to low-emission heat production at the EUROGATE terminals. They produce 4 million kilowatt hours of CO_2-neutral thermal energy annually from dunnage and cuttings from plantings along motorways.

A further contribution towards reducing emissions are the photovoltaic plants installed at all EUROGATE sites. With a total connected power output of 73 kWp the 352 modules generate just under 70,000 kWh of electricity a year from solar energy and thus help to reduce CO_2 emissions by an additional 40,000 kg per year.

In 2013, EUROGATE's first wind turbine went into operation in Hamburg. With an annual power production of just under 9 million kWh, the turbine makes a decisive contribution to lowering CO_2.

MAXIMUM SAFETY AND PRECAUTIONS

Sustainability is not a coincidence. It is the consequence of targeted, future-oriented planning and action. This includes systematic analysis and regular implementation of improvements. Our container terminals in Hamburg and Bremerhaven are environmental partners to the Free and Hanseatic City of Hamburg and the Free Hanseatic City of Bremen. In 2011, EUROGATE Container Terminal Hamburg GmbH was also project partner to the "Environment Capital Hamburg 2011".

Since 2007, EUROGATE has systematically recorded and balanced its energy consumption and CO_2 emissions across the Group. In 2013, we extended this recording and evaluation by an accurate monthly analysis for all equipment so that the figures are more meaningful with respect to the current development and future potential.

OUTLOOK 2014–2020

To increase energy efficiency we will continue to rely in coming years on the best available technology and thus with the help of an efficient vehicle and equipment pool further reduce energy consumption per container handled. However, we will also leverage route planning and staff training to further optimise energy efficiency. In the next few years we will in particular focus on the following energy consumers:

- Straddle carriers: here we are planning to analyse individual pieces of equipment exactly to the second on a random basis in order to gain an understanding of how container weight, distance travelled, lift height, external temperature or type of device influence consumption.
- Lighting: in this area we are engaged in a close dialogue with our international partners to develop and implement new innovative lighting systems for the terminals.
- Buildings: here we are continuing to rely on the best available technology for the production of heating and refrigeration and through an even better understanding of the characteristics of our building structures aim to implement further improvements.

In an effort to further lower emissions we will continue to test, and where appropriate implement, the innovations available on the market for utilisation in port applications. We are also working ambitiously to exploit the opportunities offered by our windy coastal locations in future to generate electricity and install more wind turbines. Naturally it is becoming increasingly difficult from year to year to further improve the Company's energy and environmental track record. We therefore intend in the coming years to perform even more detailed energy data documentation and evaluation. This will allow us to monitor more closely what savings can be achieved through technical or operational measures and subsequently transfer the findings to other areas of application.

8. RISK REPORT AND REPORT ON EXPECTED DEVELOPMENTS

RISK MANAGEMENT SYSTEM

Risk management is regarded within the EUROKAI Group as a permanent task of management and is practised in all the Group's companies and organisational units as an "experiential" system. As such, risk management has for years been an integral part of management control. The main aims of risk management within the Group are to recognise and identify critical developments – as well as opportunities – at any early stage, to take measures to remove such risks, and to promote risk-aware and opportunity-led thinking at all levels within the Group. In general, the risk policy is characterised by a conservative approach.

RISK POSITIONS

Via the CONTSHIP Italia Group as well as the EUROGATE Group, the EUROKAI Group is principally exposed to strategic risks, market risks, financial risks and operational risks.

Strategic risks, market risks and operational risks

As a financial holding company, EUROKAI Holding is exposed via its subsidiaries to the individual risks of the various business fields. Risks are identified and inventoried as part of the process of preparing the annual financial statements and report. The subsequent assessment of the impact of these risks on the overriding corporate objectives defined for EUROKAI, combined with an estimate of their probability of occurrence, is condensed into a risk portfolio for each undertaking. The risks documented therein encompass the entire spectrum of operational activities, especially those arising from the operation of several container terminals.

The EUROKAI Group continues to hold that a deepening of the Outer Weser and Elbe is urgently necessary to secure and position the German seaports in the North Range so that ever larger container vessels can operate without problems into and out of Hamburg and Bremerhaven. In fiscal 2013, the nautical problems encountered by the ever-growing number of mega container ships further intensified especially at the Hamburg location. Should either of these schemes – or both – fail to materialise, or should they be seriously delayed, this may have a highly adverse effect on future developments in handling volumes.

The EUROKAI Group can, however, offer its customers an excellent alternative for the handling of mega carriers with corresponding draughts at Germany's first and only deep-water container terminal in Wilhelmshaven and the facilities of the EUROGATE Container Terminal Wilhelmshaven which already went into operation at the end of September 2012.

Furthermore, the modernisation of the existing locks, construction of the fifth lock and completion of the modernisation of the Kiel Canal (Nord-Ostsee-Kanal) (deepening by one metre along the entire length, modifications at the berthing places, bends and locks) is of key importance. Due to the geographical proximity of the Port of Hamburg to the Baltic, a high proportion of the container flows to and from the neighbouring Baltic states is handled as transhipment traffic via Hamburg. Because of the advantages it offers in terms of time, costs and distance, this traffic as a rule passes through the Kiel Canal. However, due to the growing size of the feeder ships serving the Baltic, the Kiel Canal is rapidly reaching the limits of its capacity. If feeder services can no longer be directed through the Kiel Canal, however, they must sail the much longer route via Skagen. This leads to a loss of the natural competitive advantages of the German ports compared to the West Ports and consequently the risk of volume losses. Given these considerations, increasing the capacity of the Kiel Canal is urgently necessary so that traffic flows between the North Sea and the Baltic can continue to be handled efficiently via the Canal in the future.

Modernisation work on the locks along the Kiel Canal is proving more complex than originally assumed. While financing of the lock repairs and building of the new lock has been secured, the project is not likely to be completed before 2020.

The overall measures to upgrade the Kiel Canal (deepening and widening) in order to accommodate the growing sizes of feeder ships in future are neither financed nor planned. However, Hamburg could lose its special status as Baltic hub for transhipment traffic and mega liner customers could move these activities to Bremerhaven and Wilhelmshaven. Since the transhipment volume at the EUROGATE Container Terminal Hamburg is already quite low, such a shift would not have any significant negative impact for EUROGATE.

In addition to general economic trends, the Group is exposed to other factors and risks associated with future transhipment and transport demand and corresponding handling volumes at our container terminals. These include:

- completion and start of operations of additional (terminal) port handling capacities in the North Range, which can lead to further excess capacities, unabated high competition and corresponding pressure on transhipment rates
- the commissioning of more ultra-large container vessels and their deployment especially on the Far East–Europe services
- possible further shifts in consortium structures as well as the scheduled services of the container lines (among others direct calls to Baltic ports) and the resulting potential impact on freight rates

On the customer side, possible insolvencies could negatively impact the shipping line consortiums as well as the structure of services and handling volumes.

Consolidation in the container shipping industry through new cooperations and the formation of new consortiums is expected to persist. Since there are free capacities at the container terminals – at least in the medium term – the consolidation is increasing the market power of the remaining consortiums/shipping lines, and consequently the earnings pressure, as well as the need for the container terminals to further implement sustainable cost reductions.

In our opinion this harbours more opportunities than risks, especially as the world's three biggest shipping line groups, Mærsk Line, MSC and CMA CGM ("P3"), hold an interest in various constellations in some of our strategically most important terminals – in particular the Bremerhaven and Wilhelmshaven locations.

Financial risks

Financial risk management objectives and policies

The Group's principal financial instruments, other than derivatives, comprise loans, finance leases and hire purchase contracts, as well as cash and short-term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial instruments, such as trade receivables and payables, which arise directly from its operations.

Derivatives for hedging interest rates are only used for the purposes of hedging open risks. Interest derivatives are used exclusively to optimise loan terms and minimise interest rate risks as part of matching-maturity financing strategies. Derivatives are not used for trading or speculation.

The main risks arising from the Group's financial instruments are interest rate risk, liquidity risk, foreign currency risk and credit risk. The Management Board reviews and agrees policies for managing each of these risks, and they are summarised below. The market price risk is also monitored for all financial instruments at Group level. The Group's accounting and valuation policies in relation to financial instruments, as well as quantitative details relating to the financial instruments used within the Group, are set out in Sections 3 and 36 of the Notes to the consolidated financial statements.

Interest rate risk

The Group's exposure to interest rate risks relates primarily to the Group's non-current loans and non-current financial liabilities.

The Group's policy is to manage its interest rate risks using a mix of fixed and floating rate debt. The vast majority of the liabilities to banks are non-current, i. e. interest rates have been fixed up to the end of the financing period. Furthermore, interest rates were and are to a certain extent hedged for loans to be taken up in the future by agreement of forward interest rate swaps.

Values relating to financial instruments are presented in Section 36 of the Notes to the consolidated financial statements for 2013.

Foreign currency risk

All Group entities – with the exception of FLOYD ZRt., which is recorded in Hungarian forint (HUF) – currently invoice exclusively in EUR. Consequently, currency risks can only arise in specific cases, e. g. as a result of foreign dividend income or purchase of goods and services abroad or the granting of foreign currency loans. Currently there are no noteworthy currency risks in the Group arising from such specific cases.

Credit risk

The Group's credit risk principally results from trade receivables as well as loans to joint ventures. The amounts disclosed in the balance sheet exclude bad debt allowances for expected uncollectible receivables estimated on the basis of past experience and the current economic environment. Ongoing monitoring of receivables by the Management Board reduces the exposure of the Group to any significant credit risk.

Credit risk is limited for cash and cash equivalents and derivatives, as these are held at banks or transacted with banks which are awarded a high credit rating by international rating agencies.

The Group's maximum credit risk for financial assets corresponds to the carrying amount for these financial instruments disclosed in the balance sheet.

Liquidity risk

EUROKAI Group's liquidity is ensured by autonomous and independent cash pooling of the subsidiaries with the respective holding companies of the sub-groups, both within CONTSHIP Italia Group and EUROGATE Group, as well as by centralised cash management functions within the respective corporate groups.

Centralised investment control and credit management at holding level also ensure the timely provision of funds (loans/leases/ rent) to meet all payment obligations.

There are currently no significant concentrations of financial risk within the Group.

No risks currently exist which would have the capacity to place the Company in financial jeopardy, such as overindebtedness, insolvency or other risks with material effect on its net assets, financial position and income from operations.

Reporting-related internal control system

The objective of the internal control system (ICS) for the reporting process is to guarantee with reasonable certainty that the financial statements are drawn up in compliance with the applicable regulations.

With respect to the reporting process, the following structures and processes are implemented within the EUROKAI Group:

- The principles, operational and organisational structure, as well as processes underlying the reporting-related internal control and risk management system are laid down in directives and operating procedures that are adapted to reflect ongoing internal and external developments.
- The EUROKAI Group has a clear management and corporate structure.
- The functions of the main divisions involved in the reporting process – finances, accounting and controlling – are clearly separated. The spheres of responsibility are clearly allocated. The separation of functions and the two-man rule are key principles of control in the reporting process.
- The IT systems used for financial reporting are protected against unauthorised access by means of corresponding security systems.
- Uniform reporting practice is guaranteed in particular through Group-wide terms of reference (e. g. investment guideline, purchasing guideline, travel expenses guideline). These are regularly updated.
- Reporting-relevant processes are regularly reviewed by external auditors. Furthermore the respective IT processes are subject to external reviews.

The Management Board of the Personally Liable General Partner bears overall responsibility for the internal control and risk management system with respect to the reporting process within the company. This integrates all divisions via a predetermined management and reporting organisation.

To enable a rapid response to unexpectedly arising negative developments, regular – at least once monthly – reports to the Management Board form part of the control and risk management system.

The expectations and goals form the basis of annual medium-term planning, which is presented to the Supervisory Board. For the current financial year, deviations from budgeted values are analysed in the monthly reporting and forecasts are prepared for the current year taking actual values into account. Reporting also covers the operating results of the Company's associates and thus reflects all operating activities of the EUROKAI Group.

9. DISCLOSURE REQUIREMENTS PURSUANT TO SECTION 315 (4) OF THE GERMAN COMMERCIAL CODE (HGB) AND EXPLANATORY REPORT

ISSUED CAPITAL

The issued capital of EUR 13,468,494.00 has been fully paid up. It is divided into 6,759,480 ordinary voting shares with a nominal value of EUR 1.00 each, 6,708,494 non-voting preference shares with a nominal value of EUR 1.00 each, and one preference voting share with a nominal value of EUR 520.00.

The ordinary voting shares are made out to bearer.

