

## **IMPORTANT NOTICE**

Please read the following carefully before you accede the attached amendment to the pre-announcement:

### **Offer Restrictions**

#### **General**

The public exchange offer (*Öffentliches Umtauschangebot*) described in this amendment to the pre-announcement is not being made directly or indirectly in any country or jurisdiction in which such offer would be considered unlawful or in which it would otherwise violate any applicable law or regulation, or which would require Swiss Prime Site AG to amend the terms or conditions of the public exchange offer in any way, or which would require to make any additional filing with or take any additional action with regard to any governmental, regulatory or legal authority. It is not intended to extend the public exchange offer to any such country or jurisdiction. Documents relating to the public exchange offer may not be distributed in such countries or jurisdictions or sent into such countries or jurisdictions. Such documents may not be used for purposes of soliciting the purchase of any securities of Jelmoli Holding Ltd by any person or entity in such countries or jurisdictions.

#### **United States of America**

The public exchange offer described in this amendment to the pre-announcement will not be made directly or indirectly in or by use of the mail of, or by any means or instrumentality of interstate or foreign commerce of, or any facilities of a national securities exchange of, the United States of America and may only be accepted outside the United States of America. This includes, but is not limited to, facsimile transmission, telex or telephones. This amendment to the pre-announcement, the pre-announcement, the offer prospectus and any other offering materials with respect to the public exchange offer described in this amendment to the pre-announcement may not be distributed in nor sent to the United States of America and may not be used for the purpose of soliciting the sale or purchase of any securities of Jelmoli Holding Ltd, from anyone in the United States of America. Swiss Prime Site AG is not soliciting the tender or exchange of securities of Jelmoli Holding Ltd by any holder of such securities in the United States of America. Securities of Jelmoli Holding Ltd will not be accepted from holders of such securities in the United States of America. Any purported acceptance of the offer that Swiss Prime Site AG or its agents believe has been made in or from the United States of America will be invalidated. Swiss Prime Site AG reserves the absolute right to reject any and all acceptances determined by them not to be in the proper form or the acceptance of which may be unlawful.

The securities to be issued pursuant to the public exchange offer described in this amendment to the pre-announcement have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), nor under any law of any state of the United States of America, and may not be offered, sold, resold, or delivered, directly or indirectly, in or into the United States of America, except pursuant to an exemption from the registration requirements of the U.S. Securities Act and the applicable state securities laws. Neither this amendment to the pre-announcement nor the pre-announcement nor the public exchange offer described in this amendment to the pre-announcement and the pre-announcement does constitute an offer to sell or the solicitation of an offer to buy any securities in the United States of America or in any other juris-

diction in which such an offer or solicitation would be unlawful. Securities may not be offered or sold in the United States of America absent registration or an exemption from registration. Swiss Prime Site AG will not register or make a public offer of its securities, or otherwise conduct the public exchange offer, in the United States of America.

### **United Kingdom**

This communication is directed only at persons in the United Kingdom who (i) have professional experience in matters relating to investments, (ii) are persons falling within article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc") of The Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 or (iii) to whom it may otherwise lawfully be communicated (all such persons together being referred to as "relevant persons"). This communication must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this communication relates is available only to relevant persons and will be engaged in only with relevant persons.

**Offre publique d'échange de Swiss Prime Site AG, Olten, pour toutes les actions nominatives d'une valeur nominale de CHF 10 chacune en mains du public de Jelmoli Holding SA, Zurich**

**Augmentation du prix de l'offre de l'offre publique d'échange annoncée préalablement**

Swiss Prime Site AG, Olten ("Swiss Prime Site"), a annoncé le 2 juin 2009 une offre publique d'échange ("l'Offre") au sens des articles 22 et suivants de la Loi fédérale sur les bourses et le commerce des valeurs mobilières pour toutes les actions nominatives d'une valeur nominale de CHF 10 chacune de Jelmoli Holding SA, Zurich ("Jelmoli"), en mains du public ("Actions Jelmoli") ("Annonce Préalable").

Swiss Prime Site annonce par la présente qu'elle augmente le prix de l'Offre, respectivement le rapport d'échange indiqué dans l'Annonce Préalable comme suit:

**Prix de l'Offre resp. rapport d'échange**

Swiss Prime Site offre 8.1 actions nominatives de Swiss Prime Site d'une valeur nominale de CHF 22.20 chacune par action nominative de Jelmoli d'une valeur nominale de CHF 10 chacune. Toute fraction d'action formant rompu sera payée en numéraire.

Le rapport d'échange sera ajusté du montant brut de tout événement dilutif survenant jusqu'à l'exécution de l'Offre, notamment en cas de paiement de dividende, d'augmentation de capital à un prix par action inférieur au prix de l'Offre, de remboursement de capital, de vente d'actions propres en dessous du prix de l'Offre, d'émission, d'attribution ou d'exercice de droits de conversion ou d'options (qui ne résultent pas du plan de participation mentionné dans le rapport annuel 2008), d'octroi de tout droit de souscription préférentiel doté d'une valeur intrinsèque, de même qu'en cas d'aliénation d'actifs à un prix inférieur à leur valeur de marché ou d'acquisition d'actifs à un prix supérieur à leur valeur de marché. La création et l'émission d'un maximum de 222'500 Actions Jelmoli pour l'exécution de l'accord transactionnel concernant Tivona AG ne sont pas considérées comme un événement dilutif.

Le dividende porté à l'ordre du jour de l'assemblée générale de Jelmoli du 16 juin 2009 de CHF 10 par Action Jelmoli a déjà été pris en compte dans le rapport d'échange et, dans cette mesure, ne conduira pas à un ajustement (en revanche toute distribution plus élevée conduira à un ajustement). La réduction de la valeur nominale de l'action nominative de Swiss Prime Site d'une valeur nominale de CHF 22.20 chacune décidée à l'assemblée générale du 21 avril 2009 ne conduira pas non plus à un ajustement du rapport d'échange. Cette réduction a déjà été prise en compte dans la détermination du rapport d'échange.

Toutes les autres modalités de l'Offre (notamment les conditions de l'Offre) mentionnées dans l'Annonce Préalable restent inchangées.

Olten, 11 juin 2009