
INVITATION ANNUAL GENERAL MEETING 2024

VARIA US PROPERTIES AG

APRIL 24, 2024, LAUSANNE



VARIA
US PROPERTIES



DEAR SHAREHOLDERS,

It is my pleasure to invite you to the Annual General Meeting of Varia US Properties AG which will be held on Wednesday, April 24, 2024, at 10am (doors opening at 9.30am) at the Hotel Alpha Palmiers, rue du Petit-Chêne 34, 1003 Lausanne, Switzerland.

Despite a challenging year in the US real estate market, the Company presents positive operating results and an improved operating margin. In 2023, the Company sold ten assets and repaid certain US mortgages as well as its first corporate bond. It also distributed an extraordinary dividend of CHF 3 per share in the last quarter of the year as resolved upon by an extraordinary shareholders meeting held on November 3, 2023.

Please find enclosed the Invitation and Proxy Statement for the Annual General Meeting, together with the Agenda and items to be voted.

Whether or not you plan to attend the Annual General Meeting, your vote is important.

I thank you for your trust and confidence to Varia US Properties AG.

Manuel Leuthold
Chairman
On behalf of the board of directors

AGENDA ITEMS AND MOTIONS BY THE BOARD OF DIRECTORS

1. Approval of the management report, the statutory financial statements and the consolidated financial statements 2023

Proposal of the board of directors

The board of directors proposes to the Annual General Meeting to approve the management report, the statutory financial statements and the consolidated financial statements of Varia US Properties AG for the financial year 2023.

Explanatory notes of the board of directors

In the opinion of the board of directors the management report, the statutory financial statements as well as the consolidated financial statements have been prepared in compliance with the applicable accounting standards and the Swiss Code of Obligations, as applicable. The management report and financial statements were further audited by the Company's auditors and opined upon without qualifications. Further, the board of directors is of the opinion that there are no specific facts included in this annual report, the statutory financial statements or the consolidated financial statements, that would warrant a specific and separate discussion. Therefore, the board of directors makes the proposal to the Annual General Meeting as set out above.

2. Appropriation of available earnings / from capital contributions

Proposal of the board of directors

The board of directors proposes to the Annual General Meeting the following appropriation of the available earnings / from the reserve from capital contributions of Varia US Properties AG for the financial year 2023:

| | from available earnings (in CHF) | from capital contributions (in CHF) | added up (in CHF) |
|---|--|---|-----------------------------|
| Retained earnings / Capital contributions | 60,036,687 | 206,645,670 | 266,682,357 |
| Extraordinary cash dividend declared on November 3, 2023 and paid on November 9, 2023 | 15,189,027 | 15,189,027 | 30,378,054 |
| Net loss for the year ended December 31, 2023 | 2,829,751 | – | 2,829,751 |
| Available earnings / capital contributions | 42,017,909 | 191,456,643 | 233,474,552 |
| Proposed appropriation | | | |
| Dividend distribution from each of (i) the available earnings and (ii) the reserve from capital contributions, payable in quarterly installments on August 7, 2024, November 7, 2024, February 2025 and May 7, 2025 | 10,126,018 | 10,126,018 | 20,252,036 |
| Balance to be carried forward | 31,891,891 | 181,330,625 | 213,222,516 |

Shares issued after the date hereof and before a dividend payment set out above are entitled to such dividend payments such that the dividend per share will be reduced. Such entitlement will be taken into account when setting the issue price.

Explanatory notes of the board of directors

Based on the financial performance during the past financial year as well as the currently anticipated financial needs of the Company in the upcoming financial year, the board of directors deems it most appropriate to use the available earnings reserves from capital contributions as set out in the invitation. The dividend distributions are proposed to be made in installments and from available earnings as well as from capital contributions in equal parts. This allows the Company to further strengthen its general legal reserves and also to the shareholders to participate in the Company's performance. Therefore, the board of directors makes the proposal to the Annual General Meeting as set out above.

3. Advisory vote on compensation report

Proposal of the board of directors

The board of directors submit the compensation report to the Annual General Meeting and proposes that the shareholders approve the compensation report for the financial year 2023 in an advisory vote.

Explanatory notes of the board of directors

The board of directors is of the opinion that the compensation report has been prepared in compliance with the applicable accounting standards, rules and the Swiss Code of Obligations, as applicable, and in compliance with the applicable requirements on the compensations paid. The compensation report was further audited by the Company's auditors and opined upon without qualifications. Further, the board of directors is of the opinion that there are no specific facts included in the compensation report, that would warrant a specific and separate discussion. Therefore, the board of directors makes the proposal to the Annual General Meeting as set out above.

4. Discharge of the members of the board of directors and the executive management

Proposal of the board of directors

The board of directors proposes to the Annual General Meeting to grant discharge to the members of the board of directors and the executive management, as well as to all other persons involved in management of Varia US Properties AG, for their services rendered during the financial year 2023.

Explanatory notes of the board of directors

The board of directors is of the opinion that the performance of each member of the board of directors, each member of the executive management, as well as all other persons involved in the management of Varia US Properties AG during the past financial year warrant the granting of the discharge by the shareholders for the same time period. Nothing has come to the attention of the board of directors, that would reasonably lead to a different conclusion. Therefore, the board of directors makes the proposal to the Annual General Meeting as set out above.

5. Elections

5.1 Election of the members of the board of directors

Proposal of the board of directors

The board of directors proposes to the Annual General Meeting to elect the following persons individually as members of the board of directors for a term of office of one year, lasting until the conclusion of the next ordinary general meeting:

- (a) **Manuel Leuthold** as member (current)
- (b) **Jaume Sabater** as member (current)
- (c) **Patrick Richard** as member (current)
- (d) **Taner Alicehic** as member (current)
- (e) **Stefan Buser** as member (current)
- (f) **Dany Roizman** as member (current)
- (g) **Beat Schwab** as member (current)
- (h) **Pierre Grégoire Baudin** as member (current)

Explanatory notes of the board of directors

The board of directors deems the current composition of the board of directors to be well suited to the Company's needs and that it allows an efficient and well-rounded cooperation within the board of directors. Furthermore, all current members of the board of directors stand for re-election and no new members of the board of directors have been proposed or requested in the past year. Therefore, the board of directors makes the proposal to the Annual General Meeting as set out above.

5.2 Election of the chairman of the board of directors

Proposal of the board of directors

The board of directors proposes to the Annual General Meeting to elect Manuel Leuthold as chairman of the board of directors (current) for a term of office of one year, lasting until the conclusion of the next ordinary general meeting.

Explanatory notes of the board of directors

The board of directors believes the current chairman of the board of directors to be well suited to lead the board of directors and to suit the Company's needs. As the current chairman stands for re-election, the board of directors believes that another year with the current chairman would be in the best interest of the Company and would ensure the continuity within organization of the board of directors. Therefore, the board of directors makes the proposal to the Annual General Meeting as set out above.

5.3 Election of the members of the compensation committee (newly named Compensation, Nomination and DEI Committee)

Proposal of the board of directors

The board of directors proposes to the Annual General Meeting to elect the following persons individually as members of the compensation committee (newly named *Compensation, Nomination and DEI Committee*) for a term of office of one year, lasting until the conclusion of the next ordinary general meeting:

- (a) **Stefan Buser** as member (current)
- (b) **Beat Schwab** as member (current)

Explanatory notes of the board of directors

The board of directors deems the current composition of the compensation committee (newly named *Compensation, Nomination and DEI Committee*) to be well suited to the Company's needs. Furthermore, all current members of the compensation committee stand for re-election and no new members of the compensation committee have been proposed or requested in the past year. Lastly, the proposed members of the compensation committee are, in the opinion of the board of directors, to be considered independent as they are not affiliated with the operational management of the Company or major shareholders of the Company. Therefore, the board of directors makes the proposal to the Annual General Meeting as set out above.

5.4 Election of statutory auditors

Proposal of the board of directors

The board of directors proposes to the Annual General Meeting that KPMG SA, Geneva (current) be elected as the statutory auditor of the Company for the financial year 2024.

Explanatory notes of the board of directors

The board of directors is of the opinion that the current auditors should be re-elected. KPMG SA is independent and well acquainted with the tasks and procedures of acting as statutory auditors and meets the legal requirements to do so for the Company. Nothing has come to the attention of the board of directors that the performance of the auditors in the past year has not been satisfactory. Therefore, the board of directors makes the proposal to the Annual General Meeting as set out above.

5.5 Election of independent proxy

Proposal of the board of directors

The board of directors proposes to the Annual General Meeting that Buis Bürgi AG, Zurich, (current) be elected as the independent proxy of the Company for a term of office of one year, lasting until the conclusion of the next ordinary general meeting.