The preference voting share is registered and carries a preference dividend of 15 % of the residual profit for the year in accordance with the internal balance sheet pursuant to Section 16 of the Articles of Association, which ranks above dividends from other share classes.

A nominal value of EUR 1.00 of the voting shares confers a single vote.

The non-voting preference shares are made out to bearer and are endowed with a preference profit participation within the scope of Section 139 of the German Stock Corporation Act (AktG), which comprises an advance dividend of 5 % (Section 5 (1) of the Articles of Association).

The following entities directly or indirectly hold more than 10 % of the voting shares:

- Familie Thomas Eckelmann GmbH & Co. KG, Hamburg
- Familie Thomas Eckelmann Verwaltungsgesellschaft mbH, Hamburg
- Eckelmann GmbH, Hamburg
- Thomas H. Eckelmann GmbH, Hamburg
- Eighteen Sixty five GmbH, Hamburg
- Nineteen Sixty one GmbH, Hamburg
- Twenty two Eleven GmbH, Hamburg
- Twenty two Eleven Beteiligungs GmbH & Co. KG, Hamburg
- ELIONOR Stiftung, Vaduz, Liechtenstein
- J. F. Müller & Sohn AG, Hamburg
- J. F. Müller & Sohn Beteiligungs GmbH, Hamburg

For disclosures relating to the shareholders of the Company pursuant to the provisions of the German Securities Trading Act (WpHG) we refer to the information contained in Section 26 of the Notes to the consolidated financial statements.

The General Meeting of 12 June 2012 authorised the Personally Liable General Partner, subject to the consent of the Supervisory Board, to increase the share capital of the Company up to 19 June 2017

- by EUR 3,240,520.00 through the single or multiple issue of ordinary voting bearer shares and/or
- by EUR 3,290,986.00 through the single or multiple issue of non-voting bearer preference shares

each with a nominal value of EUR 1,00 against cash. The shareholders are to be granted a subscription right.

The Personally Liable General Partner is authorised, subject to the consent of the Supervisory Board,

- to exclude pre-emptive rights of shareholders to eliminate fractions
- in the case of a simultaneous issuance of ordinary and preference shares, to exclude the pre-emptive right of bearers of shares of one class to shares of the other class insofar as the subscription ratio is set at the same level for both classes
- to allow a bank to be determined by the Personally Liable General Partner to acquire the new shares with the obligation to offer them to the shareholders for subscription (indirect subscription right)

The Personally Liable General Partner is authorised, subject to the consent of the Supervisory Board, to determine the further details of the capital increases and their implementation.

The Supervisory Board is authorised to adapt the version of Section 5 of the Articles of Association in line with the respective utilisation of the authorised capital and if the authorised capital is not called up or not fully called up by 19 June 2017 to adapt the authorisation after expiry of the deadline.

CAPITAL ATTRIBUTABLE TO THE PERSONALLY LIABLE GENERAL PARTNER

As at 31 December 2013, the Personally Liable General Partner, Kurt F. W. A. Eckelmann GmbH, Hamburg, made a capital contribution of EUR 294,083.65 pursuant to Section 5 of the Articles of Association. The participating share of the fixed deposit amounting to EUR 282,321.38 participates in the profit for the year proportional to the fixed contribution to the share capital of EUROKAI GmbH & Co. KGaA, which is calculated on the basis of an internal balance sheet prepared in accordance with Section 16 of the Articles of Association. In the case of future increases in share capital, under Section 5 of the Articles of Association the Personally Liable General Partner is authorised at any time to raise the fixed contribution by up to 20 % of the respective amount of the capital increase.

The Personally Liable General Partner may instead of or in addition to the fixed capital contribution also acquire preference shares of the Company or convert the already paid in contribution wholly or in part into preference shares of the Company.

APPOINTMENT AND TERMINATION OF MANAGEMENT MANDATES AND AMENDMENT TO THE ARTICLES OF ASSOCIATION

In the case of a Kommanditgesellschaft auf Aktien (partnership limited by shares), the duties of the Management Board of a stock corporation are incumbent upon the Personally Liable General Partner. In accordance with Section 278 (2) of the German Stock Corporation Act (AktG) in conjunction with Section 164 HGB, and lacking any specific provisions in the Articles of Association of EUROKAI GmbH & Co. KGaA, management is thus incumbent upon the Personally Liable General Partner, Kurt F. W. A. Eckelmann GmbH, represented by its management. The appointment and termination of management mandates is governed by Section 6 of the Articles of Association of the Personally Liable General Partner. Under these provisions, the Administrative Board of the Personally Liable General Partner appoints the management for a maximum period of five years. Reappointments or extensions of the term of office – in each case for a maximum of five years – are also permitted. In the case of extraordinary business acts, the Personally Liable General Partner must seek the prior endorsement of the Supervisory Board.

Amendments to the Articles of Association affecting the organisational framework of the Company are made in accordance with Sections 285 and 179 AktG in conjunction with Sections 161 and 119 HGB. Pursuant to Section 179 AktG in conjunction with Section 19 of the Articles of Association, the Supervisory Board has the powers to decide on amendments and additions to the Articles of Association provided these affect this version only.

10. EXPECTED DEVELOPMENTS

Global economic growth is currently rated more positively than a year ago. The uncertainty resulting from the financial crisis and the sovereign debt crisis in the eurozone is on the wane. The economic research institutes as well as the IMF and the World Bank are predicting growth rates just short of 3 %. The strongest impulses are likely to come from the industrialised nations. In this environment, worldwide container handling can generally be expected to develop positively.

Nevertheless global economic growth will not suffice to overcome the structural problems in container shipping, so that competitive pressure for the shipping lines is likely to remain high. Container terminals continue to face an uncertain future, not least because of the large number of new container vessels being built.

Here, the announced alliance currently under preparation between the three largest container lines Mærsk Line, MSC and CMA CGM in the “P3” consortium could have an impact. In this context, increasing price pressure on the terminals cannot be ruled out.

Globalisation and world trade continue to offer logistics companies and terminal operators good prospects over the medium and long term. Due to increasing integration of the emerging markets in Asia as well as Central and Eastern Europe in the global economy, coupled with globalisation, we anticipate being able to cash in on an upswing over the medium term.

Following the extension of the operator licence for La Spezia Container Terminal S. p. A. at the end of October 2012 through to the end of 2065, it is now increasingly important for the CONTSHIP Italia Group to forge ahead with the capacity expansion of the La Spezia Container Terminal from 1 million TEUs p. a. today to 1.8 million TEUs p. a.

For the EUROGATE Group, the focus in 2014 continues to be the successful marketing of the EUROGATE Container Terminal Wilhelmshaven.

Given the prospects described above, the startup losses for the EUROGATE Container Terminal Wilhelmshaven again anticipated for 2014 together with the corresponding impact on the consolidated result of the EUROGATE Group, as well as the positive one-off effects achieved in 2013, a slight decline in consolidated net profit compared to the previous year is forecast for 2014.

Based on continued sound balance sheet ratios and with an equity ratio of 48 %, the EUROKAI Group is well prepared to field the challenges still to come.

Unforeseen developments may cause the actual business trend to deviate from expectations, which are based on assumptions and estimates made by the Group Management Board. We undertake no obligation to revise our forward-looking statements in the light of either new information or unexpected events.

11. MANAGEMENT STATEMENT PURSUANT TO SECTION 289 A OF THE GERMAN COMMERCIAL CODE (HGB)

The Management Statement is published on our website at www.eurokai.de.

12. CLOSING REMARKS

The Personally Liable General Partner has drawn up a Dependency Report on legal and business relations with affiliated companies, containing the following closing remarks:

“Our Company received due and proper remuneration for all legal transactions listed in the report on relations with affiliated companies, as far as we were aware at the time when said transactions were made. No other transactions to the debit or credit of our Company have been either undertaken or omitted.”

Hamburg, Germany, 21 March 2014

The Personally Liable General Partner
Kurt F. W. A. Eckelmann GmbH, Hamburg

Thomas H. Eckelmann
Cecilia E. M. Eckelmann-Battistello

Report of the Supervisory Board

In August 2013, the Mærsk McKinney Møller, with a capacity of 18,270 TEUs the world's largest container vessel, was successfully handled for the first time at the NTB North Sea Terminal Bremerhaven.

DR WINFRIED STEEGER
Chairman of the Supervisory Board

Once again in 2013 the Supervisory Board carried out the duties required of it by law, by the Company's Articles of Association, and by the German Corporate Governance Code. It monitored the conduct of the Management Board of the Personally Liable General Partner and acted in an advisory capacity.

In the course of the 2013 fiscal year, the Supervisory Board was informed regularly, promptly and comprehensively by the Management Board of the Personally Liable General Partner, through both written and verbal reports, about the current situation and all matters relating to the Company and the Group, as well as joint enterprises included in the consolidated Group. This information related in particular to all major business transactions and ventures, corporate strategy, business policy, corporate planning (in particular financial, investment and personnel planning), as well as the business development. The Management Board also reported on revenue, the position of the Company, the financial and earnings situation, as well as profitability. It also detailed deviations from the budget – stating reasons, the risk situation, especially transactions having a possible material impact on the profitability or liquidity of the Company, and finally risk management, the internal control system, internal auditing including compliance.

The key focuses of extensive information and discussion in 2013 were in particular

- the development of the EUROGATE Container Terminal Wilhelmshaven
- the development of the Ust-Luga Container Terminal in Ust-Luga, Russia
- the development of the EUROGATE Tanger Container Terminal in Tangier, Morocco
- the report on the risk management system and internal auditing activities within the EUROKAI Group
- the development of the proposed "P3" alliance of the world's three largest container lines as well as the possible resulting impact on the container terminals in the EUROKAI Group
- the strategic orientation of the EUROKAI Group
- the competitive position of the subsidiaries and holdings in the relevant markets

The Supervisory Board consulted in-depth with the Management Board of the Personally Liable General Partner on the continued difficult economic environment, as well as the possible ripple effect for the EUROKAI Group. In-depth consideration was also given to the consequences of the increasing deployment of ever-larger container vessels (ULCS) as well as the development of terminal capacities by competitors of the Group entities, the development of the flows of forwarding loads in the North Range and the Mediterranean, the resulting sea-side and shore-side consequences as well as any ensuing ramifications and necessary consequences.

Furthermore, the continued delays in the approval processes and procedures for the navigation channel adjustment of the Lower and Outer Elbe as well as the deepening of the Outer Weser and the upgrading of the Kiel Canal were the subject of intensive discussions. The Supervisory Board shares the view of the Management Board that the delay in the adjustments, in particular to the Elbe, will have serious negative impacts on the logistics sector and on Hamburg as a business location and that the deepening of the Outer Weser and the increase in the capacity of the Kiel Canal are absolutely imperative.

The Supervisory Board approved and monitored adherence to the Management Board's corporate planning and to the actions and objectives contained therein. It held detailed consultative discussions with the Management Board of the Personally Liable General Partner and took decisions on such business actions of the Management Board subject to its approval by law or under the Company's Articles of Association relating to corporate strategy and its implementation, business deviations from the plans and targets, as well as material business transactions for the Company and the Group based on the written and verbal reports. Only one business transaction required the approval of the Supervisory Board in the reporting period and this was granted following joint examination and discussion with the Management Board of the Personally Liable General Partner.

Based on the comprehensive reporting on the internal control system, risk management and internal auditing system, including compliance, the Supervisory Board is of the opinion that these systems are applied within the EUROKAI Group in a reliable and efficient manner.

The results of the self-evaluation performed in compliance with the provisions of the German Corporate Governance Code were also the subject of the discussions of the Supervisory Board.

Taking into account that EUROKAI GmbH & Co. KGaA is a pure financial holding company that operates nationally and internationally virtually exclusively in the field of port handling as well as indirectly in related upstream and downstream areas of activity in the transport sector, the Supervisory Board has specified concrete objectives regarding its composition. These objectives do not constitute requirements to be heeded by shareholders eligible to elect members. Rather, they are intended to express the objectives pursued by the incumbent Supervisory Board with regard to its advisory and supervising functions whilst considering the specifics of the Company.

The individual objectives of the Supervisory Board are described in the Corporate Governance report, which also reports on the status of their implementation. The report is publicly accessible on the website of EUROKAI GmbH & Co. KGaA at www.eurokai.de.

On appointing the auditor, the Supervisory Board further defined the main focuses for the audit of the 2013 annual financial statements as well as the audit fee.

Members of the Supervisory Board and members of the Management Board of the Personally Liable General Partner were involved in no conflicts of interest. The Supervisory Board is of the opinion that it has a sufficient number of independent members. Care is taken to ensure that the Supervisory Board is composed of members who have the knowledge, skills and professional experience to properly exercise their mandate.

