



COMPAGNIE FINANCIERE TRADITION S.A.
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**Shareholders are invited to attend the
ANNUAL GENERAL MEETING**

to be held at the Hotel Beau-Rivage Palace, Lausanne, on Friday, 23 May 2014, at 3.00 pm

Agenda and proposals of the Board of Directors

- 1. Presentation of the Annual Report, the Company financial statements and the consolidated financial statements for the year ended 31 December 2013;**

presentation of the Independent Auditors' Report.

Motion of the Board of Directors:

The Board of Directors proposes that the Annual Report, the Company financial statements and the consolidated financial statements for the 2013 financial year be approved.

- 2. Appropriation of available earnings for 2013; appropriation of the capital contribution reserve.**

2.1 Appropriation of net profit for 2013:

	<u>CHF</u> <i>(in thousands of Swiss francs)</i>
Retained earnings brought forward	83 006
Movements in the reserve for treasury shares	-3 395
Net profit for the year	19 539
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Available earnings	99 150
 <u><i>Proposed appropriation of available retained earnings for 2013</i></u>	
Retained earnings carried forward	99 150

2.2 Appropriation of the capital contribution reserve

Motion of the Board of Directors

	<u>CHF</u> <i>(in thousands of Swiss francs)</i>
Allocate, from the capital contribution reserve to the free reserves, an amount of CHF 2.50 for each bearer share of CHF 2.50 nominal value.	16 805
Set a dividend, for the 2013 financial year, equivalent to the amount allocated from the capital contribution reserves to the free reserves as prescribed above, in the amount of CHF 2.50 per bearer share of CHF 2.50 nominal.	-16 805

Compagnie Financière Tradition shares will go ex-dividend on 27 May 2014.
The dividend payment date is 2 June 2014.

3. Discharge for Directors

The Board of Directors proposes that discharge be given to Directors for the 2013 financial year.

4. Election of Directors

In compliance with the terms of the Ordinance against Excessive Compensation, the Board of Directors proposes that each of the following Directors who are standing for re-election be individually re-elected to office for a term of one-year ending at the next Annual General Meeting:

- 4.1 M. Patrick Combes
- 4.2 Me François Carrard
- 4.3 Mr Hervé de Carmoy
- 4.4 Mr Jean-Marie Descarpenteries
- 4.5 Mr Christian Goecking
- 4.6 Mr Pierre Languetin
- 4.7 Mr Robert Pennone
- 4.8 Mr Urs Schneider

5. Election of the Chairman of the Board of Directors

The Board of Directors proposes that Mr Patrick Combes be elected as Chairman of the Board for a one-year term of office.

6. Election of the Remuneration Committee

The Board of Directors proposes that each of the following members of the Remuneration Committee who are standing for re-election be individually elected to office for a term of one year:

- 6.1 Mr François Carrard
- 6.2 Mr Christian Goecking

7. Election of the Independent Auditors

The term of the Independent Auditors, within the meaning of Section 727 of the Swiss Code of Obligations, is expiring and the Board of Directors proposes that Ernst & Young SA, Lausanne, be appointed for a one-year term, terminating at the conclusion of the Annual General Meeting of Shareholders to be held in 2015 to approve the financial statements for the year ended 31 December 2014.

8. Amendment of the Articles of Association

The Board of Directors proposes that the new Articles of Association be approved in order to comply with the Ordinance against Excessive Compensation for Publicly Listed Companies.

9. Appointment of the Independent Proxy within the meaning of the Ordinance against Excessive Compensation.

In compliance with the Ordinance, the Independent Proxy is appointed by the General Meeting.

The Board of Directors proposes that Mr HABS, notary, of Place Benjamin-Constant 2, case postale 7140, CH-1002 Lausanne, be elected as the permanent Independent Proxy.

Documents

The reports of the Directors and the Auditor for the 2013 financial year will be available to shareholders on the Company's website, www.tradition.com and at its General Secretariat, from 30 April 2014.

Attendance card

Shareholders must obtain their attendance cards no later than 21 May 2014 from Banque Cantonale Vaudoise, Credit Suisse AG, or UBS SA. The cards will be issued upon deposit of the shares or upon presentation of an "avis de blocage" [retention notice] from a bank.

Appointment of a proxy

Shareholders who are unable to attend the General Meeting in person may be represented under a written power of attorney by the Independent Proxy appointed by the General Meeting.

As a transitional measure this year, the Independent Proxy, namely Mr Habs, notary, of Place Benjamin-Constant 2, case postale 7140, CH-1002 Lausanne is appointed by the Board of Directors.

The Board of Directors proposes to make available to shareholders a form for voting by correspondence, enabling them to grant power of attorney to the Independent Proxy and to give him their instructions. This form is available on request from the General Secretariat of the Company.

Lausanne, 30 April 2014

Board of Directors

**This Notice is available on our website at www.tradition.com
Une version française est également disponible sur ce site**