

Corporate Governance

The Swiss Life Group is legally obliged to implement the accepted principles of responsible corporate conduct and continually adapts its corporate governance practices to current developments.

In the interests of its shareholders, policyholders and staff, Swiss Life attaches great importance to corporate governance and the requirements it entails 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 Directive on Information Relating to Corporate Governance issued by the SIX Swiss Exchange and the circulars 2008/32 on corporate governance, risk management and internal control systems for insurance companies and 2010/1 on minimum standards for remuneration schemes of financial institutions published by the Swiss Financial Market Supervisory Authority FINMA. It is also 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 introduced by Swiss Life to ensure good corporate governance work well in practice; however, specific adjustments are examined on an ongoing basis in order to adapt the management and control tools and disclosure to current circumstances and to implement further improvements.

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 July 2002, and was revised on 1 January 2007 and 1 July 2009, and also takes into consideration the regulations on transparency stipulated in the Swiss Code of Obligations with regard to the compensation of members of the Board of Directors and

the Corporate Executive Board and FINMA circular 2010/1 on minimum standards for remuneration schemes of financial institutions. Further information on the Code of Compliance and the values of the Swiss Life Group can be found in the "Values" section on page 38.

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 and it has been listed on the SIX Swiss Exchange since 19 November 2002. 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 operational management structure as at 31 December 2010 is shown on page 52.

SHAREHOLDERS – Detailed disclosures of significant shareholdings can be found on the publication platform of the SIX Swiss Exchange’s disclosure office at www.six-exchange-regulation.com, “Obligations” area, “Disclosure of Shareholdings” section and “Significant Shareholders” subsection (www.six-exchange-regulation.com/obligations/disclosure/major_shareholders_en.html).

Reference is made in the following to the latest disclosures of shareholdings on the balance sheet date which exceed the disclosure threshold. In accordance with the disclosure requirements, the percentage figures given relate to the share capital/number of outstanding shares pursuant to the Articles of Association applicable at the time of the relevant disclosure.

Dodge & Cox, USA, reported in the publication of 6 March 2008 that it held through the Dodge & Cox International Stock Fund 1 645 000 registered shares or 4.71% of the voting rights of Swiss Life Holding.

Carsten Maschmeyer, Germany, reported in the publication of 23 December 2008, that he and his two sons, Marcel Jo Maschmeyer and Maurice Jean Maschmeyer, as well as the asset management firms CM Vermögensverwaltung GmbH & Co. KG and CM Vermögensverwaltungs-Geschäftsführungs GmbH, held 1 944 616 Swiss Life Holding registered shares and 230 000 other purchase positions of Swiss Life Holding, which corresponded to a 6.22% share of the voting rights (cf. also on page 62 details on share ownership as at 31 December 2010 of currently serving Board of Directors and Corporate Executive Board members).

Talanx AG, Germany, reported in a publication of 20 May 2009, that one of its groups, consisting of AmpegaGerling Investment GmbH, Talanx AG and Talanx Beteiligungs-GmbH & Co. KG, held 2 987 988 shares of Swiss Life Holding, equivalent on that day to 8.52% of the voting rights.

BlackRock, USA, reported in a publication of 9 January 2010 that a group consisting of various companies and funds of the BlackRock Group held a total of

1 190 832 shares and 775 other purchase positions of Swiss Life Holding, corresponding to 3.71% of the voting rights.

SHAREHOLDER STRUCTURE – On the balance sheet date a total of 188 603 shareholders and nominees were listed in the Swiss Life Holding share register, of which about 4500 were institutional shareholders. Taken together, the shareholders entered in the share register held around 55% of the shares issued. Around half of these shares were owned by shareholders domiciled in Switzerland. Around one third of the registered shares were in private hands.

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 307 978 118.40, divided into 32 081 054 fully paid registered shares with a par value of CHF 9.60 each
- Conditional share capital: CHF 22 650 105.60 divided into 2 359 386 registered shares with a par value of CHF 9.60 each
- Authorised share capital: none

SHARES – Subject to the 10% limit on voting rights set out in the Articles of Association (cf. the section on “Shareholders’ participation rights” on page 64), 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.

LIMITATIONS ON TRANSFERABILITY AND NOMINEE REGISTRATIONS – Swiss Life Holding shares are not subject to any limitations on transferability. 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.

CONVERTIBLE BONDS AND OPTIONS – No convertible bond issues were outstanding on the balance sheet date. The Swiss Life Holding 0.625% issue (2004–2010) amounting to CHF 317 000 000 expired on 10 June 2010; the unconverted portion of the convertible bond on that day was repaid. Neither Swiss Life Holding nor the Group companies had granted 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 OR) 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 – Pursuant to the Articles of Association, the Board of Directors shall consist of no fewer than five and no more than fourteen members. The members of the Board are elected by the General Meeting of Shareholders for a maximum term of three years, and on an individual basis.

STAGGERED TERMS OF OFFICE – Due to the staggered terms of office, it is ensured that, in so far as possible, an equal number of members will come up for re-election every year. If a member resigns during his term of office, the successor will serve only for the rest of that term. Thus, with respect to the annual re-elections, an important prerequisite has been established for ensuring continuity on the Board of Directors.

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 preceeding the reporting period, with two exceptions: Rolf Dörig, who held the position of Chairman of the Group's Corporate Executive Board until his election to the Board of Directors in May 2008, and Carsten Maschmeyer, who was Co-CEO of AWD until March 2009.

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.

