

# **Invitation** to attend the Ordinary Shareholders' Meeting of Helvetia Holding AG on Friday, 19 April 2013, starting at 10.00 a.m.

Admission control from 9.00 a.m. to 9.50 a.m. OLMA Messen St.Gallen, Hall 9.1, Door E, St.Jakob-Strasse.

# Agenda

## **1. Approval of the Annual Report, the Financial Statements and the Consolidated Financial Statements 2012; acceptance of the Reports from the Statutory Auditors**

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Application by the Board of Directors:

Approval of the Annual Report, the Financial Statements and the Consolidated Financial Statements.

## **2. Ratification of Officers' acts**

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Application by the Board of Directors:

Ratification of the members of the Board of Directors and the Executive Management with regard to their activities in the business year 2012.

## **3. Appropriation of the net profit for the year**

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Application by the Board of Directors:

Appropriation of the net profit for 2012 of CHF 405 642 603 as follows:

Profit for the period	CHF	146 234 663
Profit carried forward from the previous year	CHF	138 267 690
Release of reserve from capital contributions	CHF	121 140 250
At the disposal of the Shareholders' Meeting	CHF	405 642 603
Proposed dividend <sup>1</sup>	CHF	147 098 875
Allocation to free reserves	CHF	0

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**Carryforward to new account** **CHF 258 543 728**

<sup>1</sup>2012: CHF 17.00, of which CHF 14.00 represents a payout exempt from withholding tax from the reserve from capital contributions.

## **4. Elections to the Board of Directors:**

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Application by the Board of Directors:

- re-election of Prof. Dr Christoph Lechner for a period of office of three years;
- re-election of Mr Herbert J. Scheidt for a period of office of three years;
- re-election of Mr Erich Walser for a period of office of three years.

## **5. Election of the Statutory Auditors**

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Application by the Board of Directors:

Election of KPMG AG, Zurich, as Statutory Auditors under share law for a term of office of one year.

# Information on the agenda items

## **Agenda item 1: Annual Report**

The Annual Report 2012 of Helvetia Holding AG – including the Financial Statements, the Consolidated Financial Statements, the Annual Report and the Reports from the Statutory Auditors – can be ordered using the registration form enclosed with your invitation.

## **Agenda item 3: Dividend**

The shareholders benefit once again from a capital distribution. Of the dividend of CHF 17 per share, CHF 14 will be paid from the capital contributions, while the remaining CHF 3 will represent a traditional dividend. Technically, the payment will be made on the same day in two separate amounts.

For private individuals, i.e. shareholders not required to keep accounting records with a tax domicile in Switzerland, the dividend from the capital contributions (CHF 14) is not subject to withholding and income tax. The payment is CHF 14.

The part of the payment that corresponds to a traditional dividend (CHF 3) equals CHF 1.95 following the deduction of withholding tax at 35%.

## **Agenda item 4: Elections to the Board of Directors**

The following information is provided to help you in deciding on the proposed re-elections.

### **Christoph Lechner**

Prof. Dr oec.

Swiss and German citizen, Hettlingen, 1967

*Professional background, executive responsibilities* 1987 – 1995 Deutsche Bank in various positions, including: Corporate Banking and Assistant to Management (Germany); Corporate Finance (Singapore); 1995 – 2004 University of St.Gallen, doctorate and professorial thesis, visiting professor in the USA (Wharton and Connecticut) and South America (IAE Argentina); since 2004 Professor for Strategic Management at the University of St.Gallen and Director of the Institute for Business Studies.

*Terms of office* in particular member of the board of directors of Hügli Holding AG, Steinach.

### **Herbert J. Scheidt**

Commercial diploma and master's degrees from the Universities of Sussex and New York. Swiss and German citizen, Zurich, 1951

*Professional background, executive responsibilities* Various managerial positions with Deutsche Bank in Essen, Frankfurt, New York, Milan and Geneva; 1999 – 2000 Head of Private Banking International and from 2001 Chief Executive Officer of Deutsche Bank (Schweiz) AG; 2002 – 2011 CEO of the Vontobel Group; since May 2011 Chairman of the board of directors of Vontobel Holding AG and the Bank Vontobel AG, Zurich.

