

Invitation to the 82nd Annual General Meeting of Shareholders
Monday, 15 March 2010, at 4:30 p.m. at the KKL Luzern (Kultur- und Kongresszentrum Luzern), Europaplatz 1, Lucerne

Agenda

- 1a) Approval of the 82nd annual report, the financial statements and the consolidated group financial statements 2009 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 2009
– 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 2009 profits as per balance sheet:

	(in CHF 1 000)
Profit of reporting year	490 687
Profit carried forward from the previous year	18 487
Available for appropriation by the General Meeting	<u>509 174</u>
Dividend CHF 2.00 gross per registered share and bearer participation certificate (previous year CHF 2.00 each)	240 772
Appropriation to free reserves	260 000
Balance carried forward to new account	8 402
Total	<u>509 174</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 2009.

4. Elections

- 4.1 Re-election of a member of the Board of Directors
– The Board of Directors proposes that the General Meeting re-elects Dr. Alexander Schaub, Brussels, for a term of office of 3 years.

- 4.2 Election of a new member of the Board of Directors
– The Board of Directors proposes that the General Meeting elects Prof. Dr. Peter Athanas, Baden, as new member of the Board of Directors for a term of office of 3 years until the Annual General Meeting 2013. Because of the so-called «cooling-off period» according to art. 11 para. 2 of the Federal Act on Admission and Supervision of Auditors, the assumption of office by Prof. Peter Athanas is delayed until 2 August 2010. Prof. Peter Athanas terminated his employment contract with Ernst & Young in July 2008 (see CV of Prof. Athanas on the internet site www.schindler.com).

- 4.3 Appointment of the Statutory Auditors for the financial year 2010
– The Board of Directors proposes that the General Meeting appoints ERNST & YOUNG AG, Basel, as Statutory Auditors for the financial year 2010.

5. Amendments to the Articles of Association
– The Board of Directors proposes to the General Meeting to replace the current wording of articles 11 and 12 of the Articles of Association with the following new wording:

Art. 11 Share certificates and participation certificates (current)

- 1 The shareholder has no right to request printing and delivery of share certificates qualifying as securities or one-way-certificates. However, he may, at any time, request issuance of a confirmation on the shares held by him.
- 2 The Corporation may, at any time, print share certificates qualifying as securities or one-way-certificates as well as issue certificates representing several shares. Share certificates shall be issued by applying original or facsimile signatures of two members of the Board of Directors with signatory power.
- 3 The Corporation may invalidate and destroy, without issuing any replacement, any share certificates qualifying as securities or one-way-certificates issued and delivered to it.
- 4 Participation certificates shall be issued by applying original or facsimile signatures of two members of the Board of Directors with signatory power. Certificates representing several participation certificates may be issued.

III Transfer of shares and transfer restrictions (current)

Art. 12 Transfer (current)

- 1 Shares not certified in securities are transferred by written assignment and notification to the Corporation.
- 2 If registered shares not certified in securities are administered by a bank on behalf of the shareholder, such shares and the uncertified rights attached thereto may only be transferred with the cooperation of such bank. They may only be pledged in favour of such bank whereby no notification to the Corporation is required.
- 3 Shares certified in securities are transferred by endorsement and delivery of the endorsed title or certificate to the acquirer.
- 4 Only a person registered in the share register as holder of registered shares is recognized as shareholder by the Corporation. The membership rights are governed by art. 13 A al. 1 and 20 al. 1 of these Articles of Association.

Art. 11 Shares and participation certificates (new)

- 1 **The Corporation may issue its registered shares and participation certificates in the form of securities (single certificates or global certificates) and / or uncertificated securities. Under the conditions set forth by statutory law, the Board of Directors may convert registered shares and participation certificates from one form into another form at any time and without the approval of the shareholders or holders of participation certificates, respectively.**
- 2 **Shareholders and holders of participation certificates have no right to demand delivery of title qualifying as securities or to demand a conversion of the form of the registered shares or participation certificates into another form. Shareholders may, however, at any time request a written confirmation from the Corporation of the registered shares held by them, as reflected in the share register.**
- 3 **Shareholders who comply with the conditions of art. 13 D of these Articles of Association, or E, respectively, or who are associated with such shareholders by way of a shareholders' agreement, have, with regard to their registered shares, the right to demand delivery of title qualifying as securities from the Corporation. Under the conditions set forth by statutory law and with respect to their registered shares, these shareholders have also the right to demand the conversion from one form into another. They shall bear the cost of any such conversion.**
- 4 **If registered shares or participation certificates are issued in the form of single certificates or global certificates, they shall bear the original or facsimile signatures of two members of the Board of Directors.**

III Disposition of shares and participation certificates; transfer restrictions (new)

Art. 12 Disposition of shares and participation certificates (new)

- 1 **Intermediated securities based on securities or uncertificated securities according to art. 11 al. 1 of these Articles of Association cannot be transferred by way of assignment. A security interest in any such intermediated securities also cannot be granted by way of assignment.**
- 2 **Registered shares in the form of securities which are not intermediated securities are transferred by endorsement and delivery of the endorsed title to the acquirer.**
- 3 **Participation certificates in the form of securities which are not intermediated securities are transferred by delivery of the title to the acquirer.**

The **annual report** for the year 2009, including the financial statements and the consolidated group financial statements, as well as the reports of the Statutory Auditors are available for inspection at the Corporation's domicile in 6052 Hergiswil, as of 18 February 2010. The above documents can be accessed on the internet site **www.schindler.com**.

The **invitation** to the General Meeting was sent to the registered **shareholders** on 18 February 2010 together with the agenda and the proposals of the Board of Directors as well as the admission card with the voting material, the press release of 18 February 2010 and the order form for the 2009 annual report.

Only those registered shareholders whose names are on record in the Corporation's register of shareholders with voting rights on 8 March 2010 (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 8 March 2010 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 Public Notary, Alter Postplatz 6, 6370 Stans, as the independent person 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, to him at the above address by 8 March 2010 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, to send them the annual report 2009, including the financial statements and the consolidated group financial statements, as well as the reports of the Statutory Auditors.

The resolutions of the General Meeting may be inspected from 16 until 31 March 2010 at the Corporation's domicile in 6052 Hergiswil.

6052 Hergiswil, 18 February 2010

Schindler Holding Ltd.

Chairman of the Board of Directors
A.N. Schindler

Vice-Chairman of the Board of Directors
L. Bonnard



Schindler