# **1. Introduction by the Chairman of the Nomination & Compensation Committee**

#### Dear Shareholder

The public demand for greater transparency regarding the remuneration of the Board of Directors and the Group Executive Board, together with the results of the external benchmarking study conducted in 2012 and the weaker-than-expected result of last year's consultative vote on the Remuneration Report, has led Geberit to make a series of changes in the area of executive remuneration and its disclosure in order to meet the needs of the various stakeholders.

In terms of content, the following changes were made to the remuneration system:

- The remuneration of the Board of Directors consists exclusively of a fixed remuneration paid out in the form of non-discounted shares with a blocking period
- Implementation of a performance criterion in the Long-Term Incentive for the Group Executive Board
- Increased transparency of the performance-based compensation programs (Short-Term and Long-Term Incentives)
- Implementation of a claw-back policy and a change of control clause for the Group Executive Board
- Increased disclosure of compensation and employment terms and conditions of the Group Executive Board.

The Remuneration Report provides comprehensive information about the remuneration principles and programs applicable to the Board of Directors and the Group Executive Board. It also describes the governance of the determination of remuneration and provides details of remuneration related to the 2013 performance year. The report meets today's corporate governance standards and is written in accordance with Art. 663b and 663c of the Swiss Code of Obligations, the principles of the Swiss Code of Best Practice issued by economiesuisse and the Corporate Governance Directive of the SIX Swiss Exchange.

I hope you find this report informative; I am confident that the changes made to executive remuneration align well with the evolving environment in which the company operates.

Yours sincerely

R. Sum

Robert F. Spoerry Chairman of the Nomination & Compensation Committee

## 2. Remuneration policy and principles

In order to ensure the company's success and to maintain its position as market leader, it is critical to attract, develop and retain the right talent. Geberit's compensation programs are designed to support these fundamental objectives and are based on the following principles:

- Remuneration is competitive with that of other companies with which Geberit competes for talent
- Both company performance and individual contributions are recognized and rewarded
- Remuneration programs are balanced between the reward of short-term success and long-term value creation
- Shareholding programs foster the long-term commitment of executives and the alignment of their interests to those of shareholders
- Executives are protected against risks through appropriate pension and insurance programs

In order to ensure the independence of the Board of Directors in its supervisory function over the Group Executive Board, members of the Board of Directors receive a fixed remuneration in the form of non-discounted shares with a blocking period of four years. The remuneration system for the Board of Directors no longer contains any performance-related component.

The remuneration of the Group Executive Board is based on Geberit's value drivers, such as sales growth, earnings before interest and tax (EBIT), return on invested capital (ROIC) and earnings per share (EPS). The performance-related components are embedded in the annual target setting process within the performance management system, where both individual and financial performance objectives are defined and assessed.

Geberit's remuneration system is balanced between the reward of individual performance and the company's success, and the long-term retention of executives and the alignment of their interests to those of shareholders by means of an equity ownership plan.

## **3. Determination of remuneration**

#### 3.1. Process of determination of remuneration

The Nomination & Compensation Committee (NCC) supports the Board of Directors (BoD) in the fulfillment of its duties and responsibilities in the area of personnel policy, which include:

- Regular review of the remuneration system and benefits
- Yearly review of the individual remuneration of members of the Group Executive Board
- Yearly assessment of members of the Group Executive Board
- Personnel development of the Group Executive Board
- Succession planning and nomination for positions on the Group Executive Board
- Preparation of the selection of candidates for election or re-election to the Board of Directors

#### Approval and authority levels:

Decision on	CEO	NCC	BoD
Remuneration of members of the Board of Directors, Chairman of the Board of Directors/CEO		proposes	approves
Fixed remuneration, members of the Group Executive Board (excl. CEO)	proposes	reviews	approves
STI <sup>1</sup> , Chairman of the Board of Directors/CEO		proposes	approves
STI <sup>1</sup> , members of the Group Executive Board (excl. CEO)	proposes	reviews	approves
LTI <sup>2</sup> grant, Chairman of the Board of Directors/CEO		proposes	approves
LTI <sup>2</sup> grant, members of the Group Executive Board (excl. CEO) and other eligible parties	proposes	reviews	approves
1 Chart Tanga Incarding			

