# ethos

Q1 | 2019

## General meetings of SPI companies

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## 1 Overview of the proxy analyses

	Number of	Number of Proposals					
Type of General Meeting	meetings	Total	Yes	No	Abstention		
Annual general meetings	22	436	354	82	0		
Extraordinary general meetings	1	2	0	2	0		
Total	23	438	354	84	0		

#### 1.1 Ethos voting positions





#### 1.2 Ethos voting positions per category of proposal



	Proposals approved		Propos refused		Abstain		Number of proposals
Annual report	22	100.0%	0	0.0%	0	0.0%	22
Allocation of income	26	100.0%	0	0.0%	0	0.0%	26
Remuneration report (advisory vote)	7	53.8%	6	46.2%	0	0.0%	13
Board remuneration amount	13	54.2%	11	45.8%	0	0.0%	24
Executive remuneration amount	16	57.1%	12	42.9%	0	0.0%	28
Discharge	21	100.0%	0	0.0%	0	0.0%	21
Board elections	152	87.9%	21	12.1%	0	0.0%	173
Elections of remuneration committee	50	71.4%	20	28.6%	0	0.0%	70
Auditors	12	57.1%	9	42.9%	0	0.0%	21
Elections of the independent proxy	21	100.0%	0	0.0%	0	0.0%	21
Share capital increase	5	71.4%	2	28.6%	0	0.0%	7
Share capital reduction	3	100.0%	0	0.0%	0	0.0%	3
Articles of association	5	71.4%	2	28.6%	0	0.0%	7
Mergers, acquisitions and relocations	1	100.0%	0	0.0%	0	0.0%	1
Shareholder resolutions	0	0.0%	1	100.0%	0	0.0%	1



## 2 Overview of the voting recommendations

#### Type of General Meeting (Type)

AGM	Annual general meetings
EGM	Extraordinary general meetings

Vot	ings	
~	For	
	Partly for	
×	Oppose	
-(×	Abstain	

Company	Date	Туре	Annual report	Allocation of income	Remuneration report (advisory vote)	Board remuneration amount	Executive remuneration amount	Discharge	Board elections	Elections of remuneration committee	Auditors	Elections of the independent proxy	Share capital increase	Share capital reduction	Articles of association	Mergers, acquisitions and relocations	Shareholder resolutions
Also	29.03.2019	AGM	~	~	×	<b>~</b>		-		×	×	~	×				
Autoneum	28.03.2019	AGM	~	~	~	~	~	~	~	~	~	~					
BB Biotech	21.03.2019	AGM	~	~		×		~	~	~	×	~			~		
Bellevue Group	19.03.2019	AGM	~	~		×		~	~	~	×	~					
Cassiopea	18.03.2019	AGM	~						×								
CI Com	25.01.2019	EGM							×	×							
СРН	19.03.2019	AGM	~	~		~	•	•	0		×	•					
Dätwyler	12.03.2019	AGM	~	~	~	×	•	•	~		•	•					
DKSH	21.03.2019	AGM	~	~		~	×	•	0	•	•	•					
Givaudan	28.03.2019	AGM	~	~	×	~		~	•	~	•	~					
Hypothekarbank Lenzburg	16.03.2019	AGM	~	~		~	~	~		~	×	~					
Implenia	26.03.2019	AGM	~	~	×	~	×	~	~	~	~	~					×
Inficon	28.03.2019	AGM	~	~	~	~	~	~	•		•	~					
Leonteq	27.03.2019	AGM	~	~	×	×	•	~	~	~	•	~	~		~		
Meier Tobler	27.03.2019	AGM	~	~		×	×	~			×	~					
Novartis	28.02.2019	AGM	~	~	~	~	×	~			×	~		•		~	
Roche	05.03.2019	AGM	~	~		×	×	•		×	~	~			×		
Schaffner	15.01.2019	AGM	~	~	~	~	•	~	~	0	~	~			0		
Schindler	26.03.2019	AGM	•	~		0	0	•	•		×	~					
SGS	22.03.2019	AGM	~	~	~	~	•	•		•	~	~	~	•	•		
Swiss Prime Site	26.03.2019	AGM	•	~	~	~	~	~	•	0	×	~	~				
Valora	29.03.2019	AGM	•	~	×	×	×	•	•	•	•	~					
Zehnder Group	28.03.2019	AGM	~	~	×	×	~	~			~	~					





## 3 Voting results

#### 3.1 Average approval rate by GM topic

Type of Proposal	Number of Proposals	Available results	Average approval rate
Annual report	22	17	99.4 %
Allocation of income	26	20	99.5 %
Remuneration report (advisory vote)	13	10	88.7 %
Board remuneration amount	24	19	94.5 %
Executive remuneration amount	28	21	92.4 %
Discharge	21	16	98.9 %
Board elections	173	133	96.1 %
Elections of remuneration committee	70	53	94.9 %
Auditors	21	16	98.0 %
Elections of the independent proxy	21	16	99.6 %
Share capital increase	7	4	97.0 %
Share capital reduction	3	2	99.0 %
Articles of association	7	6	97.9 %
Mergers, acquisitions and relocations	1	1	99.8 %
Shareholder resolutions	1	1	1.8 %
All topics	438	335	95.9 %



#### 3.2 Most contested board resolutions

Company	GM date	ltem	Item title	Ethos	Result
SGS	22.03.2019	4.1.6	Re-elect Mr. Gérard Lamarche	OPPOSE	69.3 %
SGS	22.03.2019	4.3.2	Re-elect Mr. Ian Gallienne to the remuneration committee	FOR	70.9 %
SGS	22.03.2019	4.1.3	Re-elect Mr. Ian Gallienne	FOR	71.0 %
SGS	22.03.2019	4.1.2	Re-elect Mr. August François von Finck	FOR	74.2 %
SGS	22.03.2019	4.3.1	Elect Mr. August François von Finck to the remuneration committee	FOR	75.1 %
Inficon	28.03.2019	7	Advisory vote on the remuneration report	FOR	77.1 %
Inficon	28.03.2019	9	Binding prospective vote on the total remuneration of the executive management	FOR	77.7 %
SGS	22.03.2019	4.1.10	Elect Ms. Kory Sorenson	FOR	79.1 %
DKSH	21.03.2019	5.1.a.5	Re-elect Dr. oec. Hans Christoph Tanner	FOR	79.3 %
Inficon	28.03.2019	4.8	Re-elect Dr. iur. Thomas Staehelin to the remuneration committee	OPPOSE	79.9 %



## 4 Detailed voting recommendations

#### Also

ltem	Agenda	Board	Ethos		Result
1	Approve annual report, financial statements and accounts	FOR	FOR		*
2	Advisory vote on the remuneration report	FOR	<ul> <li>OPPOSE</li> </ul>	The transparency of the remuneration report is insufficient.	•
				The pay-for-performance connection is not demonstrated.	
3	Approve allocation of income and dividend	FOR	FOR		~
4	Discharge board members and executive management	FOR	FOR		•
5	Approve renewal of authorised capital	FOR	OPPOSE	The requested authority to issue shares, without tradable pre-emptive rights, for general financing purposes, exceeds 15% of the issued capital.	•
6.1	Binding prospective vote on the total remuneration of the board of directors	FOR	FOR		~
6.2	Binding prospective vote on the fixed remuneration of the executive management	FOR	FOR		•
6.3	Binding prospective vote on the total variable remuneration of the executive management	FOR	OPPOSE	The information provided is insufficient.	•
	one can be management			The structure and conditions of the plans do not respect Ethos' guidelines.	
				The remuneration committee or the board of directors have excessive discretion with regard to awards and administration of the plan.	
				The requested amount does not allow to respect Ethos' guidelines.	
7.1	Elections to the board of directors				
7.1.a	Re-elect Prof. Peter Athanas	FOR	FOR		<b>~</b>
7.1.b	Re-elect Mr. Walter P.J. Droege	FOR	FOR		~
7.1.c	Re-elect Prof. Rudolf Marty	FOR	OPPOSE	He has been a member of the board for 26 years, which exceeds Ethos' guidelines.	~



#### Also

ltem	Agenda	Board	Ethos		Result
7.1.d	Re-elect Mr. Frank Tanski	FOR	OPPOSE	He is a representative of a significant shareholder who is sufficiently represented on the board.	~
7.1.e	Re-elect Dr. Ernest-W. Droege	FOR	FOR		<b>~</b>
7.1.f	Re-elect Prof. Gustavo Möller- Hergt	FOR	OPPOSE	He is also CEO.	•
7.2	Re-elect Prof. Gustavo Möller- Hergt as chairman of the board	FOR	OPPOSE	As Ethos did not support the election of Prof. Möller-Hergt to the board of directors, he cannot be elected as chairman.	~
				He is also CEO and the combination of functions is permanent.	
7.3	Elections to the nomination and remuneration committee				
7.3.a	Re-elect Prof. Peter Athanas to the nomination and remuneration committee	FOR	• OPPOSE	He was member of the remuneration committee during the past financial year and the transparency of the remuneration report is deemed very insufficient.	~
7.3.b	Re-elect Mr. Walter P.J. Droege to the nomination and remuneration committee	FOR	OPPOSE	He was member of the remuneration committee during the past financial year and the transparency of the remuneration report is deemed very insufficient.	~
7.3.c	Re-elect Mr. Frank Tanski to the nomination and remuneration committee	FOR	OPPOSE	As Ethos did not support the election of Mr. Tanski to the board of directors, he cannot be elected to the committee.	~
				He was member of the remuneration committee during the past financial year and the transparency of the remuneration report is deemed very insufficient.	
7.4	Re-election of the auditors	FOR	OPPOSE	On a 3-year basis, the aggregate non- audit fees exceed 50% of the aggregate fees paid for audit services.	*
7.5	Re-election of the independent proxy	FOR	FOR		~



