



# Invitation

to the Annual General Meeting and the  
Extraordinary General Meeting of Logwin AG  
to be held on April 11, 2012

**Logwin AG**  
**Joint-Stock Corporation**  
Headquarters: L-6776 Grevenmacher,  
ZIR Potaschberg,  
5, an de Längten  
Luxembourg Commercial Register No. B 40.890

## **Notice to all Shareholders**

All shareholders in the Logwin AG (“the Company”) are hereby given notice that an

**Annual General Meeting of the Company**  
will be held on April 11, 2012 at 10.00 a.m.

and an

**Extraordinary General Meeting of the Company**  
will be held on April 11, 2012 immediately following the  
Annual General Meeting of the Company

in

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

# Agenda of the 2012 Annual General Meeting of the Logwin AG

- 1| **Presentation of the Annual Financial Statement and the Consolidated Financial Statement for the fiscal year ended December 31, 2011**
- 2| **Presentation of the Report of the Board of Directors for the fiscal year ended December 31, 2011**
- 3| **Presentation of the Auditor's Report (*réviseur d'entreprises*) for the fiscal year ended December 31, 2011**
- 4| **Ratification of the Annual Financial Statement and the Consolidated Financial Statement for the fiscal year ended December 31, 2011, as well as the Report of the Board of Directors and Auditor's Report**

The Board of Directors proposes that the Annual Financial Statement and the Consolidated Financial Statement for the fiscal year ended December 31, 2011, as well as the Report of the Board of Directors and Auditor's Report be approved.

- 5| **Resolution concerning the disbursement of the profits for the fiscal year ended December 31, 2011**

The Board of Directors proposes that the annual net profit from the fiscal year ended December 31, 2011 of 2,348,697.– EUR be transferred in full into the statutory reserve.

- 6| **Discharge of the members of the Board of Directors for the exercise of their mandates during the fiscal year ended December 31, 2011**

The Board of Directors proposes that the members of the Board of Directors be granted discharge for the execution of their mandates during the fiscal year ended December 31, 2011.

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

## **Statutory appointment of**

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

**as members of the Board of Directors with a term of office until the end of the 2013 Annual General Meeting.**

The Board of Directors proposes that the following persons, Dr. Michael Kemmer, Dr. Yves Prussen, Dr. Antonius Wagner and Mr. Berndt-Michael Winter, be appointed to the Board of

Directors of the Logwin AG with a term of office until the end of the 2013 Annual General Meeting.

**8| Appointment of the auditor (*réviseur d'entreprises*) for fiscal year 2012**

The Board of Directors proposes that the auditing firm of Ernst & Young S.A., with head offices in L-5365 Munsbach, 7, rue Gabriel Lippmann, Parc d'Activité Syrdall 2, be appointed auditor for fiscal year 2012.

**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 fiscal year 2011 be set at 180,000.– EUR.

# **Agenda of the 2012 Extraordinary General Meeting of the Logwin AG**

**1| Discussion of the Board of Director's suggestion that changes be made to the Company Statutes in Articles 8, 14, 18 and 24, in particular to make the Company Statutes conform with the law of May 24, 2011 about the exercising of various shareholder rights in Annual General Meetings of publically listed companies.**

**2| Amendment of Article 8 Paragraph (3) of the Statutes of the Company so that it reads as follows:**

“Members of the Board of Directors who are also simultaneously members of the Executive Committee will also be designated as «Executive Members of the Board».”

**3| Amendment of Article 14 of the Statutes of the Company so that it reads as follows:**

“(1) Only those shareholders are allowed to participate in the General Meeting and to exercise voting rights who, at twenty-four hours (24.00h) on the fourteenth (14<sup>th</sup>) day before the day of the General Meeting, hold shares and submit a registration in text form in German, English or French before the General Meeting and have shown proof to the Company of their eligibility to participate. The registration must be received by the Company at the address announced for this in the notice of said meeting by the fourteenth (14<sup>th</sup>) day before the General Meeting at the latest.  
(2) Shareholders must show proof of their eligibility for participation in the General Meeting and for exercising their voting rights. To do so, evidence in text form in German, English or French is required from the depository bank showing the holding of shares. This evidence must be received by the Company at the address announced for this in the notice of said meeting by the deadline announced in the said notice of said meeting.  
(3) Those persons who are entitled to participate will be sent admissions tickets and ballot papers.  
(4) Voting rights may be exercised by a proxy voting representative on the basis of a written certificate of authority. Details about exercising voting rights through use of a proxy voting representative will be announced in tandem with the notice of the General Meeting.”

**4| Amendment of Article 18 Paragraph (2) of the Statutes of the Company so that it reads as follows:**

“The Board of Directors must call a General Meeting in the case that shareholders who represent at least ten (10) percent of the registered (subscribed) capital submit such a request in writing with inclusion of an agenda to the Board of Directors.”

## **5 | Amendment of Article 24 of the Statutes of the Company so that it reads as follows:**

“All points that are not specified in this Statute are 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 shall be carried with a simple majority of the present and represented shareholders.

