



Swiss Prime Site  
Solutions REAL ESTATE  
ASSET MANAGERS

# Swiss Prime Site Solutions Investment Fund (SPSS IF) Commercial

Contractual investment fund governed by Swiss law  
and established under the «real estate fund»

## Prospectus with integrated fund contract

Fund management company:

Swiss Prime Site Solutions AG  
Poststrasse 4a  
6300 Zug

Custodian bank:

Banque Cantonale Vaudoise  
Place Saint-François 14  
1001 Lausanne

**This document contains a translation into English of the original German language fund prospectus and fund agreement. Only the original German language versions are binding.**

9 December 2025

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# Part 1: Prospectus

This prospectus with integrated fund contract, the key information sheet and the current annual or half-year report (if published after the latest annual report) serve as the basis for all subscriptions of units of the real estate fund.

Only information contained in the prospectus, the key information sheet or the fund contract is valid.

## 1. Information on the real estate fund

### 1.1 Establishment of the real estate fund in Switzerland

The fund contract of the Swiss Prime Site Solutions Investment Fund (SPSS IF) Commercial was drawn up by Swiss Prime Site Solutions AG in its capacity as a fund management company and, with the consent of Banque Cantonale Vaudoise as custodian bank, submitted to the Swiss Financial Market Supervisory Authority FINMA, which approved it for the first time on 20 September 2021.

### 1.2 Tax regulations relevant to the real estate fund

The real estate fund has no legal personality in Switzerland. It is subject on principle neither to income tax nor to capital tax. Real estate funds with directly held real estate are an exception. In accordance with the federal law on direct federal tax, income from directly held real estate is subject to taxation by the fund itself and is therefore tax-free for unit holders. Similarly, capital gains from directly held real estate are only taxable for the real estate fund.

The federal withholding tax deducted from the real estate fund's domestic income may be reclaimed in full by the fund management company for the real estate fund.

Income distribution from the real estate fund (to investors domiciled in Switzerland and abroad) is subject to Swiss federal withholding tax of 35%. Income and capital gains from directly held real estate and capital gains from the sale of real estate companies and other assets, each distributed with a separate coupon, are not subject to withholding tax.

Investors domiciled in Switzerland can reclaim the withholding tax by declaring it in their tax return or by submitting a separate application for repayment of withholding tax.

Investors domiciled abroad may reclaim withholding tax in accordance with any double taxation agreement that may exist between Switzerland and their country of domicile. In the absence of an agreement, no possibility exists of recovering this tax.

Tax statements are based on current knowledge of the legal situation and practice. The right to change legislation, jurisprudence or ordinances and practice of the tax authorities is expressly reserved.

***Taxation and other tax implications for the investor when holding, buying or selling fund units are determined by the tax regulations in the investor's country of domicile. Investors should contact their tax advisor for information on this.***

*The real estate fund has the following tax status:*

*International automatic exchange of information on tax matters (automatic exchange of information):*

*This real estate fund qualifies as a non-reporting financial institution for the purposes of the automatic exchange of information within the meaning of the Common Reporting and Due Diligence Standard for Financial Account Information (CRS) of the Organisation for Economic Co-operation and Development (OECD).*

*FATCA:*

*The Real Estate Fund is registered with the US tax authorities as a Registered Deemed-Compliant Foreign Financial Institution (FFI) – Local FFI within the meaning of Sections 1471 to 1474 of the US Internal Revenue Code (Foreign Account Tax Compliance Act, including related ordinances, FATCA).*

### **1.3 Accounting year**

The financial year runs from 1 October to 30 September.

### **1.4 External auditor**

The external auditor is KPMG AG, Zurich.

### **1.5 Units**

The units are held in book-entry form and are not certificated.

The fund contract entitles the fund management company to establish, liquidate or merge different unit classes at any time, subject to the consent of the custodian bank and the approval of the supervisory authority.

The real estate fund is not sub-divided into unit classes.

The unit classes do not represent segmented assets. Accordingly, it cannot be ruled out that one unit class is liable for the liabilities of another unit class, even if costs are in principle charged only to the unit class to which a specific benefit is attributable.

## **1.6 Listing and trading**

The units of the real estate fund are listed on the SIX Swiss Exchange in accordance with the Standard for Collective Investment Schemes of SIX Swiss Exchange AG.

The fund management company will ensure regular on-exchange trading of the real estate fund units on the SIX Swiss Exchange.

The fund management company will also ensure regular over-the-counter trading of the real estate fund units via Zurich Cantonal Bank, without, however, granting it the exclusive right to do so.

## **1.7 Terms and conditions for the issue and redemption of fund units**

Units may be issued at any time. They may be issued only in tranches. The fund management company determines the number of new units to be issued, the subscription ratio for existing investors, the issuance method for subscription rights and other terms and conditions in a separate prospectus.

Investors may redeem their units at the close of any financial year, subject to 12 months' notice. Under certain conditions, the fund management company may repay the proceeds of units redeemed during a financial year earlier (cf. section 17.2 fund contract). Investors who wish to redeem units ahead of schedule must request this in writing when giving notice. Scheduled and early redemptions must be made within four months after the close of the financial year (for internationally investing products within four months after the close of the financial year) (cf. section 5.5 of the fund contract).

The net asset value of the real estate fund is calculated at the fair value at the end of the financial year and on each issuance of units.

The issue price is calculated as follows: net asset value calculated in view of the issue, plus ancillary costs (transfer taxes, notary fees, fees, market-aligned brokerage fees, levies, etc.) incurred by the real estate fund on average from the investment of the amount paid in, plus the

issue commission. The amount of ancillary costs and issue commission is shown in section 1.12 of the prospectus below.

The redemption price is calculated as follows: net asset value calculated in view of the redemption, less ancillary costs incurred by the real estate fund on average from the sale of a part of the investments corresponding to the terminated unit and less the redemption commission. The amount of ancillary costs and redemption commission is shown in section 1.12 of the prospectus below.

Issue and redemption prices are rounded to two decimal places in CHF.

The fund management company will publish the fair value of the fund assets and the resulting net asset value of the fund units in the official publication media simultaneously with notification of the bank or securities dealer mandated with the regular on-exchange and over-the-counter trading of the units.

## **1.8 Appropriation of income**

The net income of the real estate fund will be distributed to investors annually within four months of the close of the financial year in CHF.

The fund management company may make additional interim distributions from the income.

## **1.9 Investment objective and investment policy of the real estate fund**

### **1.9.1 Investment objective**

The investment objective of Swiss Prime Site Solutions Investment Fund (SPSS IF) Commercial is mainly to preserve the value of the portfolio properties over the long term and to generate a stable return for investors.

### **1.9.2 Investment policy**

This real estate fund invests primarily directly in real estate assets throughout Switzerland. The fund invests preferably in commercial properties with a high degree of tenant diversification and/or tenants with a high credit rating and reputation. The long-term focus of use will be on office and retail space. Other uses may be added in a subordinate role. Properties with residential use are not a focus but may be acquired, particularly if their potential for conversion and use can be exploited to add value. Project developments are generally permitted. Through a proactive approach (e.g. repositioning, cost management, conversion, development, enhancement, restructuring of rental agreements, etc.), the fund management company identifies and converts potential for value growth at an early stage.

Details of the sustainability policy can be found under item 7 below.

### **1.9.3 Use of derivatives**

The fund management company does not use derivatives.

### **1.10 Net asset value**

The net asset value of a unit is the fair value of the fund assets, less any liabilities of the real estate fund and any taxes likely to fall due if the real estate fund is liquidated, divided by the number of units outstanding, rounded to two decimal places.

### **1.11 Remuneration and ancillary costs**

#### **1.11.1 Remuneration and ancillary costs charged to the fund assets (extract from section 19 of the fund contract)**

Administrative commission of the fund management company

— maximum 1% p.a.

The commission is used for management of the real estate fund, asset management and, if applicable, for distribution activities relating to the fund.

In addition, retrocessions and/or rebates may be paid out of the fund management company's administrative commission in accordance with section 1.12.3 of the prospectus.

Custodian bank commission

— maximum 0.05% p.a.

The commission is used for the custodian bank's tasks, such as safekeeping of the fund assets, handling payments and other tasks listed in section 4 fund contract.

The custodian bank does not charge the real estate fund any commission for payment of the annual income to investors.

In addition, other remuneration and ancillary costs listed in section 19 of the fund contract may be charged to the real estate fund.

The effective rates are set out in the annual and half-year reports.



### 1.11.2 Total expense ratio

The coefficient of total expenses charged to the fund assets on an ongoing basis (total expense ratio,  $TER_{REF}$ ) must not exceed 0.95% at the close of the first financial year.

### 1.11.3 Payment of retrocessions and rebates

The fund management company and its agents may pay retrocessions to compensate for distribution activities in respect of real estate fund units in Switzerland or from Switzerland. This compensation may be used to cover the following services in particular:

- Organisation of roadshows
- Participation in events and trade fairs
- Production of advertising material
- Training of sales staff

Retrocessions are not rebates, even if they are ultimately passed on in whole or in part to investors.

Recipients of retrocessions must ensure transparent disclosure and inform investors voluntarily and free of charge of the amount of remuneration they may receive for distribution activities.

On request, recipients of retrocessions must disclose the amounts actually received for distribution activities in relation to the collective investment schemes of these investors.

In respect of sales and distribution activities in Switzerland or from Switzerland, the fund management company and its agents may, on request, pay rebates directly to investors. Rebates serve to reduce the fees or costs attributable to the investors concerned. Rebates are permitted, provided they

- are paid out of fees of the fund management company and thus do not additionally burden the fund assets;
- are granted on the basis of objective criteria;
- are granted under the same time conditions and in the same amount to all investors that meet the objective criteria and request rebates.

The following objective criteria pertain to the granting of rebates by the fund management company:

- The volume subscribed and/or the total volume held by an investor in the collective investment scheme or, where applicable, in the promoter's product range;
- The amount of fees generated by the investor;
- The investment behaviour practised by the investor (e.g. expected investment duration);
- The investor's willingness to support the launch and build-up phase of a collective investment scheme;
- The entering into of an irrevocable commitment by the investor to subscribe, take over and pay units by a deadline set by the fund management company (pre-commitment).

