

Winterthur, March 13, 2017

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, April 6, 2017, 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 2016

1.1 Business review, financial statements of Sulzer Ltd and consolidated financial statements 2016, reports of the Auditors

The Board of Directors proposes that the business review, financial statements of Sulzer Ltd and the consolidated financial statements 2016 be approved.

1.2 Advisory vote on the compensation report 2016

The Board of Directors proposes to approve the compensation report 2016 according to pages 71–92 of the annual report 2016 (non-binding advisory vote).

2. Appropriation of net profits

The Board of Directors proposes to distribute the total balance of CHF 186,984,595, comprising the net profits for the year 2016 of CHF 4,800,000 and retained profits of CHF 82,184,595 and the allocation from free reserves of CHF 100,000,000, as follows:

– Dividend payment	CHF	119,297,182
– Carried forward to new account	CHF	67,687,413

If this proposal is approved, the gross dividend (before deduction of the Swiss withholding tax of 35%) will amount to CHF 3.50 per share. Dividends will be paid out on April 12, 2017. Any shares held by Sulzer Ltd and its subsidiaries on the dividend record date shall not be eligible to dividends.

3. Discharge

The Board of Directors proposes that discharge be granted to its members and the Executive Committee for the business year 2016.

4. Compensation of the members of the Board of Directors and the Executive Committee

4.1 Compensation of the Board of Directors

The Board of Directors proposes to approve a maximum aggregate amount of compensation of the Board of Directors of CHF 2,897,000 for their term of office from the 2017 Annual General Meeting until the completion of the 2018 Annual General Meeting.

Explanation: The enclosed brochure sets out further details in relation to this proposal. In addition, the compensation system of Sulzer is described in the compensation report at www.sulzer.com/AR16.

4.2 Compensation of the Executive Committee

The Board of Directors proposes to approve a maximum aggregate amount of compensation of the Executive Committee of CHF 21,163,000 for the business year 2018.

Explanation: The enclosed brochure sets out further details in relation to this proposal. In addition, the compensation system of Sulzer is described in the compensation report at www.sulzer.com/AR16.

5. Elections of the Board of Directors

5.1 Re-election of the Chairman of the Board of Directors

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

5.2 Re-elections

The Board of Directors proposes to re-elect Messrs. Matthias Bichsel, Thomas Glanzmann, Axel Heitmann, Mrs. Jill Lee, Messrs. Mikhail Lifshitz, Marco Musetti and Gerhard Roiss for a further one-year term of office. Elections will be held individually.

6. Elections of the Remuneration Committee

6.1 Re-election of three members to the Remuneration Committee

The Board of Directors proposes to re-elect the members of the Board of Directors Mr. Thomas Glanzmann, Mrs. Jill Lee and Mr. Marco Musetti, 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. Re-election of the independent proxy

The Board of Directors proposes to re-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**, including the business review, financial statements of Sulzer Ltd and consolidated financial statements 2016, the compensation report and the auditors' reports for 2016 are available for inspection at the registered office of the Company in Winterthur and are also published under www.sulzer.com/AR16. Enclosed is a summary of the annual report.

Shareholders registered in the share register as of March 30, 2017, 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 30, 2017, 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, you instruct, by signing the reply form, 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 30 82 / 32 08 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



Peter Löscher

Chairman

Enclosures:

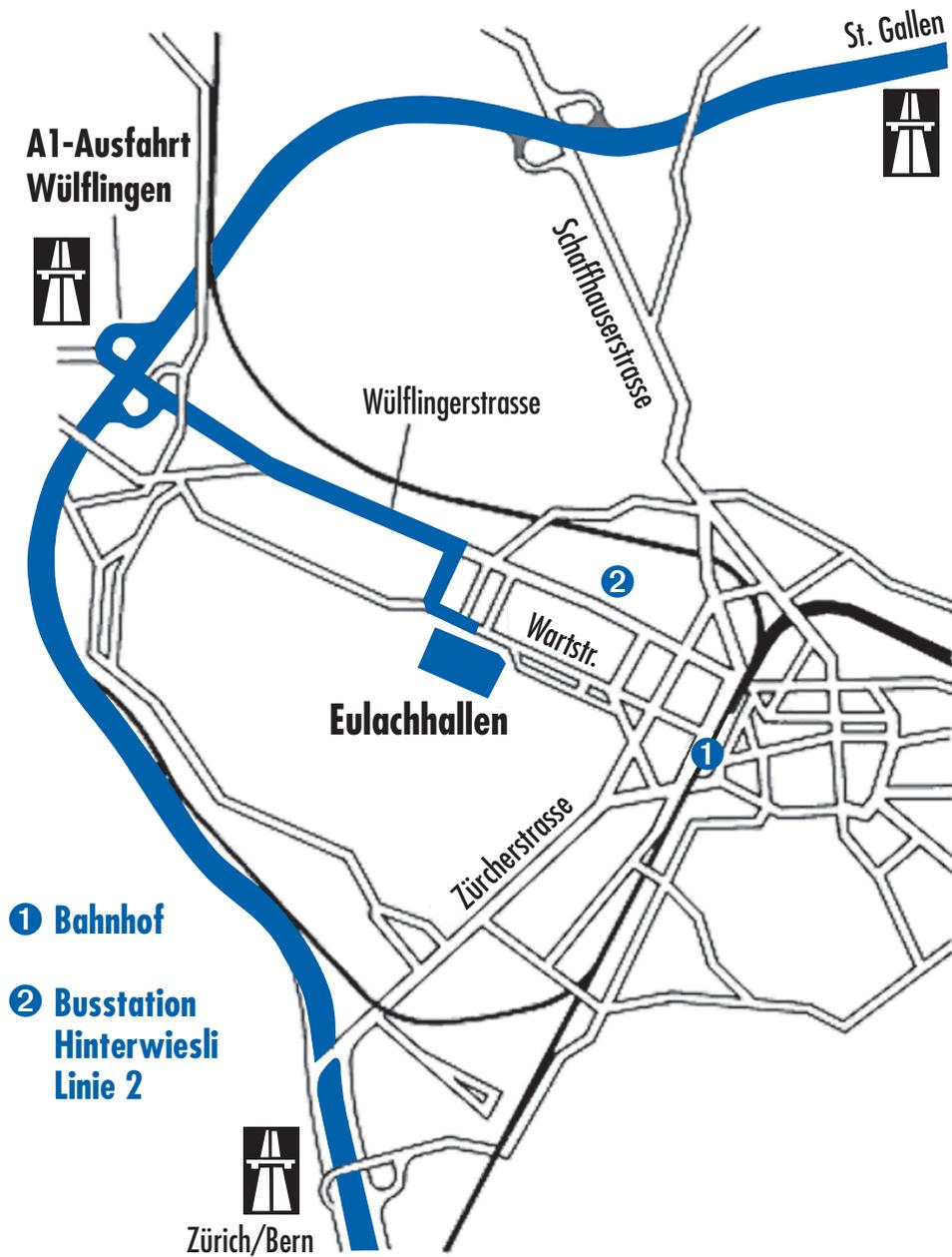
Reply form with reply envelopes

Explanations to the Reply Form

Summary of the annual report 2016

Shareholder information on the compensation votes

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 to the main station will be provided after the Annual General Meeting.