

4 septembre 2009



Offre publique d'échange

de

Swiss Prime Site AG, Olten

portant sur toutes les actions

nominatives de Jelmoli Holding SA, Zurich, d'une valeur nominale de CHF 10 chacune, se trouvant en mains du public

Mise à jour du prospectus d'offre du 14 juillet 2009

En date du 14 juillet 2009, Swiss Prime Site AG, Olten, («Swiss Prime Site») a publié le prospectus d'offre («Prospectus d'offre») relatif à l'offre publique d'échange («Offre») au sens des art. 22 ss de la Loi fédérale sur les bourses et le commerce des valeurs mobilières portant sur toutes les actions nominatives de Jelmoli Holding SA, Zurich, d'une valeur nominale de CHF 10 chacune, se trouvant en mains du public (individuellement une «Action Jelmoli»).

Selon la lettre B, chiffre 8. a) du Prospectus d'offre, l'Offre est soumise entre autres à la condition suivante: «A l'échéance de la Durée de l'Offre, éventuellement prolongée, Swiss Prime Site détient plus de 66,67 % des Actions Jelmoli émises, en comptant les Actions Jelmoli valablement présentées à l'échange». Swiss Prime Site s'est réservé le droit de renoncer à la réalisation de cette condition.

Dans le communiqué de presse du 31 août 2009, Swiss Prime Site a annoncé que le conseil d'administration de Swiss Prime Site a décidé de renoncer à la condition susmentionnée (lettre B, chiffre 8. a) du Prospectus d'offre). Par conséquent, Swiss Prime Site annonce le complément suivant au Prospectus d'offre (insertion à la fin de la lettre B, chiffre 8):

Swiss Prime Site renonce de manière anticipée à la réalisation de la condition de l'Offre a) du Prospectus d'offre.

Les autres modalités et termes de l'Offre (notamment le rapport d'échange) indiqués dans le Prospectus d'offre demeurent inchangés.

Important Notice

Please read the following carefully before you accede to the attached amendment to the offer prospectus:

OFFER RESTRICTIONS

General

The public exchange offer (*Offre publique d'échange*) described in this amendment to the offer prospectus 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 offer prospectus 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 offer prospectus, the offer prospectus and any other offering materials with respect to the public exchange offer described in this amendment to the offer prospectus 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 offer prospectus 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 offer prospectus nor the public exchange offer described in this amendment to the offer 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 jurisdiction 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.

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