<sup>1</sup> Short-Term Incentive

<sup>2</sup> Long-Term Incentive (long-term equity participation plan)

The Nomination & Compensation Committee consists exclusively of independent members of the Board of Directors, who will be, as of 2014 and in accordance with the Ordinance OaEC, proposed for election by the Annual General Meeting. For the period under review, the Nomination & Compensation Committee consisted of Robert F. Spoerry as Chairman and Jørgen Tang-Jensen and Hartmut Reuter as members (the latter as of October 2013). The Chairman of the Nomination & Compensation Committee can invite the Chairman of the Board of Directors/CEO and the Head Corporate Human Resources to join the meetings. However, the Chairman of the Board of Directors/CEO does not take part in the section of the meeting where his own remuneration is discussed.

After each meeting, the Chairman of the Nomination & Compensation Committee reports to the Board of Directors on its activities and recommendations. The minutes of the Nomination & Compensation Committee's meetings are available to the full Board of Directors.

### 3.2. Benchmarks and external consultants

Geberit regularly reviews the remuneration of its executives, including members of the Group Executive Board; this includes regular participation in benchmark studies on comparable functions in other industrial companies. In 2012, a detailed analysis of the remuneration of members of the Group Executive Board was carried out by an independent external compensation consulting firm, Towers Watson. This consulting firm has no other mandates from Geberit. The remuneration analysis was conducted on the basis of a peer group of industrial companies of comparable size and geographic scope, with their headquarters in Switzerland: Barry Callebaut, Bucher, Dätwyler, EMS-Chemie, Georg Fischer, Givaudan, Kaba, Lindt & Sprüngli, Logitech, Lonza, Mettler-Toledo, Nobel Biocare, Oerlikon, Sika, Sonova, Straumann, Sulzer and Zehnder. The study revealed that remuneration of the CEO and other members of the Group Executive Board was broadly in line with that of the peer group. However, it became apparent that the weighting of the different remuneration components deviated from that of the market; in particular, the proportion of the Long-Term Incentive as a percentage of the total remuneration at Geberit was below that of the peer group. The Board of Directors intends to rebalance the remuneration components in line with market practice over the coming years.

In regard to the remuneration of the Board of Directors, the remuneration of nonfinancial companies of the Swiss Market Index Mid (SMIM) and of the Swiss Market Index (SMI) is taken into consideration, as well as public surveys. The remuneration system (structure) is reviewed periodically by the Nomination & Compensation Committee. Such a review took place in 2012 and has led to a fundamental change: the elimination of any performance-related remuneration for the Board of Directors.

#### 3.3. Shareholder involvement

It is important for Geberit to receive feedback on the Remuneration Report through a consultative vote at the Annual General Meeting, and to make corrections where appropriate. The weaker-than-expected approval of the Remuneration Report at last year's General Meeting was one of the main reasons for the decision to critically examine areas of improvement. The company has made significant efforts to improve the compensation disclosure in terms of transparency and level of detail about the remuneration system. Further, the company has made changes to the remuneration programs as mentioned above. At the 2014 General Meeting, shareholders will have the opportunity to comment on those improvements in the course of the consultative vote on the 2013 Remuneration Report. Geberit is also in contact with shareholders and shareholders' representatives in order to explain and discuss its remuneration policy and programs.

### 4. Remuneration architecture

#### 4.1. Board of Directors

Remuneration of the members of the Board of Directors is based on a fixed retainer and a compensation for their committee work. They also receive a lump sum to cover their expenses. The Vice Chairman/Lead Director receives a higher remuneration than other members of the Board of Directors. The remuneration of non-executive members of the Board of Directors is paid out in the form of shares, which are subject to a blocking period of four years. Only the expenses allowance is paid out in cash.

The remuneration of the Chairman of the Board of Directors is covered by his reported remuneration as CEO.

