

## INVITATION TO THE ANNUAL GENERAL MEETING OF INVESTIS HOLDING SA

DATE

Wednesday 3 Mai 2023,  
3 p.m. (doors open at 2.30 p.m)

PLACE

SIX Convention Center  
Pfungstweidstrasse 110  
8005 Zurich



## AGENDA ITEM 1

### APPROVAL OF THE 2022 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 2022 business review, the financial statements and the consolidated financial statements of Investis Holding SA and to acknowledge the auditors' reports.

## AGENDA ITEM 2

## RESOLUTION ON THE ALLOCATION OF RETAINED EARNINGS AND DISTRIBUTION OF AN ORDINARY DIVIDEND, PLUS ASSIGNMENT FROM CAPITAL CONTRIBUTION RESERVES TO VOLUNTARY RETAINED EARNINGS AND WITHHOLDING TAX-FREE DISTRIBUTION FROM VOLUNTARY RETAINED EARNINGS

### Appropriation of 2022 available earnings

## PROPOSAL

The Board of Directors proposes an overall payout to shareholders totaling CHF 2.50 gross (CHF 1.78 net) per dividend bearing registered share. This breaks down into an ordinary dividend from earnings of CHF 2.05 gross per registered share (CHF 1.33 net after deduction of 35% withholding tax), plus a withholding tax-free distribution paid out of capital contribution reserves of CHF 0.45 per dividend-bearing registered share. Registered shares held by the company (treasury shares) are excepted. Based on the inventory of 52,283 treasury shares, a total amount of CHF 31,869,292.50<sup>\*)</sup> is earmarked for distribution.

#### Payment of an ordinary dividend from retained earnings

CHF 1,000	
Retained earnings from previous year	12,212
Profit for the year	51,532
<b>Retained earnings available for the Annual General Meeting</b>	<b>63,744</b>
Distribution to shares ranking for dividends <sup>*)</sup>	-26,133
<b>Balance to be carried forward</b>	<b>37,611</b>

#### Distribution from the statutory capital contribution reserves

CHF 1,000	
Legal reserve from capital contributions at 31.12.2022	5,801
Distribution to shares ranking for dividends <sup>*)</sup>	-5,736
<b>Legal reserves from capital contributions after distribution</b>	<b>65</b>

<sup>\*)</sup> 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 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 1.78 net per registered share ranking for dividends will be paid out on 9 May 2023 (payment date).

## AGENDA ITEM 3

### DISCHARGE TO THE MEMBERS OF THE RESPONSIBLE BODIES FOR THE FINANCIAL YEAR 2022

## PROPOSAL

The Board of Directors proposes that discharge is to be granted to the bodies of the company for their activities in the 2022 financial year.

**AGENDA ITEM 4****ELECTIONS****4.1 Election of the members of the Board of Directors****PROPOSAL**

The Board of Directors proposes the re-election of all current members of the Board of Directors and the election of one new member each for a term of office of one year ending after the conclusion of the next Annual General Meeting:

**4.1.1 Albert Baehny**

**4.1.2 Stéphane Bonvin**

**4.1.3 Christian Gellerstad**

**4.1.4 Thomas Vettiger**

**4.1.5 Corine Blesi**

All elections are to be carried out individually.

The curriculum vitae of the members proposed for re-election to the Board of Directors can be found on the Investis website [www.investisgroup.com/en/portrait/board-of-directors](http://www.investisgroup.com/en/portrait/board-of-directors).

The curriculum vitae of the newly proposed member can be found under [www.investisgroup.com/en/investors/general-meeting](http://www.investisgroup.com/en/investors/general-meeting).

**4.2 Election of the Chairman of the Board of Directors****PROPOSAL**

The Board of Directors proposes the re-election of Thomas Vettiger 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 the re-election of Albert Baehny and the election of Corine Blesi as members of the Compensation Committee, each for a term of one year ending after the conclusion of the next Annual General Meeting:

#### 4.3.1 Albert Baehny

#### 4.3.2 Corine Blesi

The elections are to be carried out individually.

The Board of Directors intends to redesignate Albert Baehny as Chairman of the Compensation Committee, subject to his re-election as a member of the Compensation Committee.

## 4.4 Election of the Independent Proxy

### PROPOSAL

The Board of Directors proposes re-election of Law office Keller Ltd., Zurich, as independent proxy for a term of one year ending with the completion of the next ordinary General Meeting.

## 4.5 Election of the Auditors

### PROPOSAL

The Board of Directors proposes re-election of KPMG Ltd., Zurich, as the statutory Auditors for a term of one year.

