

FINANCIAL STATEMENTS

INVESTIS HOLDING SA

Balance sheet	146
Income statement	147
Notes to the financial statements	148
Proposed appropriation of available earnings	154
Report of the statutory auditor on the financial statements	156

BALANCE SHEET

CHF 1,000	Note	31.12.2021	31.12.2020
Cash and cash equivalents		521	1,331
Account receivables from Group companies		6	204
Prepaid expenses and accrued income		63	203
Total current assets		590	1,739
Non-current loans to Group companies	2.1	697,000	622,000
Investments in subsidiaries	2.2	200,000	200,000
Total non-current assets		897,000	822,000
Total assets		897,590	823,739
Current bank loans	2.3	183,500	-
Current private placements	2.3	30,000	-
Current bonds	2.3	180,000	240,000
Accrued expenses		1,770	2,376
Total current liabilities		395,270	242,376
Bonds	2.3	255,000	320,000
Total non-current liabilities		255,000	320,000
Total liabilities		650,270	562,376
Share capital		1,280	1,280
Statutory capital reserves			
– Capital contribution reserve		21,752	37,686
– Other capital reserves		199,785	199,331
Voluntary retained earnings			
– Profit carried forward		11,542	16,411
– Profit for the year		16,621	11,066
Treasury shares		-3,660	-4,410
Total equity	2.4	247,320	261,363
Total shareholders' equity and liabilities		897,590	823,739

INCOME STATEMENT

CHF 1,000	Note	2021	2020
Income from investments in subsidiaries	2.5	15,000	10,000
Interest on loans to Group companies		5,762	5,820
Total income		20,762	15,820
Personnel expenses	2.6	-406	-481
Administrative expenses		-273	-371
Financial expenses		-2,906	-3,395
Total operating expenses		-3,585	-4,246
Profit before taxes		17,178	11,574
Income taxes		-557	-509
Profit for the year		16,621	11,066

NOTES TO THE FINANCIAL STATEMENTS

1. ACCOUNTING PRINCIPLES

1.1 GENERAL ASPECTS

These financial statements were prepared in accordance with the provisions of the Swiss Law on Accounting and Financial Reporting (32nd title of the Swiss Code of Obligations). Where not prescribed by law, the significant accounting and valuation principles applied are described below.

As Investis Holding SA, Zurich has prepared its consolidated financial statements in accordance with a recognised accounting standard (Swiss GAAP FER), it has decided, as the law allows, not to present additional information on interest-bearing liabilities and audit fees in the notes, and not to present a cash flow statement.

1.2 ASSETS

Assets are valued at no more than their acquisition cost. Exceptions are current assets with an observable market price, which are valued at the stock price or market value on the balance sheet date. All changes in value are recognised in the income statement. No value fluctuation reserves have been formed.

1.3 LOANS AND INVESTMENTS

Loans to Group companies and investments in subsidiaries are carried at acquisition costs less any necessary depreciation.

1.4 CURRENT AND NON-CURRENT FINANCIAL LIABILITIES

Current and non-current financial liabilities are recognised in the balance sheet at nominal value. Issuance costs upon issue are offset against any applicable agio and the remaining costs are charged to the income statement.

1.5 TREASURY SHARES

Treasury shares are recognised at acquisition cost and deducted from equity. Gains and losses on the use/sale are recognised in statutory capital reserves.

2. INFORMATION ON BALANCE SHEET AND INCOME STATEMENT ITEMS

2.1 NON-CURRENT LOANS TO GROUP COMPANIES

CHF 1,000	31.12.2021	31.12.2020
Loan to Investis Investments SA	83,000	143,000
Loan to Investis Properties SA	614,000	479,000
Total non-current loans to Group companies	697,000	622,000

2.2 INVESTMENTS

The list of legal entities held directly or indirectly by the Company and consolidated at Investis Group level is published in [Note 24](#) of the consolidated financial statements in this report.

