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Sub-category: Invitation to the General Meeting

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Swiss Prime Site AG, Frohburgstrasse 1, 4601 Olten 1 Fächer

Invitation to the ordinary general meeting Swiss Prime Site AG

Organisation concerned:

Swiss Prime Site AG

CHE-101.080.841

Frohburgstrasse 1

4601 Olten 1 Fächer

General meeting details:

23.03.2022, 16:00 Uhr, Swiss Prime Site AG, Olten

Invitation/Agenda:

Invitation to the shareholders of Swiss Prime Site AG

22nd ordinary Annual General Meeting

Wednesday, 23 March 2022, 16.00

Please find the complete invitation in the attached PDF.

Remarks:

Deadline for registration is 17 March 2022.

SWISS PRIME SITE

TO THE SHAREHOLDERS OF
SWISS PRIME SITE AG

22ND ORDINARY ANNUAL GENERAL MEETING

INVITATION



Wednesday, 23 March 2022

Swiss Prime Site, Olten, 16.00

Dear Shareholders,

Unfortunately, the current situation regarding the COVID-19 pandemic once more does not allow us to hold our Annual General Meeting in the conventional way.

In accordance with the Swiss Federal Council's COVID-19 Ordinance 3, the Board of Directors of Swiss Prime Site AG has decided to also hold the 2022 Annual General Meeting without shareholders being physically present.

Accordingly, shareholders can only exercise their shareholder rights via the independent proxy, Paul Wiesli, barrister-at-law, Advokatur Paul Wiesli, Untere Brühlstrasse 21, P. O. Box, CH-4800 Zofingen.

The Board of Directors has taken this decision with great regret, but considers this step the only way to protect the health of all concerned. The safety of our shareholders and our employees comes first.

The Board of Directors of Swiss Prime Site AG

The original of this invitation to the Annual General Meeting is written in German. The original German text is the effective official version.

Agenda and Board proposals

1

Approval of the Annual Report, the annual financial statements of Swiss Prime Site AG and the consolidated financial statements for the 2021 financial year, and adoption of the auditor's reports

The Board of Directors recommends that the Annual Report, the annual financial statements of Swiss Prime Site AG and the consolidated financial statements for 2021 be approved and that the auditor's reports be adopted.

2

Consultative vote on the Compensation Report for the 2021 financial year

The Board of Directors recommends that the Compensation Report for the 2021 financial year be approved in a non-binding consultative vote and that the auditor's report be adopted.

Explanatory note

The Compensation Report sets out the principles governing the compensation of the Board of Directors and the Executive Board. It also provides details of the compensation paid to the members of both bodies for the 2021 financial year. The Board is submitting the Compensation Report to a consultative vote by the shareholders. The Compensation Report is part of the Annual Report. The online Annual Report is available at www.sps.swiss/reporting.

3

Discharge of the Board of Directors and the Executive Board for the 2021 financial year

The Board of Directors recommends that its members and the members of the Executive Board be discharged from their responsibility for the conduct of business in the 2021 financial year.

4

Decrease in capital by nominal value reduction with partial repayment to shareholders

The Board of Directors recommends to the Annual General Meeting that a decrease in capital be carried out by means of a nominal value reduction with the following provisions:

- a) The Company's share capital will be reduced by CHF 1020357433.20 from CHF 1173794641.20 to CHF 153437208.00 by reducing the nominal value of each share by CHF 13.30 from CHF 15.30 to CHF 2.00.
- b) The total capital decrease of CHF 1020 357 433.20 will be
 - a. repaid in the form of cash payments to shareholders at CHF 1.675 per registered share (total CHF 128503661.70), and
 - b. allocated to capital contribution reserves at CHF 11.625 per registered share (total CHF 891 853 771.50).
- c) The Statutory Auditor's Report states that receivables to creditors will still be covered in full even after the capital decrease.
- d) As a consequence of the nominal value reduction, and following the entry of the capital decrease in the trade register, Article 3 para. 1 and Articles 3a and 3b para. 1 of the Articles of Association will be as follows (proposed new amounts in *blue/italics*):

Previous version of Article 3 para. 1

¹ The share capital of the Company is CHF 1173 794 641.20 and is divided into 76 718 604 registered shares, each with a nominal value of CHF 15.30. All shares are fully paid up.

