



**LafargeHolcim**

**MINUTES**

**of the 105th Ordinary Annual General Meeting of**

**LafargeHolcim Ltd**

**held on May 3, 2017, 14:00am**

**at Hallenstadion, Wallisellenstrasse 45, 8050 Zürich**

**Present Board Members**

Dr. Beat Hess	Chairman
Oscar Fanjul	Vice-Chairman
Bertrand Collomb	Member of the Board of Directors
Paul Desmarais, Jr.	Member of the Board of Directors
Dr. Alexander Gut	Member of the Board of Directors
Gérard Lamarche	Member of the Board of Directors
Adrian Loader	Member of the Board of Directors
Jürg Oleas	Member of the Board of Directors
Nassef Sawiris	Member of the Board of Directors
Dr. h.c. Thomas Schmidheiny	Member of the Board of Directors
Hanne Birgitte Breinbjerg Sørensen	Member of the Board of Directors
Dr. Dieter Spälti	Member of the Board of Directors

**Absent Board Members**

Philippe Dauman	Member of the Board of Directors
Bruno Lafont	Member of the Board of Directors

**Others present**

Dr Thomas Ris	Independent voting proxy
Markus Müller	Public Notary, Zürich-Altstadt

**Tellers**

Dzevrije Zendeli	Teller (Chairperson)
Barbara Keiser	Teller (Vize-Chairperson)
David Barst	Teller
Barbara Hediger	Teller
Manuela Heini	Teller
Beate Körfer	Teller
Sarah Melone	Teller
Kaspar Theiler	Teller
Lotte van Aanholt	Teller
Ursula Vetter	Teller

Elisa Alfieri	Representative of the auditors
Daniel Wüst	Representative of the auditors
Dragana Simijonovic	Secretary

## **Presence**

The shares are represented as follows:

132 011 278 by shareholders present  
255 897 858 by the independent voting proxy

A total of 387 909 136 registered shares is represented, equivalent to 63,92 % of the issued share capital. The absolute majority of the represented votes is 193 954 569. The absolute majority of the represented par values is CHF 387 909 138.00.

783 shareholders are present.

## **Constitution**

Dr. Beat Hess, Chairman of the Board of Directors, takes the chair and declares the meeting open. He calls specific attention to the fact that a sound and video recording is being made of the entire Annual General Meeting and explains the safety rules.

Dragana Simijonovic is appointed Secretary.

The Annual General Meeting elects the proposed ladies and gentlemen to act as tellers.

The Chairman notes that this Annual General Meeting has been convened in compliance with the legal requirements and the Articles of Incorporation, with announcement of the agenda and motions of the Board of Directors.

The requirements stipulated by law and in the Articles of Incorporation for documents to be made available have been met.

During his address, the Chairman commented on the passing of the first full financial year in which LafargeHolcim has been the world's largest cement company. He commented on the findings of the independent investigation into past activities in Syria as well as on the measures taken, and then returned to the present and spoke about the future of the company.

In his capacity as CEO, Mr Eric Olsen provided an overview of the Group's operational performance, the performance in the various regions in 2016, and the progress made versus the previous year. He explained his decision to step down as CEO in the middle of the year and ended his speech by providing his opinion on what he thinks will be the key points of focus in the future. He expressed his thanks to all of the shareholders, the Chairman Dr. Beat Hess, the entire Board of Directors, executive management as well as to all employees.

The Chairman gave the shareholders the opportunity to speak.

Ms **Fabienne Debrunner, from Zurich**, criticised the late publication of the Sustainability Report in her capacity as a member of the board of Actares, mentioned a class action in the Philippines and commented on the investigation in Syria. Ms Debrunner reported that amicable settlements had been made in the long-standing dispute in India and pending law suits had been withdrawn from court. She also made reference to the current labour dispute in Canada and wanted to know whether LafargeHolcim will publish a separate Sustainability Report every year or incorporate into the Annual Report.

