

Zurich, 05 April 2018

To the shareholders of EFG International AG

Invitation to the 13th Annual General Meeting

Friday, 27 April 2018, 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 2017; reports of the auditors

Proposal of the Board of Directors:

The Board of Directors proposes that EFG International's management report, financial statements and consolidated financial statements for 2017 be approved and the reports of the auditors be acknowledged.

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 20 April 2018.

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 20 April 2018 and will be announced at the Annual General Meeting (the dividend is estimated to amount to approximately EUR 3,500,000).

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

3.1. Allocation of results

Background:

The total net income for 2017 shall be set-off against the negative retained earnings brought forward from the previous year:

Negative retained earnings (brought forward from previous year)	CHF - 1,212,663,249
Net income for 2017	CHF 222,398,809
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Balance to be carried forward	CHF - 990,264,440

Proposal of the Board of Directors:

The Board of Directors proposes that the net loss of CHF -990,264,440 (comprising net income for 2017 of CHF 222,398,809 set off against negative retained earnings brought forward from the previous year of CHF -1,212,663,249) be carried forward to the new account.

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 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 the distribution of a dividend payable out of capital contribution reserves is subject to Annual General Meeting's approval of the Board of Directors' proposal under agenda item 2.

The Board of Directors proposes a dividend distribution to the shareholders of CHF 0.25 per registered share payable out of capital contribution reserves. The proposed distribution 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.

Provided that the Board of Directors' below proposal on a dividend payable out of capital contribution reserves is approved, the distribution will be made on 04 May 2018 (ex-dividend date: 02 May 2018).

Proposal of the Board of Directors:

Subject to the approval of agenda item 2: The Board of Directors proposes a dividend distribution of CHF 0.25 per share to shareholders out of capital contribution reserves, amounting to a total distribution of approximately CHF 72.5 million (depending on the total number of shares issued as of the last trading day with entitlement to receive the dividend).

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

Proposal of the Board of Directors:

The Board of Directors proposes that the members of the Board of Directors and the Executive Committee be granted discharge from liability for their services rendered in the business years 2016 and 2017.

5. Amendments to the Articles of Association

5.1. Increase of conditional share capital

Background:

According to article 3b of the current Articles of Association, EFG International AG is entitled to increase its share capital by no more than CHF 1,681,158 by issuing no more than 3,362,316 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.

In order to meet obligations in connection with exercised option rights under existing and future employee incentive plans, the Board of Directors proposes that the conditional capital be increased by no more than CHF 3,750,000 by issuing no more than 7,500,000 fully paid-up registered shares with a nominal value of CHF 0.50 each. The proposed increase of the conditional capital represents approximately 2.5% 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.

5.2. Renewal and increase 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 2,390,131 will expire on 28 April 2018. The Board of Directors proposes that the existing authorised share capital be renewed and increased and therewith replaced as follows: implementing of an authorised share capital of no more than CHF 25,000,000 by issuing no more than 50,000,000 fully paid-up registered shares until 27 April 2020. The terms under which registered shares would be issued remain unchanged compared to the current Articles of Association. 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:

The Board of Directors proposes that a renewed and increased authorised share capital be implemented in a maximum amount of CHF 25,000,000, authorising the Board of Directors to issue up to 50,000,000 registered shares with a nominal value of CHF 0.50 until 27 April 2020 and that article 3a of the Articles of Association of EFG International AG be amended as shown in the annex.

5.3. Amendments regarding the variable compensation mechanism

Background:

The Board of Directors proposes that the articles 32 and 35 of EFG International's Articles of Association be amended, implementing the possibility to prolong the deferral period upon non-achievement of pre-defined targets, and complementing the progressive vesting by the alternative of a cliff vesting (e.g. achievement of targets or end of deferral or vesting period).

For further details see the proposed amendment of article 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.

5.4. Further amendments to the Articles of Association

Background:

The proposed amendments include further specifications or are of an editorial nature.

