

Corporate Governance

- 103 Group structure and shareholders
- 104 Capital structure
- 107 Board of Directors and Committees of the Board
- 118 Group Executive Committee
- 125 Compensation, participations, and loans
- 125 Shareholders' participation
- 126 Change of control and defensive measures
- 127 Auditing body
- 128 Information policy

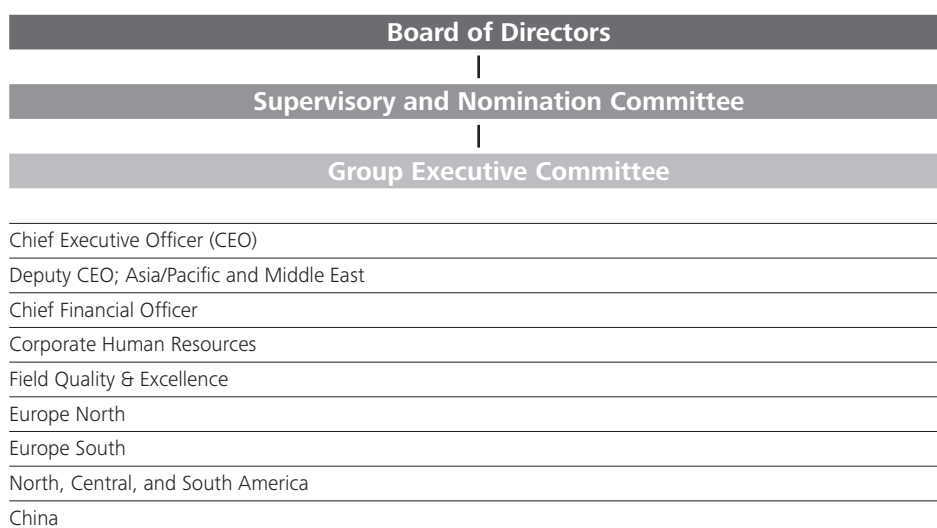
The Corporate Governance Report contains the information required by the Directive on Information Relating to Corporate Governance issued by the SIX Swiss Exchange, effective December 31, 2013, and is structured in accordance with the Directive. The required disclosures of the compensation and participations of the company's most senior management are provided in the Compensation Report. The Ordinance against Excessive Compensation in Listed Companies (VegüV) entered into force on January 1, 2014. Where the provisions of this Ordinance lead to mandatory changes in Corporate Governance, this report reflects the status as of January 1, 2014.

1 Group structure and shareholders

1.1 Group structure

Schindler Holding Ltd. is a holding company under Swiss law. It is headquartered in Hergiswil (Canton of Nidwalden, Switzerland). It has a direct or indirect interest in the companies listed in the Group Financial Statements, note 37.

The Schindler Group is one of the world's leading suppliers of elevators, escalators, and moving walks. It is active in the areas of production, installation, maintenance, and modernization in the most important markets around the globe. Its organizational structure as of January 1, 2014, can be summarized as follows:



Information on the duties of the full-time Supervisory and Nomination Committee (formerly known as the Executive Committee of the Board) is provided in note 3.4.2.1 as well as in the Organizational Regulations of Schindler Holding Ltd., which are available in English on the company's website at: www.schindler.com – About Schindler – Corporate Governance – Organizational Regulations (www.schindler.com/com/internet/en/about-schindler/corporate-governance/organizational-regulations.html).

1.2 Significant shareholders

As at the end of 2013, the Schindler and Bonnard families – within the scope of a shareholders' agreement – and parties related to these families held 47 720 376 registered shares of Schindler Holding Ltd., corresponding to 67.3% of voting rights of the share capital entered in the Commercial Register. As at the end of 2013, Schindler Holding Ltd. held 3 285 417 treasury shares, corresponding to 4.6% of voting rights of the share capital entered in the Commercial Register. There are no further shareholders who have registered a holding of more than 3% of voting rights of Schindler Holding Ltd. according to Article 20 of the Swiss Federal Act on Stock Exchanges and Securities Trading (SESTA). The notifications according to Article 20 SESTA that were published during the reporting year can be viewed at: www.six-exchange-regulation.com/obligations/disclosure/major_shareholders_en.html

1.3 Cross-shareholdings

Schindler Holding Ltd. has no cross-shareholdings of more than 5% in any company outside the Schindler Group.

1.4 Events after the balance sheet date

Silvio Napoli succeeded Jürgen Tinggren as CEO of the Schindler Group on January 1, 2014. Jürgen Tinggren will be proposed for election to the Board of Directors of Schindler Holding Ltd. at the forthcoming General Meeting of Shareholders of March 17, 2014. It is intended that he will be appointed as a member of the Supervisory and Nomination Committee. Thomas Oetterli has been a member of the Group Executive Committee since January 1, 2010, and has been responsible for the Schindler Group's activities in China since April 1, 2013. From January 1, 2014, he will report directly to the CEO. With effect from January 1, 2014, the Asia/Pacific region – excluding China – was combined with the India and Gulf region to form the new zone Asia/Pacific and Middle East. Miguel A. Rodríguez, who was previously responsible for the India and Gulf region, will lead this new enlarged Zone. The Group Executive Committee comprises the following members as of January 1, 2014: Silvio Napoli (CEO), Erich Ammann, David Clymo, Didier Gaudoux, Albert Haffert, Thomas Oetterli, Miguel A. Rodríguez, Oswald Schmid, and Jakob Züger.

2 Capital structure

2.1 Capital

As at December 31, 2013, the ordinary share capital of Schindler Holding Ltd. totaled CHF 7 088 764.50 and its participation capital totaled CHF 4 617 190.90.

2.2 Authorized and conditional capital

As at December 31, 2013, Schindler Holding Ltd. had no authorized or conditional capital.

2.3 Changes in capital in the last three years

Information about changes in the capital of Schindler Holding Ltd. in the last three reporting years is presented in note 11 of the Financial Statements of Schindler Holding Ltd.

2.4 Shares and participation certificates

As at December 31, 2013, the share capital totaled CHF 7 088 764.50. It is divided into 70 887 645 fully paid-in registered shares, each with a nominal value of CHF 0.10. Subject to Article 13 of the Articles of Association, each share carries the right to one vote, as well as the right to a share of retained earnings, and to a share of the proceeds of liquidation, corresponding to its nominal value.

As at December 31, 2013, the participation capital totaled CHF 4 617 190.90. It is divided into 46 171 909 fully paid-in bearer participation certificates, each with a nominal value of CHF 0.10. Each participation certificate carries the right to a share of retained earnings, and to a share of the proceeds of liquidation, corresponding to its nominal value. It does not, however, carry any voting rights, or any other rights of membership, such as participation in General Meetings of Shareholders.

2.5 Profit-sharing certificates

Schindler Holding Ltd. has not issued any profit-sharing certificates.

2.6 Limitations on share transferability and nominee registrations

2.6.1 Limitation on share transferability

According to Article 13 of the Articles of Association, the Board of Directors shall refuse registration of an acquirer as a full shareholder in the share register if:

- the acquirer has not acquired the share(s) in his/her own name and on his/her own account, or
- registration would result in the acquirer holding more than 3% of the voting rights.

The voting rights of related shareholders are counted together. This does not apply in the case of custody agreements with banks.

