

Note by the Chairman of the Board of Directors:

Regrettably, our invitation to the 4 May 2021 AGM contained a editorial oversight in the reproduction of the Board's proposal on the appropriation of available earnings in agenda item 2: The available earnings are of course CHF 1'930'807'820.49 as duly recorded in our audited Financial Statements (published on page 132 of the Annual Report) and not CHF 1'112'526'842.59 as inadvertently mentioned in the invitation. Agenda Item 2 will be proposed for decision at the upcoming AGM with the correct amount of available earnings. We apologize for this oversight.

INVITATION

(for translation purposes – only the original German version of this AGM invitation is binding)

To the shareholders of Kuehne + Nagel International AG

Schindellegi in April 2021

Ladies and Gentlemen

The Board of Directors of Kuehne + Nagel International AG invites the shareholders to the

Annual General Meeting of Shareholders on

Tuesday, 4 May 2021
at 12.00 p.m. in Schindellegi/SZ

For further details, please refer to this invitation.

Important restriction due to the pandemic:

The meeting will take place without the personal participation of shareholders. Shareholders can only exercise their voting rights via the independent proxy.

(Art. 27 para. 1 COVID-19 Ordinance 3 of the Federal Council of 19 June 2020, as of 1 April 2021)

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AGENDA ITEMS

1. **Approval of the Situation Report, the Consolidated Financial Statements and Annual Financial Statements for the business year 2020**

The Board of Directors proposes to approve the Situation Report, the Consolidated Financial Statements and the Annual Financial Statements for the business year 2020 once taken notice of by the statutory auditors.

2. **Resolution Regarding the Appropriation of the Net Profit of the Year**

The Board of Directors proposes to allocate the net profit for the business year 2020 of CHF 1'930'807'820.49 as follows:

- Payment of a dividend of CHF 4.50 gross per share with CHF 1.00 nominal value less 35% Swiss withholding tax = CHF 2.925 net
- Carry forward of net profit less dividend payments onto new account

Upon approval by the Annual General Meeting, payment of the dividend for the business year 2020 will be effected as of 10 May 2021.

3. **Discharge of the members of the Board of Directors and the members of the Management Board**

The Board of Directors proposes the discharge of its members and of the members of the Management Board for the business year 2020.

4. **Elections**

According to the Swiss Ordinance against excessive compensation in listed corporations [German: Verordnung gegen übermässige Vergütungen bei börsenkotierten Aktiengesellschaften (VegüV)], additional to each Board Member, the Chairman of the Board of Directors, the members of the Remuneration Committee and the Independent Proxy shall be elected by the Annual General Meeting.

4.1 **Re-election of the members of the Board of Directors**

- a) The Board of Directors proposes to re-elect Dominik Bürgy to the Board of Directors for a new tenure of one year until the end of the next Annual General Meeting.
- b) The Board of Directors proposes to re-elect Dr. Renato Fassbind to the Board of Directors for a new tenure of one year until the end of the next Annual General Meeting.
- c) The Board of Directors proposes to re-elect Karl Gernandt to the Board of Directors for a new tenure of one year until the end of the next Annual General Meeting.
- d) The Board of Directors proposes to re-elect David Kamenetzky to the Board of Directors for a new tenure of one year until the end of the next Annual General Meeting.
- e) The Board of Directors proposes to re-elect Klaus-Michael Kuehne to the Board of Directors for a new tenure of one year until the end of the next Annual General Meeting.

- f) The Board of Directors proposes to re-elect Hauke Stars to the Board of Directors for a new tenure of one year until the end of the next Annual General Meeting.
- g) The Board of Directors proposes to re-elect Dr. Martin Wittig to the Board of Directors for a new tenure of one year until the end of the next Annual General Meeting.
- h) The Board of Directors proposes to re-elect Dr. Joerg Wolle to the Board of Directors for a new tenure of one year until the end of the next Annual General Meeting.

4.2 Election of a new member of Board of Directors

The Board of Directors proposes to elect Mr. Tobias B. Staehelin, Swiss citizen, born 1978, as a new member of the Board of Directors for a term of one year until the end of the next Annual General Meeting.

Curriculum Vitae: Mr. Staehelin is admitted to the bar and specialises in corporate law. He graduated from the University of St. Gallen with a lic. iur. degree. In addition, he holds a CEMS Master in International Management, an LL.M. from Northwestern University, USA, and the Instituto de Empresa, Spain.

