

Invitation to the 28th Ordinary Shareholders' Meeting

Date: Monday, April 14, 2014, 3.00 pm (door opens at 2.00 pm)

Place: Lake Side, Casino Zurichhorn, Bellerivestrasse 170, CH-8008 Zurich

Agenda and Proposals of the Board of Directors:

1. Annual Report, Annual Accounts and Consolidated Accounts 2013, Auditors' Report

Proposal: Approval of the annual report, the annual accounts and the consolidated accounts.

2. Consultative Vote on the Compensation Report

Proposal: Approval of the compensation report in a non-binding advisory vote. The compensation report is presented in the annual report 2013.

3. Resolution on the Allocation of Profits

in CHF

Carried forward from previous year	121,184,379
Net Profit 2013	19,565,185
Change in reserve for treasury shares	11,372,517
Available earnings	152,122,081

Proposal:

- | | |
|---|--------------|
| - Payment of a dividend of CHF 1.50 per share with a nominal value of CHF 0.10 each (total 11'081'736 shares eligible for dividend) | (16,622,604) |
| - Balance to be carried forward | 135,499,477 |

¹ These numbers are based on the outstanding share capital at December 31, 2013. 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 employee participation plans. At the end of 2013, a total of 71'149 options were exercisable before the date of the dividend payment.

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

Proposal: Grant of discharge of the Members of the Board of Directors and the Members of the Executive Committee for their operations in the business year 2013.

5. Elections

5.1 Election of Members of the Board of Directors

Proposal: Re-election of the following members of the Board of Directors for a one-year term:

- (a) Heinrich Fischer
- (b) Dr. Oliver Fetzter
- (c) Dr. Karen Huebscher
- (d) Dr. Christa Kreuzburg
- (e) Gérard Vaillant
- (f) Erik Walldén
- (g) Rolf Classon

Comment: The elections are conducted in separate rounds.

5.2 Election of the Chairman of the Board of Directors

Proposal: Re-election of Mr. Rolf Classon as Chairman of the Board of Directors for a one-year term.

5.3 Election of the Compensation Committee

Proposal: Re-election of the following members of the Compensation Committee for a one-year term:

- (a) Dr. Oliver Fetzter
- (b) Dr. Christa Kreuzburg

Comment: The elections are conducted in separate rounds.

5.4 Re-election of the Auditors

Proposal: Re-election of KPMG AG, Zurich, as auditors for the business year 2014.

5.5 Election of the Independent Voting Proxy

Proposal: Election of Proxy Voting Services GmbH, Zürich, as independent voting proxy until the end of the 29th Ordinary Shareholders' Meeting of Tecan Group Ltd. 2015.

6. Amendment of Articles of Incorporation

6.1 Renewal of Authorized Share Capital

Proposal: Renewal of the authorization provided in art. 3c para. 1 of the articles of incorporation to increase the share capital until April 14, 2016 by a maximum amount of CHF 220,000 by issuing a maximum of 2,200,000 fully paid up registered shares with a par value of CHF 0.10 each, corresponding to 19.2% of the share capital.

The Board of Directors proposes to amend art. 3c para. 1 of the articles of incorporation as follows, whereby this amendment will only become effective upon its registration in the commercial registry:

Current Text

Art. 3c

The Board of Directors is authorized to increase the share capital at any time up to April 21, 2014, by an amount not exceeding CHF 220,000.00 through the issue of up to 2,200,000 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.

New Text

(Amendments **highlighted**)

Art. 3c

The Board of Directors is authorized to increase the share capital at any time up to **April 14, 2016**, by an amount not exceeding CHF 220'000.-- through the issue of up to 2'200'000 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 art. 5 of the Articles of Incorporation.

