

INVITATION

Dear Shareholders,

The Ordinary General Meeting of Shareholders will be held in accordance with article 12 ff. of the Articles of Association on Wednesday, May 8, 2024 at 10:00 a.m. (CEST), virtually, without physical presence of the shareholders.

Due to the lack of premises for several thousand shareholders in the Biel/Bienne area and the neighboring western Jura Arc, the Board of Directors has once again decided to hold the General Meeting with no venue and by electronic means in accordance with art. 701d para. 1 of The Code of Obligations (CO). The shareholders have therefore the possibility to grant powers of attorney and instructions to the independent voting representative either in writing or by electronic means in advance or to attend online the shareholders' meeting by electronic means over the internet.

AGENDA

1. Annual Report 2023

- 1.1 Annual Report of the Board of Directors for 2023
- 1.2 Financial Statements 2023 (Balance Sheet, Income Statement and Notes) and Consolidated Financial Statements 2023
- 1.3 Statutory Auditors' Reports
- 1.4 Approval of the said Reports and Financial Statements
- 1.5 Approval of the Report on non-financial matters (Sustainability Report 2023)

After having access to the reports, the Board of Directors recommends that the Ordinary General Meeting approves the Annual Report 2023 (Annual Report, Financial Statements and Consolidated Financial Statements) and the Report on non-financial matters (Sustainability Report 2023).

Short explanation: The Annual Report of the Board of Directors, the Financial Statements and the Consolidated Financial Statements 2023 as well as the Statutory Auditors' Reports are included in the Annual Report 2023. The Swatch Group achieved in the business year 2023 net sales of CHF 7'888m (+5.2% compared to the previous year) resulting in an operating profit of CHF 1'191m (+2.8% compared to the previous year). The equity thereby increased up to CHF 12'258m (+1.7% compared to the previous year) and the equity ratio to 86.1%. The Statutory Auditors' Reports confirm that the Financial Statements and the Consolidated Financial Statements 2023 are in accordance with the Swiss law and the Articles of Association of the company. With the introduction of art. 964a CO, The Swatch Group Ltd is obliged to prepare a Report on non-financial matters since the business year 2023. The Report on non-financial matters was prepared in accordance with the requirements of Art. 964b CO. The Statutory Auditors recommend to approve the Financial Statements and the Consolidated Financial Statements 2023.

2. Discharge of the Board of Directors and the Group Management Board

The Board of Directors recommends that the Ordinary General Meeting discharges all members of the Board of Directors and the Group Management Board for the activity during the business year 2023.

Short explanation: The Board of Directors has no knowledge about incidents or circumstances, which would be against a discharge of the Board of Directors and the Group Management Board for the business year 2023. Further information is available in the Annual Report 2023.

3. Resolution for the appropriation of the available earnings

The Board of Directors recommends that the Ordinary General Meeting appropriates the available earnings of CHF 615'432'451.75 (net income as of 31.12.2023 of CHF 574'658'477.35 plus profit carried forward from the previous year of CHF 40'773'974.40) as follows:

• Dividend on share capital of CHF 117'719'775.00		
CHF 1.30 per registered share with a par value of CHF 0.45	CHF	151'995'350.00
CHF 6.50 per bearer share with a par value of CHF 2.25	CHF	188'084'000.00
• Allocation to special reserve	CHF	250'000'000.00
• Balance carried forward	CHF	25'353'101.75
Total	CHF	<u>615'432'451.75</u>

Short explanation: In the opinion of the Board of Directors, the increase in turnover, the increase in net income and the high equity ratio of the company speak for the proposed increase of the dividend by 8.3% compared to the previous year. Further information is available in the Annual Report 2023.

The precise total amount of dividend payment depends on the number of shares outstanding and eligible to receive a dividend on May 10, 2024. The group does not pay dividends on treasury shares. The dividend will be paid out as from May 15, 2024. The last trading day giving rise to a dividend entitlement is May 10, 2024. As from May 13, 2024, the shares will be traded ex-dividend.

