



MEYER BURGER

To the shareholders of
Meyer Burger Technology Ltd

Invitation to the 18th ordinary Shareholders' Meeting

Wednesday, 2 May 2018, 10.00 a.m. CET (admission 9.00 a.m. CET)

Kultur- und Kongresszentrum Thun, Lachensaal

Seestrasse 68, 3604 Thun

Agenda and Motions of the Board

1. Annual Report 2017

1.1 Approval of the management report 2017, the annual financial statements 2017 and the consolidated financial statements 2017; presentation of the reports of the auditor

Motion of the Board of Directors: Approval of the management report, annual financial statements and consolidated financial statements for the business year 2017.

1.2 Consultative vote on the remuneration report 2017

Motion of the Board of Directors: Approval of the remuneration report 2017.

2. Use of balance sheet result

Motion of the Board of Directors: Balance sheet loss of TCHF 202,017 to be carried forward.

| | | |
|------------------------------------|------|-----------|
| Profit (+) / Loss (-) for the year | TCHF | 15,371 |
| Loss carried forward | TCHF | - 217,388 |
| Net loss (-) per 31 December 2017 | TCHF | - 202,017 |
| Motion of the Board of Directors: | | |
| Balance to be carried forward | TCHF | - 202,017 |

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 2017.

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 Wanda Eriksen-Grundbacher
- 4.1.3 Re-election of Dr Franz Richter
- 4.1.4 Re-election of Michael Splinter
- 4.1.5 Re-election of Hans-Michael Hauser
- 4.1.6 Election of Eric Meurice

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 Dr Franz Richter
- 4.2.2 Re-election of Wanda Eriksen-Grundbacher
- 4.2.3 Election of Eric Meurice

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 2019

Motion of the Board of Directors: Approval of the total amount of remuneration for the Board of Directors of a maximum of CHF 980,000 for the business year 2019.

7.2 Vote on the total maximum amount of remuneration for the Management for the business year 2019

Motion of the Board of Directors: Approval of the total amount of remuneration for the Management of a maximum of CHF 4,900,000 for the business year 2019.

Comment of the Board of Directors: The proposed maximum total amount of the remuneration for the Management for the business year 2019 includes the remuneration for the function of the delegate of the Board of Directors (approx. TCHF 331) and the allocation of the share-based compensation – Long-Term Incentive (LTI) – which is linked to the relative share price performance (Total Shareholder Return (TSR)) of the registered shares of the Company and can vary between a minimum of 0% and a maximum of 200%. For the valuation of the share-based compensation (LTI), the number of registered shares equal to a 100% achievement is calculated on the basis of the fair value. The actual vesting ratio (actual number of shares) after the expiration of the three year vesting period will depend on the relative development of the share price (TSR) 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 relative share price development (TSR) in comparison to a peer group is calculated based on a percentile method and can vary between a minimum of 0% and a maximum of 200% (in case of a relative share price performance (TSR) in the highest percentile in comparison to the peer group at the end of the three year vesting period compared to the grant date, the number of allocated shares to the member of the Management increases by 100%).

8. Amendments of the Articles of Association: Creation of authorised capital

Article 3a of the Articles of Association provides for an authorised capital in the amount of up to CHF 5,482,221.60 (109,644,432 fully paid-in registered shares). The respective authorisation of the Board of Directors to increase the share capital will expire on 2 December 2018. In order to maintain the ability to implement new projects, the Board of Directors proposes to the Shareholders' Meeting to maintain and create, respectively, a new authorised capital of up to CHF 4,650,000 through the issuance of up to 93,000,000 fully paid-in registered shares with a nominal value of CHF 0.05 each. Increases by firm underwriting are permitted. The Board of Directors shall be authorised to execute a possible capital increase out of this authorised capital until 2 May 2020. The issue price shall be determined by the Board of Directors.

Motion of the Board of Directors: maintenance or creation of authorised capital and replacement of article 3a of the Articles of Association as follows (unofficial translation of the German original text):

«Art. 3a: **Authorised Capital**

The Board of Directors is authorised, at any time until 2 May 2020, to increase the share capital by a maximum aggregate amount of CHF 4,650,000 through the issuance of a maximum of 93,000,000 fully paid-in registered shares with a nominal value of CHF 0.05 each.

The Board of Directors is entitled (including in the case of a public offer for shares of the company) to restrict or exclude the subscription rights of the shareholders and allocate them to third parties, if the new shares are to be used (1) for the acquisition of enterprises, parts of enterprises, participations or new investment plans or in case of a placement of shares for the financing or re-financing of such transactions, (2) for the purpose of the participation of strategic partners or for the purpose of broadening the shareholder constituency in certain investment markets or (3) for the rapid and flexible creation of equity capital through a placement of shares, which would only be possible with difficulties with subscription rights.

The capital increase may occur by means of underwriting and/or partial increases. The Board of Directors is entitled to set the issue price of the shares, the type of contribution and the date of entitlement to dividends. Upon acquisition, the new registered shares are subject to limitations for registration in the share register in accordance with Article 4 of the Articles of Association.»

Voting right

Shareholders who are registered on 2 April 2018 (the qualifying date) in the share register are entitled to vote. In the period from 2 April 2018 until the day following the Shareholders' Meeting on 2 May 2018 no entry is made into the share register.

Documentation

The annual report with the management report 2017, the annual financial statements 2017, the consolidated financial statements 2017 and the remuneration report 2017 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 <https://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 2 April 2018, will receive the invitation to the ordinary Shareholders' Meeting directly. The shareholders are asked to return the enclosed registration form by 23 April 2018 (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, Bahnhofstrasse 10, 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 30 April 2018 at 10.00 p.m.

Gwatt/Thun, 11 April 2018

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

Dr Alexander Vogel, Chairman

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Electronic registration and issuance of power of attorney via “InvestorPortal” shareholder platform

Dear Shareholder

Using the “InvestorPortal” shareholder platform, you can electronically order your entrance card to the general meeting or you have the option of authorising the Independent Proxy Holder. When authorising the Independent Proxy Holder, you have the option of issuing instructions.

If you do not wish to use the “InvestorPortal” shareholder platform, we ask you to ignore this description.

It works like this:

1. Visit <https://ip.computershare.ch/meyerburger>.
2. You are now asked to enter your shareholder number and password, which you will find on the registration to the Shareholders' Meeting.
3. Accept the terms of use.
4. You can now order your entrance card or authorise any other shareholder with voting rights or the Independent Proxy Holder to exercise your voting rights.
5. Click on “CONFIRM” to save your selection.

Important note:

Electronic issuance of instructions and powers of attorney for the 2018 general meeting is possible at any time up to 10.00 p.m. on 30 April 2018. By issuing electronic instructions and powers of attorney, you waive any attendance in person at this year's general meeting. If you issue instructions to the Independent Proxy Holder both electronically and in writing, the electronic instructions alone will be taken into consideration.

If you have any questions, please contact Computershare Switzerland Ltd, operator of the “InvestorPortal” shareholder platform, by email at business.support@computershare.ch or by phone on +41 62 205 77 50 (8.00 a.m. to 5.00 p.m.).