

Resolution Minutes

19 April 2023

Date 19 April 2023
Place Schaffhausen

Resolution Minutes of the 127th Annual Shareholders' Meeting of Georg Fischer AG, Schaffhausen, 19 April 2023, 15:00 – 16:30, Schaffhausen

1 Formalities

Chair Yves Serra, Chairman of the Board of Directors;
Deputy Chair Hubert Achermann, Vice Chairman of the Board of Directors;
Minutes Roland Gröbli, Corporate Secretary of Georg Fischer AG;
Vote counters Martin Bisig, Vice Director of Schaffhauser Kantonalbank, Nina Tosi, Head of Credit Suisse Schaffhausen; Beat Stöckli, Chief Executive Officer of Ersparniskasse Schaffhausen;
Independent Proxy weber, schaub & partner ag, represented by attorney-at-law lic. iur. LL.M. Christoph J. Vaucher;
Auditors PricewaterhouseCoopers AG, Zurich, represented by Beat Inauen and Tobias Handschin.
Invitation dispatched 21 March 2023

2 Attendance

At 3 p.m. the following attendees were noted: 705 shareholders representing 940'256 votes. The independent proxy represented 33'157'603 votes. This attendance corresponded to 57.57% 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 127th Annual Shareholders' Meeting will also be published on www.georgfischer.com once they have been duly signed by the above mentioned persons.

	Votes represented	Abstentions	Applicable votes	In favor	Opposed	Resolution
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4 Enclosure 1: Resolutions

1.1 Annual Report						
Percent				99.92%	0.08%	Approved.
Votes	33'948'862	146'330	33'802'532	33'777'036	25'496	
1.2 Compensation Report						
Percent				84.78%	15.22%	Approved.
Votes	34'068'054	475'230	33'592'824	28'478'834	5'113'990	
2. Appropriation of retained earnings						
Percent				99.86%	0.14%	Approved.
Votes	34'085'698	47'200	34'038'498	33'991'875	46'623	
3. Discharge						
Percent				99.58%	0.42%	Approved.
Votes	33'712'719	204'726	33'507'993	33'366'101	141'892	
4.1. General changes Corporation Law						
Percent				92.38%	7.62%	Approved.
Votes	34'026'043	81'754	33'944'289	31'357'734	2'586'555	
4.2 Creation Capital Band						
Percent				95.68%	3.58%	Approved.
Votes	34'123'796		34'123'796	32'649'648	1'221'632	

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4.3. Possibility ASM by electronic means						
Percent				71.02%	28.98%	Approved.
Votes	33'979'962	191'708	33'788'254	23'996'418	9'791'836	
5. Re-election of Hubert Achermann						
Percent				99.39%	0.61%	Elected.
Votes	34'074'107	67'786	34'006'321	33'800'463	205'858	
5. Re-election of Peter Hackel						
Percent				99.84%	0.16%	
Votes	34'070'907	85'790	33'985'117	33'931'070	54'047	
5. Re-election of Roger Michaelis						Elected.
Percent				99.30%	0.70%	
Votes	34'074'592	101'891	33'972'701	33'735'822	236'879	Elected.
5. Re-election of Eveline Saupper						
Percent				99.54%	0.46%	Elected.
Votes	33'996'067	70'710	33'925'357	33'768'305	157'052	
5. Re-election of Ayano Senaha						
Percent				99.66%	0.34%	Elected.
Votes	33'994'247	82'299	33'911'948	33'797'210	114'738	
5. Re-election of Yves Serra						
Percent				97.15%	2.85%	Elected.
Votes	33'994'787	205'675	33'789'112	32'824'654	964'458	

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5. Election of Monica de Virgiliis						
Percent				81.09%	18.91%	Elected.
Votes	33'986'627	103'919	33'882'708	27'476'110	6'406'598	
5. Election of Michelle Wen						
Percent				99.45%	0.55%	Elected.
Votes	34'069'527	113'984	33'955'543	33'770'375	185'168	
6.1 Re-election of Yves Serra (Chairman BoD)						
Percent				97.28%	2.72%	Elected.
Votes	34'095'254	118'723	33'976'531	33'053'848	922'683	
6.2 Re-election of Roger Michaelis (Compensation Committee)						
Percent				98.67%	1.33%	Elected.
Votes	34'057'114	155'173	33'901'941	33'449'443	452'498	
6.2 Re-election of Eveline Saupper (Compensation Committee)						
Percent				97.75%	2.25%	Elected.
Votes	34'056'974	118'943	33'938'031	33'173'980	764'051	
6.2 Election of Michelle Wen (Compensation Committee)						
Percent				98.92%	1.08%	Elected.
Votes	34'058'574	147'141	33'911'433	33'544'989	366'453	
7. Maximum total compensation for the Board of Directors						
Percent				96.89%	3.11%	Approved.
Votes	34'051'606	433'070	33'618'536	32'574'559	1'043'977	

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8. Maximum total compensation for the Executive Committee						
Percent				96.14%	3.86%	Approved.
Votes	34'110'694	286'427	33'824'267	32'518'114	1'306'153	
9. Re-election of Auditors: (Price-waterhouseCoopers AG)						
Percent				97.75%	2.25%	Elected.
Votes	34'094'376	67'089	34'027'287	33'263'270	764'017	
10. Re-election of the Independent Proxy						
Percent				99.89%	0.11%	Elected.
Votes	34'063'026	39'587	34'023'439	33'985'486	37'953	