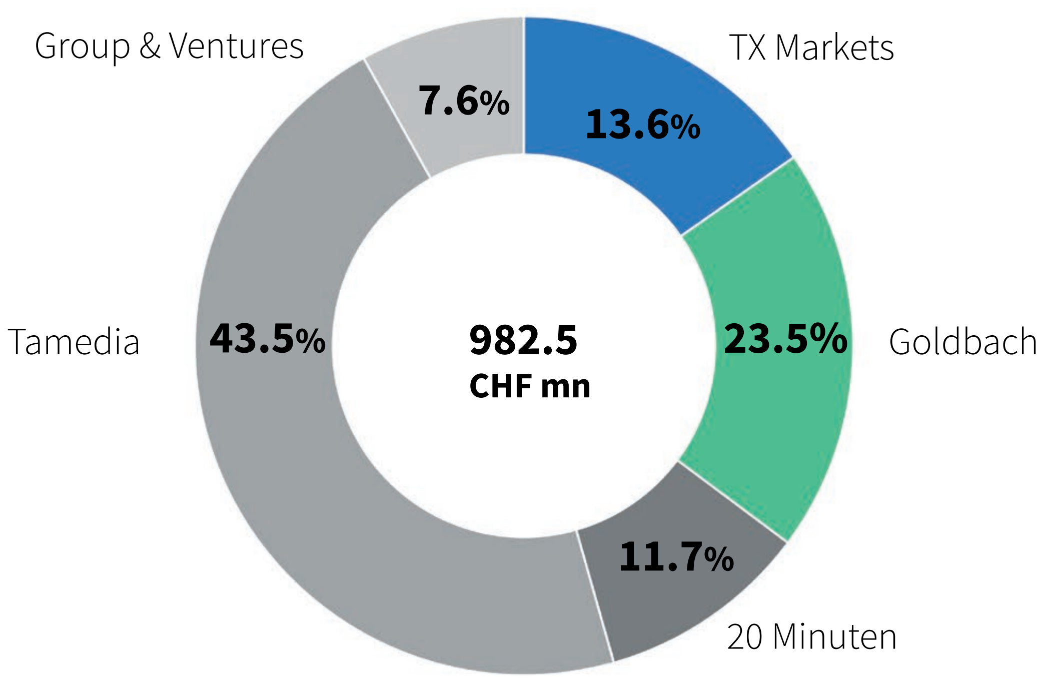
Annual Report
2023

Group at a Glance

Revenues **982.5 CHF mn** PY: 925.2 CHF mn	Equity ratio **75.1%** PY: 78.1%
EBIT adj. **143.6 CHF mn** PY: 100.1 CHF mn	Net liquidity **23.9 CHF mn** PY: 140.1 CHF mn
EBIT adj. margin **14.6%** PY: 10.9%	Cash flow after investing activities in property, plant and equipment and intangible assets (FCF b. M&A) **161.7 CHF mn** PY: 79.6 CHF mn

Segment share of total revenues with third parties



Dr. Pietro Supino,
Chairman & Publisher

Dear Shareholders of TX Group,
Dear Business Partners,
Dear Colleagues,

Following the improved results of the first half of the year, business continued to develop positively. TX Group closed the 2023 financial year significantly better than in the previous year. Revenue, net income and cash flow increased considerably in an environment that remained challenging. This deserves great recognition and gratitude to all employees and management!

As in previous years, JobCloud (TX Group holds a 50% stake) made the biggest contribution to net income. Due to the difficult economic situation, the development of JobCloud and, to an even greater extent, karriere.at in Austria (JobCloud holds a 49% stake) slowed down. Revenues and net income have declined. Economic fluctuations have an impact on the cyclical job market. Nevertheless, JobCloud was able to generate a solid result. The long-term outlook remains very good, for which reason investments in business development continue to be made despite the decline in net income.

SMG Swiss Marketplace Group (TX Group holds a 30.74% stake) performed well. Following the establishment of the joint venture at the end of 2021 and the contribution of Homegate, Ricardo, tutti and car4you by TX Group, SMG more than doubled its net income in the 2023 financial year and also took a strategic step in the important real estate segment with the integration of Flatfox. The company confirms its great potential, to be realised in the coming years as it moves towards its planned IPO. It should be noted that in 2023 SMG did not distribute any dividends and has therefore not yet made a contribution to TX Group's cash flow.

Goldbach, Tamedia and 20 Minuten also made progress in the 2023 financial year. They are directly impacted by the ongoing structural change. Both advertising income and income from the user market are declining due to lower prices as a result of the digital transformation. The dual challenge is to adjust the cost base to economic realities while developing new offers and increasing the value added.

Goldbach took a major step forward in the strategically important area of out-of-home advertising with the acquisition of Clear Channel Switzerland. This resulted in a strong position that has already led to an increase in revenue and promises a significant contribution to net income in the future. Goldbach now has three strong business models: out-of-home advertising, the placement of advertising in electronic media (television and radio) and the commercialization and brokerage of online advertising. Goldbach continues to invest in the development and expansion of its own booking platforms (particularly for SME customers) and works closely with Tamedia and 20 Minuten.

With the support of Goldbach, 20 Minuten and Tamedia will strengthen their competencies in advertising marketing. Brand sales and the development of premium offers will benefit from this. 20 Minuten's encouraging development of its leading position with its own platforms and on social media provides a good starting point. At Tamedia, the expansion of monetization in the digital user market remains the top priority. To this end, investments are also being made in new offerings. For example, the "Traffic Monitor" launched in 2023 will offer exclusive news, background reports and investigative journalism specifically for the mobility industry.

Beyond day-to-day business, the mega topic of artificial intelligence (AI) has dominated discussions over the past year. Our industry has always been closely linked to technological developments in our Group: the first experiences with AI were already made several years ago. Now, the industry is becoming aware of AI's great potential and how easily it can be exploited. What initially promised to boost efficiency and productivity is becoming an integral part of the creative process.

It is helpful that the new possibilities can to a certain extent be explored as a conversation. For the time being, applications are mostly being used behind the scenes to create the media offerings. But new forms of media use and interaction are also becoming imaginable. The development is fascinating and offers fantastic perspectives. However, we are still far from understanding everything, making it necessary to handle the new possibilities with care.

In this context, I am thinking above all about the role of transparency. We should develop positive goals and be cautious with restrictions. It would be irresponsible not to experiment with the possibilities of generative artificial intelligence. In any case, we media professionals remain responsible for the content that we publish - regardless of whether it is created by us, with machines or, in the future, most likely a combination of both.

And this responsibility is not a burden, but a great opportunity, especially for journalism. After all, the new technological possibilities will boost content creation. The existing oversupply of content will continue to increase massively. There will be even more questionable content. The danger of manipulation is not new. Now it will be magnified. That is a major concern. This is why we need professional journalism more than ever, which is the base of our confidence that there will be a long-term demand and willingness to pay for it.

Journalistic qualities are differentiating factors in content oversupply. If one does not want to lose relevance, one must offer more:

- journalistic work begins with a proper, independent and fact-oriented research
- whenever possible on spot
- resulting in verified content
- which must be placed in context
- reduced to the essential or prepared broader, depending on needs and taste
- combined with varying degrees of entertainment
- and practical information for everyday life is important.

Insights, deep dives, interpretations and forecasts are only possible on the basis of a carefully studied and clearly presented reality. This is the only way to lead a self-determined life. The aim is for people to be able to form their own opinions. Ultimately, it is about credibility as a prerequisite for freedom.

We documented our views about "Quality in the media" for Tamedia in 2017 in a handbook, which was revised last year and is soon to be published in a second edition. 20 Minuten has developed its own journalistic guidelines, which will be presented at the annual media conference.

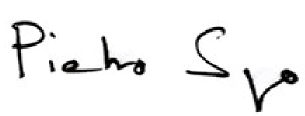
It is not complicated but a matter of the basics of the journalistic craft

- to avoid errors and correct errors when these occur
- to strive for truth in the sense of completeness
- to ensure transparency and fairness

And it is about specific qualities that differently positioned media should fulfil according to their value proposition. Granted, this can be more complicated.

On this basis, we conduct an annual quality monitoring with all editorial teams. On the one hand, because dealing with journalistic quality is a question of culture. And secondly, to be accountable to the public for how we fulfil our responsibility.

Given the pleasing financial year 2023, I would like to thank our employees for their great commitment and our business partners and shareholders for their valued trust.



Dr. Pietro Supino
Chairman & Publisher

Group structure

* Not a member of the group management

TX Group is organised as a holding company. The companies Goldbach, 20 Minuten and Tamedia each have their own CEO and are managed independently by their own Management Boards. These report to the Board of Directors at their company, which comprises individual members of the Board of Directors at TX Group AG and other independent third parties. In regards to the majority interests in Doodle and Zattoo, which are combined within the Group & Ventures segment, this role is performed by a member of Group Management at TX Group.

Group Management at TX Group is divided into the areas of Group Operations, Group Communications & Sustainability and Group Development. These areas oversee the holding functions, particularly, the management of interests, and also provide services for the companies within the Group. Thanks to the extensive division of managerial responsibility across the Group functions on one side and of the operational business within the companies and holdings on the other, “checks and balances” and a flat and efficient structure are ensured.

Segment reports

TX Markets

in CHF mn	2023	2022	Change
Classifieds & services revenue [1]	133.7	138.8	–3.7%
Other operating revenue [1]	0.0	0.9	–97.3%
Revenues	**133.8**	**139.7**	**–4.3%**
of which organic revenues [2]	133.8	139.7	–4.3%
Operating expenses [3]	(60.5)	(62.8)	–3.7%
Share of net result of associates / joint ventures	26.7	(10.9)	n.a.
Operating income / (loss) before depreciation and amortisation (EBITDA)	**100.0**	**66.1**	**51.3%**
Margin [4]	74.8%	47.3%	27.5%p
Depreciation and amortisation	(6.9)	(6.6)	4.5%
Operating income / (loss) before effects of business combinations (EBIT b. PPA)	**93.2**	**59.5**	**56.5%**
Margin [4]	69.7%	42.6%	27.1%p
Depreciation and amortisation resulting from business combinations	(10.3)	(10.3)	0.0%
Operating income / (loss) (EBIT)	**82.8**	**49.2**	**68.4%**
Margin [4]	61.9%	35.2%	26.7%p
Normalisation [5]	25.1	44.0	–42.9%
Operating income / (loss) (EBIT adj.)	**108.0**	**93.2**	**15.8%**
Margin [4]	80.7%	66.7%	14%p
Number of employees (FTE) [6]	**293**	**262**	**11.9%**

1 Includes third-party revenue and revenue vis-à-vis other TX segments.
2 Includes only companies and activities that were included in the scope of consolidation for the entire reporting period 2023 and 2022. There were no changes in the TX Markets segment.
3 No IAS 19 pension costs (as in segment reporting).
4 The margin relates to revenue.
5 Normalisation effects:
– Amortisation and impairment from business combinations of associate SMG (2023: CHF 14.8 million; 2022: CHF 33.7 million).
– Amortisation from business combinations (2023: CHF 10.3 million; 2022: CHF 10.3 million).
6 Average number of employees, excluding employees in associates / joint ventures.

TX Markets segment includes the strategic investments in SMG Swiss Marketplace Group (30.74%, at equity consolidation) and the job portal JobCloud (50%, fully consolidated). JobCloud holds an investment in the Austrian job platform Karriere.at (JobCloud share in Karriere.at is 49%, at equity consolidation).

JobCloud

www.jobcloud.ch

JobCloud is the leading digital company in the Swiss recruitment market, with the broadest range of job advertisements, and is owned by TX Group and Ringier. The job portals and aggregators jobs.ch, jobup.ch and JobScout24, as well as the individual websites, help candidates find the most suitable position for them. The portfolio offers a variety of services for companies and job-seekers. JobCloud has a significant investment in Austria's leading job portal karriere.at, which owns 100% of the marketplace Hokify and the ATS eRecruiter.

After a record year in 2022, JobCloud also achieved a very good result in 2023, the second best in its history. In particular, the customer base of companies and registered job-seekers grew significantly. The decline in revenue compared with the previous year is attributable to the challenging economic situation.

Job seekers remained very active in Switzerland, and the customer base was further increased, particularly among SMEs. But overall, low economic growth meant employers were more reluctant to recruit than in the previous year. In keeping with long-term developments, however, JobCloud continued with its investments in the digitisation of services, quality improvements and the optimisation of organisational aspects. More is also being done to integrate AI-based applications into JobCloud's products and tools.

Karriere.at suffered from stubbornly high inflation in Austria. The influence on negotiations of collective agreements and the resulting significant increase in personnel costs had a considerable impact on the recruitment process at medium-sized and larger companies. Karriere.at responded to this development with strict cost control, although investments for the future were also made. In addition, the ongoing drive to increase market share was again successful with the full acquisition of the marketplace Hokify.

The long-term trends on the Swiss and Austrian employment market remain unchanged, particularly the shortage of skilled employees, so JobCloud and Karriere.at are optimistic about the future.

SMG Swiss Marketplace Group

www.swissmarketplace.group

SMG Swiss Marketplace Group is a network of online marketplaces and one of the leading digital companies in Switzerland. SMG was created in mid-November 2021 with the merger of Scout24 Schweiz and TX Markets and is owned by TX Group (30.74%), Ringier (29.34%), Die Mobiliar (29.34%) and General Atlantic (10.03%). The company covers the four areas of real estate, automotive, general marketplaces and finance and insurance. The platforms finance themselves through different fee models ranging from enrolment fees to transaction fees, commissions and various advertising formats.

SMG Swiss Marketplace Group did very well in the 2023 financial year. Revenues were significantly up (+12%) on the previous year, and net income (EBITDA) more than doubled. All areas at Swiss Marketplace Group contributed to this success. Important projects, as part of the post-merger integration process, included the technical merging of platforms and the ongoing review of the cost structure. At the same time, new products, services and security functions were introduced with a view to addressing customer needs in a more targeted way and improving security around purchases, sales and data. At the General Marketplace Ricardo, for example, the MoneyGuard service was launched to protect transactions, while the "MieterPlus" product was launched on the real estate platforms.

SMG Swiss Marketplace Group with a balanced portfolio

Existing and newly launched platforms at home and abroad are livening up the market. SMG platforms enjoy a strong position in Switzerland because – as pioneers – they have been active for almost 30 years. SMG Swiss Marketplace Group is optimistic about the future and aims to continue with significant growth across all areas of the business.

Goldbach

www.goldbach.com

Managing Director: Michi Frank

in CHF mn	2023	2022	Change
Advertising revenue [1]	122.3	46.8	161.3%
Classifieds & services revenue [1]	11.5	10.6	8.1%
Commercialization revenue [1]	125.2	124.5	0.5%
Other operating revenue [1]	15.6	9.1	70.3%
Other income [1]	0.2	0.5	–55.6%
Revenues	**274.7**	**191.5**	**43.4%**
of which organic revenues [2]	202.1	191.5	5.5%
Operating expenses [3]	(193.3)	(141.5)	36.6%
Share of net result of associates / joint ventures	(0.0)	0.0	n.a.
Operating income / (loss) before depreciation and amortisation (EBITDA)	**81.4**	**50.1**	**62.6%**
Margin [4]	29.6%	26.1%	3.5%p
Depreciation and amortisation	(57.3)	(28.9)	98.0%
Operating income / (loss) before effects of business combinations (EBIT b. PPA)	**24.1**	**21.2**	**14.2%**
Margin [4]	8.8%	11.0%	–2.3%p
Depreciation and amortisation resulting from business combinations	(18.2)	(13.8)	32.0%
Operating income / (loss) (EBIT)	**5.9**	**7.4**	**–19.3%**
Margin [4]	2.2%	3.8%	–1.7%p
Normalisation [5]	18.9	13.8	36.5%
Operating income / (loss) (EBIT adj.)	**24.8**	**21.2**	**17.1%**
Margin [4]	9.0%	11.1%	–2%p
Number of employees (FTE) [6]	**838**	**674**	**24.3%**

1 Includes third-party revenue and revenue vis-à-vis other TX segments.
2 Includes only companies and activities that were included in the scope of consolidation for the entire reporting period 2023 and 2022. In the Goldbach segment, the contribution of Clear Channel Schweiz and AdUnit was excluded accordingly in the current period.
3 No IAS 19 pension costs (as in segment reporting).
4 The margin relates to revenue.
5 Normalisation effects:
– Correction of deferred revenue from initial consolidation of Clear Channel Schweiz (2023: CHF 0.6 million).
– Amortisation resulting from business combinations (2023: CHF 18.2 million; 2022: CHF 13.8 million).
6 Average number of employees, excluding employees in associates / joint ventures.

Goldbach markets and brokers advertising across the following areas: TV, radio, print, online, mobile, out-of-home advertising and performance marketing. The advertising inventories originate mainly from TV broadcasters (groups), radio stations, owners of outdoor advertising spaces or providers of sites for outdoor advertising spaces, websites (online publishers) and newspaper publishers. Goldbach has also been marketing the advertising inventories of 20 Minuten and Tamedia since 2020.

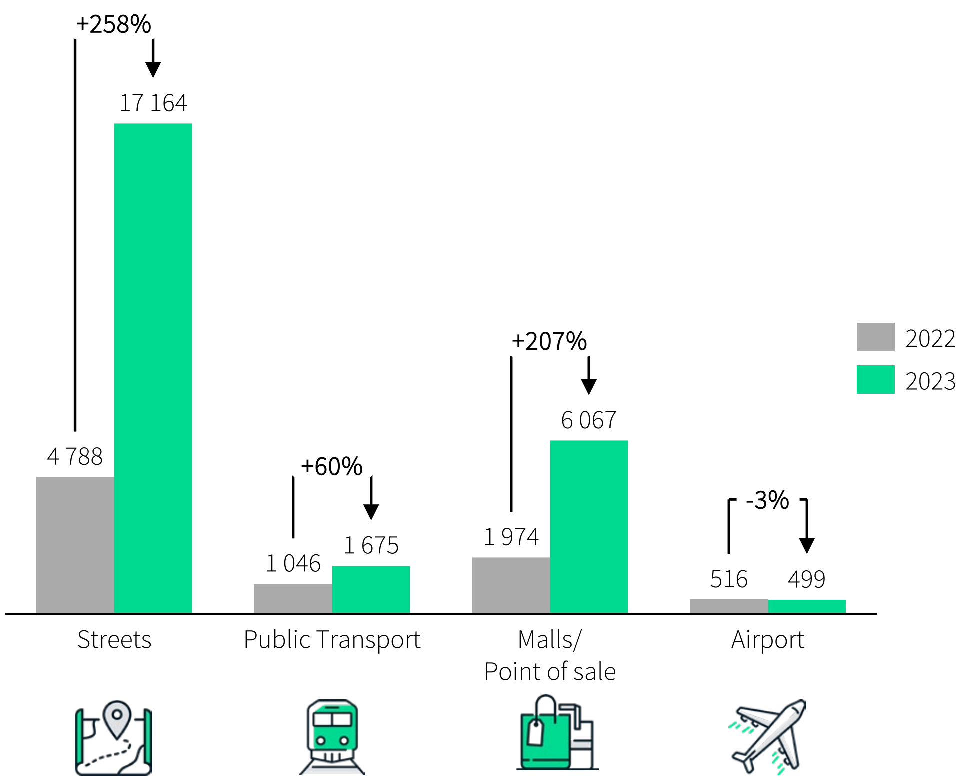
Like 2022, 2023 was a challenging year for Goldbach. The year also marked a milestone: the acquisition of Clear Channel Schweiz gave out-of-home advertising a real boost and laid the foundations for a highly promising future of profitable growth. Despite the one-off costs associated with the integration of Clear Channel Schweiz, the acquisition has already resulted in a clear increase in net income (EBITDA, EBIT adj.) for Goldbach in the reporting year. Revenues also increased significantly thanks to acquisitions.

In the marketing area, Goldbach is still facing declining revenues within the core business of TV and print. Some important success was achieved though securing new clients (TF 1, TRC and Swiss 1) as of 2024. With these new clients and thanks to strict cost management, Goldbach is also optimistic about the future in the area of commercialization.

By tapping into new revenue streams and with its strong position in the growth area of out-of-home advertising, the aim is to compensate for the decline in revenues in the core TV and print business in the medium term. These include, for example, the replay ads on TV introduced in 2022 and the strategic focus on regional sales and attracting SME customers. At the end of 2023, Goldbach Group agreed on a management buyout with the management of the digital agency dreifive. The sale of dreifive is to be seen as a logical step in Goldbach Group's strategic focus on the marketing of advertising. The transaction is scheduled to be completed in the second quarter of 2024.

Out-of-home advertising: successful founding of Goldbach Neo OOH AG
Announced at the end of December 2022, the acquisition of Clear Channel Schweiz was completed in the reporting year. The closing was on 31 March 2023. The remaining non-controlling interests of Neo Advertising AG were duly acquired. As of 27 June 2023, Clear Channel Schweiz AG was renamed Goldbach Neo OOH AG. The integration of Neo Advertising AG into Goldbach Neo OOH AG took place at the end of September 2023. Since then, the entire out-of-home advertising inventory of the previous companies may be recognised for Goldbach Neo for 2024.

Goldbach Neo OOH portfolio by segments
Number of advertising spaces



Focus on regional sales and attracting SME customers
Goldbach's acquisition of the former Swisscom subsidiary AdUnit, at the start of the year, was part of the focus on attracting business among the SME customer group. Thanks to AdUnit's established software solution, even customers with a small advertising budget can enjoy easy access to quality advertising media in Switzerland. Customers benefit from tech-supported services, a fully automated approach to campaign optimisation and evidence of performance in the form of live reporting. The Goldbach Regional area was founded in early 2024 and will take care of regional sales from now on. As early as the first seven months of the actual test phase in 2023, over 250 new customers were acquired, whose advertising campaigns were processed via the new Goldbach booking tool.

20 Minuten

www.20min.ch

Managing Director: Bernhard Brechbühl

in CHF mn	2023	2022	Change
Advertising revenue [1]	107.4	105.7	1.7%
Classifieds & services revenue [1]	4.3	4.4	–1.4%
Other operating revenue [1]	6.5	4.8	37.6%
Other income [1]	0.1	0.2	–42.8%
Revenues	**118.4**	**115.0**	**3.0%**
of which organic revenues [2]	118.4	115.0	3.0%
Operating expenses [3]	(105.8)	(101.2)	4.5%
Share of net result of associates / joint ventures	(2.5)	(5.5)	–53.6%
Operating income / (loss) before depreciation and amortisation (EBITDA)	**10.1**	**8.3**	**21.5%**
Margin [4]	8.5%	7.2%	1.3%p
Depreciation and amortisation	(1.0)	(0.9)	11.9%
Operating income / (loss) before effects of business combinations (EBIT b. PPA)	**9.1**	**7.4**	**22.6%**
Margin [4]	7.7%	6.5%	1.2%p
Depreciation and amortisation resulting from business combinations	(2.1)	(2.2)	–1.6%
Operating income / (loss) (EBIT)	**7.0**	**5.2**	**32.8%**
Margin [4]	5.9%	4.6%	1.3%p
Normalisation [5]	5.7	10.0	–42.9%
Operating income / (loss) (EBIT adj.)	**12.7**	**15.3**	**–16.9%**
Margin [4]	10.7%	13.3%	–2.6%p
Number of employees (FTE) [6]	**313**	**322**	**–2.7%**

1 Includes third-party revenue and revenue vis-à-vis other TX segments.
2 Includes only companies and activities that were included in the scope of consolidation for the entire reporting period 2023 and 2022. There were no changes in the 20 Minuten segment.
3 No IAS 19 pension costs (as in segment reporting).
4 The margin relates to revenue.
5 Normalisation effects:
– Impairment of the associate Ultimate Media Beteiligungs- und Management GmbH (2023: CHF 3.6 million; 2022: CHF 7.8 million).
– Amortisation resulting from business combinations (2023: CHF 2.1 million; 2022: CHF 2.2 million).
6 Average number of employees, excluding employees in associates / joint ventures.

Launched at the end of 1999 for a young, urban target group, the free newspaper 20 Minuten has developed into the Swiss media brand with the widest coverage and has a presence in eight regions across German-speaking Switzerland, western Switzerland and Ticino. News from Switzerland and around the world, entertainment and inspiration: 20 Minuten tells stories that get people talking. The journalism of 20 Minuten is reliable, compact, responsible, free from ideology and available at no cost to all. 20 Minuten offers a wide range of multimedia content on both digital channels and social media. 20 Minuten also has investments in the free newspaper Heute and heute.at in Austria as well as in L'essentiel in Luxembourg.

2023 was an extremely challenging year for the media industry as a whole, including 20 Minuten. One positive development was the growth in advertising revenue, with overall revenues at the 20 Minuten Group also increasing on the previous year. However, structural change and the migration of digital advertising money towards the major international tech companies remain a challenge. Consequently, savings measures had to be introduced in the reporting year to facilitate adjustment to the new realities. The costs for the social plan have already been recognised, but the measures will not have a positive effect on results until 2024. The results of 20 Minuten also suffered in 2023 on account of a write-down involving the print edition of Heute as well as a decline in revenues at heute.at. By contrast, the results of L'essentiel in Luxembourg showed a very positive trend.

In Switzerland, 20 Minuten restricted its focus to the core business of journalism in the reporting year. For example, the editorial team adopted a cross-functional approach in German-speaking Switzerland, and traditional news vehicles were strengthened too. Following a significant decline in user figures in the first half of 2022, the negative trend was halted in 2023 and user figures stabilised. The number of registered users also increased significantly: logins are important in terms of developing a better understanding of user behaviour and appealing directly to target groups with content and advertising. On social media, 20 Minuten is Switzerland's leading private media brand in terms of user engagement. Follower numbers remained stable in 2023, based on a total in excess of 3.5 million across all social media channels in German-speaking and western Switzerland. More success is also being achieved in terms of attracting young social media users to the digital platforms of 20 Minuten (web, app).

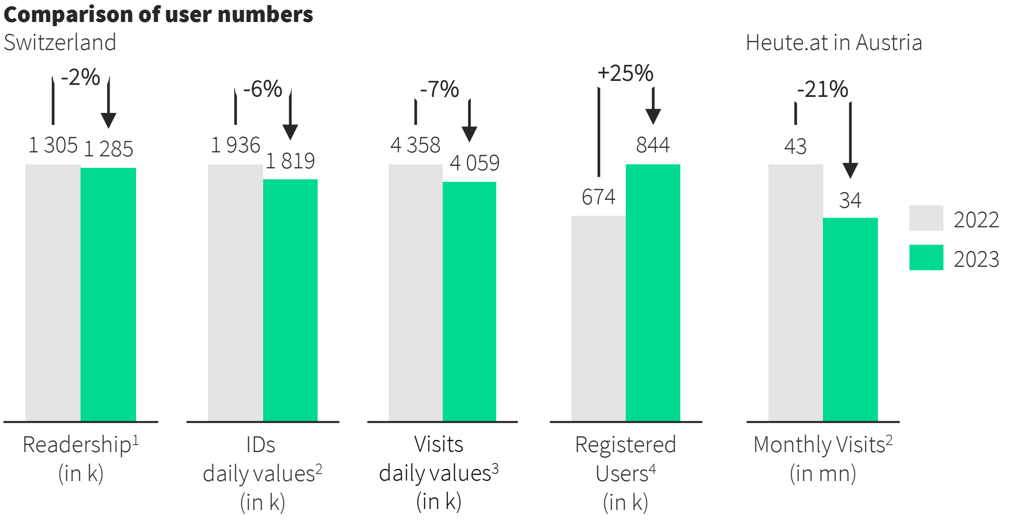
WhatsApp channel

20 Minuten is already introducing the new WhatsApp channels in Switzerland, becoming the first Swiss news medium to relay its stories via a WhatsApp channel. The offering is making an impact, attracting over 100,000 subscribers in just seven weeks. More themed channels for sport, weather and finance are set to follow. By the end of the year, over 140,000 people were subscribed to one of the channels.

The channel is also of considerable interest within the advertising market, with 20 Minuten set to launch a sponsored content format for WhatsApp in the very near future. The successful concept is also being adopted at L'essentiel in Luxembourg (20,000 subscribers) and Heute in Austria (35,000 subscribers).

20 Minuten is aiming to consolidate its leading position within the user market. There are also plans to further optimise the cross-media offering for the advertising market and show greater innovation in this area. Various strategic initiatives are being promoted with a view to achieving this, such as in the area of digital story telling and digital products, community and AI.

Comparison of user numbers



1 Readership: number of readers of print editions in Switzerland (source WEMF MACH Basic 2023-2).
2 Daily figures for IDs: daily average for all cookies / browsers / device IDs on the digital platforms of 20 Minuten (whole of Switzerland, excluding Ticino (TicinOnline)) per day (Source: Mediapulse Online Data (April 2022 to December 2023), internal data (January 2022 to March 2022)) or on the digital platforms of heute.at in Austria per month (source: Österreichische Webanalyse).
3 Daily figures for visits: daily average for visits to the digital platforms of 20 Minuten in Switzerland (excluding Ticino (TicinOnline)) (source: Mediapulse Online Data (April 2022 to December 2023), internal data (January 2022 to March 2022)).
4 Registered users: number of users registered on the platforms of 20 Minuten in Switzerland (own figures).

Tamedia

www.tamedia.ch

Managing Director: Jessica Peppel-Schulz

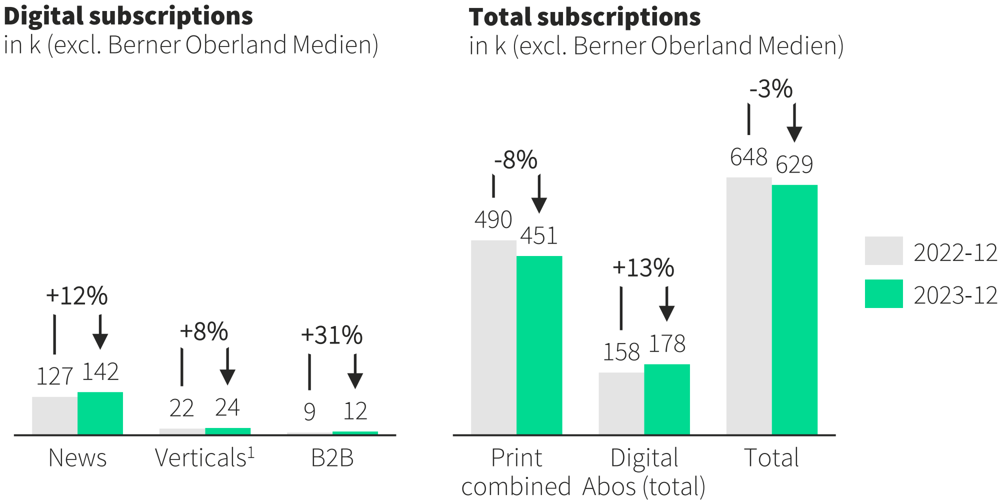
in CHF mn	2023	2022	Change
Advertising revenue [1]	90.2	90.3	–0.0%
Classifieds & services revenue [1]	34.6	38.1	–9.2%
Subscriptions & single sales revenue [1]	226.8	231.0	–1.8%
Printing & logistics revenue [1]	87.3	98.8	–11.6%
Other operating revenue [1]	6.4	4.7	35.4%
Other income [1]	1.1	1.5	–29.7%
Revenues	**446.4**	**464.4**	**–3.9%**
of which organic revenues [2]	443.5	464.4	–4.5%
Operating expenses [3]	(432.1)	(460.8)	–6.2%
Share of net result of associates / joint ventures	(1.0)	1.3	n.a.
Operating income / (loss) before depreciation and amortisation (EBITDA)	**13.4**	**4.9**	**173.0%**
Margin [4]	3.0%	1.1%	1.9%p
Depreciation and amortisation	(0.7)	(0.6)	5.0%
Operating income / (loss) before effects of business combinations (EBIT b. PPA)	**12.7**	**4.3**	**198.2%**
Margin [4]	2.8%	0.9%	1.9%p
Depreciation and amortisation resulting from business combinations	(18.3)	(18.2)	0.5%
Operating income / (loss) (EBIT)	**(5.6)**	**(13.9)**	**–59.9%**
Margin [4]	–1.2%	–3.0%	1.7%p
Normalisation [5]	20.3	20.6	–1.8%
Operating income / (loss) (EBIT adj.)	**14.7**	**6.7**	**118.4%**
Margin [4]	3.3%	1.4%	1.8%p
Number of employees (FTE) [6]	**1 277**	**1 283**	**–0.5%**

1 Includes third-party revenue and revenue vis-à-vis other TX segments.
2 Includes only companies and activities that were included in the scope of consolidation for the entire reporting period 2023 and 2022. There were no changes in the Tamedia segment.
3 No IAS 19 pension costs (as in segment reporting).
4 The margin relates to revenue.
5 Normalisation effects:
– Correction of deferred revenue from initial consolidation of Berner Oberland Medien (2023: CHF 0.8 mn).
– Impairment of the associated companies KEYSTONE-SDA-ATS and LZ Linth Zeitung AG in the previous year (2023: CHF 1.2 mn; 2022: CHF 0.8 mn).
– Amortisation resulting from business combinations (2023: CHF 18.3 mn; 2022: CHF 18.2 mn).
– Reversal through profit or loss of payments received from previous accounting periods that could not be repaid (2022: CHF –1.5 mn).
– Repayment or receipt of extraordinary federal support for reduced delivery of newspapers (2022: CHF 3.1 mn).
6 Average number of employees, excluding employees in associates / joint ventures.

Tamedia is a Swiss media company, which was founded in 1893 with the Tages-Anzeiger. Today, the company comprises the paid-for daily and Sunday newspapers, magazines and publishing services. The best-known publications include Tages-Anzeiger, SonntagsZeitung, Finanz und Wirtschaft, Schweizer Familie, BZ Berner Zeitung, Basler Zeitung, Das Magazin, Der Bund, 24 heures, Le Matin Dimanche, Tribune de Genève and Bilan. Tamedia has owned 100% (previously 50%) of Berner Oberland Medien AG (BOM) since 1 June 2023. Tamedia also operates three newspaper printing plants in Switzerland.

Tamedia is aiming to take a leading role in the digital transformation within the Swiss media landscape. At the end of 2023, the company recorded an increase in digital subscriptions, taking the figure to over 178,000 (excluding BOM). This represents a 13 per cent increase on the previous year. Meanwhile, the decline in print subscriptions continued. Despite this development, Tamedia did not manage to significantly reduce dependency on the print business in the reporting year: the revenues generated from digital subscriptions failed to match expectations.

Advertising revenue was stuck at the previous year's level. The company also recorded declines in revenue in the print and logistics area as a result of lower paper prices. Thanks to targeted savings and adjustments to the new market situation, Tamedia was able to reduce overall costs and thereby improve its results on the previous year.



1 Verticals are publications whose editorial content may relate to the particular interests of a specific sector, profession or trade, such as "Finanz und Wirtschaft".

Jessica Peppel-Schulz became CEO of Tamedia in October 2023 and has started a transformation programme with various performance and efficiency initiatives. Performance initiatives refer to measures aimed at driving forward and optimizing the development of existing business areas such as the advertising market and the subscription business.

This includes, for example, improving performance across the main business areas through measures such as targeted boosting of coverage, sales initiatives and doing more to exploit the advertising market. By contrast, efficiency initiatives are concerned with optimising costs in existing business areas. As part of the transformation process at Tamedia, all areas are continuously evaluated and declining areas are checked for their sustainability.

Tamedia sets up AI Lab

In 2023, Tamedia set up the "AI Lab", which looks at how the company can use artificial intelligence. The AI Lab introduced the teaser generator for short reports and agency reports. The test phase incorporated tools like an SEO helper for teaser optimisation, a clipping tool for print cut-outs, an automatic summary generator for newsletters and briefings and a spellchecker for text quality control. The AI Lab uses partners for the transcription of audio files and the subtitling of videos to help optimise the editorial workflow and relay content in a more targeted way.

Group & Ventures

www.tx.group

Group Management: Pietro Supino, Sandro Macciacchini, Ursula Nötzli and Daniel Mönch

in CHF mn	2023	2022	Change
Advertising revenue [1]	11.6	13.2	–12.7%
Classifieds & services revenue [1]	54.5	55.3	–1.5%
Other operating revenue [1]	93.1	111.1	–16.2%
Other income [1]	0.2	1.0	–78.7%
Revenues	**159.4**	**180.6**	**–11.8%**
of which organic revenues [2]	159.4	180.6	–11.8%
Operating expenses [3]	(153.6)	(173.5)	–11.5%
Share of net result of associates / joint ventures	(1.1)	(2.1)	–47.8%
Operating income / (loss) before depreciation and amortisation (EBITDA)	**4.7**	**5.0**	**–6.2%**
Margin [4]	3.0%	2.8%	0.2%p
Depreciation and amortisation	(22.6)	(30.8)	–26.6%
Operating income / (loss) before effects of business combinations (EBIT b. PPA)	**(17.9)**	**(25.8)**	**–30.6%**
Margin [4]	–11.2%	–14.3%	3%p
Depreciation and amortisation resulting from business combinations	(2.6)	(5.6)	–53.0%
Operating income / (loss) (EBIT)	**(20.5)**	**(31.4)**	**–34.6%**
Margin [4]	–12.9%	–17.4%	4.5%p
Normalisation [5]	2.6	5.7	–54.2%
Operating income / (loss) (EBIT adj.)	**(17.9)**	**(25.7)**	**–30.2%**
Margin [4]	–11.2%	–14.2%	3%p
Number of employees (FTE) [6]	**808**	**840**	**–3.7%**

1 Includes third-party revenue and revenue vis-à-vis other TX segments.
2 Includes only companies and activities that were included in the scope of consolidation for the entire reporting period 2023 and 2022. There were no changes in the Group & Ventures segment.
3 No IAS 19 pension costs (as in segment reporting).
4 The margin relates to revenue.
5 Normalisation effects:
– Amortisation resulting from business combinations (2023: CHF 2.6 million; 2022: CHF 5.6 million).
– Reversal through profit or loss of payments received from previous accounting periods that could not be repaid (2022: CHF –1.0 million).
– Value adjustment and sale of old receivables (2022: CHF 0.8 million).
6 Average number of employees, excluding employees in associates / joint ventures.

The Group & Ventures segment covers TX Group's majority interests in Doodle AG (98.7%) and Zattoo AG (59.4%) as well as interests in the fintech area. Group & Ventures also comprises TX Group property portfolio and central services departments.

Development of the Group

As part of the introduction of the decentralised structure, savings of CHF 20 million at Group level were announced in 2020. The cost reduction programme was brought to a successful conclusion at the end of 2023. The policy of strict cost management across central services is continuing, with processes being further simplified or digitised and duplication eliminated. At the same time, organizational units will be further decentralized where appropriate.