6.2 Amendments to the Articles of Incorporation as a result of VegüV

Comment: The essential amendments to the articles of incorporation implementing the Ordinance against Excessive Compensation in Listed Corporations ("Say-on-Pay") (German: "Verordnung gegen übermäßige Vergütungen bei börsenkotierten Aktiengesellschaften (VegüV)") are set forth in:

- o Art. 7: amended powers of the general meeting of shareholders;
- o Art. 12: provisions concerning the independent voting proxy and electronic instructions;
- o Art. 17: compensation committee and its competencies;
- o Art. 18: compensations of the board of directors and the management board, compensation elements, annual **retrospective** non-binding approval of compensation report, annual **prospective** approval of **board** compensation for the period until the next AGM, annual **prospective** approval of fixed compensation, variable compensation and compensation under long-term participation plan of **management board** for the next business year and provisions on additional compensation;
- o Art. 20: loans and social benefits;
- o Art. 21: number of permissible mandates;
- o Art. 22: provisions on employment agreements.

Proposal: The Board of Directors proposes the following amendments of the articles of incorporation, whereby these amendments will only become effective upon their registration in the commercial registry:

Current Text

Art. 7

The General Meeting of Shareholders is the supreme corporate body of the Company. In particular, it has the following exclusive powers:

1. To adopt and amend the Articles of Incorporation.
2. To merge, dissolve and liquidate the Company.

New Text

(Amendments **highlighted**)

Art. 7

The General Meeting of Shareholders is the supreme corporate body of the Company. In particular, it has the following exclusive powers:

1. To adopt and amend the Articles of Incorporation.
2. To merge, dissolve and liquidate the Company.

3. To determine the number of members of the Board of Directors and to elect and dismiss the members of the Board of Directors and the Auditors.
4. To approve the annual report and the annual group accounts.
5. To approve the annual accounts and to resolve on the allocation of the balance sheet profit, in particular to determine the dividend.
6. To discharge the members of the Board of Directors.
7. To adopt resolutions regarding the remaining issues which are reserved to the General Meeting of Shareholders by law or by the Articles of Incorporation, or proposals by the Board of Directors, Auditors or shareholders.

Art. 12

Each share shall, irrespective of its par value, entitle to one vote in the General Meeting of Shareholders. In the case of a tie, the Chairman has a casting vote. Persons who have taken part in the management of the Company shall refrain from voting on the discharge of the members of the Board of Directors. This prohibition is not applicable to the auditors.

Elections and votes shall take place openly, provided that no shareholder requests a secret ballot.

Shareholders may only be represented at the General Meeting of Shareholders by their legal representative, by another shareholder with voting rights, by the independent voting representative, by a representative named by the Company or by a proxy of a depository institution. A representative shall be authorised by a written power of attorney, which shall be valid only for the General Meeting of Shareholders it has been issued for. The Board of Directors may set rules on the representation.

3. To determine the number of members of the Board of Directors and to elect the members of the Board of Directors, **the Chairman of the Board of Directors as well as** the Auditors.

4. **To elect the members of the Compensation Committee.**

5. **To elect the independent voting representative.**

6. **To approve the compensation, separately for the Board of Directors and the Management Board in accordance with art. 18.**

7. **To approve the management report, the statutory financial statements and the consolidated financial statements.**

8. **To adopt resolutions regarding the appropriation** of the balance sheet profit, in particular to determine the dividend.

9. To discharge the members of the Board of Directors.

10. To adopt resolutions regarding the remaining issues which are reserved to the General Meeting of Shareholders by law or by the Articles of Incorporation, or proposals by the Board of Directors, Auditors or shareholders.

Art. 12

Each share shall, irrespective of its par value, entitle to one vote in the General Meeting of Shareholders. In the case of a tie, the Chairman has a casting vote. Persons who have taken part in the management of the Company shall refrain from voting on the discharge of the members of the Board of Directors. This prohibition is not applicable to the auditors.

Elections and votes shall take place openly, provided that no shareholder requests a secret ballot.

