

INVITATION TO THE ANNUAL GENERAL MEETING OF INVESTIS HOLDING SA

DATE

Tuesday, 6 May 2025

3 p.m. (doors open at 2.30 p.m)

PLACE

SIX Convention Point

Pfingstweidstrasse 110

8005 Zurich



AGENDA ITEM 1

APPROVAL OF THE BUSINESS REVIEW, FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS 2024; ACCEPTANCE OF THE AUDITORS' REPORTS

PROPOSAL

The Board of Directors proposes the approval of the 2024 business review, the financial statements and the consolidated financial statements.

EXPLANATION

In its reports to the Annual General Meeting, KPMG Ltd., as the statutory auditor, has confirmed the business review, the financial statements and the consolidated financial statements for the 2024 financial year without qualification. Accordingly, the Board of Directors proposes that the business review, the financial statements and the consolidated financial statements for the 2024 financial year be approved.

AGENDA ITEM 2

RESOLUTION ON THE ALLOCATION OF AVAILABLE EARNINGS AND DISTRIBUTION OF AN ORDINARY DIVIDEND

PROPOSAL

The Board of Directors proposes a payout to shareholders of CHF 2.60 gross (CHF 1.69 net) per dividend bearing registered share. Registered shares held by the company (treasury shares) are exempt. Taking into account the inventory of 42,138 treasury shares, a total amount of CHF 33,170,441.20^{*)} is earmarked for distribution.

Payment of an ordinary dividend from available earnings

CHF 1,000	
Profit carried forward from prior year	59,684
Profit for the year	2,115
Available earnings for the Annual General Meeting	61,799
Distribution to shares ranking for dividends ^{*)}	–33,170
Balance to be carried forward	28,629

^{*)} The company waives this distribution on its treasury shares held at the time of distribution.

EXPLANATION

Pursuant to the articles of association of Investis Holding SA, the Board of Directors proposes to the shareholders an ordinary dividend of CHF 2.60 per share.

If the Board of Directors' proposal is accepted by the Annual General Meeting, the gross dividend will amount to CHF 2.60 per share. After deduction of the Swiss withholding tax of 35%, a net dividend of CHF 1.69 per share will be paid. The shares will be traded ex-dividend from 8 May 2025. The net dividend will be paid on 12 May 2025.

AGENDA ITEM 3

APPROVAL OF THE NON-FINANCIAL REPORT 2024

PROPOSAL

The Board of Directors proposes the approval of the Non-financial report 2024.

EXPLANATION

The Non-financial report 2024 has been prepared in accordance with Art. 964b of the Swiss Code of Obligations and is available on our website www.investisgroup.com/en/investors/non-financial-reporting.

AGENDA ITEM 4

DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE BOARD

PROPOSAL

The Board of Directors proposes that discharge is to be granted to the Board of Directors and the Group Executive Board for their activities in the 2024 financial year.

EXPLANATION

The discharge of the members of the Board of Directors by law constitutes a non-transferable power of the General Meeting. The Company is not aware of any facts that would preclude full discharge.

AGENDA ITEM 5

ELECTIONS

5.1 Election of the members of the Board of Directors

PROPOSAL

The Board of Directors proposes the re-election of all current members of the Board of Directors each for a term of office of one year ending after the conclusion of the next Annual General Meeting:

5.1.1 Albert Baehny *(first election in 2016)*

5.1.2 Corine Blesi *(first election in 2023)*

5.1.3 Stéphane Bonvin *(first election in 2016)*

5.1.4 Christian Gellerstad *(first election in 2021)*

5.1.5 Thomas Vettiger *(first election in 2016)*

5.2 Election of the Chairman of the Board of Directors

PROPOSAL

The Board of Directors proposes the re-election of Thomas Vettiger as Chairman for a term of one year ending at the conclusion of the next ordinary General Meeting.

EXPLANATION TO THE
AGENDA ITEMS 5.1 AND 5.2

At the Annual General Meeting in 2024, the shareholders elected the Chairman and all the members of the Board of Directors for a one-year term of office in accordance with the articles of association. Their term of office will thus expire at the end of the Annual General Meeting on 6 May 2025.

All elections are to be carried out individually in alphabetical order.

The curriculum vitae of the members proposed for re-election to the Board of Directors can be found on the Investis website www.investisgroup.com/en/portrait/board-of-directors.

