

Leadership and accountability

The Oerlikon Executive Committee



Dr. Brice Koch

1964, Swiss and French citizen,
Executive Committee Member
since January 16, 2014,
Chief Executive Officer (CEO)*

Professional background and education

Dr. Brice Koch was appointed Chief Executive Officer effective January 16, 2014. From 2010 to 2013 he was a member of the Executive Committee of the ABB Group. From 2012 to 2013, he acted as Head of Power Systems Division and between 2010 and 2012, Dr. Brice Koch served as Head of Marketing and Customer Solutions. From 2007 to 2009, he acted as Country Manager in China (Chairman and President of ABB China) and Region President ABB North Asia. Between 2002 and 2006, Dr. Brice Koch held the position of Global Head of Transformers Business Unit, ABB, Switzerland/member of Power Products Division management team. From 1994 to 2001, he filled several management positions within ABB, Switzerland. Dr. Brice Koch graduated from the Swiss Federal Institute of Technology (ETH), Zurich, Switzerland, with a degree in Mechanical Engineering (specializing in Economy and Management) and a PhD in Material Science.

Other activities and vested interests

Dr. Brice Koch is a member of the Board of Trustees of the ETH Foundation.



Jürg Fedier

1955, Swiss citizen,
Executive Committee Member
since January 1, 2009,
Chief Financial Officer (CFO)*

Professional background and education

Jürg Fedier was appointed Chief Financial Officer effective January 1, 2009. From 2007 to 2008 he acted as CFO of Ciba, Switzerland. Between 2006 and 2007, he was Head of Finance of Dow Europe and a member of the Executive Board. From 2002 to 2006, Jürg Fedier served as Vice President Finance for Dow Chemical, Performance Chemicals, USA, and between 2000 and 2002 as Global Business Finance Director for Dow Chemical, Thermosets. From 1978 to 2000, he filled several management positions with Dow Chemical in the USA and in Asia. Jürg Fedier holds a Commercial Diploma from the College of Commerce in Zurich, Switzerland, and completed international executive management programs at the IMD, Switzerland, and the University of Michigan, USA.

Other activities and vested interests

Jürg Fedier has been nominated to the Board of Directors of Dätwyler Holding Inc.



Dr. Roland Herb

1963, German citizen,
Executive Committee Member
since June 3, 2014,
Segment CEO Surface Solutions*

Professional background and education

Dr. Roland Herb was appointed CEO of the Surface Solutions Segment effective June 3, 2014. Between 2010 and 2014, he served as Head of Tools of Oerlikon Balzers. From 2006 to 2010 Dr. Roland Herb acted as Head of the strategic Business Units Tools, Forming Tools and Components of Oerlikon Balzers. Beyond that he assumed overall responsibility for global expansion and system sales. Between 1997 and 2006 Dr. Herb held further positions such as Project Manager R&D, Product Manager and Head of Equipment Business in Oerlikon. Various positions at different companies preceded his professional commitment with Oerlikon. Dr. Roland Herb holds both an MSc and PhD in physics from the University Tübingen, Germany.

Other activities and vested interests

None



Georg Stausberg

1963, German citizen,
Executive Committee Member
since January 1, 2015,
Segment CEO Manmade Fibers*

Professional background and education

Georg Stausberg has been Segment CEO Manmade Fibers since 2015. Between 2012 and 2014 he served as CTO and COO of the segment. From 2008 to 2012 Georg Stausberg acted as CEO of the Business Unit Oerlikon Neumag. Between 2000 and 2008 he was leading the After Sales Division and the Gear Pump Division of Barmag. From 1989 to 2000 Georg Stausberg was acting as R&D Engineer at Barmag. Georg Stausberg graduated from the RWTH Aachen University with a degree in Mechanical Engineering (Dipl.-Ing.).