#### Autoneum

ltem	Agenda	Board	Ethos	Result
1	Approve annual report, financial statements and accounts	FOR	FOR	~
2	Approve allocation of income and dividend	FOR	FOR	✓
3	Discharge board members and executive management	FOR	FOR	✓
4	Elections to the board of directors			
4.1	Re-elect Mr. Hans-Peter Schwald	FOR	FOR	✓
4.2	Re-elect Mr. Rainer Schmückle	FOR	FOR	✓
4.3	Re-elect Mr. Norbert Indlekofer	FOR	FOR	✓
4.4	Re-elect Mr. Michael Pieper	FOR	FOR	✓
4.5	Re-elect Mr. This E. Schneider	FOR	FOR	✓
4.6	Re-elect Mr. Peter Spuhler	FOR	FOR	✓
4.7	Re-elect Mr. Ferdinand Stutz	FOR	FOR	✓
5	Re-elect Mr. Hans-Peter Schwald as board chairman	FOR	FOR	✓
6	Elections to the remuneration committee			
6.1	Re-elect Mr. This E. Schneider to the remuneration committee	FOR	FOR	✓
6.2	Re-elect Mr. Hans-Peter Schwald to the remuneration committee	FOR	FOR	✓
6.3	Re-elect Mr. Ferdinand Stutz to the remuneration committee	FOR	FOR	✓
7	Re-elect KPMG as auditors	FOR	FOR	✓
8	Re-elect Mr. Ulrich B. Mayer as independent proxy	FOR	FOR	✓
9	Advisory vote on the remuneration report	FOR	FOR	✓
10	Binding prospective vote on the total remuneration of the board of directors	FOR	FOR	~
11	Binding prospective vote on the total remuneration of the executive management	FOR	FOR	✓



#### **BB** Biotech

ltem	Agenda	Board	Ethos		Res	sult
1	Approve annual report, financial statements and accounts	FOR	FOR		~	99.6 %
2	Approve allocation of income and dividend	FOR	FOR		•	99.3 %
3	Discharge board members	FOR	FOR		-	99.4 %
4	Elections to the board of directors					
4.1	Re-elect Dr. Erich Hunziker as member and chairman of the board	FOR	FOR		~	92.0 %
4.2	Re-elect Dr. Clive A. Meanwell	FOR	FOR		-	89.8 %
4.3	Re-elect Prof. Klaus Strein	FOR	FOR		~	91.9 %
4.4	Elect Dr. Thomas von Planta	FOR	FOR		~	98.6 %
5	Elections to the remuneration committee					
5.1	Re-elect Dr. Clive A. Meanwell to the remuneration committee	FOR	FOR		•	91.3 %
5.2	Re-elect Prof. Klaus Strein to the remuneration committee	FOR	FOR		~	96.9 %
6	Amend articles of association: board remuneration	FOR	FOR		•	99.3 %
7	Binding prospective vote on the total remuneration of the board of directors	FOR	<ul> <li>OPPOSE</li> </ul>	The remuneration is significantly higher than that of the peer group.	~	87.6 %
8	Re-election of the independent proxy	FOR	FOR		~	99.4 %
9	Re-election of the auditors	FOR	• OPPOSE	The audit firm has been in office for 25 years, which exceeds Ethos' guidelines.	~	90.9 %



#### Bellevue Group

ltem	Agenda	Board	Ethos		Res	ult
1	Approve annual report, financial statements and accounts	FOR	FOR		~	98.9 %
2	Discharge board members and executive management	FOR	FOR		~	98.7 %
3	Approve allocation of income and dividend	FOR	FOR		<b>~</b> 1	00.0 %
4	Dividend distribution out of capital contribution reserves	FOR	FOR		*	99.9 %
5.1	Elections to the board of directors					
5.1.1	Re-elect Dr. Daniel H. Sigg	FOR	FOR		~	97.7 %
5.1.2	Re-elect Dr. Rupert Hengster	FOR	FOR		~	96.6 %
5.1.3	Re-elect Mr. Veit de Maddalena	FOR	FOR			97.5 %
5.1.4	Elect Ms. Katrin Wehr-Seiter	FOR	FOR		~	97.8 %
5.1.5	Elect Mr. Urs Schenker	FOR	FOR		~	93.5 %
5.2	Elect Mr. Veit de Maddalena as chairman of the board	FOR	FOR		~	97.3 %
5.3	Elections to the remuneration committee					
5.3.1	Elect Ms. Katrin Wehr-Seiter to the remuneration committee	FOR	FOR		~	97.6 %
5.3.2	Elect Mr. Urs Schenker to the remuneration committee	FOR	FOR		~	93.3 %
5.3.3	Elect Mr. Veit de Maddalena to the remuneration committee	FOR	FOR		~	97.2 %
5.4	Election of the independent proxy	FOR	FOR		×	99.3 %
5.5	Re-election of the auditors	FOR	<ul> <li>OPPOSE</li> </ul>	The audit firm has been in office for 20 years, which exceeds Ethos' guidelines.	~	98.0 %
6	Binding votes on the remuneration of the board of directors and the executive management					
6.1	Binding prospective vote on the fixed remuneration of the board of directors	FOR	OPPOSE	The remuneration is significantly higher than that of the peer group.	~	96.0 %
6.2	Binding retrospective vote on the variable remuneration of the board of directors	FOR	OPPOSE	The remuneration is significantly higher than that of the peer group. The non-executive directors receive	~	85.1 %
6.3	Binding prospective vote on the fixed and long-term variable remuneration of the executive management	FOR	FOR	variable remuneration.	~	88.5 %



#### Bellevue Group

ltem	Agenda	Board	Ethos		Result
6.4	Binding retrospective vote on the short-term variable remuneration of the executive management	FOR	OPPOSE	The information provided is insufficient.	✔ 87.4 %
	or the executive management			The requested amount does not allow to respect Ethos' guidelines.	



#### Cassiopea

ltem	Agenda	Board	Ethos		Result
1	Approve financial statements	FOR	FOR		<b>√</b> 100.0 %
2	Elections to the board of directors and related resolutions	NO RECOMME ND.	OPPOSE	The identity of the candidates is not disclosed in due time.	✓ 99.6 %
3	Approve renewal of authorised capital for employee options	FOR	• OPPOSE	The non-executive directors can receive options.	✓ 99.6 %
4	Approve creation of authorised capital for general financing purposes	FOR	FOR		✓ 99.7 %



#### 25.01.2019 EGM

#### CI Com

ltem	Agenda	Board	Ethos		Result
1	Elect Ms. Laurence Duménil	FOR	• OPPOSE	She is not independent (representative of an important shareholder) and the board independence is insufficient (0.0%). She is a representative of a significant shareholder who is sufficiently represented on the board.	*
2	Elect Ms. Valérie Gimond-Duménil to the remuneration committee	FOR	OPPOSE	As Ethos did not support the election of Ms. Gimond-Duménil to the board of directors at the 2018 AGM, she cannot be elected to the committee.	~
3	Miscellaneous	NON- VOTING	NON- VOTING		

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ltem	Agenda	Board	Ethos		Res	sult
1	Approve annual report, financial statements and accounts	FOR	FOR		~	99.3 %
2	Discharge board members and executive management	FOR	FOR		~	99.3 %
3	Approve allocation of income and dividend	FOR	FOR		•	99.3 %
4.1	Binding prospective vote on the total remuneration of the board of directors	FOR	FOR		•	98.7 %
4.2	Binding prospective vote on the total remuneration of the executive management	FOR	FOR		•	98.5 %
5.1	Elections to the board of directors					
5.1.1	Re-elect Dr. sc.nat. Mauro Gabella	FOR	FOR		~	98.3 %
5.1.2	Re-elect Mr. Kaspar Kelterborn	FOR	FOR		~	99.2 %
5.1.3	Re-elect Mr. Peter Schaub	FOR	OPPOSE	He is a representative of a significant shareholder who is sufficiently represented on the board.	~	98.7 %
5.1.4	Re-elect Mr. Tim Talaat-Schnorf	FOR	FOR		~	98.8 %
515	Re-elect Mr. Manuel Werder	FOR	FOR			989%

5.1.5	Re-elect IVIr. IVIanuel Vverder	FOR	FUR		×	98.9 %
5.1.6	Re-elect Mr. Christian Wipf	FOR	FOR		~	98.9 %
5.2	Re-elect Mr. Peter Schaub as chairman of the board	FOR	<ul> <li>OPPOSE</li> </ul>	As Ethos did not support the election of Mr. Schaub to the board of directors, he cannot be elected as chairman.	~	98.7 %

