

## MINUTES

of the 36th Annual General Meeting of Shareholders

of

### **BELIMO Holding AG**

held on Monday, April 4, 2011, at 5:30 p.m.  
in the auditorium of Rapperswil University of Applied Sciences,  
Oberseestrasse 10, CH-8640 Rapperswil/Saint Gallen

#### **Welcoming words by the Chairman**

Dear Shareholders,

Dear Guests,

On behalf of the Board of Directors of BELIMO Holding AG, welcome to the 36<sup>th</sup> Annual General Meeting. Your presence here today bears witness to your interest in our company. We are happy to see you here and thank you for coming.

I would especially like to welcome those shareholders who purchased Belimo shares for the first time last year and are present here today, the representatives of investors, employees of our company, my colleagues on the Board of Directors, and the members of the Belimo Group Executive Committee who are also present.

By way of introduction, I would like to say a few words on the course of proceedings for this General Meeting.

Once the formal procedures for convening, constituting and establishing a quorum for the meeting have been completed, we will inform you of the progress made in the last financial year and our intentions going forward.

The voting will then take place in accordance with the agenda which was sent to you.

Following the General Meeting, we would like to invite you to join us for dinner in the restaurant downstairs. Most of you know where it is.

Before I officially open the General Meeting, I would like to thank everyone involved in the preparations for today's event.

### **Opening of the meeting**

And now to business:

- Chair: In accordance with Art. 18 of our Articles of Incorporation, the Chairman of the Board of Directors chairs this General Meeting.
- I would like to extend a warm welcome to Dr. Benjamin Fehr of PricewaterhouseCoopers, Zurich, who will be taking the minutes. I would like to point out at this juncture that the entire General Meeting will be recorded to aid the minute-taking process. This recording will be deleted once the minutes have been written.
- Vote counters: Mr. Felix Hüsler and his team will be responsible for counting the votes.
- I would also like to welcome Dr. Jürg Dubs, from Zurich, as the independent voting representative under the terms of Art. 689c of the Swiss Code of Obligations. As the independent voting representative, Mr. Dubs represents those shareholders who have requested his representation. If necessary, he will vote three times, namely Yes, No and abstention.
- I would like to welcome Messrs. Benz and Brönnimann from KPMG AG, Zurich, as the auditor's representatives (also present in front).

**Record that the meeting was duly convened in accordance with all the legal and formal requirements**

In accordance with the provisions of the law and the Articles of Incorporation, on March 12, 2011 all registered shareholders in the shareholders' register as of March 9, 2011 were sent a personal invitation to attend the General Meeting.

New shareholders with voting rights registered up to and including March 25, 2011 were also sent a written invitation to attend.

The invitation to attend the General Meeting was published in the Swiss Official Gazette of Commerce on March 15, 2011.

The annual report including the consolidated financial statements of the Belimo Group, the financial statements of BELIMO Holding AG and the report of the statutory auditors and the proposals of the Board of Directors were available for inspection at the company's registered office prior to the General Meeting in accordance with the Articles of Incorporation and in accordance with the law and are also published on our website ([www.belimo.com](http://www.belimo.com)).

The shareholders can view the minutes from last year's General Meeting at the company's headquarters or on the above-mentioned website.

**Agenda**

The written agenda was included with your invitation and published in the Swiss Official Gazette of Commerce, as mentioned above. We did not receive any applications from shareholders for additions to the agenda.

Does anyone have any objections to the agenda? This does not appear to be the case.

I therefore declare that our General Meeting has been duly convened and constituted in accordance with the Articles of Incorporation and the provisions of law and that the agenda has been approved as such. The General Meeting therefore has a quorum for the business listed on the agenda.

### **Defining the voting and election procedure**

In accordance with Art. 17 of the Articles of Incorporation, votes and elections will be conducted openly as follows. Written votes and elections will take place if required by the Chairman or if requested by the majority of the shareholders present. If someone proposes a written vote and if the proposal is approved by the General Meeting, I will have the ballot papers collected and counted.

