

Compensation report

Introduction and principles

The compensation report of Allreal Holding AG contains information on the remuneration paid to members of the Board of Directors and Group Management. The compensation report is in accordance with the following regulations and guidelines:

- Swiss Code of Obligations (CO)
- Ordinance against Excessive Remuneration in Listed Companies Limited by Shares (ERCO)
- Corporate Governance Directive (DCG) issued by SIX Swiss Exchange
- Swiss Code of Best Practice for Corporate Governance issued by *economiesuisse*
- Articles of association of Allreal Holding AG
- Organisational regulations of Allreal Holding AG

The compensation system in place for members of the Board of Directors and Group Management is simple and transparent and has remained unchanged compared with the previous year. The system is designed to achieve sustainable business success with a top-tier corporate leadership which takes the long-term view, supported by a competitive, performance-based compensation policy.

1. Responsibilities and procedures for determining compensation

1.1 Responsibilities of the annual general meeting

In accordance with the articles of association, the Board of Directors will, on a yearly basis, submit a binding proposal to the annual general meeting for the total remuneration to be paid to the members of the Board of Directors and the total fixed remuneration (basic salary and employer's contributions to the management pension plan) to be paid to Group Management for the current financial year.

Furthermore, the total variable remuneration to be paid to Group Management and, where applicable, the Board of Directors for the past financial year is subject to the binding approval of the annual general meeting.

Accordingly, the annual general meeting of 21 April 2017 will vote on the total remuneration to be paid to the Board of Directors and the total fixed remuneration to be paid to Group Management for the 2017 financial year and the total variable remuneration to be paid to Group Management for the 2016 financial year.

If the annual general meeting refuses to approve individual components of remuneration, the Board of Directors may submit a new proposal or convene a new general meeting.

1.2 Responsibilities of the Board of Directors

The Board of Directors will submit yearly to the annual general meeting a compensation report detailing the remuneration paid to the Board of Directors and Group Management in the past year.

1.3 Responsibilities of the Nomination and Compensation Committee

The Nomination and Compensation Committee is responsible for designing, implementing and monitoring the compensation system for the members of the Board of Directors and Group Management by means of internal benchmarking, as well as for all employees (salary policy). This was done without calling on the services of any external consultants. Once a year, the Nomination and Compensation Committee will prepare all the background information required by the Board of Directors as a basis for its decisions and will also draft the proposals to be submitted to the annual general meeting.

The annual general meeting of 15 April 2016 appointed Bruno Bettoni (Chairman) and Dr Ralph-Thomas Honegger (member) to the Nomination and Compensation Committee.

2. Compensation system

2.1 Statutory rules

Art. 31 to 34 of the articles of association of Allreal Holding AG govern the principles of remuneration. They provide that the Board of Directors and Group Management may, in addition to a fixed remuneration, also receive results-based and performance-based compensation as well as equity securities or convertible and warrant bonds. Variable remuneration will be dependent on performance targets.

In the case of members of Group Management appointed after the total fixed remuneration for the current year has been approved by the annual general meeting, an additional amount of a maximum of 20% of the fixed total remuneration paid to the respective predecessor is available. This additional amount may not, however, exceed 50% of the approved total remuneration for Group Management.

The articles of association do not contain any special rules regarding loans, credits and pension benefits granted to members of the Board of Directors and Group Management. The exact wording (in German only) of the articles of association can be accessed on the Allreal website: <http://www.allreal.ch/de/investoren/corporate-governance/statutenprotokolle>

2.2 Remuneration paid to the members of the Board of Directors

The members of the Board of Directors receive fixed remuneration, which is paid out after the annual general meeting has approved the annual financial statements.

The remuneration takes account of the claims made on the individual members and their responsibilities and is not tied to company targets. It is regularly reviewed and presented annually to the annual general meeting for approval. No further remuneration is paid to the Board of Directors.

2.3 Remuneration paid to the members of Group Management

In addition to their fixed basic salary (including fringe benefits and employer's contributions to the management pension plan), members of Group Management also receive variable remuneration (target bonus), which is

paid out in cash and is based on the company's annual result (performance bonus) and the attainment of individual targets (function bonus). Over and above this, members of Group Management also receive variable remuneration in the form of share allocations geared to the company's long-term performance.

Fixed basic salary

The amount of the fixed basic salary in cash is dependent on the individuals' tasks and responsibilities, on their experience and on their proven track record. The basic salary is determined on joining the company or on being appointed to Group Management and is reviewed annually by the Nomination and Compensation Committee.

Target bonus

The amount of the target bonus, consisting of the performance and function bonuses, is set by the Board of Directors annually.

Performance bonus

The performance bonus is based on the budgeted net operating profit (net profit excl. revaluation effect). If the budget is achieved, the performance bonus will be paid out the following year once the annual financial statements have been approved by the annual general meeting. It will amount to a maximum of 25% of the basic salary per member of Group Management. If the net operating profit falls short of the budget by 10 or more percent, no performance bonus will be paid out. If the net operating profit is 10 or more percent above budget, 150% of the agreed performance bonus will be paid out. The performance bonus for a net operating profit which is less than 10% above or below budget will be calculated on a linear basis.

With net profit excl. revaluation effect at CHF 112.2 million, the result was 3.2% better than budgeted.

Function bonus

The function bonus is dependent on the performance of the member of Group Management in his area of responsibility and functions and hence on individual target attainment. The function bonus may make up a maximum of 40% of the target bonus and will amount to a maximum of 15% of the basic salary per member of Group Management. If the individual targets are not achieved, no bonus will be paid out.

In the 2016 financial year, the average individual target attainment for Group Management as a whole amounted to approximately 72%.

