

**DKSH Holding Ltd.  
Invitation to the 84th  
Ordinary General Meeting**



Zurich, February 7, 2017

**To the shareholders of DKSH Holding Ltd.**

Dear Shareholders,

The Board of Directors is pleased to invite you to the 84th Ordinary General Meeting of DKSH Holding Ltd.:

**Date**

Thursday, March 23, 2017 at 10 a.m. (CET)  
(Admission from 9 a.m. (CET))

**Venue**

Kongresshaus Zurich  
Gartensaal  
Claridenstrasse 5 (main entry)  
8002 Zürich  
Switzerland

# Agenda and motions

## 1. Approval of the Financial Statements of DKSH Holding Ltd. and the Group Consolidated Financial Statements of the DKSH Group for the Financial Year 2016; Reports of the Statutory Auditors

Motion of the Board of Directors:

Approval of the Financial Statements of DKSH Holding Ltd. and the Group Consolidated Financial Statements of the DKSH Group for the financial year 2016.

## 2. Appropriation of available earnings as per balance sheet 2016 and declaration of dividend

Retained earnings brought forward	CHF	553,081,968
Profit after tax	CHF	146,990,554
Available earnings as per balance sheet 2016	CHF	700,072,522

Motion of the Board of Directors:

The Board of Directors proposes the following distribution of dividends from available earnings<sup>1</sup>:

Ordinary dividend	CHF	(97,563,278)
Extraordinary dividend	CHF	(195,126,555)
Balance to be carried forward	CHF	407,382,689

<sup>1</sup> No dividend will be declared on treasury shares held by DKSH Holding Ltd.

If this proposal is approved, the gross dividend (ordinary and extraordinary dividend; before deduction of the Swiss withholding tax of 35%, if applicable) will amount to CHF 4.50 per share; (CHF 1.50 per share for the ordinary dividend payment and CHF 3.00 per share for the extraordinary dividend payment). Subject to the approval of the shareholders, the distribution is expected to be made as from March 29, 2017. The last trading day with entitlement to receive the dividend is March 28, 2017. The shares will be traded ex dividend as of March 27, 2017.

## 3. Discharge from Liability of the members of the Board of Directors and of the Executive Board for the Financial Year 2016

Motion of the Board of Directors:

Granting of discharge from liability to each member of the Board of Directors and of the Executive Board for the financial year 2016.

## 4. Approval of the compensation of the members of the Board of Directors and the Executive Board

### 4.1 Compensation of the Board of Directors

Motion of the Board of Directors:

Approval of the maximum aggregate amount of the compensation of the Board of Directors for the term of office until the next Ordinary General Meeting in the amount of CHF 2,600,000.

Explanation of the Board of Directors:

This proposal has been calculated based on the past compensation of the Board of Directors and the unchanged size of the Board of Directors. The maximum aggregate amount of the compensation of the members of the Board of Directors for the term of office until the next Ordinary General Meeting shall consist of a fixed compensation, applicable committee fees and social security contributions.

#### **4.2 Compensation of the Executive Board**

Motion of the Board of Directors:

Approval of the maximum aggregate amount of the compensation of the members of the Executive Board for the financial year 2018 in the amount of CHF 16,500,000.

Explanation of the Board of Directors:

The maximum aggregate amount of the compensation of the members of the Executive Board for the financial year 2018 shall consist of a fixed compensation (including

social security contributions), short-term performance-based compensation and long-term performance-based compensation in the form of Performance Share Units ("PSUs"), which will entitle the members of the Executive Board to receive, after the expiry of a vesting period of three years and subject to the achievement of certain performance objectives, from 0 up to a maximum of 1.5 shares of DKSH Holding Ltd. for each PSU. Therefore, the maximum aggregate amount of the compensation of the members of the Executive Board submitted to the shareholders' vote is potentially higher than the amount of compensation that will be effectively paid out to the members of the Executive Board based on the performance achieved. The amount effectively paid out will be disclosed in the compensation report of the respective business year. For instance, the effective aggregate amount of the compensation paid out or granted to the members of the Executive Board for the financial year 2016 was CHF 11,225,000, whereas the approved maximum aggregate amount for this period corresponded to CHF 17,600,000. Further details on the compensation of the Executive Board for the financial year 2016 can be found in the Compensation Report 2016.

## **5. Re-elections and elections of the Chairman of the Board of Directors and of the members of the Nomination and Compensation Committee**

### **5.1 Re-elections of the members of the Board of Directors**

Motions of the Board of Directors:

Separate re-election of all of the following current members of the Board of Directors for a term of office until completion of the next Ordinary General Meeting:

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

### **5.2 Election of the Chairman of the Board of Directors**

Motion of the Board of Directors:

Election of Dr. Joerg Wolle as Chairman of the Board of Directors for a term of office until completion of the next Ordinary General Meeting.