In accordance with Swiss federal law requiring the demonstration of Swiss control, the registration of foreign acquirers can be refused if, as a result of their registration, all foreign shareholders together would hold more than 10% of the voting rights.

The statutory restrictions on registration do not apply if:

- on June 15, 1992, the acquirer was already recorded in the share register as holding at least 3% of the voting rights, or the acquirer is the spouse, child or other descendant, brother, or sister of such a person, or
- the voting rights were acquired directly by inheritance, division of estate, or matrimonial property law.

Further details and exceptions are set out in Article 13 of the Articles of Association of Schindler Holding Ltd., which are available at: www.schindler.com – Investor Relations – Annual General Meeting (www.schindler.com/com/internet/en/investor-relations/articles-of-association.html).

The General Meeting of Shareholders can determine exceptions to the percentage limits by relative majority, a legally binding decision requiring at least half of the shares registered in the Commercial Register to be represented. Applicants have the right to have their application presented at the General Meeting of Shareholders. The General Meeting of Shareholders was not required to rule on any applications for exceptions in the financial year 2013.

2.6.2 Nominee registrations

The Articles of Association do not contain any special regulations regarding the registration of nominees in the share register.

2.7 Convertible bonds and options

2.7.1 Convertible bonds

Schindler Holding Ltd. has no outstanding convertible bonds.

2.7.2 Employee options

| Allocation year | | Options allocated (number) | Exercise price in CHF | Blocked period ends | Exercise period ends | Number as of 31.12.2013 | | |
|-----------------|---|----------------------------|-----------------------|---------------------|----------------------|-------------------------|-----------|-------------|
| | | | | | | Forfeited | Exercised | Outstanding |
| 2006 | A | 138 376 ¹ | 48.80 | 30.04.09 | 30.04.15 | -2 190 | -122 148 | 14 038 |
| 2007 | A | 160 711 ¹ | 56.20 | 30.04.10 | 30.04.16 | -3 029 | -131 372 | 26 310 |
| 2008 | A | 357 092 ¹ | 80.90 | 30.04.11 | 30.04.17 | -13 862 | -247 093 | 96 137 |
| 2008 | B | 155 311 ¹ | 78.90 | 30.04.11 | 30.04.17 | - | -134 163 | 21 148 |
| 2009 | A | 464 175 ¹ | 56.40 | 30.04.12 | 30.04.18 | -420 | -316 050 | 147 705 |
| 2009 | B | 314 783 ¹ | 56.40 | 30.04.12 | 30.04.18 | -2 407 | -159 610 | 152 766 |
| 2010 | A | 207 896 ² | 53.60 | 30.04.13 | 30.04.19 | - | -88 486 | 119 410 |
| 2010 | B | 107 739 ² | 85.10 | 30.04.13 | 30.04.19 | -6 159 | -18 115 | 83 465 |
| 2011 | A | 222 621 ² | 85.10 | 30.04.14 | 30.04.20 | -198 | -23 056 | 199 367 |
| 2011 | B | 104 854 ² | 124.80 | 30.04.14 | 30.04.20 | - | - | 104 854 |
| 2012 | A | 162 002 ² | 108.20 | 30.04.15 | 30.04.21 | -165 | -7 440 | 154 397 |
| 2013 | A | 138 012 ¹ | 137.84 | 30.04.16 | 30.04.22 | -259 | - | 137 753 |

A = Options from Capital Participation Plan 2000/2003

B = Options from Long Term Incentive Plan

¹ One option gives entitlement to purchase one share

² One option gives entitlement to purchase one participation certificate

3 Board of Directors and Committees of the Board

3.1 Members of the Board of Directors of Schindler Holding Ltd.

The Board of Directors, which – according to the Articles of Association – consists of between 5 and 12 members, currently has 12 members. Three members are executive members of the Board of Directors, two of whom form the Supervisory and Nomination Committee. The nine remaining members are non-executive members of the Board of Directors.

Members

| as of 31.12.2013 | Domicile | Nationality | Function | In office since ¹ |
|---|------------------------|--------------------|---|------------------------------|
| Alfred N. Schindler (1949) | Hergiswil, Switzerland | Switzerland | Chairman, executive member ² | 1977 |
| Luc Bonnard (1946) | Hergiswil, Switzerland | Switzerland | Vice Chairman, non-executive member | 1984 |
| Dr. Rudolf W. Fischer (1952) | Walchwil, Switzerland | Switzerland | Executive member ² | 2012 |
| Prof. Dr. Karl Hofstetter (1956) | Zug, Switzerland | Switzerland | Executive member | 2006 |
| Prof. Dr. Pius Baschera (1950) | Zurich, Switzerland | Switzerland, Italy | Non-executive member | 2005 |
| Prof. Dr. Monika Bütler (1961) | Zurich, Switzerland | Switzerland | Non-executive member | 2013 |
| Dr. Hubertus von Grünberg (1942) | Hanover, Germany | Germany | Non-executive member | 1999 |
| Anthony Nightingale (1947) | Hong Kong SAR, China | United Kingdom | Non-executive member | 2013 |
| Charles Powell (Lord Powell of Bayswater KCMG) (1941) | London, UK | United Kingdom | Non-executive member | 2003 |
| Rolf Schweiger (1945) | Baar, Switzerland | Switzerland | Non-executive member | 2009 |
| Carole Vischer (1971) | Hergiswil, Switzerland | Switzerland | Non-executive member | 2013 |
| Prof. Dr. Klaus W. Wellershoff (1964) | Zurich, Switzerland | Germany | Non-executive member | 2009 |

¹ Annual General Meeting of Shareholders in the year shown; in accordance with the Ordinance against Excessive Compensation in Listed Companies, the term of office is now limited to one year.

² Member of the Supervisory and Nomination Committee

3.2 Other activities

Alfred N. Schindler, Chairman of the Board of Directors, born 1949 (Swiss citizen)

Chairman of the Board of Directors since 1995, Chairman of the Supervisory and Nomination Committee since 1985, member of the Board of Directors since 1977

Professional experience

1985–2011 CEO of the Schindler Group
 1982–1985 Head of Corporate Planning at Schindler
 1980–1981 CFO of Notz AG, Biel, Switzerland
 1978–1979 Marketing, Schindler Group
 1977–1978 Wharton School of Finance, Pennsylvania, USA
 1974–1976 Auditor at Neutra Treuhand AG, Berne, Switzerland

Qualifications

– Degree in law from the University of Basel, Switzerland
 – MBA from the Wharton School of Finance, University of Pennsylvania, USA

Luc Bonnard, Vice Chairman of the Board of Directors, born 1946 (Swiss citizen)

Vice Chairman of the Board of Directors since 1996, member of the Board of Directors since 1984, Chairman of the Audit Committee since 2013

Professional experience

- 1991–2012 Member of the Supervisory and Nomination Committee
- 1986–1990 Head of the Group's Elevators & Escalators business
- 1983–1986 Member of the Group Executive Committee, responsible for Northern Europe
- 1972–1983 Various positions in the Schindler Group

Qualifications

Master's degree in electrical engineering from the Swiss Federal Institute of Technology (ETH) Zurich, Switzerland

Dr. Rudolf W. Fischer, born 1952 (Swiss citizen)