Elections to the nomination and remuneration committee					
Re-elect Dr. sc.nat. Mauro Gabella to the nomination and remuneration committee	FOR	FOR		~	98.6 %
Re-elect Mr. Tim Talaat-Schnorf to the nomination and remuneration committee	FOR	FOR		~	98.6 %
Re-elect Mr. Christian Wipf to the nomination and remuneration committee	FOR	FOR		~	98.7 %
Re-elect Mr. Peter Schaub to the nomination and remuneration committee	FOR	<ul> <li>OPPOSE</li> </ul>	As Ethos did not support the election of Mr. Schaub to the board of directors, he cannot be elected to the committee.	~	98.8 %
Re-elect PricewaterhouseCoopers as auditors	FOR	OPPOSE	The audit firm has been in office for 48 years, which exceeds Ethos' guidelines.	~	98.9 %
	remuneration committee Re-elect Dr. sc.nat. Mauro Gabella to the nomination and remuneration committee Re-elect Mr. Tim Talaat-Schnorf to the nomination and remuneration committee Re-elect Mr. Christian Wipf to the nomination and remuneration committee Re-elect Mr. Peter Schaub to the nomination and remuneration committee	remuneration committeeRe-elect Dr. sc.nat. Mauro GabellaFORto the nomination and remuneration committeeFORRe-elect Mr. Tim Talaat-Schnorf to the nomination and remuneration committeeFORRe-elect Mr. Christian Wipf to the nomination and remuneration committeeFORRe-elect Mr. Peter Schaub to the nomination and remuneration committeeFORRe-elect Mr. Peter Schaub to the nomination and remuneration committeeFORRe-elect PricewaterhouseCoopersFOR	remuneration committeeRe-elect Dr. sc.nat. Mauro GabellaFORFORto the nomination and remuneration committeeFORFORRe-elect Mr. Tim Talaat-Schnorf to the nomination and remuneration committeeFORFORRe-elect Mr. Christian Wipf to the nomination and remuneration committeeFORFORRe-elect Mr. Peter Schaub to the nomination and remuneration committeeFOR• OPPOSERe-elect Mr. Peter Schaub to the nomination and remuneration committeeFOR• OPPOSERe-elect PricewaterhouseCoopersFOR• OPPOSE	remuneration committeeRe-elect Dr. sc.nat. Mauro GabellaFORto the nomination and remuneration committeeFORRe-elect Mr. Tim Talaat-Schnorf toFORRe-elect Mr. Christian Wipf to the rommination and remunerationFORRe-elect Mr. Christian Wipf to the rommination and remunerationFORRe-elect Mr. Peter Schaub to the 	remuneration committee         Re-elect Dr. sc.nat. Mauro Gabella FOR to the nomination and remuneration committee       FOR         Re-elect Mr. Tim Talaat-Schnorf to the nomination and remuneration committee       FOR         Re-elect Mr. Christian Wipf to the nomination and remuneration committee       FOR         Re-elect Mr. Peter Schaub to the nomination and remuneration committee       FOR         Re-elect Mr. Peter Schaub to the nomination and remuneration committee       FOR         Re-elect Mr. Peter Schaub to the nomination and remuneration committee       FOR         Re-elect Mr. Peter Schaub to the nomination and remuneration committee       FOR         Re-elect PricewaterhouseCoopers       FOR         Re-elect PricewaterhouseCoopers       FOR         Re-elect PricewaterhouseCoopers       FOR         OPPOSE as auditors       The audit firm has been in office for 48 years, which exceeds Ethos'



#### CPH

ltem	Agenda	Board	Ethos	Result
5.5	Election of the independent proxy	FOR	FOR	✓ 99.1 %

#### Dätwyler

ltem	Agenda	Board	Ethos		Result
1.1	Approve annual report, financial statements and accounts	FOR	FOR		<b>√</b> 100.0 %
1.2	Advisory vote on the remuneration report	FOR	FOR		✓ 96.6 %
2	Approve allocation of income and dividend	FOR	FOR		<b>√</b> 100.0 %
3	Discharge board members and executive management	FOR	FOR		✓ 99.6 %
4.1	Elections to the board of directors				
4.1.1	Special meeting for holders of bearer shares				
4.1.1.a	Nominate Mr. Jürg Fedier as representative of bearer shareholders	FOR	FOR		✓ 99.9 %
4.1.1.b	Nominate Mr. Jens Breu as representative of bearer shareholders	FOR	FOR		✓ 99.9 %
4.1.2	Re-elect Dr. sc. techn. Paul J. Hälg as member and chairman of the board	FOR	FOR		✓ 98.3 %
4.1.3	Re-elect Dr. sc. techn. Hanspeter Fässler	FOR	FOR		✓ 95.6 %
4.1.4	Re-elect Mr. Claude R. Cornaz	FOR	FOR		✓ 97.4 %
4.1.5	Re-elect Dr. iur. Gabi Huber	FOR	FOR		✓ 97.2 %
4.1.6	Re-elect Mr. Hanno Ulmer	FOR	FOR		✓ 97.5 %
4.1.7	Re-elect Mr. Zhiqiang Zhang	FOR	FOR		✓ 97.2 %
4.1.8	Elect the candidates nominated by the special meeting (ITEM 4.1.1)				
4.1.8.a	Re-elect Mr.Jürg Fedier	FOR	FOR		✓ 99.2 %
4.1.8.b	Elect Mr.Jans Breu	FOR	FOR		<b>√</b> 100.0 %
4.2	Elections to the remuneration committee				
4.2.1	Re-elect Dr. sc. techn. Hanspeter Fässler to the remuneration committee	FOR	• OPPOSE	He is not independent (representative of an important shareholder, board tenure of 15 years) and the committee does not include at least 50% independent members.	✓ 94.4 %
4.2.2	Re-elect Dr. iur. Gabi Huber to the remuneration committee	FOR	FOR		✔ 96.6 %
4.2.3	Re-elect Mr. Claude R. Cornaz to the remuneration committee	FOR	FOR		✓ 96.6 %
4.3	Election of the auditors	FOR	FOR		<b>√</b> 100.0 %
4.4	Election of the independent proxy	FOR	FOR		<b>√</b> 100.0 %





#### Dätwyler

ltem	Agenda	Board	Ethos		Result
5.1	Binding prospective vote on the total remuneration of the board of directors	FOR	OPPOSE	The remuneration is significantly higher than that of the peer group.	✓ 99.0 %
5.2	Binding prospective vote on the total remuneration of the executive management	FOR	FOR		✔ 96.9 %



#### DKSH

ltem	Agenda	Board	Ethos		Result
1	Approve annual report, financial statements and accounts	FOR	FOR		✓ 99.9 %
2	Approve allocation of income and dividend	FOR	FOR		<b>√</b> 100.0 %
3	Discharge board members and executive management	FOR	FOR		✓ 99.9 %
4.1	Binding prospective vote on the total remuneration of the board of directors	FOR	FOR		✓ 82.1 %
4.2	Binding prospective vote on the total remuneration of the executive management	FOR	OPPOSE	The information provided is insufficient.	✓ 96.2 %
				The remuneration structure is not in line with Ethos' guidelines.	

5.1	Elections to the board of directors					
5.1.a.1	Re-elect Dr. iur. Frank Ch. Gulich	FOR	FOR		~	99.7 %
5.1.a.2	Re-elect Mr. Adrian T. Keller	FOR	FOR		~	99.6 %
5.1.a.3	Re-elect Mr. Andreas W. Keller	FOR	FOR		~	99.1 %
5.1.a.4	Re-elect Prof. Dr. Annette Köhler	FOR	FOR		~	99.7 %
5.1.a.5	Re-elect Dr. oec. Hans Christoph Tanner	FOR	FOR		•	79.3 %
5.1.a.6	Re-elect Ms. Eunice Zehnder-Lai	FOR	FOR		~	99.8 %
5.1.b.1	Elect Dr. Wolfgang Baier	FOR	FOR		-	99.9 %
5.1.b.2	Elect Mr. Jack Clemons	FOR	FOR		~	99.9 %
5.1.c	Elect Mr. Marco Gadola	FOR	• OPPOSE	He holds an excessive number of mandates.	~	98.2 %

5.2	Elect Mr. Adrian T. Keller as chairman of the board	FOR	FOR	~	99.6 %
5.3	Elections to the remuneration committee				
5.3.a.1	Re-elect Dr. iur. Frank Ch. Gulich to the remuneration committee	FOR	FOR	~	99.4 %
5.3.a.2	Re-elect Ms. Eunice Zehnder-Lai to the remuneration committee	FOR	FOR	~	99.5 %
5.3.b	Elect Mr. Andreas W. Keller to the remuneration committee	FOR	FOR	~	99.0 %
6	Election of the auditors	FOR	FOR	×	99.8 %
7	Election of the independent proxy	FOR	FOR	<ul> <li>*</li> </ul>	100.0 %



