



# Invitation

to the Annual General Meeting of Logwin AG  
to be held on April 10, 2013

**Logwin AG**  
**Stock Company**

Registered Office: 6776 Grevenmacher, Luxembourg  
ZIR Potaschberg  
5, an de Laengten  
Luxembourg Commercial Register No. B 40.890

## **Notice to all Shareholders**

All shareholders of Logwin AG ("The Company") are hereby given notice that an

**Annual General Meeting**

will be held at 10.00 a.m. on April 10, 2013

in

L-1615 Luxembourg Kirchberg,  
7, rue Alcide de Gasperi, Chambre de Commerce

# **Agenda of the 2013 Annual General Meeting of Logwin AG**

- 1| Presentation of the annual financial statements and the consolidated financial statements for the financial year ended December 31, 2012**
- 2| Presentation of the report of the Board of Directors for the financial ended December 31, 2012**
- 3| Presentation of the auditor's report (réviseur d'entreprises) for the fiscal year ended December 31, 2012**
- 4| Approval of the annual financial statements and the consolidated financial statements for the financial year ended December 31, 2012, the report of the Board of Directors and the auditor's report**

The Board of Directors proposes that the annual financial statements and the consolidated financial statements for the fiscal year ended December 31, 2012, as well as the report of the Board of Directors and the auditor's report for 2012 be approved.

- 5| Resolution concerning the appropriation of the result for the financial year ended December 31, 2012**

The Board of Directors proposes that the loss for the 2012 financial year in the amount of 32,477,990 Euros be offset against the capital reserve.

- 6| Discharge of the members of the Board of Directors for the exercise of their mandates during the financial year ended December 31, 2012**

The Board of Directors proposes that the members of the Board of Directors be discharged for the execution of their mandates during the fiscal year ended December 31, 2012.

- 7| Appointment of members of the Board of Directors**

**Statutory appointments:**

**Appointment of**

**Dr. Michael Kemmer  
Dr. Yves Prussen  
Dr. Antonius Wagner  
Mr. Berndt-Michael Winter**

**as members of the Board of Directors for a term of**

## **office that expires at the end of the Annual General Meeting 2014**

The Board of Directors proposes that Dr. Michael Kemmer, Dr. Yves Prussen, Dr. Antonius Wagner and Mr. Berndt-Michael Winter be appointed members of the Board of Directors of Logwin AG for a term of office that expires at the end of the Annual General Meeting 2014.

## **8 | Appointment of the auditor (réviseur d'entreprises) for the 2013 financial year**

The Board of Directors proposes that the auditing firm of Ernst & Young S.A., with registered office in L-5365 Munsbach, 7, rue Gabriel Lippmann, Parc d'Activité Syrdall 2, be appointed auditor for the 2013 financial year.

## **9 | Remuneration for the non-executive members of the Board of Directors**

The Board of Directors proposes that the compensation for the non-executive members of the Board of Directors for the 2012 financial year be set at a total of 136,770 Euros.

## **Attendance and majority requirements**

The Annual General Meeting does not require a majority of shareholders to be present. The resolutions of the Annual General Meeting will be carried with a simple majority of the present and represented shareholders.

## **Registered share capital, voting and other rights**

At the point of convening of the Annual General Meeting the Company's registered capital amounted to 131,202,165 Euros and is divided into 146,257,596 no-par bearer shares. Each share entitles the bearer to one vote, so that the total number of votes is 146,257,596. To the Company's knowledge at the point of convening, no share is excluded from voting.

Shareholders with at least five per cent (5 %) of the registered share capital may, in accordance with the Luxembourg law dated May 24, 2011 concerning the exercise of various shareholder rights in the annual general meetings of listed companies ("Shareholder Rights Act"), request the inclusion of one or more items on the agenda of the Annual General Meeting and are entitled to submit proposed resolutions relating to items on the agenda of the Annual General Meeting. A corresponding written application, including a statement of grounds or a proposed resolution, must be submitted to the Company by post or electronically to the following address:

Logwin AG  
c/o Haubrok Corporate Events GmbH  
Landshuter Allee 10  
80637 Munich  
Germany  
Fax: +49 (0)89 210 27 298  
office@haubrok-ce.de

The application must contain the sender's address details in order for the Company to confirm receipt of the request. The corresponding request must reach the Company no later than March 19, 2013.

