

Basel, 24 March 2016

**Invitation to the Annual General Meeting of HIAG Immobilien Holding AG**

Dear shareholders,

The Board of Directors of HIAG Immobilien Holding AG is pleased to invite you to the Annual General Meeting (AGM) concerning the 2015 business year:

**Tuesday, 19 April 2016 at 10 a.m. (doors open at 9 a.m.), at the “SHED15”  
of the “Spinnerei Aathal” site, Zürcherstrasse 15, CH-8607 Aathal-Seegräben**

Along with this official invitation, you are receiving the following documentation:

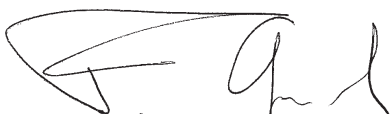
- Registration form and proxy form with reply envelope
- Login details for electronic AGM registration via Sherpany\*
- A short version report on the 2015 business year

The complete Annual Report and Compensation Report are available for download at <http://www.annualreport.hiag.com>.

Afterwards, we would be pleased if you could join us for an aperitif party.

We recommend that you come by public transport. Parking spaces are available. Please confirm your participation or grant your proxy using the attached form by 15 April 2016 at the latest or use the platform Sherpany. Should you have any questions, please contact Beate Widmann by phone at +41 61 606 55 19, by fax at +41 61 606 55 01 or by e-mail at [beate.widmann@hiag.com](mailto:beate.widmann@hiag.com).

Best regards  
HIAG Immobilien Holding AG



Dr Felix Grisard  
President of the Board of Directors

\*Note: We are offering you the possibility of registering, granting your proxy to the person of your choice or issuing instructions to the independent proxy holder for the AGM electronically via Sherpany. By registering with the established shareholders' platform Sherpany, you can stay connected to our company and receive relevant information distributed directly via e-mail. We recommend that you use this tool.

## Train connection to the site “Spinnerei Aathal”

Zürich Central Station	Aathal-Seegräben	Aathal-Seegräben	Zürich Central Station
from	to	from	to
08.12 a.m.	08.38 a.m.	12.20 p.m.	12.47 p.m.
08.42 a.m.	09.08 a.m.	12.50 p.m.	13.17 p.m.
09.12 a.m.	09.38 a.m.	13.20 p.m.	13.47 p.m.
		13.50 p.m.	14.17 p.m.
		14.20 p.m.	14.47 p.m.



# Invitation

## to the Annual General Meeting of HIAG Immobilien Holding AG

**Tuesday, 19 April 2016 at 10 a.m.**  
**(doors open at 9 a.m.)**  
**at the “SHED15” of the “Spinnerei Aathal” site**  
**Zürcherstrasse 15, CH-8607 Aathal-Seegräben**

## Agenda and proposals from the Board of Directors

### 1 2015 Annual Report and Auditors Report

The Board of Directors proposes approving the Annual Report, Annual Financial Statements and Consolidated Financial Statements for the 2015 business year from 1 January to 31 December 2015 and taking due note of the Auditor's Report.

### 2 Use of net profit and payout to shareholders for the 2015 business year from capital contribution reserves

#### 2.1 Use of net profit

2015 net income	TCHF	1,815
Amount carried forward from the previous year	TCHF	36,756
<b>Net profit available to the General Meeting</b>	<b>TCHF</b>	<b>38,571</b>

The Board of Directors proposes using HIAG Immobilien Holding AG's net profit of CHF 38,571 thousand as follows:

<b>Attribution to the general statutory capital reserves</b>	<b>TCHF</b>	<b>91</b>
<b>Amount to be carried forward to new account</b>	<b>TCHF</b>	<b>38,480</b>

#### 2.2. Payout from capital contribution reserves

The Board of Directors proposes a payout of CHF 3.50 per share to shareholders for the 2015 business year from reserves from capital contributions, after booking into free reserves (as a transitory account), as follows:

Capital contribution reserves as at 31 December 2015	TCHF	100,954
Payout from capital contribution reserves (after booking into free reserves as a transitory account) of CHF 3.50 per share for 8,000,000 shares	TCHF	28,000
<b>Amount carried forward to new capital contribution reserves account</b>	<b>TCHF</b>	<b>72,954</b>

Upon approval of the proposals in agenda points 2.1 and 2.2, the payout of CHF 3.50 per share will be disbursed without withholding tax and without consequences on income tax for natural persons residing in Switzerland who hold shares in private assets. The payout will most likely be made starting from 26 April 2016. Starting from 21 April 2016, the shares will be traded accordingly without dividends.