#### Givaudan

ltem	Agenda	Board	Ethos		Res	sult
1	Approve annual report, financial statements and accounts	FOR	FOR		•	99.0 %
2	Advisory vote on the remuneration report	FOR	<ul> <li>OPPOSE</li> </ul>	The remuneration report is not in line with Ethos' guidelines.	•	90.5 %
3	Approve allocation of income and dividend	FOR	FOR		~	99.9 %
4	Discharge board members	FOR	FOR		~	98.5 %
5.1	Elections to the board of directors					
5.1.1	Re-elect Mr. Victor Balli	FOR	FOR		~	98.8 %
5.1.2	Re-elect Prof. DrIng. Werner J. Bauer	FOR	FOR		~	98.1 %
5.1.3	Re-elect Ms. Lilian Fossum Biner	FOR	FOR			97.9 %
5.1.4	Re-elect Mr. Michael Carlos	FOR	FOR		~	96.3 %
5.1.5	Re-elect Ms. Ingrid Deltenre	FOR	FOR		~	99.1 %
5.1.6	Re-elect Mr. Calvin Grieder	FOR	FOR		~	98.4 %
5.1.7	Re-elect Mr. Thomas Rufer	FOR	FOR		~	99.4 %
5.2	Re-elect Mr. Calvin Grieder as chairman of the board	FOR	FOR		~	99.4 %
5.3	Elections to the remuneration committee					
5.3.1	Re-elect Prof. DrIng. Werner J. Bauer to the remuneration committee	FOR	FOR		•	98.6 %
5.3.2	Re-elect Ms. Ingrid Deltenre to the remuneration committee	FOR	FOR		~	99.3 %
5.3.2	Re-elect Mr. Victor Balli to the remuneration committee	FOR	FOR		~	99.1 %
5.4	Election of the independent proxy	FOR	FOR		~	99.9 %
5.5	Re-elect Deloitte as auditors	FOR	FOR		~	99.3 %
6.1	Binding prospective vote on the total remuneration of the board of directors	FOR	FOR		*	98.1 %
6.2.1	Binding retrospective vote on the short-term variable remuneration of the executive management	FOR	FOR		~	97.8 %
6.2.2	Binding prospective vote on the fixed and long-term variable remuneration of the executive management	FOR	OPPOSE	The maximum amount that can be potentially paid out is significantly higher than the amount requested at the general meeting.	~	92.1 %
				The remuneration structure is not in line with Ethos' guidelines.		



### Hypothekarbank Lenzburg

ltem	Agenda	Board	Etl	าดร		Result
1	Approve annual report, financial statements and accounts	FOR		FOR		~
2	Approve allocation of income and dividend	FOR		FOR		•
3	Present financial statements as per the "true and fair view" principles	NON- VOTING		NON- VOTING		
4	Discharge board members and executive management	FOR		FOR		~
5.1	Binding prospective vote on the total remuneration of the board of directors	FOR		FOR		~
5.2	Binding retrospective vote on the variable remuneration of the executive management	FOR		FOR		•
5.3	Binding prospective vote on the fixed remuneration of the executive management	FOR		FOR		~
6.1	Elections to the board of directors					
6.1.1	Re-elect Prof. Doris Agotai Schmid	FOR		FOR		×
6.1.2	Re-elect Mr. René Brülhart	FOR		FOR		× .
6.1.3	Re-elect Mr. Gerhard Hanhart	FOR	•	OPPOSE	He has been a member of the board for 22 years, which exceeds Ethos' guidelines.	•
6.1.4	Re-elect Mr. Kaspar Hemmeler	FOR		FOR		~
6.1.5	Re-elect Mr. Marco Killer	FOR		FOR		×
6.1.6	Re-elect Mr. Josef Lingg	FOR		FOR		×
6.1.7	Re-elect Ms. Ursula McCreight- Ernst	FOR	•	OPPOSE	She has been a member of the board for 21 years, which exceeds Ethos' guidelines.	•
6.1.8	Re-elect Mr. Christoph Schwarz	FOR		FOR		<b>~</b>
6.1.9	Re-elect Ms. Therese Suter	FOR		FOR		×
6.1.10	Re-elect Dr. Thomas Wietlisbach	FOR		FOR		×
6.2	Re-elect Mr. Gerhard Hanhart as chairman of the board	FOR	•	OPPOSE	As Ethos did not support the election of Mr. Hanhart to the board of directors, he cannot be elected as chairman.	•
6.3	Elections to the nomination and remuneration committee					
6.3.1	Re-elect Mr. Josef Lingg to the nomination and remuneration committee	FOR		FOR		~



### Hypothekarbank Lenzburg

ltem	Agenda	Board	Ethos		Result
6.3.2	Re-elect Ms. Therese Suter to the nomination and remuneration committee	FOR	FOR		~
6.3.3	Re-elect Dr. Thomas Wietlisbach to the nomination and remuneration committee	FOR	FOR		~
6.4	Re-election of the independent proxy	FOR	FOR		•
6.5	Re-election of the auditors	FOR	OPPOSE	The audit firm has been in office for 24 years, which exceeds Ethos' guidelines.	~



#### Implenia

ltem	Agenda	Board	Ethos		Re	sult
1.1	Approve annual report, financial statements and accounts	FOR	FOR		~	96.3 %
1.2	Advisory vote on the remuneration report	FOR	OPPOSE	The remuneration report is not in line with Ethos' guidelines.	~	84.8 %
2	Approve allocation of income and dividend	FOR	FOR		~	98.7 %
3	Discharge board members and executive management	FOR	FOR		~	98.2 %
4.1	Binding prospective vote on the total remuneration of the board of directors	FOR	FOR		•	91.7 %
4.2	Binding prospective vote on the total remuneration of the executive management	FOR	OPPOSE	The information provided is insufficient.	•	86.4 %
				The total amount allows for the payment of significantly higher remuneration than that of a peer group.		
				The maximum amount that can be potentially paid out is significantly higher than the amount requested at the general meeting.		

5.1       Elections to the board of directors         5.1.1       Re-elect Mr. Hans-Ulrich Meister as board member and chairman       FOR       FOR       \$95.4 %         5.1.2       Re-elect Mr. Henner Mahlstedt       FOR       FOR       \$95.6 %         5.1.3       Re-elect Mr. Henner Mahlstedt       FOR       FOR       \$95.5 %         5.1.3       Re-elect Ms. Ines Pöschel       FOR       FOR       \$95.5 %         5.1.4       Re-elect Mr. Kyrre Olaf Johansen       FOR       FOR       \$98.5 %         5.1.5       Re-elect Mr. Laurent Vulliet       FOR       FOR       \$98.5 %         5.1.6       Re-elect Prof. Dr. Martin A. Fischer       FOR       FOR       \$98.5 %         5.1.7       Elect Ms. Barbara Lambert       FOR       FOR       \$98.5 %         5.1.7       Elect Ms. Barbara Lambert       FOR       FOR       \$98.5 %         5.1.7       Elect Ms. Barbara Lambert       FOR       FOR       \$95.7 %         5.1.7       Elect Ms. Barbara Lambert       FOR       FOR       \$94.4 %         Shareholder proposal made during the AGM: Elect Mr. Daniel Löhr       OPPOSE       This proposal was not disclosed in the agenda before the annual general meeting.       \$1.8 %							
as board member and chairman         5.1.2       Re-elect Mr. Henner Mahlstedt       FOR       FOR       95.6 %         5.1.3       Re-elect Ms. Ines Pöschel       FOR       FOR       95.5 %         5.1.4       Re-elect Mr. Kyrre Olaf Johansen       FOR       FOR       98.5 %         5.1.5       Re-elect Mr. Laurent Vulliet       FOR       FOR       98.5 %         5.1.6       Re-elect Prof. Dr. Martin A.       FOR       FOR       95.7 %         5.1.7       Elect Ms. Barbara Lambert       FOR       FOR       94.4 %         Shareholder proposal made during the AGM: Elect Mr. Daniel Löhr       OPPOSE       This proposal was not disclosed in the agenda before the annual general       1.8 %	5.1	Elections to the board of directors					
5.1.3       Re-elect Ms. Ines Pöschel       FOR       FOR       95.5 %         5.1.4       Re-elect Mr. Kyrre Olaf Johansen       FOR       FOR       98.5 %         5.1.5       Re-elect Mr. Laurent Vulliet       FOR       FOR       98.5 %         5.1.6       Re-elect Prof. Dr. Martin A. Fischer       FOR       FOR       98.5 %         5.1.7       Elect Ms. Barbara Lambert       FOR       FOR       95.7 %         Shareholder proposal made during the AGM: Elect Mr. Daniel Löhr       OPPOSE       OPPOSE       This proposal was not disclosed in the agenda before the annual general       1.8 %	5.1.1		FOR	FOR		~	95.4 %
5.1.4       Re-elect Mr. Kyrre Olaf Johansen       FOR       98.5 %         5.1.5       Re-elect Mr. Laurent Vulliet       FOR       98.5 %         5.1.6       Re-elect Prof. Dr. Martin A. Fischer       FOR       98.5 %         5.1.7       Elect Ms. Barbara Lambert       FOR       FOR       95.7 %         Shareholder proposal made during the AGM: Elect Mr. Daniel Löhr       OPPOSE       OPPOSE       This proposal was not disclosed in the agenda before the annual general       1.8 %	5.1.2	Re-elect Mr. Henner Mahlstedt	FOR	FOR			95.6 %
5.1.5       Re-elect Mr. Laurent Vulliet       FOR       ✓ 98.5 %         5.1.6       Re-elect Prof. Dr. Martin A.       FOR       ✓ 95.7 %         5.1.7       Elect Ms. Barbara Lambert       FOR       ✓ 94.4 %         Shareholder proposal made during the AGM: Elect Mr. Daniel Löhr       OPPOSE       OPPOSE       This proposal was not disclosed in the agenda before the annual general       1.8 %	5.1.3	Re-elect Ms. Ines Pöschel	FOR	FOR			95.5 %
5.1.6       Re-elect Prof. Dr. Martin A. Fischer       FOR       95.7 %         5.1.7       Elect Ms. Barbara Lambert       FOR       94.4 %         Shareholder proposal made during the AGM: Elect Mr. Daniel Löhr       OPPOSE       OPPOSE       This proposal was not disclosed in the agenda before the annual general       1.8 %	5.1.4	Re-elect Mr. Kyrre Olaf Johansen	FOR	FOR			98.5 %
Fischer       5.1.7       Elect Ms. Barbara Lambert       FOR       ✓ 94.4 %         Shareholder proposal made during the AGM: Elect Mr. Daniel Löhr       OPPOSE       OPPOSE agenda before the annual general       1.8 %	5.1.5	Re-elect Mr. Laurent Vulliet	FOR	FOR			98.5 %
Shareholder proposal made during       OPPOSE       OPPOSE       This proposal was not disclosed in the x       1.8 %         the AGM: Elect Mr. Daniel Löhr       agenda before the annual general	5.1.6		FOR	FOR		•	95.7 %
the AGM: Elect Mr. Daniel Löhr agenda before the annual general	5.1.7	Elect Ms. Barbara Lambert	FOR	FOR			94.4 %
			OPPOSE	OPPOSE	agenda before the annual general	×	1.8 %

