

Winterthur, February 24, 2014

Sulzer Ltd
Neuwiesenstrasse 15
CH-8401 Winterthur
Switzerland
www.sulzer.com/AGM

Invitation to the Annual General Meeting of Shareholders

Dear Shareholders,

We are pleased to invite you to the Annual General Meeting which will be held on **Thursday, March 20, 2014, at 10 a.m. (doors open at 9 a.m.)**, at Eulachhallen, Wartstrasse 73, in Winterthur.

Agenda

Welcome address and general remarks to the Annual General Meeting

1. Annual report 2013

1.1 Annual report, annual accounts and consolidated financial statements 2013; reports of the Auditors

The Board of Directors proposes that the annual report, the annual accounts and the consolidated financial statements 2013 be approved.

1.2 Advisory vote on the compensation report 2013

The Board of Directors proposes to approve the compensation report 2013 according to pages 58–64 of the annual report 2013 (non-binding advisory vote).

2. Appropriation of net profits

The Board of Directors proposes to distribute the total balance of CHF 385,090,600, comprising the net profits for the year 2013 of CHF 371,500,000 and retained profits of CHF 13,590,600, as follows:

– Dividend payment	CHF	109,639,584
– Allocation to free reserves	CHF	260,000,000
– Carried forward to new account	CHF	15,451,016

If this proposal is approved, the gross dividend (before deduction of the Swiss withholding tax of 35%) will amount to CHF 3.20 per share. Dividends will be paid out on March 27, 2014. Any shares held by Sulzer Ltd and its subsidiaries on the dividend payment date shall not be eligible to dividends.

3. Discharge

The Board of Directors proposes that discharge be granted to its members and the Corporate Executive Management for the business year 2013.

4. Revision of the Articles of Association (amendments due to changes of Swiss corporate law)

The Board of Directors proposes to revise the Articles of Association according to the proposed changes published in the Swiss Official Gazette of Commerce (SOGC).

Explanation: The Articles of Association have to be revised due to the entry into force of the Ordinance against Excessive Compensation with respect to Listed Stock Corporations of November 20, 2013, (OaEC) as per January 1, 2014, as well as changes to the Swiss Code of Obligations. You will find explanations of the proposed changes to the Articles of Association, as well as a comparison of the respective provisions of the current and the amended Articles of Association in a separate report of the Board of Directors.

5. Elections of the Board of Directors

5.1. Re-elections

The Board of Directors proposes to re-elect Mr. Thomas Glanzmann, Mrs. Jill Lee, Messrs. Marco Musetti, Luciano Respini and Klaus Sturany for a further one-year term of office. Elections will be held individually.

Mr. Vladimir V. Kuznetsov will not stand for re-election.

5.2 Election of a new member and the Chairman of the Board of Directors

The Board of Directors proposes to elect Mr. Peter Löscher for a one-year term as a new member and Chairman of the Board of Directors.

For information relating to the proposed member and chairman see www.sulzer.com/AGM.

5.3. Election of a new member

The Board of Directors proposes to elect Mr. Matthias Bichsel for a one-year term as a new member of the Board of Directors.

For information relating to the proposed member see www.sulzer.com/AGM.

6. Election of three Members to the Remuneration Committee

The Board of Directors proposes to elect the Members of the Board of Directors Messrs. Thomas Glanzmann, Marco Musetti and Luciano Respini for a one-year term as Members of the Remuneration Committee. Elections will be held individually.

7. Re-election of auditors

The Board of Directors proposes to re-elect KPMG Ltd, Zürich, for a one-year term as Auditors.

8. Election of the independent proxy

The Board of Directors proposes to elect Proxy Voting Services GmbH, Zürich, for a one-year term as the independent proxy. For further information see www.proxyvotingservices.ch.

Miscellaneous

The **annual report**, the compensation report and the auditors' reports for 2013 are available for inspection at the registered office of the Company in Winterthur and are also published under www.sulzer.com/AR13. A copy will be sent to you on request. Please select the relevant option on the reply form; the annual report may also be ordered via Internet. Enclosed is a summary of the annual report.

Shareholders registered in the share register as of March 13, 2014 are entitled to exercise their **voting rights** at the Annual General Meeting. The registration for exercising the voting right has no influence on the ability to trade the shares. Admission tickets already issued will automatically lose their validity should the relevant shares be sold between March 13, 2014 and the date of the Annual General Meeting.

Admission tickets will be sent to shareholders on request. You can register using the enclosed reply form by regular mail to Sulzer Ltd, Share Register, or online. Admission tickets which can no longer be mailed on time will be ready for collection at the Annual General Meeting from the share register information desk.

Representation / Proxy

Shareholders who will not be attending the Annual General Meeting may arrange to be represented by proxy. Such **proxy** may be granted either to:

- the independent proxy, Proxy Voting Services GmbH, Grossmünsterplatz 1, 8001 Zürich.

Voting instructions may be indicated on the reply form.

To the extent you do not mark options for instructions on the reply form (or electronically), you instruct, by signing the reply form (or voting electronically), the independent proxy to cast your votes in favour of the proposals of the Board of Directors.

- another shareholder of Sulzer Ltd who is entitled to vote.
- the legal representative of the shareholder.

The exact **venue** of the Annual General Meeting is shown on the map on the last page of this invitation. Please note that the number of parking places at the Eulachhallen is limited.

We are pleased to offer the participating shareholders an aperitif following the Annual General Meeting.

For questions concerning the Annual General Meeting please contact our share register directly: tel. +41 (0)52 262 20 82 / 42 08, fax +41 (0)52 262 03 93 or e-mail: Corp.Aktienregister@sulzer.com

The minutes of the resolutions of the Annual General Meeting will be available at the registered office of the Company and published online at www.sulzer.com/AGM.

Yours sincerely
On behalf of the Board of Directors of Sulzer Ltd



Vladimir V. Kuznetsov
Vice Chairman

Enclosures:

Reply form with reply envelopes
Explanations to the Reply Form
Summary of the annual report 2013
Report of the Board of Directors on the revision to the Articles of Association

P.S. Simultaneous translation from German into English and vice versa will be available.



Map

From 9 a.m. on extra courses of Winterthur city busses to the Eulachhallen will be departing in front of the main station (Sector G).

Return transport will be provided after the Annual General Meeting.