The material proposed amendments of the Articles of Association are set forth in the annex. Amendments of mere editorial nature are not depicted in the annex. A full compare version of the Articles of Association is available for inspection at the domicile of EFG International AG, can be downloaded under the following link: www.efginternational.com/agm and will be sent to shareholders at their request.

Proposal of the Board of Directors:

The Board of Directors proposes that articles 3, 6, 7, 8, 9, 12, 13, 14, 17, 18, 28, 29, 33, 34, 36, 36a and 40 of the Articles of Association of EFG International AG be amended as shown in the annex and in the full compare version of the Articles of Association, respectively.

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

In accordance with article 18 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.

6.1. Approval of the maximum aggregate fixed compensation of the Board of Directors

Proposal of the Board of Directors:

The Board of Directors proposes approving the total maximum amount of CHF 3,950,000 of fixed compensation for the members of the Board of Directors to be paid and awarded respectively for the term of office from the 2018 Annual General Meeting to the closure of the 2019 Annual General Meeting.

6.2. Approval of the maximum aggregate fixed compensation of the Executive Committee

Proposal of the Board of Directors:

The Board of Directors proposes approving the total maximum amount of CHF 13,800,000 of fixed compensation for the members of the Executive Committee to be paid and awarded respectively in the business year 2018.

6.3. Approval of the aggregate variable compensation of the Executive Committee

Proposal of the Board of Directors:

The Board of Directors proposes approving the total amount of CHF 13,260,946 of variable compensation for the members of the Executive Committee to be paid and awarded respectively in 2018 based on the performance in the business year 2017.

For further information please consult the 2017 compensation report which is available electronically under www.efginternational.com/financial-reporting as well as in printed form upon request.

7. Re-election and 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.

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

Proposal of the Board of Directors:

The Board of Directors proposes to re-elect Susanne Brandenberger, Niccolò H. Burki, Emmanuel L. Bussetil, Michael N. Higgin, Roberto Isolani, Steven M. Jacobs, Spiro J. Latsis, Bernd-A. von Maltzan, Périclès Petalas, John A. Williamson, and Daniel Zuberbühler 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. Election of new members of the Board of Directors

Proposal of the Board of Directors:

The Board of Directors proposes to elect John Spiro Latsis, Stuart M. Robertson and Fong Seng Tee as new members of the Board of Directors, each for a term of office until the closure of the next Annual General Meeting; with the election of John Spiro Latsis and Fong Seng Tee being effective immediately and the election of Stuart M. Robertson being effective as of 01 October 2018.

Biographies of the candidates:

Fong Seng Tee brings with him almost 40 years of international banking experience and has held several leadership roles during his career. Mr. Tee is the Chairman of EFG's Advisory Board for Asia, effective as of January 2018, and, simultaneously, the Dean's Fellow in Lee Kong Chian School of Business in Singapore Management University.

Fong Seng Tee will join EFG from Credit Suisse, where he served in various senior management positions in the bank's Private Banking division in the Asia Pacific region since 2009. In his most recent role, he was Vice Chairman Private Banking in the Asia Pacific region. From 2013 to 2016, Mr. Tee served as Chief Executive of Credit Suisse's Hong Kong Branch and Head of Market Greater China. Prior to that, he was Head of Market South East Asia. Before joining Credit Suisse, he held various management positions at UBS, including the role of Deputy Branch Manager in Singapore from 2007 to 2009. From 2007 to 2013, Mr. Tee chaired the Wealth Management Steering Committee at the Institute of Banking and Finance Singapore (IBF) and from 2008 to 2013, he served as the Chairman of the Private Banking Industry Group Competency and Manpower Committee. Fong Seng Tee is a Chartered Management Accountant (ACMA, London) and holds a Bachelor of Business Administration from the National University of Singapore.

