

COMPENSATION REPORT

1. INTRODUCTION

This compensation report is intended to provide an overview of the compensation structure, the compensation procedure and the compensation committee of Investis Holding SA as well as the compensation amounts paid to the members of the Board of Directors and Executive Board for fiscal year 2018. The compensation report follows the requirements of the Swiss Ordinance against Excessive Compensation at Listed Joint-Stock Companies (OaEC) and also contains certain information which has to be disclosed pursuant to Article 663c para 3 of the Swiss Code of Obligations and sections 5.1 and 5.2 of the annex to the Directive on Information Relating to Corporate Governance of the SIX Exchange Regulation. In addition, Investis Holding SA has taken into account the Swiss Code of Best Practice for Corporate Governance issued by *economiesuisse*. The compensation report regarding fiscal year 2018 has been reviewed and audited by the Company's auditors and will be submitted to the 2019 Annual General Meeting for an advisory vote. Please find the Auditors' Report at the end of this chapter.

2. COMPENSATION COMMITTEE

According to Article 25 of the Articles of Association and the Organisational Regulations of Investis Holding SA, the Compensation Committee consists of at least two non-executive members of the Board of Directors. The members of the Compensation Committee are elected annually and individually by the Annual General Meeting for a term of office of one year ending at the closure of the next Annual General Meeting following their election. At the end of their term of office, members of the Compensation Committee can be re-elected. The Chairman of the Compensation Committee is appointed by the Board of Directors. Currently, the Compensation Committee consists of Albert Baehny (Chairman) and Riccardo Boscardin. In the opinion of the Board of Directors, both Compensation Committee members possess the required experience for this function and are familiar with the regulatory requirements as well as with compensation practices and developments. Riccardo Boscardin, Chairman of the Board of Directors, is currently one of the members of the Compensation Committee.

The Articles of Association, containing the precise wording of the provision mentioned above and below, and the Organisational Regulations can be found on the Investis website.
<https://www.investisgroup.com/nc/en/investors/#c1386>

The duties and responsibilities of the Compensation Committee are set out in Article 26 of the Articles of Association and further described in detail in the Organisational Regulations of Investis Holding SA as issued by the Board of Directors. In accordance with the Organisational Regulations, the Board of Directors of Investis Holding SA has adopted separate Compensation Committee regulations which govern in detail the organisation, functions, operation and modalities of the resolutions passed by the Compensation Committee. Meetings of the Compensation Committee are convened by its chairman and are held as often as required for the fulfilment of its duties but at least three times a year.

The main duty of the Compensation Committee is to develop the compensation principles, compensation policies and performance criteria with respect to compensation for the Board of Directors and the Executive Board of Investis Holding SA and to monitor their implementation in order to ensure a fair, reasonable and competitive remuneration that is consistent with the strategic objectives of Investis Group. The Compensation Committee further prepares decisions of the Board of Directors that relate to the compensation of the Board of Directors and the Executive Board and submits motions to the Board of Directors. In addition, the Compensation Committee assists the Board of Directors with respect to the preparation of the Compensation Report.

3. COMPENSATION PROCEDURE

The Compensation Committee annually reviews the compensation structure as well as the amounts of compensation paid to the members of the Board of Directors and the members of the Executive Board, and submits motions and recommendations for compensation-related decisions and changes to the compensation structure and policies to the entire Board of Directors. The Board of Directors takes its compensation-related decisions in response to the motions and recommendations presented by the Compensation Committee. This annual review process includes an assessment of basic salaries and fringe benefits as well as performance-based short-term remuneration and stock purchase plans.

If necessary, the Compensation Committee may use the services of independent external consultants. External consultants are usually used to ensure remuneration is benchmarked and to contribute to the design of compensation plans.

Members of the Executive Board are not involved in determining their own remuneration. The Chief Executive Officer (CEO), however, is consulted about the remuneration proposed for the other members of the Executive Board.

Recommendations by the Compensation Committee about the remuneration of members of the Board of Directors must comply with internal corporate guidelines. Remuneration of members of the Board of Directors has to be approved by all members of the Board of Directors, though when a vote is taken on compensation for a specific member of the Board of Directors, the respective member must comply with the applicable walkout rules.

