

Phoenix Mecano AG

Hofwissenstrasse 6, 8260 Stein am Rhein

Resolution of the Ordinary Shareholders' General Meeting

Friday, May 17, 2019, 3:00 p.m.
Hotel arcona LIVING, Schaffhausen

Agenda and Resolutions

1. Adoption of the 2018 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 2018 remuneration report

Resolution: *Approval.*

5.2. Approval of a maximum total amount for Board of Directors remuneration for financial year 2020

Resolution: *Approval*

5.3. Approval of a maximum total amount for management remuneration for financial year 2020

Resolution: *Approval*

Stein am Rhein, May 17, 2019

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 1,000 treasury shares. These treasury shares do not carry voting rights and are not therefore represented. Consequently, a total of 959,500 shares carry voting rights today.

Votes present: 658 032 (representing 68.58% of the voting rights)

Agenda		YES	NO	Abstentions
1.	Adoption of the 2018 management report including the directors' report, Group accounts and financial statements and the acceptance of the auditors' report	657 812	220	0
2.	Discharge of the members of the Board of Directors and Management	655 501	424	2 107
3.	Decision on the appropriation of retained earnings and determination of dividends	658 032	0	0
4.1.1	Re-election of Benedikt Goldkamp as member and Chairman of the Board of Directors	541 164	116 868	0
4.1.2	Re-election of Dr Florian Ernst as Board member	541 979	116 053	0
4.1.3	Re-election of Dr Martin Furrer as Board member	524 541	109 727	23 764
4.1.4	Re-election of Ulrich Hocker as Board member	547 752	110 280	0
4.1.5	Re-election of Beat Siegrist as Board member	560 934	97 098	0
4.2.1	Re-election of Dr Martin Furrer as member of the Compensation Committee	602 853	31 315	23 864
4.2.2	Re-election of Ulrich Hocker as member of the Compensation Committee	626 064	31 868	100
4.2.3	Re-election of Beat Siegrist as member of the Compensation Committee	639 246	18 686	100
4.3	Election of the independent proxy Mr Hans Rudi Alder	658 032	0	0
4.4	Election of the auditors BDO AG, Zurich	657 121	911	0

5.1.	Advisory vote on the 2018 remuneration report	602 411	30 744	24 877
5.2.	Approval of a maximum total amount for Board of Directors remuneration for financial year 2020	604 366	52 511	1 155
5.3.	Approval of a maximum total amount for management remuneration for financial year 2020	630 484	26 393	1 155