John Spiro Latsis has in-depth knowledge of the financial industry. Dr Latsis is the Managing Director of Gestron Services SA. He is also an active member of a number of committees and Boards of Directors. Amongst others, he is a member of the Board of Directors of EFG European Financial Group since 2016, Chairman of the SETE Property Committee since 2014, and a member of the Board of the La Tour Holding SA since 2018. He is also a member of the Council and the Finance Committee of the International Latsis Foundation and is the Chairman of the Foundation Board and the Investment Committee of the Independent Social Research Foundation.

Dr Latsis has extensive academic experience. He is a member of the Higher Education Academy of the United Kingdom and holds a bachelor's degree in philosophy, politics and economics from the

University of Oxford, a master's degree in philosophy from the London School of Economics, and a PhD in the history and philosophy of science from the University of Cambridge. He has held academic positions at the University of Oxford and Harvard University during a thirteen-year academic career. He currently remains an Associate Professor at Henley Business School, part of the University of Reading. Dr Latsis has published more than 25 articles, chapters and edited books and is an active research scholar. Dr John Spiro Latsis is both a British and Greek citizen and was born in 1977.

Stuart M. Robertson has over 25 years of experience in the Swiss financial services sector in both audit and consulting and has a profound understanding of the Swiss regulatory, accounting and tax landscape. Throughout his career, Mr. Robertson has advised and audited many global institutions, managed numerous complex projects in the areas of growth, M&A, strategy and transformation, performance, and as well as risk and regulatory topics. Mr. Robertson has been working with KPMG since 1999, where he has held a number of leadership positions and managed teams of up to two hundred people. He is currently a member of the Board of Directors of KPMG. In addition, since 2011, he holds the role of Global Lead Partner and caters to the needs of a wide array of clients in the financial sector and beyond. Stuart M. Robertson is a member of the Institute of Chartered Accountants of Scotland and of the Swiss Institute of Certified Accountants and Tax Consultants. In addition, Mr. Robertson holds a master's degree from the University of St. Andrews and a diploma in accounting from the Heriot-Watt University. He holds both Swiss and British citizenships.

7.3. Re-election of the Chair

Proposal of the Board of Directors:

The Board of Directors proposes to re-elect Mr. John A. Williamson as Chair of the Board of Directors for a term of office of one year 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:

The Board of Directors proposes to re-elect 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 for a term of office of one year 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:

The Board of Directors proposes to re-elect the law firm ADROIT Attorneys, Zurich, as independent proxy for a term of office of one year until the closure of the next Annual General Meeting.

10. Re-election of the auditors

Proposal of the Board of Directors:

The Board of Directors proposes to re-elect PricewaterhouseCoopers SA, Geneva, as auditors for a term of office of one year.

Administrative details

The annual report 2017 (including the compensation report 2017) and the reports of the auditors as well as a full compare version of the Articles of Association are available for inspection at the domicile of the company. The annual report 2017 (including the compensation report 2017) as well as a full compare version of the Articles of Association are available on the internet www.efginternational.com/financial-reporting and www.efginternational.com/agm. 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 proxy. 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 23 April 2018 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 of attorney to the independent proxy, ADROIT Attorneys, Zurich, and exercise their voting rights online using their personal voting code set out in the application and proxy form. Shareholders are asked not to return their application and proxy form in case they grant power of attorney to the independent proxy and register their instructions online.

Shareholders registered with voting rights in the share register as at 11 April 2018 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 11 April 2018 to 27 April 2018, 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 written proxy by a third party 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, 05 April 2018

