Invitation to the 14th General Shareholders' Meeting of

Sustainable Performance Group Inc.

Monday, 6 June 2011, 4.30 pm
SIX Swiss Exchange, Room "Exchange", Selnaustrasse 30, 8001 Zurich

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Agenda and Proposals of the Board of Directors**

1. Annual Report regarding the Business Year 2010 and Outlook

2. Approval of the Annual Report, the Annual Financial Statements and the Consolidated Financial Statements for the Business Year 2010

The resolution will be adopted on the basis of the remuneration report. The chairman of the board of directors will comment on the remuneration report and answer questions thereon.

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 2010 be approved.

3. Formation of "Reserves from Capital Contributions"

The board of directors proposes the partition and separate depiction of "reserves from capital contributions" in the amount of CHF 238'080'172.– through transfer from the balance sheet items "free reserves derived from agio" and "free reserves" to the new balance sheet item "reserves from capital contributions" (as part of the statutory reserve).

The decision is subject to the adoption of the board of director's proposals under agenda item 8.

4. Appropriation of the Result as of 31 December 2010

The result of Sustainable Performance Group Inc. as of 31 December 2010 is as follows:

Loss carried forward as of 1 January 2010	CHF	-170'972'780.–
Loss of the business year 2010	CHF	-16'726'397.–
Balance sheet loss as of 31 December 2010	CHF	-187'699'177.–

The board of directors proposes that the balance sheet loss in the amount of CHF 187'699'177.– be carried forward to the new account.

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 2010.

6. Re-election of the Members of the Board of Directors

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

7. Election of Statutory Auditors

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

8. Transfer into a Fund Structure

In the recent past, the board of directors considered several options for the corporate future of the Company. After weighing the pros and cons of each option, the board of directors has decided, subject to approval by the General Shareholders' Meeting, to transfer the Company into a fund structure, the Globalance Sokrates Fund. The respective transfer leads to a liquidation of the Company.

The Globalance Sokrates Fund is a sub-fund of Globalance, a SICAV under the laws of Luxembourg, approved by FINMA for distribution in Switzerland. The fund invests in a combination of different, dynamically managed asset classes. Based on the weighting of the asset classes, the fund, in each case, invests in the best sustainable investment vehicles. For the investor, the appeal lies in the dynamic range of sustainable investment opportunities and in the market potential of the future-oriented topics. The simplified prospectus and fact sheet of the fund (with further references) can be downloaded from the SPG website (www.zukunftsaktie.ch).

The transfer of the Company into the fund takes place in a three-stage process, in the course of which shareholders will be allocated the corresponding fund shares via a distribution of reserves from capital contributions, a par value reduction, and a final dividend (from the liquidation proceeds). Subject to possible cash payments for fractions if necessary, the distributions are made in the form of fund shares and fund fractions.

If adopted by the General Shareholders' Meeting, the liquidation of the Company leads the outstanding CHF 50'000'000 2% convertible bonds 2008-2013 of SPG Public Investments Limited and guaranteed by the Company ("convertible bond"), to mature prematurely. The bondholders may, at their own choice, convert their bonds into fund shares or request payment in cash.

Any asterisked amounts (*) under agenda items 8.1 and 8.2 below are indicative. The board of directors reserves its right to adjust the proposed amounts until the date of the General Shareholders' Meeting.

Against this background, the board of directors proposes the following steps, which can only be accepted in full or rejected by the General Shareholders' Meeting.

8.1 Allocation and Distribution of Reserves from Capital Contributions

The board of directors proposes that reserves from capital contributions in the amount of CHF 59'164'000.–* be reassigned to the free reserves and distributed to the shareholders. The distributed amount of CHF 59'164'000.–* corresponds to a distribution of CHF 88.04* per bearer share. The distribution at the expense of the reserves from capital contributions is not subject to Swiss withholding tax.

The proposed distribution already takes into account the Company's capital reduction via the elimination of own shares as decided on 29 November 2010 and entered into the Commercial Register on 9 February 2011. PricewaterhouseCoopers Inc., Zurich, has confirmed in writing to the General Shareholders' Meeting that the proposed distribution is in accordance with statutory law and the articles of association.

The distribution takes place in the form of fund shares and/or fund fractions or – if necessary for the compensation of value differences – in form of a combination of such fund shares and/or fund fractions with a cash payment. The ultimate trading day entitling to receipt of such distribution is expected to be 28 June 2011. Presumably as of 29 June 2011, the shares will trade ex distribution amount. The distribution is expected to take place on 4 July 2011. The distribution ratio will probably be determined on 27 June 2011.

