

To the Shareholders of  
**CREDIT SUISSE GROUP AG**

## **Invitation to the Annual General Meeting of Shareholders**

**Friday, April 26, 2013, 10:30 a.m.**

(doors open at 9:00 a.m.)

Hallenstadion, Wallisellenstrasse 45,  
Zurich-Oerlikon

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# Agenda

1. 2012 annual report, parent company's 2012 financial statements, and Group's 2012 consolidated financial statements
  - 1.1 Presentation of the 2012 annual report, the parent company's 2012 financial statements, the Group's 2012 consolidated financial statements, and the 2012 remuneration report
  - 1.2 Consultative vote on the 2012 remuneration report
  - 1.3 Approval of the 2012 annual report, the parent company's 2012 financial statements, and the Group's 2012 consolidated financial statements
2. Discharge of the Members of the Board of Directors and Executive Board
3. Appropriation of retained earnings and distribution against reserves from capital contributions in shares and in cash
  - 3.1 Resolution on the appropriation of retained earnings
  - 3.2 Resolution on the distribution against reserves from capital contributions in shares and in cash
4. Changes in share capital
  - 4.1 Increase in, amendment to and extension of authorized capital
  - 4.2 Increase in conditional capital for employee shares
5. Other amendments to the Articles of Association (quorum of the Board of Directors)
6. Elections
  - 6.1 Elections to the Board of Directors
    - 6.1.1 Re-election of Noreen Doyle
    - 6.1.2 Re-election of Jassim Bin Hamad J.J. Al Thani
    - 6.1.3 Election of Kai S. Nargolwala
  - 6.2 Election of the independent auditors
  - 6.3 Election of the special auditors

## **1. 2012 annual report, parent company's 2012 financial statements, and Group's 2012 consolidated financial statements**

- 1.1 Presentation of the 2012 annual report, the parent company's 2012 financial statements, the Group's 2012 consolidated financial statements, and the 2012 remuneration report
- 1.2 Consultative vote on the 2012 remuneration report

### **Board of Directors' recommendation**

The Board of Directors recommends that the 2012 remuneration report be approved.

- 1.3 Approval of the 2012 annual report, the parent company's 2012 financial statements, and the Group's 2012 consolidated financial statements

### **Motion proposed by the Board of Directors**

The Board of Directors proposes that the 2012 annual report, the parent company's 2012 financial statements, and the Group's 2012 consolidated financial statements be approved.

## **2. Discharge of the Members of the Board of Directors and Executive Board**

### **Motion proposed by the Board of Directors**

The Board of Directors proposes that the Members of the Board of Directors and the Executive Board during the 2012 financial year be discharged.

## **3. Appropriation of retained earnings and distribution against reserves from capital contributions in shares and in cash**

- 3.1 Resolution on the appropriation of retained earnings

### **A Motion proposed by the Board of Directors**

The Board of Directors proposes that the retained earnings of CHF 4,666 million (comprising retained earnings brought forward from the previous year of CHF 4,342 million and net income for 2012 of CHF 324 million) be carried forward to the new accounts.

## **B Explanation by the Board of Directors**

Instead of a dividend paid from retained earnings, the Board of Directors proposes under item 3.2 that a distribution be made in cash and in the form of new shares (stock dividend) against reserves from capital contributions. The total retained earnings can therefore be carried forward to the new accounts.

3.2 Resolution on the distribution against reserves from capital contributions in shares and in cash

## **A Motion proposed by the Board of Directors**

The Board of Directors proposes a combined distribution against reserves from capital contributions in cash of CHF 0.10 per registered share (cash dividend) and in the form of new shares (stock dividend) in accordance with the conditions set out in the Shareholder Information – Summary Document.

The Company will not make such distribution with respect to Company shares that it held itself at the time of distribution.

