



TX Group Ltd
Board of Directors

General Shareholders' Meeting 2025

To the shareholders of TX Group Ltd

Zurich, 18 March 2025

Ladies and Gentlemen,

It is our pleasure to invite you to the

2025 Ordinary General Shareholders' Meeting of TX Group Ltd

on Friday, 11 April 2025, 15.00 hours at the Kongresshaus, Claridenstrasse 5, 8002 Zurich.
Registration begins at 14.00 hours (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 enclosed a form that will give you access to the electronic platform through which you can issue proxies and instructions to the independent representative of voting rights.

Agenda items and motions of the Board of Directors

1. Annual report, consolidated financial statements and annual financial statements 2024 (as of 31 December 2024), 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 2024 be approved.

Comments

Revenues decreased by 4.2 per cent year-on-year to CHF 941.5 million due to several factors: the uncertainty on the labour market had a negative impact on the business development of JobCloud (in which TX Group holds 50 per cent and which is fully consolidated), the weakness of the traditional

Swiss advertising market impacted 20 Minuten and Tamedia in particular. In addition, printing revenues declined due to lower paper prices and lower demand for printing services.

The operating result and margin fell significantly compared to the previous year. In addition to the decline in revenues, one-off effects in operating expenses had a negative impact on the result, which could not be offset by cost reductions. The operating income (EBIT) fell significantly to CHF 19.0 million (previous year: CHF 71.0 million) and the margin from 7.2 per cent to 2.0 per cent. The adjusted operating result (EBIT adj.) fell from CHF 143.6 million to CHF 103.5 million, and the margin from 14.6 per cent to 11.0 per cent.

In their reports to the Annual General Meeting, the auditors PricewaterhouseCoopers AG, Zurich, recommend that the 2024 consolidated financial statements and the 2024 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 50.9 million or CHF 4.80 per share as dividend for the financial year 2024 of TX Group.

Comments

TX Group's dividend policy is based on free cash flow.

If the Annual General Meeting approves this proposal, the dividend of 4.80 francs per share will be paid out on April 17, 2025, less withholding tax of 35 per cent.

3. Discharge of the members of the Board of Directors and the Group Management, the Group Chief Portfolio Officer, the Group Chief Operating Officer and the CEOs of 20 Minuten, Goldbach and Tamedia (Executive Team)

Motion

The Board of Directors proposes that the members of the Board of Directors and the members of the Executive Team be discharged in respect of their activities in the 2024 financial year.

4. Elections

4.1. Elections to the Board of Directors

Mr. Martin Kall does not stand for re-election.

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 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.

4.1.3. 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.

4.1.4. 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.

4.1.5. 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.

4.1.6. 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.

4.1.7. New election of Miriam Meckel as a member of the Board of Directors

Motion

The Board of Directors proposes that Dr Miriam Meckel be elected as a member of the Board of Directors until the end of the next Ordinary General Shareholders' Meeting. She is available for this mandate, subject to the approval of the University of St. Gallen.

Dr Miriam Meckel (D/1967) has been a professor for communication management at the University of St. Gallen since 2005. She is also co-founder and Executive Chairwomen of 'ada Learning', a European academy for transformation that supports organisations on their path to a sustainable digital future with offers for individual and collaborative growth. Prior to that, Miriam Meckel was editor-in-chief and publisher of WirtschaftsWoche at Handelsblatt Media Group. She was a Faculty Fellow at the Berkman Klein Center for Internet & Society for several years and was a visiting professor at Singapore Management University, the Université de Neuchâtel, Fordham University, New York and the University of Vienna. Miriam Meckel received the Cicero Speakers' Award in the science category, and has published books (most recently a standard work on the subject of artificial intelligence), journalistic articles and academic journal articles. Miriam Meckel was a member of the Tamedia Board of Directors from June 2022 until its cancellation in October 2024.

4.2. Elections to the Compensation Committee

4.2.1. 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.

4.2.2. 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.

