

Corporate Governance

The Swiss Life Group is committed to good corporate governance. Its principles and guidelines for responsible corporate management are constantly fine-tuned in accordance with recognised national and international standards.

Swiss Life complies with accepted standards of corporate governance and, in the interests of its shareholders, policyholders and staff, attaches great importance to the requirements entailed in terms of the management and organisation of the Swiss Life Group. The corporate governance of Swiss Life Holding Ltd (Swiss Life Holding) is based on the relevant directives issued by the SIX Swiss Exchange and the Swiss Financial Market Supervisory Authority FINMA and is modelled on leading national and international corporate governance standards, in particular the Swiss Code of Best Practice for Corporate Governance issued by the Swiss Business Federation, “economiesuisse”, as well as the Organization for Economic Cooperation and Development’s (OECD) principles on corporate governance.

The measures and mechanisms implemented by Swiss Life to ensure good corporate governance work well in practice. Specific adjustments are examined on an ongoing basis, however, in order to adapt the management and control tools and disclosure to current circumstances and to implement further improvements.

The Ordinance against Excessive Compensation in Listed Stock Companies (Compensation Ordinance, VegüV) came into force on 1 January 2014. In order to implement these provisions, the General Meeting of Shareholders of Swiss Life Holding resolved on 23 April 2014 to amend the Articles of Association as proposed by the Board of Directors. The amendments take into account the new requirements and powers of the General Meeting of Shareholders with respect to corporate governance and compensation.

This report describes the essential features of corporate governance within the Swiss Life Group. The structure below largely follows the Directive on Information Relating to Corporate Governance issued by the SIX Swiss Exchange, which came into force on 1 October 2014. The compensation report on pages 51 to 68 takes into consideration the regulations on transparency stipulated in the Compensation Ordinance and FINMA circular 2010/1 on minimum standards for remuneration schemes of financial institutions.

Group Structure and Shareholders

Group structure

The public limited company Swiss Life Holding was established in 2002 and is incorporated under Swiss law. Its registered office is located in Zurich. Since 19 November 2002, its stock has been listed on the SIX Swiss Exchange. Swiss Life Holding brings together all the Swiss Life Group companies and activities under a single holding company. The holding company structure makes it easier to effect investments, enter into partnerships or cooperation agreements and execute capital market transactions. Transparency is also improved by separating the interests of shareholders from those of policyholders.

The companies falling within the Group's scope of consolidation are presented in the Consolidated Financial Statements (note 36). Information on the listing on the SIX Swiss Exchange and market capitalisation can be found in the section "Share Performance and Historical Comparison" on pages 312 and 313. The organisational structure of the Group shows the key business markets and areas. The resulting operational responsibilities are reflected in the allocation of responsibilities among the Corporate Executive Board. With regard to insurance operations, one person with responsibility for the market and results is assigned to each specific area.

The operational management structure as at 31 December 2015 is shown on page 45.

Shareholders

The purchase or sale of shares or of acquisition/disposal considerations regarding shares in companies that are domiciled in Switzerland and have their shares listed in Switzerland must be reported to the company in question and the SIX Swiss Exchange if the shareholdings exceed, fall below or reach certain thresholds. The relevant thresholds are 3, 5, 10, 15, 20, 25, 33 $\frac{1}{3}$, 50 and 66 $\frac{2}{3}$ % of the voting rights. Details are set out in the Federal Act on Stock Exchanges and Securities Trading (SESTA) – as of 1 January 2016 in the Financial Market Infrastructure Act (FMIA) – and in the Stock Exchange Ordinance-FINMA (SESTO-FINMA).

The disclosures of shareholdings that exceed the disclosure threshold on the balance sheet date of 31 December 2015 are shown below. In accordance with the disclosure requirements, the percentage figures given relate to the share capital and number of outstanding shares pursuant to the Articles of Association applicable at the time of the relevant disclosure.

ETHENEA Independent Investors S.A., 16, rue Gabriel Lippmann, 5365 Munsbach, Luxembourg, reported in a publication of 1 December 2015 that it held 975 000 shares of Swiss Life Holding Ltd, equivalent to a 3.04% share of the voting rights.

Deutsche Bank AG, Taunusanlage 12, 60325 Frankfurt am Main, Germany, reported in a publication of 6 January 2015 that it held 1 714 876 shares of Swiss Life Holding, equivalent to a 5.35% share of the voting rights. At the same time, Deutsche Bank AG held sales positions in the amount of 5.09% of the voting rights (1 631 627 equity swaps).

BlackRock Inc., 55 East 52nd Street, New York 10055, USA, reported in a publication of 13 December 2014 that it held through various Group companies a total of 1 750 937 shares of Swiss Life Holding, equivalent to 5.58% of the voting rights.

UBS Fund Management (Switzerland) AG, P.O. Box, 4002 Basel, Switzerland, reported in a publication of 19 November 2014 that it held 990 414 shares of Swiss Life Holding, equivalent to a 3.09% share of the voting rights.

AQR Capital Management LLC, 2 Greenwich Plaza, 4th Floor, Greenwich CT 06830, USA, reported in a publication of 30 September 2014 that it controlled through various managed funds a total of 3.01% of the voting rights of Swiss Life Holding (950 453 shares of Swiss Life Holding and 14 963 equity swaps).

In addition, Norges Bank (the Norwegian central bank) reported during the year under review, in a publication of 28 January 2015, that it had exceeded (holdings of 3.23%), and, in a publication of 27 August 2015, that it had once again fallen below (holdings of 2.97%) the disclosure threshold.

All full disclosures can be found on the publication platform of the SIX Swiss Exchange's disclosure office at www.six-exchange-regulation.com, "Issuer" area, "Obligations" sub-area, "Disclosure of Shareholdings" section and "Significant Shareholders" subsection (www.six-exchange-regulation.com/de/home/publications/significant-shareholders.html).

No cross participations exceeding the 3% threshold exist between Swiss Life Holding or its subsidiaries and other listed companies.

Shareholder structure

On the balance sheet date some 165 000 shareholders and nominees were listed in the Swiss Life Holding share register, of which about 4000 were institutional shareholders. Taken together, the shareholders entered in the share register held around 50% of the shares issued. Over half of these shares were owned by shareholders domiciled in Switzerland. Approximately a third of the registered shares were in private hands.

A table showing the shareholder structure is provided in the section "Share Performance and Historical Comparison" on page 313.

Capital Structure

Capital and changes in capital

The capital structure of Swiss Life Holding was as follows on the balance sheet date:

- Ordinary share capital: CHF 163 613 375.40, divided into 32 081 054 fully paid registered shares with a par value of CHF 5.10 each
- Conditional share capital: CHF 30 600 000, divided into 6 000 000 registered shares with a par value of CHF 5.10 each
- Authorised share capital: none

The conditional share capital is at the disposal of the holders of conversion or option rights granted by Swiss Life Holding or by companies belonging to the Group in connection with the issuing of new or existing convertible bonds, bonds with option rights, loans or other financing instruments (“equity-linked financing instruments”). The shareholders are excluded from subscription rights. The respective owners of the equity-linked financing instruments are entitled to subscribe to the new shares. The Board of Directors is entitled to limit or exclude the preemptive subscription rights of the existing shareholders in connection with the issuing of equity-linked financing instruments up to a value of 3 000 000 registered shares or up to a maximum amount of CHF 15 300 000, if the equity-linked financing instruments are placed on national or international capital markets or with selected strategic investors or are used in connection with the financing or refinancing of the acquisition of companies, parts of companies, participations or new investment projects. If the preemptive subscription rights are not granted either directly or indirectly when issuing equity-linked financing instruments, the equity-linked financing instruments must be issued according to the prevailing market conditions and the exercise period may not exceed 7 years for option rights and 15 years for conversion rights from the issuance of the relevant equity-linked financing instruments.

Since the establishment of Swiss Life Holding on 17 September 2002, a number of capital market transactions have been conducted. A detailed description of the transactions carried out up to and including the end of 2012 can be found in the Corporate Governance section of the annual reports for the relevant years. The annual reports can be accessed at www.swisslife.com, “Investors” area, “Results & Reports” section, “Archive Reports” and “Annual Reports” subsections (www.swisslife.com/annualreports).

In 2013 the General Meeting of Shareholders of Swiss Life Holding decided on 23 April 2013 to change the conditional share capital: The previous conditional share capital of 2 359 386 registered shares or CHF 12 032 868.60 was increased to 6 000 000 registered shares or CHF 30 600 000 (clause 4.9 of the Articles of Association). The ordinary share capital remained unchanged; as in 2012 the decision was taken at the General Meeting of Shareholders on 23 April 2013 to make a distribution of CHF 4.50 per share out of the capital contribution reserve.

In 2014 and 2015 there were no changes to the share capital. The distributions of CHF 5.50 and CHF 6.50 per share decided by the General Meetings of 23 April 2014 and 27 April 2015 were made out of the capital contribution reserve.

Shares

32 081 054 fully paid Swiss Life Holding registered shares with a par value of CHF 5.10 each were outstanding on the balance sheet date. Subject to the ten per cent limit on voting rights set out in the Articles of Association (cf. the section on “Shareholders’ participation rights” on page 69), each share grants the right to one vote at the General Meeting of Shareholders.

There are no outstanding shares with either increased or limited voting rights, privileged or restricted voting rights, privileged dividend entitlements or other preferential rights.

There are no other equity securities besides the registered shares mentioned above, nor do any participation certificates or dividend right certificates exist.

Regulations are in place to govern transactions in Swiss Life Holding shares carried out by Swiss Life Group employees. Pursuant to the Code of Conduct and the Swiss Life Group’s Directive on Insider Information, all purchases and sales of Swiss Life Holding securities made by members of senior management or employees who are privy to confidential information are subject to a reporting requirement. Transactions by persons who, by virtue of their position, have regular access to insider information are also subject to a prior approval requirement. A general blackout period is imposed annually from 1 January until 24 hours after the year-end results have been presented and from 1 July until 24 hours after the half-year results have been presented, as well as from 20 days before until 24 hours after publication of the interim statements for the first and third quarters.

Additional information on the Swiss Life share is available in the section “Share Performance and Historical Comparison” on pages 312 and 313.

Limitations on transferability and nominee registrations

Swiss Life Holding shares are not subject to any limitations on transferability. According to the Articles of Association, resolutions for the introduction, amendment or repeal of limitations on transferability must be put before the General Meeting of Shareholders and must be approved by two thirds of the voting shares represented and by an absolute majority of the share par value represented.

The Board of Directors may refuse to recognise an acquirer as a shareholder with voting rights if, upon request, the acquirer does not expressly declare that he has acquired the registered shares in his own name and for his own account.

Swiss and foreign banks, securities brokers and companies acting on their behalf may be entered in the share register as nominees if they are holding shares of Swiss Life Holding in their custody for the account of the beneficial owners. Professional asset managers may also be registered as nominees if, in a fiduciary capacity, they have deposited Swiss Life Holding shares for the account of third parties with Swiss or foreign banks or securities brokers in their own name. Nominees are required to be subject to banking or financial market supervision. A request must be filed to

register as a nominee. The voting right representation is restricted to 10% of the share capital overall, whereby nominees who are connected with regard to capital or voting rights under uniform management or contractual agreement will be counted as a single shareholder. The Board of Directors may approve exceptions to these restrictions on registration, observing the principle of responsible judgement. No such exceptions were granted during the period under review.

Convertible bonds and options

One convertible bond issue of Swiss Life Holding was outstanding on the balance sheet date: the 0% convertible bond (2013–2020) issued by Swiss Life Holding Ltd in the amount of CHF 500 000 000. The specific conditions attached to this convertible bond and further details on it can be found in the Consolidated Financial Statements, note 20, on page 247 and in the issue prospectus of 13 November 2013.

As at 31 December 2015, Swiss Life Holding and its Group companies had not granted any options on rights to participate in Swiss Life Holding.

Board of Directors

Function

The Board of Directors is responsible for all matters that are not reserved for the consideration of the General Meeting of Shareholders (formally the supreme decision-making body of a public limited company) under the terms of the law (Art. 698 of the Swiss Code of Obligations CO) or by the company's Articles of Association. In line with its non-transferable duties prescribed by law, the Board of Directors is responsible, in particular, for the ultimate direction of the Group, as well as the supervision of the Corporate Executive Board.

Elections and terms of office

The Board of Directors consists of no fewer than 5 and no more than 14 members in accordance with the Articles of Association. The Chairman, other members of the Board of Directors and members of the Compensation Committee of the Board of Directors are elected by the General Meeting of Shareholders on an individual basis for a one-year period. The term of one year is deemed to signify the period from one Annual General Meeting up to and including the next. Members whose terms of office are expiring are eligible to stand for immediate re-election.

The Organisational Regulations stipulate that a member of the Board of Directors shall automatically resign from the Board at the General Meeting of Shareholders in the year in which the member reaches the age of 70.

Composition

In the year under review, no member of Swiss Life Holding's Board of Directors exercised any duties relating to operational management within the Swiss Life Group. Furthermore, no such duties were exercised by any Board members during the three financial years preceding the reporting period.