Remuneration in shares

In addition to the variable target bonus, members of Group Management may be awarded a variable remuneration component in the form of shares. The stock exchange value of the registered allocated shares of Allreal Holding AG must not exceed 10% of the individual's fixed basic salary for the year in question. Bonus recipients will be able to access half of the allocated shares immediately and the remainder in two years' time provided their position is not under notice of termination.

If the budget is achieved, the variable remuneration shall, in principle, make up no more than 40% of the basic salary per member of Group Management.

3 Remuneration paid in the 2016 financial year

3.1 Remuneration paid to the members of the Board of Directors

The seven members of the Board of Directors received fixed remuneration totalling CHF 0.63 million (2015: CHF 0.70 million).

Name	Title	2016	2015
		CHF million	CHF million
Bruno Bettoni	Chairman since 15.04.2016	0.15	0.23
Dr Thomas Lustenberger	Chairman until 15.04.2016	-	0.15
Dr Ralph-Thomas Honegger	Vice Chairman	0.08	0.08
Albert Leiser	Member	0.08	0.08
Olivier Steimer	Member	0.08	0.08
Peter Spuhler	Member	0.08	0.08
Andrea Sieber	Member since 15.04.2016	0.08	-
Thomas Stenz	Member since 15.04.2016	0.08	-
Total remuneration		0.63	0.70

3.2 Remuneration paid to the members of Group Management

The total remuneration paid to the members of Group Management decreased by 17% year-on-year to CHF 3.12 million (2015: CHF 3.74 million). This difference largely reflects a change in the composition of Group Management and a decrease in the number of members. Of the total remuneration of CHF 3.12 million, CHF 0.35 million was paid to persons who left Group Management in the period under review. Their remuneration consisted of a fixed (CHF 0.35 million) and a variable (CHF 0.00 million) component.

At CHF 1.15 million, the highest total remuneration was paid to Roger Herzog, Chief Financial Officer and Member of Group Management until 30 April 2015 and since 1 May 2015 Chief Executive Officer (2015: CHF 0.96 million). The remuneration received by him and that received by the other members of Group Management is broken down as follows:

	2016		2015	
	CHF million	Share	CHF million	Share
Roger Herzog, Chief Executive Officer since 1 May 2015				
Fixed basic salary	0.73	63%	0.64	67%
Employer's contributions management pension plan	0.10	9%	0.04	4%
Variable bonus in form of cash payment	0.25	22%	0.22	23%
Variable remuneration in form of shares ¹	0.07	6%	0.06	6%
Total remuneration	1.15	100%	0.96	100%

	2016		2015	
	CHF million	Share	CHF million	Share
Other members of Group Management				
Fixed basic salary	1.24	63%	1.75	63%
Employer's contributions management pension plan	0.23	12%	0.23	8%
Variable bonus in form of cash payment	0.41	21%	0.70	25%
Variable remuneration in form of shares ¹	0.09	4%	0.10	4%
Total remuneration	1.97	100%	2.78	100%

¹ Calculated at the market value on date of allocation

Of the total remuneration of CHF 3.12 million paid to members of Group Management for the 2016 financial year, fixed remuneration (basic annual salary and contributions to pension funds) accounted for 74%, while the variable component of pay (performance bonus, function bonus and shares) accounted for 26% (2015: 71%/29%). The variable elements of remuneration will be paid out following the resolution taken by the general meeting. The variable component amounted to between 28 and 31% of the total remuneration for persons who were members of Group Management as at the balance sheet cut-off date. Persons who left Group Management in the period under review did not receive a variable component.

Total variable bonuses for all members of Group Management in the amount of CHF 0.66 million (2015: CHF 0.92 million) are broken down into performance bonuses of CHF 0.46 million and function bonuses of CHF 0.20 million (2015: 0.46 million/0.46 million) and were calculated in accordance with the principles described in 2.3 above.

4. Remuneration paid compared against the remuneration approved by the annual general meeting on 15 April 2016

4.1 Fixed remuneration paid to the members of the Board of Directors

Period	Remuneration paid CHF million	Remuneration approved CHF million
01.01.2016–31.12.2016	0.63	0.63

4.2 Fixed remuneration paid to the members of Group Management

Period	Remuneration paid CHF million	Remuneration approved CHF million
01.01.2016–31.12.2016	2.30	2.40

4.3 Variable remuneration paid to the members of Group Management

Period	Remuneration paid CHF million	Remuneration approved CHF million
01.01.2015–31.12.2015	1.08	1.08

5. Further transactions with members of the Board of Directors and Group Management

5.1 Former members

In the period under review and in the previous year, no loans, credits or sureties were granted to former members of these bodies, nor was remuneration of any kind paid to them.

5.2 Related parties

As in the previous year, no remuneration was paid to related parties on non-arm's length terms.

5.3 Loans and credits

As in the previous year, in the 2016 financial year, no loans, credits or sureties were granted to members of the Board of Directors and Group Management or parties related to them. Accordingly, there are no receivables outstanding.

5.4 Management transactions

The following management transactions with shares of Allreal Holding AG were registered in the 2016 financial year. Details can be accessed on the website of SIX Swiss Exchange Regulation:

Date	Title	Transaction	Number of shares	Transaction value CHF million
19.04.2016	Member of the Board of Directors	Buy	200	0.027
20.04.2016	Member of Group Management	Sell	250	0.034

In addition, in the year under review, a total of 1062 shares of Allreal Holding AG were allocated to members of Group Management as a component of their remuneration.

Details of shareholdings of members of the Board of Directors and Group Management can be found on page 113 of the Annual Report.