

To the Shareholders
of Credit Suisse Group AG

Invitation to the Annual General Meeting of Shareholders

Friday, April 26, 2019, 10:30 a.m.

Doors open at 9:00 a.m.

Hallenstadion, Wallisellenstrasse 45

Zurich-Oerlikon

Agenda

1. 2018 Annual Report, the Parent Company's 2018 Financial Statements, the Group's 2018 Consolidated Financial Statements, and the 2018 Compensation Report
 - 1.1 Consultative Vote on the 2018 Compensation Report
 - 1.2 Approval of the 2018 Annual Report, the Parent Company's 2018 Financial Statements, and the Group's 2018 Consolidated Financial Statements
2. Discharge of the Members of the Board of Directors and the Executive Board
3. Appropriation of Retained Earnings and Distribution Payable out of Capital Contribution Reserves
 - 3.1 Resolution on the Appropriation of Retained Earnings
 - 3.2 Resolution on the Distribution Payable out of Capital Contribution Reserves
4. Reduction and Extension of Authorized Capital
5. Amendments to the Articles of Association
 - 5.1 Amendment of Art. 8 sec. 5 and Deletion of Art. 28g and Art. 30 of the Articles of Association
 - 5.2 Amendment of Art. 10 para. 6 of the Articles of Association
6. Elections of the Members of the Board of Directors and the Compensation Committee
 - 6.1 Re-election of the Chairman and Other Members of the Board of Directors and Election of New Members
 - 6.1.1 Re-election of Urs Rohner as Member and as Chairman of the Board of Directors
 - 6.1.2 Re-election of Iris Bohnet as Member of the Board of Directors
 - 6.1.3 Re-election of Andreas Gottschling as Member of the Board of Directors
 - 6.1.4 Re-election of Alexander Gut as Member of the Board of Directors
 - 6.1.5 Re-election of Michael Klein as Member of the Board of Directors
 - 6.1.6 Re-election of Seraina Macia as Member of the Board of Directors
 - 6.1.7 Re-election of Kai S. Nargolwala as Member of the Board of Directors
 - 6.1.8 Re-election of Ana Paula Pessoa as Member of the Board of Directors
 - 6.1.9 Re-election of Joaquin J. Ribeiro as Member of the Board of Directors

- 6.1.10 Re-election of Severin Schwan as Member of the Board of Directors
- 6.1.11 Re-election of John Tiner as Member of the Board of Directors
- 6.1.12 Election of Christian Gellerstad as Member of the Board of Directors
- 6.1.13 Election of Shan Li as Member of the Board of Directors
- 6.2 Re-election of the Members of the Compensation Committee and Election of New Members
 - 6.2.1 Re-election of Iris Bohnet as Member of the Compensation Committee
 - 6.2.2 Re-election of Kai S. Nargolwala as Member of the Compensation Committee
 - 6.2.3 Election of Christian Gellerstad as Member of the Compensation Committee
 - 6.2.4 Election of Michael Klein as Member of the Compensation Committee
- 7. Approval of the Compensation of the Board of Directors and the Executive Board
 - 7.1 Approval of the Compensation of the Board of Directors
 - 7.2 Approval of the Compensation of the Executive Board
 - 7.2.1 Short-term Variable Incentive Compensation (STI)
 - 7.2.2 Fixed Compensation
 - 7.2.3 Long-term Variable Incentive Compensation (LTI)
- 8. Other Elections
 - 8.1 Election of the Independent Auditors
 - 8.2 Election of the Special Auditors
 - 8.3 Election of the Independent Proxy

1. 2018 Annual Report, the Parent Company's 2018 Financial Statements, the Group's 2018 Consolidated Financial Statements, and the 2018 Compensation Report

1.1 Consultative Vote on the 2018 Compensation Report

Recommendation of the Board of Directors

The Board of Directors recommends that the 2018 Compensation Report be accepted in a consultative vote.

