

Phoenix Mecano AG

Hofwissenstrasse 6, 8260 Stein am Rhein

Resolution of the Ordinary Shareholders' General Meeting

Friday, May 23, 2014, 3:00 p.m.
Hotel Chlosterhof, Stein am Rhein

Agenda and Resolutions

- 1. Adoption of the 2013 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. 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 auditor**

Resolution: *Approval.*

5. Revision of the company's articles of incorporation

Resolution: *Approval.*

6. Capital reduction through cancellation of treasury shares and amendment of the articles of incorporation

Resolution: *Approval.*

Stein am Rhein, May 23, 2014

The Board of Directors

Phoenix Mecano AG

Attachment – result of vote

Of the total share capital of CHF 978,000, divided up into 978,000 bearer shares with a par value of CHF 1, Phoenix Mecano AG holds 18,800 shares. These treasury shares do not carry voting rights and are not therefore represented. Consequently, a total of 959,200 shares carry voting rights today.

Votes present: 623,728 (representing 65.03 % of the voting rights)

Decision-making quorum for agenda items 5 and 6: $\frac{3}{4}$ (i.e. 467,796 votes) of votes cast.

| Agenda | | YES | NO | Abstentions | Valid votes |
|--------|--------------------------------------------------------------------------------------------------------------------------------------------------------|--------|-------|-------------|-------------|
| 1. | Adoption of the 2013 annual report including the directors' report, Group accounts and financial statements and the acceptance of the auditors' report | 623671 | 0 | 57 | 623728 |
| 2. | Discharge of the members of the Board of Directors and Management | 611863 | 6764 | 5101 | 623728 |
| 3. | Decision on the appropriation of retained earnings and determination of dividends | 623671 | 0 | 57 | 623728 |
| 4.1.1 | Re-election of Ulrich Hocker as member and Chairman of the Board of Directors | 613377 | 10294 | 57 | 623728 |
| 4.1.2 | Re-election of Dr Florian Ernst as Board member | 614407 | 9264 | 57 | 623728 |
| 4.1.3 | Re-election of Dr Martin Furrer as Board member | 614407 | 9264 | 57 | 623728 |
| 4.1.4 | Re-election of Benedikt Goldkamp as Board member | 600316 | 23355 | 57 | 623728 |
| 4.1.5 | Re-election of Beat Siegrist as Board member | 614407 | 9264 | 57 | 623728 |
| 4.2.1 | Dr Martin Furrer as member of the Compensation Committee | 621071 | 2500 | 157 | 623728 |
| 4.2.2 | Ulrich Hocker as member of the Compensation Committee | 603451 | 20120 | 157 | 623728 |
| 4.2.3 | Beat Siegrist as member of the Compensation Committee | 621071 | 2500 | 157 | 623728 |

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|------------|----------------------------------------------------------------------------------------------------------------|--------|-------|------|--------|
| 4.3 | Election of the independent proxy Mr Hans Rudi Alder | 621171 | 0 | 2557 | 623728 |
| 4.4 | Election of the auditors KPMG AG, Zurich | 621171 | 0 | 2557 | 623728 |
| 5. | Revision of the company's articles of incorporation | 529644 | 93927 | 157 | 623728 |
| 6. | Capital reduction through cancellation of treasury shares and amendment of the articles of incorporation | 623671 | 0 | 57 | 623728 |