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# Invitation to the 21<sup>st</sup> Annual General Meeting

Date: 20 March 2026, 2:30 PM (physical meeting, doors open at 2:00 PM)

Place: Park Hyatt, Beethovenstrasse 21, Zurich, Switzerland

# 2026

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Zurich, 25 February 2026

# To the *shareholders* of EFG International AG

## 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 2025; REPORTS OF THE AUDITORS

**Background:**

As required under Swiss law, the Annual General Meeting approves the management report and the financial statements. The management report, consolidated financial statements and statutory financial statements for the business year 2025 are available to the shareholders online at [www.efginternational.com/financial-reporting](http://www.efginternational.com/financial-reporting).

**Proposal of the Board of Directors:**

Approval of the management report, financial statements, and consolidated financial statements for the business year 2025 and acknowledgment of the reports of the auditors.

### 2. CONSULTATIVE VOTE ON THE COMPENSATION REPORT FOR 2025

**Background:**

The compensation report contains the principles governing the compensation of the Board of Directors and the Executive Committee and the amounts paid or awarded to members of such bodies for the business year 2025. The vote has no binding effect. The compensation report for the business year 2025 forms part of the annual report for the business year 2025 and is available to the shareholders online at [www.efginternational.com/financial-reporting](http://www.efginternational.com/financial-reporting).

**Proposal of the Board of Directors:**

Endorsement of the compensation report for the business year 2025 (non-binding consultative vote).

### 3. VOTE ON THE SUSTAINABILITY REPORT FOR 2025

**Background:**

The sustainability report contains a description of EFG International AG's impact on the environment as well as societal concerns related to employees, human rights and corruption and covers both mandatory elements under Swiss law and some additional voluntary disclosure according to Global Reporting Initiative (GRI) standards. The sustainability report is submitted to the General Meeting for approval as required under Swiss law. The sustainability report for the business year 2025 is available online at <https://www.efginternational.com/about/sustainability.html>.

**Proposal of the Board of Directors:**

Approval of the sustainability report for the business year 2025.

## 4. ALLOCATION OF RESULTS; DIVIDEND BY WAY OF DISTRIBUTION OUT OF RESERVES FROM CAPITAL CONTRIBUTIONS

### 4.1 ALLOCATION OF RESULTS

#### Background:

Under Swiss law, the General Meeting is competent to pass resolutions on the appropriation of available earnings. The total profit of CHF 209,096,528 for the business year 2025 shall be carried forward.

Negative retained earnings (brought forward from previous year)	CHF	-402,544,061
Net profit for 2025	CHF	209,096,528
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Balance to be carried forward	CHF	-193,447,533
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#### Proposal of the Board of Directors:

Approval of the negative retained earnings of CHF -193,447,533 (comprising the profit for 2025 of CHF 209,096,528 and the negative retained earnings brought forward from the previous year of CHF -402,544,061) to be carried forward to the new accounts.

### 4.2 DIVIDEND BY WAY OF DISTRIBUTION OUT OF RESERVES FROM CAPITAL CONTRIBUTIONS

#### Background:

The Board of Directors proposes a dividend to the shareholders by way of distribution out of reserves from capital contributions amounting to CHF 0.65 per registered share, amounting to a total distribution of ca. CHF 193,900,000 (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 distribution out of reserves from capital contributions on registered shares held in treasury 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 contribution is approved, the distribution will be made on 30 March 2026 (ex-dividend date: 26 March 2026).

#### Proposal of the Board of Directors:

Approval of a dividend by way of distribution to the shareholders out of reserves from capital contributions of CHF 0.65 per share.

## 5. DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE COMMITTEE

#### Background:

Under Swiss law, the General Meeting is competent to grant discharge to the governing bodies.

#### Proposal of the Board of Directors:

Granting discharge from liability to the members of the Board of Directors and the Executive Committee for their service in the business year 2025.

## 6. APPROVAL OF COMPENSATION

### **Background:**

According to article 18 of the EFG International AG's Articles of Association, the General Meeting approves separately the proposals of the Board of Directors on fixed and variable 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 proposed to be approved by the Annual General Meeting are deemed to include all social security and pension contributions, where applicable and not stated otherwise.

