

Zurich, April 3, 2013

To the Shareholders of EFG International AG

Invitation to the 8th Annual General Meeting

Friday, April 26, 2013, 14.30 (doors open at 14.00)

at ConventionPoint, SIX Swiss Exchange AG, Selnaustrasse 30, 8001 Zurich

Agenda and proposals of the Board of Directors

(English translation of the German original)

1. Annual report, annual accounts and consolidated financial statements for 2012; reports of the auditors

Proposal of the Board of Directors:

Approval of the annual report, annual accounts and consolidated financial statements for 2012 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 holders of 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. Pursuant to the terms of the EFG Fiduciary Certificates the exact amount of the dividend distributions will be calculated on April 22, 2013.

Proposal of the Board of Directors:

Approval of the preferred dividend in the estimated amount of EUR 8'466'000 (the exact amount will be fixed on April 22, 2013, and announced at the Annual General Meeting).

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

3.1 Allocation of profit

Background:

The Board of Directors is proposing under agenda item 3.2 that a distribution is made to shareholders out of reserves from capital contributions. The total net profit 2012 shall be set-off against the negative retained earnings brought forward from previous year:

Negative retained earnings (brought forward from previous year)	CHF	-1'214'500'000
Net profit for 2012	CHF	73'200'000
Balance to be carried forward	CHF	-1'141'300'000

Proposal of the Board of Directors:

Approval of the negative retained earnings of CHF -1'141'300'000 (comprising net profit 2012 of CHF 73'200'000 set-off against negative retained earnings brought forward from previous year of CHF -1'214'500'000) to be carried forward to the next annual accounts.

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

Background:

Upon approval of the Board of Directors' proposal under agenda item 2 the holders of participation certificates' entitlement to preferred dividends lapses according to article 13 paragraph 3 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 on the proviso that the Annual General Meeting approves agenda item 2.

The Board of Directors is proposing a dividend to shareholders by way of distribution out of reserves from capital contributions. The Board of Directors proposes the distribution of CHF 0.10 per registered share out of reserves from capital contributions. 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 EFG International 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 contributions be approved, the distribution will be payable on May 7, 2013 (ex-date: April 30, 2013).

Proposal of the Board of Directors:

Approval of dividend by way of distribution to the shareholders out of reserves from capital contributions of CHF 0.10 per share, amounting to a total distribution of about CHF 14.7 million (depending on the number of shares issued as of the last trading day with entitlement to receive the dividend, i.e. April 29, 2013).

4. Discharge of the Board of Directors and of the Management

Proposal of the Board of Directors:

Approval of granting discharge to the members of the Board of Directors and of the Management for their services in the business year 2012.

5. Amendment of the Articles of Association – Amendment of conditional capital for employee share option plan

Background:

Without changing the current amount of conditional share capital the Board of Directors wishes to clarify the scope of application of the conditional share capital for the employee share option plan by amending the wording of article 3b of the Articles of Association to explicitly cover the so called restricted stock units (RSU). As a result, EFG International AG's flexibility to let officers and employees participate in the company is maintained and transparency is improved.

The proposed new wording of article 3b of the Articles of Association is shown in the Annex.

Proposal of the Board of Directors:

Approval of the amendment of the conditional share capital and the corresponding amendment of article 3b of the Articles of Association as shown in the Annex.

6. Reduction of participation capital

Background:

On December 12, 2012, EFG Funding (Guernsey) Limited ("**EFG Funding**"), a subsidiary of EFG International AG, made an invitation to all holders of EFG Fiduciary Certificates (the "**Certificates**"), issued on a fiduciary basis by Banque de Luxembourg (the "**Fiduciary**"), to offer to sell their Certificates for cash (the "**Offer**"). Subsequently, 251'399 Certificates were tendered to EFG Funding. Upon settlement of the Offer on January 31, 2013, EFG Funding surrendered to the Fiduciary the 251'399 tendered Certificates against delivery of – among others – 251'399 registered participation certificates of class B with a face value of CHF 15 per certificate in EFG International AG. EFG Funding then sold the 251'399 registered participation certificates of class B to EFG International AG at their nominal value for the purpose of cancellation by way of capital reduction. The Board of Directors, therefore, proposes to the Annual General Meeting 2013 a corresponding reduction of the participation capital through cancellation of the acquired registered participation certificates of class B.

The corresponding proposed new wording of article 8 of the Articles of Association is shown in the Annex.

Proposal of the Board of Directors:

- Approval of the reduction of the participation capital of currently CHF 3'971'715 by CHF 3'770'985 to CHF 200'730 by way of cancellation of 251'399 registered participation certificates of class B with a face value of CH 15 per certificate and the dissolution of the reserves for treasury participation certificates in the amount of CHF 3'770'985;
- Acknowledgement of the result of the report of the state supervised auditing enterprise, PricewaterhouseCoopers SA, Geneva, in accordance with article 732 paragraph 2 Code of Obligations confirming that the claims of the creditors are fully covered despite the reduction of the participation capital; and
- Approval of the corresponding amendment of article 8 of the Articles of Association as shown in the Annex.

