

dorma + kaba Holding AG

# Invitation to Annual General Meeting

Admission 2.15 pm

Beginning 3.00 pm

Mövenpick Hotel

Zürich Regensdorf

18 October 2016

## AGENDA AND MOTIONS

### 1. Reporting on the Financial Year 2015/2016

#### 1.1 Approval of the Financial Statements and the Corporate Governance Report for the Financial Year 2015/2016, as well as acknowledgement of the reports of the statutory auditors

The Board of Directors proposes that the Financial Statements (including Group- and Holding financial statements) and the Corporate Governance Report for the financial year 2015/2016 be approved.

#### 1.2 Advisory Vote on the Compensation Report 2015/2016

The Board of Directors proposes that the Compensation Report 2015/2016 be ratified in a non-binding advisory vote.

### 2. Appropriation of Retained Earnings of dorma+kaba Holding AG

The Board of Directors proposes that the retained earnings at the Annual General Meeting's disposal, i.e.

	CHF million
Unappropriated retained earnings at the beginning of the period	288.7
Net loss for the period	-0.5
	<hr/> 288.2
Allocation from reserve from capital contribution	50.3
Total at the Annual General Meeting's disposal	<hr/> 338.5 <hr/>

be appropriated as follows:

	CHF million
Distribution from reserve from capital contribution	50.3*
To be carried forward	288.2
Total at the Annual General Meeting's disposal	<hr/> 338.5 <hr/>

The Board of Directors proposes to the Annual General Meeting, instead of a dividend distribution out of retained earnings, a distribution out of reserve from capital contribution of CHF 12.00 per share. As last year the distribution may be effected out of reserve from capital contribution free of the Swiss withholding tax of 35%. Shares of dorma+kaba Holding AG purchased until 19 October 2016 will entitle to distribution. Beginning on 20 October 2016, the shares will be traded ex-dividend. Subject to the approval of the proposal by the Annual General Meeting, the distribution will be settled as from 24 October 2016.

\* Calculated based on the number of outstanding shares as at 30 June 2016. The total amount of the distribution depends on the number of shares entitled to dividend as at 19 October 2016. Treasury shares are not entitled to dividend payout.

### **3. Discharge of the Board of Directors and of the Management**

The Board of Directors proposes that discharge be granted to the members of the Board of Directors and of the Management for their acts in the financial year just ended.

### **4. Elections to the Board of Directors**

The Board of Directors proposes to elect the following current members of the Board of Directors for a further term of one year each (by way of separate election):

- 4.1 Re-election of Ulrich Graf** as a member and as the chairman in the same vote
- 4.2 Re-election of Rolf Dörig** as a member
- 4.3 Re-election of Stephanie Brecht-Bergen** as a member
- 4.4 Re-election of Elton SK Chiu** as a member
- 4.5 Re-election of Daniel Daeniker** as a member
- 4.6 Re-election of Karina Dubs-Kuenzle** as a member
- 4.7 Re-election of Hans Gummert** as a member
- 4.8 Re-election of John Heppner** as a member
- 4.9 Re-election of Hans Hess** as a member
- 4.10 Re-election of Christine Mankel-Madaus** as a member

## **5. Elections to the Compensation Committee**

The Board of Directors proposes to elect the following members of the Compensation Committee for a term of one year each (by way of separate election):

### **5.1 Re-election of Rolf Dörig as a member**

### **5.2 Re-election of Hans Gummert as a member**

### **5.3 Re-election of Hans Hess as a member**

The Board of Directors intends to appoint Rolf Dörig (in case of his re-election) as Chairman of the Compensation Committee.

## **6. Appointment of PricewaterhouseCoopers AG as Statutory Auditors**

The Board of Directors proposes the re-election of PricewaterhouseCoopers AG, Zurich, as statutory auditors for a further term of one year.

## **7. Appointment of Andreas Keller as Independent Proxy**

The Board of Directors proposes the election of Andreas Keller, Zurich, as independent proxy for a further term of one year.

## **8. Approval of the Compensation of the Board of Directors and the Executive Committee**

### **8.1 Approval of the Compensation of the Board of Directors**

The Board of Directors proposes to approve a maximum total compensation for the members of the Board of Directors in the amount of CHF 2.75 million from the time period starting at the Annual General Meeting 2016 until the Annual General Meeting 2017.