At the investor's request, the fund management company will disclose the corresponding rebate amount free of charge.

#### **1.11.4 Remuneration and ancillary costs charged to investors (extract from section 18 of the fund contract)**

Issue commission for the fund management company, custodian bank and/or distributors in Switzerland and abroad

- maximum 2.5%

Redemption commission for the fund management company, custodian bank and/or distributors in Switzerland and abroad

- maximum 2.5%

Ancillary costs for the benefit of the fund's assets arising from investment of the amount paid in or the sale of investments (section 17.2 of the Fund Contract)

Surcharge on the net asset value:

- maximum 1.5%

Deduction from net asset value:

- maximum 1.5%

#### **1.11.5 Commission-sharing agreements and soft commissions**

The fund management company has not entered into any commission-sharing agreements.

The fund management company has not concluded any agreements on soft commissions.

### **1.11.6 Investments in affiliated collective investment schemes**

No issue or redemption commission is charged on investments in collective investment schemes managed directly or indirectly by the fund management company itself, or which are managed by a company with which the fund management company is associated through joint management, control or a significant direct or indirect shareholding.

### **1.12 Inspection of the reports**

The prospectus with integrated fund contract, the key information sheet and the annual and half-year reports can be obtained free of charge from the fund management company, the custodian bank and all distributors.

### **1.13 Legal form of the investment fund**

The investment fund is an investment fund under Swiss law of the type «real estate fund» pursuant to the Federal Act on Collective Investment Schemes of 23 June 2006.

The real estate fund is based on a collective investment contract (fund contract) under which the fund management company undertakes to provide investors with a stake in the real estate fund in proportion to the fund units acquired by them and to manage the fund at its discretion and in its own name in accordance with the provisions of the law and the fund contract. The custodian bank is a party to the fund contract in accordance with the tasks assigned to it by law and the fund contract.

### **1.14 Material risks**

The material risks of the real estate fund consist of the following risks.

Market risks: Real estate values depend on general economic growth, the specific development of supply and demand for real estate in the various regions, changes in capital market and mortgage interest rates, and changes in inflation. For example, poor economic growth can lead to higher vacancies in the properties held.

Liquidity risks: The real estate market is considered to be fundamentally illiquid. Prices may therefore be negatively affected, depending on the situation. In the case of a short-term purchase or sale of larger properties, in particular, price concessions may be made if the market conditions are unfavourable.

Valuation risks: The valuation of real estate depends on a variety of factors. These include assumptions about the development of market rents, vacancies and discount rates, the latter determined by independent valuation experts as part of the valuation. A property's sales price may differ from its value, depending on market demand.

Price risks: The value of the fund units may change as a result of the above-mentioned risks, is subject to fluctuations and is based on the respective market value of the fund's investments. The value of the fund units may fall over an extended period, and there is no guarantee that an investor will achieve a specific return or be able to redeem their units with the fund management company at a specific price. An increase in the unit price does not indicate a corresponding increase in the future, and the unit price may deviate considerably from the net asset value under certain circumstances (premium/discount).

Project risks: The construction and renovation of properties, particularly in large-scale projects, is subject to quality, cost and deadline risks. Cost overruns and delayed deadlines cannot be ruled out and may adversely affect the fund.

Building authorisation risks: Project developments are subject to the risk that the necessary building authorisations may not be granted (on time) and/or may be delayed by unforeseeable objections.

The sustainability risks and the risks associated with the sustainability approach are described under items 7.2 and 7.3 below.

## **1.15 Liquidity risk management**

The fund management company provides appropriate liquidity management. The fund management company assesses the liquidity of the investment fund on a semi-annual basis under various scenarios and documents these. In particular, the fund management company has identified the following risks and provided for appropriate measures:

### Market liquidity risk on the asset side:

The risk is that it may not be possible to generate sufficient cash to cover payment obligations in a timely manner, particularly in the event of unexpectedly high return requests.

### Liquidity risk on the liabilities side:

The risk is mainly that obligations – e.g. from construction projects or high cash outflows triggered by the redemption of share certificates – cannot be serviced on time or sufficiently without negatively affecting the portfolio allocation or that discounts are made on the sale of real estate assets.

As part of liquidity risk management, the saleability of the properties and real estate portfolios is assessed, taking into account the respective market environment, and the financing of the investment fund, the ratio of equity to debt and the term of the debt financing are evaluated. Stress tests and scenario analyses are performed to assess liquidity risk. The findings from these analyses are incorporated into the liquidity and liability management.

## **2. Information on the fund management company**

### **2.1 General information on the fund management company**

The fund management company is Swiss Prime Site Solutions AG. Swiss Prime Site Solutions AG, with its registered office in Zurich, has been operating in the investment business since its formation as a limited company in 2017. Swiss Prime Site Solutions AG was granted authorisation by the Swiss Financial Market Supervisory Authority FINMA on 9 September 2021 to operate as a fund management company. On 9 August 2022 Swiss Prime Site Solutions AG merged with Akara Funds AG and Akara Real Estate Management AG and on September 26, 2024, Swiss Prime Site Solutions AG merged with Fundamenta Group Immobilien Holding AG.

### **2.2 General information on the fund management company**

As at the date of this prospectus, the fund management company manages two real estate funds in Switzerland, with total assets under management (AUM) amounting to around CHF 3'434 billion as at 31 December 2024.

As at the date of this prospectus, the fund management company provides the following services in particular:

- Management of and asset management for Akara Property Development 1 KmGK
- Management of and investment advice for pension schemes and investment foundations
- Investment advice for qualified investors including listed companies
- Administration and management of the properties being part of the collective investment schemes, including the development of those properties and building projects
- Provision of services for third parties and for collective investment schemes managed by the fund management company in the area of strategic consulting, leasing, execution of construction projects and transactions concerning properties and property portfolios

Address of fund management company:

Swiss Prime Site Solutions AG, Poststrasse 4a, 6300 Zug, [www.spssolutions.swiss](http://www.spssolutions.swiss)

## 2.3 Management and governing bodies

The Board of Directors of the fund management company comprises the following members:

### Chairman:

Jürg Sommer, citizen of Sumiswald, resident in Safenwil (also Group General Counsel of Swiss Prime Site AG, Zug, and Chairman of the Board of Directors of the following Swiss Prime Site group company: Akara Property Development AG, Zug, as well as Chairman of the Supervisory Board of Fundamenta Group Deutschland AG, Munich)

### Vice-Chairman:

Marcel Kucher, citizen of Herrliberg, resident in Zurich (also Group CFO of Swiss Prime Site AG, Zug, and a member of the Board of Directors of the following Swiss Prime Site group companies: Akara Property Development AG, Jelmoli AG, Zurich, Swiss Prime Site Immobilien AG, Zurich, Swiss Prime Site Finance AG, Zug, Swiss Prime Site Management AG, Zug, and a member of the Supervisory Board of Fundamenta Group Deutschland AG, Munich; member of the Board of Directors of Superlab Suisse AG, Zurich, Flexoffice (Schweiz) AG, Zurich, and Urban Connect AG, Zurich)

### Member:

Philippe Keller, citizen of Sarmenstorf, resident in Hergiswil (NW) (also Managing Partner of PvB Pernet von Ballmoos AG, Zurich, and a member of the Board of Directors of Akara Property Development AG, Zug)

The Executive Board of the fund management company comprises the following members:

- Anastasius Tschopp, citizen of Sursee, resident in Hüneberg, CEO (also a member of the Executive Board of Akara Property Development AG, Zug, a member of the Executive Board of the Swiss Prime Site Group, and a member of the Supervisory Board of Fundamenta Group Deutschland AG, Munich)
- Jerome Pluznik, citizen of Gänsbrunnen (SO), resident in Zurich, Head Legal & Compliance (also a member of the Executive Board of Akara Property Development AG, Zug, and the Board of Directors of several investment vehicles managed by Swiss Prime Site Solutions AG)
- Reto Felder, citizen of Flühli, resident in Dottikon, COO Investment Management (also a member of the Executive Board of Akara Property Development, Zug)
- Bernhard Rychen, citizen of Wilderswil, resident in Zug, CFO (also a member of the Executive Board of Akara Property Development AG, Zug, and a director or member of the Board of Directors of several investment vehicles managed by Swiss Prime Site Solutions AG)
- Deniz Orga, citizen of Solothurn, resident in Uitikon, COO Swiss Prime Investment Foundation

- Ricardo Ferreira, citizen of Unterägeri, resident in Unterägeri, COO Mandates (also director of several Fundamenta investment vehicles)

## **2.4 Subscribed and paid-in capital**

The fund management company's subscribed share capital was CHF 1.5 million. The share capital is divided into registered shares and is fully paid up.

Swiss Prime Site Solutions AG is a wholly owned subsidiary of Swiss Prime Site AG, Zug.

## **2.5 Transfer of investment decisions and other subtasks**

The real estate fund's investment decisions are made by the fund management company; no decisions are delegated.

Specific tasks in Real Estate Controlling, Accounting, IT and Infrastructure and Human Resources have been delegated to Swiss Prime Site Management AG, Zug.

Property management and accounting have been delegated mainly to Wincasa AG, Winterthur.

Swiss Prime Site Management AG and Wincasa AG are distinguished by their many years of experience in these areas. The precise execution of the mandate are governed by an agreement concluded between Swiss Prime Site Solutions AG as the fund management company and Swiss Prime Site Management AG or Wincasa AG.

## **2.6 Exercise of membership and creditors' rights**

The fund management company exercises membership and creditors' rights associated with investment of the managed funds independently and exclusively in the interests of investors. On request, the fund management company provides investors with information on the exercise of membership and creditors' rights.

In the case of pending routine transactions, the fund management company is free to exercise membership and creditors' rights itself or to delegate them to the custodian bank or third parties and waive the exercise of membership and creditors' rights.

