

EGM 2026 ENGAGEMENT MEETINGS

Zurich, September 2026



AGENDA



01



Board
elections



02



Shareholder
proposals



03



Discharge

Board elections

Board elections (1/2): Andreas Casutt



Year of Birth: 1963

Nationality: Swiss

Professional experience

2002– today	Niederer Kraft Frey AG: Partner (Managing Partner 2005-2014)
1993-2021	Niederer Kraft Frey AG: Associate

Education

1995	Master of Laws (LL.M.), University of Michigan, Ann Arbor
1991	Dr.iur. (Ph.D. in Law), University of Zurich

Current external mandates (selection)

Since 2013	Mikron Holding AG (SWX: MIKN): Member of the Board of Directors
Since 2014	maxon motor AG: Member of the Board of Directors (incl. in one affiliated entity)
2012-12-2026	Dextra Rechtsschutz AG: Member of the Board of Directors
Since 2008	Niederer Kraft Frey AG: Member of the Board of Directors
Since 2004	Horizon21 AG: Member of the Board of Directors (incl. in seven other affiliated entities)

Past external mandates (selection)

2010-04.2026	Siegfried Holding AG (SFZN): Member of the Board of Directors (Chairman: 2014-2026)
2016-2022	Bendura Bank AG: Vice-Chairman of the Board of Directors
2013-2022	Twelve Capital AG: Member of the Board of Directors

Full CV available here: www.leonteq.com/egm

Board elections (2/2): Reto Suter



Year of Birth: 1971

Nationality: Swiss

Professional experience

2017-06.2026	Siegfried Holding AG (SWX: SFZN): CFO
2013-2017	Lonrho Ltd: COO/CIO
2004-2013	Horizon21 AG: CIO (2011-2013); CEO (2010-2011); Group COO/Deputy CEO (2008-2010)
2001-2004	Tendo Corporate Finance AG: Partner
2000-2001	Go4Equity AG: Co-Founder and CFO

Education

2026	Board Director Diploma International, Institute for Management Development (IMD)
1999	Dr.oec.publ. (Ph.D. in Banking and Finance), University of Zurich

Current external mandates (selection)

Since 2026	Swiss Automotive Group (Derendinger Holding AG): Member of the Board of Directors
Since 2026	Accelleron Industries Ltd (SWX: ACLN): Member of the Board of Directors, Chairman of the Audit Committee
Since 2021	Inficon Holding AG (SWX: IFCN) Member of the Board of Directors, Chairman of the Audit Committee, Member of the Compensation and HR Committee

Awards

2025	CFO of the year, CFO Forum Schweiz (Category SPI)
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Full CV available here: www.leonteq.com/egm

Board of Directors (post EGM 2026)

Andreas
Casutt

First election:
09.2026*

Chairman
NRC (Member)

Independent ✓
Non-executive ✓



Philippe
Le Baquer

First election:
2021

Vice-Chairman**
NRC (Member)

Independent ✓
Non-executive ✓



Barbara
A. Heller

First election:
04.2026

ARC (Chair)

Independent ✓
Non-executive ✓



Thomas R.
Meier

First election:
2017

NRC (Chair)

Independent ✓
Non-executive ✓



Sylvia
Steinmann

First election:
2025

ARC (Member)

Independent ✓
Non-executive ✓



Juerg
C. Steiger

First election:
04.2026

Independent ✓
Non-executive ✓



Reto
Suter

First election:
09.2026*

ARC (Member)**

Independent ✓
Non-executive ✓



NRC

Nomination & Remuneration Committee

ARC

Audit & Risk Committee

** Subject to shareholder approvals*

*** Subject to Board constitution post EGM 2026*

Governance principles

- Separation of roles in line with the Swiss Code of Best Practice for Corporate Governance: Chairman of the Board and Chief Executive Officer
- Ultimate strategic supervision and control of the management of the company, including enterprise Risk Management approach
- All Board members elected on annual basis
- Board Compensation subject to annual approval by shareholders

