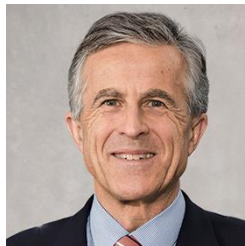


**REMUNE-
RATION
REPORT
2022**

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Remuneration Report

Letter from the Chairman of the Nomination & Remuneration Committee



Beat Oberlin
Chairman of the Nomination & Remuneration Committee

Dear shareholders,

It is my pleasure, in my position as Chairman of the Nomination & Remuneration Committee and on behalf of the Committee members and the Board of Directors (the "Board"), to present our Remuneration Report 2022.

The Remuneration Report provides information on the remuneration of the Board and the Executive Management of Swissquote Group Holding Ltd (the "Company") and, where applicable, its consolidated subsidiaries (together, "Swissquote" or the "Group"). It describes Swissquote's remuneration policy and the structure of the remuneration of the members of the Board and Executive Management. It further reports on the nature and amount of the remuneration accrued during the period under review.

Under the Ordinance against Excessive Compensation in Listed Corporations (the "Ordinance"), the Company must establish a remuneration report each year in addition to its Annual Report. The Remuneration Report contains the information required by the Ordinance, Section 5 of the Annex to the SIX Swiss Exchange Directive on Information relating to Corporate Governance as well as Art. 663c of the Swiss Code of Obligations in its version as of 1 January 2022 (the "CO"). As required by the Ordinance, Section 4 of the Remuneration Report was audited by the Company's auditors, PricewaterhouseCoopers Ltd; a copy of the audit report is enclosed. Following the reform of the company law that entered into force on 1 January 2023, next year's Remuneration Report will be prepared in accordance with the revised Swiss Code of Obligations.

In 2022, we further intensified our dialogue with shareholders and had the opportunity to discuss topics such as corporate governance, remuneration and sustainability. We noted that shareholders appreciated the Company's response to the comments made previously, in particular regarding the vesting period of the stock options granted as part of the Executive Management's long-term incentive plan. Shareholders also valued the enhanced disclosure (for example, with respect to the Executive Management's objectives), the inclusion of ESG criteria in the Executive Management's objectives for 2022, the adoption of limits to cover all remuneration components and the clear link between the variable compensation structure and the stakeholders' interests. We reviewed and evaluated all the points raised by shareholders and, on this basis, further improved disclosure and resolved on a number of additional improvements. We greatly appreciated the time and active participation of our shareholders. We would like to maintain this exchange in the future.

We make every effort to meet the expectations of our investors and I am happy to share herein the corresponding key developments.

Generalities

In 2022, Swissquote posted solid results with net revenues amounting to CHF 408.0 million and a pre-tax profit of CHF 186.4 million. The roll-out of our strategy, the determination of our employees and the rise in the interest rates contributed to a successful year, despite significant adverse circumstances and geopolitical uncertainty in the wake of the Russian-Ukrainian war.

In general, the COVID-19 pandemic has not had a negative impact on Swissquote in 2022. The positive evolution of the pandemic in Switzerland and other countries in which the Group is located enabled a long-awaited return to normal, from many perspectives. I note that, since the beginning of the pandemic, no public subsidies were requested and no redundancies or short-time working/exemption (furlough) schemes were necessary at Swissquote.

Remuneration Report

Executive Management's long-term incentive plan

In 2022, the Board reassessed once again the Executive Management's long-term incentive plan ("LTIP"), which consists of a stock option plan. Based on the comments received from shareholders and its own review, the Board confirmed its conclusion that, for a growth company like ours, such stock option plan constitutes an appropriate incentive plan, in particular to work towards further increasing Swissquote's value. This is in our view especially true as long as the strike price of the stock options is higher than the market value of the underlying at the time of the grant, which has been our constant practice. In 2022, the strike price of the stock options granted to all eligible employees (including the members of the Executive Management) was 13.3% above the market price of the Company's shares at the time of grant. As announced in last year's Remuneration Report, the Board adopted a three-year cliff vesting for the stock options granted in 2022: this implementation strengthened the long-term component of the LTIP and should satisfy the most important expectation expressed by shareholders with respect to this plan.

The Board also contemplated an amendment to the LTIP concerning the CEO, who is also a major shareholder. A limited number of investors had noted that the possibility to exercise stock options in shares enabled the CEO to further increase his shareholding. However, based on the discussions held with shareholders, the Board once again came to the conclusion that the reasons underlying the current framework (including the consistent treatment of all Executive Management members and employees) outweigh the concerns expressed by the relevant investors. As a consequence, the Board refrained from making this amendment to the LTIP.

In conclusion, the Board is confident that, with the change made with respect to the vesting of the stock options, the Executive Management's LTIP is an appropriate tool to foster further long-term growth and align the interests of the Executive Management members with those of the shareholders. Therefore, the Board intends to maintain the current Executive Management's LTIP but will continue to regularly review it in light of the comments from the shareholders and, hence, does not exclude further changes to the Executive Management's LTIP in the future.

Executive Management's short-term incentive plan

I would now like to address the Executive Management's short-term incentive plan ("STIP"). In the Remuneration Report 2021, additional transparency was provided on the achievements of the objectives set to the Executive Management. Indeed, for the first time, the Remuneration Report 2021 included the full list of objectives, the exact weighting of such objectives and the achievement per objective and category of objectives. We are pleased that such additional transparency has been very well received by our investors. This year, we further improved the disclosure by explaining precisely the alignment of the objectives with the Company's strategy and guidance and, more specifically, with the ESG Materiality Matrix available in the Sustainability Report. We will continue to observe market practices in Switzerland with a view to continue meeting the highest standards of transparency. The Board has already resolved to make a number of improvements as from the year 2023. First, in next year's Remuneration Report, we will disclose the metrics of the Executive Management's objectives set for 2023. This will provide further transparency on these important elements and, as a result, satisfy what may be the most important expectation expressed by shareholders with respect to the Executive Management's STIP. Then, the Board also decided that a portion of the Executive Management's bonus will be paid in blocked shares; this will further confirm the alignment of the interests of Executive Management members with those of the shareholders.

While Swissquote showed resilience in 2022 and was able to achieve robust results despite significant adverse circumstances and, in particular, the geopolitical uncertainty and economic slowdown prompted by the Russian-Ukrainian war, such results were not fully in line with the objectives set. Consequently, the bonus of the Executive Management and of all employees is significantly lower than the one that was paid in 2022 with respect to 2021, which was a record year for Swissquote. The details can be found in Sections 4.2 and 6 of the Remuneration Report.

Remuneration Report

Various

After having introduced a committee chair fee structure in 2021, the Board will, as announced last year, introduce a full board and committee fee structure as from the annual general meeting ("AGM") 2023, i.e. the fees of all Board members will also depend on their participation in committees (as member or as chair). On this occasion, the fixed remuneration of the Board will be slightly increased to take into account Swissquote's growth, the increasing complexity of Swissquote's activities, the continuous expansion and strengthening of the regulation and external requirements. I note that, due to these additional duties, the workload (including in terms of preparation of the board and committee meetings) and the liability risks have increased. These circumstances explain the above-mentioned anticipated increase.

In 2022, the fixed remuneration of the Executive Management members was slightly increased, to take into account their development in their position and the extension of their responsibilities. Furthermore, to demonstrate the alignment of Executive Management pay with the wider workforce and in the interest of best practice standards, we have extended the information on the CEO pay-ratio introduced last year, in line with the GRI Standards. We trust that such information confirms that the CEO's pay is sound and sensible. More information can be found in Sections 4.2 and 7.1 of the Remuneration Report.

In 2022, the Nomination & Remuneration Committee continued to make sure that Board and Executive Management remuneration is fully aligned with Swissquote's strategy and the long-term interests of our shareholders and strictly complies with the applicable laws and regulations. I am confident that Swissquote's remuneration policy fosters long-term value creation, appropriately rewards results while maintaining an appropriate risk and compliance framework and enables to attract and retain talent. In that context and in view of the improvements made in 2022 and those coming in 2023, I respectfully ask our shareholders to approve our Remuneration Report 2022 at the annual general meeting on 10 May 2023.

On behalf of the Nomination & Remuneration Committee and of the Board, I would like to thank our shareholders for the constructive and open exchanges in 2022. We value the dialogue with our investors and would appreciate any feedback on our Remuneration Report and, more generally, on the contents of our Annual Report.

