

# Invitation

to the III<sup>rd</sup> Annual General Meeting

of

**Uster Technologies Ltd, Uster**

on March 31, 2009 at 4.30 p.m.

(doors open at 3.45 p.m.)

at the Pavillon, Weiherallee 17, 8610 Uster

## Agenda and Proposals of the Board of Directors

The board of directors of Uster Technologies Ltd submits the following **business and proposals** to the General Meeting for discussion and decision:

### 1. Approval of the business report 2008; notice of the reports of the auditors

The board of directors **proposes** to approve the annual report, the annual financial statements and the consolidated financial statements for the year 2008 and to take note of the reports of the auditors.

### 2. Appropriation of available earnings

|                                 |     |           |
|---------------------------------|-----|-----------|
| Balance brought forward:        | CHF | 1,866,270 |
| Net profit for year 2008:       | CHF | 6,479,158 |
| Available profit for year 2008: | CHF | 8,345,428 |

The board of directors **proposes** to appropriate the available earnings as follows:

|                                       |     |           |
|---------------------------------------|-----|-----------|
| Transfer to general legal reserves:   | CHF | – 323,958 |
| To be carried forward on new account: | CHF | 8,021,470 |

### 3. Discharge of the members of the board of directors and the persons entrusted with management

The board of directors **proposes** to give discharge to the members of the board of directors and the persons entrusted with management for the year 2008.

### 4. Increase and extension of the duration of the authorized share capital

The current authorized capital consists of 950,000 registered shares with a nominal value of CHF 9.40 each and will expire on October 4, 2009. The board of directors **proposes** to increase the amount of the existing authorized capital from CHF 8,930,000 to CHF 17,860,000 and to set the duration of such authorization until March 31, 2011 by an amendment of article 3a paragraph 1 of the articles of association as follows (the proposed amendments are in bold and italics):

| Current version  | Proposed version  |
|--|---|
| <p>Article 3a paragraph 1: Authorized Share Capital</p> <p><sup>1</sup> The Board of Directors is authorized to increase the share capital, at any time until 4 October 2009, by a maximum amount of CHF 8,930,000 by issuing a maximum of 950,000 fully paid up registered shares with a nominal value of CHF 9.40 each. The board is entitled to issue the shares in partial amounts. It determines the issue price, the type of payment, the date of the issue of the new shares, the conditions of exercising the pre-emptive rights and the beginning date for dividend entitlement. The board of directors may issue new shares by means of a underwriting by a bank, a banking syndicate or a third party and a subsequent offer to the present shareholders (unless the pre-emptive rights of the present shareholders are excluded). It may allow not exercised pre-emptive rights to expire or it may sell these pre-emptive rights, or rather the shares that are subject to pre-emptive rights, if such rights are not exercised, or it may utilize them otherwise on behalf of the company.</p> | <p>Article 3a paragraph 1: Authorized Share Capital</p> <p><sup>1</sup> The Board of Directors is authorized to increase the share capital, at any time until <del>4 October 2009</del> <b>31 March 2011</b>, by a maximum amount of CHF <del>8,930,000</del> <b>17,860,000</b> by issuing a maximum of <del>950,000</del> <b>1,900,000</b> fully paid up registered shares with a nominal value of CHF 9.40 each. The board is entitled to issue the shares in partial amounts. It determines the issue price, the type of payment, the date of the issue of the new shares, the conditions of exercising the pre-emptive rights and the beginning date for dividend entitlement. The board of directors may issue new shares by means of a underwriting by a bank, a banking syndicate or a third party and a subsequent offer to the present shareholders (unless the pre-emptive rights of the present shareholders are excluded). It may allow not exercised pre-emptive rights to expire or it may sell these pre-emptive rights, or rather the shares that are subject to pre-emptive rights, if such rights are not exercised, or it may utilize them otherwise on behalf of the company.</p> |

Please note: The above is an unofficial translation of the German text of the articles of association, which is the only binding.

**Explanations:** The increase of the authorized share capital and the extension of its duration would allow the Company to maintain its flexibility to quickly react to business opportunities by providing it with additional financial means.

## 5. Re-election of members to the board of directors

The board of directors **proposes** to re-elect

- Dr. Barry James Mulady for a period of 3 years and
- Harald Rönn for a period of 2 years

as members of the board of directors.

**Explanations:** The terms of office of Dr. Barry James Mulady and Harald Rönn expire at the 2009 Annual Shareholder Meeting. Each has been a member of the board of directors since 2007. Dr. Barry James Mulady stands for re-election for a term of 3 years and Harald Rönn for a term of 2 years.

