



# Swatch Group

Ticker: UHR / UHRN

Annual General Meeting: May 28, 2015, Velodrome, Neumattstrasse 25, Grenchen, Switzerland

## Overview

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

## SWIPRA RECOMMENDATIONS

1. Annual Report 2014
  - 1.1. Annual Report of the Board of Directors for 2014
  - 1.2. Financial Statements 2014 (Balance Sheet, Income Statement and Notes) and Consolidated Financial Statements 2014
  - 1.3. Statutory Auditors' Reports
  - 1.4. Approval and acceptance of the Reports and the Financial Statements FOR
2. Discharge of the Board of Directors and the Group Management Board FOR
3. Resolution for the appropriation of the available earnings FOR
4. Approval of Compensation
  - 4.1. Fixed compensation of the members of the Board of Directors
    - 4.1.1. Compensation for functions of the Board of Directors FOR
    - 4.1.2. Compensation for executive functions of the members of the Board of Directors FOR
  - 4.2. Fixed compensation of the Executive Group Management Board and of the Extended Group Management Board for the business year 2015 FOR
  - 4.3. Variable compensation of the executive members of the Board of Directors for the business year 2014 AGAINST\*
  - 4.4. Variable compensation of the members of the Executive Group Management Board and the Extended Group Management Board for the business year 2014 AGAINST\*



5	Election of the members of the Board of Directors	*
5.1	Reelection of Mrs. Nayla Hayek	FOR
5.2	Reelection of Mr. Ernst Tanner	FOR
5.3	Reelection of Mr. Georges N. Hayek	FOR
5.4	Reelection of Mr. Claude Nicollier	FOR
5.5	Reelection of Mr. Jean-Pierre Roth	FOR
5.6	Reelection of Mrs. Nayla Hayek as Chair of the Board of Directors	FOR
6	Election to the Compensation Committee	
6.1	Reelection of Mrs. Nayla Hayek	AGAINST*
6.2	Reelection of Mr. Ernst Tanner	FOR
6.3	Reelection of Mr. Georges N. Hayek	AGAINST*
6.4	Reelection of Mr. Claude Nicollier	FOR
6.5	Reelection of Mr. Jean-Pierre Roth	FOR
7	Election of the Independent Representative	FOR
8	Election of the Statutory Auditors	FOR
9	Revision of the Articles of Association of The Swatch Group Ltd	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.



## 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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