

To the shareholders of ALTER ENERGY GROUP AG Zurich

**Invitation to the Ordinary Shareholders' Meeting  
of ALTER ENERGY GROUP AG**

(the «Company»)

on 27 February 2015, at 14 hours  
at the domicile of the Company at c/o Haussmann Treuhand AG,  
Seefeldstrasse 45, 8008 Zürich

**Agenda:**

- 1. Appointment of the Chairman and the Secretary as well as determination of the quorum**
- 2. Business year 2012**
  - 2.1 Approval of the statutory financial statements for the business year 2012**  
Motion of the Board of Directors:  
The Board of Directors proposes that the statutory financial statements for the business year 2012 be approved.
  - 2.2 Use of profit of the business year 2012**  
Motion of the Board of Directors:  
The Board of Directors proposes that the loss for the business year 2012 in the amount of CHF 556'240 as set out in note 3 of the statutory financial statements for the business year 2012 (Movements on accumulated deficit) is carried forward.
  - 2.3 Release for the members of the Board of Directors and the Executive Management**  
Motion of the Board of Directors:  
The Board of Directors proposes that the members of the Board of Directors and the Executive Management are granted discharge for their activities in the business year 2012.
- 3. Business year 2013**
  - 3.1 Approval of the statutory financial statements for the business year 2013**  
Motion of the Board of Directors:  
The Board of Directors proposes that the statutory financial statements for the business year 2013 be approved.
  - 3.2 Use of profit of the business year 2013**  
Motion of the Board of Directors:  
The Board of Directors proposes that the loss for the business year 2013 in the amount of CHF 293'491 as set out in note 3 of the statutory financial statements for the business year 2013 (Movements on accumulated deficit) is carried forward.
  - 3.3 Release for the members of the Board of Directors and the Executive Management**  
Motion of the Board of Directors:  
The Board of Directors proposes that the members of the Board of Directors and the Executive Management are granted discharge for their activities in the business year 2013.
- 4. Re-election of the members of the Board of Directors**  
Motion of the Board of Directors:  
The Board of Directors proposes to re-elect Mr. Klaeger and Mr. Holy as Members of the Board of Directors.
- 5. Resignation of auditors**  
The auditors Refidar Moore Stephens AG, Glattbrugg resign from their position as statutory auditors of the Company.
- 6. Election of auditors**  
Motion of the Board of Directors:  
The Board of Directors proposes to elect Retreag Revisions AG, Löberenstrasse 47, 6300 Zug, as statutory auditors of the Company for a term of a year.
- 7. Creation of authorized capital**  
Motion of the Board of Directors:  
The Board of Directors proposes to introduce an authorized capital of the Company as follows:
 

Maximum amount:	Up to CHF 205'000.-, fully paid-in The Board of Directors shall be authorized to increase the share capital in one or more tranches.
Number, nominal value:	Up to 20'500'000 bearer shares with a nominal value of CHF 0.01 (one Swiss cent (Rappen))
Issue price:	The issue price shall be determined by the Board of Directors
Voting rights:	The shares shall be entitled to vote at the Company's shareholders' meetings as from the date of registration of the capital increase in the register of commerce of the canton of Zurich
Preferential subscription rights:	The preferential subscription right of the shareholders shall be excluded if (i) such new shares are issued as a consideration for the acquisition of other companies

by way of a share swap or to finance the acquisition of companies, parts of companies or participations or new investments of the Company, (ii) the Company offers shares in a national and/or international offering, (iii) the Company grants a so called greenshoe option to one or more financial institutions in connection with the offering of shares or (iv) the Company converts loans, securities or book-entry securities in shares.