MEMBERS OF THE BOARD OF DIRECTORS – On the balance sheet date of 31 December 2010, the Board of Directors was composed of the following members:

Name	Main function	Additional functions	Year appointed/ re-elected	Elected until
Rolf Dörig	Chairman	Chairman's and Corporate Governance Committee, Chairman	2008	2011
Gerold Bühler	1st Vice Chairman	Chairman's and Corporate Governance Committee Investment and Risk Committee, Chairman Nomination and Compensation Committee	2002/2003/2005/2008 ¹	2011
Frank Schnewlin	2nd Vice Chairman	Chairman's and Corporate Governance Committee Investment and Risk Committee Nomination and Compensation Committee, Chairman	2009	2012
Volker Bremkamp	Member	Audit Committee, Chairman	2003/2004/2007/2010	2013
Paul Embrechts	Member	Investment and Risk Committee	2003/2005/2008	2011
Carsten Maschmeyer	Member	Investment and Risk Committee	2009	2012
Henry Peter	Member	Audit Committee	2006/2009	2012
Peter Quadri	Member	Audit Committee	2003/2004/2007/2010	2013
Franziska Tschudi	Member	Audit Committee Nomination and Compensation Committee	2003/2005/2008	2011

¹ Member of the Board of Directors of Swiss Life Ltd since 2000

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 Ltd in May 2009.

Rolf Dörig will be put forward for re-election at the General Meeting of Shareholders of Swiss Life Holding Ltd on 5 May 2011.

Other appointments:

- Adecco S.A., Glattbrugg, Chairman of the Board of Directors
- Kaba Holding Ltd, Rümlang, Vice Chairman of the Board of Directors
- economiesuisse, Zurich, Member of the Board Committee
- Danzer AG, Baar, Chairman of the Board of Directors

GEROLD BÜHRER – 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, since the end of 2006, has 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 at the General Meeting of Shareholders of Swiss Life Holding Ltd on 5 May 2011.

Other appointments:

- *economiesuisse*, Zurich, Chairman
- Bank Sal. Oppenheim jr. & Cie. (Schweiz) Ltd, Zurich, Member of the Board of Directors
- Cellere AG, St. Gallen, Member of the Board of Directors
- Georg Fischer Ltd, Schaffhausen, Member of the Board of Directors
- Swiss National Bank, Berne, Member of the Bank Council
- Züblin Real Estate Holding Ltd, Zurich, Member of the Board of Directors

FRANK SCHNEWLIN – Born 1951, Swiss national
Second 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.

Following his election to the Board of Directors of Swiss Life Holding in May 2009, he assumed the role of Chairman of the newly established Nomination and Compensation Committee.

Other appointments:

- Vontobel Holding Ltd, Zurich, Member of the Board of Directors/Chairman of the Audit Committee
- Drosos Foundation, Zurich, Member of the Board of Trustees/Chairman of the Finance Committee

VOLKER BREMKAMP – Born 1944, German national
Member of the Board of Directors



Volker Bremkamp joined Albingia Versicherungen AG in Hamburg (a subsidiary of Guardian Royal Exchange plc, London) in 1963, receiving his qualifications

as an insurance expert in 1965. Between 1969 and 1971 he was employed by various insurance companies and brokers in London and Paris. He returned to Albingia Versicherungen AG, Hamburg, in 1971, serving as an Executive Director from 1978 to 1989 and, from 1989 to 2000, as Chief Executive Officer of Albingia Lebensversicherungs AG and of Albingia Versicherungen AG. Between 1995 and 1999 Volker Bremkamp was an Executive Director and, at the same time, Group Executive Director, Continental Europe, of Guardian Royal Exchange plc, London, which was taken over by the AXA Group in 1999. From 1999 to 2000 he held the position of Executive Director of AXA Colonia Konzern AG, Cologne (holding company of AXA Germany). He has been Managing Director of BMB Bremkamp Management- und Beteiligungs-GmbH since 2000.

Other appointments:

- AON International Insurance Broker, Hamburg, Chairman of the Supervisory Board
- Everpublic AG, Hamburg, Chairman of the Supervisory Board
- WAVE Management AG, Hamburg, Chairman of the Supervisory Board
- HanseMerkur Krankenversicherungsgruppe, Hamburg, Vice Chairman of the Supervisory Board

PAUL EMBRECHTS – Born 1953, Belgian national
Member of the Board of Directors



Paul Embrechts received his master's degree in mathematics from the University of Antwerp (Belgium) in 1975 and his doctorate (Dr. sc. Math.)

from the Catholic University of Leuven (Belgium) in 1979. Between 1975 and 1983 he held a post as Research Assistant at the Catholic University of Leuven. From 1983 to 1985 he was a Lecturer in Statistics at Imperial College London, before taking up a position as Lecturer at the University of Limburg (Belgium) from 1985 to 1989. Since 1989 he has held the position of Professor of Mathematics at the Swiss Federal Institute of Technology (ETH) in Zurich.

Paul Embrechts will be resigning from the Board of Directors after eight years of office with effect from the General Meeting of Shareholders of Swiss Life Holding Ltd on 5 May 2011.