4. Approval of compensation

4.1 Fixed compensation of the members of the Board of Directors

4.1.1 Compensation for functions of the Board of Directors

The Board of Directors recommends that the Ordinary General Meeting approves a total amount of maximum CHF 1'200'000 (excluding employer's share of social benefits) as fixed compensation for functions of the members of the Board of Directors for the period from the Ordinary General Meeting 2024 until the next Ordinary General Meeting 2025.

4.1.2 Compensation for executive functions of the members of the Board of Directors

The Board of Directors recommends that the Ordinary General Meeting approves a total amount of maximum CHF 2'900'000 (excluding employer's share of social benefits) as fixed compensation for executive functions of the members of the Board of Directors for the business year 2024.

4.2 Fixed compensation of the members of the Executive Group Management Board and of the Extended Group Management Board for the business year 2024

The Board of Directors recommends that the Ordinary General Meeting approves a total amount of maximum CHF 5'350'000 (excluding employer's share of social benefits) as fixed compensation of the members of the Executive Group Management Board and of the Extended Group Management Board for the business year 2024.

4.3 Variable compensation of the executive members of the Board of Directors for the business year 2023

The Board of Directors recommends that the Ordinary General Meeting approves a total amount of CHF 7'452'400 (excluding employer's share of social benefits) as variable compensation of the executive members of the Board of Directors for the business year 2023.

4.4 Variable compensation of the members of the Executive Group Management Board and the Extended Group Management Board for the business year 2023

The Board of Directors recommends that the Ordinary General Meeting approves a total amount of CHF 14'680'563 (excluding employer's share of social benefits) as variable compensation of the members of the Executive Group Management Board and the Extended Group Management Board for the business year 2023.

Short explanation: Changes, respectively reallocations in proposals 4.1.1, 4.1.2 and 4.2 result from the proposed election of an additional member to the Board of Directors and the Compensation Committee (see proposals 5.7 and 6.7). The variable compensations for the lapsed business year 2023 (see recommendations 4.3 and 4.4) increases by slightly less than 3.0% after a reduction in the previous years. Further details are available in the compensation report 2023.

5. Election of the members of the Board of Directors

The Board of Directors recommends that the Ordinary General Meeting reelects Ms. Nayla Hayek, Mr. Ernst Tanner, Ms. Daniela Aeschlimann, Mr. Georges N. Hayek, Mr. Claude Nicollier and Mr. Jean-Pierre Roth as members of the Board of Directors for another term of office, which will end with the closure of the next Ordinary General Meeting and elects Mr. Marc A. Hayek as a new member of the Board of Directors for a term of office, which will end with the closure of the next Ordinary General Meeting. The Board of Directors recommends that the Ordinary General Meeting reelects Ms. Nayla Hayek as Chair of the Board of Directors for another term of office, which will end with the closure of the next Ordinary General Meeting.

5.1 Reelection of Ms. Nayla Hayek

5.2 Reelection of Mr. Ernst Tanner

5.3 Reelection of Ms. Daniela Aeschlimann

5.4 Reelection of Mr. Georges N. Hayek

5.5 Reelection of Mr. Claude Nicollier

5.6 Reelection of Mr. Jean-Pierre Roth

5.7 Election of Mr. Marc A. Hayek

5.8 Reelection of Ms. Nayla Hayek as Chair of the Board of Directors

Short explanation: In accordance with art. 710 CO the members of the Board of Directors are elected individually for another term of office, which will end with the closure of the next Ordinary General Meeting. The present members of the Board of Directors run for a reelection. An overview of the vitae and occupations of each member of the Board of Directors is available in the "Corporate Governance" section of the Annual Report 2023. Mr. Marc A. Hayek is a member of the Group Executive Board since 2005, is CEO of Blancpain and President of the Breguet, Blancpain, Glashütte Original and Jaquet Droz brands. The Board of Directors unanimously supports this nomination.

[Only the German version is legally binding.]

6. Election to the Compensation Committee

The Board of Directors recommends that the Ordinary General Meeting reelects Ms. Nayla Hayek, Mr. Ernst Tanner, Ms. Daniela Aeschlimann, Mr. Georges N. Hayek, Mr. Claude Nicollier and Mr. Jean-Pierre Roth as members of the Compensation Committee for another term of office, which will end with the closure of the next Ordinary General Meeting and elects Mr. Marc A. Hayek as a new member of the Compensation Committee for a term of office, which will end with the closure of the next Ordinary General Meeting.

