

Gurit Holding AG, Wattwil

Informal English Translation of the Invitation to the Ordinary Annual General Meeting of Shareholders

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

Thursday, April 14, 2016, 4:30 p.m. CEST, at the **Hotel SEEDAMM PLAZA, Seedammstrasse 3, 8808 Pfäffikon SZ, Switzerland**

Agenda:

1. Approval of Management Report, Annual and Consolidated Financial Statements 2015
2. Decision on Appropriation of retained earnings
3. Decision on Appropriation of reserves from capital contributions
4. Granting of Discharge to the Members of the Board of Directors and the Executive Committee for the financial year 2015
5. Elections
 - 5.1. Re-election of Peter Leupp as Member and Chairman of the Board of Directors for the period until closing of the following Ordinary Annual General Meeting
 - 5.2. Re-election of the members of the Board of Directors for the period until closing of the following Ordinary Annual General Meeting
 - 5.3. Re-election of the members of the Compensation Committee for the period until closing of the following Ordinary Annual General Meeting
 - 5.4. Re-election of Mr. Jürg Luginbühl as independent proxy holder for the period until closing of the following Ordinary Annual General Meeting
 - 5.5. Re-election of PricewaterhouseCoopers AG, Zurich, as auditors for the period until closing of the following Ordinary Annual General Meeting
6. Consultative vote on the remuneration report 2015
7. Approval of the maximum total amount of fixed compensation for the Board of Directors
8. Approval of the maximum total amount of fixed compensation for the Executive Committee
9. Approval of the maximum total amount of performance-based compensation for the Executive Committee

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

1. **Approval of Management Report, Annual and Consolidated Financial Statements 2015**
The Board of Directors proposes to approve the Management Report, Annual and Consolidated Financial Statements for the year 2015.

2. **Appropriation of retained earnings 2015**
The Board of Directors proposes to carry forward the available earnings 2015 of CHF 101'256'514.

Retained earnings carried forward from previous year	CHF 64'772'862
Net profit for 2015	CHF 36'433'316
Dissolution of reserves for treasury shares	CHF 50'336
Available earnings 2015	CHF 101'256'514

To be carried forward CHF 101'256'514

3. **Appropriation of reserves from capital contributions:**
The Board of Directors proposes to distribute CHF 7'020'000 out of the free reserves from capital contributions of CHF 18'216'117 and to carry forward the residual amount of CHF 11'196'117.

Reserves from capital contributions carried forward from previous year	CHF 18'216'117
Distribution from reserves from capital contributions (CHF 15.00 per bearer share; CHF 3.00 per registered share)	CHF -7'020'000
To be carried forward	CHF 11'196'117

The following schedule has been determined for the distribution

Ex-date: Monday, April 18, 2016
Record date: Tuesday, April 19, 2016
Payment date: Wednesday, April 20, 2016

4. **Granting of Discharge to the Members of the Board of Directors and the Executive Committee for financial year 2015**
The Board of Directors proposes to grant all Members of the Board of Directors and the Executive Committee discharge for the financial year 2015.

5. **Elections (individually)**

5.1. **Re-election of Peter Leupp as Member and Chairman of the Board of Directors for the period until closing of the following Ordinary Annual General Meeting**

The Board of Directors proposes to re-elect Peter Leupp as Member and Chairman of the Board of Directors for a one-year term of office for the period until the closing of the following Ordinary Annual General Meeting.

5.2. **Re-elections of the members of the Board of Directors for the period until closing of the following Ordinary Annual General Meeting**

The Board of Directors proposes to re-elect the following people for a one-year term of office for the period until the closing of the following Ordinary Annual General Meeting.

- 5.2.1 Stefan Breitenstein
- 5.2.2 Nick Huber
- 5.2.3 Urs Kaufmann
- 5.2.4 Peter Pauli

5.3. **Re-election of the members of the Compensation Committee for the period until closing of the following Ordinary Annual General Meeting**

The Board of Directors proposes to elect the following people for a one-year term of office for the period until the closing of the following Ordinary Annual General Meeting.

- 5.3.1. Stefan Breitenstein
- 5.3.2. Nick Huber
- 5.3.3. Urs Kaufmann
- 5.3.4. Peter Leupp
- 5.3.5. Peter Pauli

5.4. **Re-election of Mr. Jürg Luginbühl as independent proxy holder for the period until closing of the following Ordinary Annual General Meeting**

The Board of Directors proposes to elect Mr. Jürg Luginbühl as independent proxy holder for a one-year term of office for the period until the closing of the following Ordinary Annual General Meeting.

5.5. **Re-election of PricewaterhouseCoopers AG, Zürich, as auditors for the period until closing of the following Ordinary Annual General Meeting**

The Board of Directors proposes to re-elect PricewaterhouseCoopers AG, Zurich, as auditors for a one-year term of office for the period until the closing of the following Ordinary Annual General Meeting.

6. **Consultative vote on the remuneration report 2015**

The Board of Directors proposes to consensually take note of the remuneration report 2015 on the basis of a consultative vote.

7. **Approval of the maximum total amount of fixed compensation for the Board of Directors**

The Board of Directors proposes to approve a maximum total amount of fixed compensation for the Board of Directors of CHF 730'000.-- (5 members including the Chairman) for the period from closing of the current Annual General Meeting until the next ordinary Annual General Meeting 2016.

8. **Approval of the maximum total amount of fixed compensation for the Executive Committee**

The Board of Directors proposes to approve a maximum total amount of fixed compensation for the Executive Committee of CHF 2'650'000.-- (6 members including the CEO) for the period from July 1, 2016 to June 30, 2017.

9. **Approval of the maximum total amount of performance-based compensation for the Executive Committee**

The Board of Directors proposes to approve a maximum total amount of performance-based compensation for the Executive Committee of CHF 1'900'000.- for the period from January 1, 2016 to December 31, 2016.

Representation/Proxy:

A shareholder can be represented by a legal proxy or another shareholder.

In addition, shareholders can be represented by the independent proxy holder Dr Jürg Luginbühl, Vischer AG, Schützengasse 1, Postfach 5090, 8021 Zürich, as independent proxy holder as set forth in Art. 689c CO. Granting of proxy and written instructions may be submitted to the independent proxy holder by means of the instructions form by post or electronically via a platform for remote electronic voting.

Admission and voting cards as well as an instruction form or – alternatively a code to access the electronic platform for remote electronic granting of proxy and entering voting instructions – can be obtained until April 4, 2016 from UBS, Credit Suisse or directly from Gurit Services AG, Thurgauerstrasse 54, 8050 Zurich (Fax +41 44 316-1569) by means of proving the legitimation of share ownership. Granting of proxy and instructions can be submitted to the independent proxy holder until April 11, 2016. Shareholders using the platform for remote electronic voting are no longer entitled to participate at the respective Annual General Meeting of Shareholders in person.

Shareholders who are in possession of printed share certificates of Gurit Holding AG are requested to exchange them for new share certificates with a new coupon sheet. The exchange may take place via Gurit Services AG, Thurgauerstrasse 54, 8050 Zurich, upon prior notice (Phone: +41 44 316-1550) and upon handover of the printed share certificates.

Documentation

The Annual Report 2015, including the Management 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, 2016, at the registered office of the Company. The annual report is also available for inspection and download as a pdf file at <http://investors.gurit.com/publicationsdownloads.aspx>. Registered Shareholders receive the invitation to the Ordinary Annual General Meeting directly by mail.

Wattwil, March 15, 2016

The Board of Directors