No member of the Board has any significant business relationship with Swiss Life Holding or any other Group companies. The members of the Board of Directors of Swiss Life Holding also make up the Board of Directors of Swiss Life Ltd.

The number of external mandates for members of the Board of Directors and the Corporate Executive Board is limited in the Articles of Association as revised on 23 April 2014 as follows: Members of the Board of Directors may hold no more than 15 additional mandates, a maximum of 4 of which in other listed companies; members of the Corporate Executive Board may hold no more than 5 additional mandates, a maximum of 1 of which in another listed company. Mandates in different legal entities that are under joint control or same beneficial ownership are deemed one mandate. This restriction does not apply to mandates that a member of the Board of Directors or the Corporate Executive Board assumes at the request of the company or to mandates in associations, charitable foundations, family foundations and occupational benefit institutions.

The acceptance of appointments to the Board of Directors of other companies requires the consent of the Board of Directors at Swiss Life Holding; the Chairman of the Board of Directors is to be informed of any intention to accept an additional board mandate. Information on additional board mandates held by individual members of the Board of Directors is presented in the following section.

Members of the Board of Directors

On the balance sheet date of 31 December 2015, the Board of Directors was composed of the following members.

Name	Main function	Additional functions	Year appointed ¹
Rolf Dörig	Chairman	Chairman's and Corporate Governance Committee, Chairman	2008
Gerold Bühler	1 st Vice Chairman	Chairman's and Corporate Governance Committee Investment and Risk Committee, Chairman Compensation Committee ³	2002 ²
Frank Schnewlin	Vice Chairman	Chairman's and Corporate Governance Committee Investment and Risk Committee Compensation Committee, Chairman	2009
Wolf Becke	Member	Audit Committee	2012
Adrienne Corboud Fumagalli	Member	Audit Committee	2014
Ueli Dietiker	Member	Audit Committee	2013
Damir Filipovic	Member	Investment and Risk Committee	2011
Frank W. Keuper	Member	Investment and Risk Committee	2013
Henry Peter	Member	Audit Committee, Chairman	2006
Franziska Tschudi	Member	Compensation Committee	2003
Klaus Tschütscher	Member	Audit Committee	2013

¹ In order to implement the Federal Ordinance against Excessive Compensation in Listed Stock Companies (Compensation Ordinance, VegüV), which came into force on 1 January 2014, the General Meeting of Shareholders on 23 April 2014 passed a resolution to amend the Articles of Association. Under the revised Articles of Association, members of the Board of Directors are to be elected for a one-year term of office, as had already been introduced by Swiss Life at the 2013 General Meeting and also implemented at the 2014 General Meeting.

² Member of the Board of Directors of Swiss Life Ltd since 2000.

³ The Board of Directors proposes that the General Meeting of 26 April 2016 elect Henry Peter to the Compensation Committee in place of Gerold Bühler.

Rolf Dörig – Born 1957, Swiss national
Chairman of the Board of Directors



Rolf Dörig laid the groundwork for his professional career by obtaining a doctorate in law (Dr. iur.) from the University of Zurich before being called to the bar in Zurich. Joining Credit Suisse in 1986, he assumed a number of executive responsibilities in various areas of banking and in different geographical markets. As a Member of the Executive Board, he was assigned responsibility for Swiss Corporate and Retail Banking from 2000 onwards. In 2002 he assumed the role of Chairman Switzerland of Credit Suisse. Following his move to Swiss Life, Rolf Dörig held the positions of Chairman of the Corporate Executive Board from November 2002 to May 2008 and Delegate of the Board of Directors from May 2008 to May 2009.

He became Chairman of the Board of Directors of Swiss Life Holding in May 2009.

Rolf Dörig will be put forward for re-election as Member and Chairman of the Board of Directors at the General Meeting of Shareholders of Swiss Life Holding on 26 April 2016.

Other appointments:

- Adecco S.A., Chairman of the Board of Directors
- dorma+kaba Holding Ltd, Vice Chairman of the Board of Directors
- Danzer Holding AG, Member of the Supervisory Board
- Walter Frey Holding AG, Member of the Board of Directors

Gerold Bühler – Born 1948, Swiss national
First Vice Chairman of the Board of Directors



Gerold Bühler graduated in economics (lic. oec. publ.) from the University of Zurich in 1972. Following 17 years with the Union Bank of Switzerland as a member of senior management in its financial sector and a Member of the Executive Board of its fund investment company, he joined Georg Fischer Ltd in 1991, where he served as a Member of its Executive Board (Finances) from 1991 until 2000. He began working as an independent economic consultant in 2001 and, from 2006 until 2012, he held the office of Chairman of economiesuisse. Gerold Bühler was a Member of the Grand Council of the Canton of Schaffhausen from 1982 to 1991 and, from 1991 to 2007, a Member of the Swiss Parliament (National Councillor).

Gerold Bühler will be put forward for re-election as Member of the Board of Directors at the General Meeting of Shareholders of Swiss Life Holding on 26 April 2016.

Other appointments:

- Cellere AG, Member of the Board of Directors
- Georg Fischer Ltd, Vice Chairman of the Board of Directors
- J.P. Morgan, Member of the European Advisory Council
- FehrAdvice & Partners AG, Chairman of the Board of Directors
- Meier + Cie AG, Chairman of the Board of Directors (since 4 August 2015)

Frank Schnewlin — Born 1951, Swiss national
Vice Chairman of the Board of Directors



Frank Schnewlin studied at the University of St. Gallen (lic. oec. HSG), the London School of Economics (Master of Science) and the Harvard Business School (MBA) before earning his doctorate in economics in 1983 at the University of Lausanne (Dr. ès sc. écon.). From 1983 to 2001 he held various positions at the Zurich Financial Services Group in Switzerland and the USA, including Head of Corporate Center and Head of the Business Division Southern Europe, Asia/Pacific, Middle East, Africa and Latin America. From 1993 he served on the Zurich Financial Services Group's Executive Committee. From 2002 to 2007, Frank Schnewlin chaired the Baloise Group's Corporate Executive Committee as CEO and was, at the same time, Head of the International Division.

Frank Schnewlin will be put forward for re-election as Member of the Board of Directors and as Member of the Compensation Committee at the General Meeting of Shareholders of Swiss Life Holding on 26 April 2016.

Other appointments:

- Vontobel Holding Ltd and Bank Vontobel Ltd, Vice Chairman of the Board of Directors/
Chairman of the Risk and Audit Committee
- Twelve Capital AG and Twelve Capital Holding AG, Chairman of the Board of Directors
- Drosos Foundation, Vice Chairman of the Board of Trustees/Chairman of the Finance Committee

Wolf Becke — Born 1947, German national
Member of the Board of Directors



Wolf Becke studied mathematics, physics and economics at the Universities of Bonn and Freiburg and obtained a degree in mathematics. Between 1973 and 1977, he worked as a research assistant at the Mathematical Institute of the University of Freiburg and earned a doctorate in science. In 1978 Wolf Becke joined Hamburger Internationale Rückversicherung AG (HIR), where he was employed in various positions until 1990, ultimately responsible for the Life and Health Reinsurance, Finance and Accounting and Investments divisions. He then moved to Hannover Re and E+S Rück. From 1992 to 1999, as a Member of the Executive Board, he was responsible for both global life and health insurance business, and for non-life business in Asia, Africa and Australasia. From 1999 until his retirement for age reasons at the end of 2011, Wolf Becke concentrated on his responsibilities as CEO of the life and reinsurance business area (Hannover Life Re).

Wolf Becke will be put forward for re-election as Member of the Board of Directors at the General Meeting of Shareholders of Swiss Life Holding on 26 April 2016.

Other appointments:

- Hannover Life RE America, Vice Chairman of the Board of Directors
- AEGON Blue Square Re N.V., Member of the Board of Directors

Adrienne Corboud Fumagalli – Born 1958, Swiss and Italian national
Member of the Board of Directors



Adrienne Corboud Fumagalli is a Doctor of Economics and Social Sciences and a graduate of the University of Fribourg. In 1996 she joined the PTT in the management team of Radiocom (radio, TV, mobile) in charge of New Business Development and the international market. The PTT then became Swisscom and Adrienne Corboud Fumagalli held various positions from 1997 to 2000, ultimately becoming Director of Product Marketing in Radio Broadcasting Services. In November 2000, Adrienne Corboud Fumagalli joined the Kudelski Group as Corporate Secretary and Member of the Corporate Executive Board. In January 2004, she was appointed Executive Vice President in charge of Business Development. Since 2008 Adrienne Corboud Fumagalli has served as Vice-President for Innovation and Technology Transfer at EPF Lausanne (EPFL) with a special focus on the development of the EPFL Innovation Park Foundation and industrial partnerships.

Adrienne Corboud Fumagalli will be put forward for re-election as Member of the Board of Directors at the General Meeting of Shareholders of Swiss Life Holding on 26 April 2016.

Other appointments:

- Federal Communications Commission (ComCom), Member
- CSEM Swiss Center for Electronics and Microtechnology Inc, Member of the Board of Directors
- Fondation pour l'innovation technologique (FIT) in Lausanne, President
- Fondation EPFL Innovation Park, President

Ueli Dietiker – Born 1953, Swiss national
Member of the Board of Directors



Certified accountant Ueli Dietiker started his career at Ernst & Young. He later assumed management responsibility in the finance division at Motor-Columbus Ltd. From 1995 to 2001 he worked at Cablecom Holdings Ltd, ultimately as CEO. In 2001 he switched to the Swiss telecommunications company Swisscom Ltd where he held several positions of responsibility. From 2002 until 2006 he was CFO and deputy CEO of the Swisscom Group. In 2006 and the first half of 2007 he was CEO of Swisscom Fixnet AG and afterwards became CFO and deputy CEO of the Swisscom Group again until the end of 2012. Today he still has a 60% position at Swisscom, manages selected projects and serves on the Board of Directors of various Swisscom subsidiaries and investment companies.

Ueli Dietiker will be put forward for re-election as Member of the Board of Directors at the General Meeting of Shareholders of Swiss Life Holding on 26 April 2016.

Other appointments:

- Sanitas Krankenversicherung and Sanitas Beteiligungen AG, Member of the Board of Trustees and the Board of Directors and Chairman of the Audit Committee
- Wincare health insurance, Member of the Board of Directors and Chairman of the Audit Committee
- Zuckermühle Ruppenswil AG, Member of the Board of Directors
- thunerSeespiele AG, Member of the Board of Directors

- BLS Ltd. and BLS Netz AG, Member of the Board of Directors and Member of the Audit Committee
- Renaissance KMU Schweizerische Anlagestiftung, Member of the Board of Trustees (since 16 January 2015)

Damir Filipovic — Born 1970, Swiss national
Member of the Board of Directors



Damir Filipovic studied mathematics at the Swiss Federal Institute of Technology in Zurich (ETHZ), where he qualified in 1995 and gained a doctorate in financial mathematics in 2000. He then held research posts at various universities abroad, including the US universities of Stanford, Columbia and Princeton. He was appointed assistant professor at the University of Princeton in 2002, and then from 2003 to 2004 he worked on the development of the Swiss Solvency Test at the Federal Office of Private Insurance (now FINMA) in Switzerland. Damir Filipovic went on to hold the chair of financial and actuarial mathematics at the Ludwig Maximilian University of Munich from 2004 to 2007. From 2007 to 2009 he was head of the Vienna Institute of Finance, a research institute affiliated to the University of Vienna and the Vienna University of Economics and Business. In 2010 he was appointed Swissquote Chair in Quantitative Finance and Swiss Finance Institute Professor at the Swiss Federal Institute of Technology in Lausanne (EPFL).

Damir Filipovic will be put forward for re-election as Member of the Board of Directors at the General Meeting of Shareholders of Swiss Life Holding on 26 April 2016.

Frank W. Keuper — Born 1953, German national
Member of the Board of Directors



Frank W. Keuper studied social and economic sciences at Vienna University of Economics and Business and obtained a doctorate in the same subject. He started his career in the insurance sector in 1985 at the Albingia insurance group as assistant to the Management Board and later became Head of Sales and Marketing. After switching to the Zurich insurance group he returned to Albingia in 1992 and served as a Member of the Management Board from 1994 until 2000. He later assumed responsibility as a Member of the Management Board at AXA Versicherung AG for the Private and Corporate Clients division as well as Damages. From 2004 until 2007 he managed DBV Winterthur Holding AG as Chairman of the Management Board and was simultaneously a Member of the Management Board of Winterthur Group. From 2007 until 2012 Frank W. Keuper was CEO of AXA Konzern AG and a Member of the Executive Committee of AXA Group in Paris.

Frank W. Keuper will be put forward for re-election as Member of the Board of Directors at the General Meeting of Shareholders of Swiss Life Holding on 26 April 2016.

