

Organizational Information

Annual Report

The Annual Report 2018 consisting of the Group Business Review, the Annual Financial Statements of OC Oerlikon Corporation AG, Pfäffikon, the Consolidated Financial Statements, the Remuneration Report and the Auditors' Reports will be available for inspection by the shareholders as from March 19, 2019 at the Corporation's registered office located at Churerstrasse 120, 8808 Pfäffikon SZ.

Each shareholder may request OC Oerlikon Corporation AG, Pfäffikon to deliver the Annual Report (Phone +41 58 360 96 96). In addition, the Annual Report is available on the Corporation's website www.oerlikon.com/en/investors/reports-publications/

Admission Cards

Admission Cards and voting material will only be delivered upon application. We request that you return the filled in and signed Reply Form in the enclosed reply envelope as soon as possible but no later than Thursday, April 4, 2019, or that you reply electronically (instructions regarding electronic reply can be found on the corresponding information sheet attached to the invitation).

Right to vote

The shareholders registered in the share register with the right to vote as at Friday, March 29, 2019, are entitled to vote. No entries will be made into the share register during the period from April 1, 2019 to April 9, 2019. Shareholders who have sold their shares prior to the Annual General Meeting of Shareholders will no longer have any voting rights with respect to these shares.

No trading restriction on shares in OC Oerlikon Corporation AG, Pfäffikon

The registration of shareholders for voting purposes does not affect the trading of shares held by registered shareholders before, during or after a General Meeting.

Leaving the Annual General Meeting of Shareholders prior to its conclusion

In order to ensure a proper assessment of the participants, the shareholders who leave the Annual General Meeting of Shareholders prior to its conclusion, either definitely or temporarily, must hand in or show, respectively, the electronic voting device as well as the unused voting information material together with the admission card at the exit.

Proxy

Shareholders who do not wish to participate at the Annual General Meeting of Shareholders personally may choose to be represented either by another shareholder or by the Independent Proxy, Proxy Voting Services GmbH, Grossmünsterplatz 1, CH-8001 Zurich.

If you want to grant proxy authority to the Independent Proxy, Proxy Voting Services GmbH, Grossmünsterplatz 1, CH-8001 Zurich, please return the accordingly filled in and signed Reply Form in the enclosed reply envelope as soon as possible but no later than Thursday, April 4, 2019 or reply electronically (instructions regarding electronic reply can be found on the corresponding information sheet attached to the invitation). If you want to grant proxy authority to another shareholder, please return the accordingly filled in and signed Reply Form in the enclosed reply envelope as soon as possible but no later than Thursday, April 4, 2019 or reply electronically (instructions regarding electronic reply can be found on the corresponding information sheet attached to the invitation). After having received the admission card, fill in the corresponding category on the admission card and give it to the authorized shareholder.

Means of transportation

Since the KKL Luzern is situated right next to the Lucerne railway station and parking facilities (at extra cost) are limited, it is recommended to use public transport.

Pfäffikon SZ, March 15, 2019

OC Oerlikon Corporation AG, Pfäffikon

Prof. Dr. Michael Süss
Chairman of the Board of Directors

Invitation to the 46th Annual General Meeting of Shareholders

(This invitation is a non-binding translation of the official German version published on March 19, 2019 in the Swiss Official Gazette of Commerce)

The shareholders of OC Oerlikon Corporation AG, Pfäffikon (the "Corporation") are invited to the 46th Annual General Meeting of Shareholders on

**Tuesday, April 9, 2019, at 9:30 a.m. (door opens at 8:30 a.m.)
KKL Luzern (Culture and Convention Center), Luzerner Saal,
Europaplatz 1, 6005 Lucerne**

Agenda

1. Approval of the Group Business Review, the Annual Financial Statements of OC Oerlikon Corporation AG, Pfäffikon and the Consolidated Financial Statements for 2018

The Board of Directors proposes to the Annual General Meeting of Shareholders that the Group Business Review, the Annual Financial Statements of OC Oerlikon Corporation AG, Pfäffikon and the Consolidated Financial Statements of the Oerlikon Group for 2018 be approved.

2. Allocation of the 2018 available earnings and distribution of dividend from reserves from capital contributions

2.1 Allocation of the 2018 earnings

Retained earnings brought forward from previous year	CHF	641 023 620
Change on Treasury Shares	CHF	901 647
Result for the year	CHF	198 286 412

Available earnings	CHF	840 211 679
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The Board of Directors proposes to the Annual General Meeting of Shareholders that the available earnings be appropriated as follows:

Balance to be carried forward	CHF	840 211 679
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2.2 Distribution of dividend from reserves from capital contributions

The Board of Directors proposes to the Annual General Meeting of Shareholders the distribution of a dividend of CHF 1.00 on dividend bearing shares* with a nominal value of CHF 1.00 each, distributed from reserves from capital contributions (thereof CHF 0.97 exempt from and CHF 0.03 subject to 35 % Swiss withholding tax; see explanation below)	CHF	339 758 576
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* The company will not pay dividend on treasury shares held by OC Oerlikon Corporation AG, Pfäffikon.