5.3 Election of the members of the Compensation Committee

PROPOSAL

Individual re-election of Albert Baehny and Corine Blesi as members of the Compensation Committee (each for a term of one year ending after the conclusion of the next Annual General Meeting).

5.3.1 Albert Baehny *(first election in 2016)*

5.3.2 Corine Blesi *(first election in 2023)*

EXPLANATION

The Board of Directors proposes the re-election of Albert Baehny and Corine Blesi as members of the Compensation Committee, each for a term of office of one year, ending after the conclusion of the next Annual General Meeting.

The Board of Directors intends to redesignate Albert Baehny as Chairman of the Compensation Committee, subject to his re-election as a member of the Compensation Committee.

5.4 Election of the Independent Proxy

PROPOSAL

Re-election of Law office Keller Ltd., Zurich, as independent proxy for a term of one year ending with the completion of the next ordinary General Meeting.

EXPLANATION

Pursuant to the articles of association of Investis Holding SA, the Board of Directors proposes to the shareholders that Law office Keller Ltd., Zurich, be re-elected as independent proxy for a term of office until the end of the next Annual General Meeting.

5.5 Election of the Auditors

PROPOSAL

The Board of Directors proposes re-election of KPMG Ltd., Zurich, as the statutory Auditors for the financial year 2025.

EXPLANATION

Pursuant to the articles of association of Investis Holding SA, the Board of Directors proposes to the shareholders that KPMG Ltd., Zurich, be elected for the financial year 2025. KPMG Ltd. has been the auditor of Investis Holding SA since 2021.

AGENDA ITEM 6

COMPENSATION

6.1 Advisory vote on the 2024 Compensation Report

PROPOSAL

The Board of Directors proposes acceptance of the 2024 Compensation Report (advisory vote).

EXPLANATION

The 2024 Compensation Report provides an overview of the compensation principles and programmes applicable to the Board of Directors and the Executive Board of Investis Group, as well as details related to the compensation awarded to these two bodies for the 2024 financial year. The vote on the 2024 Compensation Report is consultative and is conducted in line with the recommendations of the Swiss Code of Best Practice for Corporate Governance.

The 2024 Compensation Report is available under the following link:
www.investisgroup.com/en/investors/corporate-governance

6.2 Approval of the maximum total amount for the compensation of the Board of Directors for the term up to the next ordinary General Meeting

PROPOSAL

The Board of Directors proposes the approval of an unchanged maximum total amount of CHF 0.7 million for the compensation of the members of the Board of Directors for the period up to the next ordinary General Meeting.

EXPLANATION

The Board Member Stéphane Bonvin is compensated solely for his services as Chief Executive Officer (CEO).

The annex sets out further details in relation to this proposal. In addition, the compensation system of Investis is described in the Compensation Report:
www.investisgroup.com/en/investors/corporate-governance

6.3 Approval of the maximum total amount for the compensation of the Executive Board for the 2026 financial year

PROPOSAL

The Board of Directors proposes the approval of an unchanged maximum total amount of CHF 3.5 million for the compensation of all members of the Executive Board for the 2026 financial year.

EXPLANATION

The annex sets out further details in relation to this proposal. In addition, the compensation system of Investis is described in the Compensation Report:
www.investisgroup.com/en/investors/corporate-governance

ANNEX

ANNEX TO AGENDA ITEM 6: COMPENSATION

6.2 Approval of the maximum aggregate compensation amount for the members of the Board of Directors for the period until the next ordinary General Meeting

PROPOSAL

The Board of Directors proposes the approval of the maximum aggregate compensation amount of CHF 0.7 million for the period until the next ordinary General Meeting.

EXPLANATION

This binding vote is conducted in compliance with the applicable law and pursuant to Art. 20 of the Articles of Association of Investis Holding SA.

The members of the Board of Directors receive a fixed compensation only, half of which is awarded in shares subject to a blocking period of three years. They are neither eligible to variable or performance-based compensation nor entitled to participate in the pension benefit plans of Investis Holding SA. The compensation of the Board of Directors is paid as summarised below:

	Annual fixed retainer	Delivery
	CHF	
Chairman of the Board of Directors	160,000	50% in cash and 50% in restricted shares (3 years)
Member of the Board of Directors	80,000	50% in cash and 50% in restricted shares (3 years)

The following table illustrates the composition of the proposed maximum aggregate amount of CHF 0.7 million for the compensation of the Board of Directors for the period until the next ordinary General Meeting.

