

# Julius Bär

## INVITATION TO THE ANNUAL GENERAL MEETING

of Julius Baer Group Ltd., Zurich

The Annual General Meeting will take place on  
**Wednesday, 11 April 2018, at 10.00 a.m.**

**at Samsung Hall, Hoffnigstrasse 1, 8600 Dübendorf  
(close to the train station “Stettbach”).**

Admittance: 9.15 a.m. to 10.00 a.m.

**Attention: New location compared to previous years!**

The shareholders  
are kindly invited to a cocktail  
just after the Annual General Meeting.

## Agenda

The Board of Directors submits the following agenda items and proposals for discussion and resolution by the Annual General Meeting:

### 1. Annual Report (Financial Statements and Consolidated Financial Statements for the year 2017, Reports of the Statutory Auditors) including Remuneration Report 2017

#### 1.1 Financial Statements and Consolidated Financial Statements for the year 2017

The Board of Directors proposes that the Financial Statements and the Consolidated Financial Statements for the year 2017 be approved.

#### 1.2 Consultative Vote on the Remuneration Report 2017

The Board of Directors proposes that the Remuneration Report 2017 be approved on a consultative basis.

### 2. Appropriation of disposable profit; dissolution and distribution of “statutory capital reserve”

The Board of Directors proposes to distribute the disposable profit and to dissolve and distribute “statutory capital reserve” as follows:

• Balance brought forward	CHF	7,660,882
• Profit for the 2017 financial year	CHF	608,664,151
• Dissolution of “statutory capital reserve”	CHF	313,333,227
• Total of disposable profit	CHF	929,658,260
• Total distribution, fully charged to “statutory capital reserve”	CHF	313,333,227
• Allocation to “voluntary retained earnings reserve”	CHF	600,000,000
• Balance brought forward	CHF	16,325,033

The distribution amount of CHF 313,333,227 corresponds to a distribution amount of CHF 1.40 per registered share. In case of adoption of the proposal, the distribution of CHF 1.40, which is not subject to the Swiss withholding tax, shall be paid free of expense from 17 April 2018.

All treasury shares held by the Company at the time of distribution are not entitled to such distribution. Therefore the amount proposed for dissolution and distribution might change, without impact on the distribution as regards the other shareholders.

### 3. Discharge of the members of the Board of Directors and of the Executive Board

The Board of Directors proposes that the members of the Board of Directors and of the Executive Board (including Mr. Jan A. Bielinski, who left the Executive Board on 30 June 2017 and Mr. Boris F.J. Collardi, who left the Executive Board on 26 November 2017) be discharged for the 2017 financial year.

### 4. Approval of the Compensation of the Board of Directors and of the Executive Board

#### 4.1 Compensation of the Board of Directors

The Board of Directors requests the approval of the maximum aggregate amount of compensation of the Board of Directors for the coming term of office, i.e. Annual General Meeting 2018 to Annual General Meeting 2019, in the total amount of CHF 3,913,354 (including CHF 433,354 of social contributions and miscellaneous). This amount shall cover the total compensation of all members of the Board of Directors that are proposed to be re-elected or elected at the Annual General Meeting on 11 April 2018. For further details see the explanations on the approval of the maximum aggregate amount of compensation of the Board of Directors (par. 1 in the separate booklet).

## **4.2 Compensation of the Executive Board**

### **4.2.1 Aggregate amount of variable cash-based compensation elements for the completed financial year 2017**

The Board of Directors requests the approval of the aggregate amount of variable cash-based compensation elements for the members of the Executive Board for the completed financial year 2017 in the amount of CHF 6,167,029 (including CHF 567,029 of social contributions, pension fund contributions and miscellaneous). For further details see the explanations on the approval of the aggregate amount of variable cash-based compensation elements of the Executive Board (par. 2.1 in the separate booklet).

### **4.2.2 Aggregate amount of variable share-based compensation elements that are allocated in the current financial year 2018**

The Board of Directors requests the approval of the aggregate amount of variable share-based compensation elements to be allocated to the members of the Executive Board in the current financial year 2018 in the amount of CHF 6,113,490 (including CHF 413,490 of social contributions, pension fund contributions and miscellaneous). For further details see the explanations on the approval of the aggregate amount of variable share-based compensation elements of the Executive Board (par. 2.2 in the separate booklet).

### **4.2.3 Maximum aggregate amount of fixed compensation for the next financial year 2019**

The Board of Directors requests the approval of the maximum aggregate amount of fixed compensation (including the lump-sum expenses) of the members of the Executive Board for the following financial year 2019 in the amount of CHF 5,767,418 (including CHF 1,067,418 of further supplementary compensation elements, social contributions and pension fund contributions and miscellaneous). For further details see the explanations on the approval of the maximum aggregate amount of fixed compensation of the Executive Board (par. 2.3 in the separate booklet).

