

Minutes
of
IVth ANNUAL GENERAL MEETING
USTER TECHNOLOGIES LTD

of Tuesday, March 30, 2010, 4.30 pm (doors open at 3.45 pm)

Pavillon, Weiherallee 17, 8610 Uster

Opening and words of welcome by Chairman

The Chairman, Mr. Max-Ulrich Zellweger, welcomes the shareholders to the IVth Ordinary Annual General Meeting of Uster Technologies Ltd and the third Annual General Meeting as a public company.

He notices that all current members of the board of directors and the members of the management are present except for Harold R. Hoke, Hossein Ghorashi and Naiming Wei.

The Chairman particularly welcomes Mr. Zaugg as representative of the **auditors**, Ernst & Young Ltd, Zurich, **independent proxy**, Mr. lic.iur. Raphael Keller, Zurich, substituted by Andreas G. Keller, attorney-at-law, Zurich, and the **notary**, Mr. Widmer, as well as the attending media representatives.

He is pleased that the shareholders as well as several employees and guests have followed the invitation to the second general meeting as a public company in large numbers and herewith show their interest in the business.

The Chairman compares the situations between today's shareholders' meeting and the one of last year and concludes that they are of the opinion that they passed the bottom of the crisis and that they are well prepared for the recovery of the markets. However, precaution and strict spending discipline still are the orders of the day.

The Chairman makes the following **statements**:

- The shareholders were **invited** by ordinary mail of March 8, 2010. The invitation was also published in the Swiss Official Gazette of Commerce of March 8, 2010.
- The members of the board of directors were invited to today's shareholders' meeting.
- The shareholders received the **agenda items** together with the proposals of the board of directors. With the answer and proxy form, which was attached to the invitation, the shareholders were able to order the printed **business report** 2009, together with the annual report, the annual financial statements and the group financial statements 2009 and the report on Corporate Governance, as well as the reports of the auditors. In the invitation letter it was pointed out that these reports were also available to the shareholders at the headquarters of the company and on the Internet at www.uster.com.

- Hence, the Annual General Meeting of the Uster Technologies Ltd was **duly called**.
- Attorney-at-law Daniel Müller takes the **minutes** of the shareholders' meeting. Ms. Gabriela Kleger supervises the **vote counters**.
- To notarize the resolutions of the meeting on agenda item 4 and 7, i.e., the resolutions on the amendment of the articles of association, Mr. Philipp Widmer attends the meeting as **notary** of the Canton of Zurich.
- The **auditors**, Ernst & Young AG, Zurich, are represented by Mr. Zaugg.
- Mr. Raphael Keller, Zurich, substituted by Mr. Andreas G. Keller, acts as **independent proxy**.
- **Votes and elections** are held openly. There will be confidential, i.e. written elections or votes if the Chairman orders them.

Attendance:

The Chairman announces that 5,910,948 registered shares with a nominal value of CHF 9.40 each and a total value of CHF 55,562,911.20 are directly or indirectly represented at this Shareholders Meeting. This corresponds to 69.87 % of the entire share capital of CHF 79,524,000. Hence, the absolute majority is 2,955,475 votes.

With regard to Item 4 the necessary qualified 2/3 majority according to article 704 paragraph 1 cif. 4 CO is 3,940,633 votes and the absolute majority of the represented nominal values is CHF 27,781,465.

In particular, the shares are represented as follows:

- 40 attending shareholders or representatives of shareholders represent 118,019 registered shares.
- The corporate proxy represents 5,382,152 registered shares.
- The independent proxy represents 410,777 registered shares.
- The depository representatives represent no registered shares.

Hereafter, the Chairman declares that the shareholders' meeting is, therefore, **validly constituted** and **can validly resolve** on all agenda items.

Subsequently, the Chairman explains the procedure regarding **requests to speak** and the possibility of ordering a **limit to speech time**.

These statements are **not objected**.

Item 1: Approval of the business report 2009; notice of the reports of the auditors

The Chairman presents the business report 2009 of Uster Technologies Ltd and gives an introduction to the Uster Group. Subsequently, Dr Geoffrey Scott, CEO, reports on the past business year and the business prospects of the Company. Furthermore, Mr. Richard Furter, head of textile technology, reports on the importance of quality for Uster Technologies Ltd.

