

# Annual Shareholders' Meeting of Helvetia Holding AG on Friday, 20 April 2018, starting at 10:00 a.m.

## Agenda and informations



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The Shareholders' Meeting will have no impact on the climate, as unavoidable greenhouse gas emissions caused by participants travelling to and from the event and the consumption of energy at the meeting venue will be compensated by purchasing emission reduction certificates.



# Agenda

## **1. Approval of financial report, financial statements and consolidated financial statements for 2017, acceptance of auditors' reports**

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Proposal by the Board of Directors:

Approval of financial report, financial statements and consolidated financial statements.

## **2. Discharge of the members of governing and executive bodies**

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Proposal by the Board of Directors:

Discharge of the members of the Board of Directors and Executive Management during the 2017 financial year.

## **3. Appropriation of net profit**

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Proposal by the Board of Directors:

Net profit for 2017 of CHF 1 122 440 074 to be appropriated as follows:

Profit for the period	CHF 1 006 074 108
Profit carried forward	CHF 116 365 966
At the disposal of the Shareholders' Meeting	CHF 1 122 440 074
Proposed dividend	
CHF 23.00 per registered share	CHF 228 738 151
Allocation to free reserves	CHF 0
<b>Carried forward to new account</b>	<b>CHF 893 701 923</b>

## **4. Elections**

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### **4.1 Election of Doris Russi Schurter as a member of the Board of Directors and Chairman for a term of office of one year.**

Proposal by the Board of Directors:

– Election of Doris Russi Schurter

### **4.2 Election of the members of the Board of Directors for a term of office of one year (the Board members are elected individually).**

Proposal by the Board of:

Election of

- Hans-Jürg Bernet
- Beat Fellmann **NEW**
- Jean-René Fournier
- Ivo Furrer
- Hans Künzle
- Christoph Lechner
- Gabriela Maria Payer
- Thomas Schmuckli **NEW**
- Andreas von Planta
- Regula Wallimann **NEW**

# Agenda

## **4.3 Election of the members of the Compensation Committee for a term of office of one year (the members are elected individually).**

Proposal by the Board of Directors:

Election of

- Hans-Jürg Bernet
- Christoph Lechner
- Gabriela Maria Payer
- Andreas von Planta

## **5. Remuneration for the members of the Board of Directors and the Executive Management**

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Proposal by the Board of Directors:

- 5.1 Approval of the total amount of fixed remuneration of the Board of Directors of CHF 3100 000 for the period until the next annual Shareholders' Meeting.
- 5.2 Approval of the total amount of fixed remuneration for the Executive Management of CHF 8200 000 for the period from 1 July 2018 to 30 June 2019.
- 5.3 Approval of the total amount of retroactive fixed remuneration for the Board of Directors for the period from 1 January 2017 until the 2018 annual Shareholders' Meeting of CHF 700 000.
- 5.4 Approval of the total amount of variable remuneration for the Executive Management of CHF 5 500 000 for the past financial year.

## **6. Election of the independent proxy**

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Proposal by the Board of Directors:

Election of Schmuki Bachmann Attorneys-at-Law, Rosenbergstrasse 42, 9000 St.Gallen as the independent proxy for a term of office of one year.

## **7. Election of the auditors**

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Proposal by the Board of Directors:

Election of KPMG AG, Zurich, as the statutory auditors for a term of office of one year.

St.Gallen, 5 March 2018

# Information about the agenda

## **Item 1: Annual report**

The 2017 Annual Report of Helvetia Holding AG – consisting of, among other things, the financial statements, consolidated financial statements, remuneration report and auditors' report – can be downloaded in electronic format from the internet from 5 March 2018.

## **Item 3: Dividend**

If the Shareholders' Meeting adopts the proposal of the Board of Directors, the dividend will be paid from Thursday 26 April 2018, free of any charges, to the dividend address notified to the share register. The gross dividend per registered share of Helvetia Holding AG is CHF 23.00, less 35% withholding tax.

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

Herewith some information on the individuals proposed for election:

### **Doris Russi Schurter**

Law degree (lic. iur.),  
lawyer (University of Fribourg)  
Swiss, Lucerne, 1956  
Chairwoman until the  
2018 Shareholders' Meeting

*Professional background, exercising operational executive functions:* 1980–1982 Swiss Bank Corporation, Basel; 1983–1991 various management positions at Fides Treuhandgesellschaft, Basel and Lucerne; 1992–2005 various management positions as a partner at KPMG Switzerland, including 1994–2005 Managing Partner at KPMG Lucerne.

