



**SEZ Holding AG**  
World Trade Center | Leutschenbachstrasse 95  
8050 Zurich-Oerlikon  
Phone +41/44/308 3948 or +43/4242/204-455  
Fax +41/44/308 3500 or +43/4242/204-469  
e-mail: investorrelations@sez.at  
www.sez.com

## Invitation to the 12th Ordinary Shareholders' Meeting of SEZ Holding Ltd.

Thursday, May 29, 2008, 11.00 Uhr  
SWX Swiss Exchange, Convention Point, Selnastrasse 30, CH-8021 Zürich  
Admission 10.30 a.m.

### Agenda and motions of the Board

**1. Annual report 2007, annual financial statements 2007, consolidated financial statements 2007**

- 1.1. Notes to the annual report 2007, the annual financial statements 2007 as well as the consolidated financial statements 2007
- 1.2. Presentation of the reports of the auditors and the group auditors
- 1.3. Approval of the annual report 2007, the annual financial statements 2007 as well as the consolidated financial statements 2007

*Motion of the board: approval*

**2. Use of retained earnings**

Carried forward 2005	CHF	13'767'613.02
Net profit 2006	CHF	(4'903'240.32)
<b>Retained earnings as of December 31, 2006</b>		<b>8'864'372.70</b>

*Motion of the board:*

<b>To be carried forward</b>	<b>CHF</b>	<b>8'864'372.70</b>
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**3. Release of the members of the board of directors and management currently in charge and resigned at the date of the settlement of the offer**

*Motion of the board: release*

## **4. Elections**

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

*Motion of the board: re-election of*

- *Egon Putzi*
- *Martin Anstice*
- *George Schisler*

*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: election of Ernst & Young, Switzerland*

## **Documentation**

The business report with the annual report 2007, the annual financial statements 2007, the consolidated financial statements 2007 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 May 8, 2008, Monday to Friday, 8 a.m. to 5 p.m. The annual report 2007 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 May 8, 2008 (qualifying date) in the share register will receive with the invitation the documentation from SAG SIS Aktienregister AG, 4609 Olten. The personal admission card and voting material will be handed out from admission office directly at the Shareholder' Meeting.

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 May 8, 2008 until and including May 29, 2009 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 May 23, 2008 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 May 29, 2008, 10.45 a.m., the number of the shares represented by them.

**Admission office**

The admission office opens at the day of the shareholders' meeting at 10.30 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 May 23, 2008 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, May 8, 2008

**SEZ Holding Ltd.**

On behalf of the board of directors:  
Egon Putzi  
Chairman