5.2	Elections to the remuneration committee			
5.2.1	Re-elect Ms. Ines Pöschel to the remuneration committee	FOR	FOR	✓ 89.4 %
5.2.2	Re-elect Mr. Laurent Vulliet to the remuneration committee	FOR	FOR	✓ 92.4 %
5.2.3	Re-elect Prof. Dr. Martin A. Fischer to the remuneration committee	FOR	FOR	✓ 90.8 %



#### Implenia

ltem	Agenda	Board	Ethos	Result
5.3	Elect Anwaltskanzlei Keller as independent proxy	FOR	FOR	✓ 99.2 %
5.4	Re-elect PricewaterhouseCoopers as auditors	FOR	FOR	✓ 96.7 %

#### Inficon

ltem	Agenda	Board	Ethos		Result
1	Approve annual report, financial statements and accounts	FOR	FOR		<b>√</b> 100.0 %
2	Discharge board members	FOR	FOR		✓ 99.6 %
3	Approve allocation of income and dividend	FOR	FOR		✓ 99.9 %
4	Elections to the board of directors				
4.1	Re-elect Dr. sc. techn. Beat E. Lüthi as board member and chairman	FOR	FOR		✓ 97.2 %
4.2	Re-elect Dr. ing. Richard Fischer	FOR	FOR		✓ 85.3 %
4.3	Re-elect Ms. Vanessa Frey	FOR	FOR		✓ 86.9 %
4.4	Re-elect Mr. Beat M. Siegrist	FOR	FOR		✓ 96.0 %
4.5	Re-elect Dr. iur. Thomas Staehelin	FOR	OPPOSE	He is not independent (board tenure of 18 years) and the board independence is insufficient (40.0%).	✓ 84.9 %

	Elections to the remuneration committee					
4.6	Re-elect Dr. ing. Richard Fischer to the remuneration committee	FOR	FOR		~	82.0 %
4.7	Re-elect Mr. Beat M. Siegrist to the remuneration committee	FOR	FOR		~	91.2 %
4.8	Re-elect Dr. iur. Thomas Staehelin to the remuneration committee	FOR	OPPOSE	As Ethos did not support the election of Dr. iur. Staehelin to the board of directors, he cannot be elected to the committee.	•	79.9 %

5	Election of the independent proxy	FOR	FOR	✓ 99.9 %
6	Election of the auditors	FOR	FOR	✓ 99.7 %
7	Advisory vote on the remuneration report	FOR	FOR	✓ 77.1 %
8	Binding prospective vote on the total remuneration of the board of directors	FOR	FOR	✓ 99.1 %
9	Binding prospective vote on the total remuneration of the executive management	FOR	FOR	✓ 77.7 %

ethos



#### Leonteq

ltem	Agenda	Board	Ethos		Res	sult
1.1	Approve annual report, financial statements and accounts	FOR	FOR		~	97.9 %
1.2	Advisory vote on the remuneration report	FOR	OPPOSE	The remuneration report is not in line with Ethos' guidelines.	*	88.2 %
2	Discharge board members and executive management	FOR	FOR		~	98.9 %
3.1	Approve allocation of balance sheet result	FOR	FOR		•	97.1 %
3.2	Approve allocation of capital contributions reserves	FOR	FOR		~	97.2 %
4.1	Amend articles of association: Increase of conditional capital for the employees	FOR	FOR		*	97.3 %
4.2	Amend articles of association: Increase of authorised capital	FOR	FOR		~	91.3 %
4.3	Amend articles of association: Remuneration principles, employment contracts and voting modalities for the remuneraiton of the executive management	FOR	FOR		~	95.7 %
4.4	Amend articles of association: Contributions in kind	FOR	FOR		~	97.5 %
5	Elections to the board of directors					
5.1.1	Re-elect Dr. Jörg Behrens	FOR	FOR			97.4 %
5.1.2	Re-elect Mr. Christopher M. Chambers	FOR	FOR		•	96.5 %
5.1.3	Re-elect Mr. Patrick de Figueiredo	FOR	FOR			97.3 %
5.1.4	Re-elect Mr. Hans Isler	FOR	FOR			97.2 %
5.1.5	Re-elect Mr. Richard A. Laxer	FOR	FOR		~	97.6 %
5.1.6	Re-elect Dr. Thomas R. Meier	FOR	FOR			98.1 %
5.2	Elect Ms. Susana Gomez Smith	FOR	FOR		~	97.2 %
5.3	Re-elect Mr. Christopher M. Chambers as board chairman	FOR	FOR		~	96.4 %
5.4	Elections to the nomination and remuneration committee					
5.4.1	Re-elect Mr. Richard A. Laxer to the nomination and remuneration committee	FOR	FOR		•	97.3 %
5.4.2	Re-elect Mr. Hans Isler to the nomination and remuneration committee	FOR	FOR		~	97.2 %
5.5	Elect Ms. Susana Gomez Smith to the nomination and remuneration committee	FOR	FOR		~	97.0 %
6	Re-elect PricewaterhouseCoopers as auditors	FOR	FOR		~	97.9 %



#### Leonteq

ltem	Agenda	Board	Ethos		Res	sult
7	Re-elect Proxy Voting Services GmbH as independent proxy	FOR	FOR		*	99.4 %
8	Binding votes on the remuneration of the board of directors and the executive management					
8.1	Binding prospective vote on the total remuneration of the board of directors	FOR	<ul> <li>OPPOSE</li> </ul>	The remuneration is significantly higher than that of the peer group.	~	90.0 %
8.2	Binding prospective vote on the fixed remuneration of the executive management	FOR	OPPOSE	The fixed remuneration is significantly higher than that of the peer group.	~	87.8 %
8.3	Binding prospective vote on the long-term variable remuneration of the executive management	FOR	FOR		~	94.4 %



#### **Meier Tobler**

ltem	Agenda	Board	Ethos		Result
1.	Approve annual report, financial statements and accounts	FOR	FOR		*
2.	Approve allocation of income	FOR	FOR		×
3.	Discharge board members and executive management	FOR	FOR		•
4.	Elections to the board of directors				
4.1.a	Re-elect Mr. Silvan GR. Meier	FOR	FOR		<ul> <li>Image: A second s</li></ul>
4.1.b	Re-elect Mr. Heinz Roth	FOR	OPPOSE	He is not independent (board tenure of 14 years) and the board independence is insufficient (25.0%).	*
4.1.c	Re-elect Mr. Heinz Wiedmer	FOR	FOR		~
4.2	Elect Mr. Alexander Zschokke	FOR	FOR		×
5.	Re-elect Mr. Meier as chairman of the board	FOR	FOR		•
6.	Elections to the remuneration committee				
6.a	Elect Mr. Silvan GR. Meier to the remuneration committee	FOR	• OPPOSE	He is not independent (representative of an important shareholder, former executive) and the committee does not include at least 50% independent members. He is not independent (representative of an important shareholder, former executive) and the committee includes all board members.	*
6.b	Elect Mr. Heinz Roth to the remuneration committee	FOR	• OPPOSE	As Ethos did not support the election of Mr. Roth to the board of directors, he cannot be elected to the committee. He is not independent (board tenure of 14 years) and the committee does not include at least 50% independent members. He is not independent (board tenure of 14 years) and the committee includes all board members.	*
6.c	Elect Mr. Heinz Wiedmer to the remuneration committee	FOR	FOR		~
6.d	Elect Mr. Alexander Zschokke to the remuneration committee	FOR	FOR		•
7.	Election of the independent proxy	FOR	FOR		~



#### **Meier Tobler**

ltem	Agenda	Board	Ethos		Result
8.	Election of the auditors	FOR	OPPOSE	The audit firm has been in office for 40 years, which exceeds Ethos' guidelines.	~
				On a 3-year basis, the aggregate non- audit fees exceed 50% of the aggregate fees paid for audit services.	
9.1	Binding prospective vote on the total remuneration of the board of directors	FOR	OPPOSE	The remuneration is significantly higher than that of the peer group.	~
9.2	Binding prospective vote on the total remuneration of the executive management	FOR	OPPOSE	The information provided is insufficient. The remuneration structure is not in line with Ethos' guidelines.	~

#### Novartis

Item	Agenda	Board	Ethos
1	Approve annual report, financial statements and accounts	FOR	FOR
2	Discharge board members and executive management	FOR	FOR
3	Approve allocation of income and dividend	FOR	FOR
4	Reduce share capital via cancellation of shares	FOR	FOR
5	Approve share buyback programme	FOR	FOR

_	programme	-	-	
6	Special distribution by way of a dividend in kind to effect the spin- off of Alcon Inc.	FOR	FOR	
7.1	Binding prospective vote on the total remuneration of the board of directors	FOR	FOR	
7.2	Binding prospective vote on the total remuneration of the executive management	FOR	OPPOSE	The information provided is insufficient.