Four regular Supervisory Board meetings were held altogether, two per half-year. Mr Müller and Mr Rickmers were each unable to attend one meeting and Mr Warburg missed two. Thus no member of the Supervisory Board attended fewer than half of the sessions. The Management Board of the Personally Liable General Partner was represented at all the meetings; individual meetings were additionally attended by senior Group executives. Furthermore, the Chairman of the Supervisory Board remained in continuous contact with the Management Board of the Personally Liable General Partner and was informed regularly between meetings about the current business situation and development, as well as important business transactions and significant upcoming decisions.

In order to perform its duties more effectively, the Supervisory Board has set up a Financial Audit Committee and a Human Resources Committee. Dr Sebastian Biedenkopf was once again appointed Chairman of the Financial Audit Committee on 19 June 2013. Dr Biedenkopf meets the requirements of an independent financial expert pursuant to Sections 100 (5), 107 (4) of the German Stock Corporation Act (AktG). The Financial Audit Committee held two meetings during the 2013 fiscal year and discussed in particular the annual and consolidated financial statements as well as monitoring of the financial reporting process, the effectiveness of the internal control and auditing system, the risk management system, the audit and compliance. The Financial Audit Committee discussed the half-yearly financial report with the Management Board of the Personally Liable General Partner. The Human Resources Committee, of which the Chairman of the Supervisory Board, Dr Winfried Steeger, was reappointed Chairman on 19 June 2013, did not meet during the reporting period.

The financial statements and the management report of the Company for the last fiscal year were drawn up in accordance with the requirements of the German Commercial Code (HGB) and the consolidated financial statements and Group management commentary were prepared in accordance with International Financial Reporting Standards (IFRS), as applied in the EU, in conjunction with the supplementary requirements pursuant to the provisions of Section 315a (1) of the German Commercial Code (HGB) and the supplementary provisions of the Articles of Association. The financial statements and management report of the Company and the consolidated financial statements and management commentary of the EUROKAI GmbH & Co. KGaA Group, including the accounts on which they are based, for the fiscal year 2013 have been examined by the auditor, Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Hamburg, in accordance with German auditing regulations and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (IDW) (IDW PS 450) and each been issued an unqualified audit opinion. The auditors also confirmed that the Management Board of the Personally Liable General Partner has installed an appropriate monitoring system as required pursuant to Section 91 (2) of the German Stock Corporation Act (AktG), which is suitable in its design and handling to identify at an early stage developments which could place the continued existence of the EUROKAI Group at risk.

The auditor has issued the following unqualified opinion for the report by the Management Board on relations with affiliated companies (Dependency Report) in accordance with Section 312 of the German Stock Corporation Act (AktG):

"After due and proper examination and assessment, we hereby confirm that

1. all information contained in the report is correct,
2. payment made by the Company for all legal transactions stated in the report was not inappropriately high."

Immediately following preparation, the annual financial statements and the management report of the Company, the consolidated financial statements and Group management commentary, the proposal for the distribution of profits, the report on relations with affiliated companies and the auditors' reports were submitted in good time to all the members of the Supervisory Board.

Following a detailed preliminary assessment by the Financial Audit Committee, in the presence of the auditor and the Management Board of the Personally Liable General Partner, the Supervisory Board at its meeting of 9 April 2014 examined the annual financial statements of the Company and the consolidated financial statements of the Group as at 31 December 2013, as well as the management report/commentary, the proposal for the distribution of profits, the report on relations with affiliated companies for the fiscal year 2013 and the results of the audit of the annual financial statements and the report on relations with affiliated companies by the auditors. At this meeting, the above documents were discussed in detail with the Management Board of the Personally Liable General Partner in the presence of the auditor.

Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Hamburg, reported to the Supervisory Board on the course of its audits and on their main results. The auditor also reported on the main focal points of its audit. Following this report, all the Supervisory Board's questions were answered in full by the Management Board of the Personally Liable General Partner and the auditor.

Based on the final results of the comprehensive examination by the Financial Audit Committee and the Supervisory Board, the Supervisory Board concurred with the financial statements and management report of the Company, the consolidated financial statements and Group management commentary of the Company, the proposal for the appropriation of the distributable profit, the report on relations with affiliated companies, including the closing remarks of the Management Board of the Personally Liable General Partner contained therein and the results and report of the auditors. It approves the financial statements of EUROKAI GmbH & Co. KGaA and of the Group drawn up by the Management Board as at 31 December 2013. The Supervisory Board agrees to the proposed appropriation of profits.

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Hamburg be appointed as auditor for the 2014 fiscal year. To this end, the auditor issued a declaration of autonomy.

The Supervisory Board, jointly with the Management Board of the Personally Liable General Partner, resolved upon the text and issue of the Management Statement pursuant to Section 289 a HGB (German Commercial Code) including the Declaration of Conformity, pursuant to Section 161 of the German Stock Corporation Act (AktG) for the 2013 financial year.

Pursuant to Section 11 of the Articles of Association, the Supervisory Board is composed of six members.

Mr Bertram Rickmers was reelected at the 2013 General Meeting until the end of the 2017 General Meeting. The period of office of Mr Jochen Döhle and Mr Lic. oec. Raetke Müller terminates with the end of the 2015 General Meeting, that of Dr Sebastian Biedenkopf, Dr Winfried Steeger and Mr Max M. Warburg with the end of the 2016 General Meeting.

The Supervisory Board would like to thank the Management Board of the Personally Liable General Partner and all employees in the affiliated companies of EUROKAI GmbH & Co. KGaA in Germany and abroad for their work in 2013. Through their commitment they made a valuable contribution to successfully overcoming the challenges in the just completed financial year.

Hamburg, Germany, 9 April 2014

The Chairman of the Supervisory Board

Dr Winfried Steeger

Corporate Governance Report

LSCT La Spezia Container Terminal increased its container handling volume in 2013 by 4.3%.

MANAGEMENT STATEMENT PURSUANT TO SECTION 289 A OF THE GERMAN COMMERCIAL CODE (HGB) INCLUDING CORPORATE GOVERNANCE REPORT AND DECLARATION OF CONFORMITY

The following joint statement made by the Personally Liable General Partner and the Supervisory Board pursuant to Section 289 a of the German Commercial Code (HGB) contains, in addition to the Declaration of Conformity pursuant to Section 161 of the German Stock Corporation Act (AktG), the Corporate Governance report of EUROKAI GmbH & Co. KGaA within the meaning of Article 3.10 of the German Corporate Governance Code ("Code") in the amended version of 13 May 2013 announced by the German Federal Ministry of Justice in the official section of the Federal Gazette on 10 June 2013. It is also publicly accessible on the EUROKAI GmbH & Co. KGaA website at www.eurokai.de.

As a company listed on the German stock exchange and having its head office in Germany, the general Corporate Governance framework for EUROKAI GmbH & Co. KGaA is governed by the applicable laws, the Articles of Association and the Code. Apart from justified exceptions, EUROKAI GmbH & Co. KGaA complies with the recommendations of the Corporate Governance Code.

EUROKAI GmbH & Co. KGaA is a partnership limited by shares and as such an independent legal entity pursuant to Section 278 (1) of the German Stock Corporation Act (AktG), in which at least one partner is generally liable with the entirety of its assets vis-à-vis the company's creditors (Personally Liable General Partner) and the others have a stake in the authorised capital, which is divided into shares, without being personally liable for the Company's liabilities (partnership shareholders).

The Personally Liable General Partner of EUROKAI GmbH & Co. KGaA responsible for running the business of the KGaA is Kurt F. W. A. Eckelmann GmbH, Hamburg. It is represented by the Managing Directors Mr Thomas H. Eckelmann (Chairman) and Ms Cecilia Eckelmann-Battistello. The Managing Directors of Kurt F. W. A. Eckelmann GmbH are appointed and dismissed by its Administrative Board. The Administrative Board also concludes the senior executive agreements with the Managing Directors and determines the assignment of duties/rules of procedure of the Management Board.

EUROKAI GmbH & Co. KGaA is a financial holding company. Its principal ownership interests are the 66.6 % holding in the share capital of CONTSHIP Italia S. p. A., Genoa, Italy, as well as the 50 % interest in the joint venture EUROGATE GmbH & Co. KGaA, KG, Bremen, the holding company of the EUROGATE Group, in which BLG Logistics Group AG & Co. KG, Bremen also holds 50 %. The EUROGATE Group, in turn, has a 33.4 % stake in CONTSHIP Italia S. p. A. Thus EUROKAI GmbH & Co. KGaA effectively holds a total 83.3 % interest in the CONTSHIP Italia Group. Ms Cecilia Eckelmann-Battistello is CEO of CONTSHIP Italia S. p. A. and Mr Thomas H. Eckelmann is Chairman of the Group Management Board of EUROGATE GmbH & Co. KGaA, KG as well as a member of the Board of Directors of CONTSHIP Italia S. p. A.

EUROKAI GmbH & Co. KGaA has no employees of its own. Tasks not related to the management structure of EUROKAI GmbH & Co. KGaA, such as finances, controlling and accounting are handled by EUROGATE GmbH & Co. KGaA, KG within the scope of a service agreement.

SHAREHOLDERS AND GENERAL MEETING

The shareholders of EUROKAI GmbH & Co. KGaA exercise their rights at the General Meeting, in particular the Annual General Meeting. This decides on all matters determined by law and the Articles of Association. Thus, pursuant to Section 286 (1) of the Stock Corporation Act (AktG), the General Meeting rules on the approval of the annual financial statements. This ruling requires the approval of the Personally Liable General Partner. Under the provisions of Section 285 (2) AktG, resolutions of the General Meeting also require the approval of the Personally Liable General Partner.

A nominal value of EUR 1.00 for each voting share entitles its holder to one vote.

Every shareholder who registers in due time is eligible to attend the General Meeting. Provided they have registered in due time and have a participation card, shareholders who are unable to personally attend the General Meeting may assign their voting rights by proxy to a chosen representative, for example a bank, a shareholders' association or the company's nominated proxy, to vote on their behalf.

The convening of the General Meeting as well as the reports and information required for the passing of resolutions are published in compliance with the requirements under stock corporation law and made available on the EUROKAI GmbH & Co. KGaA website at www.eurokai.de.

TASKS AND RESPONSIBILITIES OF THE PERSONALLY LIABLE GENERAL PARTNER

The Management Board of the Personally Liable General Partner is composed of two Managing Directors, Mr Thomas H. Eckelmann and Ms Cecilia Eckelmann-Battistello. Mr Thomas H. Eckelmann is Chairman. Under the rules of procedure for the Management Board, he is responsible for coordinating the activities of the Management Board, representing the Company in the public domain, overseeing business communications with the Administrative Board constituted in this Company and with the shareholders. Notwithstanding the fact that the Managing Directors are jointly responsible for the management, they carry out independently the duties assigned to them in the schedule of responsibilities. Mr Thomas H. Eckelmann is specifically responsible for the EUROGATE holding company, of which he is Chairman of the Management Board and Ms Cecilia Eckelmann-Battistello is specifically responsible for the CONTSHIP Italia Group, of which she is President. Under the rules of procedure, the authorisation to conduct independently the duties assigned to them reaches its limits where, for example, both duties or transactions are materially affected, or in the case of measures requiring the approval of the Administrative Board. These and other cases set forth in the rules of procedure require a joint resolution to be adopted by both Managing Directors. Under the provisions set out in the rules of procedure the Managing Directors reach their decisions in meetings that – based on the needs of this pure financial holding company – are held regularly at least twice per month and additionally on a case-by-case basis as required. These are chaired by the Chairman of the Management Board. Use is made of the possibilities to adopt resolutions outside meetings in written or text form. Should the Managing Directors not be able to come to an agreement, the Chairman of the Administrative Board shall be responsible for arbitration.

COMPOSITION OF THE SUPERVISORY BOARD

Pursuant to Section 11 of the Articles of Association, the Supervisory Board of EUROKAI GmbH & Co. KGaA is composed of six members, who are elected by the shareholders. They are appointed for a term of four years. In compliance with the recommendations of the German Corporate Governance Code, Supervisory Board members are elected individually.

Former managing directors of the Personally Liable General Partner of EUROKAI GmbH & Co. KGaA whose appointed term ended less than two years ago are not represented on the Supervisory Board. In its own estimation, the Supervisory Board has a sufficient number of independent and internationally experienced members. There are no conflicts of interest.

Based on its self-evaluation, the Supervisory Board believes that as a group it possesses the necessary integrity, commitment and professionalism as well as the knowledge, ability and expert experience required to properly complete its tasks in a company operating at an international level.

