



Vontobel

Invitation to the

39th Ordinary General Meeting of Shareholders

of Vontobel Holding AG





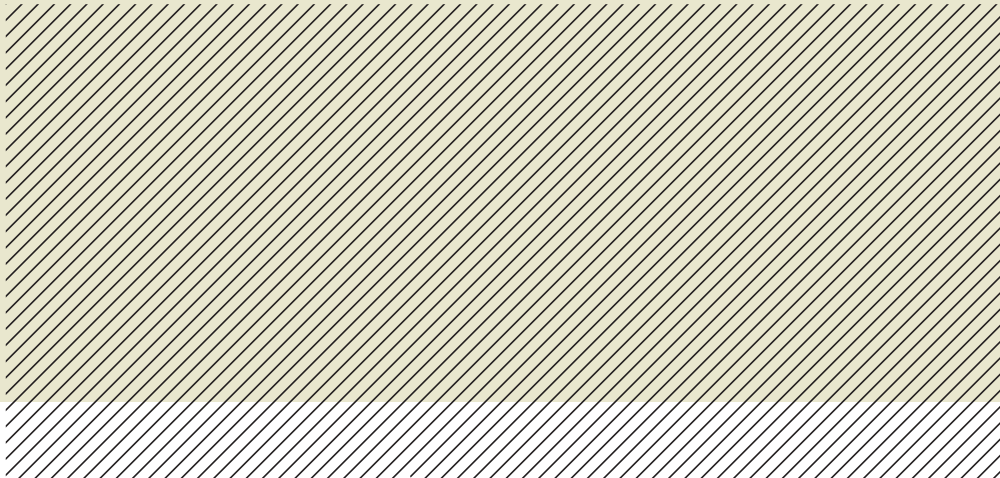
Information
regarding
COVID-19

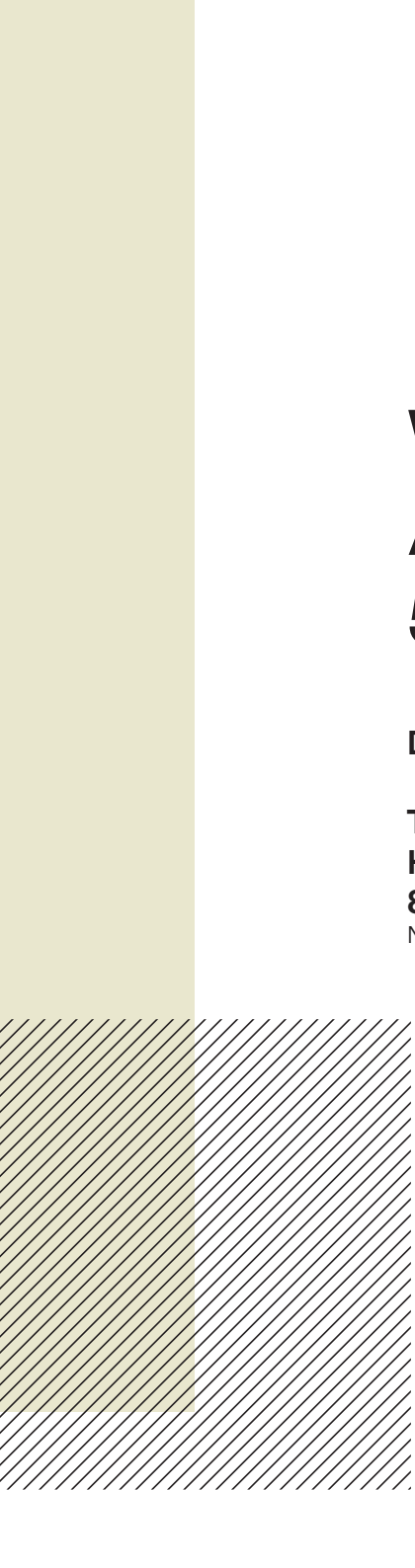
We are very pleased that we will be able to hold this year's Ordinary General Meeting of Shareholders of Vontobel Holding AG with the personal attendance of shareholders.

Shareholders are, of course, free to cast their votes by authorizing the independent proxy or a third party to represent them (further details can be found in the section "Organizational information" at the end of this invitation).

The 2022 Ordinary General Meeting of Shareholders of Vontobel Holding AG will be held on April 6, 2022, in accordance with the requirements to combat the coronavirus that are valid and applicable at the time.