Yours faithfully,



Beat Oberlin

Remuneration Report

Summary

Board remuneration structure

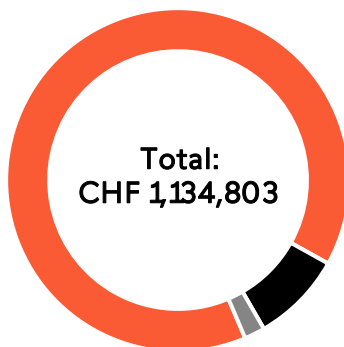
	Fixed remuneration	Contributions and benefits	Fixed indemnity
VEHICLE	<ul style="list-style-type: none"> – 80% cash, paid quarterly – 20% shares (blocked for 3 years) 	<ul style="list-style-type: none"> – Pensions and social insurances 	<ul style="list-style-type: none"> – Cash
PURPOSE	<ul style="list-style-type: none"> – Pay for the day-to-day duties performed and responsibilities taken on – Align interests of Board members with shareholders' interests 	<ul style="list-style-type: none"> – Protect against risks 	<ul style="list-style-type: none"> – Cover out-of-pocket expenses
KEY FACTORS	<ul style="list-style-type: none"> – Potential role of chair or of chair of a committee – Market levels observed 	<ul style="list-style-type: none"> – Age and remuneration – Only to the extent required by law 	<ul style="list-style-type: none"> – Country of domicile

Executive Management remuneration structure

	Fixed remuneration	Short-term incentive plan (STIP)	Long-term incentive plan (LTIP)	Contributions and benefits	Fixed indemnity
VEHICLE	<ul style="list-style-type: none"> – Monthly cash 	<ul style="list-style-type: none"> – Annual cash bonus 	<ul style="list-style-type: none"> – Annual grant of stock options 	<ul style="list-style-type: none"> – Pensions and social insurances 	<ul style="list-style-type: none"> – Cash
PURPOSE	<ul style="list-style-type: none"> – Provide an adequate level of income for the day-to-day job, considering relevant duties and responsibilities – Attract and retain talent 	<ul style="list-style-type: none"> – Reward the performance – Attract and retain talent 	<ul style="list-style-type: none"> – Align interests of Executive Management members with shareholders' interests – Share long-term success – Attract and retain talent 	<ul style="list-style-type: none"> – Protect against risks – Attract and retain talent 	<ul style="list-style-type: none"> – Cover out-of-pocket expenses
KEY FACTORS	<ul style="list-style-type: none"> – Function and responsibilities – Level of expertise and experience – Market levels observed – Horizontal and vertical alignment within the Group 	<ul style="list-style-type: none"> – Level of achievement of objectives set to the Executive Management as a whole (no individual objectives) 	<ul style="list-style-type: none"> – Company's success as reflected by the positive evolution of the Company's share price (strike price higher than market price at the time of the grant) 	<ul style="list-style-type: none"> – Level of management, age and remuneration – Market levels observed 	<ul style="list-style-type: none"> – Position – Applicable local tax rules
LIMITS AND ADDITIONAL RULES (IN ADDITION TO THE MAXIMUM AMOUNT APPROVED BY THE GENERAL MEETING)	<ul style="list-style-type: none"> – N/A 	<ul style="list-style-type: none"> – Part of the company-wide bonus system – Minimum bonus: 0% (achievement below 80%) – Target bonus (100% achievement): 25% of the fixed remuneration – Maximum bonus (achievement at 125% or above): 65% of the fixed remuneration 	<ul style="list-style-type: none"> – Terms fully aligned with those applicable to all eligible employees – Maximum 35% of the fixed remuneration – Maximum 25% of the grant to all eligible employees – Three-year cliff vesting <p>Note: The Company aims that existing shareholders are not being diluted as a result of the stock option plan. Since 2007, the Company has preferred covering the exercise of stock options with shares held in treasury rather than using the conditional capital.</p>	<ul style="list-style-type: none"> – In terms of pension fund contributions, full alignment with the rest of the Management working in Switzerland – In terms of social insurance contributions, full alignment with employees working in Switzerland – Applying corresponding laws and regulations, amount unlikely to exceed 20% of the fixed remuneration (excluding mandatory social insurance contributions resulting from the exercise of stock options granted in previous years, which may significantly vary from one year to the other) 	<ul style="list-style-type: none"> – Maximum 7% of the fixed remuneration

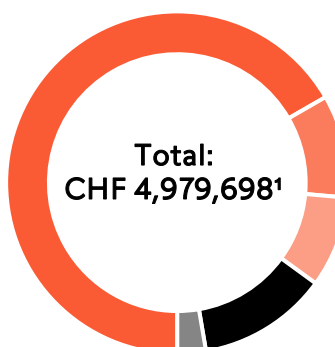
Remuneration Report

2022 Board remuneration



- Fixed remuneration: CHF 1,041,286
- Contributions and benefits: CHF 76,291
- Other remuneration: CHF 17,226

2022 Executive Management remuneration



- Fixed remuneration in cash: CHF 3,319,875
- Short-term incentive plan (STIP): CHF 484,999 (14.6%²)
- Long-term incentive plan (LTIP): CHF 428,575 (12.9%²)
- Contributions and benefits: CHF 612,339 (18.4%²)
- Other remuneration: CHF 133,910 (4.0%²)

¹ The maximum total remuneration approved at the AGM 2021 is CHF 7,900,000.

² Compared with fixed remuneration.

Remuneration Report

1 Remuneration policy

The Group's remuneration policy is an important part of its governance framework. Its ultimate purpose is to encourage the delivery of sustainable growth and performance to shareholders, create a favourable environment for the development of employees and promote responsible and ethical behaviour vis-à-vis the Group and the community. The remuneration policy is further designed to attract and retain the most qualified employees, reward achievements as well as long-term performance, with due care to the Group's success and stage of development, and align the interests of the Board and the Executive Management with those of shareholders. Wage fairness and sustainability are also important parts of the Group's remuneration policy, as further addressed in the Sustainability Report.

2 Organisation and powers

2.1 Nomination & Remuneration Committee

In compliance with Art. 20^{bis} Para. 3 of the Articles of Association (the "AoA"), available at <https://en.swissquote.com/company/investors#corporate-documents> in the French original version together with an English free translation, the Remuneration Committee has responsibilities in the field of succession planning and nominations, and is therefore named the "Nomination & Remuneration Committee" or "NRC". The current size of the Board justifies that nomination and remuneration subjects be treated by the same committee. The NRC is governed by Art. 20^{bis} of the AoA, the Organisation Regulations (available at <https://en.swissquote.com/company/investors#corporate-documents> in the French original version) and the Charter of the NRC, according to which the NRC is composed of at least three members of the Board. The Chair of the NRC and the majority of its members must be independent. The general meeting of shareholders (the "General Meeting") individually elects the members of the NRC, whose term of office expires at the end of the AGM that follows their election. Members of the NRC can be re-elected indefinitely.

At the AGM that was held on 6 May 2022, Martin Naville did not stand for re-election, Demetra Kalogerou was newly elected as member of the NRC and Beat Oberlin and Monica Dell'Anna were re-elected as members of the NRC. The Board then re-elected Beat Oberlin as the Chair of the NRC.

As per the Charter of the NRC, the NRC meets at least twice a year. In 2022, the NRC met eight times (four physical meetings and four (video-)conference calls). The meetings lasted on average one hour. In 2022, Beat Oberlin, Monica Dell'Anna, Demetra Kalogerou and the other Board members (as guests) attended all NRC meetings, except for one in which Michael Ploog could not participate. Members of the Executive Management were invited to all meetings, except when their personal situation was discussed. No external advisors attended the meetings.

The Chair of the NRC reports on the activities of the Committee at the following Board meeting or earlier when the circumstances so require. The minutes of the meetings of the NRC are provided to all Board members.

In 2022, the Company did not consult with external advisors with respect to the structuring of remuneration, share ownership or any related matters.

In accordance with the Organisation Regulations and the Charter of the NRC, the NRC does not have a decision-making authority. It advises and makes proposals to the Board on remuneration matters, as well as on questions of succession planning, training and need for external support. For further considerations on succession planning, reference is made to Section 3.7 of the Corporate Governance Report. The NRC has in particular the following powers and duties:

Generally:

- Review the Group's remuneration policies and practices, considering in particular its level of development and industry practices, and make sure that these comply with applicable laws and regulations.

With respect to the Board:

- Regularly review the size and composition of the Board as well as the level of independence of its members, to ensure compliance with the legal and regulatory requirements, as well as the Company's governance principles (in particular for what regards diversity and sustainability);
- Review annually the remuneration of the Board members; and
- Make recommendations to the Board regarding the form and amount of remuneration that is to be paid to the Board's Chair, to the other Board members, as well as to the Chair and members of each Board committee, in line with the AoA and the resolutions of the General Meeting.

Remuneration Report

2.1 Nomination & Remuneration Committee (continued)

With respect to the Management:

- Make recommendations to the Board on the policies applicable to the remuneration of the Executive Management and the other members of the Management (together, the “Management”), including with the aim to ensure gender fair pay;
- Regularly review the employment contracts of the Management and make recommendations on the Management’s remuneration level;
- Review the Company’s short- and long-term incentive plans and make recommendations to the Board with respect to amendments, suspensions or discontinuations of any such plans;
- Review the organisation of the Group from a human resources perspective and make recommendations for nomination and dismissal of the Management;
- Review the Management’s succession plan, both in terms of contingency and long-term planning;
- Prepare proposals to be submitted to the General Meeting pursuant to Art. 14^{bis} of the AoA for what regards the remuneration of the Board and Executive Management, and for the amendments to the provisions of the AoA relating to remuneration; and
- Make recommendations to the Board regarding the Remuneration Report.

Further information on the NRC can be found in the AoA (in particular in Art. 20^{bis}).

