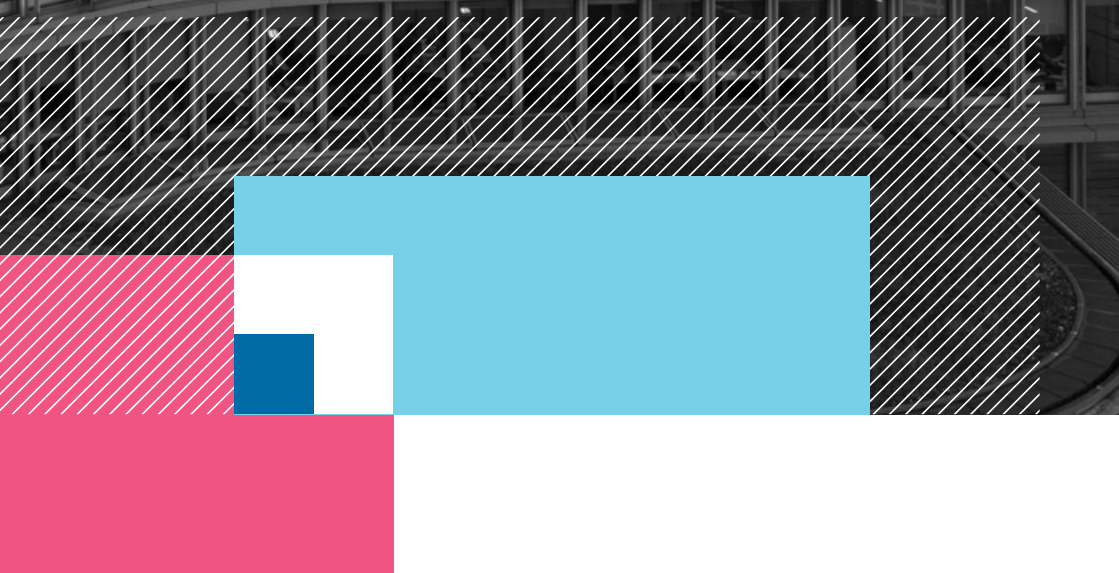


Vontobel

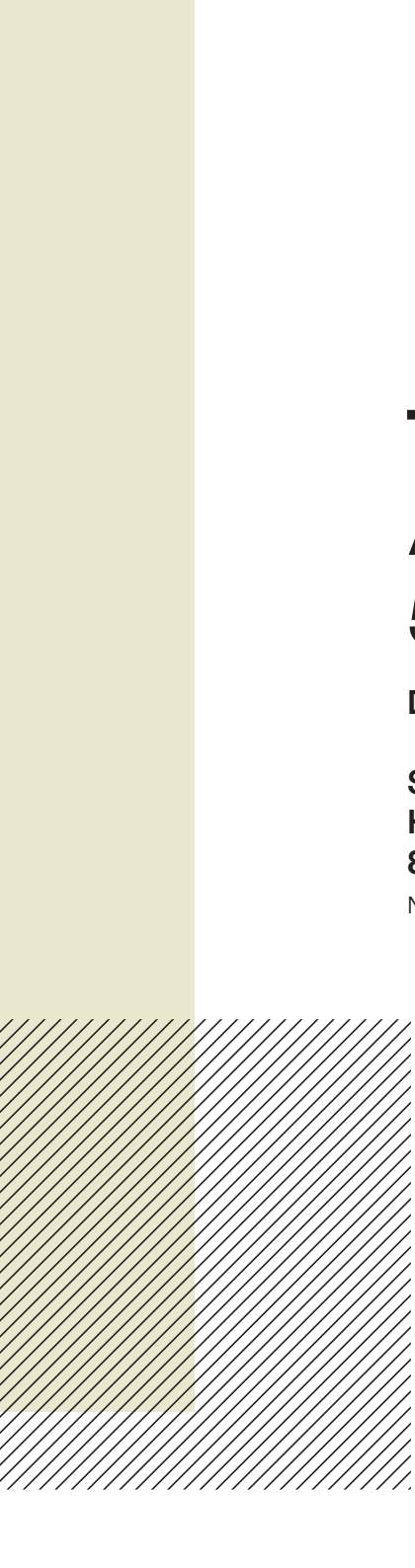
Invitation to the

# 36<sup>th</sup> Ordinary General Meeting of Shareholders

of Vontobel Holding AG







**Tuesday,  
April 2, 2019  
5:30 p.m.**

**Doors open at 4:30 p.m.**

**Samsung Hall  
Hoffnigstrasse 1  
8600 Duebendorf**

Near Stettbach station

# Dear shareholders

We are pleased to invite you to the Ordinary General Meeting of Vontobel Holding AG. It will take place on **Tuesday, April 2, 2019, at 5:30 p.m. in the Samsung Hall**, Hoffnigstrasse 1, 8600 Duebendorf. The doors will open at 4:30 p.m.

