

# Phoenix Mecano AG

Hofwisenstrasse 6, 8260 Stein am Rhein

## Resolution of the Ordinary Shareholders' General Meeting

Wednesday 17 May 2023, 3:00 p.m.

Vienna House zur Bleiche, Bleicheplatz 1, 8201 Schaffhausen

### Agenda and Resolutions

- 1. Approval of the 2022 management report, financial statements and consolidated financial statements and acceptance of the auditors' reports**

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 2022 remuneration report**

Resolution: *Approval*

### **5.2. Approval of the maximum total amount for Board of Directors remuneration for financial year 2024**

Resolution: *Approval*

### **5.3. Approval of a maximum total amount for management remuneration for financial year 2024**

Resolution: *Approval*

## **6. Amendments to the Articles of Incorporation**

### **6.1. Amendment of the company's object**

Resolution: *Approval*

### **6.2. Conversion of bearer shares into registered shares**

Resolution: *Approval*

### **6.3. More flexibility in holding Shareholders' General Meetings**

Resolution: *Approval*

### **6.4. Abolition of the quorum required by the Articles of Incorporation for resolutions of the Shareholders' General Meeting amending the Articles of Incorporation**

Resolution: *Approval*

### **6.5. Amendment of the rules on maximum remuneration in case of non-competition clauses and concerning external mandates of members of the Board of Directors and management**

Resolution: *Approval*

### **6.6. Amendments to the Articles of Incorporation in connection with changes in the law, in particular the revision of the company law, as well as editorial corrections**

Resolution: *Approval*

# 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 1900 treasury shares. These treasury shares do not carry voting rights and are not therefore represented. Consequently, a total of 958,600 shares carry voting rights today.

**Votes present: 641'272 (representing 66.76 % of the voting rights)**

**Absolute majority: 320'637 votes**

Agenda		YES	NO	Abstentions
1.	Adoption of the 2021 management report including the directors' report, Group accounts and financial statements and the acceptance of the auditors' report	641'199	53	20
2.	Discharge of the members of the Board of Directors and Management	592'019	36'503	120
3.	Decision on the appropriation of retained earnings and determination of dividends	641'252	0	20
4.1.1	Re-election of Benedikt Goldkamp as member and Chairman of the Board of Directors	602'280	38'972	20
4.1.2	Re-election of Dr Florian Ernst as Board member	596'393	44'859	20
4.1.3	Re-election of Dr Martin Furrer as Board member	569'269	71'983	20
4.1.4	Re-election of Ulrich Hocker as Board member	575'138	66'114	20
4.1.5	Re-election of Beat Siegrist as Board member	596'393	44'859	20
4.1.6	Election of Dr Anna Hocker as Board member	638'707	2'440	125
4.1.7	Election of Claudine Hatebur Calderón as Board member	638'712	2'440	120
4.2.1	Re-election of Dr Martin Furrer as member of the Compensation Committee	569'169	71'983	120
4.2.2	Re-election of Ulrich Hocker as member of the Compensation Committee	575'038	66'114	120

<b>Agenda</b>		<b>YES</b>	<b>NO</b>	<b>Abstentions</b>
<b>4.2.3</b>	Re-election of Beat Siegrist as member of the Compensation Committee	590'743	50'409	120
<b>4.3</b>	Re-election of the independent proxy Mr Hans Rudi Alder	641'252	0	20
<b>4.4.</b>	Re-election of the auditors BDO AG, Zurich	641'209	43	20
<b>5.1.</b>	Advisory vote on the 2022 remuneration report	598'388	42'854	30
<b>5.2.</b>	Approval of a maximum total amount for Board of Directors remuneration for financial year 2024	598'866	42'281	125
<b>5.3.</b>	Approval of a maximum total amount for management remuneration for financial year 2024	640'921	281	70
<b>6.1.</b>	Amendment of the company's object	641'252	0	20
<b>6.2.</b>	Conversion of bearer shares into registered shares	641'152	0	120
<b>6.3.</b>	More flexibility in holding Shareholders' General Meetings	597'002	44'250	20
<b>6.4.</b>	Abolition of the quorum required by the Articles of Incorporation for resolutions of the Shareholders' General Meeting amending the Articles of Incorporation	632'818	8'434	20
<b>6.5.</b>	Amendment of the rules on maximum remuneration in case of non competition clauses and concerning external mandates of members of the Board of Directors	639'018	2'234	20
<b>6.6.</b>	Amendments to the Articles of Incorporation in connection with changes in the law, in particular the revision of the company law, as well as editorial corrections	641'099	153	20