#### 4.2. Group Executive Board

Remuneration of the Group Executive Board is defined in a regulation adopted by the Board of Directors and consists of the following elements:

- Base salary
- Variable cash remuneration (Short-Term Incentive (STI))
- Long-term equity participation plan (Long-Term Incentive (LTI))
- Additional employee benefits, such as pension benefits and perquisites

	Program	Instrument	Purpose	Plan-/ performance period
Fixed base salary	Annual base salary	Monthly cash payments	Attract & Retain	
Short-Term Incentive	Short-Term Incentive, STI	Annual variable cash	Reward short-term performance	1-year performance period
	Share Participation Program MSPP	In case of an investment of variable cash in shares Matching share options	Align with interests of shareholders	<ul> <li>Shares:</li> <li>3-year plan period</li> <li>Share options:</li> <li>4-year performance period</li> <li>7-year plan period</li> </ul>
Long-Term Incentive	Share Option Plan MSOP	Performance share options	Reward long-term performance Align with interests of shareholders	4-year performance period 7-year plan period
Benefits	Pension	Gemeinschafts- stiftung Wohlfahrtsfond	Cover retirement, survivors' and disability risks	y
	Perquisites	Company car policy, expense policy	Attract & Retain	

#### Base salary

The base salary is paid in cash on a monthly basis. It is determined on the basis of the scope and responsibilities of the position, the external value of the role and the qualifications and experience of the incumbent.

#### Variable cash remuneration / Short-Term Incentive (STI)

The variable cash remuneration / STI of the Group Executive Board and some 150 additional members of Group management depends on the achievement of annual financial business goals equally weighted (sales growth, EBIT growth, earnings per share and return on invested capital (ROIC)), and on the achievement of individual objectives agreed and evaluated during the annual performance management process. The transparency and consistency of the system over many years has conferred a high level of credibility and acceptance.

The base salary and the variable cash remuneration (assuming 100% achievement of objectives) form the target income. The base salary makes up 70% of the target income and the variable remuneration 30%, out of which 25% is driven by the achievement of business goals and 5% by the achievement of individual objectives.

#### Functionality remuneration model

Every year, on the basis of a recommendation made by the Nomination & Compensation Committee, the Board of Directors determines the expected level of performance for each financial objective for the following year. The target level of performance is in line with the budget and leads to a payout level equivalent to the target incentive (25% of target income as defined above). In addition, a threshold level of performance, below which no variable renumeration is paid out, and a maximum level of performance, above which the variable renumeration is capped, are determined as well. The payout level between the threshold, the target and the maximum is calculated by linear interpolation. The maximum payout for the financial objectives shall not exceed 60% of target income.

The individual performance component is based on the achievement of individual objectives predefined at the beginning of the year between the CEO and individual members of the Group Executive Board, and for the CEO, between the Board of Directors and the CEO. The individual objectives can be qualitative and quantitative in nature. The individual performance component amounts to 5% of target income (as defined above) and the payout may range from 0% to 10% of target income. As a result, the total variable cash remuneration for members of the Group Executive Board is capped at 70% of the target income, which corresponds to the annual base salary.

Members of the Group Executive Board have the opportunity to invest part or all their variable cash remuneration in shares of the company through the Management Stock Purchase Plan (MSPP). They may define a fixed number of shares to purchase, or a certain amount or a percentage of their variable cash remuneration to be invested in shares. In order to encourage executives to participate in the program, a free share option is provided for each share purchased through the program. The shares are blocked for a period of three years. The options are subject to a performance-based vesting period of four years; a guarter of the options can be exercised one year after the grant, a further quarter two years after the grant, a further quarter three years after the grant, and the remaining quarter four years after the grant. All the other elements are regulated equally according to the MSOP options (please refer to the section below).

