

## Emmi

Land	Schweiz
Versammlungstermin	Donnerstag, 20. April 2017 16:00
Versammlungsort	Regionales Eiszentrum, Luzern
Art der Versammlung	Ordentliche Generalversammlung
Wertpapiere	ISIN CH0012829898, Telekurs 1282989

### Schwerpunkte der Generalversammlung

**PUNKT 5.1.7** - Wiederwahl von Herrn Josef Schmidli. Er ist nicht unabhängig (Amtsdauer von 14 Jahren, Geschäftsbeziehungen), und die Unabhängigkeit des Verwaltungsrats ist ungenügend (44.4%). Ethos empfiehlt DAGEGEN zu stimmen (Punkt 2.1.f der Ethos Richtlinien).

### Inhalt

- 1 Stimmempfehlungen
- 2 GV Bericht
- 3 Informationen
- 4 Vergütungsbericht
- 5 Beantragte Vergütung
- 6 Verwaltungsrat
- 7 Glossar

# 1. Generalversammlungs-Übersicht

## 1.1 Stimmempfehlungen an dieser Generalversammlung

Traktandum	Vorschlag	Abstimmungs- empfehlung Ethos	VR Empfehlung
1.	Genehmigung des Jahresberichts, der Jahresrechnung und der Konzernrechnung	DAFÜR	DAFÜR
2.	Entlastung der Mitglieder des Verwaltungsrates	DAFÜR	DAFÜR
3.	Verwendung des Bilanzgewinns und Festsetzung der Dividende	DAFÜR	DAFÜR
4.1	Verbindliche prospektive Abstimmung über die gesamte Vergütung des Verwaltungsrats	DAFÜR	DAFÜR
4.2	Verbindliche prospektive Abstimmung über die gesamte Vergütung des Agrarbeirat	DAFÜR	DAFÜR
4.3	Verbindliche prospektive Abstimmung über die fixe Vergütung der Geschäftsleitung	DAFÜR	DAFÜR
4.4	Verbindliche retrospektive Abstimmung über die kurzfristige variable Vergütung der Geschäftsleitung	DAFÜR	DAFÜR
5.1	Wahlen in den Verwaltungsrat		
5.1.1	Wiederwahl von Herrn Konrad Graber	DAFÜR	DAFÜR
5.1.2	Wiederwahl von Herrn Thomas Oehen-Bühlmann	DAFÜR	DAFÜR
5.1.3	Wiederwahl von Herrn Christian Arnold-Fässler	DAFÜR	DAFÜR
4.1.4	Wiederwahl von Herrn Stephan H. Baer	DAFÜR	DAFÜR
5.1.5	Wiederwahl von Frau Monique Bourquin	DAFÜR	DAFÜR
5.1.6	Wiederwahl von Herrn Niklaus Meier	DAFÜR	DAFÜR
5.1.7	Wiederwahl von Herrn Josef Schmidli	● DAGEGEN	DAFÜR
5.1.8	Wiederwahl von Herrn Franz Steiger	DAFÜR	DAFÜR
5.1.9	Wiederwahl von Frau Diana Strebel	DAFÜR	DAFÜR
5.2	Wahlen in den Vergütungsausschuss		
5.2.1	Wahl von Herrn Konrad Graber als Mitglied des Vergütungsausschusses	DAFÜR	DAFÜR
5.2.2	Wahl von Herrn Stephan H. Baer als Mitglied des Vergütungsausschusses	DAFÜR	DAFÜR
5.2.3	Wahl von Herrn Thomas Oehen-Bühlmann als Mitglied des Vergütungsausschusses	DAFÜR	DAFÜR
6.	Wahl der Revisionsstelle	DAFÜR	DAFÜR
7.	Wahl des unabhängigen Stimmrechtsvertreters	DAFÜR	DAFÜR
	Verschiedenes	● ENTHALTUNG	

## 1.2 Abstimmungsergebnisse der Generalversammlung vom Donnerstag, 21. April 2016

Traktandum	Vorschlag	% JA	Resultat	Abstimmungs-empfehlung Ethos	VR Empfehlung
1.	Genehmigung des Jahresberichts, der Jahresrechnung und der Konzernrechnung	NA	Annahme	<i>DAFÜR</i>	<i>DAFÜR</i>
2.	Entlastung der Mitglieder des Verwaltungsrates	NA	Annahme	<i>DAFÜR</i>	<i>DAFÜR</i>
3.	Verwendung des Bilanzgewinns und Festsetzung der Dividende	NA	Annahme	<i>DAFÜR</i>	<i>DAFÜR</i>
4.1	Verbindliche prospektive Abstimmung über die gesamte Vergütung des Verwaltungsrats	NA	Annahme	<i>DAFÜR</i>	<i>DAFÜR</i>
4.2	Verbindliche prospektive Abstimmung über die gesamte Vergütung des Agrarbeirat	NA	Annahme	<i>DAFÜR</i>	<i>DAFÜR</i>
4.3	Verbindliche prospektive Abstimmung über die fixe Vergütung der Geschäftsleitung	NA	Annahme	<i>DAFÜR</i>	<i>DAFÜR</i>
4.4	Verbindliche retrospektive Abstimmung über die gesamte variable Vergütung der Geschäftsleitung	NA	Annahme	<i>DAFÜR</i>	<i>DAFÜR</i>
5.1	Wahlen in den Verwaltungsrat		-		
5.1.1	Wiederwahl von Herrn Konrad Graber als Präsident	NA	Annahme	<i>DAFÜR</i>	<i>DAFÜR</i>
5.1.2	Wiederwahl von Herrn Thomas Oehen-Bühlmann	NA	Annahme	<i>DAFÜR</i>	<i>DAFÜR</i>
5.1.3	Wiederwahl von Herrn Christian Arnold-Fässler	NA	Annahme	<i>DAFÜR</i>	<i>DAFÜR</i>
5.1.4	Wiederwahl von Herrn Stephan H. Baer	NA	Annahme	<i>DAFÜR</i>	<i>DAFÜR</i>
5.1.5	Wiederwahl von Frau Monique Bourquin	NA	Annahme	<i>DAFÜR</i>	<i>DAFÜR</i>
5.1.6	Wiederwahl von Herrn Niklaus Meier	NA	Annahme	<i>DAFÜR</i>	<i>DAFÜR</i>
5.1.7	Wiederwahl von Herrn Josef Schmidli	NA	Annahme	● <i>DAGEGEN</i>	<i>DAFÜR</i>
5.1.8	Wiederwahl von Herrn Franz Steiger	NA	Annahme	<i>DAFÜR</i>	<i>DAFÜR</i>
5.1.9	Wiederwahl von Frau Diana Strebel	NA	Annahme	<i>DAFÜR</i>	<i>DAFÜR</i>
5.2	Wahlen in den Vergütungsausschuss		-		
5.2.1	Wahl von Herrn Konrad Graber als Mitglied des Vergütungsausschusses	NA	Annahme	<i>DAFÜR</i>	<i>DAFÜR</i>
5.2.2	Wahl von Herrn Stephan H. Baer als Mitglied des Vergütungsausschusses	NA	Annahme	<i>DAFÜR</i>	<i>DAFÜR</i>
5.2.3	Wahl von Herrn Thomas Oehen-Bühlmann als Mitglied des Vergütungsausschusses	NA	Annahme	<i>DAFÜR</i>	<i>DAFÜR</i>
6.	Wahl der Revisionsstelle	NA	Annahme	<i>DAFÜR</i>	<i>DAFÜR</i>
7.	Wahl des unabhängigen Stimmrechtsvertreters	NA	Annahme	<i>DAFÜR</i>	<i>DAFÜR</i>
	Verschiedenes		-	● <i>ENTHALTUNG</i>	

### Präsenzmeldung

Die Stimmbeteiligung an der Generalversammlung 2016 war 83% der stimmberechtigten Aktien. Die vertretenen Stimmen

verteilt sich wie folgt:

- Unabhängiger Stimmrechtsvertreter: 23%
- Anwesende Aktionärinnen und Aktionäre: 77%