2.2 Board of Directors

Subject to the prerogatives of the General Meeting and in line with the applicable laws and Art. 14^{bis} of the AoA, the Board is competent to decide on all matters relating to remuneration.

The Board, which is composed of non-executive members only, makes its decisions based on the proposals of the NRC. Unless a Board member requests otherwise, the Board decides in one single vote on the Board members’ remuneration. Members of the Executive Management do not attend the part of the Board meeting during which their remuneration is decided upon.

2.3 General Meeting

Binding vote on pay

Art. 9 Para. 2, 14^{bis} Para. 1, 21^{bis} and 21^{ter} of the AoA provide for a prospective vote of the shareholders on the maximum aggregate remuneration of the members of the Board and Executive Management. Under these provisions, upon proposal of the Board, shareholders approve at each AGM the maximum aggregate amount of:

- The remuneration payable to the Board for the period until the following AGM; and
- The remuneration payable to the Executive Management for the following financial year.

At the AGM of 6 May 2022, the following maximum aggregate amounts were approved:

- CHF 1,300,000 for the Board (covering the period running from the AGM of 6 May 2022 to the AGM of 10 May 2023); and
- CHF 8,000,000 for the Executive Management (covering the financial year 2023).

Further information on the binding vote on pay can be found in the AoA, in particular in Art. 14^{bis}.

Consultative vote on Remuneration Report

Since 2011, it has been the Company’s policy to submit the Remuneration Report to a consultative vote of the shareholders. As the Executive Management’s variable remuneration is voted on prospectively by the General Meeting, the Remuneration Report 2023 and all future Remuneration Reports will have to be submitted to a consultative vote to the General Meeting in accordance with the recent corporate law reform.

Remuneration Report

3 Remuneration components

3.1 Generalities

As at 31 December 2022, the following remuneration components were available for the level of responsibilities listed below:

	Fixed remuneration		Variable remuneration				
	Cash	Shares	Cash bonus (short-term)	Shares (long-term)	Stock options (long-term)	Contributions and benefits	Other remuneration
Board members	Yes	Yes	Not eligible	Not eligible	Not eligible	Eligible	Eligible
Members of the Executive Management	Yes	Not eligible	Eligible	Not eligible	Eligible	Eligible	Eligible
Other employees	Yes	Not eligible	Eligible	Eligible subject to conditions	Eligible subject to conditions	Eligible	Eligible

Fixed remuneration

Cash component

The fixed remuneration depends on the function and responsibilities of the concerned individual as well as their level of expertise and experience. It is paid out in cash in monthly instalments, after deduction of any social insurance, pension fund and other contributions.

Share component

The Board receives part of its remuneration in shares. With respect to the valuation and blocking period applicable to the shares, reference is made to Section 4.3 of this Remuneration Report.

Variable remuneration

The current remuneration framework does not allow for any variable remuneration for the Board. Art. 21^{ter} Para. 2 of the AoA sets forth the rules applicable to the variable remuneration of the members of the Executive Management.

Section 3.3 describes the manner in which these rules are applied by the Board.

Remuneration Report

3.1 Generalities (continued)

Employee share plan

The Group offers its eligible employees the opportunity to participate in the long-term success of the Group by purchasing Swissquote shares at a discounted price. The employee share plan aims to reward sustained, long-term performance and align shareholder and employee interests more closely.

Within the framework of the applicable laws, the AoA and the decisions of the General Meeting, the Board will, applying sound judgement, decide every year whether and how many shares will be offered and to whom; no eligible employee has an enforceable right to be granted shares at a discounted price. The Board seeks to keep a sensible relation between the number of shares offered to members of the respective levels of the organisation.

Within the framework of the applicable laws, the AoA and the decisions of the General Meeting, the Board decides on the terms of the employee share plan, including the proceedings and the date of grant of the shares, the price to acquire the shares and the blocking period of the shares and its terms. During the blocking period, the concerned employees are not entitled to sell, donate, pledge or otherwise transfer the shares. In case of change of control, the Board may decide to put an end to any ongoing blocking period.

In 2022, shares were offered for free (no price paid for the acquisition) to all eligible employees. They are blocked for a period of five years as from their attribution.

The members of the Executive Management are not eligible for participating in the employee share plan.

Employee option plan

Since 1999, the Group has been operating a stock option plan in order to encourage long-term participation of eligible employees in the positive development of the Company's stock price.

Subject to applicable laws, the AoA and the decisions of the General Meeting, the Board, applying sound judgement and taking into consideration elements such as those described in Section 7.2, decides every year whether and how many stock options will be offered and to whom as well as on the terms of such stock options. The total number of options granted depends inter alia on the number of eligible employees, the difference between the strike price and the market value and the volatility of the Swissquote share at grant. The decision is made based on the Board's assessment and in accordance with the following principles:

- The value of the stock options granted to the members of the Executive Management in any one year must not exceed 35% of the fixed remuneration paid to such member of the Executive Management in that year;
- The number of stock options granted to the members of the Executive Management must not exceed 25% of the total number of options granted to all eligible employees; and
- The number of stock options granted to each member of the Executive Management must be equal on a full-time basis.

In 2022, the terms of the options granted to all eligible employees were the following:

- Each option entitles its holder to acquire, upon exercise, one share in the Company;
- The options are subject to a three-year cliff vesting;
- The exercise period is two years;
- Unvested options are forfeited when their holder leaves the Group, save in case of retirement or termination of the employment contract due to injury or permanent disability; and
- In case of change of control, the Board may seek to replace outstanding options by new grants having the equity securities of the acquiring company or another related company as underlying asset, in which case the value of the options granted will be at least equal to the value of the options that they replace. The Board may also decide to accelerate the vesting of outstanding options.

In 2022, 184,920 options representing a fair value of CHF 4,528,691 (2021: 167,195 options representing a fair value of CHF 4,153,519) were granted to eligible employees from the middle management to the Executive Management. The size of individual grants depends on the relevant employee's seniority level.

More information on the valuation of stock options is provided in Note 18.2 to the consolidated financial statements (Section VII).

Remuneration Report

3.1 Generalities (continued)

Contributions and benefits

Social insurance contributions are made in application of the applicable laws and depend on the level of remuneration. Pension fund contributions and benefits depend on the level of management, age and remuneration.

Other remuneration

The cash component of the fixed remuneration may be supplemented by a fixed indemnity covering estimated out-of-pocket expenses. Out-of-pocket expenses are determined in accordance with applicable local tax rules.

The Group employees enjoy benefits on the consumption of services provided by the Group (such as favourable conditions on their Swissquote trading account) and other benefits of minor importance.

3.2 Elements of the remuneration of the members of the Board of Directors

As reflected in the table introducing Section 3.1 and in accordance with Art. 21^{bis} Para. 1 of the AoA, the remuneration of the Chair of the Board and other Board members comprises the fixed remuneration applicable until the following AGM, contributions and benefits and a fixed indemnity (other remuneration).

Fixed remuneration

Within the framework of the applicable laws, the AoA and the decisions of the General Meeting, the fixed remuneration of the Board members is reviewed annually and, as the case may be, adjusted upon the recommendation of the NRC. The review of the remuneration of the Board takes several factors into consideration, such as the amount of work required from the Board and market levels observed in Switzerland based on publicly available information, although no defined benchmark is used.

In accordance with Art. 21^{bis} Para. 2 of the AoA, the Board can decide to have part of the annual fixed remuneration paid in the form of shares. Since 2015, the Board has each year decided that 20% of its fixed remuneration be paid in shares. In such a case, it decides on the conditions of the grants, including the valuation of the relevant shares, and any applicable blocking period. The valuation rules and blocking period applied to the shares granted to the Board members under the Board share plan are described in Section 4.3. The Board share plan is distinct from the employee share plan and does not relate to variable remuneration.

No variable remuneration

Members of the Board are not eligible for any variable remuneration.

Contributions and benefits

Under Swiss law, the Board's remuneration is compulsorily subject to social insurances, hence the contributions made by the Board members (as included in the fixed remuneration) and the Company (as reflected separately in the tables in Section 4.1). In accordance with agreements between the European Union (the "EU") and Switzerland on the coordination of the social security system, social contributions may be paid by the Board members residing in the EU and not by the Company, depending on the circumstances. In any event, Board members do not receive pension fund contributions and benefits, unless provided by law.

Other remuneration

The Board members receive a fixed indemnity covering their estimated out-of-pocket expenses, which mainly depend on the country of domicile of the relevant Board member and the applicable local tax rules.

The Board members enjoy the same benefits on the consumption of services provided by the Group as the Group employees (such as favourable conditions on their Swissquote trading account). The aggregate amount of such benefits enjoyed by the Board members is deemed immaterial and is therefore not reported in this Remuneration Report.

Remuneration Report

3.3 Elements of the remuneration of the members of the Executive Management and other related aspects

As reflected in the table introducing Section 3.1 and in accordance with Art. 21^{ter} Para. 1 of the AoA, the remuneration of the members of the Executive Management comprises:

- a fixed remuneration, which is cash-based;
- a variable remuneration in the form of:
 - a short-term incentive plan (STIP, cash bonus);
 - a long-term incentive plan (LTIP, stock option plan);
- contributions and benefits; and
- a fixed indemnity covering their estimated out-of-pocket expenses (other remuneration).