CARSTEN MASCHMEYER – Born 1959, German national
Member of the Board of Directors



After studying medicine and gaining many years of sales experience in the financial services sector in various management positions, in 1988 Carsten Maschmeyer

founded the company Allgemeiner Wirtschaftsdienst Gesellschaft für Wirtschaftsberatung und Finanzbetreuung mbH. In 1998 he was appointed Chairman of the Board of Management of AWD Holding AG and, in 2000, launched an initial public offering of shares in AWD. Carsten Maschmeyer sold AWD to Swiss Life at the end of 2007 and, as Co-CEO of AWD from September 2008 until March 2009, he was responsible for strategic development and opening up new markets. In January 2010 he founded MaschmeyerRürup AG – an independent and internationally focused advisor concentrating on retirement provisions for key players in banking and insurance. He heads the company as Chairman of the Board. He is also expanding CM Vermögensverwaltung GmbH & Co.

KG. At the end of December 2010, Carsten Maschmeyer founded HolsboerMaschmeyer NeuroChemie GmbH together with Professor Florian Holsboer, Director of the Max Planck Institute of Psychiatry in Munich.

Other appointments:

- AWD Children's Aid Foundation, Hanover, Chairman of the Election Committee
- International Neurobionics Foundation, Hanover, Chairman of the Board
- "Germany – Land of Ideas" initiative, Hanover, Member of the Advisory Board
- Leibniz University, Hanover, Honorary Senator

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 a pupillage 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 law firm in Lugano, currently Peterlegal SA. In addition, he has held the position of Professor of Business Law at the University of Geneva since 1997. He became a Member of the Swiss Takeover Board in 2004 and a Member of the Sanction Commission of the SIX Swiss Exchange in 2007.

Other appointments:

- Sigurd Rück Ltd, Zurich, Chairman of the Board of Directors
- Cassa Pensioni della Città di Lugano, Member of the Board of Directors
- Casino de Montreux SA, Montreux, Vice Chairman of the Board of Directors/Chairman of the Audit Committee
- Otis, Fribourg, Member of the Board of Directors
- Autogrill Switzerland LTD, Olten, Member of the Board of Directors
- Swiss Olympic Association, Berne, Vice Chairman of the disciplinary chamber in charge of doping cases

PETER QUADRI – Born 1945, Swiss national
Member of the Board of Directors



Peter Quadri received his master's degree in economics and business administration (lic. oec. publ.) in 1969 from the University of Zurich. In 1970 he joined

IBM as a systems engineer and software/operating systems specialist. Following various periods in the USA, Denmark and Switzerland, he held the position of CEO of IBM Switzerland from 1998 to April 2006. He now works as a management and technology consultant.

Other appointments:

- Vontobel Holding Ltd, Zurich, Member of the Board of Directors
- Bühler AG, Uzwil, Member of the Board of Directors
- Zurich Chamber of Commerce, Chairman
- Unitetra Ltd, Zurich and Berne, Chairman of the Board of Directors
- economiesuisse, Zurich, Member of the Board

FRANZISKA TSCHUDI – Born 1959, Swiss national
Member of the Board of Directors



Franziska Tschudi graduated in law at the University of Berne and passed her bar exam there in 1984. She studied law at Georgetown University, Wash-

ington DC, earning an LL.M., 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 Berne, 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 at the General Meeting of Shareholders of Swiss Life Holding Ltd on 5 May 2011.

Other appointments:

- BIOMED AG, Dübendorf, Member of the Board of Directors
- Swiss-American Chamber of Commerce, Zurich, Member of the Board
- St. Gallen – Appenzell Chamber of Commerce and Industry, St. Gallen, Vice Chairperson
- economiesuisse, Zurich, Member of the Board of Directors
- Swissmem, Zurich, Member of the Board of Directors

RESIGNATIONS – After serving for seven years on Swiss Life's Board of Directors, Rudolf Kellenberger did not stand for re-election at the General Meeting of Shareholders in 2010 and no longer serves on the Board of Directors.

INTERNAL ORGANISATIONAL STRUCTURE – 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. Four standing committees support the work of the Board of Directors as a whole.

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.

NOMINATION AND COMPENSATION COMMITTEE – The Nomination and Compensation Committee (NCC) 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.

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.

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, and takes due note of their reports and recommendations.

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 Corporate Executive Board bears responsibility in particular for the implementation of the corporate strategy, for the conditions governing business operations and for financial guidance.

INFORMATION AND CONTROL INSTRUMENTS OF THE BOARD OF DIRECTORS VIS-À-VIS 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 its 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. Swiss Life's Internal Control System (ICS) also serves the Board of Directors for information and controlling purposes. Further details on this system are available in the "Risk Management" section of the Financial Statements on page 33.