## **B Explanation by the Board of Directors**

The proposed distribution against reserves from capital contributions has tax-privileged status for the stock dividend and for the cash dividend. The reserves from capital contributions can be distributed without deducting federal withholding tax and will not be subject to income tax for residents of Switzerland who hold the shares as private investments.

Through a stock dividend, the Company can make a distribution in addition to the cash dividend, in the form of new shares to shareholders, while simultaneously allowing the Company to retain the corresponding equity capital. By making this proposal, the Board of Directors is taking account of the need to strengthen its capital base in response to regulatory requirements stemming from the “too big to fail” discussion. The new shares for the stock dividend will be paid at par value in cash from the reserves from capital contributions.

The stock dividend will be distributed as follows: For every share that they own, shareholders will receive a non-transferable right to the acquisition, at no charge, of new shares in the Company, while maintaining their subscription rights. Following distribution, the rights will automatically be exchanged for new shares at the ratio determined by the Board of Directors on April 25, 2013, (after the exchange closes) and published on April 26, 2013 (before the exchange opens). The Board of Directors will set the subscription ratio so that the theoretical value of each right is around CHF 0.65. No fractional shares will be distributed. Any fractional shares will be paid out at market price.

The new shares will be issued from the authorized capital according to Art. 27 of the Articles of Association (cf. item agenda 4.1).

If this proposal is approved, delivery of the new shares is planned for May 13, 2013, and the distribution of CHF 0.10 per registered share will be made on May 6, 2013.

Further information can be found in the Shareholder Information – Summary Document, which can be accessed on the Company’s website at: [www.credit-suisse.com/agm](http://www.credit-suisse.com/agm).

#### **4. Changes to the share capital**

##### **4.1 Increase in, amendment to and extension of authorized capital**

###### **A Motion proposed by the Board of Directors**

The Board of Directors proposes to increase the authorized capital of CHF 1,034,316.48 (equivalent to 25,857,912 registered shares) by CHF 4,965,683.52 to a maximum of CHF 6,000,000 (equivalent to 150 million registered shares), to extend the authorization by two years and to amend Art. 27 of the Articles of Association pursuant to section C below.

###### **B Explanation by the Board of Directors**

In 2012, the Company extensively used its authorized capital as part of the steps it took to strengthen its capital base, in the course of the complete takeover of asset manager Hedging-Griffo (a leading provider of integrated financial services in Brazil, the largest growth market in Latin America), and the distribution of a scrip dividend in 2012. The Company still has 25,857,912 registered shares at its disposal, of which 25,804,463 are reserved for the 2012 scrip dividend and whose authorization ends in April 2013.

In order to service the 2013 stock dividend in accordance with item 3.2 and to maintain financial flexibility to further develop the business portfolio, the Board of Directors proposes to increase the authorized capital of CHF 1,034,316.48 (equivalent to 25,857,912 registered shares) to a maximum of CHF 6,000,000 (equivalent to 150 million registered shares). Of this amount, 50 million registered shares are planned for the stock dividend in 2013, and 100 million for takeovers or participations or for financing these operations. The right of existing shareholders with respect to the acquisition of shares that are reserved for the 2013 stock dividend remains unaffected. The authorization is limited to two years and expires on April 26, 2015.

## C Proposed amendment to the Articles of Association

### Art. 27 Authorized Capital

#### Current version\*

(1) The Board of Directors is authorized, at any time until April 29, 2013, to increase the share capital, as per Art. 3 of the Articles of Association by a maximum of CHF 1,034,316.48 through the issuance of a maximum of 25,857,912 registered shares, to be fully paid up, each with a par value of CHF 0.04, of which 25,804,463 registered shares are reserved exclusively for issuance to shareholders electing to receive shares in lieu of a cash dividend (scrip dividends). Increases by underwriting as well as partial increases are permissible. The issue price, the time of dividend entitlement, and the type of contribution will be determined by the Board of Directors. Upon acquisition, the new shares will be subject to the transfer restrictions pursuant to Art. 4 of the Articles of Association.

