

Invitation to the Ordinary Annual General Meeting of Logwin AG on April 8, 2020

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 8, 2020

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

Agenda

for the 2020 Ordinary Annual General Meeting of Logwin AG

1| **Appropriation of the Rules of Procedure of the General Meetings**

The Board of Directors proposes to approve the Rules of Procedure for Annual General Meetings of the shareholders of Logwin AG.

2| **Presentation of the Annual Financial Statements and the Consolidated Financial Statements for the financial year ended December 31, 2019**

A vote on this agenda item is not required.

3| **Presentation of the Report of the Board of Directors for the financial year ended December 31, 2019**

A vote on this agenda item is not required.

4| **Presentation of the Auditor's Report (réviseur d'entreprises agréé) for the financial year ended December 31, 2019**

A vote on this agenda item is not required.

5| **Approval of the Annual Financial Statements and the Consolidated Financial Statements for the financial year ended December 31, 2019, 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, 2019, the Report of the Board of Directors and the Auditor's Report for 2019 be approved.

6| **Appropriation of the result for the financial year ended December 31, 2019**

The Board of Directors proposes to allocate the profits for the year ended December 31, 2019, which amount to 39,243,240 EUR as follows:

- (i) Allocation to the capital reserve (Agio): 39,243,240 EUR and
- (ii) a distribution of EUR 3.50 per share to the shareholders.

7| **Approval of the Principles of Remuneration for the Board of Directors of Logwin AG**

The Board of Directors proposes that the principles of remuneration for the Board of Directors of Logwin AG be approved.

8| **Presentation of the Remuneration Report of Logwin AG for the financial year ended December 31, 2019**

In accordance with Article 7ter (4), paragraph 2 of the Act of May 24, 2011 on the Exercise of Certain Rights of Shareholders in Listed

Companies, the Remuneration Report of Logwin AG for the financial year ended December 31, 2019, will be presented for discussion at the Annual General Meeting. A vote on this agenda item is not required.

9| Discharge of the members of the Board of Directors for the exercise of their mandates during the financial year ended December 31, 2019

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, 2019.

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

Appointment of

- a. ***Dr Antonius Wagner***
- b. ***Mr Sebastian Esser***
- c. ***Mr Andreas Kurtze***
- 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 2021.

The Board of Directors proposes that Dr Wagner, Mr Esser, Mr Kurtze 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 2021.

11| Appointment of the auditor for the 2020 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, 2020.

12| Remuneration for the non-executive members of the Board of Directors

The Board of Directors proposes that the remuneration for the non-executive members of the Board of Directors for the 2020 financial year be set at a total of 120,000 EUR.

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.

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 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 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

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, 2020.

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 25, 2020 ("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 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 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 2, 2020:

Logwin AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
Germany
Fax: +49 (0)89 210 27 288
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 2, 2020.

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 2, 2020, 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 Meeting 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 2, 2020, 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 7, 2020:

Logwin AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
Germany
Fax: +49 (0)89 210 27 288
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 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.

Note on the documents of the Annual General Meeting

The complete and unabridged text of the following documents of the Annual General Meeting can be obtained by post or electronically on request at the following address

- Invitation to the Annual General Meeting (including the proposed resolutions);
- Rules of Procedure for General Meetings of Shareholders
- Annual Financial Statements and the Consolidated Financial Statements for the financial year ended 31 December 2019;
- Reports of the Board of Directors for the financial year ended 31 December 2019;
- Report of the auditor (Réviseur d'entreprises agréé) for the financial year ended 31 December 2019;
- Principles of Remuneration of the Board of Directors;
- Remuneration Report for the financial year ended 31 December 2019

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Furthermore, for an uninterrupted period of time from the date of this invitation to the day of the Annual General Meeting (inclusive), the Company will provide its shareholders with the aforementioned sub-allocations as well as the proxy form and the form for proxies on its website www.logwin-logistics.com.

Note on information about the Annual General Meeting

Information concerning the Annual General Meeting 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
6776 Grevenmacher
Luxembourg*

Luxembourg, March 2020

Logwin AG
Board of Directors

Logwin AG

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R.C.S. Luxembourg Nr. B 40.890

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

Further information to our data privacy principles can be found under: <https://www.logwin-logistics.com/contextual-pages/data-privacy-statement-hp.html>