Member of the Board of Directors and member of the Supervisory and Nomination Committee since 2012, member of the Compensation Committee since 2012

Professional experience

- 1996–2011 Member of the Group Executive Committee Schindler Elevators & Escalators with responsibility for Corporate Human Resources, Management Training, and Corporate Safety & Health
- 1994–1995 Partner at Dr. Björn Johansson Associates, Zurich, Switzerland
- 1993–1994 CEO of Hanro AG, Liestal, Switzerland
- 1991–1993 CEO of Jockey/Vollmöller AG, Uster, Switzerland
- 1982–1991 Various functions in the areas of human resources and trade marketing at Jacobs Suchard, Switzerland and Belgium
- 1980–1982 Management trainee at Zürcher Kantonalbank and First National Bank of Boston

Other activities

Member of the Board of Directors of Vetropack Holding AG, Bülach, Switzerland

Qualifications

Doctorate in economics (Dr. oec. publ.) from the University of Zurich, Switzerland

Prof. Dr. Karl Hofstetter, born 1956 (Swiss citizen)

Member of the Board of Directors since 2006

Professional experience

- Since 1993 Group General Counsel of the Schindler Group
- 2002–2006 Member of the Group Executive Committee of Schindler Elevators & Escalators
- 1990–1993 Legal Counsel of the Schindler Group

Other activities

- Chairman of the Board of Trustees of the Kuoni and Hugentobler Foundation, Zurich, Switzerland
- Member of the Board of Directors of ALSO Holding AG, Emmen, Switzerland
- Member of the Board of Directors of Venture Incubator AG, Zug, Switzerland
- Member of the Commission of Experts on Disclosure of the SIX Swiss Exchange, Zurich, Switzerland
- Member of the University Council of the University of Lucerne, Switzerland
- Chairman of the Advisory Board of the Program on Comparative Corporate Law, Governance, and Finance at Harvard Law School, Boston, USA
- Professor of Private and Commercial Law at the University of Zurich, Switzerland
- Visiting Professor at Harvard Law School, Boston, USA (fall semester 2013)

Qualifications

- Degree in law (including a doctorate) and in economics from the University of Zurich, Switzerland, Stanford, UCLA, and Harvard University, USA
- Licensed attorney in Zurich and New York

Prof. Dr. Pius Baschera, born 1950 (Swiss and Italian citizen)

Member of the Board of Directors since 2005, member of the Compensation Committee since 2008

Professional experience

- Since 2007 Chairman of the Board of Directors of Hilti AG, Schaan, Liechtenstein
- 1994–2006 CEO of Hilti AG, Schaan, Liechtenstein
- 1990–1994 Chief Financial Officer and member of the Executive Board of Hilti AG, Schaan, Liechtenstein
- 1989–1990 Head of Europe 1 market region of Hilti AG
- 1986–1989 Head of Hilti Deutschland GmbH, Germany
- 1985 Head of Hilti (Schweiz) AG, Switzerland
- 1982–1985 Head of Corporate Development of Hilti Inc., Tulsa, USA
- 1979–1982 Head of Production Controlling of Hilti AG, Schaan, Liechtenstein

Other activities

- Member of the Board of Directors of F. Hoffmann-La Roche Ltd., Basel, Switzerland
- Member of the Advisory Board of Vorwerk & Co., Wuppertal, Germany
- Member of the Advisory Board of Ardex, Witten, Germany
- Chairman of the Board of Directors of Venture Incubator AG, Zug, Switzerland
- Professor of Business Administration at the Swiss Federal Institute of Technology (ETH) Zurich, Switzerland

Qualifications

- Degree in mechanical engineering and management science from the Swiss Federal Institute of Technology (ETH) Zurich, Switzerland
- Doctor of science (Dr. sc. techn.) from the Swiss Federal Institute of Technology (ETH) Zurich, Switzerland

Prof. Dr. Monika Bütler, born 1961 (Swiss citizen)

Member of the Board of Directors since 2013

Professional experience

- Since 2008 Managing Director of the Swiss Institute for Empirical Economic Research, University of St. Gallen, Switzerland
- Since 2004 Full Professor of Economics at the University of St. Gallen, Switzerland
- 2009–2013 Dean of the School of Economics and Political Science, University of St. Gallen, Switzerland
- 2008–2011 Visiting Professor at the University of New South Wales, Sydney, Australia
- 2004–2006 Advisor to the World Bank, Washington, USA
- 1999–2004 Assistant Professor and Full Professor at the University of Lausanne, Switzerland
- 1997–2001 Assistant Professor at the CentER & Department of Economics, Tilburg University, The Netherlands

Other activities

- Member of the Swiss Committee for Economic Affairs
- Member of the Bank Council of the Swiss National Bank
- Chairman of the Swiss Institute for International Economics
- Member of the Board of Trustees of the World Demographic & Ageing Forum, St. Gallen, Switzerland
- From January 1, 2014: Member of the Board of Directors of Suva, Lucerne, Switzerland

Qualifications

- Degree in mathematics, majoring in physics, from the University of Zurich, Switzerland
- Doctorate in economics from the University of St. Gallen, Switzerland

Dr. Hubertus von Grünberg, born 1942 (German citizen)

Member of the Board of Directors since 1999, Member of the Compensation Committee since 2003, Chairman of the Compensation Committee since 2005

Professional experience

- Since 2007 Chairman of the Board of Directors of ABB Ltd., Zurich, Switzerland
- 1999–2009 Chairman of the Supervisory Board of Continental AG, Hannover, Germany
- 1991–1999 President of the Executive Management Committee of Continental AG, Hanover, Germany
- 1989–1991 President and CEO of ITT Automotive Inc., Auburn Hills, USA
Senior Vice President of ITT Corporation, Auburn Hills, USA
- 1984–1989 Chairman of the Management Board of Alfred Teves GmbH, Frankfurt am Main, Germany

Other activities

- Member of the Supervisory Board of Deutsche Telekom AG, Bonn, Germany
- Chairman of the Advisory Board of Sapinda Holding B.V., Amsterdam, The Netherlands
- Until April 2013: Member of the Supervisory Board of Allianz-Versicherungs AG, Munich, Germany

Qualifications

Doctorate in theoretical physics from the University of Cologne, Germany

Anthony Nightingale, born 1947 (British citizen)

Member of the Board of Directors since 2013

Professional experience

Since 1994 Member of the Board of Directors of Jardine Matheson Holdings, Bermuda
 2006–2012 CEO of Jardine Matheson Holdings, Bermuda
 1969–1994 Various functions at the Jardine Matheson Group

Other activities

- Member of the Board of Directors of: Jardine Cycle & Carriage, Bermuda; Jardine Strategic Holdings, Bermuda; Dairy Farm International Holdings, Bermuda; Hong Kong Land Holdings, Bermuda; Mandarin Oriental International, Bermuda; China Xintiandi, Cayman Islands; Prudential plc, England and Wales
- Commissioner of PT Astra International, Indonesia
- Senior Advisor to Academic Partnerships International, UK
- Advisor to Dickson Concepts, Bermuda
- Hong Kong Representative to the APEC Business Advisory Council
- Chairman of the Hong Kong-APEC Trade Policy Group, Hong Kong
- Member of the Commission on Strategic Development, Hong Kong
- Member of the Securities and Futures Commission of the Committee on Real Estate Investment Trusts
- Honorary Professor at the Hong Kong Baptist University School of Business
- Chairman of The Sailors Home and Missions to Seamen, Hong Kong
- Member of the UK-ASEAN Business Council Advisory Panel
- Former Chairman of the Hong Kong General Chamber of Commerce

