

18th Ordinary General Meeting

of the shareholders of Geberit AG, held on 5 April 2017 at 4:30 p.m.

Location:	Sporthalle Grünfeld, Rapperswil-Jona, Switzerland	
Created:	6 April 2017	
Participants:	Albert M. Baehny (Chairman of the Board of Directors) Hartmut Reuter (Vice Chairman of the Board of Directors) Felix R. Ehrat (Board of Directors) Thomas M. Hübner (Board of Directors) Jørgen Tang-Jensen (Board of Directors)	
	Regi Aalstad (Board of Directors), excused	
	Christian Buhl (CEO) Martin Baumüller (Group Executive Board) Michael Reinhard (Group Executive Board) Egon Renfordt-Sasse (Group Executive Board) Karl Spachmann (Group Executive Board) Ronald van Triest (Group Executive Board)	
	Roland Iff (CFO), excused	
Secretary:	Roman Sidler	
	 1,040 registered shareholders at the beginning of the General Meeting 70 external guests 90 internal assistants 	

I. Welcome and opening

In his capacity as chairman of the General Meeting, Chairman of the Board of Directors Albert M. Baehny opens the General Meeting and welcomes the shareholders and guests.

In addition to the members of the Board of Directors, members of the Group Executive Board, shareholders and guests, the following are also participating in the General Meeting:

- Andreas Keller, attorney-at-law, Zurich, who was elected as the independent proxy by the 2016 General Meeting;
- Benedikt Würth, Cantonal Councillor, Martin Stöckling, Mayor of the Municipality of Rapperswil-Jona, and the Rapperswil-Jona municipal councilmen Thomas Furrer and Thomas Rüegg;
- Beat Inauen and Martin Knöpfel from PricewaterhouseCoopers AG, Zurich, as representatives of the auditors;
- Patrick Schleiffer, Lenz&Staehelin;
- Representatives from the media; and
- Geberit apprentices based in Rapperswil-Jona who are in their final year of apprenticeship.

II. Notice of convocation, notice by means of official publication, opportunity to inspect documents

Before addressing the items on the agenda, the chairman makes the following formal introductory statements:

1. In a letter dated 14 March 2017, which included the agenda items and the proposals of the Board of Directors as well as an enclosed Summary Report on the business year 2016, the shareholders were



invited to today's General Meeting in accordance with the provisions of the Articles of Incorporation and in compliance with the advance notice of 20 days prescribed by law. The invitation was published in the Swiss Official Gazette of Commerce on 15 March 2017.

- 2. No proposals for the agenda were received from the shareholders.
- 3. The Annual Report for the year 2016, the Financial Statements and the Consolidated Financial Statements 2016 plus the Auditors' Reports were published on the Internet (www.geberit.com/annualreport) as an online version on 14 March 2017. Since this date, a hard-copy version thereof had been available for inspection by the shareholders at the Company's headquarters.
- 4. For this year's General Meeting, it was again possible for shareholders to register on an online platform and grant their proxy and issue instructions to the Independent Proxy online. Over 2,500 Geberit shareholders have already availed themselves of this option.
- 5. The minutes of the last ordinary General Meeting, which was held on 6 April 2016, were duly signed and available for inspection by the shareholders at the Company's headquarters. They were also published on the Internet.
- 6. As per the Articles of Incorporation, the General Meeting is chaired by the Chairman of the Board of Directors. In the interests of good corporate governance, the Vice Chairman of the Board of Directors Hartmut Reuter will conduct the votes on agenda item 4.1.1 (Re-election of Albert M. Baehny as a member of the Board of Directors and as Chairman of the Board of Directors) as well as agenda item 7 (Remuneration).
- 7. The secretary and the tellers are appointed by the chairman.
- 8. The secretary of the General Meeting is Roman Sidler, Head Corporate Communications & Investor Relations of the Geberit Group.
- 9. Former Rapperswil-Jona Municipal Clerk Hans Wigger and Rapperswil-Jona Municipal Clerk Hansjörg Goldener shall officiate as head tellers. The chairman thanks Hans Wigger, who is standing down after the General Meeting, for his long-standing commitment and excellent cooperation.

