

INVITATION TO THE ANNUAL GENERAL MEETING OF INVESTIS HOLDING SA

The AGM 2020 will take place as planned on 28 April 2020 under extraordinary circumstances. In accordance with the requirements as defined in the Ordinance 2 of the Federal Council of Switzerland, regarding measures to prevent coronavirus (COVID-19) (COVID-19-Ordinance 2), **shareholders will not be allowed to attend the event in person**. Shareholders can exercise their voting rights by giving power of attorney to the independent proxy only.

Therefore, shareholders are requested to vote their shares in advance by giving a power of attorney to the independent proxy. The exercise of voting rights may be delegated to the independent proxy via written or electronic authorization. The AGM will be limited to what is legally necessary; neither the Chairman nor senior management will make an address. The event will not be broadcasted. It will only allow the independent proxy on behalf of the shareholders to vote on the proposals of the Board of Directors.

These measures have been adopted to safeguard the health of our shareholders, our employees as well as external service providers.

Tuesday, 28 April 2020
Starts at 4 pm
Investis Holding SA
Neumühlequai 6, 8001 Zürich

AGENDA

1. **Approval of the 2019 business review, financial statements and consolidated financial statements of Investis Holding SA; acknowledgment of the auditors' reports**

Proposal:

The Board of Directors proposes the approval of the 2019 business review, the financial statements and the consolidated financial statements of Investis Holding SA and to acknowledge the auditors' reports.

2. Resolution on the allocation of retained earnings and distribution of an ordinary dividend, plus assignment from statutory capital contribution reserves to free reserves from capital contribution and withholding tax-free distribution from free reserves from capital contribution

2.1 Appropriation of 2019 available earnings

Proposal: The Board of Directors proposes an overall payout to shareholders totaling CHF 2.35 gross (CHF 1.94 net) per registered share ranking for dividends. This breaks down into an ordinary dividend from retained earnings of CHF 1.18 gross per registered share (CHF 0.77 net after deduction of 35% withholding tax), plus a withholding tax-free distribution paid out of reserves from capital contributions of CHF 1.17 per registered share ranking for dividends. Registered shares held directly by the company (treasury shares) are excepted. Based on the inventory of 71,366 treasury shares, a total amount of CHF 29,912,289.90¹⁾ is earmarked for distribution.

Payment of an ordinary dividend from retained earnings

in CHF 1,000

Retained earnings from previous year	24,791
Transfer from reserves for treasury shares	6,018
Profit for the year	621
Retained earnings available for Annual General Meeting	31,430
Distribution to shares ranking for dividends ¹⁾	– 15,020
Balance to be carried forward	16,410

1) The company waives dividends on its treasury shares held at the time of distribution.

Distribution from the statutory capital contribution reserves

in CHF 1,000

Statutory capital contribution reserves before distribution	52,578
Distribution to shares ranking for dividends ²⁾	– 14,892
Statutory capital contribution reserves after distribution	37,686

2) The company waives this distribution on its treasury shares held at the time of distribution.

Explanation:

The capital contribution principle, introduced in January 2011 and augmented by the 2019 TRAF reform, allows withholding tax-free repayment to shareholders of statutory capital contribution reserves provided other reserves are distributed to at least the same amount.

The company has such reserves and so the Board of Directors proposes, as in previous years, to make use of the option of a withholding tax-free distribution.

If the proposal is approved, the total distribution of CHF 1.94 net per registered share ranking for dividends on 5 May 2020 (payment date) will be paid out.

3. Discharge to the members of the responsible bodies for the financial year 2019

Proposal:

The Board of Directors proposes that discharge is to be granted to the bodies of the company for their activities in the 2019 financial year.

4 Elections

4.1 Election of the members of the Board of Directors

Proposal:

The Board of Directors proposes re-election of the following Board members, each for a term of one year ending at the conclusion of the next ordinary 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 (www.investisgroup.com/en/profile).

4.2 Election of the Chairman of the Board of Directors

Proposal:

The Board of Directors proposes re-election of Riccardo Boscardin as Chairman for a term of one year ending at the conclusion of the next ordinary General Meeting.

4.3 Election of the members of the Compensation Committee

Proposal:

The Board of Directors proposes re-election of the following Board members of the Compensation Committee, each for a term of one year up to the conclusion of the next ordinary 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:

The Board of Directors proposes re-election of Law office Keller GP, Alfred-Escher-Strasse 11, 8002 Zurich, as independent proxy for a term of one year ending with the conclusion of the next ordinary General Meeting.

4.5 Election of PricewaterhouseCoopers AG, Berne, as the statutory auditor

Proposal:

The Board of Directors proposes re-election of PricewaterhouseCoopers AG, Berne, as the statutory auditor for a term of one year.

5. Compensation

5.1 Advisory vote on the 2019 Compensation Report

Proposal:

The Board of Directors proposes acceptance of the 2019 Compensation Report (advisory vote).

