

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 3 201 439.10, divided into 32 014 391 fully paid registered shares with a par value of CHF 0.10 each;
- Conditional share capital: CHF 385 794.80, divided into 3 857 948 registered shares with a par value of CHF 0.10 each;
- Authorised share capital: none.

If the conditional share capital were utilised to the maximum extent possible, the share capital would increase by around 12% (385 794.80 divided by 3 201 439.10 or 3 857 948 divided by 32 014 391).

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

Since the establishment of Swiss Life Holding on 17 September 2002, a number of capital market transactions have been conducted. A detailed description of the transactions carried out up to and including the end of 2017 can be found in the Corporate Governance section of the annual reports for the relevant years. The annual reports can be accessed at www.swisslife.com, “Investors and Shareholders” area, “Results and Reports” section (www.swisslife.com/annualreports).

In 2018 there were no changes to the share capital. The distribution of CHF 13.50 per share approved by the Annual General Meeting on 24 April 2018 was made from the capital contribution reserves.

In the year under review, as part of the share buyback programme announced by Swiss Life on 29 November 2018, the 628 500 registered shares with a par value of CHF 5.10 each that had been repurchased up to and including 8 March 2019 were cancelled on 17 July 2019 in accordance with the resolution of the Annual General Meeting on 30 April 2019. As a result, the ordinary share capital decreased from CHF 174 537 840.60 to CHF 171 332 490.60.

In the year under review, on 28 April 2020 the Annual General Meeting of Swiss Life Holding approved a reduction in share capital by means of a reduction in par value of CHF 5.00 per registered share and the cancellation of 1 580 215 registered shares acquired under the 2018/2019 share buyback programme. The share capital thus fell from CHF 171 332 490.60, divided into 33 594 606 fully paid-up registered shares with a par value of CHF 5.10 each, to CHF 3 201 439.10 fully paid-up registered shares with a par value of CHF 0.10 each. The conditional capital decreased from 19 675 534.80, divided into 3 857 948 registered shares with a par value of CHF 5.10 each, to CHF 385 794.80 divided into 3 857 948 registered shares with a par value of CHF 0.10 each.

Shares

32 014 391 fully paid-up Swiss Life Holding registered shares with a par value of CHF 0.10 each were outstanding on the balance sheet date. Subject to the ten per cent limit on voting rights set out in the Articles of Association (cf. the section on “Shareholders’ participation rights” on page 74), each share grants the right to one vote at the Annual General Meeting.

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

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

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

Additional information on the Swiss Life share is available in the section “Share Performance and Historical Comparison” on pages 344 and 345.

Limitations on transferability and nominee registrations

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

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

Swiss and foreign banks, securities brokers and companies acting on their behalf may be entered in the share register as nominees if they are holding shares of Swiss Life Holding in their custody for the account of the beneficial owners. Professional asset managers may also be registered as nominees if, in a fiduciary capacity, they have deposited Swiss Life Holding shares for the account of third parties with Swiss or foreign banks or securities brokers in their own name. Nominees are required to be subject to banking or financial market supervision. A request must be filed to register as a nominee. The voting right representation is restricted to 10% of the share capital overall, whereby nominees who are connected with regard to capital or voting rights under uniform management or contractual agreement will be counted as a single shareholder. The Board of Directors may approve exceptions to these restrictions on registration, observing the principle of responsible judgement. No such exemptions were granted during the period under review.

Convertible bonds and options

Swiss Life Holding has no convertible bonds outstanding on the balance sheet date. The 0% convertible bond (2013–2020) issued by Swiss Life Holding Ltd in 2013 in the amount of CHF 500 000 000 was fully converted or repurchased during the 2017 financial year.

As at 31 December 2020 Swiss Life Holding and its Group companies had not granted any options on rights to participate in Swiss Life Holding.