## **5. Elections**

### **5.1 Re-elections to the Board of Directors**

The Board of Directors proposes that Mr. Daniel J. Sauter, Mr. Gilbert Achermann, Mr. Andreas Amschwand, Mr. Heinrich Baumann, Mr. Paul Man Yiu Chow, Mr. Ivo Furrer, Mrs. Claire Giraut, Mr. Gareth Penny and Mr. Charles G.T. Stonehill be re-elected as members of the Board of Directors for a one-year term. The nominees will be elected individually.

Ms. Ann Almeida has informed the Board of Directors of her decision not to stand for re-election.

### **5.2 New-election to the Board of Directors**

The Board of Directors proposes that Mr. Richard Campbell-Breeden shall be elected to the Board of Directors for a one-year term. Upon election, Mr. Campbell-Breeden shall join the Governance and Risk Committee as well as the Compensation Committee of the Board of Directors (see agenda item 5.4). The curriculum vitae of Mr. Richard Campbell-Breeden may be accessed via [www.juliusbaer.com/agm](http://www.juliusbaer.com/agm).

### **5.3 Election of the Chairman of the Board of Directors**

The Board of Directors proposes that Mr. Daniel J. Sauter be elected as Chairman of the Board of Directors for a one-year term. Mr. Daniel J. Sauter has been elected to the Board of Directors of former Julius Baer Holding Ltd. in 2007 and serves on the Board of Directors of Julius Baer Group Ltd. since 2009, and as its Chairman since 2012.

### **5.4 Elections to the Compensation Committee**

The Board of Directors proposes that Mr. Gilbert Achermann, Mr. Heinrich Baumann, Mr. Richard Campbell-Breeden and Mr. Gareth Penny be elected as members of the Compensation Committee for a one-year term. The nominees will be elected individually.

Mr. Gilbert Achermann has been elected to the Board of Directors in 2012 and serves on the Compensation Committee since 2014.

Mr. Heinrich Baumann has been elected to the Board of Directors in 2011 and serves on the Compensation Committee since 2012.

Mr. Richard Campbell-Breeden is proposed to be elected to the Board of Directors at the Annual General Meeting on 11 April 2018 and shall at the same time be elected as new member of the Compensation Committee.

Mr. Gareth Penny has been elected to the Board of Directors of former Julius Baer Holding Ltd. in 2007, serves on the Board of Directors of Julius Baer Group Ltd. and on its Compensation Committee since 2009, and has taken over the chairmanship of the Compensation Committee in 2012.

## **6. Election of the Statutory Auditor**

The Board of Directors proposes that KPMG AG, Zurich, be elected as Statutory Auditors for another one-year term.

## **7. Election of the Independent Representative**

The Board of Directors proposes that Mr. Marc Nater, Wenger Plattner Attorneys at Law, Seestrasse 39, Postfach, 8700 Küsnacht, Switzerland, be elected as independent representative for a term until the end of the next Annual General Meeting in 2019.

## **Organisational Information**

### **Annual Report**

The Annual Report 2017 containing the Financial Statements of Julius Baer Group Ltd., the Consolidated Financial Statements, the Remuneration Report and the Reports of the Statutory Auditors will be made available for the shareholders from 19 March 2018, at the Company's registered offices located at Bahnhofstrasse 36, 8001 Zürich.

### **Right to participate and vote/admission cards**

After returning the enclosed registration form, the shareholders will receive the admission card and the voting material. Shareholders recorded in the Company's share register with voting rights as at 4 April 2018 will be entitled to participate in and vote at the Annual General Meeting on 11 April 2018. No entries of registered shares will be made in the share register from 5 April 2018 to 11 April 2018. The registration of shares for voting purposes does not affect the tradability of such shares.

### **Proxies/Voting via electronic voting tool**

A shareholder entitled to vote may give written proxy for the Annual General Meeting on 11 April 2018 to a third party. Proxy holders will only be admitted to the Annual General Meeting based on identification by the admission card and a duly executed proxy.

Based on the approval by the shareholders at the Annual General Meeting on 12 April 2017, Mr. Marc Nater, Wenger Plattner Attorneys at Law, Seestrasse 39, Postfach, 8700 Küsnacht, Switzerland, is designated as independent representative.

A shareholder entitled to vote may give proxy for the individual agenda items to the independent representative via the voting instruction form or the electronic voting tool Shareholder Application Nimbus ShApp®. Reference is made to the appendix "Information for electronic voting instructions".

**The shareholders are kindly invited to a cocktail just after the Annual General Meeting.**

Zurich, 19 March 2018

**Julius Baer Group Ltd.**

For the Board of Directors

The Chairman:

Daniel J. Sauter