The chairman declares that the General Meeting has been convened, notice thereof by means of official publication has been provided and the related documents have been made available for inspection in a timely and proper manner in accordance with the law and the Articles of Incorporation and that the General Meeting is thereby duly constituted and constitutes a quorum.

III. Attendance

Immediately prior to the vote on the first agenda item, the number of shareholders present, votes represented and capital represented is as follows: 20,643,251 registered voting shares, each with a par value of CHF 0.10 (a total par value of CHF 2,064,325.10), are represented at the General Meeting either directly or by proxy. This is equivalent to 55.7% of the total share capital of CHF 3'704'142.70.

In detail, the representation proportions are as follows:

- 1,040 shareholders/shareholders' representatives are present, representing 3'186'488 shares; and
- The Independent Proxy is representing 17,456,763 shares.

As per the Articles of Incorporation, the chairman may decide that votes and elections be carried out by electronic means. The chairman explains the electronic voting procedure that is going to be implemented. The procedure is now to be controlled and buttons selected via a touch-sensitive screen. In addition, the new voting device allows several votes to be carried out in a single voting round. This new option is being used at today's General Meeting for the elections to the Board of Directors and the Compensation Committee. The Chairman also advises that data privacy is ensured when using the electronic devices. He also advises the shareholders in attendance of the possibility of expatiating on votes and advises in this regard that he reserves the right to impose a restriction on the time allotted for speaking, where required.

The chairman notes that a demonstration took place in front of the entrance to the General Meeting and that he would like to comment on this briefly. The background to this demonstration is that the management of the French ceramics production company Allia SAS – a Geberit subsidiary – has started a process to reorganise the Allia sites in France. The employees of Allia SAS are worried about their jobs because this process has started and these fears were expressed through today's demonstration. The



management of Allia SAS takes these fears seriously and will conduct the process of reorganisation, the outcome of which is currently still completely open, responsibly. This process is governed by stringent regulations in France, with which the Allia management must comply strictly.

IV. Individual agenda items

Agenda item 1: Approval of the Business and Financial Review, the Financial Statements and the Consolidated Financial Statements for 2016, acceptance of the Auditors' Reports

The chairman points out that the shareholders had been sent a Summary Report of the Annual Report 2016 together with the invitation to the General Meeting. The complete Annual Report was published on the Internet as an online version. A hard-copy version thereof was also on display at the Company's headquarters.

CEO Christian Buhl explains the business year 2016 in detail and provides an outlook for the business year 2017. Subsequently, the chairman summarises the past business year and thanks the employees for their exemplary performance (cf. enclosures).

The Financial Statements and Consolidated Financial Statements for 2016 were audited by the auditors from PricewaterhouseCoopers AG and accepted without exception. The chairman states that the General Meeting has taken note of the Auditors' Reports and thanks the auditors for their work.

There were no requests to speak on this agenda item. The result of the vote on the proposal of the Board of Directors with respect to this agenda item is as follows:

Valid votes:	20,623,958
Votes in favour:	20,622,088
Votes against:	1,870
Abstentions:	20,247

The proposal of the Board of Directors with respect to agenda item 1 is thereby approved.

Agenda item 2: Resolution on the appropriation of available earnings

The Board of Directors proposes to the General Meeting a distribution of CHF 10.00 per share as an ordinary dividend, which is subject to withholding tax. This corresponds to an increase of 19.0% compared with the previous year.

The proposal of the Board of Directors regarding the appropriation of available earnings at Geberit AG is detailed in the invitation to the General Meeting and the Annual Report.

The Board of Directors proposes that the available earnings:

Net income for the year 2016	CHF	389,770,714
Balance brought forward	CHF	3,812,822
Total available earnings	CHF	393,583,536
be appropriated as follows:		
Transfer to free reserves	CHF	20,000,000
Proposed dividend of CHF 10.00 per share	CHF	370,414,270
Balance to be carried forward	CHF	3,169,266
Total appropriation of available earnings	CHF	393,583,536

The exact wording of the proposal with the amounts is shown on the screen. The reading out of the proposal is therefore dispensed with.

