



TX Group Ltd
Board of Directors

General Shareholders' Meeting 2024

To the shareholders of TX Group Ltd

Zurich, 14 March 2024

Ladies and Gentlemen,

It is our pleasure to invite you to the

2024 Ordinary General Shareholders' Meeting of TX Group Ltd

on Friday, 19 April 2024, 15.00 hours at the Kongresshaus, Claridenstrasse 5, 8002 Zurich.

Registration begins at 14.00 hours, and the hall opens at 14.40 hours. Please note to use entrances G and K, which lead to the garden halls (see location plan).

Electronic voting devices will be used at the meeting. You can find a form in the enclosure that will give you access to the electronic platform through which you can issue proxies and instructions to the independent representative of voting rights. Enclosed is also a summary of the amendments to the statutes, which are dealt with under agenda item 6.

Agenda items and motions of the Board of Directors

1. Annual report, consolidated financial statements and annual financial statements 2023 (as of 31 December 2023), auditor's reports

Motion

The Board of Directors proposes that the auditor's reports be acknowledged and that the annual report, the consolidated financial statements, and the annual financial statements for 2023 be approved.

Comments

Revenue increased by 6.2 per cent year-on-year to CHF 982.5 million, which is mainly due to the acquisition of the out-of-home advertising company Clear Channel Switzerland. Excluding the effects of changes in the scope of consolidation, revenue would have fallen by around 2 per cent to CHF 907.3 million. Advertising revenue increased by 31 per cent to CHF 331.5 million, partly thanks to the takeover. The slowdown in the job market had a negative impact on the business performance of JobCloud, in which the TX Group holds a half interest and is fully consolidated. Revenue from Classifieds & Services therefore fell to CHF 238.3 million (-3.5 per cent). Paid Media recorded a decline in subscription and single sales of 1.8 per cent to CHF 226.8 million, and commercialization revenues, which are generated exclusively in the Goldbach segment, also fell by 2.1 per cent to CHF 82.2 million. In the revenue mix, advertising revenue consequently increased significantly and now accounts for around a third, while Classifieds & Services revenue and subscription and single sales each account for around a quarter. At almost 58 per cent, the digital share of revenue remained at the previous year's level.

The operating result and margins increased significantly compared to the previous year. The positive development of the SMG Swiss Marketplace Group, in which the TX Group holds a 30 per cent stake, was a decisive factor. In addition, the discount rate for pension provisions was adjusted at the beginning of 2023, resulting in significantly lower expenses. The cost of materials and third-party services also decreased. In actual terms, the operating result before depreciation and amortisation (EBITDA) increased by 70.4 per cent to CHF 211 million, while the corresponding margin rose to 21.5 per cent (previous year: 13.4 per cent). Operating profit before the effects of business combinations (EBIT b. PPA) amounted to CHF 122.6 million (+119 per cent) in the reporting year, with a margin of 12.5 per cent (previous year: 6 per cent). The operating result (EBIT) also increased significantly to CHF 71 million (previous year CHF 5.9 million) and the margin from 0.6 per cent to 7.2 per cent.

The parent company TX Group AG reported revenue of CHF 181.2 million for the 2023 financial year (previous year: CHF 196.9 million) and an operating result before depreciation and amortisation (EBITDA) of CHF 8.4 million (previous year: CHF 8.1 million). The operating result (EBIT) amounted to CHF -40.8 million (previous year: CHF 17.5 million).

In their reports to the Annual General Meeting, the auditors PricewaterhouseCoopers AG, Zurich, recommend that the 2023 consolidated financial statements and the 2023 annual financial statements of the parent company be approved.

2. Appropriation of net profit and determination of dividends

Motion

The Board of Directors proposes to the General Shareholders' Meeting to distribute a total amount of CHF 65.7 million or CHF 6.20 per share as dividend for the financial year 2023 of TX Group.

Comments

The dividend policy stipulates that 35% to 45% of free cash flow before M&A and after dividends to minority interests and repayment of lease liabilities be distributed as dividends.