In terms of property management, which has been conducted at Group level since the start of 2023, the drive to develop both a comprehensive strategy and the portfolio has continued apace. The first specific project involves an office building next to TX Group's main office on Werdstrasse, near Zurich's main railway station. This is being replaced with a high-quality new building. Once ready, the modern offices – at this attractive location – will be rented out to external tenants.

Development in Ventures

Fintech

The previously announced fintech fund was launched in mid-2023. Existing investments in fintech companies, such as neon and Stableton, were transferred to the fund. New investments were also made in 2023, with Relio, Cashlink, Tidely, Lano, SaaScada, Triple and Sinpex being added to the portfolio. As of the end of 2023, the fintech portfolio incorporates 16 investments, with around 50% of the target fund size already invested in fintech start-ups.

Doodle

In 2022, Doodle laid the foundations for future growth with a new back end and a new market presence. 2023 saw significant investment in the product, and Doodle successfully positioned itself as a B2B software-as-a-service company. The number of subscriptions increased by 20% in the 2023 reporting year.

Zattoo

Zattoo had a mixed year. Subscriptions in Switzerland and Austria were up, but Germany failed to match expectations. In terms of B2B, the product was significantly improved in the 2023 financial year and the sales process was optimised, which ensured a pretty full pipeline again in Q4 and helped secure a major new customer. 2023 was another profitable year for Zattoo. However, work to reorganise part of the tech area still went ahead at the start of 2023, with a view to ensuring an agile and cost-efficient structure.

Corporate Governance

Group structure and shareholders

Group structure

The Group’s operational structure is shown on page 6 of the Annual Report.

The scope of consolidation includes the following listed company:

Name:	TX Group AG (formerly Tamedia AG), Zurich
Location of registration:	SIX Swiss Exchange, Switzerland
	listed since 2 October 2000
Market capitalisation:	see section “Capital structure”, page 19
Treasury shares (as of 31 December 2023):	8,787
Securities symbol:	TXGN
SIN:	CH 0011178255
Symbol:	
– Bloomberg:	TXGN.SW
– Reuters:	TXGN.S

Group companies not listed on a stock exchange are shown in Note 4.2 of the consolidated financial statements (pages 106 to 108).

Significant shareholders

Significant shareholders and significant groups of shareholders and their holdings in TX Group, to the extent known to TX Group, are shown in the following table. The notifications published during the reporting year can be found on the publication platform of the Disclosure Office[1].

[1] https://www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html#/

Principal shareholders

Name	2023 [1]	2022 [1]	2021 [1]
Dr. Severin Coninx, Bern	13.20%	13.20%	13.20%
Rena Maya Coninx Supino, Zurich	12.95%	12.95%	12.95%
Dr. Hans Heinrich Coninx, Küsnacht	11.93% [2]	11.93% [2]	11.93% [2]
Fabia Schulthess, Zurich	5.53%	5.53%	5.53%
Andreas Schulthess, Wettswil a.A.	5.53%	5.53%	5.53%
Ellermann Lawena Stiftung, FL-Vaduz	6.87%	6.87%	6.87%
Ellermann Pyrit GmbH, D-Stuttgart	3.94%	4.20%	4.20%
Ellermann Rappenstein Stiftung, FL-Vaduz	5.86%	5.86%	5.86%
Other members of the shareholders' agreement	3.05% [3]	3.05% [3]	3.04% [3]
Total members of the shareholders' agreement	**68.84%**	**69.11%**	**69.10%**
Regula Hauser-Coninx, Weggis	**4.63%**	**4.63%**	**4.63%**
Tweedy Browne Company LLC	**4.59%**	**4.59%**	**4.59%**
Epicea AG, Bern	3.25%	3.25%	3.25%
Medien- und Unternehmungsförderungsstiftung FERS, Bern	0.69%	0.69% [4]	0.00%
Franziska Reinhardt-Scherz, Muri b. Bern	0.00%	0.00%	0.69%
Medien- und Unternehmungsförderungsstiftung FERS	**3.94%**	**3.94%**	**3.94%**

1 The disclosures as of 31 December relate to the total of 10.6 million registered shares issued.
2 Of which rights to usufruct in relation to 393,234 registered shares in the name of Martin Coninx (Männedorf), rights of usufruct in relation to 393,233 registered shares in the name of Claudia Isabella Coninx-Kaczynski (Zollikon) and rights to usufruct in relation to 393,233 registered shares in the name of Christoph Coninx (Oetwil an der Limmat).
3 The other members of the shareholders' agreement are:
Beatrice Calcagni
Pietro Calcagni
Prof. Dr. Anna Coninx Mona
Erbengemeinschaft Annette Coninx Kull
Caspar Coninx
Christoph Coninx
Claudia Isabella Coninx-Kaczynski
Franziska Nicolasina Coninx
Salome Coninx
Martin Coninx
Philipp Coninx
Luca Kaczynski
Tatjana Kaczynski
Antonia Kaestner
Clara Kaestner
Dr. Franziska Kaestner-Richter
Moritz Kaestner
Antje Landshoff-Ellermann
Saskia Landshoff
Hanna Marti
Konstantin Richter
Sabine Richter-Ellermann
Dr. Anna P. Supino Calcagni
Dr. Pietro Supino
4 Due to a death, the shareholding of Franziska Reinhardt-Scherz (417,342 registered shares of TX Group AG or 3.94 per cent of the share capital) is now owned by Medien- und Unternehmungsförderungsstiftung FERS, Bern.

Principal shareholders are disclosed based on Art. 120 ff. of the Swiss Financial Market Infrastructure Act (FMIA) and the corresponding ordinances.

The following central features of the shareholders' agreement of the founding family are also published in this context:

- All shareholders who are members of the founding family (pool shareholders), with the exception of Regula Hauser-Coninx, are bound by the shareholders' agreement (pool agreement). The pool agreement entered into effect on the date of registration for a period of eight years and was extended in 2008 until 2017. In the course of 2015, the founding family of TX Group extended early and indefinitely their shareholders' pool agreement, which was due to expire in 2017.
- The pool agreement serves, among other things, to coordinate the exercise of voting rights within the pool members with regard to their representation on the Board of Directors.
- It also governs how pool shareholders exercise their voting rights in conjunction with other topics requiring shareholder approval, such as determining dividends.

- Other matters to be voted on at the Annual General Meeting will be announced to the pool shareholders prior to such meeting. If pool shareholders representing two-thirds of the votes represented at a meeting of the pool shareholders approve such an item, the pool shareholders must vote unanimously on such item at the general meeting. Otherwise, the pool shareholders are unrestricted in the exercise of their voting rights.
- The agreement does not relate to matters which lie within the responsibility of the Board of Directors or Group Management of TX Group or that of its subsidiaries.
- The agreement includes a right of first refusal for all parties to the shareholders' agreement in the event that a pool shareholder wishes to transfer his/her shares to an independent third party (either with or without compensation). Should this be the case, said shareholder must first offer his/her shares to the pool members. The other pool shareholders have the right to purchase such shares at the current market price less a 20 per cent discount.
- Pool shareholders represent a group of shareholders who act in compliance with the requirements of Art. 121. FMIA. Any future exchange of shares amongst the current pool shareholders will not result in an obligation to announce and make public any such change. If, however, the entire pool should sell shares and as such the percentage of pooled shares should fall below the legal thresholds (e.g. below 66⅔ per cent or below 50 per cent), the pool shall be required to inform the Swiss Stock Exchange and TX Group. An obligation to notify shall also exist if a new member is added to the pool or one pool member no longer holds any shares.

The shareholders united under the shareholders' agreement, consisting of members of the founding family, held 69.10 per cent of TX Group registered shares on the balance sheet date, of which 67.00 per cent were subject to the provisions stipulated in the shareholders' agreement.

Cross-shareholdings

During the current financial year, there were no cross-shareholdings based on either share capital holdings or on voting rights.

Capital structure

Capital structure and change in capital structure

Capital structure

in CHF mn	2023	2022	2021
Ordinary share capital	106.00	106.00	106.00
Ordinary increase in capital	–	–	–
Conditional share capital	–	–	–
Conditional increase in capital	–	–	–
Participation certificates	–	–	–
Dividend-right certificates	–	–	–
Convertible bonds	–	–	–

Additional information concerning changes in equity can be found in the statement of changes in equity on page 63 of the consolidated financial statements.

Registered shares

number		2023	2022	2021
Nominal value	in CHF	10	10	10
Voting rights per share		1	1	1
Number of issued shares		10 600 000	10 600 000	10 600 000
Number of shares entitled to dividends		10 591 213	10 600 000	10 593 008
Total number of voting rights		10 591 213	10 600 000	10 593 008
Number of outstanding shares (weighted average)		10 598 744	10 598 201	10 596 897
Number of treasury shares (as of balance sheet due date)		8 787	–	6 992

There are no differences in dividend rights or other priority rights with the exception of those described in the section “Limitations on transferability and nominee registrations” below.

Details with regard to market capitalisation can be found in the information for investors on page 59.

Limitations on transferability and nominee registrations

Upon request, purchasers of registered shares shall be registered as shareholders with voting rights if they specifically declare that they have purchased such shares in their own name and for their own account.

The Board of Directors may deny registration of the purchaser as a shareholder or beneficiary with voting rights to the extent that the shares held by the shareholder would exceed 5 per cent of the total number of shares recorded in the commercial register. Legal entities and partnerships which are bound or affiliated in terms of capital and voting rights by a common management or in any other form, as well as individuals, legal entities and partnerships acting in concert or with a view to circumventing the provision at hand, shall be considered to be one entity.

Shareholders who were registered in the share register as of 14 September 2000 or purchasers who are family members of such shareholders shall be exempt from this restriction on registration.

During the reporting year, no exceptions to the said regulations were granted.

The Board of Directors may register nominees in the share register with voting rights of up to a maximum of 3 per cent of the share capital registered in the commercial register. Nominees are persons who, when applying for registration, do not specifically declare that they hold the shares for their own account. The Board of Directors may register nominees with more than 3 per cent of the registered share capital, granting them voting rights, insofar as the nominee in question has provided the company with the names, addresses and number of shares held by such persons for whom he/she holds 0.5 per cent or more of the registered share capital entered in the commercial register. The Board of Directors may enter into agreements with such nominees, which govern, among other items, the representation of the shareholders and their voting rights.

The Board of Directors may cancel the entries of shareholders or nominees in the share register retroactively to the date of entry should it be apparent after a hearing that such entries were made based on false information. The persons affected must be informed of said cancellation immediately.

Convertible bonds and options

Currently, there are no convertible bonds and options.

Board of Directors

Members of the Board of Directors

Information on the members of the Board of Directors and their other functions and business interests as at 31 December 2023 is provided below. Article 31 of the Articles of Incorporation[1] regulates the number of other functions permitted.

From left to right: Martin Kall, Konstantin Richter, Claudia Coninx-Kaczynski, Pietro Supino, Stephanie Caspar, Pascale Bruderer, Sverre Munck.

[1] www.tx.group/articles-of-incorporation

Dr Pietro Supino
Switzerland and Italy, 1965

Position	Chairman of the Board of Directors and Publisher
Other functions	**Companies of TX Group** – Edita SA, Member of the Board of Directors – Goldbach Group AG, Chairman of the Board of Directors – JobCloud AG, Member of the Board of Directors – SMG Swiss Marketplace Group AG, Member of the Board of Directors – Various Tamedia companies, Chairman of the Board of Directors **Outside TX Group** – GEDI Gruppo Editoriale S.p.A, publisher of the daily newspapers La Repubblica, La Stampa and Il Secolo XIX, Member of the Board of Directors – SwissMediaForum AG, Member of the Board of Directors
Career	– Family Office Bank Private Client Partners/Private Client Bank, Founding Partner (1998–2007) – Bär & Karrer AG, Attorney at Law (1996-1998) – McKinsey & Company Inc., Management Consultant (1994-1995)
Education	– Columbia University Graduate School of Journalism in New York (2006)/ Member of the Board of Visitors since 2012 – Doctorate from the University of St. Gallen (1989-1994) – Master's from the London School of Economics and Political Science (1992-1993) – Admitted to the Zurich bar (1992) – Studied Law and Economics at the University of St. Gallen (1985-1989)

Pietro Supino is a member of the founding family, which is linked by a shareholders' agreement and jointly holds a majority stake in TX Group AG.

Martin Kall
Switzerland and Germany, 1961

Position	Vice Chairman of the Board of Directors and Lead Director as well as Chairman of the Compensation Committee
Other functions	**Companies of TX Group** – Goldbach Group AG, Member of the Board of Directors – 20 Minuten, Member of the Board of Directors **Outside TX Group** – Kelek GmbH, Partner and Managing Director – Prevanto AG, Chairman of the Board of Directors
Career	– TX Group AG (formerly Tamedia AG), Chief Executive Officer (2002–2012) – Ringier AG, Head of European Publishing and Swiss Magazines and Member of Group Management (1997–2002) – Bertelsmann Group, finishing as CEO of Bertelsmann Fachinformation GmbH (1989–1996)
Education	– Master of Business Administration from Harvard Business School (1987-1989) – Degree in Economics from the Albert Ludwig University of Freiburg im Breisgau, studied Economics and History in Freiburg and at the London School of Economics and Political Science (1981-1987)

Claudia Coninx-Kaczynski

Switzerland, 1973

Position	Member of the Board of Directors and Member of the Compensation Committee
Other functions	**Companies of TX Group** – 20 Minuten, Member of the Board of Directors **Outside TX Group** – Awina AG, Member of the Board of Directors – Forbo Holding Ltd, Member of the Board of Directors and Member of the Human Resources and Nomination Committee and the Remuneration Committee – Swisscontent AG, Member of the Board of Directors
Career	– TX Group AG (formerly Tamedia AG), Member of the Board of Directors (2013–2016) – Implementation of various projects, including in relation to M&A for P.A. Media AG and Swisscontent AG (2011–2014) – Färbi Immobilien AG (later Rietpark Immobilien AG), General Manager (2006–2011)
Education	– Master of Law from the London School of Economics and Political Science (2000–2001) – Studied Law (lic. Iur) at the University of Zurich (1994–1999)

Claudia Coninx-Kaczynski is a member of the founding family, which is linked by a shareholders' agreement and jointly holds a majority stake in TX Group AG.

Dr Stephanie Caspar

Germany, 1973

Position	Member of the Board of Directors and Member of the Audit Committee
Other functions	**Outside TX Group** – Galileo Global Education, Member of the Supervisory Board – Sennder Technologies GmbH, Member of the Advisory Board – Summa Equity AB, Partner
Career	– Axel Springer SE, various functions, Member of the Executive Board from 2018 (2013–2022) – Mirapodo GmbH (Otto Group), Founder and CEO (2009–2013) – ImmoScout24, Member of the Management Team, Head of UX (2008–2009) – eBay Inc., various functions (2003–2008) – McKinsey & Company Inc., Engagement Manager (1998–2003)
Education	– Studied Business Administration at the University of Lüneberg

Pascale Bruderer
Switzerland, 1977

Position	Member of the Board of Directors and Member of the Compensation Committee
Other functions	**Companies of TX Group** – Various Tamedia companies, Member of the Board of Directors **Outside TX Group** – Galenica AG, Member of the Board of Directors
Career	– Start-up Founder and Member of multiple Boards of Directors (since 2019) – National Councillor (2002–2011), President of the National Council (2009/2010) and Member of the Council of States (2011–2019) – Cancer association Krebsliga Aargau, Managing Director (2009–2011) – Freelance Communications Consultant (from 2008)
Education	– lic. phil. Master's degree in Political Science from the University of Zurich (2005)

Sverre Munck
Norway, 1953

Position	Member of the Board of Directors and Chairman of the Audit Committee
Other functions	**Companies of TX Group** – Various Tamedia companies, Member of the Board of Directors **Outside TX Group** – Bio-Me AS, Member of the Board of Directors – Cake it Easy AS, Chairman of the Board of Directors – Norkon AS, Chairman of the Board of Directors
Career	– Schibsted ASA, in various management positions (1994-2013) – Loki AS, Member of the Management Board (1987-1994) – McKinsey & Company Inc., Consultant (1984-1987) – Norwegian Ministry of Finance (1983-1984)
Education	– Received his PhD from Stanford University (1983) – Studied Economics at Yale University

Konstantin Richter
Germany, 1971

Position	Member of the Board of Directors and Member of the Audit Committee
Other functions	**Companies of TX Group** – Goldbach Group AG, Member of the Board of Directors – Various Tamedia companies, Member of the Board of Directors **Outside TX Group** - Freelance author and journalist for Axel Springer Deutschland GmbH (Welt) and the Zeitverlag Gerd Bucerius GmbH & Co. KG (Die Zeit), Contributing writer for the US news portal Politico
Career	– North & South magazine (New Zealand), Publisher (2020–2023) – Rogner & Bernhard publishing company in Hamburg and Berlin, Co-Managing Director (2004-2005) – Wall Street Journal in Brussels, Staff Reporter (1999-2001) – Columbia Journalism Review in New York, Editorial Assistant (1997-1998)
Education	– Master's degree from the Columbia University Graduate School of Journalism in New York (1996-1997) – BA in English Literature and Philosophy from Edinburgh University (1992-1996)
Awards	– German Reporter Prize for an article in Die Zeit (2011)
Publications	– Author of the books "Bettermann" (2007), "Kafka war jung und brauchte das Geld" (2011) and "Die Kanzlerin – Eine Fiktion" (2017)

Konstantin Richter is a member of the founding family, which is linked by a shareholders' agreement and jointly holds a majority stake in TX Group AG.

Election and term of office

The Board of Directors comprises at least five members who are individually elected by the Annual General Meeting for a term of office of one financial year. Their term of office expires on the date of the Annual General Meeting for the last financial year of their tenure. If elections to replace directors are held during the designated term, the newly elected directors shall serve the remaining tenure of their predecessors. The Annual General Meeting also elects the Chairman of the Board of Directors. Otherwise, the Board of Directors constitutes itself.

Internal organisation

The composition of the Board of Directors and the affiliation of its individual members to the committees are shown in the table below.

Name	Function	Member since	Term of office [1]	Audit Committee	Compensation Committee
Pietro Supino	Chairman	1991	2024		
Martin Kall	Vice-Chairman / Lead Director	2013	2024		C
Pascale Bruderer	Member	2020	2024		M
Stephanie Caspar	Member	2023	2024	M	
Claudia Coninx-Kaczynski	Member	2023	2024		M
Sverre Munck	Member	2018	2024	C	
Konstantin Richter	Member	2004	2024	M	

C: Committee chairman
M: Member

1 The terms of office of all members of the Board of Directors expire at the next Annual General Meeting on 19 April 2024.

Lead Director

In accordance with the Swiss Code of Best Practice for Corporate Governance (point 18), the Organisational Regulations of TX Group stipulate that a non-executive member of the Board of Directors is to be nominated as Lead Director if the roles of Chairman of the Board of Directors and Chief Executive Officer are held by the same person. Under the leadership of the Lead Director, the Board of Directors shall, if necessary, consult each other at the beginning of a meeting in the absence of the Chairman.

Competencies

The Board of Directors is responsible for defining the Group's strategy. It reviews the company's fundamental plans and objectives and identifies external risks and opportunities. The risks are explained in note 3.4 of the consolidated financial statements (pages 97 to 100). The competencies and responsibilities of the Board of Directors as well as its competence towards the Group Management are regulated in the Organisational Regulations, which can be found at www.tx.group[1].

As stated in the Organisational Regulations, the Group Management is responsible for the operational management of TX Group AG, for providing the Board of Directors with the basis for making decisions regarding Group strategy and organisation and for organising core service providers known as Group Services. Group Management resolutions on legal transactions where the amount committed or the equivalent exceeds CHF 3 million require the consent of the Board of Directors. Directors appointed by the Group Management, at an individual company controlled directly or indirectly by TX Group AG, must obtain the Group Management's prior consent regarding legal transactions where the amount committed or the equivalent exceeds CHF 1 million and the Group Board of Director's prior consent where the amount exceeds CHF 3 million. In the case of non-controlled companies, the Group Management may, in individual cases, issue instructions to directors it has appointed at individual companies for votes to be held.

The business units/segments in turn have their own management teams and directors and are either brought together within a sub-group or report directly to the Group Board of Directors, assuming it has not delegated this duty to the Group Management. Resolutions by directors at sub-groups on legal transactions where the amount committed or the equivalent exceeds CHF 10 million require the consent of the Board of Directors.

The Board of Directors is also responsible for supervising and monitoring the Group Management. The Group Management informs the Board of Directors about the course of business and the planned activities of the Group at its regular and at its extraordinary meetings. These meetings are attended by the Chief Executive Officer as well as other members of Group Management and other managers for the business concerning them. The entire Board of Directors is informed by means of monthly written reports about the consolidated monthly financial statements, the course of business of the individual business units and other relevant matters. Every quarter, the entire Board of Directors is informed in writing about the development of the market share, and every six months, the annual and semi-annual financial statements are explained in a report. In addition, the Board of Directors also receives the minutes of meetings held by Group Management as well as those held by the two committees of the Board of Directors. The Chief Executive Officer also informs the Chairman of the Board of Directors and/or the Lead Director on an ongoing basis about events of particular importance.

[1] www.tx.group/organisationsreglement

Passing resolutions

The Board of Directors constitutes a quorum when the majority of its members are present. It takes its decisions by a majority of the votes cast. In the event of a tied vote, the Chairman has the casting vote. There are no statutory quorums for resolutions. Resolutions may also be passed by circular vote.

Meetings

The Board of Directors meets as often as business requires or if a meeting is requested by a member, but at least four times a year. In the reporting year, the Board of Directors and its committees held the following meetings.

	Number of meetings	Average duration (hours)
Directors	6[1]	9.25
Compensation Committee	4[2]	2.20
Audit Committee	4[3]	2.35

1 Of which a 3-day retreat and 1 video conference
2 Of which 1 video conference
3 Of which three video conferences

Committees

In addition to the committees described below, the Board of Directors may form other committees for specific functions. Members are appointed to committees in conjunction with the constitution of the Board of Directors and according to the same procedure. Generally, these committees do not pass any binding resolutions, but instead report to the Board of Directors as a whole, submit proposals for resolutions and guidelines when appropriate and provide Group Management with the necessary support for the implementation of such.

The following permanent committees currently exist:
– Compensation Committee
– Audit Committee

The committees must be made up of members of the Board of Directors and make their agendas and meeting minutes available to the entire Board of Directors. The Chairman of each committee informs the Board of Directors as a whole orally as to the results of such meetings.

Compensation Committee

The Compensation Committee addresses human resources matters in general and is responsible in particular for preparing nominations of members of the highest management level for whom the Board of Directors has direct responsibility. It also deals with the qualification and compensation of members of this management group and the general compensation system, including profit participation.

The committee consist of at least three members. If the number of members of the Compensation Committee falls below the minimum threshold of three, the Chairman shall nominate the missing member(s) from amongst the members of the Board of Directors, who will serve until the end of the next Annual General Meeting. The Chief Executive Officer is invited to attend meetings. The Compensation Committee does not sit at set intervals, but meets as required to prepare business for the Board of Directors. The meetings held in the reporting year are listed in the overview in the Meetings section.

Audit Committee

The Audit Committee oversees the financial reporting, compliance with accounting and reporting standards and with the rules for listing on the SIX Swiss Exchange, risk management and financial corporate communication as well as any extraordinary accounting matters. Risk management includes sharing information on specific risks such as market risks, financial risks and personnel risks from the members of staff responsible. An overarching risk management report is prepared annually for the attention of Group Management, the Audit Committee and the Board of Directors. This central risk management report serves to monitor all current risks and review the processes in place for addressing risks.

The Audit Committee also represents the Board of Directors as liaison with the external statutory auditors and monitors and assesses the auditors' performance and impartiality on an ongoing basis. For this purpose, the Audit Committee examines and discusses the proposed audit schedule and the audit results with the statutory auditors (reports required by law prepared by the statutory auditors and reports pertaining to any significant findings from the interim and final audits). Moreover, the committee is informed orally by the statutory auditors, the Chief Financial Officer and other management members from the finance division regarding the progress of the audit work.

The Audit Committee reviews and evaluates the independence, qualifications, performance and effectiveness of the statutory auditors once a year. It also discusses the statutory auditors' independence from Group Management and the company with them and monitors the rotation system for the lead auditor. In addition, the Audit Committee examines the compatibility of non-audit services with the statutory auditors' independence. The fees for the audit of the consolidated financial statements and the individual financial statements are approved in advance by the Audit Committee. Every year, the Audit Committee submits a proposal for appointing the statutory auditors to the Board of Directors, which then puts it before the Annual General Meeting.

The Audit Committee comprises at least three members. The Chairman of the Board of Directors may not be a member of this committee. Meetings are held regularly, at least four times a year, and generally the Chief Financial Officer is in attendance (as a representative of Group Management) as well as the statutory auditors. For specific matters, the Audit Committee calls in outside experts when needed. Its meetings are aligned with the preparation and approval of the semi-annual and annual financial statements. The meetings held in the reporting year are listed in the overview in the Meetings section. These were attended by the Chief Financial Officer and the representative of the external statutory auditors.

Group Management

Members of Group Management

Information on the members of the Board of Directors and their other functions and business interests as at 31 December 2023 is provided below. Article 31 of the Articles of Incorporation[1] regulates the number of other functions permitted.

From left to right: Daniel Mönch, Pietro Supino, Ursula Nötzli and Sandro Macciacchini

[1] www.tx.group/articles-of-incorporation

Dr Pietro Supino

Dr Pietro Supino is Chief Executive Officer as well as Chairman of the Board of Directors and publisher. Information on his other functions and business interest as at 31 December 2023 can be found in the section on the Board of Directors on page 22.

Dr Sandro Macciacchini

Switzerland, 1966

Position	Chief Operating Officer, at TX Group AG (formerly Tamedia AG) since 2000
Career	**TX Group** – Chief Financial Officer (CFO) and Head of Human Resources (2020-2021) – Tamedia AG (now TX Group AG), Chief Financial Officer (CFO) and Head of Human Resources (2017–2019) – Tamedia AG (now TX Group AG), Chief Financial Officer (CFO) (2008–2019) – Tamedia AG (now TX Group AG), Head of Legal Services (2005–2007) – Tamedia AG (now TX Group AG), Legal Advisor (2000–2005) **Previous functions** – Swiss Media Association, Legal Advisor and Member of the Management Board (1997–2000) – Widmer & Partner, Attorney at Law (1996–1997)
Education	– Corporate Governance course for board members at the Swiss Board School in St. Gallen (2020) – Further training in strategy, leadership and general management at MAB Swiss Executive School in St. Gallen (2017) – Master of Advanced Studies Corporate Finance at Lucerne University of Applied Sciences and Arts (2008-2009) – Doctorate at the University of Zurich (2003) – doctoral dissertation on media law – Ringier AG, in various positions (1998-2003), most recently as CEO in Hungary and Romania
Other functions	**Companies and pension fund of TX Group** – President of the Supervisory Board TX Services Belgrade d.o.o. – Vice President Pension Fund of TX Group AG

Daniel Mönch

Germany, 1986

Position	Chief Strategy Officer, at TX Group AG (formerly Tamedia AG) since 2015
Career	**TX Group** – Head of Corporate Development and M&A (2020-2021) – Tamedia AG (now TX Group AG), Senior Project Manager in Corporate Development (2015–2020) **Previous functions** – Horváth AG, Business Consultant in the CFO Strategy and Finance Transformation division (2011–2015)
Education	– Executive Master of Business Administration in Business Engineering at the University of St. Gallen (2019-2020) – Business Administration at the University of Ulm (2006-2011) and the University of South Florida (Tampa/USA) (2009-2010)
Other functions	**Companies of TX Group** – Doodle AG, Chairman of the Board of Directors – Zattoo AG, Member of the Board of Directors

Dr Ursula Nötzli
Switzerland, 1974

Position	Chief Communications & Sustainability Officer, at TX Group AG since 2021
Career	**TX Group** – Head of Communications and Investor Relations (2021) **Previous functions** – ABB Schweiz AG, Head of Communications (2020-2021) – Credit Suisse AG, Head of Group Content and Social Media and senior positions in Global External Asset Management (2013-2020) – GAM Holding AG, senior positions in Swiss & Global Asset Management AG (2008-2013) – Tamedia Finanz und Wirtschaft AG, Business Editor (2008) – Neue Zürcher Zeitung AG, Business Editor (2001-2006) – Deloitte Consulting AG, Consultant (1999-2000)
Education	– Doctorate at the University of St. Gallen (2002-2007) – doctoral dissertation on corporate governance in Swiss family businesses – Master of Business Administration at the University of St. Gallen (1994-1999)
Other functions	**Outside TX Group** – MAZ – Institut für Journalismus und Kommunikation journalism school, Member of the Executive Committee – Swiss Media Association, Member of the Executive Committee

Management contracts

During the year under review, there were no management contracts between TX Group and companies or private individuals stipulating the transfer of management responsibilities by TX Group.

Compensation, shareholdings and loans

Information on compensation, shareholdings and loans granted to the Board of Directors and Group Management can be found in the Compensation Report on pages 35 to 42.

Shareholders' participation rights

Restrictions on voting rights and representation

A shareholder may directly or indirectly exercise or cause to have exercised voting rights associated with his/her own shares or shares he/she represents up to a maximum of 5 per cent of the total number of shares registered in the commercial register. To this end, legal entities and partnerships which are bound or affiliated in terms of capital and voting rights by a common management or in any other way, as well as individuals, legal entities and partnerships acting in concert or with a view to circumventing the provision at hand, shall be considered to be one entity.

Independent proxies are exempt from this restriction on voting rights as long as the provisions of the Articles of Incorporation referred to in the previous paragraph have been adhered to by the owner(s).

Shareholders registered with more than 5 per cent of the voting rights in the share register are exempt from the aforementioned restriction of voting power.

Statutory quorums

According to the Articles of Incorporation of TX Group AG, the Annual General Meeting passes resolutions and conducts elections based on an absolute majority of the represented voting rights. For the following resolutions, a minimum two-thirds majority of the represented voting rights and an absolute majority of the represented share capital are required: changes in the company's purpose; introduction of voting shares; restrictions on transferability of registered shares; approved or conditional capital increases; capital increases from shareholders' equity, in return for non-monetary contributions or for the purpose of acquisition of assets or granting special advantages; restriction or cancellation of subscription rights; transfer of the company's registered office and dissolution of the company without liquidation.

Convening the General Meeting

The General Meeting is held annually within six months of the end of the company's financial year. Extraordinary general meetings are convened as needed. Likewise, in addition to the statutory auditors, one or more shareholders, who combined represent at least 10 per cent of the company's share capital, may demand in writing that a general meeting be called indicating the subject matter to be discussed and proposals to be made.

The General Meeting is called by the Board of Directors no later than 20 days prior to the scheduled date of the meeting. The shareholders are notified via TX Group's normal publications (see further information in section "Information policy" on page 34).

Agenda

Shareholders who together represent shares with a nominal value of CHF 1,000,000 may request that a matter for discussion be included on the agenda. The application for an item to be added to the agenda must be submitted in writing at least 60 days prior to the General Meeting with an indication of the subject to be discussed.

Registration in the share register

All shareholders registered with voting rights in the share register are entitled to take part and have voting power at the General Meeting. For organisational reasons, no further registrations will generally be made after 8 days before the General Meeting. Shareholders who sell their shares prior to the General Meeting no longer have any voting rights.

Changes of control and defensive measures

In accordance with the Swiss Stock Exchange Act, whoever, whether directly, indirectly or acting in concert with third parties, acquires equity securities of a listed Swiss company, which, when added to the equity securities already owned, exceed a threshold of 33.3 per cent of the overall voting rights of a target company, whether or not said voting rights may be exercised, must make a bid to the remaining shareholders to acquire all of the company's equity securities listed on the stock market. Before publicly offering its equity securities, the company may lay down in its Articles of Incorporation that a purchaser is not required to make a public sales offer of this kind (opting out). TX Group AG's Articles of Incorporation do not provide for any such opting out. Similarly, there are no clauses governing changes of control.

Statutory auditors

Duration of the mandate and term of office of the lead auditor

The statutory auditors are appointed by the General Meeting for a period of one year.

PricewaterhouseCoopers AG has served as auditor for the consolidated financial statements since the financial year 2016. The separate financial statement of TX Group AG has been audited by PricewaterhouseCoopers AG since 2016. Norbert Kühnis assumed the role of lead auditor for the first time for the financial year 2023.

Auditor's fees

The fees for the audit of the consolidated financial statements and the separate financial statements total CHF 1.0 million (previous year: CHF 0.8 million), of which CHF 0.9 million (previous year: CHF 0.8 million) relate to expenditures for the audit conducted by PricewaterhouseCoopers AG.

Additional fees

The total amount of fees paid to PricewaterhouseCoopers AG and/or its affiliated persons for additional services in the financial area, advisory services in the IT, tax and legal area as well as in the areas of compensation and customer service amounted to CHF 0.5 million. Of this amount, CHF 0.1 million was incurred by a subsidiary that was audited by another auditing company. In the previous year, fees of CHF 1.1 million were incurred for additional services.

Supervisory and control instruments vis-à-vis the auditors

The nature of the supervisory and control instruments used by the Board of Directors to assess the external statutory auditors and their participation in Audit Committee meetings is described in the section "Board of Directors – Audit Committee". The system of rotation governing the tenure of the lead auditor is seven years at the most, in compliance with the impartiality guidelines set down by EXPERTsuisse, the Swiss Expert Association for Audit, Tax and Fiduciary. A regular rotation of the statutory auditors is not foreseen.

Information policy

TX Group follows an open and timely information policy that treats all target groups in the capital market equally. Detailed annual and semi-annual reports are published. The consolidated financial statements are prepared in accordance with IFRS standards (International Financial Reporting Standards) (see “Consolidation and measurement principles”, pages 65 to 115).

An agenda including the date of the General Meeting and the date of publication of the half-year report can be found on page 59.

TX Group AG’s Articles of Incorporation and Organisational Regulations can be viewed online at www.tx.group[1].

As a listed company, TX Group is also obliged to inform the public of any price-sensitive information (ad hoc publicity, Art. 53 Listing Rules). In addition to information on the financial developments, TX Group also provides information regularly on current changes and developments.

For more detailed information on the company, visit the www.tx.group. The official publication used for public announcements made by the company and announcements required by law is the Swiss Official Gazette of Commerce.

This Annual Report is available in German and English. The German version is the authoritative version.

Contact person for specific questions about TX Group:

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Chief Communications & Sustainability Officer
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Embargo periods for share trading

Any trade involving shares of TX Group AG is prohibited for all bodies and employees of TX Group AG and the subsidiaries it controls during the standard embargo on share trading. Trade involving shares of TX Group AG is deemed to include the purchase or sale, as well as the amendment or cancellation of any related order, of shares of TX Group AG, associated derivatives or other financial instruments.

In each case, the standard embargo starts ten trading days prior to publication of the half-year results and annual results of TX Group AG and lasts in each case until the end of the first trading day following publication of the aforementioned results.

In each case, the employer shall provide advance notice of when exactly the standard trading embargo is due to start and of its duration.

[1] www.tx.group/articles-of-incorporation

Compensation Report

Content and method of determining compensation and shareholding programmes

Scope

The disclosures comprise the compensation for the Board of Directors and Group Management. The compensation and shareholdings awarded to the Board of Directors and Group Management are determined by the Board of Directors and submitted to the Annual General Meeting for approval. The Compensation Committee (further information on the Compensation Committee can be found in the "Corporate Governance" section) assists the Board of Directors in defining the compensation system. Compensation paid to members of Group Management is approved by the Board of Directors, within the framework of the compensation policy and principles defined by the Board of Directors and based on recommendations from the Chief Executive Officer. Any significant amendments to existing compensation models are made with the help of external consultants. The compensation principles are based on Articles 26 to 30 of the Articles of Incorporation[1] of TX Group.

Levels of responsibility

	CBD [1]	CC [2]	BD [3]	AGM [4]
Compensation policy and principles	–	proposes	approves	–
Total compensation of the Board of Directors and Group Management	–	proposes	reviews	approves
Individual compensation of members of the Board of Directors	–	proposes	approves	–
CBD compensation	–	proposes	approves	–
Individual compensation of members of Group Management	proposes	reviews	approves	–
Compensation Report	–	proposes	approves	–

1 Chairman of the Board of Directors and Chairman of the Group Executive Board
2 Compensation Committee
3 Board of Directors
4 Annual General Meeting

Compensation policy and principles

The objectives of the TX Group compensation policy are to attract and keep qualified employees, help employees attain above-average performance and ensure that the Group can maintain a competitive compensation system. The compensation programmes in place at the Group achieve these objectives. TX Group utilises a grading system for all positions in order to ensure that salaries are transparent, fair and competitive. The gradings are reviewed at regular intervals. Compensation is also influenced by how TX Group is performing as a business, the competition and the market for comparable roles. If necessary, benchmarks are defined in cooperation with specialised consulting firms and then utilised to design compensation components.

Compensation of members of the Board of Directors

Fees for the members of the Board of Directors and the members of the Board committees are fixed. The aim in not having a variable salary component is to ensure that the members of the Board of Directors can act without their own interests in mind when making decisions concerning the compensation system and profit participation system for Group Management.

1 www.tx.group/articles-of-incorporation

Chairman of the Board of Directors and Publisher of TX Group

The role of Chairman of the Board of Directors and Publisher is a full-time one. He is also Chairman of the Boards of Directors of the main Group companies, which each have their own CEO and are managed by their Management Boards, as well as a member of the Boards of Directors at the main interests. The Chairman only undertakes external mandates in the interests of the company, with any fees going to the company. The Chairman is the only member of the Board of Directors who is issued an employment contract. The notice period is one year.

Compensation of members of Group Management

Compensation paid to the members of Group Management is made up of a basic salary and a variable component comprising management profit participation, profit participation for Group Management and, in one case, the Employee Carry Incentive Plan (ECIP).

Overview of compensation components

	Purpose	Basis	Type of compensation
Basic salary	Attraction and retention	Position, qualification, experience	Monthly cash payment
Management[1] profit participation	Promotion of an entrepreneurial approach	Group financial targets and strategic and other targets	Annual cash payment
Group Management[1] profit participation	Participation in the course of business with its opportunities and risks	Group result	50% annual cash payment and 50% conversion into shares after 3 years
Employee Carry[1] Incentive Plan	Participation in the course of business with its opportunities and risks	Interest on investments	Cash payment at the end of the fund term

1 See explanations on management profit participation, Group Management profit participation and Employee Carry Incentive Plan on the following page.

Basic salary

The basic salary is individually determined on the basis of the scope of each position and its associated responsibilities, as well as the experience and qualifications of the Group Management member in question. Within the framework of the annual review, the basic salary is adjusted on the basis of personal performance and achievement, the level of the previous salary, the given competitive position, comparable market salaries and the financial viability of the company.