Qualifications

Bachelor's degree (honors) in Classics, Peterhouse College, University of Cambridge, UK

Charles Powell (Lord Powell of Bayswater KCMG), born 1941 (British citizen)

Member of the Board of Directors since 2003

Professional experience

- Since 2000 Independent member of the House of Lords, UK
- Since 1992 International business interests (see Other activities)
- 1983–1991 Private secretary and advisor on foreign affairs and defense to Prime Minister Margaret Thatcher and Prime Minister John Major
- 1963–1982 British diplomatic service

Other activities

- Member of the Board of Directors of: Textron Corporation, Providence, USA; LVMH (Louis Vuitton Moët Hennessy), Paris, France; Mandarin Oriental International Ltd., Bermuda; Hong Kong Land Holdings Ltd., Bermuda; Matheson & Co. Ltd., London, UK; Financière Agache, Paris, France
- Advisor to: Rolls-Royce, Derby, UK; Barrick Gold, Toronto, Canada; Thales, UK; Bowmark Capital LLP, UK; ACE, Bermuda; Council on Foreign Relations, New York, USA
- Chairman of the Board of Trustees of Oxford University Business School Foundation
- Chairman of the UK Asia Task Force
- Chairman of the Atlantic Partnership, London, UK
- Deputy Chairman of the International Advisory Board of Fudan University Business School, Shanghai, China
- Member of the Board of Trustees of: the British Museum Trust, London, UK; the Aspen Institute, USA; the International Institute for Strategic Studies, London, UK

Qualifications

Master's degree in history with first-class honors from the University of Oxford, UK

Rolf Schweiger, born 1945 (Swiss citizen)

Member of the Board of Directors since 2009

Professional experience

- Since 1976 Partner in the law firm Schweiger Advokatur / Notariat, Zug, Switzerland
- 1999–2011 Member of the Swiss Council of States, member of the Finance Committee of the Swiss Council of States and Chairman of its Subcommittee 2 (EDA/EVD), member of the Committee for Economic Affairs and Taxation, member of the Legal Committee, and Chairman of the Committee for the Environment, Spatial Planning and Energy, as well as various other committee mandates
- 1969–2011 Various political mandates, including as a member of the Parliament of the Canton of Zug (22 years)
- 2004 Leader of the Free Democratic Party (FDP), Switzerland

Other activities

- Member of the Governing Board of economiesuisse, Switzerland
- Member of the Board of Directors of HOCHDORF Holding AG, Hochdorf, Switzerland
- Chairman of the Board of Directors of Roche Diagnostik International AG, Risch, Switzerland
- President of the Federation of Swiss Food Industries (fia), Switzerland
- President of AVES Switzerland (Campaign for a Sensible Energy Policy), Switzerland
- Chairman of the ‘Ombudsman for Private Insurance and Suva’ Foundation, Zurich, Switzerland
- Member of the Management Committee of the Schweizer Patenschaft für Berggemeinden (organization supporting mountain communities), Switzerland

Qualifications

- Degree in law from the University of Zurich, Switzerland
- Licensed attorney and notary in Zug

Carole Vischer, born 1971 (Swiss citizen)

Member of the Board of Directors since 2013

Professional experience

2002–2011 Director of the Stiftung Dr. Robert und Lina Thyll-Dürr (charitable foundation), Stansstad, Switzerland

Other activities

- President of the Stiftung Dr. Robert und Lina Thyll-Dürr, Stansstad, Switzerland
- Member of the Board of Directors of Schindler Aufzüge AG, Ebikon, Switzerland

Qualifications

Degree in law, University of Basel, Switzerland

Prof. Dr. Klaus W. Wellershoff, born 1964 (German citizen)

Member of the Board of Directors since 2009, member of the Audit Committee since 2013

Professional experience

Since 2009 CEO of Wellershoff & Partners Ltd., Zurich, Switzerland

2003–2008 Global Head of Wealth Management Research at UBS and Chairman of the Investment Committee of the UBS Global Wealth Management & Business Banking Division

1997–2009 Chief Economist of the then Swiss Bank Corporation and later UBS, Switzerland

Other activities

- President of the Management Committee of the Institute of Economics, University of St. Gallen, Switzerland

- Vice Chairman of the Board of Trustees of the World Demographic & Ageing Forum, St. Gallen, Switzerland
- Honorary Professor of Applied Economics at the University of St. Gallen, Switzerland

Qualifications

- Banking apprenticeship at Sal. Oppenheim jr. & Cie., Cologne, Germany
- Studied economics and business administration at the University of St. Gallen, Switzerland
- Visiting fellow at the Department of Economics, Harvard University, USA

3.3 Elections and term of office

The members of the Board of Directors of Schindler Holding Ltd. were elected by the General Meeting of Shareholders for a term of three years. In accordance with the Ordinance against Excessive Compensation in Listed Companies, their term of office is now limited to one year.

The members of the Board of Directors are elected individually. They may be reelected. The Chairman of the Board of Directors is elected by the General Meeting of Shareholders.

The term of office of the members of the Board of Directors ends at the first Annual General Meeting of Shareholders following their 73rd birthday. In exceptional cases, the Board of Directors may extend this age limit.

3.4 Internal organizational structure

3.4.1 Allocation of duties within the Board of Directors

The Chairman of the Board of Directors convenes the meetings of the Board of Directors, sets the agenda, prepares the meetings and leads them. He decides whether other individuals should participate in meetings of the Board of Directors on a case-by-case basis. Every member of the Board of Directors can request that a meeting of the Board of Directors be convened, provided they state the item that is to be discussed and give a brief justification of the matter.

The Chairman of the Board of Directors – in consultation with the CEO – represents the interests of the Group vis-à-vis third parties in all important matters.

3.4.2 Committees

The Board of Directors delegates certain duties to committees formed from its own members. The Board of Directors has appointed three standing committees: the Supervisory and Nomination Committee, the Compensation Committee, and the Audit Committee. The Board of Directors appoints a chairman for each of the committees.

3.4.2.1 Supervisory and Nomination Committee

The Board of Directors appoints from among its members a full-time Supervisory and Nomination Committee consisting of the Chairman and at least one other member of the Board of Directors.

Members

| as of 31.12.2013 | | |
|-----------------------|--|----------|
| Alfred N. Schindler | Chairman, executive member of the Board of Directors | Chairman |
| Dr. Rudolf W. Fischer | Executive member of the Board of Directors | Member |

The Supervisory and Nomination Committee ensures the ultimate direction and supervision of the Group's business by the Board of Directors (overall management and overall supervision, pursuant to Article 716a of the Swiss Code of Obligations). In addition, the Supervisory and Nomination Committee performs the following duties, in particular:

- Defining the Group's values, short- and long-term objectives, and strategy in consultation with the CEO and proposing them for approval by the Board of Directors
- Adopting provisional resolutions or intervening on behalf of the Board of Directors in urgent cases if a regular Board resolution cannot be adopted in a timely manner
- Determining the selection criteria for the appointment of members of the Board of Directors and its committees as well as members of the Group Executive Committee, and reviewing the corresponding succession plans
- Evaluating and proposing the appointment or removal of members of the Board of Directors and its committees as well as members of the Group Executive Committee (including the CEO)

Information on further duties of the full-time Supervisory and Nomination Committee is provided in the Organizational Regulations of Schindler Holding Ltd., which are available on the company's website at: www.schindler.com – About Schindler – Corporate Governance – Organizational Regulations (www.schindler.com/com/internet/en/about-schindler/corporate-governance/organizational-regulations.html).

