

I. CORPORATE GOVERNANCE

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Corporate governance is a decisive part of business management. Shareholders, clients and staff are usually considered the key stakeholder groups within the context of corporate governance. Moreover, the focus of Julius Baer Group Ltd. (the Company) on achieving sustained success and consistency in the Group's business rests largely on the principle of retaining shareholders, clients and staff for as long as possible and actively nurturing the relationships over time. These stakeholders therefore have a right to know the individuals and internal bodies that determine the development of the Company, who makes the strategic decisions and who bears the responsibility for them. The Company therefore aims to thoroughly satisfy these legitimate information needs in this chapter of the Annual Report.

The Organisational and Management Regulations (OMR) of the Company, which are largely based on article 716b of the Swiss Code of Obligations and the Articles of Incorporation of Julius Baer Group Ltd., constitute our primary corporate governance guidelines. Both the OMR and the Articles of Incorporation are available at www.juliusbaer.com/cg.

The corporate governance information of the Company is presented in accordance with the following legal and regulatory requirements:

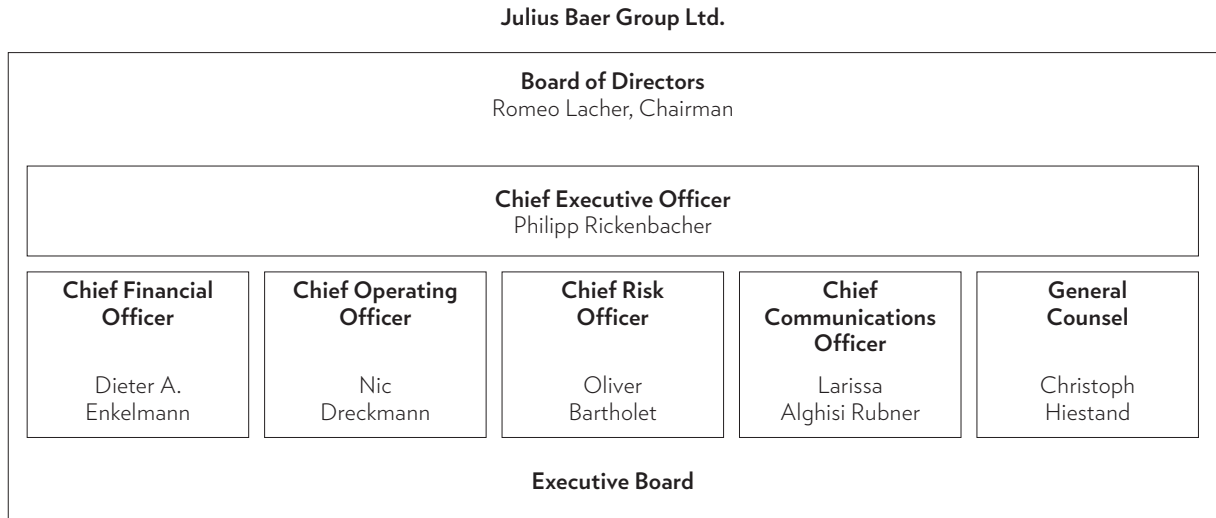
- *Directive Corporate Governance* of the SIX Swiss Exchange (revised effective 1 May 2018) available at www.six-exchange-regulation.com;
- Guidelines and recommendations of the *Swiss Code of Best Practice for Corporate Governance*, including the appendix on executive compensation, of the Swiss business federation *economiesuisse* (in its current version dated 29 February 2016) available at www.economiesuisse.ch;
- Circular 2017/1 entitled *Corporate governance – banks* of Swiss Financial Market Supervisory Authority FINMA, available at www.finma.ch;
- The Federal Council's Ordinance against excessive compensation in listed companies (in force effective 1 January 2014) available at www.admin.ch.

⇒ The Group's overall compensation framework including compensation governance, compensation elements and their application in the period under review is described in detail in chapter *II. Remuneration Report* of this Annual Report.

The following information corresponds to the situation as at 31 December 2019 unless indicated otherwise.

GROUP STRUCTURE AND SHAREHOLDERS

Operational Group structure of Julius Baer Group Ltd. as at 31 December 2019



The consolidated Group companies are disclosed in Note 30A ('companies consolidated') in the section *Additional Information* of chapter III. *Financial Statements Julius Baer Group* of this Annual Report.

Operational Group structure of Julius Baer Group Ltd. as at 1 January 2020



On 3 October 2019, Julius Baer announced the composition of the new executive leadership team. Effective 1 January 2020, the Executive Boards of Julius Baer Group Ltd. and Bank Julius Baer & Co. Ltd., the Group's main operating entity, will be aligned and consist of the following individuals:

- Philipp Rickenbacher, Chief Executive Officer
- Yves Robert-Charrue, Head Switzerland & Europe, Middle East, and Africa (EMEA)
- Jimmy Lee Kong Eng, Head Asia Pacific
- Beatriz Sanchez, Head Americas
- Nic Dreckmann, Chief Operating Officer & Head of Intermediaries
- Nicolas de Skowronski, Investment & Wealth Management Solutions, Head of Wealth Management Solutions
- Yves Bonzon, Investment & Wealth Management Solutions, Chief Investment Officer
- Dieter A. Enkelmann, Chief Financial Officer
- Oliver Bartholet, Chief Risk Officer

The outgoing members of the Group Executive Board, Group General Counsel Christoph Hiestand and Chief Communications Officer Larissa Alghisi Rubner, will retain their previous functions and continue to directly report to the CEO.

The curriculum vitae of all future members of the Executive Board are available at www.juliusbaer.com/EXB.

SIGNIFICANT SHAREHOLDERS/ PARTICIPANTS

Based on notifications received by Julius Baer Group Ltd., each of the following shareholders/participants held 3% or more of the voting rights in Julius Baer Group Ltd. as at 31 December 2019¹:

Shareholder/participant ³	Disclosure of purchase positions ²	Disclosure of sale positions ²
MFS Investment Management ⁴	9.98%	
BlackRock Inc. ⁵	4.99%	0.07%
Harris Associates L.P. ⁶	4.95%	
Government of Singapore ⁷	3.09%	
UBS Fund Management (Switzerland) AG ⁸	3.09%	

¹ The percentage holding of voting rights as well as the other terms as used herein have to be defined and read in the context of the relevant and applicable stock exchange rules. Please note that the above figures are based on reports made before respectively after the following events: a) capital increase by way of rights offering completed on 17 October 2012 with the issuance of 20,316,285 newly registered shares of Julius Baer Group Ltd.; b) capital increase out of authorised share capital completed on 24 January 2013 with the issuance of 7,102,407 newly registered shares of Julius Baer Group Ltd.

² Purchase positions disclosed pursuant to art. 14 para. 1 a FINMA Financial Market Infrastructure Ordinance (FMIO-FINMA) and sales positions pursuant to art. 14 para. 1 b FMIO-FINMA.

³ Please note that a change in the holding of voting rights within reportable thresholds does not trigger a notification duty. Further details on individual shareholdings can be found on www.juliusbaer.com/shareholders or on www.six-exchange-regulation.com in the section Publications > Significant Shareholders, Issuer Julius Bär Gruppe AG.

⁴ MFS Investment Management, Boston/USA, and its subsidiaries (reported on 30 December 2013)

⁵ BlackRock Inc., New York/USA (reported on 18 December 2019)

⁶ Harris Associates L.P., Chicago/USA (reported on 30 November 2016)

⁷ Government of Singapore, Singapore (reported on 31 May 2019)

⁸ UBS Fund Management (Switzerland) AG, Basel/Switzerland (reported on 26 September 2019)

The individual reports that were published during the year under review can be accessed on the reporting and publication platform of the Disclosure Office of SIX Swiss Exchange at the address www.six-exchange-regulation.com in the section Publications > Significant Shareholders, Issuer Julius Bär Gruppe AG.

CROSS-SHAREHOLDINGS

There are no cross-shareholdings between Julius Baer Group Ltd. and its subsidiaries or third-party companies.

CAPITAL STRUCTURE

CAPITAL

The share capital of the Company amounted to CHF 4,476,188.96 as at 31 December 2019. It is fully paid up and divided into 223,809,448 registered shares (shares) with a par value of CHF 0.02 each. The shares (Swiss securities number 10 248 496; ISIN CH 010 2484968, ticker symbol BAER) are listed on the SIX Swiss Exchange and are member of the Swiss Leader Index (SLI).

In view of Julius Baer's strong capital position and ongoing capital generation, the Board of Directors of Julius Baer has approved the launch of a programme to buy back up to CHF 400 million purchase value of Julius Baer Group Ltd. shares. The programme was launched on 20 November 2019 and is expected to run until the end of February 2021. The execution of the programme is subject to market conditions. The shares will be bought via a second trading line on SIX Swiss Exchange (ticker symbol: BAERE.S). Shares that have been repurchased under the programme are expected to be cancelled through capital reductions to be proposed at future Annual General Meetings of shareholders.

CONDITIONAL AND AUTHORISED CAPITAL IN PARTICULAR

There is no authorised capital.

Conditional capital

The Company's share capital may be increased by the issue of up to 10,000,000 shares, to be fully paid up and each with a par value of CHF 0.02, in a maximum total amount of CHF 200,000.00 through the exercise of conversion or warrant rights in connection with bonds issued by the Company or its subsidiaries. Existing shareholders are excluded from subscription rights. The acquisition of shares

through the exercise of conversion or warrant rights and the subsequent transfer of shares are subject to the entry limitations as set forth in article 4.4ff. of the Articles of Incorporation, available at www.juliusbaer.com/cg.

In the event that the maximum amount of conditional capital were to be issued and converted as described above, the Company's share capital would increase by CHF 200,000.00, which equates 4.47% of the existing share capital as at 31 December 2019 (cf. Note 19 ['share capital'] in the section *Information on the Consolidated Balance Sheet* of chapter *III. Financial Statements Julius Baer Group* of this Annual Report).

When issuing convertible or warrant bonds, the Board of Directors may rescind priority subscription rights of existing shareholders for important reasons.

Important reasons can be the securing of optimal conditions in issuing the bonds and ensuring equal treatment of shareholders domestically and abroad. In the event that the Board of Directors precludes the priority subscription rights, the following applies:

- a) Conversion rights may be exercised only during a maximum of seven years, and warrant rights only during a maximum of four years from the date of issue of the relevant bond.
- b) The new shares shall be issued according to the applicable conversion or warrant conditions. The convertible and warrant bonds must be issued in conformity to market conditions (including the usual market conditions with regard to protection against dilution). The conversion or option price must be not less than the average of the last prices paid on the SIX Swiss Exchange during the five days preceding the determination of the final issue conditions for the relevant convertible or warrant bonds.

CHANGES OF CAPITAL

⇒ The description of the changes of capital in the last two years is disclosed in the section *Consolidated Financial Statements*, Consolidated statement of changes in equity, in chapter *III. Financial Statements Julius Baer Group* of this Annual Report. For information about changes of capital in periods three or more years back please visit www.juliusbaer.com/reports.

SHARES AND PARTICIPATION CERTIFICATES

Shares

	2019	2018
Number of shares with par value of CHF 0.02 as at 31 December	223,809,448	223,809,448

There are no preferential rights or similar rights. Each share entitles to one vote.

The Dividend entitlement is detailed in Note 19 ('share capital') in the section *Information on the Consolidated Balance Sheet* of chapter *III. Financial Statements Julius Baer Group* of this Annual Report.

PARTICIPATION CERTIFICATES

There are no participation certificates.

BONUS CERTIFICATES

There are no bonus certificates.

LIMITATIONS ON TRANSFERABILITY AND NOMINEE REGISTRATIONS (AS AT 31 DECEMBER 2019)

The Company shall keep a share register, in which the owners and usufructuaries of the shares are entered with their name, address and nationality, respectively, and place of incorporation in case of legal entities. In relation to the Company, any person entered in the share register shall be deemed to be a shareholder. Nimbus AG, Ziegelbrueckstrasse 82, 8866 Ziegelbruecke, Switzerland, administrates the Company's share register.