Explanatory notes of the board of directors

The board of directors is of the opinion that the current independent proxy should be re-elected. Buis Bürgi AG is independent and well acquainted with the tasks and procedures of acting as independent proxy. Nothing has come to the attention of the board of directors that the performance of the independent in the past year has not been satisfactory. Therefore, the board of directors makes the proposal to the Annual General Meeting as set out above.

6. Approval of compensation

6.1 Approval of compensation for the board of directors

Proposal of the board of directors

The board of directors proposes to the Annual General Meeting to approve a maximum amount of CHF 800,000 for the compensation of the members of the board of directors for the term of office until the next ordinary general meeting.

Explanatory notes of the board of directors

The board of directors, based on the recommendations of the compensation committee, believes that the compensation for the board of directors as proposed is in line with market practice, is appropriate in light of the work expected to be provided by the members of the board of directors and is further in line with the principles of compensation set out in the Company's Articles of Association. Therefore, the board of directors makes the proposal to the Annual General Meeting as set out above.

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6.2 Approval of compensation for the executive management

Proposal of the board of directors

The board of directors proposes to the Annual General Meeting to approve a maximum amount of CHF 40,000 for the compensation of the persons whom the board of directors has entrusted with the executive management for the compensation period until the next ordinary general meeting.

Explanatory notes of the board of directors

The board of directors, based on the recommendations of the compensation committee, believes that the compensation for the executive management as proposed is in line with market practice, is appropriate in light of the work expected to be provided by the members of the executive management and is further in line with the principles of compensation set out in the Company's Articles of Association. Therefore, the board of directors makes the proposal to the Annual General Meeting as set out above.

7. Introduction of a capital band (amendment to the Articles of Association)

Proposal of the board of directors

The board of directors proposes the introduction of a capital band with an upper limit of 120 % of the current share capital and a lower limit of 90% of the current share capital and, for this purpose, to delete and replace the existing art. 2.2 (*Authorized Share capital (Over-allotment Option)*) and 2.3 (*Authorized Share Capital (General Purposes)*) of the Articles of Association as follows:

2.2 Capital Band

The Board of Directors is authorized until 23 April 2029 (a) to increase the share capital in one or more steps to a maximum of CHF 12,151,221.00 (upper capital band limit) by issuing a maximum of 2,025,203 fully paid registered shares with a par value of CHF 1.00 per share and (b) to reduce the share capital in one or more steps to not less than CHF 9,113,417.00 (lower capital band limit) by can-

2.2 Kapitalband

Der Verwaltungsrat ist in einem Zeitraum bis zum 23. April 2029 ermächtigt, (a) das Aktienkapital in einem oder mehreren Schritten auf höchstens CHF 12'151'221.00 (obere Kapitalbandgrenze) zu erhöhen durch Ausgabe von höchstens 2'025'203 vollständig zu liberierenden Namenaktien mit einem Nennwert von CHF 1.00 je Aktie und (b) das Aktienkapital in einem oder mehreren Schritten auf

celling a maximum of 1,012,601 registered shares with a par value of CHF 1.00 each.

A reduction and a re-increase may occur simultaneously. In the event of a capital reduction, the amount of the reduction may be distributed to the shareholders in whole or in part and/or booked to the reserves after the decision of the Board of Directors.

The exercise of contractually acquired subscription rights and the acquisition of new registered shares are subject to the registration restrictions set out in Art. 2.5 of the Articles of Association. The Board of Directors determines the date of issue of new shares, their issue price, the method of payment, the conditions for the exercise of subscription rights and the commencement of dividend entitlement. The Board of Directors may issue new shares by means of firm underwriting or intermediation by a financial institution, a syndicate of financial institutions or another third party.

The Board of Directors is authorized to allow, restrict or exclude the trading of subscription rights. The Board of Directors may allow subscription rights that have not been exercised to lapse, or it may place them or shares for which subscription rights have been granted but not exercised at market conditions or at the conditions of the capital increase in which the subscription rights were not exercised, or use them otherwise in the interest of the Company.

The numbering of the remaining articles in the Articles of Association shall be amended accordingly.

Explanatory notes of the board of directors

As a result of the reform of the company law, the authorised capital was replaced by the capital band as of 1 January 2023. The introduction of a capital band requires the inclusion of a corresponding provision in the Articles of Association, as was previously the case with the authorised capital. The proposed capital band is intended to replace the previously existing authorized capital of the Company and the board of directors believes that the introduction of such a capital band is a suitable mean for the Company to ensure its ability to raise capital on short notice and to react quickly to any market developments or future investment opportunities. To this end, the board of directors proposes the creation of a capital band with an upper limit of 120%. In addition, the board of directors also proposes a lower capital band limit of 90% of the existing share capital in order to make use of the newly formed optionality as per the new company law. The board of directors believes that the proposed limits of 120% and 90% as well as the proposed term of five years of the capital band correspond to the market standard. The proposed clause does not intend the withdrawal of the subscription rights of existing shareholders. The board of directors can solely regulate the trading of subscription rights and the allocation of subscription rights that are not exercised.

nicht weniger als CHF 9'113'417.00 (untere Kapitalbandgrenze) zu reduzieren durch Vernichtung von höchstens 1,012,601 Namenaktien mit einem Nennwert von je CHF 1.00.

Eine Reduktion und eine Wiedererhöhung können gleichzeitig erfolgen. Bei einer Kapitalherabsetzung darf der Herabsetzungsbetrag nach dem Entscheid des Verwaltungsrats an die Aktionäre ganz oder teilweise ausgeschüttet und/oder in die Reserven gebucht werden.

Die Ausübung von vertraglich erworbenen Bezugsrechten sowie der Erwerb von neuen Namenaktien unterliegen den Eintragungsbeschränkungen gemäss Art. 2.5 der Statuten. Der Verwaltungsrat legt den Zeitpunkt der Ausgabe von neuen Aktien, deren Ausgabepreis, die Art der Liberierung, die Bedingungen der Bezugsrechtsausübung und den Beginn der Dividendenberechtigung fest. Der Verwaltungsrat kann neue Aktien mittels Festübernahme bzw. Intermediation durch ein Finanzinstitut, ein Konsortium von Finanzinstituten oder einen anderen Dritten ausgeben.

Der Verwaltungsrat ist ermächtigt, den Handel mit Bezugsrechten zu ermöglichen, zu beschränken oder auszuschliessen. Nicht ausgeübte Bezugsrechte kann der Verwaltungsrat verfallen lassen, oder er kann diese bzw. Aktien, für welche Bezugsrechte eingeräumt, aber nicht ausgeübt werden, zu Marktkonditionen bzw. zu den Konditionen der Kapitalerhöhung, bei der die Bezugsrechte nicht ausgeübt wurden, platzieren oder anderweitig im Interesse der Gesellschaft verwenden.

8. Amendments to the Articles of Association

On 1 January 2023, the revision of company law came into force. This requires certain amendments of the Articles of Association, which are proposed herein. In addition, the board of directors took this opportunity to also propose certain other general amendments and clarifications to the Articles of Association in one comprehensive revision of the Articles of Association. The proposed amendments of the Articles of Association are structured thematically and will be submitted to the Annual General Meeting to a vote under different agenda items as listed below. The proposed amendments are explained separately for each agenda item. In addition, the proposed changes made to the Articles of Association are visible in detail in the comparison attached to this invitation as Annex I (includes the introduction of a capital band as per agenda item 7).

8.1 General Meeting

Proposal of the board of directors

The board of directors proposes to amend article 3.1 (*Right and Duty to Call a Meeting*), article 3.2 (*Form of the Convocation*), article 3.5 (*Right to Vote, Proxy, and Independent Proxy*), article 3.6 (*Organization of the General Meeting of Shareholders and Adoption of Resolutions*), article 3.7 (*Powers*) of the Articles of Association and to introduce a new article 3.4 (*Venue, Electronic Execution*) and a new article 3.8 (*Important Matters*) to the Articles of Association as follows:

3.1 Right and Duty to Call a Meeting

General Meetings of Shareholders are called by the Board of Directors and, if necessary, by the Auditors. The Liquidators are also entitled to call a General Meeting of Shareholders.

The Annual General Meeting of Shareholders shall be held within 6 months following the close of the business year; at least 20 days prior to the Annual General Meeting of Shareholders, the annual business report, the auditors' report and the compensation report, including the auditor's report, must be submitted for examination by the shareholders. If these documents are not accessible electronically, each shareholder may request that they be sent to him in due time.

Extraordinary General Meetings shall be convened as often as necessary, notably in the cases provided by law. The Board of Directors shall convene an Extraordinary General Meeting if shareholders who alone or together represent at least 5% of the share capital or the voting rights request such a meeting in writing, stating the items to be discussed and the motions to be submitted.

