

CHARTER OF THE NOMINATION & COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF JULIUS BAER GROUP LTD.

SUMMARY

This Charter is based on the Articles of Incorporation of Julius Baer Group Ltd. (the Company) and its Organisational and Management Regulations (the OMR). It outlines the powers, duties and responsibilities of the Nomination & Compensation Committee of the Board of Directors (the NCC) of the Company as well as its organisation and reporting. The NCC has compensation- and nomination-related responsibilities and tasks as well as particular responsibilities and duties in the course of the annual variable performance-related compensation process.

This Charter was established on 18 May 2020 and enters into effect on the same day. It replaces the Charters of both the former Compensation Committee and the former Nomination Committee dated 12 December 2017.

KEY ASPECTS OF THIS CHARTER

- The NCC has compensation- and nomination-related responsibilities and tasks as well as particular responsibilities and duties in the course of the annual variable performance-related compensation process.
- The NCC consists of at least three members of the BoD, all of them shall be independent non-executive Directors.
- The members of the CompC (as part of the NCC) are nominated by the Board of Directors and elected on a yearly basis by the Annual General Meeting. The Chairman shall not be a member of the NCC.
- The NCC convenes as a rule once per quarter.

1. THE COMMITTEE'S POWERS, DUTIES AND RESPONSIBILITIES

According to the Articles of Incorporation of the Company, the Board of Directors (BoD) may assign the preparation and carrying out of its resolutions or the supervision of transactions to committees or individual members. In addition and according to art. 2.2. in connection with art. 7 of the ordinance against excessive compensation in listed companies, the Company is obliged to form a Compensation Committee (as part of the NCC).

The OMR of the Company stipulate the establishment of committees of the BoD.

The specific powers, duties and responsibilities of the NCC are defined in the Articles of Incorporation, the OMR and in its Annex.

1.1 General Duties and Responsibilities

a) Compensation-related responsibilities and tasks

The NCC shall carry out the BoD's overall responsibility for drawing up the remuneration principles, remuneration strategy and policies covering the Chairman of the BoD (the Chairman), the further non-executive - and if applicable executive - members of the BoD, the Chief Executive Officer (CEO) and the further members of the Executive Board (EB) within the Julius Baer Group. This includes reviewing any compensation principles (changes to which have to be submitted for approval to the BoD), 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 NCC, with the support of external advisors if needed, undertakes to advise the full Board of Directors, whether the current compensation for the Chairman, the BoD, the CEO and the EB is in line with market practices.

The NCC annually reviews the compensation elements and the share-ownership programs by considering possible impacts of new regulatory developments and feedback received from stakeholders.

The NCC 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 NCC determines the compensation of the Chairman and of the EB and submits the respective proposals for the other members of the BoD and the CEO to the BoD for approval. The compensation proposals for the Chairman, the BoD, the CEO and in aggregate form for the EB are subsequently submitted to the Annual General Meeting for approval by the shareholders.

The NCC has the right to deviate from the abovementioned principles and may grant certain exceptions under special circumstances.

At its own discretion, the NCC may ask - however without having any decision making power on such issues if not specifically allocated to the NCC - for presentations or written reports to be submitted to the NCC on topics within the overall context of the supervisory function of the NCC with regard to any Human Resources activities (incl. training, management development, promotion, succession) and remuneration.

The NCC on an annual basis prepares and proposes to the BoD and subsequently to the attention of the shareholders a Remuneration Report as well as other reports as required by law or regulations.

b) Nomination-related responsibilities and tasks

The NCC assists the BoD in the effective discharge of its responsibilities ensuring that the BoD 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.

In this regard, the NCC is responsible for the preparation of the long-term succession planning at the level of the BoD for submission to the BoD. The NCC assesses candidates as possible new members of the BoD of the Company and prepares respective nominations to the entire BoD as well as final consideration by the Annual General Meeting of the Company.

The NCC is responsible for the preparation of the long-term succession planning at the level of the CEO and the other members of the EB of the Company for submission to the BoD and in this function assesses potential candidates and prepares respective nominations to the BoD.

In particular, the NCC has the following powers, duties and responsibilities:

- Establishment of profiles describing necessary and desirable competencies and skills of members of the BoD and of the CEO;
- Review and approval of the required profiles of the members of the EB (other than the CEO), the CRO and the Head Internal Audit;
- Search for and identification of suitably qualified candidates for appointment to the BoD and nomination as CEO;
- Conduct of exploratory and application talks with possible candidates;
- Preparation of a BoD and CEO succession plan for submission to the BoD and regularly take note of the succession plan at the level of the EB members other than the CEO, as prepared by the CEO;
- Submission of proposals to the BoD with regard to the election of members of the Board of Directors and nomination of the CEO and the other members of the EB.

1.2 Particular Duties and Responsibilities in the Course of the Annual Variable Performance-related Compensation Process

In the course of the annual variable performance-related compensation process, the NCC:

- Determines and if necessary reviews the compensation system for the Chairman, the BoD, the CEO and the EB;
- Reviews and recommends to the BoD the total fixed compensation for the Chairman, the BoD, the CEO and in aggregate form for the EB for approval by the Annual General Meeting;
- Defines the elements and the structure of the variable compensation system (cash-based incentive as well as equity-based incentive) and further benefits (including all insured benefits and pension/retirement plans);
- Reviews the pay-out ranges for the funding of the pool for submission to the BoD for final approval;
- Determines the total amount of variable compensation components including performance-related compensation (“pool”) that can be distributed to the eligible staff for submission to the BoD for final approval. In this context, the NCC decides on the minimum threshold below which variable performance-related compensation will be paid out in cash only;
- Informs the BoD on the results of the annual compensation review and in particular on the details of compensation that are proposed to be paid to the Chairman, the BoD, the CEO and (in aggregate form) to the EB, which are subsequently submitted to the Annual General Meeting of the Company for final approval as stipulated in the Articles of Incorporation of the Company;
- Approves those staff members that have been identified as so called Key Risk Takers, who, due to their position, influence or the nature of their work may expose the Group to significant risk, and reviews their compensation;
- Takes note of the list containing all employees of the Group receiving total compensation exceeding CHF 1 million p.a.

2. THE COMMITTEE’S ORGANISATION

The NCC consists of at least three members of the BoD, all of them shall be independent non-executive Directors. The members of the CompC (as part of the NCC) are nominated by the Board of Directors and elected on a yearly basis by the Annual General Meeting. The Chairman shall not be a member of the NCC.

The NCC convenes as a rule once per quarter.

Meetings can be held physically or by telephone. Resolutions for urgent as well as routine businesses of the NCC may also be passed in writing (e.g. by letter, e-mail or fax communication) without a meeting taking place (circular resolution), provided that the text of the proposed resolution is sent to all members of the NCC, no member of the NCC requires a meeting to be convened and all NCC members express their consent to the resolution.

3. REPORTING

The chairperson of the NCC informs the BoD at every meeting of the work and the key decisions taken by the NCC.

In urgent matters the chairperson of the NCC informs the members of the NCC and the members of the BoD directly and without delay.

4. IMPLEMENTATION DATE

This Charter was established on 18 May 2020 and enters into effect on the same day. It replaces the Charters of both the former Compensation Committee and the former Nomination Committee dated 12 December 2017.