

Voting Results of the 41st Annual Shareholders' Meeting of OC Oerlikon Corporation AG, Pfäffikon

Kultur- und Kongresszentrum (KKL), Lucerne, Switzerland, April 15, 2014

Presence

Number of shareholders present:	318
Number of votes represented:	235 868 613
Corresponding to:	70.5 % of the issued shares
Absolute majority:	117 934 307

Agenda items / electronic voting

1. Revision of the Articles of Association

The revision of the Articles of Association of OC Oerlikon Corporation AG, Pfäffikon was approved with 76.03 percent of the votes:

Yes:	179 339 883	76.03 %
No:	56 296 584	23.87 %
Abstention:	258 973	0.10 %

2. Reporting on the financial year 2013

2.1 Approval of the Annual Report 2013

The Annual Report 2013, consisting of the management report, the annual financial statements of OC Oerlikon Corporation AG, Pfäffikon and the consolidated financial statement 2013 were approved with 99.88 percent of the votes:

Yes:	235 621 030	99.88 %
No:	83 344	0.04 %
Abstention:	191 066	0.08 %

2.2. Consultative vote on the Remuneration Report 2013

The Shareholders' Meeting approved the Remuneration Report 2013 (page 76-85) of the Annual Report 2013 in a non-binding consultative vote with 93.40 percent of the votes:

Yes:	220 317 052	93.40 %
No:	13 052 406	5.53 %
Abstention:	2 523 982	1.07 %

3. Allocation of the 2013 available earnings and distribution of dividend from reserves from capital contributions

3.1. Allocation of the 2013 earnings

The Shareholders' Meeting approved to carry forward the 2013 available earnings of CHF 552 704 337 with 99.95 percent of the votes:

Yes:	235 774 037	99.95 %
No:	28 008	0.01 %
Abstention:	91 395	0.04 %

3.2. Distribution of Dividend from reserves from capital contributions

The Shareholders' Meeting approved the proposed distribution of a dividend from reserves from capital contributions (without withholding tax) of CHF 0.27 on dividend bearing shares with a nominal value of CHF 1.00 each with 99.93 percent of the votes:

Yes:	235 719 838	99.93 %
No:	78 701	0.03 %
Abstention:	94 901	0.04 %

4. Discharge of the members of the Board of Directors and the Executive Management for the financial year 2013

The Shareholders' Meeting granted the discharge to the members of the Board of Directors and the Executive Management for the financial year 2013 with 95.20 percent of the votes:

Yes:	86 672 929	95.20 %
No:	2 387 239	2.62 %
Abstention:	1 988 328	2.18 %

5. Elections to the Board of Directors and the Human Resources Committee

5.1. Mr. Tim Summers

Mr. Tim Summers was re-elected as Chairman of the Board of Directors and member of the Human Resources Committee for a one-year term of office until completion of the next Annual Shareholders' Meeting with 78.55 percent of the votes:

Yes:	185 285 351	78.55 %
No:	50 376 890	21.36 %
Abstention:	231 199	0.09 %

5.2. Mr. Carl Stadelhofer

Mr. Carl Stadelhofer was re-elected as Director and member of the Human Resources Committee for a one-year term of office until completion of the next Annual Shareholders' Meeting with 74.75 percent of the votes:

Yes:	176 322 713	74.75 %
No:	59 383 349	25.17 %
Abstention:	187 378	0.08 %

5.3. Mr. Hans Ziegler

Mr. Hans Ziegler was re-elected as Director and member of the Human Resources Committee for a one-year term of office until completion of the next Annual Shareholders' Meeting with 77.24 percent of the votes:

Yes:	182 199 511	77.24 %
No:	53 512 507	22.69 %
Abstention:	181 422	0.07 %

5.4. Mr. Kurt J. Hausheer

Mr. Kurt J. Hausheer was re-elected as Director for a one-year term of office until completion of the next Annual Shareholders' Meeting with 99.17 percent of the votes:

Yes:	233 943 862	99.17 %
No:	1 760 870	0.75 %
Abstention:	188 708	0.08 %

5.5. Mr. Mikhail Lifshitz

Mr. Mikhail Lifshitz was re-elected as Director for a one-year term of office until completion of the next Annual Shareholders' Meeting with 73.25 percent of the votes:

Yes:	172 783 941	73.25 %
No:	62 829 281	26.63 %
Abstention:	279 281	0.12 %

5.6. Mr. Gerhard Pegam

Mr. Gerhard Pegam was re-elected as Director for a one-year term of office until completion of the next Annual Shareholders' Meeting with 99.22 percent of the votes:

Yes:	234 055 243	99.22 %
No:	1 620 573	0.69 %
Abstention:	216 687	0.09 %

6. Election of the Auditors

The Shareholders' Meeting re-elected KPMG AG, Zurich, as auditor for a period of one year with 95.32 percent of the votes:

Yes:	224 852 197	95.32 %
No:	10 871 999	4.61 %
Abstention:	168 307	0.07 %

7. Election of the Independent Proxy

The Shareholders' Meeting elected Proxy Voting Services GmbH, Zurich, as Independent Proxy for a one-year term of office until completion of the Annual General Meeting of Shareholders 2015 with 99.89 percent of the votes:

Yes:	235 630 801	99.89 %
No:	73 855	0.03 %
Abstention:	187 847	0.08 %

8. Approval of maximum aggregate amount of total compensation of the Board of Directors

The Shareholders' Meeting approved the proposed maximum aggregate amount of compensation of the Board of Directors for their term of office of CHF 2 000 000 with 72.96 percent of the votes:

Yes:	172 101 817	72.96 %
No:	63 428 699	26.89 %
Abstention:	360 987	0.15 %

9. Approval of maximum aggregate amount of fixed compensation of the Executive Management

The Shareholders' Meeting approved the proposed maximum aggregate amount of fixed compensation of the Executive Management for the period starting on July 1, 2014 and ending on June 30, 2015 of CHF 6 400 000 with 97.77 percent of the votes:

Yes:	230 622 012	97.77 %
No:	4 902 631	2.08 %
Abstention:	366 860	0.15 %