



Invitation to the Annual General Meeting of Shareholders of Cembra Money Bank AG

Friday, 24 April 2026, at 14:00
(doors open at 13:15)

Kongresshaus Zürich
Claridenstrasse 5, 8002 Zurich

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The invitation to the Annual General Meeting is published in German and English. In the event of inconsistencies between the English and the German version, the German version prevails.

Agenda Items and Proposals of the Board of Directors

(English translation of the binding German original)

1. Votes on the Financial and Non-Financial Reporting for the 2025 financial year

1.1 Approval of Management Report 2025, Consolidated and Individual Financial Statements 2025

Proposal: The Board of Directors proposes that the Management Report 2025 and the Consolidated and Individual Financial Statements 2025 be approved.

Explanation: The statutory auditors KPMG AG, Zurich, have audited the Consolidated and Individual Financial Statements and recommend them for approval.

1.2 Approval of the Report on Non-Financial Matters 2025

Proposal: The Board of Directors proposes that the Report on Non-Financial Matters 2025 be approved.

Explanation: Since the introduction of article 964a et seq of the Swiss Code of Obligations (CO), the Bank is required to prepare a report on non-financial matters and submit it to the Annual General Meeting for approval. The report is part of the sustainability report of the Annual Report (pages 31 to 75; overview of the reporting on non-financial matters on page 31 to 75 of the Annual Report).

The Sustainability Report 2025 has received independent limited assurance from KPMG AG, Zurich.

2. Advisory vote on the Compensation Report 2025

Proposal: The Board of Directors proposes that the Compensation Report 2025 (pages 111 to 139 of the Annual Report 2025) be approved.

Explanation: The Compensation Report forms part of the Annual Report 2025 (pages 111-139 of the Annual Report). In line with article 735 para. 3 no. 4 CO and article 11a para. 4 of the Articles of Incorporation, the Board of Directors is seeking the shareholders' approval of the Compensation Report 2025 on a consultative basis.

3. Allocation of distributable profit and distribution

Proposal: The Board of Directors proposes, following the reclassification of CHF 18 million from voluntary retained earnings reserves to the distributable profit, to pay a dividend of CHF 5.60 per share* out of the distributable profit, amounting to a total distribution of approximately CHF 164 million (depending on the number of shares issued as of the last trading day prior to the ex-date 28 April 2026, with entitlement to receive the payment) and to carry forward the remainder (in the amount of CHF 1,022,351).

Allocation of profit as proposed to the Annual General Meeting (in CHF)

Profit carried forward	CHF	850,062
Profit for the year	CHF	146,227,627
Reclassification voluntary retained earnings reserves	CHF	18,000,000
Distributable profit	CHF	165,077,689
Dividend from distributable profit	CHF	-164,055,338
New profit carried forward	CHF	1,022,351

Explanation: If the Board of Directors' proposal of a distribution is approved, the gross dividend will amount to CHF 5.60 per share (consisting of an ordinary dividend per share of CHF 4.60 and an extraordinary dividend of CHF 1.00 per share), representing a net amount of CHF 3.64 per share after deduction of the Swiss withholding tax of 35%. The dividend will be paid as from 30 April 2026 (ex-date: 28 April 2026).

4. Discharge of the members of the Board of Directors and the Management Board

Proposal: The Board of Directors proposes that full discharge be granted to the members of the Board of Directors and the Management Board for the financial year 2025.

Explanation: The members of the Board of Directors and the Management Board are not entitled to vote under this agenda item.

* Treasury shares are not entitled to the distribution of dividends.

5. Re-elections and elections

5.1 Re-election of the members of the Board of Directors

Proposal: The Board of Directors proposes that Francesco (named Franco) Morra, Marc Berg, Thomas Buess, Wanda Eriksen, Susanne Klöss-Braekler and Sandra Hauser be re-elected as members of the Board of Directors for a term of office ending with the conclusion of the next Annual General Meeting.

