



**DATE** March 15, 2015  
**PAGES** 1 / 3  
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## **ANNUAL GENERAL MEETING TO TAKE PLACE ON APRIL 14, 2015**

- **April 14, 2015 confirmed as date of 2015 Annual General Meeting**
- **All current members of the Board of Directors are standing for re-election**
- **Agenda will include proposals submitted by Schenker-Winkler Holding AG, the shareholder group led by Ethos and the shareholders Bill and Melinda Gates Foundation Trust, Cascade Investment, Fidelity Worldwide Investment and Threadneedle Investments**

The Board of Directors of Sika AG has confirmed April 14, 2015 as the date of the 2015 Annual General Meeting and responds to shareholders' proposals as follows:

### **ELECTION OF THE BOARD OF DIRECTORS**

All current members of the Board of Directors are standing for re-election. The Board of Directors also supports the re-election of Urs F. Burkard, Jürgen Tinggren and Willy K. Leimer. However, in view of the opposition of Schenker-Winkler Holding AG (SWH) to current Board members Monika Ribar, Dr. Paul Hälg (Chairman) and Daniel J. Sauter, these members and Frits van Dijk, Ulrich W. Suter and Christoph Tobler will only make themselves available if all are re-elected and Dr. Paul Hälg is confirmed as Chairman. If only some of them are re-elected, the majority structure of the Board of Directors would be fundamentally altered and the independent Board members would find themselves unable to represent the interests of the company and all its shareholders and would therefore not accept re-election.

SWH is proposing that Dr. Max Roesle be elected to the Board as its Chairman. The Board of Directors recommends that SWH's proposal be rejected. In the Board's view, Dr. Max Roesle does not have the industrial and management experience required to lead a global corporation with sales of over CHF 5.5 billion and 17,000 employees.

### **DELETION OF THE OPTING-OUT CLAUSE**

The shareholder group led by Ethos is proposing that the opting-out clause be deleted. The Board of Directors recommends that this proposal be approved.

## **MEDIA RELEASE**

DATE March 15, 2015  
PAGES 2 / 3

### **SPECIAL AUDIT**

The shareholder group consisting of Bill and Melinda Gates Foundation Trust, Cascade Investment, Fidelity Worldwide Investment and Threadneedle Investments is proposing that a special audit be conducted regarding the events leading up to the announcement of the planned transaction by SWH and Saint-Gobain. In particular, the special audit would investigate the question of whether within the 24 months prior to the 2015 Annual General Meeting, non-public information regarding Sika AG was made available to Saint-Gobain or SWH. In addition, the special audit would clarify whether any arrangements have been made between Board members and Saint-Gobain or SWH.

### **SPECIAL EXPERT COMMITTEE**

Furthermore, the shareholder group is proposing that a Special Expert Committee be appointed until at least the 2017 Annual General Meeting. This Committee would review and investigate the future conduct of business of Sika AG relating to SWH, the Burkard family and Saint-Gobain, particularly with regard to its effect on the public shareholders.

### **OTHER DUTIES AND AUTHORIZATIONS OF THE SPECIAL EXPERT COMMITTEE**

Under the proposal, the Special Expert Committee would in particular be instructed and authorized to:

- review and investigate the business conduct of the Sika Group that is related to SWH and/or Saint-Gobain or any of their representatives or advisors;
- access all records and information of the Sika Group (e.g. Board minutes, Board materials, confidential reports, plans and projects, correspondence, e-mail communication, drafts of such documents, etc.);
- request any information from any member of the Board of Directors and Group Management, employee or advisor of the Sika Group;
- inform the shareholders about its activities and findings at each General Meeting and report at least twice a year;
- enforce its rights to fulfill its mandate and to take all actions required to safeguard proper fulfillment of its mandate.

## **MEDIA RELEASE**

**DATE** March 15, 2015  
**PAGES** 3 / 3

The requesting shareholder group is proposing that the following be appointed to the Special Expert Committee:

- Peter Montagnon, Associate Director of the Institute of Business Ethics, London, and committee member of other governance organizations
- Peter Spinnler, member of numerous boards and committees of governance organizations
- Jörg Walther, attorney-at-law and member of the board of various listed and privately held companies

The Board of Directors recommends that these proposals be approved. Under Swiss law a majority of the capital represented (excluding voting rights privileges) is sufficient to approve both these proposals.

The complete agenda containing the Board of Directors' proposals on all items will be sent to shareholders and posted on the website of Sika AG on March 23, 2015.

On account of shareholders' considerable interest in this year's Annual General Meeting, it will be taking place at the Waldmannhalle in Baar. Start: 2:00 p.m., doors open: 1:00 p.m.

### **SIKA CORPORATE PROFILE**

Sika is a specialty chemicals company with a leading position in the development and production of systems and products for bonding, sealing, damping, reinforcing and protecting in the building sector and the motor vehicle industry. Sika has subsidiaries in 90 countries around the world and manufactures in over 160 factories. Its approximately 17,000 employees generated annual sales of CHF 5.6 billion in 2014.