New version of Article 3 para. 1

¹ The share capital of the Company is *CHF 153 437 208.00* and is divided into 76 718 604 registered shares, each with a nominal value of *CHF 2.00*. All shares are fully paid up.

Previous version of Article 3a

The Board of Directors has the authority, at any time until 23 March 2023, to increase the Company's share capital as defined in Article 3 of the Articles of Association by up to CHF 95 284 498.50 by issuing up to 6 227 745 fully paid-up registered shares with a nominal value of CHF 15.30 each. Share capital increases may be underwritten by a bank and may be carried out in separate stages. The issue price, date of dividend entitlement and the type of contribution will be determined by the Board of Directors. Once they have been purchased, the new registered shares are subject to the transfer restrictions stipulated in Article 5 of the Articles of Association.

New version of Article 3a

The Board of Directors has the authority, at any time until 23 March 2023, to increase the Company's share capital as defined in Article 3 of the Articles of Association by up to *CHF 12 455 490.00* by issuing up to 6 227 745 fully paid-up registered shares with a nominal value of *CHF 2.00* each. Share capital increases may be underwritten by a bank and may be carried out in separate stages. The issue price, date of dividend entitlement and the type of contribution will be determined by the Board of Directors. Once they have been purchased, the new registered shares are subject to the transfer restrictions stipulated in Article 5 of the Articles of Association.

The Board of Directors is entitled to exclude shareholders' subscription rights in favour of third parties, in the event that the new shares should be utilised for acquiring other companies, stakes in companies, investments or real estate, or for financing or re-financing such transactions. New shares for which the subscription rights have not been exercised are to be used in the best interests of the Company. Should the Board of Directors avail itself of its right under Article 3b (conditional capital) of the Company's Articles of Association to issue bonds or other financial market instruments, the Board's authority to exercise its right under Article 3a (authorised capital) of the Company's Articles of Association to create new share capital will be curtailed to the extent required to ensure that the aggregate sum of additional share capital issued through the mechanisms defined in Articles 3a (authorised capital) and Article 3b (conditional capital) does not exceed the permitted maximum of CHF 95 284 498.50.

Previous version of Article 3b para. 1

¹ The share capital of the Company will be increased by up to CHF 95 284 498.50 by issuing a maximum of 6 227 745 fully paid-up registered shares, each with a nominal value of CHF 15.30, by exercising options and/or conversion rights granted in connection with bonds or similar issues of the Company or affiliates.

The Board of Directors is entitled to exclude shareholders' subscription rights in favour of third parties, in the event that the new shares should be utilised for acquiring other companies, stakes in companies, investments or real estate, or for financing or re-financing such transactions. New shares for which the subscription rights have not been exercised are to be used in the best interests of the Company. Should the Board of Directors avail itself of its right under Article 3b (conditional capital) of the Company's Articles of Association to issue bonds or other financial market instruments, the Board's authority to exercise its right under Article 3a (authorised capital) of the Company's Articles of Association to create new share capital will be curtailed to the extent required to ensure that the aggregate sum of additional share capital issued through the mechanisms defined in Articles 3a (authorised capital) and Article 3b (conditional capital) does not exceed the permitted maximum of *CHF 12 455 490.00*.

New version of Article 3b para. 1

¹ The share capital of the Company will be increased by up to *CHF 12 455 490.00* by issuing a maximum of 6 227 745 fully paid-up registered shares, each with a nominal value of *CHF 2.00*, by exercising options and/or conversion rights granted in connection with bonds or similar issues of the Company or affiliates.