Free cash flow before M&A activities increased significantly in 2023 and amounted to CHF 161.7 million (previous year: CHF 79.6 million). The increase is due in particular to the higher operating result and the positive impact from the change in net working capital. Distributions to minority shareholders increased by 70.5 per cent or CHF 28.7 million as a result of an interim dividend distributed for the first time. The repayment of lease liabilities increased significantly by 78.0 per cent to CHF 55.3 million, mainly due to the acquisition of Clear Channel Switzerland. Based on this, the Board of Directors proposes to the Annual General Meeting the payment of an ordinary dividend of CHF 2.00 per share.

In addition, the Board of Directors is proposing a special dividend of CHF 4.20 per share from the cash inflow in connection with the establishment of the SMG Swiss Marketplace Group. The special dividend totaling 135 millions of Swiss francs was distributed over three years. If this proposal is accepted, the third and final part would be distributed.

If the Annual General Meeting approves this proposal, the dividend of 6.20 francs per share will be paid out on April 25, 2024, less withholding tax of 35 per cent.

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

Motion

The Board of Directors proposes that the members of the Board of Directors and the members of the Group Management be discharged in respect of their activities in the 2023 financial year.

4. Elections

4.1. Elections to the Board of Directors

4.1.1. Re-election of Pietro Supino as a member and Chairman of the Board of Directors

Motion

The Board of Directors proposes that Dr Pietro Supino be re-elected as a member and Chairman of the Board of Directors until the end of the next Ordinary General Shareholders' Meeting.

4.1.2. Re-election of Martin Kall as a member of the Board of Directors

Motion

The Board of Directors proposes that Mr. Martin Kall be re-elected as a member of the Board of Directors until the end of the next Ordinary General Shareholders' Meeting. Martin Kall shall remain as Vice President and Lead Director.

4.1.3. Re-election of Pascale Bruderer as a member of the Board of Directors

Motion

The Board of Directors proposes that Ms. Pascale Bruderer be re-elected as a member of the Board of Directors until the end of the next Ordinary General Shareholders' Meeting.

4.1.4. Re-election of Stephanie Caspar as a member of the Board of Directors

Motion

The Board of Directors proposes that Dr Stephanie Caspar be re-elected as a member of the Board of Directors until the end of the next Ordinary General Shareholders' Meeting.

4.1.5. Re-election of Claudia Coninx-Kaczynski as a member of the Board of Directors

Motion

The Board of Directors proposes that Ms. Claudia Coninx-Kaczynski be re-elected as a member of the Board of Directors until the end of the next Ordinary General Shareholders' Meeting.

4.1.6. Re-election of Sverre Munck as a member of the Board of Directors

Motion

The Board of Directors proposes that Dr Sverre Munck be re-elected as a member of the Board of Directors until the end of the next Ordinary General Shareholders' Meeting.

4.1.7. Re-election of Konstantin Richter as a member of the Board of Directors

Motion

The Board of Directors proposes that Mr. Konstantin Richter be re-elected as a member of the Board of Directors until the end of the next Ordinary General Shareholders' Meeting.

4.2. Elections to the Compensation Committee

4.2.1. Re-election of Martin Kall as a member of the Compensation Committee

Motion

The Board of Directors proposes that Mr. Martin Kall be re-elected as a member of the Compensation Committee until the end of the next General Shareholders' Meeting. Mr. Martin Kall shall remain Chairman of the Compensation Committee.

4.2.2. Re-election of Pascale Bruderer as a member of the Compensation Committee

Motion

The Board of Directors proposes that Ms. Pascale Bruderer be re-elected as a member of the Compensation Committee until the end of the next Ordinary General Shareholders' Meeting.

4.2.3. Re-election of Claudia Coninx-Kaczynski as a member of the Compensation Committee

Motion

The Board of Directors proposes that Ms. Claudia Coninx-Kaczynski be re-elected as a member of the Compensation Committee until the end of the next Ordinary General Shareholders' Meeting.