If the proposal is approved, the dividend will be paid out, less 35% withholding tax, on 11 April 2017. The auditors confirm in their report that this proposal regarding the appropriation of earnings is in accordance with the law and the Articles of Incorporation.



There were no requests to speak on this agenda item. The result of the vote on the proposal of the Board of Directors with respect to this agenda item is as follows:

Valid votes:	20,628,864
Votes in favour:	20,624,513
Votes against:	4,351
Abstentions:	15.341

The proposal of the Board of Directors with respect to agenda item 2 is thereby approved.

Agenda item 3: Formal approval of the actions of the Board of Directors

According to the proposal, the actions of the members of the Board of Directors are to be formally approved for the business year 2016.

The vote on the formal approval of the actions of the Board of Directors shall be carried out for the Board of Directors as a whole ("en masse").

There were no requests to speak on this agenda item. The result of the vote on the proposal of the Board of Directors with respect to this agenda item is as follows:

Valid votes:	20,450,294
Votes in favour:	20,311,119
Votes against:	139,175
Abstantions	66.914
Abstentions:	66,814

The proposal of the Board of Directors with respect to agenda item 3 is thereby approved.

Agenda item 4: Elections to the Board of Directors, election of the Chairman of the Board of Directors and elections to the Compensation Committee

In accordance with the provisions of the Ordinance against Excessive Compensation with respect to Listed Companies (OaEC) the members and the Chairman of the Board of Directors are directly elected by the General Meeting on an individual basis. The CVs of all members of the Board of Directors standing for re-election can be found on the website.

Agenda items 4.1.1 as well as 4.1.6 are carried out in a separate voting round. Agenda items 4.1.2 to 4.1.5 are carried out in a single voting round in which the persons are re-elected on an individual basis.

Agenda item 4.1: Elections to the Board of Directors and election of the Chairman of the Board of Directors

Regi Aalstad, who is not present at the General Meeting, is not standing for re-election. The chairman expresses his sincere thanks to her for her contribution to the development of Geberit and wishes her all the best for the future.

Agenda item 4.1.1: Re-election of Albert M. Baehny as a member of the Board of Directors and as Chairman of the Board of Directors

The Board of Directors proposes that Albert M. Baehny be re-elected as a member of the Board of Directors and as Chairman of the Board of Directors until the closing of the following ordinary General Meeting.

There were no requests to speak on this agenda item. The result of the election is as follows:



Valid votes:	20,625,812
Votes in favour:	20,222,998
Votes against:	402,814
Abstentions:	18,393

Albert M. Baehny is thereby re-elected as a member of the Board of Directors and as Chairman of the Board of Directors until the following ordinary General Meeting.

Agenda item 4.1.2: Re-election of Felix R. Ehrat

The Board of Directors proposes that Felix R. Ehrat be re-elected as a member of the Board of Directors until the closing of the following ordinary General Meeting.

There were no requests to speak on this agenda item. The result of the election is as follows:

Valid votes: Votes in favour:	20,612,367 20,477,841
Votes against:	134,526
Abstentions:	31,728

Felix R. Ehrat is thereby re-elected as a member of the Board of Directors until the following ordinary General Meeting.

Agenda item 4.1.3: Re-election of Thomas M. Hübner

The Board of Directors proposes that Thomas M. Hübner be re-elected as a member of the Board of Directors until the closing of the following ordinary General Meeting.

There were no requests to speak on this agenda item. The result of the election is as follows:

Valid votes:	20,623,059
Votes in favour:	20,322,355
Votes against:	300,704
Abstentions:	21,036

Thomas M. Hübner is thereby re-elected as a member of the Board of Directors until the following ordinary General Meeting.

