

# HIAG

## Invitation

to the Ordinary General  
Meeting of HIAG  
Immobilien Holding AG

Thursday, 28 April 2022 at 10 a.m.  
HIAG Immobilien Holding AG  
Aeschenplatz 7  
CH-4052 Basel

# Important information related to COVID-19

Dear shareholders,

Due to the persistent schedule uncertainty and pursuant to Ordinance 3 on Measures to Combat the Coronavirus (COVID-19), the Board of Directors has decided to conduct this year's Ordinary General Meeting without the physical participation of the shareholders. Unfortunately, you may not attend the General Meeting in person.

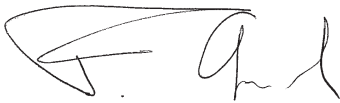
The Board of Directors took this decision with great regret but considers this to be the best way to protect the health of everyone involved. The safety of our shareholders and our employees comes first.

Shareholders can therefore exercise their rights exclusively via the independent proxy holder, Mr. Oscar Battegay, Esq., Battegay Dürr AG, Heuberg 7, Postfach 2032, CH-4001 Basel. Detailed information on how to issue voting instructions to the independent proxy holder (in writing or using the online platform Sherpany) can be found under "Representation and granting proxy" at the end of this invitation.

On behalf of the Board of Directors, I would like to thank you for your understanding. I hope that next year I will be able to welcome you to the Ordinary General Meeting under normal circumstances again.

Should you have any questions, please contact Charlotte Leysner by phone at +41 61 606 55 19 or by e-mail at [charlotte.leysner@hiag.com](mailto:charlotte.leysner@hiag.com).

Best regards  
HIAG Immobilien Holding AG



Dr. Felix Grisard  
President of the Board of Directors

# Agenda and proposals from the Board of Directors

## 1 2021 Annual Report, 2021 Annual Financial Statements, 2021 Consolidated Financial Statements and Auditor's Report

The Board of Directors proposes approving the Annual Report, Annual Financial Statements and Consolidated Financial Statements for business year 2021 from 1 January to 31 December 2021 and acknowledging the Auditor's Report.

## 2 Use of net profit and payout to shareholders from capital contribution reserves for business year 2021

For business year 2021, the Board of Directors proposes a dividend payout of CHF 2.70 per share before tax for a maximum of 10,119,600 outstanding shares\*. The maximum total payout amounts to TCHF 27,323 and is made from distributable profit for a maximum of TCHF 13,661 and from capital contribution reserves for a maximum of TCHF 13,661.

### 2.1 Use of net profit

|                                  |      |        |
|----------------------------------|------|--------|
| 2021 net income                  | TCHF | -5587  |
| Carry-forward from previous year | TCHF | 24290  |
| Distributable profit             | TCHF | 18703  |
| Dividend payout from net profit  | TCHF | -13661 |
| Carry-forward to new year        | TCHF | 5042   |

The Board of Directors proposes using HIAG Immobilien Holding AG's net profit of TCHF 18,703 as follows:

|  |             |             |
|--|-------------|-------------|
| Payout of a dividend for business year 2021 of TCHF 27,323 before tax, CHF 1.35 of which from distributable profit, per share, for a maximum of 10,119,600 outstanding shares* | TCHF        | -13661      |
| <b>Carry-forward to new account</b>  | <b>TCHF</b> | <b>5042</b> |

### 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 2021   | TCHF        | 184782        |
| Payout of a dividend for business year 2021 of TCHF 27,323, CHF 1.35 of which from capital contribution reserves, per share for a maximum of 10,119,600* outstanding shares from capital contribution reserves (after transfer posting in free reserves as a transitory account) | TCHF        | -13661        |
| <b>Carry-forward to new capital contribution reserves account</b>  | <b>TCHF</b> | <b>171121</b> |

Upon approval of Proposal 2.2, the dividend of CHF 1.35 per share will be paid out from capital contribution reserves without withholding tax and without consequences on income tax for natural persons residing in Switzerland who hold shares in private assets.

The payout of dividends will most likely be made starting from 04 May 2022. Starting from 02 May 2022, 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 entitled to receive a dividend is only determined on the day of the payout. The amounts for dividend payout and the resulting carry-forward to new account can therefore vary accordingly.

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### 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 business year 2021.

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### 4

## Election to the Board of Directors

The Board of Directors proposes re-electing Dr. Felix Grisard, Salome Grisard Varnholt, Balz Halter, Dr. Jvo Grundler, Dr. Christian Wiesendanger and Anja Meyer to another term in office, which will end with the conclusion of the next Ordinary General Meeting.

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 Ordinary General Meeting.

