

Annual General Meeting of Swiss Life Holding Ltd
Zurich, 6 May 2010

Rolf Dörig
Chairman of the Board of Directors

(The German spoken text is definitive)

Dear Shareholders
Ladies and Gentlemen,

2009 was an eventful year for Swiss Life. The first months of the year in particular were still impacted by the financial crisis. Our share price also came under pressure, as you will remember.

Almost one year on, it's clear that Swiss Life has emerged from the financial market crisis in good shape overall – thanks to its excellent net worth, financial stability, close and diverse client relationships, and also the exceptional engagement of all employees, to whom we are particularly grateful.

The strategic cornerstones set have proven themselves, which, in itself, is no mean feat. The company made significant improvements at operational level in 2009 compared to 2008.

Net profit from continuing operations stood at 324 million francs, compared to a loss of 1.1 billion francs the previous year. At the same time premium volume grew by 9% to over 20 billion francs. And, in the first quarter of 2010, it even increased by over 20% on the prior-year level.

These figures confirm that clients trust in Swiss Life, which has always been a reliable partner, even when faced with challenging market conditions. This is very good news for Swiss Life and for us all. The company is thus well equipped to go forward with confidence and drive.

2009 was again a challenging year for the global economy. With notable upward trends, the financial markets began to show signs of recovery from the financial crisis. Investor and consumer trust also started slowly to return.

Yet, it would be a mistake to think we can just go back to business as usual. The financial market crisis has raised some fundamental global questions for which there are no simple answers. The crisis has left its mark – on politics and on the economy – but also on the everyday lives of many people.

It's to be expected that, after the turbulence of recent years, calls for dramatic change are increasingly being heard.

It's also perfectly understandable that the general public has become more mistrustful of the business world.

As executives in the Swiss business world we need to take this scepticism seriously. The criticism should not be discounted as a mere passing fad. It's an expression of change which will affect large areas of the economy, politics and our society. So it's vital that all stakeholders – society, politics and the economy – cast aside their own private interests, and work together to come up with solutions which serve the interests of our country as a whole.

It's important, however, that we keep a sense of proportion and don't jeopardise the achievements of a dynamic free market economy with over-regulation. We must do everything we can to ensure that fear and a reluctance to take risks are not allowed to restrict the freedom required for economic and technological progress.

One of our strengths here in Switzerland has always been our ability to work pragmatically, yet in accordance with clear, independent principles. So we must exercise good judgement when calling for and fostering entrepreneurial spirit. This is why Swiss Life is committed to transparency and clear regulatory guidelines, which are also workable in an international context.

We cannot let a self-imposed compulsion to act undermine our competitiveness over foreign competitors or in overseas markets.

It's also important that, in the wake of the financial crisis, we do not allow all financial services providers, insurance companies and banks to be tarred with the same brush and put under general suspicion.

We need to remember that the insurance industry plays an important role in the Swiss economy – both today and in the future. Approximately 130 000 people are employed in the Swiss insurance sector. 156 000 companies entrust their occupational benefits (BVG) to life insurance companies. Swiss insurers facilitate and foster business initiatives and economic progress.

And it's also important to remember that our insurance industry overcame the recent crisis without any state aid or support from the financial markets.

The strength of the Swiss insurance market is also impressive when compared with its European neighbours, and the prospects are good for expanding our position within Europe. Our expertise here in Switzerland offers us many opportunities

in the international arena and we should not allow these to be jeopardised.

The significance of the insurance industry for the Swiss pension system was also highlighted in the run-up to the conversion rate referendum in March. The result of the referendum was certainly clear, but various interpretations are possible.

One thing's obvious to me from the result: people are afraid that they'll no longer be able to finance their retirement. As a leading provider of life and pensions solutions, we must take these fears very seriously, even if the referendum result does not directly affect us private life insurers. Because if the conversion rates are set too high there's redistribution every year from employees to new pensioners, and this places far too great a burden on young people. And that's not fair.

The clear referendum result should also not entice us to weaken our proven three pillar system and to eliminate competition. If it's the goal of certain political circles to force us, as efficient private insurers, out of the market, then that would be an alarming development for the entire Swiss pension system. I'm confident, however, that the Swiss people are perfectly capable of seeing through politically motivated

actions and preferences in favour of good sound common sense.

And let me stress here that we, at Swiss Life, are proud to play an important role in occupational pensions (BVG). We are particularly proud of the part we play in assisting small companies. In Switzerland we insure 34 000 such companies with over 600 000 employees. We offer the employee benefits institutions of these companies full insurance solutions which relieve them of all risks. Our full insurance solution means that these companies do not run the risk of experiencing a shortfall, which would require them to implement restructuring measures and even possibly cut pensions.

Thanks to our solutions, they can honour their promises to their employees, in good and in bad times. Only private life insurers offer this security. However, should conditions continue to deteriorate substantially, insurance companies will be forced to reconsider the viability of offering the full insurance model.

We started last year to develop Swiss Life into a full-range provider while focusing on the specific requirements of our clients. After all, it's up to the clients to decide which particular model suits them best. This increases our flexibility as a provider of occupational pensions (BVG, second pillar). We

have already developed an interesting range of alternatives for clients who do not require the full insurance model.

