

Organizational Regulations

of

TECAN GROUP Ltd.

Männedorf

1. GENERAL

The business of TECAN GROUP Ltd., Männedorf (the “**Company**”) shall be conducted in accordance with Swiss law, the articles of association of the Company, these organisational regulations (the “**Regulations**“) and the charter of the respective board committees.

The Regulations are issued pursuant to Art. 15 para. 3 of the articles of association of the Company. They govern the organisation and decision making process as well as the duties and powers of the following bodies:

- a) the Board of Directors;
- b) the Committees of the Board of Directors, in particular the Audit Committee, the Compensation Committee and the Innovation Committee (insofar as the respective charter of a Committee does not govern the issues in question); and
- c) the Chief Executive Officer (CEO), and
- d) the Executive Committee

2. THE BOARD OF DIRECTORS

2.1 In General

The Board of Directors is the supreme executive body of the Company.

2.2 Constitution

The Board of Directors constitutes and organises itself. It shall appoint its chairman and, as the case may be, its vice-chairman. It may also appoint a secretary, who need not be a member of the Board of Directors.

2.3 Meetings of the Board of Directors

The Board of Directors shall convene as often as the Company's business and affairs require, normally around four times a year. In the event the Chairman is not available, another Board member shall call the meeting. Each member of the Board of Directors may request that the Chairman call a meeting without delay, which request must indicate the purpose for which the meeting is called.

The agenda shall be stated in the invitation to the meeting. If possible, the relevant documents shall also be distributed. No resolutions may be taken as to items not announced in the agenda, unless all members of the Board of Directors are present and agree.

Meetings shall be called at least ten business days before the date of the meeting. In urgent cases, this time period may be shortened.

The Chairman or, in the event he is not available, another Board member shall take the chair.

Normally, the CEO participates in the meetings of the Board of Directors. The other members of the Management may also be invited to the meetings of the Board of Directors without having the right to vote. Further guests of the Board of Directors may also participate in the meetings upon invitation.

2.4 Resolutions of the Board of Directors

Board resolutions shall be passed and elections shall be carried by the simple majority of votes of the members present. In the event of equality of votes, the Chairman shall have the casting vote.

Resolutions may be taken by way of a telephone or video-conference.

Resolutions may be taken by way of circular letter, unless a member requests, by telephone, e-mail or telefax within ten days upon receipt of the relevant circular letter, that the resolution be discussed in a formal meeting or in a telephone or video conference.

2.5 Minutes

The discussions and resolutions shall be minuted, and such minutes shall be signed by the chairman and the secretary. The minutes shall be approved by the Board of Directors at its next meeting.

The resolutions approved by circular letter must be included in the minutes of the next meeting of the Board of Directors.

2.6 Rights of the Board of Directors

2.6.1 Rights of Inspection and Information

In meetings, each member of the Board of Directors may request information as to the general course of business as well as to particular business matters. Outside meetings, each Board member may request information as to the general course of business and, with the prior approval of the Chairman, as to particular business matters.

The members of the Board of Directors may request information from the full Board of Directors, individual Board members, the CEO and the other members of the Management, and all employees of the Company who independently carry out management duties.

To the extent necessary to perform his duties, each Board member may request the Chairman, at or outside meetings, that books and records be disclosed to it.

In the event the Chairman rejects a request for information or inspection, the Board of Directors shall decide.

The foregoing shall be subject to the rules and resolutions of the Board of Directors which may expand the Board members' right of information and inspection.

2.6.2 Media contacts

The Board of Directors shall determine the persons authorized to furnish information to the media (in particular the press, radio and TV) and issue policies with regard to media contacts. The Board of Directors may delegate the management of media relations to one or several of its members.

2.6.3 Remuneration

The Board of Directors shall determine the remuneration due to its members. Any expenses incurred in connection with the Board's activities shall be reimbursed by the Company against presentation of the respective expense records.

Extraordinary activities exceeding a Board members' regular activities shall be compensated separately.

2.7 Duties of the Members of the Board of Directors

2.7.1 Duties of Care and Loyalty

The members of the Board of Directors shall fulfil their duties with due care and safeguard the interests of the Company in good faith.

They shall treat the shareholders equally under equal circumstances.

2.7.2 Confidentiality

The members of the Board of Directors and the secretary shall keep confidential all information disclosed to them in connection with the performance of their duties. Meetings and minutes of the Board of Directors shall be treated confidential.

2.8 Duties and Powers of the Board of Directors

The Board of Directors hereby delegates the management of the Company, to the extent permissible by law, the articles of association and the Regulations to the Executive Committee with the right to sub-delegate.

