

Phoenix Mecano AG

Hofwissenstrasse 6, 8260 Stein am Rhein

Resolution of the Ordinary Shareholders' General Meeting

Friday, May 19, 2017, 3:00 p.m.
Hotel Chlosterhof, Stein am Rhein

Agenda and Resolutions

- 1. Adoption of the 2016 management report, financial statements and consolidated 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 dividend**

Resolution: *Approval.*

4. Elections

- 4.1 Election of the members and Chairman of the Board of Directors**

Resolution: *Approval.*

- 4.2 Election of the members of the Compensation Committee**

Resolution: *Approval.*

- 4.3 Election of the independent proxy**

Resolution: *Approval.*

- 4.4 Election of the auditors**

Resolution: *Approval.*

5. Remuneration

5.1. Advisory vote on the 2016 remuneration report

Resolution: *Approval.*

5.2. Approval of a maximum total amount for Board of Directors remuneration for financial year 2018

Resolution: *Approval*

5.3. Approval of a maximum total amount for management remuneration for financial year 2018

Resolution: *Approval*

Stein am Rhein, May 19, 2017

The Board of Directors

Phoenix Mecano AG

Attachment – result of vote

Of the total share capital of CHF 960,500, divided up into 960,500 bearer shares with a par value of CHF 1, Phoenix Mecano AG holds 1,000 treasury shares. These treasury shares do not carry voting rights and are not therefore represented. Consequently, a total of 959,500 shares carry voting rights today.

Votes present: 683,762 (representing 71,26 % of the voting rights)

Agenda		YES	NO	Abstentions	Valid Votes
1.	Adoption of the 2016 management report including the directors' report, Group accounts and financial statements and the acceptance of the auditors' report	683762	0	0	683765
2.	Discharge of the members of the Board of Directors and Management	681857	0	1905	681857
3.	Decision on the appropriation of retained earnings and determination of dividends	683762	0	0	683762
4.1.1	Re-election of Benedikt Goldkamp as member and Chairman of the Board of Directors	636684	47078	0	683762
4.1.2	Re-election of Dr Florian Ernst as Board member	656849	26913	0	683762
4.1.3	Re-election of Dr Martin Furrer as Board member	656849	26913	0	683762
4.1.4	Re-election of Ulrich Hocker as Board member	656546	27216	0	683762
4.1.5	Re-election of Beat Siegrist as Board member	656546	27216	0	683762
4.2.1	Dr Martin Furrer as member of the Compensation Committee	656779	26953	30	683732
4.2.2	Ulrich Hocker as member of the Compensation Committee	647291	36441	30	683732
4.2.3	Beat Siegrist as member of the Compensation Committee	656476	27256	30	683732
4.3	Election of the independent proxy Mr Hans Rudi Alder	683762	0	0	683762
4.4	Election of the auditors KPMG AG, Zurich	637830	45932	0	683762

5.1.	Advisory vote on the 2016 remuneration report	646895	36787	80	683682
5.2.	Approval of a maximum total amount for Board of Directors remuneration for financial year 2018	612707	71025	30	683732
5.3.	Approval of a maximum total amount for management remuneration for financial year 2018	682045	1562	155	683607