In the case of all other agenda items that may have a long-term impact on investors' interests, such as the exercise of membership and creditors' rights to which the fund management company is entitled as a shareholder or creditor of the custodian bank or other related legal entities,



the fund management company may exercise the voting right itself or issue express instructions. In so doing, it may rely on information that it receives from the custodian bank, fund manager, the company, proxy advisers or other third parties, or which it learns from the press.

### **3. Information on the custodian bank**

#### **3.1 General information on the custodian bank**

The custodian bank is Banque Cantonale Vaudoise. BCV was established for an indefinite period by decree of the Grand Council of Vaud 19 December 1845. It is a corporation organised under public law. Its registered office and executive management are located at Place St-François 14, 1003 Lausanne, Switzerland. It may have subsidiaries, branches, offices and representative offices.

BCV is at the head of a banking and financial group. This group includes a private bank that specialises in asset management and three companies that manage investment funds.

#### **3.2 Further information on the custodian bank**

BCV is a client-focused universal bank with more than 175 years of experience in business, about 2 000 employees and more than 60 sales outlets in canton Vaud. Its mandate includes the development of all private sectors throughout the canton, assistance to public sector organisations in the financing of their remit and fulfilment of mortgage lending requirements. To this end, it carries out all usual banking transactions for its own account and on behalf of third parties (Art. 4 LBCV and Art. 4 BCV statutes). BCV conducts its business primarily in canton Vaud; it may also operate elsewhere in Switzerland and abroad if this is in the interests of Vaud's economy. As a cantonal bank, it is committed to developing the canton's economy in line with the principles of sustainable development, taking into account economic, environmental and social criteria.

The custodian bank may entrust the safekeeping of fund assets to third-party custodians and central depositories in Switzerland and abroad, insofar as this is in the interests of proper safekeeping. Financial instruments may be transferred only to regulated third-party custodians or central depositories. This does not apply in cases where assets have to be held in safekeeping at a location where a transfer to regulated third-party custodians or central depositories is not possible, in particular due to mandatory legal provisions or the specific characteristics of an investment product. Under third-party and central safekeeping, the fund management company has co-ownership rather than sole ownership of the deposited securities. Moreover, unsupervised third-party custodians and central depositories are unlikely to meet the organisational requirements placed on Swiss banks.

The custodian bank is liable for any losses caused by the agent unless it is able to demonstrate that it exercised the requisite due care in the selection, instruction and monitoring of the agent.

The custodian bank is registered with the US tax authorities as foreign financial institution subject to the reporting obligations under Model 2 IGA ('Reporting Model 2 FFI') of the intergovernmental agreement within the meaning of Sections 1471-1474 of the U.S. Internal Revenue Code (Foreign Account Tax Compliance Act, including corresponding regulations, 'FATCA').

## **4. Information on third parties**

### **4.1 Paying agent**

The paying agent is: Banque Cantonale Vaudoise, Place Saint-François 14, 1001 Lausanne, together with all its offices in Switzerland.

### **4.2 Distributor**

No distributors have been appointed to distribute the real estate fund that are directly remunerated by the real estate fund.

### **4.3 Transfer of investment decisions and other sub-tasks**

For details on the delegation of investment decisions and other sub-tasks, see section 2.5 in this document.

### **4.4 Valuation experts**

With the approval of the supervisory authority, the fund management company has appointed the following independent valuation experts:

- Laura Blaufuss, Manager Real Estate Advisory, Head Real Estate Valuation, PricewaterhouseCoopers AG, Zurich
- Sebastian Zollinger, Director, Head Real Estate Advisory, PricewaterhouseCoopers AG, Zurich

The valuation experts have many years of experience in real estate and extensive knowledge of the market. The precise execution of the mandate is governed by an agreement concluded between the fund management company Swiss Prime Site Solutions AG and the valuation experts.

## **5. Further information**

### **5.1 Useful information**

Securities number 113 909 906

Currency CHF

### **5.2 Publications of the real estate fund**

Further information on the real estate fund can be found in the current annual or half-year report. The latest information can also be downloaded online at [www.spssolutions.swiss](http://www.spssolutions.swiss).

In the event of a change in the fund contract, a change of fund management company or custodian bank or the dissolution of the real estate fund, the fund management company will publish notification of this on the electronic platform of Swiss Fund Data AG, [www.swiss-funddata.ch](http://www.swiss-funddata.ch).

Price publications are made on the electronic platform of Swiss Fund Data AG, [www.swiss-funddata.ch](http://www.swiss-funddata.ch), on each issuance and redemption of fund units, but at least every six months.

### **5.3 Insurance cover on properties**

Properties owned by the real estate fund are generally insured against fire and water damage and damage due to relevant causes under liability law. Loss of rental income as a consequential cost of fire and water damage is included in this insurance cover. However, earthquake damage and its consequences are not insured.

### **5.4 Sale restrictions**

If units of this real estate fund are issued and redeemed abroad, the provisions applicable in that location apply.

a) Authorisation for distribution activities has been granted for the following countries:

– Switzerland

b) Units of the real estate fund may not be offered, sold or delivered within the USA.

Units of this real estate fund may not be offered, sold, or delivered to investors who are US persons or who subscribe to units on behalf of or for the account of US persons or with funds provided by US persons.



A US Person is a person who: (i) is a United States Person within the meaning of section 7701(a)(30) of the US Internal Revenue Code 1986, as amended, and the Treasury Regulations enacted thereunder; (ii) is a US Person within the meaning of Regulation S of the US Securities Act of 1933, as amended (17 CFR section 230.902(k)); (iii) is not a non-United States Person within the meaning of Rule 4.7 of the US Commodity Futures Trading Commission Regulations (17 CFR section 4.7(a)(1)(iv)); (iv) resides in the United States within the meaning of Rule 202(a)(30)-1 of the US Investment Advisers Act 1940, as amended; or (v) is a trust, legal entity or other structure established for the purpose of enabling US Persons to invest in this real estate fund.

The fund management company and custodian bank may refuse or restrict the sale, brokerage or transfer of units to individuals or legal entities in certain countries and areas.

## **6. Further investment information**

### **6.1 Results to date**

The results to date can be found in the latest annual or half-year report.

Performance achieved in the past is no indication of the future performance of the real estate fund.

### **6.2 Profile of the typical investor**

The fund is suitable for investors with a medium to long-term investment horizon and a focus on sustainable returns. Investors are able to tolerate temporary fluctuations in the net asset value or market price of the fund units and are not dependent on realising the investment on a specific date.

### **6.3 Customer relationship management/transfer of data abroad**

The fund/fund management company stores investor data electronically. This may involve the use of a cloud solution in which data is outsourced to external companies whose servers are located abroad. The provisions on the cross-border disclosure of data pursuant to Art. 6 of the Federal Act on Data Protection (FADP) are complied with. By subscribing to units in Swiss Prime Site Solutions Investment Fund (SPSS IF) Commercial, investors give their consent to the related transfer of data.

## 7. Sustainability policy

### 7.1 Sustainability approach

#### A. Consideration of ESG factors in the investment process

The fund management is committed to an **ESG-integrated approach** and pursues a sustainable investment policy. When selecting and managing investments, environmental (E), social (S) and governance (G) aspects – collectively referred to as ESG criteria – are adequately taken into account in all phases of the real estate investment process (acquisition of existing properties, project developments, construction/modification/refurbishment projects, portfolio and asset management).

By committing to the ESG-integrated approach, the real estate fund aims to systematically and continuously optimise the properties in terms of ESG criteria.

The ESG-integrated approach and the resulting measures apply to the entire property portfolio (100%) of the real estate fund. This includes acquisitions and existing properties.

#### **Acquisition of existing properties**

When examining new investments (acquisitions, developments), a systematic ESG due diligence assessment («DD assessment») is conducted internally in the form of on-site inspections and desk research. This makes it possible to identify significant ESG-related risks and potential and, if necessary, strategically define future optimisation measures right at the start of the investment process. The existing DD assessments for acquisitions of existing properties have been expanded to include specific ESG criteria. Swiss Sustainable Building Standard (SNBS)<sup>1</sup> criteria are also applied, and comprehensive due diligence checklists with ESG criteria are firmly integrated and considered in all acquisition processes.

#### **Portfolio and asset management**

In the existing portfolio, ESG aspects are considered by means of specific requirements and relevant measures in the area of portfolio and construction project management (as described below in Section B. «Sustainability goals and measures»).

#### B. Sustainability goals and measures

##### ***Environment (E): Climate protection measures***

The fund management's aim is for the portfolio to be climate-neutral (net zero CO<sub>2</sub>) by 2050 in terms of heat and electricity supply. To this end, it is committed to a CO<sub>2</sub> reduction pathway that is consistent with the 1.5-degree target of the Paris Agreement and the Swiss Federal Council's goal of achieving climate neutrality by 2050.

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<sup>1</sup> <https://www.snbs-hochbau.ch/>.



The focus is in particular on reducing Scope 1 and Scope 2 greenhouse gas emissions (GHGE) in accordance with the methodology of the Greenhouse Gas Protocol (GHG Protocol).<sup>2</sup> The GHG Protocol is the most widely used standard worldwide for measuring and managing greenhouse gas emissions (GHGE).

Scope 1 emissions are direct emissions from fuels; Scope 2 emissions are indirect emissions from the purchase of district heating and electricity. Scope 3 emissions are emissions from assets owned or controlled by the tenants themselves. They are measured and documented only if the fund management receives the relevant data from tenants.

Currently, the energy consumption of the portfolio is determined mainly on the basis of energy bills. In future, it will be measured automatically for the entire portfolio by an external service provider (e.g. Wincasa AG, Tetrag AG). The consumption values are recorded by the property managers in the energy management system.