3.1 Performance review process

The actual remuneration effectively paid out in a given year depends on the individual's as well as on the Company's performance. Individual performance is assessed through the formal annual review process. Company and individual performance objectives are approved at the beginning of the business year and achievements against those objectives are assessed after year-end. The performance appraisal is the basis for the determination of the actual remuneration.

Objective setting (December)	Mid-year review (July)	Full-year review (January)	Determination of compensation (March)
Determination of objectives - Group - individual	Discussion of performance to date against defined objectives and corrective measures	Performance assessment	Determination of actual compensation

4. COMPENSATION-RELATED RULES IN THE ARTICLES OF ASSOCIATION

4.1 Principles of compensation

Investis Group is committed to attracting, motivating and retaining the best professionals and managers to ensure the sustained success of the Company.

Pursuant to Article 19 of the Articles of Association, the members of the Board of Directors and the members of the Executive Board are entitled to a remuneration commensurate with their activities. The remuneration may be paid by the Company or by another Group company provided it is covered by the total compensation amount approved by the General Meeting for the Board of Directors and Executive Board, respectively. Reimbursement of expenses does not qualify as remuneration. The Company may reimburse members of the Board of Directors and the members of the Executive Board in the form of lump-sum expenses as recognised for tax purposes.

The Articles of Association, containing the precise wording of the provision mentioned above, can be found on the Investis website.

<https://www.investisgroup.com/nc/en/investors/#c1386>

4.2 Remuneration of the Board of Directors

The members of the Board of Directors receive fixed remuneration, half of which is awarded in shares. No other remuneration or committee fees are paid except for the relevant employer social security contributions.

The preferential allocation price of the shares concerned is redefined each year and is equal to the base price minus a discount. The base price consists of the average of the official closing prices of Investis shares at the Swiss Stock Exchange (SIX) during the calendar year prior to the share award. The Board of Directors determines the amount of discount each year at its discretion, taking into consideration the performance and results of the Investis Group during the financial year prior to the share award.

The shares are allocated on the day the Board of Directors approves the consolidated financial statements of the Investis Group. These shares are subject to a blocking period of three years. During the blocking period the shares may not be disposed of, sold, donated or transferred in any other way (other than by a transfer by operation or application of the laws of succession). Subject to applicable securities laws restricting resale of the shares at the end of the blocking period, the Member of the Board of Directors may freely dispose of the shares. During the blocking period, shares will be held for the participant in his account. The participant will have the right to vote his shares and to receive all dividends and other distributions in respect of them. In the event of a stock split, stock dividend or distribution of property other than cash affecting the shares, the shares and/or property received, will, unless the Board of Directors determines otherwise, be held in the participant's account and be subject to the transfer restrictions set out in this rule applicable to the related shares.

In the event of death or total disability of the participant, the blocking period of his shares will terminate immediately, and all of his shares will be delivered to him or his personal representative, as appropriate, as soon as practicable. The participant will be liable for any additional tax liability arising from the acceleration of the blocking period.

Unless otherwise determined by the Board of Directors, upon termination of the participant's assignment the blocking period of the shares will continue in accordance with its terms. If the Board of Directors determines otherwise, the participant will be liable for any additional tax liability arising from the acceleration of the blocking period.

If a change of control occurs, any blocking period shall be terminated, i.e. the participant has the right to sell the shares that are still subject to a blocking period.

The discount may be fully taxable according to the applicable laws. The participant is responsible for reporting the receipt of any income from these shares however made, to the appropriate tax authority.

The Board of Directors may at any time amend or terminate the plan in any respect except that no amendment or termination may adversely affect the existing rights of the participant. The participant will be given written notice of any amendment that affects him as soon as practicable.

Investis Group uses treasury shares bought at market price on the open market to grant shares. This does not dilute the value of the shares of existing shareholders.

4.3 Remuneration of the Executive Board

The remuneration of members of the Executive Board consists of a fixed and a variable component.