EFG International AG

On behalf of the Board of Directors



Chair
John A. Williamson

Annex: Revised Articles of Association¹

Current version	New version
<p style="text-align: center;">Article 3</p> <p>The Company's share capital amounts to CHF 144,858,634 (one hundred forty-four million, eight hundred fifty-eight thousand six hundred thirty-four Swiss francs), divided into 289,717,268 registered shares with a face value of CHF 0.50 each; the shares are fully paid-up.</p>	<p style="text-align: center;">Article 3</p> <p>The Company's share capital amounts to CHF 144,858,634 (one hundred forty-four million, eight hundred fifty-eight thousand six hundred thirty-four Swiss francs), divided into 289,717,268 registered shares with a face value of CHF 0.50 each; the shares are fully paid-up.</p>
<p style="text-align: center;">Article 3a</p> <p>The board of directors (the "Board of Directors") is authorised, at any time until 28 April 2018, to increase the share capital by no more than CHF 2,390,131 by issuing no more than 4,780,262 fully paid up registered shares with a face value of CHF 0.50 each. Partial increases shall be permissible. The newly issued registered shares are subject to the transfer limitation pursuant to Article 6 of the Articles of Association. The Board of Directors is authorised to exclude subscription rights of the shareholders and the participants in favour of third parties if the new shares are to be used (i) for the acquisition of companies or of participations in companies, through an exchange of shares or (ii) for the financing or refinancing of the acquisition of companies or of participations in companies. The issue price of the newly issued registered shares, the date for entitlement for dividends and the type of contribution (including contribution in kind) shall be determined by the Board of Directors.</p>	<p style="text-align: center;">Article 3a</p> <p>The board of directors (the "Board of Directors") is authorised, at any time until 27 April 2020, to increase the share capital by no more than CHF 25,000,000 by issuing no more than 50,000,000 fully paid up registered shares with a face value of CHF 0.50 each. Partial increases shall be permissible. The newly issued registered shares are subject to the transfer limitation pursuant to Article 6 of the Articles of Association. The Board of Directors is authorised to exclude subscription rights of the shareholders and the participants in favour of third parties if the new shares are to be used (i) for the acquisition of companies or of participations in companies, through an exchange of shares or (ii) for the financing or refinancing of the acquisition of companies or of participations in companies. The issue price of the newly issued registered shares, the date for entitlement for dividends and the type of contribution (including contribution in kind) shall be determined by the Board of Directors.</p>
<p style="text-align: center;">Article 3b</p> <p>The share capital of the Company may be increased by no more than CHF 1,681,158 by issuing no more than 3,362,316 fully paid up registered shares with a face value of CHF</p>	<p style="text-align: center;">Article 3b</p> <p>The share capital of the Company may be increased by no more than CHF 5,431,158 by issuing no more than 10,862,316 fully paid up registered shares with a face value of CHF 0.50 each, upon the exercise of option rights or in</p>

¹ The entire Articles of Association and a full compare version thereof can be found under www.efginternational.com/agm. The document is also available for inspection at the domicile of the company and will be sent to the shareholders at their request.

"[...]" means that the relevant part of the respective article of the Articles of Association remains unchanged.

<p>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 (RSUs)) 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 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. [...]</p>	<p>connection with similar rights regarding employee shares (including existing or future restricted stock units (RSUs)) 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 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. [...]</p>
<p style="text-align: center;">Article 18</p> <p>Each year the General Meeting approves separately the proposals of the Board of Directors on the aggregate maximum amounts of:</p> <p>a) the fixed compensation of the Board of Directors pursuant to Article 32 below that can be paid and awarded respectively for the term of office until the closure of the next annual General Meeting;</p> <p>b) the variable compensation of the Board of Directors pursuant to Article 32 below that can be paid and awarded respectively in the current year based on the performance in the business year preceding the annual General Meeting;</p> <p>c) the fixed compensation of the Executive Committee pursuant to Article 33 below that can be paid and awarded respectively in the current year;</p> <p>d) the variable compensation of the Executive Committee pursuant to Article 35 below that can be paid and awarded respectively in the current year based on the performance in the business year preceding the annual General Meeting. [...]</p>	<p style="text-align: center;">Article 18</p> <p>Each year the General Meeting approves separately the proposals of the Board of Directors on the aggregate maximum amounts of:</p> <p>a) the fixed compensation of the Board of Directors pursuant to Article 32 below that can be paid and awarded respectively for the term of office until the closure of the next annual General Meeting;</p> <p>b) the variable compensation of the Board of Directors pursuant to Article 32 and 35a below that can be paid and awarded respectively in the current business year based on the performance in the business year preceding the annual General Meeting;</p> <p>c) the fixed compensation of the Executive Committee pursuant to Article 33 below that can be paid and awarded respectively in the current year;</p> <p>d) the variable compensation of the Executive Committee pursuant to Article 33 and 35 below that can be paid and awarded respectively in the current business year based on the performance in the business year preceding the annual General Meeting. [...]</p>
<p style="text-align: center;">Article 32</p> <p>[...]</p> <p>b) variable compensation paid in cash and/or awarded in equity or equity linked instruments in accordance with Article 35a below. [...]</p> <p>Options regarding shares in the Company ("Options") and/or RSUs granted as fixed</p>	<p style="text-align: center;">Article 32</p> <p>[...]</p> <p>b) a variable compensation paid in cash and/or awarded in equity or equity linked instruments in accordance with Article 35a below. [...]</p> <p>Options regarding shares in the Company ("Options") and/or RSUs granted as fixed base</p>

