

## Invitation to the 12th Annual General Shareholders' Meeting of Sustainable Performance Group Inc.

Thursday, 7 May 2009, 10.00 am

Alte Börse Zurich, Börsensaal, Bleicherweg 5, 8001 Zurich

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### Agenda and Proposals of the Board of Directors

#### 1. Annual Report regarding the Business Year 2008

#### 2. Approval of the Annual Report, the Annual Financial Statements and the Consolidated Financial Statements for the Business Year 2008

The board of directors proposes that the annual report, comprising the annual review, the annual financial statements and the consolidated financial statements, for the business year 2008 be approved.

#### 3. Appropriation of the Result as of 31 December 2008

The result of Sustainable Performance Group Inc. as of 31 December 2008 is as follows:

Loss carried forward as of 1 January 2008	CHF	-53,984,086
Loss of the business year 2008	CHF	<u>-145,615,754</u>
Balance sheet loss as of 31 December 2008	CHF	<u><u>-199,599,840</u></u>

The board of directors proposes that the balance sheet loss in the amount of CHF -199,599,840 is carried forward to new account.

#### 4. Allocation of General Reserves to the Free Reserves

The board of directors proposes that the amount of CHF 174,141,899 from the general reserves is allocated to the free reserves.

#### 5. Discharge of the Members of the Board of Directors and the Management

The board of directors proposes that discharge be granted to the members of the board of directors and the management for the business year 2008.

#### 6. Elections

##### 6.1 Resignation of Ms Antoinette Hunziker-Ebnetter

Ms Antoinette Hunziker-Ebnetter has informed the Company that she will not be available for another term as member of the board of directors.

##### 6.2 Re-Election

The board of directors proposes that Dr Ernst A. Brugger, Dr Doris M. Schönemann, Dr Klaus Woltron and Dr Alexander Zehnder are re-elected for another term of two years.

#### 7. Election of Statutory Auditors

The board of directors proposes that PricewaterhouseCoopers AG, Zurich, is re-elected as statutory auditors for another term of one year.

## 8. Authorised Share Capital

The board of directors proposes that the authorised share capital is extended until 7 May 2011. Article 3a of the articles of association shall therefore be modified as follows:

*"Article 3a  
Authorised Share Capital*

*The Board of Directors is authorised to increase the share capital by up to CHF 41,328,000 by 7 May 2011, through the issue of up to 336,000 fully paid-up bearer shares with a par value of CHF 123 each. An increase in partial amounts is possible. The issue amount, the timing of dividend entitlement and the type of deposits 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 remains unchanged.]*

## 9. Share Capital Reduction with Reduction of the Par Value of each Share and Allocation to the Reserves

The board of directors proposes to reduce the share capital of the Company by reducing the par value of each share in the amount of CHF 43. Therefore, the board of directors proposes the following:

1. The share capital of the Company shall be reduced from CHF 82,656,000 by CHF 28,896,000 to CHF 53,760,000;
2. The auditors' report confirms that the claims of creditors are fully covered notwithstanding the proposed share capital reduction;
3. The entire share capital which will be created until the completion of the share capital reduction based on Art. 3a or 3b of the articles of association, if any, shall be reduced by CHF 43 per share;
4. The share capital shall be reduced by the reduction of the par value of each of the 672,000 bearer shares with a par value of CHF 123 per share by CHF 43 per share to CHF 80 per share and allocation of CHF 43 per share to the free reserves of the Company;
5. The entire share capital which will be created until the completion of the share capital reduction based on Art. 3a or 3b of the articles of association, if any, shall be reduced by the reduction of the par value of each share with a par value of CHF 123 per share by CHF 43 per share to CHF 80 per share and allocation of CHF 43 per share to the free reserves of the Company;
6. The articles of association shall be changed as follows considering the resolution pursuant to agenda item no. 8:

*"Article 3 – Share Capital*

*The share capital of the Company amounts to CHF 53,760,000, divided into 672,000 fully paid-up bearer shares with a par value of CHF 80 each."*