4.3.1 Executive Board fixed compensation

The fixed components are proposed by the Compensation Committee and approved by the Board of Directors. When considering changes to fixed salary components, benchmarking data as well as the individual's performance during the previous year are taken into account. The fixed component fluctuates between 60 and 70% of the total compensation. The fixed compensation is entirely paid in cash.

4.3.2 Executive Board variable compensation

The variable component fluctuates between 30 and 40% of the total compensation. The amount of the variable compensation depends on qualitative and quantitative targets and parameters defined by the Compensation Committee and approved by the Board of Directors. 50% of this variable compensation is paid in cash, the remaining 50% in shares. All variable compensation payments are based on the Investis business year, which extends from 1 January to 31 December.

The Board of Directors defines and assesses the targets and their achievement, or delegates this task to the Compensation Committee. All such variable compensation payments shall be a one-off remuneration and shall be subject to tax and social security contributions as applicable to the participants recurring other compensation.

The variable compensation shall be measured by the following components:

Component	
"G" for Growth	directly related to the revenue development
"O" for Operating Profit	directly related to the EBIT performance
"N" for Net Profit	directly related to the Consolidated Net Profit of the Investis Group

Each of the components G / O / N accounts for one third of the targeted variable compensation amount.

The financial targets are independent from each other and are measured and evaluated separately.

100% PAID IN CASH	50% PAID IN CASH	50% GRANTED IN SHARES
60–70% OF COMPENSATION FIXED COMPONENT	30–40% OF COMPENSATION VARIABLE COMPONENT	
	1/3	1/3
	TARGET «G»	TARGET «O»
		TARGET «N»
	2/3	1/3
	1	2
		3

TARGET «G» «Growth» is directly related to the revenue development

TARGET «O» «Operating profit» is directly related to the EBIT performance

TARGET «N» «Net Profit» is directly related to the consolidated Net Profit of the Investis Group

- 1 Financial target under the responsibility of the respective EB Member (CEO and CFO are measured on Group level)
- 2 Financial target «one level up» (CEO and CFO are measured on Group level)
- 3 Financial target on Group level

4.3.2.1 Calculation of the amounts available for variable compensation payments

Component G is related to the achievement of the budgeted financial targets that the respective member of the Executive Board is responsible for. If the budgeted financial target is 100% achieved, then the component G variable compensation will be paid. If the budgeted financial target is exceeded (overachieved) or is not met (underachieved), the component G variable compensation will be increased or decreased by 3% for every 1% deviation from the budgeted financial target.

Component O is:

- partly (2/3) related to the achievement of the budgeted financial targets that the respective member of the Executive Board is responsible for; and
 - partly (1/3) related to the achievement of the budgeted financial targets “one level up”
- If the budgeted financial target is 100% achieved, then the component O variable compensation will be paid. If the budgeted financial target is exceeded (overachieved) or is not met (underachieved), the component O variable compensation will be increased or decreased by 3% for every 1% deviation from the budgeted financial target.

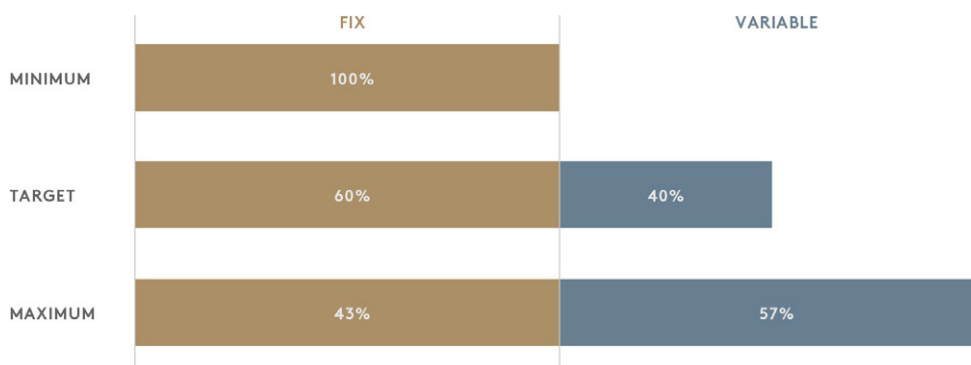
Component N is related to the achievement of the financial targets budgeted at the Investis Group level, i.e. that the entire Executive Board is responsible for.