The Chairman briefly commented on the individual points raised by Ms Debrunner and made particular reference to the integrated Finance and Sustainability Report, which will be published on an annual basis starting from next year.

As Director of the Ethos Foundation, Mr **Vincent Kaufmann, from Geneva**, talked about the viewpoint of his organisation with regard to Syria, mentioned a recently published report on child labour in Uganda drawn up by "Brot für Alle" and recommended denying the granting of discharge. Mr Kaufmann also explained the reasons why he rejected the election of Deloitte AG as auditor. Mr Kaufmann also criticised the compensation paid out and wanted an explanation regarding the compensation being paid to the CEO in the course of his resignation.

The Chairman briefly commented on the individual points raised by Mr Kaufmann and explained in particular that internal investigations did not provide evidence of any wrongdoing in Uganda. He further affirmed that the termination pay to the CEO will be strictly in accordance with Minder requirements.

Mr **Luc Jeannerey, from Clamart, France**, commented, in his capacity as a LafargeHolcim employee, on the FCP LafargeHolcim employee fund and made a proposal to the Board of Directors that an equity participation plan be launched to which all employees could have access.

The Chairman expressed his thanks for the constructive suggestion, saying that he will pass it on to company management and subsequently the Board of Directors for review.

On behalf of the Confédération Française Démocratique du Travail (CFDT), Mr **Patrice Ponceau, from Paris, France**, drew attention to various work-related accidents and requested the introduction of a global platform which aims to promote the establishment of a global dialogue between management and employee representatives in the style of the European Works Council.

The CEO, Mr Eric Olsen, gave us his assurance that LafargeHolcim gives top priority to occupational health and safety and pointed to, in this regard, the company having signed the Agreement on the European Works Council, as well as to the occupational health and safety group that deals with this issue. Furthermore, the CEO ensured that there is support for the dialogue already in place concerning the global framework agreement.

Employee, Mr **Uwe Barkman, from Lägerdorf, Germany**, made reference to the key duties performed by the LafargeHolcim employee representation committee, particularly as regards sustainability issues, and backed up Mr Ponceau's assertion of the need for a global agreement. Mr Barkman drew attention to the large number of people who had died as a direct or indirect result of their duties for the company.

The Chairman explained that the company takes accidents very seriously and pointed out that the Board of Directors recently founded a new committee – the Health, Safety and Sustainability Committee – the responsibility of which is to ensure that the best safety precautions are implemented within the company and training is carried out to prevent potentially fatal hazards.

The CEO corroborated the comments made by the Chairman and pledged his support for the introduction of a global agreement between company management and the employee representatives.

A representative of the Industrial Global Union, a global umbrella organisation of labour unions, Ms **Armelle Seby, from Geneva**, likewise commented on the number of accidents reported in the Annual Report and pledged that the umbrella organisation she represents will support the signing of a global framework agreement.

The CEO once again stressed the priority that the company assigns to occupational health and safety and gave brief explanations on the accidents reported in the Annual Report.

**Petra Kalman, from Budapest, Hungary**, representative of Magyar Cement in Hungary, once again commented on the legal dispute that has endured for several years regarding a plant in Hungary. She levelled a number of accusations against LafargeHolcim, including theft, and presented her views on why previous settlement negotiations have failed.

The Chairman rejected the accusations and – as in previous Annual General Meetings – pointed to the numerous offers of potential solutions to the conflict. During these discussions, Mr Kalman and LafargeHolcim were too far apart in their respective views. The Chairman stressed that he will not give further consideration to any claims if the other party is unwilling to come to a compromise on a reasonable solution.

Mr **Tobias Scheidt, from Uitikon am See**, commented on his equity purchases and voiced his appreciation for the work carried out by Mr Eric Olsen as CEO.

The CEO expressed his thanks and spoke briefly on this matter.

Nobody else asked to be given the floor.