140%	Maximum Income	
130%		
120%		
110%		
100%	Target Income	
90%	-	
80%	-	25%
70.0/	Dees Colony -	5%
70%	Base Salary = Guaranteed Income	
60%		
50%	_	
40%		
30%		
20%		
10%		7006

#### Long-Term Incentive (LTI)

The purpose of the Long-Term Incentive (Management Share Option Plan MSOP) is to ensure long-term value creation for the company, alignment of the interests of executives to those of shareholders and long-term retention of executives. The MSOP was revised, effective January 1, 2013, with the introduction of a performance-based vesting condition.

Every year, the Board of Directors determines the grant of share options. Based on a benchmark study conducted in 2012, the Board of Directors decided to increase the grant value for members of the Group Executive Board. The market value of options granted amounts to 40% of the target income for the CEO and to 20% of the target income for other members of the Group Executive Board. For some 60 additional participants of the Group management, the market value amounts to 10% of the target income.

The exercise price of the options corresponds to the fair market value at the time of grant. In order to respond to the demands of various stakeholders, the vesting schedule has been modified, so that the average vesting period now is three years. The options are subject to a vesting period over four years: a third of the options can be exercised two years after the grant, a further third can be exercised three years after the grant and the remaining third four years after the grant. The vesting of share options is subject to the achievement of a performance criterion, the average Return on Invested Operating Capital (ROIC) over the respective vesting period. A target level of performance is defined, for which the options will vest in full. A minimum level of performance (threshold) is defined, below which there is no vesting at all. The payout level between the threshold and the target is determined by linear interpolation. There is no over-achievement in the MSOP. The options have a term of seven years after which they expire. They can be exercised between the respective vesting date and the expiration date.

In the event of termination of employment, vested options from the MSOP and the MSPP program can be exercised within a 90-day period. Any options that have not been exercised lapse following the expiry of this 90-day period. Non-vested options from the MSOP program are forfeited on termination. Non-vested options from the MSPP program can be repurchased by Geberit. The repurchase price is calculated as the difference between the market price at termination date and the exercise price of the

To find out how the long-term option program (MSOP) works, visit the interactive graphic in the online Annual Report at

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→ www.geberit.com/annualreport > Business report > Remuneration report.

option, and is capped at 10% of the exercise price. If Geberit does not repurchase the options, those continue to vest normally and are exercisable over a 90-day period after the vesting.

In the event of termination of employment following a change of control, the restrictions on any options and shares granted as part of Geberit's participation plans lapse, so that shares are immediately free and options can be exercised.

#### Benefits

Members of the Group Executive Board participate in the regular employee pension fund applicable to all employees in Switzerland. The retirement plan consists of a basic plan covering annual earnings up to TCHF 146 per annum, with age-related contribution rates equally shared between the company and the individual, and a supplementary plan in which income in excess of TCHF 146 is insured (including variable cash remuneration). The company pays for the entire contribution in the supplementary plan.

Furthermore, each member of the Group Executive Board is entitled to a company car and a representation allowance in line with the expense regulations applicable to all members of management in Switzerland and approved by the tax authorities.

#### **Employment terms and conditions**

All members of the Group Executive Board have permanent employment contracts with notice periods of a maximum of one year. Members of the Group Executive Board are not entitled to a severance payment.

In order to ensure good corporate governance, Geberit has implemented a claw-back policy on payments made under the Short-Term Incentive program over the last three years, which covers situations where the company is required to restate its accounts due to non-compliance with financial reporting requirements under the securities laws at the time of disclosure. In such cases, the Board of Directors is empowered to recalculate the STI payout, taking into account the restated financial results, and to seek reimbursement of any STI amount paid in excess of the variable cash renumeration.

# **5. Board of Directors: remuneration and share ownership**

In 2013, members of the Board of Directors received a total remuneration of TCHF 1,183 (previous year TCHF 1,198). Compensation for regular board activities and committee assignments amounted to TCHF 1,063 (previous year TCHF 1,100). This is a reduction of approximately 3%. For 2013, the remuneration of the Board of Directors consists solely of a fixed remuneration paid out in the form of non-discounted restricted shares.