Shareholders may be represented at the General Meeting of Shareholders by their legal representative, by another shareholder with voting rights **or** by the independent voting representative. **Representatives must be duly authorized. The independent voting representative must disclose to the company the shareholders represented by him and the number of shares per shareholder represented by him in time before the General Meeting of Shareholders takes place so that the Company is in a position to verify the voting rights of the represented shareholders.**

The Board of Directors ensures the possibility of shareholders providing the independent voting representative with proxies and instructions electronically on how to exercise their voting rights for each motion concerning an item on the agenda made in the invitation. The general instruction concerning motions that are set forth on the invitation or that are not yet made in the invitation to vote in favour of the proposal made by the Board of Directors shall be deemed to be a valid instruction to exercise voting rights.

Should the independent voting representative be prevented from acting for any reason or should the Company for any other reason not have a voting representative capable of acting and performing his duties, the Board of Directors shall appoint such a representative for the next General Meeting of Shareholders. Proxies and voting instructions that were given by that time, shall remain valid for the new independent voting representative, unless a shareholder has specifically instructed otherwise.

The Board of Directors may set rules on the participation and representation, it being understood that the use of electronic proxies without qualified electronic signature may also be considered.

Art. 13

Unless provided otherwise by the law or these Articles of Incorporation, the General Meeting of Shareholders passes its resolutions with the absolute majority of the share votes represented.

A resolution of the General Meeting of Shareholders passed with a majority of at least two thirds of the votes represented and the absolute majority of the par value of shares represented, shall be required for the matters provided for by law and for the following matters:

1. the conversion of registered shares into bearer shares;
2. the withdrawal or modification of limitations upon the transfer of registered shares (art. 5 of the Articles of Incorporation);
3. the dissolution of the Company followed by liquidation;
4. the deletion of art. 13 para. 2 of the Articles of Incorporation as well as the cancellation or alleviation of the quorum stated therein.

Art. 13

Unless provided otherwise by the law or these Articles of Incorporation, the General Meeting of Shareholders passes its resolutions with the absolute majority of the share votes represented. **Blank votes and abstentions shall not be considered as votes cast. This is subject to mandatory legal provisions.**

In elections, the number of persons to be elected shall be determined prior to the election. A resolution of the General Meeting of Shareholders passed with a majority of at least two thirds of the votes represented and the absolute majority of the par value of shares represented, shall be required for the matters provided for by law and for the following matters:

1. the conversion of registered shares into bearer shares;
2. the withdrawal or modification of limitations upon the transfer of registered shares (art. 5 of the Articles of Incorporation);
3. the dissolution of the Company followed by liquidation;

Art. 14

The Board of Directors shall be composed of at least one and not more than seven members who shall be elected for a tenure of one year. Re-election shall be permitted immediately upon the end of the tenure.

The Board of Directors shall constitute itself.

Art. 15

The Board of Directors resolves on all matters which relate to the purpose of the Company and are not reserved by law or the Articles of Incorporation to another corporate body.

In particular, the Board of Directors shall have the following duties:

1. the ultimate management of the Company and the giving of the necessary directives;
2. the determination of the organisation of the Company;
3. the structuring of the accounting system, of the financial controls as well as the financial planning;
4. the appointment and removal of the persons responsible for the management

4. the deletion of art. 13 para. 2 of the Articles of Incorporation as well as the cancellation or alleviation of the quorum stated therein.

The Chairman determines whether any votes and elections in the General Meeting of Shareholders shall take place in writing, electronically or openly.

Art. 14

The Board of Directors shall be composed of at least **three** and not more than seven members who shall be elected for a tenure of one year. **The General Meeting of Shareholders elects the members of the Board of Directors individually. The term of office of all members of the Board of Directors ends with the conclusion of the next annual General Meeting of Shareholders. Re-election is possible.**

Unless otherwise provided by law or the Articles of Incorporation, the Board of Directors constitutes itself, particularly in regard to board committees.

The Board of Directors chooses among its members one or more vice presidents and appoints his secretary, who does not have to be a member of the Board of Directors.

Should the Chairman be prevented from acting for any reason or should the Company for any other reason not have a Chairman capable of acting and performing his duties, the Board of Directors will appoint one of its members as Chairman ad interim for the remaining term of office; the calling of a General Meeting of Shareholders in accordance with art. 726 para. 2 Swiss Code of Obligations remains reserved.