The Chairman explains the reasons for the development of the share price, assesses the participation of Toyota Industries Corporation and looks ahead into the mid term future of Uster Technologies Ltd.

The Chairman thanks the Executive Committee, the Management, and all employees of the Uster Group for their great commitment in the last, difficult year and continues with the reports of the auditors.

He briefly summarizes the reports of the **auditors**: Based on the results of their audit, the auditors recommend the approval of the present annual financial statements and the present group financial statements. The attending auditor of Ernst & Young Ltd, Mr. Zaugg, confirms this statement.

There are no requests to speak under agenda item 1.

The board of directors **proposes** to approve the annual report, the annual financial statements and the group financial statements for the year 2009 and to take note of the reports of the auditors.

Results of the vote under agenda item 1:

The Chairman declares that the shareholders' meeting has **approved** the proposal of the board of directors in an open vote with a large majority, some counter-votes, and a few abstentions.

Item 2: Appropriation of available earnings

Under the current item the board of directors **proposes** to appropriate the available earnings of CHF 3,327,208 as follows:

Transfer to general legal reserves	CHF	0
To be carried forward on new account	CHF	3,327,208

The Chairman refers to the reports of the auditors, which states that the proposal of the board of directors on the appropriation of the profit is in accordance with Swiss law and the articles of association.

There are no requests to speak under agenda item 2.

Results of the vote under agenda item 2:

The Chairman declares that the shareholders' meeting has **approved** the proposal of the board of directors in an open vote with a large majority, some counter-votes, and a few abstentions.

Item 3: Discharge of the members of the board and the persons entrusted with management

The Chairman points out that due to statutory requirements persons who have in any manner participated in the management have no right of vote with regard to this resolution. Therefore, he asks the members of the board of directors and the management *not* to vote with their own shares under this item.

There are no requests to speak under agenda item 3.

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 2009.

Results of the vote under agenda item 3:

The Chairman declares that the shareholders' meeting has **approved** the proposal of the board of directors in an open vote with a large majority, some counter-votes, and a few abstentions.

Item 4: Creation of authorized share capital

On November 2, 2009, the authorized capital in the amount of CHF 17,860,000 was issued to Toyota Industries Corporation and thus all the authorized capital was consumed. In order to ensure the financial flexibility of Uster Technologies Ltd, the board of directors **proposes** the creation of new authorized capital in the amount of CHF 17,860,000 including the authorization to increase the share capital until March 30, 2012 by amending article 3a of the articles of association. The proposed authorized capital amounts to almost 22.5% of the existing share capital and is thus equal to Toyota's shareholding in Uster Technologies Ltd. The proposed authorized capital complies with Swiss law.

The Chairman explains that the detailed **proposal** of the board of directors is set out in the invitation to the shareholders' meeting under item 4.

There are the following requests to speak under agenda item 4:

- Mr. Walter Grob from Bern explains to agree to everything, but is of the opinion that it should rather be called a loss than a profit under agenda item 2 because of the negative sign. In addition, he requests to include in the protocol that in a possible future capital increase the existing shareholders should be treated preferentially. The Chairmain takes note of both remarks and explains that the pre-emptive rights of the existing shareholders will be protected in accordance with the law.

Results of the vote under agenda item 4:

The Chairman declares that the shareholders' meeting has **approved** the proposal of the board of directors in an open vote with a large majority, counter-votes, and a few abstentions and fulfil the conditions of art. 704 CO.

The Chairman asks the attending notary, Mr. Widmer, whether he considers the requirements for the notarization of the resolution under this item 4 being met. Mr. Widmer confirms.

Item 5: Re-election of members to the board of directors

The Chairman explains that the terms of himself and Dr Geoffrey Scott expire at this shareholders' meeting. The Chairman appreciates that his colleague Dr Geoffrey Scott as well as the Chairman himself stand for re-election for another term of 3 years each.

The members of the board of directors, which stand for re-election, are well known to the shareholders and the Chairman, therefore, abstains from giving an introduction to the shareholders' meeting. The re-election shall occur individually.

There are no requests to speak under agenda item 5.

The board of directors **proposes** to re-elect Max-Ulrich Zellweger for a period of 3 years until the annual general meeting of 2013 as a member of the board of directors.

