



OC Oerlikon AG

Ticker: OERL

Annual General Meeting: April 8, 2015, KKL, Luzern

Overview

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

SWIPRA RECOMMENDATIONS

- | | | |
|-------|---|----------|
| 1 | Approval of the annual report 2014 | FOR |
| 2 | Allocation of the 2014 available earnings and distribution of dividend from reserves from capital contributions | |
| 2.1 | Allocation of the 2014 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 2014 | FOR |
| 4 | Elections to the Board of Directors | |
| 4.1 | Re-elections | |
| 4.1.1 | Mr Hans Ziegler, as Director | FOR |
| 4.1.2 | Mr Gerhard Pegam, as Director | FOR |
| 4.1.3 | Mr. Mikhail Lifshitz, as Director | FOR |
| 4.2 | Elections of new Members | |
| 4.2.1 | Dr. Michael Süss, as Chairman of the Board of Directors | FOR |
| 4.2.2 | Dr. Mary Gresens, as Director | FOR |
| 4.2.3 | Mr. Johan Van de Steen, as Director | AGAINST* |
| 5 | Elections to the Human Resources Committee | |
| 5.1 | Re-election of Mr. Hans Ziegler | FOR |
| 5.2 | Election of new Members | |
| 5.2.1 | Dr. Michael Süss, as member of the Human Resources Committee | AGAINST* |



5.2.2	Dr. Mary Gresens, as member of the Human Resources Committee	FOR
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	FOR
9	Approval of maximum aggregate amount of the fixed compensation of the Executive Committee	FOR
10	Approval of the aggregate amount of variable compensation of the Executive Committee	AGAINST*

* *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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