

Minutes of 17th Annual General Meeting of EFG International AG

Friday, 29 April 2022, 14:30

at the Headquarters of EFG International AG,
Bleicherweg 19, 8022 Zurich

<p>Welcome by the Chair of the Board of Directors</p>	<p>Mr. Peter A. Fanconi, chairman of the Board of Directors (the "Chair"), opens the Annual General Meeting.</p> <p>He notes that EFG International AG holds this year's Annual General Meeting in accordance with article 27 of the Ordinance 3 on measures to combat the coronavirus (COVID-19). Accordingly, shareholders were not allowed to attend the Annual General Meeting in person and were able to vote their shares only by giving a power of attorney and related voting instructions to the independent proxy either (i) by returning the proxy form or (ii) by exercising their voting rights online. The content of this year's Annual General Meeting is limited to the legal requirements.</p> <p>The Chair states that against the background of the COVID-19 pandemic, no other members of the Board of Directors and the Executive Committee of EFG International AG attend the meeting. The auditors PricewaterhouseCoopers SA, Geneva, are represented by Mr. Thomas Romer.</p> <p>Mr. Roger Foehn represents the law firm ADROIT Attorneys-at-law, the elected independent proxy.</p> <p>The deputy notary public Mrs. Marina Wüthrich attends the meeting to draw up a public deed on the resolution on agenda items 5, 6 and 7 to be taken by the Annual General Meeting.</p>
<p>Organisational matters</p>	<p>Mr. Peter A. Fanconi acts as Chair of the Meeting.</p> <p>Mr. Roman Sturzenegger will keep the minutes and simultaneously act as scrutineer.</p>
<p>Statements</p>	<p>The Chair states that the shareholders have been timely invited to today's Annual General Meeting and that the 2021 business</p>

report including the 2021 compensation report and the auditors' reports have been available on the website of EFG International AG since 23 February 2021. Additionally, the documents have also been available for inspection at the office premises of the Company and were sent to the shareholders upon request.

The Company's share capital registered with the commercial register prior the closure of the share register on 14 April 2022 amounted to CHF 150,599,427.00 divided into 301,198,854 registered shares with a par value of CHF 0.50 each. From 1 January 2021 until 31 December 2021, the share capital was increased by CHF 1,361,082.50 by issuing 2,722,165 shares with a par value of CHF 0.50 each out of conditional share capital. The registration of the 2,722,165 shares newly issued out of conditional capital during 2021 will occur with the changes to the articles of association as resolved upon in the course of this Annual General Meeting. In addition, from 1 January 2022 until the closure of the share register on 14 April 2022, the share capital was increased by CHF 327,728.50 by issuing 655,457 shares with a par value of CHF 0.50 each out of conditional share capital.

Accordingly, the total issued share capital as per 14 April 2022 amounts to CHF 152,288,238.00 divided into 304,576,476 registered shares with a par value of CHF 0.50 each. Share capital or shares created from conditional share capital following the blocking of the share register on 14 April 2022 are not included in the above figures.

Out of the share capital issued as per 14 April 2022 are represented today:

By the independent proxy ADROIT Attorneys-at-law, Zurich: a total of 246,940,720 shares with a par value of CHF 0.50 each, or rather voting rights, which equate to approximately 81.08 % of the total share capital of EFG International AG.

The qualified quorum according to article 704 of the Swiss Code of Obligations applicable for agenda items 5 (replacement of authorised share capital) and 6 (increase of conditional share capital), amounts to 164,627,147 votes. The otherwise relevant simple majority according to article 25 of the Articles of Association will be calculated based on the votes cast.

Based on the foregoing statements, the Chair declares the Annual General Meeting as duly convened and quorate for the proposed agenda.

	<p>The Chair moves on to the first agenda item.</p>												
<p>Agenda items</p>	<p>1. Management report, financial statements and consolidated financial statements for 2021; reports of the auditors</p> <p>The Chair refers to the documentation concerning this agenda item that was made available to the shareholders in good time.</p> <p>The Chair asks the auditors' representative, whether they would like to make a statement to be recorded in the minutes, which they forgo.</p> <p>The Board of Directors proposes the approval of the management report, financial statements and consolidated financial statements for 2021 and acknowledgment of the reports of the auditors.</p> <p>The ballot produces the following results:</p> <table data-bbox="523 981 1204 1093"> <tr> <td>Yes-votes</td> <td>246,870,537</td> </tr> <tr> <td>Dissenting-votes</td> <td>6,277</td> </tr> <tr> <td>Abstentions</td> <td>63,906</td> </tr> </table> <p>The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.</p> <p>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</p> <p>Referencing the background information given in the invitation to the Annual General Meeting, the Chair states that the preferred dividend amounts to EUR 36,867.41 for the period of 30 October 2021 to 30 April 2022.</p> <p>The Board of Directors proposes the preferred dividend distribution in the amount of EUR 36,867.41 by EFG Finance (Guernsey) Limited to the holders of non-voting class B shares of EFG Finance (Guernsey) Limited to be approved.</p> <p>The ballot produces the following results:</p> <table data-bbox="523 1883 1204 1995"> <tr> <td>Yes-votes</td> <td>246,655,367</td> </tr> <tr> <td>Dissenting-votes</td> <td>199,260</td> </tr> <tr> <td>Abstentions</td> <td>86,093</td> </tr> </table>	Yes-votes	246,870,537	Dissenting-votes	6,277	Abstentions	63,906	Yes-votes	246,655,367	Dissenting-votes	199,260	Abstentions	86,093
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The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.

