



Implenia Ltd. – CH-8305 Dietlikon

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To the shareholders of  
Implenia Ltd.

17 March 2020

**Implenia Ltd. | Annual General Meeting on 24 March 2020 – Important Notice  
EXCLUSION OF PERSONAL PARTICIPATION**

Dear Shareholders,

Due to the extraordinary situation with regard to the Coronavirus, we have decided that the Annual General Meeting on 24 March 2020 will be held **without physical participation of shareholders** based on Art. 6a para. 1 lit. b of the Ordinance 2 on measures to combat the coronavirus (COVID-19, as of 16 March 2020). All shareholders continue to have the option to grant a written or electronic proxy with instructions to the **Independent Proxy**.

If you would like to delegate your votes to the independent proxy, please sign the below proxy and return this letter to the following address by 23 March 2020 at the latest:

**Computershare Schweiz AG, Implenia AG, P.O. Box, 4601 Olten**

If you have already registered for personal participation in the Annual General Meeting, this registration is no longer valid. You have **no possibility to attend the Annual General Meeting in person**.

We ask for your understanding in view of the special situation.

Yours sincerely,  
Implenia Ltd.

Hans Ulrich Meister  
Chairman of the Board of Directors

**Proxy**

I herewith grant a proxy for the Annual General Meeting on 24 March 2020 to the independent proxy, Law Office Keller Partnership, P.O. Box 1889, 8027 Zurich. Provided and to the extent that I do not give any instructions to the contrary (see back side) I instruct the Independent Proxy to vote in accordance with the proposals of the Board of Directors. The same applies to additional or amended proposals.

\_\_\_\_\_  
Place, Date

\_\_\_\_\_  
(Signature)

**Please note back side**

Agenda item	Yes	No	Abstention
1.1 Approval of the Annual Report, Annual Financial and Consolidated Financial Statement for 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1.2 Advisory vote on the 2019 Compensation Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Appropriation of available earnings, distribution of a dividend in the amount of gross CHF 0.75 per registered share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Special distribution by way of a dividend in kind to effect the Spin-off of Ina Invest Holding Ltd.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Discharge from liability of the members of the Board of Directors and the Executive Committee for the 2019 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.1 Approval of the maximum total compensation of the Board of Directors from the 2020 Annual General Meeting to the 2021 Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.2 Approval of the maximum total compensation of the Executive Committee for the 2021 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.1 Re-elections of the members of the Board of Directors and re-election of the Chairman of the Board of Directors:			
6.1.1 Re-election of Hans Ulrich Meister as a member and as chairman of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.1.2 Re-election of Henner Mahlstedt as a member of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.1.3 Re-election of Ines Pöschel as a member of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.1.4 Re-election of Kyrre Olaf Johansen as a member of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.1.5 Re-election of Laurent Vulliet as a member of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.1.6 Re-election of Martin Fischer as a member of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.1.7 Re-election of Barbara Lambert as a member of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.2 Re-election of the members of the Compensation Committee:			
6.2.1 Re-election of Ines Pöschel as a member of the Compensation Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.2.2 Re-election of Laurent Vulliet as a member of the Compensation Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.2.3 Re-election of Martin Fischer as a member of the Compensation Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.3 Re-election of the Independent Proxy: Law Office Keller Partnership	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.4 Re-election of the Statutory Auditor: PricewaterhouseCoopers AG, Zurich	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Amendment of Article 1 of the Articles of Association (change of seat from Dietlikon to Opfikon (ZH))	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### Additions/amendments

In the event that additions or amendments are proposed to the above agenda items 1.1 through 7 at the Annual General Meeting, I instruct the Independent Proxy:

- to follow proposal of the Board of Directors
- to abstain from voting
- to vote No
- not to cast my vote(s)

**Provided and to the extent that I do not give any instructions, the Independent Proxy will vote in accordance with the proposals of the Board of Directors. The same applies to proposed additions/amendments.  
(Signature on the front)**