The shares are issued as uncertificated securities and registered as intermediated securities. They are included in the SIS clearing system for transferred shares. The Company may withdraw shares registered as intermediated securities from the custodian system. Each shareholder may at any time request from the Company a certification about the shares owned by him/her. The shareholders have no right to request the printing and delivery of certificates for their registered shares. The Company, however, may at any time print and deliver share certificates (individual certificates, certificates or global certificates) or convert uncertificated securities and share certificates into any other form and may cancel issued share certificates once they have been returned to the Company.

Transfers of intermediated securities, including the granting of security interests, are subject to the Swiss Intermediated Securities Act. The transfer of uncertificated shares is effected by a corresponding entry in the books of a bank or depositary institution following an assignment by the selling shareholder and notification of such assignment to the Company by the bank or depositary institution. The transferee must file a share registration form in order to be registered in the Company's share register as a shareholder with voting rights. Failing such registration, the transferee may not vote at or participate in any Meeting of Shareholders but may still receive dividends and other rights with financial value. The uncertificated shares may only be transferred with the assistance of the bank that administers the book entries of such shares for the account of the transferring shareholder. Further, shares may only

be pledged to the bank that administers the book entries of such shares for the account of the pledging shareholder; in such case, the Company needs to be notified.

According to the Articles of Incorporation, available at www.juliusbaer.com/cg, a person having acquired shares will be recorded in the Company's share register as a shareholder with voting rights upon request. The Company may refuse to record a person in the share register as a shareholder with voting rights if such person does not expressly state that he/she has acquired the shares in his/her own name and for his/her own account.

Fiduciaries/nominees may be entered as a shareholder in the share register with voting rights for shares up to a maximum of 2% of the share capital. Shares held by a fiduciary/nominee that exceed this limit may be registered in the share register with voting rights if such fiduciary/nominee discloses to the Company the name, address, nationality or

registered office and shareholdings of any person or legal entity for whose account it holds 0.5% or more of the share capital. Fiduciaries/nominees who are affiliated with other fiduciaries/nominees by means of ownership structure or voting rights, or who have a common management or are otherwise affiliated, are deemed one fiduciary/nominee as regards the application of such entry limitations.

The Board of Directors may cancel the entry in the share register of a shareholder or fiduciary/nominee with voting rights upon a hearing of such shareholder or fiduciary/nominee, if the entry in the share register is based on false information. The affected shareholder or fiduciary/nominee has to be notified of the cancellation immediately.

CONVERTIBLE BONDS AND OPTIONS

There are no outstanding convertible or warrant bonds.

BOARD OF DIRECTORS

All members of the Board of Directors of Julius Baer Group Ltd. are non-executive members. They are independent according to article 14 of the *Swiss Code of Best Practice for Corporate Governance* of the Swiss business federation *economiesuisse* and the Swiss Financial Market Supervisory Authority FINMA's circular 2017/1 entitled *Corporate governance – banks*. The latter states that at least one third of the Board of Directors shall consist of independent members. According to this circular, members of the Board of Directors are deemed independent if they

- are not and have not in the previous two years been employed in some other function within the institution;
- have not been employed in the previous two years by the institution's regulatory audit firm as lead auditor responsible for the institution;
- have no commercial links with the institution which, in view of their nature and scope, would lead to conflicts of interest; and
- are not a qualified participant (within the meaning of the Banking Act and the Stock Exchange Act) of the institution and represent no such participant.

Julius Baer envisages a share of at least two thirds of its Board members to be independent in the sense of the aforementioned definitions.

The Board of Directors of the Group's principal operating company, Bank Julius Baer & Co. Ltd., is composed of the same members in identical responsibilities as the Board of Directors of Julius Baer Group Ltd.

MEMBERS OF THE BOARD OF DIRECTORS

Romeo Lacher (born 1960), Swiss citizen; PhD in Economics (Dr. oec. HSG), University of St. Gallen, 1995; Advanced Management Program (AMP), Harvard Business School, 1999. Institut für Versicherungswirtschaft, St. Gallen, Project Manager, Junior Consultant, 1987–1990; Credit Suisse Group, Switzerland, 1990 until February 2017: Direct Marketing/Project Manager, Marketing Department, 1990–1994; Head Product Management Direct Banking Products and member of Senior Management, 1995–1996; Head of Retail Banking

Switzerland and member of Senior Management, 1997–1999; Head of e-Channels, member of the Executive Board, e-Business, 2000–2002; Chief Operating Officer CS Corporate and Retail Banking, and member of the Management Committee, CS Financial Services, 2002–2003; Global Head of Operations and Product Management and member of the Private Banking Management Committee, 2004–2011; Head of Private Banking EMEA/Western Europe and member of the Private Banking Management Committee, 2011–2015; Chief Operating Officer, International Wealth Management and member of the IWM Management Committee, 2016; SIX Group, Zurich, from 2008 until 2020: Vice Chairman, Chairman of the Nomination and Compensation Committee, 2008 until October 2016; Chairman of the Board of Directors from October 2016 until 14 March 2020; Worldline SA, Bezons, France, member of the Board of Directors, incl. Chairman of the Nomination and Remuneration Committee, Vice-Chairman of the Investment Committee and Co-Chairman of the Strategy and Innovation Committee from November 2018 until May 2019. Chairman of the Board of Directors of Bank Julius Baer & Co. Ltd. and Julius Baer Group Ltd. since 2019 (term of office until 2020).

Gilbert Achermann (born 1964), Swiss citizen; Bachelor of Business Administration, University of Applied Sciences (HWV), St. Gallen, 1988; Executive MBA, IMD Lausanne, 2000. UBS Investment Banking, 1988–1998: Graduate trainee programme Trading & Sales, 1988–1989; Associate Corporate Finance / Capital Markets; Assistant to Regional Head North America, 1990–1994; Director Corporate Finance Advisory, 1995–1998; Straumann Group, Basle, since 1998: Chief Financial Officer and Deputy CEO, 1998–2001; Chief Executive Officer, 2002–2010; Chairman of the Board of Directors since 2010. Vitra Group, 2012–2015: Chairman of the Board of Directors from July 2013 until December 2015; Co-CEO from July 2014 until December 2015. Member of the Board of Directors of Bank Julius Baer & Co. Ltd. and of Julius Baer Group Ltd. since 2012 (2020).

Heinrich Baumann (born 1951), Swiss citizen; PhD in Management, Technology and Economics, Swiss Federal Institute of Technology (ETH), Zurich, 1985. UBS AG, 1975–1998: Project Leader

IT/Logistics and Finance, 1975–1985; COO Singapore Branch and Deputy Branch Manager, 1985–1987; Chief of Staff International Division and Section Head Management Support, 1987–1990; member of the Regional Management Committee (New York), Chief Operating Officer Region North America, 1990–1994; Department Head Finance and Controlling on Group level, 1994–1998; independent Management Consultant, 1998–1999; HSBC Gyuertzeller Bank Ltd., 1999–2009: Chief Operating Officer, 1999–2002; Vice-President of the Executive Committee/Chief Operating Officer, 2003–2005; Chief Executive Officer, 2006–2009; independent Management Consultant since 2009. Member of the Board of Directors of Bank Julius Baer & Co. Ltd. and of Julius Baer Group Ltd. since 2011 (2020).

Richard M. Campbell-Breeden (born 1962), British citizen; Bachelor of Science in Mechanical Engineering, University of Bristol, UK, 1984. Rolls-Royce, sponsored undergraduate, Aero-Engine Division, 1980–1984; 3i Group plc, 1984–1987: Executive, City Office, Large LBOs, 1984–1985; Executive, Shipping Division, 1985–1987; Goldman Sachs & Co., 1989–2016: Associate, M&A, New York, 1989–1991; Vice-President Investment Banking Division, London, 1991–1999; Managing Director, Head of UK Investment Banking, London, 1999–2005; Head of M&A, Asia-Pacific Ex-Japan (APEJ), Hong Kong, incl. Chairman Industrials APEJ, 2008–2011; Vice-Chairman, Investment Banking Asia Pacific Ex-Japan (APEJ), Hong Kong, incl. member of APEJ Commitments Committee and member of APEJ Client & Business Standards Committee, 2011–2016; Omeshorn Capital Advisors (founder) London, UK, since 2016; Omeshorn Holdings Ltd., British Virgin Islands, Director since 2016; Arq Limited (incl. Arq International Limited, Arq UK Management Limited and Arq IP Limited), Chairman of the Board of Directors since 2017. Member of the Board of Directors of Bank Julius Baer & Co. Ltd. and of Julius Baer Group Ltd. since 2018 (2020).

Paul Man Yiu Chow (born 1946), Chinese (Hong Kong SAR) citizen; University of Hong Kong: Bachelor of Science in Mechanical Engineering, 1970, Diploma in Management Studies, 1979, Master of Business Administration, 1982; Diploma in finance, Chinese University of Hong Kong, 1987; Doctor h.c. of Social Science, the Open University of Hong Kong,

2010. Hong Kong Government, Executive Officer II, 1970–1971; IBM World Trade Corporation, Hong Kong, Associate Systems engineer, 1971–1973; Sun Hung Kai Group, Hong Kong, 1973–1988: Sun Hung Kai Securities Limited, Executive Director, 1982–1983; Sun Hung Kai Bank Limited, Executive Director, Deputy General Manager and Chief Financial Officer, 1983–1985; Sun Hung Kai & Co. Ltd., Chief Administration & Financial Officer, and Sun Hung Kai Securities Limited, Executive Director, 1985–1988; Chinese University of Hong Kong, lecturer in finance, 1988–1989; The Stock Exchange of Hong Kong Limited, 1989–1997: Director of Operations and Technology, 1989–1990; Hong Kong Securities Clearing Company Ltd., Chief Executive Officer, 1990–1991; Chief Executive, 1991–1997; HSBC Asset Management, Asia Pacific (ex Japan) Region, Chief Executive Officer; HSBC Asset Management Group, member of the Global Management Committee; HSBC Insurance Company Limited, Hong Kong, Non-executive Director, 1997–2003; Hong Kong Exchanges & Clearing Limited, Chief Executive Officer and Executive Director, 2003–2010; CITIC Limited, Hong Kong, Independent Non-executive Director and member of the Remuneration Committee from March 2016 until June 2019; China Mobile Limited, Hong Kong, Independent Non-executive Director since May 2013. Member of the Board of Directors of Bank Julius Baer & Co. Ltd. and of Julius Baer Group Ltd. since 2015 (2020).

Ivo Furrer (born 1957), Swiss citizen; PhD in Law, University of Zurich, 1985. Winterthur Insurance, 1983–1999: Group Insurance Marketing and project management in Europe, Canada and the USA, 1983–1991; Winterthur International, USA, Underwriting, 1992–1994; Winterthur International, London, different management positions, 1994–1997; Chief Underwriting Officer Global Corporate, 1998–1999; Credit Suisse Group, 1999–2002: Personal Financial Services, Head of the Executive Committee, amongst others implementation of an Internet bank in Luxembourg, 1999–2001; member of the Executive Committee e-Investment Services Europe, 2001–2002; Zurich Financial Services, 2002–2008: Zurich Financial Services, Germany, Head of international key account business, 2002–2005; member of the Global Corporate Executive Committee; responsible for the development of key accounts and distribution management globally,

2005–2007; CEO Life Switzerland, member of the Global Life Executive Committee, 2007–2008; Swiss Life Group, CEO Switzerland and member of the Corporate Executive Board from September 2008 until March 2017; Helvetia Insurance, St. Gallen, member of the Board of Directors since April 2017. Member of the Board of Directors of Bank Julius Baer & Co. Ltd. and of Julius Baer Group Ltd. since 2017 (2020).

Claire Giraut (born 1956), French citizen; Master in Biotech Engineering, Institut National Agronomique, Paris, 1978. Sanders Group, Paris, various positions, 1978–1985; Serete Group, Paris, various positions in finance and accounting, 1985–1996; Association of French Lawyers, Financial Controller, 1996–1997; Coflexip Stena Offshore, Paris, Chief Financial Officer and Group Head of Communications, member of the Executive Committee, 1997–2001; Technip Group, Paris, Chief Financial Officer of the offshore division and member of the Executive Board, 2002; Ipsen Group, Paris, Chief Financial Officer and member of the Executive Committee, 2003–2011; Europcar Groupe S.A., Guyancourt, Chief Financial Officer, 2011–2012; bioMérieux, Marcy l’Etoile, Corporate Vice-President Purchasing and Information Systems from September 2013 until March 2018, Chief Financial Officer from January 2014 until March 2018; DBV Technologies, Montrouge, member of the Board of Directors since June 2016. Member of the Board of Directors of Bank Julius Baer & Co. Ltd. and of Julius Baer Group Ltd. since 2010 (2020).

