

PSP Swiss Property Ltd, Zug

Invitation to the Annual General Meeting



Thursday, 4 April 2019, at 3 p.m.
at Lake Side, Bellerivestrasse 170, 8008 Zurich
(Doors opening at 2 p.m.)

To the shareholders of PSP Swiss Property Ltd, Zug

Ladies and Gentlemen

The Board of Directors of PSP Swiss Property Ltd is pleased to invite you to the Annual General Meeting with the following agenda.

Agenda

1 Annual activity report, financial statements and consolidated financial statements 2018, auditors' reports

Proposal of the Board of Directors: approval of the annual activity report, the financial statements and the consolidated financial statements 2018, taking note of the auditors' reports

2 Advisory vote on the compensation report 2018

Proposal of the Board of Directors: acceptance of the compensation report 2018 by non-binding advisory vote

Please see the comments in the appendix to this invitation.

3 Appropriation of retained earnings 2018 and the statutory and regulative-decided retained earnings, dividend payment

Proposal of the Board of Directors: appropriation of retained earnings 2018 and the statutory and regulative-decided retained earnings as well as payment of a **dividend of CHF 3.50 gross per share** to the shareholders as follows:

Profit carried forward of previous period	CHF	1 373 991.35
Net profit 2018	CHF	3 169 706.68
Retained earnings as of 31 December 2018	CHF	4 543 698.03
Allocation from statutory and regulative-decided retained earnings	CHF	157 000 000.00
Total available to the Annual General Meeting	CHF	161 543 698.03
Dividend payment of CHF 3.50 gross per share	CHF	160 537 618.50
Balance carried forward	CHF	1 006 079.53

Upon approval of the proposal, the dividend of CHF 3.50 gross per share will be paid out net of 35% withholding tax, presumably as of 10 April 2019, with ex-date on 8 April 2019.

The proposed dividend payment is based on the outstanding 45 867 891 shares of the company. Treasury shares owned by the company, if any, are not entitled to dividends. The number of shares qualifying for dividend payment will be established on the payment record date. The total amount of the dividend payment as well as the resulting balance to be carried forward may thus vary accordingly.

4 Discharge of the members of the Board of Directors and of the Executive Board

Proposal of the Board of Directors: granting of discharge to the members of the Board of Directors and of the Executive Board for the 2018 business year

5 Elections of the members of the Board of Directors

Proposals of the Board of Directors: individual re-elections of the following seven current members of the Board of Directors, all of them for a term of office of one year:

Mr. Luciano Gabriel, Ms. Corinne Denzler, Mr. Adrian Dudle, Mr. Peter Forstmoser, Mr. Nathan Hetz, Mr. Josef Stadler and Mr. Aviram Wertheim

6 Election of the Chairman of the Board of Directors

Proposal of the Board of Directors: re-election of Mr. Luciano Gabriel (current) as Chairman of the Board of Directors for a term of office of one year

7 Elections of the members of the Compensation Committee

Proposals of the Board of Directors: individual re-elections of the following four current members of the Compensation Committee, all of them for a term of office of one year:

Mr. Peter Forstmoser, Mr. Adrian Dudle, Mr. Nathan Hetz and Mr. Josef Stadler

It is foreseen that Mr. Peter Forstmoser again chairs the Compensation Committee.

8 Approval of the maximum total amount of compensations for the Board of Directors until the Annual General Meeting 2020

Proposal of the Board of Directors: approval of the maximum total amount of compensations for the Board of Directors from the Annual General Meeting 2019 to the Annual General Meeting 2020 of CHF 1 000 000.-

Please see the comments in the appendix to this invitation.

9 Approval of the maximum total amount of compensations for the Executive Board for the 2020 business year

Proposal of the Board of Directors: approval of the maximum total amount of compensations for the Executive Board for the 2020 business year of CHF 4 500 000.-

Please see the comments in the appendix to this invitation.

10 Election of the Statutory Auditors

Proposal of the Board of Directors: re-election of Ernst & Young AG, Zurich (current) as Statutory Auditors for the 2019 business year

11 Election of the Independent Shareholder Representative

Proposal of the Board of Directors: re-election of Proxy Voting Services GmbH, CH-8024 Zurich (current), as independent shareholder representative for a term of office of one year

The annual report with the auditors' reports including the compensation report and the respective report of the auditors is available from now onwards for inspection by shareholders at the Company's registered office in Zug, Kolinplatz 2, as well as at the registered office of PSP Group Services Ltd in Zurich, Seestrasse 353, and at www.psp.info. An extract from the annual report ("2018 Short report") is enclosed to this invitation. Shareholders who wish to receive the annual report including the compensation report by mail may order a copy at PSP Group Services Ltd, Investor Relations, Seestrasse 353, CH-8038 Zurich.

