

Invitation to the 33rd Ordinary Shareholders' Meeting

Date: Tuesday, April 16, 2019, 3.00 pm (door opens at 2.00 pm)

Place: Seedamm Plaza, Seedammstrasse 3, 8808 Pfäffikon / SZ

Agenda and Proposals of the Board of Directors:

1. Annual Report, Annual Accounts and Consolidated Accounts 2018, Auditors' Report

Proposal of the Board: Approval of the Annual Report, the Annual Accounts and the Consolidated Accounts 2018.

2. Resolution on the Allocation of Profits

	in CHF
Carried forward from previous year	207'943'383
Net profit 2018	18'836'758
Available retained earnings	226'780'141

Proposal of the Board:

- Payment of a dividend of CHF 2.10 per share with a nominal value of CHF 0.10 each (total 11'766'372 shares eligible for dividend) ¹	(24'709'381)
- Balance to be carried forward	202'070'760

¹ These numbers are based on the outstanding share capital at December 31, 2018. The number of shares eligible for dividend may change due to the repurchase or sale of treasury shares and the issuance of up to 93'194 new shares from the conditional share capital reserved for employee participation plans.

3. Discharge of the Members of the Board of Directors and of the Management Board

Proposal of the Board: Grant of discharge to the Members of the Board of Directors and of the Management Board for their activities in the business year 2018.



4. Elections

4.1. Re-election of Members of the Board of Directors

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

- a. Dr. Lukas Braunschweiler
- b. Dr. Oliver Fetzer
- c. Heinrich Fischer
- d. Lars Holmqvist
- e. Dr. Karen Huebscher
- f. Dr. Christa Kreuzburg
- g. Dr. Daniel R. Marshak

4.2. Re-election of the Chairman of the Board of Directors

Proposal of the Board: Re-election of Dr. Lukas Braunschweiler as Chairman of the Board of Directors for a one-year term.

4.3. Re-election of members of the Compensation Committee

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

- a. Dr. Oliver Fetzer
- b. Dr. Christa Kreuzburg
- c. Dr. Daniel R. Marshak

4.4. Re-election of the Auditors

Proposal of the Board: Re-election of Ernst & Young AG, Zurich, as auditors for the business year 2019.

4.5. Re-election of the Independent Voting Proxy

Proposal of the Board: Re-election of Proxy Voting Services GmbH, Zurich, as independent voting proxy until the end of the 34th Ordinary Shareholders' Meeting of Tecan Group Ltd. in 2020.

Comment: All re-elections are conducted in separate ballots.

5. Compensation

5.1. Advisory Vote on the Compensation Report 2018

Proposal of the Board: Approval, on an advisory (non-binding) basis, of the Compensation Report 2018.

Comments: Article 18 para. 2 of Tecan's Articles of Incorporation provides that the Board of Directors shall annually submit to the General Meeting of Shareholders the Compensation Report for a retrospective non-binding approval.

The Compensation Report 2018 is presented in the Annual Report 2018. The Compensation Report 2018 covers the compensation paid, promised or granted during the business year 2018.



5.2. Approval of maximum total amount of compensation of the Board of Directors from the Ordinary Shareholders Meeting 2019 to the Ordinary Shareholders Meeting 2020

Proposal of the Board: Approval of the maximum total amount of compensation that can be paid, promised or granted to the Board of Directors for the period from the Ordinary Shareholders Meeting 2019 until the Ordinary Shareholders Meeting 2020 in an amount not to exceed CHF 1'450'000.

Comments: Under the Ordinance Against Excessive Compensation in Listed Stock Companies and Art. 18 of Tecan's Articles of Incorporation, the requirement to obtain shareholder approval prospectively of the compensation of the Board of Directors is effective for compensation for the period from the Ordinary Shareholders Meeting 2019 until the Ordinary Shareholders Meeting 2020. Consequently, the proposal described in this Agenda Item No. 5.2 gives shareholders the opportunity to cast a binding vote to approve the maximum total amount of compensation that can be paid, promised or granted to the Board of Directors for the period from the Ordinary Shareholders Meeting 2019 until the Ordinary Shareholders Meeting 2020.

The compensation for the Board of Directors currently consists of compensation in cash and in shares. Details on the compensation structure for the Board of Directors as well as historic pay-out data can be found in the Compensation Report.

5.3. Approval of the maximum total amount of compensation of the Management Board for the Business Year 2020

Under the Ordinance Against Excessive Compensation in Listed Stock Companies and Art. 18 of Tecan's Articles of Incorporation, the requirement to obtain shareholder approval prospectively of the compensation of the Management Board is effective for compensation for the business year 2020. Consequently, the proposal described in this Agenda Item No. 5.3 gives shareholders the opportunity to cast a binding vote to approve the maximum total amount of compensation that can be paid, promised or granted to the Management Board for the business year 2020.

Proposal of the Board: Approval of the maximum total amount of compensation that can be paid, promised or granted to the members of the Management Board for the business year 2020 in an amount not to exceed **CHF 18'500'000**, including fixed compensation, short term incentive compensation, as long term incentive benefits and in equity and other forms of compensation.

Comments: This amount corresponds to the amount approved by the 2018 Annual Ordinary Shareholders Meeting for the Business Year 2019.

Documentation

The current Articles of Incorporation, the Business Report 2018, 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 26, 2019 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 26, 2019 at the latest, the Business Report 2018 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, 2019 at the latest will be sent the admission cards and the voting material.

Any shareholder of record as of April 5, 2019, 5.00 pm, is entitled to vote at the meeting. Until April 17, 2019, the share register of the Company will be closed for any registrations.



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 is sufficient for granting the power of attorney (it is not necessary to request the admission card).

Instructions to the independent voting representative may be given by using the instruction form on the back of the application card. Pursuant to art. 11 of the Ordinance Against Excessive Compensation in Listed Stock Companies as of January 1, 2014 proxy voting by a member of the company or by a depositary is prohibited. You may also 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 registration instruction.

Männedorf, March 25, 2019

For the Board of Directors of Tecan Group Ltd.

Dr. Lukas Braunschweiler

Chairman

