

Zurich, 05 April 2022

To the shareholders of EFG International AG

Invitation to the 17th Annual General Meeting

Friday, 29 April 2022, 14:30 (**no public attendance**)

at the headquarters of EFG International AG, Bleicherweg 8, 8001 Zurich, Switzerland

In light of the ongoing COVID-19 situation, the 2022 Annual General Meeting will be held without the personal attendance of shareholders. As we always greatly value having direct contact with our shareholders at our Annual General Meetings, we hope that once the current health crisis has passed, we can return to our tradition of meeting with you in person at the next Annual General Meeting. Please refer to the section "Administrative details" at the end of this invitation for instructions on how to exercise your voting rights.

Agenda items and proposals of the Board of Directors

(English translation of the German original)

1. Management report, financial statements and consolidated financial statements for 2021; reports of the auditors

Proposal of the Board of Directors:

Approval of the management report, financial statements, and consolidated financial statements for 2021 and acknowledgment of the reports of the auditors.

2. Approval of the distribution of the preferred dividend by EFG Finance (Guernsey) Limited in favour of the holders of class B shares of EFG Finance (Guernsey) Limited

Background:

Dividend distributions by EFG Finance (Guernsey) Limited to the holders of non-voting class B shares of EFG Finance (Guernsey) Limited in connection with the EFG Fiduciary Certificates require the approval of the general meeting of EFG International AG (see article 13 of the Articles of Association of EFG International AG). On 18 February 2022, EFG International AG announced an offer to buy back Class B Shares issued by EFG Finance (Guernsey). Accordingly, no dividend will be paid for the period of 30 April 2022 to 30 October 2022. The dividend for the preceding period amounts to EUR 36,867.41.

Proposal of the Board of Directors:

Approval of the preferred dividend distribution to EUR 36,867.41 by EFG Finance (Guernsey) Limited to the holders of non-voting class B shares of EFG Finance (Guernsey) Limited.

3. Allocation of results and dividend by way of distribution out of reserves from capital contributions

3.1 Allocation of results

Background:

The net profit of CHF 122,174,549 for the business year 2021 shall be carried forward:

Negative retained earnings (brought forward from previous year)	CHF	-1,012,662,541
<u>Net profit for 2021</u>	CHF	<u>122,174,549</u>
Balance to be carried forward	CHF	-890,487,992

Proposal of the Board of Directors:

Approval of the negative retained earnings of CHF -890,487,992 (comprising the profit for 2021 of CHF 122,174,549 and the negative retained earnings brought forward from the previous year of CHF -1,012,662,541 to be carried forward to the new accounts).

3.2 Dividend by way of distribution out of reserves from capital contributions

Background:

According to article 13 paragraph 6 of the Articles of Association of EFG International AG, a preferred dividend pertaining to the participation certificates of class B shall be made before any other dividend payment. Upon approval of the Board of Directors' proposal under agenda item 2, the holders of the participation certificates' entitlement to a preferred dividend lapses according to article 13 of the Articles of Association of EFG International AG. Therefore, the following proposal of the Board of Directors concerning a dividend by way of distribution out of reserves from capital contributions is subject to the condition that the proposal under agenda item 2 is approved by the Annual General Meeting.

The Board of Directors proposes a dividend to the shareholders by way of distribution out of reserves from capital contributions of CHF 0.36 per registered share, amounting to a total distribution of CHF 109.4 million (the actual total distribution amount may be higher than indicated, depending on the number of shares entitled to dividends issued as of the last trading day with entitlement to receive the dividend). Such distribution charged to the reserves from capital contributions would not be subject to 35% Swiss withholding tax. EFG International AG will not make this repayment of reserves from capital contributions on registered shares held in treasury at the time of distribution as well as on registered shares held for certain former employees, which are, as per the applicable incentive plan, not entitled to dividends at the time of distribution.

Provided that the Board of Directors' below proposal on a dividend by way of distribution out of reserves from capital contributions is approved, the distribution will be made on 06 May 2022 (ex-dividend date: 04 May 2022).

