

Schindler Holding Ltd.

Invitation to the 86th Annual General Meeting of Shareholders

Date: Monday, 17 March 2014, 15.30 hrs. (doors open at 14.30 hrs.)

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

Agenda

- 1 Annual Report 2013
- 1.1 Approval of the 86th management report, the financial statements and the consolidated group financial statements 2013, and receipt of the audit reports
- The Board of Directors proposes that the General Meeting approves the management report, the financial statements and the consolidated group financial statements.

- 1.2 Compensation Report
- The Board of Directors proposes that the General Meeting acknowledges the compensation report 2013.
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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 2013 balance sheet profit:

	(in CHF 1000)
Net Profit of the reporting year 2013	764'952
Profit carried forward from the previous year	<u>21'440</u>
Available for the appropriation by the General Meeting	<u>786'392</u>
Ordinary dividend of CHF 2.20 gross per registered share and bearer participation certificate (previous year CHF 2.20 each)	257'531
Allocation to free reserves	510'000
Balance carried forward to new account	<u>18'861</u>
Total	<u>786'392</u>

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 2013.
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4. Revision of the Articles of Association
- The Board of Directors proposes to the General Meeting to amend the current wording of the Articles of Association according to the separate document.
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5. Fixed compensation 2014

- 5.1 Fixed 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 8'200'000 as fixed compensation of the members of the Board of Directors for the financial year 2014.

- 5.2 Fixed 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 8'800'000 as fixed compensation of the members of the Group Executive Committee for the financial year 2014.
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6. Elections

- 6.1 Election of Jürgen Tinggren as new member of the Board of Directors
- The Board of Directors proposes that the General Meeting elects Mr. Jürgen Tinggren as new member of the Board of Directors until the end of the next Annual General Meeting. Jürgen Tinggren, born in 1958, is a Swedish citizen. Following his appointment to the Schindler Group Executive Committee in 1997 he was first responsible for the zone Europe 1, then for the region Asia/Pacific and lastly for Technology and Strategic Procurement. In 2007, he became president of the Group Executive Committee. Between 2011 and 2013 he was the CEO of the Group. Jürgen Tinggren holds a joint MBA from the Stockholm School of Economics and New York University Business School.



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- 6.2 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 until the end of the next Annual General Meeting.
- 6.3 Re-election of Luc Bonnard as member of the Board of Directors
– The Board of Directors proposes that the General Meeting re-elects Mr. Luc Bonnard (Vice-Chairman) as member of the Board of Directors until the end of the next Annual General Meeting.
- 6.4 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 until the end of the next Annual General Meeting:
- 6.4.1 Election of Dr. Hubertus von Grünberg
- 6.4.2 Election of Prof. Dr. Pius Baschera
- 6.4.3 Election of Dr. Rudolf Fischer
- 6.5 Re-election of members of the Board of Directors
– The Board of Directors proposes that the General Meeting re-elects the following six persons individually as member of the Board of Directors until the end of the next Annual General Meeting:
- 6.5.1 Re-election of Prof. Dr. Monika Bütler
- 6.5.2 Re-election of Carole Vischer
- 6.5.3 Re-election of Prof. Dr. Karl Hofstetter
- 6.5.4 Re-election of Anthony Nightingale
- 6.5.5 Re-election of Rolf Schweiger
- 6.5.6 Re-election of Prof. Dr. Klaus Wellershoff
- 6.6 Election of the Independent Proxy
– The Board of Directors proposes that the General Meeting elects Dr. iur. Adrian von Segesser, attorney-at-law and notary public, Lucerne, as Independent Proxy until the end of the next Annual General Meeting.
- 6.7 Re-election of the Statutory Auditors for the financial year 2014
– The Board of Directors proposes that the General Meeting re-elects Ernst & Young Ltd., Basel, as Statutory Auditors for the financial year 2014.

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- 7 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, including the fix price repurchase offer running from 1 to 14 November 2013, and the registered shares and participation certificates repurchased thereunder the Board of Directors proposes to the General Meeting:
- 7.1 Reduction of the share capital
– to reduce the share capital of currently CHF 7'088'764.50 by way of cancellation of 2'707'293 treasury registered shares by CHF 270'729.30 to CHF 6'818'035.20, and
– 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, and
– to amend paragraph 1 of article 4 of the Articles of Association as follows (**amendments in bold**):
«The share capital amounts to **CHF 6'818'035.20**. It is divided into **68'180'352** fully paid-up registered shares with a par value of CHF 0,10 (10 cents) each.»
- 7.2 Reduction of the participation capital
– to reduce the participation capital of currently CHF 4'617'190.90 by way of cancellation of 1'553'376 treasury participation certificates by CHF 155'337.60 to CHF 4'461'853.30, and
– 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, and
– to amend paragraph 1 of article 7 of the Articles of Association as follows (**amendments in bold**):
«The participation capital amounts to **CHF 4'461'853.30**. It is divided into **44'618'533** fully paid-up bearer participation certificates with a par value of CHF 0,10 (10 cents) each.»

As of 21 February 2014 the **Annual Report 2013**, including the financial statements and the consolidated group financial statements as well as the reports of the Statutory Auditors is available for review at the Corporation's domicile in 6052 Hergiswil, and can be accessed on the internet site 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 21 February 2014 together with the registration form.

As of 11 March 2014, the **admission card** and the **voting material** will be sent to the shareholders who have enrolled for the General Meeting.

Representation

With regard to representation at the General Meeting of 17 March 2014 the following applies:

- a) The Board of Directors has appointed Dr. iur. Beat Zelger, Attorney-at-law and Notary Public, Stans, as **Independent Proxy**. Shareholders who wish to appoint Dr. Zelger as their representative, may give their proxy and instructions **in writing**.

Instead of a written authorization shareholders may for the first time give their proxy and instructions to the Independent Proxy **electronically**. The details are described in the registration form.

- b) Shareholders who wish to appoint as representative **another shareholder** have to return the registration form until 6 March 2014. The admission card and the voting material will be sent to them. To validly authorize another shareholder the proxy on the admission card has to be completed, signed and handed to the representative together with the voting material.

Voting rights of Shareholders

Only those registered shareholders whose names are on record in the Schindler Share Register with voting rights on **10 March 2014** (record date) are entitled to attend the General Meeting and exercise their voting rights.

This publication constitutes notice to **holders of participation certificates** in accordance with art. 656 para. 1 of the Swiss Code of Obligations. The holders of participation certificates may ask Schindler Management Ltd., Corporate Communications, 6030 Ebikon (corporate.communications@schindler.com), to send them the annual report 2013, 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 18 March 2014 to 8 April 2014 at the Corporation's domicile in 6052 Hergiswil and may then also be accessed on the internet site www.schindler.com.

6052 Hergiswil, 21 February 2014

Schindler Holding Ltd.

Chairman of the Board of Directors
A.N. Schindler

Vice-Chairman of the Board of Directors
L. Bonnard