

## 2011 ANNUAL GENERAL MEETING

Buchs/Aarau, 17 March 2011

### Invitation to the 26th General Meeting of Shareholders on 14 April 2011

Dear Shareholder

The board of directors cordially invites you to the 2011 annual general meeting of Swisslog Holding AG, to be held on **Thursday, 14 April 2011**, at 4.00 pm (doors open at 3.00 pm) in the **Gemeindesaal, Buchs (AG)**.

#### Agenda and proposals of the board of directors

##### Welcome and opening of the annual general meeting

1. Presentation of the 2010 annual report, financial statements and consolidated financial statements

**Proposal:** The board of directors proposes that the annual report, financial statements and consolidated financial statements of Swisslog Holding AG for the 2010 financial year be approved.

2. Appropriation of retained earnings and dividend distribution

- 2.1 Appropriation of retained earnings

**Proposal:** The board of directors proposes the following appropriation of retained earnings:

Retained earnings carried forward	CHF	175 719 173.86
Net result as per the annual report	CHF	-18 892 895.54
Retained earnings available for appropriation	CHF	<u>156 826 278.32</u>
Allocation to other general reserves	CHF	-11 447 108.83
Balance to be carried forward	CHF	<u>145 379 169.49</u>

**Explanation:** The allocation to other general reserves serves mainly to supplement reserves from capital contributions.

## 2.2 Distribution of a dividend from reserves from capital contributions

**Proposal:** The board of directors proposes to distribute a dividend from reserves from capital contributions as follows:

Reserves from capital contributions	CHF	77 805 874.40
Dividend of CHF 0.03 per registered share of nominal CHF 0.01 on 248 740 914 shares entitled to dividend <sup>1</sup>	CHF	-7 462 227.42
Reserves from capital contributions after dividend distribution	CHF	<u>70 343 646.98</u>

Payment of the dividend will be made to shareholders as from 21 April 2011. Entitled shareholding positions will be established on 20 April 2011 (record date). The share will be traded ex dividend as from 18 April 2011. Distribution is made without deduction of Swiss withholding tax.

**Explanation:** The net result for the Swisslog Group as per the 2010 consolidated financial statements amounts to CHF 13 624 086. The total amount of the proposed dividend corresponds to a payout ratio of 55% of the net result (without consideration of one-time effects: 31%).

<sup>1</sup> Status as at 31 December 2010. No dividend is paid on shares held by the company (treasury shares). The reported dividend requirement may change accordingly.

## 3. Discharge from liability of members of the board of directors and members of the executive committee

**Proposal:** The board of directors proposes that the members of the board of directors and the executive committee be discharged from liability for the 2010 financial year.

## 4. Elections to the board of directors

### 4.1 Re-election of Mr Manfred Schuster

**Proposal:** The board of directors proposes that Mr Manfred Schuster be re-elected to the board of directors for a term of office of three years.

**Explanation:** Mr Manfred Schuster's term of office expires at the 2011 annual general meeting. He is standing for re-election. Mr Schuster, born 1953, German, was first elected to the board of directors in 2004. He chairs the human resources committee of the board of directors. His professional and career details are provided on page 27 of the annual report and can be viewed online at [www.swisslog.com](http://www.swisslog.com) ("About Swisslog" / "Board of Directors").

### 4.2 Re-election of Mr Hans Ziegler

**Proposal:** The board of directors proposes that Mr Hans Ziegler be re-elected to the board of directors for a term of office of three years.

**Explanation:** Mr Hans Ziegler's term of office expires at the 2011 annual general meeting. He is standing for re-election. Mr Ziegler, born 1952, Swiss, was first elected to the board of directors in 2004. He is chairman of the board of directors and a member of the board's audit & risk management committee. His professional and career details are provided on page 26

of the annual report and can be viewed online at [www.swisslog.com](http://www.swisslog.com) ("About Swisslog" / "Board of Directors").

#### 5. Election of the statutory auditors

**Proposal:** The board of directors proposes that Ernst & Young AG, Basel, be re-elected as the statutory auditors for a term of one year (financial statements and consolidated financial statements).

### Supplementary information on the 2011 annual general meeting

#### Annual report

The annual report containing the 2010 business review, financial statements, consolidated financial statements and report of the auditors, is available for inspection at the company's head office and may also be downloaded from [www.swisslog.com](http://www.swisslog.com) ("Investor Relations" / "Business Reports"). On request, we will send you a copy of the report. Please tick the relevant box on the enclosed registration form.

#### Invitation and registration form

This invitation is being sent by post to shareholders entered in the share register by 7 April 2010. No entries will be made in the share register from 7 April 2010 up to and including 14 April 2010. Enclosed with this invitation is a registration form for an admission card if you are attending in person as well as instructions for proxy voting if you require a proxy. *Please return the completed registration form as soon as possible.*

#### Admission cards and voting documents

If you wish to attend the annual general meeting in person, please request an admission card using the enclosed registration form. Admission cards and voting documents will be prepared and issued on the basis of entries in the share register. Shareholders who dispose of their shares after the admission cards have been issued but before the annual general meeting no longer have a voting right for these shares. In the event of part-disposal of shares, the admission cards issued must be presented to the admission desk prior to the start of the meeting.

#### Granting of power of attorney

If you cannot attend the annual general meeting in person, under the terms of the articles of association you may be represented by another person duly authorised by you in writing, a bank as custodial proxy, our corporate proxy or the independent proxy. If you wish to be represented by a proxy at the annual general meeting, please indicate this on the registration form. The corporate proxy will cast his vote in favour of the proposals of the board of directors. You may also authorise Mr Gustav Lienhard, lawyer and notary, Laurenzenvorstadt 19, 5001 Aarau, who acts as independent proxy pursuant to Art. 689c of the Swiss Code of Obligations. Mr Lienhard will vote in accordance with your written instructions. In the absence of such written instructions, he will cast your vote in favour of the proposals of the board of directors. Shareholders who have signed the registration form and returned it to our company without any specific instructions will be represented by the corporate proxy, who will cast their vote in favour of the proposals of the board of directors.

### **Custodial proxy**

In accordance with Art. 689d of the Swiss Code of Obligations, custodial proxies are requested to advise the company of the number of shares they represent as soon as possible but no later than the day of the annual general meeting, at the reception desk.

### **How to get there**

If arriving by car, please park in the designated areas close to the Gemeindesaal in Buchs. If arriving by train, a shuttle bus will leave from Feerstrasse, next to the post office building in front of Aarau railway station.

Kindly note that voting will again take place electronically this year. You will be issued with the electronic voting devices at the reception desk, and we therefore recommend that you arrive in good time. Thank you for your cooperation.

We cordially invite you to refreshments after the meeting.

The board of directors looks forward to welcoming you to the annual general meeting, and would like to thank you, also on behalf of the executive committee and the employees of the Swisslog Group, for the trust you have placed in our company.

### **Swisslog Holding Ltd**

On behalf of the Board of Directors  
The Chairman

A handwritten signature in black ink, appearing to read 'Hans Ziegler', written in a cursive style.

Hans Ziegler

### **Enclosure**

Registration form with reply envelope