

To the shareholders
of CREDIT SUISSE GROUP

INVITATION TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

Friday, April 28, 2006, 10.30 a.m.
(doors open at 9.00 a.m.)
Hallenstadion, Wallisellenstrasse 45,
Zurich-Oerlikon

AGENDA

1. Presentation and approval of the annual report, the parent company's 2005 financial statements and the Group's 2005 consolidated financial statements
2. Discharge of the acts of the members of the Board of Directors and the Executive Board
3. Capital reduction
4. Resolution on the appropriation of retained earnings
5. Elections
 - 5.1 Elections to the Board of Directors
 - 5.2 Election of the parent company's independent auditors and the Group's independent auditors
 - 5.3 Election of special auditors
6. Adjustment of conditional capital

1. Presentation and approval of the annual report, the parent company's 2005 financial statements and the Group's 2005 consolidated financial statements

Motion proposed by the Board of Directors

The Board of Directors proposes that the annual report, the parent company's 2005 financial statements and the Group's 2005 consolidated financial statements be approved.

2. Discharge of the acts of the members of the Board of Directors and the Executive Board

Motion proposed by the Board of Directors

The Board of Directors proposes that the acts of the members of the Board of Directors and the Executive Board during the 2005 financial year be discharged.

3. Capital reduction

A Motions proposed by the Board of Directors

The Board of Directors proposes

- (a) that the share capital be reduced by CHF 17 000 000 from CHF 623 876 083 to CHF 606 876 083 by canceling 34 000 000 shares with a par value of CHF 0.50 each, which were repurchased in the period from May 9, 2005 to March 16, 2006 pursuant to the share repurchase program approved by the General Meeting of Shareholders of April 29, 2005;
- (b) that it be acknowledged that, according to the special report of the auditors KPMG Klynveld Peat Marwick Goerdeler SA, obligees' claims are fully covered even after the share capital reduction as required by Art. 732 para. 2 CO;
- (c) that as of the date of the entry of the capital reduction in the Commercial Register, Art. 3 para. 1 of the articles of association be amended pursuant to section C below.

B Explanation by the Board of Directors

As part of a share repurchase program approved by the General Meeting of Shareholders of April 29, 2005, 34 000 000 shares were repurchased via a second trading line on the stock exchange between May 9, 2005 and March 16, 2006 for subsequent cancellation. The total purchase price was CHF 1 941 055 049, corresponding to an average purchase price per share of CHF 57.09 (rounded). The General Meeting of Shareholders is asked to approve the cancellation of shares repurchased by March 16, 2006 and the corresponding amendments to the articles of association.

C Proposed amendments to the articles of association

Art. 3 para 1

previous version

- 1 The fully paid-in share capital amounts to CHF 623,876,083 and it is divided into 1,247,752,166 fully paid-in registered shares with a par value of CHF 0.50 each.

proposed **new** version

- 1 The fully paid-in share capital amounts to CHF 606 876 083 and it is divided into 1 213 752 166 fully paid-in registered shares with a par value of CHF 0.50 each.

4. Resolution on the appropriation of retained earnings

Motion proposed by the Board of Directors

The Board of Directors proposes that the retained earnings of CHF 5 751 094 452 (comprising retained earnings brought forward from the previous year of CHF 2 396 961 809 and net profit for 2005 of CHF 3 354 132 643) be allocated as follows:

- Distribution of a dividend: CHF 2.00 per registered share with par value of CHF 0.50 each: CHF 2.00 gross per share, which, after deduction of Swiss federal withholding tax of 35% (= CHF 0.70), amounts to CHF 1.30 net against an order authorizing dividend payment.
- Balance to be carried forward (retained earnings minus dividend)

The company will not pay out a dividend on its own shares repurchased as part of its share repurchase program, or on any other of its own shares that it holds at the time the dividend is paid.

If the Board of Directors' proposal for the appropriation of retained earnings is approved, the dividend for the 2005 financial year will be payable free of commissions from May 4, 2006 at all Swiss offices of Credit Suisse, Bank Leu Ltd. and Neue Aargauer Bank.

5. Elections

5.1 Elections to the Board of Directors

A Motions proposed by the Board of Directors

The Board of Directors proposes

- (a) that Walter B. Kielholz and Hans-Ulrich Doerig be re-elected to the Board of Directors for a term of three years.
- (b) that Richard E. Thornburgh be elected to the Board of Directors for a term of three years.

B Explanation by the Board of Directors

Walter Kielholz and Hans-Ulrich Doerig, whose terms as members of the Board of Directors expire at the 2006 General Meeting of Shareholders, are making themselves available for re-election.

- (a) Walter B. Kielholz, has been a member of the Board since 1999. He has been Chairman of the Board and Chairman of the Chairman's and Governance Committee since 2003.

Hans-Ulrich Doerig has been full time Vice-Chairman of the Board and Chairman of the Risk Committee and member of the Chairman's and Governance Committee since 2003.