## 6. Formal changes of the articles of association:

The board of directors **proposes** the amendment of the following provisions of the articles of association (the proposed amendments are in bold and italics):

| Current version  | Proposed version  |
|--|---|
| <p>Article 8 paragraph 1 clause 2: Powers of the General Shareholders' Meeting</p> <p>2. to elect and remove the members of the board of directors and the auditors and the group auditor;</p> | <p>Article 8 paragraph 1 clause 2: Powers of the General Shareholders' Meeting</p> <p>2. to elect and remove the members of the board of directors and the auditors <b>and the group auditor</b>;</p> |

| Current version   | Proposed version   |
|---|--|
| <p>Article 10 paragraph 3: Notice</p> <p><sup>3</sup> The annual business report and the auditor's report and, if any, the group auditor's report, must be submitted for examination by the shareholders at the registered office of the Company at least 20 days prior to the date of the ordinary shareholders' meeting. Such reference shall be included in the invitation to the shareholders' meeting.</p> | <p>Article 10 paragraph 3: Notice</p> <p><sup>3</sup> The annual business report and the auditor's report <del>and, if any, the group auditor's report,</del> must be submitted for examination by the shareholders at the registered office of the Company at least 20 days prior to the date of the ordinary shareholders' meeting. Such reference shall be included in the invitation to the shareholders' meeting.</p> |

| Current version   | Proposed version  |
|---|---|
| <p>Article 20 paragraph 1: Election, Term of Office</p> <p><sup>1</sup> The shareholders' meeting shall elect the auditors and the group auditor.</p> | <p>Article 20 paragraph 1: Election, Term of Office</p> <p><sup>1</sup> The shareholders' meeting shall elect <b>a state-supervised audit company as</b> the auditors <del>and the group auditor.</del></p> |

| Current version   | Proposed version   |
|---|--|
| <p>Title C.</p> <p>Title C. Auditors and Group Auditors</p> | <p>Title C.</p> <p>Title C. Auditors <del>and Group Auditors</del></p> |

*Please note: The above is an unofficial translation of the German text of the Articles of Association, which is the only binding.*

**Explanations:** On January 1, 2008 a comprehensive revision of the audit obligations for all Swiss legal entities was enacted, which requires the amendment of the Articles of Association. As a listed company, Uster Technologies Ltd is now subject to an audit performed by a state-supervised audit company under the provisions of the Audit Supervision Act (RAG). The new law provides that such audit company shall review both the consolidated and the statutory accounts.

## 7. Election of the auditors

The board of directors **proposes** to re-elect Ernst & Young Ltd as the auditors for the fiscal year 2009.

## Attendance Procedures and Documentation

### Registration and Participation to the Annual General Meeting

Only shareholders entered in the share register with the right to vote on March 24, 2009 will be entitled to participate in the Annual General Meeting. From March 25 until March 31, 2009 no registrations will be entered in the share register.

Shareholders with the right to vote will receive their admission cards upon request using the Registration and Power of Attorney Form enclosed with this invitation. The Registration and Power of Attorney Form or a corresponding notification should be sent to the Company's Share Register (ShareCommService AG, Aktienregister der Uster Technologies Ltd, Europastrasse 29, CH-8152 Glattbrugg) as soon as possible.

Please note that you do not need to attend the Annual General Meeting in person and that you may be represented by:

- a) Uster Technologies Ltd, as corporate proxy to exercise your voting rights in accordance with the proposals of the Board of Directors. Proxies with different instructions will be transferred to the independent proxy; or
- b) Andreas G. Keller, attorney-at-law, Anwaltskanzlei Keller, P.O. Box 2924, CH-8021 Zurich, as Independent Proxy.

You can authorize Mr. Keller to act as your representative (with substitution rights) in accordance with article 689c of the Swiss Code of Obligations. Mr. Keller votes as instructed by you. If no instructions have been given, or shall the instructions not be clear, Mr. Keller will vote in favour of the Board's proposal(s).

You may also be represented by:

- c) a proxy which can be another person who does not need to be a shareholder, e.g. your depository bank (in accordance with article 689d of the Swiss Code of Obligations).

To authorize another person, e.g. your depository bank, you have to fill in this person's name on the proxy on the reverse side of the admission card, which you will receive upon request using the Registration and Power of Attorney Form enclosed with this invitation. In order to allow the authorized person to participate in the Annual General Meeting you need to hand the admission card to that person.

### Documentation

The invitation to the Annual General Meeting of Shareholders, the agenda, and the proposals of the Board of Directors have been sent to the duly registered shareholders of the Company.

The business report, including the annual report, the annual financial statements and the consolidated financial statements, as well as the reports of the auditors for the fiscal year 2008 will be mailed upon request, which may be made by returning the Registration and Power of Attorney Form included in the invitation documentation.

The business report and the reports of the auditors are also available to the shareholders at the Company's head office in Uster or on the internet via [www.uster.com](http://www.uster.com).

### Language

The Annual General Meeting will be held partially in German and partially in English. There will be no simultaneous translation of the Meeting.

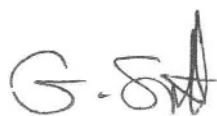
Uster, March 4, 2009

For the Board of Directors of

### Uster Technologies Ltd



Max-Ulrich Zellweger  
Chairman of the Board of Directors



Geoffrey Scott  
Member of the Board of Directors

Enclosures:

- Registration and Power of Attorney Form
- Return envelope to Uster Technologies Ltd, Share Register, c/o ShareCommService AG, Europastrasse 29, CH-8152 Glattbrugg