Management profit participation

The purpose of the management profit participation system is to allow Group Management members to benefit from the business performance of TX Group by encouraging them to adopt a business-minded attitude and align their thoughts and actions with the company's strategy.

Management profit participation is structured as follows
- 80.0 per cent linked to the quantitative targets of the Group
- 20.0 per cent linked to strategic targets and other objectives and targets

in CHF		Targets			
Example of basic salary	Management profit participation as a % of annual salary	80%-share Group quantitative targets	20%-share strategic targets	Pay-out rate	Example of management profit participation
		Target achievement	Target achievement		
250 000	22.5%	100%	100%	100%	56 250

The calculation of management profit participation is based on the quantitative targets defined by the Board of Directors for the respective financial year. The Board of Directors of the Group may also consider significant extraordinary effects when calculating target achievement.

The amount of management profit participation depends on target achievement, with no upper limit in place. The expected target is normally defined and communicated by the Group Board of Directors before the beginning of the respective financial year.

The Group Board of Directors determines at its own discretion the strategic and other targets and objectives as well as target achievement, which may not exceed 120 per cent.

In the 2023 financial year, 98 per cent (previous year: 80 per cent) of the expected value was achieved.

Group Management profit participation (LTI)

The current profit participation programme applies to the years 2021 to 2023. Members of Group Management are entitled to participate as of their second year of service. Payment is made if the profit margin (net income margin) of TX Group reaches or exceeds 8.0 per cent. A profit participation, which will be determined at the time, will be paid out of any amount exceeding the profit margin of 8.0 per cent, with 50 per cent being paid in cash and the remaining 50 per cent in shares.

The cash amount is paid out after the publication of the consolidated financial statements of TX Group. The shares are allocated in the accounting year in which entitlement is acquired. The number of shares to be allocated is determined based on the average share price over the last 30 days before 31 December of the respective financial year. The shares are only transferred if the beneficiary has not given notice of termination of employment prior to 31 December of the third year after the accounting year in which entitlement to the share allocation was acquired.

For the 2023 financial year, a member of Group Management was granted a profit participation of CHF 0.16 million, with CHF 0.08 million being for the shares allocated.

As part of the profit participation programme, 423 treasury shares were issued in 2023 for the 2019 financial year to the members of Group Management. Measured in terms of market value on the allocation date, the total value of these shares was CHF 0.04 million.

Employee Carry lncentive Plan (ECIP)

The current ECIP is set up for eight years and may be extended twice by one year each time. Members of the Ventures Team are able to participate. Participants receive annual bonus points, which reflect their role within the Venture Team. On dissolution of the fund, a cash payment is made to the participants, providing a minimum interest rate of 8.8% per year (including fees) is exceeded. The cash payment is divided among the participants in accordance with the bonus points allocated.

In the 2023 financial year, 15 bonus points were allocated, with two bonus points going to a member of the Management. At the end of the 2023 financial year, one bonus point has a value of CHF 0 as the portfolio, which is still very young, did not increase in value.

Contracts for members of Group Management

Employment contracts for members of Group Management are for an indefinite period, with a notice period of one year for both the members of Group Management and the company. Such contracts contain no agreements relating to severance payments in the event that a Group Management member should leave the company or that a “change of control” should take place.

Pension benefits and insurance, expenses and non-monetary benefits

Members of the Group Management are insured against old age, death and disability in accordance with the prevailing social insurance legislation. They are affiliated to a pension fund. The benefits are designed to cover the insured and their dependants in respect of retirement and the risks of disability and death, and exceed the legal requirements under the Swiss Federal Act on Occupational Old Age, Survivors’ and Invalidity Pension Plans (BVG). The members of the Group Management participate in the pension fund that is available to all employees in Switzerland. It offers a basic plan and a supplementary plan. Annual incomes of up to CHF 882,000 are insured through this supplementary pension solution. The contributions are dependent on the age of the individual in question and are paid in equally by the employer and the employee. In the supplementary plan, the employer pays a slightly higher contribution. However, employees can choose between different contribution scales, whereby the employer’s savings contributions remain the same.

Members of the Board of Directors and the Group Management receive an expenses allowance each month, which covers all expenses below CHF 50. Beyond that, the currently valid rules on expenses for all employees apply. TX Group does not provide company cars to the members of Group Management. The same rules as for all other employees apply with respect to additional non-monetary benefits voluntarily provided by the company, such as free subscriptions or long-service awards.

Loans to officers and directors of the company

As of the balance sheet date, there were no outstanding loans to active and former members of the Board of Directors or Group Management.

Compensation of the Board of Directors and Group Management

The compensation shown reflects the expenditures recognised in the income statement during the reporting year (irrespective of the dates on which these were paid). Included among the active members of the Board of Directors and Management Board are those individuals who completed their period of tenure during the year. No compensation was paid to former members or related parties of the Board of Directors or Group Management.

Total compensation paid to the Board of Directors and Group Management

in CHF 000	Directors [1]	Group Management	Total
2023			
Number of members as of balance sheet date	7.0	4.0	**11.0**
Annual average of members	7.0[2]	4.0[3]	**11.0**
Fees / basic salaries	2 065	1 201	**3 266**
Profit participation for managers and share of profits for Group Management paid in cash	–	314	**314**
Share of profits for Group Management paid in shares 2023 [4]	–	79[5]	**79**
Employee Carry Incentive Plan	–	–	**–**
Pension and social security contributions	223	301	**524**
Expense reimbursements	111	68	**178**
Non-monetary benefits	–	–	**–**
Other compensation	–	–	**–**
Total	**2 399**	**1 963**	**4 362**

2022	Directors	Group Management	Total
Number of members as of balance sheet date	7.0	4.0	**11.0**
Annual average of members	7.3	4.0	**11.3**
Fees / basic salaries	2 090	1 112	**3 202**
Profit participation for managers and share of profits for Group Management paid in cash	–	240	**240**
Share of profits for Group Management paid in shares 2022 [4]	–	35[5]	**35**
Pension and social security contributions	226	266	**492**
Expense reimbursements	114	68	**181**
Non-monetary benefits	–	–	**–**
Other compensation	–	–	**–**
Total	**2 429**	**1 721**	**4 151**

1 The Board of Directors currently comprises the full-time Chairman / publisher and non-executive members.
2 For the determination of the annual average number of members, entries and exits are the relevant criteria:
– Andreas Schulthess until 14 April 2023
– Christoph Tonini until 14 April 2023
– Stephanie Caspar from 14 April 2023
– Claudia Coninx-Kaczynski from 14 April 2023
3 For the determination of the annual average number of members, entries and exits are the relevant criteria:
– No changes in 2023
4 See information on the share of profits for Group Management.
5 For the purpose of disclosure in the compensation report, share-based payments are taken into account at the time of their allocation. In contrast, the amount accrued in the reporting year is shown in note 1.3 of the consolidated financial statements.

Compensation paid to the Board of Directors

in CHF 000	Fees / [1] basic salaries	Profit participation for managers, share of profits for Group Management and Employee Carry Incentive Plan	Pension and social security contributions	Expense reimbursements	Non-monetary benefits and other compensation	Total
2023						
Pietro Supino	1 464	–	208	39	–	**1 711**
Martin Kall	100	–	–	12	–	**112**
Pascale Bruderer	100	–	–	12	–	**112**
Stephanie Caspar	71	–	0	9	–	**80**
Claudia Coninx-Kaczynski	71	–	5	9	–	**85**
Sverre Munck	100	–	–	12	–	**112**
Konstantin Richter	100	–	7	12	–	**119**
Andreas Schulthess	29	–	2	3	–	**35**
Christoph Tonini	29	–	–	4	–	**33**
Total	**2 065**	**–**	**223**	**111**	**–**	**2 399**
2022						
Pietro Supino	1 464	–	210	39	–	**1 713**
Martin Kall	100	–	–	12	–	**112**
Pascale Bruderer	100	–	–	12	–	**112**
Pierre Lamunière	25	–	1	3	–	**29**
Sverre Munck	100	–	–	12	–	**112**
Konstantin Richter	100	–	7	12	–	**119**
Andreas Schulthess	100	–	7	12	–	**119**
Christoph Tonini	100	–	–	12	–	**112**
Total	**2 090**	**–**	**226**	**114**	**–**	**2 429**

1 The functions of the members of the Board of Directors are disclosed in the corporate governance section.

Additional fees and compensation

In the reporting year, TX Group paid no compensation to companies over which members of the Board of Directors or Group Management have a significant influence.

Other functions of members of the Board of Directors outside TX Group

Pietro Supino	– GEDI Gruppo Editoriale S.p.A, publisher of the daily newspapers La Repubblica, La Stampa and Il Secolo XIX, Member of the Board of Directors – SwissMediaForum AG, Member of the Board of Directors
Martin Kall	– Kelek GmbH, Partner and Managing Director – Prevanto AG, Chairman of the Board of Directors
Pascale Bruderer	– Galenica AG, Member of the Board of Directors
Stephanie Caspar	– Galileo Global Education, Member of the Supervisory Board – Sennder Technologies GmbH, Member of the Advisory Board – Summa Equity AB, Partner
Claudia Coninx-Kaczynski	– Awina AG, Member of the Board of Directors – Forbo Holding Ltd, Member of the Board of Directors and Member of the Human Resources and Nomination Committee and the Remuneration Committee – Swisscontent AG, Member of the Board of Directors
Sverre Munck	– Bio-Me AS, Member of the Board of Directors – Cake it Easy AS, Chairman of the Board of Directors – Norkon AS, Chairman of the Board of Directors
Konstantin Richter	– Freelance author and journalist for Axel Springer Deutschland GmbH (Welt) and the Zeitverlag Gerd Bucerius GmbH & Co. KG (Die Zeit), Contributing writer for the US news portal Politico

Shares owned by members of the Board of Directors

No. of shares	2023 Shares owned	2023 Total shares [1] owned including those held by related parties	2022 Shares owned	2022 Total shares [1] owned including those held by related parties
Pietro Supino	33 338	1 439 160	33 338	1 439 160
Martin Kall	–	–	–	–
Pascale Bruderer	–	–	–	–
Stephanie Caspar	–	–	–	–
Claudia Coninx-Kaczynski	393 533	1 264 617	–	–
Sverre Munck	–	–	–	–
Konstantin Richter	28 229	737 795	28 229	737 795
Andreas Schulthess	–	–	586 222	1 256 633
Christoph Tonini	–	–	37 698	37 698

1 Including rights of usufruct and benefits.

Compensation paid to Group Management

in CHF 000	Fees / basic salaries	Profit participation for managers, share of profits for Group Management and Employee Carry Incentive Plan	Pension and social security contributions	Expense reimbursements	Non-monetary benefits and other compensation	**Total**
2023						
Pietro Supino [1]	–	–	–	–	–	**–**
Sandro Macciacchini	561	287	168	23	–	**1 039**
Daniel Mönch	320	35	61	23	–	**439**
Ursula Nötzli	320	71	71	23	–	**485**
Total	**1 201**	**394**	**301**	**68**	**–**	**1 963**
2022						
Pietro Supino [1]	–	–	–	–	–	**–**
Sandro Macciacchini	561	177	152	23	–	**914**
Daniel Mönch	276	49	54	23	–	**401**
Ursula Nötzli	276	49	60	23	–	**407**
Total	**1 112**	**276**	**266**	**68**	**–**	**1 721**

1 The compensation paid to Pietro Supino is reported under compensation paid to the Board of Directors.

Share-based component of Group Management profit participation

number	2023	2022
As of 1 January	1 757	4 789
Entitlements of former members of Group Management no longer taken into account	–	(2 446)
Exercised	(423)	(927)
Forfeited	–	–
Allocated	705	341
As of 31 December	**2 039**	**1 757**
of which exercisable	–	–

in CHF / number of shares	Allocation date	Blocked until	Fair value as of grant date	Fair value as of balance sheet date	Outstanding entitlements 2023	Outstanding entitlements 2022
	31.12.2019	31.12.2022	93.7	119.6	–	423
	31.12.2020	31.12.2023	–	119.6	–	–
	31.12.2021	31.12.2024	156.4	119.6	993	993
	31.12.2022	31.12.2025	149.4	119.6	341	341
	31.12.2023	31.12.2026	119.6	119.6	705	–

Other functions of members of Group Management outside TX Group

Sandro Macciacchini	– n.a.
Daniel Mönch	– n.a.
Ursula Nötzli	– MAZ – Institut für Journalismus und Kommunikation journalism school, Member of the Executive Committee – Swiss Media Association, Member of the Executive Committee

Shareholdings of Group Management

No. of shares	2023 Shares owned	2023 Total shares owned including those held by related parties	2022 Shares owned	2022 Total shares owned including those held by related parties
Pietro Supino [1]	–	–	–	–
Sandro Macciacchini	1 543	1 543	1 120	1 120
Daniel Mönch	–	–	–	–
Ursula Nötzli	–	400	–	400

1 The shares held by Pietro Supino are reported under shareholdings of the Board of Directors.

Report of the statutory auditor

to the General Meeting of TX Group AG

Zurich

Report on the audit of the compensation report

Opinion

We have audited the compensation report of TX Group AG (the Company) for the year ended 31 December 2023. The audit was limited to the information pursuant to article 734a-734f CO in the tables on pages 35 to 42 of the compensation report.

In our opinion, the information pursuant to article 734a-734f CO in the compensation report (pages 35 to 42) complies with Swiss law and the Company's articles of incorporation.

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 compensation 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 audited tables on pages 35 to 42 in the compensation report, the consolidated financial statements, the financial statements and our auditor's reports thereon.

Our opinion on the compensation 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 compensation 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 compensation 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 compensation report

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

Auditor's responsibilities for the audit of the compensation report

Our objectives are to obtain reasonable assurance about whether the information pursuant to article 734a-734f CO 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

PricewaterhouseCoopers AG, Birchstrasse 160, Postfach, 8050 Zürich, Switzerland
Telefon: +41 58 792 44 00, www.pwc.ch

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 compensation report.

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

- Identify and assess the risks of material misstatement in the compensation 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 AG

Norbert Kühnis	Kevin Müller
Licensed audit expert Auditor in charge	Licensed audit expert

Zürich, 1 March 2024

Financial reporting

Alternative key performance figures

TX Group uses the following alternative key performance figures:
- Operating income before depreciation and amortisation (EBITDA)
- Operating income before effects of business combinations (EBIT b. PPA)
- Cash flow after investing activities in property, plant and equipment and intangible assets (FCF b. M&A)
- Consolidated normalised income statement (key figures in the consolidated normalised income statement are referred to as adjusted, e.g. EBIT adj.).

Detailed information on how the alternative key performance figures are derived can be found at www.tx.group/investor-relations/alternative-key-performance-figures.

The figures shown are rounded in all tables. As the calculations are made with a higher level of numerical accuracy, it is possible that small rounding differences may occur.

Normalised consolidated income statement

in CHF mn	Comment	2023 Income statement	2023 One-off effects	2023 Adjusted net income	2022 Income statement	2022 One-off effects	2022 Adjusted net income
Advertising revenue	1	331.5	0.6	332.1	252.2	–	252.2
Classifieds & services revenue		238.3	–	238.3	246.8	–	246.8
Commercialization revenue		82.2	–	82.2	83.9	–	83.9
Subscriptions & single sales revenue	1	226.8	0.8	227.6	231.0	–	231.0
Printing & logistics revenue		71.3	–	71.3	81.0	–	81.0
Other operating revenue		31.0	–	31.0	27.1	–	27.1
Other income	2	1.6	–	1.6	3.1	(2.5)	0.7
Revenues		**982.5**	**1.4**	**984.0**	**925.2**	**(2.5)**	**922.8**
Cost of material and services		(154.4)	–	(154.4)	(165.4)	–	(165.4)
Personnel expense		(417.6)	–	(417.6)	(409.2)	–	(409.2)
Other operating expense	3	(221.7)	–	(221.7)	(209.7)	4.3	(205.5)
Share of net result of associates / joint ventures	4	22.1	19.6	41.7	(17.1)	42.4	25.3
Operating income / (loss) before depreciation and amortisation (EBITDA)		**211.0**	**21.0**	**232.0**	**123.8**	**44.2**	**168.0**
Depreciation and amortisation		(88.4)	–	(88.4)	(67.8)	–	(67.8)
Operating income / (loss) before effects of business combinations (EBIT b. PPA)		**122.6**	**21.0**	**143.6**	**56.0**	**44.2**	**100.1**
Depreciation and amortisation resulting from business combinations	5	(51.6)	51.6	–	(50.1)	50.1	–
Operating income / (loss) (EBIT)		**71.0**	**72.6**	**143.6**	**5.9**	**94.3**	**100.1**
Financial income	6	20.1	(2.9)	17.2	25.3	(2.5)	22.8
Financial expense	7	(14.3)	4.6	(9.7)	(23.0)	1.2	(21.8)
Income / (loss) before taxes (EBT)		**76.7**	**74.3**	**151.0**	**8.2**	**93.0**	**101.1**
Income taxes	8	(16.3)	(8.9)	(25.2)	(12.2)	(8.9)	(21.1)
Net income / (loss) (EAT)		**60.4**	**65.4**	**125.8**	**(4.0)**	**84.1**	**80.1**

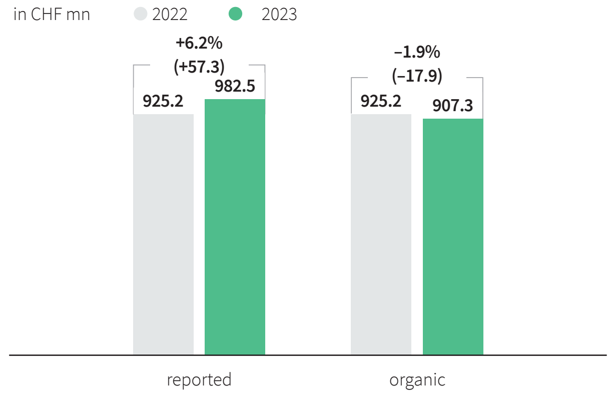
1 The 2023 normalisation relates to the correction of deferred revenue at Clear Channel Schweiz in the amount of CHF 0.6 mn (Goldbach segment) and Berner Oberland Medien in the amount of CHF 0.8 mn (Tamedia segment). With these, deferred revenues were adjusted to their fair value as part of the initial consolidation.
2 The 2022 normalisation concerns all incoming payments from the 2016 and earlier accounting periods that could not be allocated to an invoice and could not be repaid. These were released to income (Tamedia and Group & Ventures segments).
3 The 2022 normalisation relates to the full repayment of CHF 3.1 mn of the extraordinary support received from the Swiss Confederation in 2021 for the reduced delivery of subscribed daily and weekly newspapers (Press Promotion, Tamedia segment). In addition, CHF 1.1 mn was normalised for the value adjustment and sale of old receivables (Group & Ventures segments).
4 The 2023 normalisation concerns the share of depreciation and amortisation resulting from business combinations of the associate SMG Swiss Marketplace Group AG of CHF 14.8 mn. In the previous year, CHF 33.7 mn was normalised in relation to the same matter (TX Markets segment, after deferred tax). Impairment of associates (Ultimate Media Beteiligungs- und Management GmbH [20 Minuten segment] in the amount of CHF 3.6 mn and KEYSTONE-SDA-ATS [Tamedia segment] in the amount of CHF 1.2 mn) was also normalised as in the previous year (Ultimate Media Beteiligungs- und Management GmbH [20 Minuten segment] in the amount of CHF 7.8 mn and LZ Linth Zeitung AG and KEYSTONE-SDA-ATS [Tamedia segment] in the amounts of CHF 0.7 mn and CHF 0.1 mn respectively).
5 Depreciation and amortisation from business combinations are normalised in full. Allocation to the segments is carried out according to segment information.
6 The 2023 normalization relates to the revaluation of the purchase price liability from the full acquisition of the minority interests (49%) in NEO ADVERTISING SA (Goldbach segment). In the previous year, the gain on disposal from the sale of 0.09% of the shares in SMG Swiss Marketplace Group AG to General Atlantic SC B.V. of CHF –2.2 mn (Group & Ventures segment) and the gain on disposal from the disposal of Goldbach companies that are no longer operational of CHF –0.3 mn were normalized (Goldbach segment).
7 The 2023 normalisation relates to the effect at SMG Swiss Marketplace Group AG, resulting from the full acquisition of non-controlling interests (34%) in IAZI, which has a negative impact on the equity share of CHF 2.1 mn (Group & Ventures segment), as well as to the effect resulting from the increase in the holding in hokify GmbH by Karriere.at GmbH of CHF 1.9 mn (TX Markets segment). The normalisation in 2022 relates to the dilutive effect of a capital increase and therefore a reduction in shareholdings due to employee shareholding programmes at SMG Swiss Marketplace Group AG of CHF 0.6 mn (Group & Ventures segment).
8 The tax effects on the one-off effects are normalised accordingly.

Revenues

Growth

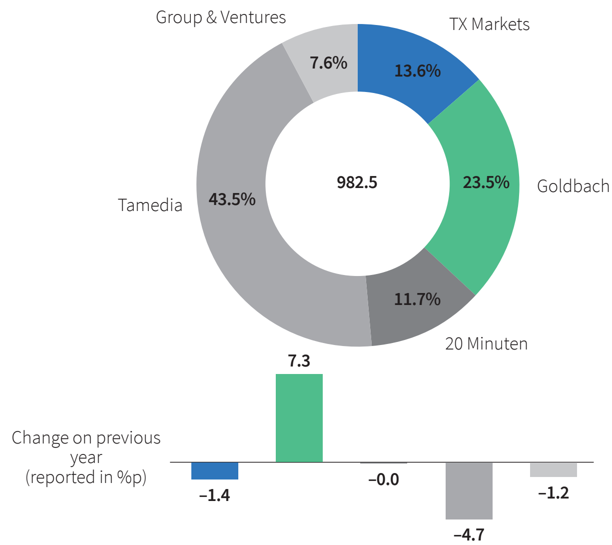
Consolidated growth revenue was 6.2 per cent, which is mainly attributable to the acquisition of Clear Channel Schweiz at the end of March. In addition, 20 Minuten also increased revenues year-on-year by CHF 3.4 million (CHF 3.0%).

In organic terms, revenues declined by –1.9 per cent. This is primarily due to falling print revenues, fewer services to associated companies (SMG Swiss Marketplace Group) and a weaker second half of the year at JobCloud as a result of the job market cooling down.



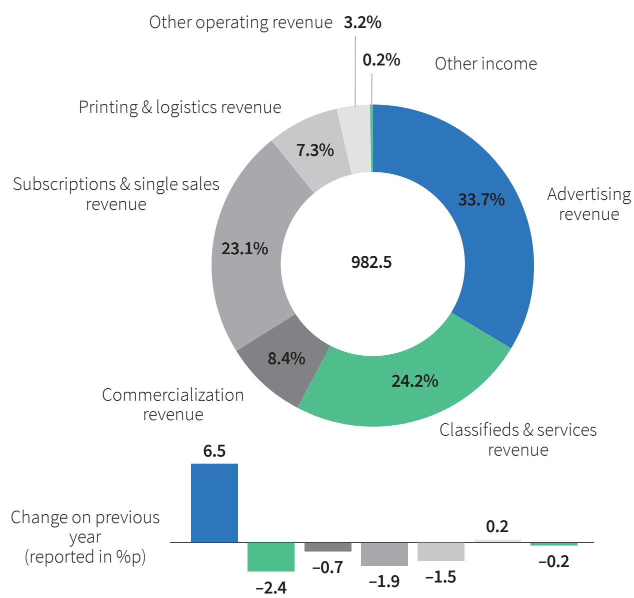
Revenues by segment

Compared with the previous year, the share associated with the Goldbach segment increased by 7.3 per cent due to the acquisition of Clear Channel Schweiz. The Tamedia share of total revenues decreased as well on account of falling revenues to 43.5 per cent (–4.7%p).



Revenues by category

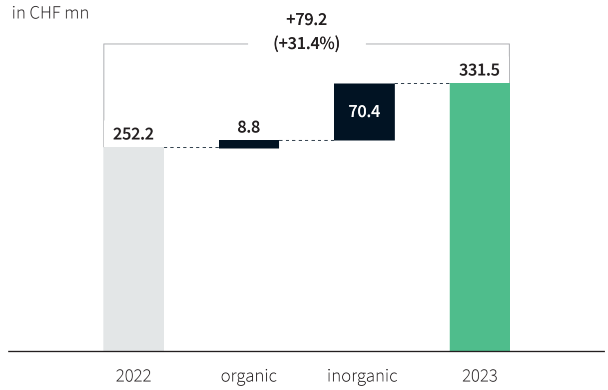
The share associated with advertising revenue was up by 6.5 percentage points on the previous year to 33.7 per cent thanks to the acquisition of Clear Channel Schweiz. This significantly increased the weighting of advertising revenue within the revenue mix. Classifieds & services as well as subscriptions & single sales contributed about a quarter each towards revenues, although their share was down on the previous year. The share associated with printing & logistics was also down on the previous year, which was mainly the result of lower paper prices.



Organic growth by category

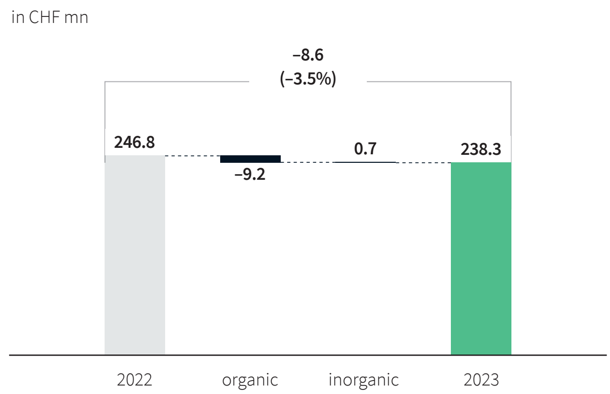
Advertising revenue

Advertising revenues grew in both inorganic and organic terms. The significant inorganic increase was due to the Clear Channel Schweiz acquisition. The area of out-of-home advertising and 20 Minuten Digital enjoyed organic growth. Tamedia's advertising revenue remained steady year-on-year.



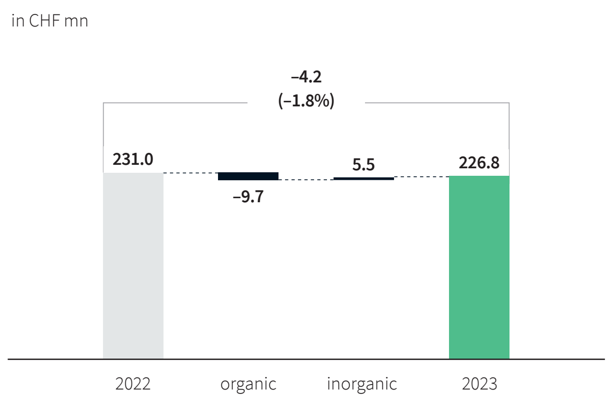
Classifieds & services revenue

Classifieds & services revenue was down on the previous year, particularly in the second half of the year. This was due to the job market for small and medium-sized enterprises cooling down. Both JobCloud and Tamedia recorded lower revenues compared with the previous year. The inorganic growth of CHF 0.7 million resulted from the acquisition of Berner Oberland Medien and Clear Channel Schweiz.



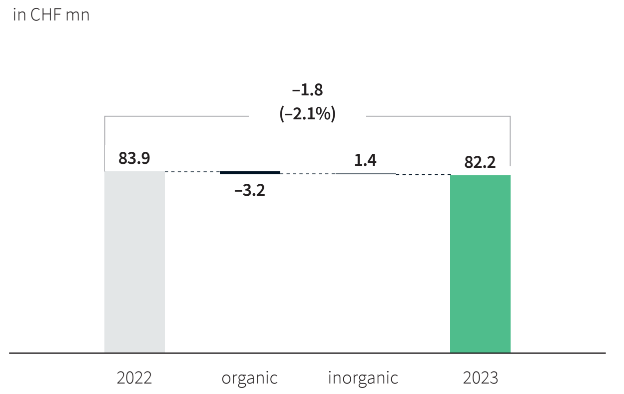
Subscriptions & single sales revenue

Revenues from subscriptions and single sales decreased by –1.8 per cent. The trend of previous years was somewhat slowed by inorganic growth (Berner Oberland Medien). However, revenues from the sale of printed newspapers and magazines are still down in 2023, with the sale of digital subscriptions unable to fully compensate for this.



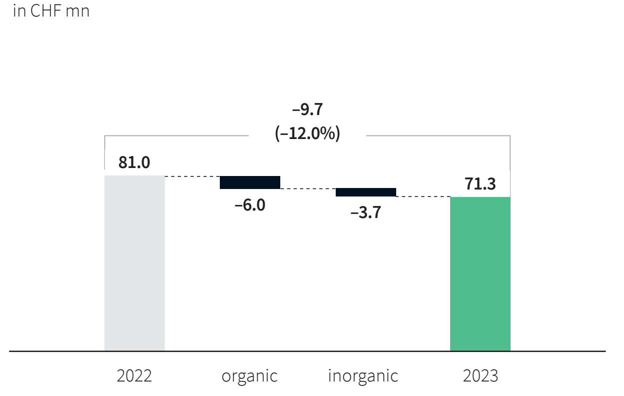
Commercialization revenue

Revenues from commercialization are earned in the Goldbach segment alone and declined by –2.1 per cent in the reporting year. Inorganic growth resulted from the acquisition of AdUnit.



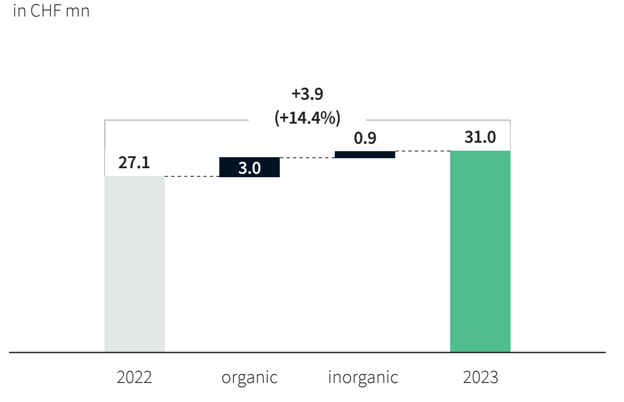
Printing & logistics revenue

With the price of paper and volumes down on the previous year, printing & logistics revenue fell accordingly. In addition, the full consolidation of Berner Oberland Medien eliminated revenues at Group level that had previously counted as third-party revenues (CHF –3.7 million).



Other revenue

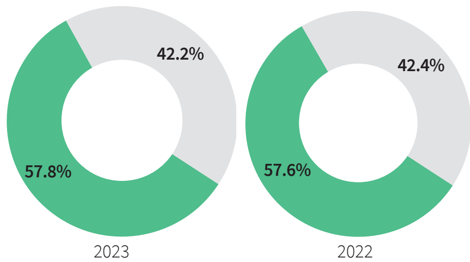
Other revenue increased, particularly due to higher income from the Clear Channel Schweiz acquisition and settlement of costs with associated companies at 20 Minuten. Since the middle of 2023, Group Services at TX Group no longer provide any services for SMG Swiss Marketplace Group, which reduced revenues.



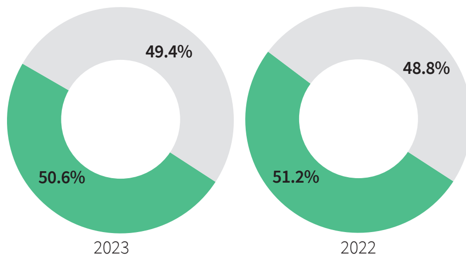
Digitalisation

Overall, the digital share of revenues was similar to the previous year’s. The digital share of advertising revenue, at TX Group level, declined on account of the relatively large share of non-digital revenues at the acquisition target Clear Channel Schweiz. The digital share of classifieds & services revenue grew. The digital share of subscriptions & single sales revenue only increased on account of a decline in printed newspapers and magazines, with this revenue category as a whole becoming smaller accordingly.

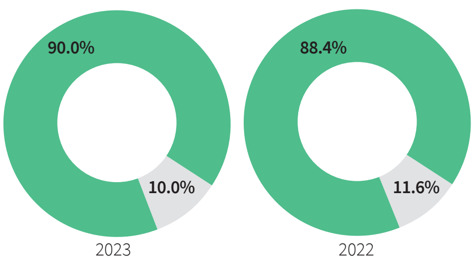
Revenues



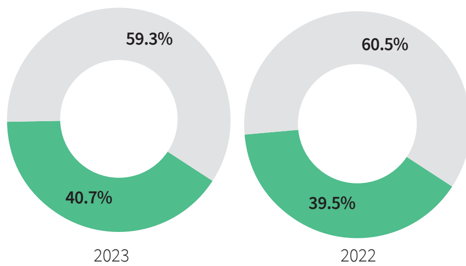
Advertising revenue



Classifieds & services revenue



Subscriptions & single sales revenue



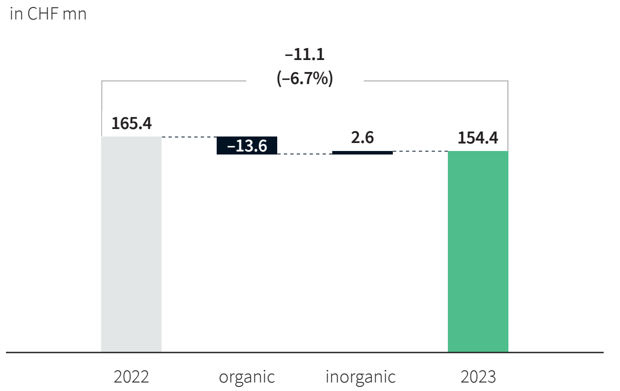
Non-digital Digital

The previous year’s values were adjusted on account of a change of approach.

Changes in costs and extraordinary effects

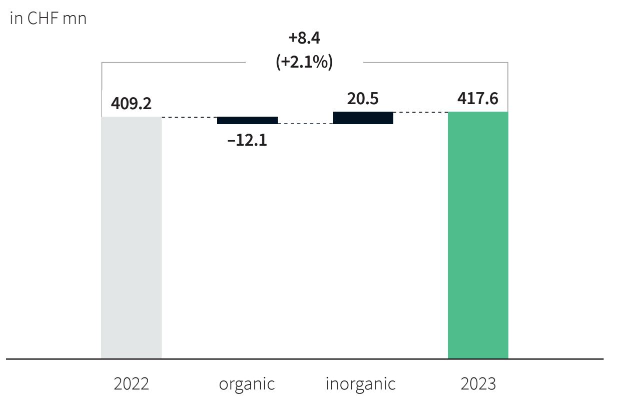
Costs of material and services

The reduction in the costs of material and services was mainly caused by falling paper prices and lower circulation levels for paper media (CHF 9.3 million). Fewer external services and lower IT costs compensated for the higher expenses in this area from the Clear Channel Schweiz acquisition.



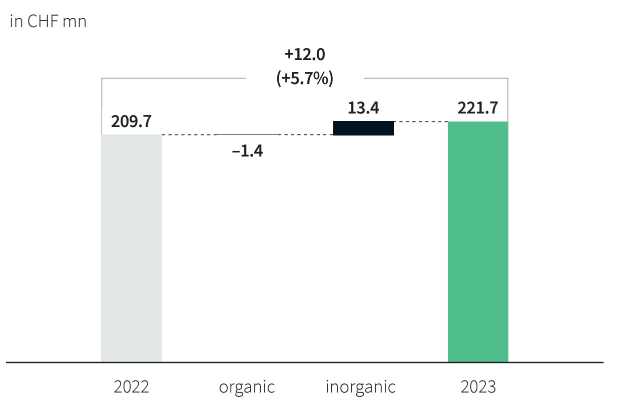
Personnel expense

Personnel expense increased by CHF 8.4 million from the previous year. In organic terms, this fell by CHF 12.1 million. The provisions for restructuring at Tamedia and 20 Minuten resulted in an additional non-operating effect.



Other operating expenses

Other operating expenses were up CHF 12.0 million on the previous year. The increase was driven by the higher expenses for the OOH advertising inventory (CHF 12.9 million) and around CHF 6.0 million worth of other operating and integration costs associated with the Clear Channel Schweiz acquisition. A further CHF 3.5 million in inorganic operating costs are attributable to Berner Oberland Medien and AdUnit. By contrast, transport and delivery costs were down CHF 10.0 million on the previous year.



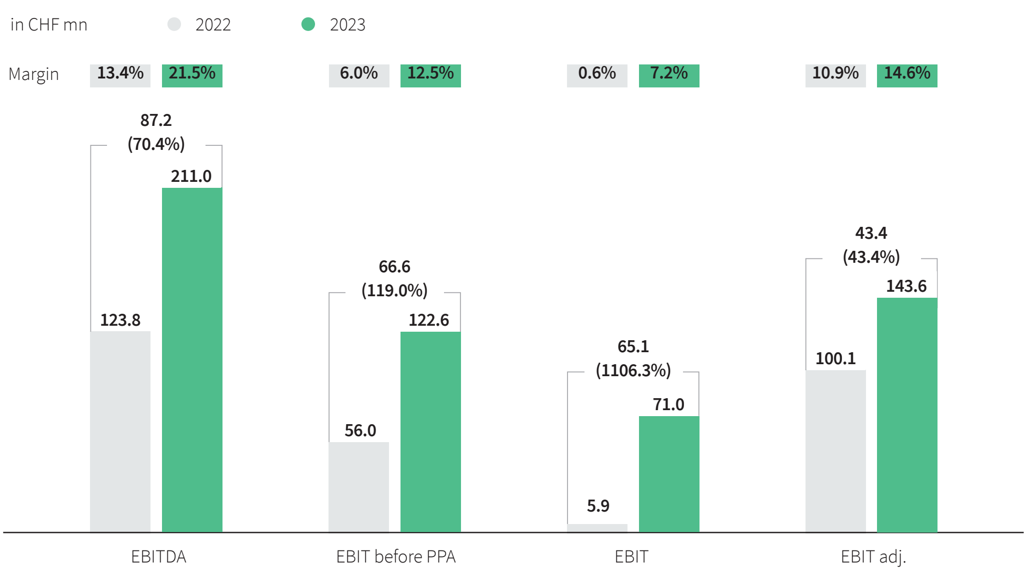
Profitability and net income / (loss)

Net operating income / (loss) and margin

EBITDA, EBIT before PPA, EBIT and the margin were significantly up on the previous year. The reason for this was the positive performance of the SMG Swiss Marketplace Group investment and the significantly lower expense for pension provisions on account of the adjustment to the discount rate as of January 2023 (IAS 19). The optimisation of business processes at Tamedia and 20 Minuten and the associated cost reductions also had a positive effect on net income.

