

Schindler Holding Ltd.

Invitation to the 91st Annual General Meeting of Shareholders

Date: Tuesday, March 26, 2019, 14.30 hrs. (Doors open at 13.30 hrs.)

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

Agenda

1 Annual Report 2018

The Board of Directors proposes that the General Meeting approves the management report, the financial statements and the consolidated group financial statements 2018, 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 2018 balance sheet profit:

	(in CHF 1 000)
Net profit of the reporting year 2018	502 266
Profit carried forward from the previous year	49 709
Available for the appropriation by the General Meeting	<u>551 975</u>
Ordinary dividend of CHF 4.00 gross per registered share and per bearer participation certificate (previous year CHF 4.00 each)	431 177
Balance carried forward to new account	120 798
Total	<u>551 975</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 2018.

4 Compensation

4.1 Fixed compensation of the Board of Directors for the financial year 2019

The Board of Directors proposes that the General Meeting approves an aggregate amount of CHF 7 600 000 as fixed compensation of the members of the Board of Directors for the financial year 2019.

The reduction compared to the previous year (amount approved in 2018: CHF 8 700 000) is due to continuing contractual payments made to departing members of the Board in 2018. These payments will cease in 2019.

4.2 Fixed compensation of the Group Executive Committee for the financial year 2019

The Board of Directors proposes that the General Meeting approves an aggregate amount of CHF 10 500 000 as fixed compensation of the members of the Group Executive Committee for the financial year 2019.



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The increase compared to the previous year (amount approved in 2018: CHF 10 100 000) is due to salary increases given to certain members of the Group Executive Committee, following the compensation benchmarking exercise carried out in 2018.

4.3 Variable 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 5 988 000 as variable compensation of the members of the Board of Directors for the financial year 2018.

The change compared to the previous year (amount approved in 2018: CHF 5 526 000) is based on the increase in the number of members of the Supervisory and Strategy Committee from two to three and the inclusion of contractual payments to departing members of the Board of Directors, partly offset by the lower average level of bonus payouts to the members of the Supervisory and Strategy Committee.

4.4 Variable 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 10 572 000 as variable compensation of the members of the Group Executive Committee for the financial year 2018.

The reduction compared to the previous year (amount approved in 2018: CHF 13 224 000) is due to the reduced number of Group Executive Committee members (twelve members in 2018 compared to fifteen in 2017).

The aggregate amount of variable compensation to be approved for the Group Executive Committee includes an amount of CHF 4 753 000, representing the value of the Performance Share Units granted in 2018, assuming that the Group's targets set for 2020 are achieved (i.e. assuming a 100% onversion rate). This is based upon the most recent interim performance assessment. In 2021, when the Performance Share Units will be converted into shares, the final conversion rate will vary between 0% and 300% depending on (i) the company's performance in relation to the defined targets, as well as (ii) the share price development over the three-year period. The maximum payout in shares is capped at CHF 12 675 000.

For additional information concerning the agenda topics 4.1 to 4.4, reference is made to the Compensation Report, pages 84ff. 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 Re-election as member of the Board of Directors

The Board of Directors proposes that the General Meeting re-elects the following ten individuals as member of the Board of Directors:

5.2.1 Alfred N. Schindler, Chairman Emeritus

5.2.2 Prof. Dr. Pius Baschera, Vice-Chairman

5.2.3 Erich Ammann

5.2.4 Luc Bonnard

5.2.5 Patrice Bula

5.2.6 Prof. Dr. Monika Bütler

5.2.7 Dr. Rudolf W. Fischer

5.2.8 Anthony Nightingale

5.2.9 Tobias B. Staehelin

5.2.10 Carole Vischer

5.3 Re-election as member of the Compensation Committee

The Board of Directors proposes that the General Meeting re-elects the following three individuals 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 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.

5.5 Re-election of the Statutory Auditors for the financial year 2019

The Board of Directors proposes that the General Meeting re-elects Ernst & Young Ltd., Basel, as Statutory Auditors for the financial year 2019.

Documents

Invitation

The invitation to the General Meeting including the agenda and the proposals of the Board of Directors was sent to the registered shareholders on February 20, 2019 together with the **registration form**.

Admission and voting cards

As of March 8, 2019, the admission and voting cards will be sent to the shareholders who have registered for the General Meeting.

Annual Report 2018

As of February 22, 2019, the Annual Report 2018 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 26, 2019 the following applies:

- The General Meeting of March 20, 2018 elected Dr. iur. et lic. rer. pol. **Adrian von Segesser**, attorney-at-law and notary public, Kapellplatz 1, 6004 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.
- Shareholders who wish to **designate a third person** as representative have to return the registration form by March 21, 2019. The admission and voting card will be sent to them. To validly authorize a third person, the proxy on the admission and voting card has to be completed, signed and handed to the representative.

Voting rights of Shareholders

Only those registered shareholders whose names are on record in the Schindler Share Register with voting rights on **March 20, 2019** (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 27 to April 12, 2019 at the Corporation's domicile in Hergiswil and may then also be accessed on the website www.schindler.com.

6052 Hergiswil, February 20, 2019

Schindler Holding Ltd.

Silvio Napoli
Chairman of the Board of Directors

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