Other activities and vested interests

None



Dr. Bernd Matthes

1960, German and US citizen,
Executive Committee Member
since April 1, 2014,
Segment CEO Drive Systems*

Professional background and education

Dr. Bernd Matthes was appointed Segment CEO Drive Systems effective April 1, 2014. Between 2009 and 2014, he served as President (and founder) of Automotive Strategy Consultants LLC. In 2009 Dr. Bernd Matthes acted as Vice President, President and General Manager DualTronic Transmissions at BorgWarner, Inc. From 2005 to 2009, he was Vice President, President and General Manager Transmission Systems at BorgWarner, Inc. Between 2002 and 2005, Dr. Bernd Matthes served as Vice President Operations Europe and General Manager DualTronic at BorgWarner Transmission Systems. From 1993 to 2002, he filled several management positions within BorgWarner, Germany. Dr. Bernd Matthes holds both a MSc and a PhD in Mechanical Engineering from TU Darmstadt, Germany.

Other activities and vested interests

Dr. Bernd Matthes is a member of the Global Advisory Board, Center for Global Leadership and Understanding, Lawrence Technological University, Southfield, USA.



Dr. Martin Füllenbach

1968, German citizen,
Executive Committee Member
since February 11, 2014,
Segment CEO Vacuum*

Professional background and education

Dr. Martin Füllenbach has been Segment CEO Vacuum since 2012. Between 2007 and 2012, Dr. Martin Füllenbach served as Executive Vice President of Voith Turbo. From 2004 to 2007, he acted as Vice President Strategy & Business Development of Voith Turbo. From 2002 to 2003, Dr. Martin Füllenbach was Vice President Program Planning Military Combat Aircraft at EADS. Between 1998 and 2002, he filled several management positions with EADS and DaimlerChrysler Aerospace. Dr. Martin Füllenbach holds a Master's degree in Economics from the University of the Federal Armed Forces in Munich, Germany, and a PhD in Economics from Friedrich-Alexander University Erlangen-Nürnberg, Germany.

Other activities and vested interests

None

* A description of the role and authority of the Members of the Executive Committee can be found in the company's Organizational and Governance Rules, published on the Oerlikon website at www.oerlikon.com/en/investor-relations/corporate-governance/investor-relations-new-statutes/.

Stefan Kross

1955, German citizen, Executive Committee Member since February 11, 2014, Segment CEO Manmade Fibers*

Professional background and education

Stefan Kross has been Segment CEO Manmade Fibers since 2012. Between 2008 and 2011, he served as CEO of Oerlikon Barmag. From 2003 to 2008, Stefan Kross acted as Chief Technology Officer of Saurer Textile Solutions. Between 2001 and 2003, he was CEO Business Unit Winding/member of the Board of Schlafhorst AG. Between 1983 and 2000, he filled several management positions with different companies. Stefan Kross graduated from the RWTH Aachen University, with a degree in Mechanical Engineering (Dipl. Ing.).

Other activities and vested interests

Stefan Kross is a member of the board of VDMA Textile Germany.

Andreas Dill

1954, Swiss citizen, Executive Committee Member since February 11, 2014, Segment CEO Advanced Technologies*

Professional background and education

Andreas Dill has been Segment CEO Advanced Technologies since 2010. Between 2007 and 2010, Andreas Dill served as Senior Vice President, Head of Systems of Oerlikon Balzers. From 2006 to 2007, he acted as Vice President, Deputy Head of Systems of Oerlikon Balzers. Between 2003 and 2006, Andreas Dill held the position Vice President, General Manager Wafer Processing Europe, of Oerlikon Balzers. From 2000 to 2003, he was Vice President, Head of SBU Advanced Silicon Semiconductors of Oerlikon Balzers. From 1985 to 2000, Andreas Dill filled several management positions with the Oerlikon Group and Zevatech AG. Andreas Dill graduated from the Swiss Federal Institute of Technology (ETH), Zurich, Switzerland, with a Master's degree in Electrical Engineering and did postgraduate research at McGill University, Montreal, Canada.

