

# Resolution Minutes

## 17 April 2019

### Corporate Secretary

Georg Fischer Ltd  
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Date 17 April 2019  
Location Schaffhausen

### Resolution Minutes of the 123rd Annual Shareholders' Meeting of Georg Fischer Ltd, 17 April 2019, 3:30 p.m. – 5:15 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 at the election of the Chairman of the Board of Directors);  
**Minutes** **Roland Gröbli**, Corporate Secretary of Georg Fischer Ltd;  
**Vote counters** **Martin Bisig**, Vice President of Schaffhauser Kantonalbank; **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** **PricewaterhouseCoopers AG, Zurich**, represented by Stefan Räsamen and Beat Innauen;  
**Invitation dispatched** 19 March 2018

#### 2 Attendance

At 3:30 p.m. the following attendees were noted: 1'081 **shareholders representing 75'052 votes**. The **independent proxy represented 2'029'020 votes**. This attendance corresponded to 72.66% 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 minute's taker, the Chairman and the vote counters. The detailed minutes of the 123rd Annual Shareholders' Meeting will also be published on [www.georgfischer.com](http://www.georgfischer.com) once they have been duly signed by the above mentioned persons.

**Enclosure 1: Resolutions**

	Votes represented	Abstentions	Applicable votes	In favor	Opposed	Resolution
<b>1.1 Annual Report</b>						
Percent				99.95%	0.05%	Approved
Votes	2'097'516	4'425	2'093'091	2'092'013	1'078	
<b>1.2 Compensation Report</b>						
Percent				85.46%	14.54%	Approved
Votes	2'098'946	9'618	2'089'328	1'785'544	303'784	
<b>2. Appropriation of retained earnings</b>						
Percent				99.85%	0.15%	Approved
Votes	2'099'072	3'120	2'095'952	2'092'869	3'083	
<b>3. Discharge</b>						
Percent				99.26%	0.74%	Approved
Votes	2'077'898	10'052	2'067'846	2'052'481	15'365	

	<b>Votes represented</b>	<b>Abstentions</b>	<b>Applicable votes</b>	<b>In favor</b>	<b>Opposed</b>	<b>Resolution</b>
<b>4. Re-election of Hubert Achermann</b>						
Percent				99.68%	0.32%	Elected
Votes	2'098'188	4'122	2'094'066	2'087'359	6'707	
<b>4. Re-election of Roman Boutellier</b>						
Percent				94.39%	5.61%	Elected
Votes	2'097'180	4'813	2'092'367	1'974'931	117'436	
<b>4. Re-election of Riet Cadonau</b>						
Percent				73.26%	26.74%	Elected
Votes	2'097'367	17'675	2'079'692	1'523'648	556'044	
<b>4. Re-election of Andreas Koopmann</b>						
Percent				98.28%	1.72%	Elected
Votes	2'098'146	12'527	2'085'619	2'049'645	35'974	
<b>4. Re-election of Roger Michaelis</b>						
Percent				99.73%	0.27%	Elected
Votes	2'097'898	5'393	2'092'505	2'086'931	5'574	
<b>4. Re-election of Eveline Saupper</b>						
Percent				98.73%	1.27%	Elected
Votes	2'097'601	3'608	2'093'993	2'067'491	26'502	

	Votes represented	Abstentions	Applicable votes	In favor	Opposed	Resolution
<b>4. Re-election of Jasmin Staiblin</b>						
Percent				98.62%	1.38%	Elected
Votes	2'097'426	5'640	2'091'786	2'062'836	28'950	
<b>4. Re-election of Zhiqiang Zhang</b>						
Percent				97.74%	2.26%	Elected
Votes	2'098'065	4'663	2'093'402	2'046'086	47'316	
<b>4. Election of Yves Serra</b>						
Percent				99.17%	0.83%	Elected
Votes	2'098'113	4'906	2'093'207	2'075'902	17'305	
<b>5.1 Re-election of Andreas Koopmann (Chairman BoD)</b>						
Percent				92.34%	7.66%	Elected
Votes	2'100'376	5'292	2'095'084	1'934'553	160'531	
<b>5.2 Election of Roman Boutellier (Compensation Committee)</b>						
Percent				95.51%	4.49%	Elected
Votes	2'095'718	6'684	2'089'034	1'995'229	93'805	
<b>5.2 Re-election of Eveline Saupper (Compensation Committee)</b>						
Percent				98.27%	1.73%	Elected
Votes	2'095'767	6'192	2'089'575	2'053'529	36'046	

	Votes represented	Abstentions	Applicable votes	In favor	Opposed	Resolution
<b>5.2</b> Re-election of Jasmin Staiblin (Compensation Committee)						
Percent				97.79%	2.21%	Elected
Votes	2'095'013	7'034	2'087'979	2'041'817	46'162	
<b>6.</b> Maximum total compensation for the Board of Directors						
Percent				97.29%	2.71%	Approved
Votes	2'094'811	12'192	2'082'619	2'026'188	56'431	
<b>7.</b> Maximum total compensation for the Executive Committee						
Percent				87.92%	12.08%	Approved
Votes	2'098'447	14'379	2'084'068	1'832'328	251'740	
<b>8.</b> Re-election of Auditors: (PricewaterhouseCoopers AG)						
Percent				96.95%	3.05%	Elected
Votes	2'097'588	4'379	2'093'209	2'029'445	63'764	
<b>9.</b> Re-election of the Independent Proxy						
Percent				99.78%	0.22%	Elected
Votes	2'098'398	2'665	2'095'733	2'091'023	4'710	