

Schindler Holding Ltd.

Invitation to the 88th Annual General Meeting of Shareholders

Date: Tuesday, 22 March 2016, 15.30 hrs. (doors open at 14.30 hrs.)

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

Agenda

1 Annual Report 2015

- The Board of Directors proposes that the General Meeting approves the management report, the financial statements and the consolidated group financial statements 2015, and acknowledges receipt of the audit reports.
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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 2015 balance sheet profit:

	(in CHF 1000)
Net Profit of the reporting year 2015	490'389
Profit carried forward from the previous year	37'419
Available for the appropriation by the General Meeting	<u>527'808</u>
Ordinary dividend of CHF 2.70 gross per registered share and bearer participation certificate (previous year CHF 2.20 each)	303'205
Allocation to free reserves	200'000
Balance carried forward to new account	24'603
Total	<u>527'808</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 2015.
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4 Compensation

4.1 Fixed compensation of the Board of Directors for the financial year 2016

- The Board of Directors proposes to the General Meeting to approve an aggregate amount of CHF 8'900'000 as fixed compensation of the members of the Board of Directors for the financial year 2016.

4.2 Fixed compensation of the Group Executive Committee for the financial year 2016

- The Board of Directors proposes to the General Meeting to approve an aggregate amount of CHF 9'400'000 as fixed compensation of the members of the Group Executive Committee for the financial year 2016.



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- 4.3 Variable compensation of the Board of Directors for the financial year 2015
– The Board of Directors proposes to the General Meeting to approve an aggregate amount of CHF 8'316'000 as variable compensation of the members of the Board of Directors for the financial year 2015.
- 4.4 Variable compensation of the Group Executive Committee for the financial year 2015
– The Board of Directors proposes to the General Meeting to approve an aggregate amount of CHF 10'966'000 as variable compensation of the members of the Group Executive Committee for the financial year 2015.

For additional information concerning the agenda topics 4.1 to 4.4, reference is made to the Compensation Report, pages 84 to 101 of the Annual Report.

5 Amendments to the Articles of Association

- The Board of Directors proposes to the General Meeting to amend the current wording of the Articles of Association as follows (**amendments in bold**):
- Art. 15 The General Meeting
(Paragraph 1 unchanged)
Paragraph 2: The General Meeting has the following non-transferable powers:
1. to adopt and amend the Articles of Association
 2. to elect individually the members of the Board of Directors, its Chairman **who must be a Swiss citizen**, and the members of the Compensation Committee
(points 3 to 10 and paragraph 3 unchanged)
- Art. 23 The Board of Directors
Paragraph 1: The Board of Directors consists of at least 5 but no more than ~~12~~ **13** members.

Please refer to the explanations given in the information letter enclosed with the invitation.

6 Elections

- 6.1 Election of Silvio Napoli as new member of the Board of Directors
– The Board of Directors proposes that the General Meeting elects Mr. Silvio Napoli as new member of the Board of Directors.
Please refer to the explanations given in the information letter enclosed with the invitation.
- 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.
- 6.3 Re-election as member of the Board of Directors and as member of the Compensation Committee
– The Board of Directors proposes that the General Meeting re-elects the following three persons individually as member of the Board of Directors and at the same time as member of the Compensation Committee:
- 6.3.1 Prof. Dr. Pius Baschera
- 6.3.2 Dr. Rudolf W. Fischer
- 6.3.3 Rolf Schweiger

- 6.4 Re-election of members of the Board of Directors
- The Board of Directors proposes that the General Meeting re-elects the following seven persons individually as member of the Board of Directors:
- 6.4.1 Prof. Dr. Monika Bütler
- 6.4.2 Carole Vischer
- 6.4.3 Luc Bonnard (Vizepräsident)
- 6.4.4 Patrice Bula
- 6.4.5 Prof. Dr. Karl Hofstetter
- 6.4.6 Anthony Nightingale
- 6.4.7 Prof. Dr. Klaus Wellershoff
- 6.5 Re-election of the Independent Proxy
- The Board of Directors proposes that the General Meeting re-elects Dr. iur. et lic. rer. pol. Adrian von Segesser, attorney-at-law and notary public, Kapellplatz 1, 6004 Lucerne, as Independent Proxy.
- 6.6 Re-election of the Statutory Auditors for the financial year 2016
- The Board of Directors proposes that the General Meeting re-elects Ernst & Young Ltd., Basel, as Statutory Auditors for the financial year 2016.
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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, and the registered shares and participation certificates repurchased under this program, the Board of Directors proposes to the General Meeting:
- 7.1 Reduction of the share capital
- to reduce the share capital of currently CHF 6'806'180.20 by way of cancellation of 984'350 treasury shares by CHF 98'435.– to CHF 6'707'745.20, 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 6'707'745.20**. It is divided into **67'077'452** 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 4'423'631.10 by way of cancellation of 3'519'480 treasury participation certificates by CHF 351'948.– to CHF 4'071'683.10, 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 4'071'683.10**. It is divided into **40'716'831** fully paid-up bearer participation certificates with a par value of CHF 0.10 (10 cents) each.»
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As of 12 February 2016, the **Annual Report 2015** is available for review at the Corporation's domicile in 6052 Hergiswil, and can be accessed on the website **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 23 February 2016 together with the **registration form**.

As of 15 March 2016, the **admission and voting cards** will be sent to the shareholders who have registered for the General Meeting.

Representation

With regard to representation at the General Meeting of 22 March 2016 the following applies:

- a) The General Meeting of 20 March 2015 has elected **Dr. iur. et lic. rer. pol. Adrian von Segesser**, attorney-at-law and notary public, Kapellplatz 1, Lucerne, as **Independent Proxy**. Shareholders who wish to appoint Dr. von Segesser as their representative, may give their proxy and instructions **in writing or electronically**. The details are described in the registration form and the form for proxy and instructions.
- b) Shareholders who wish to **designate a third person** as representative have to return the registration form by 14 March 2016. The admission and voting cards will be sent to them. To validly authorize a third person the proxy on the admission card has to be completed, signed and handed to the representative together with the voting card.

Voting rights of Shareholders

Only those registered shareholders whose names are on record in the Schindler Share Register with voting rights on **16 March 2016** (record date) are entitled to attend the General Meeting and exercise their voting rights.

The **resolutions** of the General Meeting may be inspected from 23 March 2016 to 13 April 2016 at the Corporation's domicile in Hergiswil and may then also be accessed on the website www.schindler.com.

6052 Hergiswil, 23 February 2016

Schindler Holding Ltd.

Chairman of the Board of Directors
A.N. Schindler

Vice-Chairman of the Board of Directors
L. Bonnard