

To the Shareholders
of Credit Suisse Group AG

Share Capital Increases and Rights Offering 2022 Shareholder Information

November 1, 2022

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Important information regarding this Shareholder Information

This Shareholder Information has been prepared exclusively for the shareholders of Credit Suisse Group AG (“**CSG**”) in connection with the extraordinary general meeting of shareholders to be held on November 23, 2022. Any information regarding the Share Capital Increases, the Rights Offering, the Rights or the shares of CSG, including the Offered Shares, (all as defined further below) contained in this document outlines certain features of the Share Capital Increases and the Rights Offering and consists only of a summary of the information that will be set forth in the prospectus with respect to the offering and listing of the Offered Shares dated on or around November 24, 2022 (the “**Prospectus**”). This document does not purport to be a complete summary of all material information about the Share Capital Increases or the offering of the Offered Shares that will be contained in the Prospectus and is not intended to constitute an offer or solicitation to purchase or exercise the Rights or purchase the Offered Shares or any other securities of CSG or any of its subsidiaries. This document is provided to you subject to important disclaimers relating to public offers of securities, financial promotions and securities laws in general. See page 13 of this document.

Your decision to purchase Rights or Offered Shares should only be made on the basis of your review of the Prospectus, which will contain detailed information relating to the Rights Offering and the Offered Shares. The Prospectus will be in the English language and is expected to be available on or around November 25, 2022. Copies of the Prospectus will be available upon request free of charge from Credit Suisse AG, Zurich (email: equity.prospectus@credit-suisse.com).

Upon receiving this document you should consult your professional advisors to ascertain the suitability of the Offered Shares as an investment, as well as for support in respect of the exercise of your Rights.

Overview of the Share Capital Increases and Rights Offering

To further strengthen the Group's capital base and support its strategic transformation, the Board of Directors of CSG proposes to the extraordinary general meeting of shareholders of November 23, 2022 two ordinary share capital increases (the "**Share Capital Increases**", each a "**Share Capital Increase**") with expected aggregate gross proceeds of approximately CHF 4 billion as follows:

1. A Share Capital Increase with expected gross proceeds of approximately up to CHF 1.765 billion through the issuance of up to 462,041,884 new registered shares of CSG with a par value of CHF 0.04 each without preemptive subscription rights for existing shareholders (the "**Non-Preemptive Shares**") to a number of qualified investors (the "**Commitment Investors**") who have committed, under customary conditions, to purchase the Non-Preemptive Shares at a purchase price of CHF 3.82 per Non-Preemptive Share.
2. A Share Capital Increase with expected gross proceeds between approximately CHF 2.241 billion and CHF 4 billion, depending on the outcome of the first Share Capital Increase, through the issuance of up to 1,767,165,146 new registered shares of CSG with a par value of CHF 0.04 each (the "**Offered Shares**") with preemptive subscription rights for existing shareholders (the "**Rights**") at an offer price per Offered Share to be determined by the Board of Directors (the "**Offer Price**") by way of a rights offering (the "**Rights Offering**").

The total number of new shares to be issued in the Share Capital Increases shall not exceed 1,767,165,146 new shares.

The resolution of the Share Capital Increase through the issuance of the Non-Preemptive Shares is conditional upon the resolution on the Share Capital Increase through the issuance of the Offered Shares. This means that the shareholders are invited to approve the first Share Capital Increase, but such approval, if accepted, will lapse retroactively if the shareholders do not approve the second Share Capital Increase.

Subject to execution of both Share Capital Increases, the Commitment Investors have agreed (i) to exercise the Rights to be allocated to their Non-Preemptive Shares in the Rights Offering and (ii) not to dispose of the Non-Preemptive Shares at least until the settlement of the Rights Offering.

All Offered Shares in the Rights Offering (excluding the Offered Shares for which the Commitment Investors have agreed to exercise the Rights as mentioned in the previous paragraph) have been firmly underwritten by a banking syndicate (subject to customary conditions). The total underwriting commitment of the banking syndicate is approximately up to CHF 4 billion.

In the Rights Offering, holders of shares of CSG after close of trading on the SIX Swiss Exchange on November 25, 2022 (the "**Cut-off Date**") will be allotted one Right for each existing share of CSG held. Holders of Rights (subject to certain restrictions under applicable local laws) will be entitled, subject to the terms and conditions to be set out in the Prospectus, to subscribe for the Offered Shares in a ratio of Offered Shares for Rights held (the "**Subscription Ratio**") at the Offer Price, each to be determined by the Board of Directors based on a reference price of CHF 4.069 per share subject to a discount to the theoretical ex-Rights price (TERP) of approximately 32% depending on the number of shares to be issued.

