

DKSH Holding Ltd. Invitation to the 80th Annual General Meeting

Zurich, in March 2013

To the shareholders of DKSH Holding Ltd.

Dear Shareholders

The Board of Directors is pleased to invite you to the 80th Annual General Meeting of DKSH Holding Ltd. (the “**Company**”):

Date

Tuesday, April 16, 2013 at 10:00 a.m.
(Admission from 09:30 a.m.)

Place

Kongresshaus, Kongresssaal, 1st level
Gotthardstrasse 5 (side entry)
8002 Zurich

Agenda

1. Approval of the annual report, annual financial statements and consolidated financial statements for the financial year 2012; reports of the statutory auditors

Motion of the Board of Directors:

Approval of the annual report, the annual financial statements and the consolidated financial statements for the financial year 2012.

2. Use and allocation of balance sheet profit 2012, declaration of dividend

2.1 Allocation of balance sheet profit 2012

Motion of the Board of Directors:

Allocation of balance sheet profit 2012 as follows:

Balance brought forward	CHF	285'412'284.--
Net income 2012	CHF	156'576'620.--
Balance sheet profit 2012	CHF	441'988'904.--
Balance to be carried forward	CHF	441'988'904.--

2.2 Release and distribution of legal reserves from capital contribution (dividends from legal reserves from capital contribution)

Motion of the Board of Directors:

Release of legal reserves from capital contribution and distribution of a dividend from legal reserves from capital contribution of CHF 0.80 per registered share ¹	CHF	50'799'310.--
Release of legal reserves from capital contribution and distribution of an extraordinary dividend from legal reserves from capital contribution of CHF 0.15 per registered share ²	CHF	9'524'871.--

Subject to the approval of the shareholders, the distribution is expected to be made as of April 23, 2013 to holders of shares on the record date April 17, 2013. The shares will be traded ex-dividend as of April 18, 2013.

¹ 63'499'137 registered shares are entitled to dividend; 778 registered shares held by the company are not entitled to dividend.

² 63'499'137 registered shares are entitled to dividend; 778 registered shares held by the company are not entitled to dividend.

3. Discharge of the members of the Board of Directors and the Group Management

Motion of the Board of Directors:

Granting of discharge of the members of the Board of Directors and the Group Management from liability in relation to their duties in the financial year 2012.

4. Amendments to the articles of association

4.1 Increase of conditional share capital

Motion of the Board of Directors:

Increase of conditional share capital from CHF 132'558.50.-- to CHF 182'558.50.-- and respective amendment of § 3bis para. 1 of the Company's articles of associations as follows:

current version (unofficial translation, in case of inconsistencies the German version prevails)

“§ 3bis para. 1

The Company's share capital may be increased from CHF 6'349'991.50.-- by a maximum of CHF 132'558.50.-- to a maximum CHF 6'482'550.-- through the issuance of a maximum of 1'325'585 fully paid registered shares with a par value of CHF 0.10 each for the purpose of the employee participation of individual employees of the Company and its subsidiaries as determined by the board of directors. Shareholders' pre-emptive rights are excluded.”

new version (unofficial translation, in case of inconsistencies the German version prevails)

“§ 3bis para. 1

The Company's share capital may be increased from CHF 6'349'991.50.-- by a maximum of CHF 182'558.50.-- to a maximum CHF 6'532'550.-- through the issuance of a maximum of 1'825'585 fully paid registered shares with a par value of CHF 0.10 each for the purpose of the employee participation of individual employees of the Company and its subsidiaries as determined by the board of directors. Shareholders' pre-emptive rights are excluded.”

4.2 Change of term of office for the members of the Board of Directors and power to directly elect the Chairman of the Board of Directors

Motion of the Board of Directors:

Shortening of the term of office for all members of the Board of Directors from three years to one year, non-transferable power of the annual general meeting to directly elect the Chairman of the Board of Directors and respective amendment of § 9 para.2 lit. b, § 16 and § 17 of the Company's articles of association as follows:

current version (unofficial translation, in case of inconsistencies the German version prevails)

“§ 9 para. 2 lit. b

The annual general meeting has the following non-transferable powers:

- a) [unchanged];
- b) to elect and recall members of the board of directors and the auditors;”

“§ 16

The board of directors is composed of one or more members. The term of office for the members of the board of directors is three years and ends on the date of the respective annual

new version (unofficial translation, in case of inconsistencies the German version prevails)

“§ 9 para. 2 lit. b

The annual general meeting has the following non-transferable powers:

- a) [unchanged];
- b) to elect and recall members of the board of directors, the chairman and the auditors;”

“§ 16

The board of directors is composed of one or more members. The term of office for the members of the board of directors is one year and ends on the date of the next respective

general meeting."

