

Phoenix Mecano AG

Hofwissenstrasse 6, 8260 Stein am Rhein

Resolution of the Ordinary Shareholders' General Meeting

Wednesday, May 20, 2020, 3:00 p.m.
Phoenix Mecano AG, Stein am Rhein

Agenda and Resolutions

1. Adoption of the 2019 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 2019 remuneration report

Resolution: *Approval.*

5.2. Approval of a maximum total amount for Board of Directors remuneration for financial year 2021

Resolution: *Approval*

5.3. Approval of a maximum total amount for management remuneration for financial year 2021

Resolution: *Approval*

Stein am Rhein, May 20, 2020

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: 597'547 (representing 62,3 % of the voting rights)

Agenda		YES	NO	Abstentions
1.	Adoption of the 2019 management report including the directors' report, Group accounts and financial statements and the acceptance of the auditors' report	597 515	10	22
2.	Discharge of the members of the Board of Directors and Management	597 473	52	22
3.	Decision on the appropriation of retained earnings and determination of dividends	589 844	7656	47
4.1.1	Re-election of Benedikt Goldkamp as member and Chairman of the Board of Directors	567 597	29 928	22
4.1.2	Re-election of Dr Florian Ernst as Board member	550 236	47 289	22
4.1.3	Re-election of Dr Martin Furrer as Board member	557 579	39 946	22
4.1.4	Re-election of Ulrich Hocker as Board member	574 910	22 615	22
4.1.5	Re-election of Beat Siegrist as Board member	580 590	16 935	22
4.2.1	Dr Martin Furrer as member of the Compensation Committee	544 406	52 994	147
4.2.2	Ulrich Hocker as member of the Compensation Committee	561 917	35 483	147
4.2.3	Beat Siegrist as member of the Compensation Committee	561 767	35 658	122
4.3	Election of the independent proxy Mr Hans Rudi Alder	597 515	10	22
4.4	Election of the auditors BDO AG, Zurich	597 490	10	47

5.1.	Advisory vote on the 2019 remuneration report	549 690	47 670	187
5.2.	Approval of a maximum total amount for Board of Directors remuneration for financial year 2021	551 595	45 748	204
5.3.	Approval of a maximum total amount for management remuneration for financial year 2021	571 909	25 434	204