



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 Tuesday, 24 May 2022, 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 2021; 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 2021 financial year be approved.

2. Appropriation of available earnings for 2021 and the reserve from capital contributions

	<u>CHF</u> (CHF 000)
Retained earnings brought forward	74 865
Net profit for the year	80 941
Movements in the reserve for treasury shares	4 771
Available earnings	<hr/> 160 577
Legal reserve from capital contributions	5 108

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 27 May 2022, shall entitle the bearer to receive a cash payment of CHF 5.00 per bearer share with a nominal value of CHF 2.50, up to a maximum of 7,654,385 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 27 May 2022, shall be allotted one bearer share of Compagnie Financière Tradition S.A. for every 200 shares held, to be deducted from the general reserve, and one bearer share for every 200 shares held, to be deducted from the reserve from capital contributions, 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 200, shall receive a cash payment corresponding to two 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 26 April to 23 May 2022), less CHF 5.00 corresponding to the dividend paid in cash; the Reference Share Price shall be communicated on 23 May 2022 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 two 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 23 May 2022, 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 from amounts paid 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 27 May 2022.

The dividend will be paid in cash and in Compagnie Financière Tradition SA bearer shares on 3 June 2022 (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 2021 financial year.

4. Amendment of Article 5 of the Articles of Association - Authorised capital and conditional capital

Proposal of the Board of Directors

The Board of Directors proposes an increase in authorised share capital to enable the Board of Directors to increase the share capital within a period expiring 24 May 2024, by an amount not exceeding CHF 5,758,327.50, through the issuance of a maximum of 2,303,331 new bearer shares with a par value of CHF 2.50 each, fully paid up, by introducing as follows new paragraphs 2 and 3 of Article 5 of the Articles of Association to supersede the existing provisions which will become null and void following the expiry of the term of validity of the authorisation:0 }

Authorised share capital (Article 5, new paragraphs 2 and 3)

The Board of Directors shall be authorised, up to and including 24 May 2024, to increase the share capital by an amount not exceeding CHF 5,758,327.50, through the issuance of up to 2,303,331 new bearer shares with a nominal value of CHF 2.50 each, fully paid-up. The Board of Directors shall set the issue price.

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

5. Amendment of Article 7 of the Articles of Association – Form of shares

The Board of Directors proposes to amend Article 7 of the Articles of Association as follows:

<i>Present text</i>	
Deferred printing of share certificates	⁺Shares issued by the Company shall be signed by two members of the Board of Directors.

	²The Company may issue certificates covering several shares; such certificates may be changed at any time into smaller denominations or into a corresponding number of individual securities.
<i>Proposed new text</i>	
Form of shares	<p>Subject to the following paragraphs of this Article 7, the shares of the Company shall be issued in the form of uncertificated securities within the meaning of the Swiss Code of Obligations and intermediated securities within the meaning of the Federal Act on Intermediated Securities.</p> <p>Notwithstanding the foregoing, the Company may issue securities (individual certificates or global certificates) or convert securities into uncertificated securities or any other form, without the consent of shareholders. Shares that are issued in the form of individual or global certificates must be signed by two members of the Board of Directors. The signatures may be facsimiles.</p> <p>Shareholders have no absolute right to receive paper securities or to require that shares issued in one form be converted into another form. However, shareholders who are registered in the share register, respectively upon presentation of a title proving their possession, may at any time require the company to provide them free of charge with a certificate for the shares they hold.</p> <p>The Company may withdraw all or some of the shares from the custody system in which they are held.</p> <p>The transfer and the collateralisation of intermediated securities shall be governed exclusively by the provisions of the Federal Intermediated Securities Act. The transfer and the collateralisation of intermediated securities by means of a written assignment is excluded.</p>

6. Deletion of Articles 40 and 41 of the Articles of Association – Contributions in kind

The Board of Directors proposes to delete Articles 40 and 41 of the Articles of Association, in accordance with Article 628(4) of the Code of Obligations.

7. Aggregate compensation for Directors for the 2023 calendar year.

The Board of Directors proposes that shareholders approve the maximum aggregate compensation for Directors for the 2023 calendar year, namely CHF 290,000.

8. Aggregate compensation for members of the Executive Board for the 2023 calendar year.

The Board of Directors proposes that shareholders approve the maximum aggregate compensation for the members of the Executive Board for the 2023 calendar year, namely CHF 17,000,000.

9. Re-election and election of Directors

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

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

10. Re-election of the Chairman of the Board of Directors

The Board of Directors proposes that Mr Patrick Combes be re-elected as Chairman 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. Appointment of the Independent Auditors

The Board of Directors proposes that KPMG SA., in Lausanne, be appointed for a one-year term, terminating at the conclusion of the Annual General Meeting of Shareholders to be held in 2023 to approve the financial statements for the year ended 31 December 2022.

13. Re-appointment of the Independent Proxy

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

Documents

The Annual Report and the Auditors' Report for the 2021 financial year will be available to shareholders on the Company's website www.tradition.com, and at its General Secretariat, from 29 April 2022.

Mandatory delegation of powers in writing or electronically

Shareholders must obtain their Proxy Form no later than 20 May 2022 from Banque Cantonale Vaudoise, Credit (Suisse) AG, or UBS Switzerland AG. The cards will be issued upon presentation of an "avis de blocage" [retention notice] from a bank.

Shareholders may be represented by the Independent Proxy, Mr Martin Habs, notary in Lausanne, appointed by the Board of Directors, either (i) by mailing the original completed Proxy Form to him at the following address: Place Benjamin-Constant 2, Case postale 7140, CH-1002 Lausanne, or alternatively (ii) by scanning the completed Proxy Form and sending it electronically in PDF format to the following e-mail address: representant-independent-CFT@phcnot.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.

Shareholders wishing to submit questions, prior to the Annual General Meeting, can contact the company at the following address: actionnaire@tradition.ch or on +41 21 343 52 87.

Lausanne, 29 April 2022

Board of Directors

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