4.3. Re-election of Gabriela Wyss as independent representative of voting rights

Motion

The Board of Directors proposes that Dr iur. Gabriela Wyss, Attorney at Law, Zurich, be re-elected as Independent Representative of Voting Rights until the end of the next General Shareholders' Meeting.

4.4. Re-election of PricewaterhouseCoopers Ltd as auditors

Motion

The Board of Directors proposes the re-election of PricewaterhouseCoopers Ltd as the auditors for the 2024 financial year.

5. Total remuneration to the Board of Directors and Group Management

5.1. Total remuneration to the Board of Directors for the 2023 financial year

Motion

The Board of Directors proposes that the total remuneration to the members of the Board of Directors for the 2023 financial year in the amount of CHF 2'398'742 approved.

Comments

Details are provided in the compensation report on pages 36 et seq. of the Annual Report.

5.2. Total fixed remuneration to the Group Management for the 2023 financial year

Motion

The Board of Directors proposes that the total fixed remuneration to the members of the Group Management for the 2023 financial year in the amount of CHF 1'544'307 be approved.

Motion

Details are provided in the compensation report on pages 36 et seq. of the Annual Report.

5.3. Total variable remuneration to the Group Management for the 2023 financial year

Motion

The Board of Directors proposes that the total variable remuneration to the members of the Group Management for the 2023 financial year in the amount of CHF 418'783 be approved.

Comments

Details are provided in the compensation report on pages 36 et seq. of the Annual Report.

6. Revision of the Articles of Association

The Board of Directors proposes that the Articles of Association be adapted to the new company law entered into force on 1 January 2023, and that certain other provisions be updated. The Articles of Association shall also be amended editorially.

The text of the proposed revised Articles of Association can be found in the annex, with the amendments shown in red. The content-related changes are additionally marked in yellow. All other changes are of a purely editorial nature and are not explained further below.

Only the German version of the Articles of Association is legally binding; the English version is an unofficial translation and is not affected by the editorial amendments due to linguistic peculiarities. The currently valid version of the Articles of Association is available on the website of TX Group AG (www.tx.group/statuten).

6.1. Provision regarding sustainability

Proposal

The Board of Directors proposes to amend Art. 2 para. 1 of the Articles of Association.

Explanatory notes

To reinforce the importance of creating sustainable value for TX Group, the Board of Directors proposes incorporating sustainability in the Articles of Association.

In accordance with Art. 14 para. 4 of the current Articles of Association, a change in the purpose of the Company must be approved by at least two-thirds of the votes represented and an absolute majority of the nominal value of the shares represented.

6.2. Provisions regarding share capital and shares, Board of Directors, remuneration and related matters and other provisions of the Articles of Association

Proposal

The Board of Directors proposes to amend Art. 5 and 6, Art. 18, 20 and 21, Art. 26 and 31 as well as Art. 25, 35 (incl. marginal title to Art. 35 and Title V) and Art. 37 (incl. marginal title and Title VII).

Explanatory notes

Art. 5 para. 4 states that persons shall be entered into the share register as shareholders with voting rights, provided that they expressly declare that they have acquired the shares in their own name and on their own account. The provision is supplemented in accordance with the revised company law. This is intended to reduce the misuse of securities lending and similar legal transactions to influence votes and elections at the General Meeting. In addition, in accordance with the wording of the new law, it clarifies that the request for entry in the share register may be made by the bank.

Art. 6 regulates the subscription right in case of an increase in the share capital and the issue of new shares and stipulates in the last sentence of para. 2 that no one may be advantaged or disadvantaged in an improper manner. In line with the revised wording of Art. 652b para. 4 CO, this sentence is to be clarified.

The term "secretary" no longer exists in the revised law, which is why the corresponding sentence in Art. 18 of the Articles of Association will be deleted. Regardless of the formal implementation of the revised law, the Board of Directors also plans to appoint a secretary in the future.

The language of Art. 20 para. 3 of the Articles of Association will be adapted to the revised company law, which sets less stringent formal requirements for resolutions of the Board of Directors.

Art. 20 para. 4 of the Articles of Association stipulates that the minutes of the Board of Directors must be signed by the person taking the minutes (previously the secretary).

