

# TWENTY TWO

## MINUTES

### OF THE ORDINARY GENERAL MEETING OF SWISSQUOTE GROUP HOLDING LTD

Translation of the original German text

**MINUTES OF THE ORDINARY GENERAL MEETING OF  
SWISSQUOTE GROUP HOLDING LTD**  
held on Thursday 6 May 2022 at 9:30 A.M.,  
in the premises of Swissquote Bank Ltd,  
subsidiary of Swissquote Group Holding Ltd,  
**Löwenstrasse 62, 8001 Zurich, Switzerland**

**PREAMBLE**

Markus Dennler, Chairman of the Board of Directors, opened the ordinary General Meeting of Swissquote Group Holding Ltd at 9:30 A.M., which, once again, was held without the attendance of shareholders in person based on Ordinance 3 on Measures to Combat the Coronavirus, as amended, and as mentioned in the invitation to the ordinary General Meeting.

**FORMAL STATEMENTS**

The ordinary General Meeting was convened by publication of the invitation to the ordinary General Meeting in the Swiss Official Gazette of Commerce (SOGC) of 12 April 2022, in which the agenda items and motions of the Board of Directors were set out as required by law and the Articles of Incorporation.

The invitation to the ordinary General Meeting was also sent by post to all the shareholders registered in the share register with voting rights.

The Chairman reminded that the 2021 Annual Report (consisting of the management report, the financial statements and consolidated financial statements), the Remuneration Report, the reports of the Auditor as well as the Corporate Governance Report and the Sustainability Report had been available for inspection at the Swissquote Group Holding Ltd's headquarters since 11 April 2022 and could also be downloaded from the Internet.

Mr Dennler nominated Mr Morgan Lavanchy, member of the Executive Management and Chief Legal Officer, as secretary.

The Chairman also stated that Mr Christophe Kratzer would attend by phone the ordinary General Meeting as representatives of the auditors, PricewaterhouseCoopers Ltd.

Mr Juan Carlos Gil of Zurich, attorney-at-law, was acting as independent voting proxy within the meaning of Article 8 of the Ordinance against Excessive Compensation in Listed Companies (OaEC).

Mr Dennler noted that no requests relating to the agenda had been received.

Mr Dennler therefore established that the ordinary General Meeting of Swissquote Group Holding Ltd held on this day had been duly convened and was quorate.

## **ATTENDANCE REPORT**

The Chairman provided the following information on attendance:

Out of a fully paid-in total share capital consisting of 15,328,170 registered shares, with a nominal value of CHF 0.20 each, and in application of COVID-19 Ordinance 3, the following were exclusively represented by the independent voting proxy Mr Juan Carlos Gil, attorney-at-law, within the meaning of Article 689c of the Swiss Code of Obligations:

- 9,635,398 shareholder votes with a nominal value of CHF 1,927,079.60. This corresponds to 85.25% of the shares carrying voting rights.

The Chairman also pointed out that:

The absolute majority was	4,817,700	votes
The qualified 2/3 majority was	6,423,599	votes

## **AGENDA ITEMS**

### **Agenda item 1: Annual Report and Remuneration Report for the financial year 2021**

#### **Agenda item 1.1: Approval of the Annual Report for the financial year 2021**

Votes represented:	9,567,429	
Absolute majority:	4,783,715	
Result:	9,497,322	votes in favour, corresponding to 99.26%
	9,278	votes against, corresponding to 0.10%
	60,829	abstentions, corresponding to 0.64%

The General Meeting thus followed the Board of Directors' proposal.

#### **Agenda item 1.2: Advisory vote on the Remuneration Report for the financial year 2021**

Votes represented:	9,567,429	
Absolute majority:	4,783,715	
Result:	8,532,083	votes in favour, corresponding to 89.18%
	1,026,923	votes against, corresponding to 10.73%
	8,423	abstentions, corresponding to 0.09%

The General Meeting thus followed the Board of Directors' proposal.

## Agenda item 2: Approbation of retained earnings, distribution of dividend in the amount of CHF 2.20 (gross) per share

Votes represented:	9,567,429	
Absolute majority:	4,783,715	
Result:	9,564,009	votes in favour, corresponding to 99.97%
	2,219	votes against, corresponding to 0.02%
	1,201	abstentions, corresponding to 0.01%

The General Meeting thus followed the Board of Directors' proposal.

## Agenda item 3: Discharge of the members of the Board of Directors and the Executive Management

Votes represented:	6,099,443	
Absolute majority:	3,049,722	
Result:	5,984,547	votes in favour, corresponding to 98.12%
	51,339	votes against, corresponding to 0.84%
	63,557	abstentions, corresponding to 1.04%

The General Meeting thus followed the Board of Directors' proposal.