2.3 FINANCIAL LIABILITIES

As at 31 December 2021 credit lines with Swiss banks (without securities) totalled CHF 375 million (31.12.2020: CHF 375 million), of which CHF 184 million was used for current bank loans as at 31 December 2021 (31.12.2020: –).

In 2021, a CHF 115 million bond maturing on 14 February 2025 was issued on 15 February 2021. The coupon is 0.25%. The proceeds were used to refinance the CHF 140 million bond that expired on 15 February 2021. The CHF 100 million bond, maturing on 15 November 2021, with a coupon of 0.55%, was repaid on redemption date.

In 2020, the CHF 100 million bond, maturing on 12 June 2020, with a coupon of 0.35%, was repaid on redemption date.

Further information on the financial liabilities is published in [Note 16](#) of the consolidated financial statements in this report.

2.4 EQUITY

The share capital amounted to CHF 1.28 million, composed of 12,800,000 registered shares with a nominal value of CHF 0.10 each. All outstanding shares are entitled to dividends and confer the right to one vote per share at the Company's general meetings.

Article 3a of the Company's Articles of Association sets out that the Company's share capital shall be increased by a maximum amount of CHF 30,000 through the issuance of no more than 300,000 fully paid-up registered shares with a nominal value of CHF 0.10 by way of the exercise of options or similar rights belonging to employees and members of the Board of Directors and the Executive Board in accordance with the applicable regulations and resolutions of the Board of Directors.

Article 3b of the Company's Articles of Association sets out that the share capital may be increased by the issuance of up to 1,280,000 fully paid-in registered shares with a nominal value of CHF 0.10 each, up to CHF 128,000, by means of the exercise of conversion rights and/or warrants granted in connection with newly or already issued bonds or similar debt instruments of the Company or its Group companies to Company creditors and/or investors.

CHF 1,000	Share capital	Statutory capital reserves		Voluntary retained earnings	Treasury shares	Total equity
		Capital contribution reserve	Other capital reserves			
Equity as at 1 January 2020	1,280	52,578	199,200	31,430	-5,244	279,245
Profit for the year				11,066		11,066
Distribution to shareholders		-14,893		-15,020		-29,912
Use of treasury shares			131		833	965
Equity as at 31 December 2020	1,280	37,686	199,331	27,476	-4,410	261,363
Equity as at 1 January 2021	1,280	37,686	199,331	27,476	-4,410	261,363
Profit for the year				16,621		16,621
Distribution to shareholders		-15,934		-15,934		-31,868
Purchase of treasury shares					-391	-391
Use of treasury shares			454		1,141	1,595
Equity as at 31 December 2021	1,280	21,752	199,785	28,163	-3,660	247,320

2.4.1 CAPITAL CONTRIBUTION RESERVE

The capital contribution reserve includes the share premium from the capital increase in 2016, less the distributions decided to date.

From a fiscal point of view, any distributions made from capital contribution reserve are treated the same as a repayment of share capital. In 2021, the Swiss Federal Tax Administration (SFTA) has confirmed the opening balance as at 1 January 2021 of CHF 37.7 million of the disclosed reserve from capital contribution and the recognition of the repayment of capital contribution reserve in the amount of CHF 15.9 million as per article 5 para. 1^{bis} Withholding Tax Act.

2.4.2 TREASURY SHARES

	2021		2020	
	Quantity	Value CHF 1,000	Quantity	Value CHF 1,000
Net carrying amount as at 1 January	71,366	4,410	84,851	5,244
Purchase of treasury shares ¹⁾	3,850	391	-	-
Use of treasury shares ²⁾	-18,464	-1,595	-13,485	-965
Gain on use of treasury shares recognised in equity		454		131
Net carrying amount as at 31 December	56,752	3,660	71,366	4,410

- 1) In 2021, Investis Holding SA acquired 3,850 (2020: -) registered treasury shares at an average price of CHF 101.50 (2020: -).
2) In 2021, Investis Holding SA used 18,464 (2020: 13,485) registered treasury shares at an average price of CHF 86.38 (2020: CHF 71.53) for the share-based compensation.