In Art. 21 para. 1 of the Articles of Association, the non-transferable and inalienable duties of the Board of Directors are adapted to the new legal provisions (compilation of the report on non-financial matters in accordance with Art. 964c CO and filing an application for a debt restructuring moratorium).

In the event that the general meeting votes prospectively on the remuneration of the Management Board the current Articles of Association provide for an additional amount in Art. 26 para. 2. This provision is adapted to the revised legal provision, which is why the end of the sentence in para. 2 is to be deleted.

In accordance with the provisions of the new law, the new para. 5 of Art. 26 of the Articles of Association stipulates a mandatory advisory vote by the General Meeting on the remuneration report if the variable remuneration is voted on prospectively. As long as TX Group continues to vote on remuneration retrospectively, an advisory vote is not necessary.

The provision on the number of authorised external activities (appointments) of the Board of Directors and the Management Board is set out in Art. 31 of the Articles of Association. The revised company law redefines the term "activities". Activities in comparable positions in other undertakings with commercial objects are relevant. This leads to an amendment of Art. 31 para. 4 of the Articles of Association.

The revised company law stipulates that the external auditor can only be removed by the General Meeting for good cause. Art. 25 para. 1 must therefore be adapted to the new legal regulation.

Due to the revised company law, the provision on the profit allocation and reserves in Art. 35 must be amended. The Board of Directors proposes a more open wording, which leads to an adaptation of the marginal title to Art. 35 and Title V.

The revised company law now stipulates that the form of communications with its shareholders must be included in the Articles of Association. Title VII and Art. 37 must therefore be amended accordingly.

6.3. Provisions regarding General Meeting

Proposal

The Board of Directors proposes to amend Art. 8, 9, 10, 11, 14, 15 and 16.

Explanatory notes

Among other things, the new law has strengthened the minority rights of shareholders. The threshold for the right to convene an Extraordinary General Meeting was lowered from 10 per cent to 5 per cent of the share capital or votes. This leads to adjustments in Art. 8 of the Articles of Association.

Revised company law contains slight adjustments to the content of the notice convening the General Meeting. Art. 9 para. 2 is to be adapted accordingly.

Under the revised law, shareholders only have a right to receive the annual report, the remuneration report and the audit reports if these are not accessible electronically. This shall be clarified in Art. 9 para. 3 of the Articles of Association.

Art. 10 of the Articles of Association regulates the agenda and the right to table motions. The threshold for adding items on the agenda is adapted in para. 1 to the revised legal provision, which now stipulates a percentage of 0.5 per cent of the share capital or votes instead of CHF 1 million before. The same threshold applies to the new possibility of including motions relating to items on the agenda in the notice convening meeting; this is reflected in the new para. 2. A brief explanation can be submitted with the agenda or the motions at least 60 days before the General Meeting, which is reflected in the new para. 3 and amended para. 4 (former para. 1). Para. 5 (former para. 2) of Art. 10 of the Articles of Association has been adapted to the revised wording of the law.

The list of powers of the general meeting as the supreme governing body of the Company in Art. 11 of the Articles of Association is adapted to the new legal provisions pursuant to Art. 698 para. 2 CO and supplemented accordingly.

Art. 14 of the Articles of Association is to be adapted to the new legal provisions of Art. 703 and Art. 704 para. 1 CO. On the one hand, this means that elections and votes should now be based on a simple majority and no longer on an absolute majority, which makes the previous additional provision for elections obsolete. Art. 14 para. 1 should therefore be amended and Art. 14 para. 2 deleted. On the other hand, the list of resolutions requiring a two-thirds majority in the previous Art. 14 para. 4 (new Art. 14 para. 3) should be adapted to the new legal provisions pursuant to Art. 704 para. 1 CO.

The Board of Directors proposes to implement the basis for hybrid or virtual General Meetings in Art. 15 of the Articles of Association and to take account of the new digital possibilities. Art. 15 therefore additionally provides that the Board of Directors may hold the General Meeting at various locations at the same time and/or enable shareholders to exercise their rights electronically (hybrid General Meeting). Alternatively, the Board of Directors may hold the General Meeting without a physical venue (virtual General Meeting).