3.4.2.2 Compensation Committee

The Board of Directors appoints a Compensation Committee that consists of three members of the Board of Directors. At least two members must be independent. In accordance with the Ordinance against Excessive Compensation in Listed Companies, the members of the Compensation Committee are now elected by the General Meeting of Shareholders.

Members

| as of 31.12.2013 | | |
|---------------------------|--|----------|
| Dr. Hubertus von Grünberg | Independent member of the Board of Directors | Chairman |
| Prof. Dr. Pius Baschera | Independent member of the Board of Directors | Member |
| Dr. Rudolf W. Fischer | Executive member of the Board of Directors | Member |

Information on the duties of the Compensation Committee is provided in the Compensation Report as well as in the Organizational Regulations of Schindler Holding Ltd., which are available on the company's website at: www.schindler.com – About Schindler – Corporate Governance – Organizational Regulation (www.schindler.com/com/internet/en/about-schindler/corporate-governance/organizational-regulations.html).

3.4.2.3 Audit Committee

The Board of Directors appoints an Audit Committee, consisting of at least two Board members. At least two members are non-executive and preferably independent members of the Board of Directors. The Chairman of the Audit Committee and at least one other member must be financially literate and have accounting expertise. The Chairman of the Audit Committee reports to the Board of Directors.

Members

| as of 31.12.2013 | | |
|--------------------------------|---|----------|
| Luc Bonnard | Vice Chairman, non-executive member of the Board of Directors | Chairman |
| Prof. Dr. Klaus W. Wellershoff | Non-executive member of the Board of Directors | Member |

The Audit Committee is responsible for the following duties in particular:

- Reviewing and approving the quarterly financial statements
- Approving the annual and half-year financial statements for submission to the Board of Directors
- Reviewing the performance and independence of the auditing body and approving its fees
- Reviewing and determining audit programs for Group Assurance, the Compliance departments, and IT Security
- Reviewing all audit reports and status reports issued by Group Assurance, the Compliance departments, and IT Security concerning the implementation of measures
- Issuing new guidelines, directions, clarifications, or other instructions in connection with the Code of Conduct

Information on further duties of the Audit Committee is provided in the Organizational Regulations of Schindler Holding Ltd. as well as in the Audit Committee Charter, which are available on the company's website at: www.schindler.com – About Schindler – Corporate Governance – Organizational Regulations (www.schindler.com/com/internet/en/about-schindler/corporate-governance/organizational-regulations.html).

The Audit Committee maintains contact with the external auditors. It is assisted by the Head of Group Assurance as well as by an Audit Expert Group, which possesses the requisite financial and technical expertise.

3.4.3 Frequency of meetings of the Board of Directors and its committees

The Board of Directors holds at least six regular full-day meetings per year, as well as ad hoc meetings as necessary. In the reporting year, the Board of Directors held five full-day meetings, one half-day meeting, one two-day meeting with the members of the Group Executive Committee, and two telephone conferences.

The Supervisory and Nomination Committee meets on a regular basis at the invitation of its Chairman. In the reporting year, 22 meetings and four strategy meetings were held. The Audit Committee holds at least four meetings and the Compensation Committee holds at least two meetings per year. In the reporting year, the Audit

Committee held two full-day meetings and one half-day meeting, as well as two telephone conferences. The Compensation Committee held three meetings and one telephone conference. The Audit Expert Group that assists the Audit Committee (see note 3.4.2.3) includes three external consultants. No other external consultants attended the meetings.

The agendas of the meetings are set by the respective Chairmen. Discussions and resolutions are recorded in the minutes of the meetings. The CEO and other members of the Group Executive Committee or other persons may be invited to attend the meetings of the Board of Directors or its committees by the respective Chairmen.

3.5 Definition of areas of responsibility

According to Swiss law, the Board of Directors is responsible for the ultimate direction and supervision of the Group. The non-transferable and inalienable responsibilities set out in the Swiss Code of Obligations, Article 716a, paragraph 1, are incumbent on the Board of Directors. In addition, the Board of Directors can resolve all matters that are not defined by Swiss law or the Articles of Association as being the responsibility of the General Meeting of Shareholders.

It is also incumbent on the Board of Directors to approve, or decide on, the following:

- The Group’s values, objectives, and strategy
- The conditions required to enable the company to conduct its business activities
- The Group’s plans, budget, and forecasts
- The election of the Chairmen and members of the Committees of the Board, as well as the CEO, the members of the Group Executive Committee, and the Group General Counsel
- The preparation of the Compensation Report

In all other matters, the Board of Directors has delegated the management of the Group to the CEO and the Group Executive Committee.

The Group Executive Committee performs the following duties in particular:

- Preparing strategic objectives for submission to the Board of Directors in close collaboration with the Supervisory and Nomination Committee
- Achieving the strategic and operational objectives approved by the Board of Directors
- Defining the Group’s budget, plans, and forecasts for submission to the Supervisory and Nomination Committee and the Board of Directors
- Implementing the Group’s values (including safety and quality as well as the Code of Conduct)
- Issuing guidelines that are binding on the Group

Information on further duties of the Board of Directors and the Group Executive Committee is provided in the Organizational Regulations of Schindler Holding Ltd., which are available on the company’s website at: www.schindler.com – About Schindler – Corporate Governance – Organizational Regulations (www.schindler.com/com/internet/en/about-schindler/corporate-governance/organizational-regulations.html).

3.6 Information and control instruments vis-à-vis the Group Executive Committee

The Board of Directors oversees the Group Executive Committee and supervises its work. The Schindler Group has at its disposal a comprehensive electronic management information system (MIS). The Board of Directors receives a written report each quarter. The Supervisory and Nomination Committee is informed in detail each month about financial and operational developments. In the presence of the responsible persons, the reports are discussed in detail at the meetings of the Board of Directors and/or the Supervisory and Nomination Committee.

Once annually, a joint two-day meeting of the Board of Directors and the Group Executive Committee takes place.

Schindler defines and evaluates the most important risks facing the Group in a four-phase process based on a detailed risk catalog. These risks are divided into the categories of product, market, and business risks; financial, operational, and organizational risks; as well as safety, health, and environment risks. In all risk categories, the legal aspects are also evaluated. The four phases of the process are as follows:

- Each Group company creates a risk matrix as part of its budget process
- The risks are combined within a Group matrix and evaluated in detail by an interdisciplinary Risk Committee comprising the responsible heads of the product groups and Group staff offices. Based on the evaluation, a detailed catalog of measures to address the most important risks is presented to the Group Executive Committee
- The Group Executive Committee evaluates the risk matrix and the proposed catalog of measures and proposes any additions
- The most important risks, along with possible measures to prevent and minimize potential harm arising from them, are presented to the Board of Directors for approval

Group Assurance, the auditing body, and the Compliance departments support the Board of Directors in exercising its supervisory and control functions.