Please refer to the following table for details pertaining to the remuneration of members of the Board of Directors:

	A. Baehny Chairman <sup>4</sup>	R. Spoerry Vice Chairman	H. Reuter	F. Ehrat	J. Song	J. Tang- Jensen	Total
	CHF	CHF	CHF	CHF	CHF	CHF	CHF
2013							
Remuneration of the Board of Directors							
Accrued remuneration <sup>1</sup>	-	320,000	222,500	150,000	170,000	200,000	1,062,500
Expenses	-	15,000	15,000	11,250	15,000	15,000	71,250
Contributions to social insurance	-	15,071	10,714	7,438	6,066	9,701	48,990
Total	-	350,071	248,214	168,688	191,066	224,701	1,182,740

Remuneration of former members of the Board of Directors	
Accrued remuneration	50,000
Expenses	3,750
Contributions to social insurance	2,469
Total	56,219

	A. Baehny Chairman <sup>4</sup>	R. Spoerry Vice Chairman	H. Reuter	S. Ruoff	J. Song	J. Tang- Jensen	Total
	CHF	CHF	CHF	CHF	CHF	CHF	CHF
2012							
Remuneration of the Board of Directors							
Remuneration							
- Fixed remuneration	-	210,000	140,000	130,000	82,500	97,500	660,000
- Variable remuneration	-	140,043	93,384	86,684	54,843	64,846	439,800
Total remuneration <sup>2</sup>	-	350,043	233,384	216,684	137,343	162,346	1,099,800
thereof drawn in shares in 2013 <sup>3</sup>		333,621	222,183	206,230	103,346	122,305	987,685
Expenses	-	10,000	10,000	10,000	7,500	7,500	45,000
Contributions to social insurance	-	16,422	11,201	10,454	6,799	7,893	52,769
Total	-	376,465	254,585	237,138	151,642	177,739	1,197,569

<sup>1</sup> Directors fee booked, but not yet paid as at December 31. Payment will be made in the first quarter of 2014 in the form of restricted shares. The blocking period is 4 years. <sup>2</sup> The total remuneration for 2012 was calculated based on the fixed fee and the share discount of 40% granted under the Employee Share Plan 2013 in March 2013. The size of the Employee Share Plan discount is based on the performance of the previous year. For 2013, the compensation regulations of the board have been changed. From 2013, the compensation for the Board of Directors no longer includes a variable component.

<sup>3</sup> The remuneration is paid out in the form of registered shares in the company with a par value of CHF 0.10 each, 4-year blocking period, valued at fair value at grant date of CHF 231.20. The part not paid in shares is used for the payment of social charges and for Swiss withholding taxes for non Swiss board members.

 $^4$  The remuneration of A. Baehny as Chairman of the Board is compensated with his total CEO remuneration.

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### As of the end of 2013 and 2012, the members of the Board of Directors held the following shares in the company:

	A. Baehny Chairman	R. Spoerry Vice Chairman	H. Reuter	F. Ehrat	J. Song	J. Tang- Jensen	Total
2013							
Shareholdings Board of Directors							
Shares	see Group Executive Board	6,355	5,584	200	448	749	13,336
Percentage voting rights shares		< 0.1%	< 0.1%	< 0.1%	< 0.1%	< 0.1%	< 0.1%
	A. Baehny Chairman	R. Spoerry Vice Chairman	H. Reuter	S. Ruoff	J. Song	J. Tang- Jensen	Total
2012							
Shareholdings Board of Directors							
Shares	see Group Executive Board	4,912	4,623	2,595	1	220	12,351
Percentage voting rights shares		< 0.1%	< 0.1%	< 0.1%	< 0.1%	< 0.1%	< 0.1%

As of December 31, 2013, there were no outstanding loans or credits between the company and the members of the Board of Directors.

