

Invitation to the ordinary Shareholders' General Meeting of Phoenix Mecano AG

Friday, 22 May 2015 at 3 p.m. (doors open at 2.15 p.m.), Hotel Chlosterhof, 8260 Stein am Rhein, Switzerland

Agenda and proposals by the Board of Directors

1. Approval of the 2014 annual report, financial statements and consolidated financial statements and acceptance of the auditors' report

The Board of Directors proposes that the annual report, financial statements and consolidated financial statements for financial year 2014 be approved.

2. Discharge of the members of the Board of Directors and management

The Board of Directors proposes that the members of the Board of Directors and management be discharged for their activity in financial year 2014.

3. Decision on the appropriation of retained earnings and determination of dividend

The Board of Directors proposes that a dividend of CHF 15.00 per share be paid and that the 2014 retained earnings of Phoenix Mecano AG should be appropriated as follows:

	CHF
Net income for the year 2014	12 547 976
Retained earnings brought forward 2013	51 416 935
Difference between par value and balance sheet value of treasury shares in connection with the capital reduction	- 7 829 104
Release of reserve for treasury shares	8 831 968
Retained earnings	64 967 775

The Board of Directors proposes to the Shareholders' General Meeting that retained earnings should be distributed as follows:

	CHF
Dividend of CHF 15.00 per share ¹	14 407 500
Carried forward to new account	50 560 275
Total	64 967 775

¹ Total dividends are calculated based on the 960,500 bearer shares. Dividends will not be paid on treasury shares held by the company at the time of the payout.

4. Elections

4.1 Election of the members and Chairman of the Board of Directors

The Board of Directors proposes that the following be elected as members of the Board of Directors and that Mr Ulrich Hocker be elected as Chairman of the Board of Directors (as hitherto) for a term of one year until the end of the next ordinary Shareholders' General Meeting (each individually):

- 4.1.1 Re-election of Ulrich Hocker as member and Chairman of the Board of Directors
- 4.1.2 Re-election of Dr Florian Ernst as Board member
- 4.1.3 Re-election of Dr Martin Furrer as Board member
- 4.1.4 Re-election of Benedikt Goldkamp as Board member
- 4.1.5 Re-election of Beat Siegrist as Board member

4.2 Election of the members of the Compensation Committee

The Board of Directors proposes that the following be elected as members of the Compensation Committee (all as hitherto) for a term of one year until the end of the next ordinary Shareholders' General Meeting (each individually):

- 4.2.1 Re-election of Dr Martin Furrer as member
- 4.2.2 Re-election of Ulrich Hocker as member
- 4.2.3 Re-election of Beat Siegrist as member

4.3 Election of the independent proxy

The Board of Directors proposes that the lawyer Mr Hans Rudi Alder, Peyer Alder Keiser Lämmler Rechtsanwälte, Pestalozzistrasse 2, CH-8200 Schaffhausen, be elected as the company's independent proxy for a term of one year until the end of the next ordinary Shareholders' General Meeting.

4.4 Election of the auditors

The Board of Directors proposes that KPMG AG, Zurich, be elected as the company's auditors for financial year 2015.

5. Remuneration

5.1. Advisory vote on the 2014 remuneration report

The Board of Directors proposes that the 2014 remuneration report should be noted and approved in a non-binding advisory vote.

5.2. Approval of a maximum total amount for Board of Directors remuneration for financial year 2016

The Board of Directors proposes that a maximum total amount of CHF 600,000 be approved for the remuneration of all members of the Board of Directors for the coming financial year 2016.

5.3. Approval of a maximum total amount for management remuneration for financial year 2016

The Board of Directors proposes that a maximum total amount of CHF 5,600,000 be approved for the remuneration of all members of the management for the coming financial year 2016.

Documents

From 22 April 2015 onwards, the 2014 annual report, including the directors' report, financial statements and consolidated financial statements as well as the auditors' reports, 2014 remuneration report and proposal by the Board of Directors regarding the appropriation of retained earnings from 2014 may be consulted by shareholders at the company's headquarters and at our subsidiary Phoenix Mecano Management AG, at Lindenstrasse 23, CH-8302 Kloten, where a copy can be obtained directly.

The 2014 annual report can also be downloaded from the Internet (<http://www.phoenix-mecano.com/annualreports.html>).

Admittance

Shareholders who wish to attend or be represented at the Shareholders' General Meeting may obtain their admission ticket with voting card and a form for issuing instructions to the independent proxy by **18 May 2015 at the latest** by depositing their shares or submitting corresponding confirmation from their custodian bank to the following bank:

UBS AG, Zurich (Fax: +41 44 236 14 71)

Shares must remain deposited until the day after the Shareholders' General Meeting.

Appointing proxies

Shareholders who are unable to attend the Shareholders' General Meeting in person may be represented:

- by a **representative** (not necessarily a shareholder), by means of a written proxy on the admission ticket; or
- by the **independent proxy** of Phoenix Mecano AG, the lawyer Mr Hans Rudi Alder, Peyer Alder Keiser Lämmlli Rechtsanwälte, Pestalozzistrasse 2, CH-8200 Schaffhausen.
To authorise the independent proxy to act on their behalf, shareholders should simply complete and sign the proxy section on the admission ticket and return it to the independent proxy by **Wednesday, 20 May 2015** together with a completed and signed instruction form. If the independent proxy is unable to attend, the Board of Directors will appoint a new independent proxy. The proxies and instructions issued to the independent proxy will be transferred to this new independent proxy appointed by the Board of Directors.

From this year, Phoenix Mecano AG shareholders can also issue **proxies and instructions to the independent proxy electronically** by registering at www.sherpany.com/phoenixmecano. Shareholders will be sent the required login data together with the written documents for the Shareholders' General Meeting. The deadline for issuing proxies and instructions electronically and making any changes to electronically issued instructions is **Tuesday, 19 May 2015 at 11:59 p.m.**

Any shareholder who issues an electronic proxy and instruction is no longer entitled to attend the Shareholders' General Meeting in person.

Phoenix Mecano AG

Ulrich Hocker
Chairman of the Board of Directors

CH-8260 Stein am Rhein, 23 April 2015