

INVITATION TO THE ANNUAL GENERAL MEETING OF INVESTIS HOLDING SA

Thursday, 27 April 2017
Starts at 10.00 am
Doors open at 9.30 am
Savoy Hotel Baur en Ville,
Festsaal on the first floor,
Poststrasse 12 (near Paradeplatz), 8001 Zurich

AGENDA

1. Annual Review, consolidated financial statements of the Investis Group and financial statements of Investis Holding SA; reports of the statutory auditors

1.1 Approval of the 2016 Annual Review, the consolidated financial statements of the Investis Group and the financial statements of Investis Holding SA; acknowledgement of the statutory auditors' reports

Proposal of the Board of Directors:

Approval of the 2016 Annual Review, the consolidated financial statements of the Investis Group and the financial statements of Investis Holding SA

1.2 Consultative vote on the 2016 Compensation Report

Proposal of the Board of Directors:

Acceptance of the 2016 Compensation Report (consultative vote)

Explanation

In line with the recommendations of the Swiss Code of Best Practice for Corporate Governance, the Board of Directors proposes that the 2016 Compensation Report be approved (consultative vote).

2. Appropriation of available earnings; determination of distribution from reserves from statutory capital contribution reserves

2.1 Appropriation of 2016 available earnings

Proposal of the Board of Directors:

Appropriation of 2016 available earnings as follows:

Retained earnings	CHF	0
Profit for the year	CHF	28.9 million
Retained earnings available for Annual General Meeting	CHF	28.9 million
Balance to be carried forward	CHF	28.9 million

2.2 Determination of the distribution from statutory capital contribution reserves

Proposal of the Board of Directors:

Allocation from statutory capital contribution reserves to voluntary retained earnings, and payout of CHF 2.35 per registered share with a par value of CHF 0.10 totalling CHF 30.08 million.

Payment to be made on 4 May 2017 (value date)

3. Discharge of the members of the Board of Directors and the Executive Board

Proposal of the Board of Directors:

Discharge of the members of the Board of Directors and the Executive Board for their activities in the 2016 financial year.

4. Elections

4.1 Re-election of current Board members to the Board of Directors

Proposal of the Board of Directors:

Re-election of the following Board members, each for a term of one year up to the conclusion of the next Annual General Meeting:

4.1.1 Albert Baehny

4.1.2 Stéphane Bonvin

4.1.3 Riccardo Boscardin

4.1.4 Thomas Vettiger

All elections are to be carried out individually.

The CVs of the members proposed for re-election to the Board of Directors can be found on the Investis website (investisgroup.com/en/profile).

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

Proposal of the Board of Directors:

Re-election of Riccardo Boscardin as Chairman for a term of one year up to the conclusion of the next Annual General Meeting.

4.3 Election of the members of the Compensation Committee

Proposal of the Board of Directors:

Re-election of the following Board members as members of the Compensation Committee, each for a term of one year up to the conclusion of the next Annual General Meeting:

4.3.1 Albert Baehny

4.3.2 Riccardo Boscardin

All elections are to be carried out individually.

4.4 Election of the Independent Proxy

Proposal of the Board of Directors:

Re-election of Anwaltskanzlei Keller, Gehrenholzpark 2g, 8055 Zurich, as Independent Representative for a term of one year up to the conclusion of the next Annual General Meeting.

4.5 Re-election of PwC AG, Berne, as the statutory auditor

Proposal of the Board of Directors:

Re-election of PwC AG, Berne, for a term of one year as the statutory auditor.

5. Compensation

5.1 **Prior approval of a maximum total amount for compensation of the Board of Directors for the term up to the next Annual General Meeting**

Proposal of the Board of Directors:

Prior approval of a maximum total amount of CHF 0.4 million for the remuneration of the members of the Board of Directors for the period up to the next Annual General Meeting.

Explanation

Board member Stéphane Bonvin only receives compensation for his services as Chief Executive Officer (CEO).

5.2 **Prior approval of the maximum total amount for the compensation of the Executive Board for the 2018 financial year**

The Board of Directors proposes approval of a maximum total amount of CHF 4.2 million for the compensation of all members of the Executive Board for the 2018 financial year.

Explanation

The requested total amount includes all components of fixed and variable compensation and the associated social insurance and pension fund contributions of all members of the Executive Board. The amount for the variable compensation has been calculated under the assumption that individual and financial targets are exceeded and thus the maximum amount for payment is achieved. As of April 2017, membership of the Executive Board will increase from three to four persons.

6. Miscellaneous

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ORGANISATIONAL INFORMATION

Annual Report

The 2016 Annual Report (including the 2016 Annual Review, consolidated financial statements of the Investis Group and financial statements of Investis Holding SA, the 2016 reports of the statutory auditor and the 2016 Remuneration Report) is available to shareholders from 22 March 2017 at the main office of the company or can be found directly via the link ar16.investisgroup.com.

Voting rights

All registered shareholders, who are registered on 30 March 2017 in the share register of Investis Holding SA as entitled to vote, will automatically receive by post the invitation to the Annual General Meeting with the proposals of the Board of Directors.

