

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 2023

Ladies and Gentlemen

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

Annual General Meeting of Shareholders on

Tuesday, 9 May 2023

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

For 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 2022**

The Board of Directors proposes to approve the Situation Report, the Consolidated Financial Statements and the Annual Financial Statements for the business year 2022 once taken notice of the reports 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 2022 of CHF 2'926'719'323.45 as follows:

- Payment of a dividend of CHF 14.00 gross per share with CHF 1.00 nominal value less 35% Swiss withholding tax = CHF 9.10 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 2022 will be effected as of 15 May 2023.

Explanation: Pursuant to Art. 698 para. 2 item 4 OR 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 2022.

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 (Mr. Stefan Mangold and Ernst & Young AG) 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/corporate-governance>) from page 19 onwards.

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 David Kamenetzky 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 Klaus-Michael Kuehne 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 Tobias B. Staehelin 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 New election of member of the Board of Directors

The Board of Directors proposes to elect Dr. Vesna Nevistic, Swiss and Croatian citizen, born 1965, as a new member of the Board of Directors for a tenure of one year until the end of the next Annual General Meeting.

Dr. Nevistic holds a PhD in Electrical Engineering from the Swiss Federal Institute of Technology (ETH) Zurich. She has extensive international experience in corporate consulting and investment banking. She was a partner at McKinsey and Managing Director at Goldman Sachs. From 2009 to 2012, Dr. Nevistic was Group Managing Director and Head of Corporate Development at UBS. She currently runs her own consulting firm focusing on corporate strategy and transformation and is, among others, a member of the Board of Directors of Compagnie Financière Richemont SA.

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 new 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 re-elect Mr. Stefan Mangold, Siebnen, as Independent Proxy for a new 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 elect Ernst & Young AG, Zurich, as Statutory Auditors for the business year 2023.

5. Change of Articles of Association

The Board of Directors proposes to add the following paragraph 6 to Art. 9 of the Articles of Association:

“The Board of Directors may decide that the General Meeting will be held electronically without meeting location. The Board of Directors may further or alternatively determine that the General Meeting shall be held simultaneously at different locations, provided that the votes of the participants are transmitted directly in picture and sound to all meeting locations, and/or that shareholders who are not present at the meeting location(s) of the General Meeting may exercise their rights by electronic means.”

Explanation: The revised Stock Corporation Act introduced the possibility of holding the General Meeting virtually, i.e. electronically without a physical meeting location. The corresponding implementation in Art. 9.6 of the Articles of Association creates additional flexibility in the event of changed circumstances, such as a pandemic; this seems particularly important to the Board of Directors, as the Covid regulation, which had allowed Swiss stock corporations to hold general meetings without the personal presence of shareholders during the pandemic, expired at the end of 2022.

In the event of virtual meetings in the future, the Board of Directors will ensure that shareholders have the same rights when participating electronically as they do when attending a General Meeting in person (including the right to speak and to receive information, as well as the opportunity to exercise voting and election rights directly at the meeting).

6. Consultative Vote on the Remuneration Report

The Board of Directors proposes that shareholders endorse the 2022 Remuneration Report in a consultative vote.

The Remuneration Report can be found on pages 37 - 42 of the annual report. It explains the remuneration system and the compensation paid to the members of the Board of Directors and the Management Board for the business year 2022.

7. Votes on Remuneration

Explanation: Pursuant to Art. 698 para. 3 item 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 Management 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 2024.

7.3 Supplementary remuneration of the Management Board for the business year 2022

The Board of Directors proposes to approve an additional amount of CHF 2'610'000.- for the remuneration of the Management Board paid, promised or awarded in relation to the business year 2022.

Explanation: On 5 May 2021, the Annual General Meeting approved a maximum total amount of compensation for the Management Board for the 2022 business year of CHF 22'000'000.-. Due to the very successful business year 2022, the variable compensation and the allocations under the Share Matching Plan will be higher than could have been foreseen at the Annual General Meeting 2021.

The actual, promised or awarded remuneration of the Management Board for the 2022 business year therefore amounts to CHF 24'610'000.-. Details can be found in the Remuneration Report 2022 (see page 42 of the Annual Report 2022).

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 2023. It can also be viewed and downloaded from the following link: <https://2022-annual-report.kuehne-nagel.com/>.

Participation and voting rights

Shareholders entered in the share register at 5 p.m. (CEST) 3 May 2023 entitled to vote. No entries will be made in the share register from 3 May 2023 up to and including 8 May 2023.

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 the General Meeting of Shareholders and irrespective of whether they are registered to vote or not.

Important information

Please note that shareholders are encouraged 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 Shareholders 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 8 May 2023**, to the share register: Segetis AG, Platz 4, 6039 Root D4, Switzerland.

Shareholders may also give instructions to the Independent Proxy electronically at <https://net-vote.ch/kuehnenagel>. Instructions must be received **by 11.59 p.m. on 8 May 2023** 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. Joerg Wolle
Chairman