Other appointments:

- HanseMercur Lebensversicherung AG, Member of the Supervisory Board
- HanseMercur Allgemeine Versicherung AG, Member of the Supervisory Board
- JCK Holding GmbH Textil KG, Chairman of the Advisory Committee
- HVP Hanse Vertriebspartner AG, Chairman of the Supervisory Board

Henry Peter — Born 1957, Swiss and French national
Member of the Board of Directors



Henry Peter completed his studies in law at the University of Geneva in 1979, and in 1981 he was called to the Geneva bar. Following an assistantship in Geneva, a period of study as a visiting scholar at the University of California in Berkeley and legal work in Lugano, he obtained his PhD at the University of Geneva in 1988. Since 1988 he has been a partner in a Lugano law firm, currently PSM Law SA. He has also served since 1997 as professor of business law at the University of Geneva. Between 2004 and 2015 he was a Member of the Swiss Takeover Board. Since 2007 he has been a Member of the Sanction Commission of the SIX Swiss Exchange.

Henry Peter will be put forward for re-election as Member of the Board of Directors and for election as Member of the Compensation Committee at the General Meeting of Shareholders of Swiss Life Holding on 26 April 2016.

Other appointments:

- Sigurd Rück Ltd, Chairman of the Board of Directors
- Casino de Montreux SA, Chairman of the Board of Directors and Member of the Audit Committee
- Consitex SA, Member of the Board of Directors
- Ermenegildo Zegna Holditalia SpA, Member of the Board of Directors and Chairman of the Compensation Committee
- Banque Morval SA, Member of the Board of Directors
- PKB Privatbank AG, Chairman of the Board of Directors and the Executive Committee
- Global Petroprojects Services Ltd, Member of the Board of Directors
- Bank Lombard Odier & Co Ltd, Member of the Board of Directors and Chairman of the Audit Committee
- Swiss Olympic Association, Vice Chairman of the disciplinary chamber in charge of doping cases

Franziska Tschudi Sauber — Born 1959, Swiss national
Member of the Board of Directors



Franziska Tschudi graduated in law at the University of Bern and passed her bar exam there in 1984. She studied law at Georgetown University, Washington DC, earning an LL.M. in 1986, and passed the bar exam for the US states of New York and Connecticut in 1987. Franziska Tschudi completed postgraduate studies at the University of St. Gallen (1991 to 1993), receiving an Executive MBA. After initially working as an Assistant for Media Law at the Institute for Constitutional and Administrative Law at the University of Bern, and practising business and media law in Zurich, Washington DC and Geneva, she served as Secretary General at SIG Holding AG from 1992 to 1995. She then became a Member of the Executive Board of WICOR HOLDING AG (“WEIDMANN Group”), Rapperswil in 1995, where she was Head of Corporate Development and, from 1998, Head of the Business Area Electrical Technology Asia/Pacific. She has held the positions of Chief Executive Officer and Delegate of the Board of Directors of WICOR HOLDING AG since 2001.

Franziska Tschudi will be put forward for re-election as Member of the Board of Directors and as Member of the Compensation Committee at the General Meeting of Shareholders of Swiss Life Holding on 26 April 2016.

Other appointments:

- BIOMED AG, Member of the Board of Directors
- economiesuisse, Member of the Executive Board
- Swissmem, Member of the Executive Board

Klaus Tschütscher — Born 1967, Liechtenstein national
Member of the Board of Directors



Klaus Tschütscher studied law at the University of St. Gallen and obtained a doctorate (Dr. iur.) in 1996. In 2004 he also completed a postgraduate LL.M. degree in International Business Law at the University of Zurich. He started his career in 1993 as a research assistant at the University of St. Gallen. Two years later he became Head of Legal Services and Deputy Director of Liechtenstein Tax Administration. In this function he was notably a member of the Liechtenstein OECD delegation and Governor of the European Bank for Reconstruction and Development (EBRD) in London for four years. Klaus Tschütscher went on to start his political career as a member of government of the Principality of Liechtenstein. Initially he was Deputy Prime Minister from 2005 to 2009, responsible in particular for Justice and Economic Affairs. From 2009 to 2013 Klaus Tschütscher was Prime Minister and Finance Minister of Liechtenstein. He has received various awards and international distinctions. Klaus Tschütscher is a delegate to UNICEF Switzerland and an honorary member of the charitable foundation “Football is more” (FIM). Since his withdrawal from politics, Klaus Tschütscher has been a Member of the Board of Directors of Swiss Life Holding Ltd.

Klaus Tschütscher will be put forward for re-election as Member of the Board of Directors at the General Meeting of Shareholders of Swiss Life Holding on 26 April 2016.

Other appointments:

- Büchel Holding AG, Member of the Board of Directors
- Grand Resort Bad Ragaz Ltd., Member of the Board of Directors
- Montfort Werbung AG, Member of the Board of Directors
- Tschütscher Networks & Expertise AG, Owner and Chairman of the Board of Directors
- DMG Mori Schweiz AG and DMG Mori Europe Holding AG, Member of the Board of Directors (since 16 November 2015)

Resignations and new Members

None

Changes in the Board of Directors with effect from the 2016 General Meeting of Shareholders

The Board of Directors proposes that the General Meeting of 26 April 2016 elect Henry Peter to the Compensation Committee in place of Gerold Bühler. There are no other changes planned to the Board of Directors.

Internal organisational structure

In accordance with the Articles of Association, the Board of Directors has issued Organisational Regulations setting forth the internal organisational structure and the duties and competencies of the Board of Directors, the Board of Directors' committees, the Chairman of the Board of Directors and the Corporate Executive Board. The Organisational Regulations are reviewed regularly and adjusted where necessary. They are available on the internet at www.swisslife.com, "About us" area, "Organisation" section (www.swisslife.com/en/organisation).

The Chairman of the Board of Directors coordinates the work of the Board and the committees, and ensures reporting from the Corporate Executive Board to the Board of Directors. In urgent situations, the Chairman may also determine the necessary measures and take steps falling within the scope of the competencies of the Board until the Board of Directors takes a decision. If a timely decision cannot be reached by the Board of Directors, the Chairman is empowered to take a decision.

The Board of Directors meets as often as business requires, usually at least six times a year. Meetings are generally called by the Chairman. However, any member of the Board of Directors may request that a meeting be called, as may the Corporate Executive Board. In addition to the members of the Board of Directors, the Group CEO also generally attends the meetings or parts of meetings in an advisory capacity, as do other members of the Corporate Executive Board when required.

The Board of Directors met nine times during the year under review. The meetings lasted around three hours on average. All members of the Board of Directors attended all the meetings. The Group CEO and the other members of the Corporate Executive Board were present at all meetings. The Board of Directors conducted parts of the meetings among themselves.

The Board of Directors regularly performs a self-assessment. Furthermore, discussions take place between the Chairman of the Board and its members on an individual basis.

Four standing committees support the work of the Board of Directors as a whole: the Chairman's and Corporate Governance Committee, the Compensation Committee, the Investment and Risk Committee, and the Audit Committee. The Board of Directors may establish other committees to be entrusted with special tasks.

The committees of the Board of Directors sometimes call on the services of external consultants and assess their own work once a year. If the Chairman of the Board of Directors is not a member of a committee of the Board of Directors, he has the right to attend meetings (without voting rights).

The members of the Board of Directors or a committee of the Board of Directors are obliged to leave meetings when issues are discussed that affect their own interests or the interests of natural or legal persons close to them.

Chairman's and Corporate Governance Committee

The Chairman's and Corporate Governance Committee (Chairman's Committee) assists both the Chairman of the Board of Directors in performing his leadership and coordination duties and the Board of Directors with issues relating to corporate governance. The Committee also supports the Board of Directors in key strategic decisions.

The Chairman of the Board of Directors presides over meetings. As a rule, the Group CEO attends the Chairman's Committee meetings or parts of the meetings in an advisory capacity. Other members of the Corporate Executive Board and in-house or external specialists may also be invited. The Chairman's Committee meets at least six times a year.

The Chairman's Committee held ten meetings during the year under review. Each session lasted for around two hours on average. The meetings were attended by all members, including the Group CEO and the Group CFO.

Compensation Committee

The Compensation Committee supports the Board of Directors with regard to setting the compensation policy and in key personnel decisions regarding appointments to the highest levels of management and related performance-based and market consistent compensation. The fundamental duties and responsibilities of the Compensation Committee are set out in Article 12 of the Articles of Association as amended on 23 April 2014.

The Compensation Committee generally consists of three members, who are elected by the Annual General Meeting of Shareholders. All members of the Compensation Committee are independent members of the Board of Directors. A Board of Directors member is regarded as being independent if he has not exercised any operational management role within the Swiss Life Group for at least three years and has no or only a minor business relationship with the Group.

The Board of Directors appoints the Chairman of the Compensation Committee from among the latter's members and issues regulations for the Compensation Committee.

The Compensation Committee may invite the Group CEO to part or all of its meetings in an advisory capacity. Other members of the Corporate Executive Board and in-house or external specialists may also be invited. The Compensation Committee meets at least three times a year.

During the year under review, the Compensation Committee convened a total of five times. Each session lasted for around one-and-a-half hours on average. There was full attendance at all meetings. In the year under review, the Chairman of the Board of Directors also attended meetings of the Compensation Committee in relation to nomination and succession planning issues in the Board of Directors and Corporate Executive Board.

Investment and Risk Committee

The Investment and Risk Committee assists the Board of Directors in matters concerning investment management, financial management and risk management within the Group. The tasks of the Investment and Risk Committee include drafting proposals on the principal features of asset and liability management (ALM) and submitting them to the Board of Directors, determining the investment policy, assessing capital adequacy, verifying compliance with guidelines on investments, and establishing the risk tolerance in insurance and investment operations. The Investment and Risk Committee is vested with the authority to define various regulations and directives pertaining to the investment activities of the Swiss Life Group and must inform the Board of Directors accordingly. In addition, the Investment and Risk Committee is responsible for making decisions on investments above a certain amount and specifies the terms of significant intra-Group financing.

Generally, the Group CIO, the Group CFO and the Group CRO attend the Investment and Risk Committee meetings or parts of meetings in an advisory capacity. The Group CEO may attend (without the right to vote) the meetings of the Investment and Risk Committee. Further members of the Corporate Executive Board and in-house specialists may also be invited to attend. The Investment and Risk Committee meets at least four times a year.

Eleven meetings of the Investment and Risk Committee were held in the year under review. Each session lasted for around two hours on average. All members attended all the meetings, with the exception of one meeting, where one member was excused. The Chairman of the Board of Directors attended nine meetings of the Investment and Risk Committee. The Group CEO was present at ten of eleven meetings of the Investment and Risk Committee; the Group CFO, the Group CIO and the Group CRO were present at all meetings.

Audit Committee

The Audit Committee assists the Board of Directors in its supervision of the accounting function and financial reporting activities, as well as compliance with the legal framework. It reviews the appropriateness of the internal control structures and processes used to comply with the legal requirements. It monitors the activities of Corporate Internal Audit and the external audit services, takes due note of their reports and recommendations, and oversees any further measures that may prove necessary. The Committee is empowered to make decisions with respect to defining the terms and conditions for mandates to external auditors and keeps the Board of Directors appropriately informed. Moreover, the Audit Committee issues the regulations for Corporate Internal Audit and sets its annual programme of activities.

Generally, the Group CFO and the Head of Corporate Internal Audit attend the Audit Committee meetings or parts of the meetings in an advisory capacity. The Group CEO may attend the meetings of the Audit Committee (without voting rights). Representatives from the external audit services are also regularly invited (cf. also “Supervisory and control instruments vis-à-vis the auditors”, page 73). In addition, further members of the Corporate Executive Board or in-house specialists may also be invited to attend. The Audit Committee meets at least four times a year. The frequency of meetings depends on the financial budgeting and reporting process.

In the year under review, the Audit Committee convened five times, with a meeting lasting over two hours on average. There was full attendance at all meetings, with the exception of one meeting, which one member was unable to attend. The Chairman of the Board of Directors was present at four meetings of the Audit Committee. The Group CEO, the Group CFO and the Head of Corporate Internal Audit, as well as representatives from the external audit services, attended all meetings. To prepare for the meetings relating to the annual and half-year reports, the Audit Committee regularly calls on the services of an independent financial and business expert.

Delineation of competencies between the Board of Directors and the Corporate Executive Board

The Organisational Regulations of Swiss Life Holding provide for the comprehensive delegation of the executive management responsibilities of the company to the Group CEO and the Corporate Executive Board, with the exception of those duties reserved for other bodies in accordance with the law, the Articles of Association or the Organisational Regulations themselves.

The Articles of Association of Swiss Life Holding can be found at www.swisslife.com, “About us” area, “Organisation” section, “Corporate Governance” and “Articles” subsections (www.swisslife.com/statuten). The Organisational Regulations are also published on Swiss Life’s internet site in the “About us” area, “Organisation” section, “Corporate Governance” and “Organisational Regulations” subsections (www.swisslife.com/en/organisation).

The Corporate Executive Board bears responsibility in particular for the implementation of the corporate strategy, for the conditions governing business operations and for financial guidance. It is further responsible for preparing the resolutions for the Board of Directors and its committees, and for monitoring the implementation of these decisions in the Group. It is vested with the authority to rule on business referred to it by the Board of Directors, the Board of Directors’ committees and the Chairman of the Board of Directors, insofar as approval or a decision is not reserved exclusively to the delegating body.

