

## **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 2025

Ladies and Gentlemen

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

### **Annual General Meeting of Shareholders on**

**Wednesday, 7 May 2025**

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 2024

The Board of Directors proposes to approve the Situation Report, the Consolidated Financial Statements and the Annual Financial Statements for the business year 2024 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 2024 of CHF 4'555'233'191.47 as follows:

- Payment of a dividend of CHF 8.25 gross per share with CHF 1.00 nominal value less 35% Swiss withholding tax = CHF 5.36 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 2024 will be effected as of 13 May 2025.

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 2024.

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

5. 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.

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.

Further information on the members of the Board of Directors proposed for re-election can be found in the Annual Report (<https://2024-annual-report.kuehne-nagel.com>) from page 19ff.

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

- a) The Board of Directors proposes to re-elect Anne-Catherine Berner 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 Dominik Bürgy 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 Dominik de Daniel 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 Karl Gernandt 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 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 elect Tobias Staehelin 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 Re-election of the Independent Proxy**

The Board of Directors proposes to re-elect Mr. Stefan Mangold, 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 KPMG AG, Zurich, as Statutory Auditors for the business year 2025.

### **5. Approval of the Sustainability Report**

The Board of Directors proposes to approve the Sustainability Report 2024.

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. 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 2024 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”.

## **6. Consultative Vote on the Remuneration Report**

The Board of Directors proposes that shareholders endorse the 2024 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 2024.

## **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 2026.

## Organizational

### Annual Report

The Annual Report will be available with the following link: <https://2024-annual-report.kuehne-nagel.com/>. The sustainability report can be viewed and downloaded: <https://2024-annual-report.kuehne-nagel.com/sustainability-report>

### Participation and voting rights

Shareholders entered in the share register at 5 p.m. (CEST) 1 May 2025 are entitled to vote. No entries will be made in the share register from 2 May 2025 up to and including 7 May 2025.

### 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.

**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 6 May 2025**, to the share register: Segetis AG, Platz 4, 6039 Root D4, Switzerland.

Shareholders may also give instructions to the independent proxies electronically at <https://kuehnenagel.netvote.ch> Instructions must be received **by 11.59 p.m. on 6 May 2025** 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. Jörg Wolle  
Chairman