Shareholders who alone or together represent at least 0.5% of the share capital or the votes may (jointly) request that an item be placed on the agenda. The inclusion of an item on the agenda must be requested in writing at least 40 days before the meeting, stating the item to be discussed and the proposals. Under the same conditions, shareholders may request that items be included in the agenda.

3.1 Recht und Pflicht der Einberufung

Die Generalversammlung wird durch den Verwaltungsrat, nötigenfalls durch die Revisionsstelle einberufen. Das Einberufungsrecht steht auch den Liquidatoren zu.

Die ordentliche Generalversammlung ist jährlich innerhalb von 6 Monaten nach Abschluss des Geschäftsjahres abzuhalten; spätestens 20 Tage vor der ordentlichen Generalversammlung sind der Geschäftsbericht, der Revisionsbericht sowie der Vergütungsbericht samt Prüfungsbericht den Aktionären zugänglich zu machen. Sofern diese Unterlagen nicht elektronisch zugänglich sind, kann jeder Aktionär verlangen, dass ihm diese rechtzeitig zugestellt werden.

Ausserordentliche Generalversammlungen werden einberufen, so oft es notwendig ist, insbesondere in den vom Gesetz vorgesehenen Fällen. Zu ausserordentlichen Generalversammlungen hat der Verwaltungsrat einzuladen, wenn Aktionäre, die alleine oder zusammen mindestens 5% des Aktienkapitals oder der Stimmen vertreten, schriftlich und unter Angabe der Verhandlungsgegenstände und der Anträge eine Einberufung verlangen.

Aktionäre, die alleine oder zusammen mindestens 0.5% des Aktienkapitals oder der Stimmen vertreten, können (gemeinsam) die Traktandierung eines Verhandlungsgegenstandes verlangen. Die Traktandierung muss mindestens 40 Tage vor der Versammlung schriftlich unter Angabe des Verhandlungsgegenstandes und der Anträge ersucht werden. Unter den gleichen Voraussetzungen können Aktionäre verlangen, dass Anträge zu Verhandlungsgegenständen in die Einberufung aufgenommen werden.

3.2 Form of the Convocation

The General Meeting of Shareholders shall be called not less than 20 days prior to the meeting. The notice shall be given in writing or by email. Furthermore, the General Meeting may be convened as an alternative or as an additional means by letter and/or e-mail to the address indicated in the share register.

The notice shall specify the place, venue and date and time of the meeting, as well as the proposals of the Board of Directors together with a brief statement of the reasoning for such proposals, if any, the proposals of the shareholders together with a brief statement of the reasoning for such proposals, and the name and address of the independent proxy. The items to be discussed may be summarised in the convening notice, provided that further information is made available to the shareholders by other means which shall include, amongst others, the Company's website.

3.4 Venue, Electronic Execution

The General Meeting of Shareholders may be held at one or simultaneously at different venues. The Board of Directors may provide that shareholders who are not present at the place of the General Meeting of Shareholders may exercise their rights by electronic means.

The General Meeting of Shareholders may also be held without a venue exclusively by electronic means (including telephone, video conference or other audiovisual or electronic means of communication).

The General Meeting of Shareholders may be held abroad.

3.5 Right to Vote, Proxy, and Independent Proxy

Each share entitles to one vote. Voting by proxy is permitted under a written proxy. The Board of Directors shall decide whether a proxy is to be accepted.

The General Meeting of Shareholders shall elect an Independent Proxy who may either be an individual, a legal entity or a partnership. The independence of the Independent Proxy must not be impaired, either effectively or apparently, and is otherwise governed by article 728 para. 2–6 CO.

The term of the Independent Proxy shall end with the closing of the next ordinary General Meeting of Shareholders following the General Meeting of Shareholders that elected the Independent Proxy. Re-election is permissible.

3.2 Form der Einberufung

Die Generalversammlung wird mindestens 20 Tage vor der Versammlung einberufen. Die Einberufung erfolgt durch E-Mail oder gewöhnlichen Brief an die Aktionäre. Überdies kann die Generalversammlung alternativ oder zusätzlich per Brief und/oder E-Mail an die im Aktienbuch bezeichnete Adresse einberufen werden.

In der Einberufung sind Ort, Art, Datum und Zeit der Generalversammlung sowie die Anträge des Verwaltungsrates samt kurzer Begründung dieser Anträge, gegebenenfalls die Anträge der Aktionäre samt kurzer Begründung dieser Anträge und der Name und die Adresse des unabhängigen Stimmrechtsvertreters bekanntzugeben. Die Verhandlungsgegenstände können in der Einberufung summarisch dargestellt werden, sofern den Aktionären weiterführende Informationen auf anderem Wege zugänglich gemacht werden, insbesondere auf der Website der Gesellschaft, zur Verfügung gestellt werden.

3.4 Tagungsort, elektronische Durchführung

Die Generalversammlung kann an einem oder an verschiedenen Tagungsorten gleichzeitig durchgeführt werden. Der Verwaltungsrat kann vorsehen, dass Aktionäre, die nicht am Ort der Generalversammlung anwesend sind, ihre Rechte auf elektronischem Weg ausüben.

Die Generalversammlung kann auch ohne Tagungsort ausschliesslich unter Verwendung elektronischer Mittel (einschliesslich Telefon-, Videokonferenz oder andere audiovisuelle oder elektronische Kommunikationsmittel) durchgeführt werden.

Die Generalversammlung kann im Ausland durchgeführt werden.

3.5 Stimmrecht, Stellvertretung und unabhängiger Stimmrechtsvertreter

Jede Aktie gibt das Recht auf eine Stimme. Stellvertretung ist zulässig aufgrund einer schriftlichen Vollmacht. Der Verwaltungsrat entscheidet über deren Anerkennung.

Die Generalversammlung wählt einen unabhängigen Stimmrechtsvertreter. Wählbar sind natürliche oder juristische Personen oder Personengesellschaften. Die Unabhängigkeit des unabhängigen Stimmrechtsvertreters darf weder tatsächlich noch dem Anschein nach beeinträchtigt sein und richtet sich im Übrigen nach Artikel 728 Abs. 2–6 OR.

Die Amtsdauer des unabhängigen Stimmrechtsvertreters endet mit der Beendigung der auf ihre Wahl folgenden ordentlichen Generalversammlung. Wiederwahl ist möglich.

The Independent Proxy shall exercise his, her or its responsibilities in accordance with the provisions of the law. The Board of Directors shall ensure that the shareholders have the opportunity to give instructions to the Independent Proxy with respect to each agenda point mentioned in the notice to the meeting. In addition, the shareholders shall be given the opportunity to give general instructions with respect to motions made at the meeting concerning an agenda point or with respect to an agenda point not previously announced in the invitation (art. 704b CO).

The Board of Directors shall ensure that the shareholders may give their proxy or instructions, also electronically, to the Independent Proxy until 4:00 p.m. (local time) on the second business day before date of the General Meeting.

The Independent Proxy shall exercise the voting rights granted to him, her or it by the shareholders in accordance with their instructions. If no instructions have been given, the Independent Proxy shall abstain from voting.

The Independent Proxy shall treat the instructions of the individual shareholders confidentially until the General Meeting of Shareholders. He may provide the Company with general information on the instructions received. He may not provide the information earlier than three working days before the General Meeting of Shareholders and must explain at the General Meeting of Shareholders what information he has provided to the Company.

3.6 Organization of the General Meeting of Shareholders and Adoption of Resolutions

The General Meeting of Shareholders shall be chaired by the Chairperson, or, in his absence, by another member of the Board of Directors or by a chairperson elected by the General Meeting. The Chairperson designates a secretary for the minutes and a scrutineer for the counting of the votes who need not be a shareholder.

The Board of Directors is responsible for the keeping of the minutes which are to be signed by the Chairperson and the secretary.

Unless otherwise provided by law or the Articles of Incorporation, the General Meeting of Shareholders passes its resolutions with the absolute majority of the votes cast. If a resolution cannot be passed upon the first voting there shall be a second voting at which the relative majority shall decide, unless otherwise provided by law or the Articles of Incorporation.

Der unabhängige Stimmrechtsvertreter nimmt seine Pflichten in Übereinstimmung mit den einschlägigen Gesetzesvorschriften wahr. Der Verwaltungsrat stellt sicher, dass die Aktionäre die Möglichkeit haben, dem unabhängigen Stimmrechtsvertreter zu jedem in der Einberufung gestellten Antrag zu Verhandlungsgegenständen Weisungen zu erteilen. Zudem müssen sie die Möglichkeit haben, zu nicht angekündigten Anträgen zu Verhandlungsgegenständen sowie zu neuen Verhandlungsgegenständen gemäss Art. 704b OR allgemeine Weisungen zu erteilen.