Taking into account that EUROKAI GmbH & Co. KGaA is a pure financial holding company that operates nationally and internationally virtually exclusively in the field of port handling as well as indirectly in related upstream and downstream areas of activity in the transport sector, the Supervisory Board has specified concrete objectives regarding its composition. These objectives do not constitute requirements to be heeded by shareholders eligible to elect members. Rather, they are intended to express the objectives pursued by the incumbent Supervisory Board with regard to its advisory and supervising functions whilst considering the specifics of the Company.

The Supervisory Board has specified the following concrete objectives:

1. Irrespective of the gender of proposed candidates, professional qualifications and personal expertise and integrity are the most important prerequisites for appointments to seats on the Supervisory Board. When proposing Supervisory Board candidates for election, irrespective of their gender, the Supervisory Board will always give top priority to these prerequisites, which are essential for fulfilling its legal duties.
2. Overall, the Supervisory Board's policy is to optimally meet its monitoring and advisory duties by having a diversity of members. Diversity includes, in particular, internationality as well as different experience backgrounds, career and life paths. This also includes a capacity for teamwork and commitment. Every member of the Supervisory Board must take care that he/she has sufficient time to perform his/her mandate in a full and timely manner.
3. At least two members of the Supervisory Board should have international business experience; they do not necessarily have to be foreigners themselves.
4. As long as the Company by virtue of its shareholder structure – as is currently the case – can be considered to be a family-owned company, the Supervisory Board should have at least one member who has experience in managing medium-sized or large family-owned companies.
5. The Supervisory Board shall include what it considers an adequate number of independent members, as defined by Article 5.4.2 of the Code. Given that by virtue of its shareholder structure the Company can currently be considered to be a family-owned company, the Supervisory Board considers it desirable that at least two of its members are independent.
6. The Supervisory Board generally considers it desirable to integrate women in the work of the Company, as is currently and has for many years been the case in the work of the Management Board of the Personally Liable General Partner, and consequently also in the tasks of the Supervisory Board. The Supervisory Board shall therefore in particular strive to propose to the General Meeting female candidates who are suitable and willing to accept office in the meaning of Articles 1 and 2.
7. Proposals for elections to the Supervisory Board should normally only include candidates who are younger than 70. The Supervisory Board consciously refrains from stipulating a fixed age limit for Supervisory Board members as age is not a criterion for qualifications and expertise. Moreover, the Company does not wish to forego the many years of experience of Supervisory Board members.
8. At least one member of the Supervisory Board should possess expertise in the fields of financial accounting or auditing as defined by Section 100 (5) of the German Stock Corporation Act (AktG).
9. No one shall be proposed for election to the Supervisory Board who simultaneously serves a body of or advises a major competitor of the Company or the Group, or provides consultancy services thereto.
10. The Supervisory Board reviews these objectives on a regular basis. It publishes its objectives and the status of their implementation annually in the Corporate Governance report.

The criteria under Articles 1 to 5 and 7 to 10 have in the opinion of the Supervisory Board already been met. This does not apply to the objective under Article 6 to integrate women into the work of the Supervisory Board. This objective shall be pursued at the next Supervisory Board elections.

The objectives defined by the Supervisory Board for its composition are also published on the website at www.eurokai.de under "Investor Relations/Corporate Governance".

COMMITTEES OF THE SUPERVISORY BOARD

The Supervisory Board of EUROKAI GmbH & Co. KGaA has set up a Financial Audit Committee and a Human Resources Committee, which are each composed of three members of the Supervisory Board. The committees prepare decisions that are deliberated at the meetings of the Supervisory Board and complement the work of the Supervisory Board. The Supervisory Board can, in as far as the law and the Articles of Association permit, form additional advisory and decision-making committees as and where necessary.

The principal tasks of the Audit Committee are to discuss the half-yearly financial report with the Management Board of the Personally Liable General Partner, to audit the disclosures included in the annual financial statements and consolidated financial statements, management commentaries, Dependency Report and – in consultation with the auditor – the auditors' findings and reports; additionally to prepare the decision of the Supervisory Board on the approval of the annual financial statements and the consolidated financial statements, the appointment of the auditor, as well as the proposal of the Personally Liable General Partner for the distribution of the net retained profits. Furthermore, the Audit Committee monitors the accounting process, the effectiveness of the internal control and risk management system including compliance, the internal auditing system and the annual audit, and in particular the independence of the auditor and any services additionally provided by the auditor.

The Chairman of the Audit Committee, who shall not be identical with the Chairman of the Supervisory Board, is independent and has gained extensive professional know-how and experience in the application of accounting principles and internal control procedures.

TASKS AND RESPONSIBILITIES OF THE SUPERVISORY BOARD

The tasks and responsibilities of the six-member Supervisory Board are based on the rules of procedure for the Supervisory Board. The Supervisory Board usually convenes at four ordinary meetings during the year, the dates of which are determined annually in advance. In addition the Supervisory Board where necessary adopts resolutions outside meetings using modern means of communication, so that resolutions in written or text form are sufficient. The Supervisory Board has a Chairman, Dr Winfried Steeger, who invites members to the meetings, chairs meetings and is responsible for adoption of the resolutions passed. As provided for by law, resolutions require a simple majority and may only be passed on items of the agenda announced beforehand in due form in the convention documents, unless all members of the Supervisory Board consent to the passing of a resolution. The work of the Supervisory Board in the meetings is intensive and characterised by the specialist expertise of its members. The Supervisory Board has set up two committees, the Human Resources Committee and the Audit Committee; however the Human Resources Committee has not developed any active role since 1999 since due to its exclusive function as a holding company the Company does not employ any staff of its own and the appointment and dismissal of the Management Board of the Personally Liable General Partner is the responsibility of its Administrative Board. The Audit Committee, which fulfils statutory duties and of which under the rules of procedure the Chairman of the Supervisory Board is an "automatic" member has a Chairman, Dr Sebastian Biedenkopf, who has the requisite specialist knowledge (financial expert). The Audit Committee usually convenes twice a year. The Chairman of the Supervisory Board regularly maintains contact with the Management Board, and consults with it on an ongoing basis on the course of business. The Supervisory Board is also kept regularly informed by the Management Board about the development of the Company through legally stipulated reports and, where required, special reports.

COMPENSATION OF THE SUPERVISORY BOARD

The compensation of the Supervisory Board is specified in Section 13 (1) of the Articles of Association, which has the following wording:

"In addition to reimbursement of all necessary expenses and an attendance fee of EUR 500.00 for each meeting attended, every member of the Supervisory Board shall receive annual compensation in the amount of EUR 8,000.00. The Deputy Chairman of the Supervisory Board shall receive 1.5 times and the Chairman of the Supervisory Board three times this amount."

Each member of the Audit Committee shall additionally receive annual compensation of EUR 2,000.00. The Chairman of the Audit Committee shall receive double this amount.

For information regarding the remuneration of the statutory organs of the company, we refer to No. 38 and No. 44 of the Notes to the consolidated financial statements.

COOPERATION BETWEEN PERSONALLY LIABLE GENERAL PARTNER AND SUPERVISORY BOARD

The Personally Liable General Partner and the Supervisory Board of EUROKAI GmbH & Co. KGaA give high priority to responsible and transparent management committed to corporate responsibility and geared towards long-term success, as well as to the appropriate management of risks. The Personally Liable General Partner informs the Supervisory Board regularly, promptly and comprehensively regarding all matters relevant to the Company relating to the corporate strategy, business policy, planning, (in particular financial, investment and Human Resources planning), the development of business, especially of revenue, the situation of the Company, the financial and earnings position, and profitability, planning deviations stating reasons, the risk situation, in particular transactions that may materially affect the Company's profitability or liquidity, as well as risk management, the internal control and auditing system and compliance. Furthermore, it ensures compliance with legal requirements; in particular the measures stipulated in Section 91 (2) of the German Stock Corporation Act (AktG), and uses its influence to ensure their compliance within the Group companies.

The Supervisory Board advises and supervises the Personally Liable General Partner in the running of the Company. In the case of exceptional business transactions, the Personally Liable General Partner must obtain the prior approval of the Supervisory Board pursuant to Section 7 of the Articles of Association. Furthermore, it must submit a budget plan/earnings statement as well as an annual investment and financial plan to the Supervisory Board for approval and report on their implementation on a three-monthly basis. The Supervisory Board examines and approves the financial statements and the management report of the Company as well as the consolidated financial statements and Group management commentary and management's proposal on the appropriation of net retained profits.

The Supervisory Board has drawn up internal rules of procedure to govern its work. The Chairman of the Supervisory Board coordinates work performed by the Board, chairs its meetings and represents the Board's interests vis-à-vis third parties. Between meetings he maintains regular contact to the Management Board of the Personally Liable General Partner.

For more information we refer to the Report of the Supervisory Board on page 28 of our Annual Report. The Annual Report is also published on our website www.eurokai.de under the heading "Investor Relations/Financial Reports".

TRANSPARENCY

EUROKAI GmbH & Co. KGaA informs the general public regularly and promptly about the economic situation of the Group. The Annual Report, half-yearly financial report as well as the first- and third-quarterly interim statements are published within the statutory periods (www.eurokai.de under the heading "Investor Relations/Financial Reports"). Newsworthy events and new developments are reported in press releases and, where necessary, ad-hoc announcements (www.eurokai.de under the heading "Investor Relations/Weitere Publikationen"). The legally stipulated reports, documents and information required for the General Meeting are published on the Internet together with the agenda of the General Meeting and any counter-motions or nominations on the part of the shareholders that the Company is obliged to make accessible to the public.

The planned dates for the main recurring events and publications – such as General Meeting, Annual Report, half-yearly financial report and interim statements – are listed in a financial calendar which is published sufficiently in advance and made permanently available on the EUROKAI GmbH & Co. KGaA website.

RISK MANAGEMENT

EUROKAI GmbH & Co. KGaA regards the responsible management of business risks as an important principle of good and sustainable corporate governance. Early identification of risks and minimisation of risk positions form an integral part of this. EUROKAI GmbH & Co. KGaA employs an internal control and risk management system including compliance and an internal auditing system, which identify, assess and control risks. Continuous adaptation of the systems, in particular of the manual pertaining to the early risk identification system of the EUROGATE and the CONTSHIP Italia Group, to changed general conditions as well as monitoring their effectiveness is a permanent task for the Personally Liable General Partner and the Supervisory Board.

The Personally Liable General Partner informs the Supervisory Board regularly and promptly of existing risks and their development.

For further details, we refer to the risk report and outlook under No. 8 of the Group management commentary.

REPORTING AND AUDIT OF THE ANNUAL FINANCIAL STATEMENTS

EUROKAI GmbH & Co. KGaA prepares its consolidated annual financial statements in accordance with International Financial Reporting Standards (IFRS) as applied in the EU. The single-entity annual financial statements are prepared according to the requirements of the German Commercial Code (HGB). They are audited by the auditor as well as by the Supervisory Board. The half-yearly financial report is examined by the Audit Committee together with the Personally Liable General Partner prior to being published.

The consolidated financial statements and single entity financial statements of EUROKAI GmbH & Co. KGaA were audited and each issued an unconditional audit certificate by the auditors Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Hamburg, who were appointed by the 2013 General Meeting.

DECLARATION OF CONFORMITY OF EUROKAI GMBH & CO. KGAA WITH THE GERMAN CORPORATE GOVERNANCE CODE

The Management Board of Kurt F. W. A. Eckelmann GmbH, Hamburg, as Personally Liable General Partner and the Supervisory Board of EUROKAI GmbH & Co. KGaA have issued a Declaration of Conformity with the German Corporate Governance Code as required by Section 161 of the German Stock Corporation Act (AktG). In this document – taking into account the specific organisational distinctions of the legal form of a partnership limited by shares (KGaA) as set out in the following and the structuring of this legal form through the Articles of Association – they declare that with the exceptions set out below, EUROKAI GmbH & Co. KGaA (hereinafter the "Company")

- in the period between the last Declaration of Conformity of April 2013 and the coming into force of the new version of the German Corporate Governance Code dated 13 May 2013 on 10 June 2013, (hereinafter the "Code") complied with the recommendations of the Code in the superseded version dated 15 May 2012 (cf. B below), and
- in the period between the coming into force of the Code of 13 May 2013 until the present has complied in full with the recommendations of the Code of 13 May 2013 (cf. C below), and
- currently complies with and will continue to comply with the recommendations of the Code of 13 May 2013 as amended (cf. D below).

