



SWISS PRIME SITE

TO THE SHAREHOLDERS  
OF SWISS PRIME SITE AG  
26TH ORDINARY ANNUAL GENERAL MEETING

# INVITATION 2026



Thursday,  
12 March 2026

**4:00 pm | Doors open at 3:00 pm**

**Theater Casino Zug | Artherstrasse 4 | CH-6300 Zug**

Dear Shareholders,

With the realignment of Swiss Prime Site and our clear focus on the two core segments – the group's own real estate and asset management – we succeeded in setting a decisive strategic course in the past financial year. As a result, we have already been able to systematically exploit numerous opportunities in both business areas. With our unique platform, we are ideally positioned to continue seizing market opportunities and to grow sustainably in the future.



**Ton Büchner**  
Chairman



ALL RELEVANT  
INFORMATION ON THE  
2025 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 2025 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 2025 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 2025 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 2025 financial year**

The Board of Directors proposes that the report on non-financial issues for the 2025 financial year be approved in a consultative vote.

#### **Explanatory note**

With the introduction of Art. 964a of the Swiss Code of Obligations, Swiss Prime Site is required 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 2025 financial year**

The Board of Directors proposes that the Compensation Report for the 2025 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 2025 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 2025 financial year. The Compensation Report is part of the Annual Report.

## 4

### **Discharge of the Board of Directors and the Executive Board for the 2025 financial year**

The Board of Directors proposes that its members and the members of executive management (the Executive Board) be discharged from their responsibility for the conduct of business in the 2025 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 3.50 gross (CHF 2.888 net) per registered share entitled to dividends. This is composed of an ordinary dividend from the balance sheet profit of CHF 1.75 gross per registered share (CHF 1.138 net after deduction of 35% withholding tax) and a withholding tax-exempt distribution from capital contribution reserves of CHF 1.75 per registered share (excluding registered shares directly and indirectly held by the Company). Based on the stock of 1507 treasury shares, the amount scheduled for distribution is CHF 280 815 038.00.

The Board of Directors proposes 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	567 567 121.85
Annual result	CHF	132 585 749.99
Net retained profits	CHF	700 152 871.84
Transfer to other statutory retained earnings	CHF	0
Transfer to voluntary retained earnings	CHF	0
Dividend payment	CHF	-140 407 519.00 <sup>1</sup>
Balance brought forward to new account	CHF	559 745 352.84

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

Capital contribution reserves as at 31.12.2025	CHF	912 143 282.67
Distribution from capital contribution reserves	CHF	-140 407 519.00 <sup>1</sup>
Balance brought forward to new account	CHF	771 735 763.67

<sup>1</sup> This amount is based on the 80 234 375 registered shares issued as at 3 February 2026 and the stock of 1507 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 31 March 2026 in the amount of CHF 2.888 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 compensation 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 proposes that the remuneration of the Board of Directors remain unchanged for the 2026 financial year, up to a maximum amount of CHF 1800 000.00.

#### **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 proposes that the fixed and variable compensation of the Executive Board remain unchanged for the 2026 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 proposes 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 proposes:

- 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



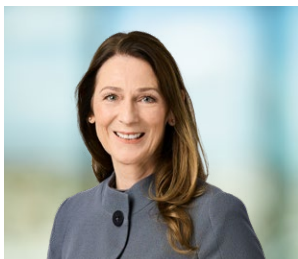
**Thomas Studhalter**

Independent member  
since 27 March 2018



**Gabrielle Nater-Bass**

Independent member  
since 26 March 2019



**Barbara A. Knoflach**

Independent member  
since 23 March 2021



**Brigitte Walter**

Independent member  
since 23 March 2022



**Reto Conrad**

Independent 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 proposes 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 Chair of the Board of Directors.

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

The Board proposes:

- 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 proxy**

The Board proposes that Paul Wiesli, barrister-at-law, Advokatur Paul Wiesli, Untere Brühlstrasse 21, P.O. Box, CH-4800 Zofingen, Switzerland, be elected as the independent proxy for a further one-year term of office, running until the end of the 2026 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 proxy 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 2025 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 2025 Annual Report is also available at [sps.swiss/en/group/investors/company-reports](https://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 4 February 2026 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 gvote

These same documents will also be sent to shareholders entered into the share register between 4 February and 26 February 2026 (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 10 March 2026 (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.

## **Proxy 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 proxy**

The independent proxy 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 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 10 March 2026 (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 proxy**

Shareholders can give proxy authorisations and send electronic instructions to the independent proxy. 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 10 March 2026, 11:59 pm CET.

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

The cut-off date for entitlement to vote at the Annual General Meeting is 5 March 2026, 1:00 pm CET. From 6 March 2026 up to and including 12 March 2026, no entries or deletions with voting rights will be recorded in the share register.

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 2026  
Swiss Prime Site AG  
Board of Directors





**SWISS PRIME SITE**

# The real estate platform on the rise

## **Swiss Prime Site**

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