



**COMPAGNIE FINANCIERE TRADITION SA**  
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## Invitation to the **ANNUAL GENERAL MEETING**

to be held at the Hotel Beau-Rivage Palace, Lausanne, on Thursday 25 May 2023, at 3.30 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 2022; presentation of the Auditors' Report**

The Board of Directors proposes that the Annual Report, the Company financial statements and the consolidated financial statements for the 2022 financial year be approved.

**2. Appropriation of available earnings for 2022**

|  | <u>CHF</u><br>(CHF 000) |
|--|-------------------------|
| Retained earnings brought forward            | 119 097                 |
| Net profit for the year                      | 15 053                  |
| Movements in the reserve for treasury shares | -10 983                 |
| Available earnings                           | <hr/> 123 167           |

### **Dividend distribution**

The Board of Directors is proposing the distribution of a dividend in the form of (1) a cash dividend and (2) a distribution of treasury shares held by the Company, on the following terms:

(1) Each Compagnie Financière Tradition S.A. bearer share held at the close of trading on the day immediately preceding the ex-dividend date, scheduled for 30 May 2023, shall entitle the bearer to receive a cash payment of CHF 5.50 per bearer share with a nominal value of CHF 2.50, up to a maximum of 7,668,385 shares (excluding treasury shares held by the Company at the date of the General Meeting).

(2) The holder of each Compagnie Financière Tradition S.A. bearer share held at the close of trading on the business day immediately preceding the ex-dividend date, scheduled for 30 May 2023, shall be allotted one bearer share of Compagnie Financière Tradition S.A. for every 100 shares held, subject to the restrictions set out below.

Under no circumstances will fractional shares of Compagnie Financière Tradition SA be allotted. Shareholders who do not hold a sufficient number of bearer shares to enable them to obtain one Compagnie Financière Tradition SA share or who hold bearer shares representing less than a multiple of 100, shall receive a cash payment corresponding to one hundredth of the Reference Price for each of their shares not entitling them to one Compagnie Financière Tradition SA share; the Reference Price shall correspond to the average closing price of Compagnie Financière Tradition SA shares on SIX Swiss Exchange for the 20 trading days immediately preceding the date of the General Meeting (e.g. from 25 April to 24 May 2023), less CHF 5.50 corresponding to the dividend paid in cash; the Reference Share Price shall be communicated on 24 May 2023 after 5.40 pm CEST, and at the General Meeting.

The laws in certain jurisdictions outside Switzerland may restrict or prohibit the allotment of shares without the publication of documents other than this resolution, or they may subject the offer of such an allotment to specific

requirements, authorisation from a state or other authority, registration with or announcement to such an authority, or even an examination of compliance. The share allotment is not intended for shareholders who are subject to any such laws. Those shareholders (“Shareholders Concerned”) shall receive a compensatory cash payment for all shares held, corresponding to one hundredth of the Reference Price for each share presented by the Shareholders Concerned. In order to benefit from this compensatory payment, the Shareholders Concerned must send the Company an original (paper) copy of their dividend statement, together with the relevant form, duly completed and signed, in which they must provide appropriate proof of their status as a Shareholder Concerned. The application form for compensatory payment may be obtained from Compagnie Financière Tradition SA, rue Langallerie 11, 1003 Lausanne, Switzerland. It is the responsibility of any person in possession of this document to inform themselves about and to comply with any restrictions of this type. Compagnie Financière Tradition SA declines all responsibility in this regard.

The distributed bearer shares of Compagnie Financière Tradition SA shall be subject to the provisions of the Articles of Association and shall enjoy all the rights attaching to shares of the Company as of the day after the General Meeting.

The total amount of the dividend and the retained earnings carried forward shall be determined and communicated after 5.40 pm CEST on 24 May 2023, as well as at the General Meeting.

Swiss withholding tax of 35%, calculated on the Reference Share Price of the distributed shares of Compagnie Financière Tradition S.A. and on the cash dividend, shall be deducted in cash. Shareholders are invited to consult their usual tax adviser about the tax treatment of the dividend distribution, as it applies to their particular situation. Compagnie Financière Tradition SA declines all responsibility in this regard.

The right attached to each bearer share is not tradable.

Compagnie Financière Tradition SA shares go ex-dividend on 30 May 2023.

The dividend will be paid in cash and in Compagnie Financière Tradition SA bearer shares on 6 June 2023 (value date).

### **3. Discharge to be granted to Directors and Executive Board members**

The Board of Directors proposes that discharge be granted, in a single vote, to the Directors and members of the Executive Board for the 2022 financial year.