The exercise period for the Rights is expected to be from (and including) November 28, 2022, until December 8, 2022, 12:00 noon (CET) (the "**Rights Exercise Period**"). Rights that have not been validly exercised by the end of the Rights Exercise Period will expire without the right to any compensation. The Rights are expected to be tradable on the SIX Swiss Exchange from (and including) November 28, 2022, to (and including) December 6, 2022 (the "**Rights Trading Period**").

Subject to certain restrictions under applicable local laws, shareholders will have the choice among exercising their Rights for the purchase of Offered Shares, selling their Rights in the market, purchasing additional Rights in the market or exercising some of their Rights and selling the remainder in the market.

Offered Shares in respect of any Rights that have not been validly exercised during the Rights Exercise Period may be sold by the banking syndicate on the market or otherwise at a price not lower than the Offer Price.

The listing and the first day of trading of the Offered Shares on the SIX Swiss Exchange are expected to be on December 9, 2022. The delivery of the Offered Shares against payment of the Offer Price is expected to occur on December 9, 2022.

The Offered Shares will be fully fungible and rank *pari passu* with the existing shares of CSG.

Terms of the Rights Offering

Rights	<ul style="list-style-type: none">▪ Provided the extraordinary general meeting of shareholders of November 23, 2022 (the “EGM”) approves the proposed Share Capital Increase with Rights, shareholders will be allotted one Right for each existing share of CSG held as of the Cut-off Date.▪ The Rights entitle their holders – based on the Subscription Ratio and subject to certain restrictions under applicable local laws – to subscribe for the Offered Shares at the Offer Price during the Rights Exercise Period.
Offer Price	<ul style="list-style-type: none">▪ To be determined by the Board of Directors based on a reference price of CHF 4.069 per share subject to a discount to the theoretical ex-Rights price (TERP) of approximately 32% depending on the number of shares to be issued. The Offer Price will be published by CSG on or around November 24, 2022.▪ If the EGM approves the first Share Capital Increase pursuant to agenda item 1 and such Share Capital Increase is registered with the commercial register to its full extent, it is expected that 889,368,458 Offered Shares at an Offer Price of CHF 2.52 per Offered Share will be offered.▪ If the EGM does not approve the first Share Capital Increase pursuant to agenda item 1, it is expected that 1,767,165,146 Offered Shares at an Offer Price of CHF 2.27 per Offered Share will be offered.
Subscription Ratio	<ul style="list-style-type: none">▪ To be determined by the Board of Directors as set forth above. The Subscription Ratio will be published by CSG on or around November 24, 2022. Rights may only be exercised in integral multiples of the Subscription Ratio.▪ If the EGM approves the first Share Capital Increase pursuant to agenda item 1 and such Share Capital Increase is registered with the commercial register to its full extent, it is expected that 7 Rights will entitle the holder thereof to subscribe for 2 Offered Shares at the Offer Price, subject to certain restrictions under applicable local laws.▪ If the EGM does not approve the first Share Capital Increase pursuant to agenda item 1, it is expected that 3 Rights will entitle the holder thereof to subscribe for 2 Offered Shares at the Offer Price, subject to certain restrictions under applicable local laws.
Rights Cut-off Date and allocation of Rights	<ul style="list-style-type: none">▪ Holders of shares of CSG after close of trading on the SIX Swiss Exchange on November 25, 2022 (i.e., the Cut-off Date), will be allotted one Right for each existing share held. Allocation to shareholders will be made directly by their custodian bank or broker.▪ Shareholders holding their existing shares of CSG in the form of physical share certificates will receive instructions from the share register of CSG.
Ex Rights trading	<ul style="list-style-type: none">▪ Beginning on November 28, 2022, the shares of CSG are expected to be traded ex Rights.