A. SPECIFIC ORGANISATIONAL DISTINCTIONS OF THE LEGAL FORM OF A PARTNERSHIP LIMITED BY SHARES (KGAA)

- The Company is a Kommanditgesellschaft auf Aktien – ("KGaA" – partnership limited by shares). In a KGaA, the duties of the management board of a stock corporation ("AG") are the responsibility of the personally liable general partner. The sole Personally Liable General Partner of the Company is Kurt F. W. A. Eckelmann GmbH, Hamburg, whose managing directors are thus responsible for conducting the business of the Company. The Company does not hold an interest in the Personally Liable General Partner. The sole shareholder of the Personally Liable General Partner is the Thomas Eckelmann GmbH & Co. KG family, Hamburg, which is controlled entirely by the family of Mr Thomas H. Eckelmann.
- In comparison with the supervisory board of a German stock corporation, the role of a supervisory board of a KGaA is limited. In particular, the Supervisory Board is not responsible for appointing or dismissing general partners or for regulating the terms and conditions of their contracts, issuing rules of procedure for the Management Board or determining business transactions requiring approval. For this reason, Section 7 of the Company's Articles of Association requires that the Personally Liable General Partner obtain the prior approval of the Supervisory Board for all extraordinary transactions. To this end Section 7 of the Articles of Association contains a catalogue of business transactions requiring approval.
- The general meeting of a KGaA fundamentally has the same rights as the general meeting of an AG; it additionally resolves on the adoption of the annual financial statements of the Company. Many of the resolutions made by the General Meeting require the consent of the Personally Liable General Partner; particularly the adoption of the Company's annual financial statements.
- Although the concrete wording of the recommendations of the Code does not in all instances take into account the specific organisational distinctions of the legal form of a KGaA, the sole Personally Liable General Partner, Kurt F. W. A. Eckelmann GmbH, and the Supervisory Board have agreed to currently and in future comply with the recommendations of the Code with the exceptions stated in Section D below.

B. DEVIATIONS FROM THE RECOMMENDATIONS OF THE SUPERSEDED CODE OF 15 MAY 2012 IN THE PERIOD BETWEEN SUBMISSION OF THE LAST DECLARATION OF CONFORMITY OF APRIL 2013 AND THE COMING INTO FORCE OF THE VERSION AS AMENDED ON 13 MAY 2013 PUBLISHED ON 10 JUNE 2013

The Personally Liable General Partner and the Supervisory Board declare that in the period between submission of the last declaration of April 2013 and the coming into force of the version as amended on 13 May 2013 published on 10 June 2013, the Company complied in full with the recommendations of the Code in the superseded version dated 15 May 2012, with the exceptions set down below:

**B. 1 Article 3.8 (3) –
Deductible in the D&O (directors' and officers' liability insurance) policy for the Supervisory Board**

No deductible was agreed upon in the D&O policy for the Supervisory Board because neither the Personally Liable General Partner nor the Supervisory Board believed that the motivation and responsibility which the Supervisory Board brings to the fulfilment of its duties can be improved by any such deductible.

**B. 2 Article 4.2.4, 4.2.5 (3) –
Separate disclosure of the total compensation of each of the Managing Directors of the Personally Liable General Partner**

Separate disclosure of the total compensation of each of the Managing Directors of the Personally Liable General Partner in the Notes or the Management Commentary is dispensed with. Section 9 of the Company's Articles of Association provides that the compensation of the managing directors of the Personally Liable General Partner is determined by the Company's Supervisory Board and is granted and paid to them directly by the Company. To date no use has been made of this option. The Company pays no compensation either to the Managing Directors of the Personally Liable General Partner or to the Personally Liable General Partner itself. As a precautionary measure however, in application of Sections 286 (5), 314 (2) sentence 2 of the German Commercial Code (HGB), the General Meeting of the Company of 18 August 2010 decided that in the annual and consolidated financial statements for the Company to be prepared for the years 2010 to 2014 the disclosures required under Section 285 sentence 1 no. 9 letter a) sentence 5 to 8 and under Section 314 (1) no. 6 letter a) sentence 5 to 8 HGB shall be omitted.

B. 3 Article 5.2 (2) –
Supervisory Board Committees

Pursuant to Article 5.2 (2) of the Code, the Chairman of the Supervisory Board shall also chair the committee that handles contracts with members of the Management Board. This committee did not exist in the Company because the contracts with the Managing Directors of the Personally Liable General Partner are the responsibility of its Administrative Board and not of the Supervisory Board.

B. 4 Article 5.3.3 –
Nomination Committee

Pursuant to Article 5.3.3 of the Code, the Supervisory Board is to form a nomination committee composed exclusively of shareholder representatives which proposes suitable candidates to the Supervisory Board for recommendation to the General Meeting.

The Personally Liable General Partner and the Supervisory Board were of the opinion that a nomination committee was not required since the Supervisory Board is composed of only six representatives of the shareholders and is therefore in a position to directly and efficiently make election recommendations to the General Meeting.

B. 5 Article 5.4.1 –
Composition of the Supervisory Board

Pursuant to Article 5.4.1 (1 to 3) of the Code, the Supervisory Board shall specify concrete objectives regarding its composition which shall, in particular, stipulate an appropriate degree of female representation.

Deviating from this recommendation, the Supervisory Board has not specified any concrete objectives regarding its composition because it was and is of the opinion that while the recommendation criteria presented in Article 5.4 of the Code should be taken into account, ultimately the Supervisory Board and the General Meeting should be free in their decision to propose and ultimately appoint the most suitable candidate to perform the duties of a member of the Supervisory Board. However, this recommendation will be complied with in future.

B. 6 Article 6.6 –
Disclosure of the Ownership of Shares

Pursuant to Article 6.6 of the Code, beyond the statutory obligation to report and disclose dealings in shares of the company without delay, the ownership of shares in the company or related financial instruments by Management Board and Supervisory Board members shall be reported if these directly or indirectly exceed 1 % of the shares issued by the company. If the entire holdings of all members of the Management Board and Supervisory Board exceed 1 % of the shares issued by the company, these shall be reported separately according to Management Board and Supervisory Board.

Both the Personally Liable General Partner and the Supervisory Board consider the relevant statutory obligation to report and disclose dealings in shares of the Company without delay to be adequate. It therefore did not apply this recommendation.

B. 7 Article 7.1.2 –
Reporting

Pursuant to Article 7.1.2 of the Code, the consolidated financial statements shall be publicly accessible within 90 days of the end of the financial year; interim reports (half-yearly and any quarterly reports) shall be publicly accessible within 45 days of the end of the reporting period.

The Company did not apply this recommendation, and was practically not in a position to do so. The Company is a pure financial holding company and therefore relies on the figures provided by its investment holdings, which it regularly does not receive in time to comply with the recommendation. The consolidated financial statements are published pursuant to the requirements under Section 15 of the Company Disclosure Act (PublG) and Section 325 (4) of the German Commercial Code (HGB) and the interim reports pursuant to the requirements under Sections 37 w f. of the German Securities Trading Act (WpHG).

C. DEVIATIONS FROM THE RECOMMENDATIONS OF THE CODE AS AMENDED ON 13 MAY 2013 IN THE PERIOD BETWEEN THE COMING INTO FORCE OF THE CODE OF 13 MAY 2013 AND THE PRESENT

On 13 May 2013, the "Government Commission on the German Corporate Governance Code" presented a new version of the Code that was published in the Federal Gazette on 10 June 2013 and thereby came into force. The Personally Liable General Partner and the Supervisory Board of the Company declare that in the period between 10 June 2013 and the present day, the new version of the Code has been complied with in full with the exceptions set down under B. 1 and B. 2 as well as B. 4 to B. 7 set out above.

In this regard it is noted that the recommendation dealt with under B. 3 above pursuant to Article 5.2 (2) of the 2012 version of the Code was revoked in line with the revision of the Code as amended on 13 May 2013 and that Article 6.6 of the 2012 Code dealt with under B. 6 above appears under Article 6.3 in the revised Code of 13 May 2013.

D. CURRENT AND FUTURE DEVIATIONS FROM THE RECOMMENDATIONS OF THE CODE IN THE AMENDED VERSION DATED 13 MAY 2013

The Company currently complies with and will continue to comply with the recommendations in the Code in the version dated 13 May 2013, with the following exceptions.

D. 1 Article 3.8 (3) –
Deductible in the D&O (directors' and officers' liability insurance) policy for the Supervisory Board

No deductible has been agreed upon in the D&O policy for the Supervisory Board because neither the Personally Liable General Partner nor the Supervisory Board believed that the motivation and responsibility which the Supervisory Board brings to the fulfilment of its duties can be improved by any such deductible.

D. 2 Article 4.2.4, 4.2.5 (3) –
Separate disclosure of the total compensation of each of the Managing Directors of the Personally Liable General Partner

Separate disclosure of the total compensation of each of the Managing Directors of the Personally Liable General Partner in the Notes or the Management Commentary is dispensed with. Section 9 of the Company's Articles of Association provides that the compensation of the managing directors of the Personally Liable General Partner is determined by the Company's Supervisory Board and is granted and paid to them directly by the Company. To date no use has been made of this option. The Company pays no compensation either to the Managing Directors of the Personally Liable General Partner or to the Personally Liable General Partner itself. As a precautionary measure however, in application of Sections 286 (5), 314 (2) sentence 2 of the German Commercial Code (HGB), the General Meeting of the Company of 18 August 2010 decided that in the annual and consolidated financial statements for the Company to be prepared for the years 2010 to 2014 the disclosures required under Section 285 sentence 1 no. 9 letter a) sentence 5 to 8 and under Section 314 (1) no. 6 letter a) sentence 5 to 8 HGB shall be omitted.

D. 3 Article 5.3.3 –
Nomination Committee

Pursuant to Article 5.3.3 of the Code, the Supervisory Board is to form a nomination committee composed exclusively of shareholder representatives which proposes suitable candidates to the Supervisory Board for recommendation to the General Meeting.

The Personally Liable General Partner and the Supervisory Board are of the opinion that a nomination committee is not required since the Supervisory Board is composed of only six representatives of the shareholders and is therefore in a position to directly and efficiently make election recommendations to the General Meeting.

D. 4 Article 6.3 –
Disclosure of the Ownership of Shares

Pursuant to Article 6.3 of the Code, beyond the statutory obligation to report and disclose dealings in shares of the company without delay, the ownership of shares in the company or related financial instruments by Management Board and Supervisory Board members shall be reported if these directly or indirectly exceed 1 % of the shares issued by the company. If the entire holdings of all members of the Management Board and Supervisory Board exceed 1 % of the shares issued by the company, these shall be reported separately for the Management Board and Supervisory Board in the Corporate Governance Report.

Both the Personally Liable General Partner and the Supervisory Board consider the relevant statutory obligation to report and disclose dealings in shares of the Company without delay to be adequate. It therefore did not apply this recommendation.

D. 5 Article 7.1.2 –
Reporting

Pursuant to Article 7.1.2 of the Code, the consolidated financial statements shall be publicly accessible within 90 days of the end of the financial year; interim reports (half-yearly and any quarterly reports) shall be publicly accessible within 45 days of the end of the reporting period.

The Company does not apply this recommendation, and is practically not in a position to do so. The Company is a pure financial holding company and therefore relies on the figures provided by its investment holdings, which it regularly does not receive in time to comply with the recommendation. The consolidated financial statements are published pursuant to the requirements in Section 15 of the Company Disclosure Act (PublG) and Section 325 (4) of the German Commercial Code (HGB) and the interim reports pursuant to the requirements in Sections 37 w f. of the German Securities Trading Act (WpHG).

Hamburg, Germany, April 2014

The Personally Liable General Partner
Kurt F. W. A. Eckelmann GmbH, Hamburg

Thomas H. Eckelmann
Cecilia E. M. Eckelmann-Battistello

Supervisory Board

Consolidated Financial Statements in accordance with IFRS

Unloading of the catamaran Luna Rossa of the America's Cup team Prada at the CICT Cagliari International Container Terminal.