## **Agenda**

### **Item 1**

**Management report, annual consolidated financial statements of the Group, annual financial statements of LafargeHolcim Ltd, and the compensation report; auditor's reports**

#### **Item 1.1**

**Approval of the management report, the annual consolidated financial statements of the Group, and the annual financial statements of LafargeHolcim Ltd**

The Chairman points out that the Annual Report for 2016 was made available for consultation 20 days prior to the Annual General Meeting at the registered office of the Company and sent to shareholders upon request. The shareholders have been notified in writing about this. From March 2, 2017, the report could be consulted on the LafargeHolcim homepage. No motions by shareholders in view of today's general meeting have been put forward by shareholders.

The annual consolidated financial statements of the Group and the annual financial statements of LafargeHolcim Ltd have been audited by the auditors, Ernst & Young AG. Their reports can be found on pages 266 and 286 of the Annual Report (English version). The representatives of the auditors, upon consultation, stated before the meeting that no additional comments have to be made by the auditors.

The Chairman gives the shareholders the opportunity to speak out on this agenda item.

Nobody asks to be given the floor. The Chairman puts the agenda item to the vote.

The management report, annual consolidated financial statements of the Group and annual financial statements of LafargeHolcim Ltd are approved by:

387 201 092	votes in favour (99.85 %) to
323 888	votes against (0.08 %), and
270 695	abstentions (0.07 %)

## **Item 1.2**

### **Advisory vote on the compensation report**

The Chairman points out that the compensation report can be found in the Annual Report, pages 128 through 147 and in the financial part of the Annual Report. He comments on the compensation policy and objectives of LafargeHolcim.

The Chairman gives the shareholders an opportunity to speak out on this agenda item.

Nobody asks to be given the floor. The Chairman puts the agenda item to the advisory vote.

The compensation report 2016 is approved in the advisory vote by:

327 585 301	votes in favour (84.48 %) to
59 408 845	votes against (15.32 %), and
793 568	abstentions (0.20 %)

## **Item 2**

### **Discharge of the members of the Board of Directors and the persons entrusted with management**

The Chairman notes that for this agenda item the members of the Board of Directors and other persons who have participated in management are not entitled to vote, that the number of shares represented and therefore the absolute majority is reduced accordingly, and he gives the shareholders the opportunity to comment on this agenda item.

The Chairman gives the shareholders an opportunity to speak out on this agenda item.

Nobody asks to be given the floor. The Chairman puts the agenda item to the vote.

The discharge of the members of the Board of Directors and the persons entrusted with management of LafargeHolcim Ltd during the 2016 financial year is granted by:

192 807 395	votes in favour (60.78 %) to
121 808 022	votes against (38.40 %), and
2 612 340	abstentions (0.82 %)

### **Item 3**

#### **Appropriation of retained earnings; determination of the payout from capital contribution reserves**

##### **Item 3.1**

#### **Appropriation of retained earnings**

The Chairman makes introductory comments on the appropriation of retained earnings and on payout from capital contribution reserves and proposes to the meeting the appropriation of retained earnings of CHF 11 222 mio to be carried forward.

The Chairman gives the shareholders the opportunity to comment on this agenda item.

Nobody asks to be given the floor. The Chairman puts the agenda item to the vote.

The motion by the Board of Directors on the appropriation of the retained earnings is approved by the Annual General Meeting by:

387 267 297	votes in favour (99.87 %) to
250 753	votes against (0.06 %), and
269 354	abstentions (0.07 %)

##### **Item 3.2**

#### **Determination of the payout from capital contribution reserves**

The Chairman comments on the appropriation from capital contribution reserves to free reserves and payout of CHF 2.00 per registered share of CHF 2.00 par value on the registered share capital entitled to payout up to an amount of CHF 1 214 mio. This amount will be reduced by the part of the payout attributable to the treasury shares held by the Company and by its affiliates as per the relevant date. As per April 28, 2017 the number of treasury shares was 929'502. Payment of the payout is expected to be made on May 10, 2017.