All registered shareholders who are registered in the share register after 30 March 2017 but before 24 April 2017 will receive the invitation to the Annual General Meeting by post after their registration.

Registrations will not be made in the share register from 24 April 2017

Admission cards

Registration by mail

To attend the Annual General Meeting in person, an invitation together with admission cards may be requested with the enclosed form “Registration and proxy authorisation”. The completed and signed form must be sent to the following address:

Investis Holding SA
c/o ShareCommService AG
Europastrasse 29
CH-8152 Glattbrugg

Investis offers its shareholders the option of registering on the IDVS online platform, where they can order their admission cards electronically or grant power of attorney and give instructions to the independent proxy regarding the exercise of voting rights. The access data for registering is given on the enclosed form “Registration and proxy authorisation”.

Electronic registration

To attend the Annual General Meeting in person, admission cards can be ordered on the IDVS online platform.

The admission cards can be collected at the admission desk on the day of the Annual General Meeting upon presentation of the above-mentioned form. Admission cards that have already been issued lose their validity if the corresponding shares are sold prior to the Annual General Meeting.

Proxy and power of attorney

Shareholders who do not wish to attend the Annual General Meeting in person can be represented by a legal representative as follows:

- a) By granting a written power of attorney to a third party who need not be a shareholder: the written power of attorney can be granted directly on the form “Registration and proxy authorisation”. Admission cards already issued can be transferred retroactively to a representative. In this case, the written power of attorney must be issued on the reverse of the admission cards. The completed and signed admission cards must be transferred to the representative before the Annual General Meeting.

- b) Through the independent proxy pursuant to Art. 14 of the Articles of Incorporation: Anwaltskanzlei Keller, Gehrenholzpark 2, 8055 Zurich.
To issue power of attorney and voting instructions to the independent proxy, the completed form “Registration and proxy authorisation” must be signed and submitted to ShareCommService AG or the independent proxy by Monday, 24 April 2017, 4.00 pm at the latest. As an alternative, shareholders can also issue power of attorney and instructions to the independent proxy electronically via the IDVS online platform by Monday, 24 April 2017, 4.00 pm at the latest. Should a shareholder issue instructions to the independent proxy in both electronic and written form, then the last instructions received shall be observed.

Voting

Voting at the Annual General Meeting is conducted through electronic voting devices (televoting).

Language

The Annual General Meeting will be held in German and not interpreted into any other language.

Apéro

Shareholders are cordially invited to join us for refreshments following the meeting.

Investis Holding SA
Dr Riccardo Boscardin
Chairman of the Board of Directors

Zurich, 3 April 2017

This invitation was originally written in German.

In the case of discrepancies, the German text shall prevail over the English translation.

Investis Holding SA

Laurence Bienz

Head Investor Relations

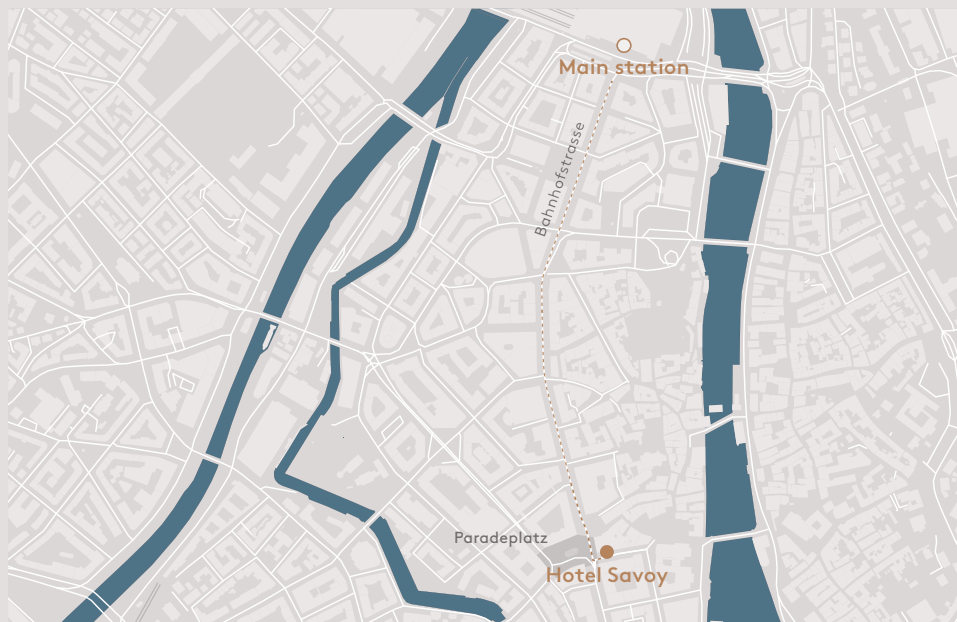
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Since parking is limited around Paradeplatz, we recommend shareholders use public transport.

Tram lines 6, 7, 11 and 13 travel from Zurich main station (stop: Bahnhofstr.) to Paradeplatz in only four minutes. Hotel Savoy is located at Poststrasse 12 on a side street directly by Paradeplatz.

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