



Invitation

to the Ordinary and an Extraordinary
General Meeting of Logwin AG
on April 08, 2015

Logwin AG
Stock company

Registered office: L-6776 Grevenmacher,
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

Ordinary Annual General Meeting of the Company

will be held at 10.00 a.m. on April 08, 2015, and an

Extraordinary General Meeting of the Company

will be held on April 08, 2015, following the Ordinary
Annual General Meeting of the Company

at Novotel Luxembourg Kirchberg,

6, rue de Fort Niedergruenewald,
L-2226 Luxembourg.

Agenda for the 2015 Ordinary 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, 2014**
- 2 | Presentation of the Report of the Board of Directors for the financial year ended December 31, 2014**
- 3 | Presentation of the Auditor's Report (réviseur d'entreprises) for the fiscal year ended December 31, 2014**
- 4 | Approval of the Annual Financial Statements and the Consolidated Financial Statements for the financial year ended December 31, 2014, 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 financial year ended December 31, 2014, the Report of the Board of Directors and the Auditor's Report for 2014 be approved.

- 5 | Appropriation of the result for the financial year ended December 31, 2014**

The Board of Directors proposes that the loss for the 2014 financial year in the amount of -8,958,817.52 EUR 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, 2014**

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, 2014.

7 | Appointment of members to the Board of Directors - statutory appointment:

Appointment of

Mr Sebastian Esser

Dr Michael Kemmer

Dr Yves Prussen

Dr Antonius Wagner

as members of the Board of Directors for a term of office that expires at the end of the Ordinary Annual General Meeting 2016.

The Board of Directors proposes that Mr Sebastian Esser, Dr Michael Kemmer, Dr Yves Prussen and Dr Antonius Wagner 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 2016.

8 | Appointment of the auditor for the 2015 financial year

The Board of Directors proposes that the auditing firm KPMG Luxembourg, Société coopérative, with registered office at L-1855 Luxembourg-Kirchberg, 39, Avenue John F. Kennedy, be appointed auditor for the 2015 financial year.

9 | Acquisition of treasury shares

The Board of Directors proposes that it be authorized to acquire up to 14,625,000 of its own company shares for all legally permitted purposes on the Company's behalf up to September 30, 2017. This corresponds to approximately 10 % of the share capital. To this extent, the authorization may be exercised once or several times, in total or in part and for several legally permitted purposes. The Board of Directors may choose to perform acquisition (i) via the stock exchange or (ii) by means of a public purchase offer made to all shareholders and at a price (excluding incidental costs of acquisition) that does not

exceed the average closing price of the company shares in the XETRA trading system (or in its successor system) on the Frankfurt Stock Exchange, Germany, over the 10 trading days prior to acquisition or, where appropriate, prior to the announcement of the public purchase offer by more than 30%, and that is at least equivalent in value to the imputed nominal value of the share.

10 | 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 2014 financial year be set at a total of 120,000.00 EUR.

Agenda for the Extraordinary General Meeting of Logwin AG

1 | Extension of the authorization for the Board of Directors to increase the subscribed share capital as a whole or in part within the scope of the authorized capital to the exclusion of the shareholders' subscription right until March 31, 2020, taking into consideration the terms set out in the Articles of Association.

The Board of Directors proposes to extend the authorization for the Board of Directors to increase the subscribed share capital as a whole or in part within the scope of the authorized capital to the exclusion of the shareholders' subscription right until March 31, 2020, taking into consideration the terms set out in the Articles of Association.

2 | Modification of Article 5 (3) of the Company's Articles of Association in accordance with item 1 of the agenda of the Extraordinary General Meeting.

The Board of Directors proposes that Article 5 (3) of the Articles of Association be given the following wording:

"(3) The Board of Directors is authorized to increase, in one or several steps, the Company's share capital until March 31, 2020 by issuing seventy-six million six hundred and ninety-two thousand three hundred and seventy-eight (76,692,378) new shares of no par value made out to the bearer with or without premium ("prime d'émission") against contributions in cash and/or assets in kind.

As is the case with such increases in capital stock, there is no subscription right to the shareholders' benefit. Should capital increases be made against contributions in cash, then the provisions of Article 5 shall apply."Attendance and majority requirements

Attendance and majority requirements

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

The Extraordinary General Meeting, however, requires at least [the holders of] half of the subscribed share capital to be present or represented to form a quorum. The resolutions of the Extraordinary General Meeting will be carried with a two-thirds majority of the present and represented shareholders.

