

## Agenda and proposals from the Board of Directors

### 1 2018 Annual Report, 2018 Annual Financial Statements, 2018 Consolidated Financial Statements and Auditor's Report

The Board of Directors proposes approving the Annual Report, Annual Financial Statements and Consolidated Financial Statements for the 2018 business year from 1 January to 31 December 2018 and taking due note of the Auditor's Report.

### 2 Taking resolutions on the use of net profit and the payout from capital contribution reserves

#### 2.1 Use of net profit Distributable profit

2018 net income	TCHF	20 716
Carry-forward from the previous year	TCHF	42 823
<b>Net profit available to the General Meeting</b>	<b>TCHF</b>	<b>63 539</b>

For the business year 2018, the Board of Directors proposes a cash distribution of CHF 3.90 gross per share for a maximum of 8 050 000\* outstanding shares. The maximum total payout amounts to TCHF 31 395 and will be paid from the carry-forward from the previous year for a maximum of TCHF 17 495 and from the capital contribution reserves for a maximum of TCHF 13 900.

The Board of Directors proposes using HIAG Immobilien Holding AG's net profit of TCHF 63 539 as follows:

Payout of a dividend for the 2018 business year of CHF 3.90 gross, whereof CHF 2.17 from the carry-forward from the previous year, per share for a maximum of 8 050 000* outstanding shares	TCHF	17 495
Carry-forward to new account	TCHF	46 044

#### 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 2018	TCHF	17 171
Payout of a dividend for the 2018 business year of CHF 3.90, whereof CHF 1.73 from capital contribution reserves, per share for a maximum of 8 050 000* outstanding shares (after transfer posting in free reserves as a transitory account)	TCHF	13 900
<b>Carry-forward to new capital contribution reserve account</b>	<b>TCHF</b>	<b>3 271</b>

Upon approval of Proposal 2.2, the dividend of CHF 1.73 per share from capital contribution reserves will be paid out 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 19 April 2019. Starting from 16 April 2019, the shares will be traded accordingly without dividends.

### 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 the 2018 business year.

### 4 Election to the Board of Directors

The Board of Directors proposes re-electing Dr. Felix Grisard, Ms. Salome Grisard Varnholt, Dr. Walter Jakob and Dr. Jvo Grundler to another term in office, which will end with the conclusion of the next Ordinary General Meeting. The Board of Directors proposes electing Mr. Balz Halter as a new member. He will replace John Manser, who has been a member of the Board of Directors of HIAG Immobilien Holding AG since 2014 and will step down from the Board on having reached the prescribed age limit.

Balz Halter, born in 1961, is the main shareholder and Chairman of Halter AG, one of Switzerland's leading corporate groups in the building and property industry. Halter studied engineering (ETH) as well as law. For years, he has been dedicated to innovative concepts, technologies and companies in the energy and building technology sector such as digital-STROM AG, BS2 AG and streamnow ag. He co-founded the BUILDING TECHNOLOGY PARK ZURICH and the Alliance 2SOL association.

The Board of Directors proposes electing Dr. Walter Jakob as Vice President.

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 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. Walter Jakob as a member of the Board of Directors

#### 4.4 Re-election of Dr. Jvo Grundler as a member of the Board of Directors

#### 4.5 Election of Mr. Balz Halter as a member of the Board of Directors

#### 4.6 Re-election of Dr. Felix Grisard as President of the Board of Directors

#### 4.7 Election of Dr. Walter Jakob as Vice 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 Ordinary General Meeting.

#### 5.1 Election of Ms. 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 2018 Compensation Report. The 2018 Compensation Report is available in electronic form at <http://www.annualreport.hiag.com>.

#### 6.1 Approval of the total compensation of the members of the Board of Directors from the 2019 Ordinary General Meeting until the 2020 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 2019 Ordinary General Meeting to the 2020 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 is composed of the following:

Fixed compensation in cash (net)	TCHF	900
Share-based compensation	TCHF	300
Compensation for additional services	TCHF	100
Employer social security contributions and pension benefits	TCHF	200
<b>Total (gross)</b>	<b>TCHF</b>	<b>1 500</b>

The Board of Directors is composed of five members.

#### 6.2 Approval of the total compensation of the members of the Management Board for the current 2019 business year

The Board of Directors proposes that the shareholders approve the maximum total amount of fixed and variable compensation (including the part of the 2019-2023 Long Term Incentive Plan due in the 2019 business year) for the current 2019 business year, i.e. TCHF 4 500 (including employer social security contributions (AHV/IV/ALV) and pension benefits required by law).

\*The proposed dividend payouts are based on the 8 050 000 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 payouts and the resulting carry-forwards to new account can therefore vary accordingly.

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

Fixed compensation in cash (net)	TCHF	1800
Variable compensation in cash (individual bonus, net)	TCHF	600
LTIP for 2019 (share-based compensation and cash component, 50% payable in 2024) and other share-based compensation (net)	TCHF	1300
Other compensation components, employer social security contributions and pension benefits	TCHF	800
<b>Total (gross)</b>	<b>TCHF</b>	<b>4500</b>

At the time of publication of this invitation, the Management Board was composed of eight members. The proposed compensation of the Management Board members concerns seven members. 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 2018 Compensation Report

The Board of Directors proposes that the shareholders approve the 2018 Compensation Report via a consultative vote.

## 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 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 Ordinary General Meeting.

## 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.

HIAG Immobilien Holding AG  
Aeschenplatz 7  
CH-4052 Basel  
Tel. +41 (0)61 606 55 00  
www.hiag.com

## Note

### Annual Report

The 2018 Annual Report is available for inspection by the shareholders at the headoffice of the Company since 18 March 2019 and can be consulted online at [www.annual-report.hiag.com](http://www.annual-report.hiag.com) starting from 18 March 2019.

### 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 19 March 2019, 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 29 March 2019, 5 pm will be sent the invitation after 01 April 2019. No registrations with voting rights will be entered in the shareholders' register from 01 April 2019 until the payout of the dividends. The cut-off date for the right to vote at the General Meeting is 29 March 2019 at 5 pm. Personal access cards along with voting material will be sent out starting from 01 April 2019. The access card with the ballots is to be presented at the entrance to the General Meeting on 11 April 2019.

### 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 abovementioned address or to the HIAG Immobilien AG shareholders' register c/o Computershare Schweiz AG, Postfach CH-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.

### Electronic issuing of instructions

HIAG Immobilien 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.

# HIAG

## Invitation

# to the Ordinary General Meeting of HIAG Immobilien Holding AG

**Thursday, 11 April 2019 at 10 am  
(doors open at 9 am)  
in the P9 Hall of the Papieri Site  
Fabrikstrasse 4, CH-4562 Biberist**