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

3.1 Allocation of results

The Board of Directors proposes the approval of the negative retained earnings of CHF -890,487,992 (comprising the profit for 2021 of CHF 122,174,549 and the negative retained earnings brought forward from the previous year of CHF -1,012,662,541) to be carried forward to the new accounts.

The ballot produces the following results:

Yes-votes	246,887,011
Dissenting-votes	6,127
Abstentions	47,582

The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.

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

The Chair refers to the background information provided in the invitation to the Annual General Meeting and explains that the approval of the proposal by the Board of Directors under agenda item 2 led to the forfeiture of the holders of participation certificates' entitlement to a preferred dividend.

The Board of Directors proposes the approval of a dividend by way of distribution to the shareholders out of reserves from capital contributions of CHF 0.36 per share.

The Chair declares that the proposed dividend amounts to a total distribution of approximately CHF 109.4 million and that the actual distribution amount may be higher, 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 will 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.

The ballot produces the following results:

Yes-votes	246,886,311
Dissenting-votes	10,777
Abstentions	43,632

The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.

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

The Board of Directors proposes to grant discharge from liability to the members of the Board of Directors and the Executive Committee for the business year 2021.

The Chair declares that votes of members of the governing bodies are not taken into account for this agenda item.

The Chair proposes to vote on the discharge from liability for all members of governing bodies in a single ballot.

The ballot produces the following results:

Yes-votes	112,971,604
Dissenting-votes	82,635
Abstentions	76,175

The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.

5. Replacement of authorised share capital

The Chair states the existing authorised share capital be replaced as follows: implementing of an authorised share capital of no more than CHF 22,500,000 by issuing no more than 45,000,000 fully paid-up registered shares with a nominal value of CHF 0.50 each until 29 April 2024. The terms under which registered shares would be issued are amended to also cover

share issuances to members of the Board of Directors, members of the Executive Committee, other officers or employees at all levels of EFG International AG and its group companies (see also agenda item 7). As a result, EFG International AG maintains its flexibility to increase its share capital by issuing registered shares

The Board of Directors proposes the approval of implementation of a new authorised share capital in a maximum amount of CHF 22,500,000, authorising the Board of Directors to issue up to 45,000,000 registered shares with a nominal value of CHF 0.50 each until 29 April 2024 and that article 3a of the Articles of Association of EFG International AG be amended as follows:

Artikel 3a

Der Verwaltungsrat ist ermächtigt, jederzeit bis zum 29. April 2024 das Aktienkapital im Maximalbetrag von CHF 22'500'000 durch Ausgabe von höchstens 45'000'000 vollständig zu liberierenden Namenaktien mit einem Nennwert von je CHF 0.50 zu erhöhen. Erhöhungen in Teilbeträgen sind gestattet. Die neu auszugebenden Namenaktien unterliegen den Übertragungsbeschränkungen von Artikel 6 der Statuten. Der Verwaltungsrat ist berechtigt, das Bezugsrecht der Aktionäre und Partizipanten auszuschliessen und Dritten (inkl. Gruppengesellschaften) zuzuweisen, wenn die neuen Aktien (i) für die Übernahme von Unternehmen oder Beteiligungen durch Aktientausch, (ii) zur Finanzierung oder Refinanzierung des Erwerbs von Unternehmen oder Beteiligungen oder (iii) für die Beteiligung von Mitgliedern des Verwaltungsrates, Mitgliedern der Geschäftsleitung, Organen und Mitarbeitern aller Stufen der Gesellschaft und der Gruppengesellschaften verwendet werden sollen. Der

Article 3a

The board of directors (the "Board of Directors") is authorised, at any time until 29 April 2024, to increase the share capital by no more than CHF 22,500,000 by issuing no more than 45,000,000 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 (including other group companies) if the new shares are to be used (i) for the acquisition of companies or of participations in companies, through an exchange of shares, (ii) for the financing or refinancing of the acquisition of companies or of participations in companies, or (iii) for the participation of members of the Board of Directors, members of the Executive Committee, other officers or employees at all

Ausgabebetrag der neu auszugebenden Namenaktien, der Zeitpunkt der Dividendenberechtigung und die Art der Einlagen (einschliesslich Sacheinlagen) werden vom Verwaltungsrat bestimmt. Die Ausgabe von Aktien unter dem Marktpreis ist zulässig.

levels of the Company and its group 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. The new shares may be issued at a price below the market price.

The ballot produces the following results:

Yes-votes	219,458,462
Dissenting-votes	27,389,844
Abstentions	92,414

The Chair states that the qualified majority according to article 704 paragraph 1 cipher 4 CO was met and that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.