4 Group Executive Committee

4.1 Members of the Group Executive Committee

| as of 31.12.2013 | Nationality | Function |
|----------------------------|----------------|-----------------------------------|
| Jürgen Tinggren (1958) | Sweden | CEO |
| Miguel A. Rodríguez (1953) | Spain | Deputy CEO, India and Middle East |
| Erich Ammann (1957) | Switzerland | CFO |
| David Clymo (1961) | United Kingdom | Corporate Human Resources |
| Didier Gaudoux (1958) | France | Europe South |
| Albert Haffert (1953) | Germany | Field Quality & Excellence |
| Silvio Napoli (1965) | Italy | Asia/Pacific |
| Thomas Oetterli (1969) | Switzerland | China |
| Oswald Schmid (1959) | Austria | Europe North |
| Jakob Züger (1952) | Switzerland | North, Central, and South America |



From left: Thomas Oetterli, Miguel A. Rodríguez, Erich Ammann, Oswald Schmid, Jürgen Tinggren, Silvio Napoli, Jakob Züger, Didier Gaudoux, David Clymo, Albert Haffert

Jürgen Tinggren, born 1958 (Swedish citizen)

CEO of the Schindler Group since 2011

Professional experience

- 2007–2011 President of the Schindler Group Executive Committee
- 1997–2007 Member of the Schindler Group Executive Committee
- 2005–2007: Deputy President of the Group Executive Committee with responsibility for Technology and Strategic Procurement
- 1999–2005: Responsible for Asia/Pacific
- 1997–1998: Responsible for Europe 1
- 1985–1997 Sika Group, where his final position was as a member of the Management Committee with responsibility for North America

Other activities

- Member of the Board of Directors of Schenker-Winkler Holding AG, Zug, Switzerland
- Member of the Board of Directors of Swiss American Chamber of Commerce, Zurich, Switzerland

Qualifications

Joint MBA from the Stockholm School of Economics, Sweden, and New York University Business School, USA

Miguel A. Rodríguez, born 1953 (Spanish citizen)

Member of the Schindler Group Executive Committee since 1998, Deputy CEO, India and Middle East

Professional experience

- Since 1998 Member of the Schindler Group Executive Committee
- Since 2013: Responsible for India and Middle East, and Top Range Division
- 2010–2013: Responsible for Global Business, India and Gulf
- 2001–2009: Responsible for all of Europe
- 1998–2000: Responsible for Europe South West
- 1991–1998 CEO of Schindler Spain and Portugal
- 1981–1991 General Manager of various Group companies of the Armstrong Group, Spain

Qualifications

Degree in industrial engineering from the Escuela Técnica Superior de Ingenieros Industriales (E.T.S.I.I.), University of Bilbao, Spain

Erich Ammann, born 1957 (Swiss citizen)

Member of the Schindler Group Executive Committee since 2001, CFO

Professional experience

- 1997–2001 Head Group Controlling, Schindler Group
- 1992–1997 CFO of Schindler USA
- 1988–1992 Area Controller, Schindler Group, responsible for North America
- 1985–1988 Treasurer of Intershop Holding, Zurich, Switzerland
- 1982–1985 Auditor at Schweizerische Treuhandgesellschaft (STG), Geneva, Switzerland

Qualifications

- Executive MBA from the Wharton School, University of Pennsylvania, USA
- Degree in economics and business administration, University of St. Gallen, Switzerland

David Clymo, born 1961 (British citizen)

Member of the Schindler Group Executive Committee since 2012, responsible for Corporate Human Resources (Human Resources, Management Training, Corporate Safety & Health, and Sustainability)

Professional experience

- 2010–2011 Head of Human Resources for Global Business and Corporate Functions Schindler Group
- 2007–2009 Head of Human Resources Europe Schindler Group
- 2004–2006 Managing Director of Schindler Singapore with additional responsibility for various Schindler companies in South East Asia
- 1997–2003 Various management positions at the Jardine Matheson Group, Asia
- 1992–1996 CFO of Jardine Schindler Hong Kong
- 1985–1991 Chartered Accountant at Price Waterhouse, London and Hong Kong

Qualifications

Degree in engineering from University College London, UK

Didier Gaudoux, born 1958 (French citizen)

Member of the Schindler Group Executive Committee since 2010, responsible for Europe South

Professional experience

- 2008–2009 Vice President Europe South and Chairman of the Works Council of Air Liquide, Paris, France
- 2005–2007 CEO of Gas and Services France, CEO Metrology Europe, Paris, France
- 2002–2004 CEO of Air Liquide Welding, Paris, France
- 2000–2001 Managing Director of GTMH-EI (electricity supply segment of Suez-GTM Group, France)
- 1995–1999 Various functions at Schindler France, final position as CEO
- 1982–1994 Various functions in the energy supply sector

Qualifications

- Degree in international finance, Dauphine University, Paris, France
- Master’s degree in management, University of Lille, France
- Degree in engineering, Ecole Centrale, Lille, France

Albert Haffert, born 1953 (German citizen)

Member of the Schindler Group Executive Committee since 2010, responsible for Field Quality & Excellence

Professional experience

- 2008–2010 CEO of Schindler Deutschland GmbH with additional responsibility for the Nordic and Baltic countries
- 2002–2008 CEO of Schindler Deutschland GmbH, Germany
- 1984–2002 Various functions at Schindler Deutschland, including as Head of the C. Haushahn Group, a dual-brand Schindler company in Germany; Field Operations Manager of the Schindler organization and Manager of the component plant in Berlin, Germany

Qualifications

Degree in business engineering from the Technische Universität Berlin, Germany

Silvio Napoli, born 1965 (Italian citizen)

Member of the Schindler Group Executive Committee since 2008, responsible for Asia/Pacific

Professional experience

- 2005–2008 Head of the Jardine Schindler Group
- 2003–2005 General Manager of Schindler Lifts (Hong Kong) Ltd., Hong Kong
- 2001–2003 Director of Corporate Development (M&A) of ALSO Holding AG, Switzerland
- 1994–2001 Various functions in the Schindler Group, including as Vice President South Asia, President and CEO of Schindler India, and Head of Corporate Planning
- 1991–1993 Various functions at The Dow Chemical Co., Germany

Qualifications

- MBA from Harvard Graduate School of Business Administration, USA
- Master's degree in materials science from the Swiss Federal Institute of Technology (EPFL), Lausanne, Switzerland

Thomas Oetterli, born 1969 (Swiss citizen)

Member of the Schindler Group Executive Committee since 2010, responsible for China

Professional experience

- Since 2010 Member of the Schindler Group Executive Committee
 - Since 2013: Responsible for China
 - 2010–2013: Responsible for Europe North
- 2007–2009 CEO of Schindler Aufzüge AG, Switzerland
- 2003–2006 CFO of Schindler Deutschland GmbH, Germany
- 2000–2002 COO and CFO of the C. Haushahn Group, Germany
- 1994–1999 Project Leader for the introduction of IFRS in the Schindler Group and Head of Corporate Consolidation and Reporting, Schindler Management AG, Switzerland