### **4. Conditional increase**

The Board of Directors proposes to increase the conditional capital provided for in Article 5(1) of the Articles of Association by CHF 847,207.50 (eight hundred and forty-seven thousand two hundred and seven francs and 50 centimes) and to amend this article as follows:

Article 5(1) (new): “The Board of Directors may by resolution increase the share capital of the Company by a nominal amount not exceeding CHF 2,070,845 (two million and seventy thousand eight hundred and forty-five francs) through the issuance of up to 828, 338 (eight hundred and twenty-eight thousand three hundred and thirty-eight bearer shares with a par value of CHF 2.50 (two francs and fifty centimes) each. The new shares will be fully paid-up. The increase shall be affected by exercising an option to acquire new shares from employees or members of the Board of Directors of the Company or of another company of the Group or from third parties. The option or option waiver shall be exercised in writing. The pre-emptive rights of existing shareholders shall be disappplied. The conditions for participation of option holders will be defined by the Board of Directors. ”

*(Paragraph 2 remains unchanged).*

### **5. Advisory vote on the remuneration report for 2022**

The Board of Directors proposes that shareholders approve the Remuneration Report for the 2022 financial year by a non-binding advisory vote.

### **6. Aggregate compensation for Directors for the 2024 calendar year.**

The Board of Directors proposes that shareholders approve the maximum aggregate compensation for Directors for the 2024 calendar year, in an amount of CHF 310,000.

### **7. Additional compensation for members of the Executive Board for the 2022 and 2023 calendar years**

The Board of Directors proposes that shareholders approve additional compensation for members of the Executive Board to bring it to CHF 22,000,000 for 2022 and CHF 25,000,000 for 2023.

**8. Aggregate compensation for members of the Executive Board for the 2024 calendar year.**

The Board of Directors proposes that shareholders approve the maximum aggregate compensation for the members of the Executive Board for the 2024 calendar year, in an amount of CHF 25,000,000.

**9. Re-election and election of Directors**

The Board of Directors proposes that each of the following Directors who are standing for re-election be re-elected to office for a term of one-year ending at the next Annual General Meeting, and to elect a new member, Mr Christian Baillet:

- 9.1. Mr Patrick Combes
- 9.2. Mr Christian Baillet
- 9.3. Mr Alain Blanc-Brude
- 9.4. Mr Jean-Marie Descarpentries
- 9.5. Mr Christian Goecking
- 9.6. Mr. Marco Illy
- 9.7. Mr Robert Pennone
- 9.8. Mr Eric Solvet

**10. Re-election of the Chair of the Board of Directors**

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

**11. Re-election and 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 re-elected and elected to office for a term of one year:

- 11.1. Mr Robert Pennone
- 11.2. Mr Christian Goecking

**12. Re-election of the Chair of the Remuneration Committee**

The Board of Directors proposes that Mr Robert Pennone be re-elected as Chair of the Remuneration Committee for a term of one year.

**13. Appointment of the Independent Auditors**

The Board of Directors proposes that KPMG SA., in Lausanne, (CHE-171.168.286) be appointed for a one-year term, terminating at the conclusion of the Annual General Meeting of Shareholders to be held in 2024 to approve the financial statements for the year ended 31 December 2023.

**14. Appointment of the Independent Proxy**

The Board of Directors proposes that Me Christophe Wilhelm, Lawyer, av. de Rumine 13, 1005 Lausanne, be appointed as the Independent Proxy.

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**Documents**

The Annual Report and the Auditors' Report for the 2022 financial year will be available to shareholders on the Company's website [www.tradition.com](http://www.tradition.com), and at its General Secretariat, from 27 April 2023.

**Attendance**

Shareholders must obtain their Proxy Form no later than 19 May 2023 from Banque Cantonale Vaudoise, Credit Suisse (Suisse) AG, or UBS Switzerland AG. The cards will be issued upon presentation of an "avis de blocage" [retention notice] from a bank.

**Delegation of authority in writing or electronically**

Shareholders who do not personally attend the General Meeting may be represented by the Independent Proxy, Mr Christophe Wilhelm, lawyer in Lausanne, appointed by the Board of Directors to replace the elected representative following the revision of the law on public limited companies, either (i) by mailing the original completed attendance card to him at the following address: Avenue de Rumine 13, Case postale, CH- 1002 Lausanne, or (ii) by scanning the completed attendance card and sending it electronically in PDF format to the following e-mail address: [cwilhelm@wg-avocats.ch](mailto:cwilhelm@wg-avocats.ch).

These two methods are mutually exclusive; it is not necessary to send back the Proxy Form by post if you vote electronically and vice-versa.

However, in the event of communication both by post and electronically, should there be a discrepancy between the two sets of instructions given to the Independent Proxy, the written instructions shall take precedence. In the event of contradiction between successive instructions given electronically, the Independent Proxy will abstain from voting, due to a lack of a clear, unequivocal intention expressed by the shareholder.

If no specific instruction is given, the Independent Proxy will vote in favor of the Board of Directors' proposal.

Lausanne, 27 April 2023

**Board of Directors**

**This Notice is available on our website at [www.tradition.com](http://www.tradition.com)**

**Une version française est également disponible sur ce site**