6. Increase of conditional share capital

The Chair states that according to article 3b of the Articles of Association, in the version as adopted by the Board of Directors immediately prior to this Annual General Meeting and therewith reflecting the conditional share capital as per 31 December 2021, EFG International AG is entitled to increase its share capital by no more than CHF 4,128,055.50 by issuing no more than 8,256,111 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 the currently outstanding conditional capital be increased by no more than CHF 2,150,000 by issuing no more than 4,300,000 fully paid-up registered shares with a nominal value of CHF 0.50 each.

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 follows:

Version 19.11.2021

"Artikel 3b

The share capital of the Company may be increased by no more than CHF 5,489,138 by issuing no more than 10,978,276 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 (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 remaining part of article 3b of the Articles of Association remains unchanged.

Article 3b of the Articles of Association will, following the above changes, read as follows:

"Artikel 3b

Das Aktienkapital der Gesellschaft wird im Maximalbetrag von CHF 6'278'055.50 durch Ausgabe von höchstens 12'556'111 vollständig zu liberierenden Namenaktien mit einem Nennwert von je CHF 0.50 bei Ausübung von Optionsrechten oder im Zusammenhang mit ähnlichen Rechten auf Mitarbeiteraktien (einschliesslich bestehende oder zukünftige sog. restricted stock units (RSUs)) erhöht, welche Organen und Mitarbeitern aller Stufen der Gesellschaft und der Gruppengesellschaften gemäss den entsprechenden Reglementen des

New Version

"Article 3b

The share capital of the Company may be increased by no more than CHF ~~5,489,138~~ **6,278,055.50** by issuing no more than ~~10,978,276~~ **12,556,111** 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 (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. [...]

"Article 3b

The share capital of the Company may be increased by no more than CHF 6,278,055.50 by issuing no more than 12,556,111 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 (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 preemptive rights and the

Verwaltungsrates zustehen. Das Bezugsrecht und das Vorwegzeichnungsrecht der Aktionäre und Partizipanten sind ausgeschlossen. Der Erwerb der Namenaktien gestützt auf diesen Artikel 3b und jede weitere Übertragung dieser Namenaktien unterliegen den Übertragungsbeschränkungen gemäss Artikel 6 der Statuten.

advance subscription rights of the share-holders 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.

Die Bedingungen zur Zuweisung und Ausübung der Optionsrechte und ähnlicher Rechte sind vom Verwaltungsrat festzulegen. Die Ausgabe von Aktien unter dem Börsenpreis ist zulässig."

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."

The ballot produces the following results:

Yes-votes	230,524,229
Dissenting-votes	16,326,242
Abstentions	90,249

The Chair states that the qualified majority according to article 704 paragraph 1 cipher 4 CO was met and that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.

7. Amendments to the Articles of Association regarding the compensation mechanism

The Chair explains that the Board of Directors proposes that articles 32 and 35 of EFG International AG's Articles of Association be amended to allow for a compensation of the members of the Board of Directors and the Executive Committee in shares of EFG International AG instead of options on such shares and/or RSUs only.

The Board of Directors proposes that articles 32 and 35 of the Articles of Association of EFG International AG be amended as follows

	<p>Version 19.11.2021</p> <p>"Artikel 32</p> <p>[...]</p> <p>Options regarding shares in the Company ("Options") and/or RSUs granted as fixed base fee to the members of the Board of Directors follow the rules of the Company's Equity Incentive Plan Options/RSUs under the EIP are deferred over a minimum period of three years and may be subject to a progressive or cliff vesting. In case a member of the Board of Directors resigns, does not stand for re-election, is not reelected or his/her mandate otherwise terminates its Options/RSUs may be subject to accelerated vesting to the extent permitted by applicable law.</p> <p>[...]"</p> <p>"Artikel 35</p>	<p>New Version</p> <p>"Article 32</p> <p>[...]</p> <p><u>Subject to this Article 32, shares in the Company,</u> Options regarding shares in the Company ("Options") and/or RSUs granted as fixed base fee to the members of the Board of Directors follow the rules of the Company's Equity Incentive Plan <u>including its respective Sub-Plans (the "EIP"). Shares granted under the EIP to members of the Board of Directors are either subject to an annual vesting in three equal tranches over three years or are blocked for a three years period and</u> Options/RSUs under the EIP are deferred over a minimum period of three years and may be subject to a progressive or cliff vesting. In case a member of the Board of Directors resigns, does not stand for re-election, is not reelected or his/her mandate otherwise terminates its <u>his/her shares under the EIP continue either to vest based on the applicable vesting schedule or remain blocked until the end of the blocking period and his/her</u> Options/RSUs may be subject to accelerated vesting to the extent permitted by applicable law.</p> <p>[...]"</p> <p>"Article 35</p>
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The members of the Executive Management participate upon discretionary invitation by the Remuneration and Nomination Committee (each a "Participant") in the EIP under which at least a certain percentage of the variable compensation is awardable/grantable in the form of Options /or of RSUs regarding shares in the Company. The Remuneration and Nomination Committee shall determine the amount of Options and/or RSUs awarded/granted to a Participant.

