



Invitation

to the Ordinary Annual and an Extraordinary General Meeting of

Logwin AG

on

April 12, 2017

**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 12, 2017, and an

Extraordinary General Meeting of the Company

will be held on April 12, 2017, following the Ordinary Annual General Meeting of the Company

at Novotel Luxembourg Kirchberg,
6, Rue du Fort Niedergruenewald,
L-2226 Luxembourg:

Agenda for the 2017 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, 2016

2| Presentation of the Report of the Board of Directors for the financial year ended December 31, 2016

3| Presentation of the Auditor's Report (réviseur d'entreprises agréé) for the fiscal year ended December 31, 2016

4| Approval of the Annual Financial Statements and the Consolidated Financial Statements for the financial year ended December 31, 2016, 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, 2016, the Report of the Board of Directors and the Auditor's Report for 2016 be approved.

5| Appropriation of the result for the financial year ended December 31, 2016

The Board of Directors proposes to allocate the profits for the year ended December 31, 2016 which amount to 12,264,093.99 EUR as follows.

One twentieth of the annual profit to be allocated to the legal reserve:	613,204.70 EUR
Distribution of a dividend of 0.04 EUR on each share entitled to participate in the profits:	5,768,791.60 EUR
Reallocation to the other available reserves (revenue reserves):	5,882,097.69 EUR

The proposal for appropriation of profits reflects the 2,037,806 treasury shares held directly and indirectly by the Company at the time of the publication of the convocation of the Annual General Meeting. Such treasury shares are not entitled to the dividend pursuant to Article 11 of the Luxembourg Takeover (Übernahmegesetz). Should there be any change in the number of shares entitled to the dividend by the date of the Annual General Meeting, the above proposal will be amended accordingly and presented for resolution on the appropriation of profits at the Annual General Meeting, with an unchanged dividend of EUR 0.04 EUR per each share entitled to dividend.

6| Discharge of the members of the Board of Directors for the exercise of their mandates during the financial year ended December 31, 2016

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, 2016.

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

Appointment of

- a. Mr Sebastian Esser**
- b. Dr Michael Kemmer**
- c. Dr Yves Prussen**
- d. 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 2018.

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 2018.

8| Appointment of the auditor for the 2017 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 regarding the Annual Financial Statements and the Consolidated Financial Statements for the financial year ended December 31, 2017.

9| Acquisition of treasury shares

The Board of Directors proposes that it be authorized on the Company's behalf to acquire up to 14,625,000 of its own company shares for all legally permitted purposes up to March 31, 2020. This corresponds to approximately 10 % of the share capital. The authorisation may be exercised up to this extent once or several times, in total or in part and for all legally permitted purposes. The Board of Directors may choose to perform such 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 2016 financial year be set at a total of 120,000 EUR.

Agenda for the Extraordinary General Meeting of Logwin AG

1 | Redemption or Annulment of Shares

Annulment with immediate effect of 2,037,846 (in words: two million thirty-seven thousand eight hundred and forty-six) existing no-par-value shares held by the Company so that the Company's share capital can be divided into 144,219,750 (in words: one hundred and forty-four million two hundred and nineteen thousand seven hundred and fifty) shares while simultaneously raising the subscribed share capital to the amount of 131,300,000 EUR (in words: one hundred thirty-one million three hundred thousand) by transferring an amount of 97,835 EUR (in words: ninety-seven thousand eight hundred) for the premium agio reserve to the capital account without issuing new shares.

2 | Restructuring of the subscribed share capital

Restructuring of the subscribed share capital upon redetermination of the Company's authorised capital by ad-hoc conversion of all existing Company shares into fractional shares, with each 50 fractions of a share forming one whole share so that the subscribed capital of 131,300,000 EUR (in words: one hundred thirty-one million three hundred thousand) shall be divided into 2,884,395 (in words: two million eight hundred and eighty-four thousand three hundred ninety-five) shares.

3 | Redetermination of the Company's authorised capital

Redetermination of the Company's authorised capital to 68,700,000 EUR (in words: sixty-eight million seven hundred thousand) divided into 1,509,105 (in words: one million five hundred nine thousand one hundred and five) additional authorised shares to be issued.

4 | Authorisation to perform the restructuring

The Board of Directors shall be authorised to cause the performance of this restructuring of capital with the help of a bank designated by the Board of Directors so that the custodian agencies via which the shareholders hold or fractional shares may balance the fractional shares (or fractions of shares not forming one whole share) via such bank and via the clearing agency through the purchase or sale of fractions until June 7, 2017.

5 | Authorisation to implement the restructuring

The Company's Board of Directors shall be authorised to implement such restructuring of the authorised and subscribed share capital and carry out any and all formalities, actions and measures pertaining thereto, in particular, to have the annulment of shares and any other amendments of the Articles and Memorandum of Association resulting therefrom recorded in an officially notarised document.

