

Voting Results of the 46th Annual General Meeting of Shareholders of OC Oerlikon Corporation AG, Pfäffikon

KKL Luzern, Lucerne, Switzerland, April 9, 2019

Presence

Number of shareholders present:	346
Number of votes represented:	256 342 898
Corresponding to:	75.45 % of the issued shares
Absolute majority:	128 171 450

Agenda items / electronic voting

1. Approval of the Group Business Review, the Annual Financial Statements of OC Oerlikon Corporation AG, Pfäffikon and the Consolidated Financial Statements for 2018

The Group Business Review, the Annual Financial Statements of OC Oerlikon Corporation AG, Pfäffikon and the Consolidated Financial Statements for 2018 were approved with 99.80 percent of the votes:

Yes:	255 872 691	99.80 %
No:	95 430	0.03 %
Abstention:	427 291	0.17 %

2. Allocation of the 2018 available earnings and distribution of dividends from reserves from capital contributions

2.1 Allocation of the 2018 earnings

Shareholders approved to carry forward the balance of available earnings from 2018 of CHF 840 211 679 with 99.91 percent of the votes:

Yes:	256 165 933	99.91 %
No:	97 837	0.04 %
Abstention:	131 642	0.05 %

2.2 Distribution of dividend from reserves from capital contributions

Shareholders approved the proposed distribution of a dividend of CHF 1.00 on dividend bearing shares with a nominal value of CHF 1.00 each, distributed from reserves from capital contributions (thereof CHF 0.97 exempt from and CHF 0.03 subject to 35 % Swiss withholding tax) with 99.91 percent of the votes:

Yes:	256 161 456	99.91 %
No:	117 953	0.05 %
Abstention:	116 003	0.04 %

3. Discharge of the members of the Board of Directors and the Executive Committee for the financial year 2018

Shareholders granted the discharge of the members of the Board of Directors and the Executive Committee for the financial year 2018 with 99.34 percent of the votes:

Yes:	113 919 987	99.34 %
No:	309 844	0.27 %
Abstention:	445 368	0.39 %

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 99.13 percent of the votes:

Yes:	254 164 335	99.13 %
No:	1 991 525	0.78 %
Abstention:	239 552	0.09 %

4.1.2 Mr. Geoffery Merszei

Mr. Geoffery Merszei was re-elected as Director for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 99.66 percent of the votes:

Yes:	255 515 296	99.66 %
No:	616 369	0.24 %
Abstention:	263 747	0.10 %

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 98.80 percent of the votes:

Yes:	253 318 096	98.80 %
No:	2 812 631	1.10 %
Abstention:	264 685	0.10 %

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 98.53 percent of the votes:

Yes:	252 624 920	98.53 %
No:	3 467 953	1.35 %
Abstention:	302 539	0.12 %

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 99.64 percent of the votes:

Yes:	255 483 086	99.64 %
No:	609 660	0.24 %
Abstention:	302 666	0.12 %

4.2 Election of two new members

4.2.1 Dr. Suzanne Thoma

Dr. Suzanne Thoma was elected as Director for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 74.01 percent of the votes:

Yes:	189 738 762	74.01 %
No:	66 107 765	25.78 %
Abstention:	548 885	0.21 %

4.2.2 Mr. Paul Adams

Mr. Paul Adams was elected as Director for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 99.64 percent of the votes:

Yes:	255 470 348	99.64 %
No:	543 333	0.21 %
Abstention:	379 731	0.15 %

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 a member of the HRC for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 97.54 percent of the votes:

Yes:	250 086 166	97.54 %
No:	5 978 603	2.33 %
Abstention:	330 643	0.13 %

5.1.2 Mr. Alexey V. Moskov

Mr. Alexey V. Moskov was re-elected as a member of the HRC for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 98.37 percent of the votes:

Yes:	252 228 466	98.37 %
No:	3 788 344	1.48 %
Abstention:	378 602	0.15 %

5.1.3 Mr. Gerhard Pegam

Mr. Gerhard Pegam 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 99.57 percent of the votes:

Yes:	255 299 149	99.57 %
No:	731 472	0.29 %
Abstention:	364 791	0.14 %

5.2 Election of two new members

5.2.1 Dr. Suzanne Thoma

Dr. Suzanne Thoma was elected as a member of the HRC for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 74.38 percent of the votes:

Yes:	190 693 004	74.38 %
No:	65 141 674	25.41 %
Abstention:	527 334	0.21 %

5.2.2 Mr. Geoffery Merszei

Mr. Geoffery Merszei was elected as a member of the HRC for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 99.57 percent of the votes:

Yes:	255 250 489	99.57 %
No:	792 723	0.31 %
Abstention:	318 800	0.12 %

6. Election of the Auditors

Shareholders approved the re-election of PricewaterhouseCoopers AG, Zurich, as auditor for the Corporation for a period of one year with 98.01 percent of the votes:

Yes:	251 266 658	98.01 %
No:	4 901 014	1.91 %
Abstention:	194 340	0.08 %

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 99.90 percent of the votes:

Yes:	256 091 450	99.90 %
No:	111 232	0.04 %
Abstention:	159 330	0.06 %

8. Advisory vote on the 2018 Remuneration Report

Shareholders approved the 2018 Remuneration Report in an advisory vote:

Yes:	244 445 710	95.35 %
No:	10 327 501	4.03 %
Abstention:	1 588 801	0.62 %

9. Approval of the 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 2019 to AGM 2020 of CHF 2.6 million with 99.24 percent of the votes:

Yes:	254 420 940	99.24 %
No:	1 551 483	0.61 %
Abstention:	389 589	0.15 %

10. Approval of the 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, 2019 and ending on June 30, 2020 of CHF 4.0 million with 98.31 percent of the votes:

Yes:	252 020 687	98.31 %
No:	3 682 754	1.44 %
Abstention:	658 591	0.25 %

11. Approval of the 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, 2018 and ending on December 31, 2018 of CHF 6.5 million with 95.08 percent of the votes:

Yes:	243 757 569	95.08 %
No:	12 180 300	4.75 %
Abstention:	424 163	0.17 %