

# **MINUTES**

of the 40th Annual General Meeting

of

## **BELIMO Holding AG**

held on Monday, April 20, 2015, at 5:30 p.m.  
in the Auditorium of the HSR Hochschule für Technik Rapperswil,  
Oberseestrasse 10, 8640 Rapperswil/SG

### **Welcome by the Chairman**

Dear Shareholders,

Dear Guests,

On behalf of the Board of Directors of BELIMO Holding AG, I have the pleasure of welcoming you to the 40th Annual General Meeting.

I would like to extend a special welcome to shareholders attending our Annual General Meeting for the first time, as well as to existing shareholders, their families and anybody accompanying them, to representatives of investors, to members of the Group Executive Committee, to the employees of Belimo, as well as to my colleagues on the Board of Directors.

The proceedings of our General Meeting will be organized as follows:

- After the findings concerning the convening, constitution and quorum of the General Meeting, we will inform you of the results achieved in the 2014 financial year.
- Votes will then be taken on the items figuring on the agenda of this meeting.
- Following the meeting you are invited to dinner in the university restaurant.

### **Opening the meeting**

We come now to the appointment of the office:

- Chairmanship: pursuant to Art. 18 of our articles of incorporation, the Chairman of the Board of Directors presides over the General Meeting.
- Dr. Benjamin Fehr of PricewaterhouseCoopers, Zurich, will act as secretary. I welcome Dr. Fehr to our General Meeting. To simplify his task of writing the minutes, the entire proceedings of this General Meeting will be recorded. Once the minutes have been finalized, the recording will be deleted.

- Counting the votes: the votes are counted electronically. You were given an “ePad” at the entrance to the meeting for this purpose. The use of this device will be explained to you in more detail.
- The independent voting right representative within the meaning of Art. 689c of the Swiss Code of Obligations is Dr. René Schwarzenbach of Proxy Voting Services GmbH, Zurich.
- Mr. Meisterhans and Mr. Brönnimann of the auditing company KPMG AG, Zurich, are present today.

### **Establishing the correct nature of the invitation to attend**

Having regard to the statutory requirements and those of the articles of incorporation, a personal invitation to the General Meeting was sent on March 21, 2015, to all the shareholders whose names had been recorded in the share register as of March 20, 2015. A written invitation was likewise sent to shareholders with voting rights newly registered up to and including April 10, 2015 (deadline). No new entries were made in the share register from April 13, 2015, up to and including today.

The Annual Report with the consolidated financial statements of the Belimo Group, the annual financial statements of BELIMO Holding AG and the auditor’s report, together with the motions proposed by the Board of Directors, were available for consultation by the shareholders at the registered office of the company before the General Meeting, as required by the articles of incorporation and by the law. This information was also published on our website (www.belimo.com).

This year we decided not to provide a hard copy of the annual report for reasons of sustainability. Shareholders still have the opportunity, however, to order a printed version of the annual report.

The shareholders had an opportunity to consult the minutes of last year’s Annual General Meeting at the registered office of the company or on our homepage.

The agenda was sent to you with the invitation to the General Meeting and published in the Swiss Official Gazette of Commerce on March 24, 2015.

### **Agenda**

The agenda was sent to you with the invitation to attend the meeting and published in the Swiss Official Gazette of Commerce. As of today we have received no motions from shareholders concerning the agenda.

I now ask you whether there are any objections to the agenda? That is not the case.

I find that the General Meeting has been convened in accordance with the requirements of the articles of incorporation, properly constituted and that the agenda as such has been approved. The General Meeting therefore has a quorum to deal with the matters listed on the agenda.

### **Determination of the voting and election procedure**

Pursuant to art. 16 of the articles of incorporation, the General Meeting makes its decisions and determines its elections by an absolute majority of the votes cast. In the event of a tied vote, the Chairman of the meeting has the casting vote. If an absolute majority is not achieved during the first ballot, a relative majority will suffice in the second ballot. The same applies for all agenda items.

You were given an electronic voting device at the entrance to the meeting. I will now explain the procedure to you step by step. If your electronic voting device, also referred to as an “ePad”, is inoperable from the start, you can exchange it for a different one at the Helpdesk located in the back of this auditorium, on my left side. If the electronic voting system were to fail unexpectedly,

we would fall back upon an open vote or, if appropriate, on a written vote. In the event of a written vote, the access card with voting coupons that was provided to you will be used.

