

# Invitation to the Annual General Meeting

of GAM Holding AG, Zurich

The Annual General Meeting will take place on

**Tuesday, 15 April 2014, at 10:00am**

**at the SIX Swiss Exchange ConventionPoint Conference Center  
Selnaustrasse 30, 8001 Zurich, Switzerland**

Admittance: 9:15am

## Agenda

The Board of Directors submits the following agenda items and proposals for discussion and resolution by the Annual General Meeting:

### 1. Approval of annual report, parent company's and consolidated financial statements for the year 2013, notice of the reports of the Statutory Auditors

The Board of Directors proposes that the annual report, the parent company's as well as the consolidated financial statements for the year 2013, be approved.

### 2. Appropriation of retained earnings and of capital contribution reserve

#### A) Proposal

The Board of Directors proposes to allocate the retained earnings of CHF 183.6 million available for appropriation to Other Reserve and to allocate an amount of CHF 0.65 per registered share entitled to distribution out of Capital Contribution Reserve to Other Reserve and to distribute such amount to the shareholders.

Appropriation of retained earnings and of capital contribution reserve	CHF million
Balance brought forward	0
Net Profit for the year 2013	183.6
Dissolution of Capital Contribution Reserve	105.9*
Total available to the Annual General Meeting	289.5
Allocation to Other Reserve	183.6
Distribution to the shareholders (out of Capital Contribution Reserve**)	105.9*

\* As at 31 December 2013, GAM Holding AG held 10,346,008 registered shares within treasury. Registered shares held by GAM Holding AG at the time of distribution are not entitled to receive the distribution. Therefore, the amount for dissolution and distribution might be adjusted accordingly.

\*\* This distribution is executed via the account Other Reserve.

#### B) Explanation

The Board of Directors proposes to make a distribution to shareholders out of the Company's reserve from previous capital contributions (which amounted to CHF 1,537.4 million as at 31 December 2013), instead of making dividend payments out of retained earnings. Such distribution can be made without deduction of Swiss federal withholding tax of 35% and will be exempt from income tax for shareholders resident in Switzerland who hold the shares as part of their private assets.

If the proposal of the Board of Directors is approved, the distribution to shareholders out of Capital Contribution Reserve will amount to CHF 0.65 per registered share.

The last trading day on which the shares will carry an entitlement to receive this distribution is 16 April 2014. The shares will be traded without an entitlement to receive this distribution as of 17 April 2014. The distribution will be payable as of 24 April 2014 free of charge and in accordance with the relevant payment instructions.

**3. Discharge of the members of the Board of Directors and the Group Management Board**

The Board of Directors proposes that the members of the Board of Directors and the Group Management Board be discharged for the 2013 financial year.

**4. Capital reduction by cancellation of shares and related amendment to the Articles of Incorporation****A) Proposal**

The Board of Directors proposes the following:

- (a) to cancel 6,567,929 registered shares with a par value of CHF 0.05 each which were repurchased by the Company in the year 2013 under its current share buy-back programme and, as a result, to reduce the respective reserve created for these own shares and to reduce the share capital by CHF 328,396.45 from CHF 8,661,483.00 to CHF 8,333,086.55;
- (b) to state that the audit report of the licenced audit expert KPMG AG, Zurich, issued according to Article 732 Paragraph 2 of the Swiss Code of Obligations, confirms that the claims of the creditors of the Company are fully covered despite the reduction in share capital; and
- (c) to amend article 3.1 and 3.2 of the Articles of Incorporation as follows:

Current version – Article 3 Share capital

3.1 The fully paid-up share capital amounts to CHF 8 661 483.00.

3.2 The share capital is divided into 173 229 660 registered shares with a par value of CHF –.05 each.

Proposed new version – Article 3 Share capital (changes in *italics*)

3.1 The fully paid-up share capital amounts to *CHF 8 333 086.55*.

3.2 The share capital is divided into *166 661 731* registered shares with a par value of CHF –.05 each.

The other provisions of the Articles of Incorporation shall remain unchanged.

**B) Explanation**

At the Annual General Meeting held on 19 April 2011, the Company's shareholders approved a share buy-back programme for the purposes of capital reduction in the maximum amount of up to 41,326,151 registered shares with a par value of CHF 0.05 each, over a maximum period of three years via a second trading line on the SIX Swiss Exchange, by making use of capital contribution reserve.

Until the end of the year 2013, the Company has repurchased in total 29,638,269 registered shares at an average purchase price of CHF 13.56 per share under its current share buy-back programme, of which 12,945,000 shares were repurchased in the year 2011 and cancelled in the year 2012, 10,125,340 shares were repurchased in the year 2012 and cancelled in the year 2013, and 6,567,929 shares were repurchased in the year 2013 which are now proposed to be cancelled.

As at 31 December 2013, the Company held 6,567,929 registered shares which it had repurchased in the year 2013 for the purposes of cancellation under its current share buy-back programme. The average purchase price paid for these shares was CHF 16.63 per share. In order to reflect the cancellation of the 6,567,929 shares, the share capital in article 3.1 of the Articles of Incorporation, as well as the number of registered shares in article 3.2 of the Articles of Incorporation, need to be reduced accordingly.

KPMG AG, Zurich, as licenced audit expert, have confirmed in an audit report prepared for the Annual General Meeting that the claims of the creditors of the Company will remain fully covered even with the proposed reduction in capital.