*Appointments at listed companies:* chairwoman of the Board of Directors of Luzerner Kantonalbank (since 12 April 2017).

*Appointments at other companies:* four appointments, in particular Chairwoman of the Board of Directors of Patria Genossenschaft, Basel; Chairwoman of the Board of Directors of LZ Medien Holding, Lucerne; and Member of the Board of Directors of Swiss International Air Lines, Basel.

*Pro bono appointments:* four appointments, in particular President of the Association of Swiss Companies in Germany, VSUD, Basel.

### **Hans Künzle**

Doctorate in law (University of Zurich)  
Swiss, Zurich, 1961  
Vice-Chairman

*Professional background, exercising operational executive functions:* until 1989 at Bülach District Court; 1989–2004 various managing roles at Winterthur Versicherungen, including CEO of Winterthur operations in the Czech Republic and Head of Mergers & Acquisitions at group level; 2004–2014 CEO of the Schweizerische National-Versicherungs-Gesellschaft AG, Basel.

*Appointments at listed companies:* none.

*Appointments at other companies:* two appointments: Member of the Board of Directors of CSS Versicherung, Lucerne, and of Sompo Canopius Holding, Zurich.

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Pro bono appointments: four appointments, in particular President of the National Committee of UNICEF Switzerland and on the Board of Pro Infirmis.

## **Hans-Jürg Bernet**

Doctor in economics from the University of St.Gallen (Dr oec. HSG) Swiss, St.Gallen, 1949

Member of the Board of Directors

Professional background, exercising operational executive functions: joined the Zurich Insurance Group in 1977, various managerial positions, including: 1993 Member of the Executive Management of Zurich Switzerland, 2001–2005 CEO Zurich Switzerland, 2001–2004 Member of the Extended Group Executive Board of the ZFS Group; 2002–2005 Vice-President of the Swiss Insurance Association (SVV); 2001–2005 Member of the Management Board and Vice-President of the Fördergesellschaft I.VW.

Appointments at listed companies: member of the Board of Directors of St.Galler Kantonalbank, St Gall.

Appointments at other companies: six appointments at non-listed companies, in particular President of the Board of Directors of Hälgi Holding AG, St.Gallen, and MediDataAG, Root; Member of the Board of Directors of SWICA healthcare organization, Winterthur, and Adcubum AG, St.Gallen.

Pro bono appointments: two appointments at charitable organizations and institutions.

## **Beat Fellmann** NEW

lic. oec. HSG and certified financial auditor Swiss citizen, Seuzach, 1964

Professional background, exercising operational executive functions: Bühler AG: 1991–1994 Internal Group Auditor, 1994–1996 Assistant CEO and Chairman of the Board, 1996–1998 International Change Management Project Team; Holcim AG: 1998–2004 Head of Financial Holdings in Zurich, Amsterdam and Hamburg, 2005–2008 Deputy Group CFO and member of the Extended Group Management Board; from 2008 CFO and Head of the Corporate Center at Implenia AG.

Appointments at listed companies: none.

Mandates in other companies: two mandates: Board Member of Vitra Holding AG and member of the Takeover Board (UEK).

Pro bono appointments: none.

## **Jean-René Fournier**

Bachelor's degree in economics from the University of Fribourg (lic. oec. publ.) Swiss, Sion, 1957

Member of the Board of Directors

Professional background, exercising operational executive functions: management positions at UBS; 1997–2009 Cantonal Councillor for the canton of Valais; since 2007 Member of the Council of States of the canton of Valais; 2011–2013 President of the Finance Commission of the Council of States; from 2018, first Vice President of the Council of States; President of the Finance Delegation of both Federal Chambers and Chairman of Board of Directors of Loterie Romande.

Appointments at listed companies: none.

Appointments at other companies: six appointments at non-listed companies/institutions: Vice-Chairman of the Board of Directors of Patria Genossenschaft, Basel; Member of the Board of Directors of Forces motrices de la Gouggra SA, Sierre, and Grande Dixence SA, Sion; Chairman of the Board of Directors of Immobilien Gletsch AG, Obergesteln; Vice-President of the Swiss Trade Association and President of the Union valaisanne des arts métiers.

