

INVITATION TO THE ANNUAL GENERAL MEETING OF SIKA AG

Tuesday, April 12, 2016

1:00 p.m., at the Waldmannhalle, Baar

Doors open: 12:00 p.m.

DEAR SHAREHOLDERS,

The Board of Directors is pleased to invite you to the Annual General Meeting of Sika AG, to be held on Tuesday, April 12, 2016 at 1 p.m. at the Waldmannhalle, Baar.

AGENDA AND PROPOSALS BY THE BOARD OF DIRECTORS

1. APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS FOR 2015

Proposal by the Board of Directors. On the basis of the Report of the Statutory Auditors, the Board of Directors proposes unanimously that the annual financial statements and the consolidated financial statements for the year 2015 be approved.

Notes. The report of the Board of Directors and Group Management is included in the annual report, which may be obtained by shareholders and is also available on the Internet at www.sika.com, under the heading Publications. All holders of registered shares who are entered in the share register are also automatically sent the annual report.

The income statement of Sika AG shows income of CHF 446.0 million, an operating result of CHF 343.2 million, a net profit before taxes of CHF 339.0 million and a net profit of CHF 331.8 million. The balance sheet total decreased by CHF 43.8 million to CHF 3'134.8 million. Shareholders' equity amounted to CHF 1'995.3 million at the end of the year. The consolidated financial statements show a net profit of CHF 465.1 million. An operating profit of CHF 673.3 million and cash flow from operating activities of CHF 585.8 million were generated on net sales of CHF 5'489.2 million. In its reports to the Annual General Meeting, Ernst & Young AG recommends that the annual financial statements of Sika AG and the consolidated financial statements be approved. In the opinion of the auditors, the consolidated financial statements give a true and fair view of the Group's assets, financial situation and earnings in accordance with the International Financial Reporting Standards and comply with Swiss law.

2. APPROPRIATION OF THE RETAINED EARNINGS OF SIKA AG

Proposal by the Board of Directors. The Board of Directors proposes to the Annual General Meeting by a majority the following appropriation of retained earnings:

in CHF mn

Composition of retained earnings	
Net profit for the year	331.8
Results carried forward from prior year	1'480.7
Total at the disposal of Annual General Meeting	1'812.5
Dividend payment	
Dividend payment out of the profit brought forward ¹	198.1
Results carried forward	1'614.4

¹ Dividend payment for shares entitled to dividends (without treasury shares at December 31, 2015).

Notes. No allocation was made to the general statutory reserve as it currently already exceeds 20% of the share capital. On approval of this proposal, the following dividend will be paid, representing a 8.3% increase on the previous year's distribution:

in CHF	Gross dividend	35% withholding tax	Net dividend
Bearer share ² nominal value CHF 0.60	78.00	27.30	50.70
Registered share nominal value CHF 0.10	13.00	4.55	8.45

² Bearer shares held by Sika AG are not entitled to vote and do not qualify for a dividend

Payment of the dividend is expected to occur on Monday, April 18, 2016 upon presentation of coupons no. 26 for bearer shares. Registered shareholders will receive payment at the address provided to the company for purposes of dividend distribution.

3. GRANTING DISCHARGE TO THE ADMINISTRATIVE BODIES

Proposal by the Board of Directors. The Board of Directors proposes by a majority that the members of the administrative bodies be discharged, subject to the outcome of the ongoing Special Audit.

4. ELECTIONS

4.1 Re-election of the Board of Directors

Proposal by the Board of Directors. The Board of Directors proposes by a majority that the following be re-elected to the Board of Directors for a term of office of one year:

- 4.1.1 Paul J. Hälgi as a member
- 4.1.2 Urs F. Burkard as a member (representing holders of registered shares)
- 4.1.3 Frits van Dijk as a member (representing holders of bearer shares)
- 4.1.4 Willi K. Leimer as a member
- 4.1.5 Monika Ribar as a member
- 4.1.6 Daniel J. Sauter as a member
- 4.1.7 Ulrich W. Suter as a member
- 4.1.8 Jürgen Tinggren as a member
- 4.1.9 Christoph Tobler as a member

Notes. Ms. Ribar and Messrs. Hälgi, van Dijk, Sauter, Suter and Tobler will only accept their election subject to all of them being re-elected and Mr. Hälgi also being re-elected as Chairman of the Board of Directors.

4.2 New election to the Board of Directors

Proposal by Schenker-Winkler Holding AG. Schenker-Winkler Holding AG proposes that Prof. Dr. Jacques Bischoff be elected to the Board of Directors for a term of office of one year.

Response of the Board of Directors. The Board of Directors recommends by a majority that the proposal by Schenker-Winkler Holding AG be rejected.

