

Phoenix Mecano AG

Hofwissenstrasse 6, 8260 Stein am Rhein

Resolution of the Ordinary Shareholders' General Meeting

Friday, May 22, 2015, 3:00 p.m.
Hotel Chlosterhof, Stein am Rhein

Agenda and Resolutions

- 1. Adoption of the 2014 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. Remuneration

5.1. Advisory vote on the 2014 remuneration report

Resolution: *Approval.*

5.2. Approval of a maximum total amount for Board of Directors remuneration for financial year 2016

Resolution: *Approval*

5.3. Approval of a maximum total amount for management remuneration for financial year 2016

Resolution: *Approval.*

Stein am Rhein, May 22, 2015

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 does not hold treasury shares. Consequently, a total of 960,500 shares carry voting rights today.

Votes present: 715'115 (representing 74.45 % of the voting rights)

Agenda		YES	NO	Abstentions	Valid votes
1.	Adoption of the 2014 annual report including the directors' report, Group accounts and financial statements and the acceptance of the auditors' report	960408	20	72	960,500
2.	Discharge of the members of the Board of Directors and Management	958545	1905	50	960,500
3.	Decision on the appropriation of retained earnings and determination of dividends	960434	0	66	960,500
4.1.1	Re-election of Ulrich Hocker as member and Chairman of the Board of Directors	954409	6091	0	960,500
4.1.2	Re-election of Dr Florian Ernst as Board member	957910	2590	0	960,500
4.1.3	Re-election of Dr Martin Furrer as Board member	957910	2590	0	960,500
4.1.4	Re-election of Benedikt Goldkamp as Board member	960430	20	50	960,500
4.1.5	Re-election of Beat Siegrist as Board member	957910	2590	0	960,500
4.2.1	Dr Martin Furrer as member of the Compensation Committee	957810	2590	100	960,500
4.2.2	Ulrich Hocker as member of the Compensation Committee	937729	22671	100	960,500
4.2.3	Beat Siegrist as member of the Compensation Committee	957810	2590	100	960,500
4.3	Election of the independent proxy Mr Hans Rudi Alder	960438	20	42	960,500

4.4	Election of the auditors KPMG AG, Zurich	927947	32511	42	960,500
5.1.	Advisory vote on the 2014 remuneration report	908034	52428	38	960,500
5.2.	Approval of a maximum total amount for Board of Directors remuneration for financial year 2016	952783	7579	138	960,500
5.3.	Approval of a maximum total amount for management remuneration for financial year 2016	930221	30141	138	960,500