Thursday, 12 March 2015 at 15:00
(doors opened at 14:00)
Théâtre du Léman (Grand Hotel Kempinski), Quai du Mont-Blanc 19 Geneva

Agenda

1. Annual Report 2014
   1.1. Accounts of SGS SA and of the SGS Group
   1.2. Advisory Vote on the 2014 Remuneration Report

2. Release of the members of the Board of Directors and of the Management

3. Appropriation of Profits

4. Elections
   4.1. Election to the Board of Directors
      4.1.1. Re-election of Sergio Marchionne
      4.1.2. Re-election of Paul Desmarais
      4.1.3. Re-election of August von Finck
      4.1.4. Re-election of August François von Finck
      4.1.5. Re-election of Ian Gallienne
      4.1.6. Re-election of Cornelius Grupp
      4.1.7. Re-election of Peter Kalantzis
      4.1.8. Election of Christopher Kirk
      4.1.9. Re-election of Gérard Lamarche
      4.1.10. Re-election of Shelby du Pasquier
   4.2. Election of the Chairman of the Board of Directors
      4.2.1. Re-election of Sergio Marchionne
   4.3. Election to the Remuneration Committee
      4.3.1. Re-election of August von Finck
      4.3.2. Re-election of Ian Gallienne
      4.3.3. Re-election of Shelby du Pasquier
   4.4. Election of the statutory auditors
   4.5. Election of the Independent Proxy

5. Amendments to the Articles of Association to adapt to changes in company law

6. Authorized share capital

7. Remuneration Matters
   7.1. Remuneration of the Board of Directors until the 2016 Annual General Meeting
   7.2. Fixed Remuneration of Senior Management for the fiscal year 2016
   7.3. Annual Variable Remuneration of Senior Management for the fiscal year 2014
   7.4. Long Term Incentive Plan to be issued in 2015.
Proposals of the Board of Directors

1. Annual Report 2014

1.1. Annual Report, financial statements of SGS SA and consolidated financial statements of the SGS Group for 2014
Proposal:
Approval of the annual report, the financial statements of SGS SA and the consolidated financial statements of the SGS Group.

1.2. Advisory vote on the 2014 Remuneration report
Proposal:
Acceptance of the 2014 Remuneration report.

2. Release of the Board of Directors and of the Management
Proposal:
Release of the members of the Board of Directors and of the Management.

3. Appropriation of profits resulting from the balance sheet of SGS SA
Proposal:

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Profit for the year</td>
<td>CHF 378'165'415</td>
</tr>
<tr>
<td>Balance brought forward from previous year</td>
<td>CHF 341'877'870</td>
</tr>
<tr>
<td>Dividend paid on own shares released into circulation in 2014 prior the Annual General Meeting on 13 March 2014</td>
<td>(CHF 1'645'215)</td>
</tr>
<tr>
<td>Reversal from the reserve for own shares</td>
<td>CHF 31'321'687</td>
</tr>
</tbody>
</table>

**TOTAL RETAINED EARNINGS AVAILABLE FOR APPROPRIATION**: CHF 749'719'757

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dividends, CHF 68.- per share (1)</td>
<td>(CHF 521'934'408)</td>
</tr>
</tbody>
</table>

**BALANCE CARRIED FORWARD**: CHF 227'785'349

(1) No dividend is paid on treasury shares held directly or indirectly by SGS SA

Explanation:
If approved, the gross dividend amount of CHF 68.- per share will be paid on March 18, 2015. The shares will be traded ex-dividend as of March 16, 2015.
4. Elections

4.1. Elections to the Board of Directors

Proposal:
Re-election of Messrs:
• Sergio Marchionne
• Paul Desmarais, jr.
• August von Finck
• August François von Finck
• Ian Gallienne
• Cornelius Grupp
• Peter Kalantzis
• Gérard Lamarche
• Shelby R. du Pasquier

and

Election of Mr. Christopher Kirk

each for a term of one year ending on the date of the 2016 Annual General Meeting.

Explanation:
The Board proposes the individual re-election of each of the Directors who have served during 2014. Their biographies and qualifications are to be found in the Corporate Governance Report of the Company.
In addition, the Board proposes the election of Mr. Christopher Kirk to the Board of Directors. Mr. Christopher Kirk, British, born in 1956, is retiring from his role of Chief Executive Officer of the Company, after a career of more than 30 years at the service of the SGS Group.

4.2. Election of the Chairman of the Board of Directors

Proposal:
Re-election of Mr. Sergio Marchionne, for a term of one year ending on the date of the 2016 Annual General Meeting.

Explanation:
In line with the new legal requirements and the Company’s revised Articles of Association, the Board proposes the re-election of Mr. Sergio Marchionne as Chairman of the Board of Directors.