1.2 Approval of the 2018 Annual Report, the Parent Company's 2018 Financial Statements, and the Group's 2018 Consolidated Financial Statements

Proposal of the Board of Directors

The Board of Directors proposes that the 2018 Annual Report, the parent company's 2018 financial statements, and the Group's 2018 consolidated financial statements be approved.

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

Proposal of the Board of Directors

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

3. Appropriation of Retained Earnings and Distribution Payable out of Capital Contribution Reserves

3.1 Resolution on the Appropriation of Retained Earnings

A Proposal of the Board of Directors

The Board of Directors proposes that the retained earnings of CHF 5,109 million (comprising retained earnings of CHF 5,160 million carried forward from the previous year and net loss for 2018 of CHF 51 million) be carried forward to new account.

B Explanation of the Board of Directors

Instead of a dividend from retained earnings, the Board of Directors proposes under agenda item 3.2 a distribution payable to shareholders out of capital contribution reserves. All retained earnings can therefore be carried forward to new account.

3.2 Resolution on the Distribution Payable out of Capital Contribution Reserves

A Proposal of the Board of Directors

The Board of Directors proposes a cash distribution of CHF 0.2625 per registered share payable out of capital contribution reserves. The Company will not make such distribution with respect to Company shares that it holds itself at the time of distribution.

B Explanation of the Board of Directors

The proposed distribution of CHF 0.2625 per registered share out of capital contributions reserves is in line with our intention to increase the ordinary dividend by at least 5% per annum. The distribution is tax-privileged as the capital contribution reserves can be distributed free of Swiss federal withholding tax and the distribution will not be subject to income tax for Swiss resident individuals holding shares as a private investment. Total distributions amounting to fractions of a cent may be rounded according to the policies of the respective custodian banks.

On approval of this proposal, the distribution will be paid out from May 7, 2019. The last trading day which entitles shareholders to receive the distribution is May 2, 2019. The shares will be traded ex-dividend starting May 3, 2019.

4. Reduction and Extension of Authorized Capital

A Proposal of the Board of Directors

The Board of Directors proposes to extend the authorized capital pursuant to Art. 27 of the Articles of Association in the amount of up to CHF 4,120,000 until April 26, 2021 and to amend Art. 27 of the Articles of Association pursuant to section C below.

B Explanation of the Board of Directors

In order to maintain strategic and financial flexibility in the course of further developing business activities and the business portfolio, the Company will require authorized capital in the maximum amount of CHF 4,120,000 (corresponding to 103,000,000 registered shares). The Board of Directors may exclude the subscription rights of existing shareholders if the 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) the financing or refinancing of such transactions or new investment plans. In accordance with Swiss law, the authorization is limited to two years and expires on April 26, 2021.

Compared to the existing authorized capital, which is set to expire on April 28, 2019, the proposed extension of the authorized capital does no longer include registered shares reserved exclusively for issuance to shareholders in connection with a stock dividend or a scrip dividend as shareholders are offered an all-cash distribution instead of a scrip dividend since the last Annual General Meeting. As a result, the proposed maximum amount of the authorized capital has been reduced accordingly.

Art. 27 Authorized Capital

Current version

- 1 The Board of Directors is authorized, at any time until April 28, 2019, to increase the share capital, as per Art. 3 of the Articles of Association to a maximum of CHF 6,604,729.20 through the issuance of a maximum of 165,118,230 registered shares, to be fully paid up, each with a par value of CHF 0.04, of which 62,118,230 registered shares are reserved exclusively for issuance to shareholders in connection with a stock dividend or a scrip 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) the financing/refinancing of 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 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 62,118,230 registered shares, which are reserved for a stock dividend or scrip 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 contribution and by conversion of freely disposable equity capital. 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.

Proposed **new** version

- 1 The Board of Directors is authorized, at any time until April 26, 2021, to increase the share capital, as per Art. 3 of the Articles of Association to a maximum of CHF 4,120,000 through the issuance of a maximum of 103,000,000 registered shares, to be fully paid up, each with a par value of CHF 0.04. 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.

[Para. 2 remains unchanged, para. 3 is deleted and former para. 4 becomes new para. 3 but remains unchanged.]

