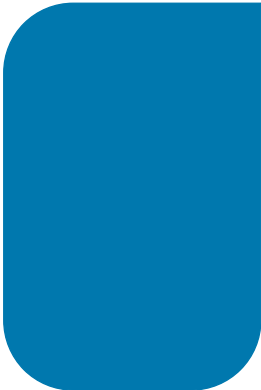




**Invitation to
the 114th Annual
General Meeting
Georg Fischer Ltd**



to be held on
Wednesday, 24 March 2010,
at 3.30 p.m.
(doors open at 2.30 p.m.)

“Veranstaltungshalle
Stahlgiesserei”
Mühlental Schaffhausen

Dear shareholders

It gives us great pleasure to invite you to the 114th Annual General Meeting of Georg Fischer Ltd:

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 2009

Proposal: The Board of Directors proposes that the annual report, including the annual accounts and the consolidated financial statements for 2009 be approved.

3. Appropriation of retained earnings 2009, Dissolution of special reserve and reclassification as retained earnings

Loss for the year 2009	CHF - 118 099 000
Dissolution of special reserve and reclassification as retained earnings	CHF 261 853 000
Carried forward from the previous year	CHF 425 992 000
Retained earnings 2009	CHF 307 893 000
Distribution of dividend	CHF 0
Carried forward to new account	CHF 569 746 000

Proposal: The Board of Directors proposes not to distribute a dividend and to carry the retained earnings forward to new account.

Explanatory note: The special reserve carried in the balance sheet is released and will in future be recognised in the amount carried forward from the previous year. The special reserve was introduced in 1903 and has not had any purpose for a long time. The release of this reserve will simplify the balance sheet structure.

4. 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 2009 financial year.

5. Amendment to the Articles of Association: creation of authorised and conditional capital

Proposal: The Board of Directors proposes the following new §§ 4.4a and 4.4.b of the Articles of Association.

§ 4.4a: Authorised capital

The Board of Directors is authorised to increase the share capital, until no later than 24 March 2012, by a maximum amount of CHF 12,000,000 by issuing a maximum of 600,000 fully paid-in registered shares with a nominal value of CHF 20 each. The increase may be made in partial amounts.

The subscription to and acquisition of the new shares, and any subsequent transfer of the shares, are subject to the restrictions set out in §§ 4.9 and 4.10 of the Articles of Association.

The Board of Directors determines the issue date, the issue price, the type of capital contribution, the conditions for exercising the subscription right and the beginning of dividend entitlement.

The Board of Directors may issue new shares by means of a firm underwriting by a bank or

consortium and a subsequent offer made to existing shareholders. The Board of Directors may allow subscription rights that have not been exercised to expire or it may place these rights, or shares which have been granted for these rights but not exercised, at market conditions.

The Board of Directors is authorised to restrict or exclude the subscription rights of shareholders or allocate these rights or the shares to third parties in the event the shares are used for the purpose of acquiring an enterprise, parts of an enterprise or participations or for the purpose of financing, including refinancing, of such transactions.

The maximum amount of the authorised capital will be reduced by the amount for which the Board of Directors, based on § 4.4b (Conditional capital) issues bonds or similar debt instruments.

§ 4.4b: Conditional capital

The company's share capital may be increased by a maximum amount of CHF 12,000,000 by the issue of a maximum of 600,000 fully paid-in registered shares with a nominal value of CHF 20 each, through the exercise of conversion rights and/or warrants granted in connection with the issuance of bonds in the capital markets or similar debt instruments of the company or one of its corporate subsidiaries.

The subscription rights of the shareholders are excluded. The current owners of conversion rights and/or warrants are entitled to subscribe for the new shares. The conditions of the conversion rights and/or warrants are determined by the Board of Directors.

When issued, the convertible bond is to be offered for subscription to the shareholders in advance. The Board of Directors may restrict or deny the pre-emptive subscription rights of shareholders provided, in the event of a firm underwriting by a bank or a consortium, the pre-emptive right is indirectly preserved.

The acquisition of shares by exercising of conversion rights and/or warrants and any subsequent transfer of the shares are subject to the restrictions set out in §§ 4.9 and 4.10 of the Articles of Association.

The conversion rights may be exercised for a maximum period of seven years, and the warrant rights for a maximum of five years, from the date of issue. The conversion or warrant price or their calculation modalities are determined at market conditions, whereas the market price serves as the basis for the shares of the company.

The maximum amount of the conditional capital is reduced by the amount for which the Board of Directors, based on § 4.4a, issues registered shares.

Explanatory note: The Board of Directors firmly believes it is in the best interest of Georg Fischer for the Corporation to have greater flexibility in raising capital. To maintain the flexibility required for such transactions, the Board of Directors should be able to exclude shareholders' subscription rights provided the shareholder protection rules prescribed by law and the Articles of Association are met.

6. Elections to the Board of Directors

6.1. Re-election

Proposal: The Board proposes the re-election of Bruno Hug, lic. oec. HSG and lic. iur., for two years.

Explanatory note: Bruno Hug has been a member of the Board of Directors since 1992. He is a proven specialist for financial and economic issues and for many years held senior positions in Swiss and international banks. Bruno Hug will relinquish this office at the AGM of 2012 on reaching the statutory retirement age. The proposal is therefore for a two-year term.