Fixed remuneration

The fixed remuneration of the members of the Executive Management is cash-based. Within the framework of the applicable laws, the AoA and the decisions of the General Meeting, the fixed remuneration of the Executive Management members is reviewed annually and, as the case may be, adjusted upon the recommendation of the NRC. The review of the remuneration of the Board takes several factors into consideration, such as the function and responsibilities of the concerned Executive Management members as well as market levels observed in Switzerland based on publicly available information, although no defined benchmark is used (see Section 3.4). The fixed remuneration of the members of the Executive Management was last reviewed and increased in March 2022.

Variable remuneration

Short-term incentive plan (STIP)

The short-term incentive plan consists in an annual performance-based cash bonus.

At the beginning of each financial year, upon the recommendation of the NRC, the Board sets a list of quantitative and qualitative objectives for such financial year to the Executive Management as a whole. Members of the Executive

Management are not set individual objectives. The Board assesses that collective objectives foster team spirit and avoid silo thinking, which are key elements to a company's success.

In 2021, the objectives set to the Executive Management were classified in four categories, i.e. financial objectives, growth objectives, defensive/conservative objectives and other objectives; the latter category included ESG-related objectives. Considering the increasing importance of sustainability for the Company and its stakeholders, the Board decided to focus even more on this subject and to create a category of objectives dedicated to ESG. Furthermore, defensive/conservative considerations are no longer used to set objectives but are still taken into account when assessing whether a downwards deviation from the strict application of the formula is warranted. Such defensive/conservative considerations typically relate to risk management and compliance and more specifically cover the following topics from the ESG Materiality Matrix: Business Continuity, IT Resilience; Customer Data Security, Privacy and Protection; and Compliance, Governance and Ethics.

As a result, in 2022, the objectives set to the Executive Management were classified in three categories:

- financial objectives;
- growth objectives; and
- ESG objectives.

Each category of objectives may be associated with one or more objectives, with a weighted target. The number and the nature of the objectives may vary from one year to the other and will be disclosed retrospectively in the Remuneration Report. Objectives for 2022 are described in Section 6.

The table below indicates the cash bonus (in percentage of the fixed remuneration) that can be expected in ordinary circumstances depending on the level of achievement of the objectives:

ACHIEVEMENT OF OBJECTIVES	Percentage of the fixed remuneration
More than 125%	65%
Between 100 and 125%	25-65%
100% (target)	25%
Between 80 and 100%	3-25%
Less than 80%	0%

Since members of the Executive Management are not set individual objectives and, therefore, all objectives are collective, the percentage of the fixed remuneration is, with respect to a specific year, the same for all members of the Executive Management, including the CEO.

The table is by purpose not linear. The cap set by the Board at 65% of the fixed remuneration is lower than the cap set in Art. 21^{ter} Para. 2 of the AoA, which allows for a cash bonus up to 150% of the fixed remuneration.

Remuneration Report

3.3 Elements of the remuneration of the members of the Executive Management and other related aspects (continued)

Long-term incentive plan (LTIP)

Since 2018, the Executive Management's long-term incentive plan has exclusively consisted of stock options granted under the stock option plan described in Section 3.1 above. Since 2022, the vesting of the options occurs three years after their grant (three-year cliff vesting). Furthermore, as indicated in Section 3.1 above, the value of the stock options granted to the members of the Executive Management in any one year must not exceed 35% of the fixed remuneration paid to such member of the Executive Management in that year. Each member of the Executive Management receives the same number of stock options, at the same terms.

The number of stock options granted is determined in accordance with the principles described in Section 3.1. In 2022, the number of options granted to the Executive Management was 17,500 (2021: 22,000) representing 9.5% (2021: 13.2%) of the total options granted under the plan to all eligible employees of the Company.

The strike price of the options is set by the Board at a level that is above the applicable share price at the time of grant. The rationale is that Executive Management members (and all other optionees) are rewarded only if the share price increases above the strike price within the exercise period. In 2022, the strike price of the stock options granted was set 13.3% above the market price of the Company's shares at the time of grant (2021: 13.1%).

The Company aims that existing shareholders are not being diluted as a result of the stock option plan. As a result, although the AoA provide for a conditional capital to cover the issuance of shares under the stock option plan of the Company, the Company has preferred, since 2007, covering the option grants by shares held in treasury rather than using its conditional capital.

In 2022, the number of stock options exercised by Executive Management members corresponds to 0.1% of the share capital (0.3% in 2021 and 0.1% in 2020).

The Board considers that the Executive Management's long-term incentive plan in the form of a stock option plan guarantees a long-term alignment of the interests of the Executive Management with those of the shareholders, in particular in light of the growth strategy pursued by the Company.

Contributions and benefits

Pursuant to Art. 21^{ter} Para. 1 of the AoA, social insurance contributions and pension fund contributions are made to

members of the Executive Management. Social insurance contributions are made in accordance with applicable laws and depend on the level of remuneration; such contributions for the Executive Management members are fully aligned with those for the other employees working in Switzerland.

Pension fund contributions and benefits depend on the level of management, age and remuneration. Such contributions and benefits for the Executive Management members are fully aligned with those for the rest of the Management working in Switzerland.

Other remuneration

The members of the Executive Management receive a fixed indemnity covering their estimated out-of-pocket expenses, which inter alia depend on the position of the concerned Executive Management member and the applicable local tax rules. The fixed indemnity was last amended in 2018. It must not represent more than 7% of the fixed remuneration.

All the employees of the Group, including the members of the Executive Management, enjoy the same benefits, such as favourable conditions on their Swissquote trading accounts or access to sport facilities at a discounted price. The Company does not provide benefits such as a company car or health insurance coverage. The aggregate amount of the benefits enjoyed by the members of the Executive Management is deemed immaterial and is therefore not reported in this Remuneration Report.

Duration of contracts

The termination period of the employment contracts of the members of the Executive Management is six months.

Unless the termination of the employment contract with a member of the Executive Management is considered abusive by a tribunal, such member of the Executive Management would not receive any severance payment.

The employment contracts of the members of the Executive Management do not contain any post-contractual non-compete clauses.

Remuneration Report

3.3 Elements of the remuneration of the members of the Executive Management and other related aspects

(continued)

Change-of-control

In accordance with the company-wide Employee Share and Option Plan (applicable to all eligible employees and not only to the members of the Executive Management), in case of change of control, the Board may seek to replace outstanding options by new grants having the equity securities of the acquiring company or another related company as underlying asset, in which case the value of the options granted will be at least equal to the value of the options that they replace. In accordance with the Employee Share and Option Plan, the Board may also decide to accelerate the vesting of outstanding options. Subject to the aforementioned exceptions, the employment contracts of the members of the Executive Management do not contain any change-of-control arrangement.

Clawback

In accordance with the Company's clawback policy, the Company is entitled to seek repayment of some or all of the performance-based remuneration received by a member of the Executive Management over a period of up to three years in the event of a material restatement of the Company's financial statements, accounting issue or breach of duty. Instead of seeking reimbursement of performance-based remuneration, the Company may also declare a member of the Executive Management ineligible to additional performance-based compensation for a certain period.

3.4 Benchmark

As a growth company, it is essential for the Company to be in a position to attract and retain the talents that are required for its continuous development. From a human resources perspective, the Group is competing with a broad spectrum of companies in its Swiss home market, but also in other countries where the Group has subsidiaries. The sectors in which the Group competes for talents include financial services and fintechs, but also, and more generally, all industries in which advanced software development engineers and digitalisation skills are in demand. Whilst the Board reviews the latest developments in remuneration systems in such industries and sectors, the Board has not identified specific companies considered to be relevant enough for benchmarking purposes.

The Board notes that, to date, the Company was able to attract and retain the right talents and that, as of 31 December 2022, there had been only two departures from the Executive Management in the past 10 years, and that concerned shifts from the Executive Management to the Board. Conversely, the remuneration of the Executive Management appears to be perceived as reasonable by the shareholders, considering, inter alia, the feedback received during the engagement programme and the fact that the General Meeting has, since the entry into force in 2014 of the Ordinance, always approved with a large majority the proposals of the Board with respect to the maximum aggregate remuneration of the Executive Management. The Board remains vigilant with respect to the needs to adapt the Company's remuneration systems and the remuneration offered with the aim of contributing to the achievement of the Company's growth objectives and in order to ensure that the interests of the Executive Management members are aligned with those of the shareholders.

Remuneration Report

4 Remuneration for 2022

The remuneration reported in this Section is applicable to all activities of the concerned persons in the Group, including, for the Board members, their board activities for the Company and Swissquote Bank Ltd, and, for the members of the Executive Management, their activities in the Board of Directors of the foreign subsidiaries of the Group.

For the sake of clarity, in 2022 as in the past years, there were no deviations in the determination and payment of the remuneration compared to the policies described in this Remuneration Report. As a result, the Company does not have a derogation policy.

This Section of this Remuneration Report was audited by the Company's auditors.

