

# Conduct and Financial Crime Control Committee Charter

Last approved by the Board of Directors on August 20, 2020.

# Abbreviations

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<b>AC</b>	Audit Committee
<b>BoD</b>	Board of Directors
<b>CEO</b>	Chief Executive Officer
<b>CFCCC</b>	Conduct and Financial Crime Control Committee
<b>DCCO</b>	Deputy Chief Compliance Officer
<b>Group</b>	Credit Suisse Group AG (including all subsidiaries)
<b>KYC</b>	Know Your Client
<b>OGR</b>	Organizational Guidelines and Regulations
<b>PEP</b>	Politically Exposed Person
<b>RC</b>	Risk Committee

The titles and functions used in this document apply to both genders.

# 1. Purpose and authority

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The CFCCC's primary function is to assist the BoD in fulfilling its oversight responsibilities with respect to the Group's exposure to financial crime risk. The CFCCC is tasked with monitoring and assessing the effectiveness of financial crime compliance programs and initiatives focused on improving conduct and vigilance within the context of combatting financial crime.

This charter supplements the applicable provisions in the OGR.

The CFCCC shall have direct access to, and receive regular reports from the Group's management, as well as the Internal and External Auditors. It shall have the power to mandate or authorize and oversee investigations into any matter within the committee's scope of responsibilities. The CFCCC is authorized to obtain any information from any employee of the Group and it shall be empowered to obtain advice and assistance from independent professional advisors without seeking BoD approval to assist in carrying out its responsibilities as set forth in this charter.

While the CFCCC has the responsibilities and powers set forth in this charter, it is not the duty of the CFCCC to plan or conduct compliance tasks. Nor is it the duty of the CFCCC to assure compliance with applicable laws and regulations and the Group's Code of Conduct.

The responsibility of the monitoring and the assessment of the effectiveness of the compliance function in all other respects remains with the AC. The two committees shall coordinate their activities accordingly.

The CFCCC shall have such other responsibilities as are required by applicable law or regulation and any other responsibilities delegated to it by the BoD from time to time.

## 2. Membership and organization

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The BoD appoints a CFCCC Chairman and the CFCCC members from amongst its members for a period of one year. The CFCCC consists of not less than 3 members, at least 2 of which must be present to have a quorum. The CFCCC may form subcommittees of at least 2 members.

The Chairman of the AC shall generally be appointed as 1 of the members of the CFCCC.

The BoD upon recommendation of the Compensation Committee shall determine the compensation for the CFCCC members.

The CFCCC shall appoint a Secretary for its meetings. Minutes shall be kept of the proceedings and the resolutions of the CFCCC. The minutes shall be signed by the Chairman of the CFCCC and the Secretary and made available prior to the next meeting and approved therein.

# 3. Meetings

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The CFCCC shall hold at least four ordinary meetings per annum. The Chairman of the CFCCC shall prepare an agenda consistent with this charter in advance of each meeting in consultation with management and the other committee members.

For urgent matters, the Chairman may call telephone or video-conference meetings for the purpose of immediate consultation and review.

The CFCCC may request members of the ExB or any officer or employee of the Group or the Group's outside counsel or external advisors to attend a meeting of the CFCCC or to make presentations. The DCCO and the Head of Financial Crime Compliance shall usually attend the meetings.

# 4. Conduct and Financial Crime Control Committee responsibilities and duties

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The CFCCC shall:

- 4.1 review and assess the Group's overall compliance framework for addressing financial crime risk, including policies, procedures and organizational set-up;
- 4.2 monitor and assess the effectiveness of financial crime compliance programs, including those with respect to the following areas:
  - anti-money laundering;
  - client identification and KYC;
  - client on and off boarding;
  - politically exposed persons (PEPs);
  - economic and trade sanctions;
  - anti-bribery and anti-corruption, and
  - client tax compliance.
- 4.3 review the status of the relevant policies and procedures and the implementation of significant initiatives focused on improving conduct and vigilance within the context of combatting financial crime, including employee awareness and training programs;
- 4.4 review and monitor investigations into allegations of financial crime or other reports of alleged misconduct pertaining to the areas specified in 4.2, including matters reported through the Group's Integrity Hotline;
- 4.5 review with management and the Internal and External Auditors audit findings and recommendations with respect to the areas specified in 4.2, including annual regulatory audit reports;
- 4.6 receive regular updates by management on regulatory, legislative and industry specific developments with respect to the areas specified in 4.2;
- 4.7 review with management and jointly with the AC and/or RC any matters for which a joint review is determined to be appropriate, including but not limited to the annual compliance risk assessment and the Group's framework for addressing conduct risk; and
- 4.8 provide support to the CC and advice, as relevant and appropriate, with respect to the areas specified in 4.2 into the Group's compensation process.

Further CFCCC responsibilities include to:

- 4.9 report committee activities to the BoD on a regular basis;
- 4.10 review and re-assess the adequacy of this charter from time to time and recommend any proposed changes to the BoD for approval;
- 4.11 annually perform a self-assessment of the performance of the CFCCC; and
- 4.12 perform any other duties or responsibilities as delegated to the CFCCC by the BoD from time to time.



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