**AGENDA ITEM 5****COMPENSATION****5.1 Advisory vote on the 2022 Compensation Report****PROPOSAL**

The Board of Directors proposes acceptance of the 2022 Compensation Report (advisory vote).

**EXPLANATION**

The 2022 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 2022 financial year. The vote on the 2022 Compensation Report is consultative and is conducted in line with the recommendations of the Swiss Code of Best Practice for Corporate Governance.

The 2022 Compensation Report is available under the following link:  
[www.investisgroup.com/en/investors/corporate-governance](http://www.investisgroup.com/en/investors/corporate-governance)

**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 0.7 million for the compensation of the members of the Board of Directors for the period up to the next ordinary General Meeting.

**EXPLANATION**

The increase of the number of members of the Board of Directors by one member justifies the increase of the proposed maximum total amount of the remuneration of the Board of Directors from CHF 0.5 million to CHF 0.7 million.

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/en/investors/corporate-governance](http://www.investisgroup.com/en/investors/corporate-governance)

## 5.3 Approval of the maximum total amount for the compensation of the Executive Board for the 2024 financial year

### PROPOSAL

The Board of Directors proposes the approval of a maximum total amount of CHF 4.7 million for the compensation of all members of the Executive Board for the 2024 financial year.

### EXPLANATION

The increase of the number of members of the Executive Board by one member justifies the increase of the proposed maximum total amount of the remuneration of the Executive Board from CHF 3.7 million to CHF 4.7 million.

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/en/investors/corporate-governance](http://www.investisgroup.com/en/investors/corporate-governance)

### AGENDA ITEM 6

## AMENDMENT TO THE ARTICLES OF INCORPORATION

### PROPOSAL

The Board of Directors proposes that the Articles of Incorporation of Investis Holding SA be amended to meet the requirements of the reform of Swiss corporate law that came into force on 1 January, 2023, and to take into account current best corporate governance practice. For the explanations of the motions and the text of the proposed revised Articles of Incorporation please see the attached brochure.

### AGENDA ITEM 7

## 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 0.7 million for the period until the next ordinary General Meeting.

## EXPLANATION

This binding vote is conducted in compliance with the new Swiss Company Law that entered into force on 1 January 2023 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 SA. The compensation of the Board of Directors is paid as summarised below:

	Annual fixed retainer	Delivery
	CHF	
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 0.7 million for the compensation of the Board of Directors for the period until the next ordinary General Meeting.

	Approved maximum compensation 2022–2023	Compensation 2022–2023	Proposed maximum compensation 2023–2024
Number of members <sup>1)</sup>	4	4	5
Number of members compensated	3	3	4
	CHF	CHF	CHF
Compensation in cash	160,000	160,000	200,000
Compensation in shares	300,000	216,000	400,000
Employer contributions to social security	40,000	25,000	100,000
<b>Total compensation</b>	<b>500,000</b>	<b>401,000</b>	<b>700,000</b>

1) whereas three and four non-executive members respectively

The proposed maximum aggregate amount is calculated assuming that all proposed individuals are being elected as members of the Board of Directors at the 2023 ordinary 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 2022 [www.investisgroup.com/en/investors/corporate-governance](http://www.investisgroup.com/en/investors/corporate-governance).

## 5.3 Approval of the maximum aggregate compensation amount for the members of the Executive Board for the 2024 financial year

### PROPOSAL

The Board of Directors proposes approval of the maximum aggregate compensation amount of CHF 4.7 million for the compensation of all members of the Executive Board for the 2024 financial year.

### EXPLANATION

The binding vote is conducted in compliance with the new Swiss Company Law that entered into force on 1 January 2023 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
- „S“ Sustainability – is directly related to the annual specific ESG targets

Each of the components mentioned above accounts for a quarter 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).
Variable compensation	Rewards performance and the achievement of business, financial and personal objectives over a one-year period. At least 50% delivered in restricted shares. The allocated shares are subject to a three-year blocking period. The remaining portion of the variable compensation is paid out in cash.
Pension benefits / Social security	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 4.7 million for the compensation of the four members of the Executive Board for the 2024 financial year.