## 2. Proxy Analysis

<b>1.</b>	<b>Approve annual report, financial statements and accounts</b>	<b>FOR</b>																		
	<p>The board of directors requests shareholder approval of the company's annual report and of the annual and consolidated accounts for the fiscal year 2016.</p> <p><b>Company performance in 2016 (see detailed figures in section 3.3 of this report)</b></p> <table border="0"> <tr> <td>- Total revenues variation in 2016</td> <td style="text-align: right;">+1.4%</td> </tr> <tr> <td>- Total revenues variation (3-year annualised)</td> <td style="text-align: right;">-1.4%</td> </tr> <tr> <td>- Operating margin 2016</td> <td style="text-align: right;">6.2%</td> </tr> <tr> <td>- Operating margin 2015</td> <td style="text-align: right;">5.9%</td> </tr> <tr> <td>- Net income variation</td> <td style="text-align: right;">+16.8%</td> </tr> <tr> <td>- Return on equity 2016</td> <td style="text-align: right;">11.1%</td> </tr> <tr> <td>- Return on equity 2015</td> <td style="text-align: right;">10.2%</td> </tr> <tr> <td>- Total Shareholder Return (TSR)</td> <td style="text-align: right;">38.0%</td> </tr> <tr> <td>- 3-year TSR</td> <td style="text-align: right;">130%</td> </tr> </table> <p>In line with the new provisions of the circular 1/2015 of the Federal Audit Oversight Authority, the audit report mentions 2 key audit matters that were most significant in the audit of the 2016 consolidated financial statements and how these key audit matters were addressed by KPMG. However, the audit report does not mention the materiality threshold used by KPMG or the scope of the audit, which Ethos regrets.</p> <p>Ethos has no special concerns regarding the accuracy of the company's financial statements and accounts and, in accordance with its voting guidelines, recommends to vote FOR.</p>	- Total revenues variation in 2016	+1.4%	- Total revenues variation (3-year annualised)	-1.4%	- Operating margin 2016	6.2%	- Operating margin 2015	5.9%	- Net income variation	+16.8%	- Return on equity 2016	11.1%	- Return on equity 2015	10.2%	- Total Shareholder Return (TSR)	38.0%	- 3-year TSR	130%	
- Total revenues variation in 2016	+1.4%																			
- Total revenues variation (3-year annualised)	-1.4%																			
- Operating margin 2016	6.2%																			
- Operating margin 2015	5.9%																			
- Net income variation	+16.8%																			
- Return on equity 2016	11.1%																			
- Return on equity 2015	10.2%																			
- Total Shareholder Return (TSR)	38.0%																			
- 3-year TSR	130%																			
<b>2.</b>	<b>Discharge board members</b>	<b>FOR</b>																		
	<p>The board of directors requests shareholders to discharge its members of their responsibilities for their management of the company for the fiscal year 2016.</p> <p>In line with the Swiss Code of Obligations, shareholders are requested to release the members of the board of directors from liability for their activities during the fiscal year under review. Shareholders that grant the discharge lose their right to file claims against the members of the board of directors for activities carried out during the year relating to facts that have been disclosed to shareholders. Nevertheless, all shareholders maintain their rights to file claims for facts that have not been disclosed to shareholders when the discharge was granted.</p> <p>The auditor's reports are not qualified and Ethos is not aware of any revealed facts that would give reason to oppose the discharge. Ethos, in accordance with its voting guidelines, recommends to vote FOR.</p>																			
<b>3.</b>	<b>Approve allocation of income and dividend</b>	<b>FOR</b>																		
	<p>The board of directors proposes that the amount at the disposal of the AGM be allocated as follows:</p> <table border="0"> <tr> <td>Available earnings brought forward</td> <td style="text-align: right;">CHF</td> <td style="text-align: right;">4'763'000</td> </tr> <tr> <td>2016 Income of the parent company</td> <td style="text-align: right;">CHF</td> <td style="text-align: right;">67'660'000</td> </tr> <tr> <td>At the disposal of the AGM</td> <td style="text-align: right;">CHF</td> <td style="text-align: right;">72'423'000</td> </tr> <tr> <td>Payment of dividend</td> <td style="text-align: right;">CHF</td> <td style="text-align: right;">-</td> </tr> </table>	Available earnings brought forward	CHF	4'763'000	2016 Income of the parent company	CHF	67'660'000	At the disposal of the AGM	CHF	72'423'000	Payment of dividend	CHF	-							
Available earnings brought forward	CHF	4'763'000																		
2016 Income of the parent company	CHF	67'660'000																		
At the disposal of the AGM	CHF	72'423'000																		
Payment of dividend	CHF	-																		

Allocation to reserves	CHF	-70'000'000
Carry forward to statutory accounts	CHF	2'423'000

For the fiscal year under review, the board proposes to pay a dividend out of the capital contributions reserves (CHF 5.90). This procedure allows shareholders, whether subject to Swiss taxes or not, not to pay the withholding tax on dividend. In order to proceed with the dividend payment, the company needs to transfer the amount of the dividend to be paid from the reserves from capital contributions to free reserves:

Closing balance of capital contributions reserves	CHF	82'657'000
Transfer to free reserves for dividend payment	CHF	-31'564'000
Capital contributions reserves available for future tax-free distributions	CHF	51'093'000

#### Key indicators

Consolidated net income	CHF	140.3 million
Free cash flow (Cash flow from operating activities - Capital expenditures)	CHF	168.7 million
Dividend per share	CHF	5.9 (2015: 4.9)
Payout ratio		22.5%
Dividend yield (based on the share price at year-end)		1.0%
Net debt (Current and non-current debt - Cash and cash equivalents - Marketable securities)	CHF	128.2 million

Subject to shareholder approval, the dividend will be paid on 29 April 2017. Given the company's results, Ethos, in accordance with its voting guidelines, recommends to vote FOR.

#### 4.1

#### Binding prospective vote on the total remuneration of the board of directors

FOR

The board of directors requests shareholder approval of the total maximum remuneration to be paid to the board of directors for the period from the 2017 AGM to the 2018 AGM (prospective vote).

##### A) Board proposal

The board requests a maximum total amount of CHF 870'000 for its 9 members, including the chairman (see section 5 of this report for details).

##### B) Comparison to company peers

In 2015 (most recent figures available), the total remuneration paid to the members of the board of directors of companies similar to Emmi (peers) was the following:

Median remuneration of chairmen	CHF	533'000
Median remuneration of other board members	CHF	185'000

NB: Ethos' peer group consists of 21 companies (excluding companies active in financial services) listed in Switzerland, including Emmi, that are comparable to Emmi in terms of market capitalisation, number of employees, and total revenues.

In 2016, CHF 789'000 were paid to the same 9 members of the board. The requested amount therefore includes a 10% reserve on the total board remuneration paid in 2016. The reserve is not explained in the meeting agenda.

In 2016, the board remuneration at Emmi was as follows:

Chairman	CHF	255'000
Other board members (average)	CHF	66'750

When compared to a group of reference (see above), the level of board fees paid at Emmi is more than reasonable.

##### C) Ethos' recommendation

The members of the board of directors have not received options or variable remuneration, which is in line with best practice. In addition, in view of the company's size and complexity, Ethos considers that the proposed board remuneration is acceptable. Therefore, Ethos, in accordance with its voting guidelines, recommends to vote FOR.

<b>4.2</b>	<b>Binding prospective vote on the total remuneration of the Agricultural Council</b>	<b>FOR</b>
------------	---	------------

The board of directors requests shareholder approval of the total maximum remuneration to be paid to the members of the agricultural council for the 2017 financial year (prospective vote).

**A) Board proposal**

The board requests a maximum total amount of CHF 32'000 for the 4 external members of the council (see section 5 of this report for details). The company explains that the agricultural council comprises board members, employees and external experts. The fees paid to board members are included in their board's fees. The company also explains that CHF 24'000 were paid during the financial year 2016.

**C) Ethos' recommendation**

Ethos has no concern with the requested amount and, in accordance with its voting guidelines, recommends to vote FOR.