#### › Enclosures

- Reply form
- Two reply envelopes
- Letter to Shareholders 1/2013

# Information on the agenda items

Terms of office in particular member of the board of directors of the Association of Swiss Commercial and Investment Banks; member of the board of directors of SIX Group AG, Zurich; Vice-Chairman of the board of directors of HERO AG, Lenzburg; member of the board of directors of the Swiss Bankers Association and member of the board of the German Council on Foreign Relations; member of the boards of the Swiss-German Chamber of Commerce and the Zurich Chamber of Commerce.

## **Erich Walser**

lic. oec. HSG, lic. iur.

Swiss, Rehetobel, 1947

Professional background, executive responsibilities Chairman of the Board of Directors, until 1978 various positions at different banks; 1979 joined Helvetia: various management positions; 1991 Chief Executive Officer of Helvetia Versicherungen; 1994 Chief Executive Officer of the Helvetia Patria Group; 2001 Managing Director reporting to the Board of Directors, from 12 December 2003 to 31 August 2007 Chairman of the Board of Directors and CEO of the Helvetia Group, in current function since 1 September 2007. Terms of office in particular Chairman of the Sponsoring Institution of the Institute of Insurance Economics at the University of St.Gallen; Vice-Chairman of the board of directors of Huber + Suhner AG, Herisau, as well as six board member terms of office at non-listed companies and five board of trustee terms of office.

# Further general information

## Entrance tickets

A reply form is enclosed with this invitation. For organisational reasons we would be grateful if you could return this form by Friday 12 April 2013.

Please show the entrance ticket and attached ballot paper, which will be sent to you after 10 April 2013, to Security at Door E, Hall 9.1, at OLMA Messen St.Gallen.

Shareholders with voting rights who are entered in the share register on 9 April 2013 are entitled to vote. From 10 April until 19 April 2013, no entries regarding shareholders with voting rights for the Shareholders' Meeting will be made in the share register.

Your entrance ticket is the prerequisite for participating in the individual voting and elections held in the hall. If you wish to cast your vote electronically, you will be given a personalised voting device at the entrance by Security.

## Power of attorney declaration

If you are unable to attend the Shareholders' Meeting in person, you may authorise another person, your bank, the independent proxy or Helvetia Holding AG to represent you. Please use the reply form for this purpose and please do not forget to sign it. The entrance ticket of your proxy will be sent to you personally. Please pass it on to the proxy after completing and signing the reverse. The power of attorney always relates to all shares listed on the admission ticket.

Attorney Mr Daniel Bachmann, lic. iur, Rosenbergstrasse 42, 9000 St.Gallen, is the independent proxy within the meaning of Article 689c CO. In the absence of written instructions to the contrary, he will use your votes in favour of the applications of the Board of Directors. Custodians as representatives within the meaning of Article 689d CO are requested to notify the company of the number of shares they are representing in good time and by Friday 12 April 2013 at the latest.

## Buffet

You are invited to take some refreshments at a buffet to be held after the Shareholders' Meeting. There will be adequate seating available.

## Participants arriving by rail and car

Travelling by rail and car: reserved public transport buses will be waiting to take participants arriving by rail directly to OLMA Messen St.Gallen. They will be departing from the railway station at 9.03 a.m., 9.10 a.m. and 9.25 a.m. In addition to using the extra buses, shareholders of Helvetia Holding AG may now use bus number 3 (travelling in the direction of Heiligkreuz) and other forms of public transport in tariff zone 210 free of charge on 19 April 2013 upon presentation of this invitation to the Shareholders' Meeting.



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Parking spaces have been reserved for motorists on the OLMA Messen St.Gallen site as well as in the OLMA Messen St.Gallen multi-storey car park. The approach is clearly signposted from all directions (exit "St.Gallen-St.Fiden" – follow the sign for "OLMA Messen St.Gallen").

## Communication is now possible via the Internet instead of using paper

You now have the opportunity of communicating with us via the Internet. We use the shareholder application Nimbus ShApp for this purpose. Enter [www.shapp.ch](http://www.shapp.ch) in your browser. You will then be guided through an intuitive screen dialogue. The initial access data can be found on the reply form.

Yours sincerely,  
Helvetia Holding AG



Erich Walser  
Chairman of the Board of Directors

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The General Meeting of Shareholders will be a "carbon-neutral" event. We will offset any unavoidable greenhouse gas emissions resulting from participants travelling to and from the event, and the energy consumption at the venue, by purchasing emission-reduction certificates.