### 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 5,200,000 of fixed compensation for the members of the Board of Directors to be paid and awarded respectively for the term of office from the 2026 Annual General Meeting until the closure of the 2027 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 10,000,000 of fixed compensation for the members of the Executive Committee to be paid and awarded respectively in the business year 2026.

### 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 13,152,000 of variable compensation for the members of the Executive Committee to be paid and awarded respectively in the business year 2026 based on the performance in the business year 2025.

### 6.4 APPROVAL OF THE AGGREGATE MAXIMUM VARIABLE LONG-TERM COMPENSATION OF THE EXECUTIVE COMMITTEE

#### **Background:**

The Board of Directors intends to implement the next long-term incentive plan ("LTIP") for EFG International's senior management, including, subject to shareholders' approval, the Executive Committee. The LTIP to be implemented shall be a plan covering a three-year performance period starting in 2026 (LTIP 2026-2028).

In the base case scenario, restricted stock units ("RSUs") and shares, for the equivalent of 6.2 million shares in EFG International AG, will be awarded to senior management, including, subject to shareholders' approval, the Executive Committee. Subject to meeting minimum thresholds of all targets and depending on the performance achieved, the award will be within 55% to 150% of the base case allocation, corresponding to the percentage achievement of each target, and any reduction due to risk and conduct aspects.

For the participating members of the Executive Committee, the currently envisaged maximum award is 2,325,000 RSUs/shares (150% of the allocation in the base case scenario, equivalent to an aggregate maximum amount of CHF 44,965,000, based on a share price of CHF 19.34 corresponding to the VWAP between 23 November 2025 and 31 December 2025). Subject to shareholders' approval, this maximum award will be allocated at the start of the LTIP, with special restrictions and rules regarding forfeiture. The figure proposed for shareholders' approval below reflects such envisaged maximum award (not including social security and pension contributions). For further details, see section 1.4 of the Compensation Report ("*Long-term Incentive Plan (LTIP) performance award*").

**Proposal of the Board of Directors:**

Approval of the aggregate maximum amount of CHF 44,965,000 (plus applicable statutory and regulatory social security and pension contributions when and as applicable) of variable long-term compensation for the members of the Executive Committee to be awarded in the business year 2026.

**7. 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.

**7.1 ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS****Proposal of the Board of Directors:**

Re-election of the current members Emmanuel L. Bussetil, Yvonne Bettkober, Alexander Classen, Boris F.J. Collardi, Luisa Deplazes de Andrade Delgado, Wanda Eriksen, Roberto Isolani, John S. Latsis, Maria Leistner, Philip J. Lofts, Carlo M. Lombardini and Konstantinos Tsiveriotis as members of the Board of Directors, each for a one-year term of office until the closure of the next Annual General Meeting.

The elections will be carried out individually.

**7.2 ELECTION OF THE CHAIR****Background:**

Alexander Classen stands for re-election for another term of office.

**Proposal of the Board of Directors:**

Re-election of Alexander Classen as Chair of the Board of Directors for a one-year term of office until the closure of the next Annual General Meeting.

**8. ELECTION OF THE MEMBERS OF THE REMUNERATION AND NOMINATION COMMITTEE****Background:**

The current members of the Remuneration and Nomination Committee have all provided valuable services to EFG International AG and stand for re-election. In addition, the Board of Directors proposes adding Luisa Deplazes de Andrade Delgado as new member to the Remuneration and Nomination Committee.

All elections will be carried out individually.

**Proposal of the Board of Directors:**

Re-election of the current members of the Remuneration and Nomination Committee, Emmanuel L. Bussetil, Alexander Classen, Boris F. J. Collardi, Roberto Isolani and Philip J. Lofts and election of Luisa Deplazes de Andrade Delgado as members of the Remuneration and Nomination Committee, each for a one-year term of office until the closure of the next Annual General Meeting.

**9. ELECTION OF THE INDEPENDENT SHAREHOLDERS' REPRESENTATIVE (INDEPENDENT PROXY)****Background:**

The General Meeting is competent to elect the independent proxy. ADROIT Attorneys has indicated acting as independent proxy for another term of office if re-elected.