Art. 15

The Board of Directors resolves on all matters which relate to the purpose of the Company and are not reserved by law or the Articles of Incorporation to another corporate body.

In particular, the Board of Directors shall have the following duties:

1. the ultimate management of the Company and the giving of the necessary directives;
2. the determination of the organisation of the Company;
3. the structuring of the accounting system, of the financial controls as well as the financial planning;
4. the appointment and removal of the persons responsible for the management

and the representation of the Company;

5. the ultimate supervision of the persons responsible for the management, in particular in view of compliance with the law, the Articles of Incorporation, regulations and directives;

6. the preparation of the business report as well as the preparation of the General Meeting of Shareholders, and the implementation of its resolutions;

7. the notification of the judge in the case of over indebtedness.

The Board of Directors may delegate the management of the Company, entirely or partially, to one or several of its members or to third parties who need not be shareholders. For this purpose, the Board of Directors shall enact organisational regulations.

The Board of Directors shall appoint the persons authorised to sign on behalf of the Company and shall determine their signing power.

[no provision]

and the representation of the Company;

5. the ultimate supervision of the persons responsible for the management, in particular in view of compliance with the law, the Articles of Incorporation, regulations and directives;

6. the preparation of the business report **consisting of the statutory financial statement, of the consolidated financial statement as well as of the management report;**

7. **the preparation of the compensation report as well as the resolution on the compensations to be approved by the General Meeting of Shareholders separately for the Board of Directors and the Management Board according to art. 7 para. 6 in conjunction with art. 18 of the Articles of Incorporation;**

8. the preparation of the General Meeting of Shareholders, and the implementation of its resolutions;

9. the notification of the judge in the case of over indebtedness.

The Board of Directors may delegate the management of the Company, entirely or partially, to one or several of its members or to third parties who need not be shareholders **but must be natural persons.** For this purpose, the Board of Directors shall enact organisational **regulations and enter into the respective contractual relationships.**

The Board of Directors shall appoint the persons authorised to sign on behalf of the Company and shall determine their signing power.

Art. 17

The Compensation Committee consists of two or more members. The Board of Directors appoints the chairman of the Compensation Committee and specifies the details in regulations. The Compensation Committee constitutes itself.

In case of any vacancies in the Compensation Committee, the Board of Directors shall appoint the requisite members of the Compensation Committee for the remainder of the term of office.

The tasks and responsibilities of the Compensation Committee include in particular:

1. The preparation of proposals for the attention of the Board of Directors for a

general compensation policy as well as a compensation model, compensation regulations and a compensation report, all in line with the general compensation policy.

2. The preparation of a specific proposal for the annual approval by the General Meeting of Shareholders of the maximum total amounts of compensations for the Board of Directors and the Management Board (art. 7 para. 6 Articles of Incorporation).

3. The preparation of a proposal regarding the essential provisions of the employment contracts and their termination as well as the determination of the actual compensation of the members of the Management Board within the scope of the total amount as approved by the General Meeting of Shareholders.

4. The resolution on making loans and credits to any member of the Board of Directors or the Management Board.

The Board of Directors may delegate further tasks to the Compensation Committee.

[no provision]

Art. 18

1. The Board of Directors annually submits to the General Meeting of Shareholders for approval a maximum total amount of compensation for (a) the Board of Directors prospectively for the period until the next General Meeting of Shareholders and separately for (b) the Management Board prospectively for the following business year. The maximum total amount of compensation may be submitted for approval to the General Meeting of Shareholders in the form of an amount in CHF or another currency, a number of shares or a formula consisting of determinable elements, or a combination of these.

If a total amount according to the above paragraph is not approved by the General Meeting of Shareholders, the Board of Directors may, during the same General Meeting, at any time submit new proposals for approval of the respective total amount or call a new General Meeting of Shareholders if the Board of Directors does not submit new proposals or if any new proposals are also rejected by the General Meeting of Shareholders. The Board of Directors may at any time submit a proposal for a subsequent increase of the approved total amount.