The latest information about this year's General Meeting of Shareholders can be found at: vontobel.com/agm





**Wednesday,
April 6, 2022
5:00 p.m.**

Doors open at 4:00 p.m.

THE HALL
Hoffnigstrasse 1
8600 Dübendorf
Near Stettbach station

Dear shareholders

We are pleased to invite you to the Ordinary General Meeting of Shareholders of Vontobel Holding AG. It will take place on **Wednesday, April 6, 2022, at 5:00 p.m. in THE HALL**, Hoffnigstrasse 1, 8600 Dübendorf. The doors will open at 4:00 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 2021, report of the statutory auditors**
The Board of Directors proposes that the annual financial statements and consolidated financial statements 2021 be approved.
- 2 Granting of discharge to the members of the Board of Directors and the Executive Committee for the year 2021**
The Board of Directors proposes that discharge be granted to the members of the Board of Directors and the Executive Committee for the financial year 2021.
- 3 Appropriation of retained earnings**
The Board of Directors proposes that the following amount available to the General Meeting of Shareholders be appropriated as follows¹:

Net profit for the year	in CHF mn	168.4
Retained earnings from prior year	in CHF mn	869.9
Retained earnings	in CHF mn	1,038.2
Retained earnings approved by resolution	in CHF mn	1.8
Reserves from capital contributions	in CHF mn	0.8
General statutory reserves ²	in CHF mn	20.8
Distributable statutory reserves	in CHF mn	21.6
Own shares of capital ³	in CHF mn	-76.5
At the disposal of the General Meeting of Shareholders	in CHF mn	985.1

Dividend from retained earnings of CHF 3.00 per dividend-entitled share with a nominal value of CHF 1.00.

Total dividend⁴	in CHF mn	167.7
Allocation to general statutory retained earnings	in CHF mn	0.0
Allocation to retained earnings by resolution	in CHF mn	30.0
Carried forward to the new accounting period ⁵	in CHF mn	787.5
At the disposal of the General Meeting of Shareholders	in CHF mn	985.1

¹ The amounts shown in the table are rounded, which is why they do not add up exactly to the totals shown.

² Eligible general statutory reserves that exceed the statutory minimum requirement (Art. 671 para. 3 and para. 4 of the Swiss Code of Obligations).

³ 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).

⁴ Depends on the number of dividend-entitled shares, max. 56.875 million as of December 31, 2021. The treasury shares held by Vontobel Holding AG at the time of the distribution of the dividend are not entitled to a dividend.

⁵ Depends on the total dividend distributed.

If the motion is approved, the dividend will be paid out from April 12, 2022, after the deduction of 35 percent 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 Election of Andreas Utermann as a member and as Chairman of the Board of Directors**
The Board of Directors proposes that Andreas Utermann be 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**
The Board of Directors proposes that Dr. Elisabeth Bourqui 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.
- 4.5 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 conclusion of the next Ordinary General Meeting.
- 4.6 Re-election of Dr. Michael Halbherr as a member of the Board of Directors and as a member of the Nomination and Compensation Committee**
The Board of Directors proposes that Dr. Michael Halbherr 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.
- 4.7 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.
- 4.8 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.

After 20 years of service to Vontobel, the retiring Chairman of the Board of Directors, Herbert J. Scheidt, will be bid farewell following agenda item 7.

- 5 Election of the independent proxy**
The Board of Directors proposes that VISCHER AG, Zurich, 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 Committee**
- 7.1 Consultative vote on the Compensation Report**
The Board of Directors proposes that the Compensation Report 2021 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 4,800,000.
- 7.3 Maximum aggregate amount of the fixed compensation of the Executive Committee for the period from July 1, 2022, to June 30, 2023**
The Board of Directors proposes the approval of a maximum aggregate amount of the fixed compensation of the Executive Committee for the period from July 1, 2022, to June 30, 2023, of CHF 3,976,000.
- 7.4 Maximum aggregate amount of the performance-related compensation of the Executive Committee for the prior financial year 2021 that has ended**
The Board of Directors proposes the approval of a maximum aggregate amount of the performance-related compensation of the Executive Committee for the prior financial year that has ended of CHF 6,900,000.
- 7.5 Maximum aggregate amount for the performance shares of the Executive Committee 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 Committee pursuant to Art. 31 para. 1 let. e of the Articles of Association of CHF 5,162,989.
- 7.6 Additional amount for the performance shares of the Executive Committee 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 Committee pursuant to Art. 31 para. 1 let. e of the Articles of Association of CHF 2,356,108. These performance shares relate to the bonus shares for the year 2018 (approved by the General Meeting of Shareholders 2019) and will vest in 2022.