### **Registration procedures**

In accordance with the aforementioned legislation, only those shareholders are entitled to participate and vote in the Annual General Meeting who are shareholders in the Company at midnight on March 27, 2013 ("Luxembourg cut-off date"). Any changes regarding their shareholding after the Luxembourg cut-off date will not be taken into account when the entitlement to participate and/or vote in the Annual General Meeting is determined.

Only those shareholders are entitled to participate in the Annual General Meeting and to exercise their voting rights who have registered in written form (e.g. by e-mail) in English, French or German prior to the Annual General Meeting and who have provided the Company with proof of their entitlement to participate.

In the interest of the shareholders and in keeping with the Articles of Association, the deadline for submitting a registration for the Annual General Meeting has been extended to beyond the Luxembourg cut-off date. Registration must therefore reach the Company at the following address no later than April 4, 2013:

Logwin AG  
c/o Haubrok Corporate Events GmbH  
Landshuter Allee 10  
80637 Munich  
Germany  
Fax: +49 (0)89 210 27 298  
meldedaten@haubrok-ce.de

Proof of entitlement to participate in the Annual General Meeting and to exercise voting rights can be provided by a certificate in English, French or German issued by the custodian bank with which the shareholder keeps his shares in Logwin AG. The certificate must also reach the Company at the above address no later than April 4, 2013.

Following registration by the aforementioned date, persons entitled to participate will be sent admission tickets, which

include a form for appointing a proxy on the reverse side.

### **Appointing proxies**

Voting rights may be exercised by proxies. Proxy voting representatives will be granted permission to participate in the Annual General Meeting on presentation of the admission ticket and a legally issued proxy. Should shareholders wish to authorise their custodian bank to represent their voting rights, they must deposit the legally issued proxy with their custodian bank no later than April 9, 2013. The depository bank is entitled to delegate proxies.

### **Proxy voting representatives**

In order to facilitate the exercise of shareholder voting rights, Logwin AG provides shareholders with the option of appointing a proxy voting representative nominated by the Company and bound by their instructions prior to the Annual General Meeting. Shareholders who wish to appoint the proxy voting representative nominated by the Company to vote on their behalf require an admission ticket to the Annual General Meeting. To this end, these shareholders must register by April 4, 2013, as described in the registration procedures. With the admission ticket, shareholders will receive a form for appointing a proxy and issuing instructions for voting on the agenda items. The completed form must be received at the following address by post or electronically no later than Tuesday April 9, 2013:

Logwin AG  
c/o Haubrok Corporate Events GmbH  
Landshuter Allee 10  
80637 Munich  
Germany  
Fax: +49 (0)89 210 27 298  
vollmacht@haubrok-ce.de

Proxies must be appointed in writing. If a proxy voting representative nominated by the Company is authorised, that person must in all cases be given instructions on how to exercise the voting rights. The proxy is invalid without such instructions. The proxy voting representative is obliged to vote in accordance with the instructions given. Shareholders can obtain further information on proxy voting under telephone number +49 (0) 89 210 27 222 (Mon.–Fri. – excepting Luxembourg public holidays – 9:00 a.m. to 5:00 p.m.).

Shareholders who wish to be represented by a different proxy to the proxy voting representative nominated by the Company will find the form for appointing a proxy on the reverse side of the admission ticket which will be sent to the shareholders after registering in the manner and by the date described above.

