

Invitation to the 44th Annual General Meeting of Shareholders

(This invitation is a non-binding translation of the official German version published on March 21, 2017 in the Swiss Official Gazette of Commerce)

The shareholders of OC Oerlikon Corporation AG, Pfäffikon (the "Corporation"), are invited to the 44th Annual General Meeting of Shareholders on

**Tuesday, April 11, 2017, at 9:30 a.m. (door opens at 8:30 a.m.)
KKL Luzern (Culture and Convention Center), Luzerner Saal,
Europaplatz 1, 6005 Lucerne**

Agenda

1. Approval of the annual report 2016

The Board of Directors proposes to approve the annual report 2016, consisting of the management report, the annual financial statements of OC Oerlikon Corporation AG, Pfäffikon, and the consolidated financial statements for 2016.

2. Allocation of the 2016 available earnings and distribution of dividend from reserves from capital contributions

2.1 Allocation of the 2016 earnings

Retained earnings brought forward	CHF	501 991 274
Loss on Treasury Shares	CHF	-178 318
Result for the year	CHF	61 011 941
Available earnings	CHF	562 824 897

The Board of Directors proposes at the Annual General Meeting of Shareholders that the available earnings are to be appropriated as follows:

Balance to be carried forward	CHF	562 824 897
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2.2 Distribution of dividend from reserves from capital contributions

The Board of Directors proposes to the Annual General Meeting of Shareholders a dividend distribution from reserves from capital contributions:

Dividend from reserves from capital contributions (without withholding tax) of CHF 0.30 on dividend bearing shares* with a nominal value of CHF 1.00 each	CHF	103 000 000
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* The company will not pay dividend on treasury shares held by OC Oerlikon Corporation AG, Pfäffikon.

Provided that the proposal of the Board of Directors is approved at the Annual General Meeting, the dividend will be paid out as from April 19, 2017. The shares will be traded ex-dividend as of April 13, 2017.

Explanation: As of January 1, 2011, under Swiss tax law, qualifying capital contributions contributed to a company by its shareholders since 1997 may be distributed without being subjected to Swiss withholding tax. For the Swiss resident shareholder holding the shares in his private assets, the distribution of qualifying capital contributions is also exempted from Swiss income tax.

3. Discharge of the members of the Board of Directors (except for Mr. Hans Ziegler) and the Executive Committee for the financial year 2016

The Board of Directors proposes to grant discharge to the members of the Board of Directors (except for Mr. Hans Ziegler) and the Executive Committee for the financial year 2016.

Explanation: Mr. Hans Ziegler resigned from the Board of Directors with effect from November 29, 2016 due to investigations related to his person. As the investigations are still ongoing, the Board of Directors has decided not to propose the discharge of Mr. Hans Ziegler for the financial year 2016.

4. Elections to the Board of Directors

4.1 Re-elections

The term of office for all members of the Board of Directors expires at the Annual General Meeting on April 11, 2017.

All current members are standing for re-election. Accordingly, the Board of Directors proposes the following individuals to be re-elected for a one-year term of office until the completion of the next Annual General Meeting of Shareholders:

4.1.1 Prof. Dr. Michael Süss, as Chairman of the Board of Directors;

4.1.2 Dr. Jean Botti, as Director;

4.1.3 Mr. David Metzger, as Director;

4.1.4 Mr. Alexey V. Moskov, as Director;

4.1.5 Mr. Gerhard Pegam, as Director.

Elections shall be held individually.

4.2 Election of a new member

The Board of Directors proposes the election of Mr. Geoffery Merszei as a new member of the Board of Directors for a one-year term of office until the completion of the next Annual General Meeting of Shareholders.