## 6. Group Executive Board: remuneration and share/option ownership

The remuneration of the Group Executive Board amounted to TCHF 7,391 in 2013 (previous year TCHF 6,504). Remuneration of the CEO amounted to TCHF 2,597 in 2013 (previous year TCHF 2,358). Base salaries for the CEO and other members of the Group Executive Board remained unchanged. The increase of the overall compensation from 2012 to 2013 is the consequence of the strong results achieved in 2013. The majority of business goals were clearly overachieved. The amount of options granted under the MSOP (Long-Term Incentive) was increased from 30% to 40% of the target income for the CEO, and from 10% to 20% of the target income for other members of the Group Executive Board. As described in > 3.2 Determination of renumeration, "Benchmarks and external consultants", these are necessary changes to rebalance the different remuneration components in order that the total compensation package is in line with market practice over the coming years. During this process, the base salaries of members of the Group Executive Board will remain unchanged. The MSPP options decreased compared to the previous year as a smaller part of the variable remuneration was drawn in shares. Contributions to company pension funds decreased for the CEO and other members of the Group Executive Board, as the 2012 figures included a onetime adjustment related to pension scheme modifications (reduction of pension conversion).

#### The following table shows details of remuneration for 2013 and 2012:

		2013		2012
	A. Baehny CEO <sup>10</sup>	Total	A. Baehny CEO	Total
	CHF	CHF	CHF	CHF
Remuneration of the Group Executive Board				
Salary				
- Fixed salary	946,803	2,861,729	946,803	2,861,729
- Variable salary <sup>1</sup>	831,086	2,507,682	596,580	1,792,510
thereof in shares in 2013 <sup>2</sup>			596,496	1,028,378
Shares/options				
- Call options MSOP 2012 A <sup>3</sup>	0	0	179,755	327,146
- Call options MSOP 2012 B <sup>4</sup>	0	0	163,093	296,822
- Call options MSOP 2013 <sup>5</sup>	548,526	1,110,585	0	0
- Call options MSPP	62,797 <sup>6</sup>	108,264 <sup>6</sup>	107,271 <sup>7</sup>	219,068 <sup>7</sup>
Non-cash benefits				
- Private share of company vehicle <sup>8</sup>	9,660	38,792	9,660	37,512
Expenditure on pensions				
- Pension plans and social insurance	196,283	752,034	352,076 <sup>11</sup>	956,121 <sup>11</sup>
- Contribution health/accident insurance	2,262	12,390	2,390	13,030
Total <sup>9</sup>	2,597,417	7,391,476	2,357,628	6,503,938

<sup>1</sup> The amounts to be paid respectively the amounts effectively paid are shown. The payment of the variable salary occurs in the following year. The member of the Group Executive Board are free to choose between a payment in shares or in cash.

<sup>2</sup> Registered shares of the company with a par value of CHF 0.10 each, 3-year blocking period, valued at fair market value at grant date of CHF 231.20 (PY CHF 192.85).
<sup>3</sup> Call options A on registered shares of the company with a par value of CHF 0.10 each, issued within the scope of the Management Stock Option Program (MSOP); 1 option entitles to purchase 1 registered share at an exercise price of CHF 196.15; definitive acquisition of the option ("vesting") dependent on various conditions, 2-year blocking period, market value of CHF 26.97 determined using the binomial method.

<sup>4</sup> Call options B on registered shares of the company with a par value of CHF 0.10 each, issued within the scope of the Management Stock Option Program (MSOP); 1 option entitles to purchase 1 registered share at an exercise price of CHF 205.50; definitive acquisition of the option ("vesting") dependent on various conditions, 4-year blocking period, market value of CHF 24.47 determined using the binomial method.

<sup>5</sup> Call options on registered shares of the company with a par value of CHF 0.10 each, issued within the scope of the Management Stock Option Programm (MSOP); 1 option entitles to purchase 1 registered share at an exercise price of CHF 231.20; definitive acquisition of the option ("vesting") dependent on various conditions, 2-4-year blocking period (3 tranches at 33.3%), market value of CHF 24.34 determined using the binomial method. Effective January 1 2013, the MSOP program has been amended by implementing a performance-based vesting criteria (→ Note 18 Participation plans of the consolidated financial statements),

<sup>6</sup> Call options on registered shares of the company with a par value of CHF 0.10 each, issued within the scope of the Management Share Participation Program (MSPP) related to the payout of the variable salary for the year 2012 and 2011 respectively; 1 option entitles to purchase 1 registered share at an exercise price of CHF 231.20; definitive acquisition of the option ("vesting") dependent on various conditions, 1-4-year blocking period (4 tranches at 25%), market value of CHF 24.34 determined using the binomial method.

