

# Resolution Minutes

## 15 April 2020

Date 15 April 2020  
Location Schaffhausen

**Corporate Secretary**  
Georg Fischer AG  
Amsler-Laffon-Strasse 9  
8201 Schaffhausen  
Switzerland  
T +41 52 631 11 11  
info@georgfischer.com  
georgfischer.com

### Resolution Minutes of the 124<sup>th</sup> Annual Shareholders' Meeting of Georg Fischer Ltd, 15 April 2020, 3:00 p.m. – 3:15 p.m., Schaffhausen

#### 1 Formalities

**Chair:** **Andreas Koopmann**, Chairman of the Board of Directors;  
**Deputy Chair:** **Yves Serra**, Vice Chairman of the Board of Directors;  
**Minutes** **Roland Gröbli**, Corporate Secretary of Georg Fischer Ltd;  
**Vote counters** **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 Beat In-nauen;

**Invitation dispatched** 25 March 2020

#### 2 Attendance

At 3:00 p.m., the following attendees were noted: The independent proxy represented 1'857'004 votes. This attendance corresponded to 66.8% of the votes registered in the share register.

#### 3 Resolutions

See Enclosure 1.

#### 4 Comment

Due to the coronavirus pandemic and the corresponding ordinance of the Federal Council, the General Meeting of Shareholders was held without the personal participation of shareholders and was limited to the agenda items required by law and the Articles of Association.

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				99.92%	0.08%	Approved.
Votes	1'857'004	4'023	1'852'981	1'851'553	1'428	
<b>1.2 Compensation Report</b>						
Percent				90.98%	9.02%	Approved.
Votes	1'857'004	12'451	1'844'553	1'678'251	166'302	
<b>2. Appropriation of retained earnings</b>						
Percent				99.84%	0.16%	Approved.
Votes	1'857'004	2'197	1'854'807	1'851'816	2'991	
<b>3. Discharge</b>						
Percent				98.75%	1.25%	Approved.
Votes	1'840'724	10'364	1'830'360	1'807'493	22'867	
<b>4.1 Amendment of Articles of Association (Renewal of authorized capital)</b>						
Percent				98.09%	1.60%	Approved.
Votes	1'857'004	5'739	1'857'004	1'821'533	29'732	
<b>4.2 Amendment of Articles of Association (Renewal of conditional capital)</b>						
Percent				99.06%	0.41%	Approved.
Votes	1'857'004	9'914	1'857'004	1'839'553	7'537	

	Votes represented	Abstentions	Applicable votes	In favor	Opposed	Resolution
<b>4.3</b> Amendment of Articles of Association (Repeal of the option of creating bearer shares)						
Percent				99.57%	0.18%	Approved.
Votes	1'857'004	4'633	1'857'004	1'849'110	3'261	
<b>5.</b> Re-election of Hubert Achermann						
Percent				99.58%	0.42%	Elected.
Votes	1'857'004	3'395	1'853'609	1'845'860	7'749	
<b>5.</b> Re-election of Riet Cadonau						
Percent				69.45%	30.55%	Elected.
Votes	1'857'004	31'003	1'826'001	1'268'099	557'902	
<b>5.</b> Re-election of Roger Michaelis						
Percent				99.62%	0.38%	Elected.
Votes	1'857'004	3'431	1'853'573	1'846'571	7'002	
<b>5.</b> Re-election of Eveline Saupper						
Percent				98.74%	1.26%	Elected.
Votes	1'857'004	2'595	1'854'409	1'830'988	23'421	
<b>5.</b> Re-election of Yves Serra						
Percent				93.73%	6.27%	Elected.
Votes	1'857'004	3'099	1'853'905	1'737'727	116'178	

	<b>Votes represented</b>	<b>Abstentions</b>	<b>Applicable votes</b>	<b>In favor</b>	<b>Opposed</b>	<b>Resolution</b>
<b>5. Re-election of Jasmin Staiblin</b>						
Percent				98.88%	1.12%	Elected.
Votes	1'857'004	4'838	1'852'166	1'831'461	20'705	
<b>5. Re-election of Zhiqiang Zhang</b>						
Percent				96.25%	3.75%	Elected.
Votes	1'857'004	4'140	1'852'864	1'783'299	69'565	
<b>5. Election of Peter Hackel</b>						
Percent				99.47%	0.53%	Elected.
Votes	1'857'004	4'209	1'852'795	1'842'982	9'813	
<b>6.1 Election of the Chairman of the Board: Yves Serra</b>						
Percent				90.82%	9.18%	Elected.
Votes	1'857'004	10'538	1'846'466	1'676'910	169'556	
<b>6.2 Election of Riet Cadonau (Compensation Committee)</b>						
Percent				78.54%	21.46%	Elected.
Votes	1'857'004	6'145	1'850'859	1'453'611	397'248	
<b>6.2 Election of Eveline Saupper (Compensation Committee)</b>						
Percent				98.69%	1.31%	Elected.
Votes	1'857'004	5'456	1'851'548	1'827'364	24'184	

	<b>Votes represented</b>	<b>Abstentions</b>	<b>Applicable votes</b>	<b>In favor</b>	<b>Opposed</b>	<b>Resolution</b>
<b>6.2 Election of Zhiqiang Zhang (Compensation Committee)</b>						
Percent				96.24%	3.76%	Elected.
Votes	1'857'004	6'987	1'850'017	1'780'397	69'620	
<b>7. Compensation of the Board of Directors</b>						
Percent				92.33%	7.67%	Approved.
Votes	1'857'004	15'900	1'841'104	1'699'836	141'268	
<b>8. Compensation of the Executive Committee</b>						
Percent				89.42%	10.58%	Approved.
Votes	1'857'004	14'766	1'842'238	1'647'270	194'968	
<b>9. Election of the statutory auditor: PwC (Pricewaterhouse-Coopers AG)</b>						
Percent				98.40%	1.60%	Approved.
Votes	1'857'004	2'745	1'854'259	1'824'501	29'758	
<b>10. Election of the independent proxy</b>						
Percent				99.97%	0.03%	Approved.
Votes	1'857'004	1'113	1'855'891	1'855'313	578	