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 Nomination and

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

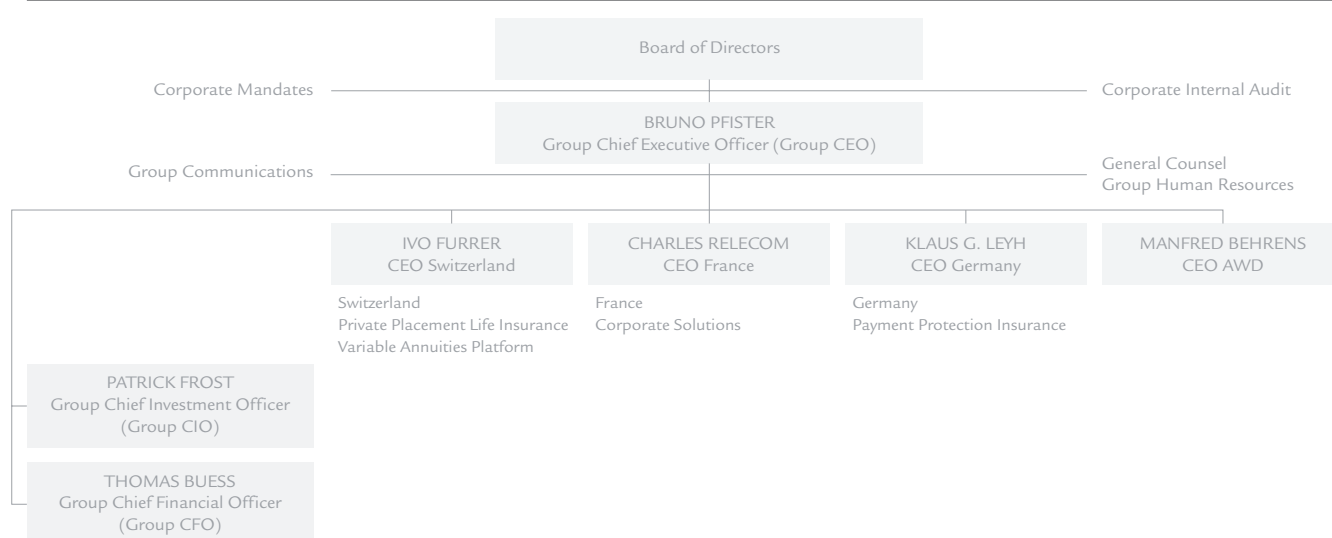
The Group CEO directs the business operations of the Group. The Group CEO, together with the Corporate Executive Board, works out the long-term objectives and strategic orientation of the Group for submission to the Board of Directors and, based on the resolutions of the Board of Directors, ensures the 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 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 division. They issue directives for their division 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 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 one of these.

Management structure as at 31 December 2010



MEMBERS OF THE CORPORATE EXECUTIVE BOARD –

On 31 December 2010 the Corporate Executive Board of Swiss Life Holding was composed of the following members:

Name	Function	Member of the Corporate Executive Board since
Bruno Pfister	Group CEO	01.08.2002
Ivo Furrer	CEO Switzerland	01.09.2008
Klaus G. Leyh	CEO Germany	01.10.2008
Thomas Buess	Group CFO	01.08.2009
Charles Relecom	CEO France	01.07.2008
Patrick Frost	Group CIO	01.07.2006
Manfred Behrens	CEO AWD	08.05.2008

BRUNO PFISTER – Born 1959, Swiss national Group Chief Executive Officer (Group CEO)



Bruno Pfister graduated from the University of Geneva with a master's degree in law before being called to the bar in Geneva.

Following completion of his business management studies (MBA from the UCLA Graduate School of Management in Los Angeles), the initial stages of his career saw him working for Chase Manhattan Bank in London and Geneva. From 1988 onwards he was a management consultant for McKinsey & Co in Zurich. In 1996 Bruno Pfister became Chief of Staff of the Private Banking division at Liechtenstein Global Trust (LGT) where he managed a global strategic project before being appointed Chief Financial Officer of LGT Group and LGT Bank in Liechtenstein in 1998. In 1999, as a Member of the Credit Suisse Group Executive Board, he took over as Head of Customer Segment Management and Product Management at Credit Suisse.

Bruno Pfister has been with the Swiss Life Group since August 2002, initially as Group Chief Financial Officer (Group CFO) and, as of 1 January 2006, Chief Executive Officer International (CEO International). He assumed the position of Group Chief Executive Officer (Group CEO) of the Swiss Life Group in May 2008.

Other appointments:

- Gottex Fund Management Holdings Limited, St. Peter Port, Guernsey, Member of the Board of Directors
- Swiss Insurance Association (SIA), Zurich, Member of the Board and the Board Committee
- SIX Exchange Regulation, Zurich, Member of the Regulatory Board and Issuers Committee (until June 2010)
- Avenir Suisse, Member of the Board of Trustees and Member of the Finance Committee

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. He joined Winterthur

Life in 1982, initially working in group insurance marketing and later assuming various project management roles relating to strategy development and expansion of Winterthur's international insurance business in Europe, Canada and the USA. In 1992 he relocated to the USA, where he worked in underwriting. From 1994 to 1997 he held a number of management positions at Winterthur International in London (including that of Managing Director) before being appointed Chief Underwriting Officer of this business area in 1998. In 1999 he moved to

Credit Suisse Group, where he developed and implemented an internet bank in Luxembourg and was subsequently appointed Head of e-Investment Services Europe and member of the Personal Financial Services' management. 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 with responsibility for the development of key account and distribution management at global level. In 2007 he was appointed CEO Life Switzerland and Member of the Global Life Executive Committee of Zurich Financial Services.

On 1 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:

- Swiss Insurance Association (SIA), Zurich, Chairman of the Life Insurance Committee
- German-Swiss Chamber of Commerce, Zurich, Member of the Board

KLAUS G. LEYH – Born 1966, German national Chief Executive Officer Germany (CEO Germany)



After graduating with a degree in economics from the University of Augsburg, Klaus G. Leyh worked for two years as a market researcher and advisor in the consumer goods industry. In 1995 he changed to the insurance sector, building up Generali's Market Research department in Munich. He subsequently held management positions in marketing, product management and e-business at Generali Lloyd Versicherung AG, AXA Colonia Konzern and ARAG Lebens- und Krankenversicherung, and received a Master of Business Research (MBR) from the Ludwig Maximilian University of Munich. In 2001 Klaus G. Leyh joined Swiss Life in Germany as the head of its e-commerce and e-business activities and was assigned responsibility for distribution service, control and promotion in 2002. From January 2006 to September 2008 he held the position of Chief Market Officer and

Member of the Executive Board of Swiss Life in Germany with responsibility for the entire sales force, distribution management, service and control.