Biography:

Geoffery Merszei (1951, Canadian citizen) is Chairman and Chief Executive of Zolenza AG, an investment and advisory firm based in Zug, Switzerland. He brings with him over 40 years of experience in corporate governance and finance. For over 30 years, Mr. Merszei served in a number of senior management positions at The Dow Chemical Company, the last being Executive Vice President (EVP) of The Dow Chemical Company, President of Dow EMEA and Chairman of Dow Europe before retiring in 2013. From 2001 to 2005, Mr. Merszei left Dow to be the EVP and CFO of Alcan Inc., and returned to Dow in 2005 as EVP, CFO and a member of the Board of Directors of The Dow Chemical Company. Mr. Merszei also previously served as a Board member of the Chemical Financial Corporation and Chemical Bank and the Swiss American Chamber of Commerce, and currently serves on the Board of ICL Chemicals Ltd. Mr. Merszei holds a Bachelor of Arts degree in Economics from Albion College, Michigan, USA.

5. Elections to the Human Resources Committee

5.1 Re-elections

The term of office for all members of the Human Resources Committee expires at the Annual General Meeting on April 11, 2017. All current members of the Human Resources Committee are standing for re-election. Accordingly, the Board of Directors proposes the following individuals to be re-elected as members of the Human Resources Committee for a one-year term of office until the completion of the next Annual General Meeting of Shareholders:

5.1.1 Prof. Dr. Michael Süss, as a member of the Human Resources Committee;

5.1.2 Mr. Alexey V. Moskov, as a member of the Human Resources Committee.

Elections shall be held individually.

5.2 Election of a new member

The Board of Directors proposes the election of Mr. Gerhard Pegam as a new member of the Human Resources Committee for a one-year term of office until the completion of the next Annual General Meeting of Shareholders.

6. Election of the Auditors

The Board of Directors proposes the election of PricewaterhouseCoopers AG, Zurich, as the auditor for a period of one year.

7. Election of the Independent Proxy

The Board of Directors proposes Proxy Voting Services GmbH, Zurich, to be re-elected as the Independent Proxy for a one-year term of office until completion of the next Annual General Meeting of Shareholders.

8. Approval of maximum aggregate amount of total compensation of the Board of Directors

The Board of Directors proposes to approve a maximum aggregate amount of total compensation of the Board of Directors for their term of office from the AGM 2017 to the AGM 2018 of CHF 2.1 million.

Explanation: This is a binding vote required by the Ordinance Against Excessive Compensation By Public Corporations from November 20, 2013 ("Compensation Ordinance") and the articles of association, allowing shareholders to vote directly on the aggregate maximum compensation of the Board of Directors for the forthcoming term of office. The proposed amount allows for a maximum compensation of the Board of Directors for the term of office from the AGM 2017 to the AGM 2018 of CHF 2.1 million.

The maximum amount excludes legally required employer's contributions to social security paid or to be paid by the company. The actual payout, including the distribution among these non-binding components, will be disclosed in the compensation reports 2017 and 2018, respectively.

9. Approval of maximum aggregate amount of fixed compensation of the Executive Committee

The Board of Directors proposes to approve a maximum aggregate amount of fixed compensation of the Executive Committee for the period starting on July 1, 2017 and ending on June 30, 2018 of CHF 5.2 million.

Explanation: This is a binding vote required by the Compensation Ordinance and the articles of association, allowing shareholders to vote directly on the maximum aggregate fixed compensation of the Executive Committee for the forthcoming period. The proposed amount allows for a maximum fixed compensation of the Executive Committee for the period from July 1, 2017 until June 30, 2018 of CHF 5.2 million.

The maximum amount excludes legally required employer's contributions to social security paid or to be paid by the company. The actual payout, including the distribution among these non-binding components, will be disclosed in the compensation reports 2017 and 2018, respectively.

10. Approval of the aggregate amount of variable compensation of the Executive Committee

The Board of Directors proposes to approve the aggregate amount of variable compensation of the Executive Committee for the past financial year, i.e. for the period starting on January 1, 2016 and ending on December 31, 2016 of CHF 8.6 million.