Charles G. T. Stonehill (born 1958), dual American and British citizen; Master of Arts in Modern History, Oxford University, UK, 1978. J. P. Morgan & Co., Corporate and Investment Banking, 1978–1984; Morgan Stanley & Co., Managing Director and Head of Equity Division Europe, 1984–1997; Credit Suisse First Boston, Head of Investment Banking for the Americas and member of the Operating Committee, 1997–2002; Lazard Frères, Global Head of Capital Markets and member of the Executive Committee, 2002–2004; Gulfsands Petroleum, Non-executive Director, 2005–2006; Panmure Gordon Plc., Chairman of the Board of Directors, 2006–2008; The London Metal Exchange Ltd., Independent Director from 2005 until August 2009; Better Place, Palo Alto, Chief Financial Officer, 2009–2011; Green & Blue

Advisors LLC, New York, co-founder and partner since 2011; RSR Partners, New York, Managing Director, 2012–2013; TGG Group, New York, Advisor, 2014–2015; AXA Equitable Life Insurance Company, New York, member of the Board of Directors since 2017; AXA Equitable Holdings, New York, member of the Board of Directors since 2018; MONY Life Insurance Company of America, New York, member of the Board of Directors since 2019; Alliance Bernstein Corporation, New York, member of the Board of Directors since 2019; Deutsche Börse AG, Frankfurt, Germany, member of the Supervisory Board since 2019; Equitable Financial Life Insurance Company of America, New York, member of the Board of Directors since 2019. Member of the Board of Directors of Julius Baer Holding Ltd., 2006–2009; member of the Board of Directors of Bank Julius Baer & Co. Ltd. since 2006; member of the Board of Directors of Julius Baer Group Ltd. since 2009 (2020).

Eunice Zehnder-Lai (born 1967), dual Swiss and Chinese (Hong Kong SAR) citizen; Bachelor of Arts (BA), Harvard University, USA, 1989; Master of Business Administration (MBA), Harvard Business School, USA, 1994. Merrill Lynch Capital Markets, New York, Investment Banking Analyst, 1989–1991; Procter & Gamble, Hong Kong, Assistant Brand Manager, 1991–1992; Booz Allen Hamilton, Hong Kong, Summer associate, 1993; Goldman, Sachs & Co., New York, London, Hong Kong, Zurich, Executive Director, Equities and Private Wealth Management, 1994–2001; Zehnder-Lai Investment Advisors (founder), Baech, Switzerland, 2002–2004; LGT Capital Partners, Pfaeffikon, Switzerland, Executive Director, 2005–2014; IPM Institut für Persönlichkeitsorientiertes Management AG, Pfaeffikon, Switzerland, 2014–2018: Managing Director, 2014–2015; Chief Executive Officer, 2015–2018; Geberit Group, Rapperswil-Jona, Switzerland, member of the Board of Directors since 2017; DKSH Group, Zurich, Switzerland, member of the Board of Directors since 2018. Member of the Board of Directors of Bank Julius Baer & Co. Ltd. and of Julius Baer Group Ltd. since 2019 (2020).

Olga Zoutendijk (born 1961), dual Dutch and Australian citizen; Bachelor of Science in Business Administration, San José State University, USA, 1983; Master of International Management (Finance),

Thunderbird School of Global Management, USA, 1985; Advanced Management Program INSEAD, Fontainebleau, France, 1999; graduate of the Australian Institute of Company Directors, Australia, 2012. ABN AMRO Bank N.V., 1986–2001: International Career Banker Training Program, the Netherlands, 1986–1987; Officer, Emerging Markets, the Netherlands, 1987–1988; Banker, Corporate Clients, USA, 1988–1995; Head of Wholesale Banking, Ireland, 1995–1997; Deputy CEO, Australia and New Zealand, 1997–1999; CEO, Portugal, 1999–2001; Westpac Banking Corporation, 2001–2007: General Manager, Business Banking Products, 2001–2002; Group General Manager, Business and Consumer Banking Products, 2002–2003; Group General Manager, Corporate and Institutional Banking, 2003–2007; Standard Chartered Bank, Group Head of Wholesale Banking Asia, 2007–2011; Member of the Board of Governors and Chairwoman of the Audit Committee, Leiden University, since 2016; ABN AMRO Group N.V. and ABN AMRO Bank N.V., 2014–2018: member of the Supervisory Board, 2014–2015; Vice-Chairwoman of the Supervisory Board and Chairwoman of the Risk & Capital Committee, 2015–2016; Chairwoman of the Supervisory Board, 2016–2018. Member of the Board of Directors of Bank Julius Baer & Co. Ltd. and of Julius Baer Group Ltd. since 2019 (2020).

HONORARY CHAIRMAN

The Honorary Chairman has no active function in the Board of Directors.

Raymond J. Baer (born 1959), Swiss citizen; Law Degree, University of St. Gallen, 1984; Master of Law LL.M., Columbia Law School, New York, USA, 1985. Salomon Bros. Inc., New York and London, 1985–1988. Entry into Bank Julius Baer & Co. Ltd., 1988: Head of the Swiss Capital Market Group, Zurich, 1988; New York branch, Deputy Branch Manager, 1990–1993; Zurich Head Office, member of the Management Committee, 1993–1996; Julius Baer Holding Ltd., 1996–2009: member of the Group Executive Board and Head of the Private Banking business line as of 1996; Vice-President of the Group Executive Board from 2001 until 13 May 2003; Co-Head of the Private Banking business line

from January 2003 until 13 May 2003; Chairman of the Board of Directors, 2003–2009. Chairman of the Board of Directors of Bank Julius Baer & Co. Ltd., 2003–2012; Chairman of the Board of Directors of Julius Baer Group Ltd., 2009–2012. Honorary Chairman of Bank Julius Baer & Co. Ltd. and Julius Baer Group Ltd. since 2012.

Elections and re-elections at the Annual General Meeting 2019/Changes in the Board of Directors

At the Annual General Meeting of Julius Baer Group Ltd. on 10 April 2019, Gilbert Achermann, Heinrich Baumann, Richard Campbell-Breeden, Paul Man Yiu Chow, Ivo Furrer, Claire Giraut and Charles G. T. Stonehill (Vice-Chairman) were re-elected to the Board of Directors for another term of one year.

Romeo Lacher, Eunice Zehnder-Lai and Olga Zoutendijk were elected as new members of the Board of Directors for a one-year term.

Daniel J. Sauter did not seek re-election after his tenure of twelve years as Board member, of which he served the past seven as Chairman. Gareth Penny resigned from the Board of Directors after his tenure of twelve years. Andreas Amschwand did not stand for re-election after having served on the Board of Directors for six years.

Romeo Lacher was elected as Chairman of the Board of Directors for a one-year term.

Gilbert Achermann, Heinrich Baumann and Richard Campbell-Breeden were re-elected as members of the Compensation Committee for a one-year term. Eunice Zehnder-Lai was elected as new member of the Compensation Committee for a one-year term.

Proposed changes in the Board of Directors at the Annual General Meeting 2020: nomination of new members

On 3 March 2020, the Board of Directors of Julius Baer Group Ltd. announced its intention to propose Kathryn Shih and Christian Meissner for election as new independent members of the Board at the Annual General Meeting (AGM) on 16 April 2020. This follows Paul Man Yiu Chow's decision not to stand for reelection at the AGM in April 2020, as he will shortly be reaching the age limit for

Julius Baer Board members, and also forms part of the long-term succession planning. All other current members of the Board of Directors will stand for re-election. Christian Meissner will immediately take up his mandate after the election, while Kathryn Shih will take up her mandate on 1 September 2020. The curriculum vitae of the two proposed members of the Board are available at www.juliusbaer.com/AGM.

OTHER ACTIVITIES AND INTEREST TIES

In applying the *Corporate Governance Directive* and the corresponding commentary of the SIX Swiss Exchange as well as the *Ordinance against excessive compensation in listed companies*, the Company fundamentally discloses all mandates and interest ties of its Board members outside of the Julius Baer Group according to the applicable paragraphs of article 13 ('Mandates outside the Group') of the Articles of Incorporation, available at www.juliusbaer.com/cg, which state:

No member of the Board of Directors may hold more than ten additional mandates of which no more than four mandates in listed companies.

The following mandates are not subject to the aforementioned limitations:

- a) mandates in companies which are controlled by the Company or which control the Company;
- b) mandates held at the request of the Company or companies controlled by it. No member of the Board of Directors may hold more than five such mandates;
- c) mandates in associations, charitable organisations, foundations, trusts and employee welfare foundations. No member of the Board of Directors may hold more than ten such mandates.

Mandates shall mean mandates in the supreme governing body of a legal entity, which is required to be registered in the commercial register or a comparable foreign register. Mandates in different legal entities that are under joint control are deemed one mandate.

Mandates in exchange-listed companies:

Gilbert Achermann:

- Chairman of the Board of Directors of Straumann Group, Basle, Switzerland.

Paul Man Yiu Chow:

- Independent Non-executive Director, Chairman of the Nomination Committee as well as member of the Audit Committee and of the Remuneration Committee, China Mobile Limited, Hong Kong.

Ivo Furrer:

- Member of the Board of Directors of Helvetia Insurance, St. Gallen, Switzerland.

Claire Giraut:

- Member of the Board of Directors of DBV Technologies, Montrouge, France.

Charles G. T. Stonehill:

- Member of the Board of Directors of AXA Equitable Holdings (incl. AXA Equitable Life Insurance Company) and Equitable Financial Life Insurance Company of America, New York, USA;
- Member of the Board of Directors of Alliance Bernstein Corporation, New York, USA;
- Member of the Supervisory Board of Deutsche Börse AG, Frankfurt, Germany.

Eunice Zehnder-Lai:

- Member of the Board of Directors of DKSH Group, Zurich, Switzerland;
- Member of the Board of Directors of Geberit Group, Rapperswil-Jona, Switzerland.

Mandates in non-listed companies:

Romeo Lacher:

- Chairman of the Board of Directors of SIX Group, Zurich, Switzerland (until 14 March 2020);

Heinrich Baumann:

- Vice-President of the Board of Directors of Atlis AG, Biberist, Switzerland;
- Vice-President of the Board of Directors of Completo AG, Biberist, Switzerland;
- Member of the Board of Directors of KSHB Holding AG (holding company of Atlis AG, Biberist, Switzerland), Berne, Switzerland.

Richard M. Campbell-Breeden:

- Founder and Chairman of the Board of Directors of Omeshorn Capital Advisors, London, UK;
- Director, Omeshorn Holdings Ltd., British Virgin Islands;
- Chairman of the Board of Directors of Arq Limited (incl. Arq International Limited, Arq UK Management Limited and Arq IP Limited), London, UK.

Ivo Furrer:

- Member of the Board of Directors of inventx, Chur, Switzerland;
- Member of the Board of Directors of responsAbility Investments AG, Zurich, Switzerland;
- Member of the Board of Directors of Fundamenta Group AG, Zug, Switzerland.

Charles G. T. Stonehill:

- Non-executive member of the Board of Directors of CommonBond, Inc., New York, USA;
- Member of the Board of Directors of Play Magnus A/S, Oslo, Norway;
- Member of the Board of Directors of MONY Life Insurance Company of America, New York, USA.

Other mandates:

Romeo Lacher:

- Member of the Board of Directors of economiesuisse, Zurich, Switzerland;
- Vice-Chairman of the Board of Directors of Swiss Finance Institute, Zurich, Switzerland.

Gilbert Achermann:

- Member of the Board of Directors of the ITI Association and ITI Foundation, Basle, Switzerland;
- Member of the Committee and its Executive Committee of Handelskammer beider Basel, Basle, Switzerland;
- Member of the Supervisory Board of IMD, International Institute for Management Development, Lausanne, Switzerland (effective 19 January 2019).