Rights Trading Period	<ul style="list-style-type: none">▪ Expected from November 28, 2022 to December 6, 2022 on the SIX Swiss Exchange.
Rights Exercise Period	<ul style="list-style-type: none">▪ Expected from November 28, 2022 to December 8, 2022, 12:00 noon (CET).▪ Each exercise of Rights will be effective at the Offer Price, is irrevocable and may not be cancelled, modified, rescinded or withdrawn.▪ Rights not validly exercised by 12:00 noon (CET) on December 8, 2022 will expire without the right to any compensation. Offered Shares in respect of any Rights that have not been validly exercised during the Rights Exercise Period may be sold by the banking syndicate on the market or otherwise at a price not lower than the Offer Price.
Delivery of Offered Shares against payment of Offer Price	<ul style="list-style-type: none">▪ Expected to occur on December 9, 2022.
Listing and trading	<ul style="list-style-type: none">▪ It is expected that the listing of the Offered Shares according to the International Reporting Standard on the SIX Swiss Exchange will become effective, and trading in the Offered Shares will commence, on or around December 9, 2022.
Dividend and distribution entitlement	<ul style="list-style-type: none">▪ The Offered Shares are entitled to dividends or other distributions, if any, declared from the date of the entry of the Offered Shares in the commercial register of the Canton of Zurich.
Notification and exercise of Rights	<ul style="list-style-type: none">▪ Shareholders who are entitled to subscribe for the Offered Shares will be notified of the allocation of Rights by their custodian bank or broker (expected to start on November 25, 2022). They are requested to follow the instructions to be provided by their custodian bank or broker.▪ Shareholders holding their existing shares of CSG in the form of physical share certificates will receive instructions from the share register of CSG.
Exercise of Rights by Commitment Investors	<ul style="list-style-type: none">▪ Subject to execution of both Share Capital Increases, the Commitment Investors agreed to exercise the number of Rights to be allocated to their Non-Preemptive Shares.

Indicative key dates

October 27, 2022	<ul style="list-style-type: none">▪ Publication of third quarter 2022 financial results, announcement of the new strategy and transformation plan and Share Capital Increases
November 23, 2022	<ul style="list-style-type: none">▪ Extraordinary general meeting of shareholders
November 24, 2022	<ul style="list-style-type: none">▪ Press release with main terms of Rights Offering including number of Offered Shares, Offer Price and Subscription Ratio (after close of trading)
November 25, 2022	<ul style="list-style-type: none">▪ After close of trading on the SIX Swiss Exchange: Cut-off Date (for determination of existing shareholders of CSG for the entitlement to Rights)▪ Shareholders who acquire shares of CSG after the Cut-off Date will acquire Shares without entitlement to Rights▪ Publication of Prospectus▪ Delivery of the Non-Preemptive Shares against payment of the purchase price▪ Listing and first trading day of the Non-Preemptive Shares on the SIX Swiss Exchange
November 28, 2022	<ul style="list-style-type: none">▪ Ex Rights day
November 28 – December 6, 2022	<ul style="list-style-type: none">▪ Rights Trading Period (trading on the SIX Swiss Exchange)
November 28 – December 8, 2022 12:00 noon (CET)	<ul style="list-style-type: none">▪ Rights Exercise Period
December 8, 2022	<ul style="list-style-type: none">▪ Press release with results of Rights Offering (after close of trading)
December 9, 2022	<ul style="list-style-type: none">▪ Settlement of Rights Offering (delivery of the Offered Shares against payment of the Offer Price)▪ Listing and first trading day of Offered Shares on the SIX Swiss Exchange

Share capital before and after the Share Capital Increases

The share capital of CSG registered in the commercial register of the Canton of Zurich (as of October 28, 2022) is CHF 106,029,908.80, divided into 2,650,747,720 registered shares with a par value of CHF 0.04 each.

Following the registration of the Share Capital Increases relating to the Non-Preemptive Shares and the Offered Shares in the commercial register of the Canton of Zurich, the share capital of CSG will amount to up to CHF 176,716,514.64, divided into up to 4,417,912,866 registered shares with a par value of CHF 0.04 each.

Tax aspects

The allotment of Rights to the holders of existing shares of CSG, the exercise of Rights for the purchase of Offered Shares, the sale of Rights on the market and the purchase of additional Rights on the market are neither subject to Swiss withholding tax (*Verrechnungssteuer*) nor to Swiss securities turnover tax (*Umsatzabgabe*) nor, in the case of private assets, to Swiss income taxes. Moreover, the delivery of Offered Shares following the exercise of Rights is not subject to Swiss securities turnover tax.

Shareholders are advised to consult their professional advisor on the tax consequences, which they may incur in light of their particular circumstances under the Swiss or foreign taxation laws applicable to them, by being allotted Rights or by purchasing or exercising Rights or by not validly exercising Rights (with the consequence of the Rights expiring without compensation) or by subscribing and purchasing Offered Shares and by holding or selling Offered Shares.

