



COMPAGNIE FINANCIERE TRADITION SA
Rue de Langallerie 11 - CH 1003 Lausanne
Case postale 7559 - CH 1002 Lausanne
Téléphone 021 / 343 52 87
www.tradition.com
assemblee.generale@tradition.ch

**Shareholders are invited to attend the
ANNUAL GENERAL MEETING
to be held at the Hotel Beau-Rivage Palace, Lausanne, on Tuesday, 21 May 2024, at 3.30 pm**

Agenda and proposals of the Board of Directors

1. Presentation of the Annual Report, the Company accounts and the consolidated financial statements for the year ended 31 December 2023; presentation of the auditors' report

A. Proposal

The Board of Directors proposes that the annual report, the Company financial statements and the consolidated financial statements for the 2023 financial year be approved.

B. Explanatory note

In accordance with Article 698 para. 2 sub-paras. 3 and 4 of the Swiss Code of Obligations (CO), the Board of Directors is required to submit the management report, statutory accounts and consolidated accounts to the Annual General Meeting for approval. The statutory accounts and consolidated accounts of Compagnie Financière Tradition SA were audited by the Company's independent auditor, KPMG SA, Lausanne.

2. Appropriation of available earnings for 2023

A. Proposal

	<u>CHF</u> (CHF 000)
Retained earnings brought forward	74 136
Net profit for the period	66 221
Movements in the reserve for treasury shares	-3 983
Available earnings	<hr/> 136 374

Dividend

The Board of Directors proposes the distribution of a cash dividend.

Every Compagnie Financière Tradition SA bearer share held at the close of trading on the day immediately preceding the ex-dividend date, scheduled for 23 May 2024, entitles the bearer to a cash payment of CHF 6.00 per bearer share with a nominal value of CHF 2.50, up to a maximum of 8,026,385 shares (excluding treasury shares held by the Company at the date of the General Meeting).

The total amount of the dividend and the retained earnings carried forward will be determined and communicated after 5.40 pm CET on 21 May 2024, as well as at the General Meeting.

Compagnie Financière Tradition SA shares will go ex-dividend on 23 May 2024.

The dividend will be paid in cash on 27 May 2024 (value date).

B. Explanatory note

The Board of Directors is recommending the payment of a dividend to shareholders based on the Group's consolidated results.

3. Discharge for Directors and Executive Board members

A. Proposal

The Board of Directors proposes that discharge be granted, in a single blanket vote, to the Directors and members of the Executive Board for the 2023 financial year.

B. Explanatory note

In accordance with Article 698 para. 2 sub-para. 7 CO, it is incumbent on the shareholders to grant discharge to members of the Board of Directors and the Executive Board. Discharge is only effective in respect of facts that have been disclosed to the shareholders.

4. Amendment of the Articles of Association

The Swiss law reform on public limited companies came into force on 1 January 2023. Companies now have two years within which to adapt their articles of association.

The following proposed amendments to the Company's Articles of Association comply with the new law. The Board of Directors is taking this opportunity to make non-material changes to amend and standardise the Articles of Association where necessary. Proposed material amendments concern the items summarised and explained in points 4.1 to 4.3 below. Adoption of the new Articles of Association will be subject to a blanket vote under point 4.5. A comparative version containing these amendments is set out in the appendix "Amendments to the Articles of Association". Both this document and the new Articles of Association are available (French only) on the website www.tradition.com, and from the Company's General Secretariat.

4.1. Object

A. Proposal

The Board of Directors proposes to add a new paragraph 2 to Article 4 of the Articles of Association.

B. Explanatory note

This paragraph reflects the Company's ambition to create long-term sustainable value by incorporating it as an object in the Articles of Association, as follows:

"In pursuing its objects, the Company aims to create long-term sustainable value."

4.2. Capital band

A. Proposal

The Board of Directors proposes to delete the existing provision on authorised capital in the Articles of Association and to introduce a capital band in Article 5, in an amount of CHF 5'758'327.50.

"³ The Board of Directors is authorised to change the share capital solely in order to increase it until it reaches an amount not exceeding CHF 25,824,290.00, through the issuance of up to 2,303,331 new bearer shares with a nominal value of CHF 2.50 each, fully paid-up. This authority is effective until 21 May 2029. The Board of Directors will set the issue price.