Information and control instruments of the Board of Directors vis-à-vis the Corporate Executive Board

The Board of Directors is continually and comprehensively briefed on the activities of the Corporate Executive Board. The Group CEO regularly informs the Chairman of the Board of Directors and the Board of Directors and its committees on the course of business, new business activities and significant projects. The Group CEO informs the Chairman of the Board of Directors immediately of any extraordinary matters. Considerable expenditure which is unbudgeted for and amounts to more than 10% of the relevant budget must be submitted to the Chairman’s and Corporate Governance Committee for approval. Similarly, significant investments and divestments require the approval of the Investment and Risk Committee or, when they reach a certain level, the approval of the Board of Directors as a whole.

If required, the Board of Directors and its individual committees regularly invite all or some members of the Corporate Executive Board and in-house specialists to their meetings. Outside the meetings, each member of the Board of Directors may request information about the course of business from the Corporate Executive Board subject to the prior notification of the Chairman of the Board of Directors. Requests for information on individual transactions require the prior approval of the Chairman of the Board of Directors.

The Chairman of the Board of Directors may participate (without voting rights) in the meetings of the Corporate Executive Board. He receives the invitations and the minutes of the meetings.

Corporate Internal Audit, which reports directly to the Chairman of the Board, represents a suitable means of independent monitoring and information gathering for the Board of Directors. Regular meetings take place between the Chairman of the Board of Directors and the Head of Corporate Internal Audit, as well as between the Chairman of the Audit Committee and the Head of Corporate Internal Audit. Implementation of the measures recommended by Corporate Internal Audit is monitored by Group Compliance & Operational Risk Management. The Audit Committee regularly receives a report on operational risk management within the Swiss Life Group. The Internal Control System (ICS) is another instrument available to the Board of Directors for information and controlling purposes. Further details are available in the “Risk Management” section on page 86.

The performance of the Corporate Executive Board and the contributions made by the individual members are regularly discussed and evaluated by the Chairman’s and Corporate Governance Committee, the Compensation Committee and the Board of Directors, with no members of the Corporate Executive Board being present. The acceptance of directorships and senior political or military roles by members of the Corporate Executive Board is subject to the consent of the Chairman of the Board of Directors.

Corporate Executive Board

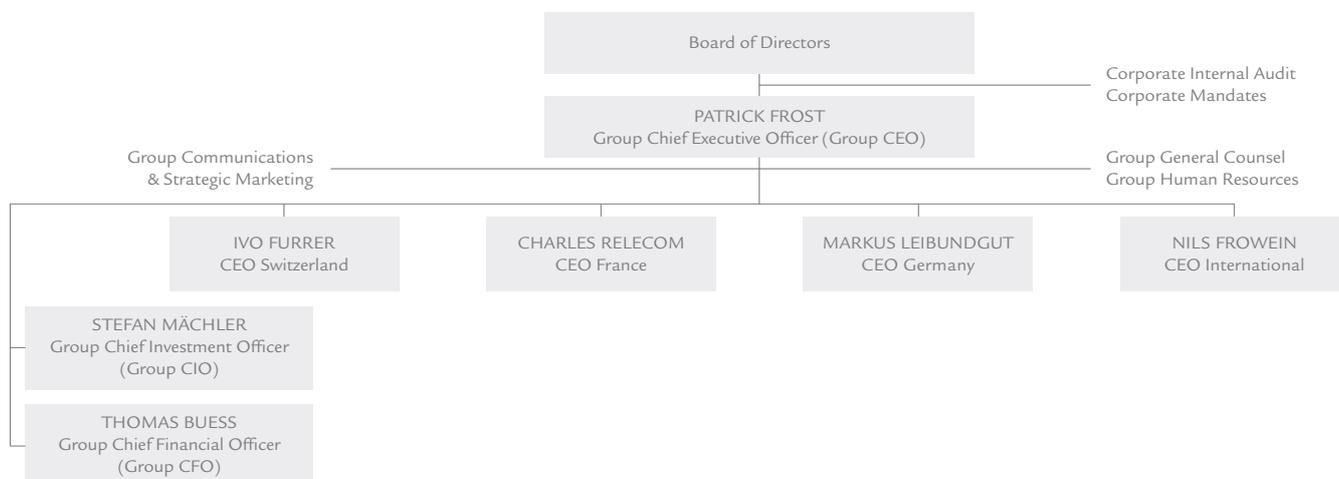
The Group CEO directs the business operations of the Group. The Group CEO, together with the Corporate Executive Board, works out the long-term objectives and strategic orientation of the Group for submission to the Board of Directors and, based on the resolutions of the Board of Directors, ensures the goal-oriented leadership and development of the Group. The Corporate Executive Board can form committees to address specific areas and can delegate competencies to such Corporate Executive Board committees.

The organisation and division of tasks within the Corporate Executive Board generally reflects the key business areas and functions. The members of the Corporate Executive Board have a direct management role with functional management responsibility for cross-divisional competencies. The members of the Corporate Executive Board are responsible for setting objectives, financial planning, HR management and achievement of objectives within their area. They issue directives for their area within the context of legal and regulatory requirements, the relevant regulations and the Group directives valid for the Group as a whole.

The Corporate Executive Board is responsible for the implementation of the corporate strategy, for the establishment of conditions governing business operations and for financial guidance. It is responsible for the preparation of the resolutions for the Board of Directors and its committees, and for monitoring the implementation of these decisions in the Group. The Corporate Executive Board is vested with the authority to rule on business referred to it by the Board of Directors, the Board of Directors' committees and the Chairman of the Board of Directors, insofar as decision or approval is not reserved exclusively to the delegating body.

The Corporate Executive Board may delegate operational responsibility for the management of subsidiaries to individual members of the Corporate Executive Board.

Management structure of the Swiss Life Group as at 31 December 2015



Members of the Corporate Executive Board

On 31 December 2015 the Corporate Executive Board of Swiss Life Holding was composed of the following members.

Name	Function	Member of the Corporate Executive Board since
Patrick Frost	Group CEO	01.07.2006
Ivo Furrer	CEO Switzerland	01.09.2008
Thomas Buess	Group CFO	01.08.2009
Charles Relecom	CEO France	01.07.2008
Markus Leibundgut	CEO Germany	01.04.2014
Stefan Mächler	Group CIO	01.09.2014
Nils Frowein	CEO International	01.01.2015

Patrick Frost – Born 1968, Swiss national
Group Chief Executive Officer (Group CEO)



Patrick Frost studied at the ETH in Zurich and the universities of Cologne, Basel and Zurich, obtaining degrees in natural science (dipl. Natural Science (dipl. Natw. ETH), economics (Dr. rer. pol.) and law (lic. iur.)). He began his career in the mid-nineties as an analyst and subsequently as a Portfolio Manager in asset management for Winterthur Group. After two years in the US as a Corporate Bond Manager, he was appointed Head of Fixed Income at Winterthur Group in 2001.

In 2006 Patrick Frost was appointed Member of the Corporate Executive Board and Group Chief Investment Officer of Swiss Life and in this capacity was responsible for the investment management of the Swiss Life Group. Since 1 July 2014 he has been Group Chief Executive Officer (Group CEO) of the Swiss Life Group.

Other appointments:

- economiesuisse, Member of the Executive Board
- American Chamber of Commerce, Member of the Financial Services Chapter Board
- Swiss Innovation Park Foundation, Member of the Foundation Board and of the Business Council (since October 2015)

Ivo Furrer — Born 1957, Swiss national
Chief Executive Officer Switzerland (CEO Switzerland)



Ivo Furrer graduated in law from the universities of Zurich and Fribourg and earned his PhD with a thesis on employee benefits in Switzerland. After joining Winterthur Life in 1982, he worked for several years in international industrial insurance in Switzerland, the UK and the USA. In 1998 he was appointed Chief Underwriting Officer at Winterthur International. He subsequently moved to Credit Suisse Group, where he was Head of e-Investment Services Europe and member of the management of Personal Financial Services. Ivo Furrer began working for Zurich Financial Services in 2002, initially in Germany as head of the international key account business, and in 2005 as a Member of the Global Corporate Executive Committee. In 2007 he was appointed CEO Life Switzerland and Member of the Global Life Executive Committee of Zurich Financial Services.

In September 2008 Ivo Furrer joined the Swiss Life Group as Member of the Corporate Executive Board and Chief Executive Officer Switzerland (CEO Switzerland).

Other appointments:

- Sanitas Krankenversicherung and Sanitas Beteiligungen AG, Member of the Board of Trustees and Vice Chairman of the Board of Directors
- Valiant Holding AG and Valiant Bank AG, Vice Chairman of the Board of Directors
- Swiss Insurance Association (SIA), Member of the Managing Board
- Zurich Chamber of Commerce, Member of the Board
- German-Swiss Chamber of Commerce, Member of the Board
- Financial Market Authority (FMA) Liechtenstein, Member of the Board of Directors

Thomas Buess — Born 1957, Swiss national
Group Chief Financial Officer (Group CFO)



After completing his business administration and economics studies at the University of St. Gallen and a two-year research activity at the Institute of International Economics, Thomas Buess launched his career in insurance in 1985. From 1985 to 1993 he assumed various positions in the area of finance at the ELVIA Group. In 1994 he joined Zurich Financial Services Group as Chief Financial Officer and Member of the Executive Committee of the Swiss P&C business unit. From 1997 to 1999 he was Chief Financial Officer of all Swiss operations. In 1999 Thomas Buess moved to the USA as Chief Financial Officer of Zurich Financial Services Group's North American business area. In 2002 he was appointed Group Chief Financial Officer and Member of the Group Management Board. Thomas Buess went on to head the reorganisation of the life insurance business before assuming the role of Chief Operating Officer of Zurich Financial Services Global Life in 2004. In January 2009 he moved to Allianz Group as Head of Operational Transformation.

In August 2009 Thomas Buess joined the Swiss Life Group as Group Chief Financial Officer (Group CFO) and Member of the Corporate Executive Board.

Other appointments:

- Swiss Insurance Association (SIA), Chairman of the Finance and Regulation Committee

Charles Relecom — Born 1953, Belgian and Swiss national
Chief Executive Officer France (CEO France)



Charles Relecom graduated from the University of Namur (Belgium) with a degree in mathematics and went on to gain a master's degree in Actuarial Science at the University of Louvain (Belgium). He began his career in 1978 as Chief Actuary and Chief Technology Officer at Swiss Life in Belgium. In 1984 he moved to the head office in Zurich, where he played a significant role in setting up the International Division. From 1988 to 1994 he worked for ELVIA Life as Director of Sales in the key accounts business. In 1994 he moved to "La Suisse" and, in 1998, was appointed CEO of the non-life business and Chief Actuary. In 2000 he became the CEO of "La Suisse", a position he held until 2005 when the company was integrated into the Swiss Life Group. Following the integration, Charles Relecom returned to Swiss Life in Belgium, initially as the CEO of Zelia S.A. and, from February 2006, as CEO for the entire Belgian business.

In July 2008 Charles Relecom was appointed Chief Executive Officer France (CEO France) of the Swiss Life Group and Member of the Corporate Executive Board.

Other appointments:

– French Insurance Association (FFSA), Member of the Board of Directors

Markus Leibundgut — Born 1969, Swiss national
Chief Executive Officer Germany (CEO Germany)



Markus Leibundgut studied Physics and Mathematics at the University of Bern and gained his doctorate in quantum field theory. Having joined McKinsey & Company in 1999 he worked in various positions as a strategic advisor for companies in a number of sectors including technology, telecommunications and management. During his career at McKinsey & Company, Markus Leibundgut focused on consulting in the insurance sector in Europe and Switzerland. He was elected a partner in 2005. From 2009 to 2011 Markus Leibundgut also managed the McKinsey European Life Insurance Center of Competence. He joined Swiss Life in 2012, initially heading the Finance & Actuarial Services business area as CFO and Member of the Executive Board at Swiss Life Switzerland. In 2013 Markus Leibundgut was appointed Chief Operating Officer and Member of the Executive Board of Swiss Life Germany.

In April 2014 Markus Leibundgut was appointed CEO Germany and Member of the Corporate Executive Board of the Swiss Life Group.

Stefan Mächler — Born 1960, Swiss national
Group Chief Investment Officer (Group CIO)



After studying law at the University of St. Gallen, Stefan Mächler (lic. iur. HSG) spent 18 years working for the Credit Suisse Group in the capital market and asset management areas. After nine years abroad and various posts in Tokyo, Osaka, Seoul and Frankfurt, he returned to Switzerland in early 1999 and was appointed Managing Director of Sales & Marketing Europe and Switzerland at Credit Suisse Asset Management. At the same time, he was the driving force behind the foundation of the listed real estate company Swiss Prime Site AG, where he served as Chairman of the Board of Directors until 2005. From 2005 until 2009 he worked for Deutsche Bank, initially assuming responsibility for managing family offices in Switzerland and in the final two years serving as CEO of Privatbank Rüd, Blass & Cie AG. From 2009 until 2014, Stefan Mächler was in charge of asset management at the Swiss Mobiliar Group as Chief Investment Officer and Member of the Group Executive Board.

