



## SGS SA

Ticker:SGSN

Annual General Meeting: March 12, 2015, Théâtre du Léman (Grand Hotel Kempinski),

### Overview

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

### SWIPRA RECOMMENDATIONS

1	Annual Report 2014	
1.1	Annual Report, financial statement of SGS SA and consolidated financial statements of the SGS Group for 2014	FOR
1.2	Advisory vote on the 2014 Remuneration report	AGAINST*
2	Release of the Board of Directors and of the Management	FOR
3	Appropriation of profits resulting from the balance sheet of SGS SA	FOR
4	Elections	FOR
4.1	Election to the Board of Directors	*
4.1.1	Re-election of Sergio Marchionne	FOR
4.1.2	Re-election of Paul Desmarais, jr.	FOR
4.1.3	Re-election of August von Finck	FOR
4.1.4	Re-election of August François von Finck	FOR
4.1.5	Re-election of Ian Gallienne	FOR
4.1.6	Re-election of Cornelius Grupp	FOR
4.1.7	Re-election of Peter Kalantzis	FOR
4.1.8	Election of Christopher Kirk	FOR
4.1.9	Re-election of Gérard Lamarche	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	AGAINST
4.3.2.	Re-election of Ian Gallienne	AGAINST
4.3.3.	Re-election of Shelby R. du Pasquier	FOR
4.4.	Election of statutory auditors	FOR
4.5.	Election of the Independent Proxy	FOR
5.	Amendments to the Articles of Association to adapt to changes in company law	FOR*
6.	Authorized share capital	FOR
7.	Remuneration Matters	
7.1	Board Remuneration until the 2016 Annual General Meeting	FOR
7.2	Fixed Remuneration of Senior Management for the fiscal year 2016	FOR*
7.3	Annual Variable Remuneration of Senior Management for the fiscal year 2014	FOR*
7.4	Long Term Incentive Plan to be issued in 2015	AGAINST

\* 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.



## 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.*

*SWIPRA provides these voting recommendations as information to its customers to facilitate the customer's analysis related to decision making and taking votes as a shareholder and does not claim that these recommendations are complete in all aspects. SWIPRA takes into consideration relevant information as available and provides its recommendations on the basis of its best knowledge and understanding.*

*SWIPRA does not take any responsibility in connection with customers taking investment decisions and does not take any responsibility related to the performance of the respective investments. The user of the recommendations assumes the entire risk of any use of them. SWIPRA recommendations are based on economic principles and do not constitute legal advice. The user of the recommendations should seek independent legal or other professional advice before acting. Without limiting any of the foregoing and to the maximum extent permitted by law, in no event shall SWIPRA have any liability regarding any of its recommendations for any direct, indirect, special, punitive, consequential (including lost profits) or any other damages even if notified of the possibility of such damages.*

*SWIPRA recommendations are available to its customers only. It is not allowed to copy, use these recommendations for third parties, distribute or use the contents other than as for the purpose of analyzing the agenda items of a shareholder meeting.*