Heinrich Baumann:

- Vice-President of the Foundation Board of International Foundation for Research in Paraplegia, Chêne-Bourg, Switzerland.

Ivo Furrer:

- Member of the Board of Directors of Financial Market Authority Liechtenstein, Vaduz, Liechtenstein;
- President of the Executive Committee of digitalswitzerland, Zurich, Switzerland;
- Member of Swiss Economic Forum/Powerpreneurs, Gwatt, Switzerland;
- Member of the Foundation Board of Swiss Foundation for Work and Further Education, Brugg, Switzerland.

Charles G. T. Stonehill:

- Governor, Harrow School, Harrow on the Hill, London, UK;
- Member of the Commercial Advisory Board of Oxford Investment Consultants, Oxford, UK (since December 2019).

Eunice Zehnder-Lai:

- Member of the Board of Directors of Asia Society Switzerland, Zurich, Switzerland;
- President of the Foundation Board of Friends of Asia Society Switzerland Arts & Culture Foundation, Zurich, Switzerland.

Olga Zoutendijk:

- Member of the Board of Governors and Chairwoman of the Audit Committee, Leiden University, Leiden, the Netherlands.

ELECTIONS AND TERMS OF OFFICE

The members of the Board of Directors have been elected on an individual basis by the Annual General Meeting since 2012 for a one-year term both in the case of new elections and re-elections. The period between two Annual General Meetings is deemed one year. Members whose term of office has expired are immediately eligible for re-election. Except for the election of the Chairman of the Board of Directors and the members of the Compensation Committee by the Annual General Meeting, the Board of Directors constitutes itself. The maximum (cumulative) term of office for the members of the Board of Directors is generally twelve years. Members who have reached their 75th year of age generally do not seek re-election at the end of their current term.

PROFILE OF THE BOARD OF DIRECTORS OF JULIUS BAER GROUP LTD.

The breadth and variety of competencies of its members, both personally and professionally, fundamentally defines the quality of a board of directors. It is one of the key determining factors to ensure that the board as a whole can satisfactorily perform its overall and specific oversight duties.

The members of Julius Baer Group Ltd.'s Board of Directors represent a diverse and broad set of backgrounds, skills and experiences. The Board is composed of individuals who possess relevant functional skills and credentials, have acquired extensive international experience and developed a global business perspective.

Diversity in culture, ethnicity and opinion are important aspects of Board composition. The female-to-male ratio on the Board may vary in any given year; the Board, however, is committed to work towards an overall balanced gender representation over the long term.

Board members need to have the ability to assess complex situations swiftly and to challenge management constructively. They need to provide leadership within a framework of prudent and effective controls. Board members need to bring the highest ethical standards of integrity and probity and show deep affinity with Julius Baer's values and corporate culture.

Biographical overview

Board member	Age 31.12.2019	Gender	Nationality	Board member since	Independence
Romeo Lacher	59	male	Swiss	2019	Independent
Gilbert Achermann	55	male	Swiss	2012	Independent
Heinrich Baumann	68	male	Swiss	2011	Independent
Richard M. Campbell-Breeden	57	male	British	2018	Independent
Paul Man Yiu Chow	73	male	Chinese (HK SAR)	2015	Independent
Ivo Furrer	62	male	Swiss	2017	Independent
Claire Giraut	63	female	French	2010	Independent
Charles G. T. Stonehill	61	male	US/British	2009	Independent
Eunice Zehnder-Lai	52	female	Swiss/ Chinese (HK SAR)	2019	Independent
Olga Zoutendijk	58	female	Dutch/ Australian	2019	Independent

Core skills

Core skills represent universal professional, business and management capabilities that can be gained and used at any company regardless of sector. The

core skills shown in the following table and detailed further below are principal requirements that need to be represented on Julius Baer’s Board of Directors.

Core skills overview

Board member	Banking	Senior Executive	Finance	Audit/Risk	Legal
Romeo Lacher	x	x	x	x	
Gilbert Achermann	x	x	x		
Heinrich Baumann	x	x	x	x	
Richard M. Campbell-Breeden	x	x	x	x	
Paul Man Yiu Chow	x	x	x	x	
Ivo Furrer		x		x	x
Claire Giraut		x	x	x	
Charles G. T. Stonehill	x	x	x	x	
Eunice Zehnder-Lai	x	x	x		
Olga Zoutendijk	x	x	x	x	

Banking comprises relevant experience in the banking industry, supplemented and combined with a sound understanding of global banking, financial markets and financial regulation.

Relevance: Banking experience gained in a senior position within the banking industry assists in understanding and reviewing Julius Baer’s core business and strategy.

Senior Executive encompasses a proven record of accomplishments as a former or active executive of a publicly listed or large private multinational company. This typically results in gaining profound insights and credentials in areas such as recruiting and staffing as well as performance management.

Relevance: The exposure as CEO or in a senior executive role significantly deepens the understanding of developing, implementing and assessing business strategies and operating plans for an organisation of the scale and complexity of Julius Baer.

Finance covers varying aspects such as the function as current or former financial expert, proficiency in financial accounting and reporting as well as academic

or advanced degrees in economics, e.g. former CFO role, Chartered Accountant (CA), Master of Business Administration (MBA), Master of Arts (MA) in Economics, Certified Public Accountant (CPA) or Chartered Financial Analyst (CFA).

Relevance: Expertise and experience in finance are important prerequisites to soundly evaluate Julius Baer’s financial statements and capital structure and assist in understanding and overseeing the integrity of the Group’s financial reporting.

Audit/Risk includes a broad range of expertise related to auditing (e.g. current or former partner of an auditing company, senior role in an auditing capacity or member of an audit committee) or a degree in the subject. It also covers experience in establishing risk management and internal control frameworks, setting an organisation’s risk appetite and overseeing its risk culture.

Relevance: Besides understanding the Group’s financial and regulatory audit reports, expertise in risk management is important to the Board’s role in assessing and overseeing the risks facing

Julius Baer. In particular, it is a prerequisite to ensure that appropriate policies and processes are in place to effectively manage risk.

Legal expertise requires practise as current or former legal expert (e.g. lawyer, partner in a law firm, general counsel) or a degree in the subject.

Relevance: Legal qualifications and/or practices assist Julius Baer’s Board in assessing and meeting its legal requirements in the highly regulated financial markets globally.

Specific skills

Specific skills represent expertise in those individual business and functional areas that are particularly important to be represented on Julius Baer’s Board. The specific skills shown in the following table and detailed further below are principal requirements given the Group’s business portfolio, organisational set-up and corporate strategy.

Specific skills overview

Board member	Wealth Management	Mergers & Acquisitions	Capital Markets	Credit	IT/Technology/ Operations/ Fintech
Romeo Lacher	x	x		x	x
Gilbert Achermann		x	x		x
Heinrich Baumann	x			x	x
Richard M. Campbell-Breeden		x	x		
Paul Man Yiu Chow	x		x		x
Ivo Furrer					x
Claire Giraut		x	x		x
Charles G. T. Stonehill		x	x	x	x
Eunice Zehnder-Lai	x	x	x		
Olga Zoutendijk	x	x	x	x	x

Wealth Management encompasses relevant experience gained in senior wealth management functions, including meaningful exposure to some or all of Julius Baer’s key markets.

Relevance: With wealth management being the Group’s core business, solid representation of wealth management expertise assists in understanding, reviewing and setting Julius Baer’s business focus and strategy.

Mergers & Acquisitions (M&A) represents expertise in the area of corporate M&A gained during current or former roles in investment banking or fund management, through proven experience with M&A or via current or former corporate advisory roles.

Relevance: Expertise in M&A assists in understanding and evaluating Julius Baer’s M&A activities as part of its growth strategy.

Capital Markets represents expertise accumulated during current or former roles in investment banking, fund management or via leading functions in balance sheet management or executing capital market transactions.

Relevance: Capital markets experience assists in understanding and reviewing Julius Baer’s business activities and strategy in this area.

Credit summarises experience gained as current or former private-client-oriented senior credit officer (e.g. Chief Credit Officer) or proven knowledge of the credit business acquired in executive positions in private, investment or corporate banking.

Relevance: Experience in credit-related business areas assists in understanding, reviewing and assessing Julius Baer’s client-related credit strategy and associated risks.

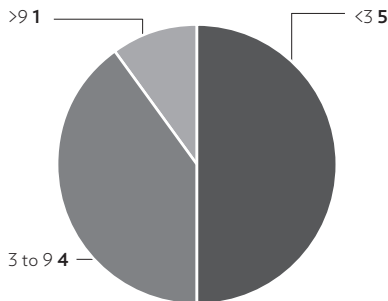
IT/Technology/Operations/Fintech encompasses experience gained in current or former executive roles in the IT/Operations sector or expertise in areas such as software and digital technology or academic degrees in these subjects. Similar

competencies include a strong understanding of technology, its impact on innovation and the related development and implementation of initiatives to enhance production and management processes as well as organisational structures.

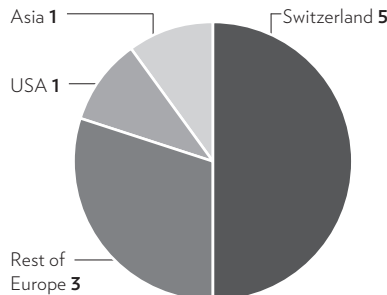
Relevance: Experience in these areas is relevant for Julius Baer in many aspects ranging from client experience to internal operations. In particular, it is instrumental in assessing the impact of new technologies and related investment decisions. Expertise in organisation and processes management gives a practical understanding of developing, implementing and validating Julius Baer’s operating plan and business strategy.

Graphical summary of Board attributes

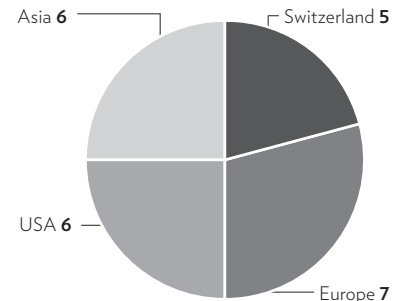
Term of office (years)



Geographic diversity based on primary nationality

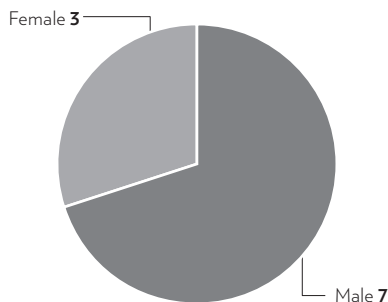


Geographic diversity based on work experience¹

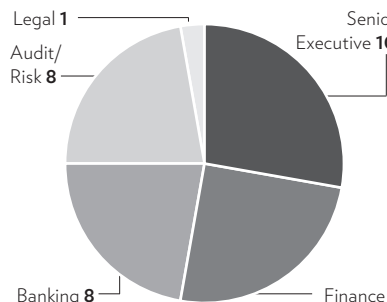


¹ Multiple selections possible

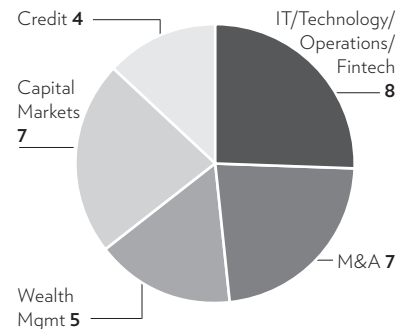
Gender diversity



Core skills



Specific skills



INTERNAL ORGANISATIONAL STRUCTURE

The Board of Directors consists of five or more members. It meets as often as business requires, but at least once per quarter. The presence of a majority of its members is necessary for resolutions to be passed, with the exception of the ascertainment resolution and the resolution concerning the amendment of the Articles of Incorporation, cf. www.juliusbaer.com/cg, as well as the capital increase report in the case of capital increases. Resolutions are passed by an absolute majority of votes of members present. The members of the Board of Directors may also be present by phone or electronic means. Resolutions for urgent or routine businesses of the Board of Directors may also be passed by way of written consent (letter, fax) or by way of an electronic data transfer provided that no member requests oral deliberation. In such cases, the text of written resolutions must be sent to all members and approved by all members of the Board of Directors to be valid.

