

Invitation to the Ordinary General Meeting of HIAG Immobilien Holding AG

Thursday, 27 April 2023 at 10 a.m.
(Door open at 9.00 am)
HIAG Immobilien Holding AG
Christliches Zentrum Silbern, Riedstrasse 3, 8953 Dietikon

Agenda and proposals from the Board of Directors

1

2022 Annual Report, 2022 Annual Financial Statements, 2022 Consolidated Financial Statements, 2022 Management Report and Auditor's Report

The Board of Directors proposes approving the Annual Report, the Annual Financial Statements, the 2022 Consolidated Financial Statements and the 2022 Management Report for the financial year from 1 January to 31 December 2022 and acknowledging the Auditor's Report.

2

Use of net profit and payout to shareholders from capital contribution reserves for financial year 2022

For financial year 2022, the Board of Directors proposes a dividend payout of CHF 2.90 gross per share for a maximum of 10,119,600 outstanding shares*. The maximum total payout amounts to TCHF 29,347, with a maximum of TCHF 6,748 distributed from the net profit and a maximum of TCHF 22,599 from the capital contribution reserves.

2.1 Use of net profit

2022 net income	TCHF	1,661
Carry-forward from previous year	TCHF	5,087
Net profit	TCHF	6,748
Dividend payout from accumulated profit	TCHF	6,748
Carry-forward to new year	TCHF	0

The Board of Directors proposes using HIAG Immobilien Holding AG's net profit of TCHF 6,748 as follows:

Payout of a dividend for financial year 2022 of TCHF 29,347 gross, CHF 0.66 of which from net profit, per share for a maximum of 10'119'600 outstanding shares*	TCHF	6,748
Carry-forward to new account	TCHF	0

2.2 Payout from capital contribution reserves

The Board of Directors proposes using HIAG Immobilien Holding AG's capital contribution reserves as follows:

Capital contribution reserves as at 31 December 2022	TCHF	171,166
Payout of a dividend for financial year 2022 of TCHF 29,347, CHF 2.24 of which from capital contribution reserves, per share for a maximum of 10,119,600* outstanding shares	TCHF	22,599
Carry-forward to new capital contribution reserves account	TCHF	148,567

Upon approval of Proposal 2.2, the dividend of CHF 2.24 per share will be paid out from capital contribution reserves net of withholding tax and without income tax consequences for natural persons residing in Switzerland who hold the shares as private assets.

The dividends will most likely be paid out starting from 4 May 2023. Starting from 2 May 2023, the shares will be traded accordingly without dividends.

*The proposed dividend payout is based on the 10,119,600 shares issued by the company. Any treasury shares in the possession of the company are not entitled to receive a dividend. The number of shares granting entitlement to dividends will not be determined until the day of the payout. The amounts for dividend payouts and the resulting carry-forward can therefore vary accordingly.

3

Formal approval of the actions of the Board of Directors

The Board of Directors proposes formally approving the actions of the members of the Board of Directors for financial year 2022.

4

Election to the Board of Directors

The Board of Directors proposes re-electing Dr Felix Grisard, Salome Grisard Varnholt, Dr Jvo Grundler, Balz Halter and Anja Meyer to another term in office, which will end with the conclusion of the next Ordinary General Meeting. Dr Christian Wiesendanger will not stand for re-election at the upcoming General Meeting. The Board of Directors proposes electing Mr Micha Blattmann as a new member.

Micha Blattmann is an experienced international capital markets expert who also has many years of experience as a lawyer. He is a founding partner of Vicenda Group AG, an investment boutique focusing on private debt. In addition to his work as a board member of international asset managers and real estate companies, he has also held various positions at the Merrill Lynch and UBS investment banks. Before that, he worked as a lawyer with Bär & Karrer and Andersen Legal. Micha Blattmann holds a licentiate degree in law from the University of Zurich and a Master's degree (LL.M.) from the University of California, Los Angeles, School of Law. He was admitted to the bar in the year 2000.

The Board of Directors proposes re-electing Dr Felix Grisard as President of the Board of Directors for another term of office, which will end with the conclusion of the next Annual General Meeting.

The Board of Directors also proposes re-electing Balz Halter as Vice President of the Board of Directors for another term of office, which will end with the conclusion of the next Annual General Meeting.

4.1 Re-election of Dr Felix Grisard as a member of the Board of Directors

4.2 Re-election of Ms Salome Grisard Varnholt as a member of the Board of Directors

4.3 Re-election of Dr Jvo Grundler as a member of the Board of Directors

4.4 Re-election of Mr Balz Halter as a member of the Board of Directors

4.5 Re-election of Ms Anja Meyer as a member of the Board of Directors

4.6 Election of Mr Micha Blattmann as a member of the Board of Directors

4.7 Re-election of Dr Felix Grisard as President of the Board of Directors

4.8 Re-election of Mr Balz Halter as Vice President of the Board of Directors

5

Election to the Compensation Committee

The Board of Directors proposes re-electing Salome Grisard Varnholt and Balz Halter as members of the Compensation Committee of the Board of Directors for one term of office, which will end with the conclusion of the next Annual General Meeting.

The Board of Directors proposes electing Anja Meyer as a new member of the Compensation Committee of the Board of Directors for one term of office, which will end with the conclusion of the next Annual General Meeting.

5.1 Re-election of Ms Salome Grisard Varnholt to the Compensation Committee of the Board of Directors

5.2 Re-election of Mr Balz Halter to the Compensation Committee of the Board of Directors

5.3 Election of Ms Anja Meyer to the Compensation Committee of the Board of Directors

6

Approval of the compensation of the members of the Board of Directors and the Executive Board

As per Art. 22 of the Articles of Association, the compensation of the Board of Directors and the Executive Board is voted on separately. A consultative vote will be conducted regarding the 2022 Compensation Report. The 2022 Compensation Report is available in electronic form at www.annualreport.hiag.com.