Der Verwaltungsrat stellt sicher, dass die Aktionäre ihre Vollmachten und Weisungen, auch elektronisch, bis 16:00 Uhr Lokalzeit am zweiten Arbeitstag vor dem Datum der Generalversammlung dem unabhängigen Stimmrechtsvertreter erteilen können.

Der unabhängige Stimmrechtsvertreter ist verpflichtet, die ihm von den Aktionären übertragenen Stimmrechte weisungsgemäss auszuüben. Hat er keine Weisungen erhalten, so enthält er sich der Stimme.

Der unabhängige Stimmrechtsvertreter behandelt die Weisungen der einzelnen Aktionäre bis zur Generalversammlung vertraulich. Er kann der Gesellschaft eine allgemeine Auskunft über die eingegangenen Weisungen erteilen. Er darf die Auskunft nicht früher als drei Werktage vor der Generalversammlung erteilen und muss anlässlich der Generalversammlung erklären, welche Informationen er der Gesellschaft erteilt hat.

3.6 Organisation der Generalversammlung und Beschlussfassung

Den Vorsitz der Generalversammlung führt der Präsident, bei dessen Verhinderung ein anderes Mitglied des Verwaltungsrats oder ein von der Versammlung gewählter Tagespräsident. Der Vorsitzende bezeichnet den Protokollführer und einen Stimmzähler, die nicht Aktionäre sein müssen.

Der Verwaltungsrat sorgt für die Führung des Protokolls, das vom Vorsitzenden und vom Protokollführer zu unterzeichnen ist.

Sofern nicht zwingende Vorschriften des Gesetzes oder die Statuten etwas anderes bestimmen, erfolgt die Beschlussfassung mit der absoluten Mehrheit der abgegebenen Aktienstimmen. Kommt in einer ersten Abstimmung ein Beschluss nicht zustande, so ist eine zweite durchzuführen, in welcher, sofern nicht zwingende Vorschriften des Gesetzes oder die Statuten etwas anderes bestimmen, das relative Mehr entscheidet.

Each shareholder may request that the minutes be made available within 30 days following the General Meeting.

The resolutions and the results of the elections shall be made available electronically within 15 days after the General Meeting, stating the precise proportions of the votes.

3.7 Powers

The General Meeting of Shareholders has the following inalienable powers:

1. to adopt and amend the Articles of Incorporation;
2. to elect the members of the Board of Directors, the Chairperson, the members of the Compensation Committee, the Auditors and the Independent Proxy;
3. to approve the management report and the consolidated financial statements;
4. to approve the annual accounts and to determine the allocation of profits as shown on the balance sheet, in particular with regard to the determination of the dividends and the shares of profits paid to board members (tantieme);
5. the determination of the interim dividend and the approval of the interim financial statements required for this purpose;
6. the approval of the compensation of the Board of Directors and of the persons whom the Board of Directors has entrusted with the executive management in accordance with Article 3.9;
7. the adoption of resolutions concerning the repayment of the statutory capital reserve;
8. to discharge the members of the Board of Directors;
9. the delisting of equity securities of the Company;
10. to pass resolutions concerning all matters which are reserved to the authority of the General Meeting of Shareholders by law or the Articles of Incorporation.

3.8 Important Matters

A resolution of the General Meeting of Shareholders passed by at least two-thirds of the share votes represented and by a majority of the par value of the shares represented shall be required for:

1. a change in the Company's purpose;
2. the consolidation of shares;
3. the increase of capital out of equity capital, against contributions in kind or by offsetting against a claim and the granting of preferential rights;
4. the restriction or cancellation of subscription rights;
5. the introduction of a conditional capital, the introduction of a capital band;

Jeder Aktionär kann verlangen, dass ihm das Protokoll innerhalb von 30 Tagen nach der Generalversammlung zugänglich gemacht wird.

Die Beschlüsse und die Wahlergebnisse sind unter Angabe der genauen Stimmenverhältnisse innerhalb von 15 Tagen nach der Generalversammlung auf elektronischem Weg zugänglich zu machen.

3.7 Befugnisse

Die Generalversammlung hat folgende unübertragbare Befugnisse:

1. die Festsetzung und Änderung der Statuten;
2. die Wahl der Mitglieder des Verwaltungsrates, des Präsidenten des Verwaltungsrats, der Mitglieder des Vergütungsausschusses, der Revisionsstelle und des unabhängigen Stimmrechtsvertreters;
3. die Genehmigung des Lageberichts und der Konzernrechnung;
4. die Genehmigung der Jahresrechnung sowie die Beschlussfassung über die Verwendung des Bilanzgewinns, insbesondere die Festsetzung der Dividende; und der Tantieme;
5. die Festsetzung der Zwischendividende und die Genehmigung des dafür erforderlichen Zwischenabschlusses;
6. die Genehmigung der Vergütung des Verwaltungsrates und der Personen, die vom Verwaltungsrat mit der Geschäftsführung betraut sind, gemäss Artikel 3.9;
7. die Beschlussfassung über die Rückzahlung der gesetzlichen Kapitalreserve;
8. die Entlastung der Mitglieder des Verwaltungsrats;
9. Dekotierung der Beteiligungspapiere der Gesellschaft;
10. die Beschlussfassung über die Gegenstände, die der Generalversammlung durch das Gesetz oder die Statuten vorbehalten sind.

3.8 Wichtige Beschlüsse

Ein Beschluss der Generalversammlung, der mindestens zwei Drittel der vertretenen Aktienstimmen und die Mehrheit der vertretenen Aktiennennwerte auf sich vereinigt, ist erforderlich für:

1. die Änderung des Gesellschaftszweckes;
2. die Zusammenlegung von Aktien;
3. die Kapitalerhöhung aus Eigenkapital, gegen Sacheinlagen oder durch Verrechnung mit einer Forderung und die Gewährung von besonderen Vorteilen;
4. die Einschränkung oder Aufhebung des Bezugsrechts;
5. die Einführung eines bedingten Kapitals, die Einführung eines Kapitalbands;

6. the conversion of participation certificates into shares;
7. the restriction of the transferability of shares;
8. the introduction of voting shares;
9. the change of currency of the share capital;
10. the introduction of the casting vote of the Chairperson at the General Meeting;
11. a provision in the Articles of Association for holding the General Meeting abroad;
12. the delisting of the Company's shares;
13. the transfer of the registered office of the Company;
14. the introduction of an arbitration clause in the Articles of Association;
15. the dissolution of the Company.

6. die Umwandlung von Partizipationsscheinen in Aktien;
7. die Beschränkung der Übertragbarkeit von Namenaktien;
8. die Einführung von Stimmrechtsaktien;
9. den Wechsel der Währung des Aktienkapitals;
10. die Einführung des Stichtentscheids des Vorsitzenden in der Generalversammlung;
11. eine Statutenbestimmung zur Durchführung der Generalversammlung im Ausland;
12. die Dekotierung der Beteiligungspapiere der Gesellschaft;
13. die Verlegung des Sitzes der Gesellschaft;
14. die Einführung einer statutarischen Schiedsklausel;
15. die Auflösung der Gesellschaft.

Provisions of the Articles of Association that stipulate larger majorities for the passing of certain resolutions than those prescribed by mandatory law may only be introduced, amended or repealed by the prescribed majority.

Statutenbestimmungen, die für die Fassung bestimmter Beschlüsse grössere Mehrheiten als die vom Gesetz vorgeschriebenen festlegen, können nur mit dem vorgesehenen Mehr eingeführt, geändert oder aufgehoben werden.

Explanatory notes of the board of directors

The law now explicitly mentions the possibility of holding general meetings at different locations or as hybrid events (i.e. that shareholders who are not present at the venue of the General Meeting can participate and exercise their rights electronically). General Meetings may now also be held solely by electronic means or abroad.

Further, minority rights were strengthened with the revision of company law. For example, the threshold for the right to convene an extraordinary General Meeting was lowered from 10% to 5% of the share capital or votes. Shareholders who alone or together represent at least 0.5% of the share capital or the votes may (jointly) request that an item be placed on the agenda. Furthermore, the new law provides that in the case of unannounced items on the agenda, a resolution may also be passed on proposals submitted for the election of an auditor.

Under the new law, public companies must make the resolutions and election results electronically available within 15 days after the conclusion of a General Meeting, stating the exact voting results. In addition, shareholders may request that the minutes be made available to them within 30 days of a General Meeting.

The powers of the General Meeting and the catalogue of resolutions of the General Meeting requiring a qualified majority have been expanded under the new law and result in amendments.

Further, clarifications were made regarding the convocation modalities for the General Meeting as well as the modalities of exercising shareholder's votes through the independent proxy.