For each vote or election, I will ask you to hold up the orange ballot paper in your hand. If a shareholder wishes his or her No votes to be recorded in the minutes, they should notify me accordingly.

If a show of hands does not indicate a clear majority, I reserve the right to repeat the vote using ballot papers.

The General Meeting takes decisions and conducts its elections with an absolute majority of the shareholder votes submitted. In the event of a tie, the Chairman has the casting vote. If an absolute majority is not achieved in the first round of an election, the relative majority will decide in a second round.

### **Attendance**

The number of shareholders present and the voting shares represented as well as the par value of the shares represented is calculated at the entrance. This has already been done. All share votes and share par values represented by a corporate proxy, custodian proxy or the independent proxy are also registered separately.

I will announce the attendance figures before the vote on the first agenda item.

### **Introductory speeches**

Please allow us first to clarify a few things in relation to the 2010 financial statements.

The Chairman's speech  
(See separate document)

For detailed explanation of the financial year, I will now hand over to our CEO, Dr. Jacques Sanche.

(See separate document)

Ladies and gentlemen, I would like to thank Mr. Sanche for his detailed commentary. Do you have any questions?

There are two questions from the audience (questions and answers have been summarized for the purpose of the minutes):

- One shareholder would like to know whether the fire protection valves continue to work without interruption in the event of a power outage. The CEO explains that this is one of the reasons why spring return actuators are used in this application. If there is a power outage, the spring of the valve - which is usually closed - should move into the desired position.
- Another shareholder offers his congratulations on the good results. He understands that certain assumptions were made regarding currencies this year. When you look at the annual report, the currency exposure in Euros and US dollars has increased year-on-year, while hedging measures have decreased. The shareholder would therefore like to know whether the assumption for this year is that the Swiss franc will be weaker. The CEO explains that currency risks are very difficult to deal with. We focus on as much natural hedging as possible (i.e. purchases in the currency in which the products are also paid for). Currency risks are also hedged. The Chairman agrees with the CEO's explanations and adds that we also have to accept certain currency risks because hedging measures are very costly at the moment. This also reflects the opinion of the Audit Committee of the Board of Directors.

And now we come to the formal aspects and information.

**Attendance**

<b>Shareholders present</b>	<b>393</b>
<b>Total share votes present</b>	<b>410,029</b>
- of which are represented by the corporate proxy of the Board of Directors	52,571
- of which are represented by the independent proxy Custodian proxy	132,370
	83,750

**Restrictions in exercising the right to vote**

- Voting rights are restricted to 5% per shareholder, except for the founding shareholders.
- One shareholder can represent a maximum of 10% of the votes, including proxies granted.
- The Board of Directors may grant exceptions to the 5% clause. Currently there are none.

We will now return to the agenda.

**Agenda item 1**

**Approval of the Annual Report including financial statements, annual report and consolidated financial statements for 2010.**

**Acceptance of the reports of the statutory auditor KPMG AG.**

The Board of Directors proposes that the shareholders take note of the reports of the statutory auditors for the financial statements and the consolidated financial statements of BELIMO Holding AG and approve the Annual Report including financial statements, annual report and consolidated financial statements for 2010.

Would anyone like to say anything? That does not appear to be the case. Now we come to the voting on agenda item 1. Acceptance of the proposal requires a simple majority of the share votes cast.

**Voting**

We intend to vote openly by a show of hands. All those in favor of the proposal of the Board of Directors, raise your hands, i.e. use the orange voting card.

No votes? Abstentions?

That means that you have voted in favor of the proposal by an overwhelming majority.

The Chairman of the Board asks if those present would like the names of those who voted No to be recorded in the minutes.

(The independent proxy, who represents all 15 No votes and 45 abstentions, points out that this has already been done.)

