

# OC Oerlikon AG

Ticker: OERL

Annual General Meeting: April 05, 2016, KKL Luzern, Europaplatz 1, 6005 Lucerne

## Overview

All items on the agenda have been proposed by the Board of Directors

## SWIPRA RECOMMENDATIONS

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|--------|---|----------|
| 1.     | Approval of the annual report 2015  | FOR      |
| 2.     | Allocation of the 2015 available earnings and distribution of dividend from reserves from capital contributions |          |
| 2.1.   | Allocation of the 2015 earnings   | FOR      |
| 2.2.   | Distribution of dividend from reserves from capital contributions   | FOR      |
| 3.     | Discharge of the members of the Board of Directors and the Executive Committee for the financial year 2015      | FOR      |
| 4.     | Elections to the Board of Directors   |          |
| 4.1.   | Re-elections  | *        |
| 4.1.1. | Prof. Dr. Michael Süss, as Chairman of the Board of Directors   | FOR*     |
| 4.1.2. | Mr Gerhard Pegam, as Director   | FOR      |
| 4.1.3. | Mr Hans Ziegler, as Director  | FOR      |
| 4.2.   | Elections of new Members  |          |
| 4.2.1. | Dr. Jean Botti, as Director   | FOR*     |
| 4.2.2. | Mr. David Metzger, as Director  | AGAINST* |
| 4.2.3. | Mr. Alexey V. Moskov, as Director   | AGAINST* |
| 5.     | Elections to the Human Resources Committee  |          |
| 5.1.   | Re-elections  |          |
| 5.1.1. | Prof. Dr. Michael Süss, as member of the Human Resources Committee  | AGAINST* |
| 5.1.2. | Mr. Hans Ziegler, as member of the Human Resources Committee  | FOR      |



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|------|---|----------|
| 5.2. | Election of a new Member  | AGAINST* |
| 6.   | Election of the Auditor   | FOR      |
| 7.   | Election of the Independent Proxy   | FOR      |
| 8.   | Approval of maximum aggregate amount of total compensation of the Board of Directors      | AGAINST* |
| 9.   | Approval of maximum aggregate amount of the fixed compensation of the Executive Committee | AGAINST* |
| 10.  | Approval of the aggregate amount of variable compensation of the Executive Committee      | FOR*     |

\* SWIPRA was looking for further information from the company to clarify this item. SWIPRA considers the insights of this discussion and/or additional information provided by the company, as transparently provided in the research report, to take a final FOR or AGAINST recommendation on each item.



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