CHF 1,000	Compensation 2022	Maximum approved amount for the 2023 financial year <sup>1)</sup>	Maximum amount proposed for the 2024 financial year
Annual basic cash compensation	1,205	1,862	1,800
Variable compensation	881	1,995	1,900
Pension and social benefits	565	1,064	1,000
<b>Total</b>	<b>1,446</b>	<b>4,921</b>	<b>4,700</b>

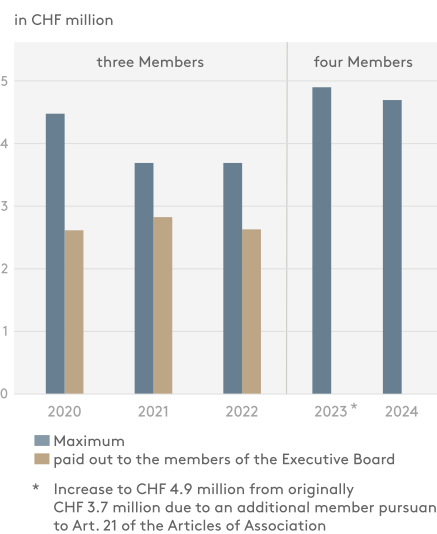
- 1) Increase to CHF 4.9 million from originally CHF 3.7 million due to an additional member pursuant to Art. 21 of the Articles of Association

Variable compensation: Possible payout under the compensation programme if the performance objectives are overachieved.

Other benefits: Employer contributions to pension plans and estimated employer contributions to social security calculated on the basis of the 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 approved remuneration:



## ORGANISATIONAL INFORMATION

### Location / Time / Door opening

This year's Annual General Meeting will take place:

SIX Headquarters  
Pfingstweidstrasse 110  
8005 Zurich

Wednesday, 3 May 2023, 3 p.m. - Door opening 2.30 p.m.

### Documentation

The 2022 Annual Report (including the business review, financial statements and the consolidated financial statements of the Investis Holding SA, the auditor's reports and the compensation report) is available for shareholders to inspect from 23 March 2023 at the head office of the Company, or can be found directly via the link [reports.investisgroup.com/22/ar](https://reports.investisgroup.com/22/ar).

### Voting rights

All registered shareholders, who are registered on 6 April 2023 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 6 April 2023 but before 29 April 2023 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 29 April 2023.

### Admission cards

In order to attend the Annual General Meeting in person, admission cards may be requested using the form "Registration and granting of proxy" enclosed with the invitation. The duly 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 possibility to register on the online platform IDVS. Via the online platform IDVS, they can then electronically order their admission card or issue powers of attorney and voting instructions to the independent proxy. The access data for the

registration are listed on the enclosed form "Registration and granting of power of attorney". If you wish to attend the General Meeting in person, admission cards can also be ordered via the online platform IDVS.

Admission cards may also be obtained at the admission desk on the day of the General Meeting upon presentation of the form "Registration and granting of power of attorney". Admission cards already issued lose their validity if the shares concerned are sold before the General Meeting.

## Proxy voting and power of attorney

Shareholders who do not attend the General Meeting in person may be represented by a legal representative or as follows:

a) By means of a written power of attorney by a third person who need not be a shareholder: The written power of attorney can be granted directly on the form "Registration and granting of power of attorney". Admission cards that have already been delivered may also be subsequently handed over to a representative. In this case, the written power of attorney must be issued on the back of the admission card. The fully completed and signed admission card must be handed over to the representative before the General Meeting.

b) By the independent proxy pursuant to Art. 14 of the Articles of Association, Law Office Keller Ltd., Splügenstrasse 8, CH-8002 Zurich. The reply form enclosed with the invitation letter is sufficient for providing the proxy (it is not necessary to order an admission card).

To grant power of attorney and issue instructions to the independent proxy, the completed form "Registration and Granting of Power of Attorney" must be signed and submitted to ShareCommService AG or the independent proxy no later than Tuesday, 2 May 2023, 12:00 p.m. (date/time of receipt) at the latest.

Alternatively, shareholders may issue their proxies and voting instructions to the independent proxy electronically through the IDVS online platform. The access data for the registration are listed on the enclosed form "Granting of Proxy". Via this online platform, shareholders may issue proxies and voting instructions to the independent proxy electronically until 4 p.m. on Friday, 28 April 2023 at the latest.

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

## Voting

Voting at the General Meeting will take place by means of electronic voting devices (televoting).

## Language

The General Meeting will be held in German and will not be translated.

## Apéritif

Following the General Meeting, shareholders are invited to an aperitif.

Investis Holding SA

Thomas Vettiger  
Chairman of the Board of Directors

Zurich, 12 April 2023

This invitation in German represents the original text.

# INVESTIS

REAL ESTATE GROUP