Agenda item 4.1.4: Re-election of Hartmut Reuter

The Board of Directors proposes that Hartmut Reuter be re-elected as a member of the Board of Directors until the closing of the following ordinary General Meeting.

Prior to today's General Meeting and subject to his re-election today, the Board of Directors decided to appoint Hartmut Reuter as Vice Chairman.

There were no requests to speak on this agenda item. The result of the election is as follows:

Valid votes:	20,621,332
Votes in favour:	20,535,936
Votes against:	85,396
Abstentions:	22,763



Hartmut Reuter is thereby re-elected as a member of the Board of Directors until the following ordinary General Meeting.

Agenda item 4.1.5: Re-election of Jørgen Tang-Jensen

The Board of Directors proposes that Jørgen Tang-Jensen be re-elected as a member of the Board of Directors until the closing of the following ordinary General Meeting.

There were no requests to speak on this agenda item. The result of the election is as follows:

Valid votes:	20,601,004
Votes in favour:	20,480,885
Votes against:	120,119
Abstentions:	43,091

Jørgen Tang-Jensen is thereby re-elected as a member of the Board of Directors until the following ordinary General Meeting.

Agenda item 4.1.6: Election of Eunice Zehnder-Lai

Eunice Zehnder-Lai is CEO of IPM Institut für Persönlichkeitsorientiertes Management. Since 2016 she has also been on the Board of Asia Society Switzerland. Eunice Zehnder-Lai spent almost 20 years working in the finance industry for LGT Capital Partners, Goldman Sachs and Merrill Lynch in New York, London, Hong Kong and Switzerland. She worked in the areas of asset management, private wealth management and corporate finance as well as for Procter & Gamble in marketing and brand management. The Board of Directors is convinced that in Eunice Zehnder-Lai it has found an important new member for the Geberit Board of Directors. She brings with her a wealth of broad and long-standing international experience in a diverse range of functions and tasks.

The Board of Directors proposes that Eunice Zehnder-Lai be elected as a member of the Board of Directors until the closing of the following ordinary General Meeting. This nomination will be made within the context of succession planning, with Regi Aalstad stepping down from the Board of Directors today.

There were no requests to speak on this agenda item. The result of the election is as follows:

Valid votes:	20,610,300
Votes in favour:	20,500,444
Votes against:	109,856
Abstentions:	33,795

Eunice Zehnder-Lai is thereby elected as a member of the Board of Directors until the following ordinary General Meeting.

Agenda item 4.2: Elections to the Compensation Committee

In accordance with the OaEC, the members of the Compensation Committee are to be elected annually by the General Meeting. Only members of the Board of Directors are eligible and the members of the Compensation Committee are to be elected on an individual basis.

The members of the Board of Directors proposed for election to the Compensation Committee are independent within the context of the Swiss Code of Best Practice for Corporate Governance. The existing Nomination and Compensation Committee is responsible for the preparation of all relevant decisions from the Board of Directors relating to the nomination of candidates for the Board of Directors and the Group Executive Board as well as the remuneration of the members of the Board of Directors and the Group Executive Board. Accordingly, when electing the members of the Compensation Committee, as



is required by law, the General Meeting elects the members of the combined Nomination and Compensation Committee.

Agenda items 4.2.1 to 4.2.3 are carried out in a single voting round in which the persons are elected or re-elected on an individual basis.

Agenda item 4.2.1: Re-election of Hartmut Reuter

The Board of Directors proposes that Hartmut Reuter be re-elected as a member of the Compensation Committee until the closing of the following ordinary General Meeting.

Prior to today's General Meeting and subject to his re-election today, the Board of Directors also decided to appoint Hartmut Reuter as Chairman of the combined Nomination and Compensation Committee.

There were no requests to speak on this agenda item. The result of the election is as follows:

Valid votes:	20,609,869
Votes in favour:	20,414,766
Votes against:	195,103
Abstentions:	34,314

Hartmut Reuter is thereby re-elected as a member of the Compensation Committee until the following ordinary General Meeting.

