

Invitation to the 113th Annual General Meeting of Georg Fischer Ltd

to be held on Wednesday, **18 March 2009, at 3.30 p.m.** (doors open at 2.30 p.m.),
in the **Mühlental foundry assembly hall**, Schaffhausen.

Agenda and Proposals of the Board of Directors

1. Designation of the minute-taker and election of the scrutineers

2. Annual report, compensation report, annual accounts and consolidated financial statements for 2008

Proposal: The Board of Directors proposes that the annual report, including the annual accounts and the consolidated financial statements for 2008 be approved.

3. Discharge of the Board of Directors and the Executive Committee

Proposal: The Board of Directors proposes to discharge the Board of Directors and the management from liability for their activities during the 2008 financial year.

4. Distribution of the balance sheet profit for 2008, repayment of par value to shareholders and corresponding amendments to the Articles of Association

4.1. Distribution of balance sheet profit

Proposal: The Board of Directors proposes the appropriation of balance sheet profit in 2008 as follows:

- Annual profit for 2008	CHF	76 848 000
- Carried forward from the previous year	CHF	349 144 000
- Balance sheet profit 2008	CHF	425 992 000
- Distribution of dividend	CHF	0
- Carried forward to new account	CHF	425 992 000

Explanatory note: Instead of a dividend, the Board of Directors will propose the distribution of a par value repayment this year again. A change to the Articles of Association is necessary for this purpose, and this is proposed in item 4.2.

4.2. Reduction of share capital for the purpose of repayment of par value to shareholders, amendment to the Articles of Association

Proposal: The Board of Directors proposes that

a) the share capital be reduced by CHF 20 504 490 from CHF 102 522 450 to CHF 82 017 960 by reducing the par value of the shares from CHF 25 to CHF 20 and remitting the amount of the reduction to the shareholders; an accounting profit resulting from a reduction of share capital shall be used exclusively for depreciation, in accordance with article 732 paragraph 4 of the Swiss Code of Obligations;

b) it be acknowledged that, according to the report of the auditors of KPMG AG and pursuant to article 732 paragraph 2 of the Swiss Code of Obligations, creditors' claims are fully covered even after the share capital reduction;

c) as of the date of entry of the capital reduction in the Commercial Register, paragraph 4.1 be amended.

**§ 4.1 of the Articles of Association now reads:
"The share capital of the company amounts to CHF 82 017 960 and is divided into 4 100 898 bearer shares with a par value of CHF 20."**

Explanatory note: A distribution to shareholders may be carried out by means of a dividend payment or par value repayment. The Board of Directors proposes for the 2008 financial year that shareholders receive a tax-privileged repayment of CHF 5 per registered share by reducing the par value per share from CHF 25 to CHF 20.

This distribution is not subject to the 35 percent federal withholding tax; nor is it subject to Swiss income tax for private investors domiciled in Switzerland. Subject to the approval of this item by the Annual General Meeting and to the entry of the share capital reduction in the Commercial Register, shareholders or their custodian banks will be paid free of charge before the end of June 2009.

5. Election of three members of the Board

Proposal: The Board of Directors proposes the re-election of Roman Boutellier for a further term of four years, of Martin Huber for a further term of three years and of Zhiqiang Zhang for a further term of four years.

Explanatory note: According to the Articles of Association, the Board of Directors may have up to ten members. The maximum has now been reached. The term of office of three members expires with the 2009 Annual General Meeting. They are standing for re-election. The Board of Directors proposes re-electing these persons.

Roman Boutellier has been a member of the Board of Directors since 1999. He is an acknowledged specialist in innovation and technology management. Martin Huber has been a member of the Board of Directors since 1992. He has many years of experience in the machine tool industry and knows Georg Fischer inside out. Since Martin Huber will reach the age limit for Directors by the General Meeting in 2012 and will have to retire for that reason, the motion is for a three-year term of office. Zhiqiang Zhang has been a member of the Board of Directors since 2004. He is an expert on China and contributes valuable competencies to the Board of Directors. The Board of Directors recommends the re-election of all three Directors.

6. Election of the Auditors

Proposal: The Board of Directors proposes the re-election of KPMG AG for a one-year term.

Explanatory note: KPMG AG is an internationally active and recognized independent auditing firm. The Board recommends its re-election.

Annual Report

The annual report including the annual accounts, the compensation report, the consolidated financial statements for 2008, as well as the auditors' reports, are available for scrutiny as of 24 February 2009, at company headquarters (reception: Amsler-Laffon-Strasse 9, 8200 Schaffhausen/

Switzerland). Shareholders may order copies of the annual report from the Georg Fischer Ltd Share Register, P.O. Box, 8201 Schaffhausen/ Switzerland (phone +41 52 631 24 01). All respective documentation will be mailed directly to registered shareholders on 24 February 2009.

Admission Cards

Registered shareholders with voting rights whose names are listed as of 5 March 2009 until 12 p.m. in the share register will be supplied with an invitation by mail.

In order to obtain access to the Annual General Meeting, the shareholders are required to present their admission card. **The admission cards, together with the voting material, will be mailed before the Annual General Meeting upon written order.** The necessary reply coupon is attached to the invitation and must be mailed to the company by 12 March 2009 (date of receipt by the company). An early return of the reply coupon will facilitate the preparation of the Annual General Meeting. The admission cards together with the voting material will be mailed as of 9 March 2009.

Voting Rights

Only shareholders whose names are listed as of 5 March 2009 until 12 p.m. in the share register are entitled to vote.

No shares with voting rights at the Annual General Meeting shall be entered in the company share register between 6 and 18 March 2009. Likewise, registered shares sold after 5 March 2009, but prior to the Annual General Meeting have no voting rights at the same. In the event of a partial sale of shares, the admission card with the voting material must be rectified upon entering the meeting.