<sup>7</sup> Call options on registered shares of the company with a par value of CHF 0.10 each, issued within the scope of the Management Share Participation Program (MSPP); 1 option entitles to purchase 1 registered share at an exercise price of CHF 192.85; definitive acquisition of the option ("vesting") dependent on various conditions, 2-year blocking period, market value of CHF 31.43 determined using the binomial method.

<sup>8</sup> Valuation in accordance with the guidelines of the Swiss Federal Tax Administration FTA (0.8% of the purchase cost per month).

<sup>9</sup> Immaterial payments (below CHF 500) are not included in the total. Overall, these payments do not exceed CHF 2,000 per member of the Group Executive Board. <sup>10</sup> The remuneration of A. Baehny as Chairman of the Board of Directors is compensated with his total CEO remuneration.

<sup>11</sup> Including one-off compensation in pension provision due to pension scheme modifications (reduction of pension conversion rate).

The parameters taken into consideration in the option valuation model are set out in -> Note 18 Participation plans of the consolidated financial statements.

#### As of the end of 2013 and 2012, the Group Executive Board held the following shares in the company:

	Maturity	Average exercise price in CHF	A. Baehny CEO	R. Iff CFO	W. Christen- sen	M. Reinhard	K. Spachmann	Total
2013								
Shareholdings Group Exe	cutive Board							
Shares			45,201	20,000	1,489	1,940	3,084	71,714
Percentage voting rights shares			0.12%	< 0.1%	< 0.1%	< 0.1%	< 0.1%	0.19%
Call options <sup>1</sup>								
Vesting period:								
Vested	2014-2016	217.60	1,792	957	0	1,017	1,038	4,804
2014	2015-2017	198.53	11,742	4,220	1,891	3,560	2,619	24,032
2015	2016	228.00	1,792	957	753	1,017	483	5,002
2016	2017	205.50	6,665	1,417	1,176	1,542	1,330	12,130
2014–2017	2020	231.20	25,116	7,356	4,968	7,016	5,620	50,076
Total options			47,107	14,907	8,788	14,152	11,090	96,044
Percentage potential share of voting rights options			0.12%	< 0.1%	< 0.1%	< 0.1%	< 0.1%	0.25%
<sup>1</sup> Purchase ratio 1 share for 1 op	otion							

	Maturity	Average exercise price in CHF	A. Baehny CEO	R. Iff CFO	W. Christen- sen	M. Reinhard	K. Spachmann	Total
2012								
Shareholdings Group Exe	cutive Board							
Shares			49,684	21,823	6,086	2,206	3,084	82,883
Percentage voting rights shares			0.13%	< 0.1%	< 0.1%	< 0.1%	< 0.1%	0.21%
Call options <sup>1</sup>								
Vesting period:								
Vested	2013–2015	178.37	4,232	3,983	715	1,784	555	11,269
2013	2014-2016	179.05	8,137	4,691	2,242	3,578	1,708	20,356
2014	2015-2017	198.53	11,742	4,220	1,891	3,560	2,619	24,032
2015	2016	228.00	1,792	957	753	1,017	483	5,002
2016	2017	205.50	6,665	1,417	1,176	1,542	1,330	12,130
Total options			32,568	15,268	6,777	11,481	6,695	72,789

< 0.1%

< 0.1%

< 0.1%

< 0.1%

< 0.1%

0.19%

Percentage potential share of voting rights options

<sup>1</sup> Purchase ratio 1 share for 1 option

As of December 31, 2013, there were no outstanding loans or credits between the company and the members of the Group Executive Board.

