

Invitation

to the IInd Annual General Meeting

of

Uster Technologies Ltd, Uster

on March 18, 2008 at 16.30

(doors open at 15.45)

at the Seedamm Plaza, 8808 Pfäffikon SZ

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 annual report, the annual financial statements and the consolidated financial statements for 2007; reports of the statutory and the group auditors

The board of directors **proposes** to approve the annual report, the annual financial statements and the consolidated financial statements for the year 2007 and to take note of the report of the statutory auditors and the report of the group auditors.

2. Distribution of the profit

Balance brought forward:	CHF -6,805,286
Net profit for year 2007:	CHF 8,769,781
Available profit for year 2007:	CHF 1,964,495

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

Transfer to general legal reserves:	CHF	-98,225
To be carried forward on new account:	CHF	1,866,270

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 2007.

4. Capital reduction by nominal value repayment

The board of directors **proposes**:

- a) To reduce the share capital of CHF 65,600,000 by CHF 3,936,000 to CHF 61,664,000 by way of reducing the nominal value of the registered shares from CHF 10 by CHF 0.60 to CHF 9.40 and to use the nominal value reduction amount of CHF 0.60 per registered share for repayment to the shareholders;
- b) to reduce any and all share capital (if any) created under art. 3 para. 1, art. 3a para. 1 and art. 3b of the articles of incorporation until the consummation of the capital reduction from CHF 10 by CHF 0.60 to CHF 9.40 per each such share and to use the nominal value reduction amount of CHF 0.60 per registered share for repayment to the shareholders;
- c) to declare, as a result of the special audit report of Ernst & Young Ltd, Zurich, prepared in accordance with art. 732 para. 2 of the Swiss Code of Obligations, that the claims of the creditors are fully covered notwithstanding the capital reduction; and
- d) to amend art. 3 para. 1, art. 3a para. 1 and art. 3b of the articles of incorporation according to the following wording (the proposed amendments are in *italics*) as per the date of the entry of the capital reduction in the commercial register.

Current wording:

Art. 3 Share capital

¹The Company's share capital is CHF 65,600,000. It is divided into 6,560,000 registered shares of CHF 10 par value each. All shares are fully paid-in.

Proposed new wording:

Art. 3 Share capital

¹The Company's share capital is CHF *61,664,000*. It is divided into 6,560,000 registered shares of CHF *9.40* par value each. All shares are fully paid-in.

Current wording:

Art. 3a Authorized Share Capital

¹The board of directors is authorized to increase the share capital, at any time until 4 October 2009, by a maximum amount of CHF 9,500,000 by issuing a maximum of 950,000 fully paid up registered shares with a nominal value of CHF 10 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.

Art. 3b Conditional Capital

The Company's share capital may be increased by a maximum aggregate amount of CHF 3,200,000 through the issuance of a maximum of 320,000 fully paid in registered shares with a par value of CHF 10 per share by exercise of option rights which are granted the associates and the directors of the Company or one of its affiliates according to one or more regulations of the board of directors. The right of the shareholders to exercise their statutory pre-emptive rights is excluded. The acquisition of the registered shares through the exercise of option rights and the further transfer of the registered shares are subject to the transfer restrictions of Art. 5 of the articles of association.

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

Proposed new wording:

Art. 3a Authorized Share Capital

¹The 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.

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Explanations: *As statutory auditors, Ernst & Young Ltd have confirmed in a special audit report to the Annual General Meeting that as at December 31, 2007, the claims of creditors were fully covered even after the reduction of the nominal value as a consequence of this agenda item and that the Company has adequate liquidity to make the respective repayments.*

The above reduction of the nominal value of the shares may only be consummated after the publication of the notice to creditors in accordance with article 733 of the Swiss Code of Obligations. Such notice will be published after the General Meeting in the Swiss Commercial Gazette. Creditors may file their claims and demand payment or security within two months after the date of the third publication. The share capital may only be reduced once the two-month period has expired and all claims filed have been satisfied or secured, and the reduction may only be registered in the commercial register if it is certified in a notarized instrument that all the above requirements have been complied with.

Subject to the above, the payment is expected to be made on June 13, 2008 to those persons who are shareholders of the Company one day prior to the payment. The repayment of nominal value to the shareholders is not subject to withholding tax and for individuals generally not subject to income taxes in Switzerland. Trading in the new shares with a nominal value of CHF 9.40 is expected to commence also on June 13, 2008.

5. Election of a new member to the board of directors

The board of directors **proposes** to elect Beat G. Lüthi as member of the board of directors for three years until the annual general meeting 2011.

About the candidate: *Mr. Lüthi is a member of the management of Mettler Toledo and heads its largest division, "Laboratory Balances and Analytical Instruments". Mr. Lüthi has been a member of the Group Management Committee of Mettler Toledo since 2003. From 1998 until 2002 he was the CEO and member of the board of directors of Feintool. From 1990 until 1998, Mr. Lüthi held various functions for Mettler Toledo. Mr. Lüthi holds a master in electro-engineering from the Federal Technical Institute in Zurich (ETH) as well as a doctorate in business administration from the same university. In addition, he has participated in the Senior Management Program at INSEAD, France.*

6. Election of the statutory and group auditors

The board of directors **proposes** to re-elect Ernst & Young Ltd as statutory and group auditors for the fiscal year 2008.

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 13, 2008 will be entitled to participate in the Annual General Meeting. From March 13 until March 18, 2008 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 (ShareComm-Service 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 annual report, including the annual financial statements, the consolidated financial statements and the reports of the auditors for the fiscal year 2007 will be mailed upon request, which may be made by returning the Registration and Power of Attorney Form included in the invitation documentation.

The annual report is also available to the shareholders at the Company's head office in Uster or on the internet via 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.

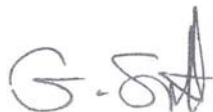
Uster, February 22, 2008

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, Aktienregister, c/o ShareCommService AG, Europastrasse 29, CH-8152 Glattbrugg