In accordance with Article 733 of the Swiss Code of Obligations, the capital reduction by means of cancellation of repurchased shares may only take place after the expiration of the period during which creditors may request satisfaction or security by filing their claims. The notice to creditors will be published in the Swiss Official Gazette of Commerce immediately after the Annual General Meeting. Claims may then be registered during a two-month period. Only upon expiration of this two-month period may the capital reduction be effected and entered in the Commercial Register.

## **5. Re-elections to the Board of Directors, election of the Chairman of the Board of Directors**

In accordance with Articles 3, 4 and 29 of the Swiss Ordinance against Excessive Compensation in Listed Stock Companies, as from this year, the Annual General Meeting elects the members of the Board of Directors and the Chairman of the Board of Directors individually each year.

The Board of Directors proposes the individual re-election of Mr Johannes A. de Gier (also as Chairman of the Board of Directors in a single vote), Mr Daniel Daeniker, Mr Dieter A. Enkelmann, Mr Diego du Monceau, Mr Hugh Scott-Barrett and Ms Tanja Weiher as members of the Board of Directors, each for a term of office until the end of the next Annual General Meeting.

You will find information on the members of the Board of Directors in the Annual Report 2013, Corporate Governance section – Board of Directors ([www.gamholding.com/annualreport2013](http://www.gamholding.com/annualreport2013)).

- 5.1 Re-election of Mr Johannes A. de Gier, and election as Chairman of the Board of Directors (in a single vote)**
- 5.2 Re-election of Mr Daniel Daeniker**
- 5.3 Re-election of Mr Dieter A. Enkelmann**
- 5.4 Re-election of Mr Diego du Monceau**
- 5.5 Re-election of Mr Hugh Scott-Barrett**
- 5.6 Re-election of Ms Tanja Weiher**

## **6. Elections to the Compensation Committee of the Board of Directors**

In accordance with Articles 7 and 29 of the Swiss Ordinance against Excessive Compensation in Listed Stock Companies, as from this year, the Annual General Meeting elects the members of the Compensation Committee of the Board of Directors individually each year.

The Board of Directors proposes the individual election of Mr Dieter A. Enkelmann, Mr Daniel Daeniker and Mr Diego du Monceau as members of the Compensation Committee of the Board of Directors, each for a term of office until the end of the next Annual General Meeting. The Board of Directors intends to nominate Mr Dieter A. Enkelmann as Chairman of the Compensation Committee, subject to his election as a member of the Compensation Committee.

- 6.1 Election of Mr Dieter A. Enkelmann**
- 6.2 Election of Mr Daniel Daeniker**
- 6.3 Election of Mr Diego du Monceau**

## 7. Appointment of the Statutory Auditors

The Board of Directors proposes that KPMG AG, Zurich, be re-elected as Statutory Auditors for a further one-year period.

## 8. Election of the Independent Proxy

In accordance with Articles 8 and 30 of the Swiss Ordinance against Excessive Compensation in Listed Stock Companies, as from this year, the Annual General Meeting elects the Independent Proxy for a term of office until the end of the next Annual General Meeting.

The Board of Directors proposes the election of Mr Tobias Rohner, attorney-at-law, Bill Isenegger Ackermann AG, Witikonstrasse 61, 8032 Zurich, as Independent Proxy for a term of office until the end of the next Annual General Meeting.

## Organisational information

### Right to participate and vote/admission cards

After returning the enclosed registration form, shareholders will receive an admission card and voting material. Shareholders recorded in the Company's share register with voting rights as at 4 April 2014 will be entitled to participate in, and vote at, the Annual General Meeting. No registrations and de-registrations of registered shares will be made in the share register from 5 April to 15 April 2014.

### Appointment of proxy

A shareholder entitled to vote may give a written proxy for the Annual General Meeting to a third party. Proxy holders will only be admitted to the Annual General Meeting upon presentation of a valid admission card and a duly executed proxy.

Mr Tobias Rohner, attorney-at-law, Bill Isenegger Ackermann AG, Witikonstrasse 61, 8032 Zurich, Switzerland, is designated as Independent Proxy.

### Electronic authorisation of, and instructions to, the Independent Proxy

GAM Holding AG offers shareholders the possibility to authorise and give their instructions to the Independent Proxy electronically. Shareholders may do so by accessing the website <https://gamholding.shapp.ch> and then following the guidance that is being displayed on their computer screen. In addition to internet access, an e-mail address and a mobile telephone that can receive a code by text message are required. The personal access data needed for the initial registration can be found on the enclosed registration form. Instructions can be given electronically to the Independent Proxy until 11 April 2014.

### Simultaneous translations

The Annual General Meeting will be held predominantly in English. Simultaneous translation into German will be available. Headsets will be provided in the foyer.

**Annual report**

The Annual Report 2013, which consists of the parent company's as well as the consolidated financial statements and also includes the business review, was published on 4 March 2014. It can be accessed on GAM Holding AG's website ([www.gamholding.com/annualreport2013](http://www.gamholding.com/annualreport2013)) and is available for inspection at the Company's head office, Hardstrasse 201, 8005 Zurich, Switzerland.

**Transport to and from the venue**

Shareholders are recommended to use public transport to reach the venue.

**Reception**

There will not be a drinks reception following the conclusion of the Annual General Meeting.

**Invitation**

In the event of differences between this English translation of the invitation and the original German version, which is available on GAM Holding AG's website ([www.gamholding.com/agm2014](http://www.gamholding.com/agm2014)), the German version shall prevail.

Zurich, 19 March 2014

**GAM Holding AG**

For the Board of Directors

The Chairman



Johannes A. de Gier