

To the shareholders
of CREDIT SUISSE GROUP AG

INVITATION TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

Friday, April 24, 2009, 10.30 a.m.
(doors open at 9.00 a.m.)
Hallenstadion, Wallisellenstrasse 45,
Zurich-Oerlikon

AGENDA

1. Annual report, parent company's 2008 financial statements and Group's 2008 consolidated financial statements
 - 1.1 Presentation of the annual report, parent company's 2008 financial statements, Group's 2008 consolidated financial statements and the remuneration report
 - 1.2 Consultative vote on the remuneration report
 - 1.3 Approval of the annual report, parent company's 2008 financial statements and Group's 2008 consolidated financial statements

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

3. Appropriation of retained earnings

4. Changes in share capital
 - 4.1 Increasing conditional capital for convertible and warrant bonds
 - 4.2 Renewing and increasing authorized capital

5. Other amendments to the articles of association
 - 5.1 Group's independent auditor
 - 5.2 Presence quorum for Board of Directors' resolutions
 - 5.3 Deletion of provisions concerning contributions in kind

6. Elections
 - 6.1 Elections to the Board of Directors
 - 6.2 Election of the independent auditors
 - 6.3 Election of special auditors

1. Annual report, parent company's 2008 financial statements and Group's 2008 consolidated financial statements

1.1 Presentation of the annual report, parent company's 2008 financial statements, Group's 2008 consolidated financial statements and the remuneration report

1.2 Consultative vote on the remuneration report

Board of Directors' recommendation

The Board of Directors recommends that the 2008 remuneration report contained in the Corporate Governance section of the annual report be accepted.

1.3 Approval of the annual report, parent company's 2008 financial statements and Group's 2008 consolidated financial statements

Motion proposed by the Board of Directors

The Board of Directors proposes that the annual report, the parent company's 2008 financial statements and the Group's 2008 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 2008 financial year be discharged.

3. Appropriation of retained earnings

Motion proposed by the Board of Directors

The Board of Directors proposes that the retained earnings of CHF 2,611 million (comprising retained earnings brought forward from the previous year of CHF 2,680 million and net loss for 2008 of CHF 69 million) be allocated as follows:

- Distribution of a dividend: CHF 0.10 per registered share with par value of CHF 0.04 each: CHF 0.10 gross per share, which, after deduction of Swiss federal withholding tax of 35% (= CHF 0.035), amounts to CHF 0.065 net against an order authorizing dividend payment.
- Balance to be carried forward (retained earnings minus dividend).

If the Board of Directors' proposal for the appropriation of retained earnings is approved, the dividend for the 2008 financial year will be payable free of commissions from April 30, 2009 at all Swiss offices of Credit Suisse, Clariden Leu Ltd. and Neue Aargauer Bank AG.

4. Changes in share capital

4.1 Increasing conditional capital for convertible and warrant bonds

A Motion proposed by the Board of Directors

The Board of Directors proposes that the conditional capital be increased from CHF 16,958.56 to max. CHF 4,000,000 (equivalent to 100 million shares) and that Art. 26 of the articles of association be changed pursuant to section C below.

B Explanation by the Board of Directors

The conditional capital of CHF 2,000,000, equivalent to 50 million registered shares, was used up, bar a small residual amount of CHF 16,958.56, in connection with the issuance of Mandatory Convertible Securities by Credit Suisse Group Finance (Guernsey) Ltd. in the amount of CHF 1.61 billion in October 2008.

To allow for future issues of convertible and warrant bonds or other financial market instruments with conversion and option rights, the Board of Directors proposes the creation of additional conditional capital of CHF 3,983,041.44, leaving a new overall total of CHF 4,000,000, equivalent to a total of 100,000,000 registered shares. To ensure that it has the necessary flexibility for such transactions, the Board of Directors should be able to exclude shareholders' preferential subscription rights as with the existing conditional capital, provided that the shareholder protection rules laid down by law and by the articles of association are fulfilled.