<b>4.3</b>	<b>Binding prospective vote on the fixed remuneration of the executive management</b>	<b>FOR</b>
------------	---	------------

The board of directors requests shareholder approval of the fixed remuneration to be paid to the executive management for the 2018 financial year (prospective vote).

**A) Board proposal**

The board requests a maximum amount of CHF 4.98 million to be paid as fixed remuneration to its 8 members (one member will take office in June 2017) of the executive management, including the CEO (see section 5 of this report for details).

**B) Comparison to company peers**

In 2015 (most recent figures available), the base salaries paid to the members of the executive management of companies similar to Emmi (peers) were the following:

Median base salary of CEOs	CHF	792'000
Median base salary of other executives	CHF	430'000

NB: Ethos' peer group consists of 21 companies (excluding companies active in financial services) listed in Switzerland, including Emmi, that are comparable to Emmi in terms of market capitalisation, number of employees, and total revenues.

In 2016, CHF 3.79 million were paid to the 7 members of the executive management as fixed remuneration. The requested amount therefore includes a 15% reserve on the fixed remuneration paid to the executive management in 2016, mainly intended as a reserve for unforeseen events.

In 2016, the base salaries of the members of the executive management of Emmi were as follows:

CEO	CHF	843'000
Other members executives (average)	CHF	340'000

Therefore, the base salary of the CEO is 6% higher than the median of the peer group (below the median of the peer group for the other members of the executive management).

**C) Ethos' recommendation**

In view of the company's size and complexity, Ethos considers the proposed fixed remuneration as acceptable. In fact the base salaries, assuming they do not increase significantly, are reasonable when compared to a group of similar companies. Therefore, Ethos, in accordance with its voting guidelines, recommends to vote FOR.

4.4

**Binding retrospective vote on the short-term variable remuneration of the executive management**

FOR

The board of directors requests shareholder approval of the short-term variable remuneration (annual bonus) to be paid to the executive management with regard to the performance achieved during the 2016 financial year (retrospective vote).

**A) Board proposal**

The board proposes that a total of CHF 865'000 be paid to the 7 members of the executive management as annual bonus.

This amount corresponds to the amount that will be paid out after this AGM in relation to the performance achieved in 2016. This amount includes CHF 307'000 to be paid to the CEO (see section 4.3.A of this report).

**B) Ethos' appraisal of the requested amount**

The short-term incentive plan is described in detail in section 4.5.B of this report.

Ethos regrets that all the variable remuneration depends on the previous year's performance. Ethos is of the opinion that part of the variable remuneration should depend on forward looking performance conditions tested over at least 3 years.

The company does not explain the level of bonus in relation to the performance achieved during the 2016 financial year.

In addition, the target bonus (as a percentage of the base salary) is not disclosed, which prevents shareholders from assessing the performance achieved against set targets. However, the annual bonus cannot exceed 50% of the fixed remuneration which helps to prevent excessive bonuses being paid out.

The amount requested for the annual bonus of the members of the executive management represents 30% of their base salary (36% for the CEO and 27% on average for the other executives).

**Comparison to company peers**

In order to assess the pay-for-performance connection, and thus the relevance of the level of bonus paid, Ethos reviews the performance of the company compared to 47 companies active in the same industry as Emmi (based on the Global Industry Classification Standard (GICS) level 3). Ethos considers that the sales growth, the evolution of EBITDA (relative to the sales at the beginning of the period) and the total shareholder return (TSR) give a good overview of the performance of the company.

For the 2016 financial year, the company ranks at the following percentiles (100 is best) for each of the indicators:

Sales growth	43th
Evolution of EBITDA	28th
TSR	88th

Based on the three indicators, the performance of the company is at the median of the peer group. Ethos considers that the target bonus should reward median performance. Ethos regrets that no explanation or details with regard to the payout level of variable remuneration are provided. However, in light of the performance of the company during the financial year 2016 and the level of variable remuneration for 7 members of the executive management of a company of the size of Emmi, Ethos has no major concerns with the requested amount for 2016.

**C) Ethos' recommendation**

As mentioned above, Ethos would prefer additional information with regard to the pay-for-performance connection, however, in view of the performance of the company, Ethos considers that the amount requested by the board is adequate. In addition, the remuneration structure is in line with Ethos' guidelines in particular, Ethos' limit on variable remuneration vs. base salary is respected. Therefore, Ethos, in accordance with its voting guidelines, recommends to vote FOR.



## 5.1 Elections to the board of directors

The board of directors proposes that all its incumbent members be re-elected to serve for another 1-year term. Ethos regrets that no new independent members are nominated at this AGM. In fact, the last time a new independent member was elected to the board was in 2013 with the election of Ms Bourquin.

### Main features of board composition after the AGM (for more details, see section 6 of this report)

Board size	9
Combination of the functions of Chairman and CEO	No
% independent directors	44.4%
% representatives of the shareholders' pool*	33.3%
% executive directors	0.0%
% women directors	22.2%
Average age of directors	56.9
Average board tenure	8.0 years

\* The shareholder pool holds 62% of the capital with full voting rights. The shareholder pool has 3 representatives on the board, Mr. Oehen-Bühlmann, Mr. Arnold-Fässler, and Mr. Steiger.

While the overall board independence is insufficient, Ethos notes that the shareholder pool is represented by 3 directors, which Ethos can accept. Therefore, Ethos, will only oppose one affiliated director outside the shareholder pool's representatives, Mr. Schmidli (affiliated due to business relationship with Emmi, as he is selling a significant portion of his cheese to Emmi).

### 5.1.1 Re-elect Mr. Konrad Graber FOR

The board proposes to re-elect Mr. Konrad Graber (Swiss, 59) for a further 1-year term. He has been board member since 2006 and chairman since 2009 and is currently member of the audit committee, of the market committee and chairman of the nomination and remuneration committee and of the agricultural council. He is considered independent.

Ethos, in accordance with its voting guidelines, recommends to vote FOR.

### 5.1.2 Re-elect Mr. Thomas Oehen-Bühlmann FOR

The board proposes to re-elect Mr. Thomas Oehen-Bühlmann (Swiss, 59) for a further 1-year term. He has been board member since 2009 and is currently member of the audit committee, of the nomination and remuneration committee and of the agricultural council. Mr. Oehen-Bühlmann is chairman of the board of ZMP, main shareholder of the company and that supplies a large part of its milk to Emmi. He is therefore considered affiliated.

However, as mentioned under ITEM 5.1, Ethos in accordance with its voting guidelines, recommends to vote FOR.

### 5.1.3 Re-elect Mr. Christian Arnold-Fässler FOR

The board proposes to re-elect Mr. Christian Arnold-Fässler (Swiss, 40) for a further 1-year term. He has been board member since 2012 and is member of the agricultural council. Mr. Arnold-Fässler is a member of the board of ZMP, main shareholder of the company and therefore considered affiliated.

However, as mentioned under ITEM 5.1, Ethos in accordance with its voting guidelines, recommends to vote FOR.

### 4.1.4 Re-elect Mr. Stephan H. Baer FOR

The board proposes to re-elect Mr. Stephan H. Baer (Swiss, 65) for a further 1-year term. He has been board member since 1999. He has been board member since 1999 and is currently member of the nomination and remuneration committee and chairman of the market committee. Due to his long tenure on the board, he is considered affiliated.

However, as mentioned under ITEM 5.1, Ethos in accordance with its voting guidelines, recommends to vote FOR.

**5.1.5 Re-elect Ms. Monique Bourquin FOR**

The board proposes to re-elect Ms. Monique Bourquin (Swiss, 51) for a further 1-year term. She has been board member since 2013 and is currently member of the audit committee and of the market committee. She is considered independent.

Ethos, in accordance with its voting guidelines, recommends to vote FOR.

**5.1.6 Re-elect Mr. Niklaus Meier FOR**

The board proposes to re-elect Mr. Niklaus Meier (Swiss, 62) for a further 1-year term. He has been board member since 2012 and is currently chairman of the audit committee. He is considered independent.

Ethos, in accordance with its voting guidelines, recommends to vote FOR.