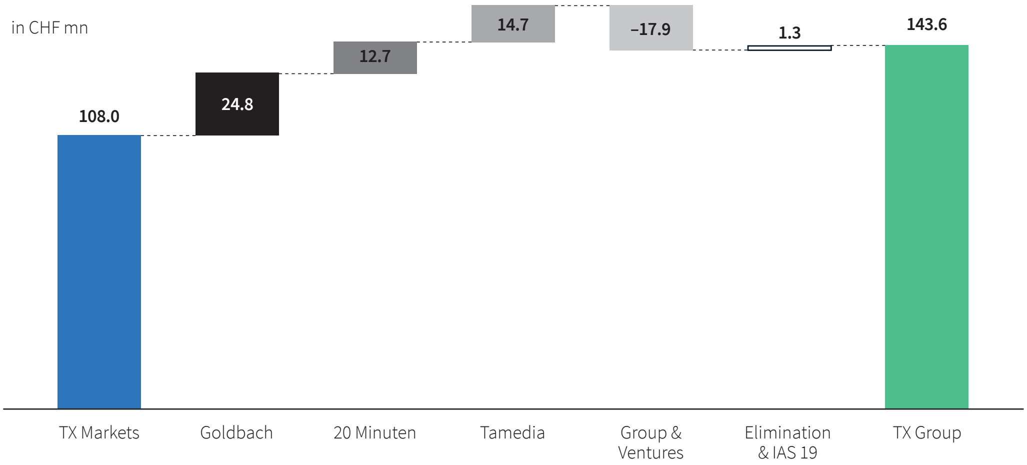
Normalised EBIT adj. amounts to CHF 143.6 million, which corresponds to an increase of 43.4 per cent on the previous year. The normalisation of depreciation and amortisation from business combinations represents the biggest impact at CHF 51.6 million (previous year: CHF 50.1 million). The reporting period also saw a normalisation in the amount of CHF 19.6 million (previous year: CHF 42.4 million) performed in relation to the share of net result of associates / joint ventures in connection with the proportionate depreciation and amortisation from business combinations at SMG Swiss Marketplace Group in the amount of CHF 14.8 million as well as impairments at other associated companies. Normalisations in 2023 also include correction of deferred revenue at Clear Channel Schweiz in the amount of CHF 0.6 million (Goldbach segment) and Berner Oberland Medien in the amount of CHF 0.8 million (Tamedia segment). With these, deferred revenues were adjusted to their fair value as part of the initial consolidation.

The normalised consolidated income statement contains further details on normalisations.



EBIT adj. by segment

With TX Markets, Goldbach, 20 Minuten and Tamedia, all core segments made a significant contribution to EBIT adj. Group & Ventures have a reducing effect.



Financial result

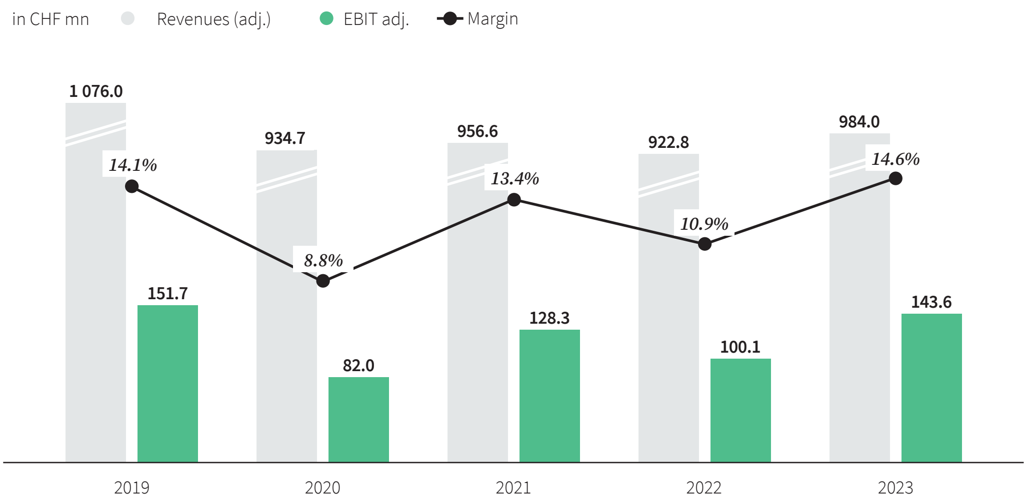
At CHF 5.7 million, the financial result was CHF 3.4 million up on the previous year's value of CHF 2.3 million. The rise in the interest expense from leases was almost compensated for by the increase in interest income. Whereas financial income in the previous year was influenced by the CHF 2.2 million profit from the sale of 0.9 per cent of SMG Swiss Marketplace Group shares, 2023 saw a first effect of the change in the valuation of the purchase price due for the shares attributable to non-controlling interests in Neo Advertising in the amount of CHF 2.9 million. The financial expenses include effects from changes to non-controlling interests at SMG Swiss Marketplace Group and karriere.at in the amount of CHF –4.0 million. The net loss in relation to foreign currencies amounts to CHF –0.9 million (previous year: CHF –1.0 million).

Taxes

The effective tax rate decreased from 149.2 per cent to 21.3 per cent. The deviation from the expected weighted tax rate of 21.0 per cent was mainly due to unrecognised deferred tax assets on tax loss carryforwards, the impact of the Swiss participation exemption and other non-taxable items as well as the tax effects on investments. The latter include tax-neutral changes in value arising from the reassessment of investments in associates / joint ventures and the impact resulting from write-downs and reversals of write-downs on investment book values under commercial law (without any deferred tax consequences) and reduced tax expenses for 2023.

Medium-term financial developments normalised

The EBIT adj. of CHF 143.6 million and a margin of 14.6 per cent represent a significant increase on both the previous year, with its one-off effects, and the years prior to that. The margin exceeds the pre-Covid year of 2019.



Investments

Total investments amounted to CHF 142.5 million in the 2023 financial year (previous year: CHF 131.0 million). Just like the previous year, most of the CHF 21.6 million invested in property, plant and equipment were spent on conversion work involving premises at the Werdareal site in Zurich and on investments at the three printing centres. Around CHF 20.7 million were invested in intangible assets (previous year: CHF 10.6 million). These related in particular to IT software which can be capitalised and the recognition of own work capitalised at JobCloud. CHF 85.0 million were spent on the acquisition of Clear Channel Schweiz, whereas there were no investments in consolidated companies in the previous year. CHF 15.3 million were invested in financial assets (previous year: CHF 96.3 million). These include investments in various fintech companies such as PriceHubble, Triple Technologies and Lano Software, which were mainly made directly through the TX Ventures Fintage Fund I.

Financing

Net debt

At the end of 2023, net liquidity amounted to CHF 23.9 million (previous year: CHF 140.1 million). Compared with the previous year, this equates to a significant 82.9 per cent reduction. In addition to the interim dividend paid by JobCloud to Ringier in the amount of CHF 20.0 million, the acquisition of Clear Channel Schweiz was the main driver. The acquisition resulted in a significant increase in liabilities from leases totalling CHF 74.4 million, as well as a net CHF 85.0 million reduction in cash and cash equivalents in order to pay the purchase price. With net liquidity being positive, no debt factor can be calculated.

in CHF mn		31.12.2023	31.12.2022	Change
Current financial liabilities		57.7	30.0	92.5%
of which financial liabilities from leases		56.5	29.3	93.0%
Non-current financial liabilities		205.6	146.2	40.6%
of which financial liabilities from leases		182.1	135.0	34.9%
Cash and cash equivalents		287.2	316.3	–9.2%
Net liquidity / (net debt) [1]		**23.9**	**140.1**	**–82.9%**
Cash flow from / (used in) operating activities		197.8	110.1	79.7%
Debt factor [2]	x	**–**	**–**	**n.a.**

1 Current and non-current financial liabilities less cash and cash equivalents.
2 Net debt to cash flow from / (used in) operating activities.

Cash flow

in CHF mn	31.12.2023	31.12.2022	Change
Net income / (loss) (EAT)	60.4	(4.0)	n.a.
Cash flow from / (used in) operating activities	197.8	110.1	79.7%
Cash flow from / (used in) investing activities	(46.1)	(77.7)	–40.6%
of which investments in property, plant and equipment and intangible assets	(36.2)	(30.5)	18.6%
Cash flow after investing activities (FCF)	151.7	32.4	368.1%
of which cash flow after investing activities in property, plant and equipment and intangible assets (FCF b. M&A)	161.7	79.6	103.1%
Cash flow from / (used in) financing activities	(179.7)	(151.5)	18.6%
Change in cash and cash equivalents	(29.0)	(120.2)	–75.8%

Cash flow from / (used in) operating activities

Cash flow from / (used in) operating activities increased by CHF 87.7 million from the previous year to CHF 197.8 million. This increase is attributable in particular to the higher operating income (EBITDA of CHF 86.8 million), the increase in depreciation and amortisation (CHF 22.1 million), the change in net working capital (CHF 41.1 million) and the lower net effect of associates / joint ventures (share of net result offset with dividends paid) of CHF –31.9 million.

Cash flow after investing activities (FCF) and cash flow after investing activities in property, plant and equipment and intangible assets (FCF b. M&A)

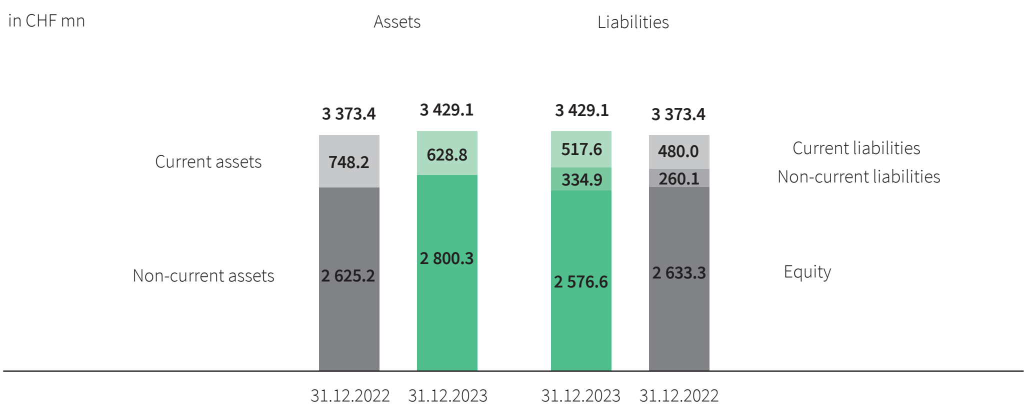
The significant increase in cash flow after investing activities (FCF) is mainly attributable to the improved cash flow from / (used in) operating activities. The outgoing cash flow from / (used in) investing activities declined by CHF 31.6 million from CHF 77.7 million to CHF 46.1 million. In 2023, the investments in consolidated companies amounted to CHF –85.0 million as a result of the acquisition of Clear Channel Schweiz, as compared with CHF –1.5 million in the previous year. While investments in time deposits in the amount of CHF 70.0 million were made in the previous year, these were repaid together with bond repayments totaling CHF 71.9 million.

Cash flow from / (used in) financing activities

Cash flow from / (used in) financing activities amounts to CHF –179.7 million (previous year: CHF –151.5 million). The higher outgoing cash flow, as compared with the previous year, is attributable, among other things, to the CHF 24.2 million increase in repayments of lease liabilities. Apart from new or modified leases, the increase is primarily attributable to the acquisition of Clear Channel Schweiz and its out-of-home business. Loans to third parties in the amount of CHF 6.0 million were also repaid. Dividend payments, including those made to holders of non-controlling interests in JobCloud and Goldbach Group, increased by CHF 2.0 million.

Balance sheet

Total assets increased to CHF 3,429.1 million per end of 2023 (previous year: CHF 3,373.4 million). Cash and cash equivalents amounted to CHF 287.2 million (previous year: CHF 316.3 million). Equity decreased to CHF 2,576.6 million from CHF 2,633.3 million in the previous year. Besides the positive net income (EAT) in the amount of CHF 60.4 million (previous year: CHF –4.0 million), the reduction in equity is attributable to the amount, recognised directly in equity, for the revaluation of employee benefits plan assets / obligations by a net CHF 26.8 million (previous year: CHF –235.0 million, after deferred taxes in each case), the purchase of non-controlling interests worth CHF –24.5 million and the slightly lower dividends paid in the amount of CHF –117.1 million (previous year: CHF –119.1 million). Other significant impacts on the balance sheet include the decline in current financial assets due to repayment of time deposits and bond funds of CHF –71.8 million, the significant increase in property, plant and equipment by CHF 74.4 million due to additional leases in the out-of-home area (acquisition of Clear Channel Schweiz) and the associated increase in liabilities from leases. Intangible assets also increased again on account of goodwill of CHF 45.8 million newly recognised. The rest of the balance sheet remained largely unchanged from the previous year.



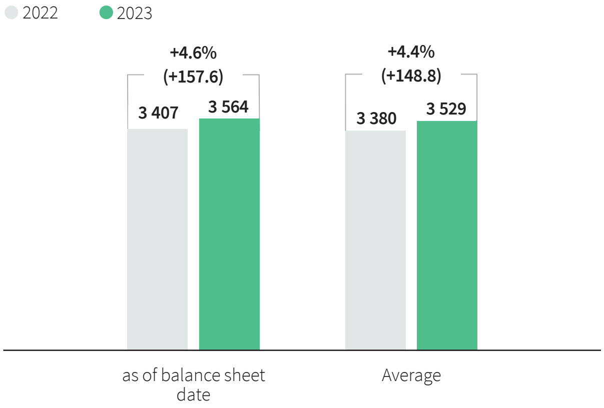
		31.12.2023	31.12.2022
Equity ratio [1]	x	75.1%	78.1%
Quick ratio [2]	x	120.2%	154.3%
Asset coverage ratio II [3]	x	104.0%	110.2%
Net current assets [4]	CHF mn	111.2	268.2
Debt factor [5]	x	–	–

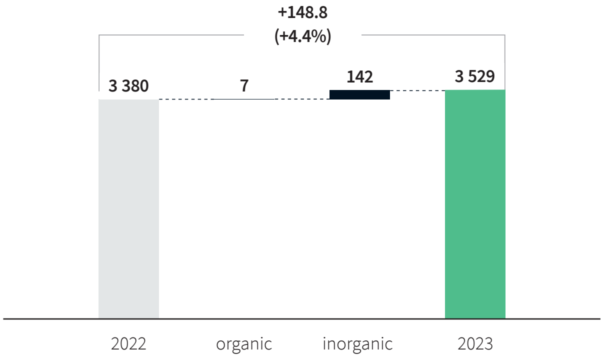
1 Equity to total assets.
2 Current assets less inventories to current liabilities.
3 Equity and long-term debt to fixed assets.
4 Current assets less current liabilities.
5 Net debt to cash flow from / (used in) operating activities.

Personnel

Changes in FTE

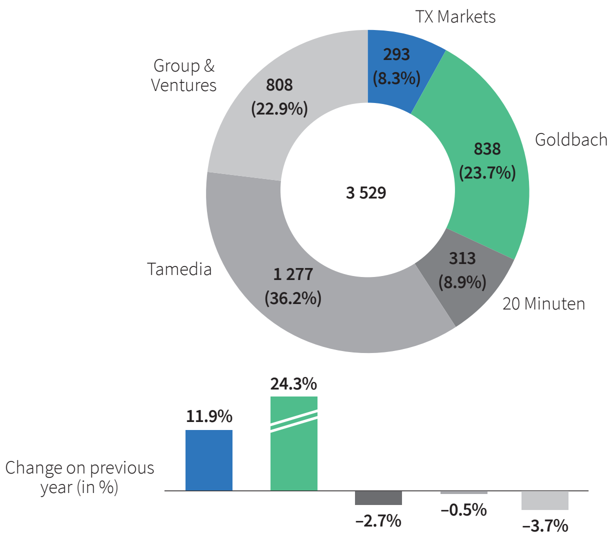
In organic terms, the FTE figure hardly changed from the previous year. The increase is wholly attributable to the acquisition of Clear Channel Schweiz and Berner Oberland Medien.





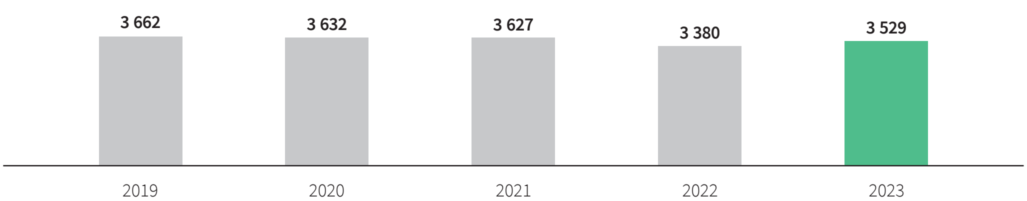
FTE by segment

The Goldbach segment is showing a growth in personnel. This was largely driven by the acquisition of Clear Channel Schweiz and AdUnit. FTE levels at Tamedia grew as a result of IT being brought in house (i.e. moved from the Group to Tamedia) and the acquisition of Berner Oberland Medien. In organic terms, Tamedia reduced its headcount in the area of paid media and publishing services and at the print centre. TX Markets and TX Ventures saw organic growth. FTE levels in the 20 Minuten segment decreased as a result of restructuring. FTE levels across the Group are down on the previous year. This is due to IT being brought directly in house at Tamedia, as well as a reduction in personnel in the Corporate Services area. By contrast, FTE levels at TX Services are on the up.



Medium-term trend in terms of FTE

FTE levels were slightly down in organic terms. The changes are mainly due to transactions.



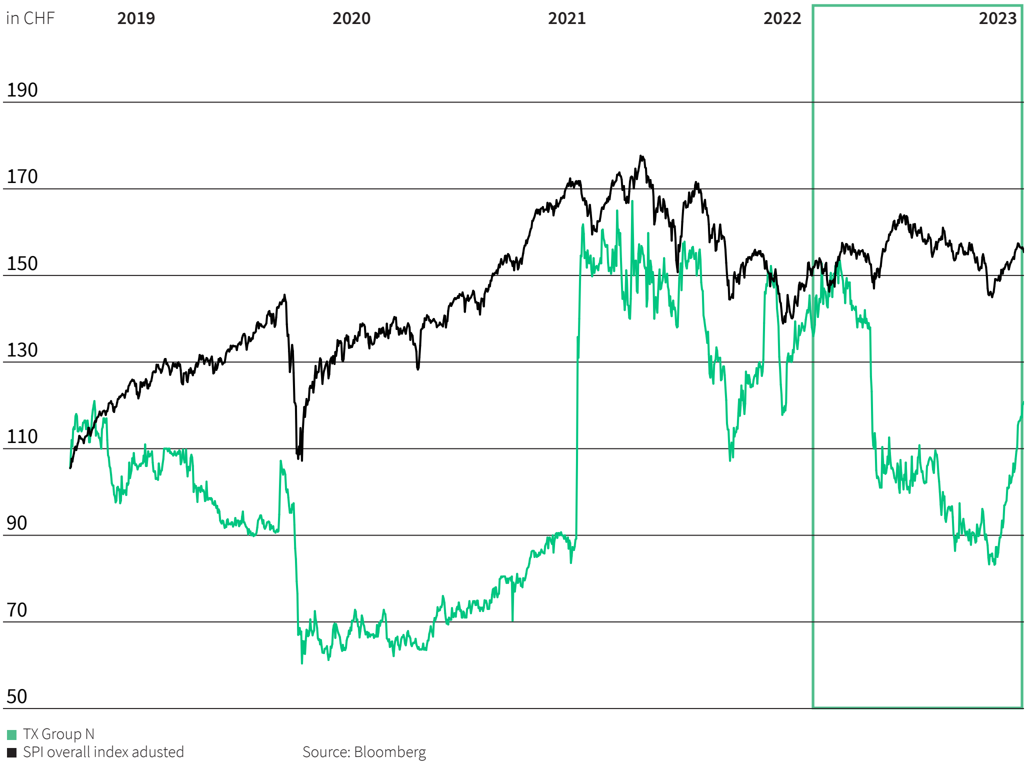
Multi-year comparison

		2023	2022	2021	2020	2019
Income statement						
Revenues	CHF mn	982.5	925.2	957.4	935.8	1 079.5
Growth		2.6%	–3.4%	2.3%	–13.3%	6.8%
Operating income / (loss) before depreciation and amortisation (EBITDA)	CHF mn	211.0	123.8	177.7	130.6	196.8
Growth		70.4%	–30.3%	36.0%	–33.6%	–4.4%
Margin [1]		21.5%	13.4%	18.6%	14.0%	18.2%
Operating income / (loss) before effects of business combinations (EBIT b. PPA)	CHF mn	122.6	56.0	127.9	83.3	155.2
Growth		119.0%	–56.2%	53.5%	–46.3%	–13.5%
Margin [1]		12.5%	6.0%	13.4%	8.9%	14.4%
Operating income / (loss) (EBIT)	CHF mn	71.0	5.9	63.3	(70.9)	70.4
Growth		1106.3%	–90.7%	–189.3%	–200.6%	–46.5%
Margin [1]		7.2%	0.6%	6.6%	–7.6%	6.5%
Net income / (loss) (EAT)	CHF mn	60.4	(4.0)	832.7	(94.6)	97.8
Growth		–1600.2%	–100.5%	–979.8%	–196.8%	–24.5%
Margin [1]		6.1%	–0.4%	87.0%	–10.1%	9.1%
Segment share of total revenues with third parties						
TX Markets		13.6%	15.1%	21.4%	21.3%	–
Goldbach		23.5%	16.2%	12.4%	11.5%	–
20 Minuten		11.7%	11.7%	12.1%	11.1%	–
Tamedia		43.5%	48.2%	46.3%	47.9%	–
Group & Ventures		7.6%	8.8%	7.8%	8.2%	–
Employee key data						
Number of employees (FTE) [2]	Number	3 529	3 380	3 627	3 632	3 662
Revenue per employee	CHF 000	278.4	273.7	264.0	257.6	294.8
Balance sheet						
Current assets	CHF mn	628.8	748.2	859.0	606.1	627.5
Non-current assets	CHF mn	2 800.3	2 625.2	2 904.4	2 145.6	2 328.0
Total assets	CHF mn	3 429.1	3 373.4	3 763.4	2 751.6	2 955.5
Liabilities	CHF mn	852.5	740.1	783.3	755.2	779.8
Equity	CHF mn	2 576.6	2 633.3	2 980.1	1 996.4	2 175.7
Cash flow						
Cash flow from / (used in) operating activities	CHF mn	197.8	110.1	160.6	128.1	169.2
Cash flow from / (used in) investing activities	CHF mn	(46.1)	(77.7)	66.2	(11.8)	202.6
Cash flow after investing activities in property, plant and equipment and intangible assets (FCF b. M&A)	CHF mn	161.7	79.6	130.1	94.5	146.8
Cash flow after investing activities (FCF)	CHF mn	151.7	32.4	226.8	116.3	371.8
Cash flow from / (used in) financing activities	CHF mn	(179.7)	(151.5)	(65.6)	(131.4)	(225.9)
Change in cash and cash equivalents	CHF mn	(29.0)	(120.2)	160.3	(15.0)	145.3
Financial key data						
Equity ratio [3]		75.1%	78.1%	79.2%	72.6%	73.6%
Return on equity [4]		2.3%	–0.2%	27.9%	4.5%	4.5%
Net liquidity / (net debt) [5]		23.9	140.1	302.8	182.9	206.9
Debt factor [6]	x	–	–	–	–	–
Key figures per share						
Net income / (loss) per share (undiluted)	CHF	2.30	(4.16)	75.68	(10.61)	6.11
Dividends per share	CHF	6.20 [7]	4.5	7.4	–	3.5
Dividend yield [8]		5.2%	3.0%	4.7%	0.0%	3.7%
Price / earnings ratio [8]	x	51.9	(35.9)	2.1	(6.7)	15.3
Share price	CHF	119.60	149.40	156.40	70.80	93.70
Market capitalisation	CHF mn	1 266.7	1 583.6	1 656.9	750.1	992.8

1 As a percentage of revenue
2 Average number of employees, excluding employees in associates / joint ventures.
3 Equity to total assets.
4 Net income / (loss) including non-controlling interests to shareholders' equity as of 31.12.
5 Current and non-current financial liabilities.
6 Net debt to cash flow from / (used in) operating activities.
7 Proposed by the Board of Directors.
8 Based on year-end price

Information for investors

Share price performance from 28 December 2018 to 29 December 2023



Share price

in CHF	2023	2022	2021	2020	2019
High	153.00	159.40	167.20	107.20	121.00
Low	83.60	107.20	70.30	60.40	89.80
Year-end	119.60	149.40	156.40	70.80	93.70

Market capitalisation

in CHF mn	2023	2022	2021	2020	2019
High	1 622	1 690	1 772	1 136	1 283
Low	886	1 136	745	640	952
Year-end	1 268	1 584	1 657	750	993

Financial calendar

Annual General Meeting:	19 April 2024
Half-year report:	27 August 2024

Key figures per share

in CHF		2023	2022	2021	2020	2019
Net income / (loss) per share (undiluted)		2.30	(4.16)	75.68	(10.61)	6.11
Net income / (loss) per share (diluted)		2.30	(4.16)	75.64	(10.61)	6.10
EBIT / (loss) per share		6.69	0.55	5.97	(6.69)	6.65
EBITDA / (loss) per share		19.91	11.68	16.77	12.34	18.57
Free cash flow per share		14.32	3.06	21.40	10.99	35.08
Shareholders' equity per share [1]		217.31	248.46	252.83	160.48	173.44
Dividends per share		6.20 [2]	4.50 [2]	7.40	–	3.50
Dividend pay-out rate [3]		108.8%	−1027.9%	9.4%	0.0%	37.9%
Dividend yield [4]		5.2%	3.0%	4.7%	0.0%	3.7%
Price / earnings ratio [4]	x	51.9	(35.7)	2.1	(6.7)	15.3
Price to EBIT ratio [4]	x	17.9	269.2	26.2	(10.6)	14.1
Price to EBITDA ratio [4]	x	6.0	12.8	9.3	5.7	5.0
Price to revenues ratio [4]	x	1.3	1.7	1.7	0.8	0.9
Price to free cash flow ratio [4]	x	8.4	48.8	7.3	6.4	2.7
Price to equity ratio [4]	x	0.6	0.7	0.6	0.4	0.5

1 Equity, attributable to TX Group AG shareholders.
2 Proposed by the Board of Directors.
3 Based on net income / (loss).
4 Based on year-end price.

Capital structure

The share capital of CHF 106 million is divided into 10,600,000 registered shares at nominal value of CHF 10 each. There is no authorised or conditional capital. The company holds treasury shares for profit participation plans as per Note 3.2 in the consolidated financial statements.

A binding shareholders' agreement is in place for 67.00 per cent of the shares. The signatories to the agreement currently own 69.10 per cent of the shares.

Appropriation of profit

The TX Group's distribution policy is based on free cash flow. Normally, 35 to 45 per cent of free cash flow b. M&A is distributed after dividends to minorities and repayment of lease liabilities.

Investor Relations

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Consolidated financial statements

Consolidated statement of comprehensive income

in CHF mn	Note	2023	2022 [1]
Advertising revenue	1.1	331.5	252.2
Classifieds & services revenue	1.1	238.3	246.8
Commercialization revenue	1.1	82.2	83.9
Subscriptions & single sales revenue	1.1	226.8	231.0
Printing & logistics revenue	1.1	71.3	81.0
Other operating revenue	1.1	31.0	27.1
Other income	1.1	1.6	3.1
Revenues		**982.5**	**925.2**
Cost of material and services	1.2	(154.4)	(165.4)
Personnel expense	1.3	(417.6)	(409.2)
Other operating expense	1.4	(221.7)	(209.7)
Share of net result of associates / joint ventures	4.4	22.1	(17.1)
Operating income / (loss) before depreciation and amortisation (EBITDA)		**211.0**	**123.8**
Depreciation and amortisation		(88.4)	(67.8)
Operating income / (loss) before effects of business combinations (EBIT b. PPA)		**122.6**	**56.0**
Depreciation and amortisation resulting from business combinations		(51.6)	(50.1)
Operating income / (loss) (EBIT)		**71.0**	**5.9**
Financial income	1.5	20.1	25.3
Financial expense	1.5	(14.3)	(23.0)
Income / (loss) before taxes (EBT)		**76.7**	**8.2**
Income taxes	1.6	(16.3)	(12.2)
Net income / (loss) (EAT)		**60.4**	**(4.0)**
of which attributable to TX Group AG shareholders		24.4	(44.0)
of which attributable to non-controlling shareholders		35.9	40.0
Other comprehensive income / (loss)			
Value fluctuation of hedges	3.4	(0.8)	1.7
Currency translation differences		(1.5)	(2.4)
Income tax effects		0.1	(0.4)
To be reclassified via the income statement in future periods		**(2.2)**	**(1.0)**
Share of other comprehensive income / (loss) of associates / joint ventures	4.4	(0.7)	4.4
Actuarial gains / (losses) IAS 19	2.9	33.4	(286.3)
Other investments / Equity instruments at fair value	3.4	1.0	7.8
Income tax effects		(6.6)	51.3
Not to be reclassified via the income statement in future periods		**27.1**	**(222.8)**
Other comprehensive income / (loss)		**24.9**	**(223.8)**
Net income / (loss) (EAT)		60.4	(4.0)
Other comprehensive income / (loss)		24.9	(223.8)
Total comprehensive income / (loss)		**85.3**	**(227.8)**
of which attributable to TX Group AG shareholders		51.3	(272.6)
of which attributable to non-controlling shareholders		34.0	44.8

Net income / (loss) (EAT) per share

in CHF	Note	2023	2022 [1]
Net income / (loss) (EAT) per share (undiluted)	3.3	2.30	(4.16)
Net income / loss (EAT) per share (diluted)	3.3	2.30	(4.16)

1 The figures were adjusted due to a restatement associated with the amendment to IAS 12 «Income Taxes». Further details on this are disclosed in the Restatement section.

Consolidated balance sheet

in CHF mn	Note	31.12.2023	31.12.2022 [1]
Cash and cash equivalents		287.2	316.3
Current financial assets	2.2	17.2	89.1
Trade accounts receivable	2.1	238.0	239.9
Current financial receivables	2.2	31.0	39.4
Current tax receivables		8.3	4.5
Other current receivables		13.4	17.1
Contract assets		13.9	18.5[2]
Accrued income and prepaid expenses		13.3	16.1[2]
Inventories		6.5	7.4
Current assets		**628.8**	**748.2**
Property, plant and equipment	2.3	478.1	403.4
Investments in associates / joint ventures	4.4	854.2	866.1
Employee benefit plan assets	2.9	78.0	31.7
Non-current financial assets	2.2	228.5	208.0
Deferred tax assets	1.6	8.1	10.5
Intangible assets	2.4/2.5	1 153.3	1 105.6
Non-current assets		**2 800.3**	**2 625.2**
Total assets		**3 429.1**	**3 373.4**
Current financial liabilities	2.6	57.7	30.0
Trade accounts payable		92.3	75.8
Current tax liabilities		18.6	15.3
Other current liabilities	2.1	31.3	33.9
Contract liabilities	2.1	222.1	228.5
Deferred revenues and accrued liabilities	2.1	89.3	93.1
Current provisions	2.8	6.3	3.4
Current liabilities		**517.6**	**480.0**
Non-current financial liabilities	2.6	205.6	146.2
Employee benefit obligations	2.9	20.6	7.0
Deferred tax liabilities	1.6	97.5	96.7
Non-current provisions	2.8	11.2	10.2
Non-current liabilities		**334.9**	**260.1**
Liabilities		**852.5**	**740.1**
Share capital	3.2	106.0	106.0
Treasury shares	3.2	(0.9)	–
Reserves		2 198.2	2 222.3
Equity, attributable to TX Group AG shareholders		**2 303.2**	**2 328.3**
Equity, attributable to non-controlling interests		273.3	305.0
Equity		**2 576.6**	**2 633.3**
Total liabilities and shareholders' equity		**3 429.1**	**3 373.4**

1 The figures were adjusted due to a restatement associated with the amendment to IAS 12 «Income Taxes». Further details on this are disclosed in the Restatement section.
2 Accrued income and prepaid expenses were divided into two separate balance sheet items. The previous year's figures were adjusted accordingly.

Consolidated statement of cash flows

in CHF mn	Note	2023	2022[1]
Net income / (loss) (EAT)		60.4	(4.0)
Amortisation, depreciation and impairment		140.0	117.9
Financial result	1.5	(5.7)	(2.3)
Income taxes	1.6	16.3	12.2
Other non-cash income / (loss)	2.1	(1.1)	11.1
Share of net result of associates / joint ventures	4.4	(22.1)	17.1
Dividends from associates / joint ventures	4.4	25.4	18.1
Change in net working capital	2.1	10.6	(30.5)
Change in non-current provisions	2.8	0.6	(1.1)
Profit on the sale of property, plant and equipment and intangible assets		(2.4)	0.1
Interest received	1.5	4.4	0.7
Interest paid	1.5	0.0	(1.3)
Income taxes paid	1.6	(28.5)	(28.0)
Cash flow from / (used in) operating activities		**197.8**	**110.1**
Investments in property, plant and equipment	2.3	(21.6)	(22.6)
Sale of property, plant and equipment	2.3	5.7	0.1
Investments in consolidated companies	4.1	(85.0)	–
Sale of consolidated companies	4.1	–	(0.2)
Investments in interests in associates / joint ventures	4.4	–	(1.5)
Sale of interests in associates / joint ventures	4.4	–	0.3
Investments in other financial assets	2.2	(15.3)	(96.3)
Sale of other finanical assets	2.2	90.3	50.5
Investments in intangible assets	2.4/2.5	(20.7)	(10.6)
Sale of intangible assets	2.4/2.5	0.4	2.6
Cash flow from / (used in) investing activities		**(46.1)**	**(77.7)**
Dividends paid to TX Group AG shareholders	3.2	(47.7)	(78.4)
Dividends paid to non-controlling interests		(69.4)	(40.7)
Proceeds of current financial liabilities	2.6	0.0	0.0
Repayment of current financial liabilities	2.6	(0.0)	(0.9)
Repayment of lease liabilities	2.7	(55.3)	(31.1)
Proceeds of non-current financial liabilities	2.6	0.0	0.4
Repayment of non-current financial liabilities	2.6	(6.3)	(0.3)
Change in treasury shares	3.2	(1.0)	(0.1)
Acquisition of non-controlling interests		–	(0.4)
Cash flow from / (used in) financing activities		**(179.7)**	**(151.5)**
Impact of currency translation		**(1.1)**	**(1.1)**
Change in cash and cash equivalents		**(29.0)**	**(120.2)**
Cash and cash equivalents as of 1 January		316.3	436.5
Cash and cash equivalents as of 31 December		287.2	316.3
Change in cash and cash equivalents		**(29.0)**	**(120.2)**

1 The figures were adjusted due to a restatement associated with the amendment to IAS 12 «Income Taxes». Further details on this are disclosed in the Restatement section.

Consolidated statement of changes in equity

in CHF mn	Share capital	Treasury shares	Currency translation differences	Reserves	**Equity, attributable to TX Group AG shareholders**	Equity, attributable to non-controlling interests	**Equity**
As of 31 December 2021	**106.0**	**(0.7)**	**(4.7)**	**2 578.6**	**2 679.2**	**301.0**	**2 980.1**
Restatement [1]	–	–	–	0.2	**0.2**	0.1	**0.3**
As of 1 January 2022 [1]	**106.0**	**(0.7)**	**(4.7)**	**2 578.7**	**2 679.3**	**301.0**	**2 980.4**
Net income / (loss) (EAT)	–	–	–	(44.4)	**(44.4)**	39.7	**(4.6)**
Restatement [1]	–	–	–	0.3	**0.3**	0.3	**0.6**
Share of other comprehensive income / (loss) of associates / joint ventures	–	–	–	4.4	**4.4**	–	**4.4**
Value fluctuation of hedges	–	–	–	1.7	**1.7**	–	**1.7**
Actuarial gains / (losses) IAS 19	–	–	–	(292.1)	**(292.1)**	5.8	**(286.3)**
Other investments / Equity instruments at fair value	–	–	–	7.8	**7.8**	0.0	**7.8**
Currency translation differences	–	–	(2.3)	–	**(2.3)**	(0.1)	**(2.4)**
Income tax effects	–	–	–	52.0	**52.0**	(1.0)	**51.0**
Total comprehensive income / (loss) [1]	**–**	**–**	**(2.3)**	**(270.3)**	**(272.6)**	**44.8**	**(227.8)**
Dividends paid	–	–	–	(78.4)	**(78.4)**	(40.7)	**(119.1)**
Acquisition of non-controlling interests	–	–	–	(0.3)	**(0.3)**	(0.1)	**(0.4)**
Share-based payments	–	–	–	(0.4)	**(0.4)**	–	**(0.4)**
Change in treasury shares	–	0.7	–	–	**0.7**	–	**0.7**
As of 31 December 2022 [1]	**106.0**	**0.0**	**(7.0)**	**2 229.3**	**2 328.2**	**305.0**	**2 633.3**
Net income / (loss) (EAT)	–	–	–	24.4	**24.4**	35.9	**60.4**
Share of other comprehensive income / (loss) of associates / joint ventures	–	–	–	(0.7)	**(0.7)**	–	**(0.7)**
Value fluctuation of hedges	–	–	–	(0.8)	**(0.8)**	–	**(0.8)**
Actuarial gains / (losses) IAS 19	–	–	–	35.4	**35.4**	(2.0)	**33.4**
Other investments / Equity instruments at fair value	–	–	–	0.9	**0.9**	0.0	**1.0**
Currency translation differences	–	–	(1.4)	–	**(1.4)**	(0.2)	**(1.5)**
Income tax effects	–	–	–	(6.6)	**(6.6)**	0.2	**(6.5)**
Total comprehensive income / (loss)	**–**	**–**	**(1.4)**	**52.6**	**51.3**	**34.0**	**85.3**
Dividends paid	–	–	–	(47.7)	**(47.7)**	(69.4)	**(117.1)**
Acquisition of non-controlling interests	–	–	–	(28.3)	**(28.3)**	3.8	**(24.5)**
Share-based payments	–	–	–	0.6	**0.6**	–	**0.6**
Change in treasury shares	–	(0.9)	–	–	**(0.9)**	–	**(0.9)**
As of 31 December 2023	**106.0**	**(0.9)**	**(8.4)**	**2 206.6**	**2 303.2**	**273.3**	**2 576.6**

1 The figures were adjusted due to a restatement associated with the amendment to IAS 12 «Income Taxes». Further details on this are disclosed in the Restatement section.

Notes to the consolidated financial statements

General information and changes in accounting policies

General information about TX Group

TX Group AG, headquartered in CH-8004 Zurich, Werdstrasse 21, is a public limited company subject to Swiss law and is listed on the SIX Swiss Exchange since 2 October 2000. TX Group is a leading media company in Switzerland with four largely self-contained companies that focus on specialised platforms / marketplaces, advertising marketing, free media and paid media. The consolidated financial statements for 31 December 2023 cover TX Group AG as the holding company and its subsidiaries. TX Group Board of Directors approved these consolidated financial statements on 1 March 2024 and will present them to the Annual General Meeting for approval on 19 April 2024.