These points were taken up by the board of directors in its proposal for amendments to the Articles of Association as set out above and as visible in more detail in the comparison between the current Articles of Association as well as the proposed new Articles of Association (including the introduction of a capital band as per agenda item 7 and the proposed amendments as per the following agenda items), attached hereto as Annex I.

8.2 Amendments to the provisions regarding remuneration

Proposal of the board of directors

The board of directors proposes to amend article 3.9 (Approval of Total Compensation), article 4.4 (Principles of Remuneration, Reimbursement of Expenses), article 4.5 (Nomination, Compensation and Diversity, Equity an Inclusion (DEI) Committee), article 4.7 (Additional Mandates) and article 4.8 (Employment and Mandate Contracts) of the Articles of Association as follows:

3.9 Approval of Total Compensation

The General Meeting of Shareholders approves the proposals of the Board of Directors regarding the maximum amounts separately every year with binding effect as follows:

1. for the compensation of the Board of Directors for the term of office until the next General Meeting of Shareholders;
2. for the compensation of the persons whom the Board of Directors has entrusted with the executive management annually in advance until the next General Meeting of Shareholders or retroactively for the period described in the proposal of the Board of Directors.

No vote is required for the remuneration of the asset manager.

If variable compensation is voted on prospectively, the compensation report must be submitted to the Annual General Meeting for a consultative vote.

In case of a rejection of the compensation, the Board of Directors may make new proposals at the same General Meeting of Shareholders or call for an extraordinary meeting of shareholders for that purpose.

4.4 Principles of Remuneration, Reimbursement of Expenses

The members of the Board of Directors and the persons whom the Board of Directors has entrusted with the executive management are entitled to remuneration commensurate with their activities. The remuneration may be paid by the Company or by a subsidiary provided it is covered by the total remuneration approved by the General Meeting.

The members of the Board of Directors are paid a fixed remuneration and other applicable elements of remuneration that are not dependent on performance.

Remuneration of the persons whom the Board of Directors has entrusted with the executive management consists of a fixed compensation and may be complemented by a variable component.

3.9 Genehmigung der Gesamtvergütungen

Die Generalversammlung genehmigt die Anträge des Verwaltungsrates in Bezug auf die maximalen Gesamtbeträge jährlich, gesondert und bindend wie folgt:

1. für die Vergütung des Verwaltungsrates für den Zeitraum bis zur nächsten ordentlichen Generalversammlung;
2. für die Vergütung der Personen, die vom Verwaltungsrat mit der Geschäftsführung betraut sind, jährlich für den Zeitraum bis zur nächsten ordentlichen Generalversammlung oder nachträglich für die im Antrag des Verwaltungsrates bezeichnete Periode.

Über die Vergütung des Vermögensverwalters muss nicht abgestimmt werden.

Wird prospektiv über variable Vergütungen abgestimmt, so muss der Generalversammlung der Vergütungsbericht zur Konsultativabstimmung vorgelegt werden.

Im Fall der Ablehnung der Vergütungen kann der Verwaltungsrat entweder an derselben Generalversammlung neue Anträge stellen oder zu diesem Zweck eine ausserordentliche Generalversammlung einberufen.

4.4 Grundsätze der Vergütung, Auslagensatz

Die Mitglieder des Verwaltungsrates und die Personen, die vom Verwaltungsrat mit der Geschäftsführung betraut sind, haben Anspruch auf eine ihrer Tätigkeit entsprechende Vergütung. Die Vergütung kann durch die Gesellschaft oder durch eine Gruppengesellschaft ausgerichtet werden, sofern sie von der durch die Generalversammlung jeweils genehmigten Gesamtvergütung gedeckt ist.

Die Mitglieder des Verwaltungsrates erhalten eine fixe Vergütung sowie allfällige weitere Vergütungselemente, welche nicht erfolgsabhängig sind.

Die Vergütung der Personen, die vom Verwaltungsrat mit der Geschäftsführung betraut sind, besteht aus einer fixen Vergütung und kann durch eine variable Vergütung ergänzt werden.

The amount of the variable remuneration paid to the persons whom the Board of Directors has entrusted with the executive management depends on the qualitative and quantitative targets and parameters defined by the Board of Directors. The Board of Directors defines and assesses the targets and their achievement or delegates this task to the Compensation Committee. Variable remuneration may be paid in cash or in the form of equity instruments, conversion or option rights or other rights to equity instruments.

The Board of Directors determines the respective amounts of remuneration within the remuneration framework approved by the General Meeting of Shareholders upon proposal of the Compensation Committee.

If remuneration of the Board of Directors or of the persons whom the Board of Directors has entrusted with the executive management takes the form of shares, option rights or similar instruments, the Board of Directors shall set out the conditions and requirements that are to apply in one or more plans or regulations. These plans or regulations may stipulate the time of allocation, valuation, holding, vesting and exercise periods (including their acceleration, shortening or revocation under given circumstances), the maximum number of shares, option rights or other instruments that may be allocated, potential claw-back mechanisms and discounts at allocation.

Reimbursement of expenses does not qualify as remuneration. The Company may pay members of the Board of Directors and the persons whom the Board of Directors has entrusted with the executive management a reimbursement for expenses in the form of and amount of lump-sum expenses recognized for tax purposes.

For members of the persons whom the Board of Directors has entrusted with the executive management who are appointed after the annual total compensation has been approved, an additional amount per new member of no more than 100% of the total annual compensation last approved for the persons whom the Board of Directors has entrusted with the executive management, is available should the approved total compensation for the approval period in question prove to be insufficient.

4.5 Nomination, Compensation and Diversity, Equity and Inclusion (DEI) Committee

The General Meeting of Shareholders elects the members of the Nomination, Compensation and DEI Committee individually for a term of one year ending

Die Höhe der etwaigen variablen Vergütung der Personen, die vom Verwaltungsrat mit der Geschäftsführung betraut sind, richtet sich nach den vom Verwaltungsrat festgelegten qualitativen und quantitativen Zielvorgaben und Parametern. Die Ziele und deren Erreichung werden vom Verwaltungsrat oder, soweit an ihn delegiert, vom Vergütungsausschuss festgelegt und überprüft. Die variable Vergütung kann in bar oder durch Zuteilung von Beteiligungspapieren, Wandel- oder Optionsrechten oder anderen Rechten auf Beteiligungspapiere entrichtet werden.

Der Verwaltungsrat legt die Höhe der entsprechenden Vergütungen im Rahmen der von der Generalversammlung genehmigten Beträge auf Antrag des Vergütungsausschusses fest.

Erfolgt die Vergütung des Verwaltungsrats oder der Personen, die vom Verwaltungsrat mit der Geschäftsführung betraut sind, in Form von Aktien, Optionsrechten oder ähnlichen Instrumenten, bestimmt der Verwaltungsrat die Bedingungen und Voraussetzungen in einem oder mehreren Plänen oder Reglementen. In diesen Plänen oder Reglementen können insbesondere der Zeitpunkt der Zuteilung, die Bewertung, die anwendbaren Halte-, Vesting- oder Ausübungsfristen (einschliesslich deren Beschleunigung, Verkürzung oder Aufhebung im Fall von vordefinierten Ereignissen), die maximal zu gewährende Anzahl Aktien, Optionsrechte oder ähnliche Instrumente, allfällige Rückförderungsmechanismen sowie ein allfälliger Abschlag bei der Zuteilung geregelt werden.

Auslagenersatz gilt nicht als Vergütung. Die Gesellschaft kann den Mitgliedern des Verwaltungsrates und den Personen, die vom Verwaltungsrat mit der Geschäftsführung betraut sind, einen Auslagenersatz in Form und Höhe von steuerlich anerkannten Pauschalspesen ausrichten.

Für Personen, die vom Verwaltungsrat mit der Geschäftsführung betraut sind und die nach der Genehmigung der jährlichen Gesamtvergütung ernannt werden, steht ein zusätzlicher Betrag pro neues Mitglied von maximal 100% des jeweils zuletzt genehmigten Gesamtbetrags für die Vergütung der Personen, die vom Verwaltungsrat mit der Geschäftsführung betraut sind, pro Genehmigungsperiode zur Verfügung, sofern der genehmigte Gesamtbetrag für die betreffende Genehmigungsperiode nicht ausreicht.

4.5 Nominierungs-, Vergütungs- und Diversity, Equity und Inclusion (DEI) Ausschuss

Die Generalversammlung wählt die Mitglieder des Nominierungs-, Vergütungs- und DEI-Ausschusses je einzeln für eine Amtsdauer bis zum Abschluss

at the conclusion of the next annual General Meeting of Shareholders. Re-election is permitted. The Nomination, Compensation and DEI Committee is composed of at least one member. Only members of the Board of Directors may be elected. The chairperson of the Nomination, Compensation and DEI Committee is appointed by the Board of Directors.