The remuneration structure is not in line with Ethos' guidelines.

7.3	Advisory vote on the remuneration report	FOR	FOR		~	94.6 %
8	Elections to the board of directors					
8.1	Re-elect Dr. Jörg Reinhardt as board member and chairman	FOR	FOR		~	96.5 %
8.2	Re-elect Dr. Nancy C. Andrews	FOR	FOR		~	98.9 %
8.3	Re-elect Mr. Ton Büchner	FOR	FOR		~	98.6 %
8.4	Re-elect Prof. Dr. oec. Srikant Datar	FOR	FOR		~	91.0 %
8.5	Re-elect Ms. Elizabeth Doherty	FOR	FOR		~	98.7 %
8.6	Re-elect Ms. Ann M. Fudge	FOR	FOR		~	98.2 %
8.7	Re-elect Mr. Frans van Houten	FOR	FOR		~	98.5 %
8.8	Re-elect Dr. iur. Andreas von Planta	FOR	FOR		~	91.5 %
8.9	Re-elect Prof. Dr. Charles L. Sawyers	FOR	FOR		~	98.3 %
8.10	Re-elect Dr. Enrico Vanni	FOR	FOR		×	97.8 %
8.11	Re-elect Mr. William T. Winters	FOR	FOR		~	98.4 %
8.12	Elect Mr. Patrice Bula	FOR	<ul> <li>OPPOSE</li> </ul>	He holds an excessive number of mandates.	~	93.6 %

9 Elections to the remuneration committee

28.02.2019 AGM

Result

✓ 99.6 %

✓ 94.9 %

99.8 %

99.8 %

✓ 98.2 %

✓ 99.8 %

✓ 96.9 %

✓ 93.5 %





#### **Novartis**

ltem	Agenda	Board	Ethos		Res	sult
9.1	Re-elect Prof. Dr. oec. Srikant Datar to the remuneration committee	FOR	FOR		~	91.8 %
9.2	Re-elect Ms. Ann M. Fudge to the remuneration committee	FOR	FOR		*	97.6 %
9.3	Re-elect Dr. Enrico Vanni to the remuneration committee	FOR	FOR		~	97.1 %
9.4	Re-elect Mr. William T. Winters to the remuneration committee	FOR	FOR		•	98.0 %
9.5	Elect Mr. Patrice Bula to the remuneration committee	FOR	OPPOSE	As Ethos did not support the election of Mr. Bula to the board of directors, he cannot be elected to the committee.	~	93.8 %
10	Election of the auditors	FOR	OPPOSE	The audit firm has been in office for 23 years, which exceeds Ethos' guidelines.	~	94.9 %
11	Election of the independent proxy	FOR	FOR		~	99.8 %



#### Roche

ltem	Agenda	Board	Ethos		Result
1	Approve annual report, financial statements and accounts	FOR	FOR		<b>√</b> 100.0 %
	Binding votes on the remuneration of the board of directors and the executive management				
2.1	Binding retrospective vote on the annual bonus of the executive management	FOR	<ul> <li>OPPOSE</li> </ul>	The amount that will effectively be paid out in April 2019 is significantly higher than the amount requested at the general meeting.	✓ 99.6 %
				The requested amount does not allow to respect Ethos' guidelines.	
2.2	Binding retrospective vote on the annual bonus of the board chairman	FOR	OPPOSE	The amount that will effectively be paid out in April 2019 is significantly higher than the amount requested at the general meeting.	✓ 99.5 %
				The non-executive directors receive variable remuneration.	
3	Discharge board members	FOR	FOR		✓ 99.9 %
4	Approve allocation of income and dividend	FOR	FOR		<b>√</b> 100.0 %
5	Elections to the board of directors and the remuneration committee				
5.1	Re-elect Dr. Christoph Franz as board member and chairman	FOR	FOR		✓ 99.9 %
5.2	Re-elect Dr. Christoph Franz to the remuneration committee	FOR	OPPOSE	He receives a remuneration that is not in line with generally accepted best practice standards.	✓ 99.6 %
				He was member of the remuneration committee during the past financial year when this committee made decisions fundamentally in breach with best practice and the remuneration system is deemed very unsatisfactory.	
5.3	Re-elect Mr. André Hoffmann as board member	FOR	FOR		<b>√</b> 100.0 %
5.4	Re-elect Sir John Bell as board member	FOR	FOR		✓ 99.9 %
5.5	Re-elect Ms. Julie Brown as board member	FOR	FOR		<b>√</b> 100.0 %
5.6	Re-elect Mr. Paul Bulcke as board member	FOR	FOR		<b>√</b> 100.0 %
5.7	Re-elect Ms. Anita Hauser as board member	FOR	FOR		<b>√</b> 100.0 %
5.8	Re-elect Dr. Richard P. Lifton as board member	FOR	FOR		<b>√</b> 100.0 %



#### Roche

ltem	Agenda	Board	Ethos		Result
5.9	Re-elect Dr. Andreas Oeri as board member	FOR	FOR		<b>√</b> 100.0 %
5.10	Re-elect Mr. Bernard Poussot as board member	FOR	FOR		<b>√</b> 100.0 %
5.11	Re-elect Dr. Severin Schwan as board member	FOR	OPPOSE	He is also a permanent member of the executive management (CEO).	✔ 99.8 %
5.12	Re-elect Dr. Claudia Süssmuth Dyckerhoff as board member	FOR	FOR		<b>√</b> 100.0 %
5.13	Re-elect Mr. Peter R. Voser as board member	FOR	FOR		<b>√</b> 100.0 %
5.14	Elect Prof. Dr. Hans Clevers as board member	FOR	FOR		✓ 99.9 %
5.15	Re-elect Mr. André Hoffmann to the remuneration committee	FOR	• OPPOSE	He was member of the remuneration committee during the past financial year when this committee made decisions fundamentally in breach with best practice and the remuneration system is deemed very unsatisfactory.	✓ 99.7 %
5.16	Re-elect Dr. Richard P. Lifton to the remuneration committee	FOR	• OPPOSE	He was member of the remuneration committee during the past financial year when this committee made decisions fundamentally in breach with best practice and the remuneration system is deemed very unsatisfactory.	✓ 99.8 %
5.17	Re-elect Mr. Bernard Poussot to the remuneration committee	FOR	• OPPOSE	He was member of the remuneration committee during the past financial year when this committee made decisions fundamentally in breach with best practice and the remuneration system is deemed very unsatisfactory.	✓ 99.8 %
5.18	Re-elect Mr. Peter R. Voser to the remuneration committee	FOR	• OPPOSE	He was member of the remuneration committee during the past financial year when this committee made decisions fundamentally in breach with best practice and the remuneration system is deemed very unsatisfactory.	✓ 99.7 %
6	Amend articles of association: Remuneration principles	FOR	<ul> <li>OPPOSE</li> </ul>	The remuneration committee has excessive discretion with regard to administration of the plan.	✓ 99.6 %
7	Binding prospective vote on the fixed remuneration of the board of directors	FOR	OPPOSE	The remuneration of the chairman is significantly higher than that of the peer group.	✔ 99.6 %



#### Roche

ltem	Agenda	Board	Ethos		Result
8	Binding prospective vote on the fixed and long-term variable remuneration of the executive management	FOR	• OPPOSE	The fixed remuneration is significantly higher than that of the peer group. The information provided is insufficient. The remuneration structure is not in line with Ethos' guidelines.	✓ 99.6 %
9	Re-elect BDO as independent proxy	FOR	FOR		✓ 99.5 %
10	Re-elect KPMG as auditors	FOR	FOR		<b>√</b> 100.0 %