## Agenda item 2

### **Resolution on the appropriation of available earnings.**

The Board of Directors proposes to the shareholders the distribution of the available earnings of CHF 120,875,529.25 as follows:

CHF 33,825,000.00	Dividend, i.e. CHF 55.00 per share for the 2010 financial year
CHF 87,050,529.25	Balance carried forward

In addition, please note the following:

- No allocation to the free reserves.
- No dividends will be paid on treasury shares held by BELIMO Holding AG (as at 31.12.10: 5,739 shares).
- The dividend will be paid with value date April 11, 2011.
- In anticipation of a possible question, a tax-free dividend is (unfortunately) not possible due to the corporate tax reform.

Does anyone have anything to add? There were announcements that we would pay out more, but as mentioned we feel that this amount puts us within the defined range of a 50-55% payout ratio. As no-one has anything to add, let us move on to the vote on agenda item 2. Acceptance of the proposal requires a simple majority of the share votes cast.

### Voting

As already announced, we intend once again to vote openly by a show of hands. All those in favor of the proposal of the Board of Management concerning appropriation of earnings, please raise your hands.

No votes? Abstentions?

You have voted in favor of the proposal by the Board of Directors by an overwhelming majority.



### **Agenda item 3**

#### **Discharge of the Board of Directors**

The Board of Directors proposes to the shareholders to discharge the members of the Board of Directors for the year 2010. In accordance with Art. 695 of the Swiss Code of Obligations, the members of the Board of Directors and the Group Executive Committee who hold shares directly or indirectly have no voting right with regard to granting discharge. Acceptance of this motion requires a simple majority of the share votes cast. Does anyone have anything to add? No-one. Let us move on to the vote on agenda item 3.

#### **Voting**

Does anyone propose that there be individual votes for the discharge of the Board of Directors? This does not appear to be the case. So once again we will vote openly en masse by a show of hands. All those in favor of the proposal of the Board of Management, please raise your hands.

No votes? There are no No votes – thank you. Abstentions?

You have accepted the proposal by an overwhelming majority. On behalf of the Board of Directors, I would like to thank you for the trust you have shown in us.

### **Agenda item 4**

#### **Elections to the Board of Directors**

Having reached the official retirement age, Dr. Robert Straub will step down from the Board of Directors as of this General Meeting. Robert Straub has been on the Board of Directors since Belimo went public in 1995.

On behalf of my colleagues on the Board, I would like to extend my warmest thanks to Robert Straub for his contributions and long-standing commitment to Belimo and in particular with regard to the financial aspects of the company. We all hope he enjoys a long and well-earned retirement in good health and in the company of his family.

Now we come to the re-election of the current Board members. The Board of Directors proposes to the shareholders that the current members

- **Mr. Werner Buck**
- **Mr. Martin Hess**
- **Mr. Walter Linsi**
- **Mr. Hans Peter Wehrli**

be elected for a further term of office of one year. Would anyone like to say anything about these gentlemen?

As no-one has anything to add, let us move on to the vote on agenda item 4. Acceptance of the proposal requires a simple majority of the share votes cast.

#### Voting

We intend once again to vote openly by a show of hands. The election will take place in alphabetical order.

#### **Re-election of Mr. Werner Buck**

All those in favor of the proposal by the Board of Directors that Mr. Werner Buck be re-elected for a further term of office of one year, raise your hands. No votes? Abstentions?

You have re-elected Mr. Buck by a large majority. On behalf of Mr. Buck, thank you for your trust.

#### **Re-election of Mr. Martin Hess**

All those in favor of the proposal by the Board of Directors that Mr. Martin Hess be re-elected for a further term of office of one year, raise your hands. No votes? Abstentions?

You have also re-elected Martin Hess by a large majority.

#### **Re-election of Mr. Walter Linsi**

All those in favor of the proposal by the Board of Directors that Mr. Walter Linsi be re-elected for a further term of office of one year, raise your hands. No votes? Abstentions?

You have also re-elected Mr. Walter Linsi by an overwhelming majority.

### **Re-election of Prof. Dr. Hans Peter Wehrli**

All those in favor of the proposal by the Board of Directors that Dr. Hans Peter Wehrli be re-elected for a further term of office of one year, raise your hands. No votes? Abstentions?

I find that you have accepted the proposal by the Board of Directors with an overwhelming majority.