*[Para. 2 to 4 remain unchanged]*

*"Article 3a – Authorized Share Capital*

*The Board of Directors is authorised to increase the share capital by up to CHF 26,880,000 by 7 May 2011, through the issue of up to 336,000 fully paid-up bearer shares with a par value of CHF 80 each. An increase in partial amounts is possible. The issue amount, the timing of dividend entitle-*

*ment and the type of deposits 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 remains unchanged]*

*"Article 3b – Conditional Share Capital*

*The Company's share capital may be increased by up to CHF 26,880,000 by issuing up to 336,000 fully paid-up bearer shares with a par value of CHF 80 in conjunction with the exercising of option or conversion rights granted on their own or in connection with bonds or other forms of debt financing for the Company or one of its subsidiaries. Shareholders have no subscription right."*

*[Para. 2 remains unchanged]*

The share capital reduction can only be completed after the creditors' call has been published in accordance with Art. 733 of the Swiss Code of Obligations ("CO"). The creditors' call will be published in the Swiss Official Commercial Gazette after the shareholders' meeting. The creditors may register their claims within a period of two months after the third publication of the creditors' call and demand satisfaction or security pursuant to Art. 734 CO. The share capital may only be reduced if the period to register claims has expired and all claims have been satisfied or secured. Further, the share capital reduction may only be registered in the Register of Commerce, if it is confirmed in a deed that all requirements have been met. Subject to the fulfillment of these requirements, the share capital reduction will probably be registered on 15 July 2009.

## **10. Amendment of the Articles of Association**

On 1 January 2008, a comprehensive reform of the auditing regime for all legal entities of Swiss private law entered into force. As a public company, the Company is subject to an ordinary audit which has to be carried out by an auditing firm supervised by the state based on the rules of the Audit Supervision Act. The audit of the consolidated financial statements is carried out by the auditors elected by the shareholders of the parent company. The election of special group auditors is no longer necessary. Based thereon, the board of directors proposes the following modifications of the articles of association:

Art. 15 lit. (i) of the articles of association:

So far:

*"The Board of Directors is responsible for the ultimate direction of the Company and has the following non-transferable and inalienable duties:"*

*[lit. a – h unchanged]*

*Lit. i: "examination of the professional skills of the specially qualified auditors"*

New:

*"The Board of Directors is responsible for the ultimate direction of the Company and has the following non-transferable and inalienable duties:"*

*[lit. a – h unchanged]*

*Lit. i: "(repealed)"*

Heading before Art. 18 of the articles of association:

So far:

*"C. Auditors and Group Auditors"*

New:

*"C. Auditors"*

Art. 18 of the articles of association:

So far:

*"The general assembly elects for a period of one year the auditors and the group auditors which have the rights and duties set forth in the law."*

New:

*"The general assembly elects for a period of one year the auditors which have the rights and duties set forth in the law."*

## **GENERAL**

Since 8 April 2009 the annual report 2008 (annual review, annual financial statements, consolidated financial statements and the report of the statutory auditor) has been available for inspection at the Company's registered office at Josefstrasse 218, 8005 CH-Zurich. Copies may be obtained by telephoning +41 44 687 22 66 or from info@sustainable.ch. Up to 30 April 2009 at the latest, shareholders wishing to attend or be represented at the General 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 General Meeting by their legal representative, by another proxy with written authorisation (who does not have to be a shareholder), by an officer of the Company (Daniel Muntwyler, Secretary of the Board of Directors of Sustainable Performance Group Inc.), by an independent proxy (Attorney Bernard Wiki, Rietliweg 3, CH-8704 Herrliberg) or by an assignee of proxy votes for deposited shares. 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 rule also applies where additional proposals or requests for amendments are made to the General Meeting. Assignees of proxy votes for deposited shares in accordance with Art. 689d of the Swiss Code of Obligations must specify the number and par value of the shares they represent when their details are checked on admission to the General Meeting. Proxy voting powers can be assigned to institutes and professional investment managers that conform to Swiss Banking Law.

CH-8005 Zurich, 8 April 2009

On behalf of the board of directors  
The Chairman: Prof. Dr. Ernst A. Brugger