External mandates

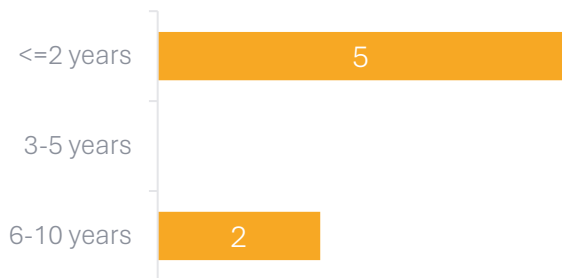
Type of mandate	Limit
Legal entities	Max. 10 mandates
of which listed companies ¹	Max. 4 mandates
Charitable legal entities ²	Max. 10 mandates

¹ Mandates for which remuneration is received, whereby multiple mandates in various companies that belong to the same group of companies count as one

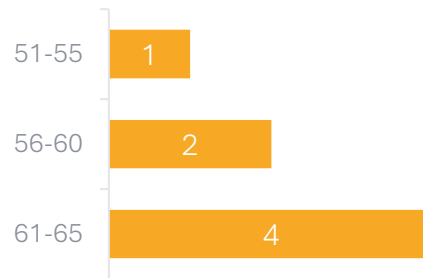
² Mandates for which no remuneration is received

Board composition (post EGM 2026)

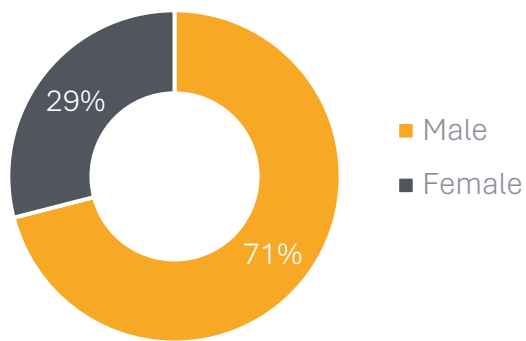
Length of tenure



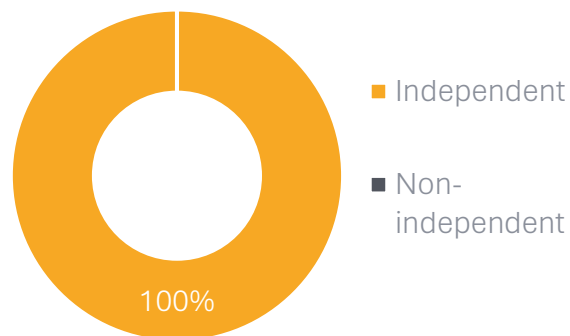
Age



Gender diversification



Independence



Independence criteria*

Leonteq's non-executive members of the Board of Directors are deemed independent if they:

- Are not currently, and have not in the previous three years, been employed in some other function within the Company;
- Have not been employed in the previous two years by Leonteq's audit firm as a lead auditor (of the regulatory audit);
- Have no commercial links with the Company which, in view of their nature and scope, would lead to a conflict of interests (including directorships on the Boards of commercial partners);
- Are not significant shareholders of Leonteq (shareholding of 10% or more) and are not representatives of individual shareholders (private or institutional) or a specific group of shareholders.

*The Board's independence criteria are in excess of the SIX Swiss Exchange Directive on Information relating to Corporate Governance, the FINMA Circular on Corporate Governance and the Swiss Code of Best Practice for Corporate Governance.

Shareholder proposals



Launch of a share buyback programme

Proposal by Mr Rainer-Marc Frey (Indirectly through H21 Macro Ltd) 23.3% in Leonteq shares

- The Board of Directors is to be instructed to launch a share buyback programme with a volume of up to 5,000,000 registered shares with a nominal value of CHF 1.00 each, and a maximum acquisition value of CHF 100,000,000.
- The program shall be executed via a separate trading line in the period between the Extraordinary General Meeting in autumn 2026 and the end of June 2028.
- The repurchased shares shall be cancelled in the context of a capital reduction at an ordinary or extraordinary general meeting.

