

Invitation

Annual General Meeting of
Swissquote Group Holding Ltd

Friday 10 May 2019, at 10:30 a.m.

Park Hyatt Zurich
Beethoven-Strasse 21
8002 Zurich

**INVITATION
TO THE ANNUAL GENERAL MEETING
OF SWISSQUOTE GROUP HOLDING LTD**

Translation of the original French text

Friday 10 May 2019, 10:30 a.m.
(Doors open at 10:00 a.m.)

at the Park Hyatt Zurich, Beethoven-Strasse 21, CH-8002 Zurich

AGENDA

1. Annual Report and Remuneration Report for the financial year 2018

1.1 Approval of the Annual Report for the financial year 2018

Motion: The Board of Directors proposes that the Annual Report, consisting of the Management Report, the financial statements of Swissquote Group Holding Ltd and the consolidated financial statements of the Group for the financial year 2018, taking note of the reports of the Auditor, be approved.

1.2 Advisory vote on the Remuneration Report for the financial year 2018

Motion: The Board of Directors proposes that the Remuneration Report for the financial year 2018, taking note of the report of the Auditor, be approved in an advisory vote.

Explanation: The Remuneration Report sets out the principles governing the remuneration of the Board of Directors and the Executive Management, and shows effective remuneration for the financial year 2018, along with a comparison of the same with the maximum total remuneration amounts approved by the Annual General Meetings held in previous years. The vote is not binding.

2. Appropriation of retained earnings, distribution of dividend

Motion: The Board of Directors proposes to appropriate available retained earnings as at 31 December 2018 as follows:

Available retained earnings as at 31 December 2018	CHF	197'935'894
Gross dividend for the financial year 2018 in the amount of CHF 1.– per share	CHF	(15'328'170) *
Retained earnings to be carried forward	CHF	182'607'724 *

** The amounts stated here are based on share capital as at 31 December 2018 and may change until 13 May 2019 due to the exercise of stock options issued (employee stock options, for instance), or due to changes in the number of treasury shares. Treasury shares confer no right to dividends.*

Explanation: If this motion passes, as of 16 May 2019 (payment date), net proceeds of CHF 0.65 per share (i.e. after deduction of 35% withholding tax) will be paid. The last trading day on which shares may be traded with entitlement to receive the dividend is 13 May 2019. The shares will be traded ex-dividend as of 14 May 2019.

3. Discharge of the members of the Board of Directors and the Executive Management

Motion: The Board of Directors proposes that the discharge of the members of the Board of Directors and the Executive Management for the financial year 2018 be granted.

4. Elections

4.1 Members of the Board of Directors and Chairman

Explanation: Except Mr. Mario Fontana, all members of the Board of Directors will present for re-election.

Motion: The Board of Directors proposes to elect or re-elect the following persons, each of them individually, for a one-year term of office until the end of the next Annual General Meeting:

- a. Mr. Markus Dennler as a member (re-election) and as Chairman of the Board of Directors (election)
- b. Mr. Martin Naville as a member (re-election)
- c. Mr. Jean-Christophe Pernolet as a member (re-election)
- d. Mr. Beat Oberlin as a member (re-election)
- e. Ms. Monica Dell'Anna as a member (re-election)

4.2 Remuneration Committee

Motion: The Board of Directors proposes to elect or re-elect the following persons as members of the Remuneration Committee, each of them individually, for a one-year term of office until the end of the next Annual General Meeting:

- a. Mr. Beat Oberlin (election)
- b. Ms. Monica Dell'Anna (re-election)

Explanation: Subject to his election, the Board of Directors intends to appoint Mr. Beat Oberlin as Chairman of the Remuneration Committee. In this case, he will resign from the Audit & Risk Committee. Mr. Martin Naville, who was elected to the Remuneration Committee during the Annual General Meeting 2018, will not stand for re-election and will be a member of the Audit & Risk Committee.

4.3 Auditors

Motion: The Board of Directors proposes to re-elect PricewaterhouseCoopers Ltd, Pully, as Auditors for the financial year 2019.

4.4 Independent proxy

Motion: The Board of Directors proposes to re-elect Mr. Juan Carlos Gil, attorney-at-law, Zurich, as an independent proxy for a one-year term of office until the end of the next Annual General Meeting.