Basis of preparation

The consolidated financial statements of TX Group have been prepared in accordance with the International Financial Reporting Standards (IFRS) and in compliance with the Swiss company law. The consolidated financial statements are presented in Swiss francs (CHF), which is the functional currency of TX Group. The reporting period covers twelve months. Unless otherwise stated, all amounts are stated in millions of Swiss francs and rounded to one decimal place. The majority of calculations are made with a higher level of numerical accuracy. It is therefore possible that rounding differences may occur. The valuations are based on historical cost basis, unless a standard or interpretation requires another measurement basis for a particular line item in the consolidated financial statements. In this case, this shall be explicitly referenced in the accounting policies section. Accounting policies that are key to understanding the statements are set out in the specific notes.

Management assumptions and estimates

The preparation of the consolidated financial statements requires that Management makes estimates and assumptions, for which there is a certain degree of judgement. This impacts the amounts of the assets, liabilities and shareholder's equity, income and expenditures. These estimates and associated assumptions not only take past experiences into account, but also various other relevant factors. As they are subject to risks and uncertainties, the actual results may differ from these estimates. This affects the following items in particular:

- Income taxes – capitalisation of loss carryforwards (Note 1.6)
- Goodwill and intangible assets with an indefinite useful life – impairment testing (Note 2.5)
- Leases – determining terms (Note 2.7)
- Employee benefits – actuarial assumptions (Note 2.9)

Amendments to accounting policies

TX Group adopted the following new and revised standards and interpretations, which have no material impact on the results or financial position of the Group, for the first time in its 2023 consolidated financial statements.

- Amendments to IAS 1 – «Disclosure of Accounting Policies»
- Amendments to IAS 8 – «Definition of Accounting Estimates»
- Amendments to IAS 12 – «Deferred tax related to assets and liabilities arising from a single transaction» and «International Tax Reform – Pillar Two Model Rules»

The new and revised standards and interpretations to be applied from 2024 have not been applied in advance. No material impact on the consolidated financial statements is expected at the current time.

Restatement

On account of the amendment to IAS 12 «Income Taxes», deferred taxes now need to be recognised for transactions where temporary taxable and deductible differences of equivalent amount arise – at the first time of recording. At TX Group, the amendment concerns leases recognised in accordance with IFRS 16. TX Group has therefore created deferred tax assets and deferred tax liabilities for all deductible and taxable temporary differences in connection with right-of-use assets and lease liabilities. Potential closure and restoration obligations were taken into account accordingly in the creation of deferred tax items. The cumulative impact of the first application was recognised in retained earnings. The values from the previous year were adjusted as a result of the restatement. The impact of the restatement on the consolidated statement of comprehensive income including net income / (loss) (EAT) per share, the consolidated balance sheet and the consolidated statement of cash flows can be seen in the tables below.

Consolidated statement of comprehensive income

in CHF mn	31.12.2022 published	Restatement	31.12.2022 restated
Revenues	**925.2**	**–**	**925.2**
Operating expense	**(801.4)**	**–**	**(801.4)**
Operating income / (loss) before depreciation and amortisation (EBITDA)	**123.8**	**–**	**123.8**
Operating income / (loss) before effects of business combinations (EBIT b. PPA)	**56.0**	**–**	**56.0**
Operating income / (loss) (EBIT)	**5.9**	**–**	**5.9**
Net income / (loss) before taxes (EBT)	**8.2**	**–**	**8.2**
Income taxes	(12.8)	0.6	(12.2)
Income / (loss) of continued operations	**(4.6)**	**0.6**	**(4.0)**
Net income / (loss) (EAT)	**(4.6)**	**0.6**	**(4.0)**
of which attributable to TX Group AG shareholders	(44.4)	0.3	(44.0)
of which attributable to non-controlling shareholders	39.7	0.3	40.0
Net income / (loss) (EAT)	(4.6)	0.6	(4.0)
Other comprehensive income / (loss)	(223.8)	–	(223.8)
Total comprehensive income / (loss)	**(228.5)**	**0.6**	**(227.8)**
of which attributable to TX Group AG shareholders	(272.9)	0.3	(272.6)
of which attributable to non-controlling shareholders	44.5	0.3	44.8

Net income / (loss) (EAT) per share

in CHF	31.12.2022 published	Restatement	31.12.2022 restated
Net income / (loss) (EAT) per share (undiluted)	(4.19)	0.03	(4.16)
Net income / loss (EAT) per share (diluted)	(4.19)	0.03	(4.16)

Consolidated balance sheet

in CHF mn	31.12.2022 published	Restatement	31.12.2022 restated
Current assets	**748.2**	**–**	**748.2**
Non-current assets	**2 625.2**	**–**	**2 625.2**
Total assets	**3 373.4**	**–**	**3 373.4**
Current liabilities	**480.0**	**–**	**480.0**
Non-current financial liabilities	146.2	–	146.2
Employee benefit obligations	7.0	–	7.0
Deferred tax liabilities	97.6	(0.9)	96.7
Non-current provisions	10.2	–	10.2
Non-current liabilities	**261.0**	**(0.9)**	**260.1**
Total liabilities	**741.0**	**(0.9)**	**740.1**
Share capital	106.0	–	106.0
Reserves	2 221.8	0.5	2 222.3
Equity, attributable to TX Group AG shareholders	**2 327.8**	**0.5**	**2 328.3**
Equity, attributable to non-controlling interests	304.6	0.4	305.0
Shareholders' equity	**2 632.4**	**0.9**	**2 633.3**
Total liabilities and shareholders' equity	**3 373.4**	**–**	**3 373.4**

Consolidated statement of cash flows (extract)

in CHF mn	31.12.2022 published	Restatement	31.12.2022 restated
Net income / (loss) (EAT)	(4.6)	0.6	(4.0)
Amortisation, depreciation and impairment	117.9	–	117.9
Share of net result of associates / joint ventures	17.1	–	17.1
Financial result	(2.3)	–	(2.3)
Income taxes	12.8	(0.6)	12.2
Profit on the sale of property, plant and equipment and intangible assets	0.1	–	0.1
Other non-cash income / (loss)	11.1	–	11.1
Change in net working capital	(30.5)	–	(30.5)
Change in non-current provisions	(1.1)	–	(1.1)
Dividends from associates / joint ventures	18.1	–	18.1
Interest received	0.7	–	0.7
Interest paid	(1.3)	–	(1.3)
Income taxes paid	(28.0)	–	(28.0)
Cash flow from / (used in) operating activities	**110.1**	**–**	**110.1**

For reasons of materiality, it was decided not to show the restatement for the tables relating to Note 1.6 Income taxes.

1 Operating performance

This section explains TX Group's operating performance. The segments correspond with the organisation and reporting structure of the Group. In addition to the segment information, selected income and expenditure items are explained in greater detail.

1.1 Segment information

A decentralised organisational structure comprising four largely self-contained companies exists under the umbrella of TX Group. All investments in specialised platforms and marketplaces are integrated in the TX Markets segment, while advertising marketing is incorporated in the Goldbach segment. The 20 Minuten segment includes free media in Switzerland and abroad, while paid media are running under the name Tamedia. The Group's ventures and services are grouped within the Group & Ventures segment. Revenues in the consolidated income statement correspond to revenues (after eliminations and IAS 19 reconciliations) in segment reporting.

All material revenues are earned in Switzerland and all material non-current asset items are located in Switzerland.

in CHF mn	TX Markets	Goldbach	20 Minuten	Tamedia	Group & Ventures	Eliminations and reconciliations IAS 19	**Total**
2023							
Advertising revenue	–	122.6	107.1	90.2	11.6	–	**331.5**
Classifieds & services revenue	133.7	11.1	4.4	34.6	54.5	–	**238.3**
Commercialization revenue	–	82.2	–	–	–	–	**82.2**
Subscriptions & single sales revenue	–	–	–	226.8	–	–	**226.8**
Printing & logistics revenue	–	–	–	71.3	–	–	**71.3**
Other operating revenue	(0.0)	15.0	3.5	3.8	8.7	–	**31.0**
Other income	–	0.2	0.1	1.1	0.2	–	**1.6**
Revenue intersegment	0.1	43.7	3.3	18.7	84.4	(150.2)	**–**
Revenues	**133.8**	**274.7**	**118.4**	**446.4**	**159.4**	**(150.2)**	982.5
Operating expense [1]	(60.5)	(193.3)	(105.8)	(432.1)	(153.6)	151.5	**(793.7)**
Share of net result of associates / joint ventures	26.7	(0.0)	(2.5)	(1.0)	(1.1)	–	**22.1**
Operating income / (loss) before depreciation and amortisation (EBITDA)	**100.0**	**81.4**	**10.1**	**13.4**	**4.7**	**1.3**	211.0
Margin [2]	74.8%	29.6%	8.5%	3.0%	3.0%	–	21.5%
Depreciation and amortisation	(6.9)	(57.3)	(1.0)	(0.7)	(22.6)	–	**(88.4)**
Operating income before effects of business combinations (EBIT b. PPA)	**93.2**	**24.1**	**9.1**	**12.7**	**(17.9)**	**1.3**	122.6
Margin [2]	69.7%	8.8%	7.7%	2.8%	–11.2%	–	12.5%
Depreciation and amortisation resulting from business combinations	(10.3)	(18.2)	(2.1)	(18.3)	(2.6)	–	**(51.6)**
Operating income / (loss) (EBIT)	**82.8**	**5.9**	**7.0**	**(5.6)**	**(20.5)**	**1.3**	71.0
Margin [2]	61.9%	2.2%	5.9%	–1.2%	–12.9%	–	7.2%
Number of employees (FTE) [3]	**293**	**838**	**313**	**1 277**	**808**		**3 529**

1 The employee benefit expense from IAS 19 is not part of the individual segments and is presented separately, together with the eliminations.
2 The margin relates to revenues.
3 Average number of employees, excluding employees in associates / joint ventures.

in CHF mn	TX Markets	Goldbach	20 Minuten	Tamedia	Group & Ventures	Eliminations and reconciliation IAS 19	**Total**
2022							
Advertising revenue	–	46.5	103.1	90.2	12.4	–	**252.2**
Classifieds & services revenue	138.8	10.2	4.4	38.2	55.3	–	**246.8**
Commercialization revenue	–	83.9	–	–	–	–	**83.9**
Subscriptions & single sales revenue	–	–	–	231.0	–	–	**231.0**
Printing & logistics revenue	–	–	–	81.0	–	–	**81.0**
Other operating revenue	0.5	8.6	0.9	4.1	13.0	–	**27.1**
Other income	–	0.5	0.2	1.5	1.0	–	**3.1**
Revenue intersegment	0.4	41.8	6.4	18.5	98.9	(166.1)	**(0.0)**
Revenues	**139.7**	**191.5**	**115.0**	**464.4**	**180.6**	**(166.1)**	**925.2**
Operating expense [1]	(62.8)	(141.5)	(101.2)	(460.8)	(173.5)	155.5	**(784.3)**
Share of net result of associates / joint ventures	(10.9)	0.0	(5.5)	1.3	(2.1)	–	**(17.1)**
Operating income / (loss) before depreciation and amortisation (EBITDA)	**66.1**	**50.1**	**8.3**	**4.9**	**5.0**	**(10.6)**	**123.8**
Margin [2]	47.3%	26.1%	7.2%	1.1%	2.8%	–	13.4%
Depreciation and amortisation	(6.6)	(28.9)	(0.9)	(0.6)	(30.8)	–	**(67.8)**
Operating income before effects of business combinations (EBIT b. PPA)	**59.5**	**21.2**	**7.4**	**4.3**	**(25.8)**	**(10.6)**	**56.0**
Margin [2]	42.6%	11.0%	6.5%	0.9%	–14.3%	–	6.0%
Depreciation and amortisation resulting from business combinations	(10.3)	(13.8)	(2.2)	(18.2)	(5.6)	–	**(50.1)**
Operating income / (loss) (EBIT)	**49.2**	**7.4**	**5.2**	**(13.9)**	**(31.4)**	**(10.6)**	**5.9**
Margin [2]	35.2%	3.8%	4.6%	–3.0%	–17.4%	–	0.6%
Number of employees (FTE) [3]	**262**	**674**	**322**	**1 283**	**840**		**3 380**

1 The employee benefit expense from IAS 19 is not part of the individual segments and is presented separately, together with the eliminations.
2 The margin relates to revenues.
3 Average number of employees, excluding employees in associates / joint ventures.

Accounting policies

Segment reporting reflects the corporate structure and is in line with internal reporting. The accounting policies described also apply to segment reporting, whereas pension costs according to IAS 19 are shown separately, together with the eliminations. The revenues, expenses and net income of the various segments include offsetting between the business divisions. Such offsetting is carried out on an arm's length basis.
The following measurement principles apply to the recognition of revenues in accordance with IFRS 15:

- *Revenues are realised if TX Group has satisfied its performance obligation and control of the asset has been transferred to the purchaser or the services have been rendered.*
- *As regards activities where the power of disposal does not lie with TX Group or sums are collected in the interest of third parties, the revenues at the time of the brokerage activity are only shown in the amount of the relevant commission or the share of the revenues to which the Group is entitled. In these cases, TX Group commissioned a third party to render the service and acted as broker between supply and demand.*
- *Revenues are stated net of sales reductions and value-added tax, while losses on receivables are reported under other operating expenses. Variable considerations (for example refunded media revenue) are usually limited and are estimated based on the contractual agreement and on anticipated figures and internal forecasts. The non-cash exchange of the same services between companies in the same business segment (one example being the non-cash exchange of adverts between media companies) is defined as a «barter transaction» and recognised net, while revenues and expenditure from other barter transactions which pertain to different services are recognised gross and measured at fair value («barter transactions»). Any consideration not yet received is accounted for on an accruals basis. Contracts with customers generally stipulate a payment term of 30 days. As less than 12 months usually elapses between the service being provided and the customer paying, the simplified approach in accordance with IFRS 15 can be applied and no financing components need to be considered. There are no take-back and refund obligations or other similar obligations and guarantees.*

- *Revenues from contracts with multiple performance obligations (multi-component contracts) are allocated based on the individual sales prices for the respective performance obligation. If no individual sales prices are available, revenues are allocated using allocation formulae which reflect the best-possible estimate of the individual sales prices.*
- *TX Group usually has few assets from contracts with customers since most of its services have either already been invoiced or not yet rendered. In particular, no account is to be made of contractual assets from work in progress which do not yet give rise to an unconditional right to receive the consideration due to unsettled performance obligations. Costs arising in connection with the initiation or performance of a contract with the customer are capitalised if the costs can be directly attributed to the conclusion of the contract and if the costs (direct costs above the contractual reimbursement or indirect costs above a contractually stipulated margin) can be generated again. TX Group does not have any material capitalised costs in connection with the initiation or performance of a contract with customers. If the customer has already furnished the consideration before the goods or service is / are transferred, the contract is reported as deferred revenues and accrued liabilities from contracts with customers.*
- *TX Group breaks down revenues in the income statement according to its core competencies with regard to the type of service and goods: advertising revenue, classifieds & services revenue, commercialization revenue, subscriptions & single sales revenue, printing & logistics revenue, other operating revenue and other income. Segment reporting is structured based on the market-specific business segments reported internally.*
- *Advertising revenue covers proceeds from the sale of commercial advertising space (for example commercial advertisements) in newspapers and magazines and advertising revenue within the digital business model known as display affiliate marketing. As well as income from radio advertising and social media, advertising revenue also includes revenues in the advertising market for the sale of outdoor advertising spaces if TX Group bears the inventory risk for these advertising spaces or is responsible for providing the service. In these cases, revenues from the sale of outdoor advertising space are recognised gross, as are direct expenses for renting the space. Proceeds from the advertising market generated through selling individual advertisements are realised on the date of publication or, in the digital area, the effective delivery of the advertisement.*
- *Classifieds & services revenue includes, amongst other things, proceeds from the sale of classified advertising, revenues from service subscriptions from TX Ventures companies, and editorial and publishing services. The proceeds from the sale of classified advertising are recognised over the contractually defined period associated with the provision of the advertising space or advert. The revenues from classifieds and services also cover proceeds from the sale of marketing services (strategy, consultancy, design and implementation of advertising campaigns), digital applications and formats.*
- *Commercialization revenue mainly comprises proceeds from the marketing and brokerage of advertising in TV, radio and display / video segments. Only the brokerage fees due to TX Group are recognised as revenues, as the service is provided by third parties and TX Group acts merely as the intermediary between supply and demand. Revenues from marketing and brokerage activity also comprise the fee for brokering out-of-home advertising (net revenues) if TX Group does not bear the inventory risk for the outdoor advertising spaces and is not responsible for providing the service. For all areas, the service is provided and the revenues recognised when the advertisement is broadcast / published. On the balance sheet date, media volumes not used by customers are calculated, valued and duly accrued.*
- *Subscriptions & single sales revenue covers proceeds from the sale of newspapers and magazines to subscribers, retailers and wholesalers. In the case of subscriptions, the service is provided over a period of time (the duration of the subscription). Revenues are therefore recognised over the course of the relevant subscription, which equates to the transfer of the service.*
- *Printing & logistics revenue includes proceeds from newspaper printing. Proceeds are realised when printed products are delivered and recognised as revenues at this time.*
- *Other operating revenue mainly includes revenues from management fees and services, sales of out-of-home technology and digital services, income from buildings used for operational purposes and other revenue items which would not be material on their own. The various items incorporate various smaller sources of revenue. These include income from the staff restaurant, merchandise revenues, visualisation support for the marketing of property, and the sale of petrol.*

- *Other income includes income from asset disposals, income from evaluations of previously non-consolidated investments and other income items which would not be material on their own.*

1.2 Cost of materials and services

in CHF mn	2023	2022
Costs of material	51.9	61.6
Cost of services	101.5	102.6
Cost of merchandise	0.9	1.2
Total	**154.4**	**165.4**

The decline in the cost of materials is almost all attributable to the lower expenditure on the purchase of paper (CHF -9.3 million). The average currency-adjusted price of paper was around 20 per cent down on the previous year, while the volume of paper procured was only down slightly. Cost of services, which includes directly attributable costs such as external staff, IT costs (hosting and licences) and media content expenses, remained stable.

1.3 Personnel expense

in CHF mn	2023	2022
Salaries and wages	341.9	326.8
Social security contributions	60.0	58.2
Employee benefit expense from IAS 19 [1]	(1.3)	10.6
Other personnel expenses	17.1	13.6
Total	**417.6**	**409.2**

1 The expense reported for IAS 19 includes the positions Current employer service costs, Effect of plan curtailments / settlements, Past service cost, Administration costs excl. Employer contributions (recognised under Social security) as set out in Note 2.9. The impact from interest payable and the anticipated returns on plan assets is recognised under Net financial result

Personnel expense remained mostly stable, considering the effects of the change to the group of consolidated companies (CHF 20.5 million) and the impact of IAS 19 (CHF –11.9 million).

Board of Directors and Group Management compensation

The compensation shown reflects the expenditures recognised in the income statement during the reporting year (irrespective of the dates on which these were paid). Included among the active members of the Board of Directors and Management Board are those individuals who completed their period of tenure during the year.

in CHF 000	Directors [1]	Group Management	**Total**
2023			
Number of members as of balance sheet date	7.0	4.0	**11.0**
Annual average of members	7.0 [2]	4.0 [3]	**11.0**
Fees / basic salaries	2 065	1 201	**3 266**
Profit participation for managers and share of profits for Group Management paid in cash	–	314	**314**
Share of profits for Group Management paid in shares 2023 [4]	–	20 [5]	**20**
Share of profits for Group Management paid in shares 2022 [4]	–	9	**9**
Share of profits for Group Management paid in shares 2021 [4]	–	38	**38**
Share of profits for Group Management paid in shares 2020 [4]	–	–	**–**
Employee Carry Incentive Plan	–	–	**–**
Pension and social security contributions	223	300	**523**
Expense reimbursements	111	68	**178**
Non-monetary benefits	–	–	**–**
Other compensation	–	–	**–**
Total	**2 399**	**1 950**	**4 349**
2022			
Number of members as of balance sheet date	7.0	4.0	**11.0**
Annual average of members	7.3	4.0	**11.3**
Fees / basic salaries	2 090	1 112	**3 202**
Profit participation for managers and share of profits for Group Management paid in cash	–	240	**240**
Share of profits for Group Management paid in shares 2022 [4]	–	9 [5]	**9**
Share of profits for Group Management paid in shares 2021 [4]	–	38	**38**
Share of profits for Group Management paid in shares 2020 [4]	–	–	**–**
Share of profits for Group Management paid in shares 2019 [4]	–	9	**9**
Pension and social security contributions	226	267	**493**
Expense reimbursements	114	68	**181**
Non-monetary benefits	–	–	**–**
Other compensation	–	–	**–**
Total	**2 429**	**1 743**	**4 172**

1 The Board of Directors currently comprises the full-time Chairman / publisher and non-executive members.
2 For the determination of the annual average number of members, entries and exits are the relevant criteria:
– Andreas Schulthess until 14 April 2023
– Christoph Tonini until 14 April 2023
– Stephanie Caspar from 14 April 2023
– Claudia Coninx-Kaczynski from 14 April 2023
3 For the determination of the annual average number of members, entries and exits are the relevant criteria:
– No changes in 2023
4 See information on the share of profits for Group Management.
5 In Note 1.3 of the Consolidated Financial Statements, share-based payments are reported based on the values recognised in profit or loss in the reporting year. For the purposes of the Compensation Report, however, share-based payments are taken into account at the time of allocation.

Group Management profit participation programme (LTI)

The current profit participation programme applies to the years 2021 to 2023. Members of Group Management are entitled to participate as of their second year of service. Payment is made if the profit margin (net income margin) of TX Group reaches or exceeds 8.0 per cent. A profit participation, which will be determined at the time, will be paid out of any amount exceeding the profit margin of 8.0 per cent, with 50 per cent being paid in cash and the remaining 50 per cent in shares.

The cash amount is paid out after the publication of the consolidated financial statements of TX Group. The shares are allocated in the accounting year in which entitlement is acquired. The number of shares to be allocated is determined based on the average share price over the last 30 days before 31 December of the respective financial year. The shares are only transferred if the beneficiary has not given notice of termination of employment prior to 31 December of the third year after the accounting year in which entitlement to the share allocation was acquired.

For the 2023 financial year, a member of Group Management was granted a profit participation of CHF 0.10 million, with CHF 0.02 million being for the shares allocated. For the 2022 financial year, the Board of Directors exercised its right and increased payment at its discretion. Group Management was granted a profit participation of CHF 0.06 million, with CHF 0.01 million being for the shares allocated.

For the shares allocated in the 2022 and 2021 financial years, personnel expenses of CHF 0.04 million and CHF 0.01 million respectively were recognised in the current year. Group Management did not receive any profit participation payments for the 2020 financial year.

As part of the profit participation programme, 423 treasury shares were issued in 2023 for the 2019 financial year to the members of Group Management. Measured in terms of market value on the allocation date, the total value of these shares was CHF 0.04 million.

Share-based component of Group Management profit participation

number	2023	2022
As of 1 January	1 757	4 789
Entitlements of former members of Group Management no longer taken into account	–	(2 446)
Exercised	(423)	(927)
Forfeited	–	–
Allocated	705	341
As of 31 December	**2 039**	**1 757**
of which exercisable	–	–

in CHF / number of shares	Allocation date	Blocked until	Fair value as of grant date	Fair value as of balance sheet date	Outstanding entitlements 2023	Outstanding entitlements 2022
	31.12.2019	31.12.2022	93.7	119.6	–	423
	31.12.2020	31.12.2023	–	119.6	–	–
	31.12.2021	31.12.2024	156.4	119.6	993	993
	31.12.2022	31.12.2025	149.4	119.6	341	341
	31.12.2023	31.12.2026	119.6	119.6	705	–

Accounting policies

The fair value of the share-based payments is calculated on the day of grant. The share-based payments are then recognised over the vesting period as personnel expense with an increase in equity. These are then settled by means of treasury shares, which are bought on the market for this purpose on an ongoing basis.

1.4 Other operating expenses

in CHF mn	2023	2022
Distribution and sales expenses	95.0	92.1
Advertising and public relations	59.0	57.2
Rent, lease payments and licences	3.0	2.8
General operating expenses	61.4	55.7
Loss from asset disposals	2.5	0.1
Impairments on financial assets	0.7	1.8
Total	**221.7**	**209.7**
of which barter transactions	17.8	15.5

1.5 Financial result

in CHF mn	2023	2022
Interest income	12.0	7.9
Currency exchange gains	3.5	13.6
Financial income from IAS 19	0.7	1.0
Gains from sale of investments	0.0	2.6
Other financial income	3.7	0.3
Financial income	**20.1**	**25.3**
Interest expense	0.0	(1.3)
Interest expense from leases	(4.4)	(2.6)
Currency exchange losses	(4.5)	(14.5)
Financial expense from IAS 19	(0.2)	(0.1)
Loss from the sale of investments	(0.0)	(1.2)
Other financial expense	(5.3)	(3.3)
Financial expense	**(14.3)**	**(23.0)**
Total	**5.7**	**2.3**

At CHF 5.7 million, the financial result is CHF 3.4 million up on the previous year. Interest income increased by around CHF 4.2 million on account of the increase in the interest rate and income from time deposit investments. The previous year saw profits from the sale of investments, particularly the effect from the sale of 0.9 per cent of SMG shares. Other financial income mainly includes the effect from the change in the valuation of the purchase price due for the non-controlling interests in NEO ADVERTISING SA (see also Note 2.6).

The interest expense fell due to a reduction in financial liabilities by CHF 1.3 million, while the interest expense from leases increased due to significantly higher lease liabilities, particularly associated with the acquisition of Goldbach Neo OOH (formerly Clear Channel Schweiz). The loss from the sale of investments in 2022 resulted from the dilutive effect at SMG Swiss Marketplace Group AG, which was caused by reductions in investments on account of two capital increases associated with employee share programmes. The increase in other financial expense is attributable in particular to the loss totalling CHF 4.0 million from the purchase of non-controlling interests at SMG Swiss Marketplace Group and Karriere.at.

1.6 Income taxes

Income tax expense

in CHF mn	2023	2022
Current income taxes	24.8	28.0
Deferred income taxes	(8.5)	(15.8)
Total	**16.3**	**12.2**

Analysis of tax expense

in CHF mn	2023	2022
Income / (loss) before taxes (EBT)	76.7	8.2
Weighted average income tax rate	21.0%	25.2%
Expected tax expense (using weighted average tax rates)	**16.1**	**2.1**
Credits and income taxes incurred from previous periods	0.2	(0.7)
Use of previously unrecognised loss carryforwards	(0.2)	(0.6)
Unrecognised deferred tax assets on tax loss carryforwards	4.4	1.3
Impact of Swiss participation exemption and other non-taxable items	1.6	2.5
Expenses not deductible from tax and income not credited to the income statement	(0.0)	–
Change in deferred taxes due to change in tax rates	(0.2)	(0.6)
Tax effects on investments	(5.7)	8.5
Other impacting items	0.1	(0.4)
Income taxes	**16.3**	**12.2**
Effective tax rate	21.3%	149.2%

The expected average tax rate equals the weighted average of the rates of the consolidated companies. Both positive and negative results for the individual companies feed into the calculation for the expected tax rate, taking into account the applicable tax rates in each case.

The effective tax rate changed from 149.2 per cent to 21.3 per cent. The difference compared with the expected tax rate was mainly due to unrecognised deferred tax assets on tax loss carryforwards, the impact of the Swiss participation exemption and other non-taxable items as well as the tax effects on investments.

Unrecognised deferred tax assets on tax loss carryforwards result from the estimate that, based on their income situation, the relevant companies do not fulfil the prerequisites for the realisation of losses. The tax effects on investments include tax-neutral changes in value arising from the reassessment of investments in associates / joint ventures and the impact resulting from value allowances and reversals of value allowances on investments under commercial law (without any deferred tax consequences), and also decreased tax expenses for 2023. In 2023, the impact of the Swiss participation exemption and other non-taxable items was largely associated with the participation exemption on dividends from subsidiaries. In 2022, the impact was attributable to the elimination (without any deferred tax consequences) of accountable taxable sales proceeds.

On 8 October 2021, 136 countries agreed on a two-pillar concept for international tax reform (the OECD Inclusive Framework). The recommendations under the first pillar of the Inclusive Framework include a reallocation of part of the taxes to the market countries, while the second (Pillar II) sets the objective of a global effective minimum tax rate (ETR) of 15 per cent. TX Group falls within the scope of Pillar II of the OECD Inclusive Framework.

Both Switzerland and other countries where TX Group is active are introducing global minimum taxation (Pillar II) for financial years beginning on or after 1 January 2024. In Switzerland, the levying of a national top-up tax from 1 January 2024 (for financial years beginning on or after 1 January 2024) is taking effect with the introduction of the Ordinance on the Minimum Taxation of Large Corporate Groups (Minimum Taxation Ordinance). Implementation of the other elements of the Pillar II rules, i.e. the international top-up tax in accordance with the Income Inclusion Rule (IIR) and the international top-up tax in accordance with the Undertaxed Profits Rule (UTPR), will occur at a later time.

Since any local legislation regarding global minimum taxation is only effective from 1 January 2024, TX Group has no current related tax risk and is applying the amendment to IAS 12, as published by the IASB on 23 May 2023, with an exemption being introduced for the showing and disclosure of information on deferred tax claims and liabilities associated with Pillar II income taxes.

In accordance with the Pillar II rules, TX Group is obliged to pay a top-up tax for the difference between its effective GloBE tax rate for each country and the minimum rate of 15 per cent. Most TX Group companies have an effective tax rate of over 15 per cent, with the exception of companies active in the Swiss cantons of Basel-Stadt, Geneva, Vaud and Zug. Thus, TX Group may be subject to a top-up tax in accordance with the second pillar.

TX Group is in the process to assess whether and to what extent the introduction of the Pillar II rules will require TX Group to pay a top-up tax from 2024. The effective tax rate for 2023 is 21.3 per cent. Even if the effective tax rate in individual countries were below 15 per cent, TX Group would not be automatically obliged to pay a top-up tax. This is due to the effects of specific adjustments which are envisaged under the Pillar II rules and lead to other effective tax rates than those calculated in accordance with IAS 12.

Given the complexity of applying the legislation and calculating both the GloBE income and the GloBE ETR, the information available as of 31 December 2023 was still insufficient for the purposes of estimating the potential quantitative effects.

Deferred tax assets and liabilities

in CHF mn	2023	2022
Property, plant and equipment	0.0	0.0
Employee benefit obligations	3.2	1.1
Intangible assets	–	0.0
Capitalised tax loss carryforwards	12.9	11.8
Lease liabilities	40.8	26.7
Other balance sheet items	0.1	0.2
Total deferred tax assets, gross	**57.0**	**39.8**
Trade accounts receivable	(1.1)	(1.1)
Property, plant and equipment	(12.7)	(13.9)
Right-of-use assets	(39.7)	(25.9)
Financial assets	(0.1)	(0.1)
Employee benefit plan assets	(14.4)	(5.8)
Intangible assets	(75.4)	(76.1)
Provisions	(2.7)	(2.7)
Other balance sheet items	(0.4)	(0.5)
Total deferred tax liabilities, gross	**(146.4)**	**(126.0)**
Total deferred taxes, net	**(89.4)**	**(86.2)**
of which deferred tax assets stated in the balance sheet	8.1	10.5
of which deferred tax liablities stated in the balance sheet	(97.5)	(96.7)

The change in deferred taxes is shown in the following table:

in CHF mn	2023	2022
As of 1 January	**(86.2)**	**(153.4)**
Change in group of consolidated companies	(4.8)	–
Deferred tax income	8.5	15.8
Taxes on other comprehensive income	(6.5)	51.0
Currency translation differences	(0.5)	0.5
As of 31 December	**(89.4)**	**(86.2)**

Tax loss carryforwards

in CHF mn	2023	2022
Capitalised tax loss carryforwards	**12.9**	**11.8**
Weighted average income tax rate	17.3%	16.4%
Corresponding to effective tax loss carryforwards	**(74.8)**	**(71.8)**
Due after 1 year	–	–
Due after 2 to 5 years	(39.8)	(18.5)
Due after more than 5 years	(35.0)	(53.3)

As of 31 December 2023, (net) deferred tax assets of CHF 7.2 million (previous year: CHF 3.3 million) had been capitalised for companies that suffered losses in this or the previous year.

in CHF mn	2023	2022
Non-capitalised tax loss carryforwards	**(55.9)**	**(23.8)**
Due after 1 year	(0.2)	–
Due after 2 to 5 years	(24.5)	–
Due after more than 5 years	(31.2)	(23.8)

Significant judgements or estimates

Uncertainties with regard to correct treatment of income tax may result in definitive tax assessments only being available several years after the reporting year. Before this assessment by the tax authorities, an income tax assessment must be performed at the time of the financial statements' publication. The uncertainty determined corresponds with either the expected value or the most likely value depending on which value best reflects the uncertainty.

Accounting policies

Current income taxes are recognised in the period to which they relate on the basis of the local net income / (loss) reported by the consolidated companies in the reporting year.

Deferred tax liabilities resulting from measurement differences between tax and consolidated values are calculated and recognised using the liability method. In the process, all temporary differences between the values included in the tax returns and those in the consolidated financial statements are taken into consideration. The tax rates used are the anticipated local tax rates. Depending on the underlying transaction, any change in deferred taxes is either recognised in the income statement in net income / (loss) or directly in other comprehensive income as equity.

Deferred tax loss carryforwards and deferred taxes arising from temporary differences are only capitalised if it is likely that gains will be realised in future that would allow the loss carryforwards or the deductible differences to be offset for tax purposes.

2 Assets and liabilities

This section provides information regarding the current and non-current asset and liability items relevant to TX Group. The explanations focus on the development of the net working capital and non-current assets. This section also discusses the development of the financial liabilities, leases and provisions and contingent liabilities, as well as employee benefit obligations.

2.1 Net working capital

Trade accounts receivable

in CHF mn	2023	2022
Trade accounts receivable	249.5	251.8
Valuation allowances	(11.5)	(11.9)
Total	**238.0**	**239.9**

The due dates as of the balance sheet date are shown in the table below:

in CHF mn	2023	2022
not yet due	159.3	173.2
due in less than 30 days	64.1	46.3
due in 30 to 60 days	9.2	11.7
due in 60 to 90 days	2.8	5.3
due in 90 to 120 days	1.9	4.1
due in over 120 days	12.2	11.2
As of 31 December	**249.5**	**251.8**

The value adjustments on receivables have changed as follows:

in CHF mn	2023	2022
As of 1 January	**(11.9)**	**(11.2)**
Change in group of consolidated companies	(0.0)	–
Increase	(1.1)	(1.9)
Reversal	1.1	0.1
Used during the financial year	0.3	1.1
As of 31 December	**(11.5)**	**(11.9)**

Accounting policies

Receivables are measured at their nominal value. Bad debt provisions are charged to the income statement for doubtful receivables whose collection is uncertain. In regard to the general valuation risk, TX Group applies the simplified approach in accordance with IFRS 9 to measure anticipated loan losses, factoring in the need to make valuation allowances based on past experiences and anticipated losses from future default events for all trade accounts receivable.

Other current liabilities

in CHF mn	2023	2022
Liabilities to public authorities	13.5	11.7
Liabilities to insurance companies	3.1	2.5
Liabilities to employee benefit funds	2.9	1.5
Liabilities to employees	0.2	0.0
Advance payments from customers	6.7	11.6
Other current liabilities	4.9	6.4
Total	**31.3**	**33.9**

Contract liabilities / Deferred revenues and accrued liabilities

in CHF mn	2023	2022
Deferred subscription revenues	123.4	127.9
Deferred online revenues	74.4	71.4
Deferred revenues from commercialization revenue	24.3	29.3
Deferred personnel expenses	29.5	26.6
Other deferred revenues and accrued liabilities	59.8	66.5
Total	**311.5**	**321.6**
of which contract liabilities	222.1	228.5
of which accrued liabilities	89.3	93.1

Contract liabilities and deferred revenues and accrued liabilities reduced by CHF 10.1 million from CHF 321.6 million to CHF 311.5 million. Contract liabilities declined by CHF 6.4 million. At the same time, accruals relating to personnel increased by CHF 2.9 million to CHF 29.5 million, mainly due to the higher accruals for employee performance bonuses. The reduction in other deferred revenues and accrued liabilities was primarily due to television channel shares in the Goldbach sub-group.

The revenues recognised in the reporting period and which were included in the balance of the contractual liabilities at the start of the period amount to CHF 205.7 million (previous year: CHF 206.1 million). There are no material revenues recognised in the reporting period from performance obligations which had been fulfilled either in full or in part during earlier periods (e.g. subsequent purchase price adjustments).

Cash flow statement

in CHF mn	2023	2022
Other non-cash income		
Employee benefit plans	(1.9)	9.6
Capital taxes	1.3	1.2
Share-based payments	0.7	0.4
Purchase price and repurchase obligations / put options	(3.0)	–
Changes in shares of associates / joint ventures	3.9	(1.1)
Other	(2.2)	1.0
Total	**(1.1)**	**11.1**
Change in net current assets		
Trade accounts receivable	16.4	(11.4)
Other current receivables	4.8	(4.2)
Contract assets	4.6	0.5[1]
Accrued income and prepaid expenses	(1.2)	(6.0)[1]
Inventories	1.6	(3.6)
Trade accounts payable	5.5	9.8
Other current liabilities	(0.7)	2.4
Contract liabilities	(15.8)	(7.4)
Deferred revenues and accrued liabilities	(7.4)	(10.6)
Current provisions	2.8	(0.1)
Total	**10.6**	**(30.5)**

1 Accrued income and prepaid expenses were divided into two balance sheet items. The previous year's figures were adjusted accordingly.

With regard to the change in the net working capital (not including non-current provisions), a total of CHF –4.4 million (previous year CHF 0.1 million) can be attributed to changes to the group of consolidated companies.

2.2 Financial assets and financial receivables

in CHF mn	2023	2022
Time deposit investments	–	70.0
Bond funds	17.2	18.7
Other current financial assets	–	0.3
Current financial assets	**17.2**	**89.1**
Receivables from loans	1.6	1.3
Other current financial assets	29.3	38.1
Current financial receivables	**31.0**	**39.4**
Other investments	49.1	34.5
Non-current loans to third parties	157.1	149.7
Non-current loans to associates / joint ventures / related parties	19.2	21.1
Other non-current financial assets	3.1	2.7
Non-current financial assets	**228.5**	**208.0**

The decline in current financial assets resulted mainly from the reduction in investments in time deposits amounting to CHF 70.0 million.

Current financial receivables mainly declined as a result of the offsetting with the dividend to Ringier.