4.3 Election of Chairman

Proposal by the Board of Directors. The Board of Directors proposes by a majority that Paul J. Hälgi be re-elected Chairman of the Board of Directors for a term of office of one year.

Notes. Mr. Hälgi will only accept his election if Ms. Ribar and Messrs. van Dijk, Sauter, Suter and Tobler are re-elected to the Board of Directors.

4.4 Re-election of the Nomination and Compensation Committee

Proposal by the Board of Directors. The Board of Directors proposes by a majority that the following be re-elected to the Nomination and Compensation Committee for a term of office of one year:

- 4.4.1 Frits van Dijk
- 4.4.2 Urs F. Burkard
- 4.4.3 Daniel J. Sauter

Notes. Messrs. van Dijk and Sauter will only accept their election if both of them, or, in their place, Ms. Ribar or Messrs. Suter or Tobler, are re-elected to the Nomination and Compensation Committee.

4.5 Election of Statutory Auditors

Proposal by the Board of Directors. The Board of Directors proposes unanimously that Ernst & Young AG be appointed Statutory Auditors for the 2016 financial year.

4.6 Election of Independent Proxy

Proposal by the Board of Directors. The Board of Directors proposes unanimously that Dr. Max Brändli, attorney-at-law in Zug, be appointed independent proxy until the close of the next Annual General Meeting.

5. COMPENSATION

5.1 Approval of the compensation of the Board of Directors for the term of office from the 2015 Annual General Meeting until the 2016 Annual General Meeting

Proposal by the Board of Directors. The Board of Directors proposes by a majority that a total amount of CHF 2.870 million in compensation for the nine-member Board of Directors be approved for the term of office from the close of the 2015 Annual General Meeting until the close of this Annual General Meeting.

Notes. The total amount corresponds to the compensation to be actually paid for the expired term of office and includes base compensation as well as remuneration for work on the two Board committees and breaks down as follows:

in TCHF	
Fixed compensation ¹	1'930
Share-based compensation ²	725
Social security contributions ³	215
Total	2'870

¹ Includes base compensation, committee remuneration and lump-sum representation expenses (Chairman of the Board of Directors).

² Market value on grant date (start of year of office, 2015 Annual General Meeting). The figure given here does not reflect any change in share price between the grant date and definitive allocation (end of year of office, 2016 Annual General Meeting).

³ Includes employer contributions to social security in respect of fixed and share-based compensation (based on market value on grant date).

Approval of the proposed amount of compensation for members of the Board of Directors is in accordance with Art. 11 of the Articles of Association and in keeping with the Ordinance against Excessive Compensation in Listed Companies. Further details on the principles of compensation for the Board of Directors can be found in the Compensation Report.

5.2 Consultative vote on the Compensation Report 2015

Proposal by the Board of Directors. The Board of Directors proposes by a majority that the Compensation Report 2015 be approved (non-binding consultative vote).

Notes. The Compensation Report incorporates the basic principles for the compensation of the Board of Directors and Group Management as well as the remuneration of the members of these two bodies for the 2015 financial year. The Board of Directors is submitting the Compensation Report to shareholders for a consultative vote. The Compensation Report can be found on pages 62 to 79 of the annual report. The annual report can be accessed on the Internet at www.sika.com, under the heading Publications.

5.3 Approval of the future compensation of the Board of Directors

Proposal by the Board of Directors. The Board of Directors proposes by a majority that a maximum total amount of CHF 3 million in compensation for the nine-member Board of Directors be approved for a term of office of one year until the close of the next Annual General Meeting.

Notes. The proposed maximum amount is unchanged from the maximum amount proposed for the previous year at the 2015 Annual General Meeting and at the Extraordinary General Meeting which took place on July 24, 2015. The total amount includes base compensation as well as remuneration for work on the two Board committees, and is expected to break down as follows:

in TCHF	
Fixed compensation ¹	2'030
Share-based compensation ²	750
Social security contributions ³	220
Total	3'000

¹ Includes base compensation, committee remuneration and lump-sum representation expenses (Chairman of the Board of Directors).

² Market value on grant date (start of year of office, 2016 Annual General Meeting). The figure given here does not reflect any change in share price between the grant date and definitive allocation (end of year of office, 2017 Annual General Meeting).

³ Includes expected employer contributions to social security in respect of fixed and share-based compensation (based on market value on grant date).

The compensation actually paid will be disclosed in the 2016 and 2017 Compensation Report and submitted to shareholders for a consultative vote.

Approval of the maximum total amount of compensation for members of the Board of Directors is in accordance with Art. 11 of the Articles of Association and in keeping with the Ordinance against Excessive Compensation in Listed Companies. Further details on the principles of compensation for the Board of Directors can be found in the Compensation Report.

