

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.)

Tuesday, April 9, 2013, 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

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 2012
- 2.1 Appropriation of available earnings 2012 as proposed by the Board of Directors:

Retained earnings carried forward from previous year	CHF 56'703'180
Net profit for 2012	CHF 4'933'848
Release of reserves for treasury shares	<u>CHF 462'100</u>
Retained earnings 2012 available to the Annual General Meeting	<u>CHF 62'099'128</u>
Transfer to general reserves	<u>CHF -4'680'000</u>
To be carried forward	<u>CHF 57'419'128</u>
- 2.2 Appropriation of reserves from capital contributions:

Reserves from capital contributions carried forward from previous year	CHF 32'724'117
Distribution from reserves from capital contributions (CHF 15.00 per bearer share; CHF 3.00 per registered share)	<u>CHF -7'020'000</u>
To be carried forward	<u>CHF 25'704'117</u>
3. Granting discharge to the Members of the Board of Directors and the Executive Management for fiscal 2012.
4. Reelection of Mr. Peter Leupp for a further three-year term of office 2013-2015 (until AGM 2016).

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:

- a) Gurit Holding AG;
- b) 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);
- c) Dr Jürg Luginbühl, Vischer AG, 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.

In the absence of written instructions by shareholders who are represented according a), b) or c) for all or specific items on the Agenda, the representative of legal proxy holder will vote according to the motions formulated by the Board of Directors.

The Annual Report 2012, 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 12, 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 4, 2013, 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 12, 2013

The Board of Directors