CEO and CFO are always measured on Group level.

4.3.2.2 Cap and floor for each component

The above system is limited in both directions at 100% for each individual component, i.e. every component can vary from 0 to 200%. If the actual result is overachieved by more than 33.33% above the budgeted financial target, the respective component is set to 200%. If the actual result is underachieved by more than 33.33% below the budgeted financial target, this component will be set to 0%, i.e. to zero.

Visualisation of the compensation components described above:



4.3.2.3 Financial targets

The relevant financial targets are derived from the annual budget of the Investis Group and approved by the Board of Directors.

4.3.2.4 Supplementary provisions

The criteria and formulas for calculating overall variable compensation amounts are assessed and adjusted annually by the Compensation Committee. The employee's annual salary, including the target variable compensation achievable, represents a particular target package for each Executive Board member.

Should the principles on which the variable compensation component is based be affected by acquisitions (of consolidated companies and/or investment properties), divestitures (of consolidated companies and/or investment properties), major projects not budgeted but approved by the Board of Directors or an increase or decrease in the employee's responsibilities, the variable compensation calculation criteria and formulas may/will be adjusted accordingly.

Effects from the revaluation of investment properties as well as related deferred taxes are not included in any calculation of components O and N.

The Board of Directors determines the respective amounts of remuneration within the total remuneration amounts approved by the General Meeting and in response to proposals made by the Compensation Committee. All variable compensations are optional payments whose amount is at the full discretion of the Board of Directors.

4.3.3 Share-based compensation

The amount a member of the Executive Board must invest in shares is set to 50% of the individual variable compensation.

The number of shares shall be equal to the portion of the variable compensation the eligible person has to invest divided by the preferential allocation price of the shares, whereby the number of shares shall be rounded off to the nearest whole number of shares. The residual rounding difference shall be paid to the participant in cash.

The preferential allocation price of the shares is redefined each year and is equal to the base price minus a discount. The base price consists of the average of the official closing prices of Investis shares at the Swiss Stock Exchange (SIX) during the calendar year prior to the share award. The Board of Directors determines the amount of discount for each year at its discretion, taking into consideration the performance and results of the Investis Group during the financial year prior to the share award.

The shares are allocated on the day the Board of Directors approves the consolidated financial statements of the Investis Group. These shares are subject to a blocking period of three years. During the blocking period the shares may not be disposed of, sold, donated or transferred in any other way (other than by a transfer by operation or application of the laws of succession). Subject to applicable securities laws restricting resale of the shares at the end of the blocking period, the Member of the Executive Board may freely dispose of the shares. During the blocking period, shares will be held for the participant in his account. The participant will have the right to vote his shares and to receive all dividends and other distributions in respect of them. In the event of a stock split, stock dividend or distribution of property other than cash affecting the shares, the shares and/or property received, will, unless the Board of Directors determines otherwise, be held in the participant's account and be subject to the transfer restrictions set out in this rule applicable to the related shares.

In the event of death or total disability of the participant, the blocking period of his shares will terminate immediately, and all of his shares will be delivered to him or his personal representative, as appropriate, as soon as practicable. The participant will be liable for any additional tax liability arising from the acceleration of the blocking period.

Unless otherwise determined by the Board of Directors, upon termination of the participant's employment as a result of resignation, retirement, dismissal or dismissal for cause, the blocking period of the shares will continue in accordance with its terms. If the Board of Directors determines otherwise, the participant will be liable for any additional tax liability arising from the acceleration of the blocking period.

If a change of control occurs, any blocking period under these regulations shall be terminated, i.e. the participant has the right to sell the shares that are still subject to a blocking period.

The discount may be fully taxable according to the applicable laws. The participant is responsible for reporting the receipt of any income from these shares however made, to the appropriate tax authority.

The Board of Directors may at any time amend or terminate the plan in any respect except that no amendment or termination may adversely affect the existing rights of the participant. The participant will be given written notice of any amendment that affects him as soon as practicable.

Investis Group uses treasury shares bought at market price on the open market to grant shares. This does not dilute the value of the shares of existing shareholders.