5.1.1 Re-election of Franco Morra as member

5.1.2 Re-election of Marc Berg as member

5.1.3 Re-election of Thomas Buess as member

5.1.4 Re-election of Wanda Eriksen as member

5.1.5 Re-election of Susanne Klöss-Braekler as member

5.1.6 Re-election of Sandra Hauser as member

Explanation: All members of the Board of Directors stand for re-election. In accordance with article 698 para. 2 no. 2 CO and article 19 of the Articles of Incorporation, the Annual General Meeting individually votes on the election of the members of the Board of Directors for a term of office ending with the conclusion of the next Annual General Meeting. Additional information on each member of the Board of Directors is provided in the “Corporate Governance” section of the Annual Report 2025 (pages 79 to 110).

5.2 Re-election of the Chairman of the Board of Directors

Proposal: The Board of Directors proposes that Francesco (named Franco) Morra be re-elected as Chairman of the Board of Directors for a term of office ending with the conclusion of the next Annual General Meeting, subject to his re-election to the Board of Directors pursuant to agenda item 5.1.

Explanation: In accordance with article 712 para. 1 CO and article 19 of the Articles of Incorporation, the Annual General Meeting elects the Chairman of the Board of Directors for a term of office ending with the conclusion of the next Annual General Meeting.

5.3 Re-election of the members of the Compensation and Nomination Committee

Proposal: The Board of Directors proposes that Susanne Klöss-Braekler, Marc Berg and Thomas Buess be re-elected as members of the Compensation and Nomination Committee for a term of office ending with the conclusion of the next Annual General Meeting, subject to their re-election to the Board of Directors pursuant to agenda item 5.1.

5.3.1 Re-election of Susanne Klöss-Braekler

5.3.2 Re-election of Marc Berg

5.3.3 Re-election of Thomas Buess

Explanation: The Annual General Meeting individually elects each member of the Compensation and Nomination Committee of the Board of Directors for a term of office ending with the conclusion of the next Annual General Meeting (article 698 para. 3 no. 2 CO and article 22a of the Articles of Incorporation).

5.4 Re-election of the independent proxy

Proposal: The Board of Directors proposes that the Law Office Keller Ltd, Zurich, be re-elected as independent proxy for a term of office ending with the conclusion of the next Annual General Meeting.

Explanation: In accordance with article 698 para. 3 no. 3 CO, the Annual General Meeting elects the independent proxy for a term of office ending with the conclusion of the next Annual General Meeting.

5.5 Election of the statutory auditors

Proposal: The Board of Directors proposes that PricewaterhouseCoopers AG (PwC), Zurich, be elected as statutory auditors of the Bank for a one-year term of office.

Explanation: PwC, Zurich, fulfils the legal requirements for independence and the other requirements according to the Audit Oversight Act and the Code of Obligations.

6. Approval of the compensation

For further explanations, please refer to the Annex “Shareholder Information on the Compensation Votes at the Annual General Meeting 2026” which sets out further details in relation to the proposed votes on compensation. The Compensation Report 2025 (part of the Annual Report 2025) is available electronically under: www.cembra.ch/en/investor/investor-relation/aggm.

6.1 Approval of the total compensation of the Board of Directors

Proposal: The Board of Directors proposes that the maximum total compensation of CHF 1,515,000 for the members of the Board of Directors for the period ending with the conclusion of the next Annual General Meeting be approved.

Explanation: For explanations on this agenda item, please refer to the Annex.

6.2 Approval of the total fixed and variable compensation of the Management Board

Proposal: The Board of Directors proposes that the maximum total amount of the fixed and variable compensation of CHF 9,880,000 for the members of the Management Board, which can be paid out in the financial year 2027, be approved.

Explanation: The maximum total amount of the compensation which can be paid out in the financial year 2027 is expected to comprise the following subtotals (inclusive of social security and pension contributions) allocated to the respective compensation components:

- Fixed compensation (including base salary and fringe benefits) of up to CHF 4,827,000.
- Variable compensation of up to CHF 5,053,000 (maximum amount in case all members of the Management Board outperform their goals to the maximum).