The Nomination, Compensation and DEI Committee has the following fundamental duties and responsibilities:

1. preparation and periodic review of the compensation policy and principles of remuneration and the performance criteria in the area of compensation, periodic review of their implementation, and submission of related proposals and recommendations to the Board of Directors;
2. preparation of all relevant decisions of the Board of Directors regarding compensation of the members of the Board of Directors and the persons whom the Board of Directors has entrusted with the executive management and submission of related proposals and recommendations to the Board of Directors.

To fulfill its duties, the Nomination, Compensation and DEI Committee may consult other persons and external consultants and have them participate in its meetings.

The Board of Directors may assign other tasks and competencies to the Nomination, Compensation and DEI Committee. The Board of Directors shall regulate the organization, method of operation and reporting of the Nomination, Compensation and DEI Committee in the Organizational Regulation.

4.7 Additional Mandates

The members of the Board of Directors and the persons whom the Board of Directors has entrusted with the executive management shall not assume more than 25 mandates at companies with a commercial purpose, of which no more than 15 should be remunerated mandates and of which not more than 5 in companies listed at a stock exchange, whereas a reimbursement of expenses is not considered remuneration.

A mandate as referred to herein is defined as a function in the most senior management and administrative bodies of other legal entities that are obliged to obtain an entry in the commercial register or a corresponding foreign register and which are not controlled by the Company. Mandates in different entities which belong to the same group are treated as one

der nächsten ordentlichen Generalversammlung. Wiederwahl ist zulässig. Der Nominierungs-, Vergütungs- und DEI-Ausschuss besteht aus mindestens einem Mitglied. Wählbar sind nur die Mitglieder des Verwaltungsrates. Der Vorsitzende des Vergütungsausschusses wird vom Verwaltungsrat bestimmt.

Der Nominierungs-, Vergütungs- und DEI-Ausschuss hat folgende Aufgaben und Zuständigkeiten (Grundsätze):

1. Vorbereitung und periodische Überarbeitung der Vergütungspolitik und Vergütungsprinzipien und der Leistungskriterien im Bereich der Vergütung und periodische Überprüfung der Umsetzung derselben sowie diesbezügliche Antragstellung und Abgabe von Empfehlungen an den Verwaltungsrat;
2. Vorbereitung aller relevanten Entscheide des Verwaltungsrats betreffend die Vergütung der Mitglieder des Verwaltungsrats und der Personen, die vom Verwaltungsrat mit der Geschäftsführung betraut sind sowie diesbezügliche Antragstellung und Abgabe von Empfehlungen an den Verwaltungsrat.

Der Nominierungs-, Vergütungs- und DEI-Ausschuss kann zur Erfüllung seiner Aufgaben weitere Personen und externe Berater beiziehen und an seinen Sitzungen teilnehmen lassen.

Der Verwaltungsrat kann dem Nominierungs-, Vergütungs- und DEI-Ausschuss weitere Aufgaben zuweisen. Er regelt die Einzelheiten zu Organisation, Arbeitsweise und Berichterstattung des Nominierungs-, Vergütungs- und DEI-Ausschusses im Organisationsreglement.

4.7 Zusätzliche Mandate

Die Mitglieder des Verwaltungsrates und die Personen, die vom Verwaltungsrat mit der Geschäftsführung betraut sind, dürfen nicht mehr als 25 zusätzliche Mandate bei Unternehmen mit wirtschaftlichem Zweck innehaben bzw. ausüben, wovon nicht mehr als 15 zusätzlich vergütet werden dürfen, und davon höchstens 5 bei Gesellschaften, deren Beteiligungspapiere an einer Börse kotiert sind, wobei ein Speensersatz nicht als Entgelt gilt.

Als Mandat gilt die Tätigkeit in obersten Leitungs- oder Verwaltungsorganen anderer Rechtseinheiten, die verpflichtet sind, sich ins Handelsregister oder ein vergleichbares ausländisches Register eintragen zu lassen, und die nicht durch die Gesellschaft kontrolliert werden oder die Gesellschaft nicht kontrollieren. Mandate bei verschiedenen Gesellschaften, die

mandate. Mandates which are assumed by members of the Board of Directors, the Executive Board or any Advisory Board on instruction of the Company are not subject to the limitations set out in this article 4.7.

4.8 Employment and Mandate Contracts

Contracts underlying the remuneration of the members of the Board of Directors may not exceed their term of office. The duration of fixed-term contracts and the notice period of indefinite contracts underlying the remuneration of the members of the Executive Board shall not exceed one year.

In the event that the Company agrees a non-competition clause with a member of the Board of Directors or the Executive Board, such non-competition clause shall be justified by business considerations and any compensation based on the non-competition clause shall not exceed the average compensation of the last three financial years.

der gleichen Unternehmensgruppe angehören, zählen als ein Mandat. Mandate, die ein Mitglied des Verwaltungsrates, der Geschäftsleitung und eines allfälligen Beirats, auf Anordnung der Gesellschaft wahrnimmt, fallen nicht unter die Beschränkung zusätzlicher Mandate gemäss diesem Artikel 4.7.

4.8 Arbeits- und Mandatsverträge

Verträge, die den Vergütungen für die Mitglieder des Verwaltungsrats zugrunde liegen, dürfen ihrer Amtsdauer nicht überschreiten. Die Dauer befristeter Verträge und die Kündigungsfrist unbefristeter Verträge, die den Vergütungen für die Mitglieder der Konzernleitung zugrunde liegen, dürfen höchstens ein Jahr betragen.

Falls die Gesellschaft mit einem Mitglied des Verwaltungsrates oder der Konzernleitung ein Konkurrenzverbot vereinbart, hat dieses geschäftsmässig begründet zu sein und eine Entschädigung aufgrund des Konkurrenzverbots darf den Durchschnitt der Vergütungen der letzten drei Geschäftsjahr nicht übersteigen.

Explanatory notes of the board of directors

One objective of the revision of company law is to transfer the ordinance against excessive compensation in listed stock corporations (VegüV), which entered into force on 1 January 2014, into federal law. The majority of the provisions of the VegüV were transferred into the company law unchanged. Only a few provisions were amended. The board of directors proposes, in particular, to reflect the following points in the Articles of Association: the provision, now explicitly anchored in the company law, according to which the Compensation Report must be submitted to the General Meeting for a consultative vote if variable compensation is voted on prospectively; the provision according to which the compensation for contractual non-competition agreements may not exceed the average compensation of the last three financial years; and the amended definition of the term "mandates outside the company"; the duration and terms of the employment and mandate contracts for the members of the board of directors and the executive board.

Further, the board of directors decided to change the name of the Compensation Committee to the Nomination, Compensation and Diversity, Equity and Inclusion (DEI) Committee, to reflect the additional tasks allocated to it. Said name change has been reflected in the proposed amendments to the Articles of Association.

Lastly, the board of directors clarified the allowed number of additional mandates of the members of the board of directors and the members of the executive board at companies with a commercial purpose and/or that are remunerated based on its past experience. Indeed, whilst the total amount of additional mandates should remain the same (25), it should be clear that maximum 15 of these mandates should be remunerated mandates. The amount of allowed mandates at listed companies remains unchanged (5). The board of directors is of the opinion, that this change allows for added flexibility to the members of the board of directors and the executive board to also take up positions and mandates within the group and that with this clarification, the due operation and responsibilities of the relevant members is still ensured.

These points were taken up by the board of directors in its proposal for amendments to the Articles of Association as set out above and as visible in more detail in the comparison between the current Articles of Association as well as the proposed new Articles of Association (including the introduction of a capital band as per agenda item 7, 8.1 and the proposed amendments as per agenda item 8.3), attached hereto as Annex 1.

8.3 General amendments

Proposal of the board of directors

The board of directors proposes to delete article 7 (*Anticipated Acquisition*) of the Articles of Association and to amend article 2.3 (*Share Register*), article 2.4 (*Share Certificates and Share Conversion*), article 2.5 (*Transfer Limitations*), article 4.1 (*Constitution and Term of Office*), article 4.2 (*Duties*), article 4.3 (*Organization, Resolutions, Minutes*), article 4.6 (*Loans and Credits*), article 5 (*The Auditors*), article 6 (*Fiscal Year and Profit Distribution*) and article 8 (*Notices and Announcements*) of the Articles of Association as follows:

In article 2.3 (*Share Register*), the term «Aktienregister» shall be replaced by the term «Aktienbuch».

In article 2.4 (*Share Certificates*), the term «paragraphs» shall be changed to «para.» and the term «Absatz» shall be changed to «Abs.»

