



SWISS PRIME SITE

TO THE SHAREHOLDERS
OF SWISS PRIME SITE AG
25TH ORDINARY ANNUAL GENERAL MEETING

INVITATION 2025



Thursday,
13 March 2025

4 pm | Doors open at 3 pm

Theater Casino Zug | Artherstrasse 4 | CH-6300 Zug

Dear Shareholders

The past year has shown just how well we can use our potential. With the further focussing of our portfolio and the acquisition of Fundamenta, we have undertaken important strategic steps to complement our two-pillar strategy – and achieved good results.



Ton Büchner
Chairman



ALL RELEVANT
INFORMATION ON THE
2024 FINANCIAL YEAR

Agenda items and proposals of the Board of Directors

1

Approval of the operational and financial management report of Swiss Prime Site AG, the annual financial statements of Swiss Prime Site AG and the consolidated financial statements for the 2024 financial year, and adoption of the auditor's reports

The Board of Directors proposes the approval of the operational and financial management report of Swiss Prime Site AG, the annual financial statements of Swiss Prime Site AG and the consolidated financial statements for the 2024 financial year, and adoption of the auditor's reports.

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 operational and financial management report, the annual financial statements of Swiss Prime Site AG and the consolidated financial statements of Swiss Prime Site AG for the 2024 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 Swiss Prime Site AG report on non-financial issues for the 2024 financial year

The Board of Directors recommends that the report on non-financial issues for the 2024 financial year be approved in a consultative vote.

Explanatory note

In concert with Art. 964a of the Swiss Code of Obligations, Swiss Prime Site is obliged to prepare a report on non-financial issues. The Annual General Meeting is responsible for approving this report in a consultative vote.

3

Consultative vote on the Compensation Report for the 2024 financial year

The Board of Directors recommends that the Compensation Report for the 2024 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 2024 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 2024 financial year. The Compensation Report is part of the Annual Report.

4

Discharge of the Board of Directors and the Executive Board for the 2024 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 2024 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.

5

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 3.45 gross (CHF 2.846 net) per registered share entitled to dividends. This is composed of an ordinary dividend from the balance sheet profit of CHF 1.725 gross per registered share (CHF 1.121 net after deduction of 35% withholding tax) and a withholding tax-exempt distribution from capital contribution reserves of CHF 1.725 per registered share (excluding registered shares directly and indirectly held by the Company). Based on the stock of 514 treasury shares, the amount scheduled for distribution is CHF 266 709 260.40.

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	459 622 897.77
Annual result	CHF	246 345 930.00
Balance sheet profit	CHF	705 968 827.77
Transfer to other statutory retained earnings	CHF	0
Transfer to voluntary retained earnings	CHF	0
Dividend payment	CHF	-133 354 630.20 ¹
Balance brought forward to new account	CHF	572 614 197.57

Distribution from capital contribution reserves

Capital contribution reserves as at 31.12.2024	CHF	762 646 163.45
Distribution from capital contribution reserves	CHF	-133 354 630.20 ¹
Balance brought forward to new account	CHF	629 291 533.25

¹ This amount is based on the 77 307 032 registered shares issued as at 4 February 2025 and the stock of 514 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 25 March 2025 in the amount of CHF 2.846 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.

6

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

Under Article 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 Board for the current financial year.

6.1 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 2025 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.

6.2 Compensation of executive management (Executive Board)

The Board of Directors recommends that the fixed and variable compensation of the Executive Board for the 2025 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 and statutory occupational pension scheme contributions.

7

Elections

7.1 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.

The Board recommends:

- 7.1.1 The re-election of Ton Büchner to the Board of Directors
- 7.1.2 The re-election of Thomas Studhalter to the Board of Directors
- 7.1.3 The re-election of Gabrielle Nater-Bass to the Board of Directors
- 7.1.4 The re-election of Barbara A. Knoflach to the Board of Directors
- 7.1.5 The re-election of Brigitte Walter to the Board of Directors
- 7.1.6 The re-election of Reto Conrad to the Board of Directors
- 7.1.7 The re-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. All previous members of the Board of Directors are standing for re-election at the Annual General Meeting.

Re-election to the Board of Directors



Ton Büchner
Chairman
Independent member since
24 March 2020



Thomas Studhalter
Independent member
since 27 March 2018



Gabrielle Nater-Bass
Independent member
since 26 March 2019



Barbara A. Knoflach
Independent board member
since 23 March 2021



Brigitte Walter
Independent board member
since 23 March 2022



Reto Conrad
Independent board member
since 21 March 2023



Detlef Trefzger
Independent member
since 19 March 2024

7.2 Election of the Chairman of the Board of Directors

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.

7.3 Election of the members of the Nomination and Compensation Committee

The Board recommends:

- 7.3.1 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
- 7.3.2 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
- 7.3.3 The re-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.

7.4 Election of the independent voting representative

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 2025 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 voting representative. 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.

7.5 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

The 2024 Annual Report of Swiss Prime Site AG, 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 Annual Report 2024 is also available at sps.swiss/en/group/investors/company-reports. The webpage also offers PDFs for download. In keeping with our commitment to sustainability, we are not printing the Annual Report.

Delivery of documents

All shareholders entered in the share register on or before 7 February 2025 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

These same documents will also be sent to shareholders entered into the share register between 7 February and 27 February 2025 (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 11 March 2025 (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.

Independent voting 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 an independent voting representation. This may be another shareholder or a third party. A written proxy authorisation must be issued (via reply envelope or gvote) for this purpose.

Independent voting 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 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 11 March 2025 (date of receipt). The independent proxy can only be instructed to carry out proxy voting instructions.

Remote electronic voting via proxies and 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 11 March 2025, 23.59 CET.

Voting rights and closure of the share register

Shareholders entered in the share register on 27 February 2025 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 6 March up to and including 13 March 2025.

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, 7 February 2025
Swiss Prime Site AG
Board of Directors





SWISS PRIME SITE

Seize opportunities with focus

Swiss Prime Site

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