6.1 Approval of the total compensation of the members of the Board of Directors from the 2023 Ordinary General Meeting until the 2024 Ordinary General Meeting

The Board of Directors proposes that the shareholders approve the maximum total amount of compensation for the members of the Board of Directors for the period from the 2023 Annual General Meeting to the 2024 Annual General Meeting, i.e. TCHF 1,500 (including employer social security contributions (AHV/IV/ALV) and pension benefits required by law).

The proposed maximum total amount also includes compensation for additional services and is expected to be structured as follows:

Fixed compensation in cash (net)	TCHF	1,050
Committee attendance fees	TCHF	50
Share-based compensation	TCHF	150
Compensation for additional services	TCHF	50
Employer social security contributions and pension benefits	TCHF	200
Total (gross)	TCHF	1,500

The Board of Directors will be composed of six members after the General Meeting.

6.2 Approval of the total compensation of the Executive Board for the current business year 2023

The Board of Directors proposes that the shareholders approve the maximum total amount of fixed and variable compensation for the current financial year 2023, i.e. TCHF 4,000 (including employer social security contributions (AHV/IV/ALV) and pension benefits required by law).

The proposed maximum total amount is expected to be structured as follows:

Base salary, net, in cash	TCHF	1,500
Individual bonus, gross, in cash	TCHF	550
LTIP 2023, gross, in cash	TCHF	750
LTIP 2023, gross, share-based	TCHF	750
Other compensation components, employer social security contributions and pension benefits	TCHF	450
Total (gross)	TCHF	4,000

The proposed compensation of the Executive Board members concerns four members (CEO, CFO, Head of Portfolio and Transactions and Head of Development and Realisation). The total compensation of Dr Jvo Grundler is included in the compensation of the members of the Board of Directors.

6.3 Consultative vote on the 2022 Compensation Report

The Board of Directors proposes that the shareholders approve the 2022 Compensation Report by way of a consultative vote.

7 Consultative vote on the system of compensation

As per Art. 6 (2) of the Articles of Incorporation of HIAG Immobilien Holding AG, the General Meeting holds a consultative vote on the system of compensation.

The compensation system for the members of the Board of Directors and the Executive Board is set out in the Compensation Report (section 2 of the Compensation Report).

In addition to a fixed salary, the members of the Executive Board receive variable compensation consisting of two components: an annual individual target bonus and one or more long-term incentive plans. The members of the Board of Directors receive only fixed compensation. The Board of Directors proposes that the company's compensation system be acknowledged with approval by way of a non-binding consultative vote.

8 Re-election of the independent proxy holder and his or her substitute

The Board of Directors proposes re-electing Mr Oscar Battegay, attorney-at-law, Battegay Dürr AG, Heuberg 7, P.O. Box 2032, CH-4001 Basel, as independent proxy holder, and Mr Andreas Dürr, attorney-at-law, Battegay Dürr AG, Heuberg 7, P.O. Box 2032, CH-4001 Basel, as his substitute, for a term of office that will end with the conclusion of the next Annual General Meeting.

9 Re-election of Ernst & Young AG as auditor

The Board of Directors proposes re-electing Ernst & Young AG, Basel, as auditor for a term of office of one year.

Note

Annual Report

The 2022 Annual Report has been available to shareholders at the company headquarters for consultation and also online at www.annualreport.hiag.com since 13 March 2023. For sustainability reasons, we do not print the Annual Report.

Invitation and tickets

The invitation, registration form (for ordering tickets), proxy form and a brief guide to gvote will be sent by post to voting shareholders listed in the shareholders' register as at 5 pm on 29 March 2023, using the last address recorded in the share register.

Shareholders who are listed in the shareholders' register after this date but before 5 pm on 13 April 2023 will be sent the invitation on or after 18 April 2023. No registrations with voting rights will be entered in the shareholders' register from 13 April 2023 to 27 April 2023. The cut-off date for the right to vote at the General Meeting is 5 pm on 13 April 2023.

Personal tickets, including voting coupons (in the form of a QR code on the ticket), will be sent out from 18 April 2023 onwards. Tickets can also be ordered electronically via the gvote shareholder platform (please refer to the brief guide).

The ticket and ballot papers must be presented upon entry to the General Meeting on 27 April 2023.

Representation at the General Meeting by shareholders, third parties or the independent voting proxy

Any shareholder may be represented by and give general or specific instructions to another shareholder entered with voting rights in the share register, a third party who need not be a shareholder, or the independent proxy holder, attorney-at-law Oscar Battegay, Battegay Dürr AG, Heuberg 7, P.O. Box 2032, CH-4001 Basel, using the gvote shareholder platform (please refer to the brief guide) or the proxy form sent together with this invitation. Powers of attorney can be sent to the independent proxy holder either directly using his above-mentioned address or to the HIAG Immobilien Holding AG shareholders' register c/o Computershare Schweiz AG, P.O. Box, 4601 Olten. Instructions for the independent proxy holder can be sent directly to his address as specified above. Alternatively, instructions can be issued to the independent proxy electronically via the gvote shareholder platform (please refer to the brief guide).

Electronic issuing of instructions

Sherpany has been replaced by Computershare as of the end of 2022. Any existing logins for the Sherpany shareholder platform have lost their validity. You will find your new login details in the enclosed brief guide. If you register with the gvote shareholder platform, you can issue instructions to the independent proxy holder electronically. Instructions and powers of attorney may be issued electronically until 11:59 pm on 24 April 2023 at the latest.