(2) The Board of Directors is authorized to exclude shareholders' subscription rights in favor of third parties if the new registered shares are used for (a) the acquisition of companies, segments of companies or participations in the banking, finance, asset management or insurance industries through an exchange of shares or (b) for financing/refinancing the acquisition of companies, segments of companies or participations in these industries, or new investment plans. Shareholders' subscription rights relating to a maximum of 15,000,000 registered shares are

#### Proposed **new** version

(1) The Board of Directors is authorized, at any time until April 26, 2015, to increase the share capital, as per Art. 3 of the Articles of Association to a maximum of CHF 6,000,000 through the issuance of a maximum of 150,000,000 registered shares, to be fully paid up, each with a par value of CHF 0.04, of which 50,000,000 registered shares are reserved exclusively for issuance to shareholders in connection with a stock dividend. Increases by underwriting as well as partial increases are permissible. The issue price, the time of dividend entitlement, and the type of contribution will be determined by the Board of Directors. Upon acquisition, the new shares will be subject to the transfer restrictions pursuant to Art. 4 of the Articles of Association.

(2) The Board of Directors is authorized to exclude shareholders' subscription rights in favor of third parties if the new registered shares are used for (a) the acquisition of companies, segments of companies or participations in the banking, finance, asset management or insurance industries through an exchange of shares or (b) for financing/refinancing the acquisition of companies, segments of companies or participations in these industries, or new investment plans. If commitments to service convertible bonds or bonds with warrants are assumed in

\* Version following reduction of the authorized capital by 66,457,888 registered shares to be issued on March 29, 2013, as a result of the conversion of the Subordinated Mandatory and Contingent Convertible Securities (MACCS); this reduction is expected to be entered in the Commercial Register of the Canton of Zurich on April 4, 2013.

## Current version\*

excluded in favor of Credit Suisse so that Credit Suisse can fulfill its obligation to deliver shares in the Company in accordance with the terms of the USD 3.5 billion 11% Tier 1 Capital Notes and CHF 2.5 billion 10% Tier 1 Capital Notes issued in October 2008. If commitments to service convertible bonds or bonds with warrants are assumed in connection with company takeovers or investment plans, the Board of Directors is authorized, for the purpose of fulfilling delivery commitments under such bonds, to issue new shares excluding the subscription rights of shareholders.

(3) Subject to any legal restrictions applicable in their home jurisdiction, shareholders' subscription rights relating to a maximum of 25,804,463 registered shares, which are reserved for issuance to shareholders electing to receive shares in lieu of a cash dividend (scrip dividends), are granted subject to the condition that such shareholders elect to receive registered shares under the scrip dividend.

(4) Registered shares for which subscriptions rights have been granted but not exercised are to be sold on the market at market conditions.

## Proposed new version

connection with company takeovers or investment plans, the Board of Directors is authorized, for the purpose of fulfilling delivery commitments under such bonds, to issue new shares excluding the subscription rights of shareholders.

(3) Shareholders' subscription rights relating to a maximum of 50,000,000 registered shares, which are reserved for the stock dividend, are granted. The payment of these new registered shares at a par value of CHF 0.04 each will be made out of the reserves from capital contributions. No subscription rights will be traded. The Board of Directors is authorized to determine other manners of exercising the subscription rights.

(4) The Board of Directors may allow subscription rights that are not exercised to expire without compensation, or it may sell the subscription rights or the registered shares for which they were granted at market conditions on the market or otherwise use them in the interest of the Company.

## 4.2 Increase in conditional capital for employee shares

### **A Motion proposed by the Board of Directors**

The Board of Directors proposes, as part of the capital plan announced in July 2012, that the current conditional capital for the purpose of delivering shares as part of employee participation programs be increased from CHF 106,378.68 (equivalent to 2,659,467 registered shares) by CHF 1,093,621.32 (equivalent to 27,340,533 shares) to a maximum of CHF 1,200,000 (equivalent to 30,000,000 registered shares) and that Art. 26b of the Articles of Association be amended pursuant to section C below.