The minimum content of the minutes of the General Meeting should be adapted to the new legal provisions pursuant to Art. 702 para. 2 CO. Art. 16 para. 3 of the Articles of Association is to be amended accordingly.

6.4. Editorial amendments

Proposal

The Board of Directors proposes to amend Art. 4, 12, 13, 17, 19, 22 and 28.

Explanatory notes

These are strictly editorial amendments, which are shown in red (without yellow marking). The English, unofficial translation of the Articles of Association is not affected by the editorial changes.

7. Sustainability report 2023 (non-financial matters)

Motion

The Board of Directors proposes that the Sustainability Report 2023 be approved.

Comments

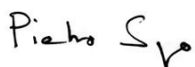
TX Group's most important impact on sustainability is its contribution to society. This contribution is a direct result of the Group's business strategy and daily work. Thanks to its independence and professional journalistic offerings, TX Group enables those interested to form their own opinions. In 2023, 64% of all people aged 15 and over in Switzerland used the journalism of the media companies Tamedia and 20 Minuten, which belong to the TX Group, several times a week. The journalistic products reach at least 55% of the population in every municipality in Switzerland, regardless of size and location. The distribution of our journalists' places of residence shows that they have a broad base throughout Switzerland.

Employees are essential to the sustainable development of TX Group. The Group promotes equality and a respectful corporate and working culture. 39 per cent of employees are female, and the proportion of women in top management (Group Management and Executive Board) is 29 per cent. Three out of seven members of TX Group's highest supervisory body, the Board of Directors, are women, which corresponds to 43 per cent.

TX Group is committed to the responsible use of natural resources. Greenhouse gas emissions fell by 5 per cent to 76,748 t CO₂e (Scope 1-2-3) in 2023; around 80 per cent of emissions are attributable to the printing of the company's own media products and printing orders for third parties.

8. Other Topics

For the Board of Directors



Dr. Pietro Supino
Chairman

Enclosures: Registration with LOGIN as well as reply card and annex "Amendments to the Statutes"

Organisational Information

Company Report, Auditor's Reports

The company report, containing the annual report, the compensation report, the annual financial statements and the consolidated financial statements for the period ending 31 December 2023, as well as the external auditor's reports, are available as of 14 March 2024 to our shareholders for consultation at our registered office's reception (TX Group Ltd, Werdstrasse 21, 8004 Zurich).

The full company report is available on the website of TX Group Ltd for download at www.tx.group. This also applies to the sustainability report.

Admission ticket, voting documents and representation

Shareholders entered in the share register as being eligible to vote will receive a registration card (with proxy form, see below) together with the invitation to the General Shareholders' Meeting. We kindly ask you to return the registration card by 16 April 2024. The admission tickets and the voting documents will be mailed by the Computershare Switzerland Ltd share registry upon receipt of the registration.

Eligibility to attend and vote at the General Shareholders' Meeting

The shareholders entered in the share register as being eligible to vote by 11 April 2024 are entitled to attend the General Shareholders' Meeting on Friday, 19 April 2024. The share register will be closed on 11 April 2024 at 13.00 hours. Any unregistered shareholders and accompanying persons may attend the General Shareholders' Meeting, without voting rights, using a guest card.

Personal attendance at the General Shareholders' Meeting

To be admitted to the General Shareholders' Meeting, the admission ticket as well as the voting cards or the visitor's card must be presented. The admission windows will open at 14.00 hours.

Early departure from the General Shareholders' Meeting

If you need to leave the General Shareholders' Meeting early, we kindly ask you to hand in your electronic voting device at the exit so that we may correctly determine shareholder presence.

