

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 2022

Ladies and Gentlemen

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

Annual General Meeting of Shareholders on

Tuesday, 3 May 2022

at 10.00 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.

Based on Art. 27 para. 1 lit. b of the Federal Council's Ordinance 3 on Measures to Combat the Coronavirus (Covid-19), the Board of Directors of Kuehne + Nagel International AG has decided to hold the Annual General Meeting without the physical presence of shareholders, as in the previous year. The Board of Directors has taken this decision with great regret, but considers this step the only way to protect the health of all participants. The safety of our shareholders and our employees comes first.

AGENDA ITEMS

1. **Approval of the Situation Report, the Consolidated Financial Statements and Annual Financial Statements for the business year 2021**

The Board of Directors proposes to approve the Situation Report, the Consolidated Financial Statements and the Annual Financial Statements for the business year 2021 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 2021 of CHF 2'629'018'746.77 as follows:

- Payment of a dividend of CHF 10'00.- gross per share with CHF 1'00.- nominal value less 35% Swiss withholding tax = CHF 6'50.- net
- Carry forward of net profit less dividend payment onto new account

Upon approval by the Annual General Meeting, payment of the dividend for the business year 2021 will be effected as of 9 May 2022.

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 2021.

4. **Elections**

According to the Swiss Ordinance against excessive compensation in listed corporations [*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 Kühne 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 Tobias Staehelin 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 Hauke Stars 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. Martin Wittig to the Board of Directors for a new tenure of one year until the end of the next Annual General Meeting.
- i) The Board of Directors proposes to re-elect Dr. Jörg Wolle to the Board of Directors for a new tenure of one year until the end of the next Annual General Meeting.

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

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

4.3 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 Kühne 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.

4.4 Election of the Independent Proxy

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

4.5 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 2022.

5. Continuation of Authorized Share Capital (revision of Articles of Association)

The Board of Directors proposes to continue the authorized share capital by renewing article 3.3 (1) of the Articles of Association.

Article 3.3 (1) will then be revised and read as follows:

The Board of Directors may increase the share capital of the company until 3 May 2024 by an amount not exceeding CHF 20'000'000.- by issuing up to 20'000'000 registered shares with a nominal value of CHF 1.- each. A partial increase of the share capital shall be permitted. Subscription and purchase of new shares, as well as any subsequent transfer of shares, are subject to the restrictions set forth in Article 4 of these Articles of Association.

6. Consultative Vote on the Remuneration Report

The Board of Directors proposes that shareholders endorse the 2021 Remuneration Report in a consultative vote.

7. Votes on Remuneration

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 25'000'000.-, covering the business year 2023.

7.3 Supplementary remuneration of the Management Board for the financial year 2021

The Board of Directors proposes to approve an additional amount in the amount of CHF 4'400'000.- for the remuneration of the Management Board paid, promised or awarded in relation to the financial year 2021.

On 5 May 2020, the Annual General Meeting approved a maximum total amount of remuneration for the Management Board for the financial year 2021 of CHF 20'000'000.-. Due to the very successful financial year 2021, the variable compensation and the allocations under the Share Matching Plan will be higher than could have been foreseen at the time when the Annual General Meeting 2020 occurred.

The actual, promised or awarded remuneration of the Management Board for the 2021 business year therefore amounts to CHF 24'400'000.-. Details can be found in the Compensation Report 2021 (see page 42 of the Annual Report 2021).

Organizational

Annual Report

The Annual Report will be available for shareholder access at the registered headquarters office of the Company, Dorfstrasse 50, 8834 Schindellegi, Switzerland from 4 April 2022 onwards. It will not be sent automatically, but only at express shareholder's request. It can also be viewed and downloaded from the following link: <https://2021-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 26 April 2022 are entitled to vote. No entries will be made in the share register from 26 April 2022 up to and including 2 May 2022.

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

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.

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

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 (state 1 April 2022), it is mandatory that votes be cast via the independent proxy, Investarit AG, only.

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 2 May 2022**, to the share register: Segetis AG, Platz 4, 6039 Root D4.

Shareholders may also give instructions to the independent proxy electronically at <https://netvote.ch/kuehnenagel>. Instructions must be received **by 11.59 p.m. on 2 May 2022** 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 AG
for the Board of Directors

Dr. Jörg Wolle
Chairman