## **Absentee voting**

Shareholders who are unable to participate in the Annual General Meeting in person may cast their votes by absentee ballot. The form on the reverse side of the ticket can be used for this purpose. Votes cast by absentee ballot must be received at the following address by post or electronically no later than April 9, 2013:

Logwin AG  
c/o Haubrok Corporate Events GmbH  
Landshuter Allee 10  
80637 Munich  
Germany  
Fax: +49 (0)89 210 27 298  
briefwahl@haubrok-ce.de

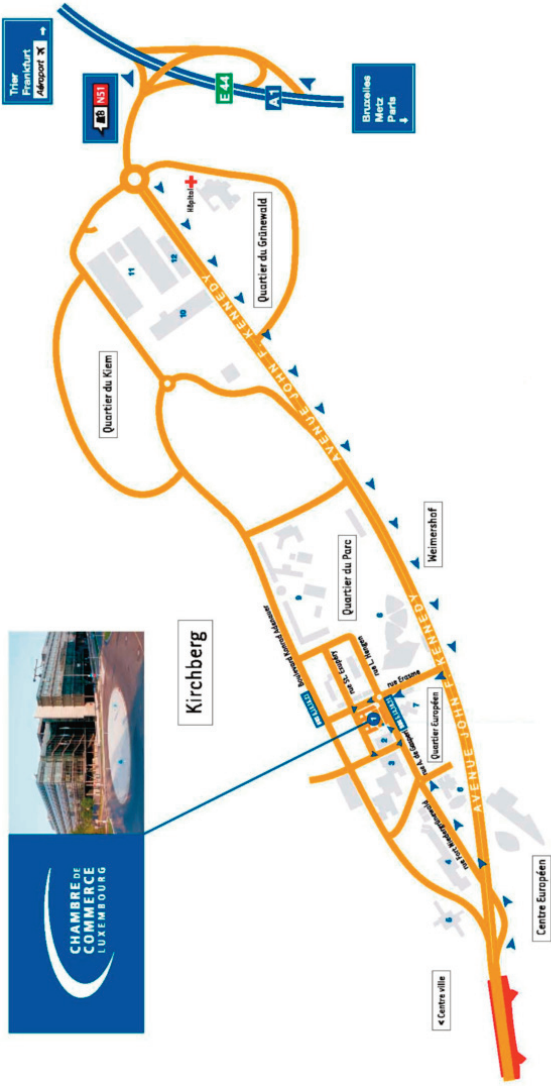
## **Note on information about the Annual General Meeting**

Further information concerning the Annual General Meeting can be accessed on the Company's website at [www.logwin-logistics.com](http://www.logwin-logistics.com). Please address any queries relating to the documents to:

Logwin AG  
Investor Relations  
ZIR Potaschberg  
5, an de Laengten  
6776 Grevenmacher, Luxembourg

Luxembourg, March 8, 2013

**Logwin AG**  
**Board of Directors**



CHAMBRE DE  
COMMERCE  
LUXEMBOURG

Kirchberg



## **Arriving by car**

From the A 8, take exit ('sortie') 8 Kirchberg/Foire, At the roundabout, take the direction Kirchberg/Zentrum until you reach the intersection of Avenue John F. Kennedy/Rue Erasme immediately after passing the sports centre, and turn right into Rue Erasme. You will find the Chambre de Commerce building on the left at the next roundabout.

## **Parking**

There are parking spaces in the car park of the Chambre de Commerce, which is situated in Rue Alcide de Gasperi.

From the roundabout, drive straight on along Rue Erasme until you reach the next junction and turn left into Rue Antoine de Saint-Exupéry, left again into Rue Albert Wehrer and then left again into Rue Alcide de Gasperi.

You can use parking spaces in levels 1 – 3.

Take the lift to "rdc" (rez-de-chaussée/Centre de Conférences).

## **Arriving by train**

Take bus number 18 from Luxembourg Central Station as far as bus stop Rue Antoine de St. Exupéry (departure every 8 minutes), which is located directly in front of the Chambre de Commerce building.

**We wish you a safe and pleasant journey!**

Information on the Logwin share  
WKN 931705 | ISIN LU 0106198319

Logwin AG | Investor Relations  
ZIR Potaschberg | 5, an de Laegten  
6776 Grevenmacher | Luxembourg  
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Luxembourg Commercial Register No. B 40.890

You can find further information on our company and  
the annual general meeting at  
[www.logwin-logistics.com](http://www.logwin-logistics.com)