Explanation: This is a binding vote required by the Compensation Ordinance and the articles of association, allowing shareholders to vote directly on the aggregate variable compensation of the Executive Committee for the past financial year. By voting retrospectively, shareholders have a say on effectively granted variable pay in full awareness of the business results of the previous fiscal year and any changes in the business environment.

This amount has been derived from adding the following components: annual bonus of CHF 2.8 million, multi-year equity grants (performance share units) with an estimated value at grant date of CHF 3.8 million as well as compensation for non-competition of CHF 2.0 million payable to former members of the Executive Committee. This amount excludes legally required employer's contributions to social security paid or to be paid by the company. Depending on the achievement of pre-determined performance criteria over a period of three years, between 0 and 2 shares of the company will be allocated per performance share unit. The actual number of shares allocated, if any, will be disclosed in the remuneration report 2019. Since some members of the Executive Committee receive their remuneration in other currencies than CHF, the actual payout also depends on the exchange rate at the time of payout.

Organizational Information

Annual report

The annual report 2016, consisting of the management report, the annual financial statements of OC Oerlikon Corporation AG, Pfäffikon, the consolidated financial statements, the remuneration report and the auditors' report, will be available for inspection by shareholders from March 21, 2017 at the Corporation's registered office located at Churerstrasse 120, 8808 Pfäffikon SZ. Each shareholder may request a hardcopy of the annual report from OC Oerlikon Corporation AG, Pfäffikon to be delivered (Phone +41 58 360 96 96). In addition, the annual report is available in an electronic format on the internet on the Corporation's website <http://www.oerlikon.com/annualreport-2016/>.

Admission cards

Admission Cards and voting materials will be only delivered upon registration. We request that you return the completed Reply Form in the enclosed reply envelope as soon as possible but no later than Thursday, April 6, 2017, or that you reply electronically (instructions regarding electronic reply can be found on the corresponding information sheet attached to the invitation).

Right to vote

The shareholders registered in the share register as of Monday, April 3, 2017, are entitled to vote. No entries will be made in the Share Register during the period from April 4, 2017 to and including April 11, 2017. Shareholders who have sold their shares prior to the Annual General Meeting of Shareholders will no longer have any voting rights with respect to these shares.

No trading restriction on shares in OC Oerlikon Corporation AG, Pfäffikon

The registration of shareholders for voting purposes does not affect the trading of shares held by registered shareholders before, during or after a General Meeting.

Leaving the Annual General Meeting of Shareholders prior to its conclusion

In order to ensure a proper assessment of the participants, the shareholders who leave the Annual General Meeting of Shareholders prior to its conclusion, either definitely or temporarily, must hand in or show, respectively, the electronic voting device as well as the unused voting information materials together with the admission card at the exit.

Proxy

Shareholders who do not wish to participate at the Annual General Meeting of Shareholders personally, may choose to be represented either by another shareholder or by the Independent Proxy, Proxy Voting Services GmbH, Grossmünsterplatz 1, CH-8001 Zurich.

If you want to grant proxy authority to the Independent Proxy, Proxy Voting Services GmbH, Grossmünsterplatz 1, CH-8001 Zurich, please return the filled in and signed Reply Form in the enclosed reply envelope accordingly as soon as possible but no later than Thursday, April 6, 2017, or reply electronically (instructions regarding electronic reply can be found on the corresponding information sheet attached to the invitation). If you want to grant proxy authority to another shareholder, please return the filled in Reply Form in the enclosed reply envelope accordingly as soon as possible but no later than Thursday, April 6, 2017 or reply electronically (instructions regarding electronic reply can be found on the corresponding information sheet attached to the invitation). After having received the admission card, please fill in the corresponding category on the admission card and give it to the authorized shareholder.

Means of transportation

Since the KKL Luzern is situated right next to the railway station Lucerne and parking facilities (at extra cost) are limited, it is recommended to use the public transportation system.

Pfäffikon SZ, March 17, 2017

OC Oerlikon Corporation AG, Pfäffikon

Prof. Dr. Michael Süss
Chairman of the Board of Directors