



**SEZ Holding AG**  
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## Invitation to the 11th Ordinary Shareholders' Meeting of SEZ Holding Ltd.

Thursday, April 26, 2007, 10.30 a.m.  
Park Hyatt Zurich, Beethoven-Strasse 21, CH-8002 Zurich  
Admission 10.00 a.m.

### Agenda and motions of the Board

**1. Annual report 2006, annual financial statements 2006, consolidated financial statements 2006**

- 1.1. Notes to the annual report 2006, the annual financial statements 2006 as well as the consolidated financial statements 2006
- 1.2. Presentation of the reports of the auditors and the group auditors
- 1.3. Approval of the annual report 2006, the annual financial statements 2006 as well as the consolidated financial statements 2006

*Motion of the board: approval*

**2. Use of retained earnings**

Carried forward 2005	CHF	20'152'651.41
Net profit 2006	CHF	3'064'634.00
<b>Retained earnings as of December 31, 2006</b>		<b>23'217'285.41</b>

*Motion of the board:*

Dividend of <b>CHF 0.50</b> gross per registered share	CHF	8'393'373.50
<b>To be carried forward</b>	<b>CHF</b>	<b>14'823'911.91</b>

**3. Release of the members of the board of directors and management**

*Motion of the board: release*

## **4. Elections**

### **4.1. Board of directors**

*Motion of the board: re-election of*

- *Egon Putzi*
- *Franz Sumnitsch*
- *Dr. Thomas Egolf*
- *Dr. Thomas Lustenberger*
- *Jack Schmuckli*

*as members of the board of directors for a term ending at the next ordinary shareholders' meeting.*

### **4.2. Auditors and group auditors**

*Motion of the board: re-election of KPMG Ltd., Zurich*

## **Documentation**

The business report with the annual report 2006, the annual financial statements 2006, the consolidated financial statements 2006 as well as the reports of the auditors and the group auditors are available for inspection at the company's headquarters, World Trade Center, Leutschenbachstrasse 95, 8050 Zurich, from April 5, 2007, Monday to Friday, 8 a.m. to 5 p.m. Shareholders who are registered in the share register will automatically receive the annual report 2006 by mail. The annual report 2006 is available on the company's website ([www.sez.com](http://www.sez.com)) and can be obtained at the above mentioned address (phone +41 44 308 39 48 or fax +41 44 308 35 00, Ms. Nicole Bräuer-Bertelsen, or e-mail: [n.braeuer-bertelsen@at.sez.com](mailto:n.braeuer-bertelsen@at.sez.com)).

## **Admission cards/Voting material**

Shareholders who are registered on April 5, 2007 (qualifying date) in the share register will receive with the invitation the documentation as well as, on demand, a personal admission card and the voting material from SAG SIS Aktienregister AG, 4609 Olten.

Shareholders who are entitled to vote according to the share register as per the qualifying date may participate in the shareholders' meeting, unless they sell their shares before the shareholders' meeting. From April 6, 2007 until and including April 26, 2007 no entries into the share register are made. Each share carries one vote.

## **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, their bank, the corporate proxy or Mr. Walter Boss, fiduciary, KBT Treuhand AG, Zimmergasse 16, P.O. Box 1519, 8032 Zurich, as an independent proxy holder in the sense of Article 689c CO.

The section regarding power of attorney on the application form has to be filled in accordingly, to be signed and returned to the share register of SEZ Holding Ltd, c/o SAG SIS Aktienregister AG, 4609 Olten, until April 20, 2007 at the latest. The power of attorney on the admission card has to be filled in accordingly, to be signed and sent directly to the representative.

Without any explicit instructions to the contrary, the corporate proxy as well as the independent proxy holder will vote according to the motions of the board of directors. Shareholders who sign their power of attorney without indicating a representative and return it to the company are represented by corporate proxy; their votes are exercised according to the motions of the Board of Directors.

**Proxy holders of deposited shares**

Proxy holders of deposited shares in the sense of Article 689d CO are kindly asked to indicate to the company as early as possible, but at the latest by April 26, 2007, 10.15 a.m., the number of the shares represented by them.

**Admission office**

The admission office opens at the day of the shareholders' meeting at 10.00 a.m. Shareholders are kindly asked to present their admission cards at the entrance.

**Participation**

We kindly ask you to return the enclosed form by April 20, 2007 if you intend to participate in the shareholders' meeting.

**Reception**

The board of directors is glad to invite the shareholders to a reception after the shareholders' meeting.

Zurich, April 3, 2007

**SEZ Holding Ltd.**

On behalf of the board of directors:  
Egon Putzi  
Chairman