

Notice of Annual General Meeting

The shareholders of Daetwyler Holding Inc., Altdorf, Uri, Switzerland, are hereby invited to attend the Annual General Meeting to be held on **Tuesday, 28 April 2009 at 5 p.m.** (doors open at 4.15 p.m.) at the theater (uri) Tellspielhaus Altdorf.

Agenda

1. Annual report, company and consolidated financial statements for 2008, auditors' reports

The Board of Directors proposes that the annual report and the company and consolidated financial statements for 2008 be adopted.

2. Ratification of the acts of Directors

The Board of Directors proposes that the acts of Directors and Officers during the 2008 financial year be ratified.

3. Appropriation of retained earnings

The Board of Directors proposes that the retained earnings of CHF 291,670,135 be appropriated as follows:

- Dividend of CHF 0.36 per registered share of CHF 0.01 each	CHF	7,920,000
- Dividend of CHF 1.80 per bearer share of CHF 0.05 each	CHF	19,818,540
- Balance to be carried forward	CHF	<u>263,931,595</u>
Total	CHF	<u>291,670,135</u>

Subject to approval of the proposed appropriation of retained earnings by shareholders at the Annual General Meeting, the net dividend (after 35% Swiss withholding tax) of CHF 0.234 per registered share of CHF 0.01 each and of CHF 1.17 per bearer share of CHF 0.05 each will be paid free of charge from 30 April 2009 upon presentation of Coupon No. 02.

4. Elections

4.1 Directors

No Directors are standing for re-election.

4.2 Auditors

The Board of Directors proposes that PricewaterhouseCoopers AG be reappointed as auditors for a term of one year.

5. Amendments to Articles of Association

The Board of Directors proposes that the Articles of Association be amended as follows (changes indicated in italics):

5.1 Amendments to Articles relating to group auditors

Art. 5 D: Auditors (*group auditors deleted*)

Art. 6 par. 2: To elect the Directors and Auditors (*group auditors deleted*)

Art. 21:

1. *As required by law, an auditing company subject to governmental supervision shall be appointed as Auditors. The General Meeting shall appoint the Auditors for a term of one year.*

2. *The rights and duties of the Auditors shall be determined by the provisions of the law.*

5.2 Amendments to Articles relating to the shareholders' right to request additions to the agenda:

Art. 8 par. 5: Shareholders who hold shares with an aggregate par value of *CHF 85,000.00* or more may, within a period to be published by the Company, request that items be placed on the agenda in a written requisition stating the resolutions to be proposed.

Art. 9 par. 2: One or more shareholders together holding not less than 10% of the share capital may also request that an Extraordinary General Meeting be convened. (*Deletion*) Requests to convene a meeting and

to place items on the agenda shall be made in writing specifying the business to be transacted and resolutions to be proposed. The provisions of Art. 8 and 10 of these Articles of Association shall apply mutatis mutandis.

5.3 Amendments to Articles: changes in legal wording

Art. 4: Proof of identity of registered shareholders, acceptance of Articles of Association (*deletion*)

Art. 4 par. 3: (*par. 3 deleted*)

Art. 7: Voting rights, *proxy voting*

Art. 7 par. 5: *The Company shall recognise only one proxy for each share.*

Art. 15 par. 1: *The Board of Directors shall oversee and direct the affairs of the Company and supervise and monitor its management. It shall pass resolutions on all matters that are not reserved to the General Meeting or any other governing body by law or by the Articles of Association.*

Art. 22: The company and *consolidated financial statements shall be made up to 31 December each year.* The company and consolidated financial statements and the annual report shall be prepared in compliance with the legal requirements (Art. 662 et seq. of the Swiss Code of Obligations).

Art. 23: *Appropriation of retained earnings: An appropriation from profit for the year shall first be made to the general statutory reserves. The remaining profit shall be available for distribution by the General Meeting subject to the provisions of the Swiss Code of Obligations.*

All other changes are purely stylistic. A copy of the new Articles of Association can be viewed on the Company's website (www.daetwyler.ch).

Documents

The Annual Report, containing the annual review, company financial statements, consolidated financial statements for 2008 and the auditors' reports, together with the resolutions to be proposed by the Board of Directors are available for inspection by shareholders at the Company's registered office at Gotthardstrasse 31, 6460 Altdorf. Copies are available upon request or can be viewed on the Company's website (www.daetwyler.ch).

Admission cards

Registered shareholders will directly receive an admission card with voting documents and a registration slip in respect of the number of shares registered in the share register on 14 April 2009.

Bearer shareholders who wish to attend or appoint a proxy to vote on their behalf at the Annual General Meeting may obtain an admission card with voting documents and a registration slip from their custodian bank or directly from a Swiss branch of the following banks by 23 April 2009 at the latest:

Credit Suisse
UBS Inc.
Urner Kantonalbank

If the shares are not deposited with a bank, admission cards will be issued upon presentation of appropriate evidence of ownership of the shares.

No admission cards will be issued on the day of the Annual General Meeting.

Appointment of proxy

Shareholders who are unable to attend the Annual General Meeting may appoint another person as their proxy. Shareholders who wish to appoint a Director or Officer of the Company as their proxy should sign the proxy form, but leave the rest blank, and return it to Daetwyler Holding Inc., Gotthardstrasse 31, 6460 Altdorf. In this case, we will have the votes cast in favour of the resolutions proposed by the Board of Directors.

Shareholders who wish to appoint an independent proxy should send the admission card and written voting instructions to Dr. Franz-Xaver Muheim, Lawyer and Notary Public, am Rathausplatz 2, 6460 Altdorf, by 23 April 2009.

Proxies for deposited shares

Institutions subject to the Swiss Federal Law on Banks and Savings Banks, as well as professional asset managers, are required to notify the Company early, but no later than 4 p.m. on 27 April 2009, of the number of shares they represent.

Altdorf, 8 April 2009

Daetwyler Holding Inc.
On behalf of the Board of Directors
Chairman: Ulrich Graf