Agenda item 4.2.2: Re-election of Jørgen Tang-Jensen

The Board of Directors proposes that Jørgen Tang-Jensen be re-elected as a member of the Compensation Committee until the closing of the following ordinary General Meeting.

There were no requests to speak on this agenda item. The result of the election is as follows:

Valid votes:	20,610,401
Votes in favour:	20,369,125
Votes against:	241,276

Abstentions: 33,782

Jørgen Tang-Jensen is thereby re-elected as a member of the Compensation Committee until the following ordinary General Meeting.

Agenda item 4.2.3: Election of Eunice Zehnder-Lai

The Board of Directors proposes that Eunice Zehnder-Lai be elected as a member of the Compensation Committee until the closing of the following ordinary General Meeting.

There were no requests to speak on this agenda item. The result of the election is as follows:

Valid votes:	20,603,121
Votes in favour:	20,415,673
Votes against:	187,448
Abstentions:	41.062

Eunice Zehnder-Lai is thereby elected as a member of the Compensation Committee until the following ordinary General Meeting.



Arno Russi, Unia Section Head, addresses the General Meeting. After proffering his congratulations for the very good business year, he makes the case for the concerns of the French Allia employees demonstrating in front of the hall where the General Meeting is being held. He asks the Geberit management to accept their social responsibility, not to close the plants under consideration and hands the chairman and CEO Christian Buhl a petition with 500 signatures. The chairman acknowledges receipt of the petition and thanks Arno Russi for his statement.

Agenda item 5: Election of the Independent Proxy

Unfortunately, Andreas Keller's schedule no longer allows him to attend the Geberit General Meeting and he is therefore no longer available to serve as the Independent Proxy.

The Board of Directors proposes that the law firm hba Rechtsanwälte AG, Zurich, represented by Roger Müller, be elected as the Independent Proxy until the closing of the following ordinary General Meeting. As confirmed in advance, Roger Müller is happy to make himself available to serve in this function on behalf of hba Rechtsanwälte AG.

There were no requests to speak on this agenda item. The result of the election is as follows:

Valid votes:	20,626,344
Votes in favour:	20,608,219
Votes against:	18,125
Abstentions:	17,839

hba Rechtsanwälte AG, represented by Roger Müller, is therefore elected as Independent Proxy until the following ordinary General Meeting.

Agenda item 6: Appointment of the auditors

As per the Articles of Incorporation, the auditors are elected for one year at a time. According to the proposal, PricewaterhouseCoopers AG is to be re-elected as auditors for the 2017 business year. The chairman explains that PricewaterhouseCoopers AG has made itself available for a further term of office. Lead auditor Beat Inauen has been in charge of the auditing mandate since 2015.

There were no requests to speak on this agenda item. The result of the vote on the proposal of the Board of Directors with respect to this agenda item is as follows:

Valid votes:	20,614,875
Votes in favour:	18,644,419
Votes against:	1,970,456
Abstentions:	29,308

PricewaterhouseCoopers AG is thereby re-elected as auditors for the 2017 business year.

The chairman congratulates PricewaterhouseCoopers AG on its re-election and thanks Beat Inauen and his team for the good cooperation.

Agenda item 7: Remuneration

As member and Chairman of the Nomination and Compensation Committee, Hartmut Reuter informs the General Meeting of the remuneration and the remuneration system of the Board of Directors and the Group Executive Board. A consultative vote is conducted in this regard. He also conducts the agenda items on the maximum remuneration for the members of the Board of Directors and the Group Executive Board.



A number of changes have been made to the remuneration systems in recent years. At the same time, the disclosure of remuneration has been improved in order to establish a clearer link between payment and performance. The structure of the remuneration systems and the detailed breakdown of remuneration can be found in the online Annual Report in the Remuneration Report section as well as in the Notes to the Financial Statements.

Agenda item 7.1: Consultative vote on the Remuneration Report 2016

The Board of Directors proposes that the General Meeting take note of and endorse the Remuneration Report 2016 in a consultative vote.