## 7. Summary of share and option plans 2013

In 2013 employees, management and the members of the Board of Directors participated in three different share plans. The plans are described for the management and the Board of Directors in this Remuneration Report and for the employees in  $\rightarrow$  Note 18 of the consolidated financial statements. Under the three different **share plans**, the following numbers of shares were allocated.

	End of blocking period	Number of participants	Number of shares issued	lssuing price CHF
Employee share program 2013 (ESPP)	2015	1,563	21,353	138.72
Management share program 2013 (MSPP)	2016	41	8,968	231.20
Board of Directors' program 2013 (DSPP)	2017	7	4,724	138.72
Total			35,045	

The  $35,\!045$  shares required for these plans were taken from the stock of treasury shares.

In 2013 Geberit management participated in two different **option plans** (MSPP and MSOP). The plans are described in this Remuneration Report. Under the two different option plans, the following numbers of options were allocated.

	End of vesting period	Maturity	Number of partici- pants	Number of options allocated	Exercise price CHF
Management share program 2013 (MSPP)	2014–2017	2020	41	8,968	231.20
Option plan 2013 (MSOP)/Group Executive Board	2015-2017	2020	5	45,628	231.20
Option plan 2013 (MSOP)/other management	2014-2017	2020	57	52,576	231.20
Total				107,172	

The fair value of the options granted in 2013 amounted to CHF 24.34 at the respective granting date. The fair value was determined using the binomial model for "American Style Call Options".

The calculation model was based on the following parameters:

	Exercise price <sup>1</sup> CHF	Expected volatility	Expected Ø dividend yield	Contractual Riskfree interprive	
		%	%	Years	%
Management share program 2013 (MSPP)	231.20	17.139	3.47	7	0.463
Option plan 2013 (MSOP)	231.20	17.139	3.47	7	0.463

<sup>1</sup> The exercise price corresponds to the average price of Geberit shares for the period from 2.–18.3.2013.

Costs resulting from participation plans amounted to CHF 2.6 million in 2013 (prior year 3.7 million), those for option plans totaled 2.6 million (prior year 2.3 million).

## 8. Summary of shares and options held by employees and management as of December 31, 2013

As of December 31, 2013, the Board of Directors, the Group Executive Board and the employees owned a combined total of 338,788 (previous year 370,045) shares, i.e. 0.9% (previous year 1.0%) of the share capital of Geberit AG.

The following table summarizes all option plans in place as of December 31, 2013:

End of vesting period	Maturity	Number of options outstanding	Ø exercise price CHF	Number of options in the money	Ø exercise price CHF
Vested	2014–2016	29,509	184.88	29,509	184.88
2014	2015–2020	86,834	204.15	86,834	204.15
2015	2016–2020	50,590	229.94	50,590	229.94
2016	2017–2020	66,366	217.35	66,366	217.35
2017	2020	30,595	231.20	30,595	231.20
Total		263,894	213.39	263,894	213.39

The following movements took place in 2013 and 2012:

	MSOP		MSPP		Total 2013		Total 2012	
-	Number of options	Ø exercise price CHF						
Outstanding January 1	207,359	185.93	43,946	183.49	251,305	185.51	266,710	175.17
Granted options	98,204	231.20	8,968	231.20	107,172	231.20	89,529	199.42
Forfeited options	4,569	207.34	55	189.10	4,624	207.12	5,079	175.64
Expired options	0	0	35	146.60	35	146.60	43,420	210.20
Exercised options	67,703	150.32	22,221	177.48	89,924	157.03	56,435	140.60
Outstanding December 31	233,291	214.91	30,603	201.86	263,894	213.39	251,305	185.51
Exercisable at December 31	23,683	185.80	5,826	181.17	29,509	184.88	45,972	168.12

The 263,894 options outstanding represent 0.7% of the outstanding shares of Geberit AG. As a basic principle, the Group hedges this exposure with treasury shares.

The options outstanding at December 31, 2013 had an exercise price between CHF 96.50 and CHF 231.20 and an average remaining contractual life of 3.9 years.