**5.1.7 Re-elect Mr. Josef Schmidli OPPOSE**

The board proposes to re-elect Mr. Josef Schmidli (Swiss, 60) for a further 1-year term. He has been board member since 2003 and is currently member of the market committee. As Mr. Schmidli produces a significant part of his cheeses for Emmi and his long tenure on the board exceeds Ethos' limit for independence, he is therefore considered affiliated.

As mentioned under ITEM 5.1, Ethos in accordance with point 2.1.f its voting guidelines, recommends to OPPOSE.

**5.1.8 Re-elect Mr. Franz Steiger FOR**

The board proposes to re-elect Mr. Franz Steiger (Swiss, 59) for a further 1-year term. He has been board member since 2015 and is currently member of the agricultural council. As Mr. Steiger is a member of the board of ZMP, a main shareholder of the company, he is considered affiliated.

However, as mentioned under ITEM 5.1, Ethos in accordance with its voting guidelines, recommends to vote FOR.

**5.1.9 Re-elect Ms. Diana Strebel FOR**

The board proposes to re-elect Ms. Diana Strebel (Swiss, 57) for a further 1-year term. She has been board member since 2012 and is currently member of the market committee. She is considered independent.

Ethos, in accordance with its voting guidelines, recommends to vote FOR.

**5.2 Elections to the remuneration committee**

The board of directors proposes that its 3 incumbent members be re-elected to the remuneration committee to serve for another 1-year term.

**Main features of the remuneration committee composition after the AGM**

Committee size	3
Number of independent members	1
Number of executive members	0
Number of members with executive functions within other listed companies	0

The composition of the committee is not in line with Ethos' guidelines, since it does not include a majority of independent members. While Mr. Graber is independent, Mr. Baer and Mr. Oehen-Bühlmann are both affiliated. Ethos however considers that the remuneration at Emmi is reasonable. Therefore, Ethos recommends to approve the re-election of all nominees.

**5.2.1 Elect Mr. Konrad Graber to the Remuneration Committee FOR**

The board proposes to elect Mr. Konrad Graber to the remuneration committee for a 1-year term. Ethos, in accordance with its voting guidelines, recommends to vote FOR.

**5.2.2 Elect Mr. Stephan H. Baer to the Remuneration Committee FOR**

The board proposes to elect Mr. Stephan H. Baer to the remuneration committee for a 1-year term. Ethos, in accordance with its voting guidelines, recommends to vote FOR.

**5.2.3 Elect Mr. Thomas Oehen-Bühlmann to the Remuneration Committee FOR**

The board proposes to elect Mr. Thomas Oehen-Bühlmann to the remuneration committee for a 1-year term. Ethos, in accordance with its voting guidelines, recommends to vote FOR.

**6. Election of the auditors FOR**

The board of directors recommends that shareholders ratify the re-appointment of KPMG as the company's external auditors for a further 1-year term.

**Audit versus non-audit fees**

Non-audit fees / Audit fees (2016) 21.8%

Non-audit fees / Audit fees (3-year aggregate) 21.3%

The breakdown of fees paid to the external auditor is adequately disclosed (see section 3.4 of this report). In light of the amount of non-audit fees paid by the company to its external auditor, Ethos has no reason to question the auditors' independence. Ethos, in accordance with its voting guidelines, recommends to vote FOR.

**7. Election of the independent proxy FOR**

The Minder ordinance requires that the independent proxy be elected by the shareholders. The board of directors therefore proposes the appointment of Mr. Pascal Engelberger as independent proxy for a 1-year term.

Ethos is not aware of any potential conflict of interests and, in accordance with its voting guidelines, recommends to vote FOR.

**Transact any other business ABSTAIN**

Ethos recommends to oppose any unannounced additional proposals made during the AGM either by the board or by a shareholder. Ethos, in accordance with point 9.1 of its voting guidelines, recommends to ABSTAIN.

## 3. Company Information

Before the General Meeting of 20 April 2017

### 3.1 General Information

Headquarters	Lucerne (LU), Switzerland
Activities	<p>Emmi, the Swiss market leader in the milk processing industry went public at the end of 2004. The group operates in cheese and dairy products. In Switzerland, Emmi focuses on the development, production and marketing of a full range of dairy and fresh products as well as the production, ageing and trade of Swiss cheeses. Outside Switzerland, Emmi concentrates on brand concepts and specialities in the European and North American markets. The primary focus in fresh products is on lifestyle, convenience and health products. In the cheese business, Emmi positions itself as the leading company worldwide for Swiss cheese. Emmi's customers are the retail trade, the hospitality and food service sector, and the food industry.</p> <p>In 2016, the Group generated 54.4% of the total sales in Switzerland, 14.2% in the Americas, 26.8% in Europe (excluding Switzerland), 4.4% in Africa and 1.2% in Asia Pacific.</p> <p>The Company has 6 product groups: cheese (27.6% of net sales in 2016), dairy products (38.1%), fresh products (19.9%), fresh cheese (6.4%), powder/concentrates (3.4%) and other products/services (4.6%).</p>
Employees	Total number on 31.12.2016: 5779 full-time equivalents of whom 2998 in Switzerland
Chairman	Konrad Graber (since 2009), Swiss, aged 59
CEO	Urs Riedener (since 2008), Swiss, aged 52
Listing	SIX Swiss Exchange

### 3.2 Capital

Issued Capital	In CHF	Number	Nominal Value	Issued Capital
Registered shares		5'349'810	10.00	53'498'100
<b>Total issued capital</b>				<b>53'498'100</b>

The company has no authorised or conditional capital.

As of 31 December 2016, the company has no outstanding convertible bonds or options.

Conditions to file a shareholder resolution	Date	31.12.2016	In CHF	Nominal value required	1'000'000
				Market value required	61'650'000
				% of listed voting capital	1.87%

Restriction on registration of shares or voting rights

Nominees/fiduciaries are registered without voting rights, unless approved by the board of directors. No fiduciaries/nominees with voting rights were entered during the year under review, nor did the board of directors approve any other exceptions for entry in the share register.

Important shareholders	Shareholder	% of Voting Rights	% of Capital	Comments
	Pool of MIBA, ZMKV and ZMP	62.0%	62.0%	*
	Capital Group Companies	5.0%	5.0%	
	<b>Total</b>	<b>67.0%</b>	<b>67.0%</b>	

Shareholdings as of 31 December 2016

\* Pool is constituted by ZMP Invest AG: 54.4%, Zentralschweizer Milchkäuferverband: 4.2%, MIBA Milchverband der Nordwestschweiz: 3.4%.

### 3.3 Financials and Key Figures

Year end 31. December

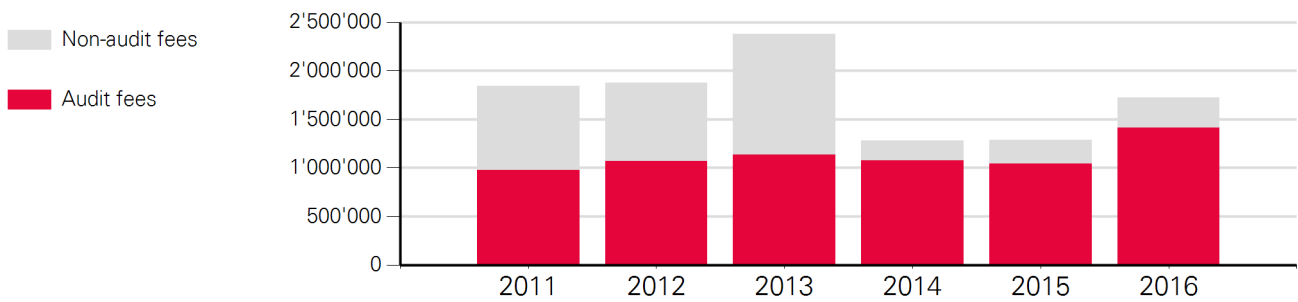
Reporting standard Swiss GAAP

		2016	2015	2014
Total revenues	CHF	3'258.83 million	3'213.90 million	3'404.00 million
EBIT	CHF	202.68 million	188.86 million	136.21 million
Net income attributable to shareholders (without minority interests)	CHF	140.32 million	120.18 million	78.89 million
Shareholders' equity	CHF	1'321.55 million	1'207.77 million	1'138.36 million
Market capitalisation at year-end	CHF	3'298.16 million	2'408.75 million	1'877.78 million
Earnings per registered share (basic)	CHF	26.23	22.46	14.75
Dividend per registered share	CHF	5.90	4.90	3.80
Payout ratio (on group net income)		22.50 %	21.82 %	25.76 %
Market value per registered share at year-end	CHF	616.50	450.25	351.00

### 3.4 External Auditor

Auditor **KPMG, since 2014**

Fees	In CHF	2016	2015	2014
Audit fees		1'414'000	1'040'000	1'078'000
Non-audit fees		308'000	246'000	200'000
<b>Total</b>		<b>1'722'000</b>	<b>1'286'000</b>	<b>1'278'000</b>



Comments The lead auditor, Mr. Thomas Affolter, has been in charge since 2014.

