

Invitation to the Ordinary Annual and an Extraordinary General Meeting of Logwin AG on April 16, 2024

Logwin AG
Stock Company
Registered office: L-6776 Grevenmacher,
ZIR Potaschberg,
5, an de Laengten
Luxembourg Commercial Register No. B40.890

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, 16 2024, and an

Extraordinary General Meeting of the Company

will be held on April, 16 2024, following the Ordinary Annual General Meeting of the Company

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

Agenda

for the Ordinary Annual General Meeting 2024 of Logwin AG

- 1| **Presentation of the Annual Financial Statements and the Consolidated Financial Statements for the financial year ended December 31, 2023**
- 2| **Presentation of the Report of the Board of Directors for the financial year ended December 31, 2023**
- 3| **Presentation of the Auditor's Report (réviseur d'entreprises agréé) for the financial year ended December 31, 2023**
- 4| **Approval of the Annual Financial Statements and the Consolidated Financial Statements for the financial year ended December 31, 2023, the Report of the Board of Directors and the Auditor's Report**
- 5| **Appropriation of the result of Logwin AG for the financial year ended December 31, 2023**
- 6| **Distribution to the shareholders**
- 7| **Approval of the Principles of Remuneration for the Board of Directors of Logwin AG**
- 8| **Presentation of the Remuneration Report of Logwin AG for the financial year ended December 31, 2023**
- 9| **Discharge of the members of the Board of Directors for the exercise of their mandates during the financial year ended December 31, 2023**
- 10| **Appointment of members to the Board of Directors**
- 11| **Appointment of the auditor for the 2024 financial year**
- 12| **Acquisition of treasury shares**
- 13| **Remuneration for the non-executive members of the Board of Directors**

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 16, 2024) 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 (2) and (3) of the Articles of Association of the Company in line with agenda item 3 of the Extraordinary General Meeting to be amended to read as follows:**

„(2) In addition to the subscribed capital under paragraph 1 of this Article, the Company has authorized capital totaling 68,700,000 EUR (sixty-eight million seven hundred thousand) divided into a further 1,506,489 (one million five hundred and six thousand four hundred and eighty-nine) no par value shares to be newly issued.

(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. 16 April 2024) 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 1,506,489 (one million five hundred and six thousand four hundred and eighty-nine) 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| **Redemption or annulment with immediate effect of five thousand one hundred and eighty (5,180) existing shares without par value held by the company, so that the company's share capital is divided into two million eight hundred and seventy-nine thousand two hundred and fifteen (2,879,215) shares, with a simultaneous increase of the subscribed share capital to the amount of one hundred and thirty-one million three hundred thousand euros (EUR 131,300,000) by transferring an amount of two hundred and thirty-five thousand seven hundred and ninety-seven euros and eighty euro cents (EUR 235,797.80) from the share premium reserve to the capital account without issuing new shares.**
- 4| **Amendment of Article 5 (1) of the company's Articles of Association in line with agenda item 3 of the Extraordinary General Meeting to amend it to read as follows:**

„(1) The Company's registered capital (subscribed share capital) equals one hundred thirty-one million three hundred thousand (EUR 131,300,000). It is divided into two million eight hundred and seventy-nine thousand two hundred and fifteen (2,879,215) no par value shares which are fully paid up.“

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.

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
Deutschland
Fax: +49 (0)89 210 27 288
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 27, 2024.

Rules of participation

In accordance with the aforementioned legislation, only those shareholders are entitled to participate and vote in the Annual General Meetings who are shareholders in the Company at midnight (Luxembourg time) on April 2, 2024 (24:00hrs CEST). 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 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 9, 2024:

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 attend the Annual General Meetings and to exercise voting rights is provided by entry in the share register. In accordance with the Articles of Association of the Company, it is the obligation of every shareholder of the Company to ensure that he or she is duly entered in the shareholders' register.

If a bank or other company acting as a depositary is entered in the share register, it must, if this has not yet been done, confirm in writing that the respective shares belong to its own assets and not to those of one of its customers. If this confirmation is not given, the Company may suspend the exercise of the rights to these shares until it receives confirmation that the rightful owner(s) of the shares is/are registered in the share register. This confirmation must also be received by the Company at the above address no later than April 9, 2024.

Appointing proxies

Voting rights may be exercised by proxies. For this purpose, these shareholders must register by April 9, 2024, as described in the conditions of participation. Proxy voting representatives will be granted permission to participate in the Annual General Meetings 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 and bound by their /the shareholders' instructions prior to the Annual General Meetings. Shareholders who wish to appoint a proxy voting representative nominated by the Company to vote on their behalf should use the form enclosed 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 9, 2024, 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 Monday, April 15, 2024:

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 enclosed the admission ticket, which will be sent to the shareholders after registering in the manner and by the date described above.

Note on information about the Annual General Meetings

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

- Invitation to the Annual General Meetings
- Proposed resolutions
- Rules of Procedure for General Meetings of Shareholders
- Annual Financial Statement and Consolidated Financial Statement for the financial year ended 31 December 2023
- Reports of the Board of Directors for the financial year ended 31 December 2023
- Report of the auditor (Réviseur d'entreprises agréé) for the financial year ended 31 December 2023
- Principles of Remuneration for the Board of Directors of Logwin AG
- Remuneration Report for the financial year ended 31 December 2023
- Admission ticket including instruction form to the Company-nominated proxy voting representatives by instructions and proxy form
- Data Privacy Notice for Shareholders

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Furthermore, for an uninterrupted period of time from the date of this invitation to the day of the Annual General Meetings (inclusive), the Company will provide its shareholders with the aforementioned sub-allocations (excluding admission ticket) 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 Meetings

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 13, 2024

Logwin AG

The Board of Directors

Logwin AG

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

Further information to our data privacy principles can be found under: <https://www.logwin-logistics.com/de/datenschutz>