Shares owned by the Company directly (or indirectly through one of its subsidiaries), at the time of distribution, are not entitled to any distributions. As a result, the designated dissolution and distribution amount may change accordingly.

8.2 Share Capital Reduction by Par Value Reduction and Dividend in Kind

The board of directors proposes::

a. to reduce the share capital of the Company by CHF 40'000'000.–* from CHF 41'664'000.– to CHF 1'664'000.–* through a reduction of the par value of the 672'000 bearer shares from CHF 62.– to CHF 2.47* per share and to use the reduction amount of CHF 40'000'000.–* for a distribution to the shareholders in the form of fund shares and/or fund fractions or – if necessary for the compensation of value differences – in the form of a combination of such fund shares and/or fund fractions with a cash payment.

b. to determine, based on the result of the special auditors' report prepared by PricewaterhouseCoopers Inc., Zurich, in accordance with Art. 732 para. 2 of the Swiss Code of Obligations, that the creditors' claims are still fully covered after the capital reduction.

c. as of the date of the entry of the capital reduction into the Commercial Register, to amend the articles of association as follows:

i. "Article 3 – Share Capital

The share capital of the Company amounts to CHF 1'664'000.–*, divided into 672'000 fully paid-up bearer shares with a par value of CHF 2.47* each.

It is divided into five 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 2.47*."

[paras 3 and 4 remain unchanged]

ii. Deletion of Art. 3a of the articles of association regarding authorized share capital

iii. "Article 3b – Conditional Share Capital

The Company's share capital will be increased by up to CHF 832'000.–* by issuing up to 336'000 fully paid-up bearer shares with a par value of CHF 2.47* through the exercise of option and 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 remains unchanged]

The share capital reduction can only be completed after the call on creditors has been published in accordance with Art. 733 of the Swiss Code of Obligations. The call on creditors will be published in the Swiss Official Commercial Gazette after the General Shareholders' Meeting. The creditors may register their claims, within a period of two months following the date of the third publication of the call on creditors, and demand satisfaction or security pursuant to Art. 733 of the Swiss Code of Obligations. The share capital may only be reduced once the period for registration of claims has expired and all registered claims have been satisfied or secured. Further, the share capital reduction may only be entered into the Commercial Register once it has been confirmed in a deed that all requirements have been met. Subject to these caveats, the distribution will probably be effected by the end of August, 2011.

8.3 Liquidation of the Company

The board of directors proposes:

a. to dissolve and liquidate the Company;

b. to authorize the board of directors to conduct the liquidation;

c. to authorize the board of directors, as liquidator, to pay out the final dividend in the form of fund shares and/or fund fractions or – if necessary for the compensation of value differences – in the form of a combination of such fund shares and/or fund fractions with a cash payment.

Should the board of directors, upon expiry of the time period set for the creditors pursuant to Art. 734 of the Swiss Code of Obligations, find that the Company does not any more have the means necessary to implement the par value reduction and dividend in kind as adopted by the General Shareholders' Meeting, it is noted that the decision regarding the capital reduction by par value reduction as well as the liquidation pursuant to agenda items 8.2 and 8.3 above shall be invalid and without any effect.

9. Information about the Private Equity Investments held by the Company

During the course of the Company's liquidation, the existing private equity investments will be sold. The board of directors provides information about the steps taken in connection with the sale.

GENERAL

Since 29 March 2011 the annual report 2010 (annual review, annual financial statements, consolidated financial statements and the report of the statutory auditors) 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@zukunftsaktie.ch. Up to May 31 2011 at the latest, shareholders wishing to attend or be represented at the General Shareholders' Meeting may obtain admission cards and voting material via the custodian bank from SIX SAG Inc., at Baslerstrasse 90, CH-4600 Olten (tel. +41 58 399 61 78 or fax +41 58 499 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 Shareholders' Meeting by his or her legal representative, by another proxy with written authorization (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 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 favor of the proposals of the board of directors; this also applies where additional proposals or requests for amendments are made at the General Shareholders' Meeting. Custody proxies pursuant to 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 Shareholders' Meeting. Are deemed to be custody proxies institutes subject to the Swiss Banking Law as well as professional asset managers.

8005 Zurich, 16 May 2011

On behalf of the Board of Directors

The Chairman: Professor Dr Ernst A. Brugger

** This is a working translation of the German invitation which is exclusively binding from a legal point of view.