The Chairman gives the shareholders the opportunity to comment on this agenda item.

Nobody asks to be given the floor. The Chairman puts the agenda item to the vote.

The motion by the Board of Directors on the determination of the payout is approved by the Annual General Meeting by:

385 930 510	votes in favour (99.52 %) to
1 595 690	votes against (0.41 %), and
261 204	abstentions (0.07 %)

#### **Item 4**

##### **Re-elections and elections**

Before the elections, the Chairman made farewells for Messrs Bruno Lafont, Philippe Dauman and Dr. Alexander Gut, who decided not stand for re-election as members of the Board of Directors. On behalf of LafargeHolcim, the Chairman thanked the resigning members of the Board of Directors for their valuable services and appreciated their high personal and professional qualities.

#### **Item 4.1**

##### **Re-elections of members of the Board of Directors and re-election of the chairman of the Board of Directors**

###### **4.1.1 Re-election of Dr. Beat Hess as a member and re-election as chairman of the Board of Directors**

The Chairman gives the shareholders the opportunity to comment on this agenda item and explains that now is the opportunity for all comments related to all motions under agenda item 4 as thereafter all candidates will be proposed for election in the foreseen order.

Mr **Vincent Kaufmann, from Geneva**, commented on the vote on agenda item 2 – the discharge of the members of the Board of Directors and the persons entrusted with management. He wanted an explanation as to whether Groupe Bruxelles Lambert and Mr Nassef Sawiris had voted on this agenda item and, if so, why.

The Chairman gave his assurance that this will be reviewed and that Mr Kaufmann will receive an answer in writing.

Nobody else asked to be given the floor.

The Vice-Chairman, Mr. Oscar Fanjul, on behalf of the Board of Directors, proposes Dr. Beat Hess to be re-elected as a member of the Board of Directors and re-elected as chairman of the Board of Directors for a term of office of one year, expiring after the completion of the Annual General Meeting 2018.

The Vice-Chairman puts the agenda item to the vote.

The Annual General Meeting elects Dr. Beat Hess by:

384 013 954	votes in favour (99.03 %) to
2 912 708	votes against (0.75 %), and
858 279	abstentions (0.22 %)

for a term of office of one year as a member of the Board of Directors and as Chairman of the Board of Directors.

#### **4.1.2 Re-election of Bertrand Collomb as a member of the Board of Directors**

On behalf of the Board of Directors, the Chairman proposes that Bertrand Collomb be elected for a term of office of one year, expiring after the completion of the Annual General Meeting 2018.

The Chairman puts the agenda item to the vote.

The Annual General Meeting elects Bertrand Collomb by:

371 179 860	votes in favour (95.72 %) to
16 120 835	votes against (4.16 %), and
482 014	abstentions (0.12 %)

for a further term of office of one year as member of the Board of Directors.

#### **4.1.3 Re-election of Paul Desmarais, Jr. as a member of the Board of Directors**

On behalf of the Board of Directors, the Chairman proposes that Paul Desmarais, Jr. be elected for a term of office of one year, expiring after the completion of the Annual General Meeting 2018.

The Chairman puts the agenda item to the vote.

The Annual General Meeting elects Paul Desmarais, Jr. by:

344 128 158	votes in favour (88.74 %) to
43 167 216	votes against (11.13 %), and
485 511	abstentions (0.13 %)

for a further term of office of one year as member of the Board of Directors.

#### **4.1.4 Re-election of Oscar Fanjul as a member of the Board of Directors**

On behalf of the Board of Directors, the Chairman proposes that Oscar Fanjul be elected for a term of office of one year, expiring after the completion of the Annual General Meeting 2018.

The Chairman puts the agenda item to the vote.

The Annual General Meeting elects Oscar Fanjul by:

367 815 226	votes in favour (94.85 %) to
19 457 216	votes against (5.02 %), and
509 477	abstentions (0.13 %)

for a further term of office of one year as member of the Board of Directors.