Other activities and vested interests

Andreas Dill is a board member of Cicor Technologies AG.

* A description of the role and authority of the Members of the Executive Committee can be found in the company's Organizational and Governance Rules, published on the Oerlikon website at www.oerlikon.com/en/investor-relations/corporate-governance/investor-relations-new-statutes/.

Executive Committee

Management philosophy

The Oerlikon Group works with a decentralized management structure. This means that Group Headquarters determines strategic guidelines and sets targets, monitoring these with effective management processes and controlling; Segments and Business Units are then responsible for operations and for implementing the agreed strategy within given guidelines.

Members of the Executive Committee

On December 31, 2014, the Executive Committee consisted of Dr. Brice Koch, CEO (since January 16, 2014), Jürg Fedier, CEO ad interim until January 15, 2014, and CFO, Andreas Dill, Segment CEO Advanced Technologies (Executive Committee Member since February 11, 2014), Dr. Martin Füllenbach, Segment CEO Vacuum (Executive Committee Member since February 11, 2014), Dr. Roland Herb, Segment CEO Surface Solutions (Executive Committee Member since June 3, 2014; replaced Dr. Hans Brändle, who was Member of the Executive Committee from February 11, 2014, to June 2, 2014), Stefan Kross, Segment CEO Manmade Fibers (Executive Committee Member since February 11, 2014), and Dr. Bernd Matthes, Segment CEO Drive Systems (Executive Committee Member since April 1, 2014). On January 1, 2015, Georg Stausberg replaced Stefan Kross as Segment CEO Manmade Fibers and at the same time became a new Member of the Executive Committee.

With the exception of Andreas Dill, Dr. Roland Herb and Stefan Kross, the Members of Oerlikon's Executive Committee did not previously carry out tasks for OC Oerlikon Corporation AG, Pfäffikon or any other Group company. For further information, see page 44 et seqq.

Other activities and vested interests

Regarding the activities of the Members of the Executive Committee in governing and supervisory bodies of important Swiss and foreign organizations, institutions and foundations under private and public law, as well as permanent management and consultancy functions for important Swiss and foreign interests groups and official functions and political posts, see page 44 et seqq.

Composition of the Executive Committee

Name	Nationality	Age	Position	Joined	In position since	Stepped down
Dr. Brice Koch	CH/FR	50	CEO	2014	16.01.2014	
Jürg Fedier	CH	59	CFO ¹	2009	01.01.2009	
Andreas Dill	CH	60	Segment CEO Advanced Technologies	2014	11.02.2014	
Dr. Martin Füllenbach	DE	46	Segment CEO Vacuum	2014	11.02.2014	
Dr. Roland Herb	DE	51	Segment CEO Surface Solutions	2014	03.06.2014	
Stefan Kross	DE	59	Segment CEO Manmade Fibers	2014	11.02.2014	31.12.2014
Dr. Bernd Matthes	DE/USA	54	Segment CEO Drive Systems	2014	01.04.2014	
Dr. Hans Brändle	CH	53	Segment CEO Surface Solutions	2014	11.02.2014	02.06.2014
Georg Stausberg	DE	51	Segment CEO Manmade Fibers	2015	01.01.2015	

¹ And CEO ad interim from March 14, 2013 until January 15, 2014.

Number of permitted mandates

Pursuant to Art. 32 of the Articles of Association, no member of the executive management may hold more than four additional mandates in the supreme governing body of listed companies and ten additional mandates in the supreme governing body of legal entities that are required to be registered in the commercial register or a comparable foreign register. Not subject to these limitations are (1) mandates in inactive companies and in companies that are controlled by OC Oerlikon Corporation AG, Pfäffikon or that control OC Oerlikon Corporation AG, Pfäffikon and (2) mandates in associations, charitable organizations, foundations, trusts and employee welfare foundations, whereby no Member of the executive management shall hold more than ten such mandates. Mandates in different legal entities that are under joint control are deemed one mandate. According to the internal chart of competencies, board memberships in third party companies require for the CEO the approval of the Chairman of the Board, and for the other Executive Committee Members the approval of the CEO.