The Board of Directors shall be responsible for the ultimate management of the Company and the ultimate supervision and control of the CEO and the persons entrusted with the management. It shall issue the Company's business policies, define the powers, and have the members of the Executive Committee report to it on the Company's course of business on a regular basis.

The Board of Directors shall have the non-transferable and inalienable duties according to Article 716a of the Swiss Code of Obligations.

Furthermore, the Board of Directors is authorized to take resolutions on all matters which are not reserved or delegated by law, the articles of association or these Regulations to the general meeting of shareholders or another corporate body of the Company.

Art. 3 THE COMMITTEES OF THE BOARD OF DIRECTORS

3.1 General

3.1.1 Object

The Board of Directors may appoint from amongst its members committees for the preparation and implementation of its resolutions and for exercising its supervision function. The tasks and competencies of the Committees will be defined by the Board of Directors.

3.1.2 Reporting

The Committees shall report on their activities to the Board of Directors regularly as well as on request.

3.1.3 Members; Tenure

The Committees shall be composed of a chairman and at least one additional member, who shall be appointed by the Board of Directors from amongst its members for a tenure of one year. The tenure lasts from the meeting of the Board of Directors following

the ordinary annual meeting of shareholders to the meeting of the Board of Directors following the next ordinary annual meeting of shareholders.

3.1.4 Meeting of the Committees; Resolutions and Applications for the attention of the Board of Directors

The Chairman shall call meetings of the Committees as often as the Company's business requires. The Committees may validly pass resolutions or decide on proposals to the full Board of Directors if at least two of its members are present or participate via communication media. Resolutions or proposals to the full Board of the Committees are taken by the majority of votes cast. Resolutions or proposals may be taken by way of circular letter, unless a member requests that the resolution or application be discussed in a formal meeting.

3.1.5 Applicability of the Organizational Regulations by Analogy

Unless otherwise provided, the provisions of the Regulations are applicable by analogy to the activities of the Committees.

3.2 Audit Committee

3.2.1 Constitution

The audit committee shall consist of non-executive and in the majority independent members of the Board of Directors. Each member of the Audit Committee shall be financially literate, as such qualification is interpreted by the Company's Board of Directors in its business. At least one member of the Committee shall in the judgement of the Board be an "audit committee financial expert" and have an understanding of internal controls and the procedures for financial reporting.

3.2.2 Tasks and Competencies

The Audit Committee shall:

- (a) form an impression of the effectiveness of the external audit (statutory auditors and group auditors), and the internal audit as well as of their mutual cooperation;
- (b) assess the quality of the internal control system, including risk management and obtain an appreciation of the state of compliance within the Company;
- (c) review the individual and consolidated financial statements as well as the interim statements intended for publication and discuss these with the Chief Financial Officer;
- (d) review and approve the appointment and replacement of the Group Internal Auditor (GIA). The Audit Committee shall have direct input into evaluations of the GIA's performance as well as any decision regarding GIA compensation;

- (e) discuss the annual internal audit plan and the underlying risk-assessment with the Group Internal Auditor, assess and approve the audit schedule, staffing plan and budget for the following fiscal year, discuss significant finding of internal audits and initiate remediation and follow-up actions;
- (f) discuss with the head of the external audit the process and the result of the audit and decide whether the individual and consolidated financial statements be recommended to the Board of Directors for presentation to the general meeting of shareholders;
- (g) assess the performance and the fees charged by the external auditors and ascertain their independence and nominate for the attention of the Board of Directors an external audit for election by the general meeting of shareholders.

3.3. The Compensation Committee

3.3.1 Constitution

The majority of the Compensation Committee shall consist of non-executive and independent members of the Board of Directors. The CEO participates in the meetings of the Compensation Committee, unless his own remuneration is under review.

3.3.2 Tasks and Competencies

The Compensation Committee shall:

- (a) submit to the Board of Directors proposals on the amount and the form of remuneration of members of the Board of Directors;
- (b) submit to the Board of Directors proposals on the amount and the form of remuneration of the CEO;
- (c) submit to the Board of Directors proposals on the amount and the form of the remuneration of the members of the management upon proposal by the CEO;
- (d) submit to the Board of Directors proposals on the aggregate number of shares or options available to be granted to employees;
- (e) receive and take note of reports on the salary structure and the development of salaries within the TECAN Group;
- (f) supervise the compliance regarding the disclosure of remuneration of the members of the Board of Directors and the management;
- (g) review and approve the recommendation for hiring dismissal, remuneration and employment or service agreements of the CEO and of the direct reports of the CEO; and

- (h) conduct interviews with candidates for the position of the CEO, the CEO's direct reports and key functions, where required.