4.1 Remuneration of the members of the Board of Directors

The tables in this Section state the total remuneration for the members of the Board for the financial years 2022 and 2021. The cash components correspond to gross figures and include social insurance contributions paid by the Board members. Therefore, the figures relating to social insurance contributions only cover the amount paid by the Company. Other remuneration consists of a fixed indemnity covering estimated out-of-pocket expenses.

in CHF	Fixed remuneration		Contributions and benefits	Other remuneration	Total
	Cash	Shares (tax value)			
BOARD REMUNERATION 2022					
Markus Dennler, Chairman	180,000	44,948	16,725	2,000	243,673
Jean-Christophe Pernollet, member	120,000	30,040	13,689	2,000	165,729
Beat Oberlin, member	112,000	28,022	9,895	2,000	151,917
Monica Dell'Anna, member	104,000	26,005	11,869	2,000	143,874
Michael Ploog, member	106,774	26,005	12,307	2,000	147,086
Paolo Buzzi, member ¹	67,936	26,005	6,206	1,306	101,453
Demetra Kalogerou, member ²	67,936	26,005	–	5,226	99,167
Martin Naville, former member ³	36,065	–	5,600	694	42,359
Subtotal	794,711	207,030	76,291	17,226	1,095,258
Difference between tax value and IFRS fair value of shares granted to the Board					39,545
Total remuneration 2022					1,134,803

¹ Paolo Buzzi was newly elected to the Board at the AGM 2022.

² Demetra Kalogerou was newly elected to the Board at the AGM 2022.

³ Martin Naville did not stand for re-election at the AGM 2022.

As reflected in the above table, the total remuneration is calculated by taking into consideration the fair value of the shares granted to the Board. For information on the tax value and on the fair value, reference is made to Section 4.3.

Apart from the amount paid to Martin Naville for his office time until the AGM 2022, no remuneration was paid, and no credit or loan was granted, to former Board members. Furthermore, no remuneration was paid to related parties and no credit or loan was granted to related parties, except Lombard loans, which were granted at market conditions.

Remuneration Report

4.1 Remuneration of the members of the Board of Directors (continued)

in CHF	Fixed remuneration		Contributions and benefits	Other remuneration	Total
	Cash	Shares (tax value)			
BOARD REMUNERATION 2021					
Markus Dennler, Chairman	169,007	44,948	14,753	2,000	230,708
Jean-Christophe Pernellet, member	112,671	29,965	12,124	2,000	156,760
Beat Oberlin, member	107,466	27,945	8,896	2,000	146,307
Monica Dell'Anna, member	102,260	25,925	11,173	2,000	141,358
Michael Ploog, member ¹	72,877	27,945	6,657	1,306	108,785
Martin Naville, former member	102,260	25,925	11,173	2,000	141,358
Subtotal	666,541	182,653	64,776	11,306	925,276
Difference between tax value and IFRS fair value of shares granted to the Board					34,890
Total remuneration 2021					960,166

¹ Michael Ploog was newly elected to the Board at the AGM 2021.

As reflected in the above table, the total remuneration is calculated by taking into consideration the fair value of the shares granted to the Board. For information on the tax value and on the fair value, reference is made to Section 4.3.

In 2021, no remuneration was paid, and no credit or loan was granted, to former Board members. Furthermore, no remuneration was paid to related parties and no credit or loan was granted to related parties, except Lombard loans, which were granted at market conditions.

Board remuneration changes from 2021 to 2022

Overall, the total remuneration increased from CHF 960,166 to CHF 1,134,803, representing an increase of 18.2% as a result of the fee increase made in 2021 (as reported in last year's Remuneration Report) and the extension of the Board's composition from six to seven members.

More specifically, the total fixed remuneration in cash increased from CHF 666,541 to CHF 794,711, representing an increase of 19.2% and the shares' total tax value increased from CHF 182,653 to CHF 207,030, representing an increase of 13.3%. Furthermore, the total social insurance contributions increased from CHF 64,776 to CHF 76,291, representing an increase of 17.8% and the other remuneration increased from CHF 11,306 to CHF 17,226, representing an increase of 52.4%.

Remuneration Report

4.2 Remuneration of the members of the Executive Management

This Remuneration Report informs on the remuneration of the highest paid member of the Executive Management as well as the aggregate remuneration of all members of the Executive Management. This is in line with market practice and results from the application of the Ordinance.

The cash components correspond to gross figures and include social insurance contributions and pension fund contributions paid by the members of the Executive Management. Therefore, the figures relating to social insurance contributions and pension fund contributions and benefits only cover the amount paid by the Company. Other remuneration consists of a fixed indemnity covering estimated out-of-pocket expenses.

in CHF	Fixed remuneration	Variable remuneration		Contributions and benefits	Other remuneration	Total
	Cash	Short-term incentive plan (STIP)	Long-term incentive plan (LTIP)			
EXECUTIVE MANAGEMENT REMUNERATION 2022						
Marc Bürki, CEO (highest paid)	550,000	94,050	61,225	106,862	21,600	833,737
Aggregate of all members of the Executive Management	3,319,875	484,999	428,575	612,339	133,910	4,979,698

The aggregate cash bonus (STIP) represents 14.6% of the aggregate fixed remuneration. The sum of the aggregate cash bonus and of the value of the grants under the LTIP represents 27.5% of the aggregate fixed remuneration. Reference is made to Section 6 for further information.

The total remuneration 2022 includes the remuneration of Paolo Buzzi, who was a member of the Executive Management until March 2022. Except for that, in 2022, no remuneration was paid to former members of the Executive Management. Furthermore, in 2022, no credit or loan was granted to former members of the Executive Management. Moreover, no remuneration was paid to related parties and no credit or loan was granted to related parties, except Lombard loans, which were granted at market conditions.

Remuneration Report

4.2 Remuneration of the members of the Executive Management (continued)

in CHF	Fixed remuneration	Variable remuneration		Contributions and benefits	Other remuneration	Total
	Cash	Short-term incentive plan (STIP)	Long-term incentive plan (LTIP)			
EXECUTIVE MANAGEMENT REMUNERATION 2021						
Marc Bürki, CEO (highest paid)	542,500	352,625	68,304	122,047	21,600	1,107,076
Aggregate of all members of the Executive Management	3,290,408	1,703,000	546,432	823,897	146,700	6,510,437

The aggregate cash bonus (STIP) represents 51.8% of the aggregate fixed remuneration. The sum of the aggregate cash bonus and of the value of the grants under the LTIP represents 68.4% of the aggregate fixed remuneration.

The total remuneration 2021 includes the remuneration of Michael Ploog, who was a member of the Executive Management until March 2021. Except for that, in 2021, no remuneration was paid, and no credit or loan was granted, to former members of the Executive Management. Furthermore, no remuneration was paid to related parties and no credit or loan was granted to related parties, except Lombard loans, which were granted at market conditions.

Executive Management remuneration changes from 2021 to 2022

The total fixed remuneration slightly increased from CHF 3,290,408 to CHF 3,319,875, representing an increase of 0.9%. In the context of Paolo Buzzi's departure from the Executive Management, this is particularly explained by the fact that the fixed remuneration of the Executive Management members was slightly increased, as a result of their ongoing development in their respective positions and the evolution of their responsibilities.

In line with the level of achievement of the objectives set to the Executive Management for 2022, the total cash bonus significantly decreased from CHF 1,703,000 to CHF 484,999, representing a decrease of 71.5%. Reference is made to Section 6 for further information on the assessment of the achievement of the objectives set to the Executive Management.

Compared to 2021, the fair value of the stock options granted decreased from CHF 546,432 to CHF 428,575, representing a decrease of 21.6%. The total social insurance contributions and pension fund contributions and benefits decreased from CHF 823,897 to CHF 612,339, representing a total decrease of 25.7%. Reference is made to Section 8.2 for further information. The other remuneration slightly decreased from CHF 146,700 to CHF 133,910, representing a decrease of 8.7%. The changes in these three above-mentioned posts essentially result from the changes made to the Executive Management's composition.

Overall, the total remuneration significantly decreased from CHF 6,510,437 to CHF 4,979,698, representing a total decrease of 23.5%, which mainly results from the decrease of the cash bonus compared to 2021.

Remuneration Report

4.3 Valuation principles

The cash bonus accrues in the financial year under review and is payable in the following financial year. It is therefore based on the results of the financial year under review.

The fair value of the shares is determined in accordance with the International Financial Reporting Standards (IFRS). It represents the market price, i.e. the price that would be received for a share in an orderly transaction between market participants on the grant date.

The market price of the shares granted to the Board in 2022 was CHF 133.5. The market price of the shares granted to the Board in 2021 was CHF 200.5.

The tax value of the shares is determined based on the Swiss Federal Tax Administration Circular Letter No. 37 on Taxation of Employee Participations and Circular Letter No. 37A on Tax Treatment of Employee Participations with the Employer. It represents the market price of the share on grant date discounted by a fixed percentage for a certain period of blocking.

Shares granted to the Board in 2022 are blocked for three years from their grant date and their tax value amounts to CHF 112.1 per share. This tax value represents the market price of the share on grant date (i.e. CHF 133.5) discounted by 16.0%.

