

# Schindler Holding Ltd.

## Invitation to the 80th Annual General Meeting of Shareholders of Wednesday, March 26, 2008 at 4.30 pm at the KKL Luzern (Kultur- und Kongresszentrum Luzern), Europaplatz 1, Lucerne

### Agenda

- 1 a) Approval of the 80th annual report, the financial statements and the consolidated group financial statements 2007 and receipt of the reports of the statutory auditors and the group auditors.
  - The Board of Directors requests the General Meeting to approve the annual report, the financial statements and the consolidated group financial statements.
- 1 b) Compensation report 2007
  - The Board of Directors requests the General Meeting to affirmatively take note of the compensation report.

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2. Appropriation of profits
    - The Board of Directors requests the General Meeting to approve appropriation of the 2007 profits as follows:

Net profit of reporting year	CHF 874'205'000.–
Carried forward from the previous year	CHF 11'342'509.–
Available for appropriation by the General Meeting	<u>CHF 885'547'509.–</u>

Dividend CHF 1.60 gross per registered share and bearer participation certificate (previous year CHF 1.30 each)	CHF 199'207'360.–*
Appropriation to free reserves	CHF 675'000'000.–
Balance carried forward to new account	CHF 11'340'149.–
Total	<u>CHF 885'547'509.–</u>

\* The proposed dividend amount covers all outstanding registered shares and bearer participation certificates. However, the treasury shares and participation certificates held by the Company at the date of declaration of the dividend is not eligible for dividend payments. Therefore, the reported total dividend amount may be reduced accordingly.

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3. Discharge of the members of the Board of Directors and of the management
    - The Board of Directors requests the General Meeting to grant discharge to all members of the Board of Directors and of the management for the expired financial year 2007.

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4. Elections

- 4.1 Reelection of members of the Board of Directors
  - The Board of Directors requests the General Meeting to reelect the following current members of the Board of Directors for a term of office of 3 years:
    - Prof. Dr. Pius Baschera, Zürich
    - Luc Bonnard, Hergiswil
    - Dr. Hubertus von Grünberg, Hannover
    - Alfred N. Schindler, Hergiswil
    - Dr. Jenö C.A. Staehelin, Hergiswil
    - Robert Studer, Schönenberg.
- 4.2 Reelection of the Chairman of the Board of Directors
  - The Board of Directors requests the General Meeting to reelect Mr. Alfred N. Schindler, Hergiswil, as Chairman of the Board of Directors for a term of office of 3 years.

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5. Appointment of the statutory auditors and the group auditors for the financial year 2008
    - The Board of Directors requests the General Meeting to appoint ERNST & YOUNG AG as statutory auditors and group auditors for the financial year 2008.

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6. Reduction of the company capital and modification of the articles of association

- 6.1 Reduction of the share capital
  - As a consequence of the repurchase program started January 3, 2007 for a maximum of 10% of the nominal capital and of the registered shares repurchased under the repurchase program the Board of Directors requests the General Meeting,
    - to reduce the share capital of currently CHF 7'356'820.- by way of elimination of 1'117'000 treasury registered shares by CHF 111'700.- to CHF 7'245'120.-, and
    - to confirm as a result of the report of the auditors that the claims of the creditors are fully covered despite of the reduction of the share capital, and
    - to amend article 4 section 1 of the articles of association as follows **(modifications in bold)**:
      - «The share capital amounts to **CHF 7'245'120.-**. It is divided into **72'451'200** fully paid-up registered shares with a par value of CHF 0,10 (10 cents) each.»
- 6.2 Reduction of the participation capital
  - As a consequence of the repurchase program started January 3, 2007 for a maximum of 10% of the nominal capital and of the participation certificates repurchased under the repurchase program the Board of Directors requests the General Meeting,
    - to reduce the participation capital of currently CHF 5'093'640.- by way of elimination of 1'679'500 treasury participation certificates by CHF 167'950.- to CHF 4'925'690.-, and
    - to confirm as a result of the report of the auditors that the claims of the creditors are fully covered despite of the reduction of the participation capital, and
    - to amend article 7 section 1 of the articles of association as follows **(modifications in bold)**:
      - «The participation capital amounts to **CHF 4'925'690.-**. It is divided into **49'256'900** fully paid-up bearer participation certificates with a par value of CHF 0,10 (10 cents) each.»

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### Annual Report 2007

The 2007 annual report, including the financial statements and the consolidated group financial statements 2007, as well as the reports of the statutory auditors and the group auditors, are available for inspection at the company's domicile in 6052 Hergiswil, Canton of Nidwalden, as from February 28, 2008. The above documents can be accessed on the internet under [www.schindler.com](http://www.schindler.com).

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### Information for registered shareholders

The invitation to the General Meeting together with the agenda and the requests of the Board of Directors as well as the admission card with the voting material, the press release of February 28, 2008 and the order form for the 2007 annual report are sent to the **registered shareholders** on February 28, 2008.

Only those registered shareholders whose names are listed in the Company's register of shareholders on March 19, 2008 (effective date) as being entitled to vote, may attend the General Meeting and exercise their voting rights.

For representation by proxy, the following applies:

- If you wish to appoint an agent of the company as your proxy, please return your admission card with your blank authorization to us by March 19, 2008 at the latest. In this case, your proxy will vote in favour of the requests of the Board of Directors.
- We have appointed Dr. iur. Beat Zelger, Attorney-at-law and Notary Public, Alter Postplatz 6, 6370 Stans, as independent person according to Art. 689c of the Swiss Code of Obligations. If you wish to appoint Dr. Zelger as your proxy, please send your authorization and your instructions, if any, to him to the above address by March 19, 2008 at the latest. In the absence of differing instructions in writing, Dr. Zelger will vote in favour of the requests of the Board of Directors.
- If you wish to appoint as your proxy another shareholder or a proxy for deposited shares, please complete the authorization on the reverse side of the admission card and give it directly to your proxy.

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### Information for owners of participation certificates

The owners of participation certificates may ask Schindler Management Ltd., Corporate Communications, 6030 Ebikon to deliver to them the annual report 2007, including the financial statements and the consolidated group financial statements, as well as the reports of the statutory auditors and the group auditors. The resolutions of the General Meeting may be inspected from March 27, 2008 to April 11, 2008 at the Company's domicile in 6052 Hergiswil, Canton of Nidwalden.

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6052 Hergiswil, February 28, 2008

### Schindler Holding Ltd.

Chairman of the Board of Directors  
A.N. Schindler

Vice-Chairman of the Board of Directors  
L. Bonnard



**Schindler**