Explanation:

Explanation: The 2019 Compensation Report provides an overview of the compensation principles and programmes applicable to the Board of Directors and the Executive Board of the Investis Group, as well as details related to the compensation awarded to these two bodies for the 2019 business year. The vote on the 2019 Compensation Report is consultative and is conducted in line with the recommendations of the Swiss Code of Best Practice for Corporate Governance. The Compensation Report 2019 is available under the following link www.investisgroup.com/nc/en/investors/#c1386.

5.2 Approval of the maximum total amount for the compensation of the Board of Directors for the term up to the next ordinary General Meeting

Proposal:

The Board of Directors proposes the approval of a maximum total amount of CHF 0.5 million for the compensation of the members of the Board of Directors for the period up to the next ordinary General Meeting.

Explanation:

The Board Member Stéphane Bonvin is compensated solely for his services as Chief Executive Officer (CEO).

The annex sets out further details in relation to this proposal.

In addition, the compensation system of Investis is described in the Compensation Report: www.investisgroup.com/nc/en/investors/#c1386

5.3 Approval of the maximum total amount for the compensation of the Executive Board for the 2021 financial year

Proposal:

The Board of Directors proposes the approval of a maximum total amount of CHF 3.7 million for the compensation of all members of the Executive Board for the 2021 financial year.

Explanation:

The annex sets out further details in relation to this proposal.

In addition, the compensation system of Investis is described in the Compensation Report: www.investisgroup.com/nc/en/investors/#c1386

6. Miscellaneous

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ANNEX

Annex to agenda item 5: Compensation

5.2 Approval of the maximum aggregate compensation amount for the members of the Board of Directors for the period until the next ordinary General Meeting

Proposal:

The Board of Directors proposes the approval of the maximum aggregate compensation amount of CHF 0.5 million for the period until the next ordinary General Meeting.

Explanation:

This binding vote is conducted in compliance with the provisions of the Ordinance against Excessive Compensation with respect to Listed Companies (OaEC) and pursuant to Art. 20 of the Articles of Association of Investis.

The members of the Board of Directors receive a fixed compensation only, half of which is awarded in shares subject to a blocking period of three years. They are neither eligible to variable or performance-based compensation nor entitled to participate in the pension benefit plans of Investis Holding Ltd. The compensation of the Board of Directors is paid as summarised below:

Annual fixed retainer	in CHF	Delivery
Chairman of the Board of Directors	160,000	50% in cash and 50% in restricted shares (3 years)
Member of the Board of Directors	80,000	50% in cash and 50% in restricted shares (3 years)

The following table illustrates the composition of the proposed maximum aggregate amount of CHF 0.5 million for the compensation of the Board of Directors for the period until the next ordinary General Meeting.

	Approved maximum compensation 2019–2020	Compensation 2019–2020	Proposed maximum compensation 2020–2021
Number of members ¹⁾	4	4	4
Number of members compensated	3	3	3
	in CHF	in CHF	in CHF
Compensation in cash	160,000	160,000	160,000
Compensation in shares	300,000	265,000	300,000
Employer contributions to social security	40,000	27,000	40,000
Total compensation	500,000	452,000	500,000

1) whereas three non-executive members

The proposed maximum aggregate amount is calculated assuming that all proposed individuals are being elected as members of the Board of Directors at the 2020 ordinary Annual General Meeting. The member of the Board of Directors Stéphane Bonvin is compensated for his role as Chief Executive Officer (CEO) only. The proposed maximum aggregate amount includes the cash compensation, the value of the annual retainer paid in restricted shares and the mandatory social security contributions made by the employer (for the restricted shares, calculated on the value at grant). The actual compensation payout is disclosed in the Compensation Report of the respective year, which is submitted to a consultative shareholder vote.

Further information to the compensation of the Board of Directors can be found in the Compensation Report 2019 www.investisgroup.com/nc/en/investors/#c1386.

5.3 Approval of the maximum aggregate compensation amount for the members of the Executive Board for the 2021 business year

Proposal:

The Board of Directors proposes approval of the maximum aggregate compensation amount of CHF 3.7 million for the compensation of all members of the Executive Board for the 2021 business year.

Explanation:

The binding vote is conducted in compliance with the Ordinance against Excessive Compensation with respect to Listed Companies (OaEC) and pursuant to Art 20 of the Articles of Association of Investis.

The compensation policy of Investis is driven by the pay-for-performance philosophy. The overall compensation of the members of the Executive Board consists of a fixed and a variable compensation. The fixed component fluctuates between 60 and 70% of the total compensation. The fixed compensation is entirely paid in cash.

The variable component shall be measured by the following components:

“G” Growth – is directly related to the revenue development

“O” Operating Profit – is directly related to the EBIT performance

“N” Net Profit – is directly related to the consolidated net profit of the Investis Group

Each of the components mentioned above accounts for one third of the targeted variable compensation amount.