Non-current financial assets increased by CHF 20.5 million in the financial year. The increase is mainly attributable to investments involving both other new investments such as Cashlink Technologies GmbH, Lano Software GmbH, Relio AG, Tidely GmbH, SAASCADA LTD and Triple Technologies Ltd and other existing investments such as PriceHubble AG, Selma Finance Oy and Switzerlend AG. In the reporting year, positive changes were made to measurements associated with Selma Finance Oy and Switzerlend AG, which were recorded in other comprehensive income. See also «Financial instruments» in Note 3.4.

Accounting policies

Current financial assets

Current financial assets include marketable securities, time, sight and demand deposits with an original maturity of more than three months but not more than twelve months, as well as current derivative financial instruments.

Publicly traded marketable securities are measured at quoted market prices as of the balance sheet date. Securities that are not publicly traded are measured at estimated fair value. Time, sight and demand deposits are measured at nominal value. Any realised and unrealised price differences for these items and for marketable securities are recognised in the income statement, with the exception of unrealised price differences for derivative financial instruments designated as accounting hedges.

Non-current financial assets

Non-current financial assets include other investments, non-current loans, non-current derivative financial instruments and other non-current financial assets.

Other investments (less than 20 per cent of the voting rights) are stated at fair value. If these are equity instruments, unrealised gains / losses – net after taxes – are recognised as other comprehensive income directly in equity until realised. If they are not equity instruments, they are treated at fair value and all changes in the measurement of assets are recognised in the net income / (loss).

Non-current loans are measured at amortised cost.

Non-current derivative financial instruments (fair value through profit and loss) are measured at fair value. Both realised and unrealised price differences are recognised in the income statement, with the exception of those for derivative financial instruments designated as cash flow hedges.

Other non-current financial assets («fair value through other comprehensive income») are also measured at fair value. Unrealised gains – net after taxes – are recognised as other comprehensive income. Impairment losses are recognised in the income statement.

2.3 Property, plant and equipment

in CHF mn	Land	Buildings, installations and ancillary facilities	Technical equipment and machinery	Furnishings, motor vehicles and works of art	Advance payments and assets under construction	Right-of-use assets from leases	**Total**
Historical cost							
As of 1 January 2022	**65.9**	**310.0**	**268.5**	**18.7**	**7.3**	**90.7**	**761.1**
Additions	–	0.4	8.2	0.6	13.4	137.7	**160.3**
Disposals	–	(0.0)	(0.7)	(0.6)	(0.0)	(0.6)	**(1.9)**
Transfers	–	11.1	4.6	1.4	(17.0)	–	**(0.0)**
Currency effect	–	(0.0)	(0.1)	(0.1)	(0.0)	(0.3)	**(0.4)**
As of 31 December 2022	**65.9**	**321.4**	**280.4**	**20.0**	**3.7**	**227.6**	**919.0**
Additions of consolidated companies	–	–	8.4	0.9	–	80.5	**89.8**
Additions	–	0.0	5.7	1.2	14.7	48.4	**69.9**
Disposals	–	(8.7)	(19.9)	(5.4)	–	(18.3)	**(52.3)**
Transfers	–	6.8	3.6	2.5	(13.0)	–	**(0.0)**
Currency effect	–	(0.1)	(0.1)	(0.1)	(0.0)	(0.3)	**(0.6)**
As of 31 December 2023	**65.9**	**319.4**	**278.2**	**19.1**	**5.4**	**337.8**	**1 025.8**
Accumulated depreciation, amortisation and impairment							
As of 1 January 2022	**–**	**189.3**	**219.0**	**14.0**	**–**	**36.8**	**459.0**
Depreciation and amortisation	–	9.2	15.2	1.6	–	32.5	**58.5**
Disposals	–	(0.0)	(0.5)	(0.6)	–	(0.5)	**(1.6)**
Currency effect	–	(0.0)	(0.0)	(0.0)	–	(0.1)	**(0.2)**
As of 31 December 2022	**–**	**198.5**	**233.6**	**14.9**	**–**	**68.6**	**515.6**
Depreciation and amortisation	–	8.6	16.5	2.0	–	53.4	**80.5**
Impairment	–	–	–	–	–	0.7	**0.7**
Disposals	–	(8.3)	(17.1)	(5.3)	–	(18.3)	**(48.9)**
Currency effect	–	(0.0)	(0.1)	(0.0)	–	(0.2)	**(0.3)**
As of 31 December 2023	**–**	**198.9**	**233.0**	**11.6**	**–**	**104.3**	**547.7**
Net carrying value							
As of 31 December 2022	**65.9**	**122.8**	**46.8**	**5.1**	**3.7**	**158.9**	**403.4**
As of 31 December 2023	**65.9**	**120.6**	**45.2**	**7.5**	**5.4**	**233.5**	**478.1**

Movements in the current year are primarily due to changes involving right-of-use assets associated with leased properties on account of the acquisition of Clear Channel Schweiz. The additions of CHF 69.9 million (previous year: CHF 160.3 million) include newly recorded right-of-use assets of around CHF 48.4 million, as well as investments in advertising inventory (including from the out-of-home area) of CHF 3.2 million. Advance payments and assets under construction include costs that can be capitalised in relation to the conversion of premises at the Werdareal site in Zurich amounting to CHF 6.5 million, as well as investments at the three printing centres of CHF 5.6 million. Disposals amounting to CHF 24.8 million and CHF 13.7 million out of a total of CHF 52.3 million related to the cancellation of a rental agreement (including any associated capitalised right-of-use assets) at the Werdstrasse site, as well as the disposal of various equipment at the printing centre in Lausanne.

Accounting policies

Property, plant and equipment are measured at the higher of amortised cost less depreciation considered necessary for business reasons, with the exception of land and works of art, which are recognised at cost. The minimum capitalisation limit is CHF 5,000. Procurements of advertising media in the out-of-home area are also capitalised below this limit for operational reasons.

The right-of-use assets to be capitalised in connection with leases come under property, plant and equipment. Improvements to leased properties are capitalised and depreciated in line with the term of the lease. The costs of any maintenance and repairs that do not add value are charged directly to the income statement.

With the exception of additional impairment necessary for business reasons, depreciation is charged on a straight-line basis over uniform useful lives established within the Group. The following amortisation periods apply:

- *Buildings:* *40 years*
- *Installations and ancillary facilities:* *3–25 years*
- *Technical equipment and machinery:* *3–25 years*
- *IT equipment:* *3–5 years*
- *Furnishings:* *5–10 years*
- *Motor vehicles:* *4–10 years*
- *Right-of-use assets from leases:* *Term of underlying lease asset*

Impairment tests are performed on property, plant and equipment if events or changes in circumstances indicate that the carrying amounts may be impaired. The determination of their impairment is based on estimates and assumptions made by Group Management and the Board of Directors. As a result, it is possible that the actual values realised may deviate from these estimates. If the carrying amount is higher than the recoverable amount, an impairment is made in the income statement to the value which appears to be recoverable based on the discounted, anticipated future income, or a higher net sales value.

2.4 Intangible assets

in CHF mn	Goodwill	Trademarks, customer bases and other legal rights	Capitalised software project costs	Other intangible assets, assets under construction	**Total**
Historical cost					
As of 1 January 2022	**806.1**	**771.3**	**50.9**	**0.2**	**1 628.4**
Additions	–	–	7.2	3.4	**10.6**
Disposals	(0.4)	(41.3)	–	–	**(41.7)**
Transfers	–	0.0	–	–	**0.0**
Currency effect	(0.4)	(0.3)	(0.1)	–	**(0.8)**
As of 31 December 2022	**805.2**	**729.7**	**58.0**	**3.5**	**1 596.5**
Additions of consolidated companies	45.8	33.2	8.0	–	**87.0**
Additions	–	0.0	6.1	14.6	**20.7**
Disposals	–	–	(1.3)	(0.3)	**(1.7)**
Transfers	–	–	(1.3)	1.3	**–**
Currency effect	(0.4)	(0.2)	(0.1)	(0.1)	**(0.9)**
As of 31 December 2023	**850.6**	**762.7**	**69.3**	**19.0**	**1 701.6**
Accumulated depreciation, amortisation and impairment					
As of 1 January 2022	**140.8**	**300.1**	**29.7**	**0.0**	**470.7**
Depreciation and amortisation	–	44.8	13.8	0.9	**59.5**
Disposals	(0.4)	(38.7)	–	–	**(39.1)**
Currency effect	–	(0.0)	(0.1)	(0.0)	**(0.1)**
As of 31 December 2022	**140.4**	**306.2**	**43.4**	**0.9**	**490.9**
Depreciation and amortisation	–	48.5	10.1	0.2	**58.8**
Disposals	–	(0.0)	(1.3)	(0.0)	**(1.3)**
Currency effect	–	(0.0)	(0.1)	(0.1)	**(0.2)**
As of 31 December 2023	**140.4**	**354.7**	**52.1**	**1.1**	**548.2**
Net carrying value					
As of 31 December 2022	**664.8**	**423.5**	**14.6**	**2.6**	**1 105.6**
As of 31 December 2023	**710.2**	**408.0**	**17.2**	**18.0**	**1 153.3**

Of the investments made in 2023 amounting to CHF 20.7 million (previous year CHF 10.6 million), a total of CHF 19.4 million is attributable to investments in IT software that can be capitalised and the recognition of own work capitalised at JobCloud AG.

Accounting policies

Acquired intangible assets are recognised at cost and amortised using the straight-line method over their expected useful life. Intangible assets with an indefinite useful life are tested annually for impairment and an annual review is carried out to determine whether the useful life is still indefinite. Own work for intangible assets is capitalised if the necessary conditions are met. Otherwise, it is charged to the income statement as it arises. Trademarks / domains are classified as intangible assets with an indefinite useful life if they can be used and renewed at no material cost and for an indefinite time and such a possibility is envisaged. The following amortisation periods apply:

- *Goodwill:* *no amortisation*
- *Brand rights – Tamedia segment:* *8–20 years*
- *Brand rights – other segments:* *no amortisation*
- *Customer bases:* *5–20 years*
- *Capitalised software project costs:* *3–5 years*

Impairment tests are performed on intangible assets with finite useful lives if events or changes in circumstances indicate that the carrying amounts may be impaired. The determination of their impairment is based on estimates and assumptions made by Group Management and the Board of Directors. As a result, it is possible that the actual values realised may deviate from these estimates. If the carrying amount is higher than the recoverable amount, an impairment is made in the income statement to the value which appears to be recoverable based on the discounted, anticipated future income, or a higher net sales value.

2.5 Goodwill and intangible assets with an indefinite useful life

in CHF mn	2023	2022
Goodwill per business division		
TX Markets	290.9	291.0
Goldbach	158.1	113.0
20 Minuten	146.6	146.9
Tamedia	91.9	91.2
Group & Ventures	22.7	22.8
Total	**710.2**	**664.8**

In addition to goodwill, intangible assets (trademarks / domains) with indefinite useful lives are found in the following business divisions:

in CHF mn	2023	2022
Intangible assets with indefinite useful lives per business segment		
TX Markets	91.0	91.0
Goldbach	38.9	39.0
20 Minuten	22.3	22.3
Tamedia	–	–
Group & Ventures	7.9	7.9
Total	**160.0**	**160.2**

Goodwill of CHF 290.9 million and intangible assets with indefinite useful lives of CHF 91.0 million apply to the largest cash-generating unit JobCloud. These were tested for impairment on the basis of the value in use, growth rate calculation, discount rate and other assumptions in the TX Markets segment.

The goodwill and intangible assets with indefinite useful lives were tested for impairment for each cash-generating unit on 31 December 2023. The cash-generating units are determined at a level below the segments, provided they are largely independent of other assets. Their values in use were calculated using the discounted cash flow method.

The calculations on which the business plans are based refer to the values generated in the current reporting year, the budget figures for 2024 and the medium-term expectations for each of the business divisions. The budget figures include the latest estimates relating to changes in revenues and costs. The estimates relating to the changes in revenues take into account external market data (WEMF, Media Focus) and are based on the current reader or user figures. Future changes in these numbers are forecast individually. The business plans take account of business risks with differing assessments. The business plans cover a period of four years.

The growth rates for the following years were applied as follows:

Growth rates	2023	2022
TX Markets	1.5%	1.1%
Goldbach	1.5%	1.1%
20 Minuten	1.5%	1.1%
Tamedia	–0.6%	–0.8%
Group & Ventures	1.5%	1.1%

In the case of cash-generating units with positive growth, it is assumed that they will achieve long-term growth rates in line with the predicted future rate of inflation. For cash-generating units with negative growth, it is assumed that the negative growth rate will slow over the long term.

The discount rates applied (WACC) are shown in the following table:

WACC before tax	2023	2022
TX Markets	11.3%	11.0%
Goldbach	8.7–10.1%	9.1–10.5%
20 Minuten	8.7–13.9%	9.0–13.0%
Tamedia	9.1%	9.4%
Group & Ventures	13.7–13.9%	13.2–13.3%

The impairment testing at the end of 2023 did not show any impairment was needed for any cash-generating units. The test is performed once a year in each case and in the event of any signs of potential impairment. Additional impairment of goodwill and intangible assets with an indefinite useful life could result in future from changes in the fundamental data used for impairment testing.

Impairment of goodwill and intangible assets with an indefinite useful life could result from changes in the fundamental data used for impairment testing, such as an ongoing deterioration in the gross margin or a change in cost structure. The possible impact was investigated by means of sensitivity analyses with regard to changes considered possible for a key assumption.

The analysis shows that in the event of a decrease in the EBIT margin for the planning years of 0.1 per cent (rather than 3.9 per cent), combined with a 0.1 per cent higher discount rate after tax or a 0.2 per cent lower growth rate after the period covered by the business plan, the achievable amount for the cash-generating unit Zattoo would correspond with the carrying amount, meaning that there would no longer be overfunding. The achievable amount exceeds the current carrying amount by CHF 0.5 million.

For the other units, the sensitivity analyses show that no reasonably possible change to the key assumptions would lead to the achievable amount being reduced to the amount of the corresponding carrying amount.

Significant judgements or estimates

The allocation of the goodwill to the cash-generating units and the calculation of the achievable amount is at the discretion of the Management. This includes the estimate of future expectations for the business areas (cash flows), and the calculation of the discount factor and the growth rate based on historic data and current predictions.

Accounting policies

At the time of initial consolidation, the assets and liabilities of a company – or the net assets acquired – and the contingent liabilities are measured at fair value. Any positive difference between the consideration paid and the acquired net assets calculated according to these policies is recognised as goodwill in the year of acquisition. The goodwill thus calculated is not amortised but is instead tested for impairment every year. If there is any indication of a possible goodwill impairment, its value is re-assessed and, if necessary, written off as an impairment. Any negative difference between the consideration paid and the net assets is recognised immediately in the income statement following a review.

In the event of disposal of consolidated companies, the difference between the sales price and other shares held, as well as transferred net assets, which could also include some remaining goodwill, is reported in the consolidated income statement as income from the sale of investments.

The position that a company or a product has within the market at the time a purchase agreement is entered into is reflected in the purchase price that is paid for this acquisition. This position is by definition not a separate component and therefore cannot be measured. It forms an integral component of the goodwill acquired.

2.6 Financial liabilities

in CHF mn	2023	2022
Current bank liabilities	0.7	0.3
Current financial liabilities from leases	56.5	29.3
Other current financial liabilities to third parties	0.5	0.4
Current financial liabilities	**57.7**	**30.0**
Non-current financial liabilities from leases	182.1	135.0
Non-current loans to related parties	(0.1)	2.5
Other non-current financial liabilities to third parties	23.6	2.5
Non-current financial liabilities	**205.6**	**146.2**
Financial liabilities	**263.3**	**176.2**
Weighted average interest rate		
due within 1 year	0.0%	2.0%
due within 1 to 5 years	n.a.	0.3%
due beyond 5 years	n.a.	n.a.

Financial liabilities increased by CHF 87.1 million from the previous year. Current and non-current lease liabilities increased by a total of CHF 74.4 million, mainly as result of the acquisition of Goldbach Neo OOH (formerly Clear Channel Schweiz).

In the reporting year, loan liabilities to third parties in the amount of CHF 4.7 million were repaid. As of the year end, other non-current financial liabilities to third parties mainly relate to the obligation associated with the purchase price payment for buying out the non-controlling interests in NEO ADVERTISING SA. The purchase price of the shares attributable to non-controlling interests is performance-dependent and was estimated at around CHF 23.5 million at the end of 2023 (cash value of CHF 22.4 million). It will probably be paid out in the years 2025 to 2027.

Change in net financial liabilities

in CHF mn	Cash and cash equivalents	Current financial assets	Current financial receivables	Current financial liabilities	Non-current financial liabilities	Net financial liabilities
As of 1 January 2022	**436.5**	**20.0**	**123.0**	**(19.9)**	**(113.7)**	**445.9**
Addition to / disposal of cash and cash equivalents and current financial assets	(87.0)	70.0	(18.8)	–	–	**(35.8)**
Proceeds of financial liabilities	0.4	–	–	(0.0)	(0.4)	**–**
Repayment of financial liabilities	(1.2)	–	–	0.9	0.3	**–**
Repayment of leasing liabilities	(31.1)	–	–	31.1	–	**–**
Disposals of consolidated companies	(0.2)	–	–	–	–	**(0.2)**
Other non-cash changes	–	(0.9)	(64.9)	(26.6)	(47.9)	**(140.3)**
Transfers	–	–	–	(15.5)	15.5	**–**
Currency effect	(1.1)	–	–	–	–	**(1.1)**
As of 31 December 2022	**316.3**	**89.1**	**39.4**	**(30.0)**	**(146.2)**	**268.5**
As of 1 January 2023	**316.3**	**89.1**	**39.4**	**(30.0)**	**(146.2)**	**268.5**
Addition to / disposal of cash and cash equivalents and current financial assets	33.6	(71.9)	(14.6)	–	–	**(53.0)**
Repayment of financial liabilities	(6.3)	–	–	–	6.3	**–**
Repayment of leasing liabilities	(55.3)	–	–	55.3	–	**–**
Additions of consolidated companies	–	–	–	(24.4)	(52.5)	**(76.9)**
Other non-cash changes	–	0.1	6.2	(1.0)	(70.8)	**(65.5)**
Transfers	–	–	–	(57.6)	57.6	**–**
Currency effect	(1.1)	–	–	–	–	**(1.1)**
As of 31 December 2023	**287.2**	**17.2**	**31.0**	**(57.7)**	**(205.6)**	**72.1**

The non-cash changes in financial liabilities are mainly due to the higher liabilities from leasing contracts.

Accounting policies

Financial liabilities are initially recognised at the amount paid less transaction costs incurred, and then measured at amortised cost in subsequent periods. Any differences between the amount paid (less transaction costs) and the repayment value are calculated over the repayment period using the effective interest rate method and are recognised in the income statement.

The lease liabilities on the liabilities side in connection with leases come under financial liabilities.

Financial liabilities are classified as current except where the Group has an unlimited entitlement to defer payment of the liability to a date at least twelve months after the balance sheet date.

Borrowing costs that are incurred directly in conjunction with the purchase, construction or completion of an asset that requires a substantial period until being put to its intended use are capitalised as part of the costs of the asset in question. All other borrowing costs are charged to the income statement in the reporting period in which they are incurred.

2.7 Leases

There are currently leases in place for real estate, operating and office equipment (vehicles and IT) and for out-of-home advertising inventory. The leases for real estate and out-of-home advertising inventory have a residual term of between one and ten years. The residual terms of the operating and office equipment leases are between one and five years. Various rental agreements feature options to extend the rental period.

The capitalised right-of-use assets, the lease liabilities on the liabilities side, the effect in terms of depreciation and amortisation in the income statement and on the financial result as well as the impact on the statement of cash flows are set out in the individual notes. By way of summary, IFRS 16 «Leases» has the following impact on the consolidated financial statements:

in CHF mn	2023	2022
Balance sheet		
Right-of-use assets – real estate	75.6	75.2
Cumulative depreciation right-of-use assets – real estate	(38.2)	(39.0)
Right-of-use assets – operating and office equipment	1.1	2.5
Cumulative depreciation right-of-use assets – operating and office equipment	(0.7)	(1.9)
Right-of-use assets – out-of-home advertising inventory	261.1	149.9
Cumulative depreciation right-of-use assets – out-of-home advertising inventory	(65.5)	(27.6)
Assets	**233.5**	**159.0**
Lease liabilities	238.6	164.2
Liabilities	**238.6**	**164.2**

in CHF mn	2023	2022
Income statement		
Depreciation right-of-use assets – real estate	(11.1)	(10.8)
Depreciation right-of-use assets – operating and office equipment	(0.3)	(0.6)
Depreciation right-of-use assets – out-of-home advertising inventory	(42.7)	(21.1)
Depreciation right-of-use assets	**(54.1)**	**(32.5)**
Interest expense from leases	(4.4)	(2.6)
Financial income from net leasing	**(4.4)**	**(2.6)**

Short-term leases with terms of less than one year and leases where the underlying asset is of low value do not have to be recognised and were recorded in the reporting year as lease expenses under other operating expenses in the amount of around CHF 2.1 million (short-term leases) and CHF 1.5 million (low-value leases) (previous year: CHF 1.7 million and CHF 1.2 million).

In the current year, the inventory in relation to right-of-use assets and lease liabilities mainly increased through the acquisition of Clear Channel Schweiz. Of the additions totalling CHF 159.7 million, CHF 80.5 million are attributable to initial consolidation.

The revenue from subleasing in relation to capitalised right-of-use assets is not material, and there are no sale and leaseback transactions.

As of 31 December 2023, liabilities from signed leases yet to start totalled CHF 7.7 million (previous year: CHF 2.2 million). These liabilities are, as required under IFRS 16, recognised as a liability at the cash value at the time the lease begins.

Significant judgements or estimates

When determining the terms of leases, all facts and circumstances that represent an economic incentive to exercise extension options or not exercise termination options are considered. Extension and termination options are only factored into the contract term if it is sufficiently certain that these will be exercised. The assessment is revised if a significant event or a significant change in circumstances occurs that could influence the estimate used to this point, provided these are in the control of the lessee. These estimates are inherently uncertain and may not prove to be accurate.

Accounting policies

All leases with their associated rights and obligations are generally recorded in the balance sheet. Right-of-use assets are capitalised in the balance sheet under property, plant and equipment, while lease obligations are shown as current and non-current financial liabilities. Short-term leases with a term of less than one year and leases where the underlying asset is of low value do not have to be recognised. The payments for short-term leases (with a term of less than a year) and for low-value underlying assets (replacement value below

CHF 5,000) are recorded as lease expenses under other operating expenses. Any assessment of the term of leases with extension options involves estimates and assumptions. These estimates are inherently uncertain and may not prove to be accurate.

The initial capitalisation of right-of-use assets and lease liabilities associated with a lease is performed on the basis of the fair value of the future lease payments (discounted). An incremental borrowing rate of interest is used to calculate the fair value of lease liabilities. In order to determine this value, due account is taken of the risk-free interest rate for specific lease terms, the collateral, the credit spread and the country-specific risk premium, with a uniform rate being applied to a portfolio of similar leases. Lease liabilities include firmly agreed lease payments. The first capitalisation of right-of-use assets is based on the fair value of lease obligations and includes any initial direct costs. Depreciation of right-of-use assets is linear and applies across the term of the lease. The lease payments reduce the lease liability on the liabilities side, and the interest added in relation to the lease liability is applied across the term of the lease and recognised in the income statement as financial expense.

2.8 Provisions and contingent liabilities

in CHF mn	Long service awards	Personnel provisions / restructuring	Restoration costs and inherited pollution	Litigation risks, other	**Total**
As of 1 January 2022	**10.4**	**1.8**	**0.6**	**2.0**	**14.8**
Disposals of consolidated companies	–	–	–	(0.3)	**(0.3)**
Increase	0.2	2.0	–	1.2	**3.3**
Reversal	(0.6)	(1.0)	–	(0.2)	**(1.8)**
Used during the financial year	(0.7)	(0.9)	–	(0.7)	**(2.3)**
Currency effect	–	–	–	(0.0)	**(0.0)**
As of 31 December 2022	**9.2**	**2.0**	**0.6**	**1.9**	**13.7**
due within 1 year	0.9	2.0	–	0.6	**3.4**
due within 1 to 5 years	8.3	–	0.6	1.3	**10.2**
As of 1 January 2023	**9.2**	**2.0**	**0.6**	**1.9**	**13.7**
Additions of consolidated companies	0.5	–	–	–	**0.5**
Increase	1.5	5.0	–	1.2	**7.7**
Reversal	(0.1)	(0.5)	–	(0.2)	**(0.8)**
Used during the financial year	(0.6)	(2.4)	–	(0.5)	**(3.6)**
Currency effect	–	–	–	(0.0)	**(0.0)**
As of 31 December 2023	**10.5**	**4.0**	**0.6**	**2.3**	**17.4**
due within 1 year	1.0	4.0	–	1.3	**6.3**
due within 1 to 5 years	9.5	–	0.6	1.1	**11.2**

Provisions for long service awards mainly increased on account of the lower discount rate of 1.5 per cent (previous year: 2.3 per cent). In terms of personnel and restructuring provisions, some were used and released in the reporting year for various social plans in the Tamedia segment. In the 20 Minuten and Tamedia segments, new restructuring provisions were created for social plans, including severance payments, early retirements and additional benefits.

Pending transactions

There are out-of-home advertising contracts with an obligation to provide future services intended to obtain a specific level of revenue in the amount of CHF 249.3 million (previous year: CHF 151.6 million). The Management estimates, like the previous year, that the agreed revenue targets will be achieved. Provisions would be formed for loss-generating contracts. The significant increase on the previous year is attributable to the acquisition of Clear Channel Schweiz.

In the current year, as in the previous year, there are no purchase agreements for the procurement of newsprint and magazine paper that relate to future delivery periods.

Sureties, subordinated claims and guarantee obligations to the benefit of third parties / related parties

As of the balance sheet date, there are sureties, subordinated claims and guarantee obligations to the benefit of related parties and third parties totalling CHF 21.1 million (previous year: CHF 15.4 million). There are no further sureties, subordinated claims or guarantee obligations.

Accounting policies

Provisions are only recognised if an obligation exists or appears probable based on a past event and when the amount of such obligation can be reliably estimated.

Possible obligations and those that cannot be reliably estimated are disclosed as contingent liabilities.

The provision for long-service awards is determined on the basis of actuarial principles. The personnel provisions consist mainly of costs that are still expected in conjunction with agreed restructuring measures. They primarily therefore cover provisions for various social plans. Provisions for restoration costs and inherited pollution include the estimated costs of restoring rented properties to their original state once they have been vacated, and guarantees for the removal of inherited pollution from properties sold. The due dates for restoration costs of rented premises are governed by the terms of the relevant agreements. The provisions for litigation risks relate to current cases. Other provisions include several different items, which, if considered individually, are not material in nature. The outflow of non-current provisions is expected within the next five years. The amount set aside for provisions and the point in time at which such will result in a cash outflow are based on best possible estimates and may deviate from actual circumstances in the future.

2.9 Employee benefits

TX Group has a range of defined benefit plans in Switzerland. These plans are managed in accordance with the legal requirements by autonomous, legally independent pension funds. The Board of Trustees, as the highest management body of these pension funds, is composed of an equal number of employee and employer representatives.

The plan participants are insured against the economic consequences of old age, disability and death, with the benefits governed by the respective plan policies on the basis of the contributions paid. Depending on the individual plan, the employer pays contributions of at least 50 per cent up to a maximum of 65 per cent to the pension funds.

The pension funds can change their financing system (contributions and future benefits). In the event of a funding deficit, determined in accordance with the legal requirements of Switzerland, and if other measures are unsuccessful, the pension funds may charge the employer deficit reduction contributions.

All insurance risks are borne by the pension funds. These risks can be broken down into demographic and financial risks, and are regularly assessed by the Board of Trustees, which is also responsible for asset management.

The management of the plan assets aims at securing the insured parties’ benefit entitlements over the long term using the contributions paid by the employees and employer as stipulated in the plan policies. Criteria such as security, the generation of a return on investments that is in line with the market, risk distribution, efficiency and guarantee of the necessary cash and cash equivalents are all taken into account.

Risk capacity, calculated in accordance with recognised rules, is taken into account when determining the investment strategy. The structure of the plan assets takes particular account of the employee benefit obligations, including the plan’s actual financial position and expected changes to the number of insured members. The plan assets are thus distributed across different asset classes, markets and currencies, while ensuring that there is sufficient market liquidity. The target return on plan assets is determined within the context of risk capacity, and should play a key role in financing the benefits promised.

Actuarial assumptions

in per cent	2023	2022
Discount rate as of 1 January	2.30	0.30
Discount rate as of 31 December	1.50	2.30
Interest rate on retirement savings capital	1.50	2.30
Future salary increases	1.00	1.00
Mortality tables	BVG2020 GT	BVG2020 GT
Date of last actuarial valuation	30.09.2023	30.09.2022

Amounts recognised in the balance sheet

in CHF mn	2023	2022
Defined benefit obligation as of 31 December	(1 448.5)	(1 334.0)
Fair value of plan assets as of 31 December	1 804.7	1 720.9
Surplus / (deficit) as of 31 December	**356.3**	**386.8**
Adjustment to asset ceiling	(298.8)	(362.2)
Net defined benefit asset / (liabilitiy) as of 31 December	**57.4**	**24.7**
of which recognised as separate asset	78.0	31.7
of which recognised as separate liability	(20.6)	(7.0)

At the end of 2022, there was a surplus of CHF 386.8 million, of which only CHF 24.7 million could be capitalised. The main reason for this development was that the higher discount factor had reduced the liabilities more than the plan assets had declined due to the negative performance in 2022 and the surplus thus increased. At the same time, however, the available economic benefit had decreased so much that the asset ceiling took effect and only a small part of the surplus could be capitalised. As a result of the lower discount rate, the future service cost in 2023 is just higher than the employer contributions, so the economic benefit no longer consists of the employer contribution reserve alone, with an asset of CHF 57.4 million being capitalised. According to IFRIC 14, the amount of the economic benefit is the present value of the difference between the employer's current service cost and the employer's contributions plus any available employer contribution reserves.

Amounts recognised in the income statement

in CHF mn	2023	2022
Current employer service cost	(19.3)	(27.9)
Past (service cost) / income	0.3	0.3
Interest cost for employee benefit obligation	(30.9)	(4.9)
Interest income on plan assets	39.7	5.9
Net interest on effect of asset ceiling	(8.3)	–
Administration costs (excl. asset management costs)	(0.7)	(0.8)
Other effects	0.5	1.0
Company's net periodic pension cost	**(18.6)**	**(26.4)**
of which service and administration cost	(19.1)	(27.4)
of which net interest on net defined benefit asset / (liability)	0.6	0.9

The gain in respect of past service is mainly attributable in both years to reductions in conversion rates for various follow-on agreements with collective foundations. Since interest in each case is calculated on the discount rate at the start of the financial year, the interest effects in 2023 were significantly greater too. Further effects relate to the creation and partial reversal of accruals for the financing of various social plans and the use of the employer contribution reserve for the TX Group welfare fund.

Amounts recognised in other comprehensive income

in CHF mn	2023	2022
Actuarial gain / (loss) on employee benefit obligation	(83.6)	290.6
Gain / (loss) on plan assets, excluding interest income	45.4	(214.8)
Change in effect of asset ceiling, excluding net interest	71.6	(362.2)
Total	**33.4**	**(286.3)**

Composition of actuarial gains / (losses)

in CHF mn	2023	2022
Financial assumptions	(96.6)	291.0
Demographical assumptions	(1.1)	(3.9)
Adjustments due to experience	14.1	3.6
Total	**(83.6)**	**290.6**

Unlike 2022, an actuarial loss was made in 2023. The effect from the changes in the financial assumptions is primarily due to the lower interest rate level, as the discount rate has decreased by around 0.8 per cent compared with the previous year. Employee benefit obligations have increased accordingly.

Changes in employee benefit obligations

in CHF mn	2023	2022
Present value as of 1 January	(1 334.0)	(1 661.8)
Interest expense	(30.9)	(4.9)
Current employer service cost	(19.3)	(27.9)
Employee contributions	(19.9)	(18.5)
Benefits paid	78.6	93.6
Past service cost / (income)	0.3	0.3
Change in group of consolidated companies	(39.1)	–
Administration costs (excl. cost for managing plan assets)	(0.7)	(0.8)
Other effects	–	(4.6)
Actuarial gains / (losses)	(83.6)	290.6
Present value as of 31 December	**(1 448.5)**	**(1 334.0)**
of which employee benefit obligation for current employees	(646.1)	(561.9)
of which employee benefit obligation for retired employees	(802.4)	(772.2)

Changes in plan assets

in CHF mn	2023	2022
Market value as of 1 January	1 720.9	1 982.4
Interest income on plan assets	39.7	5.9
Employer contributions	21.5	19.8
Employee contributions	19.9	18.5
Benefits paid	(78.6)	(93.6)
Change in group of consolidated companies	36.3	–
Other effects	(0.3)	2.6
Gain / (loss) on plan assets, excluding net interest	45.4	(214.8)
Market value as of 31 December	**1 804.7**	**1 720.9**

Allocation of plan assets

in CHF mn	2023	2022
Quoted market prices		
Shares	502.4	562.9
Bonds	672.0	547.0
Real estate	227.1	242.6
Other	2.7	1.8
Total quoted market prices	**1 404.2**	**1 354.3**
Non-quoted market prices		
Cash and cash equivalents	34.4	8.5
Real estate	299.2	297.9
Other	66.9	60.1
Total non-quoted market prices	**400.5**	**366.5**
Total assets at fair value	**1 804.7**	**1 720.9**
of which shares of TX Group AG	–	–
of which assets used by Group companies	–	–

Expected contributions for the coming year

in CHF mn	2023	2022
Employer contributions	21.3	19.7
Employee contributions	19.4	17.9

Maturity of employee benefit obligations

in years	2023	2022
Weighted average duration of employee benefit obligations in years	11.6	11.0

Sensitivity analysis

in CHF mn	2023	2022
Effects on employee benefit obligations as of 31 December in the event of		
Decrease in the discount rate by 0.25%	42.5	36.7
Increase of discount rate by 0.25%	(40.4)	(34.9)
Decrease in salary increases by 0.25%	(3.0)	(2.8)
Increase of salary by 0.25%	2.7	2.7
Increase of life expectancy by 1 year	52.0	44.3
Decrease in life expectancy by 1 year	(53.2)	(45.7)

Contributions to defined contribution plans

in CHF mn	2023	2022
Total	0.3	0.4

Liabilities to employee benefit funds

in CHF mn	2023	2022
Liabilities to TX Group employee benefit funds	1.7	0.2
Liabilities to other employee benefit funds	1.2	1.3
Total	**2.9**	**1.5**

Significant judgements or estimates

The calculation of the employee benefit obligations requires an estimate of future service periods, future salary and pension developments, interest on savings, the timing of contractual service payments and the employee share of the financing gap. This assessment takes into account previous experience and predicted future trends.

Accounting policies

TX Group has both defined contribution and defined benefit pension plans. Employee benefit plans are largely in line with the regulations and conditions prevailing in Switzerland. The majority of employees are insured against old age, disability and death under the autonomous employee benefit plans of TX Group. All other employees are insured under collective insurance contracts with insurance companies. Contributions to the employee benefit plans are made by both the employer and the employees pursuant to legal requirements and in accordance with the respective plan policies.

The pension plans of the Danish, German and Austrian companies are defined contribution plans under which contributions are paid to public pension plans. There are no other payment obligations. The contributions are recognised immediately as personnel expenses.

Every year, an independent actuary calculates the defined benefit obligation in accordance with the criteria stipulated by the IFRS, using the projected unit credit method. The obligations correspond to the present value of the anticipated future cash flows. The plan assets and income are calculated annually. Actuarial gains and losses are recognised immediately under other comprehensive income.

An economic benefit will result if the company can at some point in the future reduce its contributions. The amount that should become available to the company as a reduction of future contributions is defined as the present value of the difference between the service cost and the contributions laid down in the respective plan policies, and must be capitalised in compliance with the limitation imposed by IAS 19.64. The effects of the employer contribution reserves are also considered.

Of the pension cost, the current employee service cost and past service cost, plan settlements, etc. are reported as personnel expenses while the interest result is recognised in the financial result.

Any funding deficit of the defined benefit liability plans is recognised as an employee benefit liability. This is calculated by deducting the present value of the employee benefit obligation from the plan assets measured at fair value.

The calculations to determine the plan assets, employee benefit obligation and pension cost take into account long-term actuarial assumptions such as the discount rate, expected future salary increases, mortality rates and expected future pension increases, which can differ from the actual results and will have an impact on net assets, the financial position and earnings positions. As pension plans are long term in nature, these estimates should be seen to be subject to a significant element of uncertainty.

Contributions to defined contribution plans are recognised in the income statement.

3 Capital and risk management

The following section explains the most significant aspects of the Group's capital and risk management. TX Group strives to achieve a solid equity base that ensures the company's ongoing operation and retains the trust of a wide range of stakeholder groups. As such, the investors should be offered an appropriate return based on the risks accepted.

3.1 Capital management

The capital defined in conjunction with capital management corresponds to reported equity.

Capital management ensures that the necessary capital for operational activities can be made available from funds earned by the Group itself and that financial liabilities can usually be settled from the Group's own funds within a period of three to five years. The dividends paid to shareholders are adjusted as a means of managing capital. The aim is to pay dividends to shareholders in the range of 35 to 45 per cent of the free cash flow b. M&A following dividends to non-controlling interests and repayment of lease liabilities, and to report an equity ratio that is significantly higher than 50 per cent over the long term.

3.2 Share capital and treasury shares

Share capital

There are still 10,600,000 fully paid-up registered shares with a par value of CHF 10.00 each.

There is a shareholders' agreement for 67.0 per cent of the 10.6 million registered shares of TX Group AG. The members to the shareholders' agreement currently own 69.10 per cent of the shares.

On 14 April 2023, the shareholders approved the proposal of the Board of Directors that a dividend of CHF 4.50 per share be distributed for the 2022 financial year. For the 2023 financial year, the Board of Directors will recommend to the Annual General Meeting of 19 April 2024 that a dividend of CHF 6.20 should be paid. The recommended dividend comprises a special dividend in the amount of CHF 4.20 and a regular dividend in the amount of CHF 2.00 per share.

Disclosures on the major shareholders of TX Group AG in accordance with the terms of the Swiss Code of Obligations Art. 663c are provided in Note 17 to the financial statement of TX Group AG.