The Board of Directors proposes electing Balz Halter as Vice President for one term of office, which will end with the conclusion of the next Ordinary 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 Dr. Christian Wiesendanger as a member of the Board of Directors

#### 4.6 Re-election of Ms. Anja Meyer 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

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### 5

## Election to the Compensation Committee

The Board of Directors proposes 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 Ordinary General Meeting.

#### 5.1 Election of Ms. Salome Grisard Varnholt to the Compensation Committee of the Board of Directors

#### 5.2 Election of Mr. Balz Halter to the Compensation Committee of the Board of Directors

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### 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 Incorporation, the compensation of the Board of Directors and the Executive Board is voted separately. A consultative vote will be conducted regarding the 2021 Compensation Report. The 2021 Compensation Report is available in electronic form at [www.annualreport.hiag.com](http://www.annualreport.hiag.com).

#### 6.1 Approval of the total compensation of the members of the Board of Directors from the 2022 Ordinary General Meeting until the 2023 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 time period from the 2022 Ordinary General Meeting to the 2023 Ordinary 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 will most likely be composed of the following:

|   |             |              |
|---|-------------|--------------|
| Fixed compensation in cash (net)                            | TCHF        | 1 000        |
| Committee attendance fees                                   | TCHF        | 50           |
| Share-based compensation                                    | TCHF        | 200          |
| Compensation for additional services                        | TCHF        | 50           |
| Employer social security contributions and pension benefits | TCHF        | 200          |
| <b>Total (gross)</b>  | <b>TCHF</b> | <b>1 500</b> |

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 2022

The Board of Directors proposes that the shareholders approve the maximum total amount of fixed and variable compensation for the current 2022 business year, i.e. TCHF 2,900 (including employer social security contributions (AHV/IV/ALV) and pension benefits required by law).

The proposed maximum total amount is expected to be composed of the following:

|  |             |              |
|--|-------------|--------------|
| Base salary, net, in cash  | TCHF        | 1 200        |
| Individual bonus, gross, in cash   | TCHF        | 500          |
| LTIP 2022, gross, in cash  | TCHF        | 450          |
| LTIP 2022, gross, share-based  | TCHF        | 450          |
| Other compensation components, employer social security contributions and pension benefits | TCHF        | 300          |
| <b>Total (gross)</b>   | <b>TCHF</b> | <b>2 900</b> |

The proposed compensation of the Executive Board members concerns two members (CEO and CFO). 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 2021 Compensation Report

The Board of Directors proposes that the shareholders approve the 2021 Compensation Report via a consultative vote.

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## 7

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

The Board of Directors proposes electing Mr Oscar Battegay, Esq., Battegay Dürr AG, Heuberg 7, Postfach 2032, CH-4001 Basel, as independent proxy holder, as well as Mr Andreas Dürr, Esq., Battegay Dürr AG, Heuberg 7, Postfach 2032, CH-4001 Basel, as his substitute, for a term of office that will end with the conclusion of the next Ordinary General Meeting.

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## 8

### 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 2021 Annual Report has been available to shareholders at the company headquarters and online at [www.annualreport.hiag.com](http://www.annualreport.hiag.com) since 14 March 2022.

## Invitation

The invitation and a proxy form will be sent to voting shareholders listed in the shareholders' register as at 30 March 2022, 5 pm, using the most recent address listed in the shareholders' register. Shareholders who are listed in the shareholders' register after this date but before 14 April 2022, 5 pm will be sent the invitation after 19 April 2022. No registrations with voting rights will be entered in the shareholders' register from 14 April 2022 to 28 April 2022. The cut-off date for the right to vote at the General Meeting is 14 April 2022 at 5 pm.

## Representation and granting proxy

In accordance with COVID-19 Ordinance 3, the company has decided to conduct the 2022 General Meeting exclusively via votes through the independent proxy holder and without the physical presence of the shareholders. Each shareholder can, via Sherpany or the proxy form

that is sent with this invitation, allow him or herself to be represented by the independent proxy holder, Mr Oscar Battegay, Esq., Battegay Dürr AG, Heuberg 7, Postfach 2032, CH-4001 Basel, and issue general or individual instructions. Proxies can be sent to the independent proxy holder either directly using his abovementioned address or to the HIAG Immobilien AG shareholders' register c/o Computershare Schweiz AG, Postfach 4601, Olten. Instructions for the independent proxy holder can be sent directly to his address as specified above. As an alternative, instructions can be issued electronically. By granting proxy to the independent proxy holder, the shareholders' voting rights are fully preserved without the shareholders having to physically attend the 2022 General Meeting.

## Electronic issuing of instructions

HIAG Immobilien Holding AG offers its shareholders the possibility of registering on the online platform Sherpany and issuing electronic instructions to the independent proxy holder. Shareholders who are not yet registered on this online platform can register using the enclosed documents.