Should the Board of Directors avail itself of its right under Article 3a (Authorised capital) of the Company's Articles of Association to create share capital, the Board's authority to exercise its right under Article 3b (Conditional capital) of the Company's Articles of Association to issue bonds or other financial market instruments will be curtailed to the extent required to ensure that the aggregate sum of additional share capital issued through the mechanisms defined in Articles 3a (Authorised capital) and Article 3b (Conditional capital) does not exceed the permitted maximum of CHF 95'284'498.50.

Should the Board of Directors avail itself of its right under Article 3a (Authorised capital) of the Company's Articles of Association to create share capital, the Board's authority to exercise its right under Article 3b (Conditional capital) of the Company's Articles of Association to issue bonds or other financial market instruments will be curtailed to the extent required to ensure that the aggregate sum of additional share capital issued through the mechanisms defined in Articles 3a (Authorised capital) and Article 3b (Conditional capital) does not exceed the permitted maximum of *CHF 12'455'490.00*.

The Board of Directors undertakes to register the capital decrease with the trade registry once the process has been completed in accordance with Article 733 ff. CO.

Explanatory note

Following the decision of the Annual General Meeting about the capital decrease, the notice to creditors is to be provided in accordance with Article 733 CO. After the Annual General Meeting, this notice to creditors will be published three times in the Swiss Official Gazette of Commerce. Creditors may submit their claims within two months of the date of the third publication of the notice to creditors and request that they be satisfied or secured. The decrease in share capital may only be carried out after the two months have elapsed and once any registered claims have been satisfied or secured. Subject to these conditions, repayments to the shareholders are planned to be distributed on 13 June 2022 in the amount of CHF 1.675 gross per registered share entitled to dividends. The nominal value reduction to shareholders is not subject to Swiss withholding tax.

5

Appropriation of the balance sheet profit and distribution of an ordinary dividend

The Board of Directors proposes an ordinary dividend from the balance sheet profit of CHF 1.675 gross per registered share (CHF 1.089 net after deduction of 35% withholding tax). Based on the stock of 655 treasury shares, the amount scheduled for distribution is CHF 128 502 564.58.

The Board of Directors recommends the following appropriation of the balance sheet profit:

Balance brought forward	CHF	264 084 824.54
Annual result	CHF	175 341 483.64
Balance sheet profit	CHF	439 426 308.18
Transfer to other statutory retained earnings	CHF	-54 871 650.05
Transfer to voluntary retained earnings	CHF	0
Dividend payment	CHF	-128 502 564.58*
Balance brought forward to new account	CHF	256 052 093.55

The proposed dividend will be paid on 30 March 2022 in the amount of CHF 1.089 net per registered share entitled to dividends.

* This amount is based on the 76 718 604 registered shares issued as of 10 February 2022 and the stock of 655 treasury shares. In the event of share conversions from the outstanding convertible bonds or changes in the number of shares held by the Company, this amount will be modified accordingly when the distribution is made.

6

Change in registered office

The Board of Directors recommends that the Company's registered office be moved from Olten in the Canton of Solothurn to Zug in the Canton of Zug and that Article 1 para. 2 of the Articles of Association be amended as follows (*changes in blue/italics*):

Previous version of Article 1 para. 2

New version of Article 1 para. 2

² The Company's registered office is in Olten/SO.

² The Company's registered office is in *Zug/ZG*.

The Company's new address is Alpenstrasse 15, 6300 Zug.

Explanatory note

Moving its headquarters to Zug will enable Swiss Prime Site AG to focus its activities on Zurich, Zug and Geneva following the acquisition of the Akara Group. This will result in significant operational efficiencies and will strengthen its presence in the commercially attractive location of Zug.

7

Partial revision of Articles of Association

7.1 Lowering of the threshold for convening a General Meeting and putting items on the agenda

The Board of Directors recommends that the threshold for convening a General Meeting be lowered from ten to five percent of the share capital or voting rights and that the threshold for putting items on the agenda be set at 0.5% of the share capital or voting rights.

