

# Schindler Holding Ltd.

## Invitation to the 87<sup>th</sup> Annual General Meeting of Shareholders

**Date:** Friday, 20 March 2015, 15.30 hrs. (doors open at 14.30 hrs.)

**Place:** KKL Luzern (Kultur- und Kongresszentrum Luzern), Europaplatz 1, Lucerne

### Agenda

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#### 1 Annual Report 2014

- The Board of Directors proposes that the General Meeting approves the management report, the financial statements and the consolidated group financial statements 2014, and acknowledges receipt of the audit reports.
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#### 2 Appropriation of profit as per balance sheet

- The Board of Directors proposes that the General Meeting approves the following appropriation of the 2014 balance sheet profit:

	(in CHF 1000)
Net Profit of the reporting year 2014	761'099
Profit carried forward from the previous year	31'508
Available for the appropriation by the General Meeting	<u>792'607</u>
Ordinary dividend of CHF 2.20 gross per registered share and bearer participation certificate (previous year CHF 2.20 each)	248'158
Additional dividend of CHF 1.00 gross per registered share and bearer participation certificate	112'799
Allocation to free reserves	400'000
Balance carried forward to new account	31'650
Total	<u>792'607</u>

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#### 3 Discharge of the members of the Board of Directors and of the Group Executive Committee

- The Board of Directors proposes that the General Meeting grants discharge to all members of the Board of Directors and of the Group Executive Committee for the expired financial year 2014.
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#### 4 Compensation

##### 4.1 Fixed compensation of the Board of Directors for the financial year 2015

- The Board of Directors proposes to the General Meeting to approve an aggregate amount of CHF 8'100'000 as fixed compensation of the members of the Board of Directors for the financial year 2015.



**Schindler**

- 4.2 Fixed compensation of the Group Executive Committee for the financial year 2015
- The Board of Directors proposes to the General Meeting to approve an aggregate amount of CHF 7'700'000 as fixed compensation of the members of the Group Executive Committee for the financial year 2015.
- 4.3 Variable compensation of the Board of Directors for the financial year 2014
- The Board of Directors proposes to the General Meeting to approve an aggregate amount of CHF 6'500'000 as variable compensation of the members of the Board of Directors for the financial year 2014.
- 4.4 Variable compensation of the Group Executive Committee for the financial year 2014
- The Board of Directors proposes to the General Meeting to approve an aggregate amount of CHF 11'530'000 as variable compensation of the members of the Group Executive Committee for the financial year 2014.

For additional information concerning the agenda topics 4.1 to 4.4, reference is made to the Compensation Report, para. 8, page 97 of the Annual Report.

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## 5 Elections

- 5.1 Election of Patrice Bula as new member of the Board of Directors
- Following the retirement of Dr. Hubertus von Grünberg, the Board of Directors proposes that the General Meeting elects Mr. Patrice Bula as new member of the Board of Directors.

Patrice Bula, Swiss, born in 1956, joined Nestlé in 1980. Since 2011, Mr. Bula has been a member of the Executive Board of Nestlé Ltd. As Executive Vice President, he is responsible for Strategic Business Units, Marketing & Sales and Nespresso.

Before joining Nestlé's Executive Board, Mr. Bula held various management positions; including: Market Head Greater China Region, Market Head Germany, Region Head Southern African Region, CEO Cokoladovny in the Czech Republic and Slovakia, Marketing Director and later Market Head Taiwan, and early in his career Manager of the Food Business Unit in Japan.

Mr. Bula graduated from the University of Lausanne, HEC, with with a Master's Degree in Economics in 1979.

- 5.2 Re-election of Alfred N. Schindler as member and Chairman of the Board of Directors
- The Board of Directors proposes that the General Meeting re-elects Mr. Alfred N. Schindler as member and as Chairman of the Board of Directors.
- 5.3 Re-election as member of the Board of Directors and election as member of the Compensation Committee
- The Board of Directors proposes that the General Meeting elects the following three persons individually as member of the Board of Directors and at the same time as member of the Compensation Committee:
- 5.3.1 Prof. Dr. Pius Baschera
  - 5.3.2 Dr. Rudolf W. Fischer
  - 5.3.3 Rolf Schweiger
- 5.4 Re-election of members of the Board of Directors
- The Board of Directors proposes that the General Meeting re-elects the following seven persons individually as member of the Board of Directors:
- 5.4.1 Prof. Dr. Monika Bütler
  - 5.4.2 Carole Vischer
  - 5.4.3 Luc Bonnard (Vice-Chairman)
  - 5.4.4 Prof. Dr. Karl Hofstetter