	Approved maximum compensation 2024–2025	Compensation 2024–2025	Proposed maximum compensation 2025–2026
Number of members ^{*)}	5	5	5
Number of members compensated ^{*)}	4	4	4
CHF 1,000			
Compensation in cash	200	200	200
Compensation in shares	400	305	400
Employer contributions to social security	100	34	100
Total compensation	700	539	700

^{*)} whereas four non-executive members respectively

The proposed maximum aggregate amount is calculated assuming that all proposed individuals are being elected as members of the Board of Directors at the 2025 ordinary General Meeting. The member of the Board of Directors Stéphane Bonvin is compensated for his role as Chief Executive Officer (CEO) only. The proposed maximum aggregate amount includes the cash compensation, the value of the annual retainer paid in restricted shares and the mandatory social security contributions made by the employer (for the restricted shares, calculated on the value at grant). The actual compensation payout is disclosed in the Compensation Report of the respective year, which is submitted to a consultative shareholder vote.

Further information to the compensation of the Board of Directors can be found in the Compensation Report 2024 www.investisgroup.com/en/investors/corporate-governance.

6.3 Approval of the maximum aggregate compensation amount for the members of the Executive Board for the 2026 financial year

PROPOSAL

The Board of Directors proposes approval of the maximum aggregate compensation amount of CHF 3.5 million for the compensation of all members of the Executive Board for the 2026 financial year.

EXPLANATION

This binding vote is conducted in compliance with the applicable law and pursuant to Art. 20 of the Articles of Association of Investis Holding SA. The compensation policy of Investis is driven by the pay-for-performance philosophy.

Elements of compensation of the Executive Board:

Base salary (fix)	Reflects the function and scope of responsibilities, as well as the personal profile of the incumbent (experience and skill set).
Variable compensation	Rewards performance and the achievement of business, financial and personal objectives over a one-year period. At least 50% delivered in restricted shares. The allocated shares are subject to a three-year blocking period. The remaining portion of the variable compensation is paid out in cash.
Pension benefits / Social security	Establishes a level of security for the employees and their dependents against risks such as age, death and disability. Tailored to local regulations and market practice.

The following table illustrates the composition of the proposed maximum aggregate amount of CHF 3.5 million for the compensation of the members of the Executive Board for the 2026 financial year.

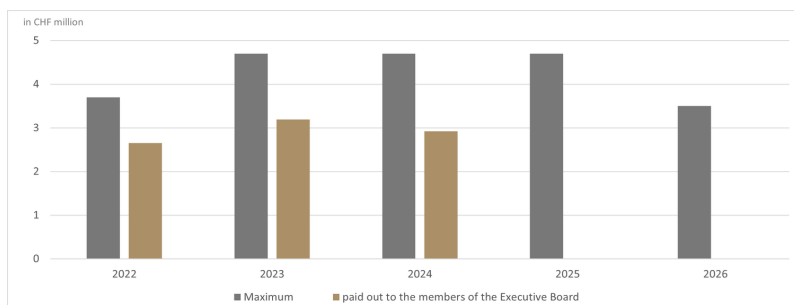
CHF 1,000	Compensation 2024	Maximum amount approved for the 2025 financial year	Maximum amount proposed for the 2026 financial year
Annual basic cash compensation	1,254	1,800	1,350
Variable compensation	1,114	1,900	1,450
Pension and social benefits	552	1,000	700
Total	2,920	4,700	3,500

Variable compensation: Possible payout under the compensation programme if the performance objectives are overachieved.

Other benefits: Employer contributions to pension plans and estimated employer contributions to social security calculated on the basis of the basic cash compensation and the potential variable payout in cash and in shares.

Therefore, the maximum aggregate compensation amount submitted to shareholders' vote is potentially much higher than the amount of compensation that will be effectively paid out to the members of the Executive Board based on the performance achieved.