Article 9 paras. 3 and 4 of the Articles of Association will be amended as follows (*changes in blue/italics*):

Previous version of Article 9 paras. 3 and 4	New version of Article 9 paras. 3 and 4
<p>³ The Board of Directors shall issue an invitation to an Extraordinary General Meeting within six weeks if shareholders who represent at least ten percent of the share capital request in writing that a meeting be convened, stating the agenda items and the proposals. In particular, such shareholders are entitled to request that the Board of Directors calculates and presents the Company's or Group's net asset value (NAV) during the General Meeting.</p> <p>⁴ Shareholders representing shares with a nominal value of half a million Swiss francs may demand that an item be put on the agenda. This demand must be made in writing, specifying the agenda item and the proposals, no later than forty days before the date of the shareholders' meeting.</p>	<p>³ The Board of Directors shall issue an invitation to an Extraordinary General Meeting within six weeks if shareholders who represent at least <i>five</i> percent of the share capital <i>or voting rights</i> request in writing that a meeting be convened, stating the agenda items and the proposals. In particular, such shareholders are entitled to request that the Board of Directors calculates and presents the Company's or Group's net asset value (NAV) during the General Meeting.</p> <p>⁴ Shareholders representing shares with a <i>minimal nominal value of 0.5% of the share capital or voting rights</i> may demand that an item be put on the agenda. This demand must be made in writing, specifying the agenda item and the proposals, no later than forty days before the date of the shareholders' meeting.</p>

Explanatory note

The Board of Directors is of the opinion that the thresholds for convening a General Meeting and putting items on the agenda should be voluntarily amended now in line with the revised provisions of the Swiss Code of Obligations that will enter into force on 1 January 2023. Lowering the thresholds will strengthen shareholders' participation rights and reflect good corporate governance.

7.2 Defining a basis for adopting resolutions about the report on non-financial matters

The Board of Directors recommends that a basis be defined for adopting resolutions for the General Meeting about the report on non-financial issues.

The Board of Directors therefore recommends that Article 8 sec. 4, 10 para. 5 and 34 of the Articles of Association be amended as follows (*changes in blue/italics*):

Previous version of Article 8 sec. 4

4) Approval of the annual management report and consolidated financial statements;

New version of Article 8 sec. 4

4) Approval of the annual management report and consolidated financial statements, *and the Compensation Report and report on non-financial issues*;

Previous version of Article 10 para. 5

⁵ The Annual Report, Compensation Report and corresponding audit report, the auditor's report and the group audit report must be made available to the shareholders at the Company's registered office no less than 20 days before the Annual General Meeting. The invitation to the Annual General Meeting must refer to this fact and to the right of every shareholder to request that copies of these documents be sent to them.

New version of Article 10 para. 5

⁵ The Annual Report, the Compensation Report and the corresponding audit report, *the report on non-financial issues*, the auditor's report and the group audit report must be made available to the shareholders at the Company's registered office no less than 20 days before the Annual General Meeting. The invitation to the Annual General Meeting must refer to this fact and to the right of every shareholder to request that copies of these documents be sent to them.

Previous version of Article 34

The Board of Directors produces a business report for each financial year that comprises the annual financial statements (consisting of the income statement, the balance sheet and notes), the annual/management report, the consolidated financial statements and the Compensation Report.

New version of Article 34

The Board of Directors produces a business report for each financial year that comprises the annual financial statements (consisting of the income statement, the balance sheet and notes), the annual/management report, the consolidated financial statements, the Compensation Report *and the report on non-financial issues*.

Explanatory note

The provisions about reporting on non-financial issues came into force on 1 January 2022. Given the significance of ESG principles for the Company, the Board of Directors proposes to account for these in the Articles of Association now, thereby creating the basis for voting on the report about non-financial issues at the next Annual General Meeting.

7.3 Removal of the provisions about contributions in kind and transfers of assets

The Board of Directors recommends that Article 3 paras. 3, 4 and 5 be removed, as the provisions have been in the Articles of Association for more than 10 years and no longer serve a purpose.