On 1 September 2014 Stefan Mächler was appointed Group Chief Investment Officer and Member of the Corporate Executive Board of the Swiss Life Group.

Other appointments:

- Corporate Private Care AG, Member of the Board of Directors
- Rüeegg-Naegeli AG, Member of the Board of Directors
- Stiftung Technopark Zürich, Member of the Board of Trustees
- Inter-Community School Foundation, Member of the Board of Trustees

Nils Frowein — Born 1964, German national
Chief Executive Officer International (CEO International)



Nils Frowein is an economics graduate with German and American accountancy certification. He is a skilled banker and has extensive expertise in the financial services sector and many years of capital market experience. From 1997 until 2004 he worked at the auditing firm BDO Deutsche Warentreuhand AG where he was responsible for the Financial Advisory Services division, most recently as partner. From 2004 to 2007 Nils Frowein was CFO of financial services provider MLP. There he was significantly involved in laying the strategic foundations for the company. Nils Frowein joined AWD as deputy Chief Executive Officer in January 2008. He was initially Chief Financial Officer and was appointed Chief Operating Officer on 1 September 2008. Between 2009 and 2010 he additionally took charge of the Swiss business of AWD as acting CEO. Since 2010 he has also been Chairman of the Swiss Life subsidiary Chase de Vere in the UK and since 2011 Chairman of the Supervisory Board of Swiss Life Select Austria.

Nils Frowein was appointed Chief Executive Officer of the International market unit (CEO International) on 1 January 2013, and Member of the Corporate Executive Board of the Swiss Life Group on 1 January 2015.

Other appointments:

- German-Swiss Chamber of Commerce, Member of the Board

Resignations and new members

Nils Frowein, CEO International since January 2013, was appointed Member of the Corporate Executive Board of the Swiss Life Group on 1 January 2015.

Transfer of Management Tasks

No management tasks have been contractually delegated to third parties by Swiss Life Holding.

Swiss Life Compensation Report for the Financial Year 2015

The General Meeting of Shareholders of Swiss Life Holding resolved on 23 April 2014 on a corresponding proposal by the Board of Directors to make various amendments to the Articles of Association in order to implement the Ordinance against Excessive Compensation in Listed Stock Companies (Compensation Ordinance, VegüV). The amendments take account of the new requirements and powers of the General Meeting of Shareholders in relation to corporate governance and compensation.

With regard to the compensation system, the key principles of the compensation policy of the Swiss Life Group have been incorporated into the Articles of Association. The members of the Board of Directors are granted exclusively fixed compensation. This is paid partly in blocked Swiss Life Holding shares, with the amount, date of allocation and duration of the blocking period set by the Board of Directors. The members of the Corporate Executive Board are entitled to a fixed basic salary and, if applicable, a short- and long-term variable compensation component. The variable compensation for members of the Corporate Executive Board has been limited under the Articles of Association to a maximum 181% of the fixed basic salary.

Pursuant to the Articles of Association, the General Meeting of Shareholders is responsible for approving the maximum total amount of fixed compensation for the Board of Directors until the next ordinary General Meeting. The General Meeting of Shareholders also votes on a prospective basis on the maximum amount of the fixed compensation and the long-term variable compensation component (equity compensation plan) for the Corporate Executive Board for the next financial year. By contrast, the short-term variable compensation component for the Corporate Executive Board is submitted for approval to the General Meeting of Shareholders on a retrospective basis for the previous financial year, in full cognisance of the respective business figures.

Since 2009, Swiss Life has given shareholders the opportunity to hold a separate advisory vote at the General Meeting on the compensation report for the relevant financial year. The outcome of the vote is important for the Board of Directors in their assessment and structuring of compensation. This vote on the compensation report will continue to be held in the future in line with good corporate governance practice.

On the basis of the new powers of the General Meeting of Shareholders in relation to compensation under the Articles of Association, which came into effect on 1 January 2015, the General Meeting of Shareholders approved the compensation for the Board of Directors and the Corporate Executive Board on 27 April 2015 as follows:

- For the Board of Directors: The maximum total amount of fixed compensation until the next ordinary General Meeting in 2016 in the amount of CHF 3 300 000 in total.
- For the Corporate Executive Board: The short-term variable compensation component for the 2014 financial year in the amount of CHF 3 949 081 in total (bonus and deferred compensation in cash), determined by the Board of Directors at the beginning of 2015 in view of the 2014 annual results, and the maximum total amount of the fixed compensation and the long-term variable compensation (equity compensation plan) for the 2016 financial year in the amount of CHF 12 800 000 in total.

In the same way, the General Meeting on 26 April 2016 will be asked to approve the exclusively fixed compensation for the Board of Directors until the 2017 ordinary General Meeting, the short-term variable compensation component for the Corporate Executive Board for the 2015

financial year and the maximum total amount of fixed compensation (basic salary incl. ancillary benefits and occupational provisions) and of the long-term variable compensation component (equity compensation plan) for the 2017 financial year.

The proposed budget/maximum amount for the fixed and long-term variable compensation for the Corporate Executive Board for the 2017 financial year represents an upper limit, which would only be exhausted in the case of exceptional business performance. The Board of Directors will determine the fixed compensation and the long-term variable compensation component for the Corporate Executive Board at the beginning of 2017 and will detail the key underlying factors in the respective compensation report, on which the shareholders can in turn hold an advisory vote.

The Articles of Association of Swiss Life Holding can be viewed online and printed out at www.swisslife.com, “About us” area, “Organisation” section, “Corporate Governance” and “Articles” subsections (www.swisslife.com/association). For stipulations on compensation and on the approval of compensation for the Board of Directors and the Corporate Executive Board, particular reference is made to Articles 14, 15 and 16 of the Articles of Association.

Guidelines and standards

The following information takes into account the requirements under the directive of the SIX Swiss Exchange on information relating to corporate governance and Circular 2010/1 of the Swiss Financial Market Supervisory Authority FINMA on minimum standards for remuneration schemes of financial institutions, as well as the transparency requirements under the Compensation Ordinance.

Additional information on compensation and benefit expenditure for the management and employees of the Swiss Life Group can be found in the Consolidated Financial Statements (notes 23 and 29) on pages 251 to 260 and 273 to 274. The information according to Art. 663c of the Swiss Code of Obligations regarding the shareholdings of members of the Board of Directors and the Corporate Executive Board is shown in the Notes to the Swiss Life Holding Financial Statements on pages 306 to 308.

The information on compensation granted to Corporate Executive Board members also includes the variable compensation, which was determined by the Board of Directors at the beginning of 2016 and is published on an accrual basis as compensation for the 2015 financial year. The members of the Board of Directors are granted exclusively fixed compensation, payable 70% in cash and 30% in Swiss Life Holding shares; the allocated shares are subject to a three-year blocking period.

The compensation received by each member of the Board of Directors, and that of the acting Chairman of the Corporate Executive Board (Group CEO), who in the period under review received the highest compensation of the members of the Corporate Executive Board, is disclosed on an individual basis.

Compensation policy principles

The compensation policy principles are governed by the Articles of Association of Swiss Life Holding. Within this framework, the Board of Directors as a whole establishes the compensation policy guidelines for the Group (incl. variable compensation and equity compensation plans) and relevant guidelines for the employee benefit institutions.

The compensation policy underpins the performance culture required by the corporate strategy and is part of the HR policy. The aim is to retain well-qualified employees and gain new, highly skilled staff. The compensation system is in line with the market environment and must be competitive. The individual overall compensation takes into account the employee's professional skills, engagement and personal performance. It is made up of the basic salary, a short-term variable compensation component based on achievement of the annual objectives, which is generally paid in cash and possibly in shares and, if applicable, as deferred compensation in cash, and a long-term variable compensation component in the form of an equity compensation plan, as well as contributions to occupational provisions and risk insurance.

Salary	
Variable compensation	
Short-term variable compensation component <i>(Bonus in cash and possibly in shares and, if applicable, deferred compensation in cash)</i>	Long-term variable compensation component <i>(Equity compensation plan, RSU plan)</i>
Contributions to occupational provisions and risk insurance	

The salary is determined according to the employee's function and skill set, and is annually reassessed and adjusted if appropriate. Salary comparison studies and recognised job evaluation systems are used to check appropriateness and to ensure internal and external comparability.

The variable compensation components are linked to the strategic objectives of the Group and the individual divisions, and the associated financial and HR-related targets. They are based on the achievement of annual objectives defined in advance for a period of three years as part of medium-term planning and determined on the basis of the actual performance of individuals or teams in relation to the objectives set (performance-linked payment) and on the degree of achievement of the Swiss Life Group targets as reflected in its annual result (share in the company's success). Quantitative and qualitative performance is assessed also on the basis of the competencies required for the function held, such as professional expertise, entrepreneurship, task fulfilment, cooperation and leadership. The percentage weighting between the individual and/or team performance and the share in the company's success depends on the position and responsibilities of the function holder.

The share in the company's success is measured using quantitative Group targets (Key Performance Indicators, KPIs), which are defined in advance for the following three years as part of medium-term planning. The main KPIs for the medium-term planning are, besides the annual profit, payout capacity, the planned cost savings, the risk and fee result, new business profitability, the return on equity and solvency (Swiss Solvency Test, SST). In order to avoid conduct aimed at

the short-term achievement of key indicators with a higher weighting, the individual KPIs are not mechanistically weighted in advance. Their individual weighting is determined at the end of each financial year by the Board of Directors as a whole on the basis of a proposal by the Compensation Committee taking all developments into account and consideration (discretionary decision).

Personal performance based on the specified quantitative and qualitative objectives is assessed annually in the employee appraisal procedure implemented throughout the Group (Group Performance System, GPS). Two assessment elements/models are used for determining objectives and evaluating performance: The Group Objectives Model (GOM) relating to qualitative and quantitative objectives and the Group Competency Model (GCM) for measuring and assessing individual competencies and behaviour, including the compliance regulations.

For persons responsible for risk management and risk control, the quantitative objectives are set in such a way that performance is not linked to the result of the monitored business unit, specific products or transactions.

In order to be eligible for any variable compensation, a GPS target achievement of at least 80% is required.

Permanent employment contracts in Switzerland contain notice periods of between three and twelve months, depending on position and seniority. All employment contracts with members of the Corporate Executive Board specify a notice period of twelve months. Members of the Corporate Executive Board have no contractual entitlements to severance payments. Likewise members of the Board of Directors have no such entitlements.

Practice and procedure

Pursuant to the Organisational Regulations, the Board of Directors as a whole is responsible for determining the level and make-up of compensation for its members, whereas the Compensation Committee is responsible for putting forward appropriate proposals (for the internal organisation of the Board of Directors see “Internal organisational structure”, pages 40 to 43). The Board of Directors as a whole also establishes the guidelines for the company’s compensation policy. In doing so, it takes into consideration the compensation policies of other companies in the financial services industry, drawing its findings from publicly available information and studies by independent external experts. Comparable companies in the insurance sector in Switzerland used for the purposes of providing relevant information for the current compensation policy included Allianz, AXA, Baloise Insurance, Swiss Re, Zurich Insurance Group and Helvetia.

The Board of Directors as a whole also sets the level and distribution of the variable compensation pool for all employees on the basis of its compensation policy guidelines based on a proposal by the Compensation Committee. When determining the level of the allocation to the compensation pool, it takes into consideration the annual result, as well as the medium-term planning and the degree of target achievement.

Finally the Board of Directors as a whole is responsible for determining the individual compensation of members of the Corporate Executive Board.

As part of the implementation of the Compensation Ordinance and based on the amended Articles of Association as in force on 1 January 2015, the General Meeting of Shareholders approves, on the basis of a proposal by the Board of Directors, the maximum total amount of fixed compensation and long-term variable compensation for the Corporate Executive Board for the following financial year. This prospective approval excludes the short-term variable compensation component for the Corporate Executive Board, which is approved by the General Meeting of Shareholders retrospectively for the previous financial year. In addition, the General Meeting of Shareholders can, under Article 16 of the Articles of Association, pass a resolution at any time to retrospectively increase an approved total amount. If new members of the Corporate Executive Board are appointed after a resolution approving the compensation has been passed, the Articles of Association stipulate that a supplementary amount of a maximum 40% of the total amount for the year in question is available for their compensation and to offset any disadvantages in connection with the change of job; this does not require the approval of the General Meeting of Shareholders.

The Board of Directors carries out an annual performance assessment of all members of the Corporate Executive Board, based on preparatory work by the Compensation Committee. In addition, current aspects of HR policy and, in particular, succession planning are regularly discussed at meetings of the Compensation Committee and the Board of Directors as a whole.

The Board of Directors may consult independent professionals where deemed appropriate. In the year under review, Swiss Life was advised on specific compensation-related matters by PricewaterhouseCoopers (PwC).

