

Voting Results of the 43rd Annual General Meeting of Shareholders of OC Oerlikon Corporation AG, Pfäffikon

KKL Luzern, Lucerne, Switzerland, April 5, 2016

Presence

Number of shareholders present:	303
Number of votes represented:	235 460 946
Corresponding to:	69.30 % of the issued shares
Absolute majority:	117 730 474

Agenda items / electronic voting

1. Approval of the Annual Report 2015

The Annual Report 2015, consisting of the management report, the annual financial statements of OC Oerlikon Corporation AG, Pfäffikon, and the consolidated financial statement for 2015 were approved with 99.82 percent of the votes:

Yes:	235 068 159	99.82 %
No:	114 340	0.05 %
Abstention:	303 046	0.13 %

2. Allocation of the 2015 available earnings and distribution of dividend from reserves from capital contributions

2.1. Allocation of the 2015 earnings

Shareholders approved to carry forward the balance of available earnings from 2015 of CHF 501 991 274 with 99.85 percent of the votes:

Yes:	235 127 305	99.85 %
No:	99 722	0.04 %
Abstention:	258 518	0.11 %

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 99.85 percent of the votes:

Yes:	235 134 771	99.85 %
No:	108 443	0.05 %
Abstention:	243 106	0.10 %

3. Discharge of the members of the Board of Directors and the Executive Committee for the financial year 2015

Shareholders granted the discharge of the members of the Board of Directors and the Executive Committee for the financial year 2015 with 94.10 percent of the votes:

Yes:	89 011 172	94.10 %
No:	5 204 055	5.50 %
Abstention:	373 939	0.40 %

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 93.21 percent of the votes:

Yes:	219 488 902	93.21 %
No:	15 685 180	6.66 %
Abstention:	312 238	0.13 %

4.1.2. 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 99.58 percent of the votes:

Yes:	234 495 200	99.58 %
No:	674 485	0.29 %
Abstention:	316 635	0.13 %

4.1.3. Mr. Hans Ziegler

Mr. Hans Ziegler was re-elected as Director for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 99.17 percent of the votes:

Yes:	233 536 163	99.17 %
No:	1 616 968	0.69 %
Abstention:	333 189	0.14 %

4.2. Election of new members

4.2.1. Dr. Jean Botti

Dr. Jean Botti 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:	234 632 782	99.64 %
No:	475 455	0.20 %
Abstention:	378 083	0.16 %

4.2.2. Mr. David Metzger

Mr. David Metzger was elected as Director for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 97.52 percent of the votes:

Yes:	229 632 804	97.52 %
No:	5 493 080	2.33 %
Abstention:	360 436	0.15 %

4.2.3. Mr. Alexey V. Moskov

Mr. Alexey V. Moskov was elected as Director for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 93.55 percent of the votes:

Yes:	220 293 119	93.55 %
No:	14 768 026	6.27 %
Abstention:	425 175	0.18 %

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 79.99 percent of the votes:

Yes:	188 366 688	79.99 %
No:	46 733 678	19.85 %
Abstention:	385 954	0.16 %

5.1.2. Mr. Hans Ziegler

Mr. Hans Ziegler 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 97.77 percent of the votes:

Yes:	230 241 748	97.77 %
No:	4 829 414	2.05 %
Abstention:	415 158	0.18 %

5.2. Election of a new member

Mr. Alexey V. Moskov 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 81.83 percent of the votes:

Yes:	192 692 715	81.83 %
No:	42 123 427	17.89 %
Abstention:	670 178	0.28 %

6. Election of the Auditors

Shareholders approved the election of PricewaterhouseCoopers AG, Zurich, as auditor for a period of one year with 98.72 percent of the votes:

Yes:	232 461 407	98.72 %
No:	2 686 430	1.14 %
Abstention:	338 483	0.14 %

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 99.80 percent of the votes:

Yes:	235 008 020	99.80 %
No:	158 712	0.06 %
Abstention:	319 588	0.14 %

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 2016 to AGM 2017 of CHF 2 200 000 with 95.53 percent of the votes:

Yes:	224 957 742	95.53 %
No:	9 509 228	4.04 %
Abstention:	1 019 350	0.43 %

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, 2016 and ending on June 30, 2017 of CHF 6 900 000 with 82.97 percent of the votes:

Yes:	195 379 714	82.97 %
No:	39 613 001	16.82 %
Abstention:	493 605	0.21 %

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, 2015 and ending on December 31, 2015 of CHF 7 000 000 with 78.23 percent of the votes:

Yes:	184 230 490	78.23 %
No:	50 783 109	21.57 %
Abstention:	472 721	0.20 %