Proposal: The Board of Directors proposes the re-election of Ulrich Graf, Dipl. El. -Ing. ETH (Zurich), for a term of four years.

Explanatory note: Ulrich Graf has been a member of the Board of Directors since 1998. He has many years of operational experience in a leading technology firm in the security industry.

6.2. New member

Proposal: The Board of Directors proposes the election of Andreas Koopmann for a term of four years.

Explanatory note: Andreas Koopmann is a Swiss citizen, born in 1951, and has a degree in engineering (Dipl. Masch.-Ing ETH). He worked for Bobst Group SA, Lausanne, from 1982 to 2009 and was its CEO from 1995 to 2009. Andreas Koopmann is currently First Vice Chairman of the Board of Directors of Nestlé and a member of the Board of Credit Suisse.

As a member of the Executive Committee of Swissmem, he is very familiar with the Swiss engineering industry and is committed to developing Switzerland as an industrial centre and "think tank". In Andreas Koopmann the Board of Directors is putting forward a Swiss entrepreneurial personality who has a track record of many years of international management experience in the industrial sector and who thus makes an ideal addition to the Board of Georg Fischer Ltd.

7. Election of the Auditors

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

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

Following the Annual General Meeting, supper will be served.

With kind regards

Georg Fischer Ltd
For the Board of Directors
The Chairman



Martin Huber

Schaffhausen, 2 March 2010

Organisational matters

Annual Report and auditors' reports

The 2009 Annual Report with the

- annual accounts
- compensation report
- the financial statements and consolidated statements for 2009

and the reports of the auditors are available for scrutiny as of 2 March 2010 at company headquarters. Shareholders may order copies of the annual report from Georg Fischer Ltd, Share Register, P.O. Box, 8201 Schaffhausen, Switzerland (phone +41 (0) 52 631 24 01). The documentation will be mailed directly to registered shareholders on 2 March 2010. The Annual Report can also be downloaded from the Internet at www.georgfischer.com.

Participation in person and admission cards

Shareholders who are entered with voting rights in the share register on 16 March 2010 will receive an invitation to the Annual General Meeting by mail.

Shareholders must be in possession of an admission card in order to participate in the Annual General Meeting. Admission cards and voting material will be mailed to the shareholders, on written request, prior to the AGM. The necessary reply coupon is attached to the invitation and must be mailed to the company by 19 March 2010 (date of receipt by the company). Early return of the reply coupon will facilitate the preparations for the Annual General Meeting. The admission cards and voting material will be mailed as of 16 March 2010.

Voting rights and power of attorney

Shareholders entered in the share register with voting rights on 16 March 2010 are entitled to vote.

Shareholders who are unable to attend the AGM in person can be represented as follows, pursuant to § 9.2 of the Articles of Association:

- a) by another shareholder entitled to vote: please fill out and sign the power of attorney on the back of your admission card and send the admission card together with the voting material 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: Dr. Richard Keller, Head of Corporate Employee Benefits of Georg Fischer Corporation).
- Georg Fischer Ltd represents shareholders only if they wish to approve the proposals of the Board of Directors. Any powers of attorney with different instructions will be forwarded to the independent representative.
- d) by the independent representative: In accordance with Art. 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. On the back of the reply coupon, you may specify

how he is to vote on each item of business. If no instructions are given, he will vote in line with the Board's proposals.

In the period from 16 to 24 March 2010, no entries of registered shares will be made in the company's share register that entitle the holder to exercise voting rights at the Annual General Meeting of 24 March 2010. In the event that the shares listed on the admission card are sold, the shareholder no longer has any voting rights for these shares. The admission card with the voting material must therefore be rectified on entering the Annual General Meeting.

Custodian bank representatives

Custodian bank representatives as defined by Art. 689d Swiss Code of Obligations are requested together with other institutional representatives to inform the company as soon as possible, but no later than 24 March 2010, at 3 p.m. (at the entrance control desk), regarding the number of shares represented by them.

Restrictions on voting rights and power of attorney

Pursuant to § 4.10 of our Articles of Association, the total number of votes exercised by one person for his own shares and shares for which he votes by proxy may not exceed 5 percent of the votes of the company's total share capital. Persons or legal entities bound by capital or voting rights or by joint management or otherwise acting in concert for the purpose of circumventing this provision are regarded as one person.

General remarks

Date of Annual General Meeting

Wednesday, 24 March 2010, starting at 3.30 p.m.
Doors open at 2.30 p.m.

Venue of the Annual General Meeting

"Veranstaltungshalle Stahlgießerei" (meeting hall),
Mühlentalstrasse 80, Schaffhausen.

Arrival

The "Veranstaltungshalle Stahlgießerei" Mühlental (meeting 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 pm to 3.35 pm).

Return

Free shuttle bus from the meeting hall to Schaffhausen train station every twenty minutes (from 4.55 pm to 9.35 pm).

Language

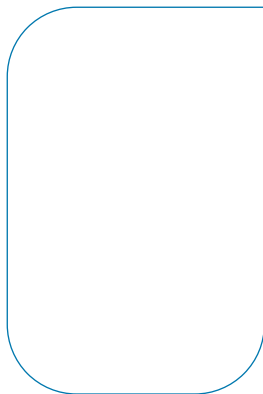
The Annual General Meeting will be held in German.

Contact

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