

# SGS SA

Ticker:SGSN

Annual General Meeting: March 21, 2017, Théâtre du Léman (Grand Hotel Kempinski), Quai du Mont-Blanc 19, Geneva

## Overview

All items on the agenda have been proposed by the Board of Directors

## SWIPRA RECOMMENDATIONS

- |         |                                                                        |      |
|---------|------------------------------------------------------------------------|------|
| 1.      | Annual Report 2016                                                     |      |
| 1.1.    | Accounts of SGS SA and of the SGS Group                                | FOR  |
| 1.2.    | Advisory Vote on the 2016 Remuneration Report                          | FOR* |
| 2.      | Release of the members of the Board of Directors and of the Management | FOR  |
| 3.      | Appropriation of Profits                                               | FOR* |
| 4.      | Elections                                                              | *    |
| 4.1     | Election to the Board of Directors                                     |      |
| 4.1.1.  | Re-election of Paul Desmarais, jr.                                     | FOR  |
| 4.1.2.  | Re-election of August von Finck                                        | FOR  |
| 4.1.3.  | Re-election of August François von Finck                               | FOR  |
| 4.1.4.  | Re-election of Ian Gallienne                                           | FOR  |
| 4.1.5.  | Re-election of Cornelius Grupp                                         | FOR  |
| 4.1.6.  | Re-election of Peter Kalantzis                                         | FOR  |
| 4.1.7.  | Re-election of Christopher Kirk                                        | FOR* |
| 4.1.8.  | Re-election of Gérard Lamarche                                         | FOR  |
| 4.1.9.  | Re-election of Sergio Marchionne                                       | FOR  |
| 4.1.10. | Re-election of Shelby R. du Pasquier                                   | FOR  |
| 4.2.    | Election of the Chairman of the Board of Directors                     |      |



4.2.1	Re-election of Sergio Marchionne	FOR
4.3.	Election to the Remuneration Committee	
4.3.1.	Re-election of August von Finck	FOR*
4.3.2.	Re-election of Ian Gallienne	FOR*
4.3.3.	Re-election of Shelby R. du Pasquier	FOR
4.4.	Election of the statutory auditors	FOR
4.5.	Election of the Independent Proxy	FOR
5.	Remuneration Matters	
5.1.	Remuneration of the Board of Directors until the 2018 Annual General Meeting	FOR
5.2.	Fixed Remuneration of Senior Management for the fiscal year 2018	FOR*
5.3.	Annual Variable Remuneration of Senior Management for the fiscal year 2016	FOR*
6.	Reduction of Share Capital	FOR
7.	Authorized Share Capital	FOR

\* SWIPRA was looking for further information from the company to clarify this item. SWIPRA considers the insights of this discussion and/or additional information provided by the company, as transparently provided in the research report, to take a final FOR or AGAINST recommendation on each item.



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*SWIPRA provides voting recommendations on the basis of its Policy Considerations, publicly available information of the Company such as the Company's annual report, including the financial statements, its compensation report, the invitation to the shareholder meeting including any additional information thereto as provided by the Company as well as any other information as available on the Company's webpage or otherwise, as deemed relevant by SWIPRA and, as the case may be, certain aspects as discussed with the respective Company.*

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