

Articles of Incorporation of BELIMO Holding AG, Hinwil

In case of any divergent interpretation, the German version of these Articles of Incorporation shall prevail.

I. Name, registered office, duration, and purpose

Article 1 – Name, registered office

Under the name of

BELIMO Holding AG

a joint-stock corporation with head office in Hinwil ZH, Switzerland, has been created for an indefinite period of time.

Article 2 – Purpose

The corporate purpose is to hold, administer and manage investments and licenses of the Belimo Group, in particular in the area of the development, manufacture and distribution of technical equipment for automation in the heating, ventilation and air-conditioning market.

Furthermore, the company accepts research and development assignments for products and processes of the Belimo Group. The company may also acquire, manage and utilize licenses, patents and trademarks in Switzerland and abroad, as well as make investments in or financing of companies of any type that might be suitable for promoting the corporate purpose and that are directly or indirectly related to said purpose.

The company can also acquire and dispose of real estate.

II. Share capital and shares

Article 3 – Amount of share capital, number, nominal value and type of shares

The share capital amounts to CHF 615'000.-- and is divided into 615'000 registered shares with a nominal value of CHF 1.-- (one Swiss franc) each.

The shares have been fully paid in.

Article 4 – Share register

The company maintains a share register in which the names and addresses of the owners and beneficiaries are entered.

In relation to the Company, only those persons entered in the share register shall be considered registered shareholders or beneficiaries.

Article 5 – Limited transferability

The buyer and/or beneficiary of shares shall apply in writing to be registered in the share register. The company may refuse registration in the share register if the applicant does not declare expressly that he/she has acquired, and will hold, the shares on his/her own behalf and for his/her own account.

Any shareholder or beneficiary will be entered as a voting shareholder or beneficiary for a maximum of 5 per cent of the total number of shares as shown in the commercial register.

Legal entities and private partnerships combined with or related to each other through capital or voting rights, by common management, or in any similar manner, as well as individuals and legal entities and private partnerships acting jointly or in a coordinated way, shall be considered as a single person. Shareholders holding more than 5 per cent of the total number of shares at the time this provision is introduced shall continue to be registered in the share register with the number of shares held by them. The Board of Directors may through regulations define exceptions to the 5 per cent registration limit.

Art. 685b par. 4 of the Swiss Code of Obligations (CO) and Art. 685d par. 3 CO are reserved.

Article 6 – Certificates, Uncertificated and Book-entry Securities

The Company issues its registered shares in the form of single share certificates, certificates, global share certificates or uncertificated securities. The Company is free, within the provisions of the law, to convert any of its registered shares issued in one of these forms into another form at any time and without the approval of the shareholders. It shall bear the costs involved.

The shareholders shall not be entitled to demand conversion of registered shares issued in a particular form into any other form. The shareholders may however request that the Company certify the registered shares held by them in accordance with the share register.

Book-entry securities which are backed by the Company's registered shares may not be transferred by assignment, and a security interest in them can not be created by assignment.

Article 7 – Subscription right

In case of a share capital increase, the shareholders have a right of first refusal to subscribe new shares (stock option right) in accordance with their then current holdings of shares. The revocation of the subscription right for valid reasons is reserved.

III. Organization of the Company

Article 8 – Executive bodies of the Company

The executive bodies of the Company are:

- A The General Meeting of Shareholders
- B The Board of Directors
- C The Statutory Auditors

A The General Meeting of Shareholders

Article 9 – General Meeting

The Ordinary General Meeting shall be held annually within six months after the closing of the business year.

Extraordinary General Meetings shall be convened as required.

Article 10 – Convocation of the General Meeting

The General Meeting shall be convened by the Board of Directors, by the Statutory Auditors should the case arise, and in the cases foreseen by law.

Voting shareholders jointly representing a minimum of one tenth of the share capital may request in writing, without indicating any reason therefore, that the Board of Directors convene a General Meeting of Shareholders.