Previous version of Article 3 paras. 3, 4 and 5

³ As part of the planned capital increase of SPS Immobilien AG, the Company intends to issue 855 000 registered shares at the nominal value of CHF 200.– each, for the issue amount of CHF 222.22 (rounded to the nearest centime) and as part of the planned capital increase of SPS Immobilien Residenz AG, to issue 67 500 registered shares at the nominal value of CHF 200.– each, for the issue amount of CHF 222.22 (rounded to the nearest centime). The subscribed shares will be paid up in cash for the total of CHF 205 000 000.

⁴ In accordance with the contribution in kind agreement dated 29 May 2009 between the Company and Pelham Investments AG, Baar, the Company receives from Pelham Investments AG 625 688 registered shares in Jelmoli Holding AG with a nominal value of CHF 10.– each at a value of CHF 424.24 each (rounded). In turn, Pelham Investment AG receives 4 480 000 fully paid-up registered shares in the Company with a nominal value of CHF 18.80 each.

⁵ In accordance with the contribution in kind agreement dated 23 October 2009 between the Company and Credit Suisse, Zurich, acting in its own name but on behalf of the tendering shareholders of Jelmoli Holding AG, Zurich, the Company receives from Credit Suisse – in its own name but on behalf of the tendering shareholders of Jelmoli Holding AG – 2 955 502 registered shares in Jelmoli Holding AG with a nominal value of CHF 10.– each at a value of CHF 444.03 each (rounded). In turn, Credit Suisse receives for the benefit of the tendering shareholders of Jelmoli Holding AG 24 235 116 fully paid-up registered shares in the Company with a nominal value of CHF 18.80 each.

New version of Article 3 paras. 3, 4 and 5

Deleted

7.4 Removal of the provision about the conversion of registered shares

The Board of Directors recommends that Article 3 para. 2 of the Articles of Association be removed due to the amendment of 1 November 2019 to Article 622 para. 1 of the Swiss Code of Obligations, whereby bearer shares are only permitted if additional information and documentation are provided.

<u>Previous version of Article 3 para. 2</u>	<u>New version of Article 3 para. 2</u>
² If the Articles of Association are amended, the Annual General Meeting can convert registered shares into bearer shares, or vice versa, at any time.	Deleted

Explanatory note

There is considered to be little need for a listed company to convert registered shares into bearer shares; for this reason, deleting the right to convert the form of shares is in shareholders' interests.

8

Approval of the remuneration for the Board of Directors and the Executive Board

Under Articles 29 and 32 of the Articles of Association of Swiss Prime Site AG, each year the Annual General Meeting of shareholders has a binding vote on the maximum overall compensation paid to members of the Board of Directors and the Executive Board for the current financial year.

8.1 Board of Directors' compensation

The Board of Directors recommends that compensation to its members up to a maximum of CHF 1 800 000.00 be approved for the 2022 financial year.

Explanatory note

The maximum amount recommended here comprises the basic director's fee paid to each Board member and the compensation payable to members of Board committees. Its projected composition is as follows:

Fixed compensation paid in cash	CHF 850 000.00
Share-based compensation ¹	CHF 850 000.00
Social security contributions ²	CHF 100 000.00
Total	CHF 1 800 000.00

¹ Fair value upon transfer of shares

² Comprises projected employer social security contributions payable on fixed compensation and share-based compensation (based on the taxable value of the shares at grant date) and other compensation components.

8.2 Compensation of executive management (Executive Board)

The Board of Directors recommends that the fixed and variable compensation of the Executive Board for the 2022 financial year be approved up to a maximum amount of CHF 8 300 000.00, subject to such additional amounts as may result from the appointment of new Executive Board members as specified in Article 32 para. 3 of the Articles of Association.