## Agenda

The Board of Directors proposes the following items and motions to the Ordinary General Meeting of Shareholders for discussion and for resolutions to be passed:

**1 Annual Report: Annual financial statements and consolidated financial statements 2018, report of the statutory auditors**

The Board of Directors proposes that the annual financial statements and consolidated financial statements 2018 be approved.

**2 Granting of discharge to the members of the Board of Directors and the Executive Board for the year 2018**

The Board of Directors proposes that discharge be granted to the members of the Board of Directors and the Executive Board for the financial year 2018.

**3 Appropriation of retained earnings**

The Board of Directors proposes that the following amount available to the General Meeting of Shareholders be appropriated as follows:

Net profit for the year	in CHF mn	177.6
Retained earnings prior year	in CHF mn	806.8
<b>Retained earnings</b>	<b>in CHF mn</b>	<b>984.4</b>
Retained earnings approved by resolution	in CHF mn	1.8
Reserves from capital contributions	in CHF mn	0.8
General statutory reserves <sup>1</sup>	in CHF mn	20.8
<b>Distributable statutory reserves</b>	<b>in CHF mn</b>	<b>21.6</b>
Own shares of capital <sup>2</sup>	in CHF mn	-50.9
<b>At the disposal of the General Meeting of Shareholders</b>	<b>in CHF mn</b>	<b>956.9</b>

Dividend from retained earnings of CHF 2.10 per dividend-entitled share with a nominal value of CHF 1.

<b>Total dividend<sup>3</sup></b>	<b>CHF</b>	<b>117,735,914</b>
Allocation to general statutory retained earnings	CHF	0
Allocation to retained earnings by resolution	CHF	0
Carried forward to the new accounting period <sup>4</sup>	CHF	839,187,308
<b>At the disposal of the General Meeting of Shareholders</b>	<b>CHF</b>	<b>956,923,222</b>

<sup>1</sup> Eligible general statutory reserves that exceed the statutory minimum requirement (Art. 671 para. 3 and para. 4 of the Swiss Code of Obligations).

<sup>2</sup> Restriction on the distribution of dividends equivalent to the cost of acquiring own shares (Art. 959a para. 2 item 3 let. e of the Swiss Code of Obligations).

<sup>3</sup> Depends on the number of dividend-entitled shares, max. 56.875 million, as of December 31, 2018. The treasury shares held by Vontobel Holding AG at the time of the distribution of the dividend are not entitled to a dividend.

<sup>4</sup> Depends on the total dividend distributed.

If the motion is approved, the dividend will be paid out from April 8, 2019, after the deduction of 35% withholding tax.

#### **4 Election of members of the Board of Directors and of the Compensation Committee of the Board of Directors (Nomination and Compensation Committee)**

##### **4.1 Re-election of Herbert J. Scheidt as a member and as Chairman of the Board of Directors**

The Board of Directors proposes that Herbert J. Scheidt be re-elected as a member and as Chairman of the Board of Directors, each for a term of office of one year ending at the conclusion of the next Ordinary General Meeting.

##### **4.2 Re-election of Bruno Basler as a member of the Board of Directors and as a member of the Nomination and Compensation Committee**

The Board of Directors proposes that Bruno Basler be re-elected as a member of the Board of Directors and as a member of the Nomination and Compensation Committee, each for a term of office of one year ending at the conclusion of the next Ordinary General Meeting.

##### **4.3 Re-election of Dr. Maja Baumann as a member of the Board of Directors**

The Board of Directors proposes that Dr. Maja Baumann be re-elected as a member of the Board of Directors for a term of office of one year ending at the conclusion of the next Ordinary General Meeting.

##### **4.4 Re-election of Dr. Elisabeth Bourqui as a member of the Board of Directors and election as a new member of the Nomination and Compensation Committee**

The Board of Directors proposes that Dr. Elisabeth Bourqui be re-elected as a member of the Board of Directors and be elected as a new member of the Nomination and Compensation Committee, each for a term of office of one year ending at the conclusion of the next Ordinary General Meeting.

##### **4.5 Re-election of David Cole as a member of the Board of Directors**

The Board of Directors proposes that David Cole be re-elected as a member of the Board of Directors for a term of office of one year ending at the conclu-

sion of the next Ordinary General Meeting.