Further information can be found under the heading "Taxation" in the Prospectus, which is expected to be available on November 25, 2022.

Frequently asked questions

What is a rights offering?

A rights offering is a capital increase in which existing shareholders receive preemptive subscription rights (Rights) to subscribe for new shares. Each existing shareholder receives one Right for each share they hold at a specified time and date. By exercising the allocated Rights, the shareholder can subscribe for a specified number of new shares for a given number of Rights (the subscription ratio) against payment of the offer price. This is a common way to raise equity in Switzerland and elsewhere in Europe.

A rights offering gives existing shareholders the opportunity to maintain their proportionate shareholding in the company by exercising their Rights. Alternatively, shareholders who do not want to exercise their Rights can sell them in the market, which will result in a dilution of their proportionate shareholding. The proceeds received from the sale of Rights may compensate shareholders economically for such dilution.

What is a preemptive subscription right?

Preemptive subscription rights (Rights) entitle their holder to subscribe for a given number of Offered Shares at the Offer Price during the Rights Exercise Period based on the Subscription Ratio.

How will the Offer Price and the Subscription Ratio be determined?

The Board of Directors will determine the final number of Offered Shares, the Offer Price and the Subscription Ratio based on a reference price of CHF 4.069 per share subject to a discount to the theoretical ex-Rights price (TERP) of approximately 32% depending on the number of shares to be issued. Such final terms of the Rights Offering will be published on or around November 24, 2022.

Is there a particular period during which I must exercise my Rights?

Yes. If you wish to exercise your Rights, you must do so during the Rights Exercise Period (which is expected to be from (and including) November 28, 2022, until 12:00 noon (CET) on December 8, 2022). The custodian banks and brokers may, however, set an earlier deadline for the receipt of instructions to exercise the Rights. Please follow the instructions to be provided by your custodian bank or broker.

If Rights have not been validly exercised by the end of the Rights Exercise Period, the Rights will expire and any holder thereof will not receive any compensation in respect of any such unexercised Rights. Each exercise of Rights will be effective at the Offer Price, is irrevocable and may not be cancelled, modified, rescinded or withdrawn.

When will I receive the documents needed to exercise Rights?

If the Share Capital Increase with Rights is approved, you will receive written instructions from your custodian bank or broker following the extraordinary general meeting of shareholders of November 23, 2022. You are requested to follow the instructions to be provided by your custodian bank or broker.

Shareholders holding their existing shares of CSG in the form of physical share certificates will receive instructions from the share register of CSG.

What should I do if I do not wish to subscribe for any Offered Shares and would like to sell my Rights?

Please follow the instructions to be received from your custodian bank or broker, or otherwise contact your client advisor at your custodian bank or broker.

If you hold your existing shares of CSG in the form of physical share certificates, you should follow the instructions to be received from the share register of CSG.

Can I use some of my Rights to subscribe for Offered Shares and sell the remaining Rights?

Yes, you may do so if you hold your existing shares of CSG in a custody account with a bank or broker. For this purpose, you should follow the instructions to be received from your custodian bank or broker, or otherwise contact your client advisor at your custodian bank or broker.

If you hold your existing shares of CSG in the form of physical share certificates, you should follow the instructions to be received from the share register of CSG.

What will happen if I do nothing?

If your Rights are not validly exercised by 12:00 noon (CET) on December 8, 2022, your Rights will expire and become null and void without any right to compensation.

How do I pay for the Offered Shares?

If the Share Capital Increase with Rights is approved, you will receive written instructions from your custodian bank or broker following the extraordinary general meeting of shareholders of November 23, 2022 explaining how payment is to be effected.

When will trading in the Offered Shares begin?

Trading in the Offered Shares on the SIX Swiss Exchange is expected to commence on or around December 9, 2022.

When will I receive the Offered Shares for which I have subscribed?

The Offered Shares are expected to be delivered on or around December 9, 2022.

Do the Offered Shares have the same rights as the existing shares of CSG?

Yes, the Offered Shares have the same voting and economic rights, and will be tradable on the SIX Swiss Exchange and, if applicable, represented by American Depositary Shares (ADSs) on the New York Stock Exchange as are the existing shares of CSG.

To exercise the voting rights, the shareholder must arrange to be entered as a shareholder with voting rights in the share register of CSG.

Do the Offered Shares have a different security number?

No, the Offered Shares will have the same security number as the existing shares of CSG (Swiss security number 1 213 853, ISIN CH 001 213853 0).