C Proposed amendment to the articles of association

Art. 26

previous version

The Company's share capital as per Art. 3 of the articles of association shall be increased by no more than CHF 16,958.56 through the issue of no more than 423,964 registered shares with a par value of CHF 0.04 each, to be fully paid in, through the exercise of conversion and/or warrant rights issued in connection with bonds or other financial market instruments of Credit Suisse Group or any of its Group companies. Shareholders' subscription rights are excluded. Holders of conversion and/or warrant rights are entitled to subscribe to the new shares. The Board of Directors shall set the conversion and/or warrant conditions.

When issuing bonds or other financial market instruments which are linked to conversion and/or warrant rights, the Board of Directors is entitled to restrict or exclude shareholders' preferential subscription rights if the instruments are issued in order to finance or refinance the acquisition of companies, parts of companies, participations or new investment plans, and/or if they are issued on national or international capital markets. If preferential subscription rights are not granted, either directly or indirectly, by decision of the Board of Directors (1) the bonds or other financial market instruments are to be issued at market conditions, (2) the issue of

proposed new version

The Company's share capital as per Art. 3 of the articles of association shall be increased by no more than CHF 4,000,000 through the issue of no more than 100,000,000 registered shares with a par value of CHF 0.04 each, to be fully paid in, through the voluntary exercise or compulsory exchange of conversion and/or warrant rights issued in connection with bonds or other financial market instruments of Credit Suisse Group or any of its Group companies. Shareholders' subscription rights are excluded. Holders of conversion and/or warrant rights are entitled to subscribe to the new shares. The Board of Directors shall set the conversion and/or warrant conditions.

(paragraphs 2 and 3 are unchanged)

new shares shall be at market conditions taking due account of the market price of the shares and/or comparable instruments with a market price, and (3) the time limit for exercising conversion rights may not be more than 15 years, and the time limit for exercising warrant rights not more than 7 years from the date of the relevant issue.

The acquisition of registered shares through the exercise of conversion or warrant rights and any further transfers of registered shares are subject to the transfer restrictions laid down in Art. 4 of these articles of association.

4.2 Renewing and increasing authorized capital

A Motion proposed by the Board of Directors

The Board of Directors proposes that the approved capital be renewed and increased from CHF 1,482,191.52 to max. CHF 4,000,000 (equivalent to 100 million registered shares), and that Art. 27 of the articles of association be amended pursuant to section C below.

B Explanation by the Board of Directors

On August 26, 2008, 8,425,212 registered shares were issued for the acquisition of shares in Asset Management Finance Corporation. In order to ensure that Credit Suisse can meet its obligation arising from the USD 3.5 billion and CHF 2.5 billion Tier 1 Capital Notes it issued in October 2008, under which it may have to deliver shares in the Company instead of interest payments, Credit Suisse Group AG has undertaken to create authorized capital of CHF 600,000, equivalent to 15 million shares, in favor of Credit Suisse.

To ensure that the Company continues to have authorized capital available for (a) the acquisition of companies, parts of companies or participations through an exchange of shares, or (b) financing or refinancing the acquisition of companies, parts of companies or participations, or new investment plans, excluding shareholders' subscription rights, the Board of Directors proposes increasing the authorized capital available till May 4, 2009 to max. CHF 4,000,000 (equivalent to 100 million registered shares), and extending its availability to April 24, 2011.

C Proposed amendment to the articles of association

Art. 27

previous version

The Board of Directors is authorized, at any time until May 4, 2009 to increase the share capital, as per Art. 3 of the articles of association, by a maximum of CHF 1,482,191.52 through the issuance of a maximum of 37,054,788 registered shares, to be fully paid up, 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.

proposed new version

The Board of Directors is authorized, at any time until April 24, 2011 to increase the share capital, as per Art. 3 of the articles of association by a maximum of CHF 4,000,000 through the issuance of a maximum of 100,000,000 registered shares, to be fully paid up, 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.

The Board of Directors is authorized to exclude shareholders' subscription rights in favor of third parties if the new registered shares are used for the acquisition of companies, segments of companies or participations in the banking, finance, asset management or insurance industries through an exchange of shares or for financing the acquisition of companies, segments of companies or participations in these industries. If, in connection with company take-overs, commitments to service convertible bonds or bonds with warrants are assumed, 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.

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Registered shares for which subscriptions rights have been granted but not exercised, are to be sold on the market at market conditions.