The Remuneration and Nomination Committee determines annually the minimum percentage of the variable compensation awarded in form of Options and/or RSUs under the EIP. The minimum percentage cannot be below 50 %.

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 prolonged. The 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 potential progressive or cliff vesting). The members of the Executive

The members of the Executive Management participate upon discretionary invitation by the Remuneration and Nomination Committee (each a "Participant") in the EIP under which at least a certain percentage of the variable compensation is awardable/grantable in the form of **shares in the Company**, Options **and** /or of RSUs regarding shares in the Company. The Remuneration and Nomination Committee shall determine the amount of Options and/or RSUs awarded/granted to a Participant.

The Remuneration and Nomination Committee determines annually the minimum percentage of the variable compensation awarded in form of **shares in the Company**, Options and/or RSUs **each** under the EIP. The minimum percentage cannot be below 50 %.

Shares granted under the EIP to members of the Executive Committee are either subject to an annual vesting in three equal tranches over three years or are blocked for a three years period and 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 prolonged. The vesting **of Options and/or RSUs** 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

Committee shall receive unrestricted ownership both in respect of the cash and the Options respectively the RSUs.

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 potential progressive or cliff vesting). The members of the Executive Committee shall **(i) receive ownership in the shares in the Company either (a) upon granting of the shares but during the blocking period shares may neither be sold, nor pledged, nor otherwise encumbered or (b) upon vesting of the shares and (ii)** receive unrestricted ownership **both in respect of the cash and the Options respectively the RSUs upon expiry of the vesting period.**

[...]

[...]

Upon termination of employment deferred cash, deferred Options and/or deferred RSUs granted but not yet vested shall forfeit except to the extent permitted by applicable law in case where (i) a member of the Executive Committee terminates his/her employment for cause, (ii) the Company terminates an employment (whether unilaterally or by mutual consent) other than for cause or (iii) a respective member of the Executive Committee retires, dies or becomes disabled

Upon termination of employment, the shares under the EIP, depending on the termination event, either forfeit, continue to vest based on the applicable vesting schedule, remain blocked until the end of the blocking period or may be bought back by the Company through the exercise of a call-option at a purchase price pre-defined in the EIP. Upon termination of employment deferred cash, deferred Options and/or deferred RSUs granted but not yet vested shall forfeit except to the extent permitted by applicable law in case where (i) a member of the Executive Committee terminates his/her employment for cause, (ii) the Company terminates an employment (whether unilaterally or by mutual

	<p>consent) other than for cause or (iii) a respective member of the Executive Committee retires, dies or becomes disabled.</p> <p>Upon the occurrence of certain events (e.g. change of control of the Company), Options or RSUs granted may be subject to accelerated vesting.</p> <p>[...]</p> <p>The paragraphs of articles 32 and 35 of the Articles of Association not listed above remain unchanged.</p> <p>Articles 32 and 35 of the Articles of Association will, following the above changes, read as follows:</p> <p>"Artikel 32</p> <p>Die Vergütung der Mitglieder des Verwaltungsrats, die unter Vorbehalt der Genehmigung durch die Generalversammlung steht, umfasst Vergütungen durch die Gesellschaft und/oder eine direkte oder indirekte Tochtergesellschaft der Gesellschaft und kann bestehen aus:</p> <p>a) einer fixen Grundvergütung, die in bar und/oder in Form von Aktien oder aktienbasierten Instrumenten gemäss nachstehendem Absatz 2 ausgerichtet wird und von der Funktion im Verwaltungsrat, der Anzahl</p>
	<p>Upon the occurrence of certain events (e.g. change of control of the Company), <u>the shares in the Company</u>, Options or RSUs granted may be subject to accelerated vesting <u>and the blocking period for shares in the Company, if applicable, may be lifted.</u></p> <p>[...]</p> <p>"Article 32</p> <p>The compensation of the members of the Board of Directors 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 consist of:</p> <p>a) fixed base fee paid in cash and/or awarded in equity or equity linked instruments in accordance with paragraph 2 below depending on the function in the Board of Directors, the number of committee</p>