6 | Conversion of the shares into registered shares

Following the implementation of the measures adopted under items 1 to 4 of the agenda, the Company's shares shall be converted into registered shares, with Article 6 of the Articles and Memorandum of Association being modified effective from June 8, 2017 so as to give it the below-mentioned wording; the Board of Directors shall be authorised to perform all necessary actions and measures required for the implementation of such conversion of the bearer shares into registered shares as well as the registration of the shareholders in the share register.

7 | Further amendment of the Company's Articles and Memorandum of Association

Further amendment of the Company's Articles and Memorandum of Association to allow for the provisions of the Act of August 10, 2016 concerning the Modernisation of the Act of August 10, 1915 on Commercial Companies and the above items on the agenda, with the amendment of item (d) coming into effect on June 8, 2017 and the other amendment coming into force with immediate effect.

- a) Amendment of Article 2 of the Articles and Memorandum of Association to give it the following wording:

„Article 2

The Company has its registered office in Grevenmacher. By resolution of the General Meeting or decision of the Board of Directors (in which case the Board of Directors shall be entitled to modify the Company's Articles and Memorandum of Association accordingly) the seat of the Company may be moved to another place of the municipality of Grevenmacher or to any other place within the Grand Duchy of Luxembourg.

Should the ordinary business operations at the Company's registered office or between the registered office and persons abroad be jeopardised by extraordinary occurrences of a political, commercial or social nature, then the Board of Directors shall be entitled to temporarily relocate the Company's registered office abroad until such time as normal conditions are fully restored. Such temporary measures will have no effect, however, on the nationality of the Company, which will remain a Luxembourg company. Any such temporary relocation of the registered office must be disclosed to third parties by the Company's governing bodies, which are best suited under the given circumstances to make such disclosure."

- b) Amendment of paragraphs (1), (2) and (3) of Article 5 of the Articles and Memorandum of Association to give it the following wording:

„(1) The Company's registered capital (subscribed share capital) equals 131,300,000 EUR (one hundred thirty-one million three hundred thousand). It is divided into 2,884,395 (in words: two million eight hundred and eighty-four thousand three hundred ninety-five) no par value shares which are fully paid up.

(2) In addition to the subscribed capital under paragraph 1 of this Article, the Company has authorized capital totalling 68,700,000 EUR (sixty-eight million seven hundred thousand) divided into a further 1,509,105 (one million five hundred and nine thousand one hundred and five) no par value shares to be newly issued.

(3) The Board of Directors is authorized until March 31, 2020 to increase the Company's registered capital by 1,509,105 (one million five hundred and nine thousand one hundred and five) shares by issuing on one or more occasions new shares of no par value with or without premium ("prime d'émission") against contributions in cash and/or in kind.

As is the case with such increases in capital stock, shareholders have no pre-emptive rights. Should capital increases be made against contributions in cash, then the provisions of Article 5 shall apply."

- c) Addition of a new paragraph (9) to the Article 5 of the Articles and Memorandum of Association which reads as follows:

„(9) During the period from April 12, 2017 until June 7, 2017 each share of the Company shall be divided into 50 fractions of share. On the day following this due date, there shall only be whole, undivided shares. Accordingly, this paragraph of Article 5 shall then be cancelled and shall be deemed rescinded."

- d) Amendment of Article 6 of the Articles and Memorandum of Association to give it the following wording:

„Article 6

(1) All of the Company's shares shall exclusively be issued as registered shares.

(2) The Company shall deem such person to be the owner of the shares in whose name these shares have been registered in the share register of the Company. Any bank or other enterprise acting as a depository agency shall only be entitled to be entered in the register upon written confirmation that the respective shares belong to such bank's or other enterprises own assets and not to any customer's assets. Any refusal to provide such confirmation shall entitle the

Company to suspend any exercise of the rights in these shares until being confirmed that the lawful owner(s) of such shares has/have been entered in the share register.”

- e) Amendment of paragraphs (3) and (4) of Article 9 of the Articles and Memorandum of Association to give it the following wording:

„(3) The Board of Directors shall only constitute a quorum, if the majority of its members is present or represented. Members of the Board of Directors unable to attend may provide written authorisation to another member of the Board of Directors to vote on their behalf. One member of the Board of Directors may represent more than one other members of the Board of Directors. Each member of the Board of Directors shall be entitled to participate in any meeting of the Board of Directors via telephone conference or other available means of communication provided that it is ensured that all persons participating in the meeting are able to hear each other and communicate with one another. A meeting may also be held entirely by telephone conference. Participating in or the holding of a meeting with the help of such means shall be regarded as a personal attendance in the respective meeting.

