

Voting Results of the 44th Annual General Meeting of Shareholders of OC Oerlikon Corporation AG, Pfäffikon

KKL Luzern, Lucerne, Switzerland, April 11, 2017

Presence

Number of shareholders present:	295
Number of votes represented:	248 556 497
Corresponding to:	73.16 % of the issued shares
Absolute majority:	124 278 249

Agenda items / electronic voting

1. Approval of the Annual Report 2016

The Annual Report 2016, consisting of the management report, the annual financial statements of OC Oerlikon Corporation AG, Pfäffikon, and the consolidated financial statement for 2016 were approved with 99.89 percent of the votes:

Yes:	248 289 812	99.89 %
No:	150 342	0.06 %
Abstention:	131 817	0.05 %

2. Allocation of the 2016 available earnings and distribution of dividend from reserves from capital contributions

2.1 Allocation of the 2016 earnings

Shareholders approved to carry forward the balance of available earnings from 2016 of CHF 562 824 897 with 99.90 percent of the votes:

Yes:	248 323 701	99.90 %
No:	153 324	0.06 %
Abstention:	94 946	0.04 %

2.2 Distribution of dividend from reserves from capital contributions

Shareholders approved the proposed distribution of dividend from reserves from capital contributions (without withholding tax) of CHF 0.30 on dividend bearing shares with a nominal value of CHF 1.00 each with 99.90 percent of the votes:

Yes:	248 313 602	99.90 %
No:	147 270	0.06 %
Abstention:	109 899	0.04 %

3. Discharge of the members of the Board of Directors (except for Mr. Hans Ziegler) and the Executive Committee for the financial year 2016

Shareholders granted the discharge of the members of the Board of Directors (except for Mr. Hans Ziegler) and the Executive Committee for the financial year 2016 with 99.20 percent of the votes:

Yes:	107 009 506	99.20 %
No:	718 521	0.67 %
Abstention:	149 251	0.13 %

4. Elections to the Board of Directors

4.1 Re-elections

4.1.1 Prof. Dr. Michael Süss

Prof. Dr. Michael Süss was re-elected as Chairman of the Board of Directors for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 93.14 percent of the votes:

Yes:	231 511 916	93.14 %
No:	16 469 645	6.63 %
Abstention:	589 210	0.23 %

4.1.2 Dr. Jean Botti

Dr. Jean Botti was re-elected as Director for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 99.68 percent of the votes:

Yes:	247 786 996	99.68 %
No:	615 895	0.25 %
Abstention:	167 880	0.07 %

4.1.3 Mr. David Metzger

Mr. David Metzger was re-elected as Director for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 82.00 percent of the votes:

Yes:	203 815 142	82.00 %
No:	44 594 221	17.94 %
Abstention:	161 408	0.06 %

4.1.4 Mr. Alexey V. Moskov

Mr. Alexey V. Moskov was re-elected as Director for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 80.85 percent of the votes:

Yes:	200 978 686	80.85 %
No:	47 091 859	18.95 %
Abstention:	500 226	0.20 %

4.1.5 Mr. Gerhard Pegam

Mr. Gerhard Pegam was re-elected as Director for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 97.70 percent of the votes:

Yes:	242 843 944	97.70 %
No:	5 557 590	2.24 %
Abstention:	169 237	0.06 %

4.2 Election of a new member

Mr. Geoffery Merszei was elected as Director for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 99.20 percent of the votes:

Yes:	246 573 650	99.20 %
No:	1 719 162	0.69 %
Abstention:	277 959	0.11 %

5. Elections to the Human Resources Committee (HRC)

5.1 Re-elections

5.1.1 Prof. Dr. Michael Süss

Prof. Dr. Michael Süss was re-elected as Member of the HRC for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 76.85 percent of the votes:

Yes:	191 023 385	76.85 %
No:	56 874 584	22.88 %
Abstention:	672 802	0.27 %

5.1.2 Mr. Alexey V. Moskov

Mr. Alexey V. Moskov was re-elected as Member of the HRC for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 77.90 percent of the votes:

Yes:	193 641 446	77.90 %
No:	54 326 941	21.86 %
Abstention:	602 384	0.24 %

5.2 Election of a new member

Mr. Gerhard Pegam was elected as a new Member of the HRC for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 97.35 percent of the votes:

Yes:	241 971 963	97.35 %
No:	6 343 237	2.55 %
Abstention:	255 571	0.10 %

6. Election of the Auditors

Shareholders approved the election of PricewaterhouseCoopers AG, Zurich, as the auditor for a period of one year with 99.61 percent of the votes:

Yes:	247 600 096	99.61 %
No:	787 831	0.32 %
Abstention:	182 844	0.07 %

7. Election of the Independent Proxy

Shareholders approved the re-election of Proxy Voting Services GmbH, Zurich, as the Independent Proxy for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 99.88 percent of the votes:

Yes:	248 264 915	99.88 %
No:	112 598	0.04 %
Abstention:	193 258	0.08 %

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

Shareholders approved the proposed maximum aggregate amount of total compensation of the Board of Directors for their term of office from AGM 2017 to AGM 2018 of CHF 2.1 million with 95.22 percent of the votes:

Yes:	236 692 853	95.22 %
No:	10 780 693	4.34 %
Abstention:	1 097 225	0.44 %

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

Shareholders approved the proposed maximum aggregate amount of fixed compensation of the Executive Committee for the period starting on July 1, 2017 and ending on June 30, 2018 of CHF 5.2 million with 77.80 percent of the votes:

Yes:	193 387 710	77.80 %
No:	54 221 159	21.81 %
Abstention:	961 902	0.39 %

10. Approval of aggregate amount of variable compensation of the Executive Committee

Shareholders approved the proposed aggregate amount of variable compensation of the Executive Committee for the past financial year, i.e. for the period starting on January 1, 2016 and ending on December 31, 2016 of CHF 8.6 million with 72.23 percent of the votes:

Yes:	179 546 755	72.23 %
No:	67 692 536	27.23 %
Abstention:	1 331 480	0.54 %