



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 Thursday, 22 May 2025, 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 2024; 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 2024 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 2024

A. Proposal

	<u>CHF</u> (CHF 000)
Retained earnings brought forward	90 104
Net profit for the period	39 732
Movements in the reserve for treasury shares	-21 937
Available earnings	<hr/> 107 899

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 26 May 2025, entitles the bearer to a cash payment of CHF 6.75 per bearer share with a nominal value of CHF 2.50.

The total amount of the dividend and the retained earnings carried forward will be determined and communicated after 5.40 pm CET on 22 May 2025, as well as at the General Meeting.

Compagnie Financière Tradition SA shares will go ex-dividend on 26 May 2025.

The dividend will be paid in cash on 28 May 2025 (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. Capital reduction

A. Proposal

3.1 Reduction of the share capital from CHF 355,457.5 by an amount of CHF 20,343,462.5 to CHF 19,988,005;

3.2 Implementation of the capital reduction through the cancellation of 142,183 treasury shares repurchased under the ongoing share buyback program;

3.3 Allocation of the amount of the reduction to the corresponding reduction of treasury shares on the balance sheet.

B. Explanatory Statement by the Board of Directors

The Board of Directors proposes that the shareholders approve the cancellation of 142,183 treasury shares repurchased under the ongoing share buyback program with a value of CHF 21,974,369.11, which was launched by the Company on 21 August 2023.

The reduction of capital by means of cancellation of shares requires a call to creditors, which will be published in the Swiss Official Gazette of Commerce. In accordance with Article 653m of the Swiss Code of Obligations, the reduction must also be accompanied by a report from the statutory auditor, KPMG SA, stating that the claims of the creditors remain fully covered notwithstanding the capital reduction. This confirmation will be based on the outcome of the creditor call process and the Company's financial statements. The Board of Directors will inform the General Meeting of the outcome should the auditor's confirmation be available by the date of the meeting.

The amount of the reduction will be allocated to the corresponding reduction of treasury shares on the Company's balance sheet, pursuant to Article 659a paragraph 4 and Article 959a paragraph 2 item 3 letter e) of the Swiss Code of Obligations.

Subject to General meeting's approval, the Board of Directors will proceed with the capital reduction by cancelling the treasury shares, amend the Articles of Association accordingly, and register the capital reduction with the Commercial Register.

4. 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 2024 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.

5. Advisory vote on the remuneration report for 2024

A. Proposal

The Board of Directors proposes that the remuneration report for the 2024 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 2026 calendar year

A. Proposal

The Board of Directors proposes that shareholders approve the maximum aggregate compensation for Directors for the 2026 calendar year, set at CHF 310,000.

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 2026 calendar year

A. Proposal

The Board of Directors proposes that shareholders approve the maximum aggregate compensation for members of the Executive Board for the 2026 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 of Directors

A. Proposal

The Board of Directors proposes that each of the following Directors who are standing for election individually 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. Christophe Hémon
- 8.7. Marco Illy
- 8.8. Robert Pennone

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 Remuneration Committee.
- 8.6. Mr. Christophe Hémon has been a member of the Board of Directors since the General Meeting of 2024. He is also a member of the Audit Committee
- 8.7 Marco Illy has been a Board member since the AGM of 2020.
- 8.8 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.

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

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 2026 to approve the accounts for the year ended 31 December 2025.

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

Since March 24, 2025, the annual report, the audit report for the 2024 financial year, and the remuneration report have been made available to shareholders on the website www.tradition.com as well as at the Company's General Secretariat.

Attendance

Shareholders must obtain their attendance cards no later than 16 May 2025 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, 1 May 2025

The Board of Directors

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

Une version française est également disponible sur ce site