Representation

Shareholders may be represented at the General Shareholders' Meeting by their legal representative, by a third party who is not a shareholder, or by the independent representative of voting rights, Dr iur. Gabriela Wyss, attorney at law, Freigutstrasse 22, 8002 Zurich. The independent representative of voting rights will vote according to your instructions. If no instructions have been provided, she will vote in favour of the Board of Directors' proposals. If Dr iur. Gabriela Wyss is unable to attend, the Board of Directors will appoint a substitute.

The proxy may be granted in writing using the proxy form on the registration card or the admission ticket, or electronically in accordance with the enclosed information and log-in details. If proxies are granted, it is not possible to personally exercise the voting rights at the General Shareholders' Meeting. Electronic participation or any changes to electronically submitted instructions are possible until 17 April 2024 at 23.59 hours latest.

Situation plan General Shareholders' Meeting 2024

**Zurich Convention Center
Claridenstrasse 5
8002 Zurich**

Arrival by public transport

Zurich Airport

S-Bahn or IC in the direction of Zurich Main Station, then continue from «Zurich Main Station»

Zurich Main Station

- Tram no. 7 direction Wollishoferplatz
- Tram no. 10 or 13 direction Bahnhof Enge / Albisgütli to Stockerstrasse, then approx. 5 minutes on foot
- Tram no. 11 direction Rehalp to Bürkliplatz, then approx. 4 minutes on foot

Zurich Enge

- Tram no. 7 direction Bahnhof Stettbach
- Tram no. 10 direction Zurich Airport to Stockerstrasse, then approx. 5 minutes on foot

Zurich Stadelhofen

- Tram no. 8 direction Hardturm
- Tram no. 11 direction Auzelg to Bürkliplatz, then approx. 4 minutes on foot

Zurich Bellevue

- Tram no. 2 direction Geissweid
- Tram no. 5 direction Laubegg
- Tram no. 9 direction Heuried
- Tram no. 11 direction Auzelg to Bürkliplatz, then approx. 4 minutes on foot

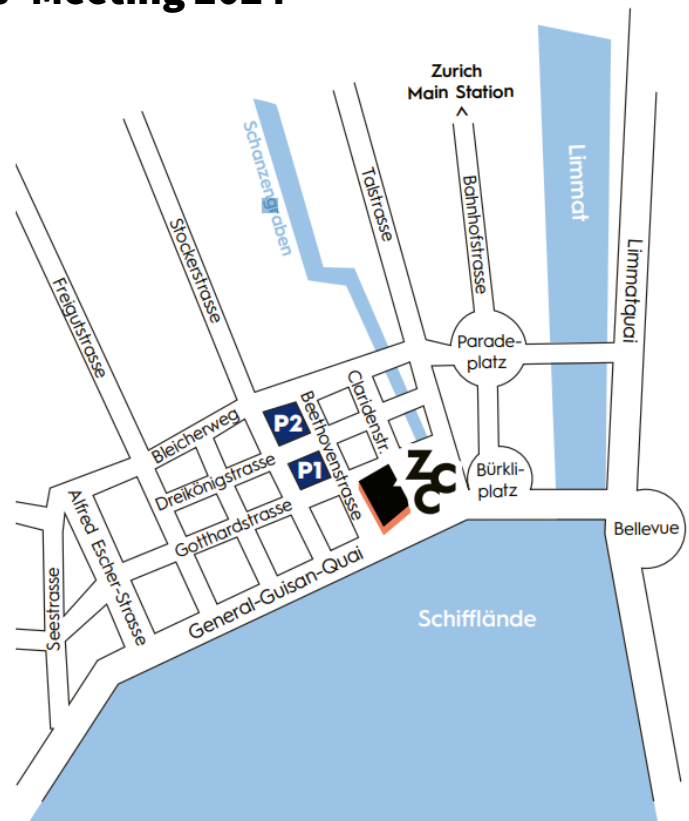
Parking spaces

In walking distance to the Zurich Convention Center you will find the following car parks:

- Parking garage Park Hyatt Zurich (P1)
- Parking garage Bleicherweg (P2)

There are two other car parks in the area available:

- Parking garage Hohe Promenade (near Bellevue)
- Parking garage Opéra (near Bellevue)



Cutout Convention Center Zurich