5. Amendments to the Articles of Association

5.1 Amendment of Art. 8 sec. 5 and Deletion of Art. 28g and Art. 30 of the Articles of Association

A Proposal of the Board of Directors

The Board of Directors proposes that Art. 8 sec. 5 of the Articles of Association be amended and that Art. 28g and Art. 30 of the Articles of Association be deleted pursuant to section C below.

B Explanation of the Board of Directors

The purpose of the proposed formal amendments to the Articles of Association is to update the Articles of Association as a result of recent changes in the law or the lapse of certain provisions. In Art. 8 sec. 5 of the Articles of Association, the term “annual report” is replaced with the term “management report” to align the provision with the current rule in Art. 698 of the Swiss Code of Obligations (CO). Art. 28g of the Articles of Association regarding a contribution in kind in 2008 may be deleted after ten years pursuant to Art. 628 para. 4 CO. Since the transitional period set forth in Art. 30 of the Articles of Association has expired, such provision is obsolete and may also be deleted.

C Proposed Amendments to the Articles of Association

Art. 8 Powers

The General Meeting of Shareholders has the following powers which may not be delegated:

[Sec. 1 to 4 remain unchanged.]

Current version of Art. 8 sec. 5

5. approving the annual report, the consolidated financial statements and the annual statutory financial statements;

Proposed **new** version of Art. 8 sec. 5

5. approving the management report, the consolidated financial statements and the annual statutory financial statements;

[Sec. 6 to 9 remain unchanged.]

Art. 28g

Current version

In accordance with the agreement on non-cash capital contribution of 25./26. August 2008, the Company has acquired from 6811965 Canada Limited, Montreal, Canada, 16,879,121 class A common shares and 1,780,000 class B supervoting shares of Asset Management Finance Corporation, Delaware, USA, with a total value and a total price of CHF 420,249,574.56. The class A common shares have a par value of USD 5 each and the class B supervoting shares have no par value. Settlement has been effected by transfer to 6811965 Canada Limited of 8,425,212 fully paid-in registered shares of the Company with a par value of CHF 0.04 per share. The issue price per share is CHF 49.88. The sum of CHF 419,912,566.08, being the amount by which the price paid exceeds the par value of the new shares (CHF 337,008.48), is retained by the Company as a share premium.

Proposed **new** version

Art. 28g Deleted

Art. 30 Approval of Compensation, Electronic Submission of Power of Attorney and Instructions

Current version

- 1 Art. 8, Section 8, Art. 8a–8c and Art. 20, Sections 1–2 shall apply for the first time to the compensation of the Board of Directors and the Executive Board submitted to the 2015 ordinary General Meeting of Shareholders for approval.
- 2 The option of electronic submission of powers of attorney and instructions to the independent proxy as per Art. 14a, Section 4 shall be valid for the first time for the 2015 ordinary General Meeting of Shareholders.

Proposed **new** version

Art. 30 Deleted

5.2 Amendment of Art. 10 para. 6 of the Articles of Association

A Proposal of the Board of Directors

The Board of Directors proposes that Art. 10 para. 6 of the Articles of Association be amended pursuant to section C below.

B Explanation of the Board of Directors

The legal reference in Art. 10 para. 6 of the Articles of Association to Art. 20 of the Stock Exchange Act is to be replaced with a reference to the new Art. 120 of the Financial Market Infrastructure Act. The proposed amendment is of a purely formal nature. Therefore, the amendment will not be subject to the supermajority for substantive amendments pursuant to Art. 13 para. 2 of the Articles of Association, but rather may be passed with the absolute majority of votes represented at the meeting pursuant to Art. 13 para. 1 of the Articles of Association.

C Proposed Amendment to the Articles of Association

Art. 10 Voting Rights

Current version of Art. 10 para. 6

- 6 The disclosure obligation must be discharged in accordance with Art. 20 of the Federal Act on Stock Exchange and Securities Trading of 24 March 1995 and the relevant ordinances and regulations.