Shares granted to the Board in 2021 are blocked for three years from their grant date and their tax value amounts to CHF 168.3 per share. This tax value represents the market price of the share on grant date (i.e. CHF 200.5) discounted by 16.0%.

The fair value of the options is determined based on the Black-Scholes valuation model. The most significant inputs into the model are the market value of the Swissquote share at grant, the strike price, the expected life of the options and the volatility. The volatility is measured over a period of ten years. Other inputs into the model are the risk-free interest rate and the dividend yield. One option grants the right to acquire one share in the Company (ratio 1:1). For the financial year 2022, the fair value amounts to CHF 24.5 per option on grant date. For the financial year 2021, the fair value amounts to CHF 24.8 on average per option on grant date.

Remuneration Report

4.4 Loans and credits to the Board and the Executive Management

Pursuant to Art. 21 Para. 2 of the AoA, the Company may grant loans and credits to the members of the Board and of the Executive Management at market terms or at terms which apply to all employees. Loans and credits which do not satisfy such conditions are authorised provided that, in each single case, they do not exceed the amount of CHF 100,000 and to the extent that they have been approved by the General Meeting, either individually or as part of an aggregate amount.

The following loans and credits were granted to and were still outstanding as at 31 December 2022 with current and former members of the Board and of the Executive Management, as well as their closely related persons. All loans were granted at market conditions.

in CHF	2022	2021
MEMBERS OF THE BOARD		
Markus Dennler, Chairman	–	–
Jean-Christophe Pernellet, member	–	–
Beat Oberlin, member	–	–
Monica Dell'Anna, member	–	–
Michael Ploog, member	–	–
Paolo Buzzi, member ¹	–	–
Demetra Kalogerou, member ²	–	–
Martin Naville, former member ³	–	–
Closely related persons	32,624	22,490
Former members	–	–
Total as at 31 December	32,624	22,490

in CHF	2022	2021
MEMBERS OF THE EXECUTIVE MANAGEMENT		
Marc Bürki, CEO	6,126,233	5,058,458
Yvan Cardenas, CFO	–	–
Gilles Chantrier, CRO	–	–
Alexandru Craciun, CTO	–	17,471
Jan De Schepper, CSO	–	–
Lino Finini, COO	–	–
Morgan Lavanchy, CLO	–	–
Closely related persons	1,952,124	1,823,943
Former members	–	–
Total as at 31 December	8,078,357	6,899,872

¹ Paolo Buzzi was newly elected to the Board at the AGM 2022. He previously served as member of the Executive Management of the Company from 1999 to March 2022.

² Demetra Kalogerou was newly elected to the Board at the AGM 2022.

³ Martin Naville did not stand for re-election at the AGM 2022.

Remuneration Report

5 Reconciliation of remuneration with the approval of the General Meeting

At the AGM of 6 May 2021, the shareholders approved a maximum aggregate remuneration of the Board amounting to CHF 1,200,000 for the period of office from the AGM of 6 May 2021 until the completion of the AGM of 6 May 2022. The total amount of remuneration paid out for this period was CHF 1,001,440, which is in line with what was approved at the AGM of 6 May 2021. The above-mentioned maximum aggregate remuneration included a reserve of CHF 100,000 in order to cover potential exceptional tasks requiring an additional remuneration, in particular in case of unforeseen circumstances. No such additional remuneration was paid, i.e. the reserve was not used.

At the AGM of 6 May 2022, the shareholders approved a maximum aggregate remuneration of the Board amounting to CHF 1,300,000 for the period of office from the AGM of 6 May 2022 until the completion of the AGM of 10 May 2023. The total amount of remuneration that will be paid out for this period is anticipated to be in line with the maximum aggregate remuneration approved at the AGM of 6 May 2022. The final amount that will be paid will be disclosed in the Remuneration Report 2023.

With respect to the remuneration of the Executive Management, the shareholders approved at the AGM of 6 May 2021 a maximum aggregate remuneration of CHF 7,900,000 for the financial year 2022, taking into consideration an Executive Management comprising eight members. The total amount of remuneration paid out and accrued for this period was CHF 4,979,698 for the entire Executive Management in 2022, which is in line with what was approved at the AGM of 6 May 2021.

At the AGM of 6 May 2022, the shareholders approved a maximum aggregate remuneration for the Executive Management amounting to CHF 8,000,000 for the financial year 2023. The total amount of remuneration that will be paid out and accrued for this period is anticipated to be in line with the maximum aggregate remuneration approved at the AGM of 6 May 2022. The final amount that will be paid and accrued will be disclosed in the Remuneration Report 2023.

Remuneration Report

6 Objectives for 2022 and assessment of their achievement

As described in Section 3.3, the Board sets, at the beginning of each financial year, a list of quantitative and qualitative objectives to the Executive Management to assess its performance and set the amount of the annual cash bonus (short-term incentive), if any. These objectives are set to the Executive Management as a whole, rather than on an individual basis.

The table below describes the objectives that were set for the financial year 2022, together with their respective weighting and level of achievement, as assessed by the Board upon the NRC's recommendation. The objectives are aligned with the Company's strategy and guidance communicated to the public and, more specifically, with the ESG Materiality Matrix published in the Sustainability Report.

Category of objectives	Weight	Objective*	Alignment with the ESG Materiality Matrix	Achievement	
Financial	60%	Net revenues	Financial performance	Partially achieved	83%
		Pre-tax profit	Financial performance	Partially achieved	
Growth	25%	Successful launch of the crypto exchange (SQX)	Innovation / Customer experience	Achieved	100%
		Successful launch of securities lending in Europe	Innovation / Customer experience	Overachieved	
		Implementation of the first part of the revised European strategy	Financial performance / Product focus	Achieved	
		Addition of payment features to move one step closer to universal banking	Customer experience / Product focus / Credibility in the market	Partially achieved	
ESG	15%	Offering of a comprehensive set of ESG tools to Swissquote clients	Innovation / Customer experience / Product focus	Overachieved	115%
		High customer satisfaction measured with a Net Promoter Score (NPS)	Customer experience	Overachieved	
		Improved tracking of greenhouse gas emissions to enable the setting of objectives	Environmental responsibility	Achieved	
		Successful implementation of a new employer value proposition	Employee engagement / Talent development	Overachieved	
				Total achievement in 2022	92.2%
				Target award value (100% achievement)	25% of fixed remuneration
				Award for 2022	17.1% of fixed remuneration

* Pre-tax profit and net revenues correspond to 2/3 and 1/3 of the financial objectives, respectively. All other objectives are equally weighted in their respective category.

The following elements help read the above table:

- As stated in Section 3.3, the maximum cash bonus for the Executive Management members is 65% of their fixed remuneration and is reached as soon as the level of achievement of the objectives reaches 125%. For 2022, the level of achievement was below the target and the cash bonus was set at 17.1% of the fixed remuneration.

The level of achievement of each objective as disclosed in the above table was set using this scale:

Less than 50%:	Not achieved
From 50% to 90% (excluded):	Partially achieved
From 90% to less than 110% (excluded):	Achieved
110% and more:	Overachieved

Remuneration Report

6 Objectives for 2022 and assessment of their achievement (continued)

- The level of achievement for each category of objectives takes into account the assessment of each relevant objectives and is calculated with the formula set by the Board for that purpose.
- The Board may decide to deviate from the strict application of the formula under exceptional circumstances, if the absence of deviation would, in its view, lead to an inappropriate amount of the cash bonus. The deviation may be downwards (e.g. in case of material risk or compliance issues) or upwards (e.g. in case of significant adverse circumstances that could not be anticipated). In 2022, no such deviation was made.
- The bonus of the employees of the Group also depends on the achievement of the objectives set to the Executive Management, ensuring a full alignment of the workforce's interests with those of the members of the Executive Management. In case of fair or good performance, the bonus of the employees other than the Executive Management members corresponds to a percentage of these employees' salary that is smaller than the percentage of the fixed remuneration of the Executive Management. In case of partial achievement of the objectives, the bonus of the employees other than the Executive Management members may, depending on the level of achievement of the objectives and the hierarchical level of the employee, correspond to a percentage of these employees' salary that is higher than the percentage of the fixed remuneration of the Executive Management.

Remuneration Report

7 Key comparisons

7.1 CEO pay-ratio

The following table provides information for 2021 and 2022 on the ratio between the CEO's remuneration and the average and median employee remuneration. The CEO's remuneration is calculated in accordance with different rules

than those used for the amounts disclosed in Section 4.2, as explained below. This Section confirms that the CEO's remuneration is sound and sensible.

in CHF thousands	2021	2022
CEO (highest paid) remuneration	933.2	963.9
Evolution of CEO remuneration	Not available*	3.3%
Average employee remuneration	154.9	154.6
Evolution of average employee remuneration	Not available*	-0.2%
CEO pay-ratio based on average employee remuneration	603%	623%
Evolution of CEO pay-ratio based on average employee remuneration	Not available*	3.3%
Median employee remuneration	133.6	134.4
Evolution of median employee remuneration	Not available*	0.6%
CEO pay-ratio based on median employee remuneration	699%	717%
Evolution of CEO pay-ratio based on median employee remuneration	Not available*	2.6%

* Part of the relevant information is outside the applicable period.