Management contracts

There are no management contracts with third parties.

Shareholders' participation

Voting rights restrictions and representation

The right to vote and the other member rights may only be exercised by shareholders or beneficiaries who are registered in the share register. Any shareholder may appoint the independent proxy, another registered shareholder with written authorization or his legal representative to act as proxy to represent his shares at the General Meeting of Shareholders. The Chairman decides whether to recognize the power of attorney. Regarding the written or electronic issuing of the proxy and of instructions to the independent proxy, the Articles of Association do not contain any provisions that deviate from the legal provisions. Those entitled to vote in the General Meeting of Shareholders are the shareholders whose names are entered in the share register as voting registered shareholders at such cut-off date as shall be determined by the Board of Directors. Otherwise, there are no restrictions on voting rights.

Statutory quorums

The Articles of Association of OC Oerlikon Corporation AG, Pfäffikon provide for no specific quorums that go beyond the provisions of corporate law.

Convocation of the Annual General Meeting of Shareholders

Supplemental to the statutory legal provisions, the company's Articles of Association provide for the convocation of an Annual General Meeting of Shareholders by a one-off announcement in the Swiss Official Gazette of Commerce.

Inclusion of items on the agenda

The Articles of Association provide that shareholders with a holding of CHF 1 000 000 nominal value are entitled to request that an item be included on the agenda, provided that their requests

are submitted in writing and include the actual agenda item and the actual motions; this request is to be made at the latest ten weeks prior to the date of the General Meeting of Shareholders.

Inscriptions into the share register

The 42nd General Meeting of Shareholders will be held on April 8, 2015, in the KKL Luzern (Culture and Convention Center), Lucerne. Entitled to vote in the General Meeting of Shareholders are those shareholders whose names are inscribed into the share register as shareholders with voting rights at the cut-off date to be determined by the Board of Directors.

Right to inspect the minutes of the Annual General Meeting

The minutes of the 41st General Meeting of Shareholders held on April 15, 2014, can be viewed on the Internet at <http://www.oerlikon.com/en/investor-relations/investor-relations-new-generalmeeting/> and shareholders may also read the minutes at Group Headquarters upon prior notice. The minutes of the 2015 Annual General Meeting of Shareholders will be published on the Oerlikon website as soon as they have been compiled.

Changes of control and defense measures

Duty to make an offer

In accordance with the Articles of Association of OC Oerlikon Corporation AG, Pfäffikon a person who acquires shares in the company is not required to make a public purchase bid pursuant to Art. 32 and 52 of the Federal Act on Stock Exchanges and Securities Trading (opting out).

Clauses on changes of control

There are no change of control clauses in agreements and schemes benefiting Members of the Board of Directors and/or of the Executive Committee, as well as other members of the Oerlikon management.

Auditors

Duration of the mandate and term of office of the lead auditor

KPMG AG has been the auditor of the company since 2003, and was elected by the Annual General Meeting of Shareholders of May 23, 2003, for the first time. The auditor is elected by the Annual General Meeting of Shareholders for a one-year term of office. At the 41st Annual General Meeting of Shareholders of April 15, 2014, KPMG was confirmed in that role for an additional year. The lead auditor responsible for the mandate, Mr. Thomas Affolter, has served in this function since the financial year that ended on December 31, 2012. In accordance with Art. 730a para. 2 of the Swiss Code of Obligations, the lead auditor's term of office is a maximum of seven years.

Auditing fees

In the calendar year 2014, KPMG invoiced the company for CHF 2 911 849 in global auditing fees.

