



Swiss Life Holding Ltd

Ticker: SLHN

Annual General Meeting: April 27, 2015, Hallenstadion Zurich

Overview

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

SWIPRA RECOMMENDATIONS

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| 1. | Annual Report 2014, incl. Compensation Report; Reports of the Statutory Auditor | |
| 1.1. | Annual Report 2014 (Management Report, Consolidated Financial Statements and Annual Financial Statements) | FOR |
| 1.2. | Compensation Report 2014 | FOR* |
| 2. | Appropriation of profit 2014, distribution out of the capital contribution reserves | |
| 2.1. | Appropriation of profit 2014 | FOR |
| 2.2. | Distribution out of the capital contribution reserves | FOR |
| 3. | Discharge of the members of the Board of Directors | FOR |
| 4. | Approval of the compensation for the Board of Directors and Corporate Executive Board | |
| 4.1. | Approval of the fixed compensation for the Board of Directors until the 2016 General Meeting of Shareholders | FOR |
| 4.2. | Approval of the short-term variable compensation component for the Corporate Executive Board for the 2014 financial year | FOR* |
| 4.3. | Approval of the maximum total amount of the fixed compensation and the long-term variable compensation component for the Corporate Executive Board for the 2016 financial year | FOR* |
| 5. | Elections to the Board of Directors | |
| 5.1. | Re-election of Rolf Dörig as member and Chairman of the Board of Directors | FOR |



5.2.	Re-election of Wolf Becke	FOR
5.3.	Re-election of Gerold Bühler	FOR
5.4.	Re-election of Adrienne Corboud Fumagalli	FOR
5.5.	Re-election of Ueli Dietiker	FOR
5.6.	Re-election of Damir Filipovic	FOR
5.7.	Re-election of Frank W. Keuper	FOR
5.8.	Re-election of Henry Peter	FOR
5.9.	Re-election of Frank Schnewlin	FOR
5.10.	Re-election of Franziska Tschudi Sauber	FOR
5.11.	Re-election of Klaus Tschüscher	FOR
5.12.	Re-election of Gerold Bühler as member of the Compensation Committee	FOR
5.13.	Re-election of Frank Schnewlin as member of the Compensation Committee	FOR
5.14.	Re-election of Franziska Tschudi Sauber as member of the Compensation Committee	FOR
6.	Election of the independent voting representative	FOR
7.	Election of the Statutory Auditor	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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