



**Category:** Notifications issued to company members

**Sub-category:** Invitation to the General Meeting

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Swiss Prime Site AG, Alpenstrasse 15, 6300 Zug

## Invitation to the ordinary general meeting Swiss Prime Site AG

**Organisation concerned:**

Swiss Prime Site AG  
CHE-101.080.841  
Alpenstrasse 15  
6300 Zug

**General meeting details:**

19.03.2024, 16:00 Uhr, Theater Casino Zug, Artherstrasse 4, 6300 Zug

**Invitation/Agenda:**

Invitation to the shareholders of Swiss Prime Site AG  
24th ordinary Annual General Meeting  
Tuesday, 19 March 2024, 16.00  
Please find the complete invitation in the attached PDF.

**Remarks:**

Deadline for registration is 15 March 2024.



SWISS PRIME SITE

TO THE SHAREHOLDERS  
OF SWISS PRIME SITE AG  
24TH ANNUAL GENERAL MEETING

# INVITATION 2024



Tuesday,  
19 March 2024

**4 pm | Doors open at 3 pm**  
**Theater Casino Zug | Artherstrasse 4 | CH-6300 Zug**

# Agenda and Board proposals

## 1

### **Approval of the management report, the annual financial statements of Swiss Prime Site AG and the consolidated financial statements for the 2023 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 the 2023 financial year be approved and that the auditor's reports be adopted.

#### **Explanatory note**

Under Art. 698 (2) (3), (4) and Art. 728b (2) (4) of the Swiss Code of Obligations (CO) and the Articles of Association of Swiss Prime Site AG, the general meeting is responsible for the approval of the management report, the annual financial statements of Swiss Prime Site AG and the consolidated financial statements of Swiss Prime Site AG for the 2023 financial year, and adoption of the auditor's reports. Approval of the annual financial statements is required for the resolution on the appropriation of balance sheet profit, in particular with regard to determining the dividend.

## 2

### **Consultative vote on the Compensation Report for the 2023 financial year**

The Board of Directors recommends that the Compensation Report for the 2023 financial year be approved in a non-binding consultative vote and that the auditor's report be adopted.

#### **Explanatory note**

Under the Articles of Association of Swiss Prime Site AG, the Board of Directors submits the Compensation Report for the 2023 financial year to the shareholders for a consultative vote. 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 2023 financial year. The Compensation Report is part of the Annual Report. The online Annual Report is available at [sps.swiss/reporting](https://sps.swiss/reporting).

# 3

## **Discharge of the Board of Directors and the Executive Board for the 2023 financial year**

The Board of Directors recommends that its members and the members of executive management (the Executive Board) be discharged from their responsibility for the conduct of business in the 2023 financial year.

### **Explanatory note**

Pursuant to Art. 698(2)(7) CO and the Articles of Association of Swiss Prime Site AG, the general meeting is responsible for discharging the members of the Board of Directors and the Executive Board.

# 4

## **Adoption of resolutions on the appropriation of balance sheet profit, distribution of an ordinary dividend and a withholding tax-exempt distribution from capital contribution reserves**

The Board of Directors proposes a total distribution to shareholders of CHF 3.40 gross (CHF 2.805 net) per registered share entitled to dividends. This is composed of an ordinary dividend from the balance sheet profit of CHF 1.70 gross per registered share (CHF 1.105 net after deduction of 35% withholding tax) and a withholding tax-exempt distribution from capital contribution reserves of CHF 1.70 per registered share (excluding registered shares directly and indirectly held by the Company). Based on the stock of 50 treasury shares, the amount scheduled for distribution is CHF 260 843 253.60<sup>1</sup>.

The Board of Directors recommends the following appropriation of the balance sheet profit: Distribution of an ordinary dividend and a withholding tax-exempt distribution from capital contribution reserves.

### **Distribution of an ordinary dividend**

Balance brought forward	CHF	363 268 797.75
Annual result	CHF	226 774 853.05
Balance sheet profit	CHF	590 043 650.80
Transfer to other statutory retained earnings	CHF	0
Transfer to voluntary retained earnings	CHF	0
Dividend payment	CHF	-130 421 626.80 <sup>1</sup>
Balance brought forward to new account	CHF	459 622 024.00

### **Distribution from capital contribution reserves**

Capital contribution reserves as at 31.12.2023	CHF	845 729 886.90
Distribution from capital contribution reserves	CHF	-130 421 626.80 <sup>1</sup>
Balance brought forward to new account	CHF	715 308 260.10

<sup>1</sup> This amount is based on the 76 718 604 registered shares issued as at 6 February 2024 and the stock of 50 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.