Measures for achieving the climate protection goals:

- CO2 reduction pathway: External sustainability specialists create a CO2 reduction pathway for each property (including all acquisitions), focusing on operational energy consumption and the energy mix in the properties. The CO2 reduction pathway follows the current CRREM<sup>3</sup> (Carbon Risk Real Estate Monitor) pathways with the defined 1.5-degree reduction scenario for the corresponding use in Switzerland. CRREM provides transparent, science-based decarbonisation pathways aligned with the Paris climate targets of keeping global warming below 2°C and aiming to limit it to 1.5°C. With the help of CRREM, the CO2 emissions of a building can be measured continuously during the use phase and compared and evaluated against the reduction targets.

The CO2 reduction pathway helps to identify improvement potential and derive targeted, property-specific measures. The key areas of action with a direct impact on CO2 emissions are the switch from fossil to non-fossil heat generation and, more generally, the refurbishment of building shells. To comprehensively plan and coordinate measures, the requirements of the CO2 reduction pathway are gradually integrated into the property strategies of each property. The goal is to reduce emission intensity to net zero CO2 by 2050. The intermediate target is a reduction in emissions by up to 50 percent by 2030, and by up to 80 percent by 2040, taking 2022 as the base year. By 2050, approximately 80 percent of the required energy mix should consist of renewable energy. The goals and intermediate targets of the real estate fund are published in the annual sustainability reporting as part of the Annual Report<sup>4</sup>.

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<sup>2</sup> <https://ghgprotocol.org/>.

<sup>3</sup> <https://www.crrem.eu/>.

<sup>4</sup> <https://spssolutions.swiss/dienstleistungen/swiss-prime-site-solutions-investment-fund-commercial/#c436>.

- Sustainable investment planning: Specific measures are developed to continuously improve the ESG criteria for the existing portfolio. A 10-year strategic sustainability plan is applied for all properties. This involves external sustainability specialists (e.g. Wincasa AG) visiting all properties and drawing up a 10-year sustainable refurbishment plan, including a budget and the implications for the CO2 reduction pathway. The plan contains measures for improving the sustainability of properties and is automatically triggered as the basis for evaluating any refurbishment plans for properties acquired in the future. Sustainable investment planning makes it possible to achieve the CO2 reduction target for each property and thus at the portfolio level. A sustainable investment plan is prepared for each property within 12 weeks of acquisition and updated regularly thereafter.
- Refurbishment and replacement measures: Replacement of building technology components or the refurbishment of building parts that increase the energy efficiency of the building, so that less external energy has to be procured. This may include replacing heating systems with emission-neutral or low-emission energy sources while simultaneously improving the building shell.
- Substitution measures: Investment in additional installations or measures that reduce CO2 emissions on or inside the building. This may be achieved by generating emission-free electricity on the premises, either for direct consumption or for feeding into the public power grid (e.g. replacing emission-laden grid electricity with emission-free PV electricity (from photovoltaic systems) or using seawater).

### ***Social (S): Increasing tenant satisfaction***

By actively identifying tenant needs, their interests can be better understood and accommodated in the property management. This leads to a sustainable increase in long-term value for tenants as important stakeholders.

Measures for improving tenant satisfaction:

#### **Tenant satisfaction survey**

To fulfil the needs and preferences of tenants, a survey is conducted by an independent organisation at least every three years to determine their satisfaction with the rental property and the property management. Specific measures to increase satisfaction are derived from the tenants' feedback. These measures are compiled in a catalogue in close coordination between asset management and property management and are then continuously implemented.

### ***Governance (G): Responsible and transparent corporate management***

The fund management reports transparently on its sustainability performance as part of the Annual Report. In addition, the real estate fund currently participates in the leading ESG benchmark for the real estate and financial industry, the «Global Real Estate Sustainability Benchmark» (GRESB)<sup>5</sup>. GRESB analyses and compares real estate investment products on the basis of standardised ESG criteria. Furthermore, the fund management has signed up to the UNPRI

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<sup>5</sup> <https://www.gresb.com/nl-en/>.

(UN Principles for Responsible Investment)<sup>6</sup>. The implementation of PRI aims to improve understanding of the impact of investment activities on environmental, social and governance (ESG) issues and to help the signatories integrate these considerations into their investment decisions.

Measures for creating and increasing transparency:

- Sustainability reporting: A sustainability report on the sustainability performance of the property fund, along with the goals and intermediate targets, is published for investors each year as part of the Annual Report<sup>7</sup>. The fund management presents the environmental indicators (coverage level, energy mix, energy consumption, energy intensity, greenhouse gas emissions, intensity of greenhouse gas emissions). The intensities are shown as relative figures per energy reference area (ERA). According to the REIDA calculation in November 2023, the coverage level at the property portfolio level is 100 percent. The achieved coverage level for future periods is mentioned in the annual reporting. The environmental indicators are determined in accordance with the guidelines of the Real Estate Investment Data Association (REIDA<sup>8</sup>). REIDA aims to create transparent comparison possibilities for measuring the CO<sub>2</sub> emissions of properties throughout Switzerland. To achieve this, REIDA provides a platform where standards for conversion factors and calculation methods are established.
- ESG benchmarking: The annual assessment of ESG performance in the property portfolio using GRESB represents the comprehensive sustainability rating of the real estate fund. Regular participation in GRESB facilitates the continuous implementation of measures to improve the portfolio. The goal is to participate in GRESB regularly in order to implement portfolio improvement measures on a continuous basis.
- PRI rating: In November 2022, Swiss Prime Site Solutions AG signed up to the UN Principles for Responsible Investment (UNPRI). This underscores SPSS's commitment to considering ESG (environmental, social and governance) criteria in its investment decisions at the company, fund and property levels. The aim is to participate regularly in the annual PRI rating.

Furthermore, at the fund management level, a dedicated position (Head of Sustainability) has been established to promote the implementation of sustainability and advise the real estate fund on sustainability matters. A sustainability taskforce aimed at optimising the sustainability strategy has also been established. This supports and ensures the implementation of a sustainable investment policy and the integration of ESG factors into various stages of the investment process.

## 7.2 Sustainability risks

Climate change is giving rise to an increasing number of risks that may have a negative impact on the value of the fund's investments and potentially lead to unforeseen losses, or even total

<sup>6</sup> <https://www.unpri.org/>.

<sup>7</sup> <https://spssolutions.swiss/dienstleistungen/swiss-prime-site-solutions-investment-fund-commercial/#c436>.

<sup>8</sup> <https://www.reida.ch/index.php/co2-benchmark>.

loss in extreme cases. These sustainability risks are divided into «physical risks» and «transitional risks».

Physical risks arise from climate change-induced events, such as the increased occurrence of extreme weather (e.g. hurricane-like winds or heavy rainfall leading to floods); they have a direct impact on the property portfolio. Transitional risks arise from society's responses to climate change. This includes the emergence of new legal, social, economic and technological conditions (e.g. stricter regulations on the use of renewable energy and energy efficiency).

At the fund level, the potential impact of sustainability risks is currently under assessment, with the definition of corresponding measures for proactive management of these risks in accordance with the guidelines of the Task Force on Climate-related Financial Disclosures (TCFD).

In addition, the adverse effects of physical risks are largely mitigated with natural hazard insurance.

### **7.3 Risks associated with the sustainability approach**

The lack of common standards in the area of sustainable investing can result in different approaches to defining ESG (environmental, social, governance) criteria and achieving ESG goals. At present, no universally applicable framework exists with binding ESG criteria that must be considered in order to ensure the sustainability of real estate investments. The absence of an established standard makes it difficult to compare different sustainable financial products in terms of their sustainable investment objectives. Thus, in the fund management's assessments, there is a certain degree of subjectivity and discretion in how sustainability approaches are applied and interpreted during the investment process. For the analysis process, the fund management uses consumption data provided by its external property managers and other third-party providers. The quality of this data can be checked only to a limited extent. This makes the fund management partly reliant on the accuracy and recency of the data it receives.

Despite relevant control mechanisms being in place, the possibility of errors or incomplete data coverage during a reporting period cannot be entirely ruled out.

The fund management's goal of achieving climate neutrality (net zero CO<sub>2</sub>) for the portfolio by 2050 also depends on various external factors, such as the length of the building permit approval process, the availability of renewable energy, lead times and the development of new sustainable materials and technologies.

## **8. Detailed provisions**

All other information on the real estate fund, such as the valuation of the fund's assets, the listing of all remuneration and ancillary costs charged to the investor and the real estate fund, and the use of the profit can be found in detail in the fund contract.

## Part 2: Fund contract

### **Swiss Prime Site Solutions Investment Fund (SPSS IF) Commercial**

Contractual investment fund under Swiss law of the type «real estate fund»  
(hereinafter: «real estate fund»)

## **I Basic information**

### **§ 1 Name of the fund; name and registered office of the fund management company and the custodian bank**

1. A contractual investment fund in the real estate fund category (the «real estate fund») has been established under the name Swiss Prime Site Solutions Investment Fund (SPSS IF) Commercial in accordance with Art. 25 et seq. in conjunction with Art. 58 et seq. Federal Act on Collective Capital Investment Schemes (CISA) of 23 June 2006.
2. The fund management company is Swiss Prime Site Solutions AG, with registered office in Zug.
3. The custodian bank is Banque Cantonale Vaudoise, with registered office in Lausanne.
4. Pursuant to Art. 78 para. 4 CISA, FINMA has, at the request of the fund management company and the custodian bank, exempted this investment fund from the obligation to pay in cash.

## II Rights and obligations of the contracting parties

### § 2 Fund contract

The legal relationships between investors on one side and the fund management company and the custodian bank on the other are governed by this fund contract and the applicable provisions of Swiss legislation on collective investment schemes.

### § 3 Fund management company

1. The fund management company manages the real estate fund at its own discretion and in its own name for the account of investors. In particular, it makes all decisions relating to the issue of units, the investments and their valuation. It calculates the net asset value, sets issue and redemption prices and determines profit distributions. It asserts all rights belonging to the real estate fund.
2. The fund management company and its agents have a duty to act in good faith, exercise due diligence and provide information. They act independently and safeguard exclusively the interests of investors. They take any organisational measures necessary for the proper conduct of business. They account for the collective investment schemes they manage and provide information on all fees and costs charged directly or indirectly to investors and on compensation received from third parties, in particular commissions, discounts or other pecuniary benefits.
3. The fund management company may delegate investment decisions and subtasks to third parties, provided this is in the interests of efficient management. It shall exclusively commission persons who have the necessary skills, knowledge and experience for this activity and the required licenses. It carefully instructs and monitors the third parties called in.