	<p>Mitgliedschaften in Ausschüssen und den Funktionen in Ausschüssen abhängt; und</p> <p>b) einer variablen Vergütung, die in bar ausgerichtet und/oder in Form von Aktien oder aktienbasierten Instrumenten gemäss nachstehendem Artikel 35a zuerkannt wird.</p> <p>Wird die fixe Grundvergütung ganz oder teilweise in Aktien oder aktienbasierten Instrumenten ausgerichtet, so werden die Aktien oder aktienbasierten Instrumenten zu dem Wert an die Vergütung angerechnet, der den zugeteilten Aktien bzw. aktienbasierten Instrumenten im Zeitpunkt der Zuteilung zukommt. Zur Wertermittlung wird der volumengewichtete Durchschnittskurs der der Zuteilung vorangegangenen 30 Börsenhandelstage herangezogen.</p> <p>Unter Vorbehalt dieses Artikels 32 unterstehen Aktien der Gesellschaft, Optionen auf Aktien der Gesellschaft ("Optionen") und/oder RSUs, welche als fixe Grundvergütung an die Mitglieder des Verwaltungsrats ausgerichtet werden, den Regeln des Equity Incentive Plan der Gesellschaft inkl. der entsprechenden Teilpläne (der "EIP"). Aktien, die unter dem EIP den Mitgliedern des Verwaltungsrates zugeteilt werden, können entweder jährlich in drei gleichen Tranchen über einen Zeitraum von drei</p>	<p>activities and the functions in the committees; and</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>In case the fixed base fee is in whole or in part awarded in equity or equity linked instruments, the equity or equity linked instruments are taken into account at their value at the time of allotment. The specific valuation is based on the volume weighted average price of the 30 trading days preceding allotment.</p> <p>Subject to this Article 32, shares in the Company, options regarding shares in the Company ("Options") and/or RSUs granted as fixed base fee to the members of the Board of Directors follow the rules of the Company's Equity Incentive Plan including its respective Sub-Plans (the "EIP"). Shares granted under the EIP to members of the Board of Directors are either subject to an annual vesting in three equal tranches over three years or are blocked for a three years period and</p>
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Jahren zu Eigentum übertragen werden oder sind für einen Zeitraum von drei Jahren gesperrt und Optionen/RSUs unter dem EIP sind für einen Zeitraum von mindestens drei Jahren gesperrt, wobei die Eigentumsübertragung gestaffelt oder am Ende der Sperrfrist erfolgen kann. Sofern ein Mitglied des Verwaltungsrats zurücktritt, nicht zur Wiederwahl steht, nicht wiedergewählt wird oder sein Mandat auf andere Weise beendet wird, können die entsprechenden Aktien unter dem EIP weiterhin gemäss den anwendbaren Erdienungszeitplan übertragen werden oder bleiben gesperrt bis zum Ablauf der anwendbaren Sperrfrist und die entsprechenden Optionen/RSUs können beschleunigt auf die jeweiligen Eigentümer übertragen werden, soweit dies gesetzlich zulässig ist.

Vorbehältlich der Genehmigung durch die Generalversammlung kann Mitgliedern des Verwaltungsrats für Beratungsdienstleistungen, die nicht im Zusammenhang mit ihrer Funktion als Mitglieder des Verwaltungsrats stehen und gegenüber der Gesellschaft und/oder direkten oder indirekten Tochtergesellschaften der Gesellschaften erbracht werden, eine marktübliche Zusatzvergütung in bar ausgerichtet werden."

"Artikel 35

Vorbehältlich der Genehmigung der Generalversammlung liegt die Zuerkennung variabler

Options/RSUs under the EIP are deferred over a minimum period of three years and may be subject to a progressive or cliff vesting. In case a member of the Board of Directors resigns, does not stand for re-election, is not reelected or his/her mandate otherwise terminates his/her shares under the EIP continue either to vest based on the applicable vesting schedule or remain blocked until the end of the blocking period and his/her Options/RSUs may be subject to accelerated vesting to the extent permitted by applicable law.

Subject to the approval by the General Meeting, members of the Board of Directors may receive additional market standard compensation in cash for advisory services not related to their function as member of the Board of Directors rendered to the Company and/or direct or indirect subsidiaries of the Company."

"Article 35

Subject to the approval by the General Meeting the award of variable compensation to the

Vergütungen an die Mitglieder der Geschäftsleitung gänzlich im Ermessen des Vergütungs- und Nominationsausschusses. Der Beschluss des Vergütungs- und Nominationsausschusses, einem Mitglied der Geschäftsleitung variable Vergütungen zuzuerkennen, basiert auf Konzern-, Gesellschafts-, Funktions-/Geschäftsbereich- und individuellen Zielen. Der Vergütungs- und Nominationsausschuss berücksichtigt eine Anzahl quantitativer und qualitativer Faktoren wie zum Beispiel die über das Jahr betrachtete Performance der Gesellschaft, sowohl hinsichtlich Profitabilität als auch hinsichtlich Aktienkursentwicklung, das Verhältnis zwischen variabler Vergütung und wichtigen Performanceindikatoren, das Risikoprofil der Gesellschaft und die individuelle Leistung der Mitglieder der Geschäftsleitung. Die individuellen variablen Vergütungen können sich zudem auf das Erreichen von Initiativen stützen, die für den Geschäftsgang entscheidend sind. Der Vergütungs- und Nominationsausschuss bestimmt für jedes Mitglied der Geschäftsleitung Ziel- und Maximalhöhen der variablen Vergütungen, wobei er die jeweilige Stellung, den Verantwortungsbereich und die Aufgaben sowie den tatsächlich zuerkannten/ausgerichteten Bonus berücksichtigt.