### **B Explanation by the Board of Directors**

As part of the capital plan announced in July 2012 to strengthen the regulatory capital position, certain deferred cash contingent rights were converted voluntarily by employees to 31 million in deferred equity awards. The Company would like to meet this obligation in a capital-efficient manner through issuing new shares from conditional capital. For this reason, the Board of Directors proposes to increase current conditional capital by CHF 1,093,621.32 (equivalent to 27,340,533 shares) to CHF 1,200,000 (equivalent to 30,000,000 registered shares). The Company considers the resulting dilution of shares as reasonable and consistent with its capital strategy.

The Board does consider that in order to align the interests of employees with those of shareholders and in compliance with regulatory requirements, a significant portion of its variable remuneration should be paid in the form of share-based instruments. All equity awards are deferred, i.e. the shares underlying the claims are not delivered immediately but staggered over several years, with the value of the awards developing based on the share price of Credit Suisse Group stock and any other performance criteria. In order to meet its obligations arising from share-based employee remuneration without diluting the shares, the Company generally acquires the shares necessary for this on the market. This practice has been temporarily suspended, as the Company must meet increased capital requirements under the "to big to fail" legislation and Basel III. Instead of purchasing shares on the market, since 2011 the Company has met these obligations primarily by issuing new shares from conditional capital. The Company intends to resume its practice of meeting its obligations from deferred share-based employee remuneration primarily through the acquisition of shares on the market once it has reached and exceeded its target of a 10% "lookthrough" Swiss Core Capital ratio, which is expected by mid-2013.

However, as proposed in the Annual Report, the Compensation Committee intends to review the balance of deferred equity and cash awards in 2013 and, subject to any changes in regulatory requirements, it has no intention of proposing to shareholders the creation of additional conditional capital in the next few years to satisfy share-based remuneration.



## C Proposed amendment to the Articles of Association

### Art. 26b para. 1

#### Current version\*

(1) The share capital as per Art. 3 of the Articles of Association is to be increased by not more than CHF 106,378.68 through the issue of a maximum of 2,659,467 registered shares, with a par value of CHF 0.04 each, to be fully paid in. Upon acquisition, the new shares will be subject to the transfer restrictions pursuant to Art. 4 of the Articles of Association.

(2) The preferential subscription right of present shareholders is excluded in favor of the staff, at all levels, and of Members of the Board of Directors of Credit Suisse Group and its Group companies. The shares shall be issued in accordance with the guidelines adopted by the Board of Directors, as amended from time to time. They may be issued at a price which is below their market value.

#### Proposed **new** version

(1) The share capital as per Art. 3 of the Articles of Association is to be increased through the exercise of subscription rights by not more than CHF 1,200,000 through the issue of a maximum of 30,000,000 registered shares, each with a par value of CHF 0.04, to be fully paid in. Upon acquisition, the new shares will be subject to the transfer restrictions pursuant to Art. 4 of the Articles of Association.

(2) (Unchanged)

\* Version after reduction of conditional capital by 18,822,723 registered shares, which were issued in connection with stock-based employee compensation; the entry of this reduction in the Commercial Register of the Canton of Zurich is planned for April 4, 2013.

**5. Other amendments to the Articles of Association (quorum of the Board of Directors)**

**A Motion proposed by the Board of Directors**

The Board of Directors proposes the amendment of the provisions concerning the quorum required for the Board of Directors to pass resolutions, and the amendment of Art. 18 para. 1 of the Articles of Association pursuant to section C below.

**B Explanation by the Board of Directors**

The amendment of the quorum required for the Board of Directors to pass resolutions will simplify the process for passing resolutions, in particular with regard to issuing shares from conversion capital.

