

# INVITATION TO THE ANNUAL GENERAL MEETING OF INVESTIS HOLDING SA

DATE

Thursday 18 April 2024,  
3 p.m. (doors open at 2.30 p.m)

PLACE

SIX Convention Point  
Pfungstweidstrasse 110  
8005 Zurich



## AGENDA ITEM 1

### APPROVAL OF THE 2023 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 2023 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 AVAILABLE EARNINGS AND DISTRIBUTION OF AN ORDINARY DIVIDEND

### Appropriation of 2023 available earnings

## PROPOSAL

The Board of Directors proposes an overall payout to shareholders totaling CHF 2.50 gross (CHF 1.625 net) per dividend bearing registered share. Registered shares held by the company (treasury shares) are exempt. Taking into account the inventory of 31,969 treasury shares, a total amount of CHF 31,920,077.50<sup>\*)</sup> is earmarked for distribution.

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

CHF 1,000	
Profit carried forward from prior year	37,611
Profit for the year	53,993
<b>Available earnings for the Annual General Meeting</b>	<b>91,604</b>
Distribution to shares ranking for dividends <sup>*)</sup>	-31,920
<b>Balance to be carried forward</b>	<b>59,684</b>

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

If the proposal is approved, the total distribution of CHF 1.625 net per registered share ranking for dividends will be paid out on 23 April 2024 (value date).

## AGENDA ITEM 3

### APPROVAL OF THE 2023 NON-FINANCIAL REPORT

#### PROPOSAL

The Board of Directors proposes the approval of the 2023 non-financial report.

The 2023 non-financial report is available at  
[www.investisgroup.com/en/investors/non-financial-reporting](http://www.investisgroup.com/en/investors/non-financial-reporting)

## AGENDA ITEM 4

### DISCHARGE TO THE MEMBERS OF THE RESPONSIBLE BODIES FOR THE FINANCIAL YEAR 2023

#### PROPOSAL

The Board of Directors proposes that discharge is to be granted to the bodies of the company for their activities in the 2023 financial year.

**AGENDA ITEM 5****ELECTIONS****5.1 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 each for a term of office of one year ending after the conclusion of the next Annual General Meeting:

**5.1.1 Albert Baehny**

**5.1.2 Corine Blesi**

**5.1.3 Stéphane Bonvin**

**5.1.4 Christian Gellerstad**

**5.1.5 Thomas Vettiger**

All elections are to be carried out individually in alphabetical order.

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).

**5.2 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.

## 5.3 Election of the members of the Compensation Committee

### PROPOSAL

The Board of Directors proposes the re-election of Albert Baehny and 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:

#### 5.3.1 Albert Baehny

#### 5.3.2 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.

## 5.4 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.

## 5.5 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 6****COMPENSATION****6.1 Advisory vote on the 2023 Compensation Report****PROPOSAL**

The Board of Directors proposes acceptance of the 2023 Compensation Report (advisory vote).

**EXPLANATION**

The 2023 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 2023 financial year. The vote on the 2023 Compensation Report is consultative and is conducted in line with the recommendations of the Swiss Code of Best Practice for Corporate Governance.

The 2023 Compensation Report is available under the following link:  
[www.investisgroup.com/en/investors/corporate-governance](http://www.investisgroup.com/en/investors/corporate-governance)

**6.2 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 an unchanged 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 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)

## 6.3 Approval of the maximum total amount for the compensation of the Executive Board for the 2025 financial year

### PROPOSAL

The Board of Directors proposes the approval of an unchanged maximum total amount of CHF 4.7 million for the compensation of all members of the Executive Board for the 2025 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/en/investors/corporate-governance](http://www.investisgroup.com/en/investors/corporate-governance)



## ANNEX

## ANNEX TO AGENDA ITEM 6: COMPENSATION

## 6.2 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 2023–2024	Compensation 2023–2024	Proposed maximum compensation 2024–2025
Number of members <sup>1)</sup>	5	5	5
Number of members compensated <sup>1)</sup>	4	4	4
<b>CHF 1,000</b>			
Compensation in cash	200	200	200
Compensation in shares	400	285	400
Employer contributions to social security	100	33	100
<b>Total compensation</b>	<b>700</b>	<b>518</b>	<b>700</b>

1) whereas 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 2024 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 2023 [www.investisgroup.com/en/investors/corporate-governance](http://www.investisgroup.com/en/investors/corporate-governance).

## 6.3 Approval of the maximum aggregate compensation amount for the members of the Executive Board for the 2025 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 2025 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	linked to revenue growth
"O" Operating Profit	linked to the operating performance (EBIT)
"N" Net Profit	linked to the Investis Group's net profit
"S" Sustainability	linked to the achievement of the Group's annual or multi-year ESG targets of the Group

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 2025 financial year.