Documents

The Annual Report for 2021, including the Compensation Report, the report of the statutory auditors and the Minutes of the 38th Ordinary General Meeting of Shareholders, are available for shareholders to view at the company's registered office at Gotthardstrasse 43, 8002 Zurich, with immediate effect and will be made available to them directly upon request. The Annual Report for 2021 is also available on the Internet at: vontobel.com/financial-reporting. Information concerning voting on item 7 (Consultative vote on the Compensation Report and votes on the aggregate amounts of compensation of the Board of Directors and of the Executive Committee) is also available on the Internet at: vontobel.com/agma

Organizational information

Admission cards: Shareholders with voting rights who are entered in the share register will be sent the registration form that they can use to order the admission card. No entries will be made in the share register from March 28, 2022, (5:00 p.m.) up to and including April 6, 2022. Shareholders who sell their shares before the General Meeting of Shareholders will no longer have voting rights in respect of those shares. In the case of a partial sale, the admission card 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 enclosed registration form or the admission card must be signed and remitted to the proxy. Shareholders can also arrange to be represented by VISCHER AG, Schützengasse 1, P.O. Box, CH-8021 Zurich (represented by the attorney-at-law Dr. Markus Guggenbühl), as 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). In order to grant a power of attorney, shareholders can simply complete and sign the registration form (the admission card does not need to be requested). Please use the form on the reverse of the enclosed registration form (or admission card, if requested) to issue instructions to the independent proxy. With the signing of the registration form (or the admission card), the independent proxy is instructed to exercise the voting rights in accordance with the motions of the Board of Directors with respect to all published and non-published agenda items and motions, provided no specific instructions to the contrary are given on the instruction form (on the reverse of the registration form or admission card). This also applies in cases where the General Meeting of Shareholders votes on motions that are not listed on the invitation. Shareholders have the option of participating in voting and elections by electronically granting a power of attorney or issuing instructions to the independent proxy at: gvmanager-live.ch/vontobel. The necessary access code is included in the documents relating to the General Meeting. Instructions can be issued electronically until 11:59 p.m. (CET) on April 1, 2022. In accordance with Art. 11 of the OaEC, corporate proxies and proxies of deposited shares are not permitted.

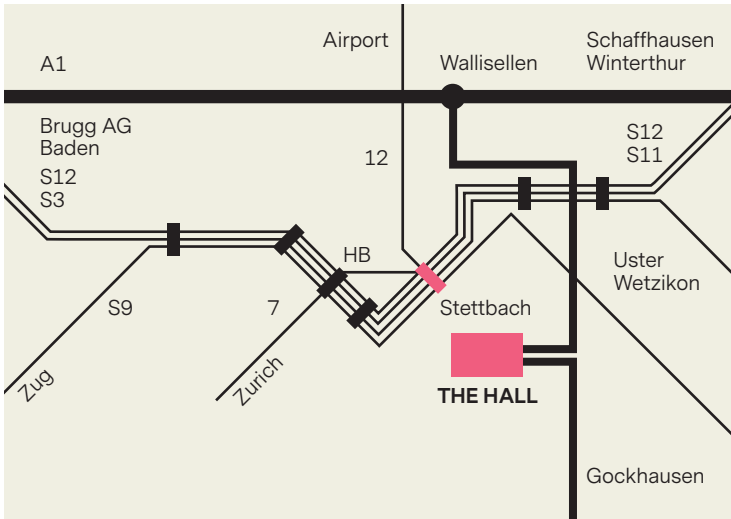
Zurich, March 11, 2022

Yours sincerely

Vontobel Holding AG
For the Board of Directors



Herbert J. Scheidt
Chairman



Directions to THE HALL

Tram to Stettbach

Line 7, line 12

Bus to Stettbach

743, 744, 745, 751, 752, 754, 760

S-Bahn to Stettbach

S3, S9, S11, S12

THE HALL is only a short walk from Stettbach station.

By car

Take the A1 motorway, turning off at exit 65 for Dübendorf/Wallisellen/Zurich-Stettbach and then keep left in the direction of Dübendorf. 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. A charge of CHF 2.00 per 30 minutes will apply for the use of the car park.

Vontobel Holding AG

Gotthardstrasse 43

8022 Zurich

vontobel.com

100% recycled paper