The fund management company remains responsible for fulfilling its supervisory duties and safeguards the interests of investors when delegating tasks. The fund management company shall be liable for the actions of persons to whom it has delegated tasks as for its own actions.

Investment decisions may only be delegated to asset managers who have the necessary authorisation.

4. The fund management company may, with the custodian bank's consent, submit amendments to this fund contract to the supervisory authority for approval (see section 26).



5. The fund management company may merge the real estate fund with other real estate funds in accordance with the provisions of section 24 and may dissolve it in accordance with the provisions of section 25.
6. The fund management company is entitled to the remuneration stipulated in sections 18 and 19, to be released from any liabilities assumed in the proper performance of its duties and to be reimbursed for expenses incurred in connection with such liabilities.
7. The fund management company is liable to investors for ensuring that the real estate companies belonging to the real estate fund comply with the provisions of CISA and the fund contract.
8. The fund management company, its agents, and related individuals and legal entities may not acquire any real estate assets from the real estate fund or assign any such assets to the fund.

The supervisory authority may, in justified individual cases, approve exceptions to the ban on related party transactions, provided that the exception is in the interests of investors and that in addition to the valuation from the real estate fund's permanent valuation experts, the market conformity of the purchase and sale price of the real estate asset and the transaction costs is confirmed by a valuation expert independent of the permanent valuation experts and their employer and of the fund management company and the custodian bank of the real estate fund.

On conclusion of the transaction, the fund management company will prepare a report with details of the individual real estate assets acquired or transferred and their value on the effective date of the acquisition or transfer, together with the valuation report from the permanent valuation experts and the report on market conformity of the purchase or sale price from the independent valuation expert within the meaning of Art. 32a para. 1c CISO.

As part of its audit of the real estate fund, the external auditor will confirm compliance with the special fiduciary duty for real estate investment by the fund management company.

The fund management company will specify approved transactions with related parties in the real estate fund's annual report.

#### **§ 4 Custodian bank**

1. The custodian bank is responsible for the safekeeping of the fund assets, particularly unpledged mortgage notes and shares of real estate companies. The custodian bank is responsible for the issue and redemption of fund units and payments on behalf of the

real estate fund. It may instruct third parties to manage accounts for the daily management of real estate assets.

2. The custodian bank ensures that the countervalue of transactions relating to the real estate fund's assets is transferred to it within the customary deadlines. It notifies the fund management company if the countervalue is not paid within the customary deadline and calls on the counterparty to replace the asset concerned, insofar as this is possible.
3. The custodian bank will manage the requisite records and accounts in such a way as to be able to identify the assets in custody for each individual fund at any time.

Where assets cannot be accepted into safekeeping, the custodian bank will check the fund management company's ownership and maintain corresponding records.

4. The custodian bank and its agents have a duty to act in good faith, exercise due diligence and provide information. They act independently and safeguard exclusively the interests of investors. They take any organisational measures necessary for the proper conduct of business. They shall account for the collective investment schemes held by them and provide information on all fees and costs charged directly or indirectly to investors and on compensation received from third parties, in particular commissions, discounts or other pecuniary benefits.
5. The custodian bank may entrust the safekeeping of fund assets to third-party custodians and central depositories in Switzerland or abroad, provided this is in the interests of efficient safekeeping. It verifies and monitors whether the third-party custodian and central depository appointed by it:
  - a) has adequate operational organisation, financial guarantees and the professional qualifications required for the type and complexity of the assets entrusted to it;
  - b) is subject to a regular external audit to ensure that the financial instruments are in its possession;
  - c) keeps the assets received from the custodian bank in safekeeping in such a way that they can be clearly identified at all times as belonging to the fund assets by means of regular reconciliation of holdings by the custodian bank;
  - d) complies with the regulations applicable to the custodian bank with regard to performance of its delegated tasks and avoidance of conflicts of interest.

The custodian bank is liable for any losses caused by the agent unless it is able to demonstrate that it exercised the requisite due care in selection, instruction and monitoring of the agent. The prospectus contains explanations on the risks associated with the transfer of safekeeping to third-party custodians and central depositories.

Financial instruments may be transferred, within the meaning of the previous paragraph, only to regulated third-party custodians or central depositories. This does not apply in cases where assets have to be held in safekeeping at a location where a transfer to regulated third-party custodians or central depositories is not possible, in particular due to mandatory legal provisions or the specific characteristics of an investment product. The prospectus must provide investors with information on safekeeping by non-regulated third-party custodians or central depositories.

6. The custodian bank ensures that the fund management company complies with the law and the fund contract. It checks whether the calculation of the net asset value, the issue and redemption prices of the units, and investment decisions comply with the law and the fund contract, and whether the net income is appropriated in accordance with the fund contract. The custodian bank is not responsible for any investment selection made by the fund management company within the scope of the investment guidelines.
7. The custodian bank ensures that the investor group always remains restricted to qualified investors within the meaning of Art. 10 paras. 3 and 3ter CISA and section 5.1 below. When verifying the investor group to this end, it may rely in particular on written confirmation from a regulated financial intermediary, provided the financial intermediary confirms that to the best of its knowledge and having ascertained the qualifications of the investors in its books through processes or regular audits, the investors in its books qualify for the investment. If the custodian bank determines that the investors do not meet the criteria set out in section 5.1, it must immediately inform the fund management company.
8. The custodian bank is entitled to the remuneration stipulated in sections 18 and 19, to be released from any liabilities assumed in the proper performance of its duties and to be reimbursed for expenses incurred in connection with such liabilities.
9. The custodian bank, its agents and related individuals and legal entities may not acquire any real estate assets from the real estate fund or assign any such assets to the fund.

The supervisory authority may, in justified individual cases, approve exceptions to the ban on related party transactions, provided that the exception is in the interests of investors and that in addition to the valuation from the real estate fund's permanent valuation experts, the market conformity of the purchase and sale price of the real estate asset and the transaction costs is confirmed by a valuation expert independent of the

permanent valuation experts and their employer and of the fund management company and the custodian bank of the real estate fund.

As part of its audit of the real estate fund, the external auditor confirms compliance with the special fiduciary duty for real estate investment by the fund management company.

## § 5 Investors

1. There are no restrictions on the investor group.
2. On conclusion of the contract and payment in cash, investors acquire a claim against the fund management company for an interest in the real estate fund's assets and income. Instead of a cash payment, a contribution in kind may be made at the request of the investor and with the consent of the fund management company in accordance with the provisions of Section 17.8. An investor's claim is based on units.
3. Investors are only obliged to make payments for the share in the real estate fund to which they have subscribed. They are not personally liable for the liabilities of the real estate fund.
4. Investors can obtain information from the fund management company at any time about the basis on which the net asset value per unit is calculated. The fund management company will at any time provide more detailed information about individual transactions of the fund management company, such as the exercise of membership and creditors' rights, risk management or contributions in kind, to any investor claiming an interest in such matters. Investors may request at the court with jurisdiction at the fund management company's registered office that the external auditor, or another entity with appropriate expertise, investigate and report on any matters requiring clarification.
5. Investors may terminate the fund contract at the close of a financial year by giving 12 months' notice and request payment of their share of the real estate fund in cash.

Under certain conditions, the fund management company may repay the proceeds of units redeemed during a financial year ahead of schedule at the close of that year (cf. section 17.2).

Both scheduled and early redemption must take place within a maximum of four months of the close of the financial year.

6. On request, investors are obliged to prove to the fund management company, the custodian bank and its agents that they meet or continue to meet the statutory or fund contractual requirements for participation in the real estate fund. They are furthermore



obliged to inform the custodian bank, the fund management company and its agents immediately if they no longer meet these requirements.

7. An investor's units must be compulsorily redeemed at the respective redemption price by the fund management company, in cooperation with the custodian bank, if:
  - a) this is necessary in order to safeguard the reputation of the financial centre, in particular to combat money laundering;
  - b) the investor no longer meets the legal or contractual requirements for participation in this real estate fund.
8. An investor's units may also be compulsorily redeemed at the respective redemption price by the fund management company, in cooperation with the custodian bank, if:
  - a) the investor's participation in the real estate fund is likely to materially impair the economic interests of the other investors, in particular if their participation could cause tax disadvantages for the real estate fund in Switzerland or abroad;
  - b) the investor has acquired or holds units in breach of the provisions of a domestic or foreign law applicable to them, this fund contract or the prospectus;
  - c) the economic interests of investors are adversely affected, in particular in cases where individual investors attempt to achieve pecuniary advantage by systematically subscribing and then immediately redeeming units to exploit time differences between determination of the closing prices and valuation of the fund assets (market timing).

## **§ 6 Units and unit classes**

1. The fund management company may create, cancel or combine different unit classes at any time with the consent of the custodian bank and the approval of the supervisory authority. All unit classes entitle the holder to participate in the undivided assets of the fund, which are not segmented. This participation may differ due to class-specific costs, distributions or income, and the net asset value per unit may therefore vary from class to class. Any class-specific costs charged will be met by the aggregate assets of the real estate fund.
2. The creation, cancellation or merger of unit classes will be announced in the real estate fund's official publication. Only mergers are deemed to be an amendment of the fund contract within the meaning of section 26.



3. The various unit classes may differ in terms of cost structure, reference currency, currency hedging, distribution or reinvestment of income, minimum investment and investor group.

Remuneration and costs are charged only to the unit class that benefits from the services they cover. Remuneration and costs that cannot be clearly allocated to a unit class are charged to the individual unit classes in proportion to the fund assets.

4. The real estate fund is currently not sub-divided into unit classes.
5. The units are held in book-entry form in the name of the investor and are not certificated. Investors are not entitled to request delivery of a unit certificate.