Explanatory note

The maximum amount recommended here comprises fixed compensation, the maximum possible variable compensation valued at grant date and the resulting projected employer social security contributions and statutory occupational pension scheme contributions. Its projected composition is as follows:

Fixed compensation	CHF 3 400 000.00
Variable compensation ¹	CHF 3 400 000.00
Social security contributions ²	CHF 1 500 000.00
Total³	CHF 8 300 000.00

¹ Maximum variable compensation, including cash bonus, assuming the maximum payout on all performance objectives is achieved and that the maximum Performance Share Unit award is earned. The amount stated here takes no account of changes in the share price during the vesting period (the period between the grant date and the date the shares are definitively transferred to the plan participant).

² This comprises projected employer social security contributions (based on the maximum amounts above and the value of the Performance Share Units at grant date), statutory employer contributions to the occupational pension scheme and other compensation components.

³ Includes a contingency reserve of approximately 3% for each compensation component to cover unforeseen eventualities. The compensation actually paid will be reported in the 2022 Compensation Report and submitted to a consultative vote by the shareholders at the next ordinary Annual General Meeting. More details on the principles behind the compensation of the Board of Directors and executive management (Executive Board) can be found in the Annual Report.

9

Elections

9.1 Elections to the Board of Directors

The Board recommends that the following persons be newly elected or re-elected as independent members of the Board of Directors, each for a term of office of one year running until the end of the next Annual General Meeting. You can find more information on the members of the Board of Directors online at www.sps.swiss/board-of-directors.

The Board recommends:

- 9.1.1 The re-election of Ton Büchner to the Board of Directors
- 9.1.2 The re-election of Christopher M. Chambers to the Board of Directors
- 9.1.3 The re-election of Barbara A. Knoflach to the Board of Directors
- 9.1.4 The re-election of Gabrielle Nater-Bass to the Board of Directors
- 9.1.5 The re-election of Mario F. Seris to the Board of Directors
- 9.1.6 The re-election of Thomas Studhalter to the Board of Directors
- 9.1.7 The election of Brigitte Walter to the Board of Directors

Explanatory note

Dr. Barbara Frei-Spreiter is not putting themselves forward for re-election at the Annual General Meeting. For additional information, see pages 16 and 17.

9.2 Election of the Board Chairman

The Board recommends the re-election of Ton Büchner as Chairman of the Board of Directors for a one-year term of office.

9.3 Election of the members of the Nomination and Compensation Committee

The Board recommends:

- 9.3.1 The re-election of Christopher M. Chambers as a member of the Nomination and Compensation Committee for a one-year term of office
- 9.3.2 The re-election of Gabrielle Nater-Bass as a member of the Nomination and Compensation Committee for a one-year term of office
- 9.3.3 The election of Barbara A. Knoflach as a member of the Nomination and Compensation Committee for a one-year term of office

9.4 Election of the independent shareholder representative

The Board recommends that Paul Wiesli, barrister-at-law, Advokatur Paul Wiesli, Untere Brühlstrasse 21, P.O. Box, CH-4800 Zofingen, Switzerland, be elected as the independent shareholder representative for a further one-year term of office, running until the end of the 2023 Annual General Meeting.

Explanatory note

The proposed independent shareholder representative ensures the independence required by law. Most notably, he is independent of the Board of Directors of Swiss Prime Site AG, has no direct or significant indirect investments in the Company and holds no mandates from Swiss Prime Site AG.

9.5 Election of the statutory auditors

The Board recommends that KPMG AG, Zurich, be elected as the Company's statutory auditors for a further one-year term of office.

Explanatory note

The proposed auditors have been the statutory auditors since Swiss Prime Site AG was founded. After a 22-year mandate, they will be proposed for the last time for re-election at the 2022 Annual General Meeting.

Explanatory note to item 9.1

Election to the Board of Directors

The Board of Directors of Swiss Prime Site is nominating proven expert Brigitte Walter to the Board. Her expertise in real estate and governance will strengthen the Board's skills in these areas.