⁴The Board is authorised to disapply or limit existing shareholders' pre-emptive rights to enable acquisitions or equity investments. Subscription rights for which a pre-emptive right is granted but not exercised are available to the Board of Directors to be used in the Company's interest."

B. Explanatory note

The reform of the law on public limited companies generally relaxes capital requirements and introduces the possibility of a capital band, which allows the Board of Directors to increase the Company's share capital within the capital band limits for a defined period. The figures remain identical to those for authorised capital.

4.3. Conditional capital

A. Proposal

The Board of Directors proposes to increase the conditional capital provided for in Article 5(5) of the Articles of Association by CHF 905,250 (nine hundred and five thousand two hundred and fifty francs) and to amend this article as follows:

Article 5(5) (new): *“The Board of Directors may by resolution increase the share capital of the Company by a nominal amount not exceeding CHF 2,081,095 (two million and eighty-one thousand and ninety-five francs) through the issuance of up to 832,438 (eight hundred and thirty-two thousand four hundred and thirty-eight) bearer shares with a nominal value of CHF 2.50 (two francs and fifty centimes) each. The new shares will be fully paid-up. The increase is carried out through the exercise of options to acquire new shares by employees, members of the Board of Directors of the Company or of another Group company, or third parties. The option or option waiver must be exercised in writing. The pre-emptive rights of existing shareholders are disappplied. The conditions for participation of option holders will be defined by the Board of Directors.*

B. Explanatory notes

The Board of Directors wishes to continue fostering employee loyalty by granting share options.

4.4. Company notices to shareholders

A. Proposal

The Board of Directors proposes to add a paragraph 2 to Article 41 of the Articles of Association as follows: “Notices to shareholders are published in the SOTG.”

B. Explanatory notes

The Articles of Association must contain an article on how the Company communicates with its shareholders. As the Company’s share capital consists of bearer shares, such communications must be made via the SOTG, in accordance with Article 936a CO.

4.5. Adoption of new Articles of Association

A. Proposal

The Board of Directors proposes to revoke the existing Articles of Association and replace them with a totally new version which incorporates points 4.1 to 4.4 above.

B. Explanatory notes

The new Articles of Association have been drawn up in accordance with the explanations given in the introduction to point 4 above.

5. Advisory vote on the remuneration report for 2023

A. Proposal

The Board of Directors proposes that the remuneration report for the 2023 financial year be approved by a non-binding advisory vote.

B. Explanatory note

Each year, the Board of Directors submits the remuneration report to an advisory vote of shareholders, in accordance with best practice. It sets out the remuneration policy for Directors and Executive Board members.

6. Aggregate compensation for Directors for the 2025 calendar year

A. Proposal

The Board of Directors proposes that shareholders approve the maximum aggregate compensation for Directors for the 2025 calendar year, set at CHF 360,000.

B. Explanatory note

Compensation for the Board of Directors comprises a fixed amount as well as directors' fees and attendance fees. Details are available in the Company's remuneration report. Fees are set at levels aimed at attracting and retaining qualified and experienced people.

7. Aggregate compensation for members of the Executive Board for the 2025 calendar year

A. Proposal

The Board of Directors proposes that shareholders approve the maximum aggregate compensation for members of the Executive Board for the 2025 calendar year, set at CHF 25'000'000.

B. Explanatory note

Compensation for members of the Executive Board reflects their time commitment and the extent of their responsibilities within the Company. It comprises remuneration in the form of basic salaries, role-related allowances (where applicable) and other benefits.

