



MEYER BURGER

To the shareholders of
Meyer Burger Technology Ltd

Invitation to the 17th ordinary Shareholders' Meeting

Thursday, 27 April 2017, 10.00 a.m. CET (admission 9.00 a.m. CET)

Stade de Suisse Wankdorf, Business Center,
Papiermühlestrasse 71, 3014 Bern

Agenda and Motions of the Board

1. Annual Report 2016

1.1 Approval of the management report 2016, the annual financial statements 2016 and the consolidated financial statements 2016; presentation of the reports of the auditors

Motion of the Board of Directors: Approval of the management report, annual financial statements and consolidated financial statements for the business year 2016.

1.2 Consultative vote on the remuneration report 2016

Motion of the Board of Directors: Approval of the remuneration report 2016.

2. Use of balance sheet result

Motion of the Board of Directors: Balance sheet loss of TCHF 217,388 to be carried forward.

Profit(+)/Loss(-) for the year	TCHF	- 48,858
Loss carried forward	TCHF	- 168,530
Net loss(-) per 31 December 2016	TCHF	- 217,388
Motion of the Board of Directors:		
Balance to be carried forward	TCHF	- 217,388

3. Release of the members of the Board of Directors and of the Management

Motion of the Board of Directors: Release the members of responsible corporate bodies for the business year 2016.

4. Election of the members of the Board of Directors

4.1. Election of the members of the Board of Directors and election of the Chairman

Motion of the Board of Directors: Election of the members of the Board of Directors individually for a term of one year until the end of the next ordinary Shareholders' Meeting:

- 4.1.1 Re-election of Dr Alexander Vogel (and election as Chairman of the Board of Directors)
- 4.1.2 Re-election of Heinz Roth
- 4.1.3 Re-election of Wanda Eriksen-Grundbacher
- 4.1.4 Re-election of Dr Franz Richter
- 4.1.5 Re-election of Prof Dr Konrad Wegener
- 4.1.6 Election of Hans-Michael Hauser
- 4.1.7 Election of Michael Splinter

4.2. Election of the Nomination & Compensation Committee

Motion of the Board of Directors: Individual election of the following members of the Board of Directors in the Nomination & Compensation Committee for a term of one year until the end of the next ordinary Shareholders' Meeting:

- 4.2.1 Re-election of Wanda Eriksen-Grundbacher
- 4.2.2 Re-election of Dr Franz Richter
- 4.2.3 Election of Michael Splinter

5. Election of Auditors

Motion of the Board of Directors: Re-election of PricewaterhouseCoopers Ltd, Bern, as auditors for another year.

6. Election of the Independent Proxy Holder

Motion of the Board of Directors: Re-election of lic. iur. André Weber as independent proxy holder of the Company for a term of one year until the end of the next ordinary Shareholders' Meeting.

7. Vote on the remuneration for the Board of Directors and the Management

7.1. Vote on the total maximum amount of remuneration for the Board of Directors for the business year 2018

Motion of the Board of Directors: Approval of the total amount of remuneration for the Board of Directors of a maximum of CHF 1,080,000 for the business year 2018.

7.2. Vote on the total maximum amount of remuneration for the Management for the business year 2018

Motion of the Board of Directors: Approval of the total amount of remuneration for the Management of a maximum of CHF 4,700,000 for the business year 2018.

Comment of the Board of Directors: The proposed maximum total amount of the remuneration for the Management for the business year 2018 includes, different from the previous years, also employer's social security and pension contributions (approx. TCHF 450), the remuneration for the function of the delegate of the Board of Directors (approx. TCHF 315) and the maximum distribution ratio of the share-based compensation – Long-Term Incentive (LTI) – which, as of the business year 2017, is linked to the share price performance of the registered shares of the Company and can vary between a minimum of 50% and a maximum of 150%. For the valuation of the share-based compensation (LTI), the number of allocated registered shares is calculated on the basis of the achievement of the maximum performance possible in any given business year. The actual vesting ratio (actual number of shares) after the expiration of the three year vesting period will depend on the development of the share price of the Company in the period between the grant date of the shares and the end of the vesting period. The actual number of shares that a member of the Management will receive after the expiration of the vesting period under consideration of the share price development, is calculated linearly and can vary

between a minimum of 50 % and a maximum of 150 % (e.g. in case of a share price performance of 150 % or more at the end of the three year vesting period compared to the grant date, the maximum vesting ratio of 150 % of the shares will apply). The proposed total remuneration amount takes this maximum vesting ratio into account.

8. Amendments of the Articles of Association: Modification of the conditional capital

Article 3c of the Articles of Association contains today a conditional capital of up to a maximum amount of CHF 13,673,555.40 (273,471,108 fully paid-in registered shares with a nominal value of CHF 0.05 each). As the final amount of the conversion price for converting the conversion rights under the amended terms of the Convertible Bond 2020 has been determined, the Board of Directors proposes to decrease the conditional capital for conversion rights and/or option rights to CHF 5,102,040.85 (102,040,817 fully paid-in registered shares with a nominal value of CHF 0.05 each).