Proposed **new** version of Art. 10 para. 6

- 6 The disclosure obligation must be discharged in accordance with Art. 120 of the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading of 19 June 2015 and the relevant ordinances and regulations.

6. Elections of the Members of the Board of Directors and the Compensation Committee

Andreas N. Koopmann will not stand for re-election and Alexandre Zeller stepped down from the Board of Directors as per February 28, 2019. All of the other members of the Board of Directors are standing for re-election. The Board of Directors also proposes to elect Christian Gellerstad and Shan Li to the Board of Directors.

The CVs of current members of the Board of Directors can be seen in the “Corporate Governance” section of the 2018 Annual Report and on our website at credit-suisse.com/bod. The CVs of Christian Gellerstad and Shan Li can be found in the explanations below.

6.1 Re-election of the Chairman and Other Members of the Board of Directors and Election of New Members

6.1.1 Re-election of Urs Rohner as Member and as Chairman of the Board of Directors

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Mr. Urs Rohner as member and as Chairman of the Board of Directors for a term until the end of the next Annual General Meeting.

B Explanation of the Board of Directors

Urs Rohner has been the full-time Chairman of the Board of Directors and Chairman of the Governance and Nominations Committee since the 2011 Annual General Meeting (AGM), having been a member of the Governance and Nominations Committee since 2009. In addition, he is a member of the Innovation and Technology Committee and since the beginning of 2019, he chairs the newly established Conduct and Financial Crime Control Committee. He was full-time Vice-Chair of the Board of Directors and a member of the Risk Committee from 2009 to 2011.

6.1.2 Re-election of Iris Bohnet as Member of the Board of Directors

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Ms. Iris Bohnet as member of the Board of Directors for a term until the end of the next Annual General Meeting.

B Explanation of the Board of Directors

Iris Bohnet has been a member of the Board of Directors since the 2012 AGM. In addition, she is a member of the Compensation Committee and the Innovation and Technology Committee.

6.1.3 Re-election of Andreas Gottschling as Member of the Board of Directors

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Mr. Andreas Gottschling as member of the Board of Directors for a term until the end of the next Annual General Meeting.

B Explanation of the Board of Directors

Andreas Gottschling has been a member of the Board of Directors since the 2017 AGM. In addition, he is a member of the Governance and Nominations Committee, the Audit Committee and the Risk Committee. Since the 2018 AGM, he has chaired the Risk Committee.

6.1.4 Re-election of Alexander Gut as Member of the Board of Directors

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Mr. Alexander Gut as member of the Board of Directors for a term until the end of the next Annual General Meeting.

B Explanation of the Board of Directors

Alexander Gut has been a member of the Board of Directors since the 2016 AGM. In addition, he is a member of the Audit Committee and the Innovation and Technology Committee.

6.1.5 Re-election of Michael Klein as Member of the Board of Directors

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Mr. Michael Klein as member of the Board of Directors for a term until the end of the next Annual General Meeting.

B Explanation of the Board of Directors

Michael Klein has been a member of the Board of Directors since the 2018 AGM. In addition, he is a member of the Risk Committee.

6.1.6 Re-election of Seraina Macia as Member of the Board of Directors

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Ms. Seraina Macia as member of the Board of Directors for a term until the end of the next Annual General Meeting.

B Explanation of the Board of Directors

Seraina Macia has been a member of the Board of Directors since the 2015 AGM. In addition, she is a member of the Risk Committee.

6.1.7 Re-election of Kai S. Nargolwala as Member of the Board of Directors

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Mr. Kai S. Nargolwala as member of the Board of Directors for a term until the end of the next Annual General Meeting.

B Explanation of the Board of Directors

Kai S. Nargolwala has been a member of the Board of Directors since the 2013 AGM. In addition, he is a member of the Governance and Nominations Committee, the Compensation Committee, the Conduct and Financial Crime Control Committee and the Innovation and Technology Committee. Since the 2017 AGM, he has chaired the Compensation Committee.