4.3. Election to the Remuneration Committee

Proposal:
Re-election of Messrs:
• August von Finck
• Ian Gallienne
• Shelby R. du Pasquier

each or a term of one year ending on the date of the 2016 Annual General Meeting.

Explanation:
In line with the new legal requirements and the Company’s revised Articles of Association, the Board proposes the re-election of the current members of the Remuneration Committee. If elected, Mr. Shelby R. du Pasquier will be appointed as Chairman of the Remuneration Committee.

4.4. Election of Auditors

Proposal:
Re-election of Deloitte SA, Meyrin, as Auditors of SGS SA and Group Auditors for the business year 2015.

4.5. Election of the Independent Proxy

Proposal:
Election of the public notary firm Jeandin & Defacqz, Geneva, as Independent Proxy for a term of one year ending on the date of the 2016 Annual General Meeting.
5. **Amendment to the Articles of Association**  
*Proposal:* Adoption of amendments to the Articles of Association. The amendment proposals to the existing Articles of Association are set out in the enclosed document.  
*Explanation:* As more fully described in the enclosed document, the purpose of these amendment proposals is to implement provisions of the Swiss Ordinance against excessive remuneration by listed companies.  

6. **Authorized share capital increase**  
*Proposal:* Renewal for a further period of two years ending on March 12, 2017 of the authorized share capital of 500’000 shares, each of a par value of CHF 1.-.  

7. **Remuneration Matters**  

7.1. **Board Remuneration until next Annual General Meeting**  
*Proposal:* Approval of an aggregate amount of CHF 2’125’000 representing the remuneration of the members of the Board of Directors for the period ending on the date of the 2016 Annual General Meeting.  
*Explanation:* The proposed remuneration of the Board of Directors comprises fixed fees, with additional fees for attending a Board Committee. Such fees are unchanged from prior years.  

7.2. **Fixed Remuneration of Senior Management for the fiscal year 2016**  
*Proposal:* Approval of a maximum aggregate amount of CHF 9’000’000 representing the fixed remuneration of the members of the Group Operations Council for the fiscal year 2016.  
*Explanation:* The Company seeks approval to pay during the calendar year 2016 up to a maximum aggregate amount of CHF 9’000’000 in fixed remuneration (as defined in the Company’s remuneration report) to the 25 members of the Operations Council (including the Group CEO).  

7.3. **Annual Variable Remuneration of Senior Management for the fiscal year 2014**  
*Proposal:* Approval of an aggregate amount of CHF 5’586’000 representing the annual variable remuneration of the members of the Group Operations Council for the fiscal year 2014.  
*Explanation:* On the basis of the Group performance in 2014, the Operations Council (including the Group CEO) are entitled to the payment of annual bonuses in the aggregate amount of CHF 5’586’000, out of which an amount of CHF 2’908’000 will be settled by way of awards of share options which will be blocked and will vest gradually during a period of three years.  

7.4. **Long Term Incentive Plan to be issued in 2015**  
*Proposal:* Approval of the issuance of a Long Term Incentive Plan for the members of the Group Operations Council in 2015, for a total maximum amount equivalent to CHF 30’000’000.  
*Explanation:* The Company seeks approval to issue a Long Term Incentive Plan, by way of granting restricted shares to the Operations Council, whose vesting in 2017 will be contingent upon the Group reaching long term financial objectives to be determined by the Board of Directors. The amount corresponds to an allocation of 15’000 shares of the Company.
Organizational Matters

Exercise of voting right

Shareholders registered on the Company’s share registry with voting right on March 6, 2015 are entitled to exercise their voting right personally by attending the Annual General Meeting or by Representation.

Physical Attendance at the General Meeting

Shareholders who wish to attend personally the Annual General Meeting are kindly invited to apply for an Admission card by returning the enclosed form to SGS, c/o SIX SAG AG, Baslerstrasse 90, Postfach, CH 4601 Olten, no later than March 6, 2015.

Representation at the General Meeting

Shareholders may be represented at the Annual General Meeting by another registered shareholder with a written proxy.

Alternatively, shareholders may, free of charge, appoint the Independent Proxy, to cast their votes.

To grant a proxy, please use the enclosed form and return it to SGS c/o SIX SAG with the enclosed envelope.

Alternatively, electronic voting before the meeting is also possible using the eComm platform. Please refer to the enclosed form.

2014 Annual Report

The 2014 Annual Report, including the Business Report, the Corporate Governance Report, the Remuneration Report, the Group’s Consolidated Financial Statements, the SGS SA Financial Statements and the reports of the auditors for the financial year 2014 is available for inspection at SGS SA registered office and may be downloaded from its website at www.sgs.com.

Correspondence

Please address all correspondence regarding the General Meeting to SGS SA, c/o SIX SAG AG, Baslerstrasse 90, Postfach, CH 4601 Olten.

Yours faithfully,

SGS SA
BOARD OF DIRECTORS