Die Mitglieder der Geschäftsleitung nehmen im freien Ermessen des Vergütungs-

members of the Executive Committee is entirely within the discretion of the Remuneration and Nomination Committee. The decision of the Remuneration and Nomination Committee to award variable compensation to a member of the Executive Committee is based on group, company, functional/business unit and individual goals. The Remuneration and Nomination Committee considers a number of quantitative and qualitative elements such as the performance, both in profitability and stock price evolution, of the Company through the year, the relation between variable compensation and key performance indicators, the risk profile of the Company and the individual performance of the members of the Executive Committee. The individual variable compensation may in addition be based on the achievement of business critical initiatives. The Remuneration and Nomination Committee approves target and maximum award levels for each member of the Executive Committee, taking into account position, responsibilities and tasks as well as the actual bonus awards/pay-out.

The members of the Executive Management participate upon discretionary invitation by the

und Nominationsausschusses (jeder ein "Teilnehmer") am EIP teil. Gemäss dem EIP wird mindestens ein gewisser Prozentsatz der variablen Vergütungen in Form von Aktien an der Gesellschaft, Optionen und/oder RSUs betreffend Aktien der Gesellschaft zuerkannt/ausgerichtet. Der Vergütungs- und Nominationsausschuss legt die Anzahl der einem Teilnehmer am EIP gewährten Optionen und/oder RSUs fest.

Der Vergütungs- und Nominationsausschuss bestimmt jährlich den Mindestprozentsatz der variablen Vergütungen, der in Form von Aktien an der Gesellschaft, Optionen und/oder RSUs jeweils im Rahmen des EIP zuerkannt wird. Der Mindestprozentsatz kann nicht unterhalb von 50 % liegen.

Aktien, die unter dem EIP den Mitgliedern der Geschäftsleitung zugeteilt werden, können entweder jährlich in drei gleichen Tranchen über einen Zeitraum von drei Jahren übertragen werden oder sind für einen Zeitraum von drei Jahren gesperrt und die als variable Vergütung unter dem EIP zuerkannten Optionen und/oder RSUs sind für einen Zeitraum von mindestens drei Jahren gesperrt. Die Sperrfrist kann bei Nichterreichen vordefinierter Ziele verlängert werden. Die Eigentumsübertragung von Optionen und/oder RSUs kann gestaffelt oder einmalig erfolgen (z.B. bei Zielerreichung oder am Ende der Sperrfrist). Es liegt im

Remuneration and Nomination Committee (each a "Participant") in the EIP under which at least a certain percentage of the variable compensation is awardable/grantable in the form of shares in the Company, Options and /or RSUs regarding shares in the Company. The Remuneration and Nomination Committee shall determine the amount of Options and/or RSUs awarded/granted to a Participant.

The Remuneration and Nomination Committee determines annually the minimum percentage of the variable compensation awarded in form of shares in the Company, Options and/or RSUs each under the EIP. The minimum percentage cannot be below 50 %.

Shares granted under the EIP to members of the Executive Committee are either subject to an annual vesting in three equal tranches over three years or are blocked for a three years period and 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 prolonged. The vesting of Options and/or RSUs 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

freien Ermessen des Vergütungs- und Nominationsausschusses zu beschliessen, ob die als variable Vergütung ausgerichtete Barentschädigung oder ein Teil davon ebenfalls für einen Zeitraum von mindestens drei Jahren gesperrt werden soll (inklusive einer allfälligen gestaffelten oder einmaligen Eigentumsübertragung). Die Mitglieder der Geschäftsleitung (i) erhalten das Eigentum an Aktien der Gesellschaft entweder (a) bei Zuteilung der Aktien, wobei die Aktien während der entsprechenden Sperrfrist weder verkauft noch verpfändet noch anderweitig belastet werden dürfen, oder (b) bei Übertragung der Aktien zu Eigentum und (ii) erhalten mit Ablauf der Erdienungsperiode (vesting period) unbeschränktes Eigentum sowohl an der Barentschädigung als auch an den Optionen bzw. RSUs.

Die als langfristige variable Vergütung unter dem EIP zuerkannten Optionen und/oder RSUs sind für einen Zeitraum von mindestens drei Jahren gesperrt, wobei die Eigentumsübertragung erst nach Ablauf einer Bemessungsperiode von drei Jahren zu erfolgen beginnt, unter der Voraussetzung, dass in der Bemessungsperiode vordefinierte mittelfristige Ziele im vorgegebenen Masse erreicht worden sind.

Bei Beendigung des Arbeitsverhältnisses werden die Aktien unter dem EIP, je nach Beendigungsereignis, entweder

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 potential progressive or cliff vesting). The members of the Executive Committee shall (i) receive ownership in the shares in the Company either (a) upon granting of the shares but during the blocking period shares may neither be sold, nor pledged, nor otherwise encumbered or (b) upon vesting of the shares and (ii) receive unrestricted ownership both in respect of the cash and the Options respectively the RSUs upon expiry of the vesting period.

The Options and/or RSUs granted as variable long-term compensation under the EIP are deferred over a period of at least three years. After a three years' performance period, the vesting begins, provided that the pre-defined medium-term targets have been achieved to the requested extent during the performance period.