The Chairman went on to explain the electronic voting procedure and called the attention of the shareholders to the fact that the votes cast by them at this General Meeting would be recorded electronically and that these records would be deleted after six months. All data on the “ePads”, however, will be deleted immediately following the Annual General Meeting. After he had given these explanations a functional test was run.

### **Record of attendance**

The number of shareholders attending, of represented voting shares, as well as the nominal share value represented were ascertained during the check at the entrance to the meeting. The attendance will be announced before casting a vote on the first agenda item.

### **Presentations**

The Chairman explained the annual financial statement for 2014 and thanked Dr. Jacques Sanche for his efforts and achievements as CEO of Belimo. Dr. Sanche then took over to comment on the past financial year, Belimo's fortieth anniversary and his activities as CEO. Following this, the new CEO appointed by the Board of Directors, Mr. Lars von der Haegen, introduced himself to the shareholders and then presented a summary of factors that make Belimo so successful.

### **Attendance**

Of the total ordinary share capital of CHF 615,000, divided into 615,000 registered shares with a nominal value of CHF 1 each, the following numbers were represented today:

Shareholders present	444
Total voting shares present	440,099
- of which independent voting right representatives	246,600

### **Limitations on the exercise of the voting right**

The Chairman pointed out that the voting right per shareholder is limited to 5% (with the exception of the founding shareholders). The Board of Directors may grant exceptions to this 5% clause.

It was pointed out that under agenda item 4, “Discharge of the Board of Directors”, individuals who had taken part in any way in the management of the business (Board of Directors, Group Executive Committee) were barred from voting pursuant to Art. 695 of the Swiss Code of Obligations.

**Agenda item 1****Approval of the Management Report, the financial statements of BELIMO Holding AG and the consolidated financial statements 2014. Consideration of the reports by the Statutory Auditors KPMG AG.**

The Board of Directors asked that due note be taken of the reports by the Statutory Auditors on the annual financial statements and on the consolidated financial statements of BELIMO Holding AG, and they asked that the management report with the annual financial statements, the annual report and the consolidated financial statements for 2014 be approved.

It was asked if anyone wanted to speak. No one requested the floor.

We come now to the vote on agenda item 1. Adoption of the motion requires an absolute majority of share votes.

**Vote**

The electronic voting procedure was used. The result of the vote was as follows:

- Consent to the motion: 438,640 share votes;
- Rejection of the motion: 1,040 share votes;
- Abstentions: 454 share votes.

The simple majority of the votes cast is 220,068. You have therefore approved the motion of the Board of Directors by a clear majority.

**Agenda item 2****Resolution on the appropriation of available earnings**

The Board of Directors proposed to the shareholders that the retained earnings of CHF 199,350,211.00 be appropriated as follows:

CHF 39,975,000.00 dividends, i.e. CHF 65.00 per share for the financial year 2014

CHF 159,375,211.00 to be carried forward to the next financial year

The Chairman also pointed out that no dividends were payable on the proprietary shares held by BELIMO Holding AG (605 shares as of December 31, 2014) and that the dividends will be paid out with value date April 24, 2015.

It was asked if anyone wanted to speak. No one requested the floor.

**Vote**

The electronic voting procedure was used. The result of the vote was as follows:

- Consent to the motion: 439,521 share votes;
- Rejection of the motion: 158 share votes;
- Abstentions: 391 share votes.

The simple majority of the votes cast is 220,036. You have therefore approved the motion of the Board of Directors by a clear majority.

**Agenda item 3****Consultative vote on the 2014 Remuneration Report and remuneration for the financial year 2014**

The Board of Directors asked that the remuneration report and the remunerations paid to the members of the Board of Directors and Group Executive Committee in the financial year 2014 be noted and approved in a non-binding consultative vote.

The vote on the remuneration report and on the remuneration paid to members of the Board of Directors and Group Executive Committee in the financial year 2014 was purely consultative in nature. The remuneration system of Belimo was explained in the Annual Report 2014 on pages 28 and 29.

The remuneration paid to the members of the Board of Directors and Group Executive Committee as indicated in Annual Report 2014 was also stated in the 2014 annual financial statements of BELIMO Holding AG.

The Chairman asked whether anyone wished to speak. No one requested the floor.