4.4 Approval of total compensation by the General Meeting

According to Article 20 of the Articles of Association, the General Meeting approves annually, separately and with binding effect the proposals made by the Board of Directors regarding the maximum total compensation for the Board of Directors and the Executive Board as follows:

- 1) For the remuneration of the Board of Directors, the maximum total amount is approved for the period until the next Annual General Meeting;
- 2) For the remuneration of the Executive Board, the maximum total amount is approved for the fiscal year following the Annual General Meeting (approval period).

If the proposed remuneration amount for the Board of Directors or the Executive Board is rejected by the Annual General Meeting, the Board of Directors can put forward new proposals at the same General Meeting or can convene an Extraordinary General Meeting for this purpose.

The Articles of Association, containing the precise wording of the provision mentioned above, can be found on the Investis website.

<https://www.investisgroup.com/nc/en/investors/#c1386>

4.5 Additional amount for the compensation of additional members of the Executive Board

For Investis Holding SA, the additional amount within the meaning of Article 19 of the OaEC is governed by Article 21 of the Articles of Association. Pursuant to this provision, an additional amount of not more than 33% of the last total compensation amount approved for the compensation of the members of the Executive Board is available per year for each new member of the Executive Board who is appointed after the annual total compensation has been approved by the General Meeting, provided that the aggregate amount approved for the respective approval period proves insufficient.

The Articles of Association, containing the precise wording of the provision mentioned above, can be found on the Investis website.

<https://www.investisgroup.com/nc/en/investors/#c1386>

4.6 Loans and credits, post-retirement benefits outside the occupational pension scheme

Pursuant to Article 22 of the Articles of Association, loans and credits to members of the Board of Directors or Executive Board may only be granted at market conditions. Further, the total amount of any loans and credits granted directly or indirectly to members of the Board of Directors or Executive Board may not exceed CHF 50 million.

The Articles of Association of Investis Holding SA do not allow the payment of post-retirement benefits outside the occupational pension scheme (within the meaning of the OaEC) to members of the Board of Directors or Executive Board.

The Articles of Association, containing the precise wording of the provision mentioned above, can be found on the Investis website.

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4.7 Termination clauses applicable to members of the Executive Board

The employment contracts of the members of the Executive Board provide for a twelve-month notice period. There is no entitlement to any severance payments.

In the event of a change in corporate control, no additional compensation or benefits are paid to members of the Executive Board.

5. COMPENSATION, LOANS AND CREDITS TO THE BOARD OF DIRECTORS AND THE EXECUTIVE BOARD

The following paragraphs provide information on the compensation granted to the members of the Board of Directors and Executive Board for fiscal 2018, as well as information about loans and credits granted to the members of the Board of Directors and Executive Board, as required by the OaEC.

5.1 Compensation of the Board of Directors and the Executive Board

5.1.1 Compensation of the Board of Directors

(non-executive)

For the approval period up to the 2019 Annual General Meeting maximum total compensation of CHF 0.5 million was approved by the General Meeting of 20 April 2018 for the compensation of the Board of Directors.

The following table sets out the aggregate compensation granted to the Board of Directors for 2018 and 2017, as well as the compensation granted to the individual members of the Board of Directors.

Compensation of the Board of Directors in detail for 2018 and 2017:

Name	Function	Basic cash compensation (fixed)	Share-based compensation (fixed) ¹⁾	Social security contributions	Total	
		CHF 1,000	Number of shares ²⁾	CHF 1,000	CHF 1,000	CHF 1,000
2018						
Riccardo Boscardin	Chairman, Member of the Audit and Compensation Committee	80	2,009	105	13	198
Albert Baehny	Vice-Chairman and Chairman of the Compensation Committee	40	1,004	52	7	99
Thomas Vettiger	Member and Chairman of the Audit Committee	40	1,004	52	7	99
Stéphane Bonvin ³⁾	Member	0	0	0	0	0
Total compensation 2018		160	4,017	209	27	396
2017						
Riccardo Boscardin	Chairman, Member of the Audit and Compensation Committee	80	1,822	96	13	189
Albert Baehny	Vice-Chairman and Chairman of the Compensation Committee	40	911	48	7	94
Thomas Vettiger	Member and Chairman of the Audit Committee	40	911	48	7	94
Stéphane Bonvin ³⁾	Member	0	0	0	0	0
Total compensation 2017		160	3,644	192	26	378