Registered share capital, voting and other rights

At the time of convening the General Meetings the Company's registered capital amounts to 131,202,165.00 EUR and is divided into 146,257,596 no-par bearer shares, 72,695 of which were acquired by the Company in the course of the financial year 2014. With the exception of the 462,399 shares acquired by the Company, each share entitles the bearer to one vote, so that the total number of votes is 145,795,197 at the time of convening the General Meetings. To the Company's knowledge at the point of convening the General Meetings, no share, again excepting the 462,399 shares acquired by the Company, 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 General Meetings of listed companies ("Shareholder Rights Act"), request the inclusion of one or more items on the agenda of the General Meetings and are entitled to submit proposed resolutions relating to items on the agenda of the General Meetings. 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 HCE Haubrok AG
Landshuter Allee 10
80637 München [Munich]
Germany
Fax: +49 (0)89 210 27 289
info@hce.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 17, 2015.

Rules of participation

In accordance with the aforementioned legislation, only those shareholders are entitled to participate and vote in the General Meetings who are shareholders in the Company at midnight (Luxembourg time) on March 25, 2015 ("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 General Meetings is determined.

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

cise their voting rights.

In the interest of the shareholders and in keeping with the Articles of Association, the deadline for submitting a registration for the General Meetings has been extended to beyond the Luxembourg cut-off date. Registration must therefore reach the Company at the following address no later than April 01, 2015:

Logwin AG
c/o HCE Haubrok AG
Landshuter Allee 10
80637 München [Munich]
Germany
Fax: +49 (0)89 210 27 289
meldedaten@hce.de

Proof of entitlement to participate in the General Meetings 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 01, 2015.

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. To this end, these shareholders must register by April 01, 2015, as described in the registration procedures. Proxy voting representatives will be granted permission to participate in the General Meeting on presentation of the admission ticket and a legally issued proxy. Should shareholders wish to authorize their custodian bank to represent their voting rights, they must deposit the legally issued proxy with their custodian bank by April 07, 2015, at the latest. The custodian 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 the shareholders' instructions prior to the General Meetings. Shareholders who wish to appoint a proxy voting representative nominated by the Company to vote on their behalf should use the form printed on the reverse side of the admission ticket to the General Meetings for appointing a proxy and issuing instructions for voting on the agenda items up for voting. To this end, these shareholders must register by April 01, 2015, as described in the registration procedures. With the admission ticket, shareholders will receive the aforementioned form. The completed and signed form must be received at the following address by post or electronically no later than Tuesday, April 07, 2015:

Logwin AG
c/o HCE Haubrok AG
Landshuter Allee 10
80637 München [Munich]
Germany
Fax: +49 (0)89 210 27 289
vollmacht@hce.de

Proxies must be appointed in writing. If a proxy voting representative nominated by the Company is authorized, 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 by telephone under +49 (0) 89 210 27 222 between 9.00 a.m. and 5.00 p.m., Monday to Friday.

Shareholders who wish to be represented by a proxy other than the proxy voting representative named 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.

Postal voting

Shareholders who are unable to participate in the General Meetings in person may cast their votes by postal ballot. The form on the reverse side of the admission ticket can be used for this purpose. To this end, these shareholders must register by April 01, 2015, as described in the registration procedures. Votes cast by postal ballot must be received at the following address by post or electronically no later than April 07, 2015:

Logwin AG
c/o HCE Haubrok AG
Landshuter Allee 10
80637 München
Germany
Fax: +49 (0)89 210 27 289
briefwahl@hce.de

Note on information about the General Meetings

Further information concerning the General Meetings can be accessed on the Company's website at www.logwinlogistics.com. Please address any queries relating to the documents to:

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

Luxembourg, March 06, 2015

Logwin AG
Board of Directors



Arriving by car

Traveling along the A1 (E29, E44) from a southern, eastern or northern direction, or A6 (E25) from the west, or coming from the city center, follow the signs for (Plateau de) „Kirchberg“ and „Quartier Européen Nord“.

Parking

There are parking spaces in the car park of the Novotel.

Arriving by train

Take bus number 13 from Luxembourg Central Station as far as bus stop AVE JF Kennedy (Eurobus / Station Mudam SDC).

We wish you a safe and pleasant journey!

Information on the Logwin share

Security Identification Number (SIC) 931705 | ISIN LU0106198319

Logwin AG | Investor Relations

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6776 Grevenmacher | Luxembourg

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Luxembourg Commercial Register No. B 40.890

You can find further information on our company and on the
General Meetings at www.logwin-logistics.com