Treasury shares

		2023	2022
Number of treasury shares			
As of 1 January		–	5 709
Additions		9 633	1 140
Disposals		(846)	(6 849)
As of 31 December		**8 787**	**–**
Initial value of treasury shares	in CHF mn		
As of 1 January		–	0.7
Additions		1.0	0.1
Disposals		(0.1)	(0.8)
As of 31 December		**0.9**	**–**
Market value		**1.1**	**–**
Paid / received prices	in CHF		
Additions (weighted average)		107.51	125.55
min.		88.45	110.29
max.		153.06	138.23
Disposals (weighted average)		149.20	118.77
min.		149.20	106.34
max.		149.20	155.21

The year-end price of treasury shares was CHF 119.6, compared to CHF 149.4 at the end of the previous year.

As part of the profit participation programme for Group Management (see also Note 1.3), 846 treasury shares with a total value of CHF 0.1 million were transferred. In total, 9,633 additional treasury shares were purchased in the 2023 financial year. As of the reporting date, 8,787 treasury shares are held.

3.3 Net income / (loss) per share

		2023	2022 [1]
Weighted average number of shares outstanding during the year			
Number of issued shares		10 600 000	10 600 000
Number of treasury shares (weighted average)		1 256	1 799
Number of outstanding shares (weighted average)		**10 598 744**	**10 598 201**
Undiluted			
Net income / (loss) attributable to shareholders	in CHF 000	24 409	(44 048)
Weighted average of outstanding shares applicable for this calculation		10 598 744	10 598 201
Net income / (loss) per share	in CHF	**2.30**	**(4.16)**
Diluted			
Net income / (loss) attributable to shareholders	in CHF 000	24 409	(44 048)
Weighted average of outstanding shares applicable for this calculation		10 603 031	10 598 201
Net income / (loss) per share	in CHF	**2.30**	**(4.16)**

1 The figures were adjusted due to a restatement associated with the amendment to IAS 12 «Income Taxes». Further details on this are disclosed in the Restatement section.

The dilution takes into account the possible impact of share-based payments to the Group Management of TX Group AG. These shares should only be considered as having a diluting effect if the net income / (loss) per share is reduced accordingly.

3.4 Financial risk management

The Audit Committee at TX Group AG monitors risk management at the company and approves the consolidated risk report. Risk management is broken down into risk spheres, which are dealt with centrally within TX Group or on a decentralized basis within the companies. The risk officers designated by the Group Management identify, assess and manage risks with targeted measures throughout a periodic, systematic process. TX Group's annual risk report covers risks at TX Group level as well as the risks associated with the companies under its (sole) control. The companies not under its control (SMG and JobCloud) have their own risk management systems that are independent of TX Group.

The current situation in the market environment, geopolitical tensions, the effects of interest rate rises and the impact of the looming energy crisis are key drivers of market risks. Changes in the behaviour of media consumers and advertising customers, as well as loss of market share to domestic and foreign competition, represent the greatest market-specific challenges.

Market risks

The market risks are assessed for Goldbach, 20 Minuten, Tamedia and TX Ventures on an individual basis and managed with various measures.

Goldbach

- Print on the advertising market and a cookieless future: Goldbach is aiming for diversification in terms of its customer and inventory base in order to compensate for any slump within individual parts of the advertising market. The plan is to achieve this by working harder on the SME customer segment and actively acquiring new customers in the large customer segment. The inventory base has already been diversified through additional mandates and the acquisition of Clear Channel Schweiz, and is to be further expanded in future too. In addition, Goldbach is joining forces with Swiss marketers to launch OneID, an ID solution for digital advertising in Switzerland that aims to facilitate online advertising without cookies.

- Political and regulatory advertising prohibitions: Goldbach fears an increase in restrictions on certain forms of advertising, such as the prohibition of advertising on public land in various cities. Such restrictions could directly restrict Goldbach's potential revenue sources and render worthless any investments already made in OOH inventory. Goldbach is therefore actively involved in political and regulatory processes via industry associations.

20 Minuten
- Erosion of price structures in the digital advertising market: 20 Minuten stands out on the advertising market with its offer of creative communication solutions in the environment associated with its own media brands, which it cultivates both reliably and responsibly. At the same time, the Management is developing a growth strategy with a view to further diversifying income streams and not being dependent on the advertising market alone.
- Use of artificial intelligence in a competitive environment: Big tech companies, with massive resources to develop artificial intelligence, could assume a dominant position in the media market. 20 Minuten regards the use of artificial intelligence as both a challenge and an opportunity and is aiming to adopt it accordingly.

Tamedia
- Slump in the print advertising market: Key customers are already making increased use of digital advertising offers and their own channels. Together with declining revenues in the print user market, this might lead to a disruptive slump in the print advertising market. Tamedia maintains a close relationship with key customers, addresses specific needs and is proactively introducing digital product innovations in order to minimise the risk. Meanwhile, the Management is developing a growth strategy aimed at further diversifying revenue streams.
- Missed revenue targets in the print and digital user market: With the expansion of loyalty measures, service optimisation (delivery, customer service) and product improvements for the over-60 target group, satisfaction levels among existing print customers should increase and any loss of custom should slow. Specific offers are easing the transition of vulnerable print subscriptions to the digital offering. Digital marketing is being supported by the introduction of innovative editorial formats and precise segmentation. Editorial and marketing personnel are developing a strategy aimed at expanding coverage.

Zattoo / Doodle
- Tougher competition: Consolidation within the B2B market is continuing apace. This is making it harder for Zattoo to secure and retain large customers. Suitable measures are being adopted on both the product and the marketing side.
- Decline on the advertising market: Doodle's results are being hit by a slightly smaller inventory, lower utilisation rates and lower costs-per-mille (CPM). The Management is currently working on strategies to increase both the advertising inventory (new product features) and CPM levels (better user experience and focusing on higher-value advertising formats).

Apart from the market risks described, the market distortion caused by the Swiss Broadcasting Corporation (SRG) is another major challenge for TX Group. SRG is expanding into the digital arena with fee-financed news portals and apps, as well as extensive social media offerings, and providing direct competition to private media firms in Switzerland. TX Group and the Swiss Media Association are engaging with the political process to ensure the original notion of public service is retained once more and pave the way for a complementary system of private and publicly financed media that is fit for the future.

There is also management of risks in the areas of Human Resources, Finance, Legal and Technology. Ongoing investments are being made in security measures with a view to combating technical issues affecting IT systems and rising cybercrime. These can prove particularly worthwhile in the event of cyber attacks. TX Group has therefore entered into partnerships with leading providers to help it incorporate the very latest protection.

Currency risks

Risks relating to exchange rate fluctuations may result in particular from the purchase of paper or investments. Currency risks are hedged centrally, by means of cash flow hedges, and thus minimised to the extent that such action is considered expedient.

At present, currency risks result mainly from purchases made in foreign currency and whose revenues are generated predominantly in CHF, as well as investments in other companies that are managed in a foreign currency. The equivalent value of purchases in foreign currency amounted to CHF 79.5 million in 2023 (previous year: CHF 82.2 million). The risks applied for the most part to transactions in euro and were hedged for paper purchases in 2024 in the amount of CHF 30.9 million (hedging in 2022 for paper purchases in 2023 amounted to CHF 32.1 million). The above purchases in foreign currency do not include those made by foreign Goldbach Group companies since the latter's purchases are not exposed to any material currency risk on account of revenues also being accrued in euro. Nothing is done to hedge the foreign currency risk associated with investments. Details of the hedges for 2023 using forward exchange transactions can be found in the sections below. Details of the system for recognising these cash flow hedges can be found in the measurement principles.

The effects on net income before taxes of a possible change in the exchange rates of 5 per cent on the items in the balance sheet in euro, Serbian dinars, US dollars and British pounds amounted to CHF –0.1 million as of the end of 2023 (previous year: CHF –0.0 million).

Interest rate risks

Interest rate risk is managed centrally. Short-term interest rate risks are generally not hedged. As of the balance sheet date, there were no hedges of long-term interest rate risks.

The risk resulting from changes in market interest rates mainly relates to current and non-current financial liabilities.

The following table provides details of the items that are subject to interest rate risks and shows the impact of a possible change in interest rates on the Group's net income before taxes:

	2023		2022	
in CHF mn	Variable interest rate	Fixed interest rate	Variable interest rate	Fixed interest rate
Assets				
Cash and cash equivalents	287.2	–	316.3	–
Loan receivables	19.5	157.8	21.4	149.5
Other financial receivables	44.9	1.7	130.7	–
Liabilities				
Bank liabilities and loans	0.4	–	1.5	1.4
Loan liabilities	–	–	5.8	–
Impact on net income / (loss) before taxes of a change of +/– 0.1%	+/– 0.4		+/– 0.5	

Credit risks

Trade accounts receivable are constantly monitored using standardised processes that are also supported by external debt collection partners. Standard guidelines are used to make the necessary value adjustments. The threat of cluster risks is minimised by the large number and broad distribution of receivables from customers across all market segments. Quantitative information on credit risk resulting from operations can be found in Note 2.1 «Net working capital» for trade accounts receivable.

The credit risk to which cash and cash equivalents and other financial assets are exposed relates to counterparty defaults, in which case the maximum risk is the carrying amount. Cash and cash equivalents are mostly held at three big Swiss banks, of which the credit default risk is rated as low based on the current Standard & Poor's credit ratings. The loan to General Atlantic SC B.V. is secured by a pledge of the shares held in SMG Swiss Marketplace Group AG.

Liquidity risk

The risk of not having access to sufficient liquidity to settle liabilities is covered by a liquidity plan, which is continuously updated. The liquidity plan takes both day-to-day operations and accounts receivable and liabilities into account.

In order to optimise the available financial resources, liquidity management and long-term financing are undertaken centrally. This means that capital can be procured cost-effectively and ensures that the liquidity available matches the payment obligations.

The due dates of financial liabilities are shown in the overview below:

in CHF mn	Not yet due / at call	up to 3 months	4 to 12 months	1 to 5 years	over 5 years	Total
2023						
Financial liabilities	0.2	15.2	45.9	196.3	16.5	**274.0**
of which derivative financial instruments	–	0.2	0.5	–	–	**0.7**
of which leasing liabilities	–	15.0	45.1	172.7	16.5	**249.3**
Trade accounts payable	92.3	–	–	–	–	**92.3**
Other liabilities	4.9	–	–	–	–	**4.9**
Total	**97.4**	**15.2**	**45.9**	**196.3**	**16.5**	**371.3**
2022						
Financial liabilities	0.1	9.4	22.9	117.5	35.0	**184.9**
of which derivative financial instruments	–	0.1	0.2	–	–	**0.3**
of which leasing liabilities	–	9.3	22.2	105.6	35.0	**172.1**
Trade accounts payable	75.8	–	–	–	–	**75.8**
Other liabilities	6.4	–	–	–	–	**6.4**
Total	**82.4**	**9.4**	**22.9**	**117.5**	**35.0**	**267.1**

Forward exchange transactions

in CHF mn	2023	2022
Contract volume	30.9	32.1
Fair value, due	(0.8)	0.0
due within 1 year	(0.7)	0.0
due within 1 to 5 years	(0.0)	–
due beyond 5 years	–	–
Details of cash flow hedges		
Cash flow hedges recognised directly in other comprehensive income / (loss)	(0.6)	0.0
Used for hedging as planned	0.1	2.8
Recognised directly in the income statement	–	–

Depending on their maturity dates, the fair values of these derivative financial instruments are reported under current or non-current financial receivables or liabilities as appropriate.

Financial instruments

in CHF mn	Category	2023 Carrying amount	2023 Market value	2022 Carrying amount	2022 Market value
Cash and cash equivalents	1	287.2	287.2	316.3	316.3
Current financial assets		17.2	17.2	89.1	89.1
of which securities	4	17.2	17.2	88.7	88.7
of which forward exchange transactions	3	–	–	0.3	0.3
Trade accounts receivable	2	238.0	238.0	239.9	239.9
Current financial receivables	2	31.0	31.0	39.4	39.4
Non-current financial assets		228.5	213.0	208.0	191.7
of which other investments – equity instruments	3	48.9	48.9	34.2	34.2
of which other investments – no equity instruments	4	0.3	0.3	0.3	0.3
of which loans	2	176.3	160.9	170.8	157.4
of which other non-current financial assets – no equity instruments	2	3.1	3.1	2.7	2.7
Current financial liabilities		1.2	1.2	0.7	0.7
of which forward exchange transactions	5	0.7	0.7	0.3	0.3
of which other current financial liabilities	6	0.5	0.5	0.4	0.4
Trade accounts payable	6	92.3	92.3	75.8	75.8
Other current liabilities	6	4.9	4.9	6.4	6.4
Non-current financial liabilities		23.5	23.5	11.3	11.2
of which bank liabilities and loans	6	–	–	8.7	8.6
of which purchase price obligations	7	22.8	22.8	–	–
of which obligations to purchase own equity instruments	7	0.2	0.1	0.6	0.6
of which other non-current financial liabilities	7	0.6	0.6	1.9	1.9
Categorisation of financial instruments as per IFRS 9					
Cash and cash equivalents – at amortised cost	1	287.2	287.2	316.3	316.3
Loans and receivables - at amortised costs	2	448.3	432.8	452.8	439.3
Financial assets – at fair value with value adjustments in other comprehensive income	3	48.9	48.9	34.5	34.5
Financial assets – at fair value with value adjustments in profit or loss	4	17.5	17.5	89.0	89.0
Financial liabilities – at fair value with value adjustments in other comprehensive income	5	(0.7)	(0.7)	(0.3)	(0.3)
Financial liabilities – at amortised costs	6	(97.7)	(97.7)	(91.4)	(91.3)
Financial liabilities – at fair value with value adjustments in profit or loss	7	(23.5)	(23.4)	(2.5)	(2.5)

TX Group uses the following measurement hierarchy for determining the fair value of financial instruments:

- Level 1: Listed prices on active markets for identical assets and liabilities.
- Level 2: Fair values calculated on the basis of observable market data. Either listed prices on non-active markets or non-listed prices are used. Such market values may also be derived from prices indirectly.
- Level 3: Fair values that are not calculated on the basis of observable market data.

The forward exchange transactions included under current financial assets are the only financial instruments that are classified as Level 2 in the fair value hierarchy. As of 31 December, these amount to CHF −0.7 million net (previous year: CHF 0.0 million) and, not therefore being material, no further disclosure is made in respect of them.

Among other things, equity instruments associated with other financial assets and any purchase prices due are classified as Level 3 in the fair value hierarchy. Investments are mainly made during the start-up phase when no observable market prices are available. A suitable alternative valuation method is therefore applied in order to determine the fair value of the investments. This can include the price paid by third parties during financing rounds, a calculation based on the discounted cash flow (DCF) method, or the market price as determined with the help of multiples. Input factors are things like contract details during the financing rounds, including the price paid by third parties, or business plans that contain the latest estimates in respect of trends for revenues and costs. As regards the most important other investment, in quantitative terms, in Joveo Inc., which is recorded in the balance sheet with a value of

CHF 9.9 million as of 31 December 2023, the valuation was performed on a DCF basis during the second half of 2023. Any remaining other investments (including their sensitivity) are deemed not to be material for TX Group. The valuations of other investments are reviewed on a half-yearly basis.

The change in respect of other investments in the reporting year can be seen in the table below:

in CHF mn	2023	2022
Other investments – as of 1.1.	**34.5**	**37.5**
Additions	13.8	10.0
Disposals	(0.1)	(20.9)
Changes recognised directly in other comprehensive income / (loss)	1.0	7.8
Changes recognised in reported net income / (loss)	0.0	0.1
Other investments – as of 31.12.	**49.1**	**34.5**

All other financial instruments valued at fair value are classified as Level 1 in the fair value hierarchy. There were no transfers between the three levels.

Accounting policies

Forward contracts and options with financial institutions are not entered into on a speculative basis, but selectively and exclusively for the purpose of mitigating the specific foreign currency and interest rate risks associated with business transactions. Foreign currency derivatives are measured according to the settlement of the hedged items as fair value hedges or as cash flow hedges, either in conjunction with the underlying transactions or separately at fair value as of the balance sheet date.

Derivative financial instruments, such as interest rate swaps, foreign currency transactions and certain derivative financial instruments embedded in basic agreements are recognised in the balance sheet at fair value, either as current or non-current financial assets or liabilities. The changes in fair value are recognised in the annual results or under other comprehensive income directly, depending on the purpose for which the respective derivative financial instrument is used.

In the case of fair value hedges, the change in fair value of the effective share (of the derivative financial instrument and the underlying transaction) is recognised immediately in the income statement. Changes in fair value of the effective share of derivative financial instruments classed as cash flow hedges and qualifying for treatment as such are recognised as other comprehensive income until the underlying transactions can be recognised in the income statement.

Changes in the fair value of derivative financial instruments that are not considered to be accounting hedges (as understood by the definition given above) or that do not qualify as such are recognised in the income statement as components of financial income or expenses. This also applies to fair value hedges and cash flow hedges as described above as soon as such financial instruments cease to qualify as accounting hedges.

Contractual obligations to purchase the Group's own equity instruments (such as put options on non-controlling interests) result in the recognition of a financial liability, which is recognised at the present value of the exercise amount in the income statement. The fair value of the financial liability is regularly reviewed and any deviation from first-time recognition is recognised in the financial result.

4 Group structure and other disclosures

The following explains the structure of TX Group and provides information on its subsidiaries, associates / joint ventures. It also explains any significant changes to the group of consolidated companies and the corresponding impact on the consolidated financial statements. This section additionally contains information that has not been disclosed in the sections above.

4.1 Changes to the group of consolidated companies

Acquisition of consolidated companies in the 2023 financial year

AdUnit AG

TX Group acquired 100.0 per cent of the shares in Zurich-based AdUnit AG for a purchase price of CHF 3.0 million as of 13 January 2023. The Federal Competition Commission approved the transaction without any requirements or conditions on 30 December 2022.

The assets acquired in the amount of CHF 4.4 million mainly consist of deferred tax loss carryforwards in the amount of CHF 1.2 million and intangible assets with finite useful lives in the amount of CHF 2.0 million. The liabilities acquired amount to CHF 1.4 million. AdUnit AG is reported in the Goldbach segment. Costs of CHF 0.1 million were incurred in connection with the transaction.

The revenues of AdUnit AG as recognised since the acquisition date amount to CHF 1.4 million, with net income (loss) recognised since the acquisition date amounting to CHF –1.5 million.

The company was retroactively merged with Goldbach neXT AG as of 1 January 2023.

Clear Channel Schweiz

As of 31 March 2023, TX Group has acquired 100.0 per cent of the shares in Clear Channel Schweiz, which is based in Hünenberg. Clear Channel Schweiz comprises nine companies in total. The Federal Competition Commission approved the transaction without any requirements or conditions on 31 March 2023.

The purchase price for Clear Channel Schweiz is CHF 108.8 million. The assets acquired amount to CHF 213.5 million, while the liabilities amount to CHF 104.7 million. In addition to cash and cash equivalents of CHF 27.1 million, assets also include goodwill in the amount of 21.1 per cent of total assets or totalling CHF 45.1 million. Goodwill is based on the strong market position enjoyed by Clear Channel Schweiz and the options for combinations with existing TX Group advertising offerings. It is assumed that the goodwill is not deductible for tax purposes. Clear Channel Schweiz is reported in the Goldbach segment. Costs of CHF 1.2 million were incurred in connection with the transaction.

The revenues of Clear Channel Schweiz as recognised since the acquisition date total CHF 70.9 million and the net income recognised since the acquisition date is CHF 7.8 million. Had the acquisition taken place with effect from 1 January 2023, the revenues reported for 2023 would have been CHF 17.5 million higher, and reported net income would have been CHF 0.1 million higher. Net income includes depreciation and amortisation for intangible assets, revalued on account of acquisition, with finite useful lives, as well as the reversal of the revenue correction associated with business combinations.

in CHF mn	Values on initial consolidation
Cash and cash equivalents paid	108.8
Purchase price	**108.8**

in CHF mn	Values on initial consolidation
Cash and cash equivalents	27.1
Trade accounts receivable	11.6
Property, plant and equipment	89.6
Intangible assets	83.0
Other assets	2.2
Assets	**213.5**
Current financial liabilities	24.5
Trade accounts payable	9.8
Deferred revenues and accrued liabilities	7.0
Non-current financial liabilities	52.4
Employee benefit obligations	2.8
Deferred tax liabilities	5.7
Other liabilities	2.6
Total liabilities	**104.7**
Net assets	**108.8**
Purchase price	**108.8**
Cash and cash equivalents purchased	27.1
Cash and cash equivalents paid	(108.8)
Cash reduction	**(81.7)**
Revenues recognised since acquisition date	70.9
Net income / (loss) recognised since acquisition date	7.8

Berner Oberland Medien AG

As of 26 May 2023, TX Group increased the share of its investment in Thun-based Berner Oberland Medien AG from 50.0 per cent to 100.0 per cent. The Federal Competition Commission approved the transaction without any requirements or conditions on 26 May 2023.

Berner Oberland Medien AG was previously shown as an associated company using the equity method and has been fully consolidated since 1 June 2023. The purchase price for the remaining 50.0 per cent share was CHF 3.3 million. The fair value of the previously held equity interest was remeasured to its fair value of CHF 3.3 million at the acquisition date. The difference compared with the previously recorded value of CHF –0.2 million is shown under financial expense.

The assets acquired amount to CHF 14.4 million, while the liabilities amount to CHF 7.9 million. In addition to financial assets of CHF 8.2 million, the assets also include goodwill in the amount of CHF 0.7 million. Goodwill is based on the strong market position in the Bernese Oberland region. It is assumed that the goodwill is not deductible for tax purposes. Berner Oberland Medien AG is reported in the Tamedia segment. Costs of CHF 0.1 million were incurred in connection with the transaction.

The revenues of Berner Oberland Medien AG as recognised since the acquisition date amount to CHF 6.7 million, with net income (loss) recognised since the acquisition date amounting to CHF –0.3 million. Had the acquisition taken place with effect from 1 January 2023, the revenues reported for 2023 would have been CHF 5.4 million higher, while reported net income would have been CHF –0.1 million lower. Net income includes depreciation and amortisation for intangible assets, revalued on account of acquisition, with finite useful lives, as well as the reversal of the revenue correction associated with business combinations.

Accounting policies

Group of consolidated companies

All companies over which TX Group AG exercises control either directly or indirectly are included in the consolidated financial statements. Companies acquired during the reporting year are included in the consolidated financial statements as of the date on which control was assumed, and companies sold are excluded from the consolidated financial statements as of the date on which control was surrendered.

Consolidation method

The consolidated financial statements comprise the financial statements of the parent company and the companies it controls. The company gains control if it:

- *can exercise power of disposal over the associated companies,*
- *is exposed to fluctuations in returns as a result of its association, and*
- *is able to influence returns on the basis of its power of disposal.*

The assets, liabilities, revenues and expenses of the companies included in the group of consolidated companies are accounted for in their entirety using the full consolidation method. The non-controlling interests in equity and net income / (loss) are disclosed separately in the balance sheet and the income statement.

Joint ventures in which TX Group AG directly or indirectly holds 50 per cent of the voting rights or over whose financial and operational decisions it exercises control based on agreements entered into with partners, thereby owning rights to the net assets of the joint venture, are accounted for using the equity method.

Investments in companies in which TX Group AG directly or indirectly holds less than 50 per cent of the voting rights (associates) and over whose financial or operational decisions it does not exercise any control but over which it has significant influence are also accounted for using the equity method.

The recognition of joint ventures and associates in the consolidated financial statements is explained under investments in associates / joint ventures.

Capital consolidation

The share of equity of consolidated companies is accounted for using the acquisition method. There is the option with regard to any business combination of measuring the non-controlling interests at fair value or according to the proportion of assets acquired. In the case of business combinations that are achieved in stages, the fair value of the previously held equity interest is remeasured to fair value at the acquisition date. Any gains or losses and any costs incurred in relation to the acquisition are directly recognised in the income statement.

Treatment of intercompany profits

Profits on intragroup sales not yet realised through sales to third parties as well as gains from the intragroup transfer of property, plant and equipment and investments in subsidiaries are eliminated in the consolidation.

Foreign currency translation

The consolidated financial statements of TX Group are presented in CHF. Monetary items in foreign currency in the individual financial statements are translated at the exchange rate applicable on the balance sheet date. Foreign currency transactions executed during the financial year are recognised at the average monthly exchange rate. The resulting exchange rate differences are recognised directly in the income statement. Assets and liabilities of subsidiaries whose functional currency is not the CHF are converted in the consolidated financial statements using the exchange rate on the reporting date, while items in the income statement are converted using the average exchange rate.

4.2 Group companies

Name	Domicile	Currency	Share capital (in 000)	Segment	Consolidation method	Share of [1] Group capital 2023	Share of [1] Group capital 2022
TX Group AG	Zurich	CHF	106 000	G&V/20M	V	–	–
20 minuti Ticino SA	Lugano	CHF	300	20M	E	50.0%	50.0%
Actua Immobilier SA	Carouge	CHF	330	G&V	E	39.0%	39.0%
Backbone Art SA	Geneva	CHF	196	G&V	A	1.9%	2.2%
Caeleste AG [2]	Zurich	CHF	155	G&V	A	1.9%	2.1%
Cashlink Technologies GmbH	Frankfurt am Main	EUR	65	G&V	A	9.4%	–
DJ Digitale Medien GmbH	Vienna	EUR	71	20M	V	51.0%	51.0%
Doodle AG	Zurich	CHF	100	G&V	V	98.7% [3]	98.5% [3]
Doodle Deutschland GmbH	Berlin	EUR	250	G&V	V	98.7% [3]	98.5% [3]
Doodle USA, Inc.	Atlanta	USD	20	G&V	V	98.7% [3]	98.5% [3]
Edita SA	Luxembourg	EUR	50	20M	E	50.0%	50.0%
Everon AG	Zurich	CHF	174	G&V	A	11.7%	13.5%
Global Impact Finance SA [2]	Lausanne	CHF	168	G&V	A	13.1%	13.1%
Goldbach Group AG	Küsnacht	CHF	100	GB	V	100.0%	100.0%
dreifive Group AG	Zurich	CHF	250	GB	V	100.0%	–
dreifive AG	Konstanz	EUR	75	GB	V	100.0%	100.0%
dreifive digital marketing GmbH	Munich	EUR	25	GB	V	100.0%	51.0%
Goldbach Search GmbH	Konstanz	EUR	25	GB	V	–	100.0%
dreifive Beteiligungsmanagement GmbH	Vienna	EUR	50	GB	V	100.0%	–
dreifive GmbH	Vienna	EUR	50	GB	V	100.0%	100.0%
dreifive (Switzerland) AG	Zurich	CHF	3 100	GB	V	100.0%	100.0%
Goldbach Audience AG	Küsnacht	CHF	1 091	GB	V	50.1%	50.1%
Goldbach Austria GmbH	Vienna	EUR	35	GB	V	100.0%	100.0%
Goldbach Audience Austria GmbH	Vienna	EUR	35	GB	V	100.0%	100.0%
Goldbach Media Austria GmbH	Vienna	EUR	137	GB	V	100.0%	100.0%
Goldbach Germany GmbH	Unterföhring	EUR	25	GB	V	97.0%	97.0%
Goldbach DooH (Germany) GmbH	Unterföhring	EUR	25	GB	V	97.0%	97.0%
Goldbach SmartTV GmbH	Unterföhring	EUR	25	GB	V	97.0%	97.0%
Goldbach TV (Germany) GmbH	Unterföhring	EUR	25	GB	V	97.0%	97.0%
Goldbach Video GmbH	Unterföhring	EUR	25	GB	V	97.0%	97.0%
Institute for Digital Out of Home Media GmbH	Munich	EUR	25	GB	E	26.7%	26.7%
Goldbach Neo OOH AG (formerly Clear Channel Schweiz AG)	Hünenberg	CHF	4 000	GB	V	100.0%	–
AWI AG	Hünenberg	CHF	1 000	GB	V	100.0%	–
CAC AG	Hünenberg	CHF	100	GB	V	100.0%	–
Infotrak AG	Hünenberg	CHF	200	GB	V	100.0%	–
OFEX AG	Hünenberg	CHF	1 000	GB	V	100.0%	–
Plakanda GmbH	Hünenberg	CHF	2 000	GB	V	100.0%	–
Interpubli AG	Hünenberg	CHF	100	GB	V	100.0%	–
Plakatron AG	Geroldswil	CHF	100	GB	V	100.0%	–

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Segment
TXM = TX Markets
GB = Goldbach
20M = 20 Minuten
Tam = Tamedia
G&V = Group & Ventures

Consolidation and valuation method
V = full consolidation
E = accounted for using the equity method
A = valued at fair value

Name	Domicile	Currency	Share capital (in 000)	Segment	Consolidation method	Share of [1] Group capital 2023	Share of [1] Group capital 2022
Goldbach Manufaktur AG	Küsnacht	CHF	100	GB	V	100.0%	100.0%
Goldbach Media AG	Küsnacht	CHF	416	GB	V	54.0%[4]	54.0%[4]
AGFS (Arbeitsgemeinschaft Fernsehwerbung Schweiz) AG	Bern	CHF	115	GB	E	23.5%	23.5%
Goldbach neXT AG	Küsnacht	CHF	100	GB	V	100.0%	100.0%
Goldbach Premium Publishing AG	Küsnacht	CHF	100	GB	V	100.0%	100.0%
IAB Switzerland Services AG	Zurich	CHF	100	GB	E	25.0%	25.0%
Jaduda GmbH	Berlin	EUR	29	GB	V	100.0%	100.0%
NEO ADVERTISING SA[5]	Geneva	CHF	300	GB	V	–	52.3%
Swiss Radioworld AG	Küsnacht	CHF	416	GB	V	54.0%[4]	54.0%[4]
Helpling Switzerland AG	Zurich	CHF	142	G&V	E	39.3%	50.0%
Helvengo AG[2]	Zurich	CHF	172	G&V	A	11.3%	11.3%
JobCloud AG	Zurich	CHF	100	TXM	V	50.0%	50.0%
Karriere.at GmbH	Linz	EUR	40	TXM	E	24.5%	24.5%
JobCloud HR Tech GmbH	Vienna	EUR	50	TXM	V	50.0%	50.0%
Joveo Inc.	Dover	USD	0	TXM	A	8.2%	8.2%
Lano Software GmbH	Berlin	EUR	73	G&V	A	8.8%	–
MetroXpress A/S[6]	Copenhagen	DKK	662	20M	V	–	100.0%
neon Switzerland AG[2]	Zurich	CHF	394	G&V	E	21.3%	20.9%
OneLog AG	Zurich	CHF	120	G&V	E	33.3%	33.3%
Picstars AG[6]	Zurich	CHF	254	GB	A	9.9%	10.6%
PriceHubble AG[2]	Zurich	CHF	399	G&V	A	2.3%	0.7%
Relio AG	Zurich	CHF	172	G&V	A	8.8%	–
SAASCADA LTD[2]	London	GBP	1	G&V	A	6.7%	–
Selma Finance Oy	Helsinki	EUR	3	G&V	A	19.4%	19.6%
Sinpex GmbH[2]	Munich	EUR	42	G&V	A	10.0%	–
SMG Swiss Marketplace Group AG	Zurich	CHF	2 439	TXM	E	30.7%	30.7%
Stableton Financial AG[2]	Zug	CHF	222	G&V	A	7.6%	7.6%
Switzerlend AG	Zurich	CHF	712	G&V	A	18.4%	18.9%
Tamedia Espace AG	Bern	CHF	4 900	Tam	V	100.0%	100.0%
DZB Druckzentrum Bern AG	Bern	CHF	9 900	Tam	V	100.0%	100.0%
Schaer Holding AG	Thun	CHF	100	Tam	V	100.0%	100.0%
Berner Oberland Medien AG BOM	Thun	CHF	500	Tam	V	100.0%	50.0%
Schaer Thun AG	Thun	CHF	100	Tam	V	100.0%	100.0%
Thuner Amtsanzeiger[7]	Thun	CHF	–	Tam	E	48.0%	48.0%
Tamedia Finanz und Wirtschaft AG	Zurich	CHF	1 000	Tam	V	100.0%	100.0%
Tamedia Publications romandes SA	Lausanne	CHF	7 500	Tam	V	100.0%	100.0%
CIL Centre d'Impression Lausanne SA	Lausanne	CHF	10 000	Tam	V	100.0%	100.0%
Riviera Chablais SA	Vevey	CHF	226	Tam	A	10.2%	10.2%
Tamedia Publikationen Deutschschweiz AG	Zurich	CHF	100	Tam	V	100.0%	100.0%
DZZ Druckzentrum Zürich AG	Zurich	CHF	100	Tam	V	100.0%	100.0%
KEYSTONE-SDA-ATS AG	Bern	CHF	2 857	Tam	E	24.4%	24.4%

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Name	Domicile	Currency	Share capital (in 000)	Segment	Consolidation method	Share of [1] Group capital 2023	Share of [1] Group capital 2022
SMD Schweizer Mediendatenbank AG	Zurich	CHF	108	Tam	E	33.3%	33.3%
Tamedia Abo Services AG	Zurich	CHF	100	Tam	V	100.0%	100.0%
Tamedia Basler Zeitung AG	Basel	CHF	100	Tam	V	100.0%	100.0%
Neue Fricktaler Zeitung AG	Rheinfelden	CHF	200	Tam	E	21.0%	21.0%
Presse TV AG	Zurich	CHF	500	Tam	E	20.0%	20.0%
Tamedia ZRZ AG	Winterthur	CHF	475	Tam	V	100.0%	100.0%
LZ Linth Zeitung AG	Rapperswil-Jona	CHF	100	Tam	E	49.0%	49.0%
Zürcher Oberland Medien AG	Wetzikon	CHF	1 800	Tam	E	37.6%	37.6%
TicinOnline SA	Breganzona	CHF	1 100	20M	E	27.8%	27.8%
Tidely GmbH	Munich	EUR	63	G&V	A	13.0%	–
Triple Technologies Ltd [2]	London	GBP	2 630	G&V	A	10.8%	–
TVtäglich [7]	Zurich	CHF	–	Tam	E	50.0%	50.0%
TX Services d.o.o. Beograd-Novi Beograd	Belgrade	RSD	2 000	G&V	V	100.0%	100.0%
TX SERVICES, UNIPESSOAL LDA	Braga	EUR	40	G&V	V	100.0%	100.0%
TX Ventures Fintage Fund I	Vaduz	CHF	–	G&V	V	100.0%	–
Ultimate Media Beteiligungs- und Management GmbH	Vienna	EUR	35	20M	E	25.5%	25.5%
VIRTUAL NETWORK S.A.	Nyon	CHF	100	G&V	E	25.2%	25.2%
Zattoo AG	Zurich	CHF	1 036	G&V	V	59.4%	59.4%
Zattoo Inc.	Ann Arbor	USD	2	G&V	V	59.4%	59.4%
Zattoo Deutschland GmbH	Berlin	EUR	25	G&V	V	59.4%	59.4%

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4.3 Subsidiaries with non-controlling interests

The Group companies of TX Group and their respective shares of capital and voting rights are detailed in Note 4.2. The balance sheet date for all Group companies is 31 December. With regard to non-controlling interests, there are no significant statutory, contractual or regulatory restrictions affecting access to or use of the Group's assets or with regard to the TX Group's settlement of its obligations.

Detailed information on the Group companies with significant non-controlling interests is provided in the table below (figures prior to intercompany eliminations):

in CHF mn	2023	2022	2023	2022
Name	JobCloud AG	JobCloud AG	Goldbach Media AG	Goldbach Media AG
Share of Group capital	50.0%	50.0%	54.0%	54.0%
Capital share of non-controlling interests	50.0%	50.0%	46.0%	46.0%
Balance sheet				
Current assets	82.3	125.2	78.1	81.4
Non-current assets	473.0	476.5	195.1	209.3
Assets	**555.3**	**601.7**	**273.2**	**290.7**
Current liabilities	81.1	76.6	60.2	61.4
Non-current liabilities	33.7	34.0	24.9	27.7
Equity, attributable to TX Group AG shareholders	225.2	250.6	91.9	98.1
Equity, attributable to non-controlling interests	215.2	240.6	96.1	103.4
Liabilities and shareholders' equity	**555.3**	**601.7**	**273.2**	**290.7**
Income statement				
Revenues	132.8	138.0	58.4	61.1
Operating expenses	(56.1)	(57.3)	(32.6)	(32.6)
Share of net result of associates / joint ventures	18.3	23.8	(0.0)	0.0
Operating income / (loss) before depreciation and amortisation (EBITDA)	**95.0**[1]	**104.5**[1]	**25.8**	**28.5**
Depreciation and amortisation	(6.6)	(6.6)	(1.6)	(1.6)
Operating income before effects of business combinations (EBIT b. PPA)	**88.4**	**97.9**	**24.2**	**26.9**
Depreciation and amortisation resulting from business combinations	(10.3)	(10.3)	(12.7)	(12.7)
Operating income / (loss) (EBIT)	**78.1**	**87.6**	**11.5**	**14.2**
Financial result	(1.8)	(0.8)	(0.2)	0.3
Income / (loss) before taxes	**76.3**	**86.8**	**11.3**	**14.5**
Income taxes	(10.9)	(12.2)	(2.0)	(2.5)
Income / (loss) of continued operations	**65.4**	**74.6**	**9.3**	**12.0**
Net income / (loss)	**65.4**	**74.6**	**9.3**	**12.0**
attributable to non-controlling interests	32.7	37.3	4.3	5.5
Other comprehensive income / (loss)	(2.5)	4.4	2.0	2.4
Total comprehensive income	**62.9**	**79.0**	**11.3**	**14.4**
attributable to non-controlling interests	31.4	39.5	5.2	6.6
Dividends paid to non-controlling interests	56.8	28.0	10.3	10.7
Statement of cash flows				
Cash flow from / (used in) operating activities	71.9	66.8	22.2	19.9
Cash flow from / (used in) investing activities	1.4	15.9	(0.1)	(0.6)
Cash flow from / (used in) financing activities	(84.8)	(75.5)	(23.6)	(24.5)
Change in cash and cash equivalents	**(11.5)**	**7.1**	**(1.4)**	**(5.3)**

1 Includes the share of net income of associate Karriere.at GmbH (see Note 4.4).

With regard to JobCloud AG, TX Group and Ringier have agreed on a control option that allows TX Group to exercise control, resulting in its consolidation pursuant to IFRS.

4.4 Associates / Joint ventures

in CHF mn	2023	2022
As of 1.1.	**866.1**	**900.6**
Additions	0.3	1.7
Disposals	–	(3.9)
Dividends	(25.4)	(18.1)
Transfers	(3.6)	0.3
Share of net result of associates / joint ventures	22.1	(17.1)
Changes recognised directly in other comprehensive income / (loss)	(0.7)	4.4
Currency translation differences	(0.6)	(1.9)
Other changes in capital	(4.0)	–
As of 31.12.	**854.2**	**866.1**

The share of net result of associates / joint ventures has increased by a total of CHF 39.2 million compared with the previous year. In the previous year, the share of net result of associates / joint ventures was influenced by impairments on intangible assets and goodwill in the amount of CHF 27.9 million. In the current reporting year, impairments were recorded for the investments in Ultimate Media B&M GmbH and KEYSTONE-SDA-ATS AG totalling CHF 4.8 million as a result of impairment testing.