For further explanations on this agenda item, please refer to the Annex.

Zurich, 19 March 2026

Yours sincerely,
On behalf of the Board of Directors



Franco Morra
Chairman of the Board of Directors

Annex: Shareholder Information on the Compensation Votes
at the Annual General Meeting 2026

Contact details: Cembra Money Bank AG, Investor Relations, Bändliweg 20,
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Administrative Details

Annual Report 2025

The Annual Report 2025 (including the Compensation Report and Sustainability Report) and the reports of the statutory auditors as well as the Business Review are available at www.cembra.ch/investors.

Voting rights

Shareholders registered with voting rights in the share register as of 20 April 2026 will be authorised to exercise their voting rights. From 21 April 2026 to 24 April 2026, no entries will be made in the share register, which would create a right to vote at the Annual General Meeting. Shareholders who sell part or all of their shares before the Annual General Meeting are not entitled to vote to that extent.

Power of attorney and instructions

Shareholders who do not attend the Annual General Meeting in person may be represented by a third party or by the independent proxy. Law Office Keller Ltd, Splügenstrasse 8, 8002 Zurich, has been elected by the Annual General Meeting 2025 as independent proxy until the end of the Annual General Meeting 2026. The form enclosed with the invitation to the Annual General Meeting sent to shareholders must be used to grant a written power of attorney with instructions to the independent proxy.

The completed form shall be returned by post to the Bank's share register in the enclosed envelope (Cembra Money Bank AG, c/o Devigus Shareholder Services, Birkenstrasse 47, 6343 Rotkreuz, Switzerland) as soon as possible, but at the latest by 22 April 2026. Further information regarding the granting of a power of attorney or the issuing of instructions can be found on the proxy form.

E-voting (GVMANAGER-Live)

Shareholders can request their admission ticket or appoint a proxy via the GVMANAGER-Live platform. Shareholders can now enter their e-mail address in GVMANAGER-Live to receive future invitations to General Meetings electronically. The required access code is enclosed with the documents (registration form) sent to shareholders. The e-voting platform for electronic voting will be open until 21 April 2026.

Annex:

Shareholder Information on the Compensation Votes at the Annual General Meeting 2026

Agenda item 6.1: Approval of the total compensation of the Board of Directors

Proposal: The Board of Directors proposes that the maximum total compensation of CHF 1,515,000 for the members of the Board of Directors for the period ending with the conclusion of the next Annual General Meeting be approved.

The Chairman and the members of the Board of Directors receive a fixed compensation consisting of a basic fee and, if applicable, additional committee/chair fee based on positions held in the Board of Directors' various committees.

The proposed total amount represents an increase of CHF 15,000 compared to the previous year period. This adjustment takes into account the increased workload of the Chair of the Compensation and Nomination Committee and aligns this fee with the Chair fee of the Audit and Risk Committee.

The basic fees, the remaining committee/chair fees and the pay mix remain unchanged from the previous year period (one-third of the compensation delivered in shares of the Bank blocked for a period of five years and two-third delivered in cash). Further, the Board of Directors is required to hold a minimum number of Bank shares for a period of five years.

The indicated maximum total compensation amount of CHF 1,515,000 covers the entire compensation for the six members of the Board of Directors named in agenda item 5.1 and is in accordance with Article 25c of the Articles of Incorporation. The maximum total compensation amount for the members of the Board of Directors for the period ending with the conclusion of the next Annual General Meeting comprises the following estimates on the different elements:

(CHF in thousands)

Basic Fees	1,091
Committee/Chair Fees	290
Total Fees	1,381
Paid in Cash (2/3)	921
Paid in Shares (1/3)	460
Social Security	134
Maximum Total Compensation Amount and Proposal to Annual General Meeting	1,515

The definitive compensation amounts will be presented in the Compensation Report for the relevant periods (2026 and 2027 financial years) and will be subject to the consultative votes in relation to these reports, to be held at the 2027 and 2028 Annual General Meetings, respectively.