5.4 Approval of the future compensation of Group Management

Proposal by the Board of Directors. The Board of Directors proposes unanimously that a maximum total amount of CHF 18 million in compensation for the nine-member Group Management be approved for the financial year 2017.

Notes. The proposed total amount is unchanged from the previous year. The total amount comprises fixed compensation including employer contributions to social security and pension funds (BVG), the maximum amount of the performance bonus as well as the maximum Performance Share Unit allocation under the long-term participation plan, valued on the allocation date. The total amount is expected to break down as follows:

in TCHF

Fixed compensation ¹	8'400
Performance bonus ²	6'000
Performance Share Units (PSU) ³	3'600
Total	18'000

¹ Includes fixed compensation and expected employer contributions to social security (based on the above maximum amounts and the market value of the Performance Share Units on the allocation date) and employer contributions to pension funds (BVG).

² Maximum value of bonus payout based on the assumption that all performance targets up to the maximum payout multiplier have been reached.

³ The allocation of Performance Share Units is calculated on the basis of the determined amount of allocation and the share price on the allocation date. The figure given here assumes maximum target attainment, which results in the target number of originally allocated Performance Share Units being multiplied by a maximum payout multiplier of 100%. The figure given here does not factor in share price changes during the vesting period (period between allocation and acquisition of title).

The compensation actually paid will be disclosed in the 2017 Compensation Report and submitted to shareholders for a consultative (non-binding) vote at the 2018 Annual General Meeting.

Approval of the maximum total amount of compensation for members of Group Management is in accordance with Art. 11 of the Articles of Association and in keeping with the Ordinance against Excessive Remuneration in Listed Companies. Further details on the principles of compensation for Group Management can be found in the Compensation Report.

6. PROPOSAL BY SHAREHOLDER GROUP CASCADE INVESTMENT, L.L.C., BILL & MELINDA GATES FOUNDATION TRUST, FIDELITY INVESTMENTS INTERNATIONAL AND COLUMBIA THREADNEEDLE INVESTMENTS REGARDING EXTENSION OF TERM OF OFFICE OF THE CURRENT SPECIAL EXPERTS

The shareholder group Cascade Investment, L.L.C., Bill & Melinda Gates Foundation Trust, Fidelity Investments International and Columbia Threadneedle Investments submits the following proposal:

"The term of office of each of Peter Montagnon, Peter Spinnler and Jörg Walther who have been appointed as Special Experts of Sika AG pursuant to article 731a Swiss Code of Obligations by the annual general meeting of Sika AG held on 14 April 2015 under agenda item 6.3 ("2015 AGM Resolution") be extended until the annual general meeting to be held in 2020. The 2015 AGM Resolution otherwise remains unchanged and in full force."

Notes of the shareholder group. At the 2015 Annual General Meeting shareholders appointed the special experts to oversee and review and investigate the future conduct of business of Sika AG and its subsidiaries relating to Schenker-Winkler Holding AG and its affiliates and other closely related persons and/or the Compagnie de Saint-Gobain and its affiliates and other closely related persons. Paragraph 2 of the 2015 AGM Resolution provides that the term of office of each Special Expert shall be until the 2017 Annual General Meeting unless further extended by the general meeting. In light of the fact that the proposed sale of the Sika stake held by Schenker-Winkler Holding AG has not been completed to date an extension of the term of office of the Special Experts until the 2020 Annual General Meeting is warranted in order to protect the company, its business and public shareholders.

Response of the Board of Directors. The Board of Directors recommends by a majority that this proposal be approved.

FURTHER INFORMATION

Issue of the annual report. The 2015 annual report of Sika AG, comprising the annual and the consolidated financial statements and the report of the Statutory Auditors, will be available for inspection by shareholders from March 18, 2016 at the company's registered office at Zugerstrasse 50, 6341 Baar. Any shareholder may request that a copy of these documents be issued to him forthwith. The annual report is sent to registered shareholders automatically; holders of bearer shares may obtain the annual report from Sika AG, phone +41 58 436 68 00.

Attendance at the Annual General Meeting. Only those holders of registered shares entered in the share register as at April 7, 2016 are entitled to vote at the Annual General Meeting. Individual admission cards will be sent to them two weeks prior to the Annual General Meeting. No further registrations of voting rights will be carried out in the period from April 8 to April 12, 2016. Registered shareholders who were registered with voting rights as at April 8, 2016, but who sold their shares prior to the Annual General Meeting, lose their shareholder rights in respect of the shares sold. At the entrance, they will receive a new admission card corresponding to their current holding of shares.

Holders of bearer shares wishing to attend, or have themselves represented at, the Annual General Meeting may obtain their admission card from their custodian bank between March 21 and April 7, 2016 at the latest. Holders of bearer shares who have not deposited their shares with a custodian bank will receive their admission card directly at the Annual General Meeting upon presentation of their shares or share certificates.

