

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 2024

Ladies and Gentlemen

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

Annual General Meeting of Shareholders on

Wednesday, 8 May 2024

at 9.00 a.m. in Schindellegi/SZ
Turnhalle, Schulhausstrasse 10

For the agenda items and further details, please refer to this invitation.

AGENDA ITEMS

1. Approval of the Situation Report, the Consolidated Financial Statements and Annual Financial Statements for the business year 2023

The Board of Directors proposes to approve the Situation Report, the Consolidated Financial Statements and the Annual Financial Statements for the business year 2023 once taken notice of by the statutory auditors.

Explanation: According to Art. 698 para. 2 items 3 and 4 of the Swiss Code of Obligations (OR) and the Articles of Association, the General Meeting of Shareholders is responsible for approving the situation report, the consolidated financial statements and the annual financial statements.

2. Resolution Regarding the Appropriation of the Net Profit

The Board of Directors proposes to allocate the net profit for the business year 2023 of CHF 4'744'609'801.24 as follows:

- Payment of a dividend of CHF 10.00 gross per share with CHF 1.00 nominal value, consisting of CHF 8.25 per share from retained earnings less 35% withholding tax, i.e. CHF 5.36 net, and CHF 1.75 per share from repayment from capital contribution reserves, i.e. a total of CHF 7.11 per share net in total.
- 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 2023 will be effected as of 14 May 2024.

Explanation: Pursuant to Art. 698 para. 2 item 4 CO and the Articles of Association, the General Meeting of Shareholders is responsible for passing resolutions on the appropriation of the net profit and the distribution of a dividend.

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 2023.

Explanation: Pursuant to Art. 698 para. 2 item 7 OR and the Articles of Association, the General Meeting of Shareholders is responsible for the discharge resolution.

4. Elections

The Board of Directors is convinced that the persons proposed for election or re-election have the required competencies. The independent proxy and the auditors have each confirmed that they have the independence required for the exercise of their mandate.

Explanation: Pursuant to Art. 698 para. 2 item 2 and para. 3 items 1-3 of the OR and the Articles of Association, the General Meeting of Shareholders is responsible for the following elections. The Board of Directors and the Nomination and Remuneration Committee are convinced that the persons proposed for election or re-election have the required competencies.

Further information on the members of the Board of Directors proposed for re-election can be found in the Annual Report (<https://home.kuehne-nagel.com/company/corporategovernance>) from page 19ff Mr. Stefan Mangold and KPMG AG confirmed that they have the independence required for the exercise of the respective mandate. All elections are carried out individually.

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 Karl Gernandt 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 Klaus-Michael Kuehne 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 Tobias Staehelin 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 Hauke Stars 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 Dr. Martin Wittig 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. 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 New election of member of the Board of Directors

- a) The Board of Directors proposes to elect Mrs Anne-Catherine Berner, Swiss and Finnish citizen, born 1964, as a new member of 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 elect Mr Dominik de Daniel, Swiss and German citizen, born 1975, as a new member of the Board of Directors for a new tenure of one year until the end of the next Annual General Meeting.

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 Re-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 Re-election of the Independent Proxy

The Board of Directors proposes to elect Mr. Stefan Mangold, Siebnen, as Independent Proxy for a tenure of one year until the end of the next Annual General Meeting.

4.6 Election of the Statutory Auditors

The Board of Directors proposes to elect KPMG AG, Zurich, as Statutory Auditors for the business year 2024.

5. Approval of the Sustainability Report

The Board of Directors proposes to approve the Sustainability Report 2023.

Explanation: With the introduction of Art. 964a ff. Swiss Code of Obligations, the company is obliged to submit the Sustainability Report to shareholders for approval for the first time this year. The report provides an account of environmental matters, in particular the CO2 targets, social matters, employee matters, respect for human rights and the fight against corruption, and in particular also provides a comprehensive overview of the results achieved by the company in 2023 with regard to its sustainability targets. At the same time, it shows the sustainability impact for other identified material topics, e.g. in the operational processes of Kuehne + Nagel International AG and its subsidiaries, for services and solutions, for employees, suppliers, customers and the environment. The sustainability report is available on the internet under the rubric sustainability report from 10 April 2024 onwards.

6. Consultative Vote on the Remuneration Report

The Board of Directors proposes that shareholders endorse the 2023 Remuneration Report in a consultative vote.

Explanation: The Remuneration Report can be found on pages 37ff of the annual report. It explains the remuneration system and the compensation paid to the members of the Board of Directors and the Executive Committee for the financial year 2023.

7. Votes on Remuneration

Explanation: Pursuant to Art. 698 para. 3 no. 4 OR and the Articles of Association, the General Meeting of Shareholders is responsible for approving the maximum compensation of the Board of Directors and the Executive Board.

7.1 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.

7.2 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 30'000'000.-, covering the business year 2025.

