

**Invitation** to the Ordinary Annual and an  
Extraordinary General Meeting of Logwin AG on  
**April, 10 2019**

**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, 10 2019, and an Extraordinary General Meeting of the Company will be held on April,10 2019, following the Ordinary Annual General Meeting of the Company

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

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# Agenda

for the 2019 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, 2018**
- 2| **Presentation of the Report of the Board of Directors for the financial year ended December 31, 2018**
- 3| **Presentation of the Auditor's Report (réviseur d'entreprises agréé) for the financial year ended December 31, 2018**
- 4| **Approval of the Annual Financial Statements and the Consolidated Financial Statements for the financial year ended December 31, 2018, 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, 2018, the Report of the Board of Directors and the Auditor's Report for 2018 be approved.

- 5| **Appropriation of the result for the financial year ended December 31, 2018**

The Board of Directors proposes to allocate the profits for the year ended December 31, 2018, which amount to 69,160,996 EUR as follows.

Allocation of an amount of 2,010,396 EUR to the legal reserve

Allocation of an amount of 67,150,600 EUR to the capital reserve

- 6| **Allocation of the other reserves to the capital reserve (Agio)**

The Board of Directors proposes to allocate the other reserves in the amount of 44,973,729 EUR to the capital reserve (Agio).

- 7| **Distribution of the Logwin AG to the shareholders**

The Board of Directors proposes to make a distribution of 3.50 EUR per share to the shareholders.

Should there be any change in the number of shares entitled to the distribution by the date of the Annual General Meeting, the above proposal will be amended accordingly and presented for resolution on the distribution to the shareholders at the Annual General Meeting, with an unchanged distribution of 3.50 EUR per each share.

## **8| Discharge of the members of the Board of Directors for the exercise of their mandates during the financial year ended December 31, 2018**

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, 2018.

## **9| Appointment of members to the Board of Directors - statutory appointment:**

### **Appointment of**

- a. Dr Antonius Wagner**
- b. Mr Sebastian Esser**
- c. Dr Michael Kemmer**
- d. Mr Philippe Prussen**

**as members of the Board of Directors for a term of office that expires at the end of the Ordinary Annual General Meeting 2020.**

The Board of Directors proposes that Dr Wagner, Mr Esser, Dr Kemmer and Mr Prussen 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 2020.

## **10| Appointment of the auditor for the 2019 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, 2019.

## **11| Acquisition of treasury shares**

The Board of Directors proposes that it be authorized on the Company's behalf to acquire up to 288,000 of its own company shares for all legally permitted purposes up to April 10, 2024. 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.

## **12| 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 2019 financial year be set at a total of 120,000 EUR.

# Agenda

for the Extraordinary General Meeting of Logwin AG

- 1 | Extension of the authorization to the Board of Directors, for a period commencing on the day of the Extraordinary General Meeting which decides to prolong the authorized capital (i.e. April 10, 2019) and ending on the fifth (5) anniversary following the publication of the minutes of this Extraordinary General Meeting in the Luxembourg Recueil électronique des sociétés et associations (Luxemburger Trade Journal), to increase the subscribed share capital in whole or in part within the limits of the authorized capital, excluding the subscription rights of shareholders, taking into account the conditions laid down in the Articles of Association of the Company.**

The Board of Directors proposes to prolong the authorization of the Board of directors, for a period commencing on the day of the Extraordinary General Meeting which decides to prolong the authorized capital (i.e. April 10, 2019) and ending on the fifth (5) anniversary following the publication of the minutes of this Extraordinary General Meeting in the Luxembourg Recueil électronique des sociétés et associations (Luxemburger Trade Journal), to increase the subscribed share capital in whole or in part within the limits of the authorized capital, excluding the subscription rights of shareholders, taking into account the conditions laid down in the Articles of Association of the Company.

- 2 | Amendment of Article 5 (3) of the Articles of Association of the Company in line with agenda item 1 of the Extraordinary General Meeting.**

The Board of Directors proposes that Article 5 (3) of the Statutes be amended to read as follows:

*„(3) The Board of Directors shall be authorized, for a period commencing on the day of the Extraordinary General Meeting which decides to prolong the authorized capital (i.e. 10 April 2019) and ending on the fifth (5) anniversary following the publication of the minutes of this Extraordinary General Meeting in the Luxembourg Recueil électronique des sociétés et associations (Luxemburger Trade Journal), to increase the share capital of the Company once or several times by 1,509,105 (one million five hundred and nine thousand one hundred and five) shares by issuing 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."

- 3 | Deletion of paragraph (9) of Article 5 of the Articles of Association of the Company.**

The Board of Directors proposes to delete paragraph (9) of Article 5 of the Articles of Association of the Company:

*„(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.*

## **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 issued share capital amounts to 131,300,000 EUR and is divided into 2,884,395 registered shares. Each share entitles to one vote, so that the total number of votes is 2,884,395 at the time of convening. 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 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 reasons 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 10  
80637 München  
Germany  
Fax: +49 (0)89 210 27 298  
[antraege@linkmarketservices.de](mailto: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 19, 2019.

## 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 27, 2019 ("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 4, 2019:

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 Meeting and to exercise voting rights results from the register of shareholders of the Company. According to the Articles of the Company each shareholder has the obligation to ensure his proper registration in the register of shareholders.

If a bank or other entity acting as a depository, is recorded in the register of shareholders, it shall, if such confirmation has not already been provided, confirm in writing that the respective shares belong to its own assets and not to any of its customers' assets. If no such confirmation has been given, the Company may suspend the exercise of the rights relating to these shares until it is confirmed that the lawful owner(s) of such shares has/have been registered in the register of shareholders. Such confirmation must reach the Company at the aforementioned address likewise no later than April 4, 2019.

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 4, 2019, 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.

## **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 prior to the Annual General Meeting who is bound by the shareholders' voting instructions. 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 04, 2019, 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 9, 2019:

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 4, 2019, 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 9, 2019:

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](http://www.logwin-logistics.com). Please address any queries relating to the documents to:

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

Luxembourg, March 2019

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

**Logwin AG**  
ZIR Potaschberg | 5, an de Laengten  
6776 Grevenmacher | Luxembourg  
Phone +352 71 96 90-1112 | Fax +352 71 96 90-1359  
[ir-info@logwin-logistics.com](mailto:ir-info@logwin-logistics.com) | [www.logwin-logistics.com](http://www.logwin-logistics.com)  
Logwin-Share WKN A2DR54 | ISIN LU1618151879

**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](http://www.logwin-logistics.com)