



ORDINARY GENERAL MEETING of SGS Société Générale de Surveillance Holding SA

Thursday 2nd May 2002 , at 3 p.m.

RAMADA PARK HOTEL, 75-77, avenue Louis Casai, 1216 Genève-Cointrin

AGENDA

Ordinary Agenda

1. Presentation of the Annual Report, the Consolidated Accounts and the Statements of Accounts for the year ended 31st December 2001 Auditors' Reports

Proposal of the Board of Directors :

The Board of Directors proposes to approve the Annual Report, the Consolidated Accounts and the Statements of Accounts for the year ended 31st December 2001.

2. Appropriation of available retained earnings

Proposal of the Board of Directors :

The Board of Directors proposes the following appropriation of retained earnings which corresponds to a dividend of CHF 6,- per share and CHF 30,- per "bon de jouissance".

<i>Balance brought forward from previous year</i>	<i>CHF</i>	<i>610 388 759</i>
<i>Profit for the year</i>	<i>CHF</i>	<i>54 043 026</i>
<i>Total retained earnings available for appropriation</i>	<i>CHF</i>	<i>664 431 785</i>
<i>Dividend</i>	<i>CHF</i>	<i>(46 935 396)</i>
<i>Balance carried forward</i>	<i>CHF</i>	<i>617 496 389</i>

3. Release ("Décharge") of the members of the Board of Directors and Management

Proposal of the Board of Directors :

The Board of Directors proposes to grant release to the Directors and to the Management for the financial year 2001.

4. Election to the Board of Directors

Proposal by the Board of Directors:

Mr. Max D. AMSTUTZ, Chairman of the Board of Directors, Mr. Thierry LALIVE D'EPINAY, Vice Chairman of the Board of Directors and Mr. Ricardo Heinrich SIEPMANN having reached the end of their term, do not stand for re-election. Furthermore the term of office of all the other Directors, (i.e. Mr. Dominique AUBURTIN, Mr. August VON FINCK, Mr. Ferruccio LUPPI, Mr. Sergio MARCHIONNE, and Mr. Dominique MORAX) will end on the day of the 2002 Annual General Meeting.

The Board of Directors proposes to appoint

- *Mr. Dominique AUBURTIN*
- *Mr. August von FINCK*
- *Mr. François von FINCK*
- *Mr. Ferruccio LUPPI*
- *Mr. Sergio MARCHIONNE*
- *Mr. Dominique MORAX and*
- *Mr. Georges MULLER*

as Directors for a term of office of 4 year/s, ending at the Annual General Meeting to be held in 2006 .

5. Election of Auditors

Proposal by the Board of Directors:

The Board of Directors proposes to appoint Deloitte & Touche SA, Geneva, as Auditors for the financial year 2002 and for the audit of the Consolidated Accounts.

Extraordinary Agenda

6. Abrogation of Article 5bis of the Articles of Association

Proposal of the Board of Directors :

The Board of Directors proposes to abrogate article 5bis reading :

¹ *Le conseil d'administration est autorisé, dans les limites de l'article 659 du Code des obligations et au cours de la période allant du 3 juin 1998 au 31 mai 1999 à racheter des actions de la société en une ou plusieurs fois, à concurrence d'une valeur nominale totale d'au maximum 15.644.320 francs, soit au maximum 782.216 actions nominatives de 20 francs chacune ou au maximum 156.443 actions au porteur de 100 francs chacune, dans le but de procéder à une réduction correspondante du capital-actions et à l'annulation des titres rachetés.*

² *Le conseil d'administration déterminera le moment, les modalités et les conditions de ces rachats. Le prix offert ne pourra être inférieur au prix du marché qu'en cas d'offre publique. Les actionnaires renoncent à leur droit de participer à ces rachats d'une manière qui soit strictement proportionnelle à leur part au capital-actions.*

Comments :

Although the Board of Directors is legally authorised to buy shares, this provision has been introduced in the Articles of Association to specify the authority of the Board of Directors in this respect. The authority given to the Board of Directors by article 5bis was initially granted for a period from the date of the Shareholders' Meeting of 5 June 1996 until 31 May 1997; this period has since been extended twice and has last ended on 31 May 1999. This provision does no longer have any relevance.

The Board of Directors therefore proposes to abrogate it and to rely in the future on the legal provisions relating to the acquisition by the Company of its own shares (Art. 659 ff of the Swiss Code of Obligations).

7. Abrogation of Article 16, 4th paragraph, of the Articles of Association

Mrs. Elisabeth Salina Amorini requests, by application of Article 699, 3rd paragraph, of the Swiss Code of Obligations, the inclusion of the following item on the Agenda. : "Abrogation of Article 16, 4th paragraph, of the Articles of Association" reading :

⁴ *Toutefois les décisions suivantes :*

- *augmentation du capital-actions,*
 - *élection et révocation des membres du conseil d'administration,*
 - *nombre maximum des membres du conseil d'administration (article 18, alinéa 1)*
 - *modification de la présente disposition des statuts (article 16, alinéa 4)*
- ne peuvent être prises que si elles obtiennent les deux tiers des voix attribuées aux actions représentées à l'assemblée générale*

Proposal of the Board of Directors :

Given the ambitious goals and strategy that the Company has adopted, the Board of Directors is of the opinion that a strong, stable support of its shareholders is critical. This provision contributes to the stability of the Company and ensures that important decisions on items listed in Article 16, 4th paragraph, will be based on a large consensus. The Board of Directors therefore recommends to the General Meeting of the Shareholders to maintain Article 16, 4th paragraph unchanged and reject the proposal.

SGS Société Générale de Surveillance Holding SA

On behalf of the Board of Directors

Max. D. Amstutz, Chairman