Shareholders planning to attend the General Meeting in person are requested to return the enclosed **reply form** for an **admittance ticket** with voting material. Participation in and voting at the General Meeting shall be restricted to shareholders entered in the share register as shareholders with voting rights on **Monday, 1 April 2019, 5 p.m. (CET), (record date)**. The share register will be administrated until 1 April 2019; it will be closed from 2 April 2019 until 4 April 2019, inclusive.

Representation and power of attorney: Shareholders entitled to vote who are unable to attend the General Meeting in person are requested to arrange representation by **another shareholder entitled to vote** (see Article 12 para. 2 and para. 3, last sentence, of the Articles of Association). They may also appoint **Proxy Voting Services GmbH, CH-8024 Zurich**, to act as their independent shareholder representative.

Please submit the power of attorney and the voting instructions to the independent shareholder representative by using the **reply form** or our **internet-based electronic proxy voting system on <https://netvote.ch/pspswissproperty>**. In the absence of voting instructions, the independent shareholder representative will abstain from voting.

Additional details on assigning power of attorney and submitting voting instructions are described on the enclosed reply form. The reply form also contains the login-details for the internet-based electronic proxy voting system. Additional information thereto is available on www.psp.info/annual-general-meeting-2019/electronic-proxy-voting.

For your written **reply**, please find enclosed **two envelopes**:

- one envelope addressed to the **share register of PSP Swiss Property Ltd** (c/o areg.ch ag, Fabrikstrasse 10, CH-4614 Hägendorf) for returning the reply form and ordering an admittance ticket and
- one envelope addressed to **Proxy Voting Services GmbH, CH-8024 Zurich**, for returning the reply form with the power of attorney and the voting instructions for the independent shareholder representative.

Please note that the filled-in and signed reply form must be received by the share register of PSP Swiss Property Ltd or Proxy Voting Services GmbH respectively, **by Tuesday, 2 April 2019, 5 p.m. (CET) at the latest**. Proxies and instructions – or amended instructions respectively – by electronic means are to be submitted at the **latest by Tuesday, 2 April 2019, 11.59 p.m. (CET)**.

Yours faithfully
PSP Swiss Property Ltd

On behalf of the Board of Directors
The Chairman

Zug, 13 March 2019

Luciano Gabriel

Enclosures:
Extract from the annual report ("2018 Short report")
Reply form, two reply envelopes

Translation of the legally binding German text

Appendix to the invitation

Comments to the following agenda items:

Agenda item 2 *Advisory vote on the compensation report 2018*

The Board of Directors submits the compensation report 2018 to the Annual General Meeting for approval by way of a non-binding advisory vote. The compensation report, including the report of the auditors, is set out on **pages 128 to 131** of the annual report. Additional information on the compensation system and the compensations of the Board of Directors and the Executive Board in the 2018 business year can be found on **page 132 ff.** of the annual report.

Agenda item 8 *Approval of the maximum total amount of compensations for the Board of Directors until the Annual General Meeting 2020*

In accordance with the Articles of Association, the Board of Directors proposes to the Annual General Meeting 2019 to approve the maximum total amount of compensations for the Board of Directors from the Annual General Meeting 2019 **to the Annual General Meeting 2020.**

The proposed **maximum total amount of CHF 1 000 000** (*previous period: CHF 1 000 000*) contains the compensations of all current seven members of the Board of Directors standing for re-election, including the Chairman. It is based on the **foreseen sum of the fixed compensations, which remained unchanged compared to the previous year, plus potential additional amounts** payable to members arriving from abroad, and the assumption of a maximum of ten board meetings during the term of office.

Agenda item 9 *Approval of the maximum total amount of compensations for the Executive Board for the 2020 business year*

In accordance with the Articles of Association, the Board of Directors proposes to the Annual General Meeting 2019 to approve the maximum total amount of compensations for the members of the Executive Board **for the 2020 business year.**

The **maximum total amount** is calculated based on **the sum of the individual caps** of the maximum compensations payable to the members of the Executive Board per calendar year as contained in their employment contracts, **which remained unchanged compared to the previous year.** The individual caps are CHF 2 200 000 for Giacomo Balzarini, CHF 1 500 000 for Adrian Murer and CHF 800 000 for Martin Heggli. They sum up to the proposed maximum total amount of compensations for the Executive Board of **CHF 4 500 000** (*previous period: CHF 4 500 000*).

The actual compensations for the 2020 business year will be established on the basis of the employment contracts and the 2020 business year results. They will be shown in detail in the 2020 compensation report, which will be submitted to the Annual General Meeting 2021 for approval by way of a non-binding advisory vote.