2. The Board of Directors annually

submits to the General Meeting of Shareholders the compensation report referred to in art. 15 para. 7 of the Articles of Incorporation for a retrospective non-binding approval.

3. For work performed in the interest of the Company, the members of the Board of Directors shall receive, in addition to reimbursements of costs and expenses, a compensation, the maximum amount of which must be approved by the General Meeting of Shareholders. The compensation of the members of the Board of Directors may consist of an annual compensation and further non-performance-related compensation (such as remunerations for the membership in committees or the performance of special tasks or assignments) plus the employer's social security contributions and contributions to pension plans. The compensation may be paid in cash or shares in the Company.

4. For work performed in the interest of the Company, the members of the Management Board receive, in addition to reimbursements of costs and expenses, a compensation, the maximum amount of which must be approved by the General Meeting of Shareholders. The compensation of the members of the Management Board may consist of (a) an annual base salary and further non-performance-related compensation plus the employer's social security contributions and contributions to pension plans as well as (b) performance-related cash compensation (according to art. 18 para. 6 below) and (c) compensation under the long-term participation plan (according to art. 18 para. 7 below), each plus the employer's social security contributions and contributions to pension plan, if any.

5. When calculating the maximum amounts of the compensations for the Board of Directors and the Management Board that must be approved by the General Meeting of Shareholders, the compensation of these persons by all the companies that are directly or indirectly controlled by the Company must be taken into account. If specific amounts are not yet known, judgements and estimates are to be made. Any payment for losses, any advance payment and any insurance as referred to in art. 18 para. 9 below, shall not be considered to involve compensation. Moreover, loans and credits on arm's length terms shall not be added to the amounts subject to approval under this article 18.

6. The variable cash compensation shall

be determined on the basis of financial targets of the Company's group and individual (quantitative and qualitative) personal targets (hereinafter referred to as "performance-related cash compensation"). The targets shall be defined by the Board of Directors upon motion of the Compensation Committee. The performance-related cash compensation of the CEO may not exceed 150% of the base salary and the performance-related cash compensation of the other members of the Management Board may not exceed 100% of the base salary. The performance-related cash compensation is generally paid out in cash but may also be paid in the form of shares or other types of benefits.

7. Within the scope of the long-term participation plan, the compensation of the Members of the Management Board shall be determined on the basis of strategic and/or financial targets of the Company's group, which shall be measured over a period of at least three years. The targets shall be defined by the Board of Directors upon motion of the Compensation Committee. In addition, the members of the Management Board may be allowed to participate in the long-term participation plan on a voluntary basis. The compensation may be paid in the form of shares, entitlements to additional shares (matching shares), options, cash or other types of benefit as determined by the Board of Directors upon motion of the Compensation Committee. The Board of Directors upon motion of the Compensation Committee shall determine the grants, vesting and blocking periods as well as the circumstances triggering accelerated vesting or de-blocking or forfeiture of any grants (e.g. in the event of death, invalidity, change of control, termination of employment contract). The Board of Directors upon motion of the Compensation Committee shall determine the maximum amount of compensation under the long-term participation plan in the compensation and participation plans or regulations.

8. In view of the hiring of any new members of the Management Board, which takes place after the approval of the maximum total compensation of the Management Board, the Board of Directors may pay an additional amount as compensation. This additional amount may in the case of a new CEO be at most 35% above the amount of the maximum total amounts of compensation for the previous CEO approved by the General Meeting of Shareholders for the respective business years, and in case of another new member of the Management

Board, at most 25% above the average total compensation of a member of the Management Board for the respective business years. The average total compensation of a member of the Management Board corresponds to the approved maximum total amount for the members of the Management Board less the amount calculated for the CEO, divided by the number of members of the Management Board (excluding the CEO) on the date of the approval by the General Meeting of Shareholders.

9. The Company may to the extent permitted by law compensate, advance payments, and take out insurance for any disadvantages incurred by members of the Board of Directors and the Management Board in connection with procedures, proceedings or settlements if related to their work for the Company.