Article 11 – Right to put an item on the agenda

Voting shareholders representing shares with a nominal value of at least 10'000 Swiss francs may request that an item be put on the agenda, indicating the corresponding motions. Such requests shall be submitted in writing to the Chairman of the Board at the latest 60 days prior to the meeting.

Article 12 – Form of convening the General Meeting

Notice of the Ordinary and Extraordinary General Meetings shall be served at least 20 days prior to the date of the meeting by publication in the publication organs determined for the Company's notices, with indication of the items on the agenda, the motions presented by the Board of Directors and, should the case arise, the names of the shareholders who have requested the General Meeting or that a particular item be put on the agenda.

The invitation to the Ordinary General Meeting shall also contain the information that the annual report and the statutory auditors' report are available for inspection at the Company's head office and that the shareholders may ask for the delivery of these reports.

Article 13 – Voting right

Each share entered into the share register as a voting share shall have one vote at the General Meeting.

In exercising his/her voting rights, no shareholder may represent more than 10 per cent of the total number of shares entered in the commercial register for his/her own and proxy shares jointly. Legal entities and private partnerships combined with or related to each other through capital or voting rights, by common management, or in any similar manner, as well as individuals and legal entities and private partnerships acting jointly or in a coordinated way, shall be considered as a single person. The Board of Directors may issue special regulations for the exercising of the voting rights of shares held in custody or for any other, justified reason.

Shareholders registered in the share register with more than 10 per cent of the share votes are released from this restriction of voting rights insofar as they may represent, as a maximum, the number of shares entered in their name.

Article 14 – Proxy

The shareholders may have themselves represented at the General Meeting, by means of a written power of attorney, by a proxy, who need not be a shareholder.

Article 15 – Non-assignable powers of the General Meeting of Shareholders

The General Meeting of Shareholders has the following non-assignable powers:

1. Definition and amendment of the Articles of Incorporation
2. Election of the members of the Board of Directors
3. Election of the Statutory Auditors and the Group Auditors
4. Approval of the annual report, the financial statements and the consolidated financial statements
5. Resolution on the appropriation of available earnings and declaration of dividends
6. Discharge of the members of the Board of Directors
7. Resolving on all other matters reserved for the General Meeting either by law or by the Articles of Incorporation

Article 16 – Resolutions of the General Meeting

The General Meeting resolves and elects with the absolute majority of votes cast, insofar as the law does not compulsorily specify otherwise. In case of a tie, the chairperson of the Meeting shall have the casting vote.

In the case of an election, if the absolute majority is not reached in a first election round, the relative majority shall be decisive in the second round.

A minimum two-thirds majority of the votes represented, and the absolute majority of the nominal values of the shares represented, will be required for resolutions of the General Meeting of Shareholders regarding:

1. Modification of the corporate purpose
2. Creation or revocation of voting shares
3. Restrictions on the transferability of registered shares
4. Approved or conditional capital increases
5. Capital increases out of equity, against contributions in kind, or for the purpose of taking over tangible assets; and the granting of special privileges

6. Restriction or revocation of subscription rights
7. Relocation of the registered head office
8. Dissolution of the Company, with or without liquidation

Article 17 – Votes and elections

As a rule, votes and elections shall be by open ballot. Votes and elections shall be by secret ballot when the chairperson so decides or when requested by the majority of the shareholders present.

Article 18 – Chairing the General Meeting

The Chairman of the Board of Directors shall chair the General Meeting; if he/she is prevented from doing so, a member of the Board of Directors designated by the Board will chair the meeting.

The chairperson of the Meeting shall designate the Tellers and the Secretary, who need not be shareholders.

Article 19 – Minutes of the General Meeting of Shareholders

Minutes shall be kept of the General Meeting; the minutes shall be signed by the chairperson of the Meeting and by the Secretary.

B Board of Directors

Article 20 – Composition

The Board of Directors is made up of at least three and a maximum of seven members.

Article 21 – Term of office of the Board of Directors

The members of the Board of Directors are elected for a term of office of one year. The term of office ends on the date of the Ordinary General Meeting. Members may be reelected. They may be elected for one further and final term of office at the age of 70 for a period of one year.