The custodian banks will obtain the admission cards through SIX SAG AG, Sika AG, P.O. Box, CH-4601 Olten, phone +41 58 399 87 47, fax +41 58 499 61 95, e-mail: rafael.franzi@six-group.com, by submitting a blocking confirmation and will then send the admission cards to the shareholders. The shares in question will remain blocked until after the end of the Annual General Meeting.

Representation by proxy at the Annual General Meeting. Shareholders not attending the Annual General Meeting in person may appoint a proxy. Shareholders wishing to appoint the independent proxy are requested to submit their admission card, including power of attorney and written voting instructions, to Dr. Max Brändli, attorney-at-law, Schnurrenberger Tobler Gnehm & Partner, Alpenstrasse 2, 6300 Zug, at the latest by 12 p.m. (noon) on April 11, 2016.

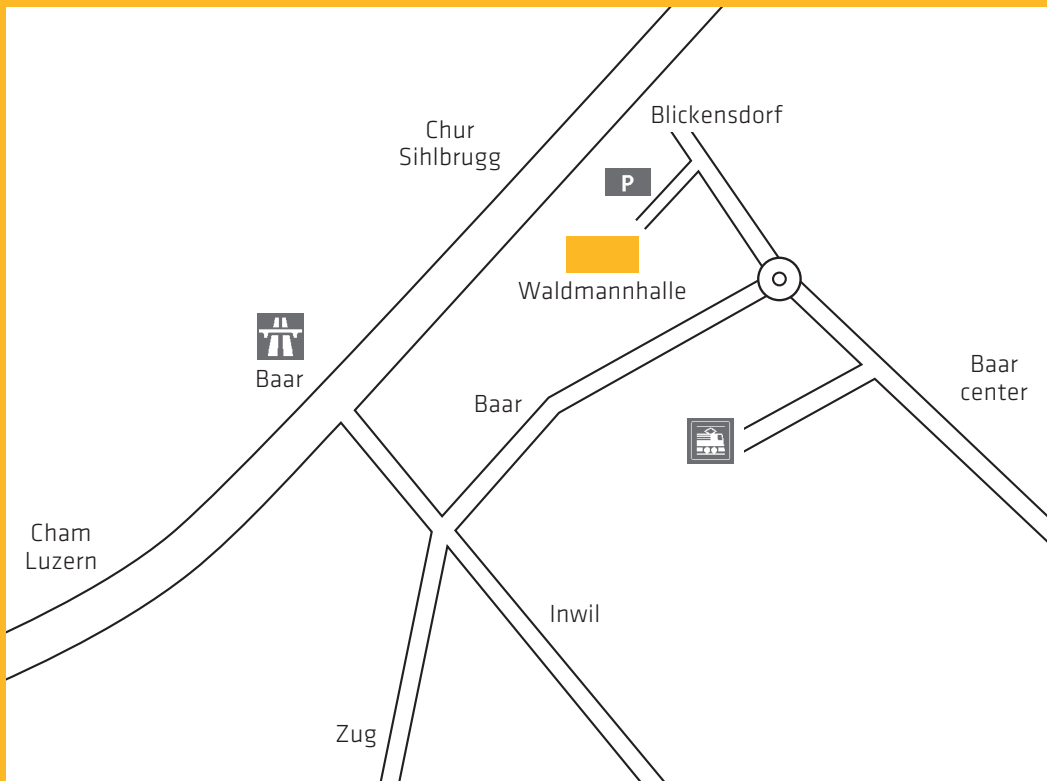
Remote electronic voting by issuing authorizations and instructions to the independent proxy. Shareholders may cast their votes remotely by issuing electronic authorizations and instructions to the independent proxy at investor.sherpany.com. The necessary login data is enclosed with the meeting materials supplied to shareholders. Shareholders thus have the option of voting in person, through a proxy, or remotely by issuing electronic authorizations and instructions to the independent proxy. Shareholders may use the online proxy voting, or change any instructions they may have issued electronically, up to but no later than 23:59 on Friday, April 8, 2016.

Baar, March 18, 2016

Sincerely
Sika AG
On behalf of the Board of Directors



Dr. Paul Hälgi, Chairman



VENUE

Waldmannhalle, Neugasse 55, 6340 Baar

CATERING

You will receive a warm snack and lunch box at the start of the event and an edible thank you at the end.

HOW TO GET THERE

By car:

- Exit A4a, direction Baar

By public transport:

Take the S-Bahn from Zurich, Zug or Lucerne to Baar. Doors open at 12:00 p.m. (noon). Between 11:30 a.m. and 12:45 p.m. a bus service will be provided from Baar station. A return service will be available until the end of the event.