EUROKAI

Consolidated Income Statement

	2013	2012
	EUR '000	EUR '000
Revenue	631,030	603,898
Other operating income	53,954	48,921
Cost of materials	–181,192	–187,367
Personnel expenses	–307,368	–293,181
Deprecation, amortisation and write-downs	–67,000	–66,133
Other operating expenses	–58,629	–52,457
Profit before realised investment gains (losses, interest and taxes (EBIT))	**70,795**	53,681
Interest and similar income	5,062	3,953
Finance costs – net	–13,960	–14,522
Income from associates	15,438	–2,922
Income from other investees	699	640
Write-downs on financial assets	–27	0
Other financial income (costs)	–658	–148
Profit before income tax (EBT)	**77,349**	**40,682**
Income tax expense	–16,316	–11,790
Consolidated profit for the year	**61,033**	**28,892**
Profit attributable to:		
Equity holders of the parent	46,839	19,800
Hybrid capital holders	4,995	4,995
Non-controlling interests	9,199	4,097
	61,033	**28,892**
Diluted and basic earnings per share (in EUR)	**2,96**	**1,25**

Other Comprehensive Income

	2013	2012
	EUR '000	EUR '000
Consolidated net profit for the year	**61,033**	**28,892**
Other comprehensive income		
Items that will not be reclassified to profit and loss		
Actuarial gains/losses from defined benefit pension plans*	–3,650	–8,313*
Deferred taxes relating to actuarial gains/losses*	1,141	2,590*
	–2,509	**–5,723***
Items that may be subsequently reclassified to profit or loss		
Changes in valuation of financial instruments	1,461	–175
Deferred taxes relating to changes in valuation of financial instruments directly recognised in equity	–468	60
Changes in value of available-for-sale financial assets	101	83
Deferred taxes relating to available-for-sale financial assets directly recognised in equity	–33	–26
Currency translation differences	–80	10
	981	**–48**
Other comprehensive income (after tax)	**–1,528**	**–5,771***
Total comprehensive income	**59,505**	**23,121***
Attributable to:		
Equity holders of the parent*	45,549	14,607
Hybrid capital holders	4,995	4,995
Non-controlling interests*	8,961	3,519
	59,505	**23,121**

* Prior-year figures adjusted to reflect subsequent application of IAS 19 (2011). See also explanations in the Notes to the consolidated financial statements, section "Changes in accounting policies and disclosures".

EUROKAI has reinforced its pan-European intermodal transport network. Three traction companies belong to the Group. In addition to the Italian OCEANOGATE Italia and the German boxXpress, these also include the Hungarian rail company FLOYD.

Consolidated Statement of Financial Position

ASSETS	31.12.13	restated 31.12.12*	restated 31.12.11*
	EUR '000	EUR '000	EUR '000
Non-current assets			
Intangible assets			
Goodwill	512	512	512
Other intangible assets	73,287	74,598	60,235
	73,799	75,110	60,747
Property, plant and equipment			
Land, land rights and buildings including buildings on third-party land	198,238	205,883	175,122
Plant and machinery	287,682	316,315	308,679
Other equipment, furniture and fixtures	12,905	13,265	11,673
Prepayments and assets under construction	14,070	15,675	40,569
	512,895	551,138	536,043
Financial assets			
Investments in associates	41,305	32,186	39,057
Long-term investors and investees	1,272	3,847	3,854
Other financial assets	31,004	40,301	7,937
	73,581	76,334	50,848
Deferred tax assets*	15,487	16,667	11,843
Other non-current financial assets	11,566	15,217	423
Other non-current non-financial assets	10,111	11,434	18,389
Total non-current assets	**697,439**	**745,900**	**678,293**
Current assets			
Inventories	16,608	17,425	16,647
Trade receivables	120,271	119,182	93,591
Other current financial assets	34,418	33,860	29,293
Other current non-financial assets	28,815	35,728	30,764
Current tax receivables	3,751	6,040	2,567
Cash and cash equivalents	125,219	103,930	108,109
Total current assets	**329,082**	**316,165**	**280,971**
Assets classified as held for sale	**0**	**0**	**506**
Total Assets	**1,026,521**	**1,062,065**	**959,770**

* Prior-year figures adjusted to reflect subsequent application of IAS 19 (2011).
See also explanations in the Notes to the consolidated financial statements, section "Changes in accounting policies and disclosures".

EQUITY AND LIABILITIES	31.12.13	restated 31.12.12*	restated 31.12.11*
	EUR '000	EUR '000	EUR '000
Capital and reserves			
Issued capital	13,468	13,468	13,468
Capital attributable to the Personally Liable General Partner	294	294	294
Capital reserves	1,801	1,801	1,801
Reserve from the fair-value measurement of financial derivatives	–209	–1,160	–994
Reserve from the fair-value measurement of available-for-sale financial assets	338	270	213
Reserve from other changes in equity of associates	364	364	0
Foreign currency reserves	–89	–9	–19
Retained earnings*	75,470	70,150	67,743
Net retained profits	**238,656**	**219,539**	**227,905**
Equity attributable to equity holders of the parent	**330,093**	**304,717**	**310,411**
Equity attributable to the hybrid capital holders	77,010	77,010	77,010
Equity attributable to non-controlling interests*	90,891	82,660	63,568
Total capital and reserves	**497,994**	**464,387**	**450,989**
Liabilities and provisions			
Non-current liabilities and provisions			
Non-current liabilities, net of current portion	152,559	157,024	125,579
Government grants	37,073	40,891	43,090
Other non-current financial liabilities	63,881	71,057	54,378
Other non-current non-financial liabilities	3,898	4,409	4,898
Deferred tax liabilities	14,536	15,888	16,710
Provisions			
Provisions for pensions and other post-employment benefits*	50,433	46,968	38,853
Other non-current provisions	25,130	21,469	17,744
	347,510	357,706	301,252
Current liabilities and provisions			
Current portion of non-current financial liabilities	27,363	31,786	38,683
Trade payables and other liabilities	57,710	60,421	62,937
Government grants	3,795	3,754	3,434
Other current financial liabilities	63,296	111,287	69,052
Other current non-financial liabilities	15,819	17,243	14,113
Current tax payables	4,864	5,189	9,950
Provisions			
Provisions for employee benefits	3,855	4,379	4,730
Other current provisions	4,315	5,913	4,630
	181,017	239,972	207,529
Total liabilities and provisions	**528,527**	**597,678**	**508,781**
Total equity and liabilities	**1,026,521**	**1,062,065**	**959,770**

* Prior-year figures adjusted to reflect subsequent application of IAS 19 (2011).
See also explanations in the Notes to the consolidated financial statements, section "Changes in accounting policies and disclosures".

Consolidated Cash Flow Statement

	2013	2012
	EUR '000	EUR '000
1. Cash flows from operating activities		
Profit before income tax	77,349	40,682
Depreciation, amortisation and impairment losses	67,000	66,133
Gain/loss on disposals of intangible assets and PPE	–72	–210
Foreign exchange loss/gain	0	192
Write-downs of financial assets	27	0
Income from associates	–15,438	2,922
Gain/loss on long-term investments including other financial assets	–699	–640
Interest	8,898	10,569
Operating profit before changes in assets carried as working capital	**137,065**	**119,648**
Change in trade receivables	–1,089	–25,591
Net change in other financial and non-financial assets	10,938	–8,120
Change in inventories	818	–778
Increase in government grants	–3,767	–3,438
Change in provisions which affects income excluding addition of accrued interest and additions from capitalised demolition costs	674	–2,297
Change in trade payables including other financial assets and non-financial assets	–5,629	9,073
Cash outflows from changes in assets carried as working capital	**1,945**	**–31,151**
Interest received	3,783	2,728
Interest paid	–11,611	–11,602
Income taxes paid/received	–12,780	–21,320
Interest and income taxes paid	**–20,608**	**–30,194**
Net cash generated from operating activities	**118,402**	**58,303**
2. Cash flows from investing activities		
Proceeds from disposal of property, plant and equipment and intangible assets	1,431	1,348
Investments in property, plant and equipment and intangible assets	–40,890	–75,729
Proceeds from disposals of available-for-sale assets	0	506
Proceeds from the sale of companies consolidated using the equity method, less free cash flows	6,100	0
Proceeds from the disposal of investments and other financial assets	1,048	0
Acquisition of shares in associates	–113	0
Proceeds from government grants	338	11,890
Loans granted to third parties	0	–1,044
Loans granted to associates and joint undertakings	–1,680	–22,499
Dividends received	17,720	1,745
Net cash used in investing activities	**–16,046**	**–83,783**

	2013	2012
	EUR '000	EUR '000
3. Cash flows from financing activities		
Dividends paid to equity holders	–20,222	–17,961
Dividends paid to hybrid capital holders	–4,995	–4,995
Dividends paid to non-controlling interests	–988	–7,552
Proceeds from repayment of shareholder loans	0	1,665
Proceeds from issuance of shareholder loans	1,680	13,400
Repayment of loans of other shareholders	–1,000	0
Payments for the granting of short-term loans to other shareholders	–10,000	0
Proceeds from issuance of non-current financial liabilities	25,528	20,210
Repayment of non-current financial liabilities	–27,959	–21,777
Increase in finance lease liabilities	4,403	12,930
Repayment of finance lease liabilities	–10,482	–8,550
Deferred supplier payments	–1,170	–1,440
Net cash used in financing activities	**–45,205**	**–14,070**
Net increase/decrease in cash and cash equivalents (subtotal of 1 to 3)	57,151	–39,550
Cash and cash equivalents at 1 January	66,249	105,799
Cash and cash equivalents at end of period	**123,400**	**66,249**
Composition of cash and cash equivalents		
Cash and cash equivalents	125,219	103,930
Bank liabilities/overdrafts due on demand	–1,819	–37,681
Cash and cash equivalents at end of period	**123,400**	**66,249**

Segment Reporting

For purposes of corporate management, the Group is organised into business units according to services and geographical segments and has the following three business segments that are subject to segment reporting:

- The "EUROKAI" business segment includes the EUROKAI business entity, whose focus is on the leasing of operating areas in Germany.
- The "CONTSHIP Italia" business segment comprises the business entities of the Italian CONTSHIP Group.
- The "EUROGATE" business segment comprises the pro rata (50 %) EUROGATE Group.

The operating result of the business units is monitored separately by the management to enable it to take decisions relating to the distribution of resources and determine the profitability of the units. Profitability of the segments is assessed on the basis of the operating result. Inter-segment transfers between business segments are accounted for at competitive market prices.

Segment assets and liabilities include all operating assets and liabilities that are used by or result from a segment's operating activities and whose positive or negative balance determines the operating result. Segment assets include principally intangible assets, property, plant and equipment and investments in companies shown using the equity method, as well as trade and other receivables and inventories. Segment liabilities principally consist of liabilities to banks, government grants, trade and other payables as well as provisions. Segment investments comprise additions to intangible assets and property, plant and equipment.

On consolidation, eliminations of intra-group transactions across segments are adjusted.

Inter-segment revenues are recognised at prices corresponding to fair market prices.

At 31 December 2013 the segments were broken down as follows:

31 DECEMBER 2013	EUROKAI	CONTSHIP Italia	EUROGATE	Consolidation	Total
	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000
Revenue	9,728	297,309	328,606	–4,613	631,030
thereof with other segments	4,864	0	0	–4,864	0
thereof with other customers	4,864	297,309	328,606	251	631,030
Interest revenue	907	1,104	3,120	–69	5,062
Interest expense	–53	–3,763	–10,149	5	–13,960
Comprehensive income from entities accounted for using the equity method	14,403	2,267	–1,232	0	15,438
EBT	12,220	32,745	30,907	1,477	77,349
Segment assets	46,900	344,855	432,649	–13,934	810,470
Segment liabilities	2,792	190,153	316,962	–2,670	507,237
Depreciation, amortisation and write-downs	–1	–27,822	–39,159	–18	–67,000
Investments	0	16,879	18,939	865	36,683

At 31 December 2012 the segments were broken down as follows:

31 DECEMBER 2012	EUROKAI	CONTSHIP Italia	EUROGATE	Consolidation	Total
	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000
Revenue	9,628	271,890	327,067	–4,687	603,898
thereof with other segments	4,687	0	0	–4,687	0
thereof with other customers	4,941	271,890	327,067	0	603,898
Interest revenue	451	1,129	2,449	–76	3,953
Interest expense	–316	–3,779	–10,436	9	–14,522
Comprehensive income from entities accounted for using the equity method	287	–107	–3,102	0	–2,922
EBT	210	12,679	29,330	–1,537	40,682
Segment assets	43,622	364,607	453,626	–17,737	844,118
Segment liabilities	3,322	221,863	350,174	–1,979	573,380
Depreciation, amortisation and write-downs	–2	–28,867	–37,242	–22	–66,133
Investments	0	17,365	79,381	0	96,746