Proposal of the Board of Directors:

Subject to the condition that the proposal under agenda item 2 is approved: approval of a dividend by way of distribution to the shareholders out of reserves from capital contributions of CHF 0.36 per share.

4. Discharge of the members of the Board of Directors and the Executive Committee

Proposal of the Board of Directors:

Granting discharge from liability to the members of the Board of Directors and the Executive Committee for their services in the business year 2021.

5. Replacement of authorised share capital

Background:

The existing authorised share capital of EFG International AG authorising the Board of Directors to increase the share capital by no more than CHF 23,513,515.50 by issuing no more than 47,027,031 fully paid-up registered shares with a face value of CHF 0.50 each will expire on 29 April 2022. The Board of Directors proposes that the existing authorised share capital be replaced as follows: implementing of an authorised share capital of no more than CHF 22,500,000 by issuing no more than 45,000,000 fully paid-up registered shares with a nominal value of CHF 0.50 each until 29 April 2024. The terms under which registered shares would be issued are amended to also cover share issuances to members of the Board of Directors, members of the Executive Committee, other officers or employees at all levels of EFG International AG and its group companies (see also agenda item 7). As a result, EFG International AG maintains its flexibility to increase its share capital by issuing registered shares.

The proposed new wording of article 3a of the Articles of Association of EFG International AG is shown in the annex.

Proposal of the Board of Directors:

Approval of implementation of a new authorised share capital in a maximum amount of CHF 22,500,000, authorising the Board of Directors to issue up to 45,000,000 registered shares with a nominal value of CHF 0.50 each until 29 April 2024 and approval of amendment to article 3a of the Articles of Association of EFG International AG as shown in the annex.

6. Increase of conditional share capital

Background:

According to article 3b of the Articles of Association, EFG International AG is entitled to increase its share capital by no more than CHF 5,489,138 by issuing no more than 10,978,276 fully paid-up registered shares with a nominal value of CHF 0.50 each upon exercise of option rights or in connection with similar rights regarding employee shares (including existing or future restricted stock units [RSUs]) granted to officers and employees of EFG International AG and its group companies. The figures reflect the status of the conditional share capital under article 3b of the Articles of Association of EFG International AG as per 31 December 2021.

In order to meet obligations in connection with exercised option rights under existing and future employee incentive plans, the Board of Directors proposes the currently outstanding conditional capital be increased by no more than CHF 2,150,000 by issuing no more than 4,300,000 fully paid-up registered shares with a nominal value of CHF 0.50 each. The proposed increase of the conditional capital represents approximately 1.4% of the total share capital issued.

The proposed new wording of article 3b of the Articles of Association of EFG International AG is set forth in the annex.

Proposal of the Board of Directors:

The Board of Directors proposes that the conditional capital be increased and that article 3b of the Articles of Association of EFG International AG be amended as shown in the annex.

7. Amendments to the Articles of Association regarding the compensation mechanism

Background:

The Board of Directors proposes that the articles 32 and 35 of EFG International AG's Articles of Association be amended. The amendments are proposed to allow for a compensation of the members of the Board of Directors and the Executive Committee in shares of EFG International AG instead of options on such shares and/or RSUs only.

For further details, see the proposed amendments to articles 32 and 35 of the Articles of Association of EFG International AG as set forth in the annex.

Proposal of the Board of Directors:

The Board of Directors proposes that articles 32 and 35 of the Articles of Association of EFG International AG be amended as shown in the annex.

8. Approval of the compensation of the Board of Directors and the Executive Committee

In accordance with article 18 para. 2 of the Articles of Association, the following aggregate maximum compensation amounts, which are proposed to be approved by the Annual General Meeting, are deemed to include all social security and pension contributions, where applicable.

8.1 Approval of the aggregate maximum fixed compensation of the Board of Directors

Proposal of the Board of Directors:

Approval of the aggregate maximum amount of CHF 3,745,000 of fixed compensation for the members of the Board of Directors to be paid and awarded respectively for the term of office from the 2022 Annual General Meeting to the closure of the 2023 Annual General Meeting.