Provided that the proposal of the Board of Directors is approved by the Annual General Meeting of Shareholders, the dividend will be paid out as from April 15, 2019. The shares will be traded ex-dividend as of April 11, 2019.

Explanation: The dividend of CHF 1.00 per share is split into CHF 0.97 paid out from qualified reserves from capital contributions exempt from Swiss withholding tax, and CHF 0.03 paid out from non-qualified reserves from capital contributions subject to deduction of 35 % Swiss withholding tax. For Swiss resident individuals holding shares as private assets, the distribution of CHF 0.97 per share out of qualifying reserves from capital contributions is exempt from, and the distribution of CHF 0.03 per share out of non-qualifying reserves from capital contributions is subject to, Swiss income tax.

3. Discharge of the members of the Board of Directors and the Executive Committee for the financial year 2018

The Board of Directors proposes to the Annual General Meeting of Shareholders to grant discharge to the members of the Board of Directors and the Executive Committee for the financial year 2018.

4. Elections to the Board of Directors

4.1 Re-elections

The term of office for all members of the Board of Directors expires at the Annual General Meeting of Shareholders on April 9, 2019. Dr. Jean Botti has decided not to stand for re-election. The other members stand for re-election. Accordingly, the Board of Directors proposes to the Annual General Meeting of Shareholders that the following individuals be re-elected for a one-year term of office until completion of the next Annual General Meeting of Shareholders:

4.1.1 Prof. Dr. Michael Süss, as Chairman of the Board of Directors;

4.1.2 Mr. Geoffery Merszei, as Director;

4.1.3 Mr. David Metzger, as Director;

4.1.4 Mr. Alexey V. Moskov, as Director;

4.1.5 Mr. Gerhard Pegam, as Director.

Elections shall be held individually.

4.2 Election of two new members

The Board of Directors proposes to the Annual General Meeting of Shareholders that the following individuals be elected as new members of the Board of Directors for a one-year term of office until completion of the next Annual General Meeting of Shareholders:

4.2.1 Dr. Suzanne Thoma, as Director;

4.2.2 Mr. Paul Adams, as Director.

Elections shall be held individually.

Biographies:

Dr. Suzanne Thoma (1962, Swiss citizen) is Chief Executive Officer of BKW Ltd., Berne, Switzerland, an international energy and infrastructure service company listed on the SIX Swiss Exchange. She brings with her over 20 years of experience in leadership roles in the energy, automotive and chemical industries. Prior to being appointed CEO of BKW in 2013, she was a member of the Group Executive Committee of BKW, responsible for the Networks division. Before that, she was head of the Automotive division of the WICOR Group, Rapperswil-Jona, Switzerland, and CEO of Rolic Technologies Ltd., Allschwil, Switzerland, a high-tech supplier to the electronic industry. Suzanne Thoma also served in various management roles and countries at Ciba Specialty Chemicals Ltd. (now BASF). Suzanne Thoma is a member of the Board of UPM Corporation, Helsinki, Finland, and of Schaffner Holding AG, Luterbach, Switzerland, listed on the stock exchanges in Helsinki and Zurich respectively. She holds a Master of Science degree in Chemical Engineering and a Ph.D. in Technical Sciences, both from the ETH Zurich, Switzerland. In addition, she holds a Bachelor of Business Administration degree from the Graduate School of Business Administration (GSBA), Zurich, Switzerland.

Paul Adams (1961, US citizen) served from 2016 to 2018 as Chief Operating Officer of Precision Castparts Corp., Portland, Oregon, USA, a worldwide manufacturer of complex metal components and products for critical aerospace and power generation applications. He brings with him over 30 years of leadership experience in the aviation industry. From 2014 to 2016, he was President of Pratt & Whitney, Hartford, Connecticut, USA, a world leader in the design, manufacture and service of aircraft engines and auxiliary power units. From 1999 to 2014, Paul Adams served in a number of senior management positions, including as Chief Operating Officer and SVP Operations and Engineering. Prior to joining Pratt & Whitney, he held various engineering, operations and program management roles for more than 15 years at Williams International, Walled Lake, Michigan, USA. Paul Adams is member of the Board of Aerion Supersonic, Reno, Nevada, USA. He holds a Bachelor of Science degree in Aerospace Engineering from the University of Michigan, USA and completed the Stanford Executive Program at the Stanford Graduate Business School, California, USA. In 2013, Paul Adams was inducted to the National Academy of Engineering, Washington, DC, USA.