Qualifications

Degree in business administration from the University of Zurich, Switzerland

Oswald Schmid, born 1959 (Austrian citizen)

Member of the Schindler Group Executive Committee since 2013, responsible for Europe North

Professional experience

- 2010–2013 CEO of Schindler Deutschland GmbH, Germany
- 2007–2010 CEO of Schindler Aufzüge und Fahrtreppen GmbH, Austria, with additional responsibility for Eastern Europe, Italy, and Greece
- 2002–2007 Head of Global Purchasing & Strategic Sourcing at the Schindler Group
- 1995–2002 Various management positions in the area of Supply Chain and General Management at Continental AG, Germany
- 1994–1995 Head of Group Materials Management at Veitsch-Radex, Vienna, Austria
- 1990–1994 Head of Purchasing and Procurement at ContiTech, Hanover, Germany

Qualifications

Degree in mechanical engineering from the University of Applied Sciences of Vienna, Austria

Jakob Züger, born 1952 (Swiss citizen)

Member of the Schindler Group Executive Committee since 2006, responsible for North, Central, and South America

Professional experience

- 2003–2006 CEO of Schindler Aufzüge AG, Switzerland
- 1995–2003 Various functions at Schindler Aufzüge AG, Switzerland
- 1990–1995 CEO of Saurer Stickssysteme AG, Switzerland
- 1978–1990 Various functions at several tool and textile machinery manufacturers

Qualifications

Master's degree in mechanical engineering with additional studies in management science from the Swiss Federal Institute of Technology (ETH) Zurich, Switzerland

4.2 Management contracts

Schindler Holding Ltd. has not entered into any management contracts with third parties outside the Group.

5 Compensation, participations, and loans

This information is provided in the Compensation Report.

6 Shareholders' participation

6.1 Restrictions on voting rights and representation

Provided that the share is recorded in the share register as a share with voting rights, each share carries the right to one vote. Subject to the registration of shares, the Articles of Association do not impose any restrictions on the voting rights of shareholders (see note 2.6.1).

Shareholders' rights of participation in the General Meeting of Shareholders are defined by law and the Articles of Association. All shareholders can personally participate in and vote at the General Meeting of Shareholders, or be represented by a person with written power of attorney who is also a shareholder. They may also be represented by the independent proxy. Shareholders may grant a power of attorney or issue instructions to the independent proxy electronically.

6.2 Statutory quorums

6.2.1 Quorum

Article 19 of the Articles of Association stipulates that for the resolutions of the General Meeting of Shareholders specified below, the presence of shareholders representing at least half of the share capital recorded in the Commercial Register is required:

- Election and discharge of members of the Board of Directors
- Conversion of registered shares into bearer shares and vice versa, and, subject to the individual voting rights of the shareholders, conversion of shares into participation certificates
- Issuance of profit-sharing certificates, or conversion of participation certificates into profit-sharing certificates
- Exceptions from the restrictions on registration as full shareholders when the percentage limit is exceeded
- Resolutions for which there is a legal or statutory requirement for a qualified decision-making majority

6.2.2 Decision-making majority

Resolutions by the General Meeting of Shareholders are normally determined by the relative majority of the votes cast.

According to the Articles of Association, the following resolutions require the agreement of at least two-thirds of the voting rights represented at the meeting, and of the absolute majority of the nominal value of shares represented at the meeting:

- All resolutions according to Article 704 of the Swiss Code of Obligations
- Resolutions regarding changes to the company name, issuance of profit-sharing certificates, and any change in the share capital or participation capital

6.3 Convocation of the General Meeting of Shareholders

General Meetings of Shareholders are convened by the Board of Directors or, if necessary, by the auditing body or other bodies in accordance with Articles 699 and 700 of the Swiss Code of Obligations. Notification of General Meetings of Shareholders is given by non-registered letter to the address of registered shareholders recorded in the share register, and by publication once only in the Swiss Official Gazette of Commerce. Although not required by statute, it is also customary to publish notification in selected Swiss daily newspapers. The period of notification is 20 days.

6.4 Inclusion of items on the agenda

The Board of Directors prepares the agenda of the items to be discussed. According to Article 17 of the Articles of Association, shareholders who represent 5% of the share capital can request that an item be included on the agenda. The request, with details of the item to be discussed, must be submitted in writing by the deadline announced and published once only by the Board of Directors.

6.5 Entries in the share register

Only those shareholders with voting rights whose names were recorded in the company's register of shareholders on the respective closing date may attend the General Meeting of Shareholders and exercise their voting rights. The Board of Directors endeavors to set the closing date for registration as close as possible to the date of the General Meeting of Shareholders, i.e. generally 5 to 10 days before the respective General Meeting of Shareholders. There are no exceptions to this rule regarding the closing date. The closing date is published together with the invitation to the General Meeting of Shareholders in the Swiss Official Gazette of Commerce and in various newspapers.

7 Change of control and defensive measures

7.1 Duty to make an offer

According to Article 33 of the Articles of Association, the obligation to submit a public takeover bid pursuant to Articles 32 and 52 SESTA has been foregone (opting out).

7.2 Clauses on changes of control

There are no clauses (e.g. golden parachutes) in favor of members of the Board of Directors or the Group Executive Committee, or other members of management, in the event of a change of control.

The Deferred Share Plan allows for the early allocation of shares or participation certificates by the Board of Directors in the event of a change of control.

8 Auditing body

8.1 Duration of mandate and term of office of the auditor-in-charge

Ernst & Young AG has been the auditing body of Schindler Holding Ltd., as well as of the Group, since 1999.

The auditor-in-charge has held this function since 2010. As required by law, the auditor-in-charge is changed every seven years.

8.2 Audit and additional fees

The audit fees of Ernst & Young as auditors of the Group's consolidated financial statements, and as auditing body of both Schindler Holding Ltd. and the majority of Group companies in Switzerland and abroad, including the fees for additional services, were as follows:

| In CHF 1 000 | 2013 | 2012 |
|---|--------------|-------|
| Audit fees | | |
| audit of the consolidated financial statements, the financial statements of Schindler Holding Ltd., and the financial statements of the Group companies in Switzerland and abroad | 3 184 | 3 229 |
| Additional fees | | |
| Additional audit-related services | 92 | 77 |
| Tax advice | 812 | 1 007 |
| Transaction advice | 19 | 115 |
| Total additional fees | 923 | 1 199 |

8.3 Informational instruments relating to external audits

The Audit Committee evaluates the performance, fees, and independence of the auditors each year according to the following criteria:

- Quality of the Management Letter
- Global coverage and coordination of the audit instructions
- Benchmark analysis of the audit fees
- Independence as defined by relevant rules of the Swiss Audit Oversight Act (AOA)

The Audit Committee discusses and reviews the scope of the audits, and the resulting feedback. Based on this information, it determines changes and improvements as necessary.

Material non-audit-related services (e.g. tax services) that are provided by the auditors must be approved in advance by the Audit Committee.

Further information is available in the Organizational Regulations of Schindler Holding Ltd. as well as in the Audit Committee Charter, which are available on the company's website at: www.schindler.com – About Schindler – Corporate Governance – Organizational Regulations (www.schindler.com/com/internet/en/about-schindler/corporate-governance/organizational-regulations.html).