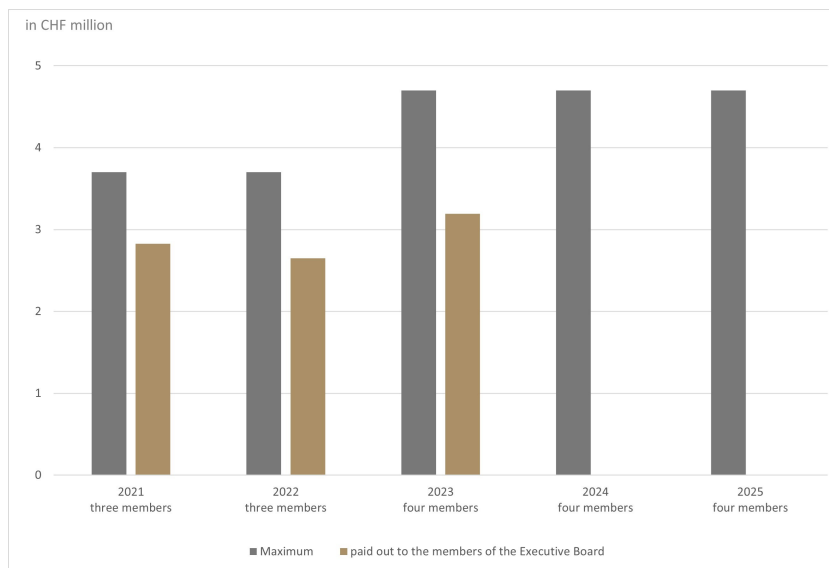
CHF 1,000	Compensation 2023	Maximum approved amount for the 2024 financial year	Maximum amount proposed for the 2025 financial year
Annual basic cash compensation	1,435	1,800	1,800
Variable compensation	1,147	1,900	1,900
Pension and social benefits	590	1,000	1,000
<b>Total</b>	<b>3,172</b>	<b>4,700</b>	<b>4,700</b>

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 – Convention Point  
Pfingstweidstrasse 110  
8005 Zurich

Thursday, 18 April 2024, 3 p.m. – Door opening 2.30 p.m.

### Documentation

The 2023 Annual Report (including the business review, financial statements and the consolidated financial statements of the Investis Holding SA, the auditor's reports, the compensation report and the non-financial report) is available for shareholders to inspect from 27 March 2024 at the head office of the Company, or can be found directly via the link [reports.investisgroup.com/23/ar](https://reports.investisgroup.com/23/ar).

### Voting rights

All registered shareholders, who are registered on 27 March 2024 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 27 March 2024 but before 12 April 2024 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 12 April 2024.

### 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 sharecomm ag  
Militärstrasse 3  
CH-6467 Schattdorf

Investis offers its shareholders the possibility to order their admission card electronically or to issue a power of attorney and voting instructions to the independent proxy. Please refer to the enclosed form "Registration and granting of power of attorney" for the login details. If you wish to attend the Annual General Meeting in person, you can also order your admission card via the online platform. Admission cards may also be obtained on the day of the Annual General Meeting at the entrance upon presentation of the "Registration and granting of power of attorney" form. If the shares in question are sold prior to the Annual General Meeting, admission cards already issued will lose their validity.

## Waiver of postal delivery of AGM documents

Investis offers the possibility of waiving the delivery of documents in writing via the online platform. Instead, you will receive an e-mail with a link to the online platform for the next Annual General Meeting, where you can access the invitation, order the admission card or issue instructions to the independent proxy after logging in. Please follow the instructions to register your e-mail address and mobile phone number by clicking on the link "Activate electronic delivery" on the online platform.

## Proxy voting and power of attorney

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

- 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.
- By the independent representative 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 is sufficient to grant a proxy (it is not necessary to order an admission card).

In order to grant a power of attorney and instructions to the independent proxy, the completed and signed form "Registration and Granting of Power of Attorney" must be submitted to sharecomm ag or the independent proxy by Wednesday, 17 April 2024, 12:00 noon (time of receipt) at the latest. Shareholders may use this online platform to issue proxies and instructions to the independent proxy by 4 p.m. on Tuesday, 16 April 2024, at the latest. If a shareholder issues instructions to the independent proxy holder both electronically and in writing, the instructions received last will be taken into account.

## Voting

Voting at the Annual General Meeting of Shareholders will take place by means of an electronic voting system (televoting).

## Language

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

## Apéritif

Shareholders are invited to an aperitif after the meeting.

Investis Holding SA

Thomas Vettiger  
Chairman of the Board of Directors

Zurich, 28 March 2024

This invitation in German represents the original text.

# INVESTIS

REAL ESTATE GROUP