

Zurich, 04 April 2019

To the shareholders of EFG International AG

Invitation to the 14th Annual General Meeting

Friday, 26 April 2019, 15:00 (doors open at 14:30)
at Metropol, Fraumünsterstrasse 12, CH-8001 Zurich

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 2018; reports of the auditors

Proposal of the Board of Directors:

Approval of the management report, financial statements, and consolidated financial statements for 2018 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). Pursuant to the terms of the EFG fiduciary certificates, the exact amount of the dividend distributions will be calculated on 18 April 2019.

Proposal of the Board of Directors:

The Board of Directors proposes the preferred dividend distribution by EFG Finance (Guernsey) Limited to the holders of non-voting class B shares of EFG Finance (Guernsey) Limited to be approved. The amount to be distributed will be determined on 18 April 2019 and will be announced at the Annual General Meeting (the dividend is estimated to amount to approximately EUR 200,000 for the remaining non-voting class B shares).

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

3.1. Allocation of results

Background:

The total loss for the business year 2018 shall be carried forward:

Negative retained earnings (brought forward from previous year)	CHF	-990,164,440
<u>Net loss for 2018</u>	CHF	<u>-36,870,259</u>
Balance to be carried forward	CHF	-1,027,034,699

Proposal of the Board of Directors:

Approval of the negative retained earnings of CHF -1,027,034,699 (comprising the loss for 2018 of CHF -36,870,259 and the negative retained earnings brought forward from the previous year of CHF -990,164,440) 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 shares 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 being 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 amounting to CHF 0.30 per registered share, amounting to a total distribution of about CHF 86.0 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 03 May 2019 (ex-dividend date: 30 April 2019).

Proposal of the Board of Directors:

Subject to the condition that the proposal under agenda item 2 is being approved: Approval of a dividend by way of distribution to the shareholders out of reserves from capital contributions of CHF 0.30 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 2018.

5. Amendments to the Articles of Association regarding the variable compensation mechanism

Background:

The Board of Directors proposes that the articles 18, 33, 35 and 35a of EFG International AG's Articles of Association be amended, primarily in view of the implementation of a long term incentive plan ("LTIP") for EFG International AG's senior management. The LTIP shall be implemented to underline management's commitment to achieving EFG International AG's targets, to further align management's interests with shareholders' interests through increased stock based remuneration, and to honour valuable employees as well as to incentivise long-lasting employment relationships.

For further details see the proposed amendments to articles 18, 33, 35 and 35a 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 18, 33, 35 and 35a of the Articles of Association of EFG International AG be amended as shown in the annex.

6. Approval of compensation

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

6.1. 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 3,650,000 of fixed compensation for the members of the Board of Directors to be paid and awarded respectively for the term of office from the 2019 Annual General Meeting until the closure of the 2020 Annual General Meeting.

6.2. 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 7,600,000 of fixed compensation for the members of the Executive Committee to be paid and awarded respectively in the business year 2019.

6.3. 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 4,652,001 of variable compensation for the members of the Executive Committee to be paid and awarded respectively in 2019 based on the performance in the business year 2018.

6.4. Approval of the aggregate maximum variable long-term compensation of the Executive Committee

Background:

The Board of Directors intends to implement the LTIP for EFG International Group's senior management for the reasons outlined under agenda item 5. The LTIP to be implemented shall be a one-time plan covering a three years performance period starting in 2019 and rewarding senior management's achievement based on financial and business targets. The base case scenario provides for the allocation of a certain number of restricted stock units (RSUs) to senior management (including, subject to shareholders' approval, the Executive Committee) over the three

year cycle of the LTIP. 2,600,000 RSUs are planned to be allocated to members of the Executive Committee, being participants in the LTIP, at the start of the LTIP in 2019 as per the below proposal of the Board of Directors. The allocation reflects the currently envisaged total maximum award under the LTIP to the current members of Executive Committee. Depending on the degree of achievement during the performance period and the Board of Directors' assessment of the Executive Committee's performance over the performance period, a second allocation may take place at the end of the term of the LTIP, subject to approval by the 2022 AGM or a certain part up to the full award may be subject to forfeiture. Awards will only vest if at least 75% of the financial targets and the minimum of the business targets set are being reached. The actual percentage of the financial targets being achieved may, for the purpose of calculating awards under the LTIP, be reduced based on risk and conduct aspects. The RSUs granted shall, under normal circumstances, vest in three equal instalments in April 2022, April 2023 and April 2024, subject mainly to a service condition (continuing employment). For further details see section 5.2.2 of the Compensation Report.

Proposal of the Board of Directors:

Approving the aggregate maximum amount of CHF 17,290,000 of variable long-term compensation for the members of the Executive Committee to be awarded in the business year 2019.

For further information please consult the 2018 Compensation Report which is available electronically under www.efginternational.com/financial-reporting as well as in printed form upon request.

7. 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 – except for Messrs. Fong Seng Tee, Daniel Zuberbühler, and Michael N. Higgin, who decided not to seek another term of office. The Board of Directors sincerely thanks them for years of distinguished service for EFG International AG.

All elections will be carried out individually.

7.1. Re-election of the members of the Board of Directors

Re-election of Susanne Brandenberger, Niccolò H. Burki, Emmanuel L. Bussetil, Roberto Isolani, Steven M. Jacobs, Spiro J. Latsis, John S. Latsis, Périclès Petalas, Stuart M. Robertson, Bernd-A. von Maltzan and John A. Williamson as members of the Board of Directors each for a one year term of office until the closure of the next Annual General Meeting.

7.2. Re-election of the Chair

Proposal of the Board of Directors:

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

8. 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 Niccolò H. Burki, Emmanuel L. Bussetil, Steven M. Jacobs, Périclès Petalas, Bernd-A. von Maltzan and John A. Williamson as members of the Remuneration & Nomination Committee each for a one-year term of office until the closure of the next Annual General Meeting.

9. 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.

10. 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:

The annual report 2018 (including the compensation report 2018) and the reports of the auditors are available for inspection at the domicile of the company. The annual report 2018 (including the compensation report 2018) 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 application and proxy form which can be used to order the admission card or to grant a power of attorney to the independent proxy, ADROIT Attorneys, Zurich or to a third party. Shareholders who wish to attend the Annual General Meeting in person or grant a proxy are kindly asked to complete the enclosed form and return it until 22 April 2019 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 exercise their voting rights online using their personal voting code set out in the application and proxy form. Shareholders who exercise their voting rights online are asked not to return their application and proxy form.

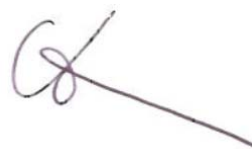
Shareholders registered with voting rights in the share register as at 11 April 2019 will be authorised to participate and to vote at the Annual General Meeting. They will receive their admission card and voting material upon returning the enclosed application and proxy form. From 12 April 2019 to and including 26 April 2019, 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. They are requested to return or to exchange their admission card and voting material.

Shareholders who do not attend the Annual General Meeting in person and who do not exercise their voting rights online may be represented by a third party based on a written power of attorney or by the independent proxy, ADROIT Attorneys, Zurich, pursuant to the articles 8 et seq. of the Ordinance against Excessive Compensation with respect to Listed Companies. For further details shareholders may consult the application and proxy form.

Zurich, 04 April 2019

EFG International AG
On behalf of the Board of Directors



Chair
John A. Williamson