##### **4.6 Re-election of Stefan Loacker as a member of the Board of Directors**

The Board of Directors proposes that Stefan Loacker be re-elected as a member of the Board of Directors for a term of office of one year ending at the conclusion of the next Ordinary General Meeting.

##### **4.7 Re-election of Dr. Frank Schnewlin as a member of the Board of Directors**

The Board of Directors proposes that Dr. Frank Schnewlin be re-elected as a member of the Board of Directors for a term of office of one year ending at the conclusion of the next Ordinary General Meeting.

##### **4.8 Re-election of Clara C. Streit as a member of the Board of Directors and as a member of the Nomination and Compensation Committee**

The Board of Directors proposes that Clara C. Streit be re-elected as a member of the Board of Directors and as a member of the Nomination and Compensation Committee, each for a term of office of one year ending at the conclusion of the next Ordinary General Meeting.

##### **4.9 Re-election of Björn Wettergren as a member of the Board of Directors and as a member of the Nomination and Compensation Committee**

The Board of Directors proposes that Björn Wettergren be re-elected as a member of the Board of Directors and as a member of the Nomination and Compensation Committee, each for a term of office of one year ending at the conclusion of the next Ordinary General Meeting.

- 5 Election of the independent proxy**  
The Board of Directors proposes that VISCHER AG be re-elected as the independent proxy for a term of office of one year ending at the conclusion of the next Ordinary General Meeting.
- 6 Election of the statutory auditors**  
The Board of Directors proposes that Ernst & Young AG, Zurich, be re-elected as the statutory auditors for a further term of office of one year ending at the conclusion of the next Ordinary General Meeting.
- 7 Consultative vote on the Compensation Report and votes on the aggregate amounts of compensation of the Board of Directors and of the Executive Board**
- 7.1 Consultative vote on the Compensation Report**  
The Board of Directors proposes that the Compensation Report 2018 be approved (this is a consultative vote and is non-binding).
- 7.2 Maximum aggregate amount of the fixed compensation of the members of the Board of Directors for the forthcoming term of office**  
The Board of Directors proposes the approval of a maximum aggregate amount of the fixed compensation of the members of the Board of Directors for the forthcoming term of office of CHF 4,850,000.
- 7.3 Maximum aggregate amount of the fixed compensation of the Executive Board for the period from July 1, 2019, to June 30, 2020**  
The Board of Directors proposes the approval of a maximum aggregate amount of the fixed compensation of the Executive Board for the period from July 1, 2019, to June 30, 2020, of CHF 6,050,000.
- 7.4 Maximum aggregate amount of the performance-related compensation of the Executive Board for the prior financial year 2018 that has ended**  
The Board of Directors proposes the approval of a maximum aggregate amount of the performance-related compensation of the Executive Board for the prior financial year that has ended of CHF 11,550,000.
- 7.5 Maximum aggregate amount for the performance shares of the Executive Board pursuant to Art. 31 para. 1 let. e of the Articles of Association**  
The Board of Directors proposes the approval of a maximum aggregate amount for the performance shares of the Executive Board pursuant to Art. 31 para. 1 let. e of the Articles of Association of CHF 9,385,443.
- 7.6 Additional amount for the performance shares of the Chairman of the Board of Directors pursuant to Art. 31 para. 1 let. c of the Articles of Association that was valid prior to the revision of the Articles of Association on April 28, 2015**  
The Board of Directors proposes the approval of an additional amount for the performance shares of the Chairman of the Board of Directors pursuant to Art. 31 para. 1 let. c of the Articles of Association valid prior to the 2015 revision of the Articles of Association of CHF 169,797. These performance shares relate to the bonus shares for the year 2015 (approved by the General Meeting of Shareholders 2016) and will vest in 2019.
- 7.7 Additional amount for the performance shares of the Executive Board pursuant to Art. 31 para. 1 let. e of the Articles of Association**  
The Board of Directors proposes the approval of an additional amount for the performance shares of the Executive Board pursuant to Art. 31 para. 1 let. e of the Articles of Association of CHF 3,009,638. These performance shares relate to the bonus shares for the year 2015 (approved by the General Meeting of Shareholders 2016) and will vest in 2019.

## Documents

The Annual Report for 2018, including the Compensation Report, the report of the statutory auditors, as well as the Minutes of the 35<sup>th</sup> Ordinary General Meeting of Shareholders are available for review by shareholders at the company's registered office at Gotthardstrasse 43, 8022 Zurich, with immediate effect and will be made available to them directly upon request. The Annual Report for 2018 is also available on the internet at: [vontobel.com/CH/EN/Investor-Relations](http://vontobel.com/CH/EN/Investor-Relations).

