2. Appropriation of profits as per balance sheet

The Board of Directors proposes that the General Meeting approves the following appropriation of the 2011 profits as per balance sheet:

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Profit of reporting year 2011</td>
<td>671,465</td>
</tr>
<tr>
<td>Profit carried forward from the previous year</td>
<td>15,879</td>
</tr>
<tr>
<td>Available for appropriation by the General Meeting</td>
<td>687,344</td>
</tr>
<tr>
<td>Ordinary dividend of CHF 2.00 gross per registered share and bearer certificate (previous year CHF 2.00 each)</td>
<td>240,772</td>
</tr>
<tr>
<td>Appropriation to free reserves</td>
<td>440,000</td>
</tr>
<tr>
<td>Balance carried forward to new account</td>
<td>6,572</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>687,344</strong></td>
</tr>
</tbody>
</table>

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 2011.

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 until the Annual General Meeting 2015:

- Lord Charles Powell of Bayswater, London
- Prof. Dr. Karl Hiltl, Zug
- Prof. Dr. Roland Riedi, Baar
- Prof. Dr. Klaus W. Wellershoff, Zurich

4.2 Election of a new member of the Board of Directors

Following the retirement of Dr. Alexander Schaub, the Board of Directors proposes that the General Meeting elects Dr. Rudolf W. Fischer, Walchwil, as new member of the Board of Directors for a term of office of 3 years until the Annual General Meeting 2015.

Rudolf Fischer, Dr. med. publ., was a member of the Schindler Management Committee from January 1, 1996 to December 31, 2011 with responsibility for Corporate Human Resources, Training and Corporate Safety & Health.

4.3 Re-election of the Statutory Auditors for the financial year 2012

The Board of Directors proposes that the General Meeting re-elects ERNST & YOUNG Ltd., Basel, as Statutory Auditors for the financial year 2012.

5. Amendments to the Articles of Association

The Board of Directors proposes to the General Meeting to amend the current wording of paragraphs 1 and 3 of article 23 of the Articles of Association as follows (amendments in bold):

- The Board of Directors consists of at least 5 but no more than 10 members.
- Each member of the Board of Directors shall, for the duration of his term in office, hold in his own name and on his own account, free of any encumbrance, lien or charge, at least 3000 registered shares registered in his name as full shareholder.
- The Board of Directors consists of at least 5 but no more than 12 members.
- Each member of the Board of Directors shall, within 2 years of assuming office, have registered in his own name as full shareholder at least 3000 registered shares and shall hold them free of any encumbrance, lien or charge until the end of his term in office.

6. Capital reduction

6.1 Reduction of the share capital

As a consequence of the repurchase program launched on 4 January 2010 for a maximum of 10% of the nominal capital, and of the registered shares repurchased under the repurchase program, the Board of Directors proposes that the General Meeting:

- reduces the share capital of currently CHF 7,177,670.– by way of elimination of 336,644 treasury registered shares by CHF 336,644.40 to CHF 7,144,005.60, and
- confirms that according to the result of the report of the auditors ERNST & YOUNG Ltd. the claims of the creditors are fully covered despite the reduction of the share capital, and
- amends paragraph 1 of article 4 of the Articles of Association as follows (amendments in bold):

"The share capital amounts to CHF 7,144,005.60. It is divided into 7,144,005.60 fully-paid 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 launched on 4 January 2010 for a maximum of 10% of the nominal capital, and of the participation certificates repurchased under the repurchase program, the Board of Directors proposes that the General Meeting:

- reduces the participation capital of currently CHF 4,869,480.– by way of elimination of 1,714,600 treasury participation certificates by CHF 1,714,600.– to CHF 4,869,480.–, and
- confirms that according to the result of the report of the auditors ERNST & YOUNG Ltd. the claims of the creditors are fully covered despite the reduction of the participation capital, and
- amends paragraph 1 of article 7 of the Articles of Association as follows (amendments in bold):

"The participation capital amounts to CHF 4,869,480.–. It is divided into 4,869,480 fully paid-up bearer participation certificates with a par value of CHF 0.10 (10 cents) each."

The annual report for the year 2011, 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 21 February 2012. The above documents can be accessed on the internet site www.schindler.com.