Article 2.5 (*Transfer Limitations*) shall be amended as follow:

2.5 Transfer Limitations

The registration of acquirers of shares as shareholders with voting rights is in any case subject to the approval by the Board of Directors.

Acquirers and beneficiaries of registered shares shall, upon request, be entered in the share register as shareholders with voting rights if they expressly declare that they have acquired and hold the shares in their own name and for their own account. They may also be rejected unless they expressly state (i) that there is no agreement to redeem or return corresponding shares and (ii) that they bear the economic risk associated with the shares.

The Company may, after consulting with the affected shareholder, cancel entries in the shareholders register if such entry was based on untrue information given by the acquirer. The acquirer shall be informed of the cancellation immediately.

In article 4.1 (*Constitution and Term of Office*), the term “Chairman” shall be changed to “Chairperson”, the term “Secretary” shall be changed to “secretary” and the term “board of directors” shall be changed to “Board of Directors”.

Article 4.2 (*Duties*) shall be amended as follow:

4.2 Duties

The Board of Directors is entrusted with the ultimate direction of the Company and the supervision of and the control over the management.

2.5 Vinkulierung

Die Eintragung von Aktienernwerbem als Aktionäre mit Stimmrecht bedarf in jedem Falle der Genehmigung durch den Verwaltungsrat.

Erwerber und Nutzniesser von Namenaktien werden auf Gesuch als Aktionäre mit Stimmrecht im Aktienbuch eingetragen, falls sie ausdrücklich erklären, die Aktien in eigenem Namen und für eigene Rechnung erworben zu haben. und zu halten. Sie können auch abgelehnt werden, wenn sie nicht ausdrücklich erklären, (i) dass keine Vereinbarung über die Rücknahme oder die Rückgabe entsprechender Aktien besteht und (ii) dass sie das mit den Aktien verbundene wirtschaftliche Risiko tragen.

Die Gesellschaft kann nach Anhörung des Betroffenen Eintragungen im Aktienbuch streichen, wenn diese durch falsche Angaben des Erwerbers zustande gekommen sind. Der Erwerber muss über die Streichung sofort informiert werden.

4.2 Befugnisse

Dem Verwaltungsrat obliegt die oberste Leitung der Gesellschaft und die Aufsicht und Kontrolle über die Geschäftsführung.

By enactment of an Organizational Regulation, the Board of Directors may completely or partially delegate the power to manage and to represent the Company to one or more of its members (managing directors) or to third persons (managers). The Board of Directors may also delegate tasks to an asset manager, as far as permissible under the applicable laws. In doing so, it may appoint a legal person as asset manager.

The Board of Directors shall have the following non-transferable and inalienable duties:

1. the ultimate management of the Company and the issuance of the necessary directives;
2. the determination of the organization of the Company;
3. the structuring of the accounting system and of the financial controls, as well as the financial planning insofar as this is necessary in the management of the Company;
4. the appointment and the removal of the persons entrusted with the executive management and representation of the Company;
5. the ultimate supervision of the persons entrusted with the executive management of the Company, particularly with regard to compliance with the law, these articles of incorporation and regulations and directives;
6. the preparation of the business report and the compensation report as well as the preparation of the General Meeting of Shareholders and the implementation of the latter's resolutions;
7. the filing of a petition for a debt-restructuring moratorium and the notification of the court in the event of over-indebtedness;
8. the passing of resolutions confirming increases or decreases in the share capital and related amendments to the Articles of Association;
9. the passing of resolutions regarding the subsequent payment of capital with respect to non-fully paid-in shares;
10. the examination of the professional qualifications of the specially qualified auditors in those cases where appointment of such auditors is prescribed by the law.

Der Verwaltungsrat ist berechtigt, die Geschäftsführung und Vertretung durch Erlass eines Organisationsreglements ganz oder zum Teil an einzelne Mitglieder (Delegierte) oder an Dritte (Direktoren) zu übertragen. Im Rahmen des Gesetzes kann der Verwaltungsrat auch Aufgaben an einen Vermögensverwalter delegieren. Er kann dabei eine juristische Person als Vermögensverwalter einsetzen.

Der Verwaltungsrat hat folgende unübertragbare und unentziehbare Aufgaben:

1. die Oberleitung der Gesellschaft und die Erteilung der nötigen Weisungen;
2. die Festlegung der Organisation;
3. die Ausgestaltung des Rechnungswesens, der Finanzkontrolle sowie der Finanzplanung, sofern diese für die Führung der Gesellschaft notwendig ist;
4. die Ernennung und Abberufung der mit der Geschäftsführung und der Vertretung betrauten Personen;
5. die Oberaufsicht über die mit der Geschäftsführung betrauten Personen, namentlich im Hinblick auf die Befolgung der Gesetze, Statuten, Reglemente und Weisungen;
6. die Erstellung des Geschäftsberichtes und des Vergütungsberichtes sowie die Vorbereitung der Generalversammlung und die Ausführung ihrer Beschlüsse;
7. die Einreichung eines Gesuchs um Nachlassstundung und die Benachrichtigung des Gerichts im Falle der Überschuldung;
8. die Beschlussfassung über die Feststellung von Kapitalerhöhungen oder Kapitalherabsetzungen und daraus folgende Statutenänderungen;
9. die Beschlussfassung über die nachträgliche Leistung von Einlagen auf nicht vollständig liberierte Aktien;
10. die Prüfung der fachlichen Voraussetzungen der besonders befähigten Revisoren für die Fälle, in welchen das Gesetz den Einsatz solcher Revisoren vorsieht.

Article 4.3 (Organization, Resolutions, Minutes) shall be amended as follow:

4.3 Organization, Resolutions, Minutes

The order of meetings, quorum (presence) and decision-making of the Board of Directors shall be governed by the Organizational Regulation.

4.3 Organisation, Beschlussfassung, Protokoll

Sitzungsordnung, Beschlussfähigkeit (Präsenz) und Beschlussfassung des Verwaltungsrates richten sich nach dem Organisationsreglement.

The Board of Directors may pass its resolutions:

1. at a meeting with a venue;
2. by electronic means (including telephone, video conference or other audiovisual or electronic means of communication);
3. by written means on paper or in electronic form (including e-mail or any other form of transmission enabling the resolution to be evidenced by text), unless a Member requests oral deliberation. In the event of resolutions being passed electronically, no signature shall be required; this shall be subject to any written stipulation to the contrary by the Board of Directors.

Minutes shall be kept of the proceedings and resolutions of the Board of Directors and shall be signed by the Chairman and the secretary. Circular resolutions shall be recorded in the next minutes of the Board of Directors.

In article 4.6 (Loans and Credits), the term “board of directors” shall be changed to “Board of Directors”.

Article 5 (The Auditors) shall be amended as follow:

5. The Auditors

The general meeting of shareholders elects the Auditors of the Company.

Individuals as well as legal entities or commercial companies may be elected as auditors. At least one of the auditors must have its legal domicile or branch in Switzerland.

The General Meeting of Shareholders shall appoint as Auditors an audit company subject to government supervision in accordance with the provisions of the Law on Audit Supervision (Revisionsaufsichtsgesetz, RAG) of 16 December 2005.

The term of office of the auditors shall be one year. The term ends on the day the auditors are required to present the final auditors' report to the shareholders' meeting. Re-election is permitted. The General Meeting of Shareholders may only dismiss the auditors for important reasons.

The auditors shall be independent in the sense of art. 728 CO.

Der Verwaltungsrat kann seine Beschlüsse fassen:

1. an einer Sitzung mit Tagungsort;
2. unter Verwendung elektronischer Mittel (einschliesslich Telefon-, Videokonferenz oder anderer audiovisueller oder elektronischer Kommunikationsmittel);
3. auf schriftlichem Weg auf Papier oder in elektronischer Form (einschliesslich E-Mail oder in einer anderen Form der Übermittlung, die den Nachweis des Beschlusses durch Text ermöglicht), sofern nicht ein Mitglied die mündliche Beratung verlangt. Im Fall der Beschlussfassung auf elektronischem Weg ist keine Unterschrift erforderlich; vorbehalten bleibt eine anderslautende, schriftliche Festlegung des Verwaltungsrats.

Über die Verhandlungen und Beschlüsse des Verwaltungsrates ist ein Protokoll zu führen, dieses wird vom Vorsitzenden und vom Protokollführer unterzeichnet. Zirkularbeschlüsse sind in das nächste Protokoll des Verwaltungsrats aufzunehmen.

5. Revisionsstelle

Die Generalversammlung wählt eine Revisionsstelle.

Als Revisionsstelle können eine oder mehrere natürliche oder juristische Personen oder Personengesellschaften gewählt werden. Wenigstens ein Mitglied der Revisionsstelle muss seinen Wohnsitz, seinen Sitz oder eine eingetragene Zweigniederlassung in der Schweiz haben.