**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. ELECTION OF THE AUDITORS****Background:**

The General Meeting is competent to elect the auditors. PricewaterhouseCoopers SA, Geneva, has indicated to act as auditor for another term of office if re-elected.

**Proposal of the Board of Directors:**

Re-election of PricewaterhouseCoopers SA, Geneva, as auditors for a one-year term of office until the closure of the next Annual General Meeting.

**11. AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND INTRODUCTION OF A CONVERSION CAPITAL****Background:**

EFG International AG maintains a robust capital framework significantly exceeding the regulatory minimum applicable to EFG Group. In furtherance of its ongoing commitment to strengthening the growth and competitiveness of EFG International AG, the Board of Directors intends to create the underlying basis for Additional Tier 1 bonds ("AT1 bonds") that include a mechanism for conversion into shares of EFG International AG upon the occurrence of certain pre-defined trigger events, thereby enabling EFG International AG to absorb losses and strengthen its capital base in periods of financial distress. AT1 bonds form part of the regulatory capital that banks are required to hold under Swiss law and the Basel capital standards. The ability to issue AT1 bonds as convertible securities, rather than as write-down instruments, enables EFG International AG to comply with regulatory capital requirements more efficiently.

In light of the foregoing, the Board of Directors proposes creating conversion capital pursuant to the new article 3d of the Articles of Association. Such conversion capital is distinct from the capital band and conditional share capital set out in articles 3a, 3b and 3c of the Articles of Association. The conversion capital will be established in accordance with the Swiss Banking Act and is intended exclusively for the issuance of the necessary number of shares of EFG International AG upon conversion of AT1 bonds; it does not permit capital increases for any other purposes. The adoption of the proposed conversion capital would provide EFG International AG with the flexibility to execute future AT1 bond issuances at opportune times, taking advantage of favourable economic and market conditions, while supporting efficient compliance with regulatory capital requirements and strengthening the EFG Group's resilience under stress conditions.

The proposed conversion capital would, upon the occurrence of trigger events, allow for the issuance of up to 50,000,000 new registered shares with a nominal value of CHF 0.50 each through conversion, representing approximately 16.30 % of EFG International AG's share capital registered in the commercial register as at 31 December 2025, with such newly issued shares to be delivered to holders of the relevant financial instruments at the time of conversion. The number of shares to be issued upon conversion will be determined in accordance with the contractual conversion formula specified in the terms and conditions of the AT1 bonds. These terms include the definition of the trigger event, the conversion rate, and applicable anti-dilution provisions.

The exact wording and further details relating to the proposed new article 3d of the Articles of Association can be found in the annex to the invitation published in the Swiss Official Gazette of Commerce, which sets forth a comparison of the current and proposed versions of the Articles of Association. The annex is available online at the following link <https://www.efginternational.com/ch/investors/annual-general-meeting.html>.

**Proposal of the Board of Directors:**

Implementation of article 3d to the Articles of Association of EFG International AG as shown in the annex.

# Administrative details

**The Annual Report 2025 (including the compensation report 2025 and the reports of the auditors) as well as the Sustainability Report 2025 are available on the internet: [www.efginternational.com/financial-reporting](http://www.efginternational.com/financial-reporting).**

Enclosed with the invitation sent to shareholders is the application and proxy form that 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 16 March 2026 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, 4601 Olten, Switzerland.

Shareholders may also grant a power of attorney to the independent proxy by exercising their voting rights online using their personal voting code set out in the proxy form until 18 March 2026. 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 05 March 2026, 5:00 PM CET (closing of share register), will be authorised to vote at the Annual General Meeting. They will receive the admission card and voting material after sending the application and proxy form. From 06 March 2026 to and including 20 March 2026, 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 attorneys) or by the independent proxy, ADROIT Attorney, Zurich. For further details, shareholders may consult the application and proxy form.

Zurich, 25 February 2026

**EFG International AG**

On behalf of the Board of Directors



**Chair**

Alexander Classen

**Annex:** Proposed changes to the Articles of Association