#### **4.1.5 Re-election of Gérard Lamarche as a member of the Board of Directors**

On behalf of the Board of Directors, the Chairman proposes that Gérard Lamarche be elected for a term of office of one year, expiring after the completion of the Annual General Meeting 2018.

The Chairman puts the agenda item to the vote.

The Annual General Meeting elects Gérard Lamarche by:

361 807 321	votes in favour (93.30 %) to
25 342 532	votes against (6.54 %), and
628 978	abstentions (0.16 %)

for a further term of office of one year as member of the Board of Directors.

#### **4.1.6 Re-election of Adrian Loader as a member of the Board of Directors**

On behalf of the Board of Directors, the Chairman proposes that Adrian Loader be elected for a term of office of one year, expiring after the completion of the Annual General Meeting 2018.

The Chairman puts the agenda item to the vote.

The Annual General Meeting elects Adrian Loader by:

384 304 948	votes in favour (99.11 %) to
3 080 538	votes against (0.79 %), and
393 065	abstentions (0.10 %)

for a further term of office of one year as member of the Board of Directors.

#### **4.1.7 Re-election of Jürg Oleas as a member of the Board of Directors**

On behalf of the Board of Directors, the Chairman proposes that Jürg Oleas be elected for a term of office of one year, expiring after the completion of the Annual General Meeting 2018.

The Chairman puts the agenda item to the vote.

The Annual General Meeting elects Jürg Oleas by:

384 806 108	votes in favour (99.24 %) to
2 607 834	votes against (0.67 %), and
364 609	abstentions (0.09 %)

for a further term of office of one year as member of the Board of Directors.

#### **4.1.8 Re-election of Nassef Sawiris as a member of the Board of Directors**

On behalf of the Board of Directors, the Chairman proposes that Nassef Sawiris be elected for a term of office of one year, expiring after the completion of the Annual General Meeting 2018.

The Chairman puts the agenda item to the vote.

The Annual General Meeting elects Nassef Sawiris by:

363 066 211	votes in favour (93.63 %) to
24 249 432	votes against (6.25 %), and
460 858	abstentions (0.12 %)

for a further term of office of one year as member of the Board of Directors.

#### **4.1.9 Re-election of Dr. h.c. Thomas Schmidheiny as a member of the Board of Directors**

On behalf of the Board of Directors, the Chairman proposes that Dr. h.c. Thomas Schmidheiny be elected for a term of office of one year, expiring after the completion of the Annual General Meeting 2018.

The Chairman puts the agenda item to the vote.

The Annual General Meeting elects Dr. h.c. Thomas Schmidheiny by:

383 596 652	votes in favour (98.92 %) to
3 829 147	votes against (0.99 %), and
350 552	abstentions (0.09 %)

for a further term of office of one year as member of the Board of Directors.

#### **4.1.10 Re-election of Hanne Birgitte Breinbjerg Sørensen as a member of the Board of Directors**

On behalf of the Board of Directors, the Chairman proposes that Hanne Birgitte Breinbjerg Sørensen be elected for a term of office of one year, expiring after the completion of the Annual General Meeting 2018.

The Chairman puts the agenda item to the vote.

The Annual General Meeting elects Hanne Birgitte Breinbjerg Sørensen by:

385 740 224	votes in favour (99.47 %) to
1 700 969	votes against (0.44 %), and
335 158	abstentions (0.09 %)

for a further term of office of one year as member of the Board of Directors.

#### **4.1.11 Re-election of Dr. Dieter Spälti as member of the Board of Directors**

The Vice-Chairman passes the floor to the Chairman.

On behalf of the Board of Directors, the Chairman proposes that Dr. Dieter Spälti be re-elected for a further term of office of one year, expiring after the completion of the Annual General Meeting 2018.

The Chairman puts the agenda item to the vote.

