

Schindler Holding Ltd.

Invitation to the 90th Annual General Meeting of Shareholders

Date: Tuesday, March 20, 2018, 14.30 hrs. (Doors open at 13.30 hrs.)

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

Agenda

1 Annual Report 2017

The Board of Directors proposes that the General Meeting approves the management report, the financial statements and the consolidated group financial statements 2017, 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 2017 balance sheet profit:

| | |
|--|----------------|
| | (in CHF 1,000) |
| Net profit of the reporting year 2017 | 575,118 |
| Profit carried forward from the previous year | 23,052 |
| Available for the appropriation by the General Meeting | <u>598,170</u> |
| | |
| Ordinary dividend of CHF 4.00 gross per registered share and bearer participation certificate (previous year CHF 3.00 each) | 431,177 |
| Allocation to free reserves | 120,000 |
| Balance carried forward to new account | 46,993 |
| Total | <u>598,170</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 2017.

4 Compensation

4.1 Fixed compensation of the Board of Directors for the financial year 2018

The Board of Directors proposes that the General Meeting approves an aggregate amount of CHF 8,700,000 as fixed compensation of the members of the Board of Directors for the financial year 2018.

4.2 Fixed compensation of the Group Executive Committee for the financial year 2018

The Board of Directors proposes that the General Meeting approves an aggregate amount of CHF 10,100,000 as fixed compensation of the members of the Group Executive Committee for the financial year 2018.

4.3 Variable compensation of the Board of Directors for the financial year 2017

The Board of Directors proposes that the General Meeting approves an aggregate amount of CHF 5,526,000 as variable compensation of the members of the Board of Directors for the financial year 2017.



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4.4 Variable compensation of the Group Executive Committee for the financial year 2017

The Board of Directors proposes that the General Meeting approves an aggregate amount of CHF 13,224,000 as variable compensation of the members of the Group Executive Committee for the financial year 2017.

For additional information concerning the agenda topics 4.1 to 4.4, reference is made to the Compensation Report, pages 79ff. 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 Michael Nilles as new member of the Board of Directors

As already announced in a press release on January 26, 2017, the Board of Directors proposes that the General Meeting elects Mr. Michael Nilles as new member of the Board of Directors.

Michael Nilles, born in 1973, is a German citizen. Since 2016, he has been the Chief Digital Officer of the Schindler Group and member of the Group Executive Committee.

After graduating with a degree in business administration and computer science from the University of Cologne, Michael Nilles began his career in 1996 as a software engineer and consultant with SAP China. Subsequently, he held various international functions in the field of digital transformation for industrial corporations, among others as CIO Americas of Bosch Rexroth Corp., Chicago, USA and Group CIO of Bosch Rexroth Ltd., Lohr am Main, Germany.

In 2009, Michael Nilles became CIO of the Schindler Group and CEO of Schindler Digital Business Ltd. He is a member of the Supervisory Board of Lufthansa Technik Ltd., Hamburg, Germany.

5.3 Election of Erich Ammann as new member of the Board of Directors

As announced in the press release of February 16, 2018, the Board of Directors proposes that the General Meeting elects Mr. Erich Ammann as new member of the Board of Directors.

Erich Ammann, born in 1957, Swiss, has been CFO of the Schindler Group and member of the Group Executive Committee since 2001 as well as Deputy CEO since 2017.

After graduating with a degree in economics and business administration from the University of Applied Sciences St. Gallen, Erich Ammann started his career in 1982 as auditor with Swiss Trust Company (STC) in Geneva. From 1985 to 1988 he was Treasurer of Intershop Holding Ltd., Zürich. In 1994, he obtained an executive MBA from The Wharton School, University of Pennsylvania, USA.

Since joining the Schindler Group in 1988, Erich Ammann has worked in various international functions in Finance, specifically as Area Controller North America, CFO Schindler USA and Head of Corporate Controlling.

Erich Ammann has been chairman of the Board of Directors of Schindler Elevator Ltd., Ebikon, since 2006 and member of the Board of Directors of Swiss Federal Railways (SBB) since 2016.

5.4 Re-election as member of the Board of Directors

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

5.4.1 Alfred N. Schindler, Chairman emeritus

5.4.2 Prof. Dr. Pius Baschera

5.4.3 Luc Bonnard

5.4.4 Prof. Dr. Monika Bütler

5.4.5 Patrice Bula

5.4.6 Dr. Rudolf W. Fischer

5.4.7 Anthony Nightingale

5.4.8 Tobias B. Staehelin

5.4.9 Carole Vischer

5.5 Re-election of members of the Compensation Committee

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

5.5.1 Prof. Dr. Pius Baschera

5.5.2 Patrice Bula

5.5.3 Dr. Rudolf W. Fischer

5.6 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.

5.7 Re-election of the Statutory Auditors for the financial year 2018

The Board of Directors proposes that the General Meeting re-elects Ernst & Young Ltd., Basel, as Statutory Auditors for the financial year 2018.

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 February 21, 2018 together with the **registration form**.

Admission and voting cards

As of March 9, 2018, the admission and voting cards will be sent to the shareholders who have registered for the General Meeting.

Annual Report 2017

As of February 23, 2018, the Annual Report 2017 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 March 20, 2018 the following applies:

- The General Meeting of March 16, 2017 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 March 15, 2018. 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 **March 14, 2018** (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 March 21 to April 13, 2018 at the Corporation's domicile in Hergiswil and may then also be accessed on the website **www.schindler.com**.

6052 Hergiswil, February 21, 2018

Schindler Holding Ltd.

Chairman of the Board of Directors
Silvio Napoli

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