2.5 INCOME FROM INVESTMENTS IN SUBSIDIARIES

In 2021, the dividend from Investis Investments SA amounted to CHF 15.0 million (2020: CHF 10.0 million).

2.6 PERSONNEL EXPENSES

Information on personnel expenses for the Board of Directors and the Executive Board is published in the compensation report in this annual report.

3. OTHER INFORMATION

3.1 FULL-TIME EQUIVALENT

Investis Holding SA has no employees.

3.2 SIGNIFICANT SHAREHOLDERS

As at 31 December 2021, the Board of Directors is aware of the following shareholders and groups of shareholders that hold at least 3% of the voting rights in the Company:

Stéphane Bonvin owned 9,923,184 shares or 77.5% (31.12.2020: 9,892,337 shares or 77.3%) of the outstanding share capital.

3.3 SHARE OWNERSHIP

Members of the Board of Directors

(non-executive)

As at 31 December 2021, the non-executive members of the Board of Directors (including their related parties) held the following Investis shares:

As at 31 December 2021	Function	Number of registered shares held	Voting rights in % (rounded)
Thomas Vettiger	Chairman, Member of the Audit and Compensation Committee	5,172	<0.1
Albert Baehny	Vice-Chairman and Chairman of the Compensation Committee	22,539	0.2
Riccardo Boscardin ¹⁾	Former Chairman	9,344	<0.1
Total		37,055	0.3
As at 31 December 2020	Function	Number of registered shares held	Voting rights in % (rounded)
Riccardo Boscardin	Chairman, Member of the Audit and Compensation Committee	7,778	0.1
Albert Baehny	Vice-Chairman and Chairman of the Compensation Committee	21,756	0.2
Thomas Vettiger	Member and Chairman of the Audit Committee	4,389	<0.1
Total		33,923	0.3

1) Member until ordinary AGM on 27 April 2021

Members of the Executive Board

(including the executive member of the Board of Directors)

As at 31 December 2021, the executive member of the Board of Directors and the members of the Executive Board (including their related parties) held the following Investis shares:

As at 31 December 2021	Function	Number of registered shares held	Voting rights in % (rounded)
Stéphane Bonvin	Chief Executive Officer and member of the Board of Directors	9,923,184	77.5
René Häsler	Chief Financial Officer	23,010	0.2
Walter Eberle	Head Real Estate Services	19,901	0.2
Total		9,966,095	77.9

As at 31 December 2020	Function	Number of registered shares held	Voting rights in % (rounded)
Stéphane Bonvin	Chief Executive Officer and member of the Board of Directors	9,892,337	77.3
René Häsler	Chief Financial Officer	19,112	0.1
Walter Eberle	Head Real Estate Services	15,087	0.1
Total		9,926,536	77.6

3.4 CONTINGENT LIABILITIES

Investis Holding SA is a member of the Investis Group value-added-tax group in Switzerland and is thereby jointly and severally liable to the federal tax authorities for value-added-tax debts of the Group.

3.5 EVENTS AFTER THE BALANCE SHEET DATE

On 28 January 2022, two 0.0% private placements were issued with a volume of CHF 20 million (maturing at the end of March) and CHF 30 million (maturing at the end of April). In addition, another 0.0% private placement with a volume of CHF 20 million (maturing at the end of May) was issued on 25 February 2022.

There are no other significant events after the balance sheet date which could impact the book value of the assets or liabilities or which should be disclosed here.

PROPOSED APPROPRIATION OF AVAILABLE EARNINGS

The Board of Directors proposes to the Annual General Meeting a distribution of CHF 2.50 per registered share amounting to CHF 32,000,000, consisting of a dividend of CHF 1.25 per registered share and an appropriation from statutory capital contribution reserve to voluntary retained earnings and a payout of CHF 1.25 per registered share.

