

Phoenix Mecano AG

Hofwissenstrasse 6, 8260 Stein am Rhein

Resolution of the Ordinary Shareholders' General Meeting

Friday, May 27, 2011, 3:00 p.m.
Hotel Chlosterhof, Stein am Rhein

Agenda and Resolutions

- 1. Adoption of the 2010 annual report including the directors' report, Group accounts and 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 dividends**

Resolution: *Approval.*

- 4. Election of an auditor**

Resolution: *Re-election of KPMG AG; Zurich*