



# Clariant AG

Ticker: CLN

Market Capitalization (YoY): CHF 5.4bn. (48.2%)    Earnings per Share (diluted, YoY): CHF -0.06 (-108.7%)  
Total Shareholder Return 1y (Peers): 31.5% (5.6%)    Total Shareholder Return 3y (Peers): 13.6 % (40.4%)  
Operating Income Margin (YoY): 7.7%% (13.2%)    Operating Cash flow (YoY): CHF 301m. (-35.7%)

The financial indicators are as of December 31st, 2013 and changes are relative to December 31st, 2012. Market Capitalization, Earnings per Share, Operating Income Margin and Operating Cash flow are as reported in the 2013 annual report of Clariant. Total Shareholder Return is based on own calculations.

Annual General Meeting:    March 24, 2014, Congress Center Basel, Basel

## Overview

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

## SWIPRA RECOMMENDATIONS

1.      Annual Report, Financial Statements, and Consolidated Financial Statements of Clariant Ltd for the 2013 fiscal year
- 1.1.    Approval of the Annual Report, Financial Statements, and Consolidated Financial Statements of Clariant Ltd for the 2013 fiscal year    FOR
- 1.2.    Advisory vote on the 2013 Compensation Report    FOR\*
2.      Discharge of the members of the Board of Directors and the Executive Committee    FOR
3.      Appropriation of the accumulated profit of Clariant Ltd and distribution of reserves from capital contributions
- 3.1.    Appropriation of 2013 accumulated profit    FOR



3.2.	Distribution of reserves from capital contributions	FOR
4.	Elections	
4.1.	Election to the Board of Directors	
4.1.1.	Günter von Au	FOR
4.1.2.	Peter Chen	FOR
4.1.3.	Peter R. Isler	FOR
4.1.4.	Dominik Koechlin	FOR
4.1.5.	Hariolf Kottmann	FOR
4.1.6.	Carlo G. Soave	FOR
4.1.7.	Dolf Stockhausen	FOR
4.1.8.	Rudolf Wehrli	FOR
4.1.9.	Konstantin Winterstein	FOR
4.2.	Election of the Chairman of the Board of Directors	FOR
4.3.	Election of members of the Compensation Committee	
4.3.1.	Dominik Koechlin	FOR
4.3.2.	Carlo G. Soave	FOR
4.3.3.	Rudolf Wehrli	FOR
4.4.	Election of an independent proxy	FOR
4.5.	Re-election of the statutory auditors	FOR*
5.	Changes to articles of incorporation	
5.1.	Changes as a result of new regulations	FOR
5.2.	Provisions of the Articles of Association regarding compensation and related provisions	FOR
5.3.	Other amendments to the Articles of Association	FOR
6.	Approval of compensation	



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|-----|---|-----|
| 6.1 | Overall compensation of the Board of Directors  | FOR |
| 6.2 | Overall compensation of the Executive Committee | FOR |

\* As part of the SWIPRA process, debatable items can potentially be clarified via communication with the company. Based on this additional information, SWIPRA will provide a final FOR or AGAINST recommendation on each item.



## IMPORTANT NOTICE

*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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