### **5.3 Elections of the members of the Nomination and Compensation Committee**

Motion of the Board of Directors:

Separate election of each of the following current members of the Board of Directors as members of the Nomination and Compensation Committee for a term of office until completion of the next Ordinary General Meeting:

- Mr. Adrian T. Keller (new)
- Dr. Frank Ch. Gulich (current)
- Mr. Robert Peugeot (current)

### **6. Re-election of the Statutory Auditors**

Motion of the Board of Directors:

Re-election of Ernst & Young Ltd., Zurich, as Statutory Auditors of DKSH Holding Ltd. for the financial year 2017.

### **7. Re-election of the Independent Proxy**

Motion of the Board of Directors:

Re-election of Mr. Ernst A. Widmer as Independent Proxy until completion of the next Ordinary General Meeting.

After the General Meeting, you are cordially invited to join us for the cocktail reception.

Sincerely yours

**DKSH Holding Ltd.**

On behalf of the Board of Directors

A handwritten signature in black ink, appearing to read 'A. Keller', written in a cursive style.

**Adrian T. Keller**

Chairman of the Board of Directors

Enclosures:

- Letter to shareholders
- Reply form (with envelope) and instruction form to the Independent Proxy

# Organizational notes

## Documents

Registered shareholders will find enclosed the reply form (with envelope) including the instruction form for instructions to the Independent Proxy.

The Annual Report 2016 (including the Annual Financial Statements, the Consolidated Financial Statements, and the Compensation Report) as well as the reports of the Statutory Auditors are available to shareholders for inspection at the Company's registered offices. The Annual Report is also accessible on DKSH's website at [www.dksh.com/financialreports](http://www.dksh.com/financialreports) and may also be downloaded.

## Submission of agenda items

On January 6, 2017, DKSH Holding Ltd. published a notice in the Swiss Official Gazette of Commerce (Schweizerisches Handelsamtsblatt) inviting qualifying shareholders to submit their requests for the inclusion of individual items on the agenda no later than February 6, 2017. No such requests were submitted.

## Admission cards and voting rights

Shareholders who wish to attend the Ordinary General Meeting personally, shall return the attached reply form in the

enclosed envelope by **Friday, March 10, 2017** at the latest to: DKSH Holding Ltd., c/o areg.ch AG, Fabrikstrasse 10, 4614 Haegendorf, Switzerland. Upon due return of the completed reply form, the admission and voting cards will be sent by regular mail. In order to determine the attendance correctly, any shareholder leaving the Ordinary General Meeting early or temporarily is requested to present the unused voting papers and admission card at the exit.

Shareholders registered in the share register of DKSH Holding Ltd. on March 9, 2017 at 5 p.m. (CET) are entitled to vote at the Ordinary General Meeting. The share register will be blocked for entries from March 10, 2017 until (and including) March 23, 2017. Shareholders who divest their shares during this period are no longer entitled to vote at the General Meeting. In case of a partial divestiture of shares, the admission and voting cards must be exchanged at the entrance control desk prior to the Ordinary General Meeting.

## Representation and appointment of proxy

A shareholder registered in the share register with voting rights may be represented

by his or her legal representative, by the Independent Proxy (Mr. Ernst A. Widmer, Bahnhofstrasse 48, P.O. Box 2786, 8022 Zurich, Switzerland) or, by way of a written proxy, by a third party who does not have to be a shareholder. For the appointment of a proxy, shareholders shall use the enclosed reply form or the admission card. An appointment of proxy not duly signed will not be taken into account at the General Meeting. Proxies may only be appointed for one General Meeting.

### **Electronic appointment of proxy and transmission of instructions to the Independent Proxy**

Under [www.netvote.ch/dksh](http://www.netvote.ch/dksh), shareholders may electronically appoint as a proxy and transmit their instructions to the Independent Proxy or may electronically amend their instructions already provided to the Independent Proxy until March 21, 2017, 12 a.m. (CET). The respective login data (username and password) are provided on the attached reply form.

### **Speakers' desk**

Shareholders who wish to speak are requested to contact the speakers' desk (Wortmeldeschalter) before the Ordinary General Meeting.

### **Mobile phones**

Please switch off your mobile phones during the General Meeting.

### **Directions**

Arrival by public transportation is advisable. The Kongresshaus is within short walking distance from the following tram lines stops: Stockerstrasse (tram lines n° 6, 7 and 8) or Bürkliplatz (tram lines n° 2, 5, 8, 9 and 11).

No parking places will be reserved. Limited parking may be available at the Park Hyatt Hotel's car park at Beethovenstrasse 21, 8002 Zurich.



**DKSH Holding Ltd.**

Wiesenstrasse 8, P.O. Box 888, 8034 Zurich, Switzerland  
Phone +41 44 386 7272, Fax +41 44 386 7282

[www.dksh.com](http://www.dksh.com)