In the case of a tie vote at meetings, the Chairman shall have the casting vote. For resolutions passed by the Board of Directors with regard to agenda items that have been subject to prior resolution by a Committee of the Board of Directors (pre-resolving Committee) and if the members of such pre-resolving Committee (taking into consideration the casting vote of the Chairman) would represent a majority of votes in the Board of Directors, the casting vote shall not be with the Chairman of the Board but with the Chairperson of the Audit Committee, unless the Chairperson of the Audit Committee is also a member of such pre-resolving Committee, in which case the casting vote shall be with the member of the Board of Directors who is not a member of such pre-resolving Committee and who has served the longest total term of office on the Board of Directors. The CEO and CFO are standing guests in the meetings of the complete Board of Directors while the other members of the Executive Board of Julius Baer Group Ltd. are invited to participate as guests for those topics that are within their business responsibility as well as for specific reporting sessions. These meetings generally take up a full day.

In order to gauge the effectiveness of its activities, the Board of Directors as a whole as well as the respective committees carry out an annual self-assessment. The aim is to review and assess what has been achieved relative to the objectives formulated at the beginning of the year. The results of the committees are brought to the attention of the complete Board of Directors.

At intervals, the effectiveness of the Board's activities is also assessed externally. The first such external assessment took place in 2018. Conducted by specialised consultant Egon Zehnder, a comprehensive process meticulously reviewed the use of best industry and other practices at both individual as well as Board level. The assessment confirmed that the Board of Directors and its committees work effectively and meet the requirements of modern-day corporate governance, which is reflective of the expertise, commitment and independent stance of the individual Board members at the time.

The Board of Directors normally meets for one strategy seminar a year. The purpose of this seminar is to analyse the positioning of the Julius Baer Group as well as to review and if necessary redefine its strategic direction in light of the prevailing macro-economic, sector-related and company-specific circumstances.

Each Board member must be diligent and invest significant amounts of time and energy in monitoring management's conduct of the business and compliance with the corporation's operating and administrative procedures. It is also important that Board members are able to work effectively together while preserving their ability to differ with one another on particular issues. Consequently, Board members are expected the ability and commitment to attend 100% of the Board meetings and Board Committee meetings of which each individual is a member, with a minimum expected attendance rate of 80%.

In 2019, the complete Board of Directors of Julius Baer Group Ltd. held twelve meetings (of which four in the form of a conference call), including a two-day strategy seminar (offsite).

CORPORATE GOVERNANCE
BOARD OF DIRECTORS

Attendance of the members of the Board of Directors at the respective meetings

	January	February	March ¹	April	June I	June II ¹
First half of 2019						
Romeo Lacher, Chairperson ²	-	G	G	x	x	x
Gilbert Achermann	x	x	x	x	x	x
Andreas Amschwand ³	x	x	x	-	-	-
Heinrich Baumann	x	x	x	x	x	x
Richard M. Campbell-Breeden	x	x	x	x	x	x
Paul Man Yiu Chow	x	x	x	x	x	x
Ivo Furrer	x	x	x	x	x	x
Claire Giraut	x	x	x	x	x	x
Gareth Penny ³	x	x	x	-	-	-
Daniel J. Sauter ⁴	x	x	x	-	-	-
Charles G. T. Stonehill	x	x	x	x	x	x
Eunice Zehnder-Lai ²	-	G	G	x	x	x
Olga Zoutendijk ²	-	G	G	x	x	x

¹ Meeting by teleconference

² Joined the Board of Directors in April 2019

³ Left the Board of Directors at the Ordinary Annual General Meeting on 10 April 2019

⁴ Former Chairperson, left the Board of Directors at the Ordinary Annual General Meeting on 10 April 2019

G = attended meeting as guest

	July I ¹	July II ¹	September offsite	September	October	December
Second half of 2019						
Romeo Lacher, Chairperson	x	x	x	x	x	x
Gilbert Achermann	x	x	x	x	x	x
Heinrich Baumann	x	x	x	x	x	x
Richard M. Campbell-Breeden	x	x	x	x	x	x
Paul Man Yiu Chow	x	x	x	x	x	x
Ivo Furrer	x	x	x	x	x	x
Claire Giraut	x	x	x	x	x	x
Charles G. T. Stonehill	x	x	x	x	x	x
Eunice Zehnder-Lai	x	x	x	x	x	x
Olga Zoutendijk	x	x	x	x	x	x

¹ Meeting by teleconference

Except for the election of the Chairman of the Board of Directors and the members of the Compensation Committee by the Annual General Meeting, the Board of Directors elects the members of the committees of the Board of Directors from among its members. The Chairpersons of the committees are responsible for seeking advice from external specialists as well as from members of the Executive Board as needed.

According to the Articles of Incorporation of Julius Baer Group Ltd., available at www.juliusbaer.com/cg, the Board of Directors has the following non-transferable and irrevocable duties:

- a) to supervise the Company and issue the necessary instructions;
- b) to determine the organisation of the Company;
- c) to arrange the accounting, financial control and financial planning inasmuch as they are necessary for the management of the Company;
- d) to appoint and remove the persons entrusted with the Company's management;
- e) to control those persons entrusted with the management of the Company, also in relation to compliance with laws, statutes, regulations and instructions;
- f) to draw up the business report, the remuneration report and to prepare the General Meetings of Shareholders and implementation of its resolutions;
- g) to inform the judge in the event of insolvency.

The Board of Directors may assign the preparation and implementation of its resolutions or the supervision of business transactions to committees or individual members. It must make sure its members are suitably informed.

Within the Board of Directors, responsibilities are divided up in accordance with the definition of the areas of responsibility in the respective section on page 35 of this chapter of the Annual Report.

The responsibilities and composition of the currently existing committees of the Board of Directors

The members of the Board of Directors discuss specific topics in the Board's committees. Each of these committees works under its own charter

and is chaired by an independent director (according to article 14 of the *Swiss Code of Best Practice* for Corporate Governance of the Swiss business federation *economiesuisse* and the Swiss Financial Market Supervisory Authority FINMA's circular 2017/1 entitled *Corporate governance – banks*). Each committee Chairperson provides the complete Board of Directors with regular updates on the current activities of the respective committee and on important committee issues. In addition, the minutes of the committee meetings are made available to the complete Board of Directors.

Governance & Risk Committee

The Governance & Risk Committee consists of at least three members of the Board of Directors who are specifically skilled and experienced in areas of finance, corporate governance and risk control. The Governance & Risk Committee is responsible for developing and upholding principles of corporate governance and corporate sustainability for the Julius Baer Group. It determines the overall concept and policy with regard to the Company's risk management and its submission to the Board of Directors for approval. It monitors the financial risks, with respective reporting to the Board of Directors. Furthermore, the Governance & Risk Committee monitors compliance with the rules governing equity capital, risks, liquidity and the general handling of legal and regulatory risks, with respective reporting to the Board of Directors. The Governance & Risk Committee is responsible for authorising market, credit and financial risks, taking into consideration the respective risk parameters, including, in particular, loans granted to members of the Board of Directors and of the Executive Board and/or affiliated entities and related parties ('Organkredite') as defined by the relevant Swiss accounting standards. The Governance & Risk Committee monitors compliance with rules governing large concentrations of risk ('Klumpenisiken') and is responsible for the standards and methodologies for risk control, which are employed to comply with the principles and risk profile adopted by the Board of Directors or other relevant supervisory or managing bodies.

The Governance & Risk Committee determines, coordinates and reviews the risk limits in the context of the overall risk policy and reviews the policies with regard to risk. The Governance & Risk Committee

approves and supervises the implementation of the yearly Compliance programme. The Governance & Risk Committee bases its risk-related work on the risk management and risk tolerance framework and the respective processes (cf. section *Comment on Risk and Capital Management* in chapter III. *Financial Statements Julius Baer Group* of this Annual Report), as approved by the Board of Directors once a year. The Governance & Risk Committee furthermore approves the issuance of guarantees, letters of comfort and similar items relative to Julius Baer Group Ltd. and the principal operating subsidiaries. It approves the entry into, the dissolution and the modification of joint ventures of strategic importance by the principal operating subsidiaries, and approves the issue and amendment of Organisational and Management Regulations of the principal operating subsidiaries, cf. www.juliusbaer.com/cg, including the allocation of responsibilities. The Governance & Risk Committee furthermore approves the formation, the change in capital or ownership structure, the change of legal form

or licences, and the liquidation or closure of all subsidiaries. The Governance & Risk Committee decides on requests from members of the Board of Directors and of the Executive Board to serve on outside boards of directors or advisory boards, boards of trustees or foundation boards and gives its consent to such members to serve in public office or government.

The Governance & Risk Committee generally convenes monthly. During the year under review, the Committee met eleven times for approximately four hours each. The Chief Executive Officer and the Chief Financial Officer are permanent guests while the other members of the Executive Board of the Company participate for specific reporting sessions in the meetings of the Governance & Risk Committee.

Members Charles G. T. Stonehill (Chairperson), Richard M. Campbell-Breeden, Ivo Furrer, Romeo Lacher and Olga Zoutendijk

Attendance of the members of the Governance & Risk Committee at the respective meetings

	January	March I	March II	April	May	June
First half of 2019						
Charles G. T. Stonehill, Chairperson ¹	x	x	x	x	x	x
Andreas Amschwand ²	x	x	x	-	-	-
Richard M. Campbell-Breeden	x	x	x	x	x	x
Ivo Furrer	x	x	x	x	x	x
Romeo Lacher ³	G	G	G	x	x	x
Daniel J. Sauter ⁴	x	x	x	-	-	-
Olga Zoutendijk ³	G	G	G	x	x	x
Heinrich Baumann	-	G	G	-	-	-

¹ Previous member, assumed the function of Chairperson in April 2019

² Left the Board of Directors at the Ordinary Annual General Meeting on 10 April 2019

³ Joined the Committee in April 2019

⁴ Former Chairperson, left the Board of Directors at the Ordinary Annual General Meeting on 10 April 2019

G = attended meeting as guest

CORPORATE GOVERNANCE
BOARD OF DIRECTORS

	August	September	October	November	December
Second half of 2019					
Charles G. T. Stonehill, Chairperson	x	x	x	x	x
Richard M. Campbell-Breeden	x	x	x	x	x
Ivo Furrer	x	x	x	x	x
Romeo Lacher	x	x	x	x	x
Olga Zoutendijk	x	x	x	x	x

Audit Committee

The Audit Committee is responsible for the integrity of controls for financial reporting and the review of the Company's and the Group's financial statements, including the interim management statements but in particular the consolidated statement of the Group and the annual and semi-annual financial statements before they are presented to the complete Board of Directors for approval. It also reviews the internal and external communication regarding the financial data and accounting statements and related information. The Audit Committee monitors compliance by the Company with its respective legal and regulatory obligations and ensures the receipt of regular information as to compliance by its subsidiaries with such obligations as well as with regard to the existence of an adequate and effective internal control as regards financial reporting.

The Committee monitors the activities of Group Internal Audit and ultimately determines the compensation paid to the Head of Group Internal Audit. The Chairperson of the Committee meets with the Head of Group Internal Audit on a regular basis throughout the year, usually every two months.

The Committee ensures contact with the external auditors at the level of the Board of Directors and monitors their performance and independence as well as their cooperation with the internal auditors. The Committee is also responsible for assessing

the performance of the external auditors on an annual basis, cf. section *Audit – External Auditors* of this chapter of the Annual Report. It reviews their reports about the rendering of the accounts and the management letter and provides a recommendation to the complete Board of Directors regarding election of the external auditor at the Annual General Meeting.

All members of the Audit Committee are independent (according to article 14 of the *Swiss Code of Best Practice for Corporate Governance* of the Swiss business federation *economiesuisse* and the Swiss Financial Market Supervisory Authority FINMA's circular 2017/1 entitled *Corporate governance – banks*) and, based on their education and professional expertise, are financial experts. The Audit Committee performs an in-depth annual self-assessment with regard to its own performance. The Audit Committee convenes at least four times a year for about four hours on average. The members of the Executive Board of Julius Baer Group Ltd. participate as guests in the meetings of the Audit Committee. The Head of Group Internal Audit and representatives of the external auditor participate in every meeting. During the year under review, the Audit Committee held six meetings for approximately four hours and two conference calls.