The Extraordinary General Meeting requires at least half of the subscribed capital to be present and represented. The resolutions of the Extraordinary General Meeting shall 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 of the General Meetings the Company's registered (subscribed) capital equals 131,202,165.– EUR, and it is divided into 146,257,596 no-par value bearer shares. Each share entitles the holder to one vote, thus the total number of votes equals 146,257,596. To the Company's knowledge, no share has been excluded from voting at the time of convening.

Shareholders holding a minimum of five percent (5%) of the subscribed share capital have the right to demand inclusion of one or more items on the agenda of the General Meeting and have the right to submit resolutions with regard to General Meeting agenda items. The respective resolution must be submitted to the Company in writing together with a rationale or with a resolution proposal 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 proposal must have the address details of the sender so that the Company can confirm receipt of the request. The corresponding request must be received by the Company by March 20, 2012 at the latest.

## **Conditions of Participation**

In accordance with the Luxembourgian law of May 24, 2011 about the exercising of various shareholder rights in General Meetings of publically listed companies (“Law on the Rights of Shareholders”), only those shareholders who are shareholders in the company as of midnight (Luxembourg Time) on March 28, 2012 (“Luxembourgian deadline”) may participate and vote in the General Meetings.

Any and all changes that relate to your shareholding that occur after the Luxembourgian deadline will not be considered with respect to the regulations regarding participation and/or voting rights at the General Meetings.

Only those shareholders who have registered before the respective General Meeting in writing in either German, English or French and have submitted proof of eligibility to participation to the Company are entitled to exercise their voting rights at the shareholders meeting.

The Company must have received the registration at the following address by April 4, 2012 at the latest.

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 eligibility to participation in the General Meetings and exercising voting rights occurs through the written certification in German, English or French from the depository bank where the shareholder holds his or her Logwin AG shares. This certification must be received by the Company at the above address by April 6, 2012 at the latest.

Those persons who are entitled to participate after timely registration will be sent tickets for admission, upon the reverse of which a proxy form is printed.

## **Proxy Issuance**

Voting rights may be exercised through use of a proxy. Proxies who have been named by the Company’s shareholders or by a voting representative named by the shareholders can also be issued by way of electronic media on the webpage <http://www.logwin-logistics.com/investors/events/annual-general-meeting.html> using the feature “Annual General Meetings 2012” and once here, under “Proxy Voting/Absentee Ballot”. Proxy voting representatives will be allowed to participate in the General Meetings with presentation of the admission ticket and a legitimately issued proxy. In the case that shareholders wish to authorise their depository bank to exercise their voting rights, they must furnish their bank with a signed proxy form by April 10, 2012 at the latest. The depository bank is authorised to appoint a substitute proxy.

## **Proxy Voting Representatives**

In order to simplify the execution of their personal voting rights, Logwin AG provides the option of appointing a proxy voting representative prior to the meeting named by the Company and bound by instructions from the shareholder. Shareholders who wish to appoint the proxy voting representatives named by the Company to vote on their behalf will require an admission ticket to the General Meetings. To this end, shareholders must register by April 4, 2012 as described above in the Conditions of Participation.

With the admission ticket shareholders receive a form for issuing a proxy and instructions about the agenda points that require voting. The completed and signed form must be received no later than April 10, 2012 at the following address:

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 issued in written form. If one of the proxies named by the Company has been authorised by the shareholder, that person must further be given instruction about how they are to vote. Without such voting instructions the proxy is null and void. The proxy voting representatives are required to vote in accordance with the given instructions.

Authorisation of a proxy voting representative for the Company can alternatively be issued via the Internet under <http://www.logwin-logistics.com/investors/events/annual-general-meeting.html> under the feature "General Meetings 2012" and once here, under "Proxy Voting/Absentee Ballot".

Shareholders can receive information about proxy voting representatives Monday through Friday – excepting bank holidays in Luxembourg – between 9.00 a.m. and 5.00 p.m. by calling +49 (0)89 210 27 222.

Shareholders who in view of participation and exercising of their voting rights wish to be represented by a proxy voting representative required to vote as instructed other than that named by the Company, will find for the issuance of a proxy a form on the back of the admission ticket which will be sent to the shareholder in accordance with the registration procedures described above.

## **Voting by Absentee Ballot**

Shareholders who do not wish to participate in the General Meetings in person may cast their votes with an absentee ballot. Shareholders



may use the form on the back of the admission ticket for this. Voting by way of absentee ballot can be sent by regular mail, by fax or by e-mail and must be received by April 10, 2012 at the latest at the following address:

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

Absentee voting may also take place electronically over the Internet under <http://www.logwin-logistics.com/investors/events/annual-general-meeting.html> under the feature "General Meetings 2012" and once here, under "Proxy Voting/Absentee Ballot" and must have taken place by April 10, 2012.

### **Notice about information about the General Meetings and the planned amendments**

Further information about the General Meetings, including the amendments suggested by Board of Directors of the Logwin AG, can be found on the Company's webpage at [www.logwin-logistics.com](http://www.logwin-logistics.com).

For questions regarding the documents, please contact:

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

Luxembourg, March 10, 2012

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