

To the shareholders of Starrag Group Holding AG

Invitation to the 94th Annual General Meeting of Shareholders

Date: Friday, 24 April 2015, at 5.00 p.m. (doors open at 4.00 p.m.)

Location: Restaurant Stadthof, Kirchstrasse 9, 9400 Rorschach

AGENDA:

1. Annual report 2014

1.1 Annual report, annual financial statements and consolidated financial statements 2014

The Board of Directors proposes that the annual report, the annual financial statements and the consolidated financial statements for 2014 be approved and the auditor's reports accepted.

1.2 Compensation report 2014

The Board of Directors proposes that the compensation report for 2014 be approved in a non-binding advisory vote.

2. Appropriation of retained earnings / dividend from capital contribution reserve

2.1 Proposed appropriation of retained earnings:

Retained earnings from prior year	TCHF	54'953
Net income	TCHF	5'809
To be carried forward	TCHF	60'762

2.2 Proposed appropriation of legal reserve from capital contribution:

Legal reserve from capital contributions from 1997	TCHF	72'961
Withholding tax free distribution of CHF 1.80 per share	TCHF	-6'048
To be carried forward	TCHF	66'913

3. Discharge of Board of Directors

The Board of Directors proposes that the members of the Board of Directors be granted discharge.

4. Approval of compensation

4.1 Total compensation of the members of the Board of Directors from the Annual General Meeting 2015 to the Annual General Meeting 2016

The Board of Directors proposes an amount of CHF 1'160'000 as a maximum compensation of the Board of Directors for the period of the Annual General Meeting 2015 to the Annual General Meeting 2016.

4.2 Total compensation of the members of the Executive Board for the next financial year, i.e. 2016

The Board of Directors proposes an amount of CHF 4'740'000 as a maximum compensation of the Executive Board for the financial year 2016.

5. Elections

5.1 Elections to the Board of Directors

The Board of Directors proposes that the following persons be elected to the Board of Directors for a one-year term of office expiring at the end of the Annual General Meeting in 2016:

- 5.1.1 Walter Fust
- 5.1.2 Prof. Dr. Christian Belz
- 5.1.3 Adrian Stürm
- 5.1.4 Prof. Dr. Frank Brinken
- 5.1.5 Daniel Frutig

5.2 Election of the Chairman of the Board of Directors

The Board of Directors proposes that Daniel Frutig be elected Chairman of the Board of Directors for a one-year term of office expiring at the end of the Annual General Meeting in 2016.

5.3 Election of Compensation Committee members

The Board of Directors proposes the following directors be elected individually to the Compensation Committee:

- 5.3.1 Walter Fust
- 5.3.2 Prof. Dr. Frank Brinken

for a one-year term of office expiring at the end of the Annual General Meeting in 2016.

5.4 Election of auditors

The Board of Directors proposes that PricewaterhouseCoopers AG, St. Gallen, be elected as statutory auditor for the 2015 financial year.

5.5 Election of independent proxy

The Board of Directors proposes the election of Jürg Jakob, attorney-at-law, Rohner Thurnherr Wiget & Partner, Rosenbergstr. 42b, 9001 St. Gallen, as independent proxy for a term of office expiring at the end of the Annual General Meeting in 2016.

6. Miscellaneous

Annual report

The printed annual report for 2014 can be ordered with the enclosed registration card. The annual report includes the management report (pages 32-36), the compensation report with the accompanying auditor's report (pages 62-67), the consolidated financial statements with the accompanying auditor's report (pages 73-103) and the annual financial statements (individual company accounts) with the accompanying auditor's report (pages 104-110).

These documents may be inspected by shareholders at the company's headquarters in Rorschacherberg and have been published online at www.starrag.com.

Right to vote

Shareholders who are on record in the share register with voting rights on 27 March 2015 at 4.00 p.m. (CET) are entitled to exercise their voting rights. The registration of shares for voting purposes does not affect the tradeability of such shares. All shareholders registered with voting rights on 27 March 2015 at 4.00 p.m. (CET) will automatically receive by mail the invitation to the Annual General Meeting. They may then order their admission card at any time by 17 April 2015, at the latest, from the Share Office of the Company by means of the enclosed reply form.

Representation / proxy

Shareholders who cannot attend the Annual General Meeting in person are requested to appoint another shareholder or the independent proxy Jürg Jakob, attorney-at-law, Rohner Thurnherr Wiget & Partner, Rosenbergstr. 42b, 9001 St. Gallen, as their representative. The enclosed proxy and voting instruction form must be used to appoint a representative.

Alternatively, you have the possibility to authorize and instruct the independent representative electronically. If you wish to do so, please access the electronic platform of the SIX SAG AG at www.ecomm-portal.com. The unique key is printed on the registration form to the Annual General Meeting. ATTENTION: With your personal unique key you can login only once. After that, your instructions cannot be changed any more. After electronic transmission of your authorization and instructions to the independent representative, you cannot exercise your voting rights any more personally at the Annual General Meeting.

All shareholders are cordially invited to refreshments after the Annual General Meeting.

9404 Rorschacherberg, 31 March 2015

The Board of Directors