Upon termination of employment, the shares under the EIP, depending on the termination event, either forfeit, continue to vest based

verfallen, können weiterhin gemäss dem anwendbaren Erdienungszeitplan übertragen werden, bleiben gesperrt bis zum Ablauf der anwendbaren Sperrfrist oder können durch die Gesellschaft durch Ausübung einer Kaufoption zu einem Kaufpreis zurückgekauft werden, der im EIP festgelegt ist. Bei Beendigung des Arbeitsverhältnisses verfallen alle gewährten, jedoch noch gesperrten Barentschädigungen und Optionen und/oder RSUs, mit Ausnahme von Fällen, soweit gesetzlich zulässig, in denen (i) ein Mitglied der Geschäftsleitung das Arbeitsverhältnis aus begründetem Anlass kündigt, (ii) die Gesellschaft das Arbeitsverhältnis kündigt, ausser im Falle der Kündigung aus begründetem Anlass (gleich ob einseitig oder durch Übereinkunft) oder (iii) ein Mitglied der Geschäftsleitung pensioniert wird, stirbt oder invalid wird.

Im Fall von gewissen vordefinierten Ereignissen (zum Beispiel einem Kontrollwechsel bei der Gesellschaft) können die gewährten Aktien an der Gesellschaft, Optionen und RSUs beschleunigt auf die jeweiligen Eigentümer übertragen werden und die Sperrfrist für die Aktien an der Gesellschaft kann, sofern anwendbar, aufgehoben werden.

Der Verwaltungsrat hat das Recht, den EIP anzupassen oder neue Equity Incentive Plans im Rahmen dieses Artikels 35 zu beschliessen."

on the applicable vesting schedule, remain blocked until the end of the blocking period or may be bought back by the Company through the exercise of a call-option at a purchase price pre-defined in the EIP. Upon termination of employment deferred cash, deferred Options and/or deferred RSUs granted but not yet vested shall forfeit except to the extent permitted by applicable law in case where (i) a member of the Executive Committee terminates his/her employment for cause, (ii) the Company terminates an employment (whether unilaterally or by mutual consent) other than for cause or (iii) a respective member of the Executive Committee retires, dies or becomes disabled.

Upon the occurrence of certain events (e.g. change of control of the Company), the shares in the Company, Options or RSUs granted may be subject to accelerated vesting and the blocking period for shares in the Company, if applicable, may be lifted.

The Board of Directors is authorized to amend the EIP or to adopt new equity incentive plans within the frame-work established under this Article 35."

The ballot produces the following results:

Yes-votes	230,598,058
Dissenting-votes	16,216,082
Abstentions	126,580

The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.

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

The Chair confirms that, in accordance with article 18 para. 2 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.

8.1 Approval of the aggregate maximum fixed compensation of the Board of Directors

The Board of Directors proposes the approval of the aggregate maximum amount of CHF 3,745,000 of fixed compensation for the members of the Board of Directors to be paid and awarded respectively for the term of office from the 2022 Annual General Meeting to the closure of the 2023 Annual General Meeting.

The ballot produces the following results:

Yes-votes	241,098,463
Dissenting-votes	5,749,093
Abstentions	93,164

The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.

8.2 Approval of the aggregate maximum fixed compensation of the Executive Committee

The Board of Directors proposes the approval of the aggregate

maximum amount of CHF 8,000,000 of fixed compensation for the members of the Executive Committee to be paid and awarded respectively in the business year 2022.

The ballot produces the following results:

Yes-votes	241,799,417
Dissenting-votes	5,043,650
Abstentions	97,653

The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.

8.3 Approval of the aggregate maximum variable compensation of the Executive Committee

The Board of Directors proposes the approval of the aggregate maximum amount of CHF 7,745,000 of variable compensation for the members of the Executive Committee to be paid and awarded respectively in 2022 based on the performance in the business year 2021.

The ballot produces the following results:

Yes-votes	227,821,159
Dissenting-votes	19,031,875
Abstentions	87,686

The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.

9. Re-election of the members of the Board of Directors and the Chair

9.1 Re-election of the members of the Board of Directors

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

The Board of Directors proposes the re-election of Susanne Brandenberger, Emmanuel L. Bussetil, Peter A. Fanconi, Roberto Isolani, Carlo M. Lombardini, Steven M. Jacobs, John S. Latsis, Périclès Petalas, Stuart M. Robertson, Bernd-A. von Maltzan, and Yok Tak Amy Yip as members of the Board of Directors each for

a one-year term of office until the closure of the next Annual General Meeting.

All elections will be carried out individually.