6.1.8 Re-election of Ana Paula Pessoa as Member of the Board of Directors

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Ms. Ana Paula Pessoa as member of the Board of Directors for a term until the end of the next Annual General Meeting.

B Explanation of the Board of Directors

Ana Paula Pessoa has been a member of the Board of Directors since the 2018 AGM. In addition, she is a member of the Audit Committee, the Conduct and Financial Crime Control Committee and the Innovation and Technology Committee.

6.1.9 Re-election of Joaquin J. Ribeiro as Member of the Board of Directors

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Mr. Joaquin J. Ribeiro as member of the Board of Directors for a term until the end of the next Annual General Meeting.

B Explanation of the Board of Directors

Joaquin J. Ribeiro has been a member of the Board of Directors since the 2016 AGM. In addition, he is a member of the Audit Committee.

6.1.10 Re-election of Severin Schwan as Member of the Board of Directors

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Mr. Severin Schwan as member of the Board of Directors for a term until the end of the next Annual General Meeting.

B Explanation of the Board of Directors

Severin Schwan has been a member of the Board of Directors since the 2014 AGM. In addition, he is Vice-Chair and Lead Independent Director and a member of the Governance and Nominations Committee and the Risk Committee.

6.1.11 Re-election of John Tiner as Member of the Board of Directors

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Mr. John Tiner as member of the Board of Directors for a term until the end of the next Annual General Meeting.

B Explanation of the Board of Directors

John Tiner has been a member of the Board of Directors since the 2009 AGM. In addition, he is a member of the Governance and Nominations Committee, the Audit Committee, the Conduct and Financial Crime Control Committee and the Risk Committee. Since the 2011 AGM, he has chaired the Audit Committee.

6.1.12 Election of Christian Gellerstad as Member of the Board of Directors

A Proposal of the Board of Directors

The Board of Directors proposes to elect Mr. Christian Gellerstad as member of the Board of Directors for a term until the end of the next Annual General Meeting.

B Explanation of the Board of Directors

Christian Gellerstad, born in 1968, Swiss and Swedish citizen, is a recognised wealth management professional with over 20 years of experience in the Swiss private banking industry. He looks back on a long and successful career at the Pictet Group, at which he most recently held the position of CEO, Pictet Wealth Management from 2007 to 2018. He was also an Executive Committee Member of Banque Pictet & Cie, Geneva, between 2013 and 2018, and an Equity Partner at the Pictet Group from 2006 until 2018. Christian Gellerstad served as CEO and Managing Director of Banque Pictet & Cie (Europe) in Luxembourg between 2000 and 2007 and prior to that, as Deputy CEO and Senior Vice President of Pictet Bank & Trust in the Bahamas from 1996 to 2000. Christian Gellerstad began his career at Pictet in 1994 as a Financial Analyst and Portfolio Manager in Geneva. Prior to joining the Pictet Group, he worked as an Emerging Markets Trader at Cargill International. Christian Gellerstad currently serves as a non-executive Board Member of Banque Pictet & Cie SA, Geneva, Banque Pictet & Cie (Europe) SA, Luxembourg, and Bank Pictet & Cie (Asia) Ltd., Singapore and as the non-executive Chairman of Pictet Bank & Trust Ltd. Subject to his election as a Board Member at Credit Suisse Group AG, Christian Gellerstad plans to step down from his directorships at Pictet. Furthermore, he is an independent director of the family-owned industrial companies FAVI SA (since 2015) and AFICA SA (since 2013), both based in France. Christian Gellerstad holds a Master of Business Administration and Economics from the University of St. Gallen, Switzerland, and is a Certified International Investment Analyst and Certified Portfolio Manager and Financial Analyst. Christian Gellerstad resides in Switzerland.

6.1.13 Election of Shan Li as Member of the Board of Directors

A Proposal of the Board of Directors

The Board of Directors proposes to elect Mr. Shan Li as member of the Board of Directors for a term until the end of the next Annual General Meeting.