The Annual General Meeting re-elects Dr. Dieter Spälti by:

377 284 922	votes in favour (97.29 %) to
10 156 990	votes against (2.62 %), and
334 439	abstentions (0.09 %)

for a further term of office of one year as a member of the Board of Directors.

### **Item 4.2**

#### **Election of a member of the Board of Directors**

##### **4.2.1 Election of Patrick Kron as a member of the Board of Directors**

On behalf of the Board of Directors, the Chairman proposes that Patrick Kron be elected as a member of the Board of Directors for a term of office of one year, expiring after the completion of the Annual General Meeting 2018.

The Chairman puts the agenda item to the vote.

The Annual General Meeting elects Patrick Kron by:

384 022 476	votes in favour (99.03 %) to
3 086 301	votes against (0.80 %), and
667 574	abstentions (0.17 %)

for a term of office of one year as a member of the Board of Directors.

### **Item 4.3**

#### **Re-elections of members of the Nomination, Compensation & Governance Committee**

#### **4.3.1 Re-election of Paul Desmarais, Jr. as a member of the Nomination, Compensation & Governance Committee**

On behalf of the Board of Directors, the Chairman proposes that Paul Desmarais, Jr. be re-elected for a further term of office of one year, expiring after the completion of the Annual General Meeting 2018.

The Chairman puts the agenda item to the vote.

The Annual General Meeting re-elects Paul Desmarais, Jr. by:

348 477 723	votes in favour (89.87 %) to
38 857 717	votes against (10.02 %), and
439 527	abstentions (0.11%)

for a further term of office of one year as a member of the Nomination, Compensation & Governance Committee.

#### **4.3.2 Re-election of Oscar Fanjul as a member of the Nomination, Compensation & Governance Committee**

On behalf of the Board of Directors, the Chairman proposes that Oscar Fanjul be re-elected for a further term of office of one year, expiring after the completion of the Annual General Meeting 2018.

The Chairman puts the agenda item to the vote.

The Annual General Meeting re-elects Oscar Fanjul by:

367 400 945	votes in favour (94.75 %) to
19 925 905	votes against (5.14 %), and
449 475	abstentions (0.11 %)

for a further term of office of one year as a member of the Nomination, Compensation & Governance Committee.

#### **4.3.3 Re-election of Adrian Loader as a member of the Nomination, Compensation & Governance Committee**

On behalf of the Board of Directors, the Chairman proposes that Adrian Loader be re-elected for a further term of office of one year, expiring after the completion of the Annual General Meeting 2018.

The Chairman puts the agenda item to the vote.

The Annual General Meeting re-elects Adrian Loader by:

367 735 590	votes in favour (94.83 %) to
19 538 668	votes against (5.04 %), and
502 067	abstentions (0.13 %)

for a further term of office of one year as a member of the Nomination, Compensation & Governance Committee.

#### **4.3.4 Re-election of Nassef Sawiris as a member of the Nomination, Compensation & Governance Committee**

On behalf of the Board of Directors, the Chairman proposes that Nassef Sawiris be re-elected for a further term of office of one year, expiring after the completion of the Annual General Meeting 2018.

The Chairman puts the agenda item to the vote.

The Annual General Meeting re-elects Nassef Sawiris by:

349 344 238	votes in favour (90.09 %) to
37 958 917	votes against (9.79 %), and
470 533	abstentions (0.12 %)

for a further term of office of one year as a member of the Nomination, Compensation & Governance Committee.

#### **4.3.5 Re-election of Hanne Birgitte Breinbjerg Sørensen as a member of the Nomination, Compensation & Governance Committee**

On behalf of the Board of Directors, the Chairman proposes that Hanne Birgitte Breinbjerg Sørensen be re-elected for a further term of office of one year, expiring after the completion of the Annual General Meeting 2018.

The Chairman puts the agenda item to the vote.