(4) Resolutions by the Board of Directors shall be required for all decisions of a fundamental nature or material financial significance to the Company or a holding company, unless the management rules of procedure [Geschäftsordnung] delegate this decision to a committee.”

- f) Amendment of paragraph (2) of Article 10 to give it the following wording, and addition of a new paragraph (3) of Article 10 reading as follows:

„(2) Decisions adopted in writing that have been authorised and signed by all members of the Board of Directors shall have the same legal validity as decisions approved at a meeting of the Board of Directors. Such signatures may be signed on a single document or on multiple copies of an identical resolution and may be confirmed by letter, fax, email or telex.

(3) The regulations stipulated in this Article shall apply analogously to any committee set up by the Board of Directors.”

- g) Amendment of paragraph (3) of Article 11 of the Articles and Memorandum of Association to give it the following wording:

„(3) Moreover, the Company will be legally obligated by virtue of a joint signature from two members of the Board of Directors, whereby one such signature must come from the chairman or the deputy chairman.“

- h) Amendment of paragraph (1) of Article 12 of the Articles and Memorandum of Association to give it the following wording:

„(1) Each member of the Board of Directors shall immediately disclose any personal financial conflicts adverse to the interests of the Company and shall ensure that such conflict of interests be entered in the minutes of the meeting. Members of the Board of Directors having a conflict of interests shall be excluded from the discussion and decision-making, if such conflict of interests is connected to the resolution to be adopted.

- i) Amendment of Article 15 of the Articles and Memorandum of Association to give it the following wording:

„Article 15

The annual General Shareholders' Meeting shall be held at the registered office of the Company or at another location in Luxembourg within 6 months following the termination of the preceding financial year, as specified in the invitation to the Meeting.

- j) Amendment of Article 24 of the Articles and Memorandum of Association to give it the following wording:

„Article 24

All points that are not specified in the Articles and Memorandum of Association shall be governed by the provisions of the Law of May 24, 2011 about the Exercising of Various Shareholder Rights at the General Meetings of Publicly Listed Companies and, inasmuch as it is applicable, the Law of August 10, 1915 about Trading Companies as respectively amended.

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 votes cast.

The Extraordinary Annual General Meeting, however, does at least require the holders of half of the subscribed share capital to be present or represented to form a quorum. The resolutions of the Extraordinary Annual General Meeting will be carried with a two-thirds majority of the votes cast.

Registered share capital, voting and other rights

At the date of convening of the Ordinary Annual General Meeting the Company's registered capital amounted to 131,202,165.00 EUR and is divided into 146,257,596 no-par value bearer shares, 2,037,806 of which were acquired by the Company in the course of the financial years 2014, 2015 and 2016. With the exception of the 2,037,806 shares acquired by the Company, each share entitles the bearer to one vote, so that the total number of votes is 144,219,790 at the time of the invitation. To the Company's knowledge at the point of convening, no share, again excepting the 2,037,806 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 annual general meetings of listed companies ("Shareholder Rights Act"), request the inclusion of one or more items on the agenda of the Annual General Meetings and are entitled to submit proposed resolutions relating to items on the agenda of the Annual 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 Link Market Services GmbH
Landshuter Allee 1080637
München
Germany
Fax: +49 (0)89 210 27 298
antraege@linkmarketservices.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 21, 2017.

Rules of participation

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 (Luxembourg time) on March 29, 2017 ("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 Meetings is determined.

Only those shareholders are entitled to participate in the Annual General Meetings and to exercise their voting rights who have registered in text form (e.g. by e-mail) in English, French or German prior to the respective 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 and Memorandum of Association, the deadline for submitting a registration for the Annual 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 5, 2017:

Logwin AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
Germany
Fax: +49 (0)89 210 27 289
agm@linkmarketservices.de

Proof of entitlement to participate in the Annual 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 5, 2017.

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 5, 2017, as described in the registration procedures. 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 authorize their custodian bank to represent their voting rights, they must deposit the legally issued proxy with their custodian bank by April 11, 2017, 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 their /the shareholders' instructions prior to the Annual General Meeting. 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 Annual 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 5, 2017, 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 and signed form must be received at the following address by post or electronically no later than Tuesday, April 11, 2017:

Logwin AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
Germany
Fax: +49 (0)89 210 27 289
agm@linkmarketservices.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 different proxy 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 Annual General Meeting in person may cast their votes by postal ballot. The form on the reverse side of the ticket can be used for this purpose. To this end, these shareholders must register by April 5, 2017, 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 11, 2017:

Logwin AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
Germany
Fax: +49 (0)89 210 27 289
agm@linkmarketservices.de

Note on information about the Annual General Meetings

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

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

Luxembourg, March 2017

Logwin AG
Board of Directors

Logwin AG
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Logwin-Share WKN 931705 | ISIN LU0106198319

Luxembourg Commercial Register No. B 40.890

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