On 1 October 2008 Klaus G. Leyh was appointed Chief Executive Officer of Swiss Life in Germany (CEO Germany) and Member of the Swiss Life Group's Corporate Executive Board.

Other appointments:

- German Insurance Association (GDV), Berlin, Member of the Main Committee Life Insurance
- DEPFA Holding Verwaltungsgesellschaft mbH, Düsseldorf, Member of the Supervisory Board

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), Zurich, Member of the Finance and Regulation Committee

CHARLES RELECOM – Born 1953, Belgian 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.

On 1 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:

– Member of the French Insurance Association (FFSA), Paris

PATRICK FROST – Born 1968, Swiss national Group Chief Investment Officer (Group CIO)



Patrick Frost studied at the ETH in Zurich and the universities of Cologne, Basel and Zurich, obtaining degrees in natural science (dipl. Natw. ETH, 1993), economics (Dr. rer. pol., 1998) and law (lic. iur., 2001). He

began his professional career in 1996 as a portfolio manager and analyst in financial engineering at Winterthur Group. Between 1999 and 2001 he was employed as a Senior Bond Portfolio Manager at Winterthur Investment Management Corp. in New York. He became the Head of Global Fixed Income at Winterthur Group in 2001, where he played a key role in the further strategic development of its asset management.

In July 2006 Patrick Frost was appointed Group Chief Investment Officer (Group CIO) of the Swiss Life Group and Member of the Corporate Executive Board.

Other appointments:

– Castle Alternative Invest AG, Freienbach, Member of the Board of Directors (until 17 May 2011)
– Technopark Zurich, Member of the Board of Trustees

MANFRED BEHRENS – Born 1955, German national Chief Executive Officer AWD (CEO AWD)



After graduating in law, Manfred Behrens initially worked as an attorney in a Hamburg-based law firm. In 1984 he moved to Hamburg Mannheimer AG,

where he assumed various leading positions in the areas of law and sales and went on to become regional manager. He joined Volksfürsorge Deutsche Lebensversicherungs-AG in May 1996 and, in 1998, was appointed Member of the Board of Directors with responsibility for sales and marketing. Manfred Behrens moved to Swiss Life in January 2004, where he held the position of Chief Executive Officer of Swiss Life in Germany (CEO Germany) until August 2008. He was appointed Co-Chief Executive Officer of AWD (Co-CEO AWD) in September 2008. In April 2009 he assumed the role of Chief Executive Officer of AWD (CEO AWD).

Manfred Behrens has been a Member of Swiss Life's Corporate Executive Board since May 2008.

Other appointments:

- Aareal Bank, Wiesbaden, Member of the Supervisory Board
- Commerzbank, Frankfurt am Main, Member of the Regional Advisory Committee North

RESIGNATIONS – There were no resignations from the Corporate Executive Board during the period under review.

TRANSFER OF MANAGEMENT TASKS

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

COMPENSATION

The specifications below follow the directives on information relating to corporate governance issued by the SIX Swiss Exchange and take into consideration the transparency regulations set out in the Swiss Code of Obligations Art. 663b^{bis} and Art. 663c as well as Circular 2010/1 of the Swiss Financial Market Supervisory Authority FINMA on minimum standards for remuneration schemes of financial institutions. Further 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 24 and 31). In addition, the compensation of the members of the Board of Directors and the Corporate Executive Board, and their participation interests, are shown in the Notes to the Swiss Life Holding Financial Statements.

The information in this report is presented in the same way as the previous year. Also included in the information on compensation disclosed for the period under review is the variable compensation to Corporate Executive Board members as a cash bonus for the 2010 financial year, determined and payable at the beginning of 2011. Likewise, the variable compensation payable for the 2010 financial year in the form of blocked shares amounting to 10% of the fixed compensation, which was allocated to members of the Board of Directors at the beginning of 2011, is shown as part of the compensation for 2010.

COMPENSATION POLICY PRINCIPLES – The Board of Directors as a whole is responsible for establishing the guidelines on the Group's compensation policy (incl. bonus and equity compensation plans) and on 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 must be competitive and in line with the market environment. The individual overall compensation takes into account the employee's professional skills, engagement and personal performance. It is made up of a basic salary, a variable bonus based on achievement of the annual objectives, which is generally paid in cash and possibly in shares, as well as a deferred mid- to long-term salary component (equity compensation plan) and contributions to occupational provisions and risk insurance.

The salary is determined according to the employee's function and skill set, and is annually re-assessed 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. The variable bonus in cash and possibly in shares is based on achievement of the annual objectives. It is determined on the basis of the actual performance of individuals or teams (performance-linked payment) in relation to the objectives set and the Swiss Life Group's annual result (share in the company's success). Quantitative and qualitative performance is also always assessed 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 objectives (Key Performance Indicators, KPIs). The main KPIs, besides the key figures relating

to annual profit, costs, business volume, return on equity and solvency, are the profitability of in-force and new business and margin development.

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.

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.

PRACTICE AND PROCEDURE – Pursuant to the Organizational 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 appropriate 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 companies in the financial services industry, drawing its findings from publicly available information and, as necessary, studies by 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 and Zurich Financial Services.

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

ment of medium-term planning targets. The Board of Directors as a whole is also responsible for determining the individual compensation of members of the Corporate Executive Board. It carries out a semi-annual performance assessment of all members of the Corporate Executive Board, based on preparatory work by the Nomination and Compensation Committee. In addition, current aspects of HR policy and in particular succession planning are regularly discussed at meetings of the Board of Directors.