10. The Board of Directors issues upon a recommendation by the Compensation Committee compensation and participation plans or regulations in accordance with the principles set out in this Article.

Art. 17

The General Meeting of Shareholders shall elect the Auditors for each business year.

The Auditors must be independent from the Board of Directors and from any shareholder who has the majority of votes. In particular, they may not be employees of the Company and they may not perform work for the Company incompatible with the auditing mandate.

They must also be independent from companies belonging to the same group of companies, if a shareholder or creditor so demands.

The requirement of independence applies both for the auditing company and for all persons conducting the audits.

The Auditors shall have the rights and obligations provided for in art. 728 et seq. of the Swiss Code of Obligations.

[no provision]

Art. 19

The General Meeting of Shareholders shall elect the Auditors for each business year.

The Auditors must be independent from the Board of Directors and from any shareholder who has the majority of votes. In particular, they may not be employees of the Company and they may not perform work for the Company incompatible with the auditing mandate.

They must also be independent from companies belonging to the same group of companies, if a shareholder or creditor so demands.

The requirement of independence applies both for the auditing company and for all persons conducting the audits.

The Auditors shall have the rights and obligations provided for in art. 728 et seq. of the Swiss Code of Obligations.

D. Further provisions on corporate bodies

Art. 20

Loans and credits to any member of the Board of Directors or the Management Board and the provision of any security in favour of any such member may not exceed an amount corresponding to 50% of the base salary.

The Company may establish one or more independent pension funds for

occupational pension plans or may join existing pension funds. Contributions by the employer to such pension funds, as opposed to the regulated benefits paid by such pension funds, are a component of the compensation. Pension benefits directly accrued or paid by the employer due to country-specific regulations for occupational benefits shall be treated the same way as contributions to and benefits by pension funds.

Under special circumstances, the Company may make payments for social security purposes outside the statutory social security system, including payments by the Company to the pension fund to finance a transitional pension in the event of early retirement. The value of such payments per member may not exceed the total amount of the last annual compensation paid to this very member. The value of the pension is determined in accordance with generally recognized actuarial rules.

[no provision]

Art. 21

The permitted number of other mandates of the members of the Board of Directors in the highest executive management or bodies of legal entities outside of the Company's group is limited to six mandates in listed and six mandates in non-listed companies, foundations and other legal entities that are registered in the commercial register. Mandates in different legal entities of the same group (including in joint ventures directly or indirectly owned by such a group or the Company that are not consolidated) are counted as one mandate per group, but may not exceed the number of 20 additional mandates if counted separately. Short term transgressions of these maximum numbers by a maximum of two mandates per category are permitted during a maximum period of six months.

With respect to the Management Board the same rules shall apply while the maximum number of Mandates shall be two for listed and unlisted companies and two for foundations and other legal entities registered in the commercial register. Short term transgressions of these maximum numbers by a maximum of one mandate per category are permitted during a maximum period of six months.

Mandates held by members of the Board of Directors or the Management Board by order of the Company shall not be subject to the limitations set out above.

[no provision]

Art. 22

The notice periods under employment

contracts for members of the Management Board and, if applicable, for members of the Board of Directors may be up to 12 months. The duration of any fixed-term employment contract for members of the Management Board and, if applicable, for members of the Board of Directors may be up to 12 months.

In the event of a garden leave, members of the Management Board generally still receive the contractually agreed compensation until the employment relationship has ended if the employment relationship has not been terminated by the employer for cause. The details of the compensation of the members of the Management Board in the event of a termination of employment shall be set out in plans and regulations, in particular with respect to any pro rata compensation, accelerated vesting and de-blocking of grants.

Employment contracts entered into with members of the Management Board may include post-contractual, non-compete arrangements of up to 18 months, provided, however, that any compensation for such arrangements may not exceed the total annual compensation before the termination of the employment relationship, and shall be less if the non-compete arrangement is valid for less than a year.

