



## BONDPARTNERS SA, Lausanne

### Invitation to the 44th Annual General Meeting

scheduled on Wednesday, May 24, 2017, at 4:30 pm  
(desk opens at 4:00 pm)  
at Beau-Rivage Palace, Place du Port 17-19, 1006 Lausanne Ouchy

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#### Agenda and proposals of the Board of Directors:

1. Approval of the minutes of the Ordinary General Meeting held on May 25, 2016  
- The Board of Directors proposes to the Shareholders that they approve said minutes.
2. Approval of the annual report pertaining to the financial year 2016  
- The Board of Directors proposes to the Shareholders that they approve its annual report.
3. Approval of the accounts for the year 2016; report of the statutory auditors on the financial accounts  
- The Board of Directors proposes to the Shareholders that they approve the financial statements of Bondpartners SA ended December 31, 2016.
4. Resolution regarding the appropriation of available earnings per balance sheet as of December 31, 2016  
- The Board of Directors proposes to the Shareholders that they approve the appropriation of profit as follows:

Net profit for financial year 2016:	Fr.	2'616'928
Balance carried forward from previous year:	Fr.	<u>121'029</u>
Amount available from the balance sheet:	Fr.	2'737'957
Distribution of a 35 % dividend on share capital (registered and bearer shares):		
	Fr.	1'925'000
Attribution to other reserves:	Fr.	200'000
Balance to be carried forward:	Fr.	<u>612'957</u>
Total:	Fr.	2'737'957

Subject to the approval of this proposal, the following dividend shall be paid out, starting on June 1, 2017 upon presentation of coupon 19 (renewal of coupons' sheets):

	<u>per bearer share</u>	<u>per registered share</u>
Gross 2016 dividend per share:	Fr. 35.00	Fr. 3.50
Deduction of a 35% withholding tax:	<u>Fr. 12.25</u>	<u>Fr. 1.25</u>
Net income per share:	Fr. 22.75	Fr. 2.25

5. Discharge of the members of the Board of Directors
    - The Board of Directors proposes to the Shareholders that they grant the discharge of liability for the Board of Directors for the business year 2016.
  
  6. Elections of the Members of the Board of Directors
    - The Board of Directors proposes to the Shareholders to elect by individual vote, until the next ordinary General Meeting, the following Members:
      - 6.1 Mr Stéphane Bise
      - 6.2 Mr Edgar Brandt
      - 6.3 Mr Régis Menétrey
      - 6.4 Mr Antoine Spillmann
      - 6.5 Mr Jean-Luc Strohm
      - 6.6 Mr Christian Plomb as Chairman of the Board.
  
  7. Election of the Independent Proxy
    - The Board of Directors proposes to elect Me Eric Ramel, Lawyer in Lausanne, as Independent Proxy until the next ordinary General Meeting.
  
  8. Election of the Statutory Auditors
    - The Board of Directors proposes to elect KPMG as Statutory Auditor of the company for the financial year ending December 31, 2017.
  
  9. Other
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**Documentation, right to attend and vote, representation:**

This publication serves as shareholder's convening notice.

The management report, which includes the 2016 annual report, the statutory annual accounts (including balance sheet, income statement, shareholders equity statement and appendix) as well as the Auditors' report, are available to shareholders for consultation starting April 24, 2017, at the Company's headquarters located at Av. de l'Elysée 24 in Lausanne.

Holders of the bearer shares who wish to attend the Annual General Meeting or wish to be represented by a third party, may withdraw the admission card no later than **May 17, 2017** upon the Banque Cantonale Vaudoise and its subsidiaries or at the Company's headquarters, subject to the deposit of shares or against presentation of a certificate attesting that the shares have been deposited at a bank. The shares have to remain deposited until the day following the General Meeting. Subject to the relevant articles of the Federal Law on the implementation of the FATF recommendations.

The General Meeting designated in May 2016 Me Eric Ramel, attorney, Rue de Bourg 20, 1003 Lausanne, as Independent proxy (689c CO) for this General Meeting, Shareholders wishing to be represented by the latter can provide him, until **May 17, 2017**, their admission card along with their proxy and their voting instructions. In the absence of specific instructions to vote or authorization to vote in favor of the Board of Directors proposals, the Independent proxy will abstain.

Bondpartners SA also offers to its shareholders the opportunity to communicate their decisions electronically, through the website ([www.votebpl.com](http://www.votebpl.com)) dedicated for this purpose. By this means, Shareholders may grant proxy to the Independent proxy and submit their online voting instructions, according to the same principles. The deadline for transmitting your voting instructions to the Independent Representative electronically is May 22, 2017 at the latest. If you have any questions about our platform [www.votebpl.com](http://www.votebpl.com), please contact us by email at [info@bpl-bondpartners.ch](mailto:info@bpl-bondpartners.ch) or by phone at +41 21 613 43 43.

Shareholders wishing to grant proxy to another Shareholder should complete the proxy on the front of the admission card and forward it directly to the Shareholder appointed with their voting instructions. In the absence of specific instructions to vote or authorization to vote in favor of the Board of Directors proposals, the representative will abstain.

Shareholders wishing to submit their requests of inclusion of items on the agenda and their proposals are requested to send them to the Company's headquarters, Avenue de l'Elysée 24, CH-1001 Lausanne, until the May 17, 2017, at the latest.

**BONDPARTNERS SA**

Chairman of the Board  
Christian Plomb

Secretary of the Board  
Olivier Perroud

Lausanne, April 13, 2017