



Geneva, 18th February 2016

Monday, 14 March 2016
at 14:00
(doors opened at 13:00)

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

AGENDA

- 1. Annual Report 2015**
 - 1.1. Accounts of SGS SA and of the SGS Group
 - 1.2. Advisory Vote on the 2015 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 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. Remuneration Matters**
 - 5.1. Remuneration of the Board of Directors until the 2017 Annual General Meeting
 - 5.2. Fixed Remuneration of Senior Management for the fiscal year 2017
 - 5.3. Annual Variable Remuneration of Senior Management for the fiscal year 2015

PROPOSALS OF THE BOARD OF DIRECTORS

1. Annual Report 2015

1.1. Annual Report, financial statements of SGS SA and consolidated financial statements of the SGS Group for 2015

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 2015 Remuneration report

Proposal:

Acceptance of the 2015 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:

	CHF
Profit for the year	1'048'128'990
Balance brought forward from previous year	227'785'349
Dividend not paid on own shares bought in 2015 prior to the Annual General Meeting on 12 March 2015	384'676
Shares buyback program	(145'362'298)
(Transfer to) / reversal from the reserve for own shares	(3'131'617)
TOTAL RETAINED EARNINGS AVAILABLE FOR APPROPRIATION	1'127'805'100
Dividends, CHF 68.- per share (1)	(517'171'280)
BALANCE CARRIED FORWARD	610'633'820

(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, 2016. The shares will be traded ex-dividend as of March 16, 2016.

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 2017 Annual General Meeting.

Explanation:

The Board proposes the individual re-election of each of the Directors who have served during 2015. 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 2017 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 2017 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 2016.

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 2017 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 2017 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 2017

Proposal:

Approval of a maximum aggregate amount of CHF 9'200'000 representing the fixed remuneration of the members of the Group Operations Council for the fiscal year 2017.

Explanation:

The Company seeks approval to pay during the calendar year 2017 up to a maximum aggregate amount of CHF 9'200'000 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 2015

Proposal:

Approval of an aggregate amount of CHF 5'624'000 representing the annual variable remuneration of the members of the Group Operations Council for the fiscal year 2015.

Explanation:

On the basis of the Group performance in 2015, the Operations Council (including the Group CEO) are entitled to the payment of annual bonuses in the aggregate amount of CHF 5'624'000, out of which an amount of CHF 2'680'000 will be settled by way of awards of restricted shares.

ORGANIZATIONAL MATTERS

Exercise of voting right

Shareholders registered on the Company's share registry with voting right on March 8, 2016 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 Devigus Shareholder Services, Birkenstrasse 47, CH – 6343 Rotkreuz, no later than March 8, 2016.

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 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.

2015 Annual Report

The 2015 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 2015 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