Proxies

Shareholders unable to attend the Annual General Meeting in person can be represented as follows:

a) by another shareholder entitled to vote:
According to § 9.2 of the Articles of Association, shareholders can delegate their voting rights by written power of attorney to another shareholder with voting rights. In such a case, please fill out and sign the power of attorney on the back of your admission card and send it together with the voting papers directly to the shareholder concerned. You can obtain your admission card by returning the reply coupon received with your invitation.

b) by the custodian bank:
In this case, the admission card and voting material, which can be ordered by means of the reply coupon attached to the invitation, should be submitted together with the voting instructions directly to your bank.

c) by Georg Fischer Ltd:
If you submit the signed reply coupon attached to the invitation without voting instructions to our share register office, we will exercise your shareholders' voting rights in line with all Board proposals (representative officer: lic. iur. Barbara Senn, Corporate Compliance Officer of the Georg Fischer Corporation).

Georg Fischer Ltd can only represent shareholders whose vote is to approve the proposal made by the Board of Directors. Any written power of attorney containing other instructions will be passed on to the independent representatives.

d) by the independent representative:
In accordance with article 689c of the Swiss

Code of Obligations, shareholders can apply to Mr. Alfons Furrer (PricewaterhouseCoopers Ltd, St. Jakobs-Strasse 25, 4002 Basel) for representation. In this case the reply coupon should be submitted together with the voting instructions directly to the independent representative. A separate form has been enclosed for you to specify how he is to vote on each transaction. If no instructions are given, he will vote in line with the Board proposals.

Custodian Bank Representatives

Custodian bank representatives as defined by article 689d of the Swiss Code of Obligations are requested together with other institutional representatives to inform Georg Fischer Ltd as soon as possible regarding the number of shares represented by them. This information must be received no later than 18 March 2009, at 3 p.m. (at the entrance control desk).

Schaffhausen, 24 February 2009

The Board of Directors

Georg Fischer Ltd

General remarks

Venue of Annual General Meeting

Mühlental foundry assembly hall, Mühlentalstrasse 80, Schaffhausen. The hall is heated.

Supper

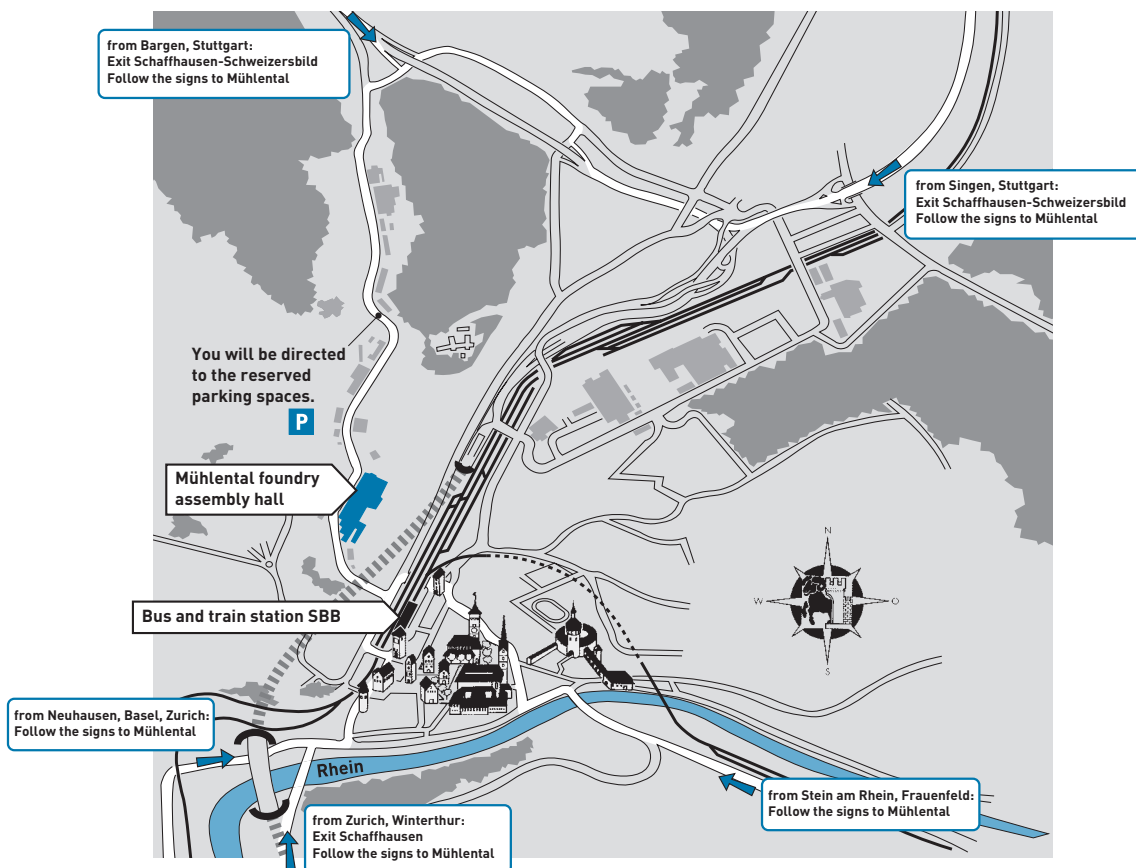
Following the Annual General Meeting, supper will be served.

Arrival

The Mühlental foundry assembly hall is within walking distance of the Schaffhausen train station (about 400 metres). Free shuttle bus from Schaffhausen train station to the meeting hall every ten minutes (from 1.55 p.m. to 3.35 p.m.).

Return

Free shuttle bus from the Mühlental foundry assembly hall to Schaffhausen train station every twenty minutes (from 4.55 p.m. to 9.35 p.m.).



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