Within the framework of the compensation arrangements for members of the Corporate Executive Board, “deferred compensation in cash” was introduced on 1 January 2012 as a new compensation component related to the short-term variable compensation. On the basis of the corresponding regulations, a portion of the short-term variable cash compensation determined by the Board of Directors is not paid immediately but after a period of three years has elapsed and provided that the regulatory requirements are satisfied at that point. The allocated deferred compensation in cash represents an entitlement during the three-year deferral period. The underlying “deferred cash plan” also provides for adjustment and reclaiming mechanisms (clawback). A full or partial reduction of the deferred compensation is provided for in the following cases: Negative impact of the key figures applying to the allocation of deferred compensation due to a restatement of the annual accounts or damage to Swiss Life as a result of a violation of statutory, regulatory or compliance standards by participants in the plan. If the employment relationship is terminated by a participant during the three-year deferral period for deferred compensation in cash, the entitlements expire worthless (retention component). For the 2015 financial year, the Board of Directors has determined that, as in the previous year, as from a variable compensation amount in cash of CHF 500 000, 23% of the total variable compensation in cash is to be allocated as deferred compensation in cash.

As a long-term variable compensation component linked to the performance of the Swiss Life Holding share price and to the medium-term planning and degree of target achievement, an equity compensation plan has been in place since 2004 for members of the Corporate Executive Board and other key performers within the Swiss Life Group, who are determined by the Corporate Executive Board with the approval of the Compensation Committee. Based on this plan, participants are granted future subscription rights to Swiss Life Holding shares. These subscription rights entitle them to receive Swiss Life Holding shares free of charge after a period of three years has elapsed, provided that the prerequisites under the plan have been satisfied at that point.

Since 2011 participants in the equity compensation plan have been allocated Restricted Share Units (RSUs) on 1 April (2011–2013 equity compensation plans) or on 1 March (equity compensation plans from 2014). The RSUs grant the holder future subscription rights, entitling them to receive Swiss Life Holding shares free of charge after a three-year period has elapsed. The attribution of shares after the expiry of the three-year deferral period is effected on a 1:1 basis (1 RSU = 1 share): The plan is therefore very simple, transparent throughout the whole term and directly linked to the performance of the Swiss Life Holding share price. The value of RSUs during the three-year term develops linear with the Swiss Life Holding share price and thus symmetrically corresponds with shareholder interests. 56 members of Swiss Life Group senior management participated in the 2013 equity compensation plan, in which a total of 74 630 RSUs were allocated; 18 590 in total to the Corporate Executive Board, of which 3360 to Bruno Pfister, in his capacity as Group CEO at the time. 57 members of Swiss Life Group senior management participated in the 2014 equity compensation plan. A total of 57 223 RSUs were allocated; 14 432 in total to the members of the Corporate Executive Board, of which 4226 to Bruno Pfister as Group CEO at the time. Altogether 51 members participated in the 2015 equity compensation plan, in which a total of 51 660 RSUs were allocated; 13 288 in total to the Corporate Executive Board, of which 3644 to Patrick Frost in his capacity as Group CEO since 1 July 2014. A total of 51 members of Swiss Life Group senior management participated in the 2016 equity compensation plan. A total of 51 270 RSUs were allocated; 14 586 in total to the members of the Corporate Executive Board, of which 3478 RSUs to Patrick Frost as Group CEO.

The 2013–2015 equity compensation plans are based on the Group-wide programme “Swiss Life 2015”, which had been announced at the Swiss Life Group’s Investors’ Day on 28 November 2012 (see www.swisslife.com/investorsday2012). With regard to the 2013 and 2014 equity compensation plans, the Board of Directors has set the following performance criteria, based on the medium-term planning 2013–2015 (2013 equity compensation plan) and 2014–2016 (2014 equity compensation plan): Cost efficiency (50% weighting), risk and fee result (25% weighting) and IFRS profit (25% weighting). With regard to the 2015 equity compensation plan, the Board of Directors has set the following performance criteria on the basis of the medium-term planning 2015–2017: IFRS profit (50% weighting), the risk and fee result (25% weighting) and Cash to Swiss Life Holding for further strengthening of the financial substance and payout capacity (25% weighting). The 2016 equity compensation plan is based on the new Group-wide programme “Swiss Life 2018”, which was announced at the Swiss Life Group’s Investors’ Day on 25 November 2015 (see www.swisslife.com/investorsday2015). For the purpose of supporting the achievement of the respective corporate goals, performance criteria have been determined by the Board of Directors analogously to the previous year’s objectives (IFRS profit, 50% weighting; risk and fee result, 25% weighting; Cash to Swiss Life Holding, 25% weighting).

After expiry of the three-year period of the RSU plan, the target value for each performance criterion according to the medium-term planning is compared with the actual result achieved. The share allocation corresponds to the number of allocated RSUs (1 RSU = 1 share) if all three performance criteria have been achieved or exceeded after the three-year period has elapsed; overperformance does not lead to a higher share allocation. If the targets are only partly achieved, the share allocation is correspondingly reduced in accordance with the weighting of the performance target concerned or the RSUs expire worthless. For reasons of trade secrecy, the precise target values cannot be disclosed in advance; after expiry of the equity compensation plan, the number of RSUs available for exercise according to the effective performance and, respectively, the corresponding degree of target achievement and the corresponding share allocation (vesting) will be disclosed. The corresponding information on the vesting of the various equity compensation plans, and the shares allocated, is set out in Note 23 of the Consolidated Financial Statements on pages 259 and 260. In distinction to the equity compensation plans in effect from 2013, no performance criteria were set for the 2012 equity compensation plan, which expired during the reporting period on 31 March 2015.

The attribution of the long-term variable compensation component (equity compensation plan, RSU plan) is deferred for a period of three years from the date of allocation as is the case with the deferred compensation in cash. Likewise, the RSU plans provide for adjustment and reclaiming mechanisms (clawback). These apply in the case of a negative impact of the key figures applying to the allocation of deferred compensation due to a retroactive correction to a restatement of the annual accounts and in the case of damage to Swiss Life as a result of a violation of statutory, regulatory or compliance standards. If the employment relationship is terminated by a participant during the three-year term of the RSU plan, the future entitlements expire worthless.

Compensation to members of the Board of Directors

The members of the Board of Directors are granted exclusively fixed compensation. This is paid 70% in cash and 30% in Swiss Life Holding shares; the shares are subject to a three-year blocking period.

The compensation takes into account membership of the Board of Directors of Swiss Life Holding and its subsidiary Swiss Life Ltd, as well as membership of the individual Board Committees, and is commensurate with the individual's function and workload.

As Chairman of the Board, Rolf Dörig is affiliated to the employee benefits institutions of Swiss Life for the purpose of occupational provisions. No such affiliation exists for other members of the Board of Directors and no contributions have been made on their behalf.

For the period from the 2015 ordinary General Meeting to the 2016 ordinary General Meeting, the General Meeting of 27 April 2015 approved a maximum total amount of fixed compensation for the members of the Board of Directors in the amount of CHF 3 300 000 in total. On this basis, the Board of Directors determined the compensation for the members of the Board of Directors unchanged at the same level as in the previous year. For the Chairman of the Board of Directors the fixed compensation in cash and blocked shares had been reduced by CHF 240 000 to CHF 1 200 000 as from the General Meeting of 23 April 2014.

The compensation paid to members of the Board of Directors in the 2015 financial year is shown on an individual basis in the 2015 compensation table below. For comparison purposes, the compensation for the 2014 financial year is shown again after the 2015 compensation table.

Compensation in blocked shares is reported in both tables on the basis of the respective stock exchange closing prices on the day of allocation. The economic value at allocation, which is equal to the tax value, is indicated in footnote 3.

Based on the Articles of Association of Swiss Life Holding, the maximum amount of the fixed compensation for the Board of Directors for the new period of office from the 2016 ordinary General Meeting until the 2017 ordinary General Meeting will be presented to the General Meeting of Shareholders on 26 April 2016 for approval. Compared to the previous years the Board of Directors proposes an augmentation of the compensation of CHF 140 000 in total. The basic compensation for members of the Board of Directors, which has remained unchanged at CHF 110 000 since 2011, is to be increased by CHF 10 000; in addition, compensation for time expenditure related to chairing a Board of Directors' committee is to be slightly increased. Compensation for the Vice Chairmen and the Chairman of the Board of Directors remains unchanged.

Compensation to the Board of Directors in 2015

(audited)

Amounts in CHF	Compensation in cash		Compensation in blocked shares ¹		Expenditure for occupational provisions		
	Amount	Number	Amount (at closing price on allocation)	Total compensation in cash and shares (amount) ²	Regular contributions ³	Extraordinary contributions	Aggregate total (amount)
Rolf Dörig, Chairman of the Board of Directors	840 000	1 542	360 210	1 200 210	287 641	-	1 487 851
Gerold Bühler	245 000	451	105 342	350 342			
Frank Schnewlin	245 000	451	105 342	350 342			
Wolf Becke	91 000	168	39 247	130 247			
Adrienne Corboud Fumagalli	91 000	168	39 247	130 247			
Ueli Dietiker	91 000	168	39 247	130 247			
Damir Filipovic	91 000	168	39 247	130 247			
Frank W. Keuper	91 000	168	39 247	130 247			
Henry Peter	112 000	206	48 126	160 126			
Franziska Tschudi Sauber	91 000	168	39 247	130 247			
Klaus Tschütscher	91 000	168	39 247	130 247			
TOTAL BOARD OF DIRECTORS	2 079 000	3 826	893 749	2 972 749	287 641	-	3 260 390

¹ The allocation of shares was effected on 18.06.2015 and 15.12.2015 at the stock exchange closing price of CHF 210.80 and CHF 261.90 respectively. Taking into account the blocking period of three years, the economic value, which is equal to the tax value, is CHF 176.9919 and CHF 219.8965 respectively.

² All contributions are gross contributions, i.e. they include employee contributions to AHV/IV/ALV. Employer contributions to AHV/IV/ALV/FAK amounted to a total of CHF 176 787 in the year under review.

³ Pursuant to the pension fund regulations, occupational provisions were financed by the employer and the employee at a ratio of 70% to 30%.

Compensation to the Board of Directors in 2014

(audited)

Amounts in CHF	Compensation in cash		Compensation in blocked shares ³		Expenditure for occupational provisions		
	Amount	Number	Amount (at closing price on allocation)	Total compensation in cash and shares (amount) ⁴	Regular contributions ⁵	Extraordinary contributions	Aggregate total (amount)
Rolf Dörig, Chairman of the Board of Directors	896 000	1 761	384 401	1 280 401	286 416	-	1 566 817
Gerold Bühler	244 767	481	105 141	349 908			
Frank Schnewlin	244 767	481	105 141	349 908			
Wolf Becke	91 000	180	39 346	130 346			
Adrienne Corboud Fumagalli ¹	68 250	134	29 512	97 762			
Ueli Dietiker	91 000	180	39 346	130 346			
Damir Filipovic	91 000	180	39 346	130 346			
Frank W. Keuper	91 000	180	39 346	130 346			
Henry Peter	112 000	221	48 308	160 308			
Peter Quadri ²	30 333	61	13 042	43 375			
Franziska Tschudi Sauber	91 467	181	39 560	131 027			
Klaus Tschütscher	91 000	180	39 346	130 346			
TOTAL BOARD OF DIRECTORS	2 142 584	4 220	921 835	3 064 419	286 416	-	3 350 835

¹ Joined 23.04.2014.

² Left 23.04.2014.

³ The allocation of shares was effected on 17.06.2014 and 15.12.2014 at the stock exchange closing price of CHF 213.80 and CHF 223.60 respectively. Taking into account the blocking period of three years, the economic value, which is equal to the tax value, is CHF 179.5108 and CHF 187.7390 respectively.

⁴ All contributions are gross contributions, i.e. they include employee contributions to AHV/IV/ALV. Employer contributions to AHV/IV/ALV/FAK amounted to a total of CHF 191 671 in the year under review.

⁵ Pursuant to the pension fund regulations, occupational provisions were financed by the employer and the employee at a ratio of 70% to 30%.

Compensation to members of the Corporate Executive Board

Compensation remitted to members of the Corporate Executive Board comprises the fixed basic salary, short-term variable compensation in cash and other compensation (child allowances, company cars, premium contributions to 3rd pillar pension plans). The short-term variable compensation in cash is allocated as a bonus and as deferred compensation in cash. The deferred compensation in cash is paid out after a period of three years has elapsed and provided that the regulatory requirements have been satisfied. In addition, a long-term variable compensation component is in place in the form of an equity compensation plan linked to the performance of the Swiss Life Holding share price, respectively to medium-term planning and corresponding target achievement (RSU plan). As already mentioned, participants are entitled to Swiss Life Holding shares after a period of three years has elapsed and provided that the relevant requirements are satisfied at the time of allocation.

The fixed basic salary is determined annually by the Board of Directors, on the basis of a proposal by the Compensation Committee, taking into account the individual member's function-related responsibility and the current market conditions.

The variable compensation components are determined by the Board of Directors in accordance with the compensation policy and based on the company result and the achievement of personal goals during the relevant business year, assessed in the employee appraisal procedure implemented throughout the Group (Group Performance System, GPS).