The ballot produces the following results:

For Susanne Brandenberger

Yes-votes	246,866,111
Dissenting-votes	40,642
Abstentions	33,967

For Emmanuel L. Bussetil

Yes-votes	243,311,814
Dissenting-votes	3,590,584
Abstentions	38,322

For Peter A. Fanconi

Yes-votes	246,510,036
Dissenting-votes	386,622
Abstentions	44,062

For Roberto Isolani

Yes-votes	246,626,433
Dissenting-votes	274,625
Abstentions	39,662

For Carlo M. Lombardini

Yes-votes	246,856,042
Dissenting-votes	49,016
Abstentions	35,662

For Steven M. Jacobs

Yes-votes	243,654,780
Dissenting-votes	3,248,288
Abstentions	37,652

For John S. Latsis

Yes-votes	246,782,345
Dissenting-votes	106,869

	Abstentions	51,506
	For Périclès Petalas	
	Yes-votes	238,131,631
	Dissenting-votes	8,768,767
	Abstentions	40,322
	For Stuart M. Robertson	
	Yes-votes	246,853,685
	Dissenting-votes	47,903
	Abstentions	39,132
	For Bernd-A. von Maltzan	
	Yes-votes	244,908,561
	Dissenting-votes	1,987,902
	Abstentions	44,257
	For Yok Tak Amy Yip	
	Yes-votes	240,860,784
	Dissenting-votes	6,041,169
	Abstentions	38,767
	The Chair states that the Annual General Meeting has therewith approved the proposals made by the Board of Directors.	
	9.2 Re-election of the Chair	
	The Board of Directors proposes the re-election of Mr. Peter A. Fanconi as Chair of the Board of Directors for a one-year term of office until the closure of the next Annual General Meeting.	
	The ballot produces the following results:	
	Yes-votes	244,585,252
	Dissenting-votes	2,315,551
	Abstentions	39,917

The Chair states that the Annual General Meeting has therewith approved the proposal made by the Board of Directors.

10 Re-election of the members of the Remuneration & Nomination Committee

The Chair states that the current members of the Remuneration & Nomination Committee have all provided valuable services to EFG International AG and all stand for re-election.

The Board of Directors proposes the re-election of Emmanuel L. Bussetil, Peter A. Fanconi, Steven M. Jacobs, Périclès Petalas, and Bernd-A. von Maltzan as members of the Remuneration & Nomination Committee each for a one-year term of office until the closure of the next Annual General Meeting.

All elections will be carried out individually.

The ballot produces the following results:

For Emmanuel L. Bussetil

Yes-votes	235,331,581
Dissenting-votes	11,560,542
Abstentions	48,597

For Peter A. Fanconi

Yes-votes	238,464,636
Dissenting-votes	8,428,657
Abstentions	47,427

For Steven M. Jacobs


Yes-votes	235,327,376
Dissenting-votes	11,563,917
Abstentions	49,427

For Périclès Petalas

Yes-votes	230,020,833
Dissenting-votes	16,872,790
Abstentions	47,097

	<p>For Bernd-A. von Maltzan</p> <table data-bbox="507 293 1197 405"> <tr> <td>Yes-votes</td> <td>241,917,272</td> </tr> <tr> <td>Dissenting-votes</td> <td>4,973,351</td> </tr> <tr> <td>Abstentions</td> <td>50,097</td> </tr> </table> <p>The Chair states that the Annual General Meeting has therewith approved the proposals made by the Board of Directors.</p>	Yes-votes	241,917,272	Dissenting-votes	4,973,351	Abstentions	50,097
Yes-votes	241,917,272						
Dissenting-votes	4,973,351						
Abstentions	50,097						
	<p>11 Re-election of the independent shareholders' representative (independent proxy)</p> <p>The Board of Directors proposes the 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.</p> <p>The ballot produces the following results:</p> <table data-bbox="507 920 1197 1032"> <tr> <td>Yes-votes</td> <td>246,922,831</td> </tr> <tr> <td>Dissenting-votes</td> <td>13,709</td> </tr> <tr> <td>Abstentions</td> <td>4,180</td> </tr> </table> <p>The Chair states that the Annual General Meeting has therewith approved the proposals made by the Board of Directors.</p>	Yes-votes	246,922,831	Dissenting-votes	13,709	Abstentions	4,180
Yes-votes	246,922,831						
Dissenting-votes	13,709						
Abstentions	4,180						
	<p>12 Re-election of the auditors</p> <p>The Board of Directors proposes the re-election of PricewaterhouseCoopers SA, Geneva, as auditors for a one-year term of office.</p> <p>The ballot produces the following results:</p> <table data-bbox="507 1503 1197 1615"> <tr> <td>Yes-votes</td> <td>244,460,077</td> </tr> <tr> <td>Dissenting-votes</td> <td>2,472,859</td> </tr> <tr> <td>Abstentions</td> <td>7,784</td> </tr> </table> <p>The Chair states that the Annual General Meeting has therewith approved the proposals made by the Board of Directors.</p>	Yes-votes	244,460,077	Dissenting-votes	2,472,859	Abstentions	7,784
Yes-votes	244,460,077						
Dissenting-votes	2,472,859						
Abstentions	7,784						
<p>Closing of the meeting</p>	<p>The Chair closes the meeting.</p>						

The Chair

A handwritten signature in black ink, consisting of a large, stylized 'P' followed by a horizontal line extending to the right. The signature is positioned above a dashed horizontal line.

Peter A. Fanconi

The secretary for the day

A handwritten signature in black ink, featuring a large, stylized 'R' followed by several horizontal strokes. The signature is positioned above a dashed horizontal line.

Roman Sturzenegger

Exhibits:

- Copy of the invitation to the 17th Annual General Meeting
- Voting profile (instructions) independent proxy produced by Computershare Switzerland Ltd