



Thursday, 16 April 2015
4.00 p.m.
Kongresshaus Biel

Invitation to the Annual General Meeting

Mikron

A warm welcome

Dear Shareholders,

In 2014, a year shaped by a challenging environment witnessing very different developments in the various business areas and sales markets, the Mikron Group reported a slight increase in sales overall and was able to hold order intake at the prior-year level. However, contrary to Mikron's own targets and expectations, the Group did not succeed in increasing profitability as well. The Board of Directors will be proposing to the Annual General Meeting a distribution from capital reserves of CHF 0.05 per share (prior year: CHF 0.10 per share).

The Mikron Group's business areas and markets performed very differently in 2014. Whereas the medical devices and pharmaceutical industries and the US economy in general made significant progress, a mood of uncertainty and caution affected demand for capital goods in Europe, as felt most acutely by the Machining business segment. The solid demand from Switzerland seen in previous years also slowed down considerably. The Mikron Group nonetheless succeeded in defending the market position held by both business segments in Europe. Healthy capacity utilization levels in the automotive industry also had a favorable impact on the tool and service business.

With EBIT of CHF 4.6 million (1.8% of sales), the Mikron Group largely fell short of its profitability target. While the Automation business segment achieved a significant improvement in earnings with EBIT of CHF 2.7 million (prior year: CHF -4.6 million), the Machining business segment suffered a severe setback, reporting EBIT of CHF -0.6 million (prior year: CHF 6.2 million). This mainly reflects the significant fluctuations in order intake at a generally disappointingly low level and the related capacity utilization problems. The operating result was impacted not only by an uneven distribution of work, but also by additional costs during the final phase of several customer projects. The strong performance by Mikron Machining's tool and service business was, unfortunately, not sufficient to offset this decrease.

The removal of the floor against the euro by the Swiss National Bank creates major new challenges for Swiss export companies such as the Mikron Group. In response, we have already introduced numerous measures to secure sales and reduce costs and will continue to do so. Taking this into consideration, in 2015 the Mikron Group should be able to achieve a similar level of net sales and EBIT as in the prior year.

We would like to thank you, dear shareholders, for your confidence in our company. We are looking forward to seeing you at our upcoming Annual General Meeting.



Heinrich Spoerry
Chairman of the Board of Directors

Program

Thursday, 16 April 2015
Kongresshaus Biel, Zentralstrasse 60

3.00 p.m. Doors open, registration and security clearance

4.00 p.m. Annual General Meeting commences

Welcome address
Heinrich Spoerry, Chairman of the Board of Directors

2014 financial year and outlook 2015
Heinrich Spoerry, Chairman of the Board of Directors
Bruno Cathomen, CEO Mikron Group
Martin Blom, CFO Mikron Group

Questions from shareholders

Regular agenda items
Heinrich Spoerry, Chairman of the Board of Directors

approx.
5.30 p.m. Annual General Meeting ends,
followed by a reception in the foyer

Agenda items and proposals of the Board of Directors

1. Annual Report 2014

1.1 Annual Report, Financial Statements of Mikron Holding AG and Consolidated Financial Statements 2014 of the Mikron Group; reports of the statutory auditor

The Board of Directors proposes the approval of the Annual Report, the Financial Statements of Mikron Holding AG and the Consolidated Financial Statements 2014 of the Mikron Group.

1.2 Advisory vote on the Compensation Report 2014

The Board of Directors proposes that the Compensation Report 2014 be approved. An advisory vote will be held in accordance with Art. 13 of the Articles of Association.

2. Discharge of members of the Board of Directors and Group Management

The Board of Directors proposes to discharge the members of the Board of Directors and Group Management for the business year 2014.

3. Appropriation of retained earnings, reclassification and payback of capital surplus reserves

in CHF 1,000

Retained earnings carried forward	49,071
Net earnings	3,982
Retained earnings	53,053

The Board of Directors proposes that

- 3.1 the retained earnings for the year ended 31 December 2014 be carried forward to new account and
- 3.2 capital surplus reserves in the amount of CHF 0.05 per share with a par value of CHF 0.10 be allocated to free reserves, and a withholding tax-free distribution for 2014 of CHF 0.05 per share be stipulated. Based on a maximum of 16,712,744 shares, the total amount is CHF 835,637. No dividends are distributed on shares owned by Mikron Holding AG.