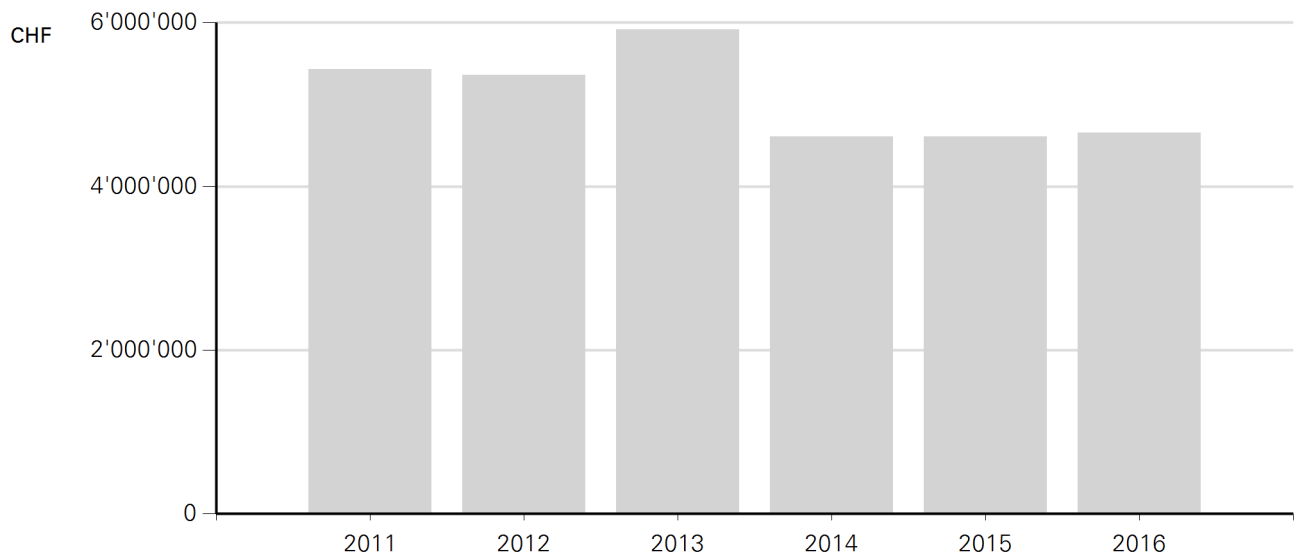
In 2016, non-audit fees included:

- Tax advice: CHF 273'000
- Consulting: CHF 35'000

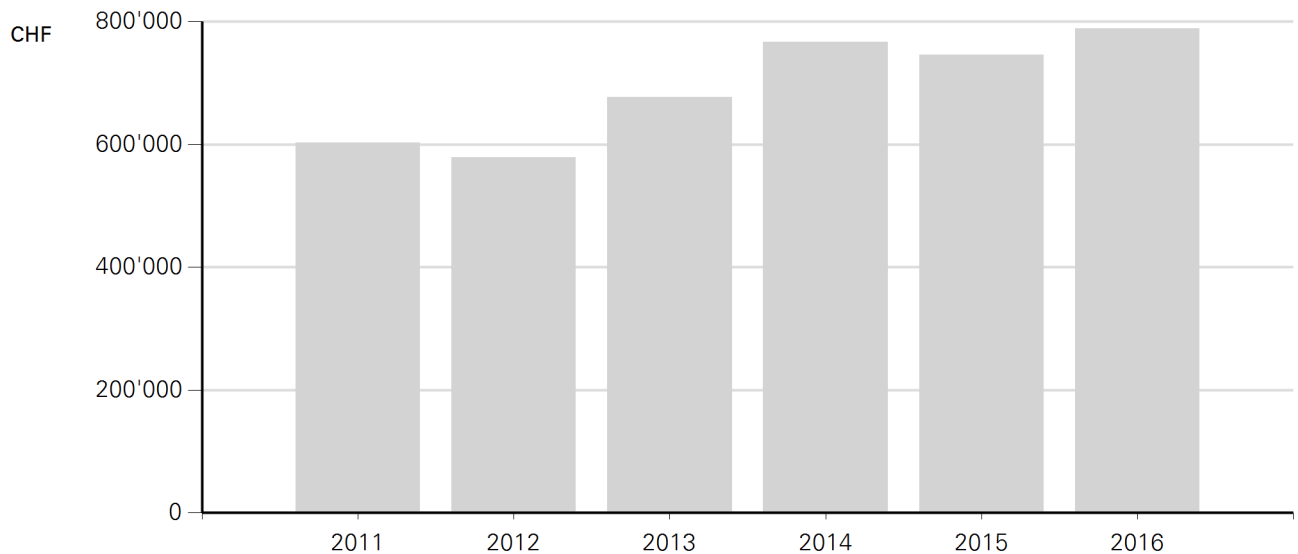
## 4. Remuneration Report

### 4.1 Evolution of the Aggregate Remuneration

#### A Members of the Executive Management



#### B Board Members (Outside Executive Management)





## 4.2 Global Remuneration Figures

### A Members of the Executive Management

		2016 Number	2016 CHF	2015 Number	2015 CHF	Var.
Total number of persons (FTE)		7.0		7.0		
Cash	Fixed		2'880'000		2'805'000	2.7%
	Variable		865'000		839'000	3.1%
Shares	Fixed	0	0	0	0	0.0%
	Variable	0	0	0	0	0.0%
Options	Variable	0	0	0	0	0.0%
Other			906'000		962'000	-5.8%
<b>Total</b>			<b>4'651'000</b>		<b>4'606'000</b>	<b>1.0%</b>
Highest paid executive			1'365'000		1'363'000	0.1%
Average other executives			547'667		540'500	1.3%

### B Board Members (Outside Executive Management)

		2016 Number	2016 CHF	2015 Number	2015 CHF	Var.
Total number of persons (FTE)		9.0		8.7		
Cash	Fixed		684'000		643'000	6.4%
	Variable		0		0	0.0%
Shares	Fixed	0	0	0	0	0.0%
	Variable	0	0	0	0	0.0%
Options	Variable	0	0	0	0	0.0%
Other			105'000		103'000	1.9%
<b>Total</b>			<b>789'000</b>		<b>746'000</b>	<b>5.8%</b>
Highest paid non-executive			255'000		246'000	3.7%
Average other non-executives			66'750		65'189	2.4%

## Comments

Members of executive management:

The executive remuneration includes the following elements:

- Base salary
- Short-term incentive paid in cash (see section 4.5.B of this report)
- Payments in kind (such as company car)

The highest paid member of the management was Mr. Urs Riedener (CEO) in 2015 and 2016.

Non-executive board members:

Non-executive directors receive a fixed annual fee in cash, social security contributions and expenses.

Members of the Agricultural Council receive an additional compensation for their work in this special committee.

The highest paid member of the board of directors was Mr. Konrad Graber (chairman) in 2015 and 2016.