Therefore, the current Board members

- Werner Buck
- Martin Hess
- Walter Linsi
- Prof. Dr. Hans Peter Wehrli

have been elected for a further term of office of one year.

Applause.

On behalf of my colleagues, I would like to thank you for the trust you have shown and I look forward to continuing the Board's successful collaboration.

### **New elections**

Due to the retirement of Dr. Robert Straub, we decided to look for a new Board member. The requirement was for someone with experience in the financial management of a listed company. Not only in the context of current discussions on the subject of diversity, the female quota and sexual equality, the Board of Directors also considered adding a woman to the committee and began the search accordingly. Unfortunately, it was discovered that only very few women have experience in the financial management of companies and none of the candidates had experience in a listed company. As a result, the Board of Directors decided to propose Dr. Martin Zwysig for election to the Board.

Mr. Zwyszig gained a doctorate from the University of St. Gallen. After working at Sarna Kunststoff Holding AG, Sarnen and Ems Togo Group, Romanshorn, he was CFO of Schaffner Holding AG in Luterbach between 2003 and 2008. He has been CFO of Ascom Holding AG in Dübendorf since 2008. Mr. Zwyszig is a qualified financial expert, has a lot of experience in the financial matters of listed companies and has extensive international experience. He therefore fits our requirements perfectly.

Does anyone have anything to add? That does not appear to be the case.

All those in favor of the proposal by the Board of Directors that Mr. Martin Zwyszig be elected as a new member of the Board of Directors for a term of one year, raise your hands. No votes? Abstentions?

You have voted to elect Mr. Zwyszig to the Board of Directors of Belimo Holding by an overwhelming majority.

I would like to congratulate Mr. Zwyszig on his honorable election and on behalf of my colleagues on the Board welcome him to the Belimo Board of Directors.

## **Agenda item 5**

### **Election of the statutory auditors**

The Board of Directors proposes to the shareholders that the auditors KPMG AG be elected as statutory auditors for a term of one year.

I would like to add here that we have a very constructive and agreeable relationship with the staff at KPMG AG. Again, acceptance requires a simple majority. Does anyone have anything to say about this item? That does not appear to be the case.

### **Voting**

We intend once again to vote openly by a show of hands. All those in favor of the proposal by the Board of Directors concerning the election of the statutory auditors, raise your hands. No votes? Abstentions?

I therefore find that KPMG AG has been re-elected by an overwhelming majority.

I would like to congratulate KPMG AG on their re-election and thank them for their constructive and agreeable working relationship thus far and also in the future. The corresponding declaration of acceptance of the vote by KPMG AG has been duly received.

### Close

We have now come to the end of the General Meeting.

Does anyone have any questions? Is anything unclear?

There is a question from the audience (question and answer have been summarized for the purpose of the minutes): One shareholder thinks that the shares are relatively heavy and cumbersome due to the high share price. He would like to know whether the Board of Directors would consider a share split in the future. The Chairman says that the Board of Directors came to the conclusion that a share split would be inopportune at the present time.

Are there any more questions? No. Does anyone have any objections to the conduct of proceedings? That is not the case.

Just a few words about the current financial year. The 2011 financial year has developed according to plan. The main goals for us remain our strategic orientation to the global markets for heating, ventilation and air conditioning technology. We are continuing to seek an appropriate level of organic growth as well as a solid operating margin.

We believe that thanks to our employees and managers who continually demonstrate their market and product experience, we will overcome the many challenges and in that sense we are very confident.

And finally, some information about our next General Meeting:

The 37<sup>th</sup> Annual General Meeting will take place on Monday, April 2, 2012.

Thank you, shareholders and guests, for the trust you have placed in us.

Thank you for your participation and attention, and I would now like to invite you to the evening meal in the restaurant on the ground floor.

Meeting closed.

Hinwil, April 5, 2011

Zurich, April 5, 2011

Chairman:

Prof. Dr. Hans Peter Wehrli

Secretary:

Dr. Benjamin Fehr

In case of discrepancies between the German and the English versions of this Minutes, the German version shall prevail.