There were no requests to speak on this agenda item. The result of the vote on the proposal of the Board of Directors with respect to this agenda item is as follows:

Valid votes:	20,552,697
Votes in favour:	19,661,532
Votes against:	891,165
Abstentions:	91,486

The proposal of the Board of Directors with respect to agenda item 7.1 is thereby approved.

Agenda item 7.2: Approval of the maximum aggregate remuneration amount for the members of the Board of Directors for the period until the next ordinary General Meeting

The Board of Directors proposes that the General Meeting approve the maximum aggregate remuneration of CHF 2,350,000 for the six members of the Board of Directors for the period until the next ordinary General Meeting. The remuneration remains unchanged compared with the previous year.

There were no requests to speak on this agenda item. The result of the vote on the proposal of the Board of Directors with respect to this agenda item is as follows:

Valid votes:	20,568,279
Votes in favour:	19,906,007
Votes against:	662,272
Abstentions:	75,904

The proposal of the Board of Directors with respect to agenda item 7.2 is thereby approved.

Agenda item 7.3: Approval of the maximum aggregate remuneration amount for the members of the Group Executive Board for the 2018 business year

The Board of Directors proposes that the General Meeting approve CHF 11,300,000 as the maximum aggregate remuneration for the Group Executive Board, consisting of seven members, for the 2018 business year. This is higher than the amount of CHF 9,950,000 approved by last year's General Meeting for 2017. The difference is attributable to several factors: The expansion in the Group Executive Board from six to seven members, the minor increase in the target remuneration for members of the Group Executive Board and a reserve to cover unexpected events.

The proposed maximum amount ensures that Geberit is able to meet its contractual obligations as an employer in all circumstances. This figure assumes – among other things – that both the individual objectives and the business goals are achieved in full. However, Hartmut Reuter also points out that the maximum possible amount was not paid out in previous years.



There were no requests to speak on this agenda item. The result of the vote on the proposal of the Board of Directors with respect to this agenda item is as follows:

Valid votes:	20,552,422
Votes in favour:	19,962,147
Votes against:	590,275
Abstentions:	91,761

The proposal of the Board of Directors with respect to agenda item 7.3 is thereby approved.

V. Conclusion of the General Meeting

The chairman notes that all of the announced agenda items have been duly addressed. He expresses his thanks and appreciation to all of the Geberit employees and other people involved for their dedicated and professional preparation and execution of this year's General Meeting.

The chairman advises that the next ordinary General Meeting will be held on Wednesday, 4 April 2018. He then declares the 18th ordinary General Meeting of Geberit AG closed.

Conclusion of the General Meeting:

5:40 p.m.

Chairman

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Albert M. Baehny

Secretary

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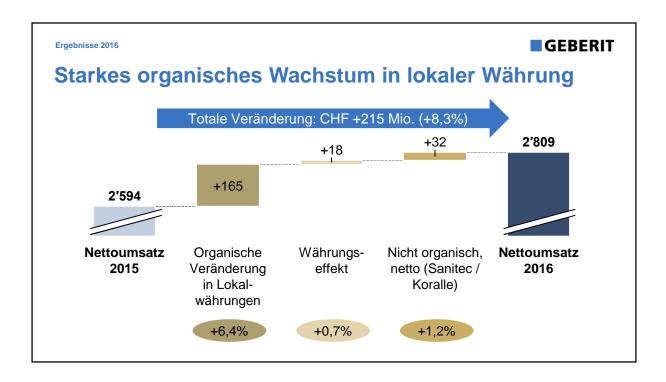
Roman Sidler