We proceed now to the vote on agenda item 3.

**Vote**

The electronic voting procedure was used. The result of the vote was as follows:

- Consent to the motion: 332,795 share votes;
- Rejection of the motion: 99,707 share votes;
- Abstentions: 7,341 share votes.

The simple majority of the votes cast is 219,922. You have therefore approved the motion of the Board of Directors by a clear majority.

## **Agenda item 4**

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

The Board of Directors asked that the shareholders grant a discharge to the members of the Board of Directors for the financial year 2014. As already indicated, the members of the Board of Directors and of the Group Executive Committee are barred from voting, in accordance with the provisions of Art. 695 of the Swiss Code of Obligations.

It was asked if anyone wanted to speak. No one requested the floor. The vote on the discharge of the Board of Directors is to be taken for the Board as a whole.

We proceed now to the vote on agenda item 4.

### **Vote**

The electronic voting procedure was used. The result of the vote was as follows:

- Consent to the motion: 274,621 share votes;
- Rejection of the motion: 32,293 share votes;
- Abstentions: 717 share votes.

The simple majority of the votes cast is 153,816. You have therefore approved the motion of the Board of Directors by a clear majority.

## **Agenda item 5**

This General Meeting marked the end of the long-standing Board of Directors mandate of Mr. Walter Linsi, who retired for reasons of age. On behalf of the entire Board of Directors, the Chairman thanked Mr. Linsi once again for all his service to Belimo from the very start and for his commitment over the past forty years.

The Board of Directors proposed to the shareholders the election of Mr. Adrian Altenburger as successor to Mr. Walter Linsi as independent Board member. He is a certified HVAC engineer, HTL and MAS Arch. ETH / SIA as well as a proven, long-standing expert in the heating, ventilation and air conditioning industry. He has also served as a partner and member of the Group Executive Committee and Board of Directors at Amstein + Walthert AG Zurich since 1999. In addition, his activities on a variety of professional committees have made him well-connected both in Switzerland and abroad.

It was asked if anyone wanted to speak. No one requested the floor.

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

As is the case every year, the Board of Directors was re-elected for one further year. The votes are taken individually. The Board of Directors proposed the election of the following for a further one-year term of office:

- Mr. Patrick Burkhalter
- Mr. Martin Hess
- Prof. Dr. Hans Peter Wehrli
- Dr. Martin Zwyszig, and
- Mr. Adrian Altenburger

The Chairman asked whether anyone wished to speak. No one requested the floor.

We proceed now to the vote on agenda item 5.1. Adoption of the motions requires an absolute majority of share votes in each case.

#### Votes

The electronic voting procedure was used in each case.

The result of the vote for **Mr. Patrick Burkhalter** was as follows:

- Consent to the motion: 415,405 share votes;
- Rejection of the motion: 23,891 share votes;
- Abstentions: 375 share votes.

The simple majority of the votes cast is 219,836. You have therefore re-elected **Mr. Patrick Burkhalter** by a clear majority and I congratulate him on his re-election.

The result of the vote for **Mr. Martin Hess** was as follows:

- Consent to the motion: 404,337 share votes;
- Rejection of the motion: 30,851 share votes;
- Abstentions: 4,163 share votes.

The simple majority of the votes cast is 219,676. You have therefore re-elected **Mr. Martin Hess** by a clear majority and I congratulate him on his re-election.

The result of the vote for **Prof. Dr. Hans Peter Wehrli** was as follows:

- Consent to the motion: 380,610 share votes;
- Rejection of the motion: 54,127 share votes;
- Abstentions: 5,162 share votes.

The simple majority of the votes cast is 219,950. You have therefore re-elected me by a clear majority.

The result of the vote for **Dr. Martin Zwyszig** was as follows:

- Consent to the motion: 437,455 share votes;
- Rejection of the motion: 271 share votes;
- Abstentions: 2,037 share votes.

The simple majority of the votes cast is 219,882. You have therefore re-elected **Dr. Martin Zwyszig** by a clear majority and I congratulate him on his re-election.

The result of the vote for **Mr. Adrian Altenburger** was as follows:

- Consent to the motion: 373,014 share votes;
- Rejection of the motion: 27,764 share votes;
- Abstentions: 39,312 share votes.