The following table illustrates the remuneration paid out to the members of the Executive Board versus the approved remuneration:



	2022	2023	2024	2025	2026
Number of Group Executive Board members at the time of approving the maximum aggregate compensation	3	4	4	4	3
Effective number of Group Executive Board members on 31.12.	3	4	3	3 *)	3 *)

*) as of today

The 2024 Annual General Meeting had approved the maximum remuneration for four members of the group's Executive Board for the 2025 financial year. However, following the sale of the Real Estate Services segment on June 24, 2024, one executive member stepped down. Consequently, for the 2026 financial year, the Board of Directors is proposing a maximum remuneration for three members. This reduction reflects the decrease in the number of executives within the group.

ORGANISATIONAL INFORMATION

Location / Time / Door opening

This year's Annual General Meeting will take place:

SIX Headquarters – Convention Point
Pfingstweidstrasse 110
8005 Zurich

Tuesday, 6 May 2025, 3 p.m. – Door opening 2.30 p.m.

Documentation

The 2024 Annual Report (including the business review, financial statements and the consolidated financial statements of Investis Holding SA, the auditor's reports, the compensation report and the non-financial report) has been available for shareholders to inspect since 19 March 2025 at the head office of the Company, or can be found directly via the link reports.investisgroup.com/24/ar.

Voting rights

All registered shareholders, who are registered on 15 April 2025 in the share register of Investis Holding SA as entitled to vote, will automatically be posted the invitation to the ordinary Annual General Meeting with the proposals of the Board of Directors.

All registered shareholders who are registered in the share register after 15 April 2025 but before 1 May 2025 will receive the invitation to the ordinary Annual General Meeting by mail after their registration.

Registrations will not be made into the share register from 1 May 2025.

Admission cards

In order to attend the Annual General Meeting in person, admission cards may be requested using the form "Registration and granting of proxy" enclosed with the invitation. The duly completed and signed form must be sent to the following address:

Investis Holding SA
c/o sharecomm ag
Postfach
CH-6010 Kriens 2

Investis offers its shareholders the possibility to order their admission card electronically or to issue a power of attorney and voting instructions to the independent proxy. Please refer to the enclosed form "Registration and granting of power of attorney" for the login details. If you wish to attend the Annual General Meeting in person, you can also order your admission card via the online platform. Admission cards may also be obtained on the day of the Annual General Meeting at the entrance upon presentation of the "Registration and granting of power of attorney" form. If the shares in question are sold prior to the Annual General Meeting, admission cards already issued will lose their validity.

Waiver of postal delivery of AGM documents

Investis offers the possibility of waiving the delivery of documents in writing via the online platform. Instead, you will receive an e-mail with a link to the online platform for the next Annual General Meeting, where you can access the invitation, order the admission card or issue instructions to the independent proxy after logging in. Please follow the instructions to register your e-mail address and mobile phone number by clicking on the link "Activate electronic delivery" on the online platform.

Proxy voting and power of attorney

Shareholders who do not attend the Annual General Meeting in person may be represented by a legal representative or as follows:

- By means of a written power of attorney by a third person who need not be a shareholder: The written power of attorney can be granted directly on the form "Registration and granting of power of attorney". Admission cards that have already been delivered may also be subsequently handed over to a representative. In this case, the written power of attorney must be issued on the back of the admission card. The fully completed and signed admission card must be handed over to the representative before the General Meeting.
- By the independent representative pursuant to Art. 14 of the Articles of Association, Law office Keller Ltd., Splügenstrasse 8, CH-8002 Zurich. The reply form enclosed with the invitation is sufficient to grant a proxy (it is not necessary to order an admission card).

In order to grant a power of attorney and instructions to the independent proxy, the completed and signed form "Registration and Granting of Power of Attorney" must be submitted to sharecomm ag or the independent proxy by Friday, 2 May 2025, 12:00 noon (time of receipt) at the latest. Shareholders may use this online platform to issue proxies and instructions to the independent proxy by 4 p.m. on Sunday, 4 May 2025, at the latest. If a shareholder issues instructions to the independent proxy holder both electronically and in writing, the instructions received last will be taken into account.

Voting

Voting at the Annual General Meeting of Shareholders will take place by means of an electronic voting system (televoting).

Language

The Annual General Meeting will be held in German and will not be translated.

Apéritif

Shareholders are invited to an apéritif after the meeting.

Investis Holding SA

Thomas Vettiger
Chairman of the Board of Directors

Zurich, 15 April 2025

The invitation in German represents the original text.