Brigitte Walter (1959), German citizen, holds a degree in Banking Administration and has more than 40 years' expertise in all areas of banking and in real estate. She was on the Board of REAL I.S. AG Gesellschaft für Immobilien Assetmanagement until mid-2019. Most recently, she was responsible for asset and fund management following a number of years working in the areas of finance and risk (including research, compliance and auditing).

Brigitte Walter is the Vice-Chair of the Supervisory Board at Assiduus Vermögensverwaltung GmbH, sits on the Advisory Board of TME Consulting GmbH and is the representative for the southern region (Bavaria) for the German Property Federation (ZIA).

Her broad corporate experience in the banking and real estate industry make her an ideal fit as an independent member of the Board of Directors of Swiss Prime Site.

Brigitte Walter will be a member of the Audit and Investment Committee.



Brigitte Walter

1959, Schenklengsfeld (DE)

Re-election to the Board of Directors



Ton Büchner

Chairman

Independent board member
since 24 March 2020



Mario F. Seris

Vice-Chairman

Independent board member
since 27 April 2005



Thomas Studhalter

Independent board member
since 27 March 2018



Christopher M. Chambers

Independent board member
since 22 October 2009



Barbara A. Knoflach

Independent board member
since 23 March 2021



Gabrielle Nater-Bass

Independent board member
since 26 March 2019

Information about the Annual General Meeting

Due to the current situation caused by the COVID-19 pandemic, the Annual General Meeting cannot take place in the usual format. In accordance with the Swiss Federal Council's COVID-19 Ordinance 3, the Annual General Meeting will be held without the physical presence of shareholders on site. Accordingly, shareholders may only be represented by the independent proxy.

Documentation

Swiss Prime Site AG's Annual Report 2021, which also includes the Financial Report, the Compensation Report and statutory auditor reports, will be available for inspection by shareholders at the company's headquarters from 17 February 2022. The online Annual Report 2021 is also available at www.sps.swiss/reporting. The webpage also offers PDFs for download. In keeping with our commitment to sustainability, we are not printing the Annual Report.

An abbreviated summary of the Annual Report «Review 2021» is enclosed with this invitation to the Annual General Meeting.

Delivery of documents

All shareholders entered in the share register on or before 16 February 2022 will receive the following at their latest reported address:

1. Invitation to the ordinary Annual General Meeting
2. Proxy authorisation and reply envelope
3. Brief instructions on using the gvote
4. Review 2021 of Swiss Prime Site AG

These same documents will also be sent to shareholders entered into the share register between 17 February 2022 and 9 March 2022 (the cut-off date, see «Voting rights and closure of the share register» below).

Proxy representation at the Annual General Meeting by the independent shareholder representative

The independent shareholder representative is Paul Wiesli, barrister-at-law, Advokatur Paul Wiesli, Untere Brühlstrasse 21, P.O. Box, CH-4800 Zofingen, Switzerland. Should you wish your shareholder votes to be represented by the independent shareholder representative, please complete and sign the instructions in the proxy section of the proxy authorisation and send it to the company share register in the reply envelope, to arrive no later than 17 March 2022. The independent shareholder representative can only be instructed to carry out proxy voting instructions. He cannot represent shareholders in the exercise of any other shareholder rights.

Remote electronic voting via proxy instructions to the independent shareholder representative

Shareholders can give proxy authorisations and send electronic instructions to the independent shareholder representative. Brief instructions for the Computershare gvote shareholder platform are attached. Your login ID and password are printed on the proxy authorisation form.

Any changes to electronic instructions already issued must be made no later than 21 March 2022, 23.59 CET.

Voting rights and closure of the share register

Shareholders entered in the share register on 9 March 2022 at 13.00 CET (the cut-off date) are entitled to vote at the Annual General Meeting. Shareholders who sell their shares after this date are not eligible to participate in the ordinary Annual General Meeting. No entries are recorded in the share register from 10 March up to and including 23 March 2022.

Olten, 17 February 2022
Swiss Prime Site AG
Board of Directors

SWISS PRIME SITE

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