### 3 Formal approval of the actions of the Board of Directors

The Board of Directors proposes to formally approve the actions of the members of the Board of Directors for the 2015 business year.

### 4 Election to the Board of Directors

The Board of Directors proposes re-electing all current members (Dr Felix Grisard, Salome Grisard Varnholt, John Manser, Dr Walter Jakob) to another term in office, which will end with the conclusion of the next Annual General Meeting.

The Board of Directors also 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.

- 4.1 Re-election of Dr Felix Grisard as a member of the Board of Directors
- 4.2 Re-election of Mrs Salome Grisard Varnholt as a member of the Board of Directors
- 4.3 Re-election of Mr John Manser as a member of the Board of Directors
- 4.4 Re-election of Dr Walter Jakob as a member of the Board of Directors
- 4.5 Re-election of Dr Felix Grisard as President of the Board of Directors

### 5 Election to the Compensation Committee

The Board of Directors proposes electing Salome Grisard Varnholt and Dr Walter Jakob 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.

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

### 5.2 Election of Dr Walter Jakob 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 Incorporation, the compensation of the Board of Directors and the Executive Board is voted separately. A consultative vote will be conducted regarding the 2015 Compensation Report. The 2015 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 2016 Annual General Meeting until the 2017 Annual 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 2016 Annual General Meeting to the 2017 Annual General Meeting, i.e. TCHF 700 (including employer's statutory social security contributions (AHV/IV/ALV) and pension benefits).

The proposed maximum total amount includes compensation for additional services and is composed as follows:

Fixed compensation in cash	TCHF	510
Compensation for additional services	TCHF	120
Employer's statutory social security contributions and pension benefits	TCHF	70
<b>Total</b>	<b>TCHF</b>	<b>700</b>

The Board of Directors currently consists of four persons.

#### 6.2 Approval of the total compensation of the members of the Management Board for the current 2016 business year

The Board of Directors proposes that the shareholders approve the maximum total amount of fixed and variable compensation (including the portion of the Long Term Incentive Plan 2014–2018 concerning the 2016 business year) for the current 2016 business year, i.e. TCHF 5,500 (including employer's statutory social security contributions (AHV/IV/ALV) and pension benefits).

The proposed maximum total amount is composed as follows:

Fixed compensation in cash (gross)	TCHF	1,700
Variable compensation in cash (individual bonus, gross)	TCHF	400
LTIP for the year 2016 (share-based compensation and cash component payable in 2019)	TCHF	2,500
Other compensation components, employer's statutory social security contributions and pension benefits	TCHF	900
<b>Total</b>	<b>TCHF</b>	<b>5,500</b>

At the time of publication of this invitation, the Management Board includes eight members. The proposed compensation for members of the Management Board concerns these eight members.

#### 6.3 Consultative vote on the 2015 Compensation Report

The Board of Directors proposes that the shareholders approve the 2015 Compensation Report via a consultative vote.

### 7 Renewal of the authorised share capital and amendment of the Articles of Incorporation

The Board of Directors proposes that the shareholders renew the authorised maximum share capital of HIAG Immobilien Holding AG of CHF 1,600,000.00, for which the relevant statutory period expired by 15 April 2016, for two years until 19 April 2018 and amend Article 3a of the Articles of Incorporation accordingly as follows:

*Art. 3a, OLD*  
**Authorised share capital**

*Pursuant to Article 3a of the Articles of Incorporation, the Board of Directors is authorised to increase the share capital of the company by a maximum of CHF 1,600,000 by issuing a maximum of 1,600,000 fully paid up registered shares with a nominal value of CHF 1 each until 15 April 2016.*

