



**COMPAGNIE FINANCIERE TRADITION SA**  
Rue de Langallerie 11 – CH-1003 Lausanne  
Case postale 7559 – CH-1002 Lausanne  
Telephone 021 / 343 52 87  
Fax 021 / 343 55 00  
[www.tradition.com](http://www.tradition.com)  
[assemblee.generale@tradition.ch](mailto:assemblee.generale@tradition.ch)

**Invitation to the  
ANNUAL GENERAL MEETING**

**to be held at the registered office of the Company, Lausanne, on Wednesday, 19 May 2021, at 3.30 pm**

The current health crisis generated by the coronavirus, and the measures put in place by the Swiss Federal Council in Ordinance 3 (COVID-19), will seriously affect how we conduct our 2021 Annual General Meeting.

Protecting the health of our shareholders and employees is our number one priority. Therefore, the Board of Directors has decided on 11 March 2021, that **personal attendance at the Annual General Meeting will not be possible and voting rights may only be exercised through the Independent Proxy.**

**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 2020; 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 2020 financial year be approved.

**2. Appropriation of available earnings for 2020 and the reserve from capital contributions**

	<u>CHF</u> (CHF 000)
Retained earnings brought forward	77 431
Net profit for the year	27 808
Movements in the reserve for treasury shares	6 669
Available earnings	<hr/> 111 908
Legal reserve from capital contributions	16 443

**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. Upon presentation of coupon No. 26, each Compagnie Financière Tradition SA bearer share held at the close of trading on the day immediately preceding the ex-dividend date, scheduled for 21 May 2021, 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 7,624,385 shares (excluding treasury shares held by the Company at the date of the General Meeting).
2. Upon presentation of coupon No. 27, a dividend, to be deducted from the legal reserve from capital contributions, will be paid as follows : each Compagnie Financière Tradition SA bearer share held at the close of trading on the business day immediately preceding the ex-dividend date, scheduled for 21 May 2021, shall be allotted one bearer share of Compagnie Financière Tradition SA, from the holding of treasury shares, for every 75 No. 27 coupons 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 No. 27 coupons to enable them to obtain one Compagnie Financière Tradition SA share or who hold a number of No. 27 coupons representing less than a multiple of 75, shall receive a cash payment corresponding to one seventy-fifth of the Reference Price for each of their No. 27 coupons 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 the SIX Swiss Exchange for the 20 trading days immediately preceding the date of the General Meeting (e.g. from 20 April to 18 May 2021), less CHF 5.00 corresponding to the dividend paid in cash; the Reference Price shall be communicated on 18 May 2021 after 5.30 pm CET, 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 No. 27 coupons held, corresponding to one seventy-fifth of the Reference Price for each No. 27 coupon 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 21 May 2021, the ex-dividend date.

The total amount of the dividend and the retained earnings carried forward shall be determined and communicated after 5.30 pm CET on 18 May 2021, as well as at the General Meeting.

Swiss withholding tax of 35%, will only be calculated on and deducted from the 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 No. 26 and No. 27 coupon is not tradable.  
Compagnie Financière Tradition SA shares go ex-dividend on 21 May 2021.  
The dividend will be paid in cash and in Compagnie Financière Tradition SA bearer shares on 31 May 2021 (value date).

Holders of paper share certificates must deposit their shares in a bank custody account by 11 May 2021, if they wish to take advantage of the allotment of Compagnie Financière Tradition SA bearer shares for each 75 No. 27 coupons held. Should they fail to do so, they may only receive the dividend in cash corresponding to one seventy-fifth of the Reference Price for each of their No. 27 coupons.

### **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 2020 financial year.

### **4. Aggregate compensation for Directors for the 2022 calendar year.**

The Board of Directors proposes that shareholders approve the maximum aggregate compensation for Directors for the 2022 calendar year, namely CHF 370,000.

### **5. Aggregate compensation for members of the Executive Board for the 2022 calendar year.**

The Board of Directors proposes that shareholders approve the maximum aggregate compensation for the members of the Executive Board for the 2022 calendar year, namely CHF 17,000,000.

### **6. 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:

- 6.1.** Mr Patrick Combes
- 6.2.** Mr François Carrard
- 6.3.** Mr Hervé de Carmoy
- 6.4.** Mr Jean-Marie Descarpentries
- 6.5.** Mr Christian Goecking
- 6.6.** Mr Robert Pennone
- 6.7.** Mr Urs Schneider

- 6.8. Mr Eric Solvet
- 6.9. Mr Marco Illy
- 6.10. Mr Alain Blanc-Brude

**7. 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.

**8. Re-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 to office for a term of one year:

- 8.1. Mr François Carrard
- 8.2. Mr Christian Goecking

**9. Re-appointment of the Independent Auditors**

The Board of Directors proposes that Ernst & Young S.A., Lausanne, be re-appointed for a one-year term, terminating at the conclusion of the Annual General Meeting of Shareholders to be held in 2022 to approve the financial statements for the year ended 31 December 2021.

**10. 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.

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**Documents**

The Annual Report and the Auditors' Report for the 2020 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 28 April 2021.

**Mandatory delegation of powers in writing or electronically**

Due to the health situation, shareholders may only exercise their voting rights through the Independent Proxy.

Shareholders must obtain their Proxy Form no later than 14 May 2021 from Banque Cantonale Vaudoise, Credit (Suisse) AG, or UBS Switzerland AG. The cards will be issued upon deposit of the shares or 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](mailto: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](mailto:actionnaire@tradition.ch) or on +41 21 343 52 87.

Lausanne, 28 April 2021

**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