- 1) The shares were valued at a market value of CHF 51.89 as per 31.12.2018 (2017: CHF 52.60). The market value calculated includes a 16% discount in view of the shares' restricted availability.
- 2) The number of shares was calculated at the preferential allocation price of CHF 39.83 (2017: CHF 43.90). The latter was calculated with the base price of CHF 61.27 (2017: CHF 58.53). The base price consists of the average of the official closing prices of Investis shares at the Swiss Stock Exchange (SIX) during the calendar year 2018 or 2017 respectively.
- 3) Stéphane Bonvin has been compensated for his role as Chief Executive Officer (CEO) only and did not receive a separate compensation for his function as member of the Board of Directors.

5.1.2 Compensation of the Executive Board

(including the executive member of the Board of Directors)

The base compensation consists of a fixed salary and is entirely paid in cash.

Base compensation	Variable compensation
Reflects function, scope of responsibilities, experience and skills	Rewards performance and achievement of business, financial and individual objectives over a one-year period

The following table sets out the compensation granted to the Executive Board for the financial year 2018 and 2017 as well as the compensation granted to the individual member of the Executive Board who received the highest remuneration in 2018 and in 2017. For the year 2018, the shareholders' meeting has approved a maximum total compensation for the members of the Executive Board in the amount of CHF 4.2 million (2017: CHF 4.0 million i.e. 4 members for 9 months).

	Executive Board	of which: Stéphane Bonvin (CEO)
	CHF 1,000	CHF 1,000
2018		
Basic cash compensation (fixed)	1,395	455
Variable compensation		
- in cash ¹⁾	339	137
- in shares ²⁾	442	178
Pension fund contribution	202	69
Social security contributions	197	73
Other ³⁾	24	4
Total compensation 2018	2,599	916
2017 ⁴⁾		
Basic cash compensation (fixed)	1,339	455
Variable compensation		
- in cash ¹⁾	383	173
- in shares ²⁾	460	207
Pension fund contribution	188	69
Social security contributions	203	86
Other ³⁾	20	4
Total compensation 2017	2,593	994

- 1) In the financial year 2018 the targets attained led to an achievement ratio between 71-91%, for the financial year 2017 between 102-141%.
- 2) The members of the Executive Board were assigned 8,516 shares for 2018 (2017: 8,738). These shares were valued at a market value of CHF 51.89 as per 31.12.2018 (CHF 52.60 per 31.12.2017). The market value calculated includes a 16% discount in view of the shares' restricted availability. The number of shares was calculated at the preferential allocation price of CHF 39.83 (2017: CHF 43.90). The latter was calculated with the base price of CHF 61.27 (2017: CHF 58.53). The base price consists of the average of the official closing prices of Investis shares at the Swiss Stock Exchange (SIX) during the calendar year 2018 or 2017 respectively.
- 3) Allowances in connection with Company car entitlements
- 4) Four members (3.75 FTE). Dieter Sommer and Walter Eberle joined the Executive Board on 1 April 2017, so the amounts shown include the compensation paid to them for a nine-month period. The compensation paid to Catherine Dubey is included up until she left the Executive Board (on 31 March 2017).

No remuneration was paid in 2018 or 2017 to former members of the Executive Board (either directly or indirectly) or to any persons affiliated to current or former members of the Executive Board.

The Articles of Association, containing the precise wording of the provision mentioned above, can be found on the Investis website.
<https://www.investisgroup.com/nc/en/investors/#c1386>

5.2 Loans and credits to the Board of Directors and Executive Board

5.2.1 Loans and credits to the Board of Directors

No loans or credits have been granted to any current or former members of the Board of Directors or to any persons affiliated to current or former members of the Board of Directors.

As at 31 December 2018 the Group had no outstanding loan to a related party (prior year CHF 15 million).

5.2.2 Loans and credits to the members of the Executive Board

No loans or credits have been granted to any current or former members of the Executive Board or to persons affiliated to current or former members of the Executive Board.