An equity compensation plan exists as a mid- to long-term salary component within the framework of the compensation arrangements 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 Nomination and Compensation Committee. Based on this plan, participants are granted future subscription rights to Swiss Life Holding shares in the form of Performance Share Units (PSUs). 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. The granting of this compensation component is in any case deferred for three years from the date of allocation and thus takes into consideration development in the meantime.

Pursuant to the regulations of the 2008, 2009 and 2010 equity compensation plans, two objective performance criteria have been defined, each weighted at 50%. The first criterion is the Total Shareholder Return on the Swiss Life Holding share (TSR Swiss Life Holding), requiring a performance of over 20% for a subscription right to shares to arise after three years. The second criterion involves a comparison of the Swiss Life Holding share's TSR with the TSRs of the shares of the companies included in the Dow Jones STOXX 600 Insurance Index (TSR Outperformance). A subscription right arises if the performance on expiry of the three-year term is above the first quartile in comparison with the companies in question. Depending on the fulfilment of the two performance criteria within the three-year period, the number of PSUs can increase by up to a factor of 1.5 and 2.0 respectively, or drop to zero. Performance requirements for the

2010 equity compensation plan have been increased over the 2008 and 2009 plans to the extent that 35% performance (previously 30%) is required in the TSR Swiss Life Holding for factor 1 and at least 50% performance (previously 40%) for the maximum factor. The maximum factor has in turn been increased from 1.5 or 150% to 2 or 200%.

47 members of the Swiss Life Group senior management, including members of the Corporate Executive Board, participated in the 2008 equity compensation plan. A total of 52 618 PSUs were allocated, 23 695 to the Corporate Executive Board, of which 5924 to Bruno Pfister as Group CEO. In 2009, 65 members of the Swiss Life Group senior management took part in the plan, in which a total of 53 216 PSUs were allocated; 22 200 to the Corporate Executive Board, of which 6500 to Bruno Pfister in his capacity as Group CEO. In the period under review, 69 members of the Swiss Life Group senior management participated in the 2010 equity compensation plan, which came into effect on 1 April 2010. A total of 68 510 PSUs were allocated; 24 700 to the Corporate Executive Board, of which 6500 to Group CEO, Bruno Pfister.

From 2011, participants in the equity compensation plan will be allocated Restricted Share Units (RSUs) instead of PSUs. As with PSUs, 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, but without any additional performance leverage. The attribution of shares after the expiry of the three-year deferral period will be effected in future on a 1:1 basis (1 RSU = 1 share); the plan is therefore very simple and the process transparent throughout the whole term. The value of RSUs during the three-year term develops linear with the Swiss Life Holding share price and thus systematically corresponds with shareholder interests. The plan also provides for adjustment and reclaiming mechanisms (clawback).

COMPENSATION PAID TO ACTING MEMBERS OF GOVERNING BODIES – The following compensation in cash was received by acting members of the Board of Directors

and the Corporate Executive Board during the period under review:

In CHF

	2010	2009
Board of Directors	1 979 503	2 426 217
Corporate Executive Board	9 600 995 ¹	9 573 342 ²

¹ Incl. cash bonus of CHF 4 475 000 for the 2010 financial year, determined at the beginning of 2011.

² Incl. cash bonus of CHF 3 550 000 for the 2009 financial year, determined at the beginning of 2010.

Two members of the Board of Directors resigned in the 2009 financial year. Bruno Gehrig resigned from his position as Chairman of the Board of Directors of Swiss Life Holding after the General Meeting of Shareholders on 7 May 2009 due to his election to the Board of Directors of UBS AG in October 2008. After serving for six years, Pierfranco Riva stepped down from the Board of Directors at the 2009 General Meeting of Shareholders after reaching the statutory age limit. Two new members were appointed: Frank Schnewlin and Carsten Maschmeyer. Rolf Dörig ceded the position of Delegate of the Board of Directors with effect from 7 May 2009 to take over from Bruno Gehrig as Chairman of the Board of Directors.

There was one resignation from the Board of Directors in the period under review. After serving for seven years on the Swiss Life Board of Directors, Rudolf Kellenberger announced his resignation with effect from the General Meeting of Shareholders of 6 May 2010.

In the 2009 financial year, the composition of the Corporate Executive Board changed as follows: Reto Himmel, Group Chief Technology & Operations Officer (Group CTO), left the Corporate Executive Board with effect from 31 March 2009 due to the discontinuation of the Group CTO function. Thomas Buess joined the Board as of 1 August 2009 as Group Chief Financial Officer (Group CFO), replacing Thomas Müller who resigned from the Corporate Executive Board with effect from 30 June 2009.

There were no personnel changes on the Corporate Executive Board during the year under review.

Compensation remitted to members of the Board of Directors comprises the basic compensation, additional compensation in cash and possibly variable compensation in the form of blocked shares. The basic compensation, which is paid 80% in cash and 20% in blocked Swiss Life Holding shares, 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. The additional compensation in cash is commensurate to the function and workload and is determined annually by the Board of Directors. If Swiss Life Group's business operations have proved successful, a further, variable compensation component of up to a maximum of 15% of the fixed compensation may be remitted in the form of blocked Swiss Life Holding shares; this is decided by the Board of Directors, taking into consideration the business results.

