

# Schindler Holding Ltd.

## Invitation to the 83<sup>rd</sup> Annual General Meeting of Shareholders

Tuesday, 15 March 2011, at 4:30 p.m. at the KKL Luzern (Kultur- und Kongresszentrum Luzern), Europaplatz 1, Lucerne

### Agenda

- 1a) Approval of the 83<sup>rd</sup> annual report, the financial statements and the consolidated group financial statements 2010, and receipt of the reports of the Statutory Auditors.  
– The Board of Directors proposes that the General Meeting approves the annual report, the financial statements and the consolidated group financial statements.
- 1b) Compensation report 2010  
– The Board of Directors proposes that the General Meeting acknowledges the compensation report.

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### 2. Appropriation of profits as per balance sheet

- The Board of Directors proposes that the General Meeting approves the following appropriation of the 2010 profits as per balance sheet:

	(in CHF 1 000)
Profit of reporting year	669 627
Profit carried forward from the previous year	<u>10 906</u>
Available for appropriation by the General Meeting	<u>680 533</u>
2.1 Ordinary dividend CHF 2.00 gross per registered share and bearer participation certificate (previous year CHF 2.00 each)	240 772
2.2 Additional dividend CHF 1.00 gross per registered share and bearer participation certificate	120 386
Appropriation to free reserves	310 000
Balance carried forward to new account	<u>9 375</u>
Total	<u>680 533</u>

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### 3. Discharge of the members of the Board of Directors and of the management

- The Board of Directors proposes that the General Meeting grants discharge to all members of the Board of Directors and of the management for the expired financial year 2010.

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### 4. Elections

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

- The Board of Directors proposes that the General Meeting re-elects the following present 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

#### 4.2 Re-election of the Chairman of the Board of Directors

- The Board of Directors proposes that the General Meeting re-elects Mr. Alfred N. Schindler, Hergiswil, as Chairman of the Board of Directors for a term of office of 3 years.

#### 4.3 Appointment of the Statutory Auditors for the financial year 2011

- The Board of Directors proposes that the General Meeting appoints ERNST & YOUNG Ltd., Basel, as Statutory Auditors for the financial year 2011.

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The **annual report** for the year 2010, including the financial statements and the consolidated group financial statements as well as the reports of the Statutory Auditors is available for inspection at the Corporation's domicile in 6052 Hergiswil, as of 17 February 2011.

The above documents can be accessed on the internet site [www.schindler.com](http://www.schindler.com).

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The **invitation** to the General Meeting was sent to the registered **shareholders** on 17 February 2011 together with the agenda and the proposals of the Board of Directors, the admission card with the voting material, the press release of 17 February 2011 and the order form for the 2010 annual report.

Only those registered shareholders whose names are on record in the Corporation's register of shareholders with voting rights on 8 March 2011 (effective date) are entitled to attend the General Meeting and to exercise their voting rights.

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With regard to **representation** the following applies:

- In case you wish to appoint an agent of the Corporation as your representative, please return your admission card with your blank authorization to us by 8 March 2011 at the latest. In this case, your representative will vote in favour of the proposals of the Board of Directors.
- We have appointed Dr. iur. Beat Zelger, Attorney-at-law and Notary Public, Alter Postplatz 6, 6370 Stans, as the independent person according to Art. 689c of the Swiss Code of Obligations. If you wish to appoint Dr. Zelger as your representative, please send your signed authorization (on the reverse side of the admission card) and your instructions, if any, to him at the above address by 8 March 2011 at the latest. Dr. Zelger will vote in favour of the proposals of the Board of Directors, unless instructed in writing to do otherwise.
- If you wish to appoint as your representative another shareholder or a representative for depositary shares, please complete the authorization on the reverse side of the admission card and hand it directly to your representative.

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This publication constitutes notice to **holders of participation certificates** in accordance with art. 656 para. 1 CO. The holders of participation certificates may ask Schindler Management Ltd., Corporate Communications, 6030 Ebikon (corporate.communications@schindler.com), to send them the annual report 2010, including the financial statements, the consolidated group financial statements and the reports of the Statutory Auditors.

The resolutions of the General Meeting may be inspected from 16 until 31 March 2011 at the Corporation's domicile in 6052 Hergiswil.

6052 Hergiswil, 17 February 2011

### Schindler Holding Ltd.

Chairman of the Board of Directors  
A.N. Schindler

Vice-Chairman of the Board of Directors  
L. Bonnard



**Schindler**