In the reporting year, the auditing body had regular contact with members of the Supervisory and Nomination Committee and the Chief Financial Officer.

In the reporting year, one meeting took place with the Audit Committee.

Group Assurance reported to the Audit Committee three times and to the Board of Directors once.

9 Information policy

The Schindler Group pursues an information policy which is based on truthfulness, timeliness, and continuity. Matters affecting the share price are published immediately in accordance with the ad hoc publicity rules of the SIX Swiss Exchange. The ad hoc announcements can be accessed at the same time as they are communicated to the SIX Swiss Exchange and for two years thereafter at: www.schindler.com – Media (www.schindler.com/com/internet/en/media.html).

It is also possible to receive potentially price-relevant information immediately at no cost directly from Schindler by e-mail. This service is offered at: www.schindler.com – Media – Subscription Services (www.schindler.com/com/internet/en/media/subscription-service.html).

Schindler provides information about the half-year results and annual results in the form of interim and annual reports in printed and electronic form. The selected key figures as at March 31 and September 30 are only made available in electronic form. Schindler also presents its annual financial statements each year at its annual results media conference and at the Annual General Meeting of Shareholders.

Key dates:

| | Closing | Publication |
|--|---------------------------|-------------------|
| Closing of the financial year | December 31 | |
| Annual results media and analysts conference | | Mid-February |
| Publication of the Annual Report | | Mid-February |
| Selected key figures | March 31 and September 30 | April and October |
| Interim Report | June 30 | August |
| General Meeting of Shareholders | | 2nd half of March |

The exact dates for the current year and the next year are available at: www.schindler.com – Investor Relations – Financial Calendar (www.schindler.com/com/internet/en/investor-relations/calendar.html).

General information about the Group, as well as its annual reports, press releases, and the current share price, are available at www.schindler.com.

Interested persons may also communicate with the Group directly through the following contacts:

Schindler Holding Ltd.
Seestrasse 55
6052 Hergiswil
Switzerland
Telephone +41 41 632 85 50
Fax +41 41 445 31 34

Schindler Management Ltd.
Zugerstrasse 13
6030 Ebikon
Switzerland
Telephone +41 41 445 32 32
Fax +41 41 445 31 34
email@schindler.com

www.schindler.com

Dr. Barbara Schmidhauser
Chief Communications Officer
Schindler Management AG
6030 Ebikon
Switzerland
Telephone +41 41 445 30 60
Fax +41 41 445 31 44
barbara.schmidhauser@ch.schindler.com

Barbara Zäch
Head Investor Relations
Schindler Management Ltd.
6030 Ebikon
Switzerland
Telephone +41 41 445 30 61
Fax +41 41 445 31 44
barbara.zaech@ch.schindler.com

The Annual Report of the Schindler Group for 2013 consists of the Group Review and the Financial Statements.

The original German version is binding. English and Chinese translations of the Group Review are available. The Financial Statements are published in German and English.

**Overall responsibility,
concept, and text**

Schindler Management Ltd.
Corporate Communications
Ebikon, Switzerland

Concept and graphic design

Interbrand Zurich, Switzerland

Production

Management Digital Data AG
Lenzburg, Switzerland

Printing

Multicolor Print AG
Baar, Switzerland

Photography

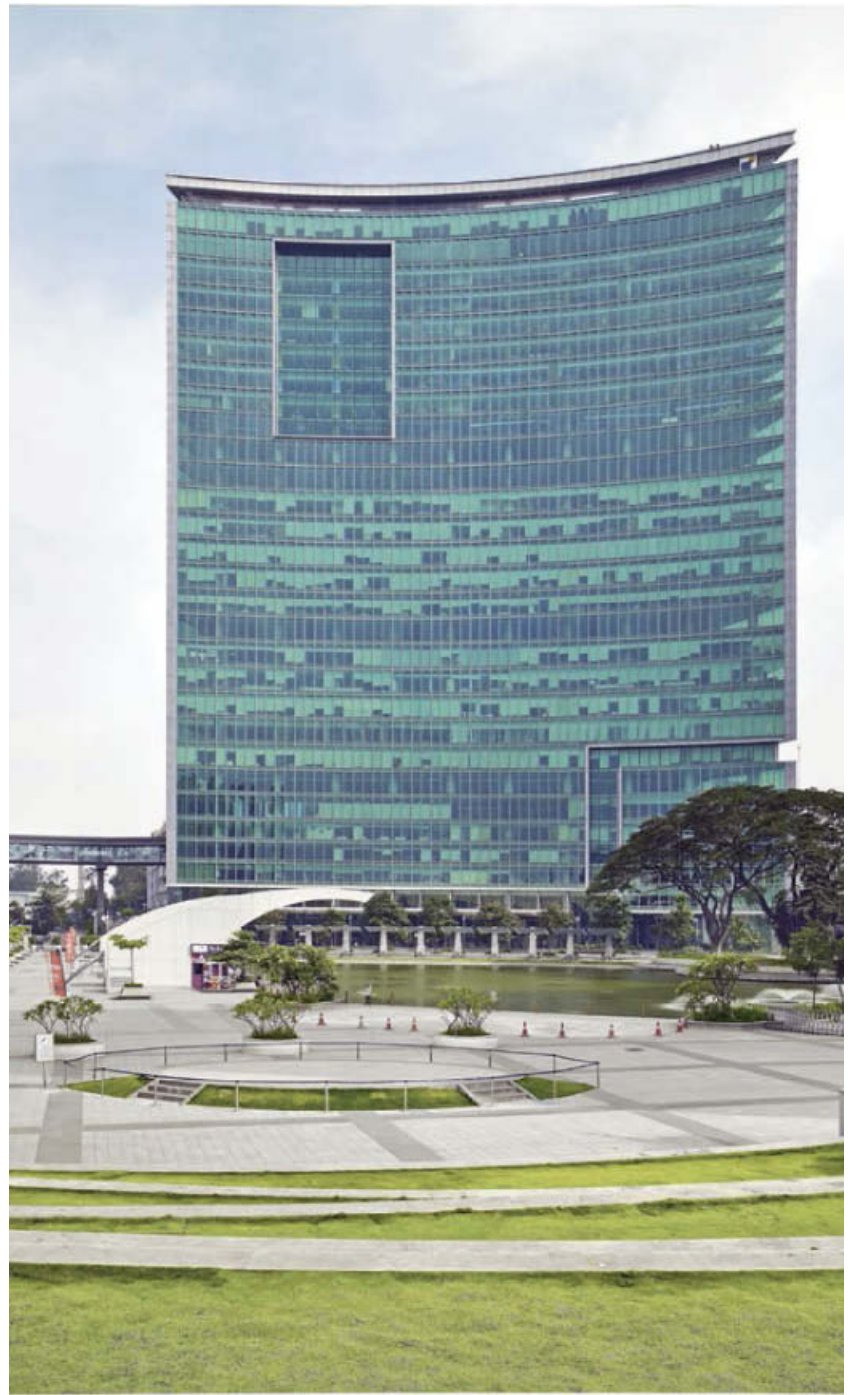
CAM+Partners,
Los Angeles, USA

Group Executive Committee

(page 119):

E. T. Studhalter,
Sulz, Switzerland





8.00 at Brigade Gateway
World Trade Center Bangalore, India