6.1 Reelection of Ms. Nayla Hayek

6.2 Reelection of Mr. Ernst Tanner

6.3 Reelection of Ms. Daniela Aeschlimann

6.4 Reelection of Mr. Georges N. Hayek

6.5 Reelection of Mr. Claude Nicollier

6.6 Reelection of Mr. Jean-Pierre Roth

6.7 Election of Mr. Marc A. Hayek

Short explanation: Equal to the members of the Board of Directors, the members of the Compensation Committee are elected individually for another term of office, which will end with the closure of the next Ordinary General Meeting. Only members of the Board of Directors are electable to the Compensation Committee in accordance with art. 733 CO. A reelection is possible. The Board of Directors recommends to apply art. 28 para. 4 of the Articles of Association.

7. Election of the independent voting representative

The Board of Directors recommends that the Ordinary General Meeting elects Proxy Voting Services GmbH, Zurich, Switzerland, as independent voting representative for a term of office, which will end with the closure of the next Ordinary General Meeting.

Short explanation: The General Meeting elects the independent voting representative in accordance with art. 689c para. 1 CO. The term of office will end with the closure of the next Ordinary General Meeting. A reelection is possible. Individual person or legal entities are admitted in accordance with art. 689b para. 5 CO. Mr. Bernhard Lehmann has decided to retire. The Board of Directors would like to thank him for his many years of service as independent voting representative. Proxy Voting Services GmbH fulfills the criteria of independence and is available to stand for election.

8. Election of the Statutory Auditors

The Board of Directors recommends that the Ordinary General Meeting elects PricewaterhouseCoopers Ltd as Statutory Auditors for another term of office, which will end with the closure of the next Ordinary General Meeting.

Short explanation: The Ordinary General Meeting has to elect the Statutory Auditors in accordance with art. 698 para. 2 CO. PricewaterhouseCoopers Ltd agrees to a reelection for another term of office. By applying the legally requested rotation principle, PricewaterhouseCoopers Ltd assures that the requirements of art. 729 CO are respected.

9. Amendment of the Articles of Association of The Swatch Group Ltd

The Board of Directors recommends that the Annual General Meeting approves the revised wording of the Articles of Association of The Swatch Group Ltd as published in the Swiss Official Gazette of Commerce (SOGC).

Short explanation: The Articles of Association are to be amended within two years of the new company law coming into force on January 1, 2023. An overview of the proposed amendment to the Articles of Association can be found in the brochure "Revision of the Articles of Association" or on our website www.swatchgroup.com/gm.

Neuchâtel and Biel/Bienne, March 28, 2024

Sincerely,

On behalf of the Board of Directors,

N. Hayek

Chairwoman

ORGANIZATIONAL NOTES

For the virtual General Meeting taking place on May 8, 2024, the shareholders have the possibility to either designate and give voting instructions **in writing or electronically** to the independent voting representative in advance or to participate **online** in the General Meeting on May 8, 2024 by **electronic means**. Mr. Bernhard Lehmann, P.O. Box, 8032 Zurich, Switzerland, was elected as independent voting representative during the last Ordinary General Meeting.

The **holders of registered shares** with the right to vote and duly registered until **April 17, 2024** (book closing) are requested, if they intend to give proxy voting instructions in writing, to complete the form for proxy voting instructions. The form has to be returned to The Swatch Group Ltd, c/o Nimbus AG, Ziegelbrückstrasse 82, 8866 Ziegelbrücke, Switzerland, **by April 30, 2024, at the latest**. From **April 18, 2024 until and incl. May 8, 2024**, the share register remains closed.

