

SULZER

Nomination and Remuneration Committee Regulations

Sulzer Ltd, Winterthur

April 1, 2015

NOMINATION AND REMUNERATION COMMITTEE REGULATIONS

SULZER LTD, WINTERTHUR

(hereinafter "the company")

In accordance with § 23 of the Articles of Association, the Board of Directors hereby issues the following regulations:

1 Organization

- 1.1 The members of the Nomination and Remuneration Committee are elected by the ordinary General Meeting. The Board of Directors elects the committee chairman. The Nomination and Remuneration Committee comprises at least 3 non-executive and independent members. The Chairman of the Board of Directors is usually a member of this Committee. An independent member is defined as never having belonged to the Executive Committee, or not since at least three years, and as having no significant business relations with the company.
- 1.2 The term of office shall extend until completion of the following ordinary General Meeting; the members are re-electable.
- 1.3 If there are vacancies on the Nomination and Remuneration Committee, the Board of Directors shall appoint substitute members from among its members for a term of office extending until completion of the next ordinary General Meeting.
- 1.4 Committee meetings are held as often as required for business purposes, but at least twice annually.
- 1.5 The committee chairman is responsible for administrative matters (distribution of committee meeting invitations, including agenda and respective documentation).
- 1.6 Committee meetings are generally attended by the CEO and the Head of Corporate HR, unless such meeting is concerned with the assessment of their performance and remuneration. The committee can also invite to its meetings further representatives of the company management and any other persons whose presence is regarded by the committee as necessary for fulfilling its responsibilities.
- 1.7 Resolutions of the committee must be carried by at least two members. If only two members are present at the respective meeting, the committee chairman's vote counts double. Resolutions can also be passed within the framework of video or telephone conferences or by ballot, unless direct debate is requested by any member.
- 1.8 No management decisions are taken by the committee. Committee resolutions are submitted as proposals to the Board of Directors for final decision.
- 1.9 The committee chairman designates for each meeting a keeper of the minutes, in which all resolutions passed shall be recorded. Copies of the minutes shall be distributed to all persons attending the meeting as well as to all members of the Board of Directors. The

minutes are to be treated confidentially. The committee chairman furthermore reports verbally to the next Board meeting on all matters debated, and as far as necessary submits the respective proposals.

2 Mandate

The committee supports the Board of Directors in nominating and assessing candidates for membership of the Board and Executive Committee, in establishing and reviewing the compensation strategy and guidelines and the performance targets as well as in preparing the proposals to the General Meeting regarding the compensation of the members of the Board of Directors and of the Executive Committee. It may submit proposals to the Board of Directors in other compensation-related issues.

3 Tasks

The tasks of the Nomination and Remuneration Committee are in particular as follows:

- a) Periodic assessment of the Board membership structure
- b) Definition of selection principles and nomination of candidates for election and re-election to the Board of Directors
- c) Assessment and nomination of suitable candidates for membership of the Executive Committee
- d) Succession planning for the CEO and members of the Executive Committee
- e) Periodic assessment of the remuneration system and Board member fees
- f) Periodic assessment of the Total Reward policy and Global Grading system
- g) Annual definition, no later than December, of key bonus factors ("target drivers") for the following calendar year at the two upper management levels
- h) Annual definition of proposals to the Board of Directors of the proposals to be submitted to the General Meeting for approval regarding maximum aggregate amounts of compensation of the Board of Directors and of the Executive Committee pursuant to the Articles of Association
- i) Annual definition, no later than February, of total remuneration for the year (basic salary, short-term and long-term variable compensation elements) at the two upper management levels (with regard to the Executive Committee subject to approval by the General Meeting)
- j) Annual review of the compensation report
- k) Assurance of adequate reporting to the Board of Directors.

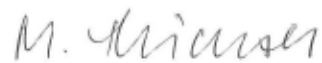
All confidential documents must be returned no later than per end of term of office.

*These regulations were approved by Board of Directors meeting of May 27, 2014 and enter into force on April 1, 2015; they replace the regulations introduced on June 1, 2014.
They can be revised at any time by the Board of Directors according to need.*



Peter Löscher
Chairman

For the Board of Directors



Matthias Bichsel
Board Member