

Invitation to the Extraordinary Shareholders' Meeting of

Sustainable Performance Group Inc.

Monday, 29 November 2010, 10:00 am (door opening 09:30 am)

SIX Swiss Exchange, Auditorium, Selnaustrasse 30, 8001 Zurich

Agenda and Proposals of the Board of Directors

- 1. Report on the portfolio performance and outlook**
- 2. Capital reduction by reduction of par value**

The Board of Directors proposes:

- a) to reduce the share capital by CHF [12,768,000.00]* from CHF 53,760,000.00 to CHF [40,992,000.00]* through reduction of the par value of the 672,000 bearer shares of CHF 80.00 to CHF [61.00]* per share and to use the amount of the reduction of CHF [19.00]* for payment to the shareholders with simultaneous elimination or reduction of the reserves for own shares within the meaning of Art. 659a para. 2 and Art. 671a CO. The payment will be made in the form of a distribution of own shares. To the extent the number of own shares is insufficient and/or for the compensation of fractional amounts the disbursement may be made in cash, in either case based on the SIX Swiss Exchange closing price of the share on the day preceding issuance of the public deed drawn up in connection with the determination of the capital reduction;
- b) to reduce the entire share capital, if any, which may be created until completion of the share capital reduction in accordance with Art. 3a or 3b of the Articles of Association through reduction of the par value of such shares of CHF 80.00 to CHF [61.00]* per share and to use the amount of the reduction of CHF [19.00]* for payment to the shareholders with simultaneous elimination or reduction of the reserves for own shares within the meaning of Art. 659a para. 2 and Art. 671a CO. The payment will be made in the form of a distribution of own shares. To the extent the number of own shares is insufficient and/or for the compensation of fractional amounts the disbursement may be made in cash, in either case based on the SIX Swiss Exchange closing price of the share on the day preceding issuance of the public deed drawn up in connection with the determination of the capital reduction;
- c) to determine, based on the result of the special auditors' report from PricewaterhouseCoopers Ltd., Zurich, prepared in accordance with Art. 732 para. 2 CO, that the creditors' claims are still fully covered after the reduction of the share capital;
- d) as of the date of the entry of the capital reduction in the Commercial Register, to amend Art. 3 para. 1 and 2, Art. 3a para. 1 and Art. 3b para. 1 of the Articles of Association as follows:

da) *"Article 3
Share Capital*

The share capital of the Company amounts to CHF [40,992,000.00]*, divided into 672,000 fully paid-up bearer shares with a par value of CHF [61.00]* each.

It is divided into 5 permanent global certificates issued to bearer and held by the shareholders as co-owners to the extent of their portion in the share capital of the Company. One share corresponds to a co-ownership quota of CHF [61.00]*."

[Para. 3 and 4 of Art. 3 remain unchanged]

db) *"Article 3a
Authorized Share Capital*

The Board of Directors is authorised to increase the share capital by up to CHF [20,496,000.00]* until 7 May 2011, through the issue of up to 336,000 fully paid-up bearer shares with a par value of CHF [61.00]* each. An increase in partial amounts is possible. The issue amount, the beginning of the period of dividend entitlement and the type of contributions are determined by the Board of Directors. An increase through the conversion of freely available own capital in accordance with Art. 652d of the Swiss Code of Obligations is possible."

[Para. 2 of Art. 3a remains unchanged]

dc) *"Article 3b
Conditional Share Capital*

The Company's share capital will be increased by up to CHF [20,496,000.00]* by issuing up to 336,000 fully paid-up bearer shares with a par value of CHF [61.00]* through the exercise of option or conversion rights issued on their own or in connection with bonds or other forms of debt financing of the Company or one of its subsidiaries. Shareholders have no subscription right."

[Para. 2 of Art. 3b remains unchanged]

** The figures are indicative; the Board of Directors reserves the right to adjust the proposal of the reduction of par value according to the development of the share price until the Extraordinary Shareholders' Meeting.*

GENERAL

Up to 24 November 2010 at the latest, shareholders wishing to attend or be represented at the Extraordinary Shareholders' Meeting can obtain admission cards and voting material via their custodian bank from SIX SAG AG, Baslerstr. 90, CH- 4601 Olten (tel. +41 62 311 61 78 or fax +41 62 311 61 95) subject to provision of sufficient proof of ownership of the shares. According to the Company's Articles of Association, a shareholder can only be represented at the Extraordinary Shareholders' Meeting by his or her legal representative, by another proxy with written authorisation (who does not have to be a shareholder), by the corporate proxy (representative of the Company; Daniel Muntwyler, Secretary of the Board of Directors of Sustainable Performance Group Inc.), by the independent proxy (Attorney K. Bernard Wiki, Rietliweg 3, CH-8704 Herrliberg) or by a custody proxy. The Power of Attorney form must be used for this purpose. Unless shareholders issue instructions to the contrary, their votes will be cast in favour of the proposals of the Board of Directors; this also applies where additional proposals or requests for amendments of proposals are made to the Extraordinary Shareholders' Meeting. Custody proxies pursuant to Art. 689d CO must specify the number and par value of the shares they represent when their details are checked on admission to the Extraordinary Shareholders' Meeting. Are deemed to be custody proxies institutions subject to the Swiss Banking Law as well as professional asset managers.

8005 Zurich, 28 October 2010

On behalf of the Board of Directors
The Chairman: Prof. Dr. Ernst A. Brugger