*The Board of Directors is entitled to limit or exclude the subscription rights of the shareholders and allocate them to third parties if the new shares are to be used: (i) for the acquisition of companies, parts of companies, company participations, real estate properties or other investment plans of the company or its subsidiaries, (ii) for the financing or refinancing of the acquisition of companies, parts of companies, company participations, real estate properties or other investment plans of the company or its subsidiaries, (iii) for the*

*national and international placement of shares in the capital market, and (iv) for the purpose of broadening the shareholder base. Shares for which subscription rights have been granted but not exercised, are to be used in the interest of the company.*

*The Board of Directors is entitled to set the issue price of the shares, the type of contribution, as well as the date of entitlement to dividends. The newly acquired registered shares are subject to restrictions pursuant to Article 5 of the Articles of Incorporation.*

Art. 3a, NEW

### **Authorised share capital**

*Pursuant to Article 3a of the Articles of Incorporation, the Board of Directors is to increase the share capital of the company by a maximum of CHF 1,600,000 by issuing a maximum of 1,600,000 fully paid up registered shares with a nominal value of CHF 1 each until 19 April 2018.*

*The Board of Directors is entitled to limit or exclude the subscription rights of the shareholders and allocate them to third parties if the new shares are to be used: (i) for the acquisition of companies, parts of companies, company participations, real estate properties or other investment plans of the company or its subsidiaries, (ii) for the financing or refinancing of the acquisition of companies, parts of companies, company participations, real estate properties or other investment plans of the company or its subsidiaries, (iii) for the national and international placement of shares in the capital market, and (iv) for the purpose of broadening the shareholder base. Shares for which subscription rights have been granted but not exercised, are to be used in the interest of the company.*

*The Board of Directors is entitled to set the issue price of the shares, the type of contribution, as well as the date of entitlement to dividends. The newly acquired registered shares are subject to restrictions pursuant to Article 5 of the Articles of Incorporation.*

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## **8**

### **Election of the independent proxy holder and his or her substitute**

The Board of Directors proposes electing of Mr Oscar Battegay, Esq., Battegay Dürr Wagner AG, Heuberg 7, Postfach 2032, CH-4001 Basel, as independent proxy holder, as well as Mr Andreas Dürr, Esq., Battegay Dürr Wagner 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 Annual General Meeting.

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## **9**

### **Election of Ernst & Young AG as auditor**

The Board of Directors proposes re-electing Ernst & Young AG, Basel as auditor for the 2016 business year.

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## **Note**

### **Annual Report**

The 2015 Business Report has been available online at [www.annualreport.hiag.com](http://www.annualreport.hiag.com) since 21 March 2016 and a published copy will be available for consultation at HIAG Immobilien Holding AG, Aeschenplatz 7, 4052 Basel, starting from the beginning of April 2016 and can be ordered from there. Use of the electronic version at [www.hiag.com](http://www.hiag.com) is recommended.

### **Invitation and access cards**

The invitation along with a registration form (for ordering an access card) and a proxy form will be sent to voting shareholders listed in the shareholders' register as at 23 March 2016, 5 p.m., using the most recent address listed in the shareholders' register.

Shareholders who are listed in the shareholders' register after this date but before 7 April 2016, 5 p.m. will be sent the invitation after 8 April 2016. No registrations with voting rights will be entered in the shareholders' register from 8 April 2016 until the pay-out of the dividends. The cut-off date for the right to vote at the Annual General Meeting is 7 April 2016 at 5 p.m. Personal access cards along with voting material will be sent out starting from 8 April 2016. The personal access card and the voting material must be presented at the entrance control to the Annual General Meeting on 19 April 2016.

### **Proxy**

Each shareholder can, via Sherpany or the proxy form that is sent with this invitation, allow him or herself to be represented by another shareholder registered with voting rights in the shareholders' register or by the independent proxy holder, Mr Oscar Battegay, Esq., Battegay Dürr Wagner 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 above mentioned address or to the HIAG Immobilien Holding AG shareholders' register c/o SIX SAG AG, Postfach, 4609 Olten. Instructions for the independent proxy holder can be sent directly to his address as specified above or, as an alternative, instructions can be issued electronically.

### **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.