



## SGS SA

Ticker:SGSN

|   |   |
|---|---|
| Market Capitalization: CHF 16.05bn. (+1.3%)     | Earnings per Share (diluted): CHF 78.43 (+9.7%)   |
| Total Shareholder Return 1y (SMI): 5.1% (22.0%) | Total Shareholder Return 3y (SMI): 39.8% (36.4 %) |
| Group Operating Income Margin: 15.64% (+4.4%)   | Operating Cash flow: CHF 948m. (+18.8%)           |

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 SGS. Total Shareholder Return is based on own calculations.

Annual General Meeting: March 13, 2014, 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; accounts of SGS SA and of the SGS Group                              |          |
| 1.1 | 2013 annual report and accounts of SGS SA   | FOR      |
| 1.2 | 2013 consolidated accounts of the SGS Group   | FOR      |
| 2   | 2013 Group report on remuneration (advisory vote)                                   | AGAINST* |
| 3   | Release of the Board of Directors and of the Management                             | FOR      |
| 4   | Decision on the appropriation of profits resulting from the balance sheet of SGS SA | FOR      |
| 5   | Amendment of the Articles of Association  |          |
| 5.1 | Amendment of the Articles of Association  | FOR      |
| 5.2 | Repealing of Article 16.4 from the Articles of Association                          | FOR      |
| 6   | Elections to the Board of Directors   |          |
| 6.1 | Re-election of Sergio Marchionne to the Board of Directors                          | FOR*     |



|       |  |      |
|-------|--|------|
| 6.2   | Re-election of Paul Desmarais, jr. to the Board of Directors                   | FOR  |
| 6.3   | Re-election of August von Finck to the Board of Directors                      | FOR  |
| 6.4   | Re-election of August François von Finck to the Board of Directors             | FOR  |
| 6.5   | Re-election of Ian Gallienne to the Board of Directors                         | FOR  |
| 6.6   | Re-election of Cornelius Grupp to the Board of Directors                       | FOR  |
| 6.7   | Re-election of Peter Kalantzis to the Board of Directors                       | FOR  |
| 6.8   | Re-election of Gérard Lamarche to the Board of Directors                       | FOR  |
| 6.9   | Re-election of Shelby R. du Pasquier to the Board of Directors                 | FOR  |
| 6.A   | Election of Sergio Marchionne as Chairman of the Board                         | FOR* |
| 6.B.1 | Election of August von Finck to the Nomination and Remuneration Committee      | FOR* |
| 6.B.2 | Election of Ian Gallienne to the Nomination and Remuneration Committee         | FOR* |
| 6.B.3 | Election of Shelby R. du Pasquier to the Nomination and Remuneration Committee | FOR  |
| 7     | Election of Auditors   | FOR  |
| 8     | Election of the Independent Proxy  | 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.*

*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.*