The acting members of the Board of Directors of Swiss Life Holding on the balance sheet date received the following compensation for the period under review:

	Compensation in cash in CHF	Shares with three-year blocking period		Total
		Part of basic compensation	Part of variable compensation for the 2010 financial year ¹	
Rolf Dörig	960 000	1 970	761	2 731
Gerold Bühler	254 000	297	184	481
Frank Schnewlin	174 000	297	134	431
Volker Bremkamp	126 000	198	96	294
Paul Embrechts	82 000	149	64	213
Carsten Maschmeyer	72 668	131	56	187
Henry Peter	82 000	149	64	213
Peter Quadri	82 000	149	64	213
Franziska Tschudi	92 668	169	72	241

¹ Allocated at the beginning of 2011 with value of 04.03.2011

Until leaving the Board of Directors at the General Meeting of Shareholders of 6 May 2010, Rudolf Kellenberger was paid compensation in cash to the amount of CHF 54 167 and, as part of the basic compensation, 110 shares, which were subject to a three-year blocking period.

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.

Compensation remitted to members of the Corporate Executive Board comprises the basic salary, a variable bonus in cash, other compensation (child allowances, allowance for years of service, company cars, premium contributions to 3rd pillar pension plans), as well as possible variable compensation in the form of shares. The members of the Corporate Executive Board also take part in a mid- to long-term equity compensation plan which, as mentioned above, entitles them to Swiss Life Holding shares after a period of three years has elapsed, provided that the relevant requirements have been satisfied at that point.

Salary is determined annually by the Board of Directors, on the basis of a proposal by the Nomination and Compensation Committee, taking into account the individual member's function-related responsibility.

The cash bonus is determined by the Board of Directors in accordance with the described compensation policy principles and based on the company result and the achievement of personal goals assessed in the employee appraisal procedure implemented throughout the Group (Group Performance System, GPS). The bonus is set at a maximum of 35% of total compensation ("bonus cap") and requires that all objectives have been considerably exceeded.

At Corporate Executive Board level, the amount of the bonus depends 60% directly on the company's success. As mentioned above, the following key figures are included in the Key Performance Indicators (KPIs) used to assess company success: The annual profit, costs, business volume, return on equity and solvency, as well as the profitability of in-force and new business and margin performance. The weighting of the individual KPIs is determined by the Board of Directors. 40% of the bonus 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.

COMPENSATION PAID TO FORMER MEMBERS OF GOVERNING BODIES – None.

SHARE ALLOTMENT IN THE YEAR UNDER REVIEW – Some of the shares allotted to the members of the Board of Directors in the period under review form part of their

basic compensation, 80% of which was granted in cash and 20% in blocked Swiss Life Holding shares. The remaining shares were allotted at the beginning of 2011 as variable compensation amounting to 10% of the fixed compensation based on the good business results in the 2010 financial year. All shares are subject to a three-year blocking period.

No variable compensation in shares was granted to the members of the Corporate Executive Board for the 2010 financial year. As described, they are participating in the current equity compensation plan.

For the 2010 financial year, the members of the Board of Directors were allotted the following shares, subject to a three-year blocking period:

Board of Directors	5114 shares, allocated at values of CHF 95.464, CHF 110.242 and CHF 132.492 ¹ . The shares are subject to a three-year blocking period.
Corporate Executive Board	none

¹ Economic value equal to the tax value, taking the blocking period into account. The share prices (closing prices) on the days of allocation of 18.06.2010, 15.12.2010 and 04.03.2011 were CHF 113.70, CHF 131.30 and CHF 157.80 respectively.

No shares were allocated to closely linked parties² within the meaning of the law.

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

SHARE OWNERSHIP – On the balance sheet date of 31 December 2010, 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:

	SLH shares 31.12.2010
Rolf Dörig	35 247
Gerold Bühner	2 782
Frank Schnewlin	485
Volker Breckamp	1 465
Paul Embrechts	1 094
Carsten Maschmeyer	1 620 861
Henry Peter	2 174
Peter Quadri	1 874
Franziska Tschudi	1 114
TOTAL BOARD OF DIRECTORS	1 667 096

	SLH shares 31.12.2010
Bruno Pfister	9 068
Ivo Furrer	0
Klaus G. Leyh	53
Charles Relecom	0
Thomas Buess	2 500
Patrick Frost	4 013
Manfred Behrens	698
TOTAL CORPORATE EXECUTIVE BOARD	16 332

The number of future subscription rights to Swiss Life Holding shares allocated in the context of the above-mentioned equity compensation plan to members of the Corporate Executive Board in the form of Performance Share Units (PSUs), the exercise of which depends on the fulfilment of specific performance criteria, is shown in table form in the Notes to the Swiss Life Holding Financial Statements.

HIGHEST TOTAL COMPENSATION, BOARD OF DIRECTORS – As Chairman of the Board of Directors, Rolf Dörig received the highest total compensation for a member of the Board of Directors of Swiss Life Holding in 2010.

The basic compensation of members of the Board of Directors is paid 80% in cash and 20% in blocked Swiss Life Holding shares. As a result of the good business results, variable compensation for the 2010 financial year was paid to members of the Board of Directors at the beginning of 2011 in the form of blocked shares amounting to 10% of the fixed compensation. No variable compensation components in shares had been allocated to members of the Board of Directors for the 2009 financial year.