#### Schaffner

ltem	Agenda	Board	Eth	ios		Re	sult
1	Approve annual report, financial statements and accounts	FOR		FOR		*	100.0 %
2.1	Approve allocation of income	FOR		FOR		~	100.0 %
2.2	Approve dividend distribution out of capital contribution reserves	FOR		FOR		•	99.9 %
3	Discharge board members and executive management	FOR		FOR		~	99.9 %
4.1	Elections to the board of directors						
4.1.a	Re-elect Mr. Urs Kaufmann as member and chairman of the board	FOR		FOR		~	99.4 %
4.1.b	Re-elect Mr. Philipp Buhofer	FOR		FOR		-	99.7 %
4.1.c	Re-elect Mr. Gerhard Pegam	FOR		FOR		~	99.8 %
4.1.d	Re-elect Dr. Suzanne Thoma	FOR		FOR		~	99.1 %
4.1.e	Re-elect Mr. Georg Wechsler	FOR		FOR		~	99.4 %
4.2	Elections to the remuneration committee						
4.2.a	Re-elect Mr. Philipp Buhofer to the remuneration committee	FOR		FOR		•	99.2 %
4.2.b	Re-elect Mr. Urs Kaufmann to the remuneration committee	FOR	٠	OPPOSE	He holds an excessive number of mandates.	~	96.3 %
4.2.c	Re-elect Dr. Suzanne Thoma to the remuneration committee	FOR		FOR		~	98.6 %
4.3	Re-election of the independent proxy	FOR		FOR		~	99.9 %
4.4	Re-election of the auditors	FOR		FOR		~	99.6 %
5.1	Amend articles of association: Abolition of the conditional share capital	FOR		FOR		~	99.1 %
5.2	Amend articles of association: Remuneration of the board of directors and the executive	FOR	٠	OPPOSE	The structure of the remuneration is not in line with Ethos' guidelines.	~	96.3 %
	management				The non-executive directors may receive remuneration other than a fixed amount paid in cash or shares.		
6.1	Advisory vote on the remuneration report	FOR		FOR		~	86.5 %
6.2	Binding prospective vote on the total remuneration of the board of directors	FOR		FOR		~	99.0 %
6.3	Binding prospective vote on the total remuneration of the executive management	FOR		FOR		~	98.8 %



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ltem	Agenda	Board	Ethos		Res	ult
1	Approve annual report, financial statements and accounts	FOR	FOR		~	99.6 %
2	Approve allocation of income and dividend	FOR	FOR		*	99.6 %
3	Discharge board members and executive management	FOR	FOR		*	98.9 %
4	Binding votes on the remuneration of the board of directors and the executive management					
4.1	Binding prospective vote on the fixed remuneration of the board of directors	FOR	FOR		*	97.8 %
4.2	Binding prospective vote on the fixed remuneration of the executive management	FOR	FOR		•	93.3 %
4.3	Binding vote on the variable remuneration of the board of directors	FOR	OPPOSE	The maximum amount that can be potentially paid out is significantly higher than the amount requested at the general meeting.	~	89.0 %
				The remuneration of Mr. Napoli and Prof. Dr. Hofstetter (executive members of the board who are not members of the executive management) is excessive.		
4.4	Binding vote on the variable remuneration of the executive management	FOR	OPPOSE	The requested amount does not allow to respect Ethos' guidelines.	~	96.4 %
	Elections to the board of directors					
5.1	Re-elect Mr. Silvio Napoli as board member and chairman	FOR	FOR		~	93.9 %
5.2.1	Re-elect Mr. Alfred N. Schindler (chairman emeritus) as board member	FOR	FOR		•	94.0 %
5.2.2	Re-elect Prof. Dr. Pius Baschera as board member	FOR	FOR		~	94.8 %
5.2.3	Re-elect Mr. Erich Ammann as board member	FOR	<ul> <li>OPPOSE</li> </ul>	He was CFO of the company until 2018 and he will chair the audit committee.	~	92.0 %
				He is considered executive by the company.		
				The board includes too many executive directors compared to market practice in Switzerland.		
				The board independence is not sufficient (27.3%).		

## ethos



#### Schindler

ltem	Agenda	Board	Ethos		Res	sult
5.2.4	Re-elect Mr. Luc Bonnard as board member	FOR	FOR		~	94.0 %
5.2.5	Re-elect Mr. Patrice Bula as board member	FOR	FOR		•	98.8 %
5.2.6	Re-elect Prof. Dr. Monika Bütler as board member	FOR	FOR		~	99.3 %
5.2.7	Re-elect Dr. Rudolf W. Fischer as board member	FOR	OPPOSE	He is not independent (former executive) and the board independence is insufficient (27.3%).	~	94.5 %
				He has held an executive function in the company during the last three		

the company during the last three years and the board includes too many executive directors.

Re-elect Mr. Anthony Nightingale as board member	FOR	FOR		~	92.4 %
Re-elect Mr. Tobias B. Staehelin as board member	FOR	FOR		~	96.3 %
Re-elect Ms. Carole Vischer as board member	FOR	FOR		~	94.8 %
Elections to the remuneration committee					
Re-elect Prof. Dr. Pius Baschera to the remuneration committee	FOR	FOR		~	92.2 %
Re-elect Mr. Patrice Bula to the remuneration committee	FOR	FOR		~	96.2 %
Re-elect Dr. Rudolf W. Fischer to the remuneration committee	FOR	OPPOSE	As Ethos did not support the election of Dr. Fischer to the board of directors, he cannot be elected to the committee.	~	93.1 %
Re-elect Dr. Adrian von Segesser as independent proxy	FOR	FOR		~	99.5 %
Re-elect Ernst & Young as auditors	FOR	OPPOSE	The audit firm has been in office for 20 years, which exceeds Ethos' guidelines.	~	98.4 %
	as board member Re-elect Mr. Tobias B. Staehelin as board member Re-elect Ms. Carole Vischer as board member Elections to the remuneration committee Re-elect Prof. Dr. Pius Baschera to the remuneration committee Re-elect Mr. Patrice Bula to the remuneration committee Re-elect Dr. Rudolf W. Fischer to the remuneration committee	as board member Re-elect Mr. Tobias B. Staehelin FOR as board member Re-elect Ms. Carole Vischer as FOR board member Elections to the remuneration committee Re-elect Prof. Dr. Pius Baschera to FOR the remuneration committee Re-elect Mr. Patrice Bula to the remuneration committee Re-elect Dr. Rudolf W. Fischer to the remuneration committee Re-elect Dr. Adrian von Segesser FOR	as board memberRe-elect Mr. Tobias B. Staehelin as board memberFORFORRe-elect Ms. Carole Vischer as board memberFORFORElections to the remuneration committeeFORFORRe-elect Prof. Dr. Pius Baschera to the remuneration committeeFORFORRe-elect Mr. Patrice Bula to the remuneration committeeFORFORRe-elect Dr. Rudolf W. Fischer to the remuneration committeeFOROPPOSERe-elect Dr. Adrian von Segesser as independent proxyFORFOR	as board memberFORFORRe-elect Mr. Tobias B. Staehelin as board memberFORFORRe-elect Ms. Carole Vischer as board memberFORFORElections to the remuneration committeeFORFORRe-elect Prof. Dr. Pius Baschera to the remuneration committeeFORFORRe-elect Mr. Patrice Bula to the remuneration committeeFORFORRe-elect Dr. Rudolf W. Fischer to the remuneration committeeFORAs Ethos did not support the election of Dr. Fischer to the board of directors, he cannot be elected to the committee.Re-elect Dr. Adrian von Segesser as independent proxyFORFORRe-elect Ernst & Young as auditors FOROPPOSEThe audit firm has been in office for 20 years, which exceeds Ethos'	as board member       Re-elect Mr. Tobias B. Staehelin FOR       FOR       FOR         Re-elect Ms. Carole Vischer as board member       FOR       FOR       ✓         Elections to the remuneration committee       FOR       FOR       ✓         Re-elect Prof. Dr. Pius Baschera to FOR the remuneration committee       FOR       ✓         Re-elect Mr. Patrice Bula to the remuneration committee       FOR       ✓         Re-elect Dr. Rudolf W. Fischer to the remuneration committee       FOR       ✓         Re-elect Dr. Rudolf W. Fischer to the remuneration committee       FOR       ✓         Re-elect Dr. Adrian von Segesser FOR as independent proxy       FOR       ✓         Re-elect Ernst & Young as auditors FOR       OPPOSE       The audit firm has been in office for 20 years, which exceeds Ethos'

## ethos

22.03.2019 AGM

#### SGS

ltem	Agenda	Board	Ethos		Re	sult
1.1	Approve annual report, financial statements and accounts	FOR	FOR		~	99.3 %
1.2	Advisory vote on the remuneration report	FOR	FOR		~	94.5 %
2	Discharge board members and executive management	FOR	FOR		~	97.1 %
3	Approve allocation of income and dividend	FOR	FOR		~	99.9 %
4.1	Elections to the board of directors					
4.1.1	Re-elect Mr. Paul Desmarais Jr.	FOR	FOR		~	80.7 %
4.1.2	Re-elect Mr. August François von Finck	FOR	FOR		~	74.2 %
4.1.3	Re-elect Mr. Ian Gallienne	FOR	FOR		~	71.0 %
4.1.4	Re-elect Dr. Cornelius Grupp	FOR	FOR		~	99.3 %
4.1.5	Re-elect Dr. rer. pol. Peter Kalantzis	FOR	FOR		~	89.1 %
4.1.6	Re-elect Mr. Gérard Lamarche	FOR	• OPPOSE	He is not independent (representative of an important shareholder) and the board independence is insufficient (30.0%).	~	69.3 %

He is a representative of a significant shareholder who is sufficiently represented on the board.