## III Investment policy guidelines

### A Investment principles

#### § 7 Compliance with investment regulations

1. In selection of the individual investments and implementation of the investment policy pursuant to section 8, the fund management company will observe the principles and percentage limits set out below (see section 15) in order to ensure a balanced risk distribution. These relate to the fund assets at fair value and must be complied with at all times. This real estate fund must comply with the investment limits for two years following expiry of the subscription period (inception).
2. If the limits are exceeded due to market changes, the investments must be restored to the permitted level within a reasonable period of time, while safeguarding the interests of investors.

#### § 8 Investment policy

1. In principle, the fund invests directly in real estate assets throughout Switzerland. The fund invests preferably in commercial properties with a high degree of tenant diversification and/or tenants with a high credit rating and reputation. The long-term focus of use will be on office and retail space. Other uses may be added in a subordinate role. Properties with residential use are not a focus but may be acquired, particularly if their potential for conversion and use can be exploited to add value. Project developments are generally permitted. Through a proactive approach (e.g. repositioning, cost management, conversion, development, enhancement, restructuring of rental agreements, etc.), the fund management company identifies and converts potential for value growth at an early stage.
2. The following are permitted as investments of this real estate fund:
  - a) Properties and accessories  
Properties include:
    - i. Commercial properties
    - ii. Mixed-use buildings
    - iii. Residential buildings; i.e. properties used for residential purposes (apartments, student apartments, micro-living, hotels, retirement and nursing homes, etc.)
    - iv. Condominium ownership



- v. Building land (including properties for demolition) and buildings under construction; undeveloped properties must be accessible and suitable for immediate development and must have a legally binding building permit for their development. It must be possible to start construction work before validity of the respective building permit expires.
- vi. Properties with building rights (including buildings and building easements)

Ordinary co-ownership of properties is permissible, provided that the fund management company can exercise a controlling influence; i.e. if it holds the majority of the co-ownership shares and votes.

- b) Participations in and claims against real estate companies, the sole purpose of which is to acquire, sell, let or lease their own properties, provided that at least two thirds of their capital and votes are combined in the real estate fund;
- c) Units in Swiss real estate funds and real estate investment companies with registered office in Switzerland that are traded on a stock exchange or other regulated market open to the public.

Subject to section 19, the fund management company may acquire units in target funds managed directly or indirectly by the fund management company itself or by a company with which it is affiliated through common management or control or by a direct or indirect shareholding.

- e) Mortgage notes and other contractual mortgage liens.

The properties must be entered in the land register in the name of the fund management company with a note indicating that they belong to the real estate fund.

- 3. The fund management company may arrange for buildings to be constructed for the account of the fund. In such an event, it may, for the time required for preparation, construction or renovation, credit the income statement of the real estate fund with a market rate of interest for building land and buildings under construction, provided costs do not exceed the estimated market value.
- 4. The fund management company provides appropriate liquidity management. The details will be disclosed in the prospectus.
- 5. The fund management is committed to an **ESG-integrated** approach and pursues a sustainable investment policy. When selecting and managing investments, environmental (E), social (S) and governance (G) aspects – collectively referred to as ESG criteria – are adequately taken into account in all phases of the real estate investment process



(acquisition of existing properties, project developments, construction/modification/re-furbishment projects, portfolio and asset management).

By committing to the ESG-integrated approach, the real estate fund aims to systematically and continuously optimise the (existing) properties in terms of ESG performance. ESG-related risks and potential are assessed and evaluated from the beginning; i.e. during the acquisition process.

The ESG-integrated approach and the resulting measures apply to the entire property portfolio (100%) of the real estate fund. This includes acquisitions and existing properties.

- The fund management's aim is for the portfolio to be climate-neutral (net zero CO<sub>2</sub>) by 2050 in terms of heat and electricity supply. To this end, it is committed to a CO<sub>2</sub> reduction pathway that is consistent with the 1.5-degree target of the Paris Agreement and the Swiss Federal Council's goal of achieving climate neutrality by 2050.
- There is a particular focus on the reduction of Scope 1 and Scope 2 greenhouse gas emissions (GHGE) in accordance with the methodology of the Greenhouse Gas Protocol (GHG Protocol).<sup>9</sup> The GHG Protocol is the most widely used standard worldwide for measuring and managing greenhouse gas emissions (GHGE).
- Scope 1 emissions are direct emissions from fuels; Scope 2 emissions are indirect emissions from the purchase of district heating and electricity. Scope 3 emissions are emissions from assets owned or controlled by the tenants themselves. These are measured and documented only if the fund management receives relevant data from the tenants.
- Currently, the energy consumption of the portfolio is determined mainly on the basis of energy bills. In future, it will be measured automatically for the entire portfolio by an external service provider (e.g. Wincasa AG, Tetrag AG). The consumption values are recorded by the property managers in the energy management system.

Measures are taken in the following areas to implement a sustainable investment policy:

#### **Environment (E): Climate protection measures**

- CO<sub>2</sub> reduction pathway: External sustainability specialists create a CO<sub>2</sub> reduction pathway for each property (including for all acquisitions), focusing on operational energy consumption and the energy mix in the properties. The CO<sub>2</sub> reduction pathway follows the current CRREM<sup>10</sup> (Carbon Risk Real Estate Monitor) pathways with the defined 1.5-degree reduction scenario for the corresponding use in Switzerland. The CO<sub>2</sub>

<sup>9</sup> <https://ghgprotocol.org/>.

<sup>10</sup> <https://www.crrem.eu/>.

reduction pathway helps to identify improvement potential and derive targeted, property-specific measures. The goal is to reduce emission intensity to net zero CO<sub>2</sub> by 2050. The intermediate target is a reduction in emissions by up to 50 percent by 2030, and by up to 80 percent by 2040, taking 2022 as the base year. By 2050, approximately 80 percent of the required energy mix should consist of renewable energy.

- Sustainable investment planning: A 10-year strategic sustainability plan is applied for all properties. This involves external sustainability specialists (e.g. Wincasa AG) visiting all properties and drawing up a 10-year sustainable refurbishment plan, including a budget and the implications for the CO<sub>2</sub> reduction pathway. The plan contains measures for making existing properties more sustainable.
- Refurbishment and replacement measures: Replacement of building technology components or the refurbishment of building parts that increase the energy efficiency of the building, so that less external energy has to be procured.
- Substitution measures: Investment in additional installations or measures that reduce CO<sub>2</sub> emissions on or inside the building.

#### **Social (S): Increasing tenant satisfaction**

- Tenant satisfaction survey: To fulfil the needs and preferences of tenants, a survey is conducted by an independent organisation at least every three years to determine their satisfaction with the rental property and the property management.

#### **Governance (G): Responsible and transparent corporate management**

- Sustainability reporting: A sustainability report on the sustainability performance of the property fund, along with the goals and intermediate targets, is published for investors each year as part of the Annual Report<sup>11</sup>. The fund management presents the environmental indicators (coverage level, energy mix, energy consumption, energy intensity, greenhouse gas emissions, intensity of greenhouse gas emissions). The environmental indicators are determined in accordance with the guidelines of the Real Estate Investment Data Association (REIDA).<sup>12</sup> According to the REIDA calculation in November 2023, the coverage level at the property portfolio level is 100 percent. The achieved coverage level for future periods is mentioned in the annual reporting.
- ESG benchmarking: The annual assessment of ESG performance in the property portfolio using GRESB<sup>13</sup> represents the comprehensive sustainability rating of the real estate fund. The goal is to participate in GRESB regularly in order to implement portfolio improvement measures on a continuous basis.
- PRI rating<sup>14</sup>: In November 2022, Swiss Prime Site Solutions AG signed up to the UN Principles for Responsible Investment (UNPRI). The aim is to participate regularly in the annual PRI rating.

<sup>11</sup> <https://spssolutions.swiss/dienstleistungen/swiss-prime-site-solutions-investment-fund-commercial/#c436>.

<sup>12</sup> <https://www.reida.ch/index.php/co2-benchmark>.

<sup>13</sup> <https://www.gresb.com/nl-en/>.

<sup>14</sup> <https://www.unpri.org/>.

Detailed explanations of the individual measures, the applied sustainability policy and the sustainability risks can be found under item 7 in the brochure.

## **§ 9    Securing liabilities and liquid funds**

1.     To secure the fund's liabilities, the fund management company must hold an appropriate portion of its assets in short-term fixed-interest securities or liquid funds. It may hold these securities and funds in the unit of account of the real estate fund, and in other currencies in which the liabilities are denominated.
2.     Liabilities include loans taken out, obligations arising in the course of business and all obligations relating to redeemed units.
3.     Short-term fixed-interest securities are debt securities with a term or residual term to maturity of up to 12 months.
4.     Liquid funds are cash office and bank balances payable at sight or on demand with maturities of up to 12 months, and committed credit limits with a bank of up to 10% of the fund's net assets. Credit limits must be taken into account in the maximum permitted pledged amount pursuant to section 14.2.
5.     Fixed-interest securities with a term or residual term to maturity of up to 24 months may be held to secure planned construction projects.

## **B      Investment techniques and instruments**

### **§ 10    Securities lending**

The fund management company does not engage in securities lending.

### **§ 11    Repurchase agreements**

The fund management company does not engage in repurchase agreements.

### **§ 12    Derivatives**

The fund management company does not use derivatives.

### **§ 13    Borrowing and lending**



1. The fund management company may not grant loans for the account of the real estate fund, with the exception of claims against real estate companies of the real estate fund, mortgage notes and other contractual mortgage liens.
2. The fund management company may take up loans for the account of the real estate fund.

## **§ 14 Encumbrance of properties**

1. The fund management company may pledge properties and assign liens as collateral.
2. However, the encumbrance on all properties may not exceed one third of the market value on average.

In order to maintain liquidity, the encumbrance may be temporarily and exceptionally increased to half of the fair value, provided the interests of investors are safeguarded. In such a case, the external auditor must comment on the requirements under Art. 96 para. 1<sup>bis</sup> CISO as part of the audit of the real estate fund.