PROPOSED APPROPRIATION OF AVAILABLE EARNINGS

CHF 1,000	2021	2020
Profit carried forward from prior year	11,542	16,411
Profit for the year	16,621	11,066
Retained earnings available for Annual General Meeting	28,163	27,476
Proposed dividend payment	-16,000	-15,934
Balance to be carried forward	12,163	11,542

PROPOSED APPROPRIATION FROM STATUTORY CAPITAL CONTRIBUTION RESERVE

CHF 1,000	2021	2020
Statutory capital contribution reserve before distribution	21,752	37,686
Proposed appropriation from statutory capital contribution reserve to voluntary retained earnings	-16,000	-15,934
Statutory capital contribution reserve after distribution	5,752	21,752

PROPOSED PAYOUT

CHF 1,000	2021	2020
Proposed dividend payment		
Gross dividend per registered share: CHF 1.25 (2020: CHF 1.25)		
on 12,743,248 shares entitled to distribution at 31 December 2021	15,929	15,934
on 56,752 treasury shares set aside for the employee share plan at 31 December 2021 ¹⁾	71	
Less withholding tax	-5,600	-5,577
Proposed distribution from capital contribution reserve		
Gross distribution per registered share: CHF 1.25 (2020: CHF 1.25)		
on 12,743,248 shares entitled to distribution at 31 December 2021	15,929	15,934
on 56,752 treasury shares set aside for the employee share plan at 31 December 2021 ²⁾	71	
Less withholding tax	-	-
Total payout	26,400	26,291

- 1) The Company will waive its entitlement to dividend for the treasury shares held on the distribution date which are reserved for use in its employee share plan. The amount due on these shares will be taken to the profit carried forward.
- 2) The Company will waive its entitlement to such payments from the statutory capital contribution reserve for the treasury shares held on the distribution date which are reserved for use in its employee share plan. The amount due on these shares will be taken to the statutory capital contribution reserve.



Statutory Auditor's Report

To the General Meeting of Investis Holding SA, Zürich

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Investis Holding SA, which comprise the [Balance sheet](#) as at 31 December 2021, and the [Income statement](#) for the year then ended, and [Notes to the financial statements](#), including a summary of significant accounting policies.

In our opinion the financial statements for the year ended 31 December 2021 comply with Swiss law and the company's articles of incorporation.

Basis for Opinion

We conducted our audit in accordance with Swiss law and Swiss Auditing Standards. Our responsibilities under those provisions and standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report.

We are independent of the entity in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Report on Key Audit Matters based on the circular 1/2015 of the Federal Audit Oversight Authority

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

Other matter

The financial statements of Investis Holding AG for the year ended 31 December 2020 were audited by another auditor who expressed an unmodified opinion on those statements on 22 March 2021.

Responsibility of the Board of Directors for the Financial Statements

The Board of Directors is responsible for the preparation of the financial statements in accordance with the provisions of Swiss law and the company's articles of incorporation, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the entity or to cease operations, or has no realistic alternative but to do so.



Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and Swiss Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Swiss law and Swiss Auditing Standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the entity to cease to continue as a going concern. We communicate with the Board of Directors or its relevant committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors or its relevant committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Board of Directors or its relevant committee, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report, unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Report on Other Legal and Regulatory Requirements

In accordance with article 728a para. 1 item 3 CO and the Swiss Auditing Standard 890, we confirm that an internal control system exists, which has been designed for the preparation of financial statements according to the instructions of the Board of Directors.

We further confirm that the proposed appropriation of available earnings complies with Swiss law and the company's articles of incorporation. We recommend that the financial statements submitted to you be approved.

KPMG AG

A handwritten signature in blue ink, appearing to read 'Benz'.

Reto Benz
Licensed Audit Expert
Auditor in Charge

A handwritten signature in blue ink, appearing to read 'P. Fahrni'.

Philipp Fahrni
Licensed Audit Expert

Zürich, 22 March 2022

KPMG AG, Badenerstrasse 172, PO Box, CH-8036 Zurich

KPMG AG, a Swiss corporation, is a subsidiary of KPMG Holding AG, which is a member of the KPMG global organization of independent firms affiliated with KPMG International Limited, a private English company limited by guarantee. All rights reserved.