**C Proposed amendment to the Articles of Association**

**Art. 18 Quorum/Required Majorities**

**Current** version

(1) A majority of the members of the Board of Directors must be present in person in order to pass resolutions; there is no presence quorum requirement for decisions to carry out authorized capital increases, for acknowledgement of ordinary or authorized capital increases that have been carried out, or for the resultant changes to the Articles of Association. For resolutions carried out by circular letter, a majority of the members of the Board of Directors must cast their votes.

(2) Resolutions of the Board of Directors require the approval of an absolute majority of the votes cast. In the event of a tie vote, the decision shall be determined by the vote of the person chairing the meeting.

Proposed **new** version

(1) A majority of the members of the Board of Directors must be present in person in order to pass resolutions; there is no presence quorum requirement for resolutions on authorized capital increases, for resolutions on amendments and acknowledgements by the Board in connection with capital increases, or for the acknowledgement of an event triggering conversion of the conversion capital. For resolutions carried out by circular letter, a majority of the members of the Board of Directors must cast their votes.

(2) (Unchanged)

## 6. Elections

### 6.1. Elections to the Board of Directors

Ms. Noreen Doyle and Mr. Jassim Bin Hamad J.J. Al Thani, whose terms end at the 2013 Annual General Meeting, are standing for re-election. Mr. Kai S. Nargolwala is standing for election to the Board of Directors for the first time. Mr. Aziz R.D. Syriani, who will reach the internal age limit this year, will step down from the Board of Directors at the Annual General Meeting on April 26, 2013. Mr. Robert H. Benmosche and Mr. David W. Syz, who will reach the internal age limit in 2014, have decided not to stand for re-election and will therefore also be stepping down from the Board of Directors at the Annual General Meeting on April 26, 2013.

#### 6.1.1 Re-election of Ms. Noreen Doyle

##### **A Motion proposed by the Board of Directors**

The Board of Directors proposes to re-elect Ms. Noreen Doyle to the Board of Directors for the statutory term of three years.

##### **B Explanation by the Board of Directors**

Ms. Noreen Doyle has been a member of the Board of Directors since 2004. She was a member of the Risk Committee from 2004 to 2007, and a member of the Audit Committee from 2007 to 2009. She has been a member of the Risk Committee again since 2009. The Board of Directors declared her to be independent in accordance with the Group's standards for independence.

#### 6.1.2 Re-election of Jassim Bin Hamad J.J. Al Thani

##### **A Motion proposed by the Board of Directors**

The Board of Directors proposes to re-elect Mr. Jassim Bin Hamad J.J. Al Thani to the Board of Directors for the statutory term of three years.

##### **B Explanation by the Board of Directors**

Mr. Jassim Bin Hamad J.J. Al Thani has been a member of the Board of Directors since 2010. In line with the independence standards of the Group, he has been declared non-independent by the Board.

### 6.1.3 Election of Kai S. Nargolwala

#### **A Motion proposed by the Board of Directors**

The Board of Directors proposes to elect Mr. Kai S. Nargolwala to the Board of Directors for the statutory term of three years.

#### **B Explanation by the Board of Directors**

Mr. Kai S. Nargolwala is a member of the Board of Directors (Lead Independent Director) of Singapore Telecommunications, Ltd., Singapore's largest publicly-listed company; a member of the Board of Directors of Prudential plc, a global financial services company headquartered in the UK; and a member of the Board of Directors of PSA International Pte. Ltd. in Singapore, one of the world's largest port operators. Further, he is Chairman of Clifford Capital Pte. Ltd., a company supported by the Government of Singapore that provides financing of foreign projects for companies in Singapore. Finally, he is Chairman of the Duke-NUS Graduate Medical School of Singapore. From 2008 to 2010, Mr. Nargolwala was a member of the Credit Suisse Executive Board and CEO of the Asia-Pacific region; from 2010 to 2011, he was the Non-Executive Chairman of Credit Suisse's Asia-Pacific region.

### 6.2 Election of the independent auditors

#### **A Motion proposed by the Board of Directors**

The Board of Directors proposes that KPMG AG, Zurich, be re-elected as the independent auditors for a further term of one year.