As at 31 December 2018 the Group had no outstanding loan to a related party (prior year CHF 15 million).

6. SHARE OWNERSHIP

Members of the Board of Directors

(non-executive)

As at 31 December 2018 the non-executive members of the Board of Directors (including their related parties) held the following Investis shares.

As at 31 December 2018	Function	Number of registered shares held	Voting rights in % (rounded)
Riccardo Boscardin	Chairman, Member of the Audit and Compensation Committee	3,822	<0.1
Albert Baehny	Vice-Chairman and Chairman of the Compensation Committee	19,778	0.2
Thomas Vettiger	Member and Chairman of the Audit Committee	2,411	<0.1
Total		26,011	0.2

As at 31 December 2017	Function	Number of registered shares held	Voting rights in % (rounded)
Riccardo Boscardin	Chairman, Member of the Audit and Compensation Committee	2,000	<0.1
Albert Baehny	Vice-Chairman and Chairman of the Compensation Committee	18,867	0.1
Thomas Vettiger	Member and Chairman of the Audit Committee	1,500	<0.1
Total		22,367	0.2

Members of the Executive Board

(including the executive member of the Board of Directors)

As at 31 December 2018 the executive member of the Board of Directors and the members of the Executive Board (including their related parties) held the following Investis shares.

As at 31 December 2018	Function	Number of registered shares held	Voting rights in % (rounded)
Stéphane Bonvin ¹⁾	Chief Executive Officer and member of the Board of Directors	9,860,021	77.0
René Häsler	Chief Financial Officer	13,310	0.1
Walter Eberle	Head Facility Services	10,512	0.1
Dieter Sommer	Head Property Management	1,315	<0.1
Total		9,885,158	77.2

As at 31 December 2017	Function	Number of registered shares held	Voting rights in % (rounded)
Stéphane Bonvin ¹⁾	Chief Executive Officer and member of the Board of Directors	9,791,080	76.5
René Häsler	Chief Financial Officer	11,340	0.1
Walter Eberle	Head of Facility Services	6,000	<0.1
Catherine Dubey ²⁾	Head Real Estate Services	600	<0.1
Total		9,809,020	76.6

- 1) In the context of the initial public offering carried out in June 2016, Stéphane Bonvin, as selling shareholder, entered into a lock-up arrangement with Credit Suisse AG (acting on behalf of the other banks) covering any shares within a 67% stake in the share capital of Investis as of the first trading day for a period of 36 months after the first trading day.
- 2) Member of the Executive Board until 31 March 2017.

REPORT OF THE STATUTORY AUDITOR



Report of the statutory auditor to the General Meeting of Investis Holding SA

Zurich

We have audited the compensation report of Investis Holding SA for the year ended 31 December 2018. The audit was limited to the information according to articles 14–16 of the Ordinance against Excessive Compensation in Stock Exchange Listed Companies (Ordinance) contained in the tables on pages 63 to 67 of the compensation report.

Board of Directors' responsibility

The Board of Directors is responsible for the preparation and overall fair presentation of the compensation report in accordance with Swiss law and the Ordinance against Excessive Compensation in Stock Exchange Listed Companies (Ordinance). The Board of Directors is also responsible for designing the remuneration system and defining individual remuneration packages.

Auditor's responsibility

Our responsibility is to express an opinion on the accompanying compensation report. We conducted our audit in accordance with Swiss Auditing Standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report complies with Swiss law and articles 14–16 of the Ordinance.

An audit involves performing procedures to obtain audit evidence on the disclosures made in the remuneration report with regard to compensation, loans and credits in accordance with articles 14–16 of the Ordinance. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements in the remuneration report, whether due to fraud or error. This audit also includes evaluating the reasonableness of the methods applied to value components of remuneration, as well as assessing the overall presentation of the remuneration report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the remuneration report of Investis Holding SA for the year ended 31 December 2018 complies with Swiss law and articles 14–16 of the Ordinance.

PricewaterhouseCoopers AG



Oliver Kuntze

Audit expert
Auditor in charge



Marc Zurflüh

Audit expert

Bern, 27 March 2019

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