

Schindler Holding Ltd.

Invitation to the 94th Annual General Meeting of Shareholders

Based on article 27 Covid-19-VO 3, the Annual General Meeting 2022 will be held without the **attendance of shareholders in person**.

Date: Tuesday, March 22, 2022, 17.00 hrs.

Place: Schindler Holding Ltd., Seestrasse 55, 6052 Hergiswil

Format: Restricted, without the attendance of shareholders in person

Agenda

1 Annual Report 2021

The Board of Directors proposes that the General Meeting approves the management report, the financial statements and the consolidated group financial statements 2021, and acknowledges receipt of the audit reports.

2 Appropriation of profit as per balance sheet

The Board of Directors proposes that the General Meeting approves the following appropriation of the 2021 balance sheet profit:

	(in CHF 1 000)
Net profit of the reporting year 2021	688 614
Profit carried forward from the previous year	178 274
Available for the appropriation by the General Meeting	<u>866 888</u>
Ordinary dividend of CHF 4.00 gross per registered share and per bearer participation certificate (previous year CHF 4.00 each)	431 177
Allocation to free reserves	200 000
Balance carried forward to new account	235 711
Total	<u>866 888</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 financial year 2021.

4 Compensation

4.1 Variable compensation of the Board of Directors for the financial year 2021

The Board of Directors proposes that the General Meeting approves an aggregate amount of CHF 5 531 000 as variable compensation of the members of the Board of Directors (amount approved in 2021 for 2020: CHF 4 632 000).



Schindler

The increase compared to the previous year is based on the following changes:

- Increase of the variable compensation to the members of the Supervisory and Strategy Committee on the basis of the higher financial results of Schindler in 2021
- Full-year bonus paid to a member of the Supervisory and Strategy Committee who has been in office since April 2020 and who increased the activity rate in 2021
- Inclusion of the variable compensation to a member of the Board of Directors who has been in office since April 2021 and who held an executive position within the Group in 2021 for which he received a variable compensation according to the local compensation system

4.2 Variable compensation of the Group Executive Committee for the financial year 2021

The Board of Directors proposes that the General Meeting approves an aggregate amount of CHF 12 072 000 as variable compensation of the members of the Group Executive Committee (amount approved in 2021 for 2020: CHF 11 255 000).

On the basis of the higher financial results of Schindler in 2021, the individual variable cash bonus amounts for the members of the Group Executive Committee increased on average by 6% in 2021 in comparison to 2020.

4.3 Fixed compensation of the Board of Directors for the financial year 2022

The Board of Directors proposes that the General Meeting approves an aggregate amount of CHF 8 000 000 as fixed compensation of the members of the Board of Directors for the financial year 2022 (amount approved in 2021: CHF 7 000 000).

The increase compared to the previous year reflects primarily the planned advisory activity of a member of the Board of Directors in 2022 as well as the appointment of a new member to the Board of Directors with effect from the Annual Meeting of Shareholders in 2022 who holds an executive position within the Group.

4.4 Fixed compensation of the Group Executive Committee for the financial year 2022

The Board of Directors proposes that the General Meeting approves an aggregate amount of CHF 12 000 000 as fixed compensation of the members of the Group Executive Committee for the financial year 2022 (amount approved in 2021: CHF 11 600 000).

The increase compared to the previous year reflects the new composition of the Group Executive Committee in 2022.

For additional information concerning the agenda topics 4.1 to 4.4, reference is made to the Compensation Report, pages 102 et seq. of the Annual Report.

5 Elections

5.1 Re-election of Silvio Napoli as member and Chairman of the Board of Directors

The Board of Directors proposes that the General Meeting re-elects Mr. Silvio Napoli as member and Chairman of the Board of Directors.

5.2 Election of Petra A. Winkler as member of the Board of Directors

The Board of Directors proposes to the General Meeting of Shareholders that Mrs. Petra A. Winkler (born 1970, Swiss) be elected to the Board of Directors. Petra A. Winkler has been serving as the Group's General Counsel since April 2019. She joined Schindler in 2006 and has held various positions in Group Legal Services since.

5.3 Re-election as members of the Board of Directors

The Board of Directors proposes that the General Meeting re-elects the following eleven individuals each separately as members of the Board of Directors:

5.3.1 Alfred N. Schindler, Chairman Emeritus

5.3.2 Prof. Dr. Pius Baschera, Vizepräsident

5.3.3 Erich Ammann

5.3.4 Luc Bonnard

5.3.5 Patrice Bula

5.3.6 Prof. Dr. Monika Bütler

5.3.7 Orit Gadiesh

5.3.8 Adam Keswick

5.3.9 Günter Schäuble

5.3.10 Tobias B. Staehelin

5.3.11 Carole Vischer

5.4 Re-election as members of the Compensation Committee

The Board of Directors proposes that the General Meeting re-elects the following three individuals each separately as members of the Compensation Committee:

5.4.1 Prof. Dr. Pius Baschera

5.4.2 Patrice Bula

5.4.3 Adam Keswick

5.5 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, Lucerne, as Independent Proxy.

5.6 Re-election of the Statutory Auditors for the financial year 2022

The Board of Directors proposes that the General Meeting re-elects PricewaterhouseCoopers Ltd., Zurich, as Statutory Auditors for the financial year 2022.

Documents

Invitation

The invitation to the General Meeting, including the agenda and the proposals of the Board of Directors, was sent to the registered shareholders on February 21, 2022 together with the Proxy and Instruction Form.

Annual Report 2021

As of February 23, 2022, the Annual Report 2021 is available for review at Schindler Holding Ltd.'s domicile in 6052 Hergiswil, and can be accessed on the website group.schindler.com.

Representation

In accordance with article 27 Covid-19-VO 3, you are kindly asked to grant your proxy and instructions for voting at the Annual General Meeting on March 22, 2022, to the Independent Proxy. You may give your instructions in writing or electronically.

The General Meeting of March 23, 2021 elected **Dr. iur. et lic. rer. pol. Adrian von Segesser**, attorney-at-law and notary public, Kapellplatz 1, 6004 Lucerne, as **Independent Proxy**.

Voting rights of Shareholders

Only registered shareholders whose names appear in the Schindler Share Register with voting rights on **March 15, 2022** (record date) are entitled to exercise their voting rights.

Resolutions

The resolutions of the General Meeting may be inspected from March 23 to April 8, 2022, at Schindler Holding Ltd.'s domicile in Hergiswil and may then also be accessed on the website group.schindler.com.

6052 Hergiswil, February 21, 2022

Schindler Holding Ltd.

Silvio Napoli
Chairman of the Board of Directors

Prof. Dr. Pius Baschera
Vice-Chairman of the Board of Directors