“§ 17

The board of directors elects from among its members a chairman for the respective term of office and may elect up to two vice chairmen. The board of directors shall appoint its secretary who does not need to be a member of the board of directors.”

annual general meeting."

“§ 17

The annual general meeting elects one director as chairman for the respective term of office; apart from that, the board of directors may take resolutions on its constitution. The board of directors shall appoint its secretary who does not need to be a member of the board of directors.”

5. Elections

5.1 Re-elections of members of the Board of Directors

Motion of the Board of Directors:

Provided that the motions to amend the Company’s articles of association as brought forward (see above section 4.2) are approved by the annual general meeting, each of the following present members of the board of directors be re-elected for a further term of office of one year:

- Mr. Adrian T. Keller
- Mr. Rainer-Marc Frey
- Dr. Frank Ch. Gulich
- Mr. Andreas W. Keller
- Mr. Robert Peugeot
- Dr. Theo Siegert
- Dr. Hans Christoph Tanner
- Dr. Joerg Wolle

Provided that the motions to amend the Company’s articles of association as brought forward (see above section 4.2) are not approved by the annual general meeting, each of the following present members of the board of directors be re-elected for a further term of office of three years:

- Mr. Rainer-Marc Frey
- Mr. Robert Peugeot

5.2 Election of Chairman

Motion of the Board of Directors:

Provided that the motions to amend the Company’s articles of association as brought forward (see above section 4.2) are approved by the annual general meeting, election of Mr. Adrian T. Keller as Chairman of the Board of Directors for a term of office of one year.

5.3 Election of auditors

Motion of the Board of Directors:

Election of Ernst & Young Ltd., Zurich, as auditors of the Company for the financial statements and the consolidated financial statements of the group for the financial year 2013.

Notes

Documents

Please find enclosed the following documents:

- Application form (envelope enclosed) including
- Instruction form to the independent proxy

These documents and the 2012 annual report, the annual financial statements, the consolidated financial statements as well as the reports of the statutory auditors are available to shareholders for review at the Company's registered office. The annual report is accessible on the Company's website at www.dksh.com/financialreports and may also be downloaded. In addition, shareholders may electronically request a hardcopy of the 2012 annual report through this link.

Submission of agenda items

On February 5, 2013 DKSH Holding Ltd. published a notice in the Swiss Official Commercial Gazette (*Schweizerisches Handelsamtsblatt*) inviting qualifying shareholders to submit their requests for the inclusion of individual items on the agenda by March 1, 2013. No requests were submitted.

Application form

If you will personally attend the annual general meeting, please return the attached application form with the enclosed and pre-stamped envelope until **Tuesday, April 9, 2013** the latest to:

SIX SAG AG
DKSH Holding Ltd.
P.O. Box
4609 Olten
Switzerland

Admission cards and voting rights

Upon due return of the filled-in application form, you will receive the admission and voting cards by postal mail.

All shareholders who are registered in the Company's share register on April 3, 2013, 4 p.m. are entitled to vote at the annual general meeting. The share register will be blocked for entries from April 4, 2013 until (and including) April 16, 2013. Shareholders who have divested their shares prior to the annual general meeting are no longer entitled to vote. In case of a partial divestiture of shareholdings, the admission and voting cards must be exchanged at the entrance control prior to the annual general meeting.

Representation and proxy

In case you do not wish to personally attend the annual general meeting but to be represented, please use for the authorization as attorney the application form or your admission card. Any authorization as attorney not signed is not taken into account at the annual general meeting.

According to § 12 of the articles of association a shareholder entered in the share register as a shareholder with voting rights may be represented by his or her legal representative, the Company as corporate proxy, by Mr. Ernst Widmer, Sears Wiederkehr Hugelshofer Widmer, Bahnhofstrasse 48, P.O. Box 2786, 8022 Zurich as an independent proxy (for instructions please use the form attached to

be directly sent to Mr. Widmer), a depository proxy or by a written proxy as to any third party who does not have to be a shareholder.

Proxies of deposited shares are requested to notify SIX SAG AG in due course, however at the latest before the start of the annual general meeting. Proxies for deposited shares may be any institution subject to the Swiss Federal Law on Banks and Saving Banks or professional asset managers.

Directions

Tram No. 6, 7 and 8 to Stockerstrasse
Tram No. 2, 5, 8, 9 and 11 to Bürkliplatz

Parking is available in front of the Kongresshaus (note that there is only a limited number of parking lots) or at the Park Hyatt Hotel's car park at Beethovenstrasse 21.

After the annual general meeting, you are cordially invited to join us for the traditional cocktail reception.

Sincerely yours

DKSH Holding Ltd.

On behalf of the Board of Directors



Adrian T. Keller

Chairman of the Board of Directors

Enclosure