

Resolution Minutes

18 April 2018

Corporate Secretary

Georg Fischer Ltd
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Date 18 April 2018
Location Schaffhausen

Resolution Minutes of the 122nd Annual Shareholders' Meeting of Georg Fischer Ltd, 18 April 2018, 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 for election matters concerning Andreas Koopmann);

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 **PwC AG, Zurich**, represented by Stefan Räbsamen and Gian Franco Bieler;

Invitation dispatched 20 March 2018

2 Attendance

At 3:30 p.m. the following attendees were noted: 874 **shareholders representing 65'691 votes**. The **independent proxy represented 2'149'638 votes**. This attendance corresponded to 76.14% 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 122nd 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 represented	Abstentions	Applicable votes	In favor	Opposed	Resolution
1.1 Annual Report						
Percent				99.97%	0.03%	Approved.
Votes	2'197'650	9'555	2'188'095	2'187'393	702	
1.2 Compensation Report						
Percent				59.41%	40.59%	Approved.
Votes	2'209'653	29'206	2'180'447	1'295'454	884'993	
2. Appropriation of retained earnings						
Percent				99.91%	0.09%	Approved.
Votes	2'209'068	1'407	2'207'661	2'205'759	1'902	
3. Discharge						
Percent				99.15%	0.85 %	Approved.
Votes	2'187'566	12'287	2'175'279	2'156'731	18'548	
4. Renewal of the authorized capital						
Percent				95.08%	4.38%	Approved.
Votes	2'216'067	11'999	2'216'067	2'107'012	97'056	

	Votes represented	Abstentions	Applicable votes	In favor	Opposed	Resolution
5. Re-election of Hubert Achermann						
Percent				98.27%	1.73%	Approved.
Votes	2'208'825	3'124	2'205'701	2'167'510	38'191	
5. Re-election of Roman Boutellier						
Percent				95.76%	4.24%	Elected.
Votes	2'209'297	3'962	2'205'335	2'111'903	93'432	
5. Re-election of Gerold Bühler						
Percent				95.54%	4.46%	Elected.
Votes	2'209'334	4'398	2'204'936	2'106'612	98'324	
5. Re-election of Riet Cadonau						
Percent				90.12%	9.88%	Elected.
Votes	2'209'775	3'486	2'206'289	1'988'248	218'041	
5. Re-election of Andreas Koopmann						
Percent				96.99%	3.01%	Elected.
Votes	2'209'499	2'805	2'206'694	2'140'324	66'370	
5. Re-election of Roger Michaelis						
Percent				99.31%	0.69%	Elected.
Votes	2'214'425	5'255	2'209'170	2'193'852	15'318	

	Votes represented	Abstentions	Applicable votes	In favor	Opposed	Resolution
5. Re-election of Eveline Saupper						
Percent				97.69%	2.31%	Elected.
Votes	2'214'948	2'836	2'212'112	2'161'070	51'042	
5. Re-election of Jasmin Staiblin						
Percent				96.15%	3.85%	Elected.
Votes	2'213'957	4'842	2'209'015	2'124'045	84'970	
5. Re-election of Zhiqiang Zhang						
Percent				96.24%	3.76%	Elected.
Votes	2'214'740	3'693	2'211'047	2'127'836	83'211	
6.1 Re-election of Andreas Koopmann (Chairman BoD)						
Percent				98.87%	1.13%	Elected.
Votes	2'214'669	2'512	2'212'157	2'187'194	24'963	
6.2 Re-election of Riet Cado-nau (Compensation Committee)						
Percent				81.68%	18.32%	Elected.
Votes	2'214'574	4'476	2'210'098	1'805'312	404'786	
6.2 Re-election of Eveline Saupper (Compensation Committee)						
Percent				88.13%	11.87%	Elected.
Votes	2'211'770	8'888	2'202'882	1'941'507	261'375	

	Votes represented	Abstentions	Applicable votes	In favor	Opposed	Resolution
6.2 Re-election of Jasmin Staiblin (Compensation Committee)						
Percent				81.46%	18.54%	Elected.
Votes	2'213'699	5'510	2'208'189	1'798'828	409'361	
7. Maximum total compensation for the Board of Directors						
Percent				97.82%	2.18%	Approved.
Votes	2'213'612	20'846	2'192'766	2'144'939	47'827	
8. Maximum total compensation for the Executive Committee						
Percent				94.92%	5.08%	Approved.
Votes	2'206'721	22'846	2'183'875	2'072'957	110'918	
9. Re-election of Auditors: PwC (PricewaterhouseCoopers AG)						
Percent				99.35%	0.65%	Elected.
Votes	2'212'843	4'184	2'208'659	2'194'242	14'417	
10. Re-election of the Independent Proxy						
Percent				99.79%	0.21%	Elected.
Votes	2'213'171	1'510	2'211'661	2'206'980	4'681	