8. Re-election and election of Directors

A. Proposal

The Board of Directors proposes that each of the following Directors who are standing for election or re-election be individually elected or re-elected to office for a term of one year ending at the next Annual General Meeting:

- 8.1. Patrick Combes
- 8.2. Christian Baillet
- 8.3. Alain Blanc-Brude
- 8.4. Jean-Marie Descarpentries
- 8.5. Christian Goecking
- 8.6. Marco Illy
- 8.7. Robert Pennone
- 8.8. Christophe Hémon

B. Explanatory note

- 8.1 Patrick Combes has been a Board member and Chair of the Board since the AGM of 1997.
- 8.2 Christian Baillet has been a Board member since the AGM of 2023. He is also a member of the Audit Committee.
- 8.3 Alain Blanc-Brude has been a Board member since the AGM of 2021.
- 8.4 Jean-Marie Descarpentries has been a Board member since the AGM of 1997. He is also a member of the Audit Committee.
- 8.5 Christian Goecking has been a Board member since the AGM of 1997. He is also a member of the Audit Committee and the Remuneration Committee.
- 8.6 Marco Illy has been a Board member since the AGM of 2020.
- 8.7 Robert Pennone has been a Board member since the AGM of 1997. He is also a member of the Audit Committee and Chair of the Remuneration Committee.
- 8.8 The Board of Directors is presenting the nomination of Christophe Hémon for election. Christophe Hémon has experience in risk and corporate management and substantial knowledge of the economic environment, having served as CEO of an international infrastructure and as an executive and non-executive director on the boards of two international financial companies - Euroclear and LCH.

9. Re-election of the Chair of the Board of Directors

A. Proposal

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

B. Explanatory note

Patrick Combes has been Chair of the Company since the AGM of 1997.

10. Re-election of the Remuneration Committee

A. Proposal

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 to office for a term of one year:

10.1. Robert Pennone

10.2. Christian Goecking

B. Explanatory note

10.1 Robert Pennone has been a member of the Remuneration Committee since the AGM of 2023.

10.2 Christian Goecking has been a member of the Remuneration Committee since the AGM of 2011.

11. Re-election of the Chair of the Remuneration Committee

A. Proposal

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

B. Explanatory note

10.1 Robert Pennone has been a member of the Remuneration Committee since the AGM of 2023.

12. Re-appointment of the independent auditor

A. Proposal

The Board of Directors proposes that KPMG SA (CHE-171.168.286), in Lausanne, be re-appointed for a one-year term, terminating at the conclusion of the Annual General Meeting of Shareholders to be held in 2025 to approve the accounts for the year ended 31 December 2024.

B. Explanatory note

In accordance with Article 698 para. 2 sub-para. 2 CO, it is incumbent on the General Meeting of Shareholders to appoint the independent auditor. KPMG SA has confirmed that it satisfies the independence criteria required to carry out the proposed remit.

13. Re-appointment of the independent voting representative

A. Proposal

The Board of Directors proposes that Christophe Wilhelm, attorney, Av. de Rumine 13, 1005 Lausanne, be re-appointed as the independent voting representative.

B. Explanatory note

In accordance with Articles 689c para. 1 and 698 para. 3 sub-para. 3 CO, it is incumbent on the General Meeting of Shareholders to appoint the independent voting representative. Christophe Wilhelm has confirmed to the Company that he satisfies the independence criteria required to carry out his remit.

Documents

The annual report and the auditors' report for the 2023 financial year, the remuneration report, the appendix "Amendments to the Articles of Association" and the new Articles of Association will be available to shareholders on the Company's website www.tradition.com, and at its General Secretariat, from 25 April 2024.

Attendance

Shareholders must obtain their attendance cards no later than 15 May 2024 from Banque Cantonale Vaudoise, Credit Suisse (Switzerland), or UBS Switzerland AG. The cards will be issued upon presentation of an “avis de blocage” [retention notice] from a bank.

Written or electronic delegation of authority

Shareholders who do not personally attend the Annual General Meeting may be represented by the independent voting representative, Christophe Wilhelm, attorney in Lausanne, either (i) by posting the original completed attendance card to him at the following address: Avenue de Rumine 13, Case postale, CH-1001 Lausanne, or (ii) by scanning the completed attendance card and emailing it as a PDF to the following address: cwilhelm@wg-avocats.ch.

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

However, where instructions are sent to the independent voting representative both by post and electronically, in the event of a discrepancy, the written instructions will take precedence. In the event of discrepancy between successive electronic instructions, the independent voting representative will abstain from voting, as the shareholder’s intention has not been expressed clearly and unequivocally.

Lausanne, 25 April 2024

The Board of Directors

This Notice is available on our website at www.tradition.com

Une version française est également disponible sur ce site