The Company's articles of association shall be amended as follows:

Original German version	English translation
<p>Artikel 3a – Genehmigtes Aktienkapital</p> <p>Der Verwaltungsrat ist ermächtigt, das Aktienkapital jederzeit bis spätestens 27. Februar 2017 durch Ausgabe von maximal 20'500'000 voll zu liberierenden Inhaberaktien mit einem Nennwert von je CHF 0.01 pro Aktie um insgesamt maximal CHF 205'000.- nominal zu erhöhen. Eine Erhöhung in Teilbeträgen ist gestattet. Der jeweilige Ausgabebetrag, der Zeitpunkt der Dividendenberechtigung und die Art der Einlagen werden vom Verwaltungsrat bestimmt.</p> <p>Der Verwaltungsrat ist berechtigt, das Bezugsrecht der Aktionäre auszuschliessen und Dritten zuzuwenden, (i) wenn solche neuen Aktien für die Übernahme von Unternehmen durch Aktientausch oder zur Finanzierung des Erwerbs von Unternehmen, Unternehmensteilen oder Beteiligungen oder von neuen Investitionsvorhaben der Gesellschaft verwendet werden sollen, (ii) im Falle nationaler und/oder internationaler Platzierung von Aktien, (iii) im Falle einer Mehrzuteilungsoption (Greenshoe Option), welche einem oder mehreren Finanzinstituten im Zusammenhang mit der Platzierung von Aktien gewährt wird oder (iv) im Falle der Umwandlung von Darlehen, Wertschriften oder Wertrechten in Aktien.</p> <p>Nicht ausgeübte Bezugsrechte stehen zur Verfügung des Verwaltungsrates, der diese im Interesse der Gesellschaft verwendet.</p>	<p>Article 3a – Authorized Share Capital</p> <p>The Board of Directors is authorized to increase the share capital of the Company at any time until 27 February 2017 up to CHF 205'000.- by issuing up to 20'500'000 fully paid-in bearer shares with a nominal value of CHF 0.01 each. The Board of Directors shall be authorized to increase the share capital in several tranches. The issue price, the dividend entitlement and the type of contribution are determined by the Board of Directors.</p> <p>The Board of Directors is authorized to exclude the shareholders' preferential subscription right and to assign such right to third parties, if (i) such new shares are issued as a consideration for the acquisition of other companies by way of a share swap or to finance the acquisition of companies, parts of companies or participations or new investments of the Company, (ii) the Company offers shares in a national and/or international offering, (iii) the Company grants a so called greenshoe option to one or more financial institutions in connection with the offering of shares or (iv) the Company converts loans, securities or book-entry securities in shares.</p> <p>The Board of Directors shall be authorized to dispose of any preferential subscription rights which have not been exercised by the Company's shareholders and shall use such preferential subscription rights in the Company's best interest.</p>

Otherwise, the Company's articles of association remain unchanged. The Company reserves the right to make the necessary amendment as requested by the commercial register.

**Availability of statutory financial statements for inspection by shareholders**

The statutory financial statements for the business years 2012 and 2013 are available for inspection at the Company's domicile at c/o Haussmann Treuhand AG, Seefeldstrasse 45, Postfach 522, 8034 Zürich.

Upon request by a shareholder, the Company will circulate a pdf-copy of the statutory financial statements for the business years 2012 and 2013 to interested shareholders.

**Participation of Shareholders**

**Admission Cards**

Admission cards and voting material will be delivered only upon application. We request that you register as soon as possible but no later than 20 February 2015 with the following address: ALTER ENERGY GROUP AG, c/o Haussmann Treuhand AG, Postfach 522, 8034 Zürich.

**Right to Vote**

Shareholders are requested to either present the share certificates relating to their shares or to present an excerpt from a custody account showing that they hold such shares and that they are blocked until after the date of the Ordinary Shareholders' Meeting. Shareholders who have sold their shares prior to the Ordinary Shareholders' Meeting will no longer have any voting rights with respect to these shares. In case of a partial sale, the delivered admission card must be exchanged on the day of the Ordinary Shareholders' Meeting.

**Leaving the Ordinary Shareholders' Meeting Prior to its Conclusion**

In order to ensure a proper assessment of the participants, the shareholders who leave the Ordinary Shareholders' Meeting prior to its conclusion, either definitely or temporarily, must hand in the unused voting material together with the admission card at the exit.

**Proxy**

Shareholders who do not wish to participate at the Ordinary Shareholders' Meeting personally, may choose to be represented by another person.

30 January 2015

Sincerely yours,  
Leif W. Andersen  
Chairman of the Board of Directors  
Delegate of the Board of Directors

Edward Klaeger IV  
Member of the Board of Directors  
CEO