Members Heinrich Baumann (Chairperson), Paul Man Yiu Chow, Ivo Furrer, Claire Giraut and Olga Zoutendijk

CORPORATE GOVERNANCE
BOARD OF DIRECTORS

Attendance of the members of the Audit Committee at the respective meetings

	January	April	May ¹	June
First half of 2019				
Heinrich Baumann, Chairperson	x	x	x	x
Paul Man Yiu Chow	x	x	x	x
Ivo Furrer	x	x	x	x
Claire Giraut	x	x	x	x
Charles G. T. Stonehill ²	x	-	-	G (partially)
Olga Zoutendijk ³	G	x	x	x
Daniel J. Sauter ⁴	G	-	-	-
Romeo Lacher	G	-	-	G (partially)
Richard Campbell-Breeden	-	-	-	G (partially)

¹ Meeting by teleconference

² Left the Committee in April 2019

³ Joined the Committee in April 2019

⁴ Left the Board of Directors at the Ordinary Annual General Meeting on 10 April 2019

G = attended meeting as guest

	September	October	November ¹	December
Second half of 2019				
Heinrich Baumann, Chairperson	x	x	x	x
Paul Man Yiu Chow	x	x	E	x
Ivo Furrer	x	x	x	x
Claire Giraut	x	x	x	x
Olga Zoutendijk	x	x	x	x
Romeo Lacher	G	-	-	-
Charles G. T. Stonehill	G	-	-	-

¹ Meeting by teleconference

E = excused

G = attended meeting as guest

Compensation Committee

The Compensation Committee shall carry out the Board's overall responsibility for drawing up the remuneration principles, remuneration strategy and policies covering the Chairman of the Board of Directors, the further non-executive members of the Board of Directors, the Chief Executive Officer (CEO) and the further members of the Executive Board within the Julius Baer Group. This includes reviewing any compensation principles (changes thereof have to be submitted for approval to the complete Board of Directors), reviewing and approving compensation policies relating to the Company as a whole as well as any compensation policies within the Group which are linked to the shares of the Company.

The Compensation Committee, with the support of external advisors if needed, undertakes to advise the full Board of Directors, whether the current compensation for the Chairman, the Board of Directors, the CEO and the Executive Board is in line with market practices.

The Compensation Committee annually reviews the compensation elements and the share ownership programmes by considering possible impacts of new regulatory developments and feedback received from stakeholders.

The Compensation Committee is responsible for reviewing and approving the Company's principles on total compensation and benefits (Remuneration Policy). It annually reviews that the principles are operated as intended and that the policy is compliant with national and international regulations and standards.

The Compensation Committee determines the compensation of the Chairman and of the Executive Board and submits the respective proposals for the other members of the Board of Directors and the CEO to the complete Board of Directors for approval. The compensation proposals for the Chairman, the Board of Directors, the CEO and in aggregate form for the Executive Board are subsequently submitted to the Annual General Meeting for approval by the shareholders.

Finally, the Compensation Committee on an annual basis prepares and proposes to the Board of Directors and subsequently to the attention of the shareholders a Remuneration Report as well as other reports as required by law or regulations.

⇒ The Group's overall compensation framework including compensation governance, compensation elements and their application in the period under review is described in detail in chapter II. *Remuneration Report* of this Annual Report.

The Compensation Committee consists of at least three members who are elected by the Annual General Meeting. With respect to decisions of specialised nature, the Compensation Committee may seek advice from additional members of the Board of Directors. The Compensation Committee convenes as often as required, however, not less than three times a year. During the year under review, the Compensation Committee held six meetings for three hours on average.

Members Richard M. Campbell-Breeden (Chairperson), Gilbert Achermann, Heinrich Baumann and Eunice Zehnder-Lai

Attendance of the members of the Compensation Committee at the respective meetings

	January	April	June
First half of 2019			
Richard M. Campbell-Breeden, Chairperson ¹	x	x	x
Gilbert Achermann	x	x	x
Heinrich Baumann	x	x	x
Gareth Penny ²	x	-	-
Eunice Zehnder-Lai ³	G	x	x
Daniel J. Sauter ⁴	G	-	-
Romeo Lacher	G	G	G

¹ Previous member, assumed the role of Chairperson in April 2019

² Former Chairperson, left the Board of Directors at the Ordinary Annual General Meeting on 10 April 2019

³ Joined the Committee in April 2019

⁴ Left the Board of Directors at the Ordinary Annual General Meeting on 10 April 2019

G = attended meeting as guest except for segments of the meeting in which a conflict of interest might have arisen

CORPORATE GOVERNANCE
BOARD OF DIRECTORS

	September	October	December
Second half of 2019			
Richard M. Campbell-Breeden, Chairperson	x	x	x
Gilbert Achermann	x	x	x
Heinrich Baumann	x	x	x
Eunice Zehnder-Lai	x	x	x
Romeo Lacher	G	G	G

G = attended meeting as guest except for segments of the meeting in which a conflict of interest might have arisen

Nomination Committee

In general, the role of the Nomination Committee is to assist the Board of Directors in the effective discharge of its responsibilities, ensuring that the Board of Directors comprises individuals who are best able to discharge the responsibilities of directors, in accordance with applicable laws and regulations as well as principles of sound corporate governance. The Nomination Committee is responsible for the long-term succession planning at the level of the Board of Directors. It assesses candidates as possible new members of the Board of Directors of the Company and prepares respective nominations for approval by the complete Board of Directors as well as for final consideration by the Annual General Meeting.

The Nomination Committee is also responsible for the long-term succession planning of the Chief Executive Officer (CEO) and the other members of the Executive Board of the Company and in this function assesses potential candidates and prepares respective nominations for approval by the Board of Directors. In particular, the Nomination Committee has the following powers, duties and responsibilities:

- a) establishment of profiles describing necessary and desirable competencies and skills of members of the Board of Directors and of the CEO;
- b) search for and identification of suitably qualified candidates for appointment to the Board of Directors;
- c) conduct of exploratory talks and application talks with possible candidates;
- d) submission of proposals to the Board of Directors with regard to the election of members of the Board of Directors and nomination of the CEO;
- e) establishment of a Board of Directors, CEO and other Executive Board members succession plan.

The Nomination Committee convenes as needed and consists of a minimum of three members of the Board of Directors who are appointed by the Board of Directors. During the year under review, the Nomination Committee held five meetings and two conference calls for an average duration of one and a half hours each.

Members Gilbert Achermann (Chairperson), Claire Giraut, Romeo Lacher, Charles G. T. Stonehill and Eunice Zehnder-Lai

CORPORATE GOVERNANCE
BOARD OF DIRECTORS

Attendance of the members of the Nomination Committee at the respective meetings

	January	February ¹	April	May ¹	June
First half of 2019					
Gilbert Achermann, Chairperson ²	x	x	x	x	x
Claire Giraut	x	x	x	x	x
Romeo Lacher ³	G	G	x	x	x
Charles G. T. Stonehill ⁴	x	x	x	x	x
Daniel J. Sauter ⁵	x	x	-	-	-
Eunice Zehnder-Lai ³	G	G	x	x	x
Heinrich Baumann	-	-	-	G	-
Richard Campbell-Breeden	-	-	-	G	G
Paul Man Yiu Chow	-	-	-	G	-
Ivo Furrer	-	-	-	G	-
Olga Zoutendijk	-	-	-	G	-

¹ Meeting by teleconference

² Previous member, assumed the role of Chairperson in April 2019

³ Joined the Committee in April 2019

⁴ Chairperson until April 2019

⁵ Left the Board of Directors at the Ordinary Annual General Meeting on 10 April 2019

G = attended meeting as guest

	October	December
Second half of 2019		
Gilbert Achermann, Chairperson	x	x
Claire Giraut	x	x
Romeo Lacher	x	x
Charles G. T. Stonehill	x	x
Eunice Zehnder-Lai	x	x

DEFINITION OF AREAS OF RESPONSIBILITY

Julius Baer's strategic framework for long-term value creation

In 2019, the Board of Directors fundamentally reviewed the Group's strategy and the strategic framework for long-term value creation. The updated strategy and management's plan to execute it were presented in detail on 3 February 2020. More information is available at www.juliusbaer.com/reporting. For the purpose of the 2019 reporting, this information takes the place of this section on the Group's Annual Report.

Fundamentals

The governing bodies are responsible for the strategic direction of the Julius Baer Group and the Company as well as for determining and implementing the principles of organisation, management and monitoring. They are accountable for providing the means necessary to achieve the targeted objectives and bear ultimate responsibility for the overall results. They supervise the maintenance of the Julius Baer Group as a whole and coordinate and oversee all activities carried out by and in the name of the Company. The Board of Directors has a clear strategy-setting responsibility and supervises and monitors the business, whereas the Executive Board, led by the Chief Executive Officer (CEO), has executive management responsibility. Julius Baer operates under a strict dual board structure, as mandated by Swiss banking law. The functions of Chairman of the Board and CEO are assigned to two different individuals, thus ensuring a separation of powers. This structure establishes checks and balances and preserves the institutional independence of the Board of Directors from the day-to-day management of the Company, for which responsibility is delegated to the Executive Board under the leadership of the CEO.

⇒ The individual responsibilities and powers of the governing bodies arise from the Organisational and Management Regulations (OMR). All relevant information contained in the OMR is substantially disclosed in the respective sections of this chapter of the Annual Report. The OMR is available at www.juliusbaer.com/cg.

The decisions of the governing bodies are implemented by the Group companies in compliance with the respective applicable legal and supervisory regulations.

Board of Directors

The Board of Directors is responsible for the ultimate direction, supervision and control of the Company, which it fulfils within the scope of the duties stipulated in article 716a of the Swiss Code of Obligations and through calling on its various committees. The complete Board of Directors is especially responsible for preparing all topics, which fall within the competence of the Meetings of Shareholders (Annual General Meeting and Extraordinary [if any] Meetings) and receives support and advice from the Audit Committee in particular in matters of financial reporting and other capital management questions. Based on the proposal of the Audit Committee, the complete Board of Directors decides on the external auditors to be recommended for appointment at the Annual General Meeting. Entry into, dissolution and modification of joint ventures of strategic importance by the Company also fall within the competence of the complete Board of Directors. Moreover, the complete Board of Directors appoints the Chief Executive Officer and the other members of the Executive Board and, based on the proposal of the Audit Committee, decides on the appointment and dismissal of the Head of Group Internal Audit. With regard to the Group's principal operating subsidiaries, the complete Board of Directors decides on the appointment and dismissal of the Chairman of the Board of Directors, of members of the Board of Directors and of advisory board members (if any). The complete Board of Directors is responsible for determining the overall risk policy of the organisation as well as for the design of accounting, financial controlling and strategic financial planning. It also decides on capital market transactions involving shares of Julius Baer Group Ltd., on such resulting in the issue of bonds of the Company as well as on the issue of bonds by subsidiaries based on a graduated competence schedule regarding the capital and time commitment involved.

Executive Board

The Executive Board is responsible for the implementation of the Company's and the Group's overall strategy – within the respective parameters established by the Board of Directors, and is accountable for all operational and organisational matters as well as for the operating results. Except when delegated by the Board of Directors to another supervisory or managing body, the Executive Board is ultimately responsible for all the day-to-day activities of the Company, including such activities, which have been assigned or delegated by the Executive Board.

The Executive Board is responsible for ensuring the consistent development of the Julius Baer Group in accordance with established business policies, for establishing the organisation of the Executive Board itself and for representing the Executive Board in its relationship with the Board of Directors and third parties.

The Executive Board has the right to issue binding policies to and require reporting or consultation from Group companies before a decision is taken. It proposes the formation, the change in capital or ownership structure, the change of legal form or licenses, and the liquidation or closure of principal operating companies and other subsidiaries to the Governance & Risk Committee for final approval. The Executive Board grants permission to employees (other than the members of the Executive Board) to serve on outside boards of directors or advisory boards, boards of trustees or foundation boards and gives its consent to serve in public office and government.

In addition, the Executive Board may form committees for specific tasks and regulate their activities. Their formation as well as the areas of responsibility must be approved in advance by the Governance & Risk Committee of the Board of Directors.