Elements of compensation of the Executive Board:

Base salary (fix)	Reflects the function and scope of responsibilities, as well as the personal profile of the incumbent (experience and skill set). Delivered in cash on a monthly basis and representing 60 to 70 % of the overall compensation.
Variable compensation	Rewards performance and the achievement of business, financial and personal objectives over a one-year period. Delivered 50 % in cash and 50 % in form of restricted shares. The allocated shares are subject to a 3-year blocking period.
Social security / pension benefits	Establishes a level of security for the employees and their dependents against risks such as age, death and disability. Tailored to local regulations and market practice.

The following table illustrates the composition of the proposed maximum aggregate amount of CHF 3.7 million for the compensation of the three members (so far four members) of the Executive Board for the 2021 financial year.

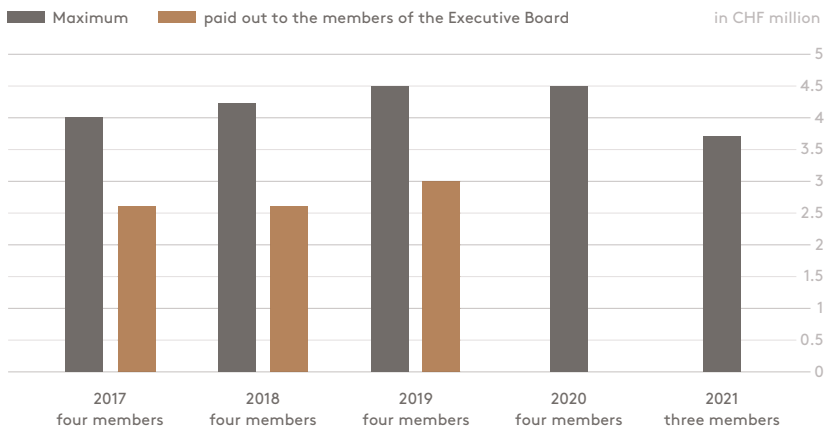
in CHF 1,000	Compensation 2019	Maximum approved amount for the 2020 business year	Maximum amount proposed for the 2021 business year
Basic cash compensation	1,395	1,750	1,240
Variable compensation			
– in cash	394	970	680
– in shares	654	1,090	1,060
Other Benefits	541	690	720
Total	2,984	4,500	3,700

Maximum possible payout under the variable compensation programme if all performance objectives are overachieved.

Other benefits: Employer contributions to pension plans and estimated employer contributions to social security calculated on the basis of the maximum potential variable payout in cash and in shares.

Therefore, the maximum aggregate compensation amount submitted to shareholders' vote is potentially much higher than the amount of compensation that will be effectively paid out to the members of the Executive Board based on the performance achieved.

The following table illustrates the remuneration paid out to the members of the Executive Board versus the maximum potential remuneration since the IPO:



ORGANISATIONAL INFORMATION

Annual Report

The 2019 Annual Report (including the 2019 business review, financial statements and the consolidated financial statements of the Investis Holding SA, the auditor's reports and the 2019 compensation report) is available for shareholders to inspect from 25 March 2020 at the head office of the Company, or can be found directly via the link reports.investisgroup.com/19/ar.

Voting rights

All registered shareholders, who are registered on 30 March 2020 in the share register of Investis Holding SA as entitled to vote, will automatically be posted the invitation to the ordinary Annual General Meeting with the proposals of the Board of Directors.

All registered shareholders who are registered in the share register after 30 March 2020 but before 23 April 2020 will receive the invitation to the ordinary Annual General Meeting by mail after their registration.

Registrations will not be made into the share register from 23 April 2020.

Grant a power of attorney

Written and electronic voting

This year, the Annual General Meeting will take place in accordance with the requirements as defined in the Ordinance 2 of the Federal Council of Switzerland, regarding measures to prevent coronavirus (COVID-19) (COVID-19-Ordinance 2) without the participation of shareholders. Shareholders are requested to vote their shares in advance by giving a power of attorney to the independent proxy (Law office Keller Partnership, Alfred-Escher-Strasse 11, 8002 Zurich).

These measures have been adopted to safeguard the health of our shareholders, our employees as well as external service providers.

To issue power of attorney or instructions on exercising voting to the independent proxy according article 14 of the articles of incorporation, the completed form “Proxy authorisation” must be signed and submitted to ShareCommService AG, Europastrasse 29, 8152 Glattbrugg, or the independent proxy by Friday, 24 April 2020, at the latest (date of receipt). As an alternative, shareholders can also issue power of attorney and instructions to the independent proxy electronically via the IDVS online platform by Friday, 24 April 2020, 6 pm at the latest.

Investis offers its shareholders the option of registering on the IDVS online platform. Shareholders can use IDVS to grant power of attorney and instructions to the independent proxy regarding the exercise of voting rights. The enclosed “Proxy authorisation” form includes access details for registering.

If a shareholder issues instruction to the independent proxy in both electronic and written form, then the last instructions received shall be followed.

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

Zurich, 3 April 2020

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