The simple majority of the votes cast is 220,046. You have therefore elected **Mr. Adrian Altenburger** as a new member of the Board of Directors by a clear majority and I congratulate him on his election.

## 5.2 Election of the Chairman and of the Deputy Chairman of the Board of Directors

The Board of Directors proposed the election of the following for a one year term of office lasting until the end of the next Annual General Meeting:

- Mr. Hans Peter Wehrli as Chairman of the Board of Directors and
- Mr. Martin Zwyszig as Deputy Chairman of the Board of Directors.

The Chairman and Deputy Chairman of the Board of Directors are elected individually. The Chairman asked whether anyone wished to speak on the matter. No one requested the floor.

We proceed now to the vote on agenda item 5.2. Adoption of the motions required an absolute majority of share votes in each case.

### Votes

The electronic voting procedure was used in each case.

The result of the vote for **Prof. Dr. Hans Peter Wehrli** was as follows:

- Consent to the motion: 402,914 share votes;
- Rejection of the motion: 32,850 share votes;
- Abstentions: 4,135 share votes.

The simple majority of the votes cast is 219,950. You have therefore elected me as Chairman of the Board of Directors by a clear majority.

The result of the vote for **Dr. Martin Zwyssig** was as follows:

- Consent to the motion: 437,376 share votes;
- Rejection of the motion: 125 share votes;
- Abstentions: 1,967 share votes.

The simple majority of the votes cast is 219,735. You have therefore elected **Dr. Martin Zwyssig** as Deputy Chairman of the Board of Directors by a clear majority and I congratulate him on his election.

### 5.3 Election of the members of the Remuneration Committee

The Chairman announced that he would not continue to serve on the Remuneration Committee for reasons related to corporate governance. The Board of Directors proposed the election of the following persons to the Remuneration Committee for a one year term of office until the end of the next Annual General Meeting:

- Mr. Martin Hess
- Mr. Adrian Altenburger and
- Mr. Patrick Burkhalter

The members of the Remuneration Committee are to be elected individually.

We proceed now to the vote on agenda item 5.3.

#### Votes

The electronic voting procedure was used in each case.

The result of the vote for **Mr. Martin Hess** was as follows:

- Consent to the motion: 400,292 share votes;
- Rejection of the motion: 32,454 share votes;
- Abstentions: 7,261 share votes.

The simple majority of the votes cast is 220,004. You have therefore elected **Mr. Martin Hess** by a clear majority to the Remuneration Committee of the Board of Directors.

The result of the vote for **Mr. Adrian Altenburger** was as follows:

- Consent to the motion: 388,075 share votes;
- Rejection of the motion: 29,495 share votes;
- Abstentions: 7,341 share votes.

The simple majority of the votes cast is 212,456. You have therefore elected **Mr. Adrian Altenburger** by a clear majority to the Remuneration Committee of the Board of Directors.

The result of the vote for **Mr. Patrick Burkhalter** was as follows:

- Consent to the motion: 433,177 share votes;
- Rejection of the motion: 4,659 share votes;
- Abstentions: 1,570 share votes.

The simple majority of the votes cast is 219,704. You have therefore elected **Mr. Patrick Burkhalter** by a clear majority to the Remuneration Committee of the Board of Directors.

#### 5.4 Re-election of the independent voting rights representative

The Board of Directors proposed the election of the following persons to the Remuneration Committee for a one year term of office until the end of the next Annual General Meeting: Proxy Voting Services GmbH, Managing Director Dr. René Schwarzenbach.

The Chairman asked whether anyone wished to speak on the matter. No one requested the floor.

We proceed now to the vote on agenda item 5.4. Adoption of the motion requires a simple majority of share votes.

##### Vote

The electronic voting procedure was used.

The result of the vote for *Proxy Voting Services GmbH* was as follows:

- Consent to the motion: 436,492 share votes;
- Rejection of the motion: 1,352 share votes;
- Abstentions: 2,001 share votes.

The simple majority of the votes cast is 219,923. You have therefore adopted the motion by a clear majority and elected Proxy Voting Services GmbH as the independent voting right representative.

I congratulate Proxy Voting Services GmbH and Dr. René Schwarzenbach on the re-election and look forward to a pleasant collaboration in the future as well.