If this proposal is approved, the payout from capital surplus reserves of CHF 0.05 per share will be distributed from 22 April 2015. The final trading day on which shares will still be entitled to a distribution is 17 April 2015. Shares will be traded ex distribution from 20 April 2015.

4. Elections relating to the Board of Directors

4.1 Members of the Board of Directors

All the current members will be standing for re-election for a further term of office. **The Board of Directors proposes** the re-election of the following members for a term of one year until the conclusion of the Annual General Meeting 2016:

- 4.1.1 Heinrich Spoerry, Swiss (born in 1951)
- 4.1.2 Eduard Rikli, Swiss (born in 1951)
- 4.1.3 Patrick Kilchmann, Swiss (born in 1958)
- 4.1.4 Andreas Casutt, Swiss (born in 1963)

4.2 Chairman of the Board of Directors

The Board of Directors proposes the re-election of Heinrich Spoerry as Chairman of the Board of Directors for a term of one year until the conclusion of the Annual General Meeting 2016.

Agenda items and proposals of the Board of Directors, Organizational information

4.3 Remuneration Committee

The Board of Directors proposes the election of the following members of the Board of Directors as Members of the Remuneration Committee for a term of one year until the conclusion of the Annual General Meeting 2016:

4.3.1 Eduard Rikli, Swiss (born in 1951)

4.3.2 Patrick Kilchmann, Swiss (born in 1958)

5. Approval of the total future remuneration payable to the Board of Directors and Group Management

The Board of Directors proposes that the following be approved:

5.1 the total remuneration payable to the Board of Directors for the period up to the next Annual General Meeting of maximum CHF 280,000

5.2 the total fixed and performance-related remuneration which may be paid to Group Management during the 2016 financial year of maximum CHF 1,800,000

6. Election of the independent proxy

The Board of Directors proposes the re-election of Urs Lanz, notary and advocate from Nidau, as the independent proxy until the conclusion of the Annual General Meeting 2016.

7. Election of the statutory auditor

The Board of Directors proposes the re-election of PricewaterhouseCoopers AG, Berne as statutory auditor for the 2015 financial year.

Organizational information

Annual Report

The Annual Report (Review of Operations, Financial Report of Mikron Holding AG and of the Mikron Group) as well as the auditor's reports for 2014 are available for inspection at the company's administrative offices at Güterstrasse 20, 4900 Langenthal, Switzerland.

The Annual Report can be ordered using the registration form and is available on Mikron's website, www.mikron.com, as a PDF file. Copies will also be on display at the Annual General Meeting. The invitation to the 2015 Annual General Meeting can also be viewed on Mikron's website.

Right to vote

Those shareholders of Mikron Holding AG entered in the share register as "with voting rights" up to and including 10 April 2015 are entitled to vote. No entries will be made in the share register from 13 to 16 April 2015.

Admission cards and appointment of proxy

With the enclosed document "Registration/appointment of proxy", shareholders can order admission cards, or may opt to be represented. Admission cards will be sent out from 25 March 2015 onwards. Shareholders are asked to send this document, together with the instruction form if required, as quickly as possible to ShareCommServices AG, Europastrasse 29, CH-8152 Glattbrugg. Shareholders also have the option of registering or appointing the independent proxy online until 4 p.m. on 14 April 2015. Information regarding the online platform and your personal access data can be found in the "Registration/appointment of proxy" document. In accordance with the law and the Articles of Association, shareholders who do not wish to attend the Annual General Meeting in person may opt to be represented as follows:

– by a person appointed by the shareholder, or

– by the independent proxy, Mr. Urs Lanz, notary and advocate, Hauptstrasse 54, 2560 Nidau, Switzerland.

Other information

The Annual General Meeting will be held in German. Shareholders attending the Annual General Meeting are also invited to a reception immediately after the meeting.

Biel, March 2015

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