

Schindler Holding Ltd.

Invitation to the 89th Annual General Meeting of Shareholders

Date: Thursday, 16 March 2017, 14.30 hrs. (Doors open at 13.30 hrs.)

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

Agenda

1 Annual Report 2016

The Board of Directors proposes that the General Meeting approves the management report, the financial statements and the consolidated group financial statements 2016, 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 2016 balance sheet profit:

	(in CHF 1000)
Net profit of the reporting year 2016	519'083
Profit carried forward from the previous year	39'006
Available for the appropriation by the General Meeting	<u>558'089</u>
Ordinary dividend of CHF 3.00 gross per registered share and bearer participation certificate (previous year CHF 2.70 each)	323'382
Extraordinary dividend linked to the sale of ALSO of CHF 2.00 gross per registered share and bearer participation certificate	215'589
Balance carried forward to new account	19'118
Total	<u>558'089</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 2016.

4 Compensation

4.1 Fixed compensation of the Board of Directors for the financial year 2017

The Board of Directors proposes to the General Meeting to approve an aggregate amount of CHF 5'900'000 as fixed compensation of the members of the Board of Directors for the financial year 2017.

4.2 Fixed compensation of the Group Executive Committee for the financial year 2017

The Board of Directors proposes to the General Meeting to approve an aggregate amount of CHF 11'700'000 as fixed compensation of the members of the Group Executive Committee for the financial year 2017.



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4.3 Variable 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 7'953'000 as variable compensation of the members of the Board of Directors for the financial year 2016.

4.4 Variable 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 11'029'000 as variable compensation of the members of the Group Executive Committee for the financial year 2016.

For additional information concerning the agenda topics 4.1 to 4.4, reference is made to the Compensation Report, pages 79 et seq. of the Annual Report.

5 Elections

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

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

5.2 Election of Tobias Staehelin as new member of the Board of Directors

Based on its succession planning, the Board of Directors proposes that the General Meeting elects Mr. Tobias Staehelin as new member of the Board of Directors.

Tobias Staehelin, born in 1978, studied law and international management at the University of St. Gallen (Master of Arts HSG 2004 and CEMS Master in International Management 2005) and completed post-graduate studies (LL.M.) at the Northwestern University in the USA and Instituto de Empresa in Spain (Master of Laws with honors 2008). In 2007, he was admitted to the Bar in Geneva and practiced as an attorney-at-law in a law firm in Geneva. Since 2009, Mr Staehelin has worked in the Schindler Group, first as Project Sales Manager Top Range in China, then as General Manager in Macau and since 2015 as Regional Director South West in Germany. In 2016, Mr. Staehelin was elected to the Board of Directors of Schindler Elevators Ltd., Ebikon. Tobias Staehelin is a member of the 5th generation of the Schindler-Bonnard family.

5.3 Re-election as member of the Board of Directors and election 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 elects them as member of the Compensation Committee:

5.3.1 Prof. Dr. Pius Baschera

5.3.2 Patrice Bula

5.3.3 Dr. Rudolf W. Fischer

5.4 Re-election of members of the Board of Directors

The Board of Directors proposes that the General Meeting re-elects the following six persons individually as member of the Board of Directors:

5.4.1 Prof. Dr. Monika Bütler

5.4.2 Carole Vischer

5.4.3 Luc Bonnard

5.4.4 Prof. Dr. Karl Hofstetter

5.4.5 Anthony Nightingale

5.4.6 Alfred N. Schindler

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, 6004 Lucerne, as Independent Proxy.

5.6 Re-election of the Statutory Auditors for the financial year 2017

The Board of Directors proposes that the General Meeting re-elects Ernst & Young Ltd., Basel, as Statutory Auditors for the financial year 2017.

Documents

Invitation

The invitation to the General Meeting including the agenda and the proposals of the Board of Directors is sent to the registered shareholders on 21 February 2017 together with the **registration form**.

Admission and voting cards

As from 9 March 2017, the admission and voting cards will be sent to the shareholders who have registered for the General Meeting.

Annual Report 2016

As of 22 February 2017, the Annual Report 2016 is available for review at the Corporation's domicile in 6052 Hergiswil, and can be accessed on the website **www.schindler.com**.

Representation

With regard to representation at the General Meeting of 16 March 2017 the following applies:

- The General Meeting of 22 March 2016 elected **Dr. iur. et lic. rer. pol. Adrian von Segesser**, attorney-at-law and notary public, 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.
- Shareholders who wish to **designate a third person** as representative have to return the registration form by 13 March 2017. 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 **10 March 2017** (record date) are entitled to attend the General Meeting and exercise their voting rights.

Resolutions

The resolutions of the General Meeting may be inspected from 17 March 2017 to 6 April 2017 at the Corporation's domicile in Hergiswil and may then also be accessed on the website www.schindler.com.

6052 Hergiswil, 21 February 2017

Schindler Holding Ltd.

Chairman of the Board of Directors
Alfred N. Schindler

Vice-Chairman of the Board of Directors
Luc Bonnard