



Baar-Zug, 13 April 2011

## **Invitation to the annual general meeting of Partners Group Holding AG**

Dear shareholder

We are pleased to invite you to the annual general meeting of Partners Group Holding AG, to be held on 5 May 2011 at 4 pm at the Partners Group head office, Zugerstrasse 57, 6341 Baar-Zug, Switzerland.

### ***Agenda and proposals of the board of directors***

#### **1. Approval annual report 2010**

Presentation of the annual report 2010 and the group as well as statutory auditor's reports. The board of directors proposes the approval of the annual report 2010 including the consolidated financial statements and the statutory financial statements.

#### **2. Use and allocation of earnings**

The board of directors proposes that from the CHF 405'894'914 in available earnings, CHF 133'500'000 will be distributed to shareholders and CHF 272'394'914 carried forward into the new period. The payment of the dividend of CHF 5.00 per share is scheduled for 12 May 2011. The shares will be traded ex dividend as of 9 May 2011.

#### **3. Management compensation report**

The board of directors has prepared a management compensation report for presentation to the shareholders, which discloses the compensation paid to the board of directors and the executive board during the financial year 2010. The board

of directors proposes the approval of the management compensation report. The annual general meeting shall vote on whether this vote is carried out in aggregate or individually.

#### **4. Discharge of the board of directors and the executive board**

The board of directors proposes that discharge be granted to the members of the board of directors and the members of the executive board for their activities during the financial year 2010.

#### **5. Elections to the board of directors**

##### **5a. Re-election of Dr. Marcel Erni to the board of directors**

The board of directors proposes that Dr. Marcel Erni, from Zug in Zug, be re-elected to the board of directors for a further term of three years.

##### **5b. Election of Dr. Eric Strutz to the board of directors**

The board of directors proposes that Dr. Eric Strutz, from Germany in Germany, be elected to the board of directors for a term of one year to replace Ulrich Fehring, who has been a member of the board of directors since 1998 and will not stand for re-election at this annual general meeting. The board of directors is convinced that Dr. Strutz's extensive experience in financial markets will be beneficial to Partners Group Holding AG going forward. Please see appendix for Dr. Eric Strutz's full CV.

#### **6. Election of the group and statutory auditors**

The board of directors proposes that KPMG AG, Zurich, be re-elected in both functions for a further term of one year.

#### **7. Miscellaneous**

##### ***Information Material***

The annual report 2010 of the company was published on 14 March 2011 and is available electronically on the company's website ([www.partnersgroup.com/financialreports](http://www.partnersgroup.com/financialreports)). The annual report 2010 including the consolidated financial statements and the statutory financial statements as well as the reports of the statutory and group auditors is also available for inspection at the company's registered office, Zugerstrasse 57, 6341 Baar-Zug, from 14 April 2011.

##### ***Admission Cards/Voting Documents***

Shareholders registered as of 8 April 2011 receive all relevant material together with the invitation and, on request, also a personal admission card. All shareholders of Partners Group Holding AG registered as of 8 April 2011 are entitled to participate in the annual general meeting. Each share carries one vote. Shareholders who sell their shares prior to the annual general meeting are no longer entitled to participate and vote with respect to shares sold. Please note that the share ledger will re-open on 6 May 2011.

### **Proxies**

We are pleased to welcome you personally to the annual general meeting. If you are unable to attend, we recommend you arrange for representation (article 11 of the Articles of Association). We would like to draw your attention to the following:

- a) Shareholders may be represented by (i) a representative who needs not be a shareholder, (ii) a representative of the Company, (iii) their bank or (iv) lic. iur. Thomas Meili, Arnold Legal AG, Gotthardstrasse 3, 6300 Zug, as the independent shareholder representative according to Art. 689c CO.
- b) Should the independent shareholder representative not receive written voting instructions, he will vote in line with the proposals of the board of directors. Shareholders who sign the proxy form and send it to the company without designating a specific proxy will be represented by a proxy appointed by the company; your shares will then be voted according to the board of directors' proposals.
- c) The proxy declaration on the registration form must be completed, signed and returned to us no later than 28 April 2011.

Custodians within the meaning of Art. 689d CO are requested to inform Partners Group Holding AG, Zugerstrasse 57, 6341 Baar (Fax 041 768 85 58) of the number of shares represented by them by 3 May 2011 and to provide proof of their authorization as custodians to the reception by 5 May 2011 3.45 pm at the latest.

### **Registration**

We kindly ask you to register your attendance at the annual general meeting using the registration form by 28 April 2011.

### **Reception**

The reception is open from 3.30 pm on the day of the annual general meeting.

**Shareholders are requested to present their admission cards at the entry desk.**

### **Refreshments**

The board of directors is pleased to invite the shareholders to refreshments following the annual general meeting.

On behalf of the company



Alfred Gantner  
Executive Chairman



Dr. Cyril Wipfli  
Chief Financial Officer

## **Appendix: Curriculum Dr. Eric Strutz**

Dr. Eric Strutz is Chief Financial Officer and a member of the Board of Managing Directors of Commerzbank AG. He studied at the Universities of Erlangen-Nürnberg and St. Gallen and holds an MBA from the University of Chicago as well as a PhD in business administration from the University of St. Gallen. Dr. Eric Strutz joined the Boston Consulting Group in Munich in 1993, where he was Vice President, Director and Partner as from 2000. He joined Commerzbank AG as Executive Vice President, Strategy and Controlling, in 2001 and has been Chief Financial Officer of Commerzbank AG since 2003 and a member of the Board of Managing Directors since 2004.

Dr. Eric Strutz additionally holds board seats in various organizations. He is a member of the supervisory board of ABB AG, Mannheim, RWE Power AG, Essen, Mediobanca S.p.A., Milan, and BRE Bank S.A., Warsaw. He is also a member of the advisory board of SdB – Sicherungseinrichtungsgesellschaft deutscher Banken mbH, Berlin and Verlagsbeteiligungs- und Verwaltungsgesellschaft mbH, Frankfurt am Main as well as deputy chairman of the supervisory board of Commerzbank Auslandsbanken Holding AG, Frankfurt am Main, and chairman of the supervisory board of both Commerzbank Auslandsbanken Holding Nova GmbH, Frankfurt am Main, and Commerzbank Inlandsbanken Holding GmbH, Frankfurt am Main.