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5. Other amendments to the articles of association

5.1 Group's independent auditor

A Motion proposed by the Board of Directors

The Board of Directors proposes that all provisions relating to the Group's independent auditor be deleted and that Art. 6 para. 8, Art. 11 para. 2 and 21 para. 1 of the articles of association be amended pursuant to section C below.

B Explanations by the Board of Directors

The revised legislation on audits has removed the distinction between the independent auditor and Group's independent auditor. Parent company financial statements and group financial statements now have to be audited by the same auditor. The amendments to the articles of association are of a purely formal nature.

C Proposed amendments to the articles of association

Art. 6

previous version

The governing bodies of the Company shall be the following:
1. The General Meeting of Shareholders;

proposed **new** version

The governing bodies of the Company shall be the following:
1. The General Meeting of Shareholders;

2. The Board of Directors;
3. The Independent Auditors and the Group's Independent Auditors.

2. The Board of Directors;
3. The Independent Auditors.

Art. 8

previous version

The General Meeting of Shareholders has the following powers which may not be delegated. It may amend the articles of association, elect the members of the Board of Directors, elect the Independent Auditors, the Group's Independent Auditors and Special Auditors approve the annual report, the consolidated financial statements and the annual statutory financial statements, determine the allocation of the disposable profit, formally discharge the actions of the members of the Board of Directors and pass resolutions on all matters which have been reserved to its authority by law or by these articles of association or which have been submitted to the meeting by the Board of Directors.

proposed **new** version

The General Meeting of Shareholders has the following powers which may not be delegated. It may amend the articles of association, elect the members of the Board of Directors, elect the Independent Auditors and Special Auditors, approve the annual report, the consolidated financial statements and the annual statutory financial statements, determine the allocation of the disposable profit, formally discharge the actions of the members of the Board of Directors and pass resolutions on all matters which have been reserved to its authority by law or by these articles of association or which have been submitted to the meeting by the Board of Directors.

Art. 11 para. 2

previous version

The General Meeting of Shareholders shall elect by a show of hands the tellers to count the votes at the meeting. Members of the Board of Directors, the Independent Auditors, the Group's Independent Auditors and employees of the Company shall not be eligible to act as tellers.

proposed **new** version

The General Meeting of Shareholders shall elect by a show of hands the tellers to count the votes at the meeting. Members of the Board of Directors, the Independent Auditors and employees of the Company shall not be eligible to act as tellers.

Art. 21 para. 1

previous version

The Independent Auditors and the Group's Independent Auditors shall be elected by the General Meeting of Shareholders for one year and shall be responsible for carrying out all functions and duties incumbent upon them by law.

proposed **new** version

The Independent Auditors shall be elected by the General Meeting of Shareholders for one year and shall be responsible for carrying out all functions and duties incumbent upon them by law.

5.2 Presence quorum for Board of Directors' resolutions

A Motion by the Board of Directors

The Board proposes that the statutory quorum rules be changed and that Art. 18 para. 1 of the articles of association be amended pursuant to section C below.

B Explanation by the Board of Directors

This change to the Board of Directors' quorum rules will simplify resolutions regarding the issue of shares from authorized capital.

Art. 18 para. 1

previous version

A majority of the members of the Board of Directors must be present in person in order to pass resolutions; there is no presence quorum requirement for the acknowledgement of capital increases that have been carried out, or for the resultant changes to the articles of association. For resolutions carried out by circular letter, a majority of the members of the Board of Directors must cast their votes.

proposed **new** version

A majority of the members of the Board of Directors must be present in person in order to pass resolutions; there is no presence quorum requirement for decisions to carry out authorized capital increases, for acknowledgement of ordinary or authorized capital increases that have been carried out, or for the resultant changes to the articles of association. For resolutions carried out by circular letter, a majority of the members of the Board of Directors must cast their votes.

5.3 Deletion of provisions concerning contributions in kind

A Motion by the Board of Directors

The Board of Directors proposes to delete Art. 28d and 28e of the articles of association.

