

# Governance and Nominations Committee Charter

Last approved by the Board of Directors on February 7, 2019.

# Abbreviations

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<b>AC</b>	Audit Committee
<b>BoD</b>	Board of Directors
<b>CC</b>	Compensation Committee
<b>CEO</b>	Chief Executive Officer
<b>CFCCC</b>	Conduct and Financial Crime Control Committee
<b>Chairman</b>	Chairman of the BoD (unless stated otherwise)
<b>CS</b>	Credit Suisse Group AG and Credit Suisse AG, respectively
<b>ExB</b>	Executive Board
<b>GNC</b>	Governance and Nominations Committee
<b>Group</b>	Credit Suisse Group AG and all its direct and indirect subsidiaries
<b>OGR</b>	Organizational Guidelines and Regulations
<b>RC</b>	Risk Committee
<b>Vice-Chairman</b>	Vice-Chairman of the BoD

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

This document supplements the applicable provisions of the OGR.

# 1. Purpose and authority

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The GNC's primary function is to

- act as counselor to the Chairman and identify and discuss business issues with a view to providing early guidance to the BoD;
- address the corporate governance issues affecting the Group and develop and recommend to the BoD the corporate governance principles for the Group and such other corporate governance related documents as it deems appropriate;
- set criteria for selecting new candidates for BoD membership;
- identify, evaluate and nominate candidates for BoD membership;
- review annually the independence of each BoD member and recommend the assessment to the BoD for final determination;
- propose to the BoD the appointment, replacement or dismissal of the CEO, the members of the ExB as well as other appointments requiring endorsement by the BoD;
- guide the annual performance evaluation of the Chairman, CEO and ExB members by the BoD;
- oversee the annual self-assessment of the BoD.

The GNC shall have the power to conduct or authorize and oversee investigations into any matter within the committee's scope of responsibilities. It is authorized to obtain any information from any employee of the Group and shall be empowered to obtain advice and assistance, at the Group's expense, from any outside counsel or external consultants without seeking BoD approval to assist in carrying out the GNC's responsibilities as set forth in the charter.

The GNC 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 the GNC members from amongst its members for a period of one year. The GNC consists of the Chairman, who shall chair the GNC, the Vice-Chairman, the chairmen of the AC, RC, CC and CFCCC and other members appointed by the BoD. It may include non-independent members. At least two members of the GNC need to be present to have a quorum. The GNC may form subcommittees of at least two members. All members shall be generally familiar with corporate governance issues affecting the Group.

Compensation for the GNC members shall be determined by the BoD, upon recommendation of the CC.

The Corporate Secretary shall act as Secretary of the GNC. Minutes shall be kept of the proceedings and the resolutions of the GNC. The minutes shall be signed by the Chairman and the Secretary and made available prior to the next meeting and approved therein.

The Chairman shall ensure the proper communication of the resolutions of the GNC to management.

# 3. Meetings

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The GNC holds regular or ad hoc meetings as deemed necessary. The Chairman shall prepare an agenda consistent with this charter in advance of each meeting. Each member of the BoD or the ExB may propose items to be included in the agenda.

Meetings may also be held by telephone or video-conference or by circular resolution.

The CEO shall generally attend the meetings. The GNC may also request other members of the ExB or any other employee of the Group or any of the Group's external consultants to attend a meeting of the GNC or to make presentations.

# 4. Responsibilities and duties

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## 4.1 Counselor to the Chairman

- 4.1.1 The GNC shall act as counselor to the Chairman. The GNC shall identify and discuss various issues with a view to providing early guidance to the BoD and management and facilitating later discussions amongst the BoD members.
- 4.1.2 The BoD may, in certain circumstances, delegate certain tasks and authorities to the GNC, in particular but not exclusively when involvement of the full BoD is not practicable due to time constraints.
- 4.1.3 The GNC shall review, at least annually, the BoD goals, agenda and work plan.

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## 4.2 Corporate governance

- 4.2.1 The GNC shall address the corporate governance issues affecting the Group.
- 4.2.2 The GNC shall develop and recommend to the BoD, and periodically review, corporate governance principles and such other corporate governance related documents as it deems appropriate for the Group.
- 4.2.3 The GNC shall review, at least annually, BoD member independence and present its assessment to the BoD for final determination.
- 4.2.4 The GNC shall periodically, at least annually, review and advise the BoD with respect to the BoD committees' structure and membership.
- 4.2.5 The GNC shall periodically review and advise the BoD with respect to BoD committees' charters, operation and their continuous adaptation to best practice and legal and regulatory requirements.

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## 4.3 Identification and nomination of new BoD members

- 4.3.1 The GNC shall establish criteria for BoD membership, which shall reflect the requirements of applicable laws and regulations and shall take into consideration such factors as it deems appropriate. These factors may include independence, diversity, age, skills, leadership experience in businesses and other organizations of comparable size and the extent to which the candidate and his/her expertise and experience complement and/or support the BoD and its committees.
- 4.3.2 The GNC shall engage in appropriate succession planning for BoD members. Thereby, it shall take into account the criteria for BoD membership, the overall composition of the BoD and the future staffing of the BoD committees.
- 4.3.3 The GNC shall evaluate proposals put forward by the Chairman, the CEO, any member of the BoD or from outside the Group and shall propose to the BoD for submission to the shareholders for their approval appointments or replacements of BoD members, as well as the re-election or removal of BoD members. The GNC may dismiss candidates, which do not meet the criteria for BoD membership.

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#### **4.4 Management appointments**

- 4.4.1 The GNC shall propose to the BoD for its approval the appointment, replacement or dismissal of the CEO.
- 4.4.2 The GNC shall, upon recommendation by the Chairman and/or the CEO, propose to the BoD for its approval the appointment, replacement or dismissal of an ExB member.
- 4.4.3 The GNC shall review and recommend to the BoD all other appointments requiring BoD approval.
- 4.4.4 The GNC shall review with the Chairman and the CEO the succession plans relating to ExB positions and shall be kept informed on other top management succession plans.

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#### **4.5 Performance evaluation**

- 4.5.1 The GNC shall guide and supervise the BoD's annual performance assessment of the Chairman, the CEO and the members of the ExB. For the purposes of evaluating the performance of the Chairman, another member of the GNC shall be designated to lead such discussion. The Chairman shall abstain from attending the discussion.
- 4.5.2 The GNC shall oversee the annual self-assessment of the BoD.
- 4.5.3 The GNC shall annually perform a self-assessment.

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#### **4.6 Other GNC responsibilities**

- 4.6.1 The GNC shall report committee activities to the BoD when and with such recommendations as deemed appropriate or required.
- 4.6.2 The GNC shall review and reassess the adequacy of this charter from time to time and recommend any proposed changes to the BoD for approval.





**CREDIT SUISSE GROUP AG**  
Paradeplatz 8  
CH-8070 Zurich  
Switzerland  
**[credit-suisse.com](https://www.credit-suisse.com)**