Pro bono appointments: president of the Board of Trustees of the Disability Foundation Valais de Cœur.

## **Ivo Furrer**

Doctorate in law (University of Zurich) Swiss, Winterthur, 1957

Member of the Board of Directors

Professional background, exercising operational executive functions: 1982–1999 Winterthur Versicherungen, various management positions in Canada, the US and London as well as Chief Underwriting Officer Global Corporate; 1999–2002 Credit Suisse Group, including as a member of the Executive Committee e-Investment Services Europe; 2002–2008 Zurich Financial Services, Head of international key account busi-

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ness in Germany, member of the Global Corporate Executive Committee, CEO Life Switzerland; 2008–2017 Swiss Life Group, CEO Switzerland and member of the Corporate Executive Board.

Appointments at listed companies: member of the Board of Directors of Julius Baer Group Ltd.

Appointments at other companies: seven appointments, in particular Vice-Chairman of the Board of Directors of Sanitas Health Insurance.

Pro bono appointments: Member of the Board of Trustees of the Foundation for Children in Switzerland.

## **Christoph Lechner**

Prof. and doctor of economics HSG (Prof. Dr oec.) Swiss and German citizenship, Hettlingen, 1967  
Member of the Board of Directors

Professional background, exercising operational executive functions: 1987–1995 various positions at Deutsche Bank, including: Corporate Banking and Assistant to the Management (Germany); Corporate Finance (Singapore); 1995–2004 University of St.Gallen, promotion and habilitation, guest professor in the USA (Wharton and Connecticut) as well as South America (IAE Argentina); since 2004 Professor of Strategic Management at the University of St.Gallen and also Chairman of the Board at the Institute of Management (IfB).

Appointments at listed companies: vice-President of the Board of Directors of Hügli Holding AG, Steinach.

Appointments at other companies or pro bono appointments: none.

## **Gabriela Maria Payer**

Doctorate in philosophy (University of Zurich) Swiss, St. Moritz, 1962

Member of the Board of Directors

Professional background, exercising operational executive functions: until 1993 responsible for marketing at IBM and American Express; 1993–2012 numerous management roles with UBS AG; including: 1999 set-up and management of UBS e-banking; 2005 worldwide management of Human Resources Wealth Management & Business Banking; 2009 founding and management of the UBS Business University for the entire Group; from 2012–2017 Head

of Training and Member of the Executive Management of the Swiss Finance Institute, also since 2012 owner of the consulting company, PAYER-PARTNER, for strategic business.

Appointments at listed companies: member of the Board of Directors of VP Bank AG, Liechtenstein.

Appointments at other companies: president of acbe – Association of Compensation and Benefits and various advisory board mandates.

Pro bono appointments: none.

## **Thomas Schmuckli** **NEW**

Dr. iur. (University of Freiburg), lawyer

Swiss citizen, Hünenberg See, 1963

Professional background, exercising operational executive functions: Credit Suisse: 1993–1998 Various management roles in the legal service at the Leu Group, 1998–2000 Member of a Credit Recovery Task Force, 2005–2007 Head of Legal & Compliance Corporate & Institutional Clients, 2007–2013 Head of Legal & Compliance Asset Management Switzerland; Zuger Kantonalbank: 2000–2005 Member of the extended Executive Board (product, project and process management); from 2014 Independent board member.

Appointments at listed companies: chairman of the Board, Bossard Holding AG, Zug.

Appointments at other companies: three mandates: Chairman of the Board, Credit Suisse Funds AG, Zurich; Board member, Hans Oetiker Holding AG, Horgen; delegate and Chairman of the Board at Patria Genossenschaft, Basel.

Pro bono appointments: three mandates in charitable foundations and institutions.

## **Andreas von Planta**

Doctorate in law (University of Basel),

LL.M. (Columbia University), lawyer

Swiss, Cologny/GE, 1955

Member of the Board of Directors

Professional background, exercising operational executive functions: since 1983 law firm Lenz & Staehelin, Geneva; partner since 1988.

Appointments at listed companies: member of the Board of Directors of Novartis AG, Basel.

Appointments at other companies: seven appointments, in particular Chairman of the Board of Directors of HSBC Private Bank (Swiss) SA, Geneva; President of the Regulatory Board of SIX

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Swiss Exchange (previously registration office of SWX Swiss Exchange); Member of the Board of Directors of Raymond Weil SA, Lancy.