The amount of the variable compensation (short-term variable compensation in cash and equity compensation plan as a long-term variable compensation component) is limited in the Articles of Association of Swiss Life Holding to a maximum of 181% of the fixed basic salary (statutory "bonus cap", upper limit for the variable compensation). On the basis of the current compensation policy the Board of Directors has, with a view to harmonising fixed and variable compensation in the case of maximum target achievement and departing from a benchmark of 100%, set a range of 100–130% of the fixed basic salary for the variable compensation components. Starting from the principle of equal apportionment, the ratio of short-term to long-term variable compensation components is determined by the Board of Directors in consideration of the results achieved in the respective business year (discretionary decision). In the case of an "on target" achievement, the range for variable compensation of members of the Corporate Executive Board is 80–100% of the fixed basic salary ("on-target bonus").

The short-term and long-term components of the variable compensation are in principle allocated in equal amounts (1:1 ratio), whereby the deferred compensation components (RSU plan and deferred compensation in cash) are considered as a whole. The Board of Directors may determine a different ratio for the Corporate Executive Board as a whole or for the Chairman or individual members of the Corporate Executive Board (discretionary decision).

At Corporate Executive Board level, variable compensation depends 60% directly on the company's success. The Key Performance Indicators (KPIs) used to assess company success include, as mentioned above, key figures relating to annual profit, payout capacity, cost savings, the risk and fee result, new business profitability, return on equity and solvency (Swiss Solvency Test, SST).

40% of the variable compensation is based on Corporate Executive Board members' achievement of specified personal goals. On the one hand, these personal goals are linked back to the company's success, in that each Corporate Executive Board member has to meet personal quantitative objectives contributing to the company's success in relation to his division. On the other hand, the personal goals cover qualitative factors, namely project targets, risk management and compliance goals, as well as requirements relating to leadership and to supporting and further developing corporate culture.

Despite the low interest rate environment and negative interest rates, as well as the decision by the Swiss National Bank (SNB) of 15 January 2015 to discontinue the minimum rate against the euro, Swiss Life once again grew profitably during the year under review. The targets set in medium-term planning were clearly exceeded. Compared with the previous year, adjusted operating income grew at a high level, by 17% to CHF 1.3 billion, and IFRS net profit by 7% to CHF 878 million; insurance reserves, meanwhile, were also strengthened anew in favour of policyholders, by a total of CHF 1.2 billion. Fee and commission income stood at CHF 1.3 billion, and thus posted an 8% improvement year-on-year in local currency. The target was also surpassed with regard to adjusted return on equity, which at 9.7% is once again at the upper end of the target ambition of 8–10%. Also with regard to solvency all quantitative and qualitative solvency targets were met in the course of SST implementation. Although interest rates were low, the new business margin posted a robust 1.7%, and the value of new business increased by 5% to CHF 268 million despite the very difficult environment. Finally, targets for strengthening Swiss Life Holding's financial substance and payout capacity were also met, and all units achieved their cost targets.

The compensation for members of the Corporate Executive Board for the 2015 financial year is reported in detail in the 2015 compensation table below. Patrick Frost, Chairman of the Corporate Executive Board (Group CEO) since 1 July 2014, received the highest compensation of the members of the Corporate Executive Board in the 2015 financial year; accordingly his compensation is disclosed individually.

In the 2015 financial year, the compensation is reported, in addition to the compensation of Group CEO Patrick Frost, for six persons who were members of the Corporate Executive Board for the entire year under review.

The short-term variable compensation component for the Corporate Executive Board of a total CHF 4 152 500 (cash bonus of CHF 3 603 500 and deferred compensation in cash of CHF 549 000), which was determined by the Board of Directors at the beginning of 2016 for the 2015 financial year and will be proposed to the General Meeting of Shareholders on 26 April 2016 for approval, is disclosed in the following compensation table on an accrual basis as compensation for the 2015 financial year (accrual method). The members of the Corporate Executive Board did not receive any compensation in shares for the 2015 financial year; they are participating in the current equity compensation plan that provides for the allocation of so-called Restricted Share Units (RSUs).

The long-term variable compensation component in the form of the equity compensation plan (RSU plan 2016) is also reported in the compensation table for the 2015 financial year, which serves as the basis for the amount of the allocation and the corresponding number of allocated RSUs (accrual method).

Expenditure for occupational provisions for members of the Corporate Executive Board in the period under review amounted to CHF 1 622 925. This includes the ordinary annual employer contribution of CHF 228 421 for the occupational benefits of Patrick Frost, Group CEO.

The stated amounts do not include social security contributions (AHV/IV/ALV/FAK) payable by the employer under the law. The respective expenditure is shown in footnote 7 of the 2015 compensation table.

Following the 2015 compensation table, the details of the compensation for 2014 are stated in a separate table for comparison.

Compensation to the Corporate Executive Board in 2015

(audited)

Amounts in CHF	Compensation in cash				Compensation in shares		Total compensation in cash and shares (amount)
	Salary	Bonus for 2015 paid in 2016 ⁴	Other compensation ⁵	Total compensation in cash	Number	Amount	
Patrick Frost, Group CEO ¹	1 500 000	830 000	24 762	2 354 762	0	0	2 354 762
Other members of Corporate Executive Board ^{2,3}	6 156 420	2 773 500	121 125	9 051 045	0	0	9 051 045
TOTAL CORPORATE EXECUTIVE BOARD	7 656 420	3 603 500	145 887	11 405 807	0	0	11 405 807

¹ Patrick Frost has been Group CEO since 1 July 2014. His salary as Group CEO is thus measured for the full reporting year in 2015 but not in 2014.

² 6 individuals were taken into account in the period under review who were on the Corporate Executive Board during the full reporting year (previous year: 4 persons). The compensation for Markus Leibundgut in 2014 (appointed on 1 April 2014) and Stefan Mächler (appointed on 1 September 2014) is reported pro rata for the period of their membership of the Corporate Executive Board in 2014. The compensation for Bruno Pfister is also reported pro rata for the period of his membership of the Corporate Executive Board in 2014. Nils Frowein has been a member of the Corporate Executive Board since 1 January 2015.

³ The salary amounts also include tax-equalisation payments and international travel expenses totalling CHF 1 178 820.

⁴ The short-term variable compensation component for the 2015 financial year (bonus and deferred compensation in cash) was determined by the Board of Directors at the beginning of 2016 for the 2015 financial year.

⁵ Child allowances (CHF 8200), allowance for years of service (CHF 6512) and premium contributions to 3rd pillar pension plans (CHF 131 175).

Amounts in CHF	Expenditure for occupational provisions			Aggregate total compensation in cash and in shares and occupational provisions expense (amount) ⁷
	Regular contributions ⁶	Extraordinary contributions		
Patrick Frost, Group CEO	228 421	0		2 583 183
Other members of Corporate Executive Board ¹	1 394 504	0		10 445 549
TOTAL CORPORATE EXECUTIVE BOARD	1 622 925	0		13 028 732

⁶ Pursuant to the pension fund regulations, occupational provisions were financed by the employer and the employee at a ratio of 70% to 30%.

⁷ All contributions are gross contributions, i.e. they include employee contributions to AHV/IV/ALV. Employer contributions to AHV/IV/ALV/FAK amounted to a total of CHF 1 051 107 in the year under review.

Amounts in CHF	Variable deferred compensation in cash ⁴	Restricted Share Units (RSUs) RSU plan 2016 ^{9,10}		Aggregate total compensation incl. deferred compensation in cash and RSUs (amount)
		Amount ⁸	Number	
Patrick Frost, Group CEO	245 000	3 478	750 065	3 578 248
Other members of Corporate Executive Board ¹	304 000	11 108	2 395 553	13 145 102
TOTAL CORPORATE EXECUTIVE BOARD	549 000	14 586	3 145 618	16 723 350

⁸ The variable deferred compensation in cash is paid out after a deferral period of three years, provided the requirements are satisfied at that point.

⁹ The RSUs represent future subscription rights that entitle the individuals concerned to receive Swiss Life Holding shares after a period of three years, provided the requirements are satisfied at that point.

¹⁰ For the 2016 RSU plan beginning 01.03.2016 the 2015 financial year forms the basis for the amount of the allocation and the corresponding number of allocated RSUs. The allocation of RSUs on 01.03.2016 was effected at a fair value of CHF 215.66, as calculated by an independent consultancy firm.

Compensation to the Corporate Executive Board in 2014

(audited)

Amounts in CHF	Compensation in cash			Compensation in shares		Total compensation in cash and shares (amount)	
	Salary	Bonus for 2014 determined in 2015 ³	Other compensation ⁴	Total compensation in cash	Number		Amount
Patrick Frost, Group CEO from 01.07.2014	1 125 000	575 000	24 742	1 724 742	0	0	1 724 742
Other members of Corporate Executive Board ^{1,2}	5 615 374	2 793 081	115 167	8 523 622	0	0	8 523 622
TOTAL CORPORATE EXECUTIVE BOARD	6 740 374	3 368 081	139 909	10 248 364	0	0	10 248 364

¹ Seven individuals were taken into account in the period under review. For Bruno Pfister, Group CEO until 30 June 2014, and Manfred Behrens, CEO Germany until 31 March 2014, compensation is disclosed for both the period of their membership of the Corporate Executive Board and the period until termination of their employment relationship on 30 November 2014 and 31 December 2014 respectively. For Markus Leibundgut (appointed on 1 April 2014) and Stefan Mächler (appointed on 1 September 2014), compensation is reported pro rata for the period of their membership of the Corporate Executive Board in 2014.

² In the 2014 financial year, Bruno Pfister received the salary agreed in his contract of employment until formal termination of the employment relationship on 30 November 2014; for his service as Group CEO until 30 June 2014 a short-term variable compensation (bonus and deferred compensation in cash) of a total of CHF 540 000 was determined. In addition he received 1415 RSUs as a long-term variable compensation component (2014 RSU plan: the allocation was effected at a fair value of CHF 203.54 as calculated by an independent consultancy firm). This compensation is included in the tabular amounts for the other members of the Corporate Executive Board or the corresponding total amount.

³ The short-term variable compensation component for the 2014 financial year (bonus and deferred compensation in cash) was determined by the Board of Directors at the beginning of 2015 for the 2014 financial year.

⁴ Child allowances (CHF 8650), company cars (CHF 23 426), premium contributions to 3rd pillar pension plans (CHF 104 112), other (CHF 3721), each in total.

Amounts in CHF	Expenditure for occupational provisions		Aggregate total compensation in cash and in shares and occupational provisions expense (amount) ⁵
	Regular contributions ⁵	Extraordinary contributions	
Patrick Frost, Group CEO from 01.07.2014	205 224	0	1 929 966
Other members of Corporate Executive Board ¹	1 707 960	0	10 231 582
TOTAL CORPORATE EXECUTIVE BOARD	1 913 184	0	12 161 548

⁵ Pursuant to the pension fund regulations, occupational provisions were financed by the employer and the employee at a ratio of 70% to 30%.

⁶ All contributions are gross contributions, i.e. they include employee contributions to AHV/IV/ALV. Employer contributions to AHV/IV/ALV/FAK amounted to a total of CHF 959 830 in the year under review.

Amounts in CHF	Variable deferred compensation in cash ⁷	Restricted Share Units (RSUs) RSU plan 2015 ^{8,9}		Aggregate total compensation incl. deferred compensation in cash and RSUs (amount)
		Amount ⁷	Number	
Patrick Frost, Group CEO from 01.07.2014	175 000	3 644	750 190	2 855 156
Other members of Corporate Executive Board ¹	406 000	9 644	1 985 409	12 911 000
TOTAL CORPORATE EXECUTIVE BOARD	581 000	13 288	2 735 599	15 766 156

⁷ The variable deferred compensation in cash is paid out after a deferral period of three years, provided the requirements are satisfied at that point.

⁸ The RSUs represent future subscription rights that entitle the individuals concerned to receive Swiss Life Holding shares after a period of three years, provided the requirements are satisfied at that point.

⁹ For the 2015 RSU plan beginning 01.03.2015 the 2014 financial year forms the basis for the amount of the allocation and the corresponding number of allocated RSUs. The allocation of RSUs on 01.03.2015 was effected at a fair value of CHF 205.87, as calculated by an independent consultancy firm.

Additional fees and compensation to members of governing bodies¹

No additional fees and compensation were paid to members of governing bodies in the year under review.

Compensation to former members of governing bodies¹

No compensation was paid to former members of governing bodies in the year under review.

Compensation to closely linked parties^{1,2}

No compensation was paid to closely linked parties in the year under review.

Loans and credits to members of governing bodies¹

In accordance with the Articles of Association, the Company may grant members of the Board of Directors and the Corporate Executive Board secured loans and credits at usual market terms for up to CHF 10 million each and unsecured loans and credit of up to CHF 0.5 million each.

No loans or credit were granted to members of governing bodies in the year under review; as at the balance sheet date, there are no outstanding loans or credit to members of governing bodies.

Loans and credits to former members of governing bodies¹

No loans or credit were granted to former members of governing bodies in the year under review; as at the balance sheet date, there are no outstanding loans or credit to former members of governing bodies.

Loans and credits to closely linked parties^{1,2}

No loans or credit were granted to closely linked parties in the year under review; as at the balance sheet date, there are no outstanding loans or credit to closely linked parties.

