

Schindler Holding Ltd.

Invitation to the 85th Annual General Meeting of Shareholders

Tuesday, 26 March 2013, at 4:30 p.m. at the KKL Luzern (Kultur- und Kongresszentrum Luzern), Europaplatz 1, Lucerne

Agenda

1a) Approval of the 85th annual report, the financial statements and the consolidated group financial statements 2012, 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 2012
– The Board of Directors proposes that the General Meeting acknowledges the compensation report.

2. Appropriation of profits as per balance sheet
– The Board of Directors proposes that the General Meeting approves the following appropriation of the 2012 profits as per balance sheet:

	(in CHF 1 000)
Profit of reporting year 2012	550 609
Profit carried forward from the previous year	15 046
Available for appropriation by the General Meeting	<u>565 655</u>
Ordinary dividend of CHF 2.20 gross per registered share and bearer participation certificate (previous year CHF 2.00 each)	260 337
Appropriation to free reserves	290 000
Balance carried forward to new account	15 318
Total	<u>565 655</u>

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 2012.

4. Elections

4.1 Election of new members of the Board of Directors
– The Board of Directors proposes that the General Meeting elects the following persons as new members of the Board of Directors for a term of office of 3 years until the Annual General Meeting 2016.

4.1.1 Prof. Dr. Monika Bütler, Zurich

– Monika Bütler, born in 1961, has worked since 2008 as Director of the Institute for Empirical Economic Research of the University of St. Gallen and since 2009 also as Dean of the School of Economics and Political Science. Furthermore she has been Full Professor of Economics and Public Policy since 2004.

Since 2010 she has been a member of the Bank Council of the Swiss National Bank.

Mrs. Bütler graduated in Mathematics with a major in Physics at the University of Zurich. After gaining practical experience she obtained a PhD in Economics of the University of St. Gallen.

4.1.2 Anthony Nightingale, Hong Kong

– Anthony Nightingale, born in 1947, is a British citizen. In 1969 he joined the Jardine Matheson Group. From 2006 to March 2012 he was its Managing Director (CEO).

Currently Mr. Nightingale has several directorships: with Jardine Matheson Holdings, Jardine Cycle & Carriage, Jardine Strategic, Dairy Farm International, Hongkong Land and Mandarin Oriental International. He is an advisor of Academic Partnerships International and of Dickson Concepts as well as a commissioner of Astra International.

In Hong Kong Mr. Nightingale holds further offices and functions, e.g. as Chairman of the Hong Kong-APEC Trade Policy Study Group. He is a past Chairman of the Hong Kong General Chamber of Commerce.

4.1.3 Carole Vischer, Hergiswil

– Carole Vischer, born in 1971, graduated from the University of Basel with a Master of Law (lic. iur.) in 1996. Since 2002 she has managed the charitable foundation Dr. Robert und Lina Thyll-Dürr, Stansstad, currently as its President.

Since 2010, Mrs. Vischer has been a member of the Board of Directors of Schindler Elevators Ltd., Ebikon. Mrs. Vischer is a member of the 5th generation of the family Schindler-Bonnard.

4.2 Re-election of the Statutory Auditors for the financial year 2013

– The Board of Directors proposes that the General Meeting re-elects ERNST & YOUNG Ltd., Basel, as Statutory Auditors for the financial year 2013.

5. Capital reduction

5.1 Reduction of the share capital

– As a consequence of the repurchase program launched on 4 January 2010 and terminated as per 31 December 2012 for a maximum of 10% of the nominal capital, and of the registered shares repurchased under this repurchase program, the Board of Directors proposes that the General Meeting

– reduces the share capital of currently CHF 7 144 005.60 by way of elimination of 552 411 treasury registered shares by CHF 55 241.10 to CHF 7 088 764.50, 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 7 088 764.50**. It is divided into **70 887 645** fully paid-up registered shares with a par value of CHF 0.10 (10 cents) each.”

5.2 Reduction of the participation capital

– As a consequence of the repurchase program launched on 4 January 2010 and terminated as per 31 December 2012 for a maximum of 10% of the nominal capital, and of the participation certificates repurchased under this repurchase program, the Board of Directors proposes that the General Meeting

– reduces the participation capital of currently CHF 4 689 480.– by way of elimination of 722 891 treasury participation certificates by CHF 72 289.10 to CHF 4 617 190.90, 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 4 617 190.90**. It is divided into **46 171 909** fully paid-up bearer participation certificates with a par value of CHF 0.10 (10 cents) each.”

The **annual report** for the year 2012, 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 19 February 2013. The above documents can be accessed on the internet site www.schindler.com.

The **invitation** to the General Meeting is sent to the registered **shareholders** on 21 February 2013 together with the agenda and the proposals of the Board of Directors, the admission card with the voting material, the instruction form, the press release of 19 February 2013 and the order form for the 2012 annual report.

Only those registered shareholders whose names are on record in the Corporation's register of shareholders with voting rights on 21 March 2013 (effective date) are entitled to attend the General Meeting and to exercise their voting rights.

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 19 March 2013 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 independent representative 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, (on the instruction form) to him at the above address by 19 March 2013 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.

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 2012, 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 27 March to April 14, 2013 at the Corporation's domicile in 6052 Hergiswil and may be accessed on the internet site www.schindler.com as from 27 March 2013.

6052 Hergiswil, 19 February 2013

Schindler Holding Ltd.

Chairman of the Board of Directors
A.N. Schindler

Vice-Chairman of the Board of Directors
L. Bonnard



Schindler