

Voting Results of the 42nd Annual General Meeting of Shareholders of OC Oerlikon Corporation AG, Pfäffikon

KKL Luzern, Lucerne, Switzerland, April 8, 2015

Presence

Number of shareholders present:	288
Number of votes represented:	142 239 382
Corresponding to:	66.65 % of the issued shares
Absolute majority:	113 218 286

Agenda items / electronic voting

1. Approval of the Annual Report 2014

The Annual Report 2014, consisting of the management report, the annual financial statements of OC Oerlikon Corporation AG, Pfäffikon and the consolidated financial statement for 2014 were approved with 98.87 percent of the votes:

Yes:	223 919 201	98.87 %
No:	183 268	0.08 %
Abstention:	2 374 011	1.05 %

2. Allocation of the 2014 available earnings and distribution of dividend from reserves from capital contributions

2.1 Allocation of the 2014 earnings

Shareholders approved to carry forward the balance of available earnings from 2014 of CHF 596 145 326 with 98.98 percent of the votes:

Yes:	224 155 137	98.98 %
No:	151 930	0.06 %
Abstention:	2 168 713	0.96 %

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 98.98 percent of the votes:

Yes:	224 162 754	98.98 %
No:	146 766	0.06 %
Abstention:	2 166 260	0.96 %

3. Discharge of the members of the Board of Directors and the Executive Committee for the financial year 2014

Shareholders granted the discharge of the members of the Board of Directors and the Executive Committee for the financial year 2014 with 96.64 percent of the votes:

Yes:	82 418 862	96.64 %
No:	587 493	0.69 %
Abstention:	2 277 768	2.67 %

4. Elections to the Board of Directors

4.1 Re-elections

4.1.1 Mr. Hans Ziegler

Mr. Hans Ziegler was re-elected as Director for a one-year term of office until completion at the next Annual General Meeting of Shareholders with 88.23 percent of the votes:

Yes:	199 806 095	88.23 %
No:	24 356 256	10.75 %
Abstention:	2 307 909	1.02 %

4.1.2 Mr. Gerhard Pegam

Mr. Gerhard Pegam was re-elected as Director for a one-year term of office until completion at the next Annual General Meeting of Shareholders with 98.65 percent of the votes:

Yes:	223 417 320	98.65 %
No:	457 943	0.20 %
Abstention:	2 594 997	1.15 %

4.1.3 Mr. Mikhail Lifshitz

Mr. Mikhail Lifshitz was re-elected as Director for a one-year term of office until completion at the next Annual General Meeting of Shareholders with 86.96 percent of the votes:

Yes:	196 932 071	86.96 %
No:	27 000 181	11.92 %
Abstention:	2 538 008	1.12%

4.2 Election of new members

4.2.1 Dr. Michael Süß

Dr. Michael Süß was elected as Chairman of the Board of Directors for a one-year term of office until completion at the next Annual General Meeting of Shareholders with 85.35 percent of the votes:

Yes:	193 295 810	85.35 %
No:	30 599 778	13.51 %
Abstention:	2 574 672	1.14%

4.2.2 Dr. Mary Gresens

Dr. Mary Gresens was elected as Director for a one-year term of office until completion at the next Annual General Meeting of Shareholders with 98.83 percent of the votes:

Yes:	223 824 317	98.83 %
No:	268 031	0.12 %
Abstention:	2 377 912	1.05 %

4.2.3 Mr. Johan Van de Steen

Mr. Johan Van de Steen was elected as Director for a one-year term of office until completion at the next Annual General Meeting of Shareholders with 76.02 percent of the votes:

Yes:	172 148 897	76.02 %
No:	51 959 195	22.94 %
Abstention:	2 362 168	1.04 %

5. Elections to the Human Resources Committee

5.1 Re-election

Mr. Hans Ziegler was re-elected as Member for a one-year term of office until completion at the next Annual General Meeting of Shareholders with 86.77 percent of the votes:

Yes:	196 511 040	86.77 %
No:	27 715 254	12.24 %
Abstention:	2 243 966	0.99 %

5.2 Election of new members to the Human Resources Committee

5.2.1 Dr. Michael Süss

Dr. Michael Süss was elected as Member of the Human Resources Committee for a one-year term of office until completion at the next Annual General Meeting of Shareholders with 82.25 percent of the votes:

Yes:	186 268 785	82.25 %
No:	37 648 190	16.62 %
Abstention:	2 553 285	1.13 %

5.2.2 Dr. Mary Gresens

Dr. Mary Gresens was elected as Member of the Human Resources Committee for a one-year term of office until completion at the next Annual General Meeting of Shareholders with 98.06 percent of the votes:

Yes:	226 066 912	98.06 %
No:	2 070 550	0.91 %
Abstention:	2 332 798	1.03 %

6. Election of the Auditors

Shareholders approved the re-election of KPMG AG, Zurich, as auditor for a period of one year with 98.10 percent of the votes:

Yes:	222 173 643	98.10 %
No:	2 019 912	0.89 %
Abstention:	2 276 705	1.01 %

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 at the next Annual General Meeting of Shareholders with 98.95 percent of the votes:

Yes:	224 089 723	98.95 %
No:	164 458	0.07 %
Abstention:	2 216 079	0.98 %

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 2015 to AGM 2016 of CHF 2 000 000 with 97.92 percent of the votes:

Yes:	221 744 727	97.92 %
No:	1 931 510	0.85 %
Abstention:	2 791 323	1.23 %

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, 2015 and ending on June 30, 2016 of CHF 5 900 000 with 86.93 percent of the votes:

Yes:	196 847 151	86.93 %
No:	26 959 508	11.91 %
Abstention:	2 640 481	1.16 %

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, ie. for the period starting on January 1, 2014 and ending on December 31, 2014 of CHF 12 500 000 with 77.54 percent of the votes:

Yes:	175 591 323	77.54 %
No:	44 020 090	19.44 %
Abstention:	6 829 026	3.02 %