



Entrepreneurial thinking.
Private banking.

Invitation to the 19th Annual General Meeting

Date: 22. March 2024, 14.30 (physical meeting, doors
open at 14.00)

Place: Park Hyatt, Beethovenstrasse 21, Zurich, Switzerland

2024

Table of content

Agenda items 3

Organisational notes 7

Zurich, 28 February 2024

To the *shareholders* of EFG International

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 2023; 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 2023 are available to the shareholders online at www.efginternational.com/financial-reporting.

Proposal of the Board of Directors:

Approval of the management report, financial statements, and consolidated financial statements for 2023 and acknowledgment of the reports of the auditors.

2. CONSULTATIVE VOTE ON THE COMPENSATION REPORT FOR 2023

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 2023. The vote has no binding effect. The Compensation Report for the year 2023 forms part of the annual report for the year 2023 (see pages 66 et seq.), which is available to the shareholders online at www.efginternational.com/financial-reporting.

Proposal of the Board of Directors:

The Board of Directors proposes that the compensation report for the business year 2023 be endorsed (non-binding consultative vote).

3. VOTE ON THE SUSTAINABILITY REPORT FOR 2023

Background:

On 01 January 2022, a revision of the Swiss stock corporation law entered into force, introducing new reporting requirements on non-financial matters, applicable as of the business year 2023. The Sustainability Report contains a description of EFG International's impact on the environment as well as societal concerns related to employees, human rights and corruption and covers both mandatory elements under the 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 the Swiss law. The Sustainability Report for the year 2023 is available to the shareholders online at <https://www.efginternational.com/about/sustainability.html>.

Proposal of the Board of Directors:

The Board of Directors proposes that the Sustainability Report for the business year 2023 be approved.

4. ALLOCATION OF RESULTS AND 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 199,091,139 for the business year 2023 shall be carried forward:

Negative retained earnings (brought forward from previous year)	CHF	-822,839,141
Net profit for 2023	CHF	199,091,139
<hr/>		
Balance to be carried forward	CHF	-623,748,002
<hr/>		

Proposal of the Board of Directors:

Approval of the negative retained earnings of CHF -623,748,002 (comprising the profit for 2023 of CHF 199,091,139 and the negative retained earnings brought forward from the previous year of CHF -822,839,141) 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 0.55 per registered share, amounting to a total distribution of ca. CHF 166,000,000 (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 28 March 2024 (ex-dividend date: 26 March 2024).

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 0.55 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 2023.

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.

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 4,600,000 of fixed compensation for the members of the Board of Directors to be paid and awarded respectively for the term of office from the 2024 Annual General Meeting until the closure of the 2025 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 9,500,000 of fixed compensation for the members of the Executive Committee to be paid and awarded respectively in the business year 2024.

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 8,832,000 of variable compensation for the members of the Executive Committee to be paid and awarded respectively in 2024 based on the performance in the business year 2023.

7. ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CHAIR

7.1 ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS

Background:

The current members of the Board of Directors have all provided valuable services to EFG International AG and stand for re-election, with the exception of Freiherr Bernd-A. von Maltzan who decided not to seek another term of office after serving as a member for eleven years. The Board of Directors sincerely thanks him for years of distinguished service for EFG International AG.

Prasanna Gopalakrishnan stands for election as new member of the Board of Directors.

Biography of the candidate:

Prasanna Gopalakrishnan is a recognised expert in digital and cyber. She is a senior executive with over 25 years of experience and a strong track record in driving innovation and digital transformation. She has served as Group Chief Technology Officer at Sky Group since September 2021. From 2018 to 2021, she was Chief Information Officer in the Consumer Digital Banking Business at Bank of America. Prior to that, she spent three years as Chief Digital & Information Officer at Boston Private. Prasanna Gopalakrishnan previously also held various senior roles at Harvard University, Fidelity Investments and Thomson Reuters. She holds a Master of Business Administration (MBA) in General Management and Finance from Northeastern University in Boston Massachusetts, USA, and a Bachelor's degree in Engineering from the Birla Institute of Technology & Science, India.

All elections will be carried out individually.

Proposal of the Board of Directors:

Election of the current members Emmanuel L. Bussetil, Alexander Classen, Boris F.J. Collardi, Roberto Isolani, John S. Latsis, Maria Leistner, Philip J. Lofts, Carlo M. Lombardini, Périclès Petalas, Stuart M. Robertson, Yok Tak Amy Yip and election of the candidate Prasanna Gopalakrishnan as member 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 THE CHAIR

Background:

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

Proposal of the Board of Directors:

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 other than Freiherr Bernd-A. von Maltzan, who decided not to stand for re-election as a member of the Board of Directors. Philip J. Lofts stands for election as new member of the Remuneration and Nomination Committee.

All elections will be carried out individually.

Proposal of the Board of Directors:

Election of the current members Emmanuel L. Bussetil, Alexander Classen, Boris F. J. Collardi, Roberto Isolani and election of Philip J. Lofts as new member 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 to act as independent proxy for another term of office if re-elected.

Proposal of the Board of Directors:

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:

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

Administrative details

The Annual Report 2023 (including the compensation report 2023 and the reports of the auditors) as well as the Sustainability Report 2023 are available on the internet: 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 18 March 2024 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 until 20 March 2024. 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 06 March 2024, 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 07 March 2024 to and including 22 March 2024, no entries will be made in the share register, which would create a right to vote at the Annual General Meeting.

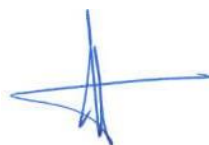
Shareholders who sell part or all their shares before the Annual General Meeting are no longer entitled to vote to that extent. They are requested to return or to exchange their admission card and voting material.

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 Attorney, Zurich. For further details, shareholders may consult the application and proxy form.

Zurich, 28 February 2024

EFG International AG

On behalf of the Board of Directors



Chair
Alexander Classen