

**Unofficial English Translation of the Invitation  
to the ordinary Annual General Meeting of Shareholders**

(The German Invitation to the AGM is binding.)

Friday, April 29, 2011, 04:30 p.m. CEST  
at the **Hotel SEEDAMM PLAZA, Seedammstr. 3, 8808 Pfäffikon SZ**

**Agenda:**

1. Annual Report, Annual Financial Statements, Consolidated Financial Statements 2010
2. Appropriation of available earnings
3. Transfer from Free Reserves and Total available earnings to General Reserves
4. Discharge of the Members of the Board of Directors and the Executive Management
5. Elections

The Board of Directors has formulated the following proposals to the items on the Agenda:

1. Approval of Annual Report, Annual Financial Statements, Consolidated Financial Statements 2010

2. Appropriation of available earnings of Gurit Holding AG:

Retained earnings carried forward from the previous year	CHF 47,754,842
Net profit for the year 2010 of Gurit Holding AG	CHF 3,030,355
Release of Reserves from capital contributions	CHF 7,020,000
Total amount available to the Annual General Meeting	CHF 57,805,197
Distribution to Shareholders	CHF 7,020,000
Balance to be carried forward	CHF 50,785,197

The distribution will be made entirely out of reserves from capital contributions and is in Switzerland therefore exempt from withholding and income taxes.

- 3 In order to increase the reserves from capital contributions, the Board of Directors proposes to transfer all free reserves in the amount of CHF 32,845,214 to the General Reserves and to transfer a portion of the available earnings to the General Reserves in line with the amount of reserves from capital contributions positively agreed by the tax authorities with a maximum of CHF 22,896,386. The portion not transferred to General Reserves shall be carried forward.
4. Grant discharge to the Members of the Board of Directors and the Executive Management
5. Election of Mr Paul Hälg, Mr. Robert Heberlein and Mr. Nick Huber for a three-year term of office, 2011-2013 (until AGM 2014).  
[Urs Kaufmann is elected until the AGM 2012; Peter Leupp is elected till AGM 2013.]

**Representation / Proxy**

According to paragraph 11 of the Articles of Incorporation, a shareholder can be represented by a legal proxy or another shareholder.

In addition, shareholders can be represented by:

- Gurit Holding AG.
- a Bank or a professional asset/wealth manager as portfolio representative as set forth in Art. 689d CO.  
(Portfolio representatives are kindly asked to identify themselves at the reception desk for the AGM)
- the independent proxy holder, Dr Jürg Luginbühl, Vischer Anwälte, Schützengasse 1, Postfach 1230, 8021 Zürich, as independent proxy holder as set forth in Art. 689c CO, with the right of substitution in the case of compulsory reasons.

The Annual Report 2010 including the Director's and Group Management's Report, the Financial Statements and the Consolidated Financial Statements as well as the reports of the Auditors will be available for inspection as of March 28, 2011 at the registered office of the Company.  
Additionally, the Annual Report is available for download at [www.gurit.com](http://www.gurit.com) or can be ordered by mail.

Registered Shareholders receive the invitation to the Annual General Meeting directly by mail.  
Holders of bearer shares can request to receive Admission cards/Voting Documents until April 26, 2011 at UBS AG, Credit Suisse or directly at the company's registered office  
(phone: +41 (0)71-987-1010, Fax +41 (0)71-987-1005) documenting their legitimate share holdings.