The Annual General Meeting re-elects Hanne Birgitte Breinbjerg Sørensen by:

368 936 750	votes in favour (95.14 %) to
18 459 449	votes against(4.76 %), and
377 444	abstentions (0.10 %)

for a further term of office of one year as a member of the Nomination, Compensation & Governance Committee.

#### **4.4**

#### **Election of the auditor and re-election of the independent proxy**

##### **4.4.1 Election of the auditor**

On behalf of the Board of Directors, the Chairman proposes that Deloitte AG, Zurich, be appointed as auditors for the financial year 2017.

The Chairman gives the shareholders the opportunity to comment on this agenda item.

Nobody asks to be given the floor. The Chairman puts the agenda item to the vote.

The Annual General Meeting elects Deloitte AG, Zurich, as auditors for the financial year 2017 by:

373 247 095	votes in favour (96.26 %) to
14 200 606	votes against (3.66 %), and
325 942	abstentions (0.08 %)

##### **4.4.2 Re-election of the independent proxy**

On behalf of the Board of Directors, the Chairman proposes that Dr. Thomas Ris of Ris & Ackermann be elected for a term of office of one year, expiring after the completion of the Annual General Meeting 2018.

The Chairman gives the shareholders the opportunity to comment on this agenda item.

Nobody asks to be given the floor. The Chairman puts the agenda item to the vote.

The Annual General Meeting elects Dr. Thomas Ris of Ris & Ackermann, Zurich as the independent proxy for a term of office of one year.

387 350 430	votes in favour (99.90 %) to
170 367	votes against (0.04 %), and
249 234	abstentions (0.06 %)

## **Item 5**

### **Compensation of the Board of Directors and of the Executive Management**

#### **5.1 Compensation of the Board of Directors for the next term of office**

On behalf of the Board of Directors, the Chairman proposes approval of the total maximum amount of compensation for the members of the Board of Directors for the period from the Annual General Meeting 2017 to the Annual General Meeting 2018 of CHF 5,400,000. He makes short remarks and refers to the related information in the documentation for this annual meeting of shareholders.

The Chairman gives the shareholders the opportunity to comment on this agenda item.

Nobody asks to be given the floor. The Chairman puts the agenda item to the vote.

The motion by the Board of Directors on the compensation of the members of the Board of Directors for the period from the Annual General Meeting 2017 to the Annual General Meeting 2018 is approved by the Annual General Meeting by:

378 056 106	votes in favour (97.50 %) to
8 895 024	votes against (2.29 %), and
813 005	abstentions (0.21 %)

#### **5.2 Compensation of the Executive Management for the financial year 2018**

On behalf of the Board of Directors, the Chairman proposes approval of the total maximum amount of compensation of the Executive Committee for the financial year 2018 of CHF 40,500,000. He makes short remarks and refers to the related information in the documentation for this annual meeting of shareholders.

The Chairman gives the shareholders the opportunity to comment on this agenda item.

Nobody asks to be given the floor. The Chairman puts the agenda item to the vote.

The motion by the Board of Directors on the approval of the total maximum amount of compensation of the members of the Executive Committee for the financial year 2018 is approved by the Annual General Meeting by:

366 948 407	votes in favour (94.63 %) to
19 916 780	votes against (5.14 %), and
898 660	abstentions (0.23 %)

The Chairman declares the meeting closed at 16.45 pm.

Zurich, May 3, 2017

Chairman of the Board of Directors:

Secretary:

[sign]

.....

Dr. Beat Hess

[sign]

.....

Dragana Simijonovic

Teller:

[sign]

.....

Dzevrije Zendeli

[sign]

.....

Barbara Keiser

[sign]

.....

David Barst

[sign]

.....

Barbara Hediger

[sign]

.....

Manuela Heini

[sign]

.....

Beate Körfer

[sign]

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Sarah Melone

[sign]

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Kaspar Theiler

[sign]

.....

Lotte van Aanholt

[sign]

.....

Ursula Vetter