Consolidated Statement of Changes in Equity

	ISSUED CAPITAL	EQUITY ATTRIBUTABLE TO PERSONALLY LIABLE GENERAL PARTNER	CAPITAL RESERVES	RESERVE FROM THE FAIR VALUE MEASUREMENT OF FINANCIAL DERIVATIVES	FOREIGN CURRENCY RESERVES	RESERVE FROM THE FAIR VALUE MEASUREMENT OF AVAILABLE-FOR-SALE FINANCIAL ASSETS	RESERVE FROM OTHER EQUITY TRANSACTIONS OF ASSOCIATES	GENERATED EQUITY		EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT	EQUITY ATTRIBUTABLE TO THE HYBRID CAPITAL HOLDERS	EQUITY ATTRIBUTABLE TO NON-CONTROLLING INTERESTS	TOTAL EQUITY
								RETAINED EARNINGS	NET RETAINED PROFITS				
	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000
Balance at 1 January 2012	**13,468**	**294**	**1,801**	**–994**	**–19**	**213**	**0**	**68,057**	**227,905**	**310,725**	**77,010**	**63,365**	**451,100**
Adjusted to reflect changes in the accounting method for defined benefit pension plans*	0	0	0	0	0	0	0	–314	0	–314	0	203	–111
Balance at 1 January 2012 (restated)	**13,468**	**294**	**1,801**	**–994**	**–19**	**213**	**0**	**67,743**	**227,905**	**310,411**	**77,010**	**63,568**	**450,989**
Changes in 2012 fiscal year													
Remeasurement of derivative financial instruments	–	–	–	–166	–	57	–	–	–	–109	–	51	–58
Remeasurement of pension obligations	–	–	–	–	–	–	–	–5,094	–	–5,094	–	–629	–5,723
Currency translation	–	–	–	–	10	–	–	–	–	10	–	–	10
Consolidated profit for the year	–	–	–	–	–	–	–	–	19,800	19,800	4,995	4,097	28,892
Net profit for the period*	**0**	**0**	**0**	**–166**	**10**	**57**	**0**	**–5,094**	**19,800**	**14,607**	**4,995**	**3,519**	**23,121**
Dividends paid to equity holders	–	–	–	–	–	–	–	–	–17,961	–17,961	–	–	–17,961
Dividends paid to non-controlling interests	–	–	–	–	–	–	–	–	–	0	–	–7,552	–7,552
Appropriations to retained earnings	–	–	–	–	–	–	–	7,500	–7,500	0	–	–	0
Changes in ownership interests without loss of control	–	–	–	–	–	–	–	–	–2,705	–2,705	–	23,125	20,420
Compensation for the holders of hybrid capital	–	–	–	–	–	–	–	–	–	0	–4,995	–	–4,995
Changes in other equity transactions of associates	–	–	–	–	–	–	364	–	–	364	–	–	364
Balance at 31 December 2012*	**13,468**	**294**	**1,801**	**–1,160**	**–9**	**270**	**364**	**70,150***	**219,539**	**304,717***	**77,010**	**82,660***	**464,387***

* Prior-year figures adjusted to reflect subsequent application of IAS 19 (2011).
See also explanations in the Notes to the consolidated financial statements, section "Changes in accounting policies and disclosures".

Consolidated Statement of Changes in Equity

	Issued capital	Equity attributable to personally liable general partner	Capital reserves	Reserve from the fair value measurement of financial derivatives	Foreign currency reserves	Reserve from the fair value measurement of available-for-sale financial assets	Reserve from other equity transactions of associates	Generated equity: Retained earnings	Generated equity: Net retained profits	Equity attributable to equity holders of the parent	Equity attributable to the hybrid capital holders	Equity attributable to non-controlling interests	Total equity
	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000
Balance at 1 January 2013	**13,468**	**294**	**1,801**	**–1,160**	**–9**	**270**	**364**	**75,557**	**219,539**	**310,124**	**77,010**	**83,086**	**470,220**
Adjusted to reflect changes in the accounting method for defined benefit pension plans	0	0	0	0	0	0	0	–5,407	0	–5,407	0	–426	–5,833
Balance at 1 January 2013 (restated)	**13,468**	**294**	**1,801**	**–1,160**	**–9**	**270**	**364**	**70,150**	**219,539**	**304,717**	**77,010**	**82,660**	**464,387**
Changes in 2013 fiscal year													
Remeasurement of derivative financial instruments	–	–	–	951	–	68	–	–	–	1,019	–	42	1,061
Remeasurement of pension obligations	–	–	–	–	–	–	–	–2,229	–	–2,229	–	–280	–2,509
Currency translation	–	–	–	–	–80	–	–	–	–	–80	–	–	–80
Consolidated profit for the year	–	–	–	–	–	–	–	–	46,839	46,839	4,995	9,199	61,033
Net profit for the period*	**0**	**0**	**0**	**951**	**–80**	**68**	**0**	**–2,229**	**46,839**	**45,549**	**4,995**	**8,961**	**59,505**
Dividends paid to equity holders	–	–	–	–	–	–	–	–	–20,222	–20,222	–	–	–20,222
Dividends paid to non-controlling interests	–	–	–	–	–	–	–	–	–	0	–	–988	–988
Appropriations to retained earnings	–	–	–	–	–	–	–	7,500	–7,500	0	–	–	0
Changes in ownership interests without loss of control	–	–	–	–	–	–	–	50	–	50	–	258	308
Compensation for the holders of hybrid capital	–	–	–	–	–	–	–	–	–	0	–4,995	–	–4,995
Consolidation adjustments	–	–	–	–	–	–	–	–	–	0	–	–	0
Balance at 31 December 2013	**13,468**	**294**	**1,801**	**–209**	**–89**	**338**	**364**	**75,470**	**238,656**	**330,093**	**77,010**	**90,891**	**497,994**

Consolidated Statement of Changes in Non-current Assets

	HISTORICAL COST					ACCUMULATED DEPRECIATION AND AMORTISATION AND IMPAIRMENT LOSSES				CARRYING AMOUNTS	
	1.1.2013	ADDITIONS	DISPOSALS	RECLASSIFICATIONS	31.12.2013	1.1.2013	ALLOCATIONS	REVERSALS	31.12.2013	31.12.2013	31.12.2012
	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000
Intangible assets											
Goodwill	512	0	0	0	512	0	0	0	0	512	512
Concessions, software, rights and prepayments	128,332	3,707	–277	18	131,780	–53,734	–5,036	277	–58,493	73,287	74,598
	128,844	**3,707**	**–277**	**18**	**132,292**	**–53,734**	**–5,036**	**277**	**–58,493**	**73,799**	**75,110**
Property, plant and equipment											
Land, land rights and buildings	356,063	9,598	–14,892	6,025	356,793	–150,180	–15,591	7,216	–158,555	198,238	205,883
Machinery	715,148	11,009	–8,870	4,220	721,507	–398,833	–42,583	7,591	–433,825	287,682	316,315
Other equipment, furniture and fixtures	67,934	3,284	–1,620	331	69,930	–54,669	–3,790	1,434	–57,025	12,905	13,265
Prepayments and assets under construction	15,675	9,088	–99	–10,594	14,070	0	0	0	0	14,070	15,675
	1,154,820	**32,979**	**–25,481**	**–18**	**1,162,300**	**–603,682**	**–61,964**	**16,241**	**–649,405**	**512,895**	**551,138**
Financial assets											
Investments in associates	32,325	6,574	0	2,545	41,444	–139	0	0	–139	41,305	32,186
Investments	4,297	–3	0	–2,545	1,749	–450	–27	0	–477	1,272	3,847
Other financal assets	40,301	101	–9,398	0	31,004	0	0	0	0	31,004	40,301
	76,923	**6,672**	**–9,398**	**0**	**74,197**	**–589**	**–27**	**0**	**–616**	**73,581**	**76,334**
Total non-current assets	**1,360,587**	**43,358**	**–35,156**	**0**	**1,368,789**	**–658,005**	**–67,026**	**16,518**	**–708,513**	**660,275**	**702,582**

Financial Statements

EUROKAI GmbH & Co. KGaA, Hamburg, Abbreviated Version in accordance with the German Commercial Code (HGB)

EUROGATE is the first terminal operator to install its own wind turbine. At a height of 200 m it is the second tallest edifice in Hamburg after the television tower.

The following disclosures are based on the single-entity financial statements of EUROKAI GmbH & Co. KGaA (hereinafter referred to as EUROKAI), which have been prepared according to the requirements of the German Commercial Code (HGB), as opposed to the consolidated financial statements, which are based on IFRS.

The detailed financial statements as at 31 December 2013, for which Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft issued an unqualified opinion, and the management report of EUROKAI for 2013 are published in the electronic version of the Federal Gazette (Bundesanzeiger) and deposited in the Commercial Register.

INCOME STATEMENT	2013		2012	
	EUR '000	%	EUR '000	%
Sales	9,729		9,628	
Other operating income	816		635	
Operating income	**10,545**	**100**	**10,263**	**100**
Cost of materials	–9,551	–91	–9,432	–92
Personnel expenses	–54	–1	–135	–2
Depreciation/amortisation/write-downs	–1	0	–2	0
Other operating expenses	–1,896	–18	–2,176	–23
Other taxes	–63	–1	–4	0
Operating expenses	**–11,565**	**–110**	**–11,749**	**–116**
Operating income/loss	**–1,020**	**–10**	**–1,486**	**–16**
Financial result	315		139	
Investment result	49,475		51,552	
Taxes on income	–2,122		–5,179	
Net income for the year	**46,648**		**45,026**	

BALANCE SHEET	2013		2012	
	EUR '000	%	EUR '000	%
Assets				
Fixed assets	185,248	67	175,727	70
Receivables from long-term investees and investors	37,069	13	34,282	14
Other assets, prepaid expenses and deferred income and liquid funds	53,413	19	40,106	16
	275,730		**250,115**	
Equity and liabilities				
Equity	272,951	99	246,525	99
Provisions	1,611	1	2,418	1
Other liabilities	1,168	0	1,172	0
	275,730		**250,115**	

RESULTS OF OPERATIONS

EUROKAI is a financial holding company and, as such, no longer carries on any operating activities, but restricts itself to the administration of its financial holdings and to the subletting of quay walls and properties leased from the Free and Hanseatic City of Hamburg/ Hamburg Port Authority.

This subletting brings rental income from quay walls and other premises of EUR 9.7 million (previous year: EUR 9.6 million) – which, however, is counterbalanced by almost equal initial rental expenses. The fiscal year 2013 showed income from investments of EUR 49.5 million (previous year: EUR 51.6 million) which with EUR 36.9 million (previous year: EUR 34.5 million) in the fiscal year 2013 relates to profit attributable to EUROGATE GmbH & Co. KGaA, KG, Bremen. In addition, EUROKAI reported dividends from CONTSHIP Italia S. p. A. in the amount of EUR 3.5 million (previous year: EUR 15.2 million), from Medgate FeederXpress Ltd. in the amount of EUR 7.8 million (previous year: EUR 0.0 million) as well as from J. F. Müller & Sohn AG, Hamburg in the amount of EUR 1.4 million (previous year: EUR 0.5 million.

Taking administrative costs, net interest income and taxes on income into account, contrary to initial expectations EUROKAI KGaA showed increased net income for the year of EUR 46.6 million (previous year: 45.0 million).

Other operating expenses mainly cover the passing on of recovered rental and lease costs, the profit share attributable to the Personally Liable General Partner, legal and consulting fees, administrative costs and compensation of the Supervisory Board and Administrative Board.

FINANCIAL POSITION

Based on the results of EUR 46,648,000 posted in 2013 (previous year: EUR 45,026,000) a cash flow was generated from ordinary operations of EUR 43,229,000 (previous year: EUR 40,404,000).

NET ASSETS

At EUR 10,353,000 the increase in fixed assets results mainly from the reinvestment of previously withdrawn profits into EUROGATE GmbH & Co. KGaA, KG, Bremen.

Receivables from long-term investees and investors are almost exclusively accounted for by the profit share attributable to EUROGATE GmbH & Co. KGaA, KG, Bremen, for the respective fiscal year.

Other assets, prepaid expenses and deferred income and liquid funds mainly include receivables from the tax authority of EUR 940,000 from income taxes and VAT (previous year: EUR 1,120,000) as well as call and fixed-term deposits and bank balances amounting to EUR 52,472,000 (previous year: EUR 38,986,000).

The Company's equity ratio at the end of the fiscal year 2013 was 99 % (previous year: 99 %).

PROPOSED APPROPRIATION OF PROFITS

The Personally Liable General Partner will propose to the Supervisory Board and the General Meeting that for 2013 a 150 % dividend payment (previous year: 100 %) be made from the net retained profits of EUROKAI KGaA of EUR 160,867,000 on the nominal value of ordinary and non-voting preference shares and an amount of EUR 7,500,000 be allocated to other revenue reserves.

The 6th generation of the Eckelmann-Eurokai family:
Tom Eckelmann (born 1983) with his sister Katja (born 1985).