Evolution of the compensation of the Board of Directors

(CHF in thousands)



¹ Compensation budgeted for six members of the Board of Directors

² Compensation paid to six members of the Board of Directors

Detailed figures regarding the two last financial years are provided in the Compensation Report section of the Annual Report 2025.

Agenda item 6.2: Approval of the total fixed and variable compensation of the Management Board

The Board of Directors proposes that the maximum total amount of the fixed and variable compensation of CHF 9,880,000 for the members of the Management Board, which can be paid out in the financial year 2027, be approved.

The proposed maximum total amount covers the compensation of nine members of the Management Board and allows the Bank to reward its Management Board competitively and in line with the Articles of Incorporation, the internal compensation guidelines and in consideration of the market practice.

The proposed maximum total amount comprises fixed compensation (including pension, social security and benefits), the maximum amount of variable compensation (including social security) under the Executive Variable Compensation Plan (short-term variable compensation as well as the Performance Share Unit (PSU) allocation based on the fair value on the allocation date).

The proposed total amount is CHF 1,230,000 higher in comparison with the total amount approved for the financial year 2026 at the 2025 Annual General Meeting. This increase

takes into account the strategic expansion of the Management Board by the appointment of a Chief Customer & Growth Officer to accelerate growth and foster innovation. Furthermore, it reflects the transition in the CFO role effective 1 March 2026 and the transition period (including pro-rata eligibility of the variable compensation for 2026, paid in 2027).

The proposed amount assumes a maximum payout of 125% for the short-term variable compensation, the maximum allocation of matching shares on the short-term variable compensation deferral, and accounts for the maximum fair value at grant of the PSU. For a detailed description of the compensation structure and the compensation programs applicable to the Management Board, please refer to the Compensation Report 2025.

Breakdown of the expected target and maximum total compensation which can be paid out in the business year 2027:

<i>(in CHF)</i>		
Fixed Compensation	Base Salaries	3,500,000
	Pension, Social Security and Other Compensation	1,327,000
	Maximum Total Fixed Compensation	4,827,000
Variable Target Compensation	Total Target Variable Compensation if 100% of targets are reached (including Social Security)	3,350,000
	Maximum Short-Term Variable Compensation (STI) at Grant if maximum targets are reached and maximum of 125% of target is granted	2,030,000
Maximum Variable Compensation	Maximum Long-Term Variable Compensation (LTI) at Grant if maximum targets are reached and maximum of 125% of target is granted*	1,850,000
	Social Security on maximum STI and LTI and Reserve	378,000
	Maximum compensation in matching shares if 40% of the STI payout at maximum is converted in shares	795,000
	Maximum Variable Compensation (including Social Security) at Grant (if maximum targets are reached and maximums are granted: STI 125%; LTI 125%)*	5,053,000
TOTAL	Maximum Total Compensation and Proposal to Annual General Meeting	9,880,000

* The payout factor of the Performance Share Units ("PSUs") granted as part of the long-term variable compensation can range between 0 and 200% at the end of the three year vesting period depending on the achievement of the performance conditions. The maximum value at vesting of the long-term variable compensation assuming that all performance conditions are realised at the maximum of 200%, yet excluding any share price evolution over the vesting period, corresponds to CHF 3,700,000.

The maximum total amount of compensation requested to be approved by the Annual General Meeting will only be attained if all members of the Management Board outperform their goals and reach at grant a maximum payout of 125% in the short-term incentive programme and of 125% in the long-term incentive programme.

The definitive compensation amounts will be presented in the Compensation Reports for the 2026 financial year (with regard to the variable compensation accrued for the 2026 financial year which is paid out in Q1 2027) and for the 2027 financial year (with regard to the fixed compensation paid in 2027). The definitive compensation amounts will be subject to the consultative vote in relation to these reports, to be held at the 2027 and the 2028 Annual General Meeting, respectively.

Further details on the compensation of the Management Board are provided in the Compensation Report section of the Annual Report 2025.

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www.cembra.ch/investors