

Resolution Minutes

19 April 2017

Corporate Secretary

Georg Fischer Ltd
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Date 19 April 2017
Location Schaffhausen

Resolution Minutes of the 121st Annual Shareholders' Meeting of Georg Fischer Ltd, 19 April 2017, 3:30 p.m. – 5:25 p.m., Schaffhausen

1 Formalities

Chair: **Andreas Koopmann**, Chairman of the Board of Directors;

Deputy Chair: **Gerold Bühler**, Vice Chairman of the Board of Directors (conducted the meeting for election matters concerning Andreas Koopmann);

Minutes **Roland Gröbli**, Corporate Secretary of Georg Fischer Ltd;

Vote counters **Martin Bisig**, Vice President of Schaffhauser Kantonalbank; **Barbara Buchser**, President of the Schaffhausen Cantonal Trade Association; **Nina Tosi**, Head of Credit Suisse Schaffhausen; **Urs Werz**, Deputy Director and CFO of Ersparniskasse Schaffhausen;

Independent proxy **weber, schaub & partner ag**, represented by attorney-at-law lic. iur. LL.M. Christoph Vaucher;

Auditors **PwC AG, Zurich**, represented by Stefan Räbsamen and Roman Uehli;

Invitation dispatched 28 March 2017

2 Attendance

At 3:30 p.m. the following attendees were noted: 921 **shareholders representing 73,911** votes. The **independent proxy** represented 2,108,458 votes. This attendance corresponded to 74.37% of the votes registered in the share register.

3 Resolutions

See Enclosure 1.

For the resolution minutes:

Roland Gröbli
Corporate Secretary

Note: In accordance with the Articles of Association of Georg Fischer Ltd, the minutes of the Annual Shareholders' Meeting are regarded as binding once they have been signed by the minutes taker, the Chairman and the vote counters. The detailed minutes of the 121th Annual Shareholders' Meeting will also be published on www.georgfischer.com once they have been duly signed by the above mentioned persons.

Enclosure 1: Resolutions

	Votes re- presented	Abstentions	Applicable vo- tes	In favor	Opposed	Resolution
1.1 Annual Report						
Percent				99.89%	0.11%	Approved.
Votes	2'179'103	5'739	2'173'364	2'170'886	2'478	
1.2 Compensation Report						
Percent				44.81%	55.19%	Disapproved.
Votes	2'180'645	7'906	2'172'739	973'617	1'199'122	
2. Appropriation of retained earnings						
Percent				99.89%	0.11%	Approved.
Votes	2'181'401	1'297	2'180'104	2'177'709	2'395	
3. Discharge						
Percent				98.92%	1.08%	Approved.
Votes	2'163'157	8'828	2'154'329	2'131'001	23'328	
4. Re-election of Hubert Achermann						
Percent				97.96%	2.04%	Approved.
Votes	2'181'107	2'375	2'178'732	2'134'309	44'423	

	Votes re-presented	Abstentions	Applicable votes	In favor	Opposed	Resolution
4. Re-election of Roman Bouteiller						
Percent				96.87%	3.13%	Elected.
Votes	2'181'604	2'659	2'178'945	2'110'792	68'153	
4. Re-election of Gerold Bühler						
Percent				93.21%	6.79%	Elected.
Votes	2'181'804	3'424	2'178'380	2'030'464	147'916	
4. Re-election of Riet Cadonau						
Percent				91.54%	8.46%	Elected.
Votes	2'182'032	3'756	2'178'276	1'993'999	184'277	
4. Re-election of Andreas Koopmann						
Percent				99.27%	0.73%	Elected.
Votes	2'182'022	3'543	2'178'479	2'162'488	15'991	
4. Re-election of Roger Michaelis						
Percent				99.16%	0.84%	Elected.
Votes	2'181'670	3'823	2'177'847	2'159'533	18'314	

	Votes re-presented	Abstentions	Applicable votes	In favor	Opposed	Resolution
4. Re-election of Eveline Saupper						
Percent				95.13%	4.87%	Elected.
Votes	2'181'701	3'315	2'178'386	2'072'379	106'007	
4. Re-election of Jasmin Staiblin						
Percent				95.33%	4.67%	Elected.
Votes	2'179'960	3'721	2'176'239	2'074'646	101'593	
4. Re-election of Zhiqiang Zhang						
Percent				96.03%	3.97%	Elected.
Votes	2'181'247	13'843	2'167'404	2'081'454	85'960	
5.1 Re-election of Andreas Koopmann (Chairman BoD)						
Percent				99.34%	0.66%	Elected.
Votes	2'180'976	3'386	2'177'590	2'163'234	14'356	
5.2 Election of Riet Cadonau (Compensation Committee)						
Percent				85.91%	14.09%	Elected.
Votes	2'181'656	5'251	2'176'405	1'869'750	306'655	

	Votes re-presented	Abstentions	Applicable votes	In favor	Opposed	Resolution
5.2 Election of Eveline Saupper (Compensation Committee)						
Percent				84.26%	15.74%	Elected.
Votes	2'181'132	5'701	2'175'431	1'833'029	342'402	
5.2 Election of Jasmin Staiblin (Compensation Committee)						
Percent				83.98%	16.02%	Elected.
Votes	2'181'562	5'966	2'175'596	1'827'145	348'451	
6. Maximum total compensation for the Board of Directors						
Percent				97.79%	2.21%	Approved.
Votes	2'178'111	18'983	2'159'128	2'111'372	47'756	
7. Maximum total compensation for the Executive Committee						
Percent				96.49%	3.51%	Approved.
Votes	2'178'751	19'795	2'158'956	2'083'139	75'817	
8. Re-election of Auditors: PwC (PricewaterhouseCoopers AG)						
Percent				99.33%	0.67%	Elected.
Votes	2'180'901	2'938	2'177'963	2'163'328	14'635	
9. Re-election of the Independent Proxy						
Percent				99.90%	0.10%	Elected.
Votes	2'179'842	1'526	2'178'316	2'176'135	2'181	