5. Elections to the Human Resources Committee

5.1 Re-elections

The term of office for all members of the Human Resources Committee expires at the Annual General Meeting of Shareholders on April 9, 2019. All current members of the Human Resources Committee stand for re-election. Accordingly, the Board of Directors proposes to the Annual General Meeting of Shareholders that the following individuals be re-elected as members of the Human Resources Committee for a one-year term of office until completion of the next Annual General Meeting of Shareholders:

5.1.1 Prof. Dr. Michael Süss, as member of the Human Resources Committee;

5.1.2 Mr. Alexey V. Moskov, as member of the Human Resources Committee;

5.1.3 Mr. Gerhard Pegam, as member of the Human Resources Committee.

Elections shall be held individually.

5.2 Election of two new members

The Board of Directors proposes to the Annual General Meeting of Shareholders that the following individuals be elected as new members of the Human Resources Committee for a one-year term of office until completion of the next Annual General Meeting of Shareholders:

5.2.1 Dr. Suzanne Thoma, as member of the Human Resources Committee;

5.2.2 Mr. Geoffery Merszei, as member of the Human Resources Committee.

Elections shall be held individually.

6. Election of the Auditors

The Board of Directors proposes to the Annual General Meeting of Shareholders the re-election of PricewaterhouseCoopers AG, Zurich, as auditor of the Corporation for a period of one year.

7. Election of the Independent Proxy

The Board of Directors proposes to the Annual General Meeting of Shareholders that Proxy Voting Services GmbH, Zurich, be re-elected as Independent Proxy for a one-year term of office until completion of the next Annual General Meeting of Shareholders.

8. Advisory vote on the 2018 Remuneration Report

The Board of Directors proposes to the Annual General Meeting of Shareholders that the 2018 Remuneration Report be endorsed in an advisory vote.

9. Approval of the maximum aggregate amount of total compensation of the Board of Directors

The Board of Directors proposes to the Annual General Meeting of Shareholders to approve a maximum aggregate amount of total compensation of the Board of Directors for their term of office from AGM 2019 to AGM 2020 of CHF 2.6 million.

Explanation: This is a binding vote required by the Ordinance against excessive compensation by public corporations of November 20, 2013 ("Compensation Ordinance") and the articles of association, allowing shareholders to vote directly on the maximum aggregate compensation of the Board of Directors for the forthcoming term of office. The proposed amount allows for a maximum compensation of the Board of Directors for the term of office from AGM 2019 to AGM 2020 of CHF 2.6 million.

The maximum amount excludes legally required employer's contributions to social security paid or to be paid by the company. The actual payout, including the distribution among these non-binding components, will be disclosed in the remuneration reports 2019 and 2020, respectively.

10. Approval of the maximum aggregate amount of fixed compensation of the Executive Committee

The Board of Directors proposes to the Annual General Meeting of Shareholders to approve a maximum aggregate amount of fixed compensation of the Executive Committee for the period starting on July 1, 2019 and ending on June 30, 2020 of CHF 4.0 million.

Explanation: This is a binding vote required by the Compensation Ordinance and the articles of association, allowing shareholders to vote directly on the maximum aggregate fixed compensation of the Executive Committee for the period starting on July 1, 2019 and ending on June 30, 2020. The proposed amount allows for a maximum fixed compensation of the Executive Committee for the period starting on July 1, 2019 and ending on June 30, 2020 of CHF 4.0 million.

The maximum amount excludes legally required employer's contributions to social security paid or to be paid by the company. The actual payout, including the distribution among these non-binding components, will be disclosed in the remuneration reports 2019 and 2020, respectively.

11. Approval of the aggregate amount of variable compensation of the Executive Committee

The Board of Directors proposes to the Annual General Meeting of Shareholders to approve the aggregate amount of variable compensation of the Executive Committee for the past financial year, i.e. for the period starting on January 1, 2018 and ending on December 31, 2018 of CHF 6.5 million.

Explanation: This is a binding vote required by the Compensation Ordinance and the articles of association, allowing shareholders to vote directly on the aggregate variable compensation of the Executive Committee for the past financial year. By voting retrospectively, shareholders have a say on effectively granted variable pay in full awareness of the business results of the previous financial year and any changes in the business environment.

This amount has been derived from adding the following components: annual bonus of CHF 3.1 million and multi-year equity grants (performance share units) with an estimated value at grant date of CHF 3.4 million. This amount excludes legally required employer's contributions to social security paid or to be paid by the company. Depending on the achievement of pre-determined performance criteria over a period of three years, between 0 and 2 shares of the Corporation will be allocated per performance share unit. The actual number of shares allocated, if any, will be disclosed in the remuneration report 2021.