#### **B Explanation by the Board of Directors**

KPMG AG has confirmed to the Board of Directors' Audit Committee that it has the necessary independence to carry out the mandate and that it meets the requirements of independence stipulated by the United States Securities and Exchange Commission.

### 6.3 Election of the special auditors

#### **A Motion proposed by the Board of Directors**

The Board of Directors proposes that BDO AG, Zurich, be elected as special auditors for a term of one year.

#### **B Explanation by the Board of Directors**

The rules of the United States Securities and Exchange Commission (SEC) require that statutory auditors be independent. In the SEC's view, it is not admissible for the statutory auditors to undertake (among other things) the valuation of companies in connection with qualified capital increases involving contributions in kind. Accordingly, the Board of Directors proposes that BDO AG be elected this year as special auditors to perform the special audits required in connection with valuations when there are changes in capital.

## **2012 annual report and audiovisual broadcast of the General Meeting of Shareholders**

The 2012 annual report, including the parent company's 2012 financial statements, the Group's 2012 consolidated financial statements, the reports of the independent auditors of the parent company and the Group, and the shareholder information on the stock dividend will be available for inspection at the Company's head office, Paradeplatz 8, CH-8001 Zurich, from April 3, 2013. Shareholders may request a copy of these documents. All documents are also available on the internet at [www.credit-suisse.com/annualreporting](http://www.credit-suisse.com/annualreporting).

On April 26, 2013, the Annual General Meeting will be broadcast live on the internet at [www.credit-suisse.com](http://www.credit-suisse.com).

### **How shareholders can exercise their voting rights**

Representation of shares is only possible if a proxy has a signed instruction from a shareholder. Shares for which there is no written power of attorney, or which are only covered by a general power of attorney without specific reference to this General Meeting of Shareholders, cannot be represented.

Shareholders of Credit Suisse Group AG will find a form enclosed with this invitation, which can be used as follows:

- (a) to order admission cards and voting documents, which they may use to attend the General Meeting of Shareholders in person or to designate another person as their proxy, or
- (b) to designate Credit Suisse Group AG as their proxy, or
- (c) to designate the independent proxy as their proxy.

Shareholders are kindly requested to return their reply cards to Credit Suisse Group AG, Share Register, P.O. Box, CH-8070 Zurich, Switzerland, by April 16, 2013, at the latest, so their admission card and voting documents can be dispatched to them in good time. Admission cards and documents will be sent out from April 17, 2013.

Shares only qualify for voting if entered in the Share Register with voting rights on April 23, 2013.

The **independent proxy** can be authorized and instructed by sending the reply card or the admission card and voting documents, in each case with written voting instructions, by no later than April 23, 2013 to **Andreas G. Keller**, Attorney, P.O. Box, CH-8070 Zurich, Switzerland.

If the independent proxy does not receive written voting instructions for some or all of the agenda items, he will vote in line with the proposals of the Board of Directors. Credit Suisse Group AG will only represent shareholders if they wish to approve the proposals of the Board of Directors. All instructions contrary to the proposals of the Board of Directors will be forwarded to the independent proxy.

Institutions subject to the Swiss Federal Act on Banks and Saving Banks, as well as professional asset managers, are obliged to inform Credit Suisse Group AG of the number and par value of the registered shares they represent.

Zurich, March 19, 2013

On behalf of the Board of Directors

Urs Rohner  
Chairman

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The General Meeting of Shareholders will be a "carbon-neutral" event. We will offset any unavoidable greenhouse gas emissions resulting from participants traveling to and from the event, and the energy consumption at the venue, by purchasing emission-reduction certificates as part of the Credit Suisse Cares for Climate initiative.



### **Help for the hearing impaired**

The Hallenstadion will be equipped with an induction loop for shareholders with hearing aids.



**ClimatePartner**<sup>o</sup>  
**climate neutral**

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