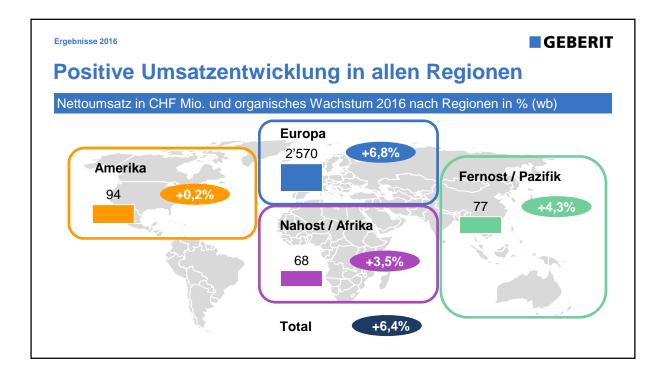
Enclosure:

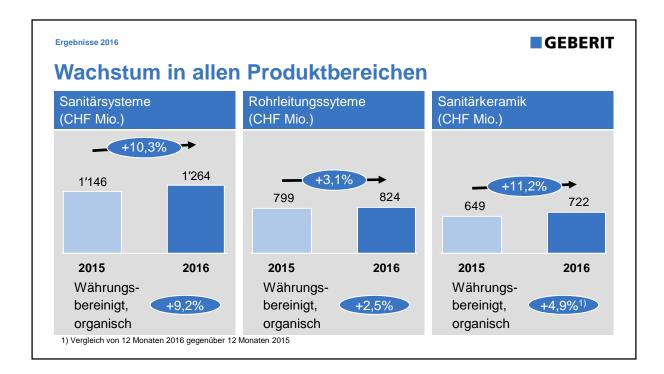
Copies of the slides used by Albert Baehny and Christian Buhl in their commentaries (only available in German)



	GEBERIT
Agenda	
Ergebnisse 2016	
Sanitec – Integration	
Bauindustrie – Ausblick	
Geberit – Ausblick	
Zusammenfassung	

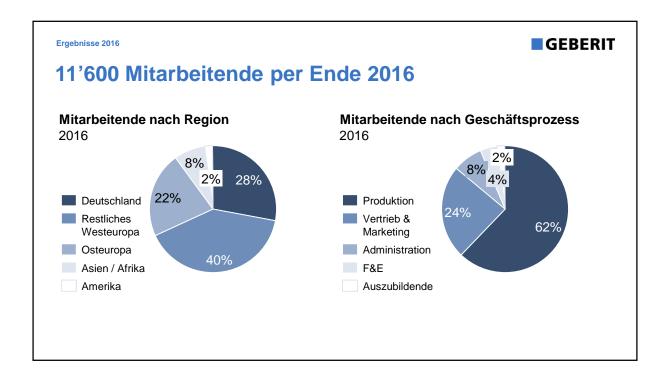


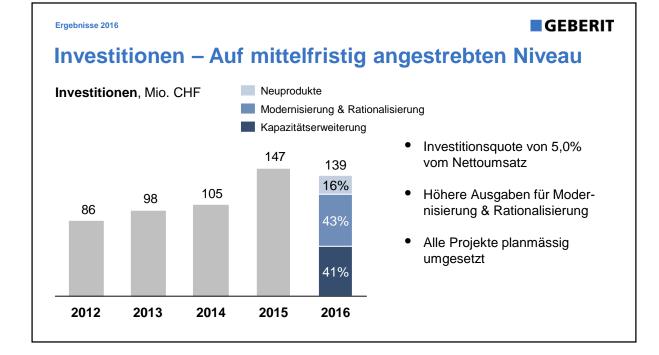




Ergebnisse 2016				GEBERI
Starke operative Resulta	ate			
	Mio. CHF	2016	2015	% YoY
 Verbesserung der adj. EBITDA Marge um 160 Basispunkte 	Nettoumsatz	2'809	2'594	8,3%
- Volumenwachstum	Adj. EBITDA Marge	795 28,3%	694 26,7%	14,6%
 Synergien aus Integration von Sanitec 	Adj. EBIT Marge	687 24,4%	591 22,8%	16,2%
 Tiefere Rohmaterialpreise 	Adj. Nettoergebnis Marge	584 20,8%	493 19,0%	18,4%
 Überproportionaler Anstieg des adj. Nettoergebnisses 	Adj. EPS (CHF)	15,85	13,23	19,8%
	Free Cashflow Marge	564 20,1%	484 18,7%	16,5%