## **C Investment restrictions**

### **§ 15 Risk diversification and restrictions**

1. The investments must be distributed by property, type of use, age, building structure and location.
2. The investments must be spread across at least 10 properties. Estates built on the same construction standards and adjoining plots of land are considered to be single properties.
3. The fair value of a property may not exceed 25% of the fund assets.
4. In implementation of the investment policy pursuant to section 8, the fund management company must also observe the following investment restrictions in relation to the fund assets:
  - a) Building land, including buildings for demolition and construction in progress (pursuant to section 8.2 a) v up to a maximum of 30%;
  - b) Properties with building rights, up to a maximum of 30%;
  - c) Mortgage notes and other contractual mortgage liens, up to a maximum of 10%;



- d) Units in other real estate funds and real estate investment companies, up to a maximum of 25%;
- e) The investments under a and b above may not exceed 40% in total;
- f) Residential buildings, i.e. properties used for residential purposes (apartments, student apartments, micro-living, hotels, retirement and nursing homes, etc.), may not exceed 50%.

## IV Calculation of the net asset value; issue and redemption of units; valuation experts

### § 16 Calculation of the net asset value and appointment of valuation experts

1. The net asset value of the real estate fund is calculated at the fair value at the close of the financial year and each time units are issued, in CHF.
2. The fund management company has the fair value of the properties belonging to the real estate fund verified by independent valuation experts at the close of each financial year and, if applicable, when units are issued. It may also arrange for such a review of the fair value in connection with any listing of the real estate fund. To this end, the fund management company, with the approval of the supervisory authority, will appoint at least two individuals or one legal entity as independent valuation experts. The valuation experts must inspect the properties at least once every three years. Before property is acquired/sold, the fund management company must have it valued. A new valuation is not required for a sale where the existing valuation is no older than three months and there has been no material change in circumstances.
3. Investments traded on a stock exchange or other regulated market open to the public must be valued at the prices currently paid on the main market. Other investments or investments for which no current prices are available must be valued at the price that would probably be obtained in a prudent sale at the time of the valuation. To determine the fair value in such a case, the fund management company uses appropriate and generally accepted valuation models and principles.
4. Open-ended collective investment schemes are valued at their redemption price or net asset value. If they are regularly traded on a stock exchange or on another regulated market open to the public, the fund management company may value them in accordance with 3. above.
5. The value of short-term fixed-income securities that are not traded on a stock exchange or other regulated market open to the public is calculated as follows: the valuation of the investments is successively adjusted to the redemption price, beginning with the net acquisition price, while the investment return calculated on it is kept constant. In the event of material changes in market conditions, the valuation basis for the individual investments is adjusted to the new market return. If no current market price is available, as a rule the valuation of money market instruments with similar features (quality and registered office of the issuer, currency of issue, maturity) is used.

6. Bank balances are valued at their receivable amount plus accrued interest. In the event of material changes in market conditions or the credit rating, the valuation basis for bank deposits on demand will be adjusted in line with the new conditions.
7. The valuation of properties for the real estate fund is conducted in line with the current Asset Management Association Switzerland guidelines for real estate funds.
8. Building land and construction in progress are valued at fair value. The fund management company obtains end-of-financial-year valuations for buildings under construction reported at fair value.
9. The net asset value of a unit is the fair value of the fund assets, less any liabilities of the real estate fund and any taxes likely to fall due if the real estate fund is liquidated, divided by the number of units outstanding. It is rounded to two decimal places.

## § 17 Issue and redemption of units, trading and contributions in kind

1. Units may be issued at any time, but only in tranches. The fund management company will first offer new units to existing investors.

However, in connection with contributions in kind, there is no duty to offer the new units to existing investors first.

2. Units will be redeemed in accordance with section 5.5. The fund management company may repay the proceeds of units redeemed during a financial year in advance at the close of that year if:
  - a) the investor provides written notice to this effect;
  - b) all investors who have requested early redemption are able to be satisfied.

The fund management company also ensures regular on-exchange or over-the-counter trading of the real estate fund units trading through a bank or securities firm with registered office in Switzerland. The details are governed by the prospectus.

**However, when prices are set by the bank or securities firm, the market prices may differ considerably from the actual or indicative net asset values of the units. Moreover, development of market prices of the units often reflects general trends on the capital and real estate markets, not the specific performance of the real estate fund's real estate portfolio.**

3. The issue and redemption prices of the units are based on the net asset value per unit calculated in accordance with section 16. At the time of issue, the ancillary costs (transfer taxes, notary fees, fees, market-aligned brokerage fees, levies, etc.) incurred by the

real estate fund on average from the investment of the amount paid in are added to the net asset value. With redemptions, the average ancillary costs incurred by the real estate fund in connection with the sale of a portion of the assets corresponding to the units redeemed are deducted from the net asset value. The applicable rate in each case is shown in the prospectus and the key information sheet. In addition, when units are issued and redeemed, the net asset value may be increased by an issue commission in accordance with section 18 or reduced by a redemption commission in accordance with section 18.

4. The fund management company may suspend the issue of units at any time and reject applications for unit subscriptions or conversions.
5. The fund management company may temporarily and exceptionally postpone redemption of units in the interests of all investors if:
  - a) a market that forms the basis for the valuation of a significant portion of the fund assets is closed, or if trading on such a market is restricted or suspended;
  - b) a political, economic, military, monetary or other emergency occurs;
  - c) the real estate fund is unable to carry out its business due to exchange controls or restrictions on other asset transfers;
  - d) large-scale unit redemptions take place that could significantly compromise the interests of the remaining investors.
6. The fund management company will immediately notify the external auditor, the supervisory authority and, in an appropriate manner, the investors of the decision to suspend redemptions.
7. No units will be issued while the redemption of units is postponed for the reasons set out in 5 a) to c) above.
8. Any investor may request that in the event of a subscription, they invest in the fund assets (contribution in kind) instead of a cash payment. The request must be submitted with the subscription. The fund management company is not obliged to allow contributions in kind. The fund management company is the sole arbiter of contributions in kind and will approve such transactions only if their execution is fully in line with the real estate fund's investment policy and does not adversely affect the interests of the other investors.

Costs incurred in connection with a contribution in kind may not be charged to the fund assets.



In the case of contributions in kind, the fund management company shall prepare a report containing information on the individual investments transferred, the market value of these investments on the effective date of the transfer, the number of units issued or redeemed as consideration, and any fractional cash compensation. For each contribution in kind, the custodian bank shall verify compliance with the fiduciary duty by the fund management company as well as the valuation of the transferred investments and the issued or redeemed units, based on the relevant reporting date. The custodian bank shall immediately report any reservations or objections to the external auditors.

Transactions in kind are to be disclosed in the annual report.

## V Remuneration and ancillary costs

### § 18 Remuneration and ancillary costs charged to investors

1. When units are issued, investors may be charged an issue commission in favour of the fund management company, the custodian bank and/or distributors in Switzerland and abroad totalling a maximum of 2.5% of the net asset value. The currently applicable maximum rate is shown in the prospectus.
2. When units are redeemed, investors may be charged a redemption commission in favour of the fund management company, the custodian bank and/or distributors in Switzerland and abroad totalling a maximum of 2.5% of the net asset value. The currently applicable maximum rate is shown in the prospectus.
3. When issuing and redeeming units, the fund management company will also charge to the fund assets the average ancillary costs incurred by the real estate fund in connection with the investment of the amount paid in or with the sale of a portion of the assets corresponding to the units redeemed (cf. section 17.3). The applicable rate in each case is shown in the prospectus.
4. Investors may be charged a commission of 0.5% on the net asset value of their units for the payment of the liquidation proceeds in the event of the real estate fund's dissolution.

### § 19 Remuneration and ancillary costs charged to the fund assets

1. The fund management company will charge the real estate fund a maximum commission of 1% p.a. of the total fund assets for management of the real estate fund, management of its assets and distribution activities relating to the real estate fund. This will be charged pro rata to the fund assets each time the net asset value is calculated and will be paid out on a quarterly basis (administrative commission, including sales commissions). The actual rate applied for the administrative commission is shown in the annual and half-year reports.
2. The custodian bank will charge the real estate fund a maximum commission of 0.05% p.a. of the total fund assets (custodian bank commission) for safekeeping the fund assets, handling payments for the real estate fund and the other custodian bank tasks listed in section 4. Payment will be made quarterly on the basis of the total fund assets at the end of the previous quarter. The actual rate applied for the custodian bank commission is shown in the annual and half-yearly reports.

3. The custodian bank will not charge the real estate fund any commission for payment of the annual income to investors.
4. The fund management company and the custodian bank are also entitled to reimbursement of the following expenses incurred by them in execution of the fund contract:
  - a) Costs for the purchase and sale of investments, namely customary brokerage fees, commissions, taxes and duties, as well as costs for the review and maintenance of quality standards for physical investments;
  - b) fees paid to the supervisory authority for the foundation, modification, liquidation, merger or consolidation of the real estate fund or any sub-funds;
  - c) annual fee paid to the supervisory authority;
  - d) fees paid to the external auditor for the annual audit and for certificates in connection with the foundation, modification, liquidation, merger or consolidation of the real estate fund or any sub-funds;
  - e) fees paid to legal and tax advisers in connection with the foundation, modification, liquidation, merger or consolidation of the real estate fund, and for general representation of the interests of the real estate fund and its investors;
  - f) costs of publication of the net asset value of the real estate fund, together with all costs for provision of notices to investors, including translation costs, provided such costs cannot be ascribed to any failure on the part of the fund management company;
  - g) costs of printing of legal documents and the real estate fund's annual and half-year reports;
  - h) costs of any registration of the real estate fund with a foreign supervisory authority, specifically commissions levied by the foreign supervisory authority, translation costs and compensation paid to the representative or paying agent abroad;
  - i) costs relating to the exercise of voting rights or creditors' rights by the real estate fund, including fees paid to external advisers;
  - j) costs and fees relating to intellectual property registered in the name of the real estate fund or with rights of use by the real estate fund;

- k) all costs incurred in connection with any exceptional measures undertaken by the fund management company, the asset manager or the custodian bank in the interests of investors.
  - l) Costs and fees in connection with ensuring regular on-exchange or over-the-counter trading of the fund's units.
  - m) Costs in connection with any listing of the real estate fund.
- 5. In addition, the fund management company and the custodian bank are entitled to reimbursement of the following expenses incurred by them in executing the fund contract:
  - a) costs of buying and selling real estate investments, specifically standard brokerage commissions, fees of advisers, lawyers and notaries and other fees and taxes;
  - b) standard brokerage fees paid to third parties in connection with first-time lettings of real estate;
  - c) standard costs for the management of properties by third parties;
  - d) property expenses, in particular maintenance and operating costs, including insurance costs, public charges and the costs of general and infrastructure services, provided these are standard expenses and not borne by third parties;
  - e) fees paid to independent valuation experts and any other experts for clarifications serving the interests of investors;
  - f) consultation fees and procedural costs for the general representation of the interests of the real estate fund and its investors.
- 6. The fund management company may charge a commission for its own efforts in connection with the following activities, provided that the activity is not performed by third parties:
  - a) a maximum of 2% of the purchase or sale price for the purchase and sale of real estate; compensation of up to 2% can also be charged for acceptance of real estate and properties (contributions in kind). Purchase and sales commissions paid to external brokers are charged separately.
  - b) construction, renovation and alteration of buildings, up to a maximum of 9% of construction costs.
  - c) maximum of 5% of annual gross rental income for management of properties.