Result of the vote of Max-Ulrich Zellweger

The Chairman declares that the shareholders' meeting has **approved** the proposal of the board of directors in an open vote with a large majority, some counter-votes, and a few abstentions.

The board of directors **proposes** to re-elect Dr Geoffrey Scott for a period of 3 years until the annual general meeting of 2013 as a member of the board of directors.

Result of the vote of Dr Geoffrey Scott:

The Chairman declares that the shareholders' meeting has **approved** the proposal of the board of directors in an open vote with a large majority, some counter-votes, and a few abstentions.

The Chairman thanks the shareholders for their trust in himself and Dr Geoffrey Scott and congratulates Dr Geoffrey Scott to his re-election.

Item 6: Election of a new member to the board of directors

The Chairman explains that Dr Beat E. Lüthi resigns as of today from the board of directors.

The Chairman gives the word to Dr Lüthi, who briefly explains the reasons for his resignation himself.

The Chairman thanks Dr Beat E. Lüthi for his valuable work as member of the board of directors. As replacement and as representative of Toyota Industries Corporation the board of directors proposes to elect Mr. Akira Onishi as member of the board of directors. Before the Chairman proceeds to the vote, he introduces Mr. Akira Onishi to the shareholders' meeting.

There are no other proposed candidates, but the following request to speak under agenda item 6:

- Mr. Walter Grob from Bern explains that he would appreciate it if Mr. Onishi would briefly address himself to the shareholders' meeting. The Chairman explains that Mr. Onishi will be available for discussions at the Apéro after the shareholders' meeting.

The Board of Directors **proposes** to elect Mr. Akira Onishi for a period of 3 years until the annual general meeting of 2013 as a member of the board of directors.

Results of the vote under agenda item 6:

The Chairman declares that the shareholders' meeting has **approved** the proposal of the board of directors in an open vote with a large majority, some counter-votes, and a few abstentions.

The Chairman thanks the shareholders for their trust in Mr. Akira Onishi and congratulates him to his election. Upon invitation of the Chairman, Mr. Akira Onishi takes his seat next to the other members of the Board of Directors.

Item 7: Formal changes of the articles of association

The Chairman explains the amendment of the articles of association in connection with the coming into effect of the Swiss Federal Act on Intermediated Securities (the FISA). The FISA creates a new legal framework for the trading of intermediated securities. Key element of the FISA is that it expressly recognizes the legal effect of crediting intermediated securities to securities accounts. The FISA provides legal clarifications also as to uncertificated shares, which is why the concept of deferred printing of shares as currently provided under the articles of association can be deleted.

As part of the proposed amendments to the articles of association, registered shares of Uster Technologies Ltd will be issued as uncertificated securities within the meaning of the Swiss Code of Obligations and will constitute intermediated securities within the meaning of the FISA. The changes to the articles of association are in line with the new standards of Swiss public companies.

There are no requests to speak under agenda item 7:

The Chairman explains that the detailed **proposal** of the board of directors is set out in the invitation to the shareholders' meeting under item 7.

Results of the votes under agenda item 7:

The Chairman declares that the shareholders' meeting has **approved** the proposal of the board of directors in an open vote with a large majority, some counter-votes, and a few abstentions.

The Chairman asks the attending notary, Mr. Widmer, whether he considers the requirements for the notarization of the resolutions under this item 7 being met. Mr. Widmer confirms.

Item 8: Election of the auditors

There are neither requests to speak under agenda item 8 nor other proposed candidates.

The board of directors **proposes** to re-elect Ernst & Young Ltd as the auditors for the fiscal year 2010.

Results of the vote under agenda item 8:

The Chairman declares that the shareholders' meeting has **approved** the proposal of the board of directors in an open vote with a large majority, some counter-votes, and a few abstentions.

Mr. Zaugg already informed the Chairman prior to the meeting that Ernst & Young Ltd accepts the election. The Chairman congratulates Ernst & Young Ltd to their re-election and thanks them for their diligent work in the interest of the shareholders and is looking forward to a continuing constructive collaboration.

At **5:47 pm** the Chairman declares the forth annual general meeting of Uster Technologies Ltd closed.

Uster, March 31, 2010

Max-Ulrich Zellweger
Chairman

Daniel Müller
Secretary