## Organizational information

**Admission cards:** The registration forms for the ordering of admission cards will be sent directly to shareholders with voting rights who are entered in the share register. No entries will be made in the share register from March 23, 2019, up to and including April 2, 2019. Shareholders who sell their shares before the General Meeting will no longer have voting rights in respect of these shares. In the case of a partial sale, the admission card issued must be exchanged at the shareholders desk on the day of the General Meeting of Shareholders.

**Granting of proxies:** In accordance with Art. 15 para. 2 of the Articles of Association, it is permissible for shareholders to be represented on the basis of a written power of attorney. To grant a power of attorney, the registration form or the admission card must be signed and remitted to the proxy. Shareholders can also arrange to be represented by the attorney-at-law Dr. Markus Guggenbühl, VISCHER AG, Schützengasse 1, P.O. Box 5090, 8021 Zurich, as the independent proxy in accordance with Art. 689c of the Swiss Code of Obligations and Art. 8 ff. of the Ordinance against Excessive Compensation with regard to Listed Stock Corporations (OaEC). The duly completed registration form is sufficient for the granting of proxies (the admission card need not be requested). The instruction form on the reverse of the reply coupon enclosed with the invitation may be used to issue instructions to the independent proxy. If the reply coupon has been signed, the independent proxy is authorized to vote in favor of the motions proposed by the Board of Directors, in the absence of any written instructions to the contrary. This also applies in cases where the General Meeting of Shareholders votes on motions that are not listed on the invitation. In accordance with Art. 11 of the OaEC, corporate proxies and proxies of deposited shares are no longer permitted. Shareholders now have the option of participating in voting and elections by electronically granting a power of attorney or issuing instructions to the independent proxy at: [www.gvmanager.ch/vontobel](http://www.gvmanager.ch/vontobel).

The necessary log-in data will be sent to shareholders together with the documents relating to the General Meeting. Instructions can be issued electronically until 11:59 p.m. (CET) on March 27, 2019.

Zurich, March 11, 2019

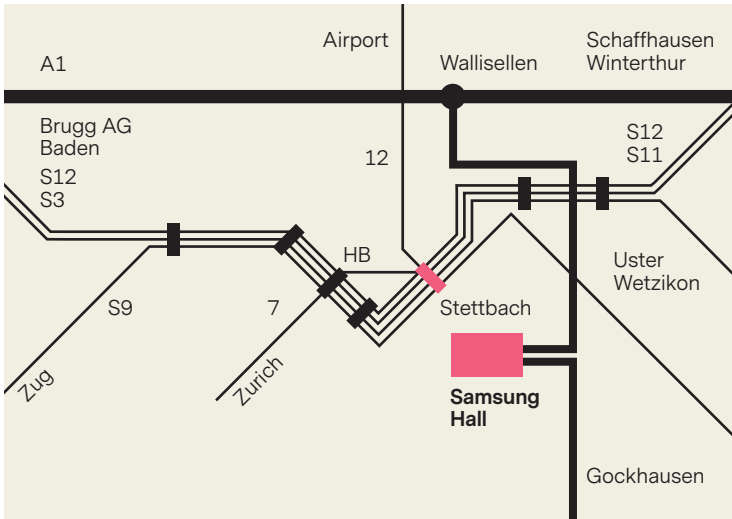
Yours sincerely

**Vontobel Holding AG**  
For the Board of Directors



Herbert J. Scheidt  
Chairman

The English text of the invitation, the agenda and the proposals is for information purposes only. The original German text is the authoritative version.



## Directions to the Samsung Hall

### Tram to Stettbach

Line 7, line 12

### Bus to Stettbach

743, 744, 751

### S-Bahn to Stettbach

S3, S9, S11, S12

The Samsung Hall is only a short walk from Stettbach station.

### By car

Take the A1 motorway, turning off at exit 65 for Duebendorf/Wallisellen/ Zurich-Stettbach and then keep left in the direction of Duebendorf. Follow Überlandstrasse in the direction of Dübendorf and turn right at the large intersection into Ringstrasse. Follow Hochbord Süd to the next set of traffic lights and then turn right into Zürichstrasse, direction Zurich/Stettbach/ Hochbord Süd. After 450 meters, turn left into Hoffnigstrasse.

### Parking facilities

Parking (250 spaces) is available at the Samsung Hall. A charge of CHF 2 per 30 minutes will apply for the use of the car park.

Vontobel Holding AG

Gotthardstrasse 43

8022 Zurich

vontobel.com