The proposed dividend and the withholding tax-exempt distribution from capital contribution reserves will be paid on 28 March 2024 in the amount of CHF 2.805 net per registered share entitled to dividends.

### **Explanatory note**

Under Art. 698 (2) (4) CO and the Articles of Association of Swiss Prime Site AG, the general meeting is responsible for the adoption of resolutions on the appropriation of balance sheet profit, in particular with regard to determining the dividend.

# 5

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

Under Articles 698(3)(4) CO and 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 management (Executive Board) for the current financial year.

### **5.1 Compensation of the Board of Directors**

The Board of Directors recommends that compensation to its members up to a maximum of CHF 1800 000.00 be approved for the 2024 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 and is composed of fixed compensation in cash, share-based compensation and social security contributions.

### **5.2 Compensation of executive management (Executive Board)**

The Board of Directors recommends that the fixed and variable compensation of the Executive Board for the 2024 financial year be approved up to a maximum amount of CHF 5 500 000.00, subject to such additional amounts as may result from the appointment of new Executive Board members as specified in Article 31 para. 3 of the Articles of Association.

#### **Explanatory note**

The maximum amount recommended here comprises the fixed compensation, the maximum possible variable compensation valued at grant date and the projected employer social security contributions and statutory occupational pension scheme contributions.

# 6

## **Elections**

### **6.1 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 [sps.swiss/board-of-directors](https://sps.swiss/board-of-directors).

The Board recommends:

- 6.1.1 The re-election of Ton Büchner to the Board of Directors
- 6.1.2 The re-election of Reto Conrad to the Board of Directors
- 6.1.3 The re-election of Barbara A. Knoflach to the Board of Directors
- 6.1.4 The re-election of Gabrielle Nater-Bass to the Board of Directors
- 6.1.5 The re-election of Thomas Studhalter to the Board of Directors
- 6.1.6 The re-election of Brigitte Walter to the Board of Directors
- 6.1.7 The election of Detlef Trefzger to the Board of Directors

### **Explanatory note**

Under Article 698(2)(2) CO and the Articles of Association of Swiss Prime Site AG, the general meeting is responsible for the election of the members of the Board of Directors. Christopher M. Chambers is not putting himself forward for re-election at the general meeting.

## Re-election to the Board of Directors



**Ton Büchner**

Chairman  
Independent member  
since 24 March 2020



**Reto Conrad**

Independent board member  
since 21 March 2023



**Barbara A. Knoflach**

Independent board member  
since 23 March 2021



**Gabrielle Nater-Bass**

Independent member  
since 26 March 2019



**Thomas Studhalter**

Independent board member  
since 27 March 2018



**Brigitte Walter**

Independent board member  
since 23 March 2022

**Explanatory note on item 6.1.7  
Election to the Board of Directors**



**Detlef Trefzger**  
1962, Schindellegi

The Board of Directors is nominating proven expert Detlef Trefzger to the Board. His expertise in real estate and governance will further strengthen the Board's skills in these areas.

Detlef Trefzger served as CEO of the global logistics company Kühne+Nagel from 2013 to 2022. Prior to that, he worked at DB Schenker for 15 years, where he held various senior roles including member of the executive board and head of global contract logistics and supply chain management. At the start of his career, Detlef Trefzger worked at Siemens in plant engineering and as a strategy consultant at the management consultancy Roland Berger. He currently serves on the boards of several well-known companies, including easyJet in the United Kingdom and Accelleron in Switzerland.

## **6.2 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.

### **Explanatory note**

Under Article 698 (3) (1) CO and the Articles of Association of Swiss Prime Site AG, the general meeting is responsible for the election of the Chairman of the Board of Directors.