We're confident that Swiss Life offers attractive BVG solutions and has an important role to play in the economy.

Ladies and Gentlemen, we stand by this responsibility. But, as a free market company, we have a commitment to you, our owners, to generate a reasonable return.

Swiss Life is well equipped to conduct its business under the current conditions. Clients have the freedom of choice – competition is keen.

Today, private insurers are important providers of a secure pension system. We will continue to do everything in our power to ensure that this remains the case.

Ladies and Gentlemen, one of the key tasks of the Board of Directors is to set the company's compensation policy. Our compensation policy is explained in detail in the compensation report which forms part of the annual report. As at last year's Annual General Meeting, we are again submitting the compensation report under agenda item 1.2 separately for you to vote on.

I shall now outline the key elements of our compensation policy.

As my predecessor, Bruno Gehrig, announced at the 2009 Annual General Meeting, we have formed a separate Nomination and Compensation Committee.

One of the tasks of this committee is to support the Board of Directors in preparing the HR and compensation policies and to put forward proposals for the individual compensation for the Group's top management.

As an integral part of HR policy, the company's compensation policy aims to ensure that qualified employees stay with the company and to acquire new employees with specialist skills. The overall compensation takes into account the employees' professional skills, responsibilities and personal performance. It comprises a basic salary and variable short- and long-term compensation components, and also includes the contributions for retirement and risk provision. The basic salary is determined according to the employee's function and skill set and is annually re-assessed and adjusted if appropriate. The variable compensation components are linked to the strategic objectives of the company and the associated financial and HR-related targets.

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 Nomination and Compensation Committee is responsible for putting forward corresponding proposals.

The Board of Directors also establishes the guidelines for the company's compensation policy. In doing so, it takes into consideration the compensation policies of other organisations of comparable size and in comparable industries, drawing its findings from publicly available information and, as necessary, studies by external experts. Based on these guidelines, the Nomination and Compensation Committee also submits proposals to the Board of Directors with regard to the determination and distribution of the bonus pool for all employees and determination of the compensation for the individual members of the Corporate Executive Board.

The bonus for the financial year concerned is determined by the actual performance of individuals and teams in relation to the targets set, as well as by the annual result of the Swiss Life Group.

The percentage weighting depends on the position and responsibilities of the employees. At Corporate Executive Board level, the cash bonus for the financial year in the case

of maximum target achievement may not exceed the amount of the basic salary. Personal performance and target achievement are assessed annually in the employee appraisal procedure implemented throughout the Group.

In addition to the quantitative Group objectives, the assessment of target achievement takes into account factors such as professional expertise, entrepreneurship, task fulfilment, cooperation and leadership. To be eligible for a cash bonus, if available, target achievement of at least 80% is required.

The Nomination and Compensation Committee decides which members of the Corporate Executive Board and other senior management members of the Swiss Life Group should participate in the equity compensation programme.

Based on this programme, participants are granted future subscription rights to Swiss Life Holding shares in the form of Performance Share Units (PSUs). These entitle them to receive Swiss Life Holding shares after a period of three years if the relevant performance criteria have been met. These performance criteria are described in detail in the annual report.

On the one hand, a substantial rise in Swiss Life Holding's share price is required and, on the other, a good performance in comparison with other European insurance companies. Depending on how the two criteria develop over the course of three years, the number of PSUs to be allocated can increase by a factor of 1.5 or drop to zero.

A malus component is also incorporated which ensures that, based on the future subscription rights allocated to them, managers only receive shares after three years if an appropriate, objectively measurable performance has been achieved.

Swiss Life's current compensation regulations constitute a modern compensation concept which takes reasonable account of shareholders' and insured persons' interests in long-term value creation and a secure pension system.

I hope my explanation here has given you a better understanding of our compensation philosophy.

Ladies and Gentlemen,

Swiss Life is on course and in good shape. The company made various improvements in key areas during 2009 which

Bruno Pfister, Group CEO, will explain to you in more detail shortly.

As a provider of life and pensions solutions for private individuals and companies, Swiss Life contributes to the stability of pension systems in the markets in which it operates. Our core business for over 150 years has been to create a financially secure future for our clients. We are proud of this role because personal financial security – in other words, covering the risks of disability and death – is a guiding theme of our society. And, in the future, even more so.

Demographic trends and the squeeze on state pensions are forcing governments and their citizens to take action. Safeguarding our financial security is gradually becoming the personal responsibility of each and every one of us.

Life insurance, with its secure and flexible pension solutions will therefore gain in importance. At Swiss Life we have shaped the company to play a major role in the attractive life and pensions market and to achieve profitable growth.

Ladies and Gentlemen, you are also crucial to Swiss Life's success. We owe everything we achieve to the trust placed in us by our shareholders and clients.

Your support and loyalty represent an obligation on the part of the Board of Directors, the Corporate Executive Board and all employees to work in the best interests of Swiss Life as a traditional and successful Swiss company. I can assure you that we will honour this obligation.

I would like to thank you all, dear Shareholders, for your loyalty and hope that you will continue to place your trust in us in the future.

And now I will hand over to Bruno Pfister.