

# Phoenix Mecano AG

Hofwissenstrasse 6, 8260 Stein am Rhein

## Resolution of the Ordinary Shareholders' General Meeting

Friday, May 20, 2016, 3:00 p.m.  
Hotel Chlosterhof, Stein am Rhein

### Agenda and Resolutions

- 1. Adoption of the 2015 management report, financial statements and consolidated financial statements and the acceptance of the auditors' report**

Resolution: *Approval.*

- 2. Discharge of the members of the Board of Directors and Management**

Resolution: *Discharge granted.*

- 3. Decision on the appropriation of retained earnings and determination of dividend**

Resolution: *Approval.*

#### **4. Elections**

- 4.1 Election of the members and Chairman of the Board of Directors**

Resolution: *Approval.*

- 4.2 Election of the members of the Compensation Committee**

Resolution: *Approval.*

- 4.3 Election of the independent proxy**

Resolution: *Approval.*

- 4.4 Election of the auditors**

Resolution: *Approval.*

## **5. Remuneration**

### **5.1. Advisory vote on the 2015 remuneration report**

Resolution: *Approval.*

### **5.2. Increase of the maximum total amount for Board of Directors remuneration for financial year 2016**

Resolution: *Approval*

### **5.3. Reduction of the maximum total amount for management remuneration for financial year 2016**

Resolution: *Approval.*

### **5.4. Approval of a maximum total amount for Board of Directors remuneration for financial year 2017**

Resolution: *Approval*

### **5.5. Approval of a maximum total amount for management remuneration for financial year 2017**

Resolution: *Approval*

## **6. Amendment of the company's Articles of Incorporation concerning the right to request the inclusion of an item on the agenda**

Resolution: *Approval*

Stein am Rhein, May 20, 2016

The Board of Directors

# Phoenix Mecano AG

## Attachment – result of vote

Of the total share capital of CHF 960,500, divided up into 960,500 bearer shares with a par value of CHF 1, Phoenix Mecano AG holds 2,300 treasury shares. These treasury shares do not carry voting rights and are not therefore represented. Consequently, a total of 958,200 shares carry voting rights today.

**Votes present: 684 056 (representing 71.39 % of the voting rights)**

**Decision-making quorum for agenda item 6:  $\frac{3}{4}$  (i.e. 513 042 votes) of votes cast.**

Agenda		YES	NO	Abstentions	Valid votes
1.	Adoption of the 2015 management report including the directors' report, Group accounts and financial statements and the acceptance of the auditors' report	680'238	0	3818	680'238
2.	Discharge of the members of the Board of Directors and Management	676'852	0	7204	676,852
3.	Decision on the appropriation of retained earnings and determination of dividends	680'246	0	3810	680'246
4.1.1	Re-election of Ulrich Hocker as member and Chairman of the Board of Directors	670'245	9971	3840	680'216
4.1.2	Re-election of Dr Florian Ernst as Board member	677'704	2512	3840	680'216
4.1.3	Re-election of Dr Martin Furrer as Board member	677'705	2511	3840	680'216
4.1.4	Re-election of Benedikt Goldkamp as Board member	658'461	21755	3840	680'216
4.1.5	Re-election of Beat Siegrist as Board member	677'604	2612	3840	680'216
4.2.1	Dr Martin Furrer as member of the Compensation Committee	677'685	2511	3860	680'196
4.2.2	Ulrich Hocker as member of the Compensation Committee	668'401	11795	3860	680'196
4.2.3	Beat Siegrist as member of the Compensation Committee	677'584	2612	3860	680'196
4.3	Election of the independent proxy Mr Hans Rudi Alder	680'246	0	3810	680''246

<b>4.4</b>	Election of the auditors KPMG AG, Zurich	648'302	31944	3810	680'246
<b>5.1.</b>	Advisory vote on the 2015 remuneration report	677'282	2834	3940	680'116
<b>5.2.</b>	Increase of the maximum total amount for Board of Directors remuneration for financial year 2016	638'677	41469	3910	680'146
<b>5.3.</b>	Reduction of the maximum total amount for management remuneration for financial year 2016	677'338	2808	3910	680'146
<b>5.4.</b>	Approval of a maximum total amount for Board of Directors remuneration for financial year 2017	639'589	40557	3910	680'146
<b>5.5.</b>	Approval of a maximum total amount for management remuneration for financial year 2017	677'138	2978	3940	680'116
<b>6.</b>	Amendment of the company's Articles of Incorporation concerning the right to request the inclusion an item on the agenda	680'023	93	3940	680'116