



COMPAGNIE FINANCIERE TRADITION SA  
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**Shareholders are invited to attend the  
ANNUAL GENERAL MEETING  
to be held at the Hotel Beau-Rivage Palace, Lausanne, on Thursday, 21 May 2026, 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 2025; 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 2025 financial year be approved.

**B. Explanatory note**

In accordance with Article 698 para. 2 nos. 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 2025**

**A. Proposal**

	<u>CHF</u> (CHF 000)
Retained earnings brought forward	56 095
Net profit for the period	61 929
Movements in the reserve for treasury shares <sup>1</sup>	49 447
Gain on disposal of treasury shares	87
Cancellation of treasury shares	-20 490
	<hr/>
Available earnings <sup>2</sup>	147 068

<sup>1</sup>In accordance with the revised Swiss Code of Obligations (in particular the amended Article 659a), the direct holding of treasury shares no longer requires the creation of a separate reserve, as treasury shares are recognised as a deduction from equity. Accordingly, the reserve for treasury shares in the amount of CHF 49,447,000 as at 31 December 2024 was fully released through retained earnings carried forward during the 2025 financial year.

<sup>2</sup>As at 31 December 2025, treasury shares of CHF 54,274,000 held by the Company come in reduction of the available earnings, resulting in an amount of CHF 92,794,000 available to the General Meeting for the appropriation of available earnings.

## 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 2026, entitles the bearer to a cash payment of CHF 7.50 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 21 May 2026, as well as at the General Meeting.

Compagnie Financière Tradition SA shares will trade ex-dividend as of 26 May 2026.

The dividend will be paid in cash on 28 May 2026 (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 20,166,755 by an amount of CHF 252,665 to CHF 19,914,090;
- 3.2 Execution of the capital reduction through the cancellation of 101,066 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 treasury shares repurchased under the ongoing share buyback program launched by the Company on 21 August 2023 on the second trading line.

The capital reduction through the cancellation of shares requires a creditor call, which will be published in the Swiss Official Gazette of Commerce and, in accordance with Article 653m of the Swiss Code of Obligations, a report issued by the statutory auditor, KPMG SA, confirming that creditors' claims remain fully covered notwithstanding the capital reduction. The auditor's report will be based on the outcome of the creditor call and on the Company's financial statements. The Board of Directors will inform the General Meeting of the results if the auditor's confirmation is available at the date of the General Meeting.

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

If the proposal is approved, the Board of Directors will implement the capital reduction by cancelling treasury shares, amend the Articles of Association accordingly, and register the capital reduction with the Commercial Register.

## **4. Introduction of a Capital Band**

### **A. Proposal**

The Board of Directors proposes that it be authorized to amend the share capital by specifying in the Company's Articles of Association the limits within which it may increase or reduce the share capital (capital band within the meaning of Articles 653s et seq. of the Swiss Code of Obligations) and, accordingly, to introduce the following new provisions into the Articles of Association:

## *Capital Band – new Article 5 paragraphs 3 and 4*

<sup>3</sup> “Until 20 May 2031, the Board of Directors is authorized to amend the share capital, in one or several steps, by increasing or reducing it within a capital band ranging from CHF 18,166,755 (lower limit) to CHF 25,166,755 (upper limit). The Board of Directors is thereby authorized to reduce the share capital by cancelling up to 800,000 treasury bearer shares with a nominal value of CHF 2.50 each, and to increase the share capital by issuing up to 2,000,000 new fully paid-in bearer shares with a nominal value of CHF 2.50 each. The Board of Directors shall determine the terms and conditions of the capital reduction, as well as the allocation of the reduction amount. It shall further determine the issue price, the date of issue, the type of contributions, the date from which the new shares shall carry dividend rights, and the other terms and conditions of the issuance of the new shares. The Board of Directors may permit, restrict or exclude the trading of subscription rights. Subscription rights not exercised within the prescribed period shall be at the disposal of the Board of Directors, which may allow them to lapse, place them at market conditions, or otherwise use them in the interest of the Company. Pre-emptive subscription rights acquired by contract shall be exercised under the same conditions as those applicable to the pre-emptive subscription rights of existing shareholders.