## Agenda item 4: Elections

### Agenda item 4.1: Members of the Board of Directors and Chairman

a. Re-election of Mr Markus Dennler as a member and as Chairman of the Board of Directors

Votes represented:	9,567,429	
Absolute majority:	4,783,715	
Result:	9,391,349	votes in favour, corresponding to 98.16%
	171,197	votes against, corresponding to 1.79%
	4,883	abstentions, corresponding to 0.05%

The General Meeting thus followed the Board of Directors' proposal.

b. Re-election of Ms Monica Dell'Anna as a member of the Board of Directors

Votes represented:	9,567,429	
Absolute majority:	4,783,715	
Result:	9,543,361	votes in favour, corresponding to 99.75%
	19,313	votes against, corresponding to 0.20%
	4,755	abstentions, corresponding to 0.05%

The General Meeting thus followed the Board of Directors' proposal.

c. Re-election of Mr Beat Oberlin as a member of the Board of Directors

Votes represented:	9,567,429	
Absolute majority:	4,783,715	
Result:	9,310,379	votes in favour, corresponding to 97.31%
	248,961	votes against, corresponding to 2.60%
	8,089	abstentions, corresponding to 0.09%

The General Meeting thus followed the Board of Directors' proposal.

d. Re-election of Mr Jean-Christophe Pernollet as a member of the Board of Directors

Votes represented:	9,567,429	
Absolute majority:	4,783,715	
Result:	9,539,521	votes in favour, corresponding to 99.70%
	16,866	votes against, corresponding to 0.18%
	11,042	abstentions, corresponding to 0.12%

The General Meeting thus followed the Board of Directors' proposal.

e. Re-election of Mr Michael Ploog as a member of the Board of Directors

Votes represented:	9,567,429	
Absolute majority:	4,783,715	
Result:	9,292,743	votes in favour, corresponding to 97.13%
	267,908	votes against, corresponding to 2.80%
	6,778	abstentions, corresponding to 0.07%

The General Meeting thus followed the Board of Directors' proposal.

f. Election of Mr Paolo Buzzi as a member of the Board of Directors

Votes represented:	9,567,429	
Absolute majority:	4,783,715	
Result:	9,296,853	votes in favour, corresponding to 97.17%
	265,656	votes against, corresponding to 2.78%
	4,920	abstentions, corresponding to 0.05%

The General Meeting thus followed the Board of Directors' proposal.

g. Election of Ms Demetra Kalogerou as a member of the Board of Directors

Votes represented:	9,567,429	
Absolute majority:	4,783,715	
Result:	9,542,002	votes in favour, corresponding to 99.73%
	19,000	votes against, corresponding to 0.20%
	6,427	abstentions, corresponding to 0.07%

The General Meeting thus followed the Board of Directors' proposal.

**Agenda item 4.2: Members of the Remuneration Committee**

a. Re-election of Mr Beat Oberlin as a member of the Remuneration Committee

Votes represented:	9,567,429	
Absolute majority:	4,783,715	
Result:	7,498,260	votes in favour, corresponding to 78.37%
	2,062,621	votes against, corresponding to 21.56%
	6,548	abstentions, corresponding to 0.07%

The General Meeting thus followed the Board of Directors' proposal.

b. Re-election of Ms Monica Dell'Anna as a member of the Remuneration Committee

Votes represented:	9,567,429	
Absolute majority:	4,783,715	
Result:	9,245,731	votes in favour, corresponding to 96.64%
	317,075	votes against, corresponding to 3.31%
	4,623	abstentions, corresponding to 0.05%

The General Meeting thus followed the Board of Directors' proposal.

c. Election of Ms Demetra Kalogerou as a member of the Remuneration Committee

Votes represented:	9,567,429	
Absolute majority:	4,783,715	
Result:	9,516,373	votes in favour, corresponding to 99.47%
	45,389	votes against, corresponding to 0.47%
	5,667	abstentions, corresponding to 0.06%

The General Meeting thus followed the Board of Directors' proposal.

### Agenda item 4.3: Auditors

Re-election of PricewaterhouseCoopers Ltd, Pully, as auditors for the financial year 2022

Votes represented:	9,567,429	
Absolute majority:	4,783,715	
Result:	8,317,240	votes in favour, corresponding to 86.93%
	1,246,822	votes against, corresponding to 13.03%
	3,367	abstentions, corresponding to 0.04%

The General Meeting thus followed the Board of Directors' proposal.

### Agenda item 4.4: Independent proxy

Re-election of Mr Juan Carlos Gil, attorney-at-law, Zurich, as independent proxy

Votes represented:	9,567,429	
Absolute majority:	4,783,715	
Result:	9,563,394	votes in favour, corresponding to 99.96%
	1,199	votes against, corresponding to 0.01%
	2,836	abstentions, corresponding to 0.03%

The General Meeting thus followed the Board of Directors' proposal.

### Agenda item 5: Approval of the maximum total remuneration for the members of the Board of Directors and the Executive Management

#### Agenda item 5.1: Approval of the maximum total remuneration for the members of the Board of Directors from the 2022 ordinary General Meeting until the 2023 ordinary General Meeting

Votes cast (excluding abstentions)	9,523,504	
Absolute majority:	4'761'753	
Result:	9,447,681	votes in favour, corresponding to 99.21%
	75,823	votes against, corresponding to 0.79%

The General Meeting thus followed the Board of Directors' proposal.

**Agenda item 5.2: Approval of the maximum total remuneration for the members of the Executive Management for the financial year 2023**

Votes cast (excluding abstentions)	9,522,683	
Absolute majority:	4'761'342	
Result:	9,424,681	votes in favour, corresponding to 98.98%
	98,002	votes against, corresponding to 1.02%

The General Meeting thus followed the Board of Directors' proposal.

**QUESTIONS FROM SHAREHOLDERS**

The Chairman noted that a few shareholders asked why this ordinary General Meeting could not take place in a standard format. An answer taking over the explanations given in the Chairman's letter was sent to each of these shareholders.

**CLOSING REMARKS**

The Chairman declared the General Meeting closed at 10:05 A.M.