## **6.3 Election of the members of the Nomination and Compensation Committee**

The Board recommends:

- 6.3.1 The re-election of Gabrielle Nater-Bass as a member of the Nomination and Compensation Committee for a one-year term of office running until the end of the next Annual General Meeting
- 6.3.2 The re-election of Barbara A. Knoflach as a member of the Nomination and Compensation Committee for a term of office of one year running until the end of the next Annual General Meeting
- 6.3.3 The election of Detlef Trefzger as a member of the Nomination and Compensation Committee for a term of office of one year running until the end of the next Annual General Meeting

### **Explanatory note**

Under Article 698 (3) (2) CO and the Articles of Association of Swiss Prime Site AG, the general meeting is responsible for the election of the members of the Nomination and Compensation Committee.

#### **6.4 Election of the independent proxy**

The Board recommends that Paul Wiesli, barrister-at-law, Advokatur Paul Wiesli, Untere Brühlstrasse 21, PO. 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 2024 Annual General Meeting.

#### **Explanatory note**

Under Article 698 (3) (3) CO and the Articles of Association of Swiss Prime Site AG, the general meeting is responsible for the election of the independent proxy. 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.

#### **6.5 Election of the statutory auditors**

The Board of Directors proposes that PricewaterhouseCoopers AG Zurich be elected as the Company's statutory auditor for a term of office of one year running until the end of the next Annual General Meeting.

#### **Explanatory note**

Under Article 698 (2) (2) CO and the Articles of Association of Swiss Prime Site AG, the general meeting is responsible for electing the statutory auditors.

# Information about the Annual General Meeting

## **Documentation**

Swiss Prime Site AG's Annual Report 2023, which also includes the Financial Report, the Compensation Report and statutory auditor reports, is available for inspection by shareholders at the company's headquarters. The online Annual Report 2023 is also available at [sps.swiss/reporting](https://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 2023» is enclosed with this invitation to the Annual General Meeting.

## **Delivery of documents**

All shareholders entered in the share register on or before 9 February 2024 will receive the following at their latest reported address:

1. Invitation to the ordinary Annual General Meeting
2. Reply envelope with registration and instructions
3. Brief instructions on using the gvote
4. Review 2023 of Swiss Prime Site AG

These same documents will also be sent to shareholders entered into the share register between 9 February and 5 March 2024 (the cut-off date, see «Voting rights and closure of the share register» below).

## **Admission tickets**

For postal registration, admission tickets can be requested from the share register of Swiss Prime Site AG, c/o Computershare Schweiz AG, P.O. Box, CH-4601 Olten, by no later than 15 March 2024 (date of receipt). The admission tickets can also be ordered electronically via the shareholder platform gvote (see the quick guide). The admission tickets will be sent to shareholders around ten days before the Annual General Meeting and after registration.

## **Representation at the Annual General Meeting by shareholders or third parties**

Under Article 12 of the Articles of Association, a shareholder may be represented at the general meeting by a proxy. This may be another shareholder or a third party. A written proxy authorisation must be issued (via reply envelope or gvote) for this purpose.

### **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, PO. Box, CH-4800 Zofingen, Switzerland. Should you wish your shareholder votes to be represented by the independent proxy, 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 15 March 2024. The independent proxy can only be instructed to carry out proxy voting instructions.

### **Remote electronic voting via proxy instructions to the independent proxy**

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 17 March 2024, 23.59 CET.

### **Voting rights and closure of the share register**

Shareholders entered in the share register on 5 March 2024 at 13.00 CET (the cut-off date) are entitled to vote. 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 6 March up to and including 19 March 2024.

We wish to draw your attention to the fact that we will be carrying out a check at the entrance to ensure only registered shareholders or their representatives as per Article 12 of the Articles of Association attend the general meeting.

Light refreshments will be offered after the Annual General Meeting.

Zug, 9 February 2024  
Swiss Prime Site AG  
Board of Directors





View of the lake and city centre of Geneva. In the foreground, the Alto Pont-Rouge completed in autumn 2023, located right by Lancy-Pont-Rouge station.



SWISS PRIME SITE



## Swiss Prime Site

### Headquarters

Swiss Prime Site AG  
Alpenstrasse 15  
CH-6300 Zug

### Zurich office

Swiss Prime Site AG  
Prime Tower, Hardstrasse 201  
CH-8005 Zurich

### Geneva office

Swiss Prime Site AG  
Rue du Rhône 54  
CH-1204 Geneva

Tel. +41 58 317 17 17 | [info@sps.swiss](mailto:info@sps.swiss) | [www.sps.swiss](http://www.sps.swiss)