

Invitation to the 24th Ordinary Shareholders' Meeting

Date: Wednesday, April 21, 2010, 3:00 pm (door opens at 2:00 pm)
Place: Lake Side, Casino Zürichhorn, Bellerivestrasse 170, CH-8008 Zurich

Agenda Items and Motions:

1. Annual Report of the Board of Directors, Annual Financial Statements and Consolidated Financial Statements 2009, Auditors' Report

Motion proposed by the Board of Directors: Approval of the annual report of the Board of Directors, the annual financial statements and the consolidated financial statements 2009.

2. Appropriation of Available Earnings

Carried forward from previous year	CHF	29'592'937
Net Profit 2009	CHF	47'479'203
Effect from cancellation of treasury shares	CHF	11'331'987
New shares issued upon exercise of employee stock options	CHF	1'857'449
Change in reserve for treasury shares	CHF	3'078'003
Available earnings	CHF	<u>93'339'579</u>

Motion proposed by the Board of Directors:

Payment of a dividend of CHF 1.00 per share with a nominal value of CHF 0.10 (at a total of 10'403'380 shares eligible for dividend*)	CHF	(10'403'380)
Balance to be carried forward	CHF	<u>82'936'199</u>

* This number is based on the outstanding share capital at December 31, 2009. The number of shares eligible for dividend may change due to the repurchase or sale of treasury shares and the issuance of new shares from the conditional share capital reserved for the employee profit sharing program. At the end of 2009 a total of 205'687 options were exercisable before the date of dividend payment.

3. Discharge of the Members of the Board of Directors and the Executive Committee

Motion proposed by the Board of Directors: Grant of discharge for the activities of the members of the Board of Directors and the Management in the 2009 business year.

4. Re-election of the present Board members

Motion proposed by the Board of Directors: Re-election of the following present members of the Board of Directors for a term of one year each: Rolf Classon, Heinrich Fischer, Dominique F. Baly, Dr. Lukas Braunschweiler, Dr. Jürg Meier, Prof. Dr. Peter Ryser and Gérard Vaillant.

Comment: The elections will be carried out in separate ballots.

5. Amendments of Art. 4 of the Articles of Incorporation due to new Book Entry Securities Act (Bucheffectengesetz)

Motion proposed by the Board of Directors: Change of the existing Art. 4 of the Articles of Incorporation as follows:

Current version

«Art. 4

The Company may issue certificates with delayed issuance for one or more shares. The certificates shall bear the facsimile signature of the Chairman of the Board of Directors.

The Company may abstain from printing and delivering certificates, and cancel without replacement previously issued certificates, which have been handed over to the Company. Any shareholder may at any time request the printing and the delivery of certificates for his registered shares free of charge.

Registered shares not represented by certificates and the rights arising therefrom may only be transferred by way of assignment. In order to be binding, the assignment must be notified to the Company.

Shares not represented by certificates and administered for the shareholder by a bank may only be pledged to this bank by way of a written pledged agreement. A notification to the Company is not required. The right to delivery of a certificate may be assigned to the bank receiving the pledge.

Version pursuant to proposal by the Board of Directors (changes struck through or underlined)

«Art. 4

[Para. 1 remains unchanged]

The Company may abstain from printing and delivering certificates, and cancel without replacement previously issued certificates, which have been handed over to the Company. Any shareholder may at any time request the printing and the delivery of certificates for his registered shares free of charge. Registered shares not represented by certificates may take the form of uncertificated securities (Wertrechte, in terms of the Swiss Code of Obligations) and book entry securities (Bucheffekten, in terms of the Book Entry Securities Act).

Registered shares not represented by certificates and the rights arising therefrom may only be transferred by way of assignment or, if applicable, in accordance with the provisions of the Book Entry Securities Act (Bucheffectengesetz). In order to be binding, the assignment must be notified to the Company.

Shares not represented by certificates ~~and administered for the shareholder by a bank~~ may only be pledged in accordance with the provisions of the Book Entry Securities Act (Bucheffectengesetz), if applicable, or, by written agreement to the bank by way of a written pledged agreement which administers the shares for the shareholder. A notification to the Company is not required. The right to delivery of a certificate may be assigned to the ~~bank~~pledgee receiving the pledge.

The Company maintains a share register for the registered shares in which the names, addresses and nationalities (for legal entities the registered office) of the owners, usufructuaries and nominees shall be entered. Only those persons registered in the share register shall be recognised as shareholders, usufructuaries or nominees in relation to the Company. The Company recognises only one shareholder per share.» [Para. 5 remains unchanged]»

Comment: The proposed changes are to adjust the Articles to the Book Entry Securities Act that entered into force on January 1, 2010.