Pro bono appointments: none.

## **Regula Wallimann** **NEW**

lic. oec. HSG, Swiss and  
US Certified Public Accountant  
Swiss citizen, Meilen, 1967

Professional background, exercising operational executive functions: 1993–2017 Worked at KPMG as a financial auditor, including 2003–2017 as Global Lead Partner responsible for auditing major international listed industrial companies; from 2017 Independent board member.

Appointments at listed companies: member of the Board of Directors, Straumann Holding AG, Basel.

Appointments at other companies: member of the Board of Directors, Swissgrid AG, Laufenburg; member of the Supervisory Board at the Institute for Accounting, Controlling and Auditing (ACA) at the University of St Gallen; Co-Chairwoman of WomanCorporateDirectors (WCD), Switzerland Chapter.

Pro bono appointments: none.

## **Item 5: Remuneration for the members of the Board of Directors and the Executive Management**

- Total amount of **fixed remuneration** for the Board of Directors of CHF 3 100 000 for the period until the next annual Shareholders' Meeting.
- Total amount of **fixed remuneration** for the Executive Management of CHF 8 200 000 for the period from 1 July 2018 to 30 June 2019.
- Retroactive approval of the total amount of **fixed remuneration** (previous variable remuneration, retroactive changeover as of 1 January 2017) of the Board of Directors for the period from 1 January 2017 until the 2018 Shareholders' Meeting amounting to CHF 700 000.
- Total amount of **variable remuneration** for the Executive Management of CHF 5 500 000 for the past financial year.

# Other general information

## Entrance tickets

A registration and proxy form is enclosed with this invitation, along with the entrance ticket for the Shareholders' Meeting. For organizational reasons we would ask you to please return the registration and proxy form to us by Tuesday, 17 April 2018.

Please show the entrance ticket, which has already been sent to you, to the persons in charge of access control at hall 9.1.2.

Shareholders who are entered with voting rights in the share register on 10 April 2018 are eligible to vote. No entries with voting rights at the Shareholders' Meeting will be made in the share register from 11 to 20 April 2018.

The entrance ticket is required for participating in voting and elections in the hall. You will be given a personal voting device for electronic voting at the entrance to the hall.

## Power of attorney

If you cannot attend the Shareholders' Meeting in person, you can appoint another person or the independent proxy to represent you at the Meeting.

- If you appoint another person to represent you, please do so using the entrance ticket. Forward this ticket directly to your proxy after completing and signing the power of attorney.
- If you appoint the independent proxy to represent you, please do so using the reply form – please remember to sign it.

The power of attorney always refers to all the shares listed on the entrance ticket.

The independent proxy pursuant to Art. 689c Swiss Code of Obligations is the law firm Schmuki Bachmann Attorneys-at-Law, Rosenbergstrasse 42, 9000 St.Gallen. Please note that you have to give the independent proxy specific individual or blanket instructions, otherwise you will be considered by law to have abstained from voting.

## Buffet lunch

You are invited to a buffet lunch after the Shareholders' Meeting. There will be sufficient seating available.

## Persons travelling by train, bus and car

Arriving by train and car: For people arriving by train, the City Transport Department will provide special buses to take them directly to the OLMA show grounds in St. Gallen. Departure from the main station at 8:58, 9:03, 9:20 and 9:27 a.m. In addition to the special buses, on 20 April 2018 shareholders of Helvetia Holding AG can take bus no. 3 (direction Heiligkreuz) and other public transport from the station or public parking area to the OLMA show grounds in St.Gallen and back free of charge on presentation of the Ostwind logo.



Second class (L) (TK) (V)

Parking spaces have been reserved at the OLMA show grounds in St.Gallen and the OLMA parking garage for shareholders arriving by car. The route is clearly marked from all directions (St.Gallen-St.Fiden exit, follow signs to "OLMA Messen St.Gallen"). GPS address: Sonnenstrasse 39.

## Communication can also take place online via the internet

You can also communicate with us via the internet. We use the Nibus ShApp shareholder application for this purpose. Enter [www.helvetia.com/annual-general-meeting](http://www.helvetia.com/annual-general-meeting) in your browser. You will then be guided through the on-screen dialogue. You can find the initial access data on the first page of this invitation.