<sup>4</sup> The Board of Directors is authorized to withdraw or limit shareholders’ pre-emptive subscription rights in order to facilitate acquisitions or equity participations, or to raise funds swiftly and flexibly, where such transactions would be difficult or could not be carried out on favourable terms without the exclusion of the pre-emptive subscription rights of existing shareholders.”

### **B. Explanatory note**

The introduction of a capital band is intended to provide the Company with increased flexibility in terms of financing and capital structure. It will enable the Board of Directors to increase or reduce the share capital, in particular for the purpose of cancelling treasury shares repurchased under share buyback programs, within a predetermined range, without the need to convene a General Meeting for each such amendment, while safeguarding shareholders’ rights and complying with statutory creditor protection requirements. The introduction of the capital band and the capital reduction (item 3 of the agenda) will be registered simultaneously with the Commercial Register by the Board of Directors

## **5. 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 2025 financial year.

### **B. Explanatory note**

In accordance with Article 698 para. 2 no.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.

## **6. Advisory vote on the remuneration report for 2025**

### **A. Proposal**

The Board of Directors proposes that the remuneration report for the 2025 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.

## **7. Aggregate compensation for Directors for the 2027 calendar year**

### **A. Proposal**

The Board of Directors proposes that shareholders approve the maximum aggregate compensation for Directors for the 2027 calendar year, set at CHF 340,000.

### **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.

## **8. Aggregate compensation for members of the Executive Board for the 2027 calendar year**

### **A. Proposal**

The Board of Directors proposes that shareholders approve the maximum aggregate compensation for members of the Executive Board for the 2027 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.

## **9. 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:

- 9.1. Patrick Combes
- 9.2. Christian Baillet
- 9.3. Alain Blanc-Brude
- 9.4. Jean-Marie Descarpentries
- 9.5. Christian Goecking
- 9.6. Christophe Hémon
- 9.7. Marco Illy
- 9.8. Robert Pennone
- 9.9. François Brisebois

### **B. Explanatory note**

- 9.1 Patrick Combes has been a Board member and Chair of the Board since the AGM of 1997.
- 9.2 Christian Baillet has been a Board member since the AGM of 2023. He is also a member of the Audit Committee.
- 9.3 Alain Blanc-Brude has been a Board member since the AGM of 2021.
- 9.4 Jean-Marie Descarpentries has been a Board member since the AGM of 1997. He is also a member of the Audit Committee.
- 9.5 Christian Goecking has been a Board member since the AGM of 1997. He is also a member of the Remuneration Committee.
- 9.6 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
- 9.7 Marco Illy has been a Board member since the AGM of 2020.
- 9.8 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.
- 9.9 Mr. François Brisebois is the Chief Financial Officer of the Group since 2012.

## **10. 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.

## **11. 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:

11.1. Robert Pennone

11.2. 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.

## **12. 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.

## **13. 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 2027 to approve the accounts for the year ended 31 December 2026.

### **B. Explanatory note**

In accordance with Article 698 para. 2 no. 2 CO, it is incumbent on the General Meeting of Shareholders to appoint the independent auditor. KPMG SA has confirmed that it is a state-supervised audit firm (Art. 727b CO) and that it meets the independence requirements to carry out the proposed remit.

## **14. 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 no. 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.

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### **Documents**

Since 23 March 2026, the annual report, the audit report for the 2025 financial year, and the remuneration report have been made available to shareholders on the website [www.tradition.com](http://www.tradition.com) as well as at the Company's General Secretariat.

### **Attendance**

Shareholders must obtain their attendance cards no later than 15 May 2026 from Banque Cantonale Vaudoise, 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](mailto: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, 30 April 2026

**The Board of Directors**

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Une version française est également disponible sur ce site**