



INVITATION

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

With the present letter we convene the ordinary general assembly of Kuehne + Nagel International Ltd. Based on the "Ordinance 2 on Measures to Combat Coronavirus (COVID-19)" of the Federal Council ("COVID-19 Ordinance 2") dated 13 March 2020 (as of 9 April 2020), the meeting will take place on 5 May 2020 at 10:00 a.m. without audience at Kuehne + Nagel International Ltd., Dorfstrasse 50, 8834 Schindellegi.

Enclosed, we are sending you the agenda and the proxy form to appoint the independent proxy.

Pursuant to Art. 6a para. 1 lit. B COVID-19 Ordinance 2, voting will be carried-out via the independent proxy, Investarit AG, Zurich, only.

You have the option of issuing your voting instructions either by means of the enclosed proxy form being send to our share registrar, Segetis AG, and arriving by 4 May 2020 or alternatively online via the website <https://netvote.ch/kuehnenagel> by 4 May 2020, 11:59 a.m., at the latest.

Furthermore, the convening of the General Meeting is generally subject to the proviso that the authorities do not issue any further decrees or conditions that would make the planned implementation impossible. Please therefore consult our company's website at www.kuehne-nagel.com regularly for any amended information.

We thank you in advance for your understanding.

Kind regards
Kühne + Nagel International AG

Dr. Jörg Wolle

Chairman of the Board of Directors

Annex:
- Proxy form with reply envelope

Please refer to the enclosed agenda items.



Agenda Items

Welcome, introduction and determinations of the Annual General Meeting

1. **Approval of the Situation Report, the Consolidated Financial Statements and Annual Financial Statements for the business year 2019**

The Board of Directors proposes to approve the Situation Report, the Consolidated Financial Statements and the Annual Financial Statements for the business year 2019 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 2019 of CHF 1'590'862'034.59 as follows:

Balance sheet profit in total carried forward to new account.

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 2019.

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 Dr. Renato Fassbind 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 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 Election of a new member of Board of Directors

The Board of Directors proposes to elect Mr. Dominik Bürgy, Swiss citizen, born 1966, for a tenure of one year until the end of the next Annual General Meeting.

Resume: Mr. Dominik Bürgy is a qualified tax expert and a partner at the law firm Wenger & Vieli. He graduated from the University of Bern with a Swiss law degree (lic.iur.).

Previously, Mr. Bürgy was a partner for many years, member of the management board and managing partner Tax & Legal Switzerland at Ernst & Young Switzerland. At Ernst & Young Group he was a member of the Tax Leadership Team (Germany, Austria, Switzerland) and People Partner Tax with HR responsibility. His activities included the management of international mandates in over 70 countries.

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 2020.

5. Continuation of Authorized Share Capital (change 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 read as follows:

The Board of Directors may increase the share capital of the company until 5 May 2022 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. An increase in partial amounts shall be allowed. 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 2019 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 5'000'000.-, 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 20'000'000.-, covering the business year 2021.

Annual Report

The annual report is not sent automatically, but only at your express request. The Annual Report 2019 is however accessible and may be downloaded on Kuehne + Nagel's website:

http://www.kn-portal.com/about_us/investor_relations/financial_results_presentations/annual_reports/.

Registration

As stated above, the meeting will take place without any audience, due to COVID-19 Ordinance 2. All shareholders registered with voting rights in the share register of Kuehne + Nagel International AG on 28 April 2020 at 17:00 p.m. (CET) are entitled to vote at the Annual General Meeting.

No entries will be made in the share register from 29 April 2020 up to and including 5 May 2020. Shares remain tradable regardless of whether they are registered for voting or not.

Participation and Voting Right

Votes must be casted in accordance with Art. 6a para. 1 lit. b. COVID-19 Ordinance 2 through the independent proxy, Investarit AG, only. Shareholders are therefore kindly requested to sign their voting instructions personally by hand on the prepared proxy form and to return the same, arriving no later than 4 May 2020 at Segetis AG, Platz 4, 6039 Root D4.

Electronic communication

Shareholders can also issue instructions to the independent proxy electronically at <https://netvote.ch/kuehnenagel>. The instructions must be received by 4 May 2020 at 11:59 a.m. at the latest.

Privacy notice

Information about the processing of personal data of shareholders with respect to this annual general assembly is available under:

http://www.kn-portal.com/about_us/investor_relations/corporate_governance/.

Kuehne + Nagel International AG
for the Board of Directors

Dr. Joerg Wolle
Chairman