B Explanation of the Board of Directors

Shan Li, born in 1963, Chinese citizen, is an economist and investment expert, who has held executive management level positions in international financial institutions in the US, Europe and Asia over the past two decades. He began his career as an Associate in foreign exchange trading with Credit Suisse First Boston in New York and then worked as an International Economist and Executive Director at Goldman Sachs in New York, Hong Kong, and London between 1993 and 1998. Following that, Shan Li moved to the China Development Bank in Beijing, where he served as the Deputy Head of the Investment Bank Preparation Leading Group from 1998 to 1999. Between 1999 and 2001, he held the position of Head of China Investment Banking at Lehman Brothers in Hong Kong and following that, he served for four years as the CEO of Bank of China International Holdings. In 2005, Shan Li founded San Shan Capital Partners, a private investment firm based in Hong Kong, at which he continues to serve as the Founding Partner. Between 2010 and 2011, Shan Li held the position of Vice Chairman of UBS Asia Investment Bank, and from 2013 to 2015, he returned to the China Development Bank in Beijing as the Chief International Business Advisor. Since 2015, Shan Li is the CEO of the Silk Road Finance Corporation in Hong Kong. He furthermore serves as Chairman and CEO of Chinastone Capital Management, an investment firm based in Shanghai, a position he has held since 2010. Shan Li holds a Bachelor of Science in Management Information Systems from Tsinghua University (Beijing), a Master's degree in Economics from the University of California, Davis, and a PhD in Economics from the Massachusetts Institute of Technology (Cambridge). Shan Li is a permanent resident of Hong Kong.

6.2 Re-election of the Members of the Compensation Committee and Election of New Members

6.2.1 Re-election of Iris Bohnet as Member of the Compensation Committee

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Ms. Iris Bohnet as member of the Compensation Committee for a term until the end of the next Annual General Meeting.

B Explanation of the Board of Directors

Iris Bohnet has been a member of the Compensation Committee since the 2012 AGM. The Board of Directors has determined her to be independent under the Group's independence standards.

6.2.2 Re-election of Kai S. Nargolwala as Member of the Compensation Committee

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Mr. Kai S. Nargolwala as member of the Compensation Committee for a term until the end of the next Annual General Meeting.

B Explanation of the Board of Directors

Kai S. Nargolwala has been a member of the Compensation Committee since the 2014 AGM and its Chairman since 2017. The Board of Directors has determined him to be independent under the Group's independence standards.

6.2.3 Election of Christian Gellerstad as Member of the Compensation Committee

A Proposal of the Board of Directors

The Board of Directors proposes to elect Mr. Christian Gellerstad as member of the Compensation Committee for a term until the end of the next Annual General Meeting.

B Explanation of the Board of Directors

The Board of Directors has determined Christian Gellerstad to be independent under the Group's independence standards.

6.2.4 Election of Michael Klein as Member of the Compensation Committee

A Proposal of the Board of Directors

The Board of Directors proposes to elect Mr. Michael Klein as member of the Compensation Committee for a term until the end of the next Annual General Meeting.

B Explanation of the Board of Directors

The Board of Directors has determined Michael Klein to be independent under the Group's independence standards.

7. Approval of the Compensation of the Board of Directors and the Executive Board

The enclosed Shareholder Information – Summary Document entitled “Compensation of the Board of Directors and the Executive Board” sets out further details in relation to the proposed votes on compensation.

7.1 Approval of the Compensation of the Board of Directors

Proposal of the Board of Directors

The Board of Directors proposes approving a maximum amount of compensation for the Board of Directors of CHF 12.0 million for the period from the 2019 Annual General Meeting to the 2020 Annual General Meeting.

7.2 Approval of the Compensation of the Executive Board

7.2.1 Short-term Variable Incentive Compensation (STI)

Proposal of the Board of Directors

The Board of Directors proposes approving the aggregate amount of CHF 30.6 million, comprising the short-term variable incentive compensation for the Executive Board for the 2018 financial year.

7.2.2 Fixed Compensation

Proposal of the Board of Directors

The Board of Directors proposes approving the maximum amount of CHF 31.0 million, comprising the fixed compensation for the Executive Board for the period from the 2019 Annual General Meeting to the 2020 Annual General Meeting.