For the purposes of calculating the ratios, the gross remuneration paid in the year under review (the "YUR") (including the cash bonus paid in the YUR with respect to the YUR-1) was taken into consideration. The same applies similarly for the previous years: for example, for the YUR-1, the gross remuneration taken into consideration was the one paid in the YUR-1 (including the cash bonus paid in the YUR-1 with respect to the YUR-2).

The evolution of the CEO remuneration from 2021 to 2022 is essentially explained by the cash bonus paid in 2022 with respect to 2021, which was a record year for the Company. The average and median employee remuneration did not change materially from 2021 to 2022. In general, absent particular drivers (e.g. significant change in the bonus), minor (downwards or upwards) changes in the average and median employee from one year to another are normal. This results from the fact that employees concretely included in the sample change every year.

To define the most relevant sample of employees, the following rules have been used:

Included	Excluded
<ul style="list-style-type: none"> - Employees: <ul style="list-style-type: none"> - working for a Group entity located in Switzerland; - having a permanent contract; - eligible for a cash bonus; and - employed since January YUR-1 and still employed in December YUR¹. 	<ul style="list-style-type: none"> - CEO (highest paid)²; - employees of the sales force under a commission scheme; and - apprentices.

¹ This rule aims at ensuring an appropriate comparison in terms of cash bonus.

² In order to comply with the GRI Standards, the calculation methodology has slightly been adapted compared with the one used for the Remuneration Report 2021 in the sense that the other members of the Executive Management are now part of the sample against which the CEO's pay is compared with. The figures for 2021 have therefore been recalculated accordingly.

Remuneration Report

7.2 Distribution between shareholders, the Executive Management and employees

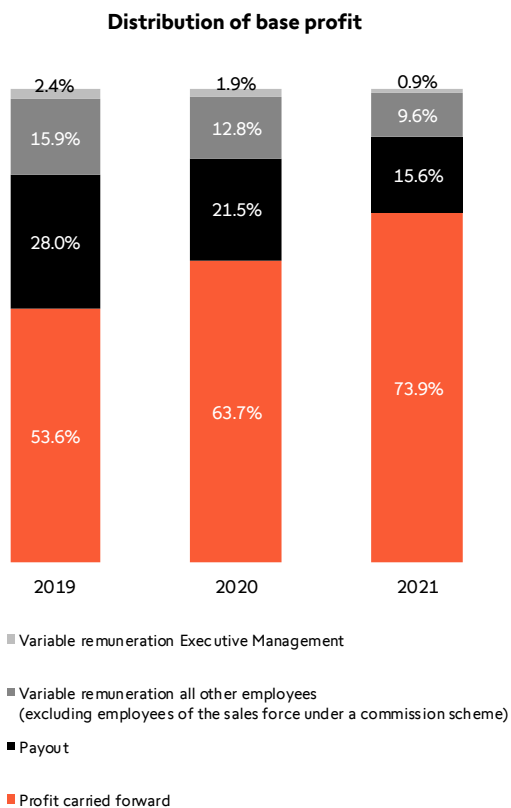
The Board seeks to ensure an appropriate distribution of the Company's profit among the following stakeholders:

- The shareholders, via the dividend or any other form of payout;
- The Executive Management members, via the variable remuneration;
- The other employees of the Group, via the variable remuneration; and
- The Group itself, which may benefit from an increased equity base thanks to the profit carried forward.

For the purposes of ensuring that the distribution among the stakeholders is appropriate, the Board carries out analyses using the concept of "base profit". The "base profit" is an adjusted net profit, in which the variable remuneration (net of tax) of the employees of the Group (including the Executive Management members) is reintegrated. The above-mentioned analyses take into consideration several factors such as the Company's profitability, the capital situation, the growth pattern, the development opportunities and other prevailing circumstances.

For example, in the context of a sustainable increase of the Company's profitability, the dividend per share and the variable remuneration of the employees of the Group (including the Executive Management members) are expected to increase. Nevertheless, the relationship between the dividend per share and the variable remuneration is not always linear. While the variable remuneration is capped, the dividend is not (to the extent of the profit carried forward). At the same time, the Group seeks to pay a dividend per share that has a certain level of stability when the variable remuneration could be nil under certain circumstances.

The chart below presents the distribution of the base profit from 2019 to 2021. Since the dividend for the year 2022 still needs to be approved by the General Meeting, the situation for 2022 will be provided in the Remuneration Report 2023:



The above chart shows that, in 2021, the respective shares of the payout, the variable remuneration of the Executive Management members and the variable remuneration of the other employees of the Group decreased in favour of the profit carried forward. The aim was to ensure a solid equity base in order to enable the Company to capture its full growth potential and take opportunities such as acquisitions.

Remuneration Report

8 Share ownership

As at 31 December 2022, the number of shares and options held by current Board members, members of the Executive Management and closely related persons, was 3,608,025 or 23.5% of the share capital.

The following tables were produced in accordance with Art. 663c CO and are also available in Note 28 to the consolidated financial statements (Section VII).

8.1 Shareholdings

The tables below indicate the shareholdings of the members of the Board, the members of the Executive Management and their closely related persons.

	Number of shares as at 31 December 2022	Number of shares as at 31 December 2021
MEMBERS OF THE BOARD		
Markus Dennler, Chairman	32,549	32,148
Jean-Christophe Pernellet, member	4,610	4,342
Beat Oberlin, member	4,036	3,786
Monica Dell'Anna, member	2,592	2,000
Michael Ploog, member	45,498	45,266
Paolo Buzzi, member ¹	1,595,377	1,606,145
Demetra Kalogerou, member ²	232	–
Martin Naville, former member ³	11,707	11,707
Closely related persons	3,334	1,834
Total as at 31 December	1,699,935	1,707,228

	Number of shares as at 31 December 2022	Number of shares as at 31 December 2021
MEMBERS OF THE EXECUTIVE MANAGEMENT		
Marc Bürki, CEO	1,771,511	1,767,070
Yvan Cardenas, CFO	320	320
Gilles Chantrier, CRO	340	340
Alexandru Craciun, CTO	1,716	1,716
Jan De Schepper, CSO	2,093	2,093
Lino Finini, COO	1,820	1,820
Morgan Lavanchy, CLO	840	340
Closely related persons	36,039	35,435
Total as at 31 December	1,814,679	1,809,134

¹ Paolo Buzzi was newly elected to the Board at the AGM 2022. He is the co-founder of the Company and previously served as member of the Executive Management of the Company from 1999 to March 2022.

² Demetra Kalogerou was newly elected to the Board at the AGM 2022.

³ Martin Naville did not stand for re-election at the AGM 2022.

Remuneration Report

8.2 Stock options

The table below provides a comprehensive overview of the options (i) held as at 31 December 2022 by Executive Management members and retired Executive Management members now Board members and (ii) which have been granted in 2022 and in past years. As a reminder, Board members cannot be granted stock options. However, a retired Executive Management member can keep their stock options previously granted. If such retired Executive Management member happens to be a Board member, then the information on their shareholdings and stock options must be disclosed in accordance with Art. 663c CO.

The total stock options outstanding as at 31 December 2022 represent 90,329 options, including 48,407 options that were exercisable as at 31 December 2022 and 41,922 options for which the start of the exercise period is ranging from 2023 to 2025. Outstanding options granted to members of Executive Management prior to their appointment to Executive Management are stated separately and represent 3,082 options.

Each option gives the right to acquire one Swissquote share (SQN; ISIN CH0010675863) at the strike price set for the concerned grant. The lock-up period ends the day before the start of the exercise period as indicated in the table below:

Grant no.	Tranche no.	Date of grant	Start of exercise period	Expiry date	Spot price at grant	Mark-up strike to spot price	Strike price	Number of options granted	IFRS fair value per option	Aggregate IFRS fair value of options granted	Total options outstanding as at 31 December 2022	Total options outstanding as at 31 December 2021
19	3	2017/08	2020/08	2022/08	32.40	5.0%	34.02	7,870	5.26	41,363	-	3,148
20	2	2018/08	2020/08	2022/08	65.53	5.0%	68.81	6,000	10.10	60,585	-	2,400
20	3	2018/08	2021/08	2023/08	65.53	5.0%	68.81	6,000	10.04	60,211	3,200	3,600
21	1	2019/08	2020/08	2022/08	42.96	16.1%	49.89	13,336	5.89	78,545	-	9,902
21	2	2019/08	2021/08	2023/08	42.96	16.1%	49.89	13,336	5.81	77,467	6,301	8,968
21	3	2019/08	2022/08	2024/08	42.96	16.1%	49.89	13,328	5.63	75,029	13,328	13,328
22	1	2020/08	2021/08	2023/08	84.50	12.4%	95.00	9,750	12.42	121,084	8,500	8,500
22	2	2020/08	2022/08	2024/08	84.50	12.4%	95.00	9,750	12.08	117,762	9,750	9,750
22	3	2020/08	2023/08	2025/08	84.50	12.4%	95.00	9,750	11.50	112,151	9,750	9,750
23	1	2021/08	2022/08	2024/08	163.60	13.1%	185.00	7,328	18.38	134,671	7,328	7,328
23	2	2021/08	2023/08	2025/08	163.60	13.1%	185.00	7,336	25.48	186,903	7,336	7,336
23	3	2021/08	2024/08	2026/08	163.60	13.1%	185.00	7,336	30.65	224,858	7,336	7,336
24	n/a	2022/08	2025/08	2027/08	128.00	13.3%	145.00	17,500	24.49	428,575	17,500	-
Total											90,329	91,346
- Of which in exercise period as at 31 December											48,407	36,518
- Of which exercise period not started as at 31 December											41,922	54,828
Total options granted in 2021								22,000	546,432			
Total options granted in 2022								17,500	428,575			
Options granted prior to the appointment to the Executive Management											3,082	5,535

As reflected in the table above, each grant made until 2021 was divided in three equal tranches, each having a two-year exercise period, but with a different start. The start of the exercise period for tranche 1 was one year after the date of grant, the one for tranche 2 was two years after the date of grant and the one for tranche 3 was three years after the date of grant. As a result, and for a whole grant, one third of the options became exercisable after one year and one third of the options expired five years after the date of grant.

