

# Information on the Annual General Meeting of Shareholders of Schindler Holding Ltd. of 22 March 2016

Dear Shareholders

The forthcoming Annual General Meeting of Shareholders («AGM») of 22 March 2016 will address the ordinary annual topics and in particular the election of Mr. Silvio Napoli as member of the Board of Directors, as well as two important amendments to the Articles of Association of Schindler Holding Ltd.

## **1. Election of Silvio Napoli as new member of the Board of Directors**

In the context of its succession planning, the Board of Directors proposes that the Annual General Meeting elects Mr. Silvio Napoli as new member of the Board. Silvio Napoli, born in 1965, is an Italian citizen. He has been working in the Schindler Group for 22 years and has wide experience with and extensive knowledge of the Asian markets, as well as an excellent track record.

After joining the Schindler Group in 1994, Silvio Napoli worked in various functions, specifically as Vice President South Asia, President and CEO of Schindler India, as well as Head of Corporate Planning. Between 2001 and 2003, he acted as Director of Corporate Development (M&A) of ALSO Holding AG. From 2003 until 2005, Silvio Napoli headed the Schindler Group Company in Hong Kong as General Manager and thereafter, until 2008, the Jardine Schindler Group. Between 2008 and 2013, he was member of the Group Executive Committee responsible for the Zone Asia-Pacific.

Since 2014, Silvio Napoli has been the CEO of the Schindler Group and in addition has been responsible for the Zone Americas (ad interim).

Silvio Napoli has a master's degree in materials science from the Swiss Federal Institute of Technology (EPFL), Lausanne and an MBA from Harvard Graduate School of Business Administration.

## **2. Amendment to the Articles of Association**

The Board of Directors proposes to the AGM two amendments to the Articles of Association.

First, the requirement stipulated in Article 15, that the Chairman of the Board of Directors must be a Swiss citizen, should be abolished. This amendment paves the way for Silvio Napoli to be elected as Chairman of the Board by the Annual General Meeting in 2017, although he is not a Swiss citizen.

Second, in Article 23 the maximum number of Board Members should be increased from 12 to 13. The reason for this amendment is the transition from the fourth to the fifth generation and the Board's intention to give capable family shareholders the possibility to gain experience in the highest governing and supervisory body without having to dispense with the knowledge of long-standing Board Members.



**Schindler**

From a procedural point of view, the Annual General Meeting does not bring any changes.

You may still register **in writing** or **electronically** for the Annual General Meeting. We kindly ask you to register by **14 March 2016**. The admission and voting card for the AGM will be sent to you as from 15 March 2016. Should we receive your registration later, but by noon on 18 March 2016, we will promptly send you the admission and voting card by post for the AGM. However, due to time constraints, we cannot guarantee that you receive the admission and voting card on time. For the electronic registration you need to use the Shareholder Application Nimbus ShApp®.

If you cannot attend the Annual General Meeting you may appoint **beforehand** the Independent Proxy, Dr. iur. et lic. rer. pol. Adrian von Segesser, either electronically or in writing. For the **electronic** proxy and instructions to the Independent Proxy you may again use the Shareholder Application Nimbus ShApp®. The company Nimbus is acting as auxiliary person on behalf of the Independent Proxy.

**Your personal access data** for your electronic registration or for providing electronic proxy and instructions to the Independent Proxy are set out in section 1 of the enclosed registration form.

Kindly note that any authorizations and instructions sent to the Independent Proxy by **e-mail** are **not valid** and therefore cannot be accepted.

In case you wish to give your proxy and instructions to the **Independent Proxy in writing**, kindly use the back side of the registration form. Legal entities have to ensure that the signature on the form for proxy and instructions is **legally valid**, i.e. if required, signed jointly by two signatories.

In case you wish to authorize a **third person**, you need to register first for the AGM. The admission and voting card will be sent to you. For a valid proxy you will have to complete the proxy on the admission card and hand it directly to your proxy together with the voting card.

Kindly note that it is not permitted to give proxy to several persons or to bring guests to the AGM.

In case you wish to receive the AGM documents in future in **German** language, instead of English language, please tick the appropriate box at the end of the enclosed registration form.

In case of questions regarding the registration process or the giving of proxy and instructions, please send an e-mail to [corporate.communications@schindler.com](mailto:corporate.communications@schindler.com) or call +41 41 445 30 60.

Hergiswil, 23 February 2016

Kind regards  
Schindler Holding Ltd.