Article 22 – Constitution of the Board of Directors

The Board of Directors constitutes itself.

The Board designates a Secretary, who need not be a member of the Board.

Article 23 – Resolutions of the Board of Directors

The Chairman of the Board and, in his/her absence, the Deputy Chairman of the Board or a duly appointed member of the Board, shall call and chair the board meetings.

The Board of Directors constitutes a quorum when a majority of its members are present. No quorum of presence is required when a completed capital increase is to be ascertained and the corresponding amendment of the Articles of Incorporation is to be resolved.

The Board of Directors resolves and conducts elections with a majority of the votes cast.

Resolutions on a previously presented motion may be passed in writing (letter, facsimile, or other written forms), unless one of the members asks for oral deliberation. Resolutions by circular letter are to be entered into the minutes of the following meeting of the Board of Directors.

Article 24 – Non-assignable tasks of the Board of Directors

The Board of Directors is authorized to resolve on all matters not reserved for the General Meeting of Shareholders by law or pursuant to the Articles of Incorporation.

The Board has the following non-assignable and inalienable tasks:

1. Direction of the Company and issuing of necessary instructions.
2. Approval of the corporate policy and strategy
3. Definition of the organization
4. Determination of the design of the accounting system, financial control and financial planning
5. Nomination and removal of the persons entrusted with the management and representation of the Company
6. Supervision of the persons in charge of the management (also regarding the observance of the Law, the Articles of Incorporation, regulations and instructions)

7. Drawing up the annual report and preparing the General Meeting; carrying out the resolutions of the General Meeting
8. Notification of the judge in case of insolvency.

Article 25 – Delegation of representation and management

Based on organizational regulations, the Board of Directors may delegate the representation of the Company and the management, or parts thereof, to individual board members or to third parties, who need not be shareholders.

C Auditors

Article 26 – Election, term of office, tasks

The General Meeting elects the Statutory Auditors for a term of office of one year, with the rights and obligations as described in Art. 728 ff. of the Swiss Code of Obligations, and one or several auditors as Group Auditors.

The auditors shall meet the legal requirements regarding qualification and independence.

IV. Financial statements and appropriation of earnings

Article 27 – Financial statements

The business year starts on January 1 and ends on December 31.

Article 28 – Legal and statutory reserves

Of the net income remaining after the deduction of all expenses, interest payments, losses and other charges, as well as after the required depreciation and provisions, 5 per cent shall be allocated to the general legal reserve until such reserve will have reached 20 per cent of the paid-in share capital.

Subject to the legal provisions regarding further allocations to the general legal reserve and subject to Art. 671 of Swiss Code of Obligations, the available earnings as shown in the balance sheet will be at the free disposal of the General Meeting.

In addition to the legal reserve, the General Meeting may resolve to create special reserves that will be at its free disposal.

V. Notices and communications

Article 29 – Notices, organs of publication

Notices and communications of the Company shall be published in the Swiss Trade Gazette (Schweizerisches Handelsamtsblatt).

Legally valid notifications to the shareholders may also be conveyed by registered letter to the addresses listed in the share register.

The Board of Directors may specify other organs of publication.

BELIMO Holding AG

On behalf of the Board of Directors

Prof. Dr. Hans Peter Wehrli
Chairman

History Amendments of the Articles of Incorporation

April 27, 1998:	General revision of the Articles of Incorporation
April 07, 2003:	Article 1 - Name, head office
April 25, 2005:	Article 1 – Name, head office Article 2 – Purpose Article 3 - Amount of share capital, number, nominal value and type of shares Article 11 - Right to put an item on the agenda
May 8, 2006:	Article 21 – Term of office of the Board of Directors Article 23, first paragraph – Resolutions of the Board of Directors
May 7, 2007:	Article 3 – Amount of share capital, number, nominal value and type of shares Article 11 – Right to put an item on the agenda Article 21 – Term of office of the Board of Directors
April 21, 2008:	Article 3 – Amount of share capital, number, nominal value and type of shares
March 29, 2010:	Article 6 – Certificates, Uncertificated and Book-entry Securities