### 4.3 Individual Remuneration Figures

Individual figures for 2016 (CHF)

#### A Members of the Executive Management

Name, Function	Cash Fixed	Cash Variable	Shares Fixed	Shares Variable	Options Variable	Other	Total
U. Riedener, CEO	843'000	307'000	0	0	0	215'000	1'365'000
Average other executives	339'500	93'000	0	0	0	115'167	547'667

#### B Board Members (Outside Executive Management)

Name, Function	Cash Fixed	Cash Variable	Shares Fixed	Shares Variable	Options Variable	Other	Total
K. Graber, Ch	255'000	0	0	0	0	0	255'000
T. Oehen-Bühlmann, VCh	74'000	0	0	0	0	19'000	93'000
C. Arnold-Fässler, Mbr	48'000	0	0	0	0	13'000	61'000
S. Baer, Mbr	68'000	0	0	0	0	1'000	69'000
M. Bourquin, Mbr	52'000	0	0	0	0	16'000	68'000
N. Meier, Mbr	56'000	0	0	0	0	17'000	73'000
J. Schmidli, Mbr	44'000	0	0	0	0	13'000	57'000
F. Steiger, Mbr	43'000	0	0	0	0	12'000	55'000
D. Strelbel, Mbr	44'000	0	0	0	0	14'000	58'000

Comments

The column "Other" consists of social security contributions and expenses.

Members of the agricultural council receive remuneration which is included in the fee paid to the board of directors. Emmi employees who are members of the Agricultural Council do not receive any compensation for their work on the Agricultural Council.

## 4.4 Best Practice Checklist

### A Members of the Executive Management

Company practice	Each member's remuneration disclosed separately	-
	All pay components disclosed separately (salary, bonus, LTI, pension)	-
	Peer group for setting the remuneration levels disclosed	-
	Peer group for benchmarking the company's performance under the variable remuneration plan(s) disclosed	Not relevant
	Accrual principle applied	Ok
	Performance criteria for short-term incentive adequately disclosed	Ok
	% of annual bonus depending on individual criteria disclosed	Ok
	Ex-post explanation of the level of achievement of the performance objectives for the short-term incentive	-
	Performance criteria for the vesting of long-term incentive adequately disclosed	Not relevant
	Precise performance objectives for the vesting of the long-term incentive disclosed ex-ante	Not relevant
	Level of vesting of the long-term incentive (in % of the initial grant) disclosed	Not relevant
	Value realised upon vesting of the long-term incentive disclosed	Not relevant
	Shares granted valued at fair market value	Not relevant
	Options granted valued at fair market value	Not relevant
	Reconciliation of reported remuneration with amounts approved prospectively	Ok
Comments	No separate disclosure of pension contributions, social security and other expenses.	

### B Board Members (Outside Executive Management)

Company practice	Non-executive directors' fees partly paid in shares	-
	Non-executive directors do not receive options	Ok
	Non-executive directors do not receive performance based remuneration	Ok
	Minimum share ownership requirements exist for non-executive board members	-
	Reconciliation of reported remuneration with amounts approved prospectively	Ok

## 4.5 Remuneration Structure (Executives)

### A Remuneration Breakdown

Breakdown	Base salary	Short-term incentives	Long-term incentives	Pensions / Other
Of highest paid executive	61.8%	22.5%	0.0%	15.8%
Of other executives	62.0%	17.0%	0.0%	21.0%

### B Short-term Incentives

Short-term incentives in % of base salary	On target	Maximum	Actual
Of highest paid executive	NA	NA	36.4%
Of other executives	NA	NA	27.4%

Performance criterion	Type	Weighting (highest paid)	Weighting (other executives)
Group performance	Absolute	50.0%	50.0%
Business development	Absolute	30.0%	30.0%
Individual performance	Absolute	20.0%	20.0%

Description of the short-term incentive:

Bonus is fully payable in cash.

Variable remuneration should amount to a maximum of 50% of the fixed remuneration (base salary, pensions and other benefits). In the event of over-achievement of targets, it can increase to a maximum of 120% of the target amount and the non-achievement of targets can lead to the non-payment of a bonus in extreme cases.

Sales, net income and market share are measured at Group level, as well as at the level of the business area under responsibility.

## 4.6 Remuneration and Financial Performance

### A Change in Remuneration 2015-2016

Highest paid executive	0.1%
Average other executives	1.3%
Highest paid non-executive	3.7%
Average other non-executives	2.4%

### B Change in Financial Performance 2015-2016

Sales	1.4%
Operating income	7.3%
Net income	16.8%
Total shareholder return	38.0%

## 4.7 Share and Option Holdings

### A Members of the Executive Management

Name	Function	31.12.2016 Shares	31.12.2016 Options	31.12.2015 Shares	31.12.2015 Options
U. Riedener	CEO	100	0	0	0
Total other executives	OE	197	0	297	0
<b>Total</b>		<b>297</b>	<b>0</b>	<b>297</b>	<b>0</b>

### B Board Members (Outside Executive Management)

Name	Function	31.12.2016 Shares	31.12.2016 Options	31.12.2015 Shares	31.12.2015 Options
K. Graber	Ch	950	0	950	0
T. Oehen-Bühlmann	VCh	610	0	610	0
C. Arnold-Fässler	Mbr	30	0	30	0
S. Baer	Mbr	34'500	0	34'500	0
M. Bourquin	Mbr	0	0	0	0
N. Meier	Mbr	200	0	200	0
J. Schmidli	Mbr	74	0	74	0
F. Steiger	Mbr	400	0	400	0
D. Strebel	Mbr	0	0	0	0
<b>Total</b>		<b>36'764</b>	<b>0</b>	<b>36'764</b>	<b>0</b>

## 5. Remuneration Requested

### Executive Management

Item	Component	Type	Amount requested (CHF)	Nb. of pers. (FTE)	Modality
4.3	Fixed remuneration	Cash	4'980'000	7	Prospective
4.4	Short-term variable remuneration	Cash	865'000	7	Retrospective

Total remuneration requested for the executive management: 5'845'000

### Board of Directors

Item	Component	Type	Amount requested (CHF)	Nb. of pers. (FTE)	Modality
4.1	Fixed fees	Cash	870'000	9	Prospective

Total remuneration requested for the board of directors: 870'000



## 6. Board of Directors

### Composition after the General Meeting of 20 April 2017

Committee	Executive	Affiliated non-executive	Independent non-executive	Total
Board of Directors	0	5	4	9
Audit committee	0	1	3	4
Nomination and remuneration committee	0	2	1	3
Other committee	0	2	3	5

Election procedure for directors	Individual
Mandate duration	1 year
Mandatory age limit	None
Number of board meetings during the past year	(8 half-day and 1 full-day meeting)
Number of audit committee meetings during the past year	5 (approx. 3 hours each)
Number of nomination and remuneration committee meetings during the past year	3 (approx. 1.5 hours each)
Attendance rate at board meetings not disclosed	

The board also has the following committees:

- Market committee (corresponding to "Other Committee - OC"): This committee deals with strategic matters such as monitoring important markets and assessing new projects. In 2016, the market committee held 3 meetings of approx. 2.5 hours in duration and as well as one full day meeting.

- Agricultural Council: This committee deals with issues related to milk production and the organisation of the milk industry. The council held two meetings of approx. 2 hours each in 2016. The council includes the following board members: Mr. Konrad Graber as chairman, Mr. Thomas Oehen-Buhlmann, Mr. Christian Arnold-Fässler and Mr. Franz Steiger.