¹ audited

² "Closely linked parties" are natural persons and legal entities (in the sense of Art. 678 of the Swiss Code of Obligations and Art. 16 of the Compensation Ordinance) that have close personal, economic, legal or de facto ties with members of governing bodies. This typically includes spouses, minor children, companies controlled by members of governing bodies, and natural or legal persons serving as members of governing bodies in a fiduciary capacity.

Share ownership/Participation rights

On the balance sheet date of 31 December 2015, acting members of the Board of Directors and the Corporate Executive Board (including closely linked parties) held the following number of Swiss Life Holding registered shares and future subscription rights to Swiss Life Holding shares in the form of Restricted Share Units (RSUs).

Board of Directors

	SLH shares
	31.12.2015
Rolf Dörig, Chairman of the Board of Directors	38 850
Gerold Bühler	6 740
Frank Schnewlin	4 393
Wolf Becke	822
Adrienne Corboud Fumagalli	302
Ueli Dietiker	522
Damir Filipovic	1 285
Frank W. Keuper	522
Henry Peter	8 258
Franziska Tschudi Sauber	2 739
Klaus Tschütscher	522
TOTAL BOARD OF DIRECTORS	64 955

Corporate Executive Board

	Restricted Share Units (RSUs)	SLH shares
	31.12.2015 ¹	31.12.2015
Patrick Frost, Group CEO	9 218	14 130
Thomas Buess	7 148	14 854
Nils Frowein	5 942	300
Ivo Furrer	7 148	2 000
Markus Leibundgut	4 946	1 420
Stefan Mächler	1 591	500
Charles Relecom	5 694	3 130
TOTAL CORPORATE EXECUTIVE BOARD	41 687	36 334

¹ Total number of RSUs allocated in the years 2013, 2014 and 2015 in connection with the relevant equity compensation plan. The RSUs represent future subscription rights that entitle the individuals concerned to receive SLH shares after a period of three years, provided that the relevant conditions are met at that point.

Shareholdings as well as future subscription rights to Swiss Life Holding shares as at 31 December 2014 are shown in the Notes to the Swiss Life Holding Financial Statements on page 308.

Options

No share options have been granted in the Swiss Life Group since 2003 and no options are outstanding.

Further information

In the form of an overview, the following additional information is provided on the Swiss Life Group compensation systems for the 2015 financial year.

In CHF (unless otherwise indicated)

Total compensation¹	794 503 933
of which total variable compensation (total pool) ²	132 540 859
Number of persons who received variable compensation	6 280
Total outstanding deferred compensation	11 456 814
of which cash payment	946 177
of which shares	0
of which options	0
of which others (Restricted Share Units, RSU)	10 510 637
Charges and credits in the financial year from compensation for previous financial years³	-1 753 281
Board of Directors, Executive Board and persons whose activities have a significant influence on the risk profile:	
Total sign-on payments made in the financial year ⁴	0
Total severance payments made in the financial year ⁵	0

¹ The totality of any monetary value which the company distributes to a person directly or indirectly for the work performed for the company, e.g. in the form of cash payments, non-cash benefits, expenditure which establishes or increases entitlements to occupational provisions, pensions, shares or other allocation of shareholding rights as well as the forgiving, extinguishing or renunciation of any claims or debts.

² Part of the total compensation, the granting or the amount of which is at the discretion of the company or which is contingent on fulfilment of predefined conditions. This includes compensation contingent on performance or meeting certain targets. Sign-on payments and severance payments also fall within the scope of the definition of variable compensation.

³ In particular reduction in expenses affecting net income due to only partial consumption of reserves for variable compensation in Germany.

⁴ Compensation which is agreed on the conclusion of an employment agreement to be paid or be due once. Also deemed to constitute a sign-on payment shall be compensation for benefits foregone vis-à-vis a previous employer.

⁵ Compensation which is agreed in connection with the termination of an employment relationship.

Report of the Statutory Auditor

Report of the Statutory Auditor
to the General Meeting of
Swiss Life Holding Ltd
Zurich

Report of the Statutory Auditor on the Compensation Report

We have audited the sections on pages 59 and 63 to 65 of the accompanying compensation report of Swiss Life Holding Ltd for the year ended 31 December 2015.

Board of Directors' responsibility

The Board of Directors is responsible for the preparation and overall fair presentation of the compensation report in accordance with Swiss law and the Ordinance against Excessive Compensation in Stock Exchange Listed Companies (Ordinance). The Board of Directors is also responsible for designing the remuneration system and defining individual remuneration packages.

Auditor's responsibility

Our responsibility is to express an opinion on the accompanying compensation report. We conducted our audit in accordance with Swiss Auditing Standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the compensation report complies with Swiss law and articles 14–16 of the Ordinance.

An audit involves performing procedures to obtain audit evidence on the disclosures made in the compensation report with regard to compensation, loans and credits in accordance with articles 14–16 of the Ordinance. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements in the compensation report, whether due to fraud or error. This audit also includes evaluating the reasonableness of the methods applied to value components of remuneration, as well as assessing the overall presentation of the compensation report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the compensation report of Swiss Life Holding Ltd for the year ended 31 December 2015 complies with Swiss law and articles 14–16 of the Ordinance.

PricewaterhouseCoopers AG

Ray Kunz	Nebojsa Baratovic
Audit expert	Audit expert
Auditor in charge	

Zurich, 15 March 2016

Shareholders' Participation Rights

Restrictions on voting rights

In exercising voting rights, no shareholder can collect more than 10% of the total share capital directly or indirectly in respect of his own shares and those he represents. Legal entities and partnerships which are connected through capital, voting rights, uniform management or in any other way, as well as individuals or legal entities and partnerships which act in concert by virtue of agreement, as a syndicate or in any other way, are deemed to be a single person. Any amendment to or revocation of restrictions on voting rights must be approved by at least two thirds of the voting shares represented at the General Meeting of Shareholders and an absolute majority of the share par value represented. The Board of Directors can permit exceptions to this limit on the basis of its discretionary powers. During the year under review, no such exceptions were granted.

Right of representation

Under the terms of the Articles of Association, a shareholder may be represented by a legal representative, or, if a written power of attorney exists, by another shareholder entitled to vote or by the independent voting representative.

Independent voting representative

The General Meeting of Shareholders elects an independent voting representative. His term of office ends after completion of the next ordinary General Meeting of Shareholders. Re-election is possible. The independent voting representative is obliged to exercise the represented voting rights pursuant to the instructions given. He can be represented at the General Meeting of Shareholders by an assistant. He remains fully responsible for compliance with his obligations. If the company does not have an independent voting representative, the Board of Directors appoints one for the next General Meeting of Shareholders.

Required majorities

In addition to the resolutions provided for by law, a qualified majority (corresponding to at least two thirds of the voting shares represented and an absolute majority of the share par value represented) is required to:

- change provisions concerning restrictions on voting rights
- dissolve the company (liquidation)
- dismiss more than one third of the members of the Board of Directors
- change these provisions of the Articles of Association

Convocation of the General Meeting of Shareholders and agenda

The rules set out in the Articles of Association for convening a General Meeting of Shareholders and drawing up the agenda comply with the stipulations of the law. Shareholders who represent at least 0.25% of the share capital can submit a written request within a time limit published in advance by Swiss Life Holding for the inclusion on the agenda of an item for discussion, together with the relevant motions. The written application must be accompanied by a blocking certificate issued by a bank to confirm that the shares are deposited with it until after the General Meeting of Shareholders is held.

Entry in the share register

Entries can be made in the share register up to the day before the General Meeting of Shareholders. In all cases, however, the company reserves the right to adhere to the legal maximum period of 20 days for recognition of entries in the share register in accordance with Art. 685g of the Swiss Code of Obligations. For administrative reasons (postal delivery times), the deadline for registering to participate in the General Meeting of Shareholders is usually seven calendar days before the event takes place.

Voting system and procedures

Based on a corresponding authorisation in the Articles of Association, the presiding officer at Swiss Life Holding's General Meeting of Shareholders generally requests that votes be taken electronically. Swiss Life Holding uses a certified electronic voting system which permits balloting with remote-controlled handsets and records the exact number of voting shares represented.

Changes of Control and Defence Measures

Duty to make an offer

Swiss Life Holding's Articles of Association provide for neither an "opting up" nor an "opting out" clause within the meaning of Art. 32 and 22 of the Federal Act on Stock Exchanges and Securities Trading (SESTA).

Clauses on changes of control

No contractual provisions exist in favour of the Board of Directors or the Corporate Executive Board with regard to changes in control of the company.

Auditors

As was the case last year PricewaterhouseCoopers (PwC) is again serving as external statutory auditor for all Swiss Life Group companies that are directly or indirectly held by Swiss Life Holding under its scope of consolidation.

PwC confirms that it meets the legal requirements concerning professional qualification and independence.

Duration of the mandate and term of office of the lead auditor

The Articles of Association stipulate that the external auditor is to be elected by the General Meeting of Shareholders for one financial year at a time. When Swiss Life Holding was established in 2002, PwC was named statutory auditor and Group auditor. Since then, PwC has been reappointed without interruption. PwC has also acted as statutory auditor for Swiss Life Ltd since 1994. Swiss Life Holding last invited tenders for its statutory auditor and Group auditor mandate for the 2008 financial year. On completion of the evaluation process, the Board of Directors, in accordance with the proposal of the Audit Committee, again nominated PwC as its statutory auditor and Group auditor at the General Meeting of Shareholders.

The partner at PwC in charge of auditing the Swiss Life Holding annual financial statements and consolidated financial statements (lead auditor) has exercised this function since 2011. The role of lead auditor rotates in compliance with the term of office regulations stipulated by the Swiss Code of Obligations, the independency guidelines set forth by the Swiss Institute of Certified Accountants and Tax Consultants and internal guidelines at PwC.

Auditing fees

In 2015 the auditing fees credited to PwC came to approximately CHF 8.1 million (2014: CHF 8.2 million). This includes the fees for reviewing the 2015 half-year accounts.

Additional fees

Additional fees in the region of CHF 1.1 million were paid to PwC in 2015 (2014: CHF 1.5 million), approximately CHF 0.5 million of which was for the audit of the Market Consistent Embedded Value (MCEV) report. The remainder consists of fees for legal, fiscal and other advisory services. All services were performed in compliance with the relevant independency regulations set out in the Swiss Code of Obligations, the Audit Supervision Act and FINMA circular 2013/3, "Auditing".

Supervisory and control instruments vis-à-vis the auditors

The Audit Committee maintains regular contact with the external auditors. It evaluates the independence of the external auditors and identifies possible conflicts of interest. It also examines the terms and conditions of the external audit mandates and assesses the audit plan and strategy for the year in question.

The external auditors submit regular written reports on the status of the auditing work. They also submit detailed reports on the half-year and annual financial statements to the Audit Committee. At the end of the year, the external auditors draw up a comprehensive report for the attention of the General Meeting of Shareholders and a detailed report on the financial year just completed for the attention of the Audit Committee, the Board of Directors and the Swiss Financial Market Supervisory Authority FINMA.

The Audit Committee also acknowledges and approves the various recommendations of the external auditors, including the Management Letter. If required, the committee discusses with representatives of the external auditors any issues which could have a major impact, either collectively or individually, on the financial situation or the result of the audit.

In the year under review, representatives of the external auditors attended all Audit Committee meetings, either in their entirety or for specific items on the agenda.

Information Policy

Swiss Life communicates actively and openly both within and outside the company. The Investor Relations and Communications areas provide up-to-date reports to private and institutional investors, financial analysts, journalists and the public.

Key facts and figures about the Swiss Life Group and info kits on previous years' reports are available on the internet at www.swisslife.com, "Investors" area, "Results & Reports" section (www.swisslife.com/results). Details on events relevant to shareholders, analysts and the media (General Meetings of Shareholders, media conferences, etc.) can be found at www.swisslife.com, "Investors" area, "Financial Calendar" section (www.swisslife.com/financialcalendar).

At www.swisslife.com/subscription, all interested parties can subscribe to the company's mailing list so as to receive timely ad hoc reports and media releases free of charge via the e-mail distribution system. These releases are also published on the Swiss Life website at the same time as they are sent to subscribers, and are available online for at least two years at www.swisslife.com, "Media" area, "Media releases" section (www.swisslife.com/mediareleases).

In addition to its comprehensive Annual Report and Financial Statements, Swiss Life Holding also publishes its half-year results. Furthermore, in May and November of each year, it publishes specific details on the previous quarter. All Swiss Life's annual reports since 1998 and all half-year reports since 2001 can be accessed on the internet at www.swisslife.com/en/home/investors/results/archive.html, "Investors" area, "Results & Reports" section, "Archive Reports" and "Annual Reports" subsections (www.swisslife.com/annualreports). A report detailing the key facts and figures on business operations is sent out on an annual basis to all the shareholders listed in the share register.

Furthermore, Investors' Day 2015 was held on 25 November 2015, on which occasion Swiss Life presented the objectives of the "Swiss Life 2018" Group-wide programme, the successor to the "Swiss Life 2015" Group-wide programme. The relevant documents and presentations can be found at www.swisslife.com, "Investors" area, "Investors' Day 2015" section (www.swisslife.com/investorentag2015).

Contact details are available at the end of this Annual Report.