

ceived prior to the Annual General Meeting, these representatives will vote in accordance with the proposals of the Board of Directors.

Proxies as defined under Art. 689d CO are requested to promptly notify the company of the number, nature and nominal value of the shares represented by them. The last opportunity to execute such a request will

be during the admission control at the day and location of the Annual General Meeting.

Pfaeffikon SZ, 22 May 2008

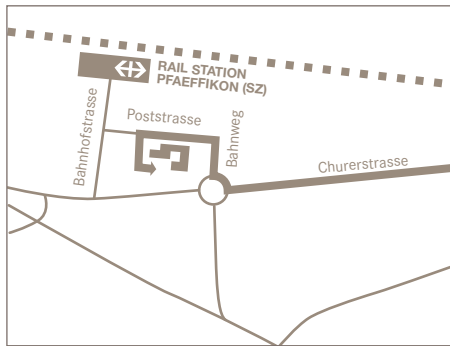


For the Board of Directors
The Chairman: Dr. Beat Bühlmann

Invitation

To the 6th ordinary General Meeting of the Shareholders of shaPE Capital AG, Pfaeffikon SZ

shaPE Capital AG
Poststrasse 4
CH-8808 Pfaeffikon SZ
Telephone +41 (0)55 415 2820
Fax +41 (0)55 415 2821
Internet www.shape-capital.com



**Thursday, 12 June 2008, at 3:00 p.m.,
Poststrasse 4, 8808 Pfaeffikon SZ**

Agenda and Proposals of the Board of Directors:

1. Annual report including business report, financial statements and group financial statements 2007

Proposal of the Board of Directors:
Approval of business report, statutory financial statements and group financial statements 2007.

2. Appropriation of earnings 2007

Proposal of the Board of Directors:
The accumulated deficit of CHF 3'511'194 to be carried forward.

3. Discharge of the Board of Directors

Proposal of the Board of Directors:
Discharge of the Board of Directors for 2007.

4. Amendment to the Articles of Incorporation in order to create authorized share capital

Explanations of the Board of Directors:
The Board of Directors intends to create authorized share capital of up to CHF 31'000'000.— by issuance of a maximum of 310'000 new registered shares with a nominal value of CHF 100.— each. Through this measure shaPE aims to expand its share-

holder base and to expand its investment portfolio.

Proposal of the Board of Directors:
The Board of Directors proposes to create authorized share capital in the nominal amount of CHF 31'000'000.— by way of amendment of the Articles of Incorporation of the company as follows:

*“Art. 4 bis Authorized Share Capital
The Board of Directors is authorized, at any time until 12 June 2010 to increase the share capital according to Article 4, by up to a maximum amount of CHF 31'000'000.— (Swiss Francs thirty one million) through the issuance of a maximum of 310'000 (three hundred and ten thousand) registered shares with a par value of CHF 100.— (Swiss Francs one hundred) each. The par value of any shares issued in accordance with this Article shall be fully paid-up. Share capital increases by way of firm underwriting and in partial amounts are permitted. The Board of Directors shall determine the issue price, the date for entitlement to dividends and the type of contribution.*

The Board of Directors is authorized to exclude the rights of the shareholders to subscribe for shares in priority and to allot it to third parties, provided

that such new shares are to be used for the acquisition of businesses by exchange of shares, the financing of an acquisition of businesses, business parts or participations.

If rights to subscribe for shares in priority on an issue of new shares have been offered by the Board of Directors to shareholders but not exercised by all shareholders, the Board of Directors may either offer these subscription rights to the other shareholders in proportion to their existing shareholdings, sell them at the market at market conditions or reduce the amount of the capital increase accordingly. If the amount of the capital increase is reduced, the original resolution of the Board of Directors regarding the capital increase must have provided for a maximum amount by which the capital may be increased.”

5. Election of Statutory and Group Auditors

Proposal of the Board of Directors:
Re-election of PricewaterhouseCoopers as statutory and group auditors for a one year term.

The 2007 annual report, including the reports of the statutory auditors and the group auditors as well as the proposals of the Board of Directors shall be available for inspection by shareholders at the company's registered office (shaPE Capital AG, Poststrasse 4, CH-8808 Pfaeffikon SZ, telephone +41 (0)55 415 2820,

fax +41 (0)55 415 2821, e-mail: info@shape-capital.com) as from 22 May 2008. Shareholders, who would like to receive a copy of the aforementioned documents and proposals, shall kindly contact the company.

The voting right shall be granted to those shareholders whose shares are registered in the shares register on 5 June 2008. From 5 June until 12 June 2008, no transactions shall be registered in the shares register. Shareholders wishing to attend the Annual General Meeting or who would like to be represented at this occasion are able to obtain their admission and voting cards free of charge from shaPE Capital AG during the period from 22 May until 10 June 2008. They will be required to deposit either their shares or else to submit a confirmation from their bank to shaPE Capital AG, Poststrasse 4, CH-8808 Pfaeffikon SZ, stating that the relevant safekeeping account contains the shares in question.

Shareholders which are unable to attend the Annual General Meeting in person may be represented by a third party, their bank (safekeeping account proxy), the company or by Dr. Richard Mueller, Attorney at law, Artherstrasse 3, CH-6301 Zug, who acts as the independent proxy under the ruling of Art. 689c of the Swiss Code of Obligations (CO). Unless instructions to the contrary are re-