

Julius Bär

INVITATION TO THE ANNUAL GENERAL MEETING

of Julius Baer Group Ltd., Zurich

The Annual General Meeting will take place on
Wednesday, 12 April 2017, at 10.00 a.m.

**at the Kongresshaus Zurich, Kongresssaal,
Entrance K, Claridenstrasse 7, 8002 Zurich.**

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

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 2016, Reports of the Statutory Auditors) including Remuneration Report 2016

1.1 Financial Statements and Consolidated Financial Statements for the year 2016

The Board of Directors proposes that the Financial Statements and the Consolidated Financial Statements for the year 2016 be approved.

1.2 Consultative Vote on the Remuneration Report 2016

The Board of Directors proposes that the Remuneration Report 2016 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	1,668,325
• Profit for the 2016 financial year	CHF	405,992,557
• Dissolution of “statutory capital reserve”	CHF	268,571,338
• Total of disposable profit	CHF	676,232,220
• Total distribution, fully charged to “statutory capital reserve”	CHF	268,571,338
• Allocation to “voluntary retained earnings reserve”	CHF	400,000,000
• Balance brought forward	CHF	7,660,882

The distribution amount of CHF 268,571,338 corresponds to a distribution amount of CHF 1.20 per registered share. In case of adoption of the proposal, the distribution of CHF 1.20, which is not subject to the Swiss withholding tax, shall be paid free of expense from 20 April 2017.

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. Gregory Gatesman and Mr. Giovanni Flury, who both left the Executive Board at year-end 2016) be discharged for the 2016 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 2017 to Annual General Meeting 2018, in the total amount of CHF 3,831,820 (including CHF 424,320 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 12 April 2017. 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 2016

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 2016 in the amount of CHF 6,120,741 (including CHF 470,741 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 2017

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 2017 in the amount of CHF 6,703,830 (including CHF 403,830 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 2018

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 2018 in the amount of CHF 5,737,957 (including CHF 1,037,957 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, Ms. Ann Almeida, Mr. Andreas Amschwand, Mr. Heinrich Baumann, Mr. Paul Man Yiu Chow, 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.

5.2 New-election to the Board of Directors

The Board of Directors proposes that Mr. Ivo Furrer shall be elected to the Board of Directors for a one-year term. The curriculum vitae of Mr. Ivo Furrer may be accessed via www.juliusbaer.com/agma.

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 Ms. Ann Almeida, Mr. Gilbert Achermann, Mr. Heinrich Baumann and Mr. Gareth Penny be elected as members of the Compensation Committee for a one-year term. The nominees will be elected individually.

Ms. Ann Almeida has been elected to the Board of Directors and the Compensation Committee at the Annual General Meeting on 13 April 2016, effective as of 1 June 2016.

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. 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 2018.

Organisational Information

Annual Report

The Annual Report 2016 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 20 March 2017, 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 5 April 2017 will be entitled to participate in and vote at the Annual General Meeting on 12 April 2017. No entries of registered shares will be made in the share register from 6 April 2017 to 12 April 2017. 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 12 April 2017 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 13 April 2016, 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, 20 March 2017

Julius Baer Group Ltd.

For the Board of Directors
The Chairman:
Daniel J. Sauter