Mr. Staehelin has operational experience in Asia and Europe, most recently as Chairman of the Management Board of C. Haushahn GmbH & Co. KG in Stuttgart and as a member of the management of Schindler Deutschland AG & Co. KG in Berlin. He is currently member of the Board of Directors of Schindler Holding AG and Schindler Aufzüge AG, and Head of Group Human Resources on the Schindler

4.3 Re-election of the Chairman of the Board of Directors

The Board of Directors proposes to re-elect Dr. Joerg Wolle as Chairman of the Board of Directors for a tenure of one year until the end of the next Annual General Meeting.

4.4 Election of the members of the Remuneration Committee

- a) The Board of Directors proposes to re-elect Karl Gernandt as member of the Remuneration Committee for a new tenure of one year until the end of the next Annual General Meeting.
- b) The Board of Directors proposes to re-elect Klaus-Michael Kuehne as member of the Remuneration Committee for a new tenure of one year until the end of the next Annual General Meeting.
- c) The Board of Directors proposes to re-elect Hauke Stars as member of the Remuneration Committee for a new tenure of one year until the end of the next Annual General Meeting.

4.5 Election of the Independent Proxy

The Board of Directors proposes to elect Investarit AG, Zurich, as Independent Proxy for a tenure of one year until the end of the next Annual General Meeting.

4.6 Re-election of the Statutory Auditors

The Board of Directors proposes to re-elect Ernst & Young AG, Zurich, as Statutory Auditors for the business year 2021.

5. Consultative Vote on the Remuneration Report

The Board of Directors proposes that shareholders endorse the 2020 Remuneration Report in a consultative vote.

6. Votes on Remuneration

6.1 Remuneration of the Board of Directors

The Board of Directors proposes to approve the total maximum amount of remuneration for the members of the Board of Directors of CHF 5'500'000.-, covering the period until the end of the next Annual General Meeting.

6.2 Remuneration of the Management Board

The Board of Directors proposes to approve the total maximum amount of remuneration for the members of the Management Board of CHF 22'000'000.-, covering the business year 2021.

Annual Report

The Annual Report will be available for inspection by shareholders at the registered office of the Company, Dorfstrasse 50, 8834 Schindellegi, from 6 April 2021. It will not be sent automatically, but only at your express request. It can also be viewed and downloaded at the following Internet address: <https://2020-annual-report.kuehne-nagel.com/>.

Participation and voting rights

Pursuant to art. 27 par. 1 lit. b of the COVID 19 Ordinance 3, voting must be exercised through the independent proxy, Investarit AG, Zurich. Shareholders entered in the share register at 5 p.m. (CEST) on 27 April 2021 are entitled to vote. No entries will be made in the share register from 28 April 2021 up to and including 4 May 2021.

No trading restriction for shares of Kuehne + Nagel International AG

The registration of shareholders for voting purposes does not affect the tradability of the shares before, during or after a General Meeting of Shareholders and irrespective of whether they are registered for voting or not.

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Important information

The health of our shareholders is our highest priority.

Therefore, shareholders can NOT attend the Annual General Meeting in person and must give their instructions to the independent proxy:

Participation and voting rights

- via the website <https://netvote.ch/kuehnenagel> or
- in writing using the enclosed proxy form.

Thank you for your understanding.

Granting of power of attorney

Pursuant to Art. 27 para. 1 of Ordinance 3 of the Swiss Federal Council on Measures to Combat the Coronavirus (COVID-19) of 19 June 2020, it is mandatory that votes be cast via the independent proxy, Investarit AG.

Shareholders are therefore requested to complete their voting instructions by hand on the proxy form, sign it and return it as soon as possible, but **no later than 30 April 2021**, to the share register: Segetis AG, Platz 4, 6039 Root D4.

Shareholders may also give instructions to the independent proxies electronically at <https://net-vote.ch/kuehnenagel>. Instructions must be received **by 11.59 p.m. on 3 May 2021** at the latest.

Privacy notice

Information on the handling of shareholders' personal data in connection with this Annual General Meeting can be found at: <https://home.kuehne-nagel.com/company/corporate-governance>.

Kuehne + Nagel International
for the Board of Directors AG

Dr. Joerg Wolle
Chairman