## Konrad Graber

Independent Chairman Up for Re-election

Nationality	Swiss
Age	59
Director since / term ends	2006 / 2018
Committee memberships	<ul style="list-style-type: none"> <li>– Audit committee</li> <li>– Nomination and remuneration committee, Chairman</li> <li>– Other committee</li> </ul>
Main activity	– BDO AG (auditing, accounting and consulting services), Switzerland - Partner and Board Member
Directorships	– CSS Verein (owns 100% of CSS Holding AG), Switzerland - Member
Comments	<p>Certified auditor.                      Member of the Swiss Parliament since 2007 (Council of States).                      Chairman of the Board of the Lucerne Transport Corporation (2000-2012).                      Head IT &amp; Consulting at BDO AG (2005-2009).                      Longstanding Councillor of Canton Lucerne.                      President CVP, Canton of Lucerne (1997-2001).                      Former Partner of KPMG.</p>

## Thomas Oehen-Bühlmann

Affiliated Vice chairman Up for Re-election

Nationality	Swiss
Age	59
Director since / term ends	2009 / 2018
Committee memberships	<ul style="list-style-type: none"> <li>– Audit committee</li> <li>– Nomination and remuneration committee</li> </ul>
Affiliation	<ul style="list-style-type: none"> <li>– Important shareholder or its representative</li> <li>– Business relationship</li> </ul> <p>Chairman of ZMP (Central Switzerland Milk Producers Cooperative), main shareholder (54.3%).                      ZMP supplies a large proportion of its milk to Emmi.</p>
Main activity	– Independent - Farmer
Other relevant mandates	<ul style="list-style-type: none"> <li>– Central Switzerland Milk Producers Cooperative (ZMP) (owns 100% ZMP Invest AG), Switzerland - Chairman</li> <li>– Swiss Milk Producers (SMP), Switzerland - Member</li> </ul>
Comments	<p>Certified Master Farmer.                      Mayor of the municipality of Hohenrain (2008-2012).                      Municipal Councillor of Hohenrain (1996-2008).</p>

## Christian Arnold-Fässler

Affiliated Member Up for Re-election

Nationality	Swiss
Age	40
Director since / term ends	2012 / 2018
Committee memberships	none
Affiliation	<ul style="list-style-type: none"> <li>– Important shareholder or its representative</li> <li>– Business relationship</li> </ul>
Main activity	<p>Member of ZMP (Central Switzerland Milk Producers Cooperative), main shareholder (54.3%). ZMP supplies a large proportion of its milk to Emmi.</p> <ul style="list-style-type: none"> <li>– Klosterhof Produkte GmbH (farm produce), Switzerland - Independent Farmer and Owner/Manager</li> </ul>
Directorships	<ul style="list-style-type: none"> <li>– Caseificio dimostrativo del Gottardo, Switzerland - Member</li> </ul>
Other relevant mandates	<ul style="list-style-type: none"> <li>– Central Switzerland Milk Producers Cooperative (ZMP) (owns 100% of ZMP Invest AG), Switzerland - Member</li> <li>– Swiss Milk Producers (SMP), Switzerland - Member</li> </ul>
Comments	<p>Delegate of the Central Switzerland farmers cooperative (ZBB). Member of the Uri Cantonal Parliament (since 2012). Certified Master Farmer. Deputy Mayor of Seedorf (2006-2013).</p>

## Stephan H. Baer

Affiliated Member Up for Re-election

Nationality	Swiss
Age	65
Director since / term ends	1999 / 2018
Committee memberships	<ul style="list-style-type: none"> <li>– Nomination and remuneration committee</li> <li>– Other committee, Chairman</li> </ul>
Affiliation	<ul style="list-style-type: none"> <li>– Board membership exceeding time limit for independence</li> </ul>
Main activity	<ul style="list-style-type: none"> <li>– Baer-Ammann GmbH, Switzerland - Independent Management Consultant</li> </ul>
Directorships	<ul style="list-style-type: none"> <li>– frXsh AG, Switzerland - Chairman</li> </ul>
Other relevant mandates	<ul style="list-style-type: none"> <li>– Verein Tischlein deck dich, Switzerland - Chairman</li> <li>– Foundation for Swiss Child and Youth Psychiatry, Switzerland - Member</li> </ul>
Comments	<p>CEO (from 1983 onwards) and Chairman (from 1997 onwards) of Baer AG until 2008. Business Analyst at OPM AG (1979-1982).</p>

### Monique Bourquin

Independent

Member

Up for Re-election

Nationality	Swiss
Age	51
Director since / term ends	2013 / 2018
Committee memberships	– Audit committee – Other committee
Main activity	none
Directorships	– Straumann (listed), Switzerland - Member
Other relevant mandates	– GfM - Swiss marketing association, Switzerland - Member
Comments	<p>Various positions at Unilever including:</p> <ul style="list-style-type: none"> <li>- CFO at Unilever DACH (Germany, Switzerland, Austria) (2012-2016).</li> <li>- Executive Manager DACH &amp; Country Manager Switzerland (2008-2012).</li> <li>- Vice President Customer Development (2002-2008).</li> </ul> <p>Market Director Switzerland at Movenpick Foods (1999-2002).</p>

### Niklaus Meier

Independent

Member

Up for Re-election

Nationality	Swiss
Age	62
Director since / term ends	2012 / 2018
Committee memberships	– Audit committee, Chairman
Main activity	– MEGlobal International FZE (Dubai), United Arab Emirates - CFO
Other relevant mandates	<ul style="list-style-type: none"> <li>– Examination committee for Swiss certified experts in controlling and accounting, Switzerland - Member</li> <li>– Swiss Association of Accounting and Controlling (VEB), Switzerland - Member, Working Group for Swiss Controlling Standards</li> </ul>
Comments	<p>Certified expert in accounting and controlling. Held several functions within Tonilait AG (1993-1995), Ciba AG (1995-2009) and BASF (2009-2011), all in the finance and controlling field. He was notably in charge of the integration of Ciba into the BASF financial organisation.</p>

## Josef Schmidli

Affiliated Member Up for Re-election

Nationality	Swiss
Age	60
Director since / term ends	2003 / 2018
Committee memberships	– Other committee
Affiliation	– Business relationship – Board membership exceeding time limit for independence
Main activity	Mr. Schmidli produces a significant proportion of his cheese for Emmi. – Käserei Schmidli GmbH, Switzerland - CEO and Owner
Other relevant mandates	– Elektrizitätsgenossenschaft Mühlau, Switzerland - Chairman – Fromarte, Association of Swiss cheese specialists, Switzerland - Member
Comments	Master cheesemaker. Former chairman of the Central Switzerland Milk Purchasers Association (ZMKV).

## Franz Steiger

Affiliated Member Up for Re-election

Nationality	Swiss
Age	59
Director since / term ends	2015 / 2018
Committee memberships	none
Affiliation	– Important shareholder or its representative – Business relationship
Main activity	Vice-chairman of ZMP (Central Switzerland Milk Producers), main shareholder (54.3%). ZMP supplies a large proportion of its milk to Emmi. – Independent - Farmer
Other relevant mandates	– Central Switzerland Milk Producers Cooperative (ZMP) (owns 100% of ZMP Invest AG), Switzerland - Member – Waldbetriebsgenossenschaft (WaBG) Surental-Michelsamt, Switzerland - Member – Milk Producers for Emmentaler Cheese, Switzerland - Member
Comments	Certified Master Farmer with his own dairy and pig farm. Treasurer for the Schlierbach-Krumbach dairy co-operative. Delegate of the Swiss Farmers' Union since 2006. Mayor of Schlierbach since 2008.

## Diana Strebel

Independent

Member

Up for Re-election

Nationality

Swiss

Age

57

Director since / term ends

2012 / 2018

Committee memberships

– Other committee

Main activity

– Strebel-Birt AG (consultancy firm), Switzerland - Founding Partner

Directorships

– Ricola AG, Switzerland - Member  
– Globalance Bank AG, Switzerland - Member

Comments

Supported a number of companies (such as Unilever, Nestlé, Toni) on their brand launches.  
Former COO of Interbrand Europe and Managing director at Interbrand Zintzmeyer & Lux (2005-2009).