7. The costs, fees and taxes in connection with the construction of buildings, renovations and conversions (namely customary planners' and architects' fees, building permit and connection fees, costs for the granting of easements, etc.) are added directly to the prime costs of the real estate investments.
8. The costs according to section 4a and section 5a are directly added to the cost value or deducted from the sales value.
9. Payments made by the real estate companies to board members, executive management and employees are to be taken into account in the fees to which the fund management company is entitled under section 19.
10. Pursuant to the provisions in the prospectus, the fund management company and its agents may pay retrocessions to cover distribution activities in respect of fund units and discounts in order to reduce the fees and costs attributable to investors and charged to the real estate fund.
11. If the fund management company acquires units in other collective investment schemes managed directly or indirectly by the fund management company itself or by a company with which it is affiliated through common management or control or by a significant direct or indirect interest («affiliated target funds»), it may not charge any issue or redemption commissions of the affiliated target funds to the real estate fund.



## **VI Financial statements and audits**

### **§ 20 Financial statements**

1. The real estate fund's unit of account is CHF.
2. The financial year runs from 1 October to 30 September.
3. The fund management company will publish an audited annual report for the real estate fund within four months of the close of the financial year.
4. The fund management company will publish a half-year report within two months of the close of the first half of the financial year.
5. The foregoing is subject to the investor's right to obtain information in accordance with section 5.4.

### **§ 21 Audits**

The external auditors will examine whether the fund management company and the custodian bank have acted in compliance with statutory and contractual directives and the code of professional ethics of the Asset Management Association Switzerland applicable to them. The annual report will contain a short report by the external auditors on the published annual financial statements.

## VII Appropriation of net income and distributions

### § 22

1. The net income of the real estate fund will be distributed to investors annually within four months of the close of the financial year in CHF.

The fund management company may make additional interim distributions from the income.

Up to 30% of the net income can be carried forward to a new account. A distribution can be waived and the entire net income can be carried forward to a new account if:

- the net income of the current financial year and the income carried forward from earlier financial years of the real estate fund amounts to less than 1% of the net asset value of the real estate fund;
  - the net income of the current financial year and the income carried forward from earlier financial years of the real estate fund amounts to less than one unit of the real estate fund's unit of account.
2. Capital gains realised on the sale of assets and rights may be distributed by the fund management company or retained for the purpose of reinvestment.

## **VIII Publications of the real estate fund**

### **§ 23**

1. The official publication of the real estate fund is the print or electronic medium specified in the prospectus. A change in the official publication must be notified in the official publication.
2. In particular, the official publication will include notices on any material amendments to the fund contract in summary form, indicating the location where the full wording of such amendments may be obtained free of charge, any change of fund management company and/or custodian bank, the creation, liquidation or merger of unit classes and the liquidation of the real estate fund. Amendments required by law that do not affect the rights of investors or which concern only matters of form may be exempted from the duty of disclosure, subject to the approval of the supervisory authority.
3. Each time units are issued or redeemed, the fund management company shall publish the issue and redemption prices or the net asset value, together with the mention 'excluding commission', in the official publication specified in the prospectus. Prices are published at least once a month.
4. The prospectus with integrated fund contract, the key information sheet and the respective annual and half-year reports can be obtained free of charge from the fund management company, the custodian bank and all distributors.



## IX Restructuring and dissolution

### § 24 Merger

1. Subject to the agreement of the custodian bank, the fund management company may merge real estate funds through transfer of the assets and liabilities of the real estate fund(s) to be acquired to the acquiring real estate fund. The investors of the real estate fund to be acquired will receive a corresponding number of units in the acquiring real estate fund. Any fractional units will be paid out in cash. The real estate fund to be acquired will be dissolved without liquidation when the merger takes place, and the fund contract of the acquiring real estate fund will also apply to the real estate fund acquired.
2. Real estate funds may be merged only if:
  - a) the applicable fund contracts provide for such merger;
  - b) they are managed by the same fund management company;
  - c) the following provisions of the applicable fund contracts are essentially identical in terms of:
    - investment policy, investment techniques, risk diversification and the risks associated with the investment;
    - appropriation of net income and capital gains;
    - type, value and method of calculation of any remuneration, issue and redemption commission and ancillary costs relating to the purchase and sale of investments (brokerage, fees, duties) that may be charged to the fund's assets or the investors;
    - conditions of redemption,
    - term of the contract and requirements for dissolution;
  - d) the valuation of the assets of the real estate funds concerned, the calculation of the exchange ratio and the transfer of assets and liabilities take place on the same date;
  - e) no costs are incurred by the real estate fund or the investors.

The aforementioned is subject to the provisions pursuant to section 19.4.

3. If it is anticipated that the merger will take more than one day, the supervisory authority may authorise a temporary suspension of unit redemptions for the real estate funds concerned.
4. The fund management company must submit the proposed merger together with the merger schedule and plan to the supervisory authority for review at least one month before the planned publication of the intended changes to the fund contract. The merger schedule must contain information on the reasons for the merger, the investment policies of the real estate funds involved and any differences between the acquiring fund and the fund to be acquired, the calculation of the exchange ratio, any differences related to remunerations, any tax implications for the real estate fund, and a statement from the applicable external auditor under collective investment legislation.
5. The fund management company will publish a notice of the proposed amendments to the fund contract in accordance with section 23.2 and of the proposed merger, together with the merger schedule and plan, at least two months before the planned date in the official publications of the real estate funds concerned. Such notice must advise investors that they may lodge objections to the proposed amendments to the fund contract with the supervisory authority within 30 days of the previous publication of the notice or an announcement, or request redemption of their units in cash.
6. The external auditor must check immediately that the merger is being carried out correctly and submit a report with its comments to the fund management company and the supervisory authority.
7. The fund management company will notify the supervisory authority that the merger has been completed and publish without delay a notice to this effect, with the external auditor's confirmation of proper execution and the exchange ratio in the official publication of the real estate funds involved.
8. The fund management company must make reference to the merger in the next annual report of the acquiring real estate fund and in its half-year report, if published before the annual report. Unless the merger falls on the final day of the normal financial year, an audited closing statement must be produced for the transferring fund.

## **§ 25 Term of the real estate fund and dissolution**

1. The real estate fund has been established for an indefinite period.
2. The fund management company or custodian bank may dissolve the real estate fund by terminating the fund contract with one month's notice.

3. The real estate fund may be dissolved by order of the supervisory authority; for example, if the fund does not have assets of at least CHF 5 000 000 (or equivalent) no later than one year after its subscription period (inception), or a longer period specified by the supervisory authority at the request of the custodian bank and the fund management company.
4. The fund management company will immediately notify the supervisory authority of such dissolution and publish a notice to this effect in the official publication.
5. On termination of the fund contract, the fund management company may liquidate the real estate fund forthwith. If the supervisory authority orders the dissolution of the real estate fund, the fund must be liquidated immediately. The custodian bank is responsible for payment of the liquidation proceeds to investors. If the liquidation proceedings are protracted, payment may be made in instalments. Before the final payment, the fund management company must obtain authorisation from the supervisory authority.

## **X Amendment to the fund contract**

### **§ 26**

If any amendments are made to this fund contract, or in the event of a proposed change of fund management company or custodian bank, investors may lodge objections with the supervisory authority within 30 days of the previous publication of the notice or an announcement. In the publication, the fund management company will inform investors which amendments to the fund contract are subject to FINMA scrutiny and ruling. If the fund contract is amended, investors may also request redemption of their units in cash, subject to the contractual notice period. The foregoing is subject to the amendments set out in section 23.2, which are exempt from the duty of disclosure, subject to the approval of the supervisory authority.

## **XI Applicable law and place of jurisdiction**

### **§ 27**

1. The real estate fund is governed by Swiss law and in particular the Swiss Collective Investment Schemes Act 23 June 2006, the Swiss Collective Investment Schemes Ordinance of 22 November 2006 and the Collective Investment Schemes Ordinance issued by FINMA of 27 August 2014.

The place of jurisdiction is the registered office of the fund management company.

2. The German version is binding for interpretation of the fund contract.
3. This Fund Agreement shall enter into force on 9 December 2025.
4. This fund contract replaces the fund contract dated 1 April 2025.
5. With approval of the fund contract, FINMA will examine only the provisions pursuant to Art. 35a para. 1 a-g CISO and will establish their compliance with the law.

Approved by the Swiss Financial Market Supervisory Authority FINMA on 29 September 2025.

Fund management company:  
Swiss Prime Site Solutions AG, Zug

Custodian bank:  
Banque Cantonale Vaudoise, Lausanne