#### 5.5 Re-election of the Statutory Auditors

The Board of Directors proposed that the mandate of KPMG AG as Statutory Auditors for the annual financial statements of BELIMO Holding AG and the consolidated financial statements be extended for one further year. Cooperation with KPMG has always been agreeable and constructive.

The Chairman asked whether anyone wished to speak on the matter. No one requested the floor.

We now proceed to the vote on agenda item 5.5.

##### Vote

The electronic voting procedure was used.

The result of the vote for *KPMG AG* was as follows:

- Consent to the motion: 431,224 share votes;
- Rejection of the motion: 7,994 share votes;
- Abstentions: 794 share votes.

The simple majority of the votes cast is 220,007. You have therefore adopted the motion by a clear majority and re-elected KPMG AG to act as the auditor.

The Chairman congratulated KPMG AG on its re-election and looked forward to further agreeable and constructive cooperation. The declaration of acceptance of the election by KPMG AG has been received.

## **Agenda item 6**

### **Approval of the fixed remuneration of the Board of Directors and the fixed and variable remuneration of the Group Executive Committee for the financial year 2015**

The Board of Directors proposed that the following maximum remuneration of the Board of Directors and Group Executive Committee be approved for the financial year 2015 on the basis of the remuneration system specified by the Ordinance Against Excessive Compensation and the company's articles of incorporation. The Board of Directors of Belimo had decided to present approval of the remuneration for the current financial year. This would be a timely decision which would allow greater transparency and simplify a comparison with the previous year. The remuneration proposed represented the maximum possible remuneration which would be paid only if the year proved extremely successful and all individual targets were achieved in full. In addition, a consultative vote would be taken again at the 2016 General Meeting on the remuneration for the previous financial year 2015.

#### **6.1 Fixed remuneration of the Board of Directors**

The Board of Directors proposed fixed remuneration for the Board of Directors (five members) amounting to a total maximum of CHF 770,000.00 for the year 2015 (2014: CHF 755,350.00 effectively paid out).

The Chairman asked whether anyone wished to speak on the matter. No one requested the floor.

We come now to the vote on agenda item 6.1.

#### Vote

The electronic voting procedure was used. The result of the vote was as follows:

- Consent to the motion: 395,178 share votes;
- Rejection of the motion: 39,785 share votes;
- Abstentions: 4,735 share votes.

The simple majority of the votes cast is 219,850. You have therefore adopted the motion by a clear majority.

#### **6.2 Fixed and variable remuneration of the Group Executive Committee**

The Board of Directors proposed fixed and variable remuneration for the Group Executive Committee (seven members) amounting to an overall maximum of CHF 4,500,000.00 for the year 2015 (2014: CHF 3,688,055.00 effectively paid out), subdivided into a maximum amount of fixed remuneration of CHF 2,500,000.00 (2014: CHF 2,337,974.00) and a maximum amount of variable remuneration of CHF 2,000,000.00 (2014: CHF 1,350,081.00). The higher remuneration amount for 2015 was explained by the transfer of the role of CEO from Mr. Jacques Sanche to Mr. Lars van der Haegen.

We come now to the vote on agenda item 6.2.

#### Vote

The electronic voting procedure was used. The result of the vote was as follows:

- Consent to the motion: 395,287 share votes;

- Rejection of the motion: 41,182 share votes;
- Abstentions: 3,550 share votes.

The simple majority of the votes cast is 220,010. You have therefore adopted the motion by a clear majority.

**Close of the meeting**

The General Meeting then came to a close. It was asked whether anyone had a question which had not yet been answered, or whether there were any objections to the way in which the meeting had been conducted.

One shareholder requested an opportunity to speak, during which he expressed his satisfaction with Belimo's performance and pointed out that Belimo has never had to lay off employees for financial reasons.

No one else wished to speak.

The Chairman asked those present to leave the voting devices on their seats for later collection by the staff. He also called attention to the fact that a small gift would be handed out upon return of the voting cards.

He thanked all the people who had been involved in and helped with the preparation and conduction of this General Meeting.

It was asked that all those present save the date for the next Annual General Meeting scheduled to be held on Monday, April 25, 2016, and not on the date mentioned in the Annual Report.

The 2015 Annual General Meeting was then closed.

Zurich, April 29, 2015

The Chairman:

The Secretary:

\_\_\_\_\_  
Prof. Dr. Hans Peter Wehrli

\_\_\_\_\_  
Dr. Benjamin Fehr

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