

Voting Results of the 45th Annual General Meeting of Shareholders of OC Oerlikon Corporation AG, Pfäffikon

KKL Luzern, Lucerne, Switzerland, April 10, 2018

Presence

Number of shareholders present:	297
Number of votes represented:	235 158 548
Corresponding to:	69.21 % of the issued shares
Absolute majority:	117 579 275

Agenda items / electronic voting

1. Approval of the Group Business Review, the Annual Financial Statements and the Consolidated Financial Statements for 2017

The Group Business Review, the Annual Financial Statements and the Consolidated Financial Statements for 2017 were approved with 99.93 percent of the votes:

Yes:	234 992 819	99.93 %
No:	56 225	0.02 %
Abstention:	117 860	0.05 %

2. Allocation of the 2017 available earnings and distribution of dividend from reserves from capital contributions

2.1 Allocation of the 2017 earnings

Shareholders approved to carry forward the balance of available earnings from 2017 of CHF 641 023 620 with 99.92 percent of the votes:

Yes:	234 974 106	99.92 %
No:	88 756	0.04 %
Abstention:	104 042	0.04 %

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 0.35 on dividend bearing shares with a nominal value of CHF 1.00 each with 99.94 percent of the votes:

Yes:	235 018 977	99.94 %
No:	51 441	0.02 %
Abstention:	96 486	0.04 %

3. Discharge of the members of the Board of Directors and the Executive Committee for the financial year 2017

Shareholders granted the discharge of the members of the Board of Directors and the Executive Committee for the financial year 2017 with 99.31 percent of the votes:

Yes:	93 534 796	99.31 %
No:	411 257	0.44 %
Abstention:	234 112	0.25 %

4. Elections to the Board of Directors

4.1 Prof. Dr. Michael Süss

Prof. Dr. Michael Süss was re-elected as Chairman of the Board of Directors for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 87.53 percent of the votes:

Yes:	205 834 520	87.53 %
No:	28 847 121	12.27 %
Abstention:	485 263	0.20 %

4.2 Dr. Jean Botti

Dr. Jean Botti was re-elected as Director for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 99.55 percent of the votes:

Yes:	234 095 486	99.55 %
No:	857 519	0.36 %
Abstention:	213 899	0.09 %

4.3 Mr. Geoffery Merszei

Mr. Geoffery Merszei was re-elected as Director for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 99.17 percent of the votes:

Yes:	233 213 368	99.17 %
No:	1 722 555	0.73 %
Abstention:	230 981	0.10 %

4.4 Mr. David Metzger

Mr. David Metzger was re-elected as Director for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 97.06 percent of the votes:

Yes:	228 298 159	97.08 %
No:	6 631 615	2.82 %
Abstention:	237 130	0.10 %

4.5 Mr. Alexey V. Moskov

Mr. Alexey V. Moskov was re-elected as Director for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 90.21 percent of the votes:

Yes:	212 136 501	90.21 %
No:	22 785 521	9.69 %
Abstention:	244 882	0.10 %

4.6 Mr. Gerhard Pegam

Mr. Gerhard Pegam was re-elected as Director for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 93.62 percent of the votes:

Yes:	220 152 379	93.62 %
No:	14 760 585	6.28 %
Abstention:	253 940	0.10 %

5. Elections to the Human Resources Committee (HRC)

5.1 Prof. Dr. Michael Süss

Prof. Dr. Michael Süss was re-elected as member of the HRC for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 71.86 percent of the votes:

Yes:	168 970 008	71.86 %
No:	65 739 918	27.95 %
Abstention:	456 978	0.19 %

5.2 Mr. Alexey V. Moskov

Mr. Alexey V. Moskov was re-elected as member of the HRC for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 82.23 percent of the votes:

Yes:	193 378 200	82.23 %
No:	41 574 668	17.68 %
Abstention:	214 036	0.09 %

5.3 Mr. Gerhard Pegam

Mr. Gerhard Pegam was re-elected as member of the HRC for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 96.33 percent of the votes:

Yes:	226 534 585	96.33 %
No:	8 412 358	3.58 %
Abstention:	219 961	0.09 %

6. Election of the Auditors

Shareholders approved the re-election of PricewaterhouseCoopers AG, Zurich, as auditor for a period of one year with 99.20 percent of the votes:

Yes:	233 284 021	99.20 %
No:	1 718 756	0.73 %
Abstention:	164 127	0.07 %

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 of the next Annual General Meeting of Shareholders with 99.91 percent of the votes:

Yes:	234 942 941	99.91 %
No:	71 299	0.03 %
Abstention:	152 664	0.06 %

8. Approval of the 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 2018 to AGM 2019 of CHF 2.2 million with 97.40 percent of the votes:

Yes:	229 042 973	97.40 %
No:	5 732 527	2.44 %
Abstention:	387 404	0.16 %

9. Approval of the 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, 2018 and ending on June 30, 2019 of CHF 4.0 million with 98.95 percent of the votes:

Yes:	232 680 335	98.95 %
No:	1 794 900	0.76 %
Abstention:	687 669	0.29 %

10. Approval of the 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, i.e. for the period starting on January 1, 2017 and ending on December 31, 2017 of CHF 7.9 million with 70.40 percent of the votes:

Yes:	165 540 346	70.40 %
No:	69 352 125	29.49 %
Abstention:	270 433	0.11 %