

# Gurit Holding AG, Wattwil

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

(The Invitation in German to the AGM is binding.)

Monday, April 23, 2012, 4:30 p.m. CEST,  
at the **Hotel SEEDAMM PLAZA, Seedammstrasse 3, 8808 Pfäffikon SZ**

### Agenda:

1. Annual Report, Annual Financial Statements, Consolidated Financial Statements 2012
2. Appropriation of available earnings and of reserves from capital contributions
3. Discharge of the Members of the Board of Directors and the Executive Management
4. Elections to the Board of Directors
5. Election of the auditors

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

1. Approval of the Annual Report, the Annual Financial Statements and the Consolidated Financial Statements 2011
2. Proposed appropriation of available earnings and of reserves from capital contributions:

Retained earnings carried forward from previous year	CHF 50'785'197
Net profit for the year 2011	CHF 7'386'886
Transfer to the reserves from capital contributions	CHF -2'218'903
Release of reserves for treasury shares	CHF 750'000
Release of reserves from capital contributions	<u>CHF 7'020'000</u>
Total amount available to the Annual General Meeting	CHF 63'723'180
Distribution to shareholders	
(entirely out of reserves from capital contributions)	<u>CHF 7'020'000</u>
Balance to be carried forward	CHF 56'703'180
3. Granting discharge to the Members of the Board of Directors and the Executive Management for fiscal 2011.
4. Reelection of Mr. Urs Kaufmann and first-time election of Mr. Peter Pauli for a three-year term of office 2012-2014 (until AGM 2015). [Information: Dr Paul Hälg leaves Gurit's Board of Directors as per April 24, 2012. Mr. Peter Leupp is elected until the AGM 2013; Mr. Robert Heberlein and Mr. Nick Huber are elected until AGM 2014.]
5. Reelection of PricewaterhouseCoopers AG, Zürich, as auditors for another two-year term 2012-2013 (until AGM 2014).

### 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 requested to identify themselves at the welcome desk of 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 2011 including the Directors' and Group Management's report, the financial statements and the consolidated financial statements as well as the reports of the auditors is available for inspection as of March 16, 2012 at the registered office of the Company. Additionally, the annual report is also available for download at <http://investors.gurit.com/publicationsdownloads.aspx>.

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 (FAX +41 (0)44-316-1569), documenting their legitimate share holdings.

Wattwil, March 16, 2012

The Board of Directors