4.2.3. New election of Stephanie Caspar as a member of the Compensation Committee

Motion

The Board of Directors proposes that Dr Stephanie Caspar be 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 the Group Management, the Group Chief Portfolio Officer, the Group Chief Operating Officer and the CEOs of 20 Minuten, Goldbach and Tamedia (Executive Team)

5.1. Total remuneration to the Board of Directors for the 2024 financial year

Motion

The Board of Directors proposes that the total remuneration to the members of the Board of Directors for the 2024 financial year in the amount of CHF 2'551'568 approved (incl. social benefits).

Comments

Details are provided in the compensation report on pages 41 et seq. of the Annual Report.

5.2. Total fixed remuneration to the Executive Team for the 2024 financial year

Motion

The Board of Directors proposes that the total fixed remuneration to the members of the Executive Team for the 2024 financial year in the amount of CHF 2'273'730 (incl. social benefits) be approved.

Motion

Details are provided in the compensation report on pages 41 et seq. of the Annual Report.

5.3. Total variable remuneration to the Executive Team for the 2024 financial year

Motion

The Board of Directors proposes that the total variable remuneration to the members of the Executive Team for the 2024 financial year in the amount of CHF 2'271'052 (incl. social benefits) be approved.

Comments

Details are provided in the compensation report on pages 41 et seq. of the Annual Report.

6. Sustainability report 2024 (non-financial matters)

Motion

The Board of Directors proposes that the Sustainability Report 2024 be approved.

Comments

Sustainability is a key priority at TX Group and is embedded in our business strategy. The focus is on social responsibility with a clear commitment to independent quality journalism as a prerequisite for a free and democratic society.

7. Other Topics

For the Board of Directors

Pietro Supino

Dr. Pietro Supino
Chairman

Enclosures: Registration with LOGIN as well as reply card

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 2024, as well as the external auditor's reports, are available as of 5 March 2025 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 8 April 2025. 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 3 April 2025 are entitled to attend the General Shareholders' Meeting on Friday, 11 April 2025. The share register will be closed on 3 April 2025 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

The admission ticket as well as the voting cards or the visitor's card must be presented to be admitted to the General Shareholders' Meeting. 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 9 April 2025 at 23.59 hours latest.

Situation plan General Shareholders' Meeting 2025

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

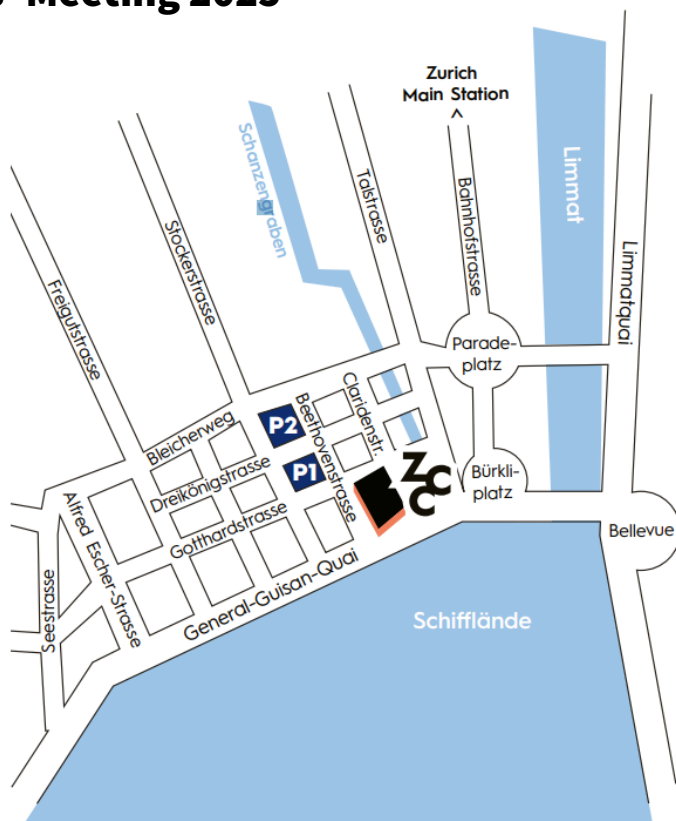
Parking spaces

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