## 7. Glossar

English	Deutsch	Français
<b>A</b>		
Activities	Aktivitäten	Activités
Affiliated	Affiliert	Affilié
AGM (Annual General Meeting)	Ordentliche Generalversammlung	Assemblée générale ordinaire
Annual bonus	Jahresbonus	Bonus annuel
Attendance rate	Teilnahmequote	Taux de présence
Audit committee	Prüfungsausschuss	Comité d'audit
Audit fees	Honorare für Revisionsdienstleistungen	Honoraires de révision
Audit-related fees	Honorare für revisionsnahe Dienstleistungen	Honoraires pour les services liés à la révision
Autorised capital	Genehmigtes Kapital	Capital autorisé
Average	Mittelwert	Moyenne
<b>B</b>		
Base salary	Grundgehalt	Salaire de base
Bearer share	Inhaberaktie	Action au porteur
Board meeting	Verwaltungsratssitzung	Séance du conseil d'administration
Board members	Verwaltungsratsmitglieder	Membres du conseil d'administration
Board of directors	Verwaltungsrat	Conseil d'administration
Breakdown	Detaillierte Offenlegung	Répartition détaillée
<b>C</b>		
Capital	Kapital	Capital
Capital contribution reserves	Reserven aus Kapitaleinlagen	Réserves issues d'apports en capital
CEO (Chief Executive Officer)	Geschäftsleiter	Président de la direction générale
Chairman	Verwaltungsratspräsident	Président du conseil d'administration
Chairman's committee	Ausschuss des Verwaltungsratspräsidenten	Comité du président du conseil d'administration
Comments	Kommentare	Commentaires
Committee meeting	Ausschusssitzung	Séance du comité
Conditional capital	Bedingtes Kapital	Capital conditionnel
Corporate governance committee	Ausschuss für Corporate Governance	Comité de gouvernance d'entreprise
<b>D</b>		
Dividend	Dividende	Dividende
Dividend rights certificates	Partizipationsscheine	Bons de participation
<b>E</b>		
Earnings per share	Gewinn pro Aktie	Bénéfice par action

English	Deutsch	Français
<b>E</b>		
EGM (Extraordinary General Meeting)	Ausserordentliche Generalversammlung	Assemblée générale extraordinaire
Election	Neuwahl	Election
Election procedure for directors	Wahlverfahren für Verwaltungsräte	Procédure d'élection des administrateurs
Employees	Personalbestand	Employés
Executive management	Geschäftsleitung	Direction générale
External auditor	Externe Revisionsstelle	Auditeur externe
<b>F</b>		
Fair value	Beizulegender Zeitwert	Juste valeur
Fees	Gebühren	Honoraires
Financial performance	Finanzergebnis	Performance financière
Financial reporting	Finanzberichterstattung	Information financière
Financials	Finanzergebnis	Données financières
<b>G</b>		
General information	Allgemeine Informationen	Informations générales
Global remuneration figures	Allgemeine Vergütungsangaben	Rémunérations agrégées
<b>H</b>		
Headquarters	Hauptsitz	Siège social
Highest paid executive	Höchstbezahltes Mitglied der Konzernleitung	Membre le mieux rémunéré de la direction générale
<b>I</b>		
Important shareholders	Bedeutende Aktionäre	Actionnaires importants
Independent	Unabhängig	Indépendant
Individual remuneration figures	Individuelle Vergütungsangaben	Rémunérations individuelles
Internal Control	Internes Kontrollsystem	Contrôle interne
<b>K</b>		
Key figures	Kennzahlen	Chiffres clés
<b>L</b>		
Listing	Kotierung	Cotation
LTIP (Long-term incentive plan)	Langfristige Beteiligungspläne	Plan de participation à long terme
<b>M</b>		
Mandate duration	Mandatsdauer	Durée du mandat
Mandatory age limit	Obligatorische Altersgrenze	Limite d'âge statutaire
Market capitalisation	Marktkapitalisierung	Capitalisation boursière
Market value	Marktwert	Valeur boursière
<b>N</b>		
NA (Not available)	Nicht verfügbar	Pas disponible
ND (Not disclosed)	Nicht offengelegt	Pas publié
Net income	Reingewinn	Bénéfice net



English	Deutsch	Français
<b>N</b>		
Net revenues	Nettoerträge	Revenus nets
New nominee	Neuer Kandidat / Neue Kandidatin	Nouveau candidat
Nomination and remuneration committee	Nominations- und Vergütungsausschuss	Comité de nomination et de rémunération
Nomination committee	Nominationsausschuss	Comité de nomination
Non-audit fees	Honorare für nicht revisionsbezogene Dienstleistungen	Honoraires non liés à la révision
Non-voting equity securities	Genussscheine	Bons de jouissance
Notice period	Kündigungsfrist	Délai de préavis
NR (Not relevant)	Irrelevant	Pas pertinent
<b>O</b>		
Operating income	Betriebsergebnis	Résultat d'exploitation
Operating margin	Operative Marge	Marge opérationnelle
<b>P</b>		
Payout ratio	Gewinnausschüttungsquote	Taux de distribution du bénéfice
Peer group	Vergleichsgruppe	Groupe de référence
Pensions	Altersvorsorge	Contributions de retraite
Performance criteria	Leistungskriterien	Critères de performance
<b>R</b>		
Re-election	Wiederwahl	Réélection
Registered share	Namensaktie	Action nominative
Remuneration	Vergütung	Rémunération
Remuneration committee	Vergütungsausschuss	Comité de rémunération
Reporting standard	Rechnungslegungsstandard	Norme comptable
Restriction on registration of shares or voting rights	Beschränkungen der Übertragbarkeit der Aktien und des Stimmrechts	Restrictions relatives à l'inscription des actions ou aux droits de vote
Return on equity	Eigenkapitalrendite	Rendement des capitaux propres
Risk committee	Risiko-Ausschuss	Comité des risques
<b>S</b>		
Share and option holdings	Aktien- und Optionenbesitz	Détention d'actions et d'options
Share capital	Aktienkapital	Capital-actions
Shareholder resolution	Aktionärsantrag	Résolution d'actionnaire
Shareholders' equity	Eigenkapital	Capitaux propres
Short-term incentives	Kurzfristige variable Vergütung	Rémunération à court-terme
Stock ownership requirements	Aktienbesitz Anforderungen	Exigences en matière de détention d'actions
Strategy committee	Strategie-Ausschuss	Comité de stratégie
Structure	Struktur	Structure
Sustainability committee	Ausschuss für Nachhaltigkeit	Comité de développement durable

English	Deutsch	Français
<b>T</b>		
Total revenues	Betriebsertrag	Revenus totaux
Total shareholder return	Gesamte Aktienrendite	Rentabilité de l'action
<b>U</b>		
Up for re-election	Zur Wiederwahl	A réélection
<b>Y</b>		
Year end	Jahresende	Fin de l'année

**Report issued:**

04 April 2017

**Analyst:**

Christian Richoz

**About Ethos**

The Ethos Foundation aims at promoting socially responsible investment as well as a stable and prosperous socio-economic environment. Ethos is composed of more than 210 Swiss pension funds and other tax-exempt institutions. Its subsidiary Ethos Services is an acknowledged provider of consulting services comprising socially responsible investment (SRI) funds, shareholder meeting analyses and an investor engagement and dialogue programme.

For further information: [www.ethosfund.ch](http://www.ethosfund.ch).

**Frequently used abbreviations**

AGM	Annual General Meeting
EGM	Extraordinary General Meeting
NA	Not available
CEO	Chief Executive Officer
CFO	Chief Financial Officer
COO	Chief Operating Officer
OE	Other Executive Function
Ex-	Former



[info@ethosfund.ch](mailto:info@ethosfund.ch)  
[www.ethosfund.ch](http://www.ethosfund.ch)

Place Cornavin 2  
PO Box  
CH - 1211 Geneva 1  
T +41 (0)22 716 15 55  
F +41 (0)22 716 15 56

Zurich Office:  
Gessnerallee 32  
CH - 8001 Zurich  
T +41 (0)44 421 41 11  
F +41 (0)44 421 41 12

**Disclaimer**

Ethos' analyses are based on information gathered from sources available to investors and the general public, e.g. company reports, websites and direct contacts with company officers. Ethos processes the information received and formulates its own voting recommendations in accordance with its voting guidelines ([www.ethosfund.ch](http://www.ethosfund.ch)). Despite multiple verifications, the information provided cannot be guaranteed accurate. The analyses are intended to help investors (members or clients of Ethos or any other potential users) make informed decisions at companies' general meetings but cannot, in any way, be considered as a portfolio investment tool or advice for investing in securities.

© Ethos. All rights reserved. Unauthorised reproduction, lending, hiring, transmission or distribution of any data is prohibited.