

Voting Results of the 47th Annual General Meeting of Shareholders of OC Oerlikon Corporation AG, Pfäffikon

Pfäffikon, Schwyz, Switzerland, April 7, 2020

Presence

Number of votes represented:	244 450 482
Corresponding to:	71.95% of the issued shares
Absolute majority:	122 225 242 shares

Agenda items / electronic voting

1. Approval of the Group Business Review, the Annual Financial Statements of OC Oerlikon Corporation AG, Pfäffikon and the Consolidated Financial Statements for 2019

The Group Business Review, the Annual Financial Statements of OC Oerlikon Corporation AG, Pfäffikon and the Consolidated Financial Statements for 2019 were approved with 99.77% of the votes:

Yes:	243 894 439	99.77%
No:	118 358	0.05%
Abstention:	437 685	0.18%

2. Allocation of the 2019 available earnings and distribution of dividend

Shareholders approved with 97.99% of the votes to carry forward the balance of available earnings of CHF 611 496 471 and the distribution of a dividend of CHF 1.00 on dividend bearing shares with a nominal value of CHF 1.00 each.

Yes:	239 536 040	97.99%
No:	4 756 093	1.95%
Abstention:	158 349	0.06%

3. Discharge of the members of the Board of Directors and the Executive Committee for the financial year 2019

Shareholders granted the discharge of the members of the Board of Directors and the Executive Committee for the financial year 2019 with 98.91% of the votes:

Yes:	96 496 180	98.91%
No:	419 136	0.43%
Abstention:	643 558	0.66%

4. Elections to the Board of Directors

4.1 Reelections

4.1.1 Prof. Dr. Michael Süss

Prof. Dr. Michael Süss was reelected 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 98.89% of the votes:

Yes:	241 734 000	98.89%
No:	2 335 903	0.96%
Abstention:	380 579	0.15%

4.1.2 Mr. Paul Adams

Mr. Paul Adams was reelected as Director for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 99.71% of the votes:

Yes:	243 749 585	99.71%
No:	283 249	0.12%
Abstention:	417 648	0.17%

4.1.3 Mr. Geoffery Merszei

Mr. Geoffery Merszei was reelected as Director for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 99.44% of the votes:

Yes:	243 091 954	99.44%
No:	937 057	0.38%
Abstention:	421 471	0.18%

4.1.4 Mr. Alexey V. Moskov

Mr. Alexey V. Moskov was reelected as Director for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 99.43% of the votes:

Yes:	243 059 765	99.43%
No:	934 689	0.38%
Abstention:	456 028	0.19%

4.1.5 Mr. Gerhard Pegam

Mr. Gerhard Pegam was reelected as Director for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 99.48% of the votes:

Yes:	243 169 937	99.48%
No:	857 907	0.35%
Abstention:	422 638	0.17%

4.1.6 Dr. Suzanne Thoma

Dr. Suzanne Thoma was reelected as Director for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 95.23% of the votes:

Yes:	232 791 640	95.23%
No:	11 246 196	4.60%
Abstention:	412 646	0.17%

4.2 Election of a new Board member

Mrs Irina Matveeva was elected as Director for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 99.31% of the votes:

Yes:	242 754 706	99.31%
No:	1 142 506	0.47%
Abstention:	553 270	0.22%

5. Elections to the Human Resources Committee (HRC)

5.1 Prof. Dr. Michael Süss

Prof. Dr. Michael Süss was reelected as a member of the HRC for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 94.63% of the votes:

Yes:	231 329 329	94.63%
No:	12 862 004	5.26%
Abstention:	259 149	0.11%

5.2 Mr. Geoffery Merszei

Mr. Geoffery Merszei was reelected as a member of the HRC for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 99.27% of the votes:

Yes:	242 655 379	99.27%
No:	1 519 915	0.62%
Abstention:	275 188	0.11%

5.3 Mr. Alexey V. Moskov

Mr. Alexey V. Moskov was reelected as a member of the HRC for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 99.26% of the votes:

Yes:	242 631 085	99.26%
No:	1 492 522	0.61%
Abstention:	326 875	0.13%

5.4 Mr. Gerhard Pegam

Mr. Gerhard Pegam was reelected as member of the HRC for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 99.36% of the votes:

Yes:	242 895 888	99.36%
No:	1 270 189	0.52%
Abstention:	284 405	0.12%

5.5 Dr. Suzanne Thoma

Dr. Suzanne Thoma was reelected as a member of the HRC for a one-year term of office until completion of the next Annual General Meeting of Shareholders with 95.17% of the votes:

Yes:	232 639 652	95.17%
No:	11 541 350	4.72%
Abstention:	269 480	0.11%

6. Election of the Auditors

Shareholders approved the reelection of PricewaterhouseCoopers AG, Zurich, as auditor for the Corporation for a period of one year with 99.42% of the votes:

Yes:	243 035 940	99.42%
No:	1 234 611	0.51%
Abstention:	179 931	0.07%

7. Election of the Independent Proxy

Shareholders approved the reelection 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 99.90% of the votes:

Yes:	244 204 753	99.90%
No:	101 793	0.04%
Abstention:	143 936	0.06%

8. Advisory vote on the 2019 Remuneration Report

Shareholders approved the 2019 Remuneration Report in an advisory vote:

Yes:	217 107 766	88.81%
No:	26 848 166	10.98%
Abstention:	494 550	0.21%

9. 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 2020 to AGM 2021 of CHF 2.6 million with 96.32% of the votes:

Yes:	235 449 990	96.32%
No:	8 525 303	3.49%
Abstention:	475 189	0.19%

10. 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, 2020 and ending on June 30, 2021 of CHF 4.0 million with 98.35% of the votes:

Yes:	240 420 166	98.35%
No:	3 582 514	1.47%
Abstention:	447 802	0.18%

11. 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, 2019 and ending on December 31, 2019 of CHF 5.1 million with 93.61% of the votes:

Yes:	228 830 256	93.61%
No:	15 094 213	6.17%
Abstention:	526 013	0.22%