Ergebnisse 2016		GEBERI
Deutlicher Abbau der Nett	o-Schulden	
Mio. CHF	31.12.2016	31.12.2015
Dilenzeumme	21604	21664
Bilanzsumme	3'601	3'554
Eigenkapital	1'635	1'482
Eigenkapitalquote	45,4%	41,7%
Netto-Schulden	461	680
Gearing	28,2%	45,9%







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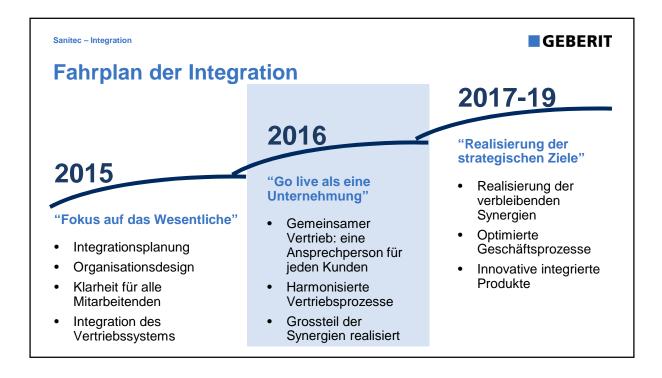
Ergebnisse 2016

Sanitec – Integration

Bauindustrie – Ausblick

Geberit – Ausblick

Zusammenfassung



Agenda

Ergebnisse 2016

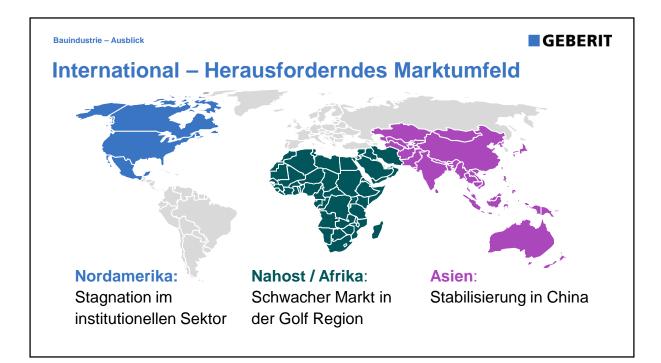
Sanitec – Integration

Bauindustrie – Ausblick

Geberit – Ausblick

Zusammenfassung











Agenda

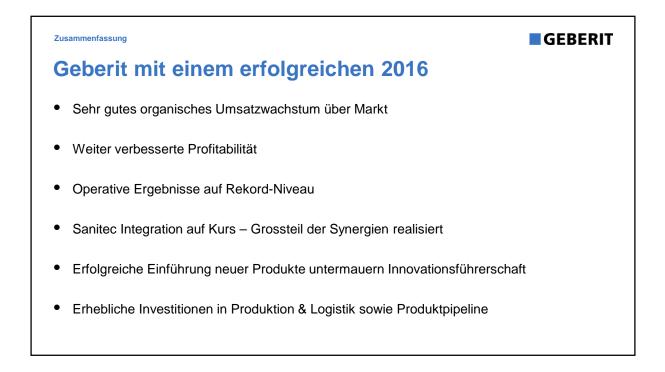
Ergebnisse 2016

Sanitec – Integration

Bauindustrie – Ausblick

Geberit – Ausblick

Zusammenfassung



Zusammenfassung

Geberit stark positioniert

- Stark positioniert in unseren wichtigsten Märkten
 - Etablierte und langjährige Kundenbeziehungen
 - Innovatives Produktportfolio
 - Starke Marken
- Stärkung durch weitere Integration des Keramikgeschäftes
- Einfache und effiziente Organisation
- Kontinuierliche Prozessoptimierungen
- Starke Unternehmenskultur mit motivierten Mitarbeitern
- Unvermindert hohe Cash-Generierung und attraktive Ausschüttungspolitik