

INVITATION TO THE ANNUAL GENERAL MEETING OF INVESTIS HOLDING SA

Friday, 20 April 2018

Starts at 10.00 am

Doors open at 9.30 am

Savoy Hotel Baur en Ville,

Festsaal on the first floor,

Poststrasse 12 (by Paradeplatz), 8001 Zurich

AGENDA

1. 2017 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 2017 Annual Report, consolidated financial statements of the Investis Group and financial statements of Investis Holding SA; acknowledgement of the reports by the statutory auditors

Proposal of the Board of Directors:

Approval of the 2017 Annual Report, consolidated financial statements of the Investis Group and financial statements of Investis Holding SA

1.2 Advisory vote on the 2017 Compensation Report

Proposal of the Board of Directors:

Acceptance of the 2017 Compensation Report (advisory vote)

Explanation

In line with the recommendations of the Swiss Code of Best Practice for Corporate Governance, the Board of Directors proposes that the 2017 Compensation Report be approved by advisory vote.

2. Appropriation of available earnings; determination of the distribution from capital contribution reserve

2.1 Appropriation of 2017 available earnings

Proposal of the Board of Directors:

Appropriation of 2017 available earnings as follows:

in CHF 1,000

Retained earnings	28,914
Annual profit	463
Available earnings at the disposal of the Annual General Meeting	29,377
Balance to be carried forward	29,377

2.2 Determination of the distribution from capital contribution reserve

Proposal of the Board of Directors:

Allocation from capital contribution reserve to free reserves and distribution of CHF 2.35 per registered share with a par value of CHF 0.10 up to a maximum of CHF 30.08 million.

in CHF 1,000

Legal reserve from capital contributions	112,521
Distribution ¹⁾	
– 12,780,000 shares ranking for dividends as at 31.12.2017	30,033
– 20,000 treasury shares reserved for the employee share option plan as at 31.12.2017	47
Total payout	30,080

1) The Company will not make this distribution against capital contribution reserve on treasury shares that are held at the time of distribution and that are reserved for the employee share option plan. The amount due on these shares is allocated to legal reserves from capital contributions.

The payment is to be made on 26 April 2018 (value date).

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

Proposal of the Board of Directors:

Discharge to be granted to the members of the Board of Directors and the Executive Board for their activities in the 2017 financial year.

4. Creation of conditional share capital

The Board of Directors proposes the creation of conditional share capital in the amount of CHF 128,000 divided into 1,280,000 registered shares, with a nominal value of CHF 0.10 each, in order to have the option to issue bonds or similar debt instruments with conversion rights and/or warrants.

The wording of the proposed amendment of the Articles of Incorporation shall be as follows:

Art. 3b: Conditional capital

- 1 The share capital according to Article 3 may be increased by the issuance of up to 1,280,000 fully paid-in registered shares with a nominal value of CHF 0.10 each, up to CHF 128,000, by means of the exercise of conversion rights and/or warrants granted in connection with newly or already issued bonds or similar debt instruments of the Company or its group companies to company creditors and/or investors.
- 2 The preemptive rights of shareholders are excluded. The acquisition of shares issued based on this article by exercise of warrants or convertible rights is subject to the transfer restrictions set out in Article 5 of the Articles of Incorporation.
- 3 The Board of Directors may limit or withdraw the advance subscription right of shareholders regarding conversion rights and/or warrants which entitle shareholders to subscribe to shares according to this provision of the Articles of Incorporation, if the financial instruments are issued for the purpose of
 - a) acquiring or financing the acquisition of real estate by the Company or a group company;
 - b) acquiring or financing the acquisition of companies, parts of companies or participations in companies by the Company or a group company; or
 - c) issuing convertible and/or warrant bonds for placement on national or international capital markets to strategically broaden the circle of investors, including placement with one or more strategic investors.

- 4 The following shall apply to all conversion rights and warrants that, pursuant to the resolutions of the Board of Directors, have not been offered first to the shareholders for subscription:
 - a) warrants entitling holders to subscribe to shares shall be exercisable for a period of up to seven years and conversion rights for a period of up to ten years from the issuance of the relevant bond or similar debt instrument; and
 - b) the Board of Directors shall set the exercise price at market conditions.

5 Elections

5.1 Election of the members of the Board of Directors

Proposal of the Board of Directors:

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

5.1.1 Albert Baehny

5.1.2 Stéphane Bonvin

5.1.3 Riccardo Boscardin

5.1.4 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).

5.2 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 ending at the conclusion of the next Annual General Meeting.

5.3 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:

5.3.1 Albert Baehny

5.3.2 Riccardo Boscardin

All elections are to be carried out individually.

5.4 Election of the Independent Representative

Proposal of the Board of Directors:

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

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

Proposal of the Board of Directors:

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

6. Compensation

6.1 Advance approval of the maximum total amount for remuneration of the Board of Directors for the term up to the next Annual General Meeting

Proposal of the Board of Directors:

Approval in advance of a maximum total amount of CHF 0.5 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 is compensated solely for his services as Chief Executive Officer (CEO).

6.2 Advance approval of the maximum total amount for the compensation of the Executive Board for the 2019 financial year

The Board of Directors proposes the approval of a maximum total amount of CHF 4.5 million for the compensation of all members of the Executive Board for the 2019 financial year.

7. Miscellaneous

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ORGANISATIONAL INFORMATION

Annual Report

The 2017 Annual Report (including the 2017 annual review, consolidated financial statements of the Investis Group and financial statements of Investis Holding SA, the 2017 auditor's report and the 2017 Compensation Report) is available for shareholders to inspect from 21 March 2018 at the main office of the company, or can be found directly via the link reports.investisgroup.com/17/ar.

Voting rights

All registered shareholders, who are registered on 26 March 2018 in the share register of Investis Holding SA as entitled to vote, will automatically be posted 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 26 March 2018 but before 18 April 2018 will receive the invitation to the Annual General Meeting by mail after their registration.

Registrations will not be made in the share register from 18 April 2018.

Admission cards

Mail registration

To attend the Annual General Meeting in person, an invitation together with admission cards may be requested with the enclosed "Registration and proxy authorisation" form. 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. Shareholders can use IDVS to order their admission tickets electronically or grant power of attorney and instructions to the independent proxy regarding the exercise of voting rights. The enclosed "Registration and proxy authorisation" form includes access details for registering.

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 means of a written power of attorney by 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 tickets 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 tickets. The completed and signed admission tickets must be transferred to the representative before the Annual General Meeting.
- b) By means of independent proxy according to Art. 14 of the Articles of Incorporation, Anwaltskanzlei Keller, Gehrenholzpark 2g, 8055 Zurich:

To issue power of attorney and instructions on exercising voting to the independent proxy, the completed form “Registration and proxy authorisation” must be signed and submitted to ShareCommService AG or the independent proxy by Thursday, 19 April 2018, 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 Thursday 19 April 2018, 12.00 am at the latest.

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

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, 29 March 2018

Investis Holding SA

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

Trams 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.

This invitation was originally written in German.

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

INVESTIS

REAL ESTATE GROUP