[no provision]

Art. 23

New members of the Management Board may be paid a sign-on bonus in cash or in the form of shares or options that it is covered by the total amount according to art. 18 para. 1 or by the additional amount according to art. 18 para. 8.

[no provision]

Art. 24

The provisions of this section 3 (Organisation of the Company) of the Articles of Incorporation involve company law and do not constitute claims of individuals.

Art. 18

The General Meeting of Shareholders shall determine the business year of the Company. As per the end of the business year, a business report consisting of the annual report, annual accounts (balance sheet, profit and loss statement, notes) and the consolidated accounts shall be established in accordance with the provisions of art. 662a et seq. and art. 958 et seq. of the Swiss Code of Obligations.

Art. 25

The General Meeting of Shareholders shall determine the business year of the Company. As per the end of the business year, a business report consisting of the **management** report, annual accounts and the consolidated accounts shall be established in accordance with the provisions of art. 662a et seq. and art. 958 et seq. of the Swiss Code of Obligations.

Art. 19

The General Meeting of Shareholders resolves on the allocation of the balance sheet profit within the limits set by law.

Art. 26

The General Meeting of Shareholders resolves on the allocation of the balance sheet profit within the limits set by law.

Art. 20
Official publications of the Company shall be made in the Swiss Official Gazette of Commerce.

Notifications to the holders of the registered shares shall be made by letter to the shareholders' addresses indicated in the share register or, if the law so permits, by publication in the publication organ. Notifications to the holders of bearer shares shall be made by publication in the publication organ.

Art. 21
The General Meeting of Shareholders may at any time resolve the dissolution and liquidation of the Company in accordance with the law and the Articles of Incorporation.

The liquidation shall be carried out by the Board of Directors unless the General Meeting of Shareholders resolves to entrust it to other persons.

Art. 27
Official publications of the Company shall be made in the Swiss Official Gazette of Commerce.

Notifications to the holders of the registered shares shall be made by letter to the shareholders' addresses indicated in the share register or, if the law so permits, by publication in the publication organ. Notifications to the holders of bearer shares shall be made by publication in the publication organ.

Art. 28
The General Meeting of Shareholders may at any time resolve the dissolution and liquidation of the Company in accordance with the law and the Articles of Incorporation.

The liquidation shall be carried out by the Board of Directors unless the General Meeting of Shareholders resolves to entrust it to other persons.

The other provisions of the Articles of Incorporation remain unchanged.

Documentation

The current articles of incorporation, the business report 2013, 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 auditors and the compensation report are available for inspection by the shareholders as of March 25, 2014 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 25, 2014 the Business Report 2013 may be downloaded from the Company's website, www.tecan.com.

Admission to the Meeting and Voting Rights

Shareholders returning the application card by April 11, 2014 at the latest, will be sent the admission cards and the voting material.

Any shareholder of record as of April 4, 2014, 5.00 pm, is entitled to vote at the meeting. Until April 15, 2014, the share register of the Company will be closed.

Representation and Power of Attorney

Shareholders who are not able to attend the meeting, may be represented as follows:

- by an empowered person: The power of attorney (in the lower part of the admission card) must be completed and handed over to the representative.
- by the independent voting representative, Proxy Voting Services GmbH, Grossmünsterplatz 1, Postfach 173, CH-8024 Zurich. The application card on the back of 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 instruction form on the back of the application card. In the event that the instruction form is issued to the independent voting representative without any instructions, the independent voting representative will exercise the voting rights in accordance with the proposals of the



Board of Directors. The same applies in the event other items are brought before the shareholders' meeting which are not listed in this invitation. Pursuant to art. 11 Say-on-Pay as from January 1, 2014 proxy voting by a member of the company or by a depository is prohibited.

- You may submit your voting instructions to the independent proxy in the internet under www.sherpany.com/tecan. For the registration with Sherpany, please refer to the document enclosed and follow the steps in the use instruction.

Männedorf, March 24, 2014

For the Board of Directors of Tecan Group Ltd.

Rolf Classon

Chairman