6. Prolongation of the Authorized Share Capital and change of Art. 3c of the Articles of Incorporation

Motion proposed by the Board of Directors: Renewal of the existing authorized share capital according to Art. 3c of the Articles of Incorporation for two years, by approval of a new wording of Art. 3c of the Articles of Incorporation as follows (changes to the current version of Art. 3c underlined):

«Art. 3c

The Board of Directors is authorized to increase the share capital at any time up to April 21, 2012, by an amount not exceeding CHF 240'000.-- through the issue of up to 2'400'000 registered shares, payable in full, each with a nominal value of CHF 0.10. Increase by underwriting as well as partial increases are permitted. The issue amount, the dividend entitlement, the type of contributions and any possible acquisition of assets will be determined by the Board of Directors. The new registered shares are subject to the restrictions specified in section 5 of the Articles of Incorporation.

The pre-emption rights of the shareholders may be restricted, excluded and allocated to third parties by decision of the Board of Directors, if the new shares will be used (1) to pay for the acquisition of companies, parts of companies or holdings (2) to finance or re-finance the acquisition of companies, parts of companies or holdings or (3) for an international placement of shares. Shares, for which pre-emption rights were granted, but which were not exercised, shall be used by the Board of Directors in the interest of the company.»

7. Correction of Art. 15 Para. 2 Cif. 6 of the Articles of Incorporation

Motion proposed by the Board of Directors: Approval of the change of the existing Art. 15 Para. 2 Cif. 6 as follows:

Current version

«Der Verwaltungsrat hat insbesondere die folgenden Aufgaben:

...

6. die Erstellung des Geschäftsbereiches sowie die Vorbereitung der Generalversammlung und die Ausführung ihrer Beschlüsse;

...»

Version pursuant to proposal by the Board of Directors (change underlined)

«Der Verwaltungsrat hat insbesondere die folgenden Aufgaben:

...

6. die Erstellung des Geschäftsberichtes sowie die Vorbereitung der Generalversammlung und die Ausführung ihrer Beschlüsse;

...»

[the rest of art. 15 remains unchanged]

Comment: Relevant for German version only

8. Re-Election of the Auditor

Motion proposed by the Board of Directors: Re-election of KPMG AG, Zurich, for the business year 2010.

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Documentation

The current Articles of Incorporation, the Annual Report 2009, consisting of the annual report of the Board of Directors, the annual financial statements, and the consolidated financial statements, as well as the reports of the auditor are available for consultation by the shareholders as of March 30, 2010 at the Company's registered office at Seestrasse 103, CH-8708 Männedorf. Upon request, a shareholder may receive a copy of these documents from the Company. As of March 30, 2010, the Annual Report 2009 may be downloaded from the Company's website, www.tecan.com.

Admission to the Meeting and Voting Rights

Shareholders returning the enclosed application card by April 14, 2010 at the latest, will be sent the admission cards and the voting material.

Any shareholder of record as of March 26, 2010, 5.00 pm, is entitled to vote at the meeting. Until April 22, 2010, the share register of the Company will be closed.

Representation and Power of Attorney

Shareholders who are not able to attend the meeting personally and who are not represented by their legal representative may be represented pursuant to Art. 12 Para. 3 of the Articles of Incorporation as follows:

- By another shareholder who is recorded in the share register or by a proxy of a depository institution. The proxy on the admission card should be completed and delivered to the appointed shareholder and depository institution, respectively.
- By Tecan Group Ltd. The application card is sufficient for granting the power of attorney (the admission card does not need to be applied for). In the event that proxies are issued to the Company without any instruction, the vote will be counted as having approved the proposals of the Board of Directors. Proxies with other instructions will be forwarded to the independent voting representative.
- By the independent voting representative, Dr. iur. René Schwarzenbach, attorney-at-law, Ernst & Young AG, Bleicherweg 21, PO Box, CH-8022 Zurich. The application card is sufficient for granting the power of attorney (it is not necessary to apply for the admission card). Instructions to the independent voting representative may be given by using the enclosed instruction form. In the absence of written instructions, the independent voting representative will exercise the voting rights in accordance with the proposals of the Board of Directors.

Representatives of depository institutions are kindly requested to inform SIX SAG AG in due time, at the latest by April 21, 2010, 2.30 pm, on the number of the shares represented by them. Only institutions and professional asset managers governed by the Federal Act on Banks and Savings Banks are deemed depository institutions.

Männedorf, March 29, 2010

For the Board of Directors of Tecan Group Ltd.

Rolf Classon
Chairman