

To the Shareholders of Schindler Holding Ltd.

It is our pleasure to invite you to the 79th Annual General Assembly of our company.

Location Kultur- und Kongresszentrum Luzern, Europaplatz 1, Lucerne

Date Tuesday, March 20, 2007, 4.30 pm

Agenda

1. Approval of the 79th Annual Report, the financial statements and the consolidated financial statements of the Group for 2006, 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 financial statements of the Group.

2. Appropriation of profits
 - The Board of Directors requests the General Meeting to approve appropriation of the available profits for 2006 as follows:

Net profit for the reporting year	CHF	232'892'800.–
Carried forward from the previous year	CHF	7'005'142.–
Available for appropriation by the General Meeting	CHF	<u>239'897'942.–</u>

Dividend CHF 1.30 gross per registered share and bearer participation certificate (previous year CHF 9.- each, before the split 1:10)	CHF	162'479'980.–*
Appropriation to free reserves	CHF	70'000'000.–
Balance carried forward to new account	CHF	7'417'962.–
Total	CHF	<u>239'897'942.–</u>

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

3. Discharge of the members of the Board of Directors and of the Management Committee
 - The Board of Directors requests the General Meeting to grant discharge to all members of the Board of Directors and of the Management Committee for the expired financial year 2006.

4. Election of a new Member of the Board of Directors
 - The Board of Directors requests the General Meeting to elect Dr. Alexander Schaub, German citizen, as a new member of the Board of Directors for a term of office of 3 years.

Dr. Schaub has been the Director General of the EU „Competition“ Directorate between 1995 and 2002. Mid 2006 he retired as Director General of the EU-Directorate „Internal Market and Services“.

Dr. Schaub's experience over more than 30 years and his record as top level EU official as well as his international education in law and economics qualify him exceptionally well for his assignment as Member of the Board of Directors and as designated chairman of the Schindler Audit Committee. Subject to the election of Dr. Schaub, this committee will be chaired for the first time by a non-executive and independent Member of the Board of Directors.

5. Appointment of the statutory auditors and the Group auditors for the financial year 2007
 - The Board of Directors requests the General Meeting to appoint ERNST & YOUNG AG, Bern, as statutory auditors and Group auditors for the financial year 2007.



6. Reduction of the participation capital by way of destruction of treasury participation certificates as a consequence of the buyback program between January 1 and December 31, 2006 for a maximum of 10% of the nominal capital
- The Board of Directors requests the General Meeting, subject to the approval of agenda item 7, to reduce the participation capital of currently CHF 5'141'640.- by way of destruction of 480'000 treasury participation certificates by CHF 48'000.- to CHF 5'093'640.- and to confirm as a result of the special report of the auditors that the claims of the creditors are fully covered despite of the reduction of the participation capital.
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7. Amendment of art. 7 sec. 1 of the Articles of Association
- Subject to the approval of the request under agenda item 6, the Board of Directors requests the General Meeting to amend the Articles of Association as follows:

«Art. 7 Participation capital

¹ The participation capital amounts to **CHF 5'093'640.-**. It is divided into **50'936'400** fully paid-up bearer participation certificates with a par value of CHF 0,10 (10 cents) each.»

Annual Report 2006	The 2006 Annual Report, including the financial statements and the consolidated financial statements of the Group, as well as the reports of the statutory auditors and the Group auditors, are available for inspection at the Company's domicile in Hergiswil, Canton of Nidwalden as from February 26, 2007. The above documents can be viewed on the internet under www.schindler.com
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Information for registered shareholders	<p>The invitation to the General Meeting with the agenda and the requests of the Board of Directors as well as the admission card with the voting material, the press release and the order card for the 2006 Annual Report have been sent to the registered shareholders on February 26, 2007.</p> <p>Only those registered shareholders whose names were listed in the Company's register of shareholders on March 13, 2007 (effective date) as being entitled to vote, may attend the General Meeting and exercise their voting rights.</p>
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For representation by proxy, the following applies:

- If you wish to appoint the Company or its agents as your proxy, please return your admission card with your blank authorization to us by March 13, 2007, at the latest. In this case, your proxy will vote in favor 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 13, 2007, at the latest. In the absence of differing instructions in writing, Dr. Zelger will vote in favor 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 bearers of participation certificates	<p>This publication is valid as information to the bearers of participation certificates according to Art 656d, para. 1 of the Swiss Code of Obligations. The bearers of participation certificates may ask Schindler Management Ltd., Corporate Communications, 6030 Ebikon to deliver to them the requests of the Board of Directors and the Annual Report 2006, including the financial statements and the consolidated financial statements, as well as the reports of the statutory auditors and the Group auditors.</p>
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The resolutions of the General Meeting may be inspected from March 22, 2007 to April 5, 2007 at the Company's domicile in Hergiswil, Canton of Nidwalden.

Yours faithfully

Schindler Holding Ltd.

Chairman of the Board of Directors
A.N. Schindler

Vice Chairman of the Board of Directors
L. Bonnard