



**M E Y E R   B U R G E R**  
T E C H N O L O G I E S

To the Shareholders of Meyer Burger Technology Ltd

## **Invitation to the Extraordinary Shareholders' Meeting**

**Thursday, 14 January 2010, 13:30 hours** (admission: 12:45 hours)  
Postfinance Arena, Energie-Lounge, Mingerstrasse 12,  
CH-3014 Bern (Entrance B)

# Agenda and Motions of the Board of Directors

1. **Merger between Meyer Burger Technology Ltd and 3S Industries Ltd**
2. **Amendment of Articles of Association**
3. **Elections and resignations**

1. **Merger between Meyer Burger Technology Ltd and 3S Industries Ltd**

Motion of the Board of Directors: Approval of the merger of Meyer Burger Technology Ltd (as absorbing company) and 3S Industries Ltd (as transferring company) according to the merger agreement dated 8 December 2009 and the corresponding merger balance sheet and approval of the merger agreement dated 8 December 2009.

The validity of the resolution regarding the merger is conditional upon the approval of the motions of the Board of Directors regarding the agenda items 2.1, 2.2 und 3.

2. **Amendment of Articles of Association**

- 2.1 **Conduct a share split in a proportion of 1:10 by splitting the nominal value of the previous registered shares of CHF 0.50 each to 10 registered shares with nominal value of CHF 0.05 each**

Motion of the Board of Directors: Share split in a proportion of 1:10 by splitting the nominal value of the previous registered shares of CHF 0.50 each to 10 registered shares of CHF 0.05 each and change of Art. 3, Art. 3a section 1, Art. 3b and Art. 3c section 1 as follows (unofficial translation of the German original text):

**"Art. 3: Share Capital**

*The share capital of the Company amounts to CHF 1,594,595 and is divided into 31,891,900 registered shares with a nominal value of CHF 0.05 each. All of the shares are fully paid-in."*

**"Art. 3a: Authorised Capital**

*The Board of Directors is authorised, at any time until 8 May 2010, to increase the share capital by a maximum aggregate amount of CHF 188,500 through the issuance of a maximum of 3,770,000 registered shares, which shall be fully paid-in, with a nominal value of CHF 0.05 each."*

Art. 3a section 2 and 3 remain unchanged.

**"Art. 3b: Conditional Capital**

*The share capital shall be increased by a maximum aggregate amount of CHF 213,625 through the issuance of a maximum of 4,272,500 registered shares, which shall be fully paid-in, with a nominal value of CHF 0.05 each, through the exercise of option rights which are granted to the employees and members of the Board of Directors of the Company or of group companies according to a plan to be prepared by the Board of Directors. Pre-emptive rights of shareholders are excluded. The newly issued shares shall be subject to the registration restrictions contained in Article 4 of the Articles of Association."*

**"Art. 3c: Conditional Capital**

*The share capital shall be increased by a maximum aggregate amount of CHF 150,000 through the issuance of a maximum of 3,000,000 registered shares, which shall be fully paid-in, with a nominal value of CHF 0.05 each, through the exercise of conversion and/or option rights which shall be granted in connection with convertible or option bonds or other financial instruments of the corporation or of group companies. Pre-emptive rights of shareholders are excluded."*

Art. 3c sections 2-5 remain unchanged.

The validity of this resolution is conditional upon the approval of the motions of the Board of Directors regarding agenda items 1, 2.2 and 3.

## **2.2 Increase of the share capital of CHF 1,594,595 by a maximum amount of CHF 653,138 to a maximum amount of CHF 2,247,733**

Upon approval of the merger and of the merger agreement with 3S Industries Ltd the previous shareholders of 3S Industries Ltd shall be allocated shares of Meyer Burger Technology Ltd. These shares will be created by means of an increase of the share capital of Meyer Burger Technology Ltd, whereby pre-emptive rights of the previous shareholders are excluded. The newly issued shares will be used exclusively for the exchange of the existing shares in 3S Industries Ltd in accordance with the exchange ratio defined in the merger agreement under section 4.1.

Motion of the Board of Directors: Increase of the share capital as of the completion date of the merger from CHF 1,594,595 by a maximum amount of CHF 653,138 to a maximum amount of 2,247,733 by issuance of a maximum of 13,062,749 shares with nominal value of CHF 0.05 each. Pre-emptive rights of the previous shareholders are excluded. The newly issued shares will be used exclusively for the exchange of previous shares in 3S Industries Ltd in accordance with the exchange ratio defined in the merger agreement under section 4.1. The amount of the capital increase will be paid-in by the surplus in assets resulting from the transfer of all assets and liabilities of 3S Industries Ltd to Meyer Burger Technology Ltd. The newly issued registered shares are subject to the registration restrictions contained in Article 4 of the Articles of Association of Meyer Burger Technology Ltd. All of the shares issued in conjunction with this capital increase are entitled to dividends for the entire fiscal year 2010 starting from the completion date of the merger. The validity of this resolution is conditional upon the approval of the motions of the Board of Directors regarding agenda items 1, 2.1 and 3.

## **3. Elections and resignations**

The Board of Directors asks shareholders to acknowledge that the previous members of the Board of Directors, Peter Pauli and Prof. Eicke Weber have resigned from the Board under the condition that the shareholders' meeting of Meyer Burger Technology Ltd and the shareholders' meeting of 3S Industries Ltd approve the merger.

The Board of Directors proposes the elections of Rudolf Samuel Güdel, Konrad Wegener and Rolf Wägli as members of the Board of Directors under the condition that the motions of the Board of Directors regarding agenda items 1, 2.1 and 2.2 shall be approved.

The elections of Rudolf Samuel Güdel, Konrad Wegener and Rolf Wägli are conditional upon the approval of the motions of the Board of Directors regarding agenda items 1, 2.1 and 2.2.

## **Voting right**

Shareholders who are registered as shareholders with voting rights in the share register on 14 December 2009 (the qualifying date) are entitled to vote. In the period from 15 December 2009 until the day following the shareholders' meeting on 14 January 2010, no entries will be made into the share register.

## **Documentation**

- The merger agreement dated 8 December 2009 including the merger balance sheet of 3S Industries Ltd as per 30 September 2009 and the fairness opinion of Ernst & Young Ltd,
- the interim balance sheet of Meyer Burger Technology Ltd as per 30 September 2009,
- the merger report dated 8 December 2009,
- the report of the jointly appointed special auditor dated 8 December 2009,
- the annual financial statements and the annual reports of the last three years of 3S Industries Ltd as well as
- the annual financial statements and the annual reports of the last three years of Meyer Burger Technology Ltd.

As from 14 December 2009, the documents mentioned above are available for inspection at the Company's headquarters, Grabenstrasse 25, 6340 Baar, and can be ordered there.

## **Invitation, registration and admission cards**

Shareholders who are registered in the share register on 10 December 2009 will directly receive the invitation to the shareholders' meeting.

We kindly ask you to return the enclosed form by 6 January 2010, if you 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 to attorney**

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

In such cases the power of attorney on the back of the admission card has to be filled in accordingly and returned to the representative, including the voting coupons.

Proxy holders of deposited shares in the sense of Article 689d CO are kindly requested to indicate to the Company as early as possible, but at the latest by 14 January 2010, 10:00 hours, the number of shares represented by them.

## **Meyer Burger Technology Ltd**

On behalf of the Board of Directors:

Peter Wagner, Chairman  
Baar, 9 December 2009

### **Meyer Burger Technology Ltd**

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