5. **Approval of maximum total remuneration for the members of the Board of Directors and the Executive Management**

5.1 **Approval of maximum total remuneration for the members of the Board of Directors from the 2019 Annual General Meeting until the 2020 Annual General Meeting**

Motion: The Board of Directors proposes to approve an amount of CHF 870,000 as the maximum total remuneration for the members of the Board of Directors from the 2019 Annual General Meeting until the 2020 Annual General Meeting.

Explanation: The maximum total remuneration amount submitted for approval is based on a Board of Directors with five members, and includes the remuneration components stated in the Articles of Incorporation as well as a CHF 100,000 reserve for any special tasks requiring additional remuneration. The remuneration components are explained in additional detail in the Remuneration Report 2018, and the maximum total amount of remuneration has been calculated in accordance with the principles set out in the said report.

5.2 **Approval of maximum total remuneration for the members of the Executive Management for the financial year 2020**

Motion: The Board of Directors proposes to approve an amount of CHF 6,350,000 as the maximum total remuneration for the members of the Executive Management for the financial year 2020.

Explanation: The maximum total remuneration amount submitted for approval is based on an Executive Management with eight members, and includes the remuneration components reflected in the Articles of Incorporation. These remuneration components are explained in additional detail in the Remuneration Report 2018, and the maximum total amount of remuneration has been calculated in accordance with the principles set out in the said report. Due to the enlargement of the Executive Management in March 2019, the supplementary amount pursuant to Art. 14^{bis} para. 6 of the Articles of Incorporation may have to be used for the financial year 2019.

ADDITIONAL INFORMATION

Annual Report 2018

The Annual Report 2018, comprising the Management Report, financial statements and consolidated financial statements, the Corporate Governance Report, the Remuneration Report and the reports of the Auditor, will be available for inspection at the head office of Swissquote Group Holding Ltd, Chemin de la Crétaux 33, Gland, Switzerland, from 15 April 2019. The Annual Report 2018 is also available on the Internet at www.swissquote.com under "Company/Investors Relation/Financial Reports". The report will be sent to the shareholders registered in the share register upon written request.

Reply form and admission card

Shareholders registered in the share register with voting rights on 7 May 2019 are entitled to participate and cast votes at the Annual General Meeting. No entries will be made in the share register from 8 May 2019 up to and including the day of the Annual General Meeting.

All shareholders registered in the share register with voting rights receive a reply form together with the invitation to attend the Annual General Meeting. Shareholders are requested to return the completed and signed reply form as soon as possible to ShareCommService AG, Europastrasse 29, CH-8152 Glattbrugg.

Starting on 25 April 2019, admission cards and voting materials will be sent out on the basis of the registrations received by ShareCommService AG. Admission cards that have been issued will lapse and must be returned if the shares are sold before the Annual General Meeting.

Proxy

Shareholders have the opportunity to be represented at the Annual General Meeting as follows:

- By a person of their choice: Shareholders request an admission card, which is to be handed over to the proxy with a written power of attorney; or

- By the independent proxy Mr. Juan Carlos Gil, attorney-at-law, LL.M., Jegher Gil, Waldmannstrasse 6, CH-8001 Zurich. Unless specific instructions to the contrary are given, the independent proxy will vote to pass the proposals of the Board of Directors.

Motions by shareholders regarding individual agenda items are only admissible if they are submitted by the shareholders themselves or by their authorized representative at the Annual General Meeting. The independent proxy cannot act as an authorized representative in this sense.

Shareholders are asked to complete the reply form according to the above, sign it and send it to ShareCommService AG, Europastrasse 29, CH-8152 Glattbrugg.

Use of the online platform

Swissquote Group Holding Ltd provides its shareholders with an online platform developed by ShareCommService AG. Shareholders registered in the share register with voting rights can use this platform to order an admission card or to grant a power of attorney and issue instructions to the independent proxy. Moreover, the platform allows users to order the Annual Report 2018.

The information required for individual access to the online platform is printed on the reply form. Shareholders may grant powers of attorney and issue instructions to the independent proxy via the online platform until 8 May 2019 at 12:00 noon.

Conduct of the Annual General Meeting

The Annual General Meeting is conducted primarily in German. Projector screen presentations concerning the agenda items are in German and French, and the presentation of the Annual Report 2018 is in English.

The Board of Directors

www.swissquote.com

Geneva – Zurich – Bern – London – Luxembourg – Malta – Dubai – Hong Kong