

Invitation o the Special Meeting for all Holders of Bearer Shares and to the Annual General Meeting

The holders of bearer shares of Dätwyler Holding Inc., Altdorf/Switzerland, are hereby invited to attend the Special Meeting, followed by the Annual General Meeting for all stock holders, to be held **on April 25, 2006 at 5 p.m.** (doors open at 4.15 p.m.) **in the theater (uri) Tellspielhaus Altdorf**

Agenda

I. Special Meeting for Holders of Bearer Shares

Prior to the Annual General Meeting there will be a Special Meeting in accordance with Art. 709 Para. 1 OR (Swiss Code of Obligation). Only item on the agenda:

Nomination of a member of the board of directors who will be proposed for election to the Annual General Meeting as representative of the bearer share stockholders.

Board of directors' motion:

The board of directors proposes to the Special Meeting of bearer share stockholders: **Dr. oec. Ernst Lienhard**. He is to be nominated representative of the bearer share stockholders and to be proposed to the Annual General Meeting for election to the board of directors for a term of office of four years.

II. Annual General Meeting

Following the Special Meeting, the Annual General Meeting with the following items will be held:

1. Annual report, annual accounts and consolidated financial statements for 2005, reports of the statutory auditor and the group auditor

The board of directors proposes that the annual report, the annual accounts and the consolidated financial statements for 2005 should be approved.

2. Formal ratification of the actions of the board of directors

The board of directors proposes that the actions of the directors and officers in the 2005 fiscal year should be formally ratified.

3. Appropriation of retained earnings and allocations to reserves

The board of directors proposes that retained earnings of CHF 43 758 928.55 should be utilized as follows:

- Dividend of CHF 18.00 per registered share of CHF 100.00 p.v.	CHF 3 960 000.00
- Dividend of CHF 90.00 per bearer share of CHF 500.00 p.v.	CHF 9 900 000.00
- Allocation to the special reserve	CHF 29 500 000.00
- Carried forward to new account	<u>CHF 398 928.55</u>
Total	<u>CHF 43 758 928.55</u>

Upon approval by the annual general meeting of the proposed utilization of retained earnings, the dividend will be paid, free of charges, on presentation of coupon No. 21, as of April 28, 2006, less 35 % withholding tax, i.e. CHF 7.15 net per registered share of CHF 100.00 p.v. and CHF 35.75 net per bearer share of CHF 500.00 p.v.

4. Elections

4.1 Election of directors

4.1.1 Election of the bearer share stockholders' representative to the board of directors

Motion of the board of directors: The candidate nominated by the Special Meeting of the holders of bearer shares is to be elected to the board of directors as representative of the bearer shares stockholders for a term of office of four years.

4.1.2 Reelection of 3 members of the board of directors

Motion of the board of directors: Messrs. Hans R. Rüegg, Werner Inderbitzin and Franz Steinegger are to be reelected for a further term of office of four years. Dr Ulrich Dätwyler is not available for reelection.

4.2 Election of statutory auditors and group auditors

Motion of the board of directors: PricewaterhouseCoopers Inc., Zurich, are to be appointed as statutory auditors and group auditors, in each case for a term of office of one year.

5. Changes in the articles of incorporation

Motion of the board of directors: The articles of incorporation of the corporation are to be amended as shown in the separate document "Statuten der Dätwyler Holding AG, 25. April 2006".

Documentary material

The annual report with the business review, annual accounts, consolidated financial statements for 2005 and the reports of the statutory auditors and the group auditors, together with the motions proposed by the board of directors, are available for inspection by stockholders at the company's registered office, Gotthardstrasse 31, 6460 Altdorf, and can be obtained from there.

Admission tickets

Admission tickets with voting material and registration coupon for the number of shares entered in the stockholders' register on April 11, 2006, will be forwarded directly to registered stockholders.

Bearer stockholders who wish to attend or be represented at the Annual General Meeting can obtain admission tickets with voting material and registration coupon by no later than April 20, 2006, via their custodian bank or directly from a Swiss branch of the following banks:

Credit Suisse
UBS Ltd
Cantonal Bank of Uri

If the shares are not deposited with a bank, admission tickets will be issued on presentation of appropriate evidence of ownership of the shares. Admission tickets will be issued on the day of the Annual General Meeting.

Powers of attorney

Stockholders who are unable to attend the Special Meeting and/or the Annual General Meeting can be represented by a third party. If stockholders wish to appoint a director or officer of the company as their proxy, the relevant power of attorney - blank, but signed - should be forwarded to Dätwyler Holding Inc., Gotthardstrasse 31, 6460 Altdorf. In this case we will ensure that the votes are cast in accordance with the board's proposals.

If stockholders wish to appoint an independent proxy, the admission ticket and written voting instructions should be forwarded to Dr. Franz-Xaver Muheim, Attorney-at-Law and Notary, am Rathausplatz 2, 6460 Altdorf, by April 20, 2006.

Custodial proxies

Institutions subject to Swiss banking legislation and professional portfolio managers are obliged to inform the company in good time of the number of shares they represent, but no later than 4 p.m. on April 24, 2006.

Altdorf, April 5, 2006

Dätwyler Holding Inc.
For the Board of Directors
The Chairman: Ulrich Graf