Die Generalversammlung wählt ein staatlich beaufichtigtes Revisionsunternehmen nach den Vorschriften des Revisionsaufsichtsgesetzes vom 16. Dezember 2005.

Die Revisionsstelle wird für eine Amtsdauer von einem Jahr gewählt. Letztere endet mit der Generalversammlung, welcher der letzte Bericht zu erstatten ist. Eine Wiederwahl ist möglich. Die Generalversammlung kann die Revisionsstelle nur aus wichtigen Gründen abberufen.

Die Revisionsstelle muss nach Art. 728 OR unabhängig sein.

In article 6 (*Fiscal Year and Profit Distribution*), the term “Articles” shall be changed to “art.” and the term “board of directors” shall be changed to “Board of Directors”.

Article 8 (*Notices and Announcements*) shall be amended as follow:

8. Notices and Announcements

Subject to deviating mandatory legal provisions, all notices of the Company to its shareholders shall be made either by publication in the Swiss Official Gazette of Commerce or by transmission, which allows the proof of the notice by text (e.g. letter or e-mail), to an address registered in the share register.

In the event of conflicts between the German version of these Articles of Association and the English version the German text shall prevail.

8. Mitteilungen und Bekanntmachungen

Unter Vorbehalt abweichender zwingender gesetzlicher Bestimmungen erfolgen alle Mitteilungen der Gesellschaft an ihre Aktionäre wahlweise durch Veröffentlichung im Schweizerischen Handelsamtsblatt oder durch Übermittlung, die den Nachweis der Mitteilung durch Text ermöglicht (z.B. Brief oder E-Mail), an eine im Aktienbuch eingetragene Adresse.

Falls sich zwischen der deutschen und der englischen Fassung dieser Statuten Differenzen ergeben, gilt der deutsche Originaltext.

Explanatory notes of the board of directors

The proposed changes by the board of directors relate to further amendments required to align the Articles of Association to the new corporate law and which were not covered by the preceding two agenda items. The board of directors further took the opportunity of the introduction of the new corporate law and the corresponding required changes to the Articles of Association to undergo a complete review of the Articles of Association in order to further improve their overall quality. In addition, the modalities of the organization of the board of directors were updated to align these with the new corporate law and the practice within the board of directors over the past years. The revision of the corporate law also allows that all communications of the company to its shareholders can also be sent to an electronic address registered in the share register (e.g. by e-mail) if the Articles of Association provide for this, which allows for added flexibility in the communication with the shareholders and for which the board of directors wanted to implement the legal basis in the Articles of Association. Lastly, the existing article 7 (Anticipated Acquisition) may be deleted as the new corporate law no longer provides for the concept of an anticipated acquisition.

These points were taken up by the board of directors in its proposal for amendments to the Articles of Association as set out above and as visible in more detail in the comparison between the current Articles of Association as well as the proposed new Articles of Association (including the introduction of a capital band as per agenda item 7, 8.1 and 8.2), attached hereto as Annex 1.

ORGANIZATIONAL NOTES

Annual report

The annual report 2023, including the management report, the statutory financial statements and the consolidated financial statements for the financial year 2023, the compensation report 2023, as well as the reports of the statutory auditors are available for inspection as of April 3, 2024, at the Company's registered office in Zug, Switzerland. These documents can also be accessed online at <http://variausproperties.com/investors/financial-statements/>. Further, a printed copy of the annual report will be sent to registered shareholders upon their request after having received this notice.

Voting rights

Shareholders who are entered in the shareholder register as at April 17, 2024, 5:00 p. m. (CEST) (reporting date) are entitled to exercise their shareholder rights with respect to the ordinary general meeting. During the period from April 17, 2024, 5:00 p. m. (CEST) until and including April 24, 2024, no entries of shares will be made in the shareholder register.

Personal attendance

If a shareholder wishes to attend the ordinary general meeting in person, the enclosed registration form may be used to request an admission card. For this purpose, please send the duly completed and signed registration form to sharecomm ag, Europastrasse 29, 8152 Glattbrugg by no later than April 19, 2024, 4:00 p. m. (CEST) (time of receipt). Admission cards can also be ordered online until April 19, 2024, 4:00 p. m. (CEST). The personal login information is sent to the shareholders together with the invitation documents for the ordinary general meeting. The admission cards will be sent out as from April 15, 2024.

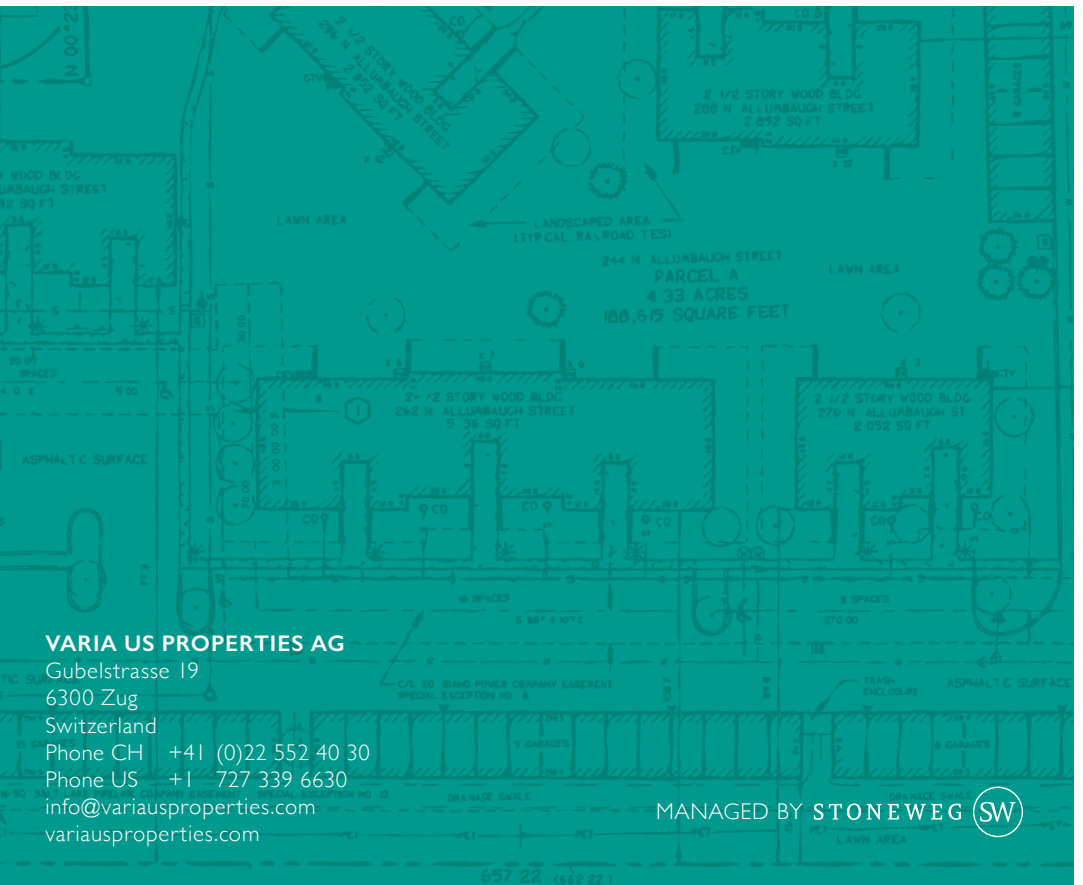
Powers of attorney

Shareholders who do not attend the ordinary general meeting in person may be represented as follows:

- by an individual proxy based on written power of attorney, whereby the proxy does not need to be a shareholder. In this case, the admission card will be sent directly to the proxy.
- by the independent proxy, Buis Bürgi AG, Mühlebachstrasse 8, P.O. Box, CH-8024 Zurich. If the independent proxy cannot be present, the board of directors will appoint a new independent proxy. The powers of attorney granted to the independent proxy will also be valid for any new independent proxy appointed by the board of directors. In order to authorize the independent proxy, it is sufficient to return the accordingly completed and signed power of attorney form to sharecomm ag, Europastrasse 29, 8152 Glattbrugg by no later than April 22, 2024, 4:00 p.m. (CEST), using the enclosed envelope. The independent proxy will vote in accordance with the instructions granted by the respective shareholder. For written instructions, please use the reverse side of the enclosed registration form.
- Shareholders may also grant powers of attorney and issue instructions to the independent proxy electronically. The personal login information is sent to the shareholders together with the invitation documents for the ordinary general meeting. Powers of attorney may be granted and instructions may be issued electronically to the independent proxy by no later than April 22, 2024, 4:00 p. m. (CEST).

Zug, April 2, 2024
Varia US Properties AG


Manuel Leuthold, Chairman
On behalf of the board of directors



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