The Executive Board is responsible for general corporate administration, in particular the registration of shareholders in and the maintenance of the share register. The Executive Board coordinates media contacts, media conferences and media releases and is responsible for investor relations and corporate identity (including corporate design

and trademarks) of the Company. It also monitors and evaluates financial and other risks as well as compliance with rules governing equity capital, risk distribution and liquidity maintenance. Additionally, the Executive Board coordinates the contacts with the regulatory authorities. The Executive Board is empowered to issue binding instructions, which may be of general application or related to specific business matters, and may require the submission of reports or consultation with the Executive Board prior to making decisions.

The Executive Board is presided over by the Chief Executive Officer (the President of the Executive Board). The Chief Executive Officer is responsible, in particular, for ensuring the consistent management development of the Company in accordance with established business policies and strategies, representing the Executive Board in its relationship with the Board of Directors and third parties, and establishing the organisation of the Executive Board itself within the framework as provided by the Articles of Incorporation as well as the Organisational and Management Regulations of Julius Baer Group Ltd. Both documents are available at www.juliusbaer.com/cg.

Effective 1 January 2020, the Executive Board of the Group's principal operating company, Bank Julius Baer & Co. Ltd., is composed of the same members in identical responsibilities as the Executive Board of Julius Baer Group Ltd. Details of the Executive Board's composition effective 1 January 2020 can be found in the section *Group Structure and Shareholders* of this chapter of the Annual Report.

INFORMATION AND CONTROL INSTRUMENTS VIS-À-VIS THE EXECUTIVE BOARD

In order to control the business activity of the Julius Baer Group, the Board of Directors has formed the committees listed in the section *Internal organisational structure* on page 26 of this chapter of the Annual Report. Each committee Chairperson provides the complete Board of Directors with regular updates on the current activities of the respective committee and on important committee issues.

In addition, the minutes of the committee meetings are made available to the complete Board of Directors.

The different committees are regularly kept informed by means of relevant reports from within the Group. Moreover, these reports are discussed in depth during regular meetings with the relevant bodies.

At the meetings of the Board of Directors, the Chief Executive Officer (CEO), the Chief Financial Officer (CFO) and the other Executive Board members regularly update the Board on important issues, either in writing or verbally. At such meetings, the Board members may request from Board or Executive Board members any information about any matters concerning the Company or the Julius Baer Group that they require to fulfil their duties.

The Executive Board or its individual members submit the following major reports to the Board of Directors and its committees:

- Written report by the CEO (quarterly to complete Board of Directors)
- Written or oral reporting by the CEO (usually monthly to Governance & Risk Committee)
- Written report by the General Counsel (quarterly to complete Board of Directors)
- Written or oral reporting by the members of the Executive Board (usually quarterly to complete Board of Directors and as needed monthly to Governance & Risk Committee)
- Financial reporting by the CFO (Monthly Financial Report to complete Board of Directors and Governance & Risk Committee; enlarged written and oral reporting on a quarterly basis to complete Board of Directors; written and oral reporting monthly to Governance & Risk Committee)
- Financial statements by the CFO (Interim Management Statements to Audit Committee, half-year and full-year results to Audit Committee and complete Board of Directors)
- Forecast by the CFO (quarterly to complete Board of Directors)
- Pension Fund update by the CFO (annually to complete Board of Directors)
- Treasury/Asset & Liability Management update by the CFO or the Head Treasury (annually to complete Board of Directors and usually oral information monthly to Governance & Risk Committee)
- Budget, Capital Management and Scenario Planning by the CEO/CFO (annually to complete Board of Directors)
- List of loans granted to members of the Board of Directors and of the Executive Board and/or affiliated entities and related parties ('Organkredite') by the Chief Risk Officer (quarterly to Governance & Risk Committee)
- Regulatory reporting of large concentrations of risk ('Klumpenisiken') by the Chief Risk Officer (quarterly to Governance & Risk Committee)
- Group Risk reporting by the Chief Risk Officer (quarterly to Governance & Risk Committee as well as to Audit Committee, annually to complete Board of Directors)
- Risk Management Framework, Risk Control Framework and Group Risk Landscape by the Chief Risk Officer (annually to complete Board of Directors)

In addition, the Board of Directors has an independent Group Internal Audit unit at its disposal. The obligations and rights of Group Internal Audit are set forth in a separate code of responsibilities. Group Internal Audit has an unlimited right to information and access to documents with respect to all companies and elements of the Group. Furthermore, in consultation with the Chairman of the Board of Directors, the Executive Board may ask Group Internal Audit to carry out special investigations outside of the planned auditing activities. The Head of Group Internal Audit is appointed by the Board of Directors. The Head of Group Internal Audit submits a report to the complete Board of Directors on a yearly basis and to the Audit Committee usually on a quarterly basis, respectively.

EXECUTIVE BOARD

MEMBERS OF THE EXECUTIVE BOARD

Philipp Rickenbacher (born 1971), Swiss citizen; Master of Science (MSc.) in Biotechnology, Swiss Federal Institute of Technology (ETH), Zurich, 1992–1997; Executive Program, Swiss Finance Institute, 2006; Advanced Management Program (AMP), Harvard Business School, 2013. Union Bank of Switzerland, Zurich, Trading support, 1996–1997; McKinsey & Company, Zurich and London, Associate Principal, 1997–2004; Bank Julius Baer & Co. Ltd., Zurich, 2004–2007: Head Business Development, Trading, 2004–2006; Co-founder and business management, Alternative Risk Trading, 2004–2007; GAM (Switzerland) Ltd., Zurich, Head GAM Structured Investments, 2008–2009; Bank Julius Baer & Co. Ltd., Zurich, since 2009: Head Structured Products, 2009 until July 2016; member of the Executive Board of Bank Julius Baer & Co. Ltd. and Head Advisory Solutions, from August 2016 until 31 December 2018; member of the Executive Board of Bank Julius Baer & Co. Ltd. and Head Intermediaries & Global Custody from 1 January 2019 until 31 August 2019; member of the Executive Board and Chief Executive Officer of Bank Julius Baer & Co. Ltd. and of Julius Baer Group Ltd. since 1 September 2019.

Larissa Alghisi Rubner (born 1970), dual Swiss and Italian citizen; Master of Arts (lic. oec. HSG), University of St. Gallen, 1995. Andersen Consulting (Accenture), Zurich, Consultant, 1996–1999; UBS AG, Zurich, 1999–2010: Media Relations, 1999–2001; Stakeholder Reporting, 2001–2008; Head Corporate Center Communications / Head of Communications Management and Internal Communications, 2008–2010; GAM Holding AG, Zurich, Group Head of Communications, 2010–2016; member of the Group Management Board from July 2015–2016. Entry into Julius Baer Group Ltd. on 1 June 2017; member of the Executive Board and Chief Communications Officer of Julius Baer Group Ltd. since 1 July 2017.

Oliver Bartholet (born 1966), Swiss citizen; Master of Law, Universities of Basle and Lausanne, 1990; Attorney at Law, admission to the bar in Switzerland, 1992; PhD in Law, University of Basle, 1995;

Chartered Financial Analyst, CFA®, 1999. Canton of Aargau, tax administration, legal department, 1991–1995; Swiss Bank Corporation, 1995–1998: Associate Director, projects, 1995–1997; Director, transfer pricing, Basle and New York, 1997–1998; UBS AG, 1998–2018: Regional Tax Counsel Europe, Middle East and Africa, tax counsel for the Bank's Private Equity Business, London, 1999–2001; International Tax, projects, Zurich, 2001–2002; Head International Tax, Zurich, 2002–2003; Global Head of Tax, incl. member of the Group Managing Board (2008–2009) and member of the Group Legal & Compliance Executive Committee, 2004–2009; General Counsel Wealth Management & Swiss Bank, incl. member of the Wealth Management Executive Committee and member of the Group Legal & Compliance Executive Committee, 2009–2013; Head Legal Regulatory Affairs & Strategic Initiatives, incl. member of the Group Legal Executive Committee and member of the Group Regulatory Relations & Strategic Initiatives Management Committee, 2013–2018; Group Managing Director, 2008 until February 2018. Member of the Executive Boards and Chief Risk Officer of Bank Julius Baer & Co. Ltd. and of Julius Baer Group Ltd. since 1 March 2018.

Nic Dreckmann (born 1974), Swiss citizen; Degree in Business Administration and Corporate Finance (lic. oec. publ.), University of Zurich, 1999; various finance seminars, New York University, 2002; Financial Risk Manager, Global Association of Risk Professionals, 2003. Accenture AG, Zurich, Business Project Manager, Consultant, 2000–2004. Entry into Bank Julius Baer & Co. Ltd. in 2004 as Product Manager private banking, 2004–2005; Business Development in private banking, 2005; Senior Project Manager in the post-merger integration of the acquired SBC Wealth Management businesses, 2005–2006; Head Strategic Management & Regional Coordination, 2006; Chief of Staff to the CEO and COO of Bank Julius Baer, 2006–2012; Global Head integration of the International Wealth Management business acquired from Bank of America Merrill Lynch, 2012–2015; Programme Director of JB 2.0 – the Group-wide operating model transformation programme, 2014–2016.

Member of the Executive Board and Chief Operating Officer of Bank Julius Baer & Co. Ltd. since 1 August 2016, member of the Executive Board and Chief Operating Officer of Julius Baer Group Ltd. since 1 January 2017; additionally Head Intermediaries & Global Custody a.i. of Bank Julius Baer & Co. Ltd. since 1 September 2019.

Dieter A. Enkelmann (born 1959), Swiss citizen; Law Degree, University of Zurich, 1985. Credit Suisse Group, various functions in Investment Banking in Zurich and London, 1985–1997; Swiss Re 1997–2003: Head Corporate Financial Management and Investor Relations, 1997–2000; Chief Financial Officer of the business unit Financial Services, 2001–2003; Barry Callebaut, Chief Financial Officer, 2003–2006; Cosmo Pharmaceuticals NV, Dublin, Ireland, member of the Board of Directors since 2006. Entry into Julius Baer Group Ltd. on 11 December 2006 as member of the Group Executive Board and Group Chief Financial Officer; Chief Financial Officer and member of the Management Committee of Bank Julius Baer & Co. Ltd., 2006–2007; member of the Executive Board and Group Chief Financial Officer since 15 November 2007; administrative and organisational manager of the Executive Board of Julius Baer Holding Ltd. from 1 September 2008 until 30 September 2009; member of the Executive Board and Chief Financial Officer of Bank Julius Baer & Co. Ltd. and of Julius Baer Group Ltd. since 1 October 2009.

Christoph Hiestand (born 1969), Swiss citizen; Law Degree, University of St. Gallen (HSG), 1994; admission to the bar in Switzerland, 1997; Master of Law LL.M., Cornell University, Ithaca, USA, 2000. Beiten Burkhardt Mittl & Wegener, attorneys-at-law, Frankfurt am Main and Duesseldorf (Germany), 1997–1998; attorney-at-law with BBLP Meyer Lustenberger, Zurich, 1999–2001. Entry into Bank Julius Baer & Co. Ltd., 2001: Legal Counsel 2001–2003; General Counsel, Corporate Centre, 2004–2005; Julius Baer Holding Ltd., Deputy Group General Counsel, 2006 until 30 September 2009; member of the Executive Board and General Counsel of Julius Baer Group Ltd. since 1 October 2009; additionally Chief Risk Officer a.i. of Julius Baer Group Ltd. from 27 November 2017 until 28 February 2018.

Changes in the Executive Board

Philipp Rickenbacher became Chief Executive Officer on 1 September 2019. He succeeded Bernhard Hodler who will continue in an advisory capacity at Group level, but outside the Executive Board, until early retirement at the end of January 2020.

Details of the Executive Board's composition effective 1 January 2020 can be found in the section *Group Structure and Shareholders* of this chapter of the Annual Report.

OTHER ACTIVITIES AND INTEREST TIES

In applying the *Corporate Governance Directive* and the corresponding commentary of the SIX Swiss Exchange as well as the *Ordinance against excessive compensation in listed companies*, the Company fundamentally discloses all mandates and interest ties outside of the Julius Baer Group according to the applicable paragraphs of article 13 ('Mandates outside the Group') of the Articles of Incorporation, available at www.juliusbaer.com/cg, which state:

No member of the Executive Board may hold more than five additional mandates of which no more than one mandate in listed companies.