Other Disclosures

PERSONALLY LIABLE GENERAL PARTNER

Personally Liable General Partner of EUROKAI is Kurt F. W. A. Eckelmann GmbH, Hamburg with a share capital of EUR 100,000. Managing Directors of the Personally Liable General Partner are:

Thomas H. Eckelmann, Hamburg, Germany
Chairman

Cecilia E. M. Eckelmann-Battistello, Limassol, Cyprus

SUPERVISORY BOARD

The following persons were members of the Supervisory Board during the fiscal year 2013:

Dr Winfried Steeger, Hamburg, Germany
Vorsitzender
- Managing Director Jahr Holding GmbH & Co. KG, Hamburg, Germany

Bertram R. C. Rickmers, Hamburg, Germany
Deputy Chairman
- General Manager Rickmers Reederei GmbH & Cie. KG, Hamburg, Germany

Dr Sebastian Biedenkopf, Hamburg, Germany
- Lawyer, Hamburg, Germany

Jochen Döhle, Hamburg, Germany
- Personally Liable General Partner Peter Döhle Schiffahrts KG, Hamburg, Germany

Raetke H. Müller, Hamburg, Germany
Management Board Member J. F. Müller & Sohn AG, Hamburg, Germany

Max M. Warburg, Hamburg, Germany
- Personally Liable General Partner M. M. Warburg & CO Gruppe KGaA, Hamburg, Germany

The members of the Personally Liable General Partner's Management Board and the Supervisory Board are also members of the following supervisory boards:

Thomas H. Eckelmann
- EUROGATE Container Terminal Bremerhaven GmbH, Bremerhaven, Germany, Member of the Supervisory Board
- EUROGATE Container Terminal Hamburg GmbH, Hamburg, Germany, Member of the Supervisory Board
- EUROGATE Container Terminal Wilhelmshaven GmbH & Co. KG, Wilhelmshaven, Germany, Member of the Advisory Board
- J. F. Müller & Sohn AG, Hamburg, Germany, Member of the Supervisory Board
- CONTSHIP Italia S. p. A., Melzo/Milan, Italy, Member of the Board of Directors
- Sogemar S. p. A., Lucernate di Rho (Mi), Italy, Chairman of the Board of Directors
- La Spezia Container Terminal S. p. A., La Spezia, Italy, Chairman of the Board of Directors (from 24 July 2013)
- boxXpress.de GmbH, Hamburg, Germany, Chairman of the Advisory Board

Cecilia E. M. Eckelmann-Battistello
- CONTSHIP Italia S. p. A., Melzo/Milan, Italy, Chairwoman of the Board of Directors
- Medcenter Container Terminal S. p. A., Gioia Tauro, Italy, Chairwoman of the Board of Directors
- La Spezia Container Terminal S. p. A., La Spezia, Italy, Deputy Chairwoman of the Board of Directors
- Sogemar S. p. A., Lucernate di Rho (Mi), Italy, Member of the Board of Directors
- CICT Porto Industriale Cagliari S. p. A., Cagliari, Italy, Chairwoman of the Board of Directors
- Terminal Contenitori Ravenna S. p. A., Ravenna, Italy, Member of the Board of Directors

Dr Winfried Steeger
- Druck und Verlagshaus Gruner + Jahr AG, Hamburg, Germany, Deputy Chairman of the Supervisory Board
- Verwaltungsgesellschaft Otto mbH (co-determined GmbH of the Otto Group), Hamburg, Germany, Member of the Supervisory Board
- Hemmoor Zement AG i. L., Hemmoor, Germany, Member of the Supervisory Board
- August Prien Verwaltung GmbH, Hamburg, Germany, Chairman of the Supervisory Board
- Symrise AG, Holzminden, Germany, Member of the Supervisory Board
- Kurt F. W. A. Eckelmann GmbH, Hamburg, Germany, Deputy Chairman of the Administrative Board
- Familie Thomas Eckelmann GmbH & Co. KG, Hamburg, Germany, Deputy Chairman of the Administrative Board
- Familie Thomas Eckelmann Verwaltungsgesellschaft mbH, Hamburg, Germany, Deputy Chairman of the Administrative Board
- Otto Dörner GmbH & Co. KG, Hamburg, Germany, Member of the Advisory Board (from 22 April 2013)

Bertram R. C. Rickmers
- EUROGATE Geschäftsführungs-GmbH & Co. KGaA, Bremen, Germany, Member of the Supervisory Board
- Familie Thomas Eckelmann Verwaltungsgesellschaft mbH, Hamburg, Germany, Member of the Administrative Board
- Kurt F. W. A. Eckelmann GmbH, Hamburg, Germany, Member of the Administrative Board
- Familie Thomas Eckelmann GmbH & Co. KG, Hamburg, Germany, Member of the Administrative Board
- Mankiewicz Gebr. & Co., Hamburg, Germany, Member of the Advisory Board
- Hellmann Worldwide Logistics GmbH & Co. KG, Osnabrück, Germany, Member of the Advisory Board
- Rickmers Maritime Trust, Singapore, Chairman of the Board of Directors

Jochen Döhle
- EUROGATE Geschäftsführungs-GmbH & Co. KGaA, Bremen, Germany, Member of the Supervisory Board
- Familie Thomas Eckelmann Verwaltungsgesellschaft mbH, Hamburg, Germany, Member of the Administrative Board
- Kurt F. W. A. Eckelmann GmbH, Hamburg, Germany, Member of the Administrative Board
- Familie Thomas Eckelmann GmbH & Co. KG, Hamburg, Germany, Member of the Administrative Board
- HCI Capital AG, Hamburg, Germany, Member of the Supervisory Board
- Splosna Plovba, Portoroz, Slovenia, Member of the Supervisory Board

Dr Sebastian Biedenkopf
- Delton AG, Bad Homburg, Germany, Member of the Supervisory Board (from 16 April 2013)
- aleo Solar AG, Prenzlau, Germany, Member of the Supervisory Board (from 12 November 2013)
- Bosch Sicherheitssysteme GmbH, Grasbrunn, Germany, Member of the Supervisory Board (from 1 November 2013)
- ZK Lenksysteme GmbH, Schwäbisch Gmünd, Germany, Member of the Supervisory Board (from 1 November 2013)

Raetke H. Müller
- vevention GmbH, Hamburg, Germany, Member of the Advisory Board (until 30 June 2013)
- Metechon AG, Munich, Germany, Deputy Chairman of the Supervisory Board
- Impreglon SE, Lüneburg, Germany, Member of the Administrative Board
- DRSdigital AG, Zug, Switzerland, Member of the Administrative Board

Max M. Warburg
- Warburg Invest Kapitalanlageges. mbH, Frankfurt am Main, Germany, Chairman of the Supervisory Board
- EUROGATE Geschäftsführungs-GmbH & Co. KGaA, Bremen, Germany, Second Deputy Chairman of the Supervisory Board
- Bankhaus Hallbaum AG & Co. KG, Hanover, Germany, Deputy Chairman of the Supervisory Board
- Private Life BioMed AG, Hamburg, Germany, Deputy Chairman of the Supervisory Board
- M. M. Warburg & CO Luxembourg S. A., Luxembourg, Chairman of the Administrative Board
- M. M. Warburg Bank (Schweiz) AG, Zurich, Switzerland, Member of the Administrative Board
- Kurt F. W. A. Eckelmann GmbH, Hamburg, Germany, Chairman of the Administrative Board
- Familie Thomas Eckelmann Verwaltungsgesellschaft mbH, Hamburg, Germany, Chairman of the Administrative Board
- Familie Thomas Eckelmann GmbH & Co. KG, Hamburg, Germany, Chairman of the Administrative Board
- Warburg Alternative Investments AG, Zurich, Switzerland, Chairman of the Administrative Board (until 30 June 2013)
- Robert Vogel GmbH & Co., Hamburg, Germany, Member of the Advisory Board

Supervisory Board remuneration amounted to EUR 86,000.00 in fiscal year 2013. Mr Rickmers received EUR 13,500.00 thereof, Mr Müller EUR 9,500.00, Dr Biedenkopf EUR 14,000.00, Mr Döhle EUR 10,000.00, Dr Steeger EUR 28,000.00 and Mr Warburg EUR 11,000.00.

AUDIT AND CONSULTING FEES

The Group auditor's fees, which are recognised as an expense and relate to the parent and subsidiaries as well as the proportionately consolidated entities, amounted to EUR 157,000 for the audit of the single entity and consolidated financial statements, EUR 185,000 for tax consulting services and EUR 125,000 for other services.

CORPORATE GOVERNANCE

The Declaration of Conformity with the recommendations of the "Government Commission on the German Corporate Governance Code" as required pursuant to Section 161 of the German Stock Corporation Act (AktG) was issued by the Management Board and the Supervisory Board of the Personally Liable General Partner and made accessible to the shareholders in the electronic version of the Federal Gazette (Bundesanzeiger) and on EUROKAI's website (www.eurokai.de).

Hamburg, 21 March 2014

The Personally Liable General Partner
Kurt F. W. A. Eckelmann GmbH, Hamburg

Thomas H. Eckelmann
Cecilia E. M. Eckelmann-Battistello

Auditor's Report, Affirmation of the Statutory Agent

AUDITOR'S REPORT

We have audited the Group financial statements drawn up by EUROKAI GmbH & Co. KGaA (formerly EUROKAI Kommanditgesellschaft auf Aktien), Hamburg – which comprise consolidated income statement, consolidated statement of comprehensive income, consolidated balance sheet, consolidated cash flow statement, consolidated statement of changes in equity and notes to the consolidated financial statements – and the Group management commentary for the fiscal year from 1 January to 31 December 2013. Responsibility for the preparation and fair presentation of the consolidated financial statements and Group management commentary in accordance with IFRS rules as applied in the EU in conjunction with the supplementary requirements under commercial law set out in Section 315 a (1) of the German Commercial Code (HGB), lies with the legal representatives of the Company. Our responsibility is to express an opinion on the consolidated financial statements and Group management commentary based on our audit.

We conducted our audit of the consolidated financial statements in accordance with the provisions of Section 317 of the German Commercial Code and the generally accepted auditing principles as laid down by the Institut der Wirtschaftsprüfer (Institute of German Independent Auditors). Those standards require that we plan and perform the audit such that misstatements and violations having a material effect on the presentation of the net assets, financial position and results of operations as conveyed by the consolidated financial statements in compliance with German accepted accounting principles and by the Group management commentary can be detected with reasonable assurance. In determining audit procedures, the auditor is guided by his understanding of the business activities concerned, of the commercial and legal environment in which the Group operates and his assessment of the risks of material misstatements. The auditor considers, primarily on a random basis, the effectiveness of internal control relevant to the entity's preparation and fair presentation of the financial statements and evidence supporting the amounts and disclosures in the consolidated year-end financial statements and the Group management commentary. The audit includes assessing the annual financial statements of the companies included in the consolidated financial statements, the definition of the reporting entity structure, the appropriateness of the accounting and consolidation policies applied and the reasonableness of the material estimates made by the legal representatives of the Company, as well as evaluating the overall presentation of the consolidated financial statements and the Group management commentary. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a reasonable basis for our audit opinion.

Our audit did not lead to any objections.

In our opinion, based on the information obtained in our audit, the consolidated financial statements comply with the IFRS as applied in the EU and the supplementary requirements under commercial law set out in Section 315 a (1) of the German Commercial Code and provide a true and fair view of the net assets, financial position and results of operations of the Group in accordance with these provisions. The Group management commentary is consistent with the consolidated financial statements and on the whole provides a true and fair view of the Group's position and accurately presents the significant risks and opportunities of future development.

Hamburg, Germany, 21 March 2014

Ernst & Young GmbH
Wirtschaftsprüfungsgesellschaft

Möbus
Auditor

Ludwig
Auditor

AFFIRMATION OF THE STATUTORY AGENT (GROUP)

We hereby affirm that to the best of our knowledge the consolidated financial statements pursuant to the applicable accounting standards present a true and fair view of the net assets, financial position and results of operations of the Group and that the Group management commentary presents a true and fair view of the course of business, including the business performance and the situation of the Group, as well as a description of the key opportunities and risks affecting the projected development of the Group.

Hamburg, Germany, 21 March 2014

The Personally Liable General Partner
Kurt F. W. A. Eckelmann GmbH, Hamburg

Thomas H. Eckelmann
Cecilia E. M. Eckelmann-Battistello

Contact

This Annual Report contains an abbreviated version of the Consolidated Financial Statements.
All references to the Notes to the Consolidated Financial Statements relate to the full version.
The full version can be obtained – in German – from:

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