8.2 Approval of the aggregate maximum fixed compensation of the Executive Committee

Proposal of the Board of Directors:

Approval of the aggregate maximum amount of CHF 8,000,000 of fixed compensation for the members of the Executive Committee to be paid and awarded respectively in the business year 2022.

8.3 Approval of the aggregate maximum variable compensation of the Executive Committee

Proposal of the Board of Directors:

Approval of the aggregate maximum amount of CHF 7,745,000 of variable compensation for the members of the Executive Committee to be paid and awarded respectively in 2022 based on the performance in the business year 2021.

9. Re-election of the members of the Board of Directors and the Chair

Background:

The current members of the Board of Directors have all provided valuable services to EFG International AG and all stand for re-election.

All elections will be carried out individually.

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

Re-election of Susanne Brandenberger, Emmanuel L. Bussetil, Peter A. Fanconi, Roberto Isolani, Carlo M. Lombardini, Steven M. Jacobs, John S. Latsis, Périclès Petalas, Stuart M. Robertson, Bernd-A. von Maltzan, and Yok Tak Amy Yip as members of the Board of Directors each for a one-year term of office until the closure of the next Annual General Meeting.

9.2 Re-election of the Chair

Proposal of the Board of Directors:

Re-election of Mr. Peter A. Fanconi as the Chair of the Board of Directors for a one-year term of office until the closure of the next Annual General Meeting.

10. Re-election of the members of the Remuneration & Nomination Committee

Background:

The current members of the Remuneration & Nomination Committee have all provided valuable services to EFG International AG and all stand for re-election.

All elections will be carried out individually.

Proposal of the Board of Directors:

Re-election of Emmanuel L. Bussetil, Peter A. Fanconi, Steven M. Jacobs, Périclès Petalas, and Bernd-A. von Maltzan as members of the Remuneration & Nomination Committee each for a one-year term of office until the closure of the next Annual General Meeting.

11. Re-election of the independent shareholders' representative (independent proxy)

Proposal of the Board of Directors:

Re-election of the law firm ADROIT Attorneys, Zurich, as independent proxy for a one-year term of office until the closure of the next Annual General Meeting.

12. Re-election of the auditors

Proposal of the Board of Directors:

Re-election of PricewaterhouseCoopers SA, Geneva, as auditors for a one-year term of office.

Administrative details:

Please note that shareholders are not allowed to attend the Annual General Meeting in person based on Article 27 of the Ordinance 3 on measures to combat the coronavirus (COVID-19). Shareholders will only be able to vote their shares by giving a power of attorney and related instructions to the independent proxy, either by returning the proxy form or by exercising their voting rights online.

The Annual Report 2021 (including the compensation report 2021) and the reports of the auditors are available for inspection at the domicile of the company. The Annual Report 2021 (including the compensation report 2021) is also available on the internet (www.efginternational.com/financial-reporting). These documents will also be sent to shareholders at their request.

Enclosed with the invitation sent to shareholders is the proxy form, which can only be used to grant a power of attorney to the independent proxy, ADROIT Attorneys, Zurich. Shareholders who wish to grant a proxy are kindly asked to complete the enclosed form and return it until 26 April 2022 at the latest (date of receipt) by mail to the following address: EFG International AG, c/o Computershare Schweiz AG, Baslerstrasse 90, P.O. Box, CH-4601 Olten, Switzerland.

Shareholders may also grant a power to the independent proxy by exercising their voting rights online using their personal voting code set out in the proxy form by 27 April 2022 at 23.59 pm. Shareholders who exercise their voting rights online are asked not to return their proxy form.

Shareholders registered with voting rights in the share register as at 14 April 2022 will be authorised to vote at the Annual General Meeting. From 14 April 2022 to and including 29 April 2022, no entries will be made in the share register which would create a right to vote at the Annual General Meeting.

Shareholders who sell part or all their shares before the Annual General Meeting are no longer entitled to vote to that extent.

Shareholders may only be represented by the independent proxy, ADROIT Attorneys, Zurich. For further details shareholders may consult the proxy form.

Zurich, 05 April 2022

EFG International AG
On behalf of the Board of Directors



Chair
Peter A. Fanconi