3.4. The Nomination and Governance Committee

3.4.1. Constitution

The majority of the Nomination and Governance Committee shall consist of non-executive and independent members of the Board of Directors and the Nomination and Governance Committee shall be chaired by the Chairman of the Board of Directors. The other members shall be the Chairmen of the Audit Committee and of the Compensation Committee.

3.4.2. Tasks and Competencies

The Nomination and Governance Committee shall:

- (a) define the required competences and selection criteria for members of the Board of Directors and for the members of the Executive Committee and regularly review those;
- (b) establish and maintain a plan for and carry out on an annual basis an assessment of the performance of the Board of Directors, its Committees and of the individual members of the Board of Directors;
- (c) oversee the succession planning on the level of the Board of Directors and propose candidates for the Board of Directors and its Committees;
- (d) annually review the independence of each member of the Board of Directors; and
- (e) regularly review the corporate governance position and risk situation of the Company, address corporate governance and risk management issues affecting the Company and submit recommendations to the Board of Directors.

Art. 4 CEO

The CEO is appointed by the Board of Directors. He does not need to be a member of the Board of Directors.

The CEO is a part and the head of the Executive Committee, and, to the extent not otherwise provided for in the Regulations, responsible for the Executive Committee.

The CEO shall report to the Board of Directors at each meeting on the Company's business affairs, measures taken, and on the implementation of the resolutions of the general meeting of shareholders or the Board of Directors. Extraordinary events shall be reported immediately to the Board of Directors.

The CEO shall prepare regulations regarding his duties and competencies, which must be approved by the Board of Directors.

Art. 5 THE EXECUTIVE COMMITTEE

5.1 Appointment

The Executive Committee consists of the CEO and the CFO and other members of the management appointed by the Chairman of the Board of Directors, upon proposal by the CEO.

5.2 Duties and Competences

The CEO and CFO, and as appropriate other members of the Executive Committee, shall report to the Board of Directors as required or requested on the general course of business, particular business matters, or decisions taken. The Executive Committee shall generally direct its information and reports to the entire Board of Directors, i.e., all members of the Board of Directors. Extraordinary events shall be reported immediately. The duties and competences of the Executive Committee result from these Organisational Regulations and from the Competence Rules of Tecan Group (Annex 1). Duties and competences that are not explicitly assigned to the Executive Committee under these Organisational Regulations and under the Competence Rules of Tecan Group are deemed competences and duties of the Executive Committee. CEO and CFO shall have the right to amend the Competence Rules on all levels below the Board of Directors.

5.3 Meetings and Resolutions of the Executive Committee

The Executive Committee shall convene as often as the business affairs require, normally once per months. The Meetings shall be called by the CEO, or in case the CEO is not available by the CFO. An agenda shall be distributed reasonably ahead of the meeting. No resolutions shall be taken on important items that are not stated on the agenda, unless in case of urgency while the presence of such urgency shall be decided upon by the CEO.

The Executive Committee shall pass its resolutions by the simple majority of the votes of the members present at the meeting. The CEO or the CFO and at least two other members of the Executive must be present in order to validly take resolutions. In the event of equality of the votes, the CEO shall have the casting vote and the CEO has the power to veto.

Meetings may be held by way of telephone or video-conference. The discussions and resolutions shall be minuted. Resolutions may be taken by way of circular resolutions.

5.4 Confidentiality; Obligation to Return Files

The members of the Executive Committee shall keep confidential all information disclosed to them in connection with the performance of their duties.

At the end of the tenure of a member of the Executive Committee, all files regarding the Company must be returned.

5.5 Compensation

The compensation of the Executive Committee shall be determined by the Compensation Committee and be set forth in separate employment agreements.

Art. 6 AUTHORITY TO SIGN

The signing authority of the members of the Board of Directors and the Executive Committee shall be determined and conferred by the Board of Directors, generally as joint signature by two. Group wide the principle of double signature power shall be observed and the signatories according locally applicable laws or locally applicable company registrations shall sign on behalf of the respective legal entities of Tecan Group subject to these Organisational Regulations and subject to the approvals required under the Competence Rules of Tecan Group.

Art. 7 CONFLICTS OF INTERESTS

All members of bodies of the Company shall abstain from participating in any matter which conflict or might conflict with their own interests or the interests of individuals or legal entities related to them. Accordingly, the members of the Board of Directors and the Executive Committee are not allowed to enter into agreements for themselves and the Company simultaneously.

Art. 8 FINAL PROVISIONS

8.1 Effectiveness

These Regulations shall become effective as of December 9, 2009.

8.2 Revisions, Modifications and Amendments

These Regulations shall be revised each year at the meeting of the Board of Directors following the Annual Meeting of Shareholders and, if necessary, shall be adapted.

Männedorf, December 9, 2009

Chairman of the Board:



Rolf Classon

Secretary:



Andreas Wilhelm