7.2.3 Long-term Variable Incentive Compensation (LTI)

Proposal of the Board of Directors

The Board of Directors proposes approving the aggregate amount of CHF 30.2 million, comprising the long-term variable incentive compensation for the Executive Board for the 2019 financial year (based on fair value at grant).

8. Other Elections

8.1 Election of the Independent Auditors

A Proposal of the Board of Directors

The Board of Directors proposes the election of KPMG AG, Zurich, as independent auditors for a further term of one year.

B Explanation of the Board of Directors

KPMG AG has confirmed to the Audit Committee of the Board of Directors that it has the required independence to exercise such a mandate and that it meets the independence requirements set by the US Securities and Exchange Commission (SEC).

8.2 Election of the Special Auditors

A Proposal of the Board of Directors

The Board of Directors proposes the election of BDO AG, Zurich, as special auditors for a further term of one year.

B Explanation of the Board of Directors

The provisions of the SEC stipulate the independence of the statutory auditors. According to the SEC, the impermissible tasks of the statutory auditors include, among others, the valuation of companies in the context of qualified capital increases involving contributions in kind. The Board of Directors therefore proposes the election of BDO AG as special auditors in order that it may issue special audit confirmations required in connection with valuations in the context of qualified capital increases.

8.3 Election of the Independent Proxy

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Law Office Keller Partnership, Zurich, as independent proxy for a term until the end of the next Annual General Meeting.

B Explanation of the Board of Directors

Law Office Keller Partnership confirmed to the Company that it possesses the required independence to fulfill its mandate.

Comments

2018 Annual Report and Audiovisual Broadcast of the General Meeting of Shareholders

The 2018 Annual Report including the parent company's 2018 financial statement, the Group's 2018 consolidated financial statements, the 2018 Compensation Report, and the reports of the independent auditors will be available for inspection at the headquarters of the Company, Paradeplatz 8, 8001 Zurich, from Monday, March 25, 2019. A copy of the documents will be sent to shareholders on request. The documentation may also be accessed on the internet at credit-suisse.com/annualreporting.

The General Meeting of Shareholders will be broadcast on the internet at credit-suisse.com/agm on April 26, 2019.

Provisions on the Exercising and Representation of Voting Rights of Shareholders

Representation of shares is only possible if the 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.

Only shareholders entered in the share register with voting rights as at April 23, 2019 will be entitled to vote.

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

- (a) to order admission cards and voting documents, which they may use to attend the Annual General Meeting in person or to designate another person as their mandated proxy, or
- (b) to issue power of attorney and instructions to the independent proxy.

Shareholders are kindly requested to return their reply cards to Credit Suisse Group AG, Share Register, P.O. Box, 8070 Zurich, Switzerland, by Tuesday, April 16, 2019, at the latest, so that admission cards and voting documents can be dispatched to them in good time. Admission cards and documents will be sent out from Wednesday, April 17, 2019.

Power of attorney and instructions for the independent proxy can be granted in writing using the form or electronically via the web service www.gvmanager.ch/csg. To grant power of attorney and issue instructions in writing, kindly send the form or the admission card with voting material, in both cases with written voting instructions to Law Office Keller Partnership, P.O. Box, 8070 Zurich, to be received no later than Tuesday, April 23, 2019. To grant power of attorney and issue instructions electronically, please refer to the quick reference guide with the access data which you received together with the invitation to this Annual General Meeting of Shareholders.

Electronically issued instructions and any changes thereof may be submitted until Tuesday, April 23, 2019. If a shareholder issues instructions both electronically and in writing, the latest issued instruction applies.

Zurich, March 22, 2019

For the Board of Directors

Urs Rohner
Chairman



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The Annual General Meeting will be a "climate neutral" event; unavoidable greenhouse gas emissions generated by attendees travelling to and from the meeting, and energy consumption at the venue itself will be offset through the purchase of emission reduction certificates as part of the "Credit Suisse Cares for Climate" initiative.