The compensation granted to Rolf Dörig in the period under review in the form of cash, shares and contributions to occupational provisions was as follows:

In CHF

Compensation in cash	960 000	
Shares ¹	302 399	2731 SLH shares with three-year blocking period ¹
Share options	none	
Total compensation 2010		
in cash and shares	1 262 399	
including annual contribution to occupational provisions of CHF 195 656	1 458 054	
Total compensation 2009		
in cash and shares	1 238 690	
including annual contribution to occupational provisions of CHF 195 656	1 434 346	

¹ On the one hand as part of the basic compensation and, on the other, as variable compensation in blocked shares for the 2010 financial year allocated at the beginning of 2011. The allocation was effected on 18.06.2010, 15.12.2010 and 04.03.2011 at an economic value of CHF 95.454, CHF 110.242 and CHF 132.492, which is equal to the tax value, taking into account the blocking period of three years. The share prices on the days of allocation were CHF 113.70, CHF 131.30 and CHF 157.80 respectively.

HIGHEST TOTAL COMPENSATION, CORPORATE EXECUTIVE BOARD – As Group CEO, Bruno Pfister received the highest total compensation for a member of the Corporate Executive Board in the period under review.

The compensation granted in 2010 to Bruno Pfister in the form of cash, shares and contributions to occupational provisions was as follows:

In CHF

Compensation in cash ¹	2 485 435	
Shares	none	
Share options	none	
Total compensation 2010²		
in cash and shares	2 485 435	
including regular contribution to occupational provisions of CHF 234 220 ³	2 719 655	
Total compensation 2009⁴		
in cash and shares	2 178 553	
including annual contribution to occupational provisions of CHF 175 801	2 354 354	

¹ Including cash bonus of CHF 1 200 000 for the 2010 financial year, determined at the beginning of 2011, and other compensation in cash (child allowances, company car, premium contribution).

² Excluding the mathematical value of the PSUs allocated in 2010; incl. the mathematical value of CHF 974 870, total compensation amounted to CHF 3 694 525.

³ Annual contribution of CHF 185 230 and a supplementary payment of CHF 48 990 due to an increase in insured salary.

⁴ Excluding the mathematical value of the PSUs allocated in 2009; incl. the mathematical value of CHF 332 930, total compensation amounted to CHF 2 687 284.

In addition to compensation in the form of cash, shares and contributions to occupational provisions, Bruno Pfister was allocated 6500 future subscription rights in

the form of Performance Share Units (PSUs) as part of the three-year equity compensation plan. These entitle him to Swiss Life Holding shares as at 1 April 2013, provided that

the relevant requirements have been satisfied at that point (deferred compensation). Depending on how the two defined performance criteria develop, the number of PSUs can increase by a factor of 2 or drop to zero. On the allocation date of 1 April 2010, the fair value of one PSU was CHF 149.98.

Taking into consideration the mathematical value of the PSUs allocated in 2010, which came to CHF 974 870, Bruno Pfister's total compensation for 2010 amounted to CHF 3 694 525.

In 2009 Bruno Pfister was allocated 6500 future subscription rights in the form of Performance Share Units (PSUs). On the allocation date of 1 April 2009, the fair value of one PSU was CHF 51.22. Taking into consideration the mathematical value of the PSUs allocated in 2009, which came to CHF 332 930, Bruno Pfister's total compensation for 2009 amounted to CHF 2 687 284.

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.

RIGHT OF REPRESENTATION – The Articles of Association stipulate that a shareholder may be represented by a legal representative, or, if a written power of attorney exists, by another shareholder entitled to vote, by a management representative, by an independent voting representative or by a representative of deposited shares.

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 in order 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, or change these provisions of the Articles of Association.

CONVOCACTION 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.

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.

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.

CLAUSES ON CHANGES OF CONTROL – No contractual provisions exist in favour of the Board of Directors or the Corporate Executive Board with regard to control of the company.

AUDITORS

PricewaterhouseCoopers (PwC) serves as external statutory auditor for all (prior year: 68%) 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 as statutory auditor and Group auditor. Since then PwC has been re-elected without fail. PwC has also acted as statutory auditor and Group auditor for Swiss Life Ltd since 1994. The partner at PwC in charge of auditing the Swiss Life Holding annual financial statements and consolidated financial statements (lead auditor) has held that function since the 2004 financial year. 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, it has appointed a new lead auditor who will take over responsibility for auditing the Swiss Life Holding annual financial statements and consolidated financial statements as of the 2011 financial year.

AUDITING FEES — In 2010 the auditing fees credited to PwC came to CHF 9.2 million (2009: CHF 7.8 million). This includes the fees for reviewing the 2010 half-year accounts.

ADDITIONAL FEES — In 2010 PwC received additional fees totalling around CHF 3.7 million for advisory services (2009: CHF 3.0 million), approximately CHF 1.6 million of which was for actuarial advisory services, CHF 1.7 million for fiscal and financial advisory services and CHF 0.3 million for strategic advisory services. The remainder resulted from legal and other advisory services. The advisory services were performed in compliance with the relevant independency regulations set forth in the Swiss Code of Obligations and the Audit Supervision Act.

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 pos-

sible 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. 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.

INFORMATION POLICY

Swiss Life communicates actively and openly both within and outside the company. Key facts and figures about the Swiss Life Group can be accessed at www.swisslife.com. Furthermore, 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.

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 and half-year reports since 1997 can be accessed on the website, "Shareholders & Analysts" area, "Archive Reports" section (www.swisslife.com/en/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. For the last seven years, the company has been holding an annual Investor's Day; the most recent was held on 24 November 2010.

Contact details are available at the end of the Business Review Section.

The full corporate governance report is provided in the Financial Statements (accessible at www.swisslife.com/report).