4.1.7	Re-elect Mr. Shelby R. du Pasquier	FOR	FOR	~	81.3 %
4.1.8	Elect Mr. Luitpold von Finck	FOR	FOR	~	82.9 %
4.1.9	Elect Mr. Calvin Grieder	FOR	FOR	~	99.3 %
4.1.10	Elect Ms. Kory Sorenson	FOR	FOR	~	79.1 %
4.2.1	Re-elect Dr. rer. pol. Peter Kalantzis as chairman of the board	FOR	FOR	~	90.4 %
4.3	Elections to the remuneration committee				
4.3.1	Elect Mr. August François von Finck to the remuneration committee	FOR	FOR	-	75.1 %
4.3.2	Re-elect Mr. Ian Gallienne to the remuneration committee	FOR	FOR	4	70.9 %
4.3.3	Elect Mr. Calvin Grieder to the remuneration committee	FOR	FOR	4	97.5 %
4.3.4	Re-elect Mr. Shelby R. du Pasquier to the remuneration committee	FOR	FOR	•	81.4 %
4.4	Election of the auditors	FOR	FOR	~	96.9 %
4.5	Election of the independent proxy	FOR	FOR		98.0 %

## ethos

#### SGS

ltem	Agenda	Board	Ethos	Result
5.1	Binding prospective vote on the total remuneration of the board of directors	FOR	FOR	✓ 98.1 %
5.2	Binding prospective vote on the fixed remuneration of the executive management	FOR	FOR	✓ 80.3 %
5.3	Binding retrospective vote on the short-term variable remuneration of the executive management	FOR	FOR	✓ 97.2 %
6	Reduce share capital via cancellation of shares	FOR	FOR	✓
7	Approve renewal of authorised capital	FOR	FOR	✓
8	Adopt bilingual articles of association	FOR	FOR	✓



#### Swiss Prime Site

ltem	Agenda	Board	Ethos		Result
1	Approve annual report, financial statements and accounts	FOR	FOR		*
2	Advisory vote on the remuneration report	FOR	FOR		<b>*</b>
3	Discharge board members and executive management	FOR	FOR		<b>~</b>
4	Approve allocation of income and dividend	FOR	FOR		✓
5	Approve distribution from the capital contribution reserves	FOR	FOR		•
6.1	Binding prospective vote on the total remuneration of the board of directors	FOR	FOR		•
6.2	Binding prospective vote on the total remuneration of the executive management	FOR	FOR		•
7	Approve increase of authorised capital	FOR	FOR		✓
8.1	Elections to the board of directors				
3.1.1	Re-elect Mr. Christopher M. Chambers	FOR	FOR		*
3.1.2	Re-elect Dr. sc. tech. Barbara Frei- Spreiter	FOR	• OPPOSE	She holds an excessive number of mandates.	~
8.1.3	Re-elect Dr. oec. publ. Rudolf Huber	FOR	FOR		<b>~</b>
3.1.4	Re-elect Mr. Mario F. Seris	FOR	FOR		¥
3.1.5	Re-elect Mr. Thomas Studhalter	FOR	FOR		×
3.1.6	Re-elect Prof. Dr. oec. publ. Hans Peter Wehrli	FOR	FOR		*
3.1.7	Elect Dr. iur. Gabrielle Nater-Bass	FOR	FOR		×
8.2	Re-elect Prof. Dr. oec. publ. Hans Peter Wehrli as chairman of the board	FOR	FOR		~
3.3	Elections to the remuneration committee				
3.3.1	Re-elect Mr. Christopher M. Chambers to the remuneration committee	FOR	FOR		~
3.3.2	Re-elect Dr. sc. tech. Barbara Frei- Spreiter to the remuneration committee	FOR	<ul> <li>OPPOSE</li> </ul>	As Ethos did not support the election of Dr. sc. tech. Frei to the board of directors, she cannot be elected to the committee.	*
8.3.3	Elect Dr. iur. Gabrielle Nater-Bass to the remuneration committee	FOR	FOR		•
3.4	Election of the independent proxy	FOR	FOR		~



#### Swiss Prime Site

ltem	Agenda	Board	Ethos		Result
8.5	Election of the auditors	FOR	OPPOSE	The audit firm has been in office for 20 years, which exceeds Ethos' guidelines.	•



#### Valora

ltem	Agenda	Board	Ethos		Result
1	Approve annual report, financial statements and accounts	FOR	FOR		✓ 99.9 %
2	Advisory vote on the remuneration report	FOR	OPPOSE	The remuneration report is not in line with Ethos' guidelines.	✔ 83.4 %
3.1	Approve allocation of income	FOR	FOR		✓ 99.9 %
3.2	Distribution of dividend from reserves from capital contributions	FOR	FOR		✓ 99.9 %
4	Discharge board members and executive management	FOR	FOR		✓ 99.5 %
5.1	Binding prospective vote on the total remuneration of the board of directors	FOR	OPPOSE	The maximum amount that can be potentially paid out is significantly higher than the amount requested at the general meeting.	✓ 90.2 %
5.2	Binding prospective vote on the total remuneration of the executive management	FOR	OPPOSE	The total amount allows for the payment of significantly higher remuneration than that of a peer group.	✔ 88.2 %
6.1	Elections to the board of directors				
6.1.1	Re-elect Mr. Franz Julen as board member and chairman	FOR	FOR		✓ 97.8 %
6.1.2	Re-elect Mr. Markus Fiechter	FOR	FOR		✓ 99.6 %
6.1.3	Re-elect Mr. Ernst Peter Ditsch	FOR	FOR		✓ 99.8 %
6.1.4	Re-elect Mr. Michael Kliger	FOR	FOR		✓ 99.7 %
6.1.5	Re-elect Ms. Cornelia Ritz Bossicard	FOR	FOR		✓ 99.5 %
6.2	Elect Ms. Insa Klasing	FOR	FOR		✓ 99.4 %
6.3	Elect Mr. Sascha Zahnd	FOR	FOR		✓ 99.2 %
6.4	Elections to the nomination and remuneration committee				
6.4.1	Re-elect Mr. Markus Fiechter to the nomination and remuneration committee	FOR	FOR		✓ 99.1 %
6.4.2	Re-elect Mr. Michael Kliger to the nomination and remuneration committee	FOR	FOR		✓ 99.0 %
6.4.3	Elect Ms. Insa Klasing to the nomination and remuneration committee	FOR	FOR		✓ 99.0 %
6.5	Election of the independent proxy	FOR	FOR		✓ 99.9 %
6.6	Re-elect Ernst & Young as auditors	FOR	FOR		✓ 97.6 %



#### Zehnder Group

ltem	Agenda	Board	Ethos		Resu	ılt
1	Approve annual report, financial statements and accounts	FOR	FOR		<b>~</b> 10	0.0 %
2	Discharge board members and executive management	FOR	FOR		<ul><li>✓ 9</li></ul>	9.8 %
3	Approve allocation of income and dividend	FOR	FOR		<b>~</b> 9	9.9 %
4.1	Binding prospective vote on the total remuneration of the board of directors	FOR	<ul> <li>OPPOSE</li> </ul>	The remuneration of the chairman is significantly higher than that of the peer group.	✓ 9	98.0 %
4.2	Binding prospective vote on the total remuneration of the executive management	FOR	FOR		<b>√</b> 9	90.1 %
4.3	Advisory vote on the remuneration report	FOR	<ul> <li>OPPOSE</li> </ul>	The transparency of the remuneration report is insufficient.	<b>√</b> 9	0.4 %
5.1	Elections to the board of directors					
5.1.1	Re-elect Dr. oec. Hans-Peter Zehnder	FOR	FOR		<b>~</b> 9	98.6 %
5.1.2	Re-elect Mr. Thomas Benz	FOR	OPPOSE	He has been a member of the board for 26 years, which exceeds Ethos' guidelines.	<b>√</b> 9	96.2 %
5.1.3	Re-elect Dr. iur. Urs Buchmann	FOR	FOR		<b>~</b> 9	9.4 %
5.1.4	Re-elect Mr. Riet Cadonau	FOR	FOR		<b>~</b> 9	92.1 %
5.1.5	Re-elect Mr. Jörg Walther	FOR	FOR		<b>~</b> 9	0.6 %
5.1.6	Re-elect Ms. Milva Zehnder	FOR	FOR		<b>~</b> 9	9.9 %
5.2.1	Elect Mr. Daniel Frutig	FOR	FOR		<b>~</b> 9	9.9 %
5.2.2	Elect Mr. Ivo Wechsler	FOR	FOR		<b>~</b> 9	98.5 %
5.3	Elections to the remuneration committee					
5.3.1	Re-elect Mr. Thomas Benz to the remuneration committee	FOR	OPPOSE	As Ethos did not support the election of Mr. Benz to the board of directors, he cannot be elected to the committee.	<b>√</b> 9	94.3 %
5.3.2	Re-elect Dr. iur. Urs Buchmann to the remuneration committee	FOR	FOR		<b>√</b> 9	97.5 %
5.3.3	Re-elect Mr. Riet Cadonau to the remuneration committee	FOR	OPPOSE	He holds an excessive number of mandates.	<b>√</b> 9	91.7 %
5.4	Election of the independent proxy	FOR	FOR		<b>~</b> 10	0.0 %
5.5	Election of the auditors	FOR	FOR		<b>~</b> 9	9.9 %



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