Board considerations

- › The Board continues to support the principle of a share buyback but is not providing any recommendation as to how shareholders should vote on Mr Frey's proposal.
- › As communicated on 23 July 2026, the Board confirms its intention to launch a share buyback in early 2027 provided that the CET1 ratio is maintained at a level meaningfully in excess of 15% on a sustainable basis, and will consider a total distribution to shareholders (dividend plus share buy-back) in line with the Group net profit for the full year 2026.
- › If the proposal is approved by shareholders, when deciding the timing and amount of the share buyback, the Board will exercise its fiduciary and regulatory duties (in particular the objective of maintaining a CET1 ratio at a level meaningfully in excess of 15% on a sustainable basis)
- › It will need to seek the approval of Swiss Financial Market Supervisory Authority FINMA, the Swiss Takeover Board and SIX Swiss Exchange prior to the launch of any share buyback

Changes of articles of AoA (BoD compensation)

Proposal by Mr Rainer-Marc Frey (Indirectly through H21 Macro Ltd) 23.3% in Leonteq shares

- The Articles of Association are proposed to be amended insofar that in addition to the fixed remuneration, members of the Board of Directors may receive variable remuneration in the form of the company's equity securities.
- According to the proposal, the variable remuneration is to be based on the performance of the company's share price and subject to the acquisition or holding of a defined number of equity securities of the company.
- While details of the share scheme shall be determined by the Board of Directors, the proposal provides that the equity securities allocated under the share ownership program shall be subject to a lock-up period of at least three years from the date of allocation

Board considerations

- › The Board of Directors recommends shareholders to vote against the proposal to change the Articles of Association.
- › The proposed changes would introduce a variable, performance-dependent compensation element for the remuneration of the members of the Board of Directors, which is not in line with the best-practice remuneration approach for non-executive directors of Swiss listed companies.
- › The current remuneration framework for the Board of Directors already includes a minimum of 40% of total compensation paid in shares, locked up for a period of three years, in line with what is considered best practice (see next page for more details).

Compensation principles and fee structure for the Board of Directors (best-practice scheme)

01 Non-performance-related compensation in the form of a director's fee

02 Paid in cash and in Leonteq shares

03 A minimum amount of 40% of the compensation is paid in Leonteq shares, valued at market price at grant date

04 Shares are locked for a period of three years

05 No additional compensation for attending meetings

Annual director's fee (unchanged since 2018)		CHF
Member of the Board of Directors		150,000
Additional fee for Chairman		200,000
Additional fee for Vice-Chairman		50,000
Additional fee for Committee Chairs		40,000

Discharge

Discharge (2024 and 2025) for members of the Board and Executive Committee after closing all legacy matters

Conclusion of regulatory legacy matters

- Following the conclusion of enforcement proceedings in December 2024, a number of measures were ordered by the Swiss Financial Market Supervisory Authority (FINMA) to be implemented
- Leonteq addressed these measures with high priority in 2025, which were reviewed by a FINMA-appointed audit mandatory in the second half of 2025 and the first quarter of 2026
- In June 2026, FINMA confirmed to Leonteq that all ordered measures have been implemented
- **As a result, no regulatory proceedings against Leonteq Group entities remain pending, providing clarity and certainty for the continued execution of its business priorities**

Comprehensive programme over the last few years to strengthen global compliance and risk management framework

- New appointments to key leadership and expert positions and reduction in number of target markets
- Enhanced internal control system by introducing new policies, adding additional controls and widening the scope of monitoring activities
- Substantial investments in staff as well as in processes, technology and data analysis.
- Significant investments have been and continue to be made in enhancing transaction monitoring and the monitoring of the distribution chain

