



TX Group Ltd
Board of Directors

General Shareholders' Meeting 2026

To the shareholders of TX Group Ltd

Zurich, 17 March 2026

Ladies and Gentlemen,

It is our pleasure to invite you to the

2026 Ordinary General Shareholders' Meeting of TX Group Ltd

on Friday, 10 April 2026, 15.00 hours at the SIX Convention Point, Pfingstweidstrasse 110, 8005 Zurich. Registration begins at 14.00 hours (the hall opens at 14.40 hours).

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 2025 (as of 31 December 2025), 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 2025 be approved.

Comments

Revenues decreased by 7.3 per cent year-on-year to CHF 873.1 million due to several factors: a demanding labour market for JobCloud, the continuous decline of the 'traditional' Swiss advertising market, a challenging environment for digital advertising brokerage and, decreasing print revenues, in part due to the closure of the printing center in Lausanne.

The operating result and margin increased compared to the previous year. In addition to rigorous cost management, 2025 was impacted significantly less by one-off effects. The adjusted operating result (EBIT adj.) was CHF 102.0 million, at the same level as the previous year's CHF 103.5 million, and the margin rose from 11.0 per cent to 11.7 per cent.

In their reports to the Annual General Meeting, the auditors PricewaterhouseCoopers AG, Zurich, recommend that the 2025 consolidated financial statements and the 2025 annual financial statements of the parent company and the compensation report 2025 be approved.

2. Sustainability report 2025 (non-financial matters)

Motion

The Board of Directors proposes that the Sustainability Report 2025 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.

3. 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 42.4 million or CHF 4.00 per share as dividend for the financial year 2025 of TX Group.

As the dividend will only be paid to shareholders registered on 10 April 2026, taking into account the number of treasury shares at the end of 2025, this would result in a distribution of CHF 41.1 million.

Comments

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

If the Annual General Meeting approves this proposal, the dividend of 4.00 francs per share will be paid out on April 16, 2026, less withholding tax of 35 per cent.

4. Discharge of the members of the Board of Directors and the Executive Management (in accordance with the Organisational Regulations)

Motion

The Board of Directors proposes that the members of the Board of Directors and the Executive Management be discharged in respect of their activities in the 2025 financial year.

5. Elections

5.1. Elections to the Board of Directors

Ms. Pascale Bruderer does not stand for re-election.

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

Motion

The Board of Directors proposes that Mr. 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.

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

Motion

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

5.1.3. 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.

5.1.4. Re-election of Miriam Meckel as a member of the Board of Directors

Motion

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

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

Motion

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

5.1.6. 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.

5.1.7. New election of Christian Osterland as a member of the Board of Directors

Motion

The Board of Directors proposes that Mr. Christian Osterland be elected as a member of the Board of Directors until the end of the next Ordinary General Shareholders' Meeting.

Christian Osterland (D/1991) has a proven track record in classifieds and marketplaces and has been with General Atlantic, a global financial investor with a focus on growth capital, since 2015. He previously worked in the Investment Banking division of J.P. Morgan in London. He completed his studies in Management and Technology at TUM, Munich.

5.2. Elections to the Compensation Committee

5.2.1. Re-election of Stephanie Caspar as a member of the Compensation Committee

Motion

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

5.2.2. 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.

5.2.3. New election of Christian Osterland as a member of the Compensation Committee

Motion

The Board of Directors proposes that Mr. Christian Osterland be elected as a member of the Compensation Committee until the end of the next Ordinary General Shareholders' Meeting.

5.3. 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.

5.4. Re-election of PricewaterhouseCoopers Ltd as auditors

Motion

The Board of Directors proposes the re-election of PricewaterhouseCoopers Ltd as the auditors for the 2026 financial year.

6. Total remuneration to the Board of Directors and the Executive Management

6.1. Total remuneration to the Board of Directors for the 2025 financial year

Motion

The Board of Directors proposes that the total remuneration to the members of the Board of Directors for the 2025 financial year in the amount of CHF 2'515'489 approved (incl. social benefits).

Comments

Details are provided in the compensation report (part of the annual report 2025).

6.2. Total fixed remuneration to the Executive Management for the 2025 financial year

Motion

The Board of Directors proposes that the total fixed remuneration to the members of the Executive Management for the 2025 financial year in the amount of CHF 3'927'330 (incl. social benefits) be approved.

Comments

Details are provided in the compensation report (part of the annual report 2025).

6.3. Total variable remuneration to the Executive Management for the 2025 financial year

Motion

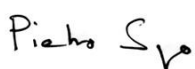
The Board of Directors proposes that the total variable remuneration to the members of the Executive Management for the 2025 financial year in the amount of CHF 1'306'432 (incl. social benefits) be approved.

Comments

Details are provided in the compensation report (part of the annual report 2025).

7. Other Topics

For the Board of Directors



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 2025, as well as the external auditor's reports, are available as of 18 March 2026 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 7 April 2026. 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 2 April 2026 are entitled to attend the General Shareholders' Meeting on Friday, 10 April 2026. The share register will be closed on 2 April 2026 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 8 April 2026 at 23.59 hours latest.

Situation plan General Shareholders' Meeting 2026

SIX ConventionPoint
Pfingstweidstrasse 110
8004 Zurich

Arrival by public transport

Zurich Airport

IC, Inter Regio or S-Bahn (S2/S16) to Zurich Main Station

Zurich Main Station

Tram no. 51 direction Bahnhof Altstetten N to Sportweg, then approx. 1 minute on foot

Zurich Altstetten

Tram no. 51 direction Zurich Seebach to Sportweg, then approx. 1 minute on foot

Zurich Hardbrücke

On foot or by bus 33 / 72 to Schiffbau.
Change to Tram no. 51 to Sportweg.



Parking spaces

- P Hard Turm Park (Pfingstweidstrasse 104), Entrance Hotel Sheraton
- P West (Förlibuckstrasse 151)
- P+R Hardturm (Bernerstrasse Süd 1)