<p>base fee to the members of the Board of Directors follow the rules of the Company's Equity Incentive Plan (the "EIP"). Options/RSUs under the EIP are deferred over a minimum period of three years with progressive vesting. In case a member of the Board of Directors resigns, does not stand for re-election, is not re-elected or his/her mandate otherwise terminates its Options/RSUs may be subject to accelerated vesting to the extent permitted by applicable law. [...]</p>	<p>fee to the members of the Board of Directors follow the rules of the Company's Equity Incentive Plan (the "EIP"). Options/RSUs under the EIP are deferred over a minimum period of three years and may be subject to a with progressive or cliff vesting. In case a member of the Board of Directors resigns, does not stand for re-election, is not re-elected or his/her mandate otherwise terminates its Options/RSUs may be subject to accelerated vesting to the extent permitted by applicable law. [...]</p>
<p style="text-align: center;">Article 33</p> <p>The compensation of the members of the Executive Committee which is subject to the approval by the General Meeting comprises compensation paid by the Company and/or a direct or indirect subsidiary of the Company and consists of:</p> <p>a) A fix base salary paid in cash; and</p> <p>b) Variable compensation paid in cash and/or awarded in equity or equity linked instruments in accordance with Article 35 below.</p>	<p style="text-align: center;">Article 33</p> <p>The compensation of the members of the Executive Committee which is subject to the approval by the General Meeting comprises compensation paid by the Company and/or a direct or indirect subsidiary of the Company and may consists of:</p> <p>a) a a fixed base salary paid in cash; and</p> <p>b) a v a variable compensation paid in cash and/or awarded in equity or equity linked instruments in accordance with Article 35 below.</p>
<p style="text-align: center;">Article 35</p> <p>[...] The Options and/or RSUs granted as variable compensation under the EIP are deferred over a minimum period of three years with progressive vesting. It is entirely within the discretion of the Remuneration and Nomination Committee to decide whether part or all cash awarded as variable compensation is also deferred over a minimum period of three years with progressive vesting. The members of the Executive Committee shall receive unrestricted ownership upon expiry of the vesting period both in respect of the cash and the Options respectively the RSUs. [...]</p>	<p style="text-align: center;">Article 35</p> <p>[...] The Options and/or RSUs granted as variable compensation under the EIP are deferred over a minimum period of three years. Upon non-achievement of pre-defined targets, the deferral period may be pro-longed. The with progressive vesting may be progressive or based on a cliff (e.g. achievement of targets or end of deferral period). It is entirely within the discretion of the Remuneration and Nomination Committee to decide whether part or all cash awarded as variable compensation is also deferred over a minimum period of three years (incl. a with potential progressive or cliff vesting). The members of the Executive Committee shall receive unrestricted ownership upon expiry of the vesting period both in respect of the cash and the Options respectively the RSUs. [...]</p>