For the grants that were made in 2022 and will be made the years after, the vesting of the options occurs (and will occur) three years after their grant (three-year cliff vesting).

The table above provides for each grant the spot price at grant (which is the market price of the Swissquote share at the time of grant) and the strike price of the grant, i.e. the share price above which the option is in the money.

Remuneration Report

8.2 Stock options (continued)

The mark-up of the strike price compared to the spot price is the difference between the strike and the spot prices divided by the spot price. In 2022, the strike price was set 13.3% above the spot price.

The table on the previous page also provides the total number of options granted to (as the case may be, at the time) members of the Executive Management for each grant and tranche.

The Executive Management members were granted 17,500 options in 2022. The IFRS fair value of each option is determined based on the Black-Scholes formula and takes into account the market price of the Swissquote share and the volatility of such price at the time of grant, the duration of the options and of the exercise periods. Details are provided in Note 18.2 to the consolidated financial statements (Section VII). The total fair value of options granted to Executive Management members in 2022 is CHF 428,575, which is the amount that is included in the total remuneration of the Executive Management in Section 4.2 of this Remuneration Report.

The total outstanding options are further analysed in the table below:

Grant no.	Tranche no.	Date of grant	Marc Bürki	Yvan Cardenas	Gilles Chantrier	Alexandru Craciun	Jan De Schepper	Lino Finini	Morgan Lavanchy	Paolo Buzzi	Michael Ploog	Total options outstanding as at 31 December	
			CEO	CFO	CRO	CTO	CSO	COO	CLO	Retired 2022	Retired 2021	2022	2021
			Year of appointment to the Executive Management										
1999	2019	2017	2021	2019	2019	2017	-	-	-	-			
			Number of options outstanding as at 31 December 2022										
19	3	2017/08	-	-	-	-	-	-	-	-	-	-	3,148
20	2	2018/08	-	-	-	-	-	-	-	-	-	-	2,400
20	3	2018/08	1,200	-	-	-	-	-	800	-	1,200	3,200	3,600
21	1	2019/08	-	-	-	-	-	-	-	-	-	-	9,902
21	2	2019/08	1,667	-	1,300	-	1,667	-	-	-	1,667	6,301	8,968
21	3	2019/08	1,666	1,666	1,666	-	1,666	1,666	1,666	1,666	1,666	13,328	13,328
22	1	2020/08	1,250	-	1,250	-	1,250	1,250	1,250	1,250	1,000	8,500	8,500
22	2	2020/08	1,250	1,250	1,250	-	1,250	1,250	1,250	1,250	1,000	9,750	9,750
22	3	2020/08	1,250	1,250	1,250	-	1,250	1,250	1,250	1,250	1,000	9,750	9,750
23	1	2021/08	916	916	916	916	916	916	916	916	-	7,328	7,328
23	2	2021/08	917	917	917	917	917	917	917	917	-	7,336	7,336
23	3	2021/08	917	917	917	917	917	917	917	917	-	7,336	7,336
24	n/a	2022/08	2,500	2,500	2,500	2,500	2,500	2,500	2,500	-	-	17,500	-
Total			13,533	9,416	11,966	5,250	12,333	10,666	11,466	8,166	7,533	90,329	91,346
- Of which in exercise period as at 31 December			7,949	3,832	6,382	916	6,749	5,082	5,882	5,082	6,533	48,407	36,518
- Of which exercise period not started as at 31 December			5,584	5,584	5,584	4,334	5,584	5,584	5,584	3,084	1,000	41,922	54,828
Options granted prior to the appointment to the Executive Management			-	-	-	2,416	666	-	-	-	-	3,082	5,535

Remuneration Report

8.2 Stock options (continued)

Options granted to members of the Executive Management can be exercised during the respective exercise periods, subject to compliance with the Group's policy on insider trading. More information can be found in Section 10 of the Corporate Governance Report.

In 2022, Executive Management members exercised 20,970 options in aggregate, representing a gross capital gain of CHF 2,345,763, of which CHF 288,284 relates to options granted to members of the Executive Management prior to their appointment to the Executive Management. Former members of the Executive Management exercised a total of 4,441 options, representing a total gross capital gain of CHF 525,482.

The Group has the obligation to deliver Swissquote shares when optionees exercise stock options. In order to secure its obligations towards optionees, the Company acquires and sells treasury shares.

On a cumulative basis and since the listing of the Company in 2000, the Company succeeded in acquiring, selling and delivering treasury shares at such prices and such quantities that, at 31 December 2022, the amount of the coverage of the Company's obligations toward optionees is lower than the remittance value the Company will receive should optionees exercise all options granted and outstanding at 31 December 2022.

It is worth noting that, had the Company covered the exercise of stock options via the conditional capital, the dilution would have been very limited. Indeed, in 2022, the number of stock options exercised by Executive Management members corresponds to 0.1% of the share capital (0.3% in 2021 and 0.1% in 2020).

Remuneration Report

9 Approval of the Remuneration Report

This Remuneration Report provides full transparency for the financial year 2022 with regard to the Group's remuneration arrangements and remuneration paid to the Board and the Executive Management. The Board intends to recommend that the General Meeting approve this Remuneration Report at the AGM of 10 May 2023 (consultative vote).

10 Articles of Association

The principles applicable to performance-based pay and to the allocation of equity securities, convertible rights and options are set out in Art. 21^{bis} Para. 2, and 21^{ter} Para. 1 to 3 of the AoA and the principles applicable to the additional amount for payments to members of the Executive Management appointed after the vote on pay at the General Meeting are set out in Art. 14^{bis} Para. 6 of the AoA.

The rules on loans, credit facilities and post-employment benefits for members of the Board and Executive Management are set out in Art. 21 Para. 1 and 2 of the AoA.

The vote on pay at the General Meeting is set out in Art. 14^{bis} and 21 Para. 2 of the AoA.

For further information on remuneration matters, reference is made to the AoA last amended on 6 May 2021 and applicable as at 31 December 2022, which are available at <https://en.swissquote.com/company/investors#corporate-documents> in the French original version together with an English free translation.

Report of the statutory auditor to the General Meeting of Swissquote Group Holding Ltd Gland

Report on the audit of the Remuneration Report

Opinion

We have audited the Remuneration Report of Swissquote Group Holding Ltd (the Company) for the year ended 31 December 2022. The audit was limited to the information on remuneration, loans and advances pursuant to Art. 14 to 16 of the Ordinance against Excessive Remuneration in Listed Companies Limited by Shares (Ordinance) contained in Section 4 on pages 195 to 200 of the Remuneration Report.

In our opinion, the information on remuneration, loans and advances in the accompanying Remuneration Report complies with Swiss law and article 14 to 16 of the Ordinance.

Basis for opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the 'Auditor's responsibilities for the audit of the Remuneration Report' section of our report. We are independent of the Company in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the tables marked 'audited' in the Remuneration Report, the consolidated financial statements, the financial statements and our auditor's reports thereon.

Our opinion on the Remuneration Report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Remuneration Report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the audited financial information in the Remuneration Report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Board of Directors' responsibilities for the Remuneration Report

The Board of Directors is responsible for the preparation of a Remuneration Report in accordance with the provisions of Swiss law and the company's articles of association, and for such internal control as the Board of Directors determines is necessary to enable the preparation of a Remuneration Report that is free from material misstatement, whether due to fraud or error. The Board of Directors is also responsible for designing the remuneration system and defining individual remuneration packages.

Auditor's responsibilities for the audit of the Remuneration Report

Our objectives are to obtain reasonable assurance about whether the information on remuneration, loans and advances pursuant to article 14 to 16 of the Ordinance is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Remuneration Report.

As part of an audit in accordance with Swiss law and SA-CH, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement in the Remuneration Report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.

We communicate with the Board of Directors or its relevant committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors or its relevant committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

PricewaterhouseCoopers SA



Christophe Kratzer

Audit expert
Auditor in charge



Jonathan Derungs

Audit expert

Lausanne, 15 March 2023