Tuesday, 21 March 2017  
at 14:00  
(doors opened at 13:00)  

Théâtre du Léman  
(Grand Hotel Kempinski),  
Quai du Mont-Blanc 19  
Geneva

Agenda

   1.1. Accounts of SGS SA and of the SGS Group  
   1.2. Advisory Vote on the 2016 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 Paul Desmarais, jr.  
       4.1.2. Re-election of August von Finck  
       4.1.3. Re-election of August François von Finck  
       4.1.4. Re-election of Ian Gallienne  
       4.1.5. Re-election of Cornelius Grupp  
       4.1.6. Re-election of Peter Kalantzis  
       4.1.7. Re-election of Christopher Kirk  
       4.1.8. Re-election of Gérard Lamarche  
       4.1.9. Re-election of Sergio Marchionne  
       4.1.10. Re-election of Shelby R. 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 R. du Pasquier

4.4. Election of the statutory auditors  
4.5. Election of the Independent Proxy

5. Remuneration Matters  
   5.1. Remuneration of the Board of Directors until the 2018 Annual General Meeting  
   5.2. Fixed Remuneration of Senior Management for the fiscal year 2018  
   5.3. Annual Variable Remuneration of Senior Management for the fiscal year 2016

6. Reduction of Share Capital

7. Authorized Share Capital
Proposals of the Board of Directors


1.1. Annual Report, financial statements of SGS SA and consolidated financial statements of the SGS Group for 2016
   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 2016 Remuneration report
   Proposal:
   Acceptance of the 2016 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>436'216'325</td>
</tr>
<tr>
<td>Balance brought forward from previous year</td>
<td>610'633'820</td>
</tr>
<tr>
<td>Dividend not paid on own shares bought in 2016 prior to the Annual</td>
<td>(39'772)</td>
</tr>
<tr>
<td>General Meeting</td>
<td></td>
</tr>
<tr>
<td>Shares buyback program</td>
<td>(215'274'875)</td>
</tr>
<tr>
<td>(Transfer to) / reversal from the reserve for own shares</td>
<td>60'989'472</td>
</tr>
<tr>
<td>TOTAL RETAINED EARNINGS AVAILABLE FOR APPROPRIATION</td>
<td>892'524'970</td>
</tr>
<tr>
<td>Dividends, CHF 70.- per share (1)</td>
<td>(527'695'490)</td>
</tr>
<tr>
<td>BALANCE CARRIED FORWARD</td>
<td>364'829'480</td>
</tr>
</tbody>
</table>

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

Explanation:
If approved, the gross dividend amount of CHF 70.- per share will be paid on March 27, 2017. The shares will be traded ex-dividend as of March 23, 2017.
4. Elections

4.1. Elections to the Board of Directors

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

each for a term of one year ending on the date of the 2018 Annual General Meeting.

Explanation:
The Board proposes the individual re-election of each of the Directors who have served during 2016. Their biographies and qualifications are to be found in the Corporate Governance Report of the Company.

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 2018 Annual General Meeting.

Explanation:
In line with the Company's 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 for a term of one year ending on the date of the 2018 Annual General Meeting.

Explanation:
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 2017.

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 2018 Annual General Meeting.
5. **Remuneration Matters**

5.1. **Board Remuneration until the 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 2018 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. The amount is indicated excluding the Swiss mandatory social contributions (AVS-AI).

5.2. **Fixed Remuneration of Senior Management for the fiscal year 2018**

**Proposal:**
Approval of a maximum aggregate amount of CHF 9’300’000 representing the fixed remuneration of the members of the Group Operations Council for the fiscal year 2018.

**Explanation:**
The Company seeks approval to pay during the calendar year 2018 up to a maximum aggregate amount of CHF 9’300’000 in fixed remuneration (as defined in the Company’s remuneration report) to the 23 members of the Operations Council (including the Group CEO).

5.3. **Annual Variable Remuneration of Senior Management for the fiscal year 2016**

**Proposal:**
Approval of an aggregate amount of CHF 3’677’000 representing the annual variable remuneration of the members of the Group Operations Council for the fiscal year 2016.

**Explanation:**
On the basis of the Group performance in 2016, the Operations Council (including the Group CEO) are entitled to the payment of annual bonuses in the aggregate amount of CHF 3’677’000 (in 2015: CHF 5’624’000), out of which an amount of CHF 1’838’500 will be settled by way of awards of restricted shares.

6. **Reduction of Share Capital**

**Proposal:**
Reduction of the Share Capital of the Company by an amount of CHF 188’704 by cancellation of 188’704 ordinary shares of the Company, each with a nominal value of CHF 1.-.

**Explanation:**
Shares purchased by the Company in the course of its share buy-back programme will be cancelled, resulting in a corresponding reduction of the Company’s Share Capital.

7. **Authorized Share Capital**

**Proposal:**
Renewal for a further period of two years ending on March 21, 2019 of the authorized share capital of 500’000 shares, each of a par value of CHF 1.-.

**Explanation:**
The Board of Director is authorized to decide and implement share capital increases, within limits and at conditions defined in the Articles of Association. This authority is subject to periodic renewals for a term of two years.
Organizational Matters

Exercise of voting right

Shareholders registered on the Company’s share registry with voting right on March 15, 2017 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 SA, c/o Devigus Shareholder Services, Birkenstrasse 47, CH – 6343 Rotkreuz, no later than March 15, 2017.

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 SA, c/o Devigus Shareholder Services with the enclosed envelope.

Alternatively, electronic voting before the meeting is also possible using the online voting platform. Please refer to the admission card order form.

2016 Annual Report

The 2016 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 2016 is available for consultation 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 Devigus Shareholder Services, Birkenstrasse 47, CH – 6343 Rotkreuz

Yours faithfully,
SGS SA
BOARD OF DIRECTORS