

To the shareholders of ALTER ENERGY GROUP AG Zürich

**Invitation to the Ordinary Shareholders' Meeting
of ALTER ENERGY GROUP AG
(the "Company")**

on 23 September 2016, at 10:00 hours
at the domicile of the Company at c/o Haussmann Treuhand AG,
Seefeldstrasse 45, 8008 Zürich

Agenda:

1. **Appointment of the Chairman and the Secretary as well as determination of the quorum**
2. **Business year 2014**
 - 2.1 **Approval of the statutory financial statements for the business year 2014**

Motion of the Board of Directors:
The Board of Directors proposes that the statutory financial statements for the businessyear 2014 be approved.
 - 2.2 **Use of profit of the business year 2014**

Motion of the Board of Directors:
The Board of Directors proposes that the loss for the business year 2014 in the amount of CHF 235'547 as set out in note 3 of the statutory financial statements for the business year 2014 (Movements on accumulated deficit) is carried forward.
 - 2.3 **Release for the members of the Board of Directors and the Executive Management**

Motion of the Board of Directors:
The Board of Directors proposes that the members of the Board of Directors and the Executive Management are granted discharge for their activities in the business year 2014.
3. **Business year 2015**
 - 3.1 **Approval of the statutory financial statements for the business year 2015**

Motion of the Board of Directors:
The Board of Directors proposes that the statutory financial statements for the business year 2015 be approved.
 - 3.2 **Use of profit of the business year 2015**

Motion of the Board of Directors:
The Board of Directors proposes that the loss for the business year 2015 in the amount of CHF 137'650 as set out in the statutory financial statements for the business year 2015 is carried forward.
 - 3.3 **Release for the members of the Board of Directors and the Executive Management**

Motion of the Board of Directors:
The Board of Directors proposes that the members of the Board of Directors and the Executive Management are granted discharge for their activities in the business year 2015.
4. **Re-election of the members of the Board of Directors**

Motion of the Board of Directors:
The Board of Directors proposes to re-elect Mr. Klaeger and Mr. Holy as Members of the Board of Directors.
5. **Re-election of the auditors**

Motion of the Board of Directors:
The Board of Directors proposes to re-elect Retreag Revisions AG, Löberenstrasse 47, 6300 Zug, as statutory auditors of the Company for a term of another year.
6. **Amendment of the bylaws**

Motion of the Board of Directors:
The Board of Directors proposes a general revision of the bylaws. The main subject of the amendment is:

 - a) *Conversion from bearer shares to registered shares*

The bearer shares shall be converted to registered shares. In this regard articles 3 and 3a of the bylaws will be amended respectively.
 - b) *Creation of uncertificated securities*

Article 4 of the bylaws shall include the clause wherein the Company may issue uncertificated securities in place of negotiable securities.
 - c) *Amendment of communication to the shareholders*

The manner of communication to the shareholders shall be amended, i.e. communications to the shareholders are made by mail, email, facsimile or publication in the Swiss Commercial Gazette. Articles 7 and 22 will be amended respectively.
 - d) *Bilingual bylaws*

The bylaws shall exist in German and English language whereas the German version prevails.

Availability of statutory financial statements for inspection by shareholders
The statutory financial statements for the business years 2014 and 2015 are available for inspection at the Company's domicile at c/o Haussmann Treuhand AG, Seefeldstrasse 45, 8008 Zürich.
Upon request by a shareholder, the Company will circulate a pdf-copy of the statutory financial statements for the business years 2014 and 2015 to interested shareholders.

Participation of Shareholders

Admission Cards
Admission cards and voting material will be delivered only upon application. We request that you register as soon as possible but no later than 16 September 2016 with the following address: ALTER ENERGY GROUP AG, c/o Haussmann Treuhand AG, Postfach, 8034 Zürich.

Right to Vote
Shareholders are requested to either present the share certificates relating to their shares or to present an excerpt from a custody account showing that they hold such shares and that they are blocked until after the date of the Ordinary Shareholders' Meeting. Shareholders who have sold their shares prior to the Ordinary Shareholders' Meeting will no longer have any voting rights with respect to these shares. In case of a partial sale, the delivered admission card must be exchanged on the day of the Ordinary Shareholders' Meeting.

Leaving the Ordinary Shareholders' Meeting Prior to its Conclusion
In order to ensure a proper assessment of the participants, the shareholders who leave the Ordinary Shareholders' Meeting prior to its conclusion, either definitely or temporarily, must hand in the unused voting material together with the admission card at the exit.

Proxy
Shareholders who do not wish to participate at the Ordinary Shareholders' Meeting personally, may choose to be represented by another person.

29 August 2016

Sincerely yours,
Edward Klaeger IV
Chairman of the Board of Directors
CEO

Herbert Holy
Member of the Board of Directors