Additional fees

In the calendar year 2014, KPMG invoiced the company for CHF 258 924 in additional services. The additional fees were mainly invoiced for worldwide general and project-specific tax consultancy.

Informational instruments pertaining to an external audit

In accordance with Art. 728b para. 1 of the Swiss Code of Obligations, the external auditors provide the Board of Directors, on an annual basis, with a comprehensive report with conclusions on the financial reporting and the internal controlling system as well as the conduct and the result of the audit. Furthermore, the external auditors conduct interim audits during the year, on which they report their findings to the Executive Committee and the AC.

Once the auditing work has been completed, the AC assesses the results and findings of the external audit, discusses its assessment with the lead auditor in charge and reports the relevant findings to the Board of Directors. Further to this, the AC submits proposals in response to the external auditors' recommendations, objections and other discovered deficiencies, if any, to the Board of Directors for deliberation, and monitors the implementation of any relevant action decided upon by the Board of Directors.

The Chairman of the AC meets regularly with the lead auditor and other representatives of the auditing firm. The latter also participate in meetings of the AC dealing with the relevant agenda points. In the reporting year, KPMG AG participated in three meetings of the AC.

On behalf of the Board of Directors, the AC evaluates the work done by the external auditors, based on the documents, reports and presentations issued by them as well as on the materiality and objectivity of their statements. Therefore, the AC consults with the CFO and the Head of Group Internal Audit. The fees paid to the external auditors are reviewed on a regular basis and compared with the auditing fees paid by other comparable listed Swiss companies. Auditing fees are negotiated by the CFO, evaluated by the AC and subject to the approval of the Board of Directors.

The AC submits a proposal to the Board of Directors for the election of external auditors by the Annual General Meeting of Shareholders.

Material changes since the balance sheet date

As of January 1, 2015, Georg Stausberg is the new Segment CEO Manmade Fibers and at the same time new member of the Executive Committee. As a consequence of the sale of the Advanced Technologies Segment, as of February 2, 2015, Andreas Dill is no longer a Member of the Executive Committee.

Information policy

General

Oerlikon provides its shareholders and the capital markets with transparent, comprehensive and timely information on relevant facts and developments, and in a manner that is in line with the principle of equal treatment of all stakeholders, including the public and all actual and potential market participants.

Apart from its detailed Annual Report and Half-Year Report, which are prepared in accordance with International Financial Reporting Standards (IFRS), Oerlikon publishes its key financial figures and a related commentary for the first and third quarters of its financial year. In this way, Oerlikon increases its communication and transparency. Additionally, Oerlikon issues press releases on key Company news during the year to ensure that shareholders and market participants are informed of significant changes and developments in the Company. The Company's website, www.oerlikon.com, offers a permanently accessible platform for all current information concerning the Company.

As a company listed on the SIX Swiss Exchange, OC Oerlikon Corporation AG, Pfäffikon is subject to the obligation to disclose price-sensitive information (ad hoc publicity obligation) to the public, including all market participants.

The publication medium for corporation notices is the Swiss Official Gazette of Commerce. The Board of Directors may select additional publishing media. Communications to registered shareholders shall be sent in writing to their address last notified to the company.

Press releases

Press releases published in 2014, along with previous releases dating back to January 2004, can be accessed on Oerlikon's website at www.oerlikon.com/pressreleases. Those interested in receiving the Company's press releases regularly by e-mail can subscribe to the service at www.oerlikon.com/en/media/press-releases/registration-for-corporate-news/.

Financial calendar

For the financial calendar with Oerlikon's 2015 key financial disclosure events, please refer to page 67 under the "Financial report" section of this Annual Report. The financial calendar including further details on dates of roadshows, conferences and events can be found at www.oerlikon.com/en/investor-relations/investor-relations-new-financialcalendar.

Contact

Please refer to page 67 under the "Financial report" section of this Annual Report for contact information of the Oerlikon Group, Investor Relations and Corporate Communications.