5.4.5 Anthony Nightingale

5.4.6 Jürgen Tinggren

5.4.7 Prof. Dr. Klaus Wellershoff

5.5 Re-election of the Independent Proxy

- The Board of Directors proposes that the General Meeting re-elects Dr. iur. et lic. rer. pol. Adrian von Segesser, attorney-at-law and notary public, Kapellplatz 1, 6004 Lucerne, as Independent Proxy.

5.6 Re-election of the Statutory Auditors for the financial year 2015

- The Board of Directors proposes that the General Meeting re-elects Ernst & Young Ltd., Basel, as Statutory Auditors for the financial year 2015.

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6 Capital reduction

- As a consequence of the repurchase program that began on 3 January 2013 for a maximum of 9,5% of the nominal capital, and the registered shares and participation certificates repurchased under this program, the Board of Directors proposes to the General Meeting:

6.1 Reduction of the share capital

- to reduce the share capital of currently CHF 6'818'035.20 by way of cancellation of 118'550 treasury registered shares by CHF 11'855.– to CHF 6'806'180.20
- to confirm that according to the report of the auditors Ernst & Young Ltd. the claims of the creditors are fully covered despite the reduction of the share capital
- to amend paragraph 1 of article 4 of the Articles of Association as follows (**amendments in bold**): «The share capital amounts to **CHF 6'806'180.20**. It is divided into **68'061'802** fully paid-up registered shares with a par value of CHF 0,10 (10 cents) each.»

6.2 Reduction of the participation capital

- to reduce the participation capital of currently CHF 4'461'853.30 by way of cancellation of 382'222 treasury participation certificates by CHF 38'222.20 to CHF 4'423'631.10
- to confirm that according to the report of the auditors Ernst & Young Ltd. the claims of the creditors are fully covered despite the reduction of the participation capital
- to amend paragraph 1 of article 7 of the Articles of Association as follows (**amendments in bold**): «The participation capital amounts to **CHF 4'423'631.10**. It is divided into **44'236'311** fully paid-up bearer participation certificates with a par value of CHF 0,10 (10 cents) each.»

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As of 26 February 2015, the **Annual Report 2014** is available for review at the Corporation's domicile in 6052 Hergiswil, and can be accessed on the website **www.schindler.com**.

The **invitation** to the General Meeting including the agenda and the proposals of the Board of Directors is sent to the registered shareholders on 25 February 2015 together with the **registration form**.

As of 13 March 2015, the **admission and voting cards** will be sent to the shareholders who have registered for the General Meeting.

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## Representation

With regard to representation at the General Meeting of 20 March 2015 the following applies:

- a) The General Meeting of 17 March 2014 has elected **Dr. iur. et lic. rer. pol. Adrian von Segesser**, attorney-at-law and notary public, Kapellplatz 1, Lucerne, as **Independent Proxy**. Shareholders who wish to appoint Dr. von Segesser as their representative, may give their proxy and instructions **in writing or electronically**. The details are described in the registration form and the form for proxy and instructions.
- b) Shareholders who wish to designate **a third person** as representative have to return the registration form by 12 March 2015. The admission and voting cards will be sent to them. To validly authorize a third person the proxy on the admission card has to be completed, signed and handed to the representative together with the voting card.

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## Voting rights of Shareholders

Only those registered shareholders whose names are on record in the Schindler Share Register with voting rights on **16 March 2015** (record date) are entitled to attend the General Meeting and exercise their voting rights.

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The resolutions of the General Meeting may be inspected from 23 March 2015 to 10 April 2015 at the Corporation's domicile in Hergiswil and may then also be accessed on the website [www.schindler.com](http://www.schindler.com).

6052 Hergiswil, 25 February 2015

## Schindler Holding Ltd.

Chairman of the Board of Directors  
A.N. Schindler

Vice-Chairman of the Board of Directors  
L. Bonnard