8. Introduction Capital Band

The Board of Directors proposes to introduce a capital band with an upper limit of CHF 150,942,228 and a lower limit of CHF 108,678,405, authorising the Board of Directors to increase and/or decrease the share capital of Kuehne + Nagel International AG once or several times within these limits until 8 May 2029, and accordingly to amend, delete or supplement Art. 3 para. 2 and 3 as well as Art. 3 para. 5 of the Articles of Association as set out in the Appendix.

Explanation: When the new stock corporation law came into force, authorised capital was replaced by the institution of a capital band. With the introduction of a capital band, the Annual General Meeting authorises the Board of Directors to increase and/or reduce the company's share capital once or several times within a certain range and within a maximum period of five years.

The company's authorised capital expires on 3 May 2024 and cannot be extended or renewed. The Board of Directors is of the opinion that the introduction of a capital band in the requested range is in the best interest of the company. The capital band will allow the company to maintain its financial flexibility and to react quickly and appropriately to changing circumstances.

The total number of new shares that can be issued from the capital band and the conditional capital, subject to the restriction or revocation of the subscription or advance subscription rights, is limited to a maximum of 10% of the share capital registered in the commercial register (i.e. a maximum of 120,753,783 new shares).

9. Amendment of Articles of Association to reflect the new stock corporation law

The Board of Directors proposes that the company's Articles of Association be amended in line with the new Swiss stock corporation law at the 2024 Annual General Meeting.

Explanation: The new Swiss stock corporation law came into force on 1 January 2023. The new stock corporation law provides for a two-year period during which companies limited by shares must adapt their Articles of Association and other regulations to the new provisions. The amendments to the Articles of Association proposed by the Board of Directors primarily serve to strengthen shareholder rights, making use of an extended flexibility, and to generally harmonize individual provisions with the new wording of the law.

The Board of Directors is also taking this opportunity to propose that the purpose of the company be amended: The proposed new Art. 2 para. 3 of the Articles of Association is intended to emphasize the company's commitment to sustainability in the pursuit of its activities and to bring the statutory corporate purpose in line with the company's sustainability efforts.

The proposed amendments to the Articles of Association are organised thematically and will be submitted to the Annual General Meeting for approval in four sub-items.

9.1 Amendment of the corporate purpose

The Board of Directors proposes that Art. 2 of the Articles of Association be supplemented by paragraph 3, as shown in the Appendix.

9.2 Amendment of the provisions on shares, announcements and place of jurisdiction

The Board of Directors proposes that Art. 4 para. 1, para. 2 and para. 6, Art. 5 para. 2, Art. 28 and Art. 28a (including Title V.) of the Articles of Association be amended, deleted or supplemented as shown in the Appendix.

9.3 Amendment of the provisions on the General Meeting, the reserve and the distribution of profits

The Board of Directors proposes that Art. 8 para. 2, Art. 9 para. 3 and 4, Art. 10 para. 1, 2, 3 and 5, Art. 11 para. 3 and 4, Art. 12, Art. 13 para. 2 and 3 and Art. 27 of the Articles of Association be amended, deleted or supplemented as shown in the Appendix.

9.4 Amendment of the provisions on the Board of Directors and remuneration

The Board of Directors proposes that Art. 14 para. 2, Art. 15 para. 3, Art. 17 para. 1, 2 and 4, Art. 21 para. 1, 3 and 4, Art. 22a and Art. 23 para. 1, 2, 3 and 4 of the Articles of Association be amended, deleted or supplemented as shown in the Appendix.

Organizational

Annual Report

The Annual Report will be available for inspection by shareholders at the registered office of the Company, Dorfstrasse 50, 8834 Schindellegi, from 4 April 2024. It can also be viewed and downloaded from the following link: <https://2023-annual-report.kuehne-nagel.com/>. The sustainability report can be viewed and downloaded: <https://2023-annual-report.kuehne-nagel.com/sustainability-report>

Participation and voting rights

Shareholders entered in the share register at 5 p.m. (CEST) 2 May 2024 entitled to vote. No entries will be made in the share register from 2 May 2024 up to and including 8 May 2024.

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 to vote or not.

Important information

As in previous years, we continue to ask our shareholders not to attend the Annual General Meeting in person, but to issue their instructions to the independent proxy.

Participation and voting rights

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

We would also like to draw your attention to the possibility of receiving future invitations to the Annual General Meeting of Kuehne + Nagel International AG by email. For this purpose, you can enter your email address in the box provided on the Kuehne+Nagel Netvote Portal.

Granting of power of attorney

Shareholders are 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 7 May 2024**, to the share register: Segetis AG, Platz 4, 6039 Root D4, Switzerland.

Shareholders may also give instructions to the independent proxies electronically at <https://netvote.ch/kuehnenagel>. Instructions must be received **by 11.59 p.m. on 7 May 2024** 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