According to communication by CSG, the Rights Offering is underwritten by a banking syndicate. What exactly does that mean?

The underwriting commitment by the banking syndicate means that it has undertaken to purchase any Offered Shares for which Rights have not been validly exercised (other than the Offered Shares to be subscribed for by the Commitment Investors through exercise of the Rights allotted to the Non-Preemptive Shares).

Where can I obtain further information?

Please contact your custodian bank or broker.

Illustrative numerical example

I own 100 shares of CSG at the Cut-off Date. What can I do?

As described above, holders of shares of CSG after close of trading on the SIX Swiss Exchange on November 25, 2022 (i.e., the Cut-off Date) will be allotted one Right for each existing share held. Hence you will receive 100 Rights. Subject to restrictions under local laws applicable to shareholders in certain jurisdictions and assuming that the EGM approves the first Share Capital Increase pursuant to agenda item 1 and such Share Capital Increase is registered with the commercial register to its full extent, it is expected that your 100 Rights will entitle you to purchase 28 Offered Shares at the Offer Price of CHF 2.52 per Offered Share during the Rights Exercise Period. You therefore have the following options:

You may purchase 28 Offered Shares at the Offer Price. You will need to exercise 98 of your allocated 100 Rights during the Rights Exercise Period. On December 9, 2022, you will have to pay CHF 70.56 and you will receive 28 Offered Shares. You can sell the remaining 2 Rights during the Rights Trading Period. Rights that have not been validly exercised by the end of the Rights Exercise Period will expire without the right to any compensation.

You may sell all of your 100 Rights during the Rights Trading Period. The price of the Rights and therefore your proceeds will depend on the share price of CSG and supply and demand for the Rights during the Rights Trading Period.

You may exercise only part of your 100 Rights during the Rights Exercise Period and sell the remainder during the Rights Trading Period. You may buy additional Rights to participate in the Rights Offering in a higher proportion than your current shareholding.

Disclaimers

Important note

The purpose of this document is to inform the shareholders of Credit Suisse Group AG with respect to the capital increases that have been proposed to the extraordinary general meeting of shareholders of Credit Suisse Group AG of November 23, 2022. This document is not an offer to sell or a solicitation of offers to purchase or subscribe for securities of Credit Suisse Group AG. This document may qualify as advertisement under the Swiss Federal Act on Financial Services ("**FinSA**") but is not a prospectus nor a key information document pursuant to the FinSA, nor does it qualify as a prospectus under any other applicable laws. Copies of this document may not be sent to jurisdictions, or distributed in or sent from jurisdictions, in which this is barred or prohibited by law. The information contained herein shall not constitute an offer to sell or the solicitation of an offer to buy, in any jurisdiction in which such offer or solicitation would be unlawful prior to registration, exemption from registration or qualification under the securities laws of any jurisdiction. A decision to invest in securities of Credit Suisse Group AG should be based exclusively on the prospectus published by Credit Suisse Group AG for such purpose. Copies of such prospectus (and any supplements thereto) are available free of charge from November 25, 2022.

This document and the information contained herein is not for publication or distribution into the United States of America and should not be distributed or otherwise transmitted into the United States or to U.S. persons (as defined in the U.S. Securities Act of 1933, as amended (the "**Securities Act**")) or publications with a general circulation in the United States. This document does not constitute an offer or invitation to subscribe for or to purchase any securities in the United States of America. The Securities referred to herein have not been and will not be registered under the Securities Act or the laws of any U.S. state and may not be offered or sold in the United States of America absent registration or an exemption from registration under Securities Act. There will be no public offering of the Securities in the United States of America.

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This publication may contain specific forward-looking statements, e.g. statements including terms like "believe", "assume", "expect", "forecast", "project", "may", "could", "might", "will" or similar expressions. Such forward-looking statements are subject to known and unknown risks, uncertainties and other factors which may result in a substantial divergence between the actual results, financial situation, development or performance of Credit Suisse Group AG and those explicitly or implicitly presumed in these statements. Against the background of these uncertainties, readers should not rely on forward-looking statements. Credit Suisse Group AG assumes no responsibility to up-date forward-looking statements or to adapt them to future events or developments.

Stabilization Legend

Stabilization/ICMA.



CREDIT SUISSE GROUP AG

Paradeplatz 8

P.O. Box

8070 Zurich

Switzerland

Tel. +41 44 212 16 16

Fax +41 44 333 75 15

credit-suisse.com