### **8.2 Approval of the Compensation of the Executive Committee**

The Board of Directors proposes to approve a maximum total fixed compensation for the members of the Executive Committee in the amount of CHF 5.73 million and a variable compensation for the members of the Executive Committee in the amount of CHF 12.50 million, in total CHF 18.23 million for the business year 2017/2018.

**9. Change of Name into dormakaba Holding AG**  
 (Amendment of § 1 of the Articles of Incorporation)

The Board of Directors proposes to change the name of the company and accordingly, to amend § 1 of the Articles of Incorporation as follows:

<b>Current wording of the Articles of Incorporation</b>	<b><i>Proposed Wording of the Articles of Incorporation</i></b>
<p><b>§ 1 – Name, Office of Record, Duration</b>            A joint stock company named</p> <p><b>dorma+kaba Holding AG</b>  <b>(dorma+kaba Holding SA)</b>  <b>(dorma+kaba Holding Ltd)</b></p> <p>of unlimited duration is in existence, with its office of record in Rümlang.</p>	<p><b><i>§ 1 – Name, Office of Record, Duration</i></b>  <i>A joint stock company named</i></p> <p><b><i>dormakaba Holding AG</i></b>  <b><i>(dormakaba Holding SA)</i></b>  <b><i>(dormakaba Holding Ltd)</i></b></p> <p><i>of unlimited duration is in existence, with its office of record in Rümlang.</i></p>

and to replace the part "dorma+kaba" of the company's name in § 23 para. 3 and § 24 para. 5 lit. a) of the Articles of Incorporation by "dormakaba".

## ORGANIZATIONAL

### Documentation

The Annual Report for 2015/2016 consisting of

- Financial Statements 2015/2016 (including Group- and Holding financial statements)
- Corporate Governance Report 2015/2016
- Compensation Report 2015/2016

as well as the original reports of the statutory auditors are available for review by shareholders at the company's headquarters at Hofwisenstrasse 24, in 8153 Rümlang, Switzerland, as of 14 September 2016.

The Executive Report comprises the relevant information on the business year 2015/2016. The Annual Report may be ordered. The information is also published online at [www.dormakaba.com](http://www.dormakaba.com).

### Admission Cards

Shareholders entered in the share register with voting rights until 10 October 2016 will receive the invitation to the Annual General Meeting including the proposals of the Board of Directors by mail. Upon return of the reply form, the shareholders will be sent the admission card and voting slips. **No entries will be made in the share register from 11 to 18 October 2016.** Owners of registered shares who sell their shares prior to the Annual General Meeting will no longer be eligible to vote. Shareholders who sell or buy portions of their shares are kindly requested to have their admission card replaced at the information desk on the day of the Annual General Meeting.

### Representation/Proxy

Shareholders who cannot personally attend the Annual General Meeting may be represented as follows:

- by another **shareholder** who is entered in the share register: Please order your admission card, complete the proxy form on the reverse side of the admission card and submit it to the proxy holder together with the voting slips,

or

- by the **independent proxy**, Andreas Keller, attorney-at-law, P.O. Box 2924, 8021 Zurich, Switzerland: the enclosed reply form constitutes a power of attorney (there is no need to order an admission card). To the extent that no specific instructions are provided in the reply form, signature of the reply form grants general authorization to the independent proxy to vote in favour of the proposals submitted by the Board of Directors.

## Electronic Proxies and Instructions to the Independent Proxy

dorma+kaba Holding AG offers its shareholders the opportunity to register online and to order their admission card or to grant power of attorney and issue voting instructions to the independent proxy electronically until the close of the online voting period on 14 October 2016 at 3 pm. Information to access the online voting platform are included on the reply form. Should you have any questions, please find contact information for support on the homepage of the platform. Shareholders who granted power of attorney and voting instructions electronically are not permitted to cast their votes at the Annual General Meeting in person, but can attend the Annual General Meeting as guests.

## Proxy Limitations

We wish to draw the attention of our shareholders to § 10 of the Articles of Incorporation according to which a shareholder may only be represented by another shareholder or by the independent proxy.

The Annual General Meeting will be conducted in German, an English translation will be available.

Rümlang, 13 September 2016

dorma+kaba Holding AG



Ulrich Graf  
Chairman