- (b) Richard E. Thornburgh is making himself available for election to the Board of Directors. He is Vice Chairman of Corsair Capital, a private equity firm based in New York, and has been Executive Vice Chairman of Credit Suisse First Boston (2004–2005) and a member of the Executive Board of Credit Suisse (2005) and Credit Suisse Group (1997–2001 and 2002–2005).

5.2 Election of the parent company's independent auditors and the Group's independent auditors

A Motion proposed by the Board of Directors

The Board of Directors proposes that KPMG Klynveld Peat Marwick Goerdeler SA, Zurich, be re-elected as the independent auditors of the parent company and of the Group for a further term of one year.

B Explanation by the Board of Directors

KPMG Klynveld Peat Marwick Goerdeler SA 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 US Securities and Exchange Commission (SEC).

5.3 Election of special auditors

A Motion proposed by the Board of Directors

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

B Explanation by the Board of Directors

The rules of the Securities and Exchange Commission (SEC) of the United States require that the 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 Visura be elected this year as auditors to perform the special audits required in connection with qualified capital increases (Art. 652f CO).

6. Adjustment of conditional capital

A Motion proposed by the Board of Directors

The Board of Directors proposes that the existing conditional capital for DLJ employee options of CHF 7 609 974 be reduced to CHF 4 200 000 and that Art. 26c para. 1 of the articles of association be amended pursuant to paragraph C below.

B Explanation by the Board of Directors

The conditional capital required to cover the exercise of option rights granted to employees of all levels of Donaldson, Lufkin & Jenrette, Inc. can be reduced from CHF 7 609 974 to CHF 4 200 000. The remaining conditional capital of CHF 4 200 000 will be sufficient to meet all outstanding option obligations.

C Proposed amendments to the articles of association

Art. 26c para. 1

previous version

- 1 The conditional share capital as per Art. 3 of the articles of association is to be increased, by a maximum of CHF 7,609,974, by issuing a maximum of 15,219,948 registered shares, to be fully paid in, with a nominal value of CHF 0.50 each, through the exercise of option rights granted to employees of all levels of Donaldson, Lufkin & Jenrette, Inc. and its Group companies, which were rolled over in accordance with over according to the merger agreement between Credit Suisse Group, Diamond Acquisition Corp and Donaldson, Lufkin & Jenrette, Inc., dated 30 August 2000. The subscription ratio, time limits and further terms will be determined by the Board of Directors in accordance with the merger agreement dated 30 August 2000. After they have been issued, the acquisition of shares through the exercise of options rights, and the subsequent transfer of the new shares shall be subject to the transfer restrictions set out in Art. 4 of the articles of association.

(para. 2 ist unchanged)

proposed new version

- 1 The conditional share capital as per Art. 3 of the articles of association shall be increased by a maximum of CHF 4 200 000 by issuing a maximum of 8 400 000 registered shares, to be fully paid in, with a nominal value of CHF 0.50 each, through the exercise of option rights granted to employees of all levels of Donaldson, Lufkin & Jenrette, Inc. and its Group companies, which were rolled over in accordance with the merger agreement between Credit Suisse Group, Diamond Acquisition Corp and Donaldson, Lufkin & Jenrette, Inc., dated 30 August 2000. The subscription ratio, time limits and further terms will be determined by the Board of Directors in accordance with the merger agreement dated 30 August 2000. After they have been issued, the acquisition of shares through the exercise of option rights, and any subsequent transfer of the new shares shall be subject to the transfer restrictions set out in Art. 4 of the articles of association.

2005 Annual Report and audiovisual broadcast of the General Meeting of Shareholders

The 2005 Annual Report, including the annual review, the parent company's 2005 financial statements, the Group's 2005 consolidated financial statements and the reports of the independent auditors of the parent company and the Group will be available for inspection from April 4, 2006, at the company's head office, Paradeplatz 8, CH-8001 Zurich. Shareholders may request a copy of these documents. All documents will also be available on the Internet at www.credit-suisse.com/annualreport2005.

On April 28, 2006 the General Meeting of Shareholders will be broadcast live over the Internet at www.credit-suisse.com.

How shareholders can exercise their voting rights

Shareholders of Credit Suisse Group 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 as their proxy, or
- (c) to designate the independent proxy as their proxy.

Shareholders are kindly requested to return the completed form to Credit Suisse Group, Share Register, P.O. Box, CH-8070 Zurich, Switzerland by **April 19, 2006** so their admission cards and voting documents can be dispatched to them in good time. Cards and documents will be sent out from April 20, 2006.

The **independent proxy** can be designated and instructed by sending the form or the admission card and voting documents, in each case with written voting instructions, to **Christoph Reinhardt**, Attorney, P.O. Box, CH-8070 Zurich, Switzerland, by no later than April 25, 2006. 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 will only represent shareholders if they wish to approve the proposals of the Board of Directors. All forms with instructions contrary to the proposals of the Board of Directors will be forwarded to the independent proxy.

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

Zurich, March 23, 2006
On behalf of the Board of Directors

Chairman
Walter B. Kielholz

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