Until **April 30, 2024 at the latest**, **holders of bearer shares** may request the documents for giving voting instructions to the independent voting representative in writing or electronically as well as for the participation by electronic means online against a confirmation declaring that the shares are blocked. The custodian confirmation or bank statement declaring that the shares are blocked has to be submitted to The Swatch Group Ltd, c/o Nimbus AG, Ziegelbrückstrasse 82, 8866 Ziegelbrücke, Switzerland. The bearer shares will remain blocked until the day after the General Meeting. The new art. 689a para. 2 CO prescribes that holders of bearer shares have to disclose name and address if they want to exercise their membership rights during a General Meeting. We therefore may only accept confirmations declaring that the shares are blocked if family name, first name and address of the shareholder are fully disclosed. The instructions of holders of bearer shares who submit their instructions to the independent voting representative in writing have to **arrive by postal mail not later than May 3, 2024**.

Electronic designation of and instructions to the independent voting representative: Shareholders may as well electronically designate and give voting instructions to the independent voting representative. The login site is swatchgroup.shapp.ch. For the holders of registered shares the individual login data are available on the form for proxy voting instructions. The holders of bearer shares will receive the login access codes addressed after the submission of the custodian confirmation or bank statement declaring that the shares are blocked. The voting by electronic means has to be exercised until **Sunday, May 5, 2024, 11:59 p.m. (CEST), at the latest**. Shareholders giving instructions to the independent voting representative by electronic means are excluded from an electronic online participation in the Ordinary General Meeting. Shareholders who wish to be represented in accordance with Art. 16 para. 5 of the Articles of Association shall draw up a dated and signed power of attorney with the right of substitution, disclosing the family name, first name, address and place of residence of the representative.

Electronic participation: Shareholders of registered and bearer shares have the possibility to participate online in the Ordinary General Meeting over the internet with an electronic device (PC, tablet, etc.) on **May 8, 2024, starting at 10:00 a.m. (CEST)**. The website to login is swatchgroup.shapp.ch. The login access codes are for the shareholders of registered shares on the form "Voting instructions or participation by electronic means". The shareholders of bearer shares receive the login access codes after the submission of custodian confirmation or bank statement declaring that the shares are blocked. Take note that The Swatch Group Ltd does not take any responsibility for technical problems related to the electronic transmission where the cause is not in the area of the company. This includes e.g. all technical problems in the private domain of the shareholder, such as not properly established connections or suddenly lost connections, the use of non-compatible hard- or software, not well-known or -established browsers, erroneous manipulation on the own equipment and device during the login procedure or during the transmission. Moreover the general terms of use (GTU) of the swatchgroup.shapp.ch platform apply. Should on May 8, 2024 the Ordinary General Meeting be interrupted due to technical problems or interferences such as a total failure or material failure of the Swiss data transmission network, the Ordinary General Meeting will continue with no venue and by electronic means on Friday, May 10, 2024 at 10:00 a.m. (CEST) and/or Monday, May 13, 2024 at 10:00 a.m. (CEST). The agenda as well as the login access codes will remain unchanged. All decisions taken by the General Meeting preceding an interruption remain valid. All deadlines will be extended. If this applies, the share register remains closed until May 10 or May 13, 2024.

Annual Report: The Annual Report 2023 including the Annual Report of the Board of Directors and the Financial Statements, the Consolidated Financial Statements 2023, the Compensation Report and the Board of Directors' proposal for the appropriation of available earnings as well as the Reports of the Statutory Auditors will be accessible to the shareholders as from April 17, 2024 at the company's registered office in Neuchâtel (Address: Swatch Group Pension Fund, Faubourg de l'Hôpital 3, 2000 Neuchâtel, Switzerland), on the site of the offices at Rue Nicolas-G.-Hayek, 2502 Biel/Bienne, Switzerland, and on the internet site www.swatchgroup.com/annual_report. For ecological reasons we do not send the reports to all shareholders. We kindly ask the shareholders who want to receive the Annual Report 2023 and the Sustainability Report 2023 to tick the corresponding box on the form "Voting instructions or participation by electronic means".



Shareholder's gift:

Only shareholders with the right to vote and appointing the independent voting representative as proxy in writing or electronically or voting electronically during the Ordinary General Meeting of the Shareholders will receive the shareholder's gift to their address in Switzerland after the General Meeting. No shareholder's gift will be delivered to an address abroad.

[Only the German version is legally binding.]