7. Elections to the Board of Directors

Background:

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

To further enrich the Board of Directors' strong entrepreneurial background and extensive business experience, the Board of Directors proposes to elect Messrs. Dr. Nico H. Burki and Bernd-A. von Maltzan as members of the Board of Directors.

Nico H. Burki:

Dr. Nico H. Burki was born in 1950 and is a Swiss citizen. Dr. Burki practices as an attorney-at-law, as a certified Swiss tax expert, and as a Trust and Estate Practitioner (TEP). Prior to establishing Burki Attorneys-at-Law in Zürich (Zollikon) in 1997, Dr. Burki worked as a tax lawyer for Arthur Andersen AG in Zürich prior to joining the law firm of Bär & Karrer, of which he became a partner in 1989. Dr. Burki is a graduate of the University of St. Gallen (lic.oec. HSG) and holds a doctorate in law from the University of Basel (Dr. iur.).

Bernd-A. von Maltzan:

Dr. Bernd-A. von Maltzan was born in 1949 and is a German citizen. He spent his entire career until 2012 with Deutsche Bank and held various positions, among others as Divisional Board Member and Global Head of Private Banking and ultimately as Divisional Board member and Vice Chairman Private Wealth Management in Frankfurt. Dr. von Maltzan studied economics at

the universities of Munich and Bonn and holds a doctorate in Business Administration (Dr. rer.pol.) from the University of Bonn.

Proposal of the Board of Directors:

Re-election of Messrs. Jean Pierre Cuoni, Emmanuel Leonard Bussetil, Spiro J. Latsis, Hugh Napier Matthews, Pericles-Paul Petalas, Hans Niederer, Erwin Richard Caduff and Michael Norland Higgin each for a one year term of office.

Election of Messrs. Nico H. Burki and Bernd-A. von Maltzan for a one year term of office.

The elections will be carried out individually.

8. Elections of the Auditors

Proposal of the Board of Directors:

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

Administrative Details

The annual report 2012 and the reports of the Auditors are available for inspection at the domicile of the company. The annual report 2012 is also available on the internet (www.efginternational.com/financial-reporting). These documents can also be sent to Shareholders at their request.

Enclosed with the invitation sent to Shareholders is a reply form which can be used to order the admission card or to grant a proxy. Shareholders who wish to attend the General Meeting in person or grant a proxy are kindly asked to complete the enclosed reply form and return it as soon as possible by mail to the following address: EFG International AG, c/o SIX SAG AG, Baslerstrasse 90, Postfach, CH-4601 Olten, Switzerland.

Shareholders registered with voting rights in the share register as of April 11, 2013 will be authorized to participate and to vote at the General Meeting. They will receive their admission card and voting material upon returning the enclosed registration form. From April 11, 2013 to April 26, 2013, 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 may be represented by proxy by a third party, by EFG International AG or by the independent representative pursuant to article 689c of the Swiss Code of Obligations ("CO"), lic. iur. Daniel Lampert, attorney at law, LAMPERT Attorneys at law, Claridenstrasse 40, CH-8002 Zurich. If the independent representative does not receive written voting instruction for some or all of the proposals, he will vote in favour of the Board of Director's proposals. Custodian bank representatives as defined by article 689d CO, are requested to inform EFG International AG, c/o SIX SAG AG, Baslerstrasse 90, Postfach, CH-4601 Olten, Tel:+41 58 399 6174, Fax: +41 58 499 6195, by April 26, 2013, 14.00 at the latest, of the number of shares they represent. Custodian bank representatives are considered to be institutions subject to the Swiss Federal Law on Banks and Savings Banks as well as professional asset managers.

Zurich, April 3, 2013

EFG International AG
On behalf of the Board of Directors

The Chairman
Jean Pierre Cuoni

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ANNEX

Amended Provisions of the Articles of Association

(Material amendments printed in bold letters)

Article 3b

*The share capital of the company may be increased by no more than CHF 2'282'500 by issuing no more than 4'565'000 fully paid up registered shares with a face value of CHF 0.50 each, upon the exercise of option rights **or in connection with similar rights regarding employee shares (including existing or future restricted stock units (RSU))** granted to officers and employees at all levels of the company and its group companies **according to respective regulations of the board of directors**. The **pre-emptive rights and the advance** subscription rights of the shareholders and the participants are excluded. The acquisition of registered shares **based on this Article 3b** and every subsequent transfer of these registered shares shall be subject to the transfer restrictions pursuant to Article 6 of the Articles of Association.*

*The conditions for the allocation and exercise of the option rights **and with respect to similar rights are determined** by the board of directors. The shares may be issued at a price below the market price.*

Article 8

*The participation capital of the company amounts to CHF **200'730** and is divided into **13'382** registered participation certificates of class B with a face value of CHF 15 per certificate; the participation certificates of class B are fully paid up.*

The participation certificates do not confer any voting rights or any rights related thereto, neither the right to make a motion to initiate a special audit (Art. 656c CO).

The legal provisions and the provisions contained in the articles of association pertaining to the share capital, the shares and the shareholders shall also apply to the participation certificate capital, the participation certificates, and the holders of participation certificates, provided there are no contrary provisions under the law or in the articles of association.