The following mandates are not subject to the aforementioned limitations:

- a) mandates in companies which are controlled by the Company or which control the Company;
- b) mandates held at the request of the Company or companies controlled by it. No member of the Executive Board may hold more than five such mandates;
- c) mandates in associations, charitable organisations, foundations, trusts and employee welfare foundations. No member of the Executive Board may hold more than ten such mandates.

Mandates shall mean mandates in the supreme governing body of a legal entity, which is required to be registered in the commercial register or a comparable foreign register. Mandates in different legal entities that are under joint control are deemed one mandate.

Mandates in exchange-listed companies:

Dieter A. Enkelmann:

- Member of the Board of Directors of Cosmo Pharmaceuticals NV, Dublin, Ireland, including Head of the Audit Committee and member of the Nomination Committee.

Other mandates:

Philipp Rickenbacher:

- Member of the Board of Directors of the Swiss Bankers Association, Basle, Switzerland;
- Councillor, Masayoshi Son Foundations for Scholarship, Tokyo, Japan;
- Member of the Foundation Board of IMD, International Institute for Management Development, Lausanne, Switzerland (effective 1 January 2020);
- Nominated Vice-Chairman of the Association of Swiss Asset and Wealth Management Banks, Zurich, Switzerland (election in May 2020).

Larissa Alghisi Rubner:

- Member of the Managing Board of HarbourClub (forum for the Chief Communications Officers of businesses and organisations in Switzerland), Zurich, Switzerland.

Oliver Bartholet:

- Vice-Director and Lecturer at the IFF, Institute of public finance science, finance law and law and economics, University of St. Gallen (HSG), Switzerland.

Dieter A. Enkelmann:

- Chairman of the Foundation Board of Stiftung für angewandte Krebsforschung, Zurich, Switzerland.

MANAGEMENT CONTRACTS

There are no management contracts between Julius Baer Group Ltd. and companies (or individuals) outside of the Group.

RULES ABOUT COMPENSATION AND LOANS WITHIN THE GROUP

The topics of compensation and loans within the Group are fundamentally defined in the Articles of Incorporation of the Company. The outline below provides a summary. The full version of the rules can be found in the current version of the Articles of Incorporation, available at www.juliusbaer.com/cg.

VOTE ON PAY

The approval of compensation by the General Meeting of Shareholders is defined in article 11.1 of the Articles of Incorporation and determines:

- a) the maximum aggregate amount of compensation of the Board of Directors for the next term of office;
- b) the maximum aggregate amount of fixed compensation of the Executive Board for the financial year following the respective General Meeting of Shareholders;
- c) the aggregate amount of variable cash-based compensation elements of the Executive Board for the financial year preceding the respective General Meeting of Shareholders;
- d) the aggregate amount of variable equity-based compensation elements of the Executive Board granted in the current financial year.

The supplementary amount for payments to members of the Executive Board appointed after the vote on pay at the General Meeting of Shareholders shall not exceed 40% for the Chief Executive Officer and for each other member 25% of the aggregate amounts of compensation last approved by the General Meeting of Shareholders as detailed in article 11.2 of the Articles of Incorporation.

COMPENSATION OF THE BOARD OF DIRECTORS AND OF THE EXECUTIVE BOARD

Article 11.3 of the Articles of Incorporation details the compensation of the Group's two main governing bodies. Compensation of the members of the Board of Directors shall comprise a fixed

remuneration only. Compensation of the members of the Executive Board shall consist of fixed and variable compensation.

Variable cash-based compensation elements shall be governed by performance objectives and metrics that take into account the performance of the Company or parts thereof, targets in relation to the market, other companies or comparable benchmarks and/or individual objectives, and achievement of which is generally measured during a one-year period. Variable equity-based compensation elements shall be governed by performance objectives and metrics that take into account strategic objectives of the Company, and achievement of which is generally measured during a perennial period.

Compensation may be paid or granted in the form of cash, shares, options (for Executive Board members only), similar financial instruments or units, or in the form of other types of benefits. In 2018 and 2019, the compensation of both bodies did not include any grants of options.

LOANS

To loans, separate rules apply as set forth in article 14 of the Articles of Incorporation:

Loans to members of the Board of Directors and of the Executive Board may only be granted if their amount complies with the Bank's market practice and applicable internal guidelines of the Company. The total amount of loans outstanding must not exceed CHF 15 million per member of the Board of Directors or of the Executive Board.

Loans to members of the Executive Board may be granted at employee conditions, which correspond to the conditions for employees of the Julius Baer Group. Loans to members of the Board of Directors shall be granted at market conditions.

- ⇒ The Group's overall compensation framework including compensation governance, compensation elements and their application in the period under review is described in detail in chapter *II. Remuneration Report* of this Annual Report.

SHAREHOLDERS' PARTICIPATION RIGHTS (AS AT 31 DECEMBER 2019)

VOTING-RIGHTS RESTRICTIONS AND REPRESENTATION

In relation to the Company, any person entered in the share register shall be deemed to be a shareholder. The shareholder shall exercise its rights in the affairs of the Company at the General Meeting of Shareholders. It may represent itself or be represented by the independent voting rights representative or a third party at the General Meeting of Shareholders.

The General Meeting of Shareholders shall elect the independent voting rights representative for a term of office expiring after completion of the next Annual General Meeting of Shareholders. Re-election is possible.

The independent voting rights representative shall inform the Company of the amount, kind, nominal value and category of shares represented by it. The Chairman shall convey this information to the General Meeting of Shareholders.

The Group's shareholders are given the possibility to vote their shares through an electronic voting tool. Such votes will be delegated to the independent voting rights representative.

There are no voting rights restrictions; each share entitles to one vote.

STATUTORY QUORUMS

Except when otherwise required by mandatory law and/or by article 8.14 of the Articles of Incorporation, available at www.juliusbaer.com/cg, all resolutions of

the General Meetings of Shareholders are passed by an absolute majority of the votes cast, excluding blank or invalid ballots.

CONVOCAATION OF THE GENERAL MEETINGS OF SHAREHOLDERS

The convocation of the General Meetings of Shareholders complies with the applicable legal regulations. The convocation of a General Meeting may also be requested by one or more shareholders who together represent at least 10% of the share capital. The Board of Directors must convene the requested General Meeting within six weeks of receiving the request.

AGENDA

Shareholders who represent shares of a nominal value of CHF 100,000 may demand that matters be put on the agenda. This request must be submitted to the Company at least six weeks before the date of the General Meeting of Shareholders. The request to convene a meeting and to put a matter on the agenda must be done in writing including the matters to be handled and the proposals.

REGISTRATIONS IN THE SHARE REGISTER

In the invitation to the Annual General Meeting of Shareholders, the Board of Directors states the applicable record date by which shareholders must be registered in the share register to be eligible to participate and vote at the meeting.

CHANGES OF CONTROL AND DEFENCE MEASURES

DUTY TO MAKE AN OFFER

The Articles of Incorporation, available at www.juliusbaer.com/cg, do not deviate from the standards set by the law (no opting-out or opting-up rules).

retirement benefits under the pension plan, etc.) which are generally available to other Julius Baer employees. The Executive Board members, however, are not entitled to other severance pay or special termination benefits under the pension plans compared to the general staff population.

CLAUSES ON CHANGES OF CONTROL

Executive Board members are not entitled to specific payments upon a change of control or upon termination of employment related to a change of control; however, they are eligible to receive such benefits (e.g. accrued holiday pay, death/disability/

Special change-of-control provisions may be available under the Equity Performance Plan. All provisions remain subject to the prevailing legislation in each of the applicable jurisdictions at the time of the change of control. More details can be found in chapter *II. Remuneration Report* of this Annual Report.

AUDIT

Audit is an integral part of corporate governance. While retaining their independence, the External Auditors and Group Internal Audit (GIA) closely coordinate their work. The Audit Committee and ultimately the Board of Directors supervise the adequacy of audit work.

EXTERNAL AUDITORS

The statutory auditor of the Julius Baer Group is KPMG AG (KPMG), Raffelstrasse 28, 8036 Zurich, Switzerland. The mandate was first given to KPMG for the business year 2006. After having acted as Lead Auditor as of 2013, Philipp Rickert was succeeded in this function by Mirko Liberto in April 2019. Swiss law requires the Lead Auditor to rotate at least every seven years.

KPMG attends all meetings of the Audit Committee. At each meeting, KPMG reports on the findings of its audit and/or interim review work. The Audit Committee reviews KPMG's audit plan on an annual basis and evaluates the performance of KPMG and its senior representative in fulfilling their responsibilities. Moreover, the Audit Committee recommends to the Board of Directors the appointment or replacement of the External Auditors, subject to shareholder approval as required by Swiss law.

KPMG provides a report as to its independence to the Audit Committee at least once a year. In addition, the policy that governs the cooperation with the External Auditors strives to ensure an appropriate degree of independence of the Group's External Auditors. The policy limits the scope of

service that the External Auditors may provide to Julius Baer Group Ltd. or any of its subsidiaries in connection with its audit and stipulates certain permissible types and caps of additional audit-related and other services. In accordance with this guidance and as in prior years, all KPMG audit, audit-related and other services provided in 2019 were pre-approved. KPMG is required to report to the Chief Financial Officer and the Audit Committee periodically the extent of services provided and the fees for the services performed to date.

The external auditor is assessed yearly by the Audit Committee. The assessment includes a judgement of the external auditor's qualification and independence (based on the External Audit Guideline). In addition, the Audit Committee assesses the scope and quality of the reports and management letters submitted to Management and the Audit Committee.

Fees paid to External Auditors

	2019 CHF m	2018 CHF m
Audit fees ¹	7.0	7.0
Audit-related fees ²	0.2	1.0
Other services fees ³	1.4	1.1

¹ Fees related to Group and stand-alone financial statement and regulatory audit

² Fees related to accounting and regulatory compliance services and other audit and assurance services

³ Fees related to tax compliance and consultancy services

GROUP INTERNAL AUDIT

With 33 professionals as at 31 December 2019, compared to 34 as at 31 December 2018, Group Internal Audit (GIA) performs the global internal audit function for the Julius Baer Group. GIA is an independent and objective function that provides independent and objective assurance to the Board of Directors on safeguards taken by management (i) to protect the reputation of the Group, (ii) to protect its assets and (iii) to monitor its liabilities. GIA provides assurance by assessing the reliability of financial and operational information, as well as compliance with legal, regulatory and statutory requirements. Audit reports with key issues are provided to the Chief Executive Officer, the Executive Board members of the Bank and other responsible members of management. In addition, the Chairman and the Audit Committee members are regularly informed about important audit issues. GIA further assures the closure and successful remediation of audit issues executed by Management.

To maximise its independence from management, the Head of GIA, Peter Hanimann, reports directly to the Chairman and to the Chairperson of the Audit Committee for delegated duties. GIA has unrestricted access to all accounts, books, records, systems, property and personnel, and must be provided with all information and data needed to fulfil its auditing duties. The Chairman and the Chairperson of the Audit Committee may request special assignments to be conducted. Other Board of Directors members and the Executive Board may ask for such special assignments with the approval of the Chairman or the Chairperson of the Audit Committee.

Coordination and close cooperation with the External Auditors enhance the efficiency of GIA's work.

INFORMATION POLICY

Julius Baer Group Ltd. informs its shareholders and the public each year by means of the Annual and Half-year Reports. Julius Baer furthermore provides a summary account of the business performance for the first four and the first ten months of each year, respectively, in separate Interim Management Statements. It also publishes media releases, presentations and brochures as needed.

- ⇒ Current as well as archived news items can be accessed via www.juliusbaer.com/news.
- ⇒ Stakeholders and interested parties can be kept informed about our Group automatically by subscribing to Julius Baer's News Alert service at the address www.juliusbaer.com/newsalert.

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IMPORTANT DATES

23 March 2020	Publication of Annual Report 2019 and Corporate Sustainability Report 2019
16 April 2020	Annual General Meeting, Zurich
20 April 2020	Ex-dividend date
21 April 2020	Record date
22 April 2020	Dividend payment date

Additional information events are held regularly and as deemed appropriate in Switzerland and abroad.

- ⇒ Please refer to the corporate calendar at the address www.juliusbaer.com/calendar for the publication dates of financial statements and further important corporate events.