Motion of the Board of Directors: In connection with the modification of the conditional capital, Article 3c of the Articles of Association has to be modified as follows (unofficial translation of the German original text):

*“Art. 3c: **Conditional Capital***

The share capital of the company, with exclusion of pre-emptive rights of shareholders, shall be increased by a maximum aggregate amount of CHF 5,102,040.85 through the issuance of a maximum of 102,040,817 registered shares, which shall be fully paid-in, with a nominal value of CHF 0.05 each, by the exercise of conversion and/or option rights which are granted in connection with convertible bonds, option bonds or other financial market instruments of the company or affiliated companies.”

Paragraphs 2–5 of Article 3c of the Articles of Association remain unchanged.

Voting right

Shareholders who are registered on 29 March 2017 (the qualifying date) in the share register are entitled to vote. In the period from 29 March 2017 until the day following the Shareholders' Meeting on 27 April 2017 no entry is made into the share register.

Documentation

The annual report with the management report 2016, the annual financial statements 2016, the consolidated financial statements 2016 and the remuneration report 2016 as well as the reports of the auditors are available for inspection at the Company's headquarters, Schorenstrasse 39, 3645 Gwatt/Thun, and can be ordered there. Furthermore, these documents can be viewed on the internet under <http://www.meyerburger.com/ch/en/meyer-burger/investor-relations/financial-reports-publications/>.

Invitation, registration and admission cards

Shareholders, who are registered in the share register on 29 March 2017, will receive the invitation to the ordinary Shareholders' Meeting directly. The shareholders are asked to return the enclosed registration form by 19 April 2017 (date of receipt) if they intend to participate at the Shareholders' Meeting.

Following the return of the registration form to the Company the shareholders of Meyer Burger Technology Ltd will receive the admission card and the voting material.

Granting of powers of attorney

Shareholders who are unable to participate in the Shareholders' Meeting may appoint as a representative another shareholder, a third party or Mr lic. iur. André Weber, Attorney at Law, Kappelergasse 11, 8001 Zurich, as the independent proxy holder in the sense of Article 689c CO.

In such cases, the power of attorney on the back of the application has to be completed accordingly and returned to the representative. By signing the application, the independent proxy holder is authorised to approve the proposals of the Board of Directors, should no other instructions in writing have been given. This also applies where the Shareholders' Meeting votes on motions, which are not listed in the invitation. In the case of compelling reasons, the independent proxy holder has the right of substitution to a third party.

Electronic remote voting through electronic authorisations and instructions to the independent proxy holder

The necessary login-data for the electronic remote voting are enclosed to this invitation. Authorisations and instructions can be issued electronically no later than 25 April 2017 at 10.00 p.m.

Gwatt/Thun, 6 April 2017

Meyer Burger Technology Ltd
On behalf of the Board of Directors:

Dr Alexander Vogel, Chairman

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Vote easily online! – opening your shareholder account on eComm

Dear Shareholder,

We are happy that you have decided to cast your votes for the Annual General Meeting of Meyer Burger Technology Ltd online. Simply visit the online portal to find out about the benefits of online voting in a number of easy steps.

After you have opened your shareholder account, you also will receive information via e-mail about future general meetings.

Please note: If you already have an eComm shareholder account, log in at www.ecomm-portal.com using your user ID and the password you have selected and add Meyer Burger Technology Ltd to your portfolio.

How to open your shareholder account at eComm:

1. Log in via the www.ecomm-portal.com website. Then click on the link "Register now" to proceed to the next page. You are then requested to enter your personal Unique Key The Unique Key that you require to register can be found on your Registration form. Please note that the Unique Key is only valid for a single use.
2. To register, then enter your personal details. The password should comprise at least eight characters, including a mix of upper- and lowercase letters, at least one number and one or more of the following special characters (. , ; @ + = ? ! / - \ _ () , \$!). Confirm your entry with "Proceed".
3. You will now receive an activation e-mail from us sent to the e-mail address you specified. Please enter the e-mail activation code sent to you (eight characters) in the corresponding field on the website and confirm your entry by clicking "Confirm your e-mail address".
4. You will now receive an SMS in order to check your mobile phone number. Please enter the mobile phone activation code sent to you (six characters) in the corresponding field on the website and confirm your entry by clicking "Confirm your mobile number".

You are now registered on our system and your shareholder account is opened on eComm.

You can now log in to the eComm portal at any time via the link shown using your e-mail address and the personal password you selected.

After logging in, we will send you a one-time passcode on your mobile phone. Please enter the code in the corresponding field and confirm by clicking on "Proceed".

Accept the conditions of use (disclaimer) and click on "Confirm".

It is possible to issue instructions and nominate proxies for this year's Annual General Meeting of Meyer Burger Technology Ltd until 25 April 2017 at 10.00 p.m. By issuing instructions and nominating a proxy, you waive your right to attend the general meeting in person.

Should you have any questions, please contact us at ServiceDesk@sisclear.com or between **7.00 a.m. and 6.00 p.m. (CET)** our hotline number +41 58 399 4848.