The development of SMG Swiss Marketplace Group AG had a positive impact, with a net income share CHF 23.8 million higher than the previous year (adjusted for impairment effects from the previous year). By contrast, the contribution to net income made by Karriere.at GmbH declined by CHF 5.5 million. Details can be found in the table in the following section.

Share of net assets and net result of associates / joint ventures

Detailed financial information on the individual companies deemed to be material associated companies is provided below. The reported amounts refer to the 100 per cent stake in the companies and include the fair value adjustments at the time of acquisition as well as any deviations caused by differences in application of accounting policies. The income statements include in particular the depreciation and amortisation to be recognised by TX Group on the intangible assets owned at the takeover date. The figures for associates / joint ventures may be based on provisional and unaudited figures, so the tables below may contain some adjustments to the final figures from the previous year.

in CHF mn	2023	2022	2023	2022
Name	SMG Swiss Marketplace Group AG	SMG Swiss Marketplace Group AG	Karriere.at GmbH	Karriere.at GmbH
Share of Group capital	30.7%	31.0%	24.5%	24.5%
Balance sheet				
Current assets	123.8	80.2	46.9	74.6
Non-current assets	2 787.2	2 836.8	25.2	25.6
Total assets	**2 911.0**	**2 917.0**	**72.1**	**100.2**
Current liabilities	98.2	94.3	29.5	42.8
Non-current liabilities	199.6	221.8	1.0	0.8
Total equity	2 613.2	2 600.9	41.5	56.5
attributable to majority shareholders	2 613.2	2 594.6	41.6	56.9
of which attributable to TX Group AG	803.2	804.3	20.4	27.9
attributable to non-controlling interests	0.0	6.3	(0.0)	(0.4)
Liabilities and shareholders' equity	**2 911.0**	**2 917.0**	**72.1**	**100.2**
Income statement [1]				
Revenues	279.4	248.8	92.7	101.7
Operating income / (loss) before depreciation and amortisation (EBITDA)	**105.1**	**50.2**	**49.5**	**64.1**
Operating income before effects of business combinations (EBIT b. PPA)	**86.1**	**24.6**	**48.8**	**63.8**
Operating income / (loss) (EBIT)	**25.8**	**(124.5)**	**48.8**	**64.4**
Income / (loss) before taxes	**24.6**	**(124.5)**	**48.8**	**64.0**
Income taxes	3.0	12.4	(11.6)	(15.8)
Net income / (loss) (EAT)	**27.6**	**(112.1)**	**37.1**	**48.1**
of which attributable to majority shareholders	27.6	(112.5)	37.0	48.0
of which attributable to non-controlling interests	(0.0)	(0.4)	0.2	0.1
Net income / (loss) (EAT)	**27.6**	**(112.1)**	**37.1**	**48.1**
Other comprehensive income / (loss)	(1.9)	13.5	–	–
Total comprehensive income / (loss)	**25.7**	**(98.6)**	**37.1**	**48.1**
of which attributable to majority shareholders	25.7	(99.5)	37.1	48.1
of which attributable to non-controlling interests	0.0	0.9	–	–
Dividends received (pro-rata)	–	–	23.6	17.4

As of the end of 2023, the other associates / joint ventures are assessed as not material on an individual basis.

The shares of TX Group in the net assets and net income of associates / joint ventures are listed below:

in CHF mn	SMG Swiss Marketplace Group AG	Karriere.at GmbH	Other associates	Joint ventures	Total
Share taken into account in the consolidation	30.7%	49.0%[1]	n.a.	n.a.	
2023					
Current assets	38.1	23.0	15.5	3.6	80.1
Non-current assets	856.7	12.3	34.8	0.8	904.6
Assets	**894.8**	**35.3**	**50.2**	**4.5**	**984.8**
Current liabilities	30.2	14.5	9.2	1.9	55.7
Non-current liabilities	61.3	0.5	13.0	(0.0)	74.8
Equity	803.2	20.4	28.0	2.6	854.2
of which attributable to TX Group	803.2	20.4	28.0	2.6	854.2
of which attributable to non-controlling shareholders	0.0	(0.0)	–	–	(0.0)
Liabilities and shareholders' equity	**894.8**	**35.3**	**50.2**	**4.5**	**984.8**
attributable to net result of associates / joint ventures					
Revenues	85.9	45.4	34.6	9.8	175.7
Operating income / (loss) before depreciation and amortisation (EBITDA)	**32.3**	**24.2**	**0.6**	**1.3**	**58.4**
Operating income before effects of business combinations (EBIT b. PPA)	**26.5**	**23.9**	**(0.4)**	**1.2**	**51.1**
Operating income / (loss) (EBIT)	**7.9**	**23.9**	**(5.2)**	**1.2**	**27.8**
Income / (loss) before taxes	**7.6**	**23.9**	**(5.4)**	**1.3**	**27.4**
Income taxes	0.9	(5.7)	(0.2)	(0.3)	(5.3)
Net income / (loss) (EAT)	**8.5**	**18.2**	**(5.5)**	**0.9**	**22.1**
of which attributable to TX Group	8.5	18.1	(5.5)	0.9	22.1
of which attributable to non-controlling interests	(0.0)	0.1	–	–	(0.0)
Net income / (loss) (EAT)	**8.5**	**18.2**	**(5.5)**	**0.9**	**22.1**
Other comprehensive income / (loss)	(0.6)	–	–	–	(0.6)
Total comprehensive income / (loss)	**7.9**	**18.2**	**(5.5)**	**0.9**	**21.5**
of which attributable to TX Group	7.9	18.2	(5.5)	0.9	21.5
of which attributable to non-controlling interests	(0.0)	0.1	–	–	(0.0)

1 The values shown relate to the shares of JobCloud AG, in which TX Group in turn holds a 50 per cent stake.

in CHF mn	SMG Swiss Marketplace Group AG	Karriere.at GmbH	Other associates	Joint ventures	Total
Share taken into account in the consolidation	31.0%	49.0%[1]	n.a.	n.a.	
2022					
Current assets	24.7	36.5	14.8	6.9	82.9
Non-current assets	871.9	12.5	34.5	4.9	923.9
Assets	**896.6**	**49.1**	**49.4**	**11.8**	**1 006.9**
Current liabilities	29.0	21.0	8.3	5.8	64.1
Non-current liabilities	68.2	0.4	6.0	0.4	75.0
Equity	799.4	27.7	35.0	5.6	867.8
of which attributable to TX Group	797.5	27.9	35.0	5.6	866.1
of which attributable to non-controlling shareholders	1.9	(0.2)	–	–	1.7
Liabilities and shareholders' equity	**896.6**	**49.1**	**49.4**	**11.8**	**1 006.9**
attributable to net result of associates / joint ventures					
Revenues	76.5	49.9	36.9	13.7	177.0
Operating income / (loss) before depreciation and amortisation (EBITDA)	**15.4**	**31.4**	**2.9**	**2.0**	**51.8**
Operating income before effects of business combinations (EBIT b. PPA)	**7.6**	**31.3**	**1.7**	**2.0**	**42.5**
Operating income / (loss) (EBIT)	**(38.3)**	**31.5**	**(6.9)**	**2.0**	**(11.6)**
Income / (loss) before taxes	**(38.3)**	**31.3**	**(6.9)**	**1.5**	**(12.4)**
Income taxes	3.8	(7.8)	(0.4)	(0.3)	(4.6)
Net income / (loss) (EAT)	(34.5)	23.6	(7.3)	1.2	(17.0)
of which attributable to TX Group	(34.3)	23.5	(7.4)	1.2	(17.1)
of which attributable to non-controlling interests	(0.1)	0.1	0.1	–	0.1
Net income / (loss) (EAT)	**(34.5)**	**23.6**	**(7.3)**	**1.2**	**(17.0)**
Other comprehensive income / (loss)	4.3	–	(0.0)	–	4.3
Total comprehensive income / (loss)	**(30.1)**	**23.6**	**(7.3)**	**1.2**	**(12.7)**
of which attributable to TX Group	(30.4)	23.6	(7.3)	1.2	(13.0)
of which attributable to non-controlling interests	0.3	–	–	–	0.3

1 The values shown relate to the shares of JobCloud AG, in which TX Group in turn holds a 50 per cent stake.

Except for VIRTUAL NETWORK S.A (30 June), all of the associates / joint ventures have a balance sheet date of 31 December under commercial law. As none of the associates / joint ventures have shares that are publicly traded, there are no published share prices. As most of the associates / joint ventures do not apply IFRS, their available financial statements have been adjusted to reflect IFRS principles, requiring estimates to be made in some cases. Adjustments may be necessary in the coming years if new information becomes available.

Details on transactions with associates / joint ventures are disclosed in Note 4.5.

Accounting policies

Investments in associates (i.e. companies in which TX Group directly or indirectly holds between 20 per cent and less than 50 per cent of the voting rights without exerting control over any financial and operational decisions, or less than 20 per cent of the voting rights where a significant influence can be exercised in another way) and in joint ventures are recognised using the equity method. The Group's shares in losses that exceed the acquisition cost are only recognised if TX Group has a legal or de facto obligation to share in further losses or to participate in any ongoing or initiated financial restructuring.

A distinction is made between joint ventures and joint operations when assessing joint arrangement companies. These companies are deemed to be joint ventures because, in all cases and on the basis of contractual agreements, TX Group exercises control over financial and operational decisions together with partners and holds rights to the company's net assets.

4.5 Related parties and companies

in CHF mn	Associates [1]		Joint ventures [1]		Employee benefit funds		Board of Directors and Group Management	
	2023	2022	2023	2022	2023	2022	2023	2022
Revenues	11.8	22.5	1.1	11.5	–	–	–	0.2
Operating expenses	(7.1)	(8.0)	(1.3)	(0.5)	(21.5)	(19.8)	–	–
Financial result	(0.3)	0.1	0.0	0.0	–	–	–	(0.0)
Trade accounts receivable	1.3	1.2	0.0	0.3	–	–	–	–
Other current receivables	0.3	0.3	0.6	0.7	–	–	–	–
Loan receivables	18.6	20.5	–	0.1	–	–	–	–
Current financial liabilities	0.3	–	–	–	–	–	–	–
Trade accounts payable	0.8	1.3	0.1	0.2	–	–	0.0	–
Non-current financial liabilities	–	–	–	2.5	–	–	–	–

1 Associates / joint ventures are accounted for in the annual financial statements using the equity method.

In addition to the transactions disclosed in the Compensation Report in relation to members of the Board of Directors and Group Management, TX Group did not achieve any material revenues with related parties. Compensation to the Board of Directors and Group Management and transactions with companies controlled by members of TX Group Board of Directors explained in Note 1.3 and in the Compensation Report are recognised under transactions with the Board of Directors and Group Management.

There are no guarantees in place in relation to loans receivable and trade accounts receivable / payable from / to related parties and companies.

Accounting policies

Transactions with associates, joint ventures and related parties are conducted on an arm's length basis. In addition to the information disclosed in this note, details relating to the compensation of the Board of Directors and Management Board are disclosed in the Compensation Report.

4.6 Other accounting policies and disclosures

Foreign currency conversion

The following exchange rates were applied to convert foreign currencies:

in CHF	2023	2022
Exchange rate at year's end		
1 EUR	0.93	0.98
1 USD	0.84	0.92
100 RSD	0.79	0.84
Average exchange rate		
1 EUR	0.97	1.01
1 USD	0.90	0.95
100 RSD	0.83	0.86

4.7 Events after the balance sheet date

dreifive Group

On 22 December 2023, Goldbach Group AG disclosed its intention to sell its shares in the dreifive Group to the Management. The sale price for shares and loans is CHF 7.3 million. Loan receivables as of the closing are due for repayment on an ongoing basis, but no later than 2029. The profit expected from the sale is to be recognised in the financial result on completion of the transaction, so probably in the second quarter of 2024.

Report of the statutory auditor

to the General Meeting of TX Group AG

Zurich

Report on the audit of the consolidated financial statements

Opinion

We have audited the consolidated financial statements of TX Group AG and its subsidiaries (the Group), which comprise the consolidated statement of comprehensive income for the year ended 31 December 2023, the consolidated balance sheet as at 31 December 2023, the consolidated statement of cash flows, the consolidated statement of changes in equity for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements (pages 61 to 115) give a true and fair view of the consolidated financial position of the Group as at 31 December 2023 and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards and comply with Swiss law.

Basis for opinion

We conducted our audit in accordance with Swiss law, International Standards on Auditing (ISAs) 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 consolidated financial statements' section of our report. We are independent of the Group in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, as well as the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code), 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.

Our audit approach

Overview

Overall Group materiality: CHF 8.5 million

We conducted full scope audit work for ten group entities (“full scope audits”). For one of these entities, the audit was performed by another audit firm. Our audit scope addressed 71% of the Group's revenue.

As key audit matter the following area of focus has been identified:

Valuation of goodwill and intangible assets with an indefinite useful life

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Materiality

The scope of our audit was influenced by our application of materiality. Our audit opinion aims to provide reasonable assurance that the consolidated financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall Group materiality for the consolidated financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and in aggregate, on the consolidated financial statements as a whole.

Overall Group materiality	CHF 8.5 million
Benchmark applied	Revenues
Rationale for the materiality benchmark applied	We chose revenues as the benchmark for our materiality calculation because it is in our opinion an important benchmark for the Group. Additionally, it is a generally accepted benchmark for materiality considerations.

We agreed with the Audit Committee that we would report to them misstatements above CHF 8.5 million identified during our audit as well as any misstatements below that amount which, in our view, warranted reporting for qualitative reasons.

Audit scope

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

The Group comprises the five business divisions of TX Markets, Goldbach, 20 Minuten, Tamedia and Group & Ventures. The Group is primarily active in Switzerland, although it owns some smaller foreign subsidiaries. From the ten entities subject to a full scope audit, nine entities were audited directly by the Group audit team.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Valuation of goodwill and intangible assets with an indefinite useful life

Key audit matter	How our audit addressed the key audit matter
Intangible assets comprise mainly goodwill and intangible assets with an indefinite useful life. The valuation of goodwill and intangible assets with an indefinite useful life is tested annually for each cash generating unit. To achieve this, the carrying value is compared with the recoverable amount, calculated as the net present value of the future cash flows (discounted cash flow or DCF method) of the cash generating unit in question. This requires assumptions to be made regarding the EBIT margin, the discount rate and the growth rate applied to the forecasted cash flows.	We performed the following specific audit procedures: - We assessed the composition of the cash-generating units on the basis of the criteria set out by IAS 36. - We assessed, with the support of an internal valuation expert, the appropriateness of the valuation model and tested it for logical consistency and mathematical correctness. - We compared the 2023 business results with the forecasts made in 2022 for the cash-generating units. This

The outlook for the cash generating units is evaluated using a standard forecasting model in a multi-stage process. This process considers external market data, past results and general economic forecasts. The cash flow projections are based on four-year business plans. Management has a defined process in place to make its forecasts for the business divisions. The Board of Directors monitors this process and assesses whether the assumptions used are in line with its previous approved business plans. We consider the assessment of the valuation of goodwill and intangible assets with an indefinite useful life to be a key audit matter because of its significance in the consolidated balance sheet. In addition, Management has considerable discretion when applying the DCF method.	allowed us to assess the accuracy of the forecasts made by Management. - We tested whether the business plans approved by the Board of Directors correspond to the forecasted developments in the impairment test. Additionally, we assessed and verified the approved business plans for reasonableness. - We compared the assumptions concerning the long-term growth of the cash generating units with economic and industry-specific forecasts. - We checked, with the support of internal experts, the applied discount rates against the cost of capital of the Group and comparable companies for reasonableness. - For each cash generating unit we compared the carrying value of the goodwill and intangible assets with an indefinite useful life to comparable companies using an alternative company valuation calculation based on industry-specific EBIT and revenue multipliers. - We tested the sensitivity analyses (stress tests) of the discount rate (WACC), growth rate and EBIT margin. We consider Management's approach and assumptions for assessing the valuation of goodwill and intangible assets with an indefinite useful life to be appropriate.

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 financial statements, the consolidated financial statements, the compensation report and our auditor's reports thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements 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 consolidated financial statements

The Board of Directors is responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with IFRS Accounting Standards and the provisions of Swiss law, and for such internal control as the Board of Directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Board of Directors is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are 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, ISAs 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 these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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 regarding 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.

From the matters communicated with the Board of Directors or its relevant committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

In accordance with article 728a para. 1 item 3 CO and PS-CH 890, we confirm the existence of an internal control system that has been designed, pursuant to the instructions of the Board of Directors, for the preparation of the consolidated financial statements.

We recommend that the consolidated financial statements submitted to you be approved.

PricewaterhouseCoopers AG

Norbert Kühnis	Kevin Müller
Licensed audit expert Auditor in charge	Licensed audit expert

Zurich, 1 March 2024

Annual Financial Statements of TX Group AG

Income statement

in CHF mn	Note	2023	2022 [1]
Media revenue		104.5	102.2
Other operating revenue and other income	5	76.7	94.6
Revenues		**181.2**	**196.9**
Cost of material and services		(35.4)	(45.0)
Personnel expense		(71.7)	(83.2)
Other operating expense	5	(65.8)	(60.5)
Operating income / (loss) before depreciation and amortisation (EBITDA)		**8.4**	**8.1**
Depreciation and amortisation of property, plant and equipment and intangible assets		(13.2)	(15.0)
Impairment on investments	5	(35.9)	(10.7)
Operating income / (loss) (EBIT)		**(40.8)**	**(17.5)**
Financial income	5	128.0	240.1
Financial expense	5	(5.6)	(2.9)
Net income / (loss) before taxes (EBT)		**81.7**	**219.7**
Direct taxes		(0.0)	(3.9)
Net income / (loss) (EAT)		**81.7**	**215.8**

1 In the previous year, impairment on investments was reported under financial expense. From 2023, this is disclosed under depreciation and amortisation. The previous year's figures were adjusted accordingly.

Balance sheet

in CHF mn	Note	31.12.2023	31.12.2022
Cash and cash equivalents		229.0	233.4
Trade accounts receivable	3	1.1	0.8
Other current receivables	3	79.4	77.5
Inventories		–	0.0
Accrued income and prepaid expenses	3	12.7	10.4
Current financial assets	4	17.2	88.7
Current assets		**339.5**	**410.8**
Non-current financial assets	3/4/8/12	362.3	241.5
Investments	7/8	980.3	986.9
Property, plant and equipment	4	150.3	149.3
Intangible assets		0.8	3.3
Non-current assets		**1 493.8**	**1 380.9**
Assets		**1 833.3**	**1 791.8**
Trade accounts payable	3	5.8	5.3
Current interest-bearing liabilities	3/4	32.2	43.3
Other current liabilities	3	91.1	80.2
Deferred revenues and accrued liabilities	3/4	13.8	16.1
Current provisions		2.2	0.5
Current liabilities		**145.2**	**145.3**
Non-current interest-bearing liabilities	3/4	94.6	86.1
Other non-current liabilities		0.0	0.0
Non-current provisions		1.8	1.7
Non-current liabilities		**96.5**	**87.8**
Liabilities		**241.6**	**233.1**
Share capital		106.0	106.0
Statutory capital reserves			
Reserves from capital contributions		0.1	0.1
Other capital reserves		27.0	27.0
Statutory capital reserves		27.1	27.1
General statutory reserve		53.0	53.0
Statutory retained earnings		53.0	53.0
Voluntary retained earnings	4	1 324.9	1 156.7
Net income / (loss)		81.7	215.8
Treasury shares	9	(0.9)	–
Shareholders' equity		**1 591.7**	**1 558.6**
Liabilities and shareholders' equity		**1 833.3**	**1 791.8**

Notes to the annual financial statements

TX Group AG, Zurich is the parent company of the TX Group. The direct and indirect investments held by TX Group AG are shown in Note 4.2 to the consolidated financial statements. TX Group AG chooses not to produce statements in accordance with a recognised standard, create a statement of cash flows or show information for larger companies on account of producing consolidated financial statements in accordance with IFRS.

The following overview reports the most significant products and services managed directly by the parent company:

Advertising and Free Media
- 20 Minuten
- 20 minutes

Shared Services
- Corporate Services
- Real Estate Management
- Technology / IT
- Management TX Ventures

1 Disclosures on the principles applied in the annual financial statements

These annual financial statements of TX Group AG, Zurich were prepared in compliance with the Swiss Code of Obligations (CO). The following significant principles were applied in the annual financial statements:

Cash and cash equivalents
Cash and cash equivalents include cash on hand, postal and bank account balances and time deposits with an original term of around three months, which are measured at nominal value.

Trade accounts receivable
Trade accounts receivable are recognised at their nominal value. Provision is made for the credit risk using any specific valuation allowances and the general valuation allowances permitted under tax law.

Financial assets
Current financial assets are measured at market price, and non-current financial assets are measured individually at cost less valuation allowances. Loans are measured individually at their nominal value less valuation allowances. Impairment testing is performed as of the balance sheet date in each case.

Investments
Investments are measured individually at cost less valuation allowances.

Property, plant and equipment and intangible assets
Property, plant and equipment and intangible assets are capitalised at cost and are depreciated / amortised indirectly. The straight-line method is used for depreciation and amortisation. Any immediate depreciation and amortisation within the limits permitted under tax law is carried out at the discretion of the company. The minimum capitalisation limit is CHF 5,000. Small acquisitions and investments that do not reach this amount are recognised directly as an expense.

Revenue recognition

Revenue from goods is recognised when the risks and rewards of ownership of the goods sold have been transferred to the buyer. Revenue from services is recognised at the time the service is rendered and is accrued at the end of the year, provided that this revenue is invoiced in another period.

Barter transactions

Services rendered in barter transactions are recognised in revenues. Services received in barter transactions are recognised under other operating expenses.

Forward exchange transactions

Forward exchange transactions are entered into to hedge the currency risk of the purchase of newsprint and magazine paper in a foreign currency. Negative market values of forward exchange transactions are recognised as current or non-current liabilities. Changes in measurement are disclosed in financial income.

2 Number of employees

The average annual number of staff is over 250 full-time employees for the period from 1 January to 31 December 2023 and for the equivalent period of the previous year.

3 Receivables and liabilities from / to investments

		2023	
in CHF mn	Investments	Third party	**Total**
Total assets			
Trade accounts receivable	0.7	0.4	**1.1**
Other current receivables	76.0	3.4	**79.4**
Accrued income and prepaid expenses	0.2	12.5	**12.7**
Non-current financial assets	169.0	193.3	**362.3**
Liabilities and shareholders' equity			
Trade accounts payable	0.7	5.1	**5.8**
Current interest-bearing liabilities	32.2	–	**32.2**
Other current liablities	84.3	6.9	**91.1**
Deferred revenues and current liablities	1.4	12.4	**13.8**
Non-current interest-bearing liabilities	94.0	0.6	**94.6**

		2022	
in CHF mn	Investments	Third party	**Total**
Total assets			
Trade accounts receivable	0.3	0.5	**0.8**
Other current receivables	75.7	1.8	**77.5**
Accrued income and prepaid expenses	0.4	10.0	**10.4**
Non-current financial assets	69.3	172.1	**241.5**
Liabilities and shareholders' equity			
Trade accounts payable	0.7	4.5	**5.3**
Current interest-bearing liabilities	43.3	–	**43.3**
Other current liablities	75.1	5.1	**80.2**
Deferred revenues and current liablities	0.7	15.4	**16.1**
Non-current interest-bearing liabilities	85.2	0.9	**86.1**

4 Notes and disclosures on additional balance sheet items

Current financial assets

in CHF mn	2023	2022
Money market fund	17.2	88.7
Total current financial assets	**17.2**	**88.7**

Non-current financial assets

in CHF mn	2023	2022
Loans to subsidiaries	169.0	69.3
Loans to third parties	156.8	149.5
Total loans	**325.9**	**218.8**
Shares in other investments	36.4	22.6
Other non-current financial assets (Lykke Coins)	0.0	0.0
Blocked account for subscription insurance and rental deposits	0.0	0.0
Total other financial assets	**36.5**	**22.7**
Total non-current financial assets	**362.3**	**241.5**

Property, plant and equipment

in CHF mn	2023	2022
Fixtures and fittings	3.6	2.5
IT equipment	3.3	3.5
Plant and machinery	11.3	12.5
Other movable property, plant and equipment	5.6	4.0
Total movable property, plant and equipment	**23.8**	**22.4**
Buildings	48.1	50.9
Land	56.1	56.1
Installations and building fixtures	21.8	19.1
Tenant fittings	0.5	0.7
Total immovable property, plant and equipment	**126.5**	**126.9**
Total property, plant and equipment	**150.3**	**149.3**

Current interest-bearing liabilities

in CHF mn	2023	2022
Current account liabilities	2.8	3.8
Other current interest-bearing liabilities	29.4	39.5
Total current interest-bearing liabilities	**32.2**	**43.3**

Deferred revenues and accrued liabilities

in CHF mn	2023	2022
Personnel	5.3	6.1
Direct taxes	1.1	2.4
Other deferred revenues and accrued liabilities	7.4	7.7
Total deferred revenues and accrued liabilities	**13.8**	**16.1**

Non-current interest-bearing liabilities

in CHF mn	2023	2022
Loans	94.0	85.2
Other non-current interest-bearing liabilities	0.6	0.9
Total non-current interest-bearing liabilities	**94.6**	**86.1**

Voluntary retained earnings

in CHF mn	2023	2022
Balance as of 1 January	**1 156.7**	**922.5**
Withdrawal / Allocation from appropriation of net income	168.1	234.2
Balance as of 31 December	**1 324.9**	**1 156.7**

5 Notes and disclosures on income statement items

Other revenue and other income

in CHF mn	2023	2022
Management fees	48.3	57.5
Revenue from real estate	23.1	27.8
Change in provisions for doubtful accounts	0.3	(0.4)
Other operating revenue	5.0	9.8
Total other operating revenue and other income	**76.7**	**94.6**

Other operating expenses

in CHF mn	2023	2022
Distribution and sales expenses	(10.8)	(10.4)
Advertising and PR expenses	(6.0)	(6.2)
Rent, lease payments and licences	(6.3)	(8.3)
Management fees	(20.5)	(13.2)
Other operating expenses	(22.2)	(22.5)
Total other operating expense	**(65.8)**	**(60.5)**

Financial result

in CHF mn	2023	2022
Interest income	14.2	8.6
Revenue from investments	83.2	192.8
Gain from sale of investments	0.1	21.4
Reversal of value adjustments of investments	29.0	16.3
Other financial income	1.5	1.1
Total financial income	**128.0**	**240.1**
Interest expense	(3.6)	(1.3)
Impairment on financial assets	(0.1)	(2.6)
Other financial expenses	(1.8)	1.0
Total financial expenses	**(5.6)**	**(2.9)**
Total financial result	**122.5**	**237.2**

6 Net reversal of hidden reserves

in CHF mn	2023	2022
Material net reversal of hidden reserves	4.1	5.9

7 Direct and indirect investments

The direct and indirect investments held by TX Group AG are disclosed in Note 4.2 to the consolidated financial statements.

8 Annual impairment testing of investments and loans

As of 31 December 2023, the investments and loans were tested for impairment. Their values in use were calculated using the discounted cash flow (DCF) method and the calculation led to a valuation allowance of CHF 0.1 million for loans (previous year: CHF 1.4 million). With regard to the investments, the analysis led to a reversal of value allowances of CHF 29.0 million (previous year: CHF 16.3 million) and a new valuation allowance of CHF 35.9 million (previous year: CHF 10.7 million).

9 Treasury shares

	2023		2022	
	number	in CHF 000	number	in CHF 000
Balance as of 1 January	–	0	5 709	670
Acquisition of treasury shares	8 787	906	1 140	143
Sale of treasury shares	–	–	(6 849)	(813)
Balance as of 31 December	**8 787**	**906**	**–**	**0**

Treasury shares were sold in connection with the profit participation programme for Group Management (see Note 3.2 to the consolidated financial statements).

10 Remaining amount of liabilities from leases equivalent to purchase agreements and other liabilities from leases, provided that they do not expire and cannot be terminated within twelve months of the balance sheet date

in CHF mn	2023	2022
Liabilities from leases equivalent to purchase agreements	0.0	–
Liabilities from fixed rental contracts	10.8	15.4

11 Liabilities to employee benefit funds

in CHF mn	2023	2022
Liabilities to employee benefit funds	0.5	0.0

12 Total amount of subordinated claims on loans

in CHF mn	2023	2022
Subordinated claims in favour of investments	56.4	46.6
Subordinated claims in favour of third parties	0.9	0.7

13 Total amount of assets used as collateral for the company's own liabilities and assets subject to retention of title

in CHF mn	2023	2022
Securities	–	–

14 Contingent liabilities

TX Group AG, Zurich has formed a VAT group with other Swiss group companies since 1 January 2017. The companies in this group are all jointly and severally liable for the VAT debts of the other members of the group.

15 Shares and options for corporate bodies and staff

	2023		2022	
	number	in CHF 000	number	in CHF 000
Shares allocated during financial year to members of the Management Board	423	63	341	51

The shares allotted are recognised at market value as of the respective balance sheet date.

16 Shareholdings of the Board of Directors and Group Management

The disclosure of compensation in accordance with the Ordinance against Excessive Remuneration in Listed Companies Limited by Shares can be found in the Compensation Report. Information on the shareholdings of the Board of Directors and the shareholdings of Group Management is also disclosed below in accordance with the provisions of the Swiss Code of Obligations Art. 663 c.

Board of Directors

	2023		2022	
No. of shares	Shares owned	Total shares [1] owned including those held by related parties	Shares owned	Total shares [1] owned including those held by related parties
Pietro Supino	33 338	1 439 160	33 338	1 439 160
Martin Kall	–	–	–	–
Pascale Bruderer	–	–	–	–
Stephanie Caspar	–	–	–	–
Claudia Coninx-Kaczynski	393 533	1 264 617	–	–
Sverre Munck	–	–	–	–
Konstantin Richter	28 229	737 795	28 229	737 795
Andreas Schulthess	–	–	586 222	1 256 633
Christoph Tonini	–	–	37 698	37 698

1 Including rights of usufruct and benefits.

Group Management

	2023		2022	
No. of shares	Shares owned	Total shares owned including those held by related parties	Shares owned	Total shares owned including those held by related parties
Pietro Supino [1]	–	–	–	–
Sandro Macciacchini	1 543	1 543	1 120	1 120
Daniel Mönch	–	–	–	–
Ursula Nötzli	–	400	–	400

1 The shares held by Pietro Supino are reported under shareholdings of the Board of Directors.

17 Shareholdings of major shareholders

Name	2023 [1]	2022 [1]	2021 [1]
Dr. Severin Coninx, Bern	13.20%	13.20%	13.20%
Rena Maya Coninx Supino, Zurich	12.95%	12.95%	12.95%
Dr. Hans Heinrich Coninx, Küsnacht	11.93%[2]	11.93%[2]	11.93%[2]
Fabia Schulthess, Zurich	5.53%	5.53%	5.53%
Andreas Schulthess, Wettswil a.A.	5.53%	5.53%	5.53%
Ellermann Lawena Stiftung, FL-Vaduz	6.87%	6.87%	6.87%
Ellermann Pyrit GmbH, D-Stuttgart	3.94%	4.20%	4.20%
Ellermann Rappenstein Stiftung, FL-Vaduz	5.86%	5.86%	5.86%
Other members of the shareholders' agreement	3.05%[3]	3.05%[3]	3.04%[3]
Total members of the shareholders' agreement	**68.84%**	**69.11%**	**69.10%**
Regula Hauser-Coninx, Weggis	**4.63%**	**4.63%**	**4.63%**
Tweedy Browne Company LLC	**4.59%**	**4.59%**	**4.59%**
Epicea AG, Bern	3.25%	3.25%	3.25%
Medien- und Unternehmungsförderungsstiftung FERS, Bern	0.69%	0.69%[4]	0.00%
Franziska Reinhardt-Scherz, Muri b. Bern	0.00%	0.00%	0.69%
Medien- und Unternehmungsförderungsstiftung FERS	**3.94%**	**3.94%**	**3.94%**

1 The disclosures as of 31 December relate to the total of 10.6 million registered shares issued.
2 Of which rights to usufruct in relation to 393,234 registered shares in the name of Martin Coninx (Männedorf), rights of usufruct in relation to 393,233 registered shares in the name of Claudia Isabella Coninx-Kaczynski (Zollikon) and rights to usufruct in relation to 393,233 registered shares in the name of Christoph Coninx (Oetwil an der Limmat).
3 The other members of the shareholders' agreement are:
Beatrice Calcagni
Pietro Calcagni
Prof. Dr. Anna Coninx Mona
Erbengemeinschaft Annette Coninx Kull
Caspar Coninx
Christoph Coninx
Claudia Isabella Coninx-Kaczynski
Franziska Nicolasina Coninx
Salome Coninx
Martin Coninx
Philipp Coninx
Luca Kaczynski
Tatjana Kaczynski
Antonia Kaestner
Clara Kaestner
Dr. Franziska Kaestner-Richter
Moritz Kaestner
Antje Landshoff-Ellermann
Saskia Landshoff
Hanna Marti
Konstantin Richter
Sabine Richter-Ellermann
Dr. Anna P. Supino Calcagni
Dr. Pietro Supino
4 Due to a death, the shareholding of Franziska Reinhardt-Scherz (417,342 registered shares of TX Group AG or 3.94 per cent of the share capital) is now owned by Medien- und Unternehmungsförderungsstiftung FERS, Bern.

18 Important events after the balance sheet date

See Note 4.7 to the consolidated financial statements.

The Board of Directors' proposed appropriation of available earnings

For the 2023 financial year, in view of the free cash flow, the Board of Directors will propose to the Annual General Meeting that a regular dividend per share of CHF 2.00 shall be distributed. The Board of Directors of the TX Group still intends to distribute to shareholders the cash inflow of CHF 135 million resulting from the merger of the digital marketplaces into SMG Swiss Marketplace Group. The special dividend is to be paid over three years, starting in 2022, each time in the amount of CHF 4.20 per share and financial year. In total, the Board of Directors of the TX Group is proposing a dividend in the amount of CHF 6.20 per share for the 2023 financial year. Subject to the approval of shareholders at the Annual General Meeting on 19 April 2024, dividends will be paid on 25 April 2024 to shareholders registered as at 24 April 2024.

in CHF mn	2023	2022
At the disposal of the General Meeting:		
Balance brought forward	–	–
Net income / (loss)	81.7	215.8
Retained earnings	**81.7**	**215.8**
Proposal of the Board of Directors:		
Retained earnings	**81.7**	**215.8**
Dividend payment	(65.7)	(47.7)
Allocation to voluntary retained earnings	(16.0)	(168.1)
Balance to be carried forward	**–**	–

Zurich, 1 March 2024

On behalf of the Board of Directors

Chairman
Pietro Supino

Chief Operating Officer (COO)
Sandro Macciacchini

Report of the statutory auditor

to the General Meeting of TX Group AG

Zurich

Report on the audit of the financial statements

Opinion

We have audited the financial statements of TX Group AG (the Company), which comprise the income statement for the year ended 31 December 2023, the balance sheet as at 31 December 2023, and notes to the annual financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements (pages 121 to 130) comply with Swiss law and the Company's articles of incorporation.

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 financial statements' 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.

Our audit approach

Overview

Overall materiality: CHF 7 million

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the financial statements as a whole, taking into account the structure of the Company, the accounting processes and controls, and the industry in which the Company operates.

As key audit matter the following area of focus has been identified:

Valuation of investments and loans to subsidiaries

Materiality

The scope of our audit was influenced by our application of materiality. Our audit opinion aims to provide reasonable assurance that the financial statements are free from material misstatement. Misstatements may arise due to fraud or

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error. They are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall materiality for the financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and in aggregate, on the financial statements as a whole.

Overall materiality	CHF 7 million
Benchmark applied	Total assets
Rationale for the materiality benchmark applied	We chose total assets as the benchmark for materiality calculation because TX Group AG is a holding company and it is a generally accepted benchmark for materiality considerations.

We agreed with the Audit Committee that we would report to them misstatements above CHF 0.7 million identified during our audit as well as any misstatements below that amount which, in our view, warranted reporting for qualitative reasons.

Audit scope

We designed our audit by determining materiality and assessing the risks of material misstatement in the financial statements. In particular, we considered where subjective judgements were made; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Valuation of investments and loans to subsidiaries

Key audit matter	How our audit addressed the key audit matter
As at 31 December 2023, TX Group AG has investments in subsidiaries in the amount of CHF 980 million and loans to subsidiaries in the amount of CHF 169 million. Investments are measured individually at cost less valuation allowances. Loans to subsidiaries are measured individually at cost less valuation allowances. The valuations of investments and loans are assessed annually. Management has a defined process in place to make its forecasts for the separate business divisions. The Board of Directors monitors this process and assesses whether the assumptions used are in line with the business plans that it has approved. We consider the assessment of the valuation of investments and loans to subsidiaries to be a key audit matter because of its significance in the balance sheet. In addition, Management has considerable discretion when applying valuation models.	We performed the following specific audit procedures: - We assessed, with the support of an internal valuation expert, the appropriateness of the valuation model and tested it for logical consistency and mathematical correctness. - We compared the 2023 business results with the forecasts made in 2022. This allowed us to retrospectively assess the accuracy of the estimates made by Management. - We compared the assumptions concerning long-term growth with economic and industry-specific forecasts. - We compared the discount rates with the costs of capital of the Group and of comparable companies.

We consider Management's approach and assumptions for assessing the valuation of investments and loans to subsidiaries appropriate.

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 financial statements, the consolidated financial statements, the compensation report and our auditor's reports thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements 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 financial statements

The Board of Directors is responsible for the preparation of financial statements in accordance with the provisions of Swiss law and the Company's articles of incorporation, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are 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 these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, 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.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty

exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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 regarding 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.

From the matters communicated with the Board of Directors or its relevant committee, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

In accordance with article 728a para. 1 item 3 CO and PS-CH 890, we confirm the existence of an internal control system that has been designed, pursuant to the instructions of the Board of Directors, for the preparation of the financial statements.

We further confirm that the Board of Directors' proposed appropriation of available earnings complies with Swiss law and the Company's articles of incorporation. We recommend that the financial statements submitted to you be approved.

PricewaterhouseCoopers AG

Norbert Kühnis	Kevin Müller
Licensed audit expert Auditor in charge	Licensed audit expert

Zurich, 1 March 2024

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Legal notice
TX Group Corporate Communications (project management)
General secretary's office (coordination of Board of Directors)
MADE Identity AG (concept and design)
MDD Management Digital Data AG, Zurich (production)
Apostroph Luzern AG (translation and proofreading)

Electronic Annual Report and downloads at:
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