Art. 28d

previous version

In accordance with the agreement on contributions in kind of July 31, 1998, the Company has acquired from Credit Suisse (Bahamas) Limited, Nassau (Bahamas), 16,916,518 common stock of Garantia Banking Limited, par value USD 1.00 per share, with a total value and at a total price of CHF 706,325,400. Settlement has been effected by transfer to Credit Suisse (Bahamas) Limited as exchange agent of 1,938,708 fully paid-in registered shares of the Company with a par value of CHF 20 per share. The issue price per share is CHF 364.3278. The sum of CHF 667,551,240, being the amount by which the price paid exceeds the par value of the new shares (CHF 38,774,160), is retained by the Company as a share premium.

proposed **new** version

[Art. 28d deleted]

Art. 28e

previous version

In accordance with the agreement on contributions in kind of April 15, 1999, the Company has acquired from Reinsurance Derivatives Holding AG, Zurich, 30,470,235 Perpetual Non-Cumulative Class A Preference Shares, with a par value of USD 1.00 per share, and 83,162,370 Participating Shares, with a par value of USD 1.00 per share, of Credit Suisse Financial Products, London, with a total value and a total price of CHF 486,000,000. Settlement has been effected by transfer to Reinsurance Derivatives Holding AG, Zurich, of 1,800,000 fully paid-in registered shares of the Company with a par value of CHF 20 per share.

proposed **new** version

[Art. 28e deleted]

The issue price per share is CHF 270. The sum of CHF 450,000,000, being the amount by which the price paid exceeds the par value of the new shares (CHF 36,000,000), is retained by the Company as a share premium.

B Explanation by the Board of Directors

Provisions concerning contributions in kind may be deleted by the General Meeting of Shareholders after ten years (Art. 628 para. 4 CO). The provisions relating to the acquisition of Garantia Banking Limited and shares of Credit Suisse Financial Products have lapsed.

6. Elections

6.1 Elections to the Board of Directors

A Motions proposed by the Board of Directors

The Board of Directors proposes

- (a) that Hans-Ulrich Doerig, Walter B. Kielholz and Richard E. Thornburgh be re-elected to the Board of Directors for a term of three years as stipulated in the articles of association.
- (b) that Andreas Koopmann, Urs Rohner and John Tiner be elected to the Board of Directors for a term of three years as stipulated in the articles of association.

B Explanation by the Board of Directors

Hans-Ulrich Doerig, Walter Kielholz and Richard E. Thornburgh, whose terms as members of the Board of Directors expire at the 2009 General Meeting of Shareholders, are making themselves available for re-election. Andreas Koopmann, Urs Rohner and John Tiner are making themselves available for election. Thomas W. Bechtler will stand down from the Board, having served for the maximum five terms.

- (a) Hans-Ulrich Doerig has been a member of the Board of Directors since 2003 and has been the Vice-Chairman of the Board of Directors and Chairman of the Risk Committee since 2003. Subject to his re-election to the Board of Directors, Hans-Ulrich Doerig will become Chairman of the Board of Directors. The Board has determined him to be independent under Credit Suisse's independence standards.
- (b) Walter Kielholz has been a member of the Board of Directors since 1999 and has been the Chairman of the Board of Directors and of the Chairman's and Governance Committee since 2003. Walter B. Kielholz has decided to step down as Chairman in order to focus on his new role at Swiss Re. He will stand for re-election as Board member of Credit Suisse Group AG with no functional duties. The Board has determined him to be independent under Credit Suisse's independence standards.
- (c) Richard E. Thornburgh has been a member of the Board of Directors and a member of the Risk Committee since 2006. Subject to his re-election to the Board of Directors, Richard E. Thornburgh will become Chairman of the Risk Committee in place of Hans-Ulrich Doerig. The Board has determined him to be independent under Credit Suisse's independence standards.
- (d) Andreas Koopman is Chief Executive Officer of Bobst Group, Lausanne. The Board has determined him to be independent under Credit Suisse's independence standards.

- (e) Urs Rohner, Chief Operating Officer and General Counsel, has been a member of the Executive Board of Credit Suisse Group AG since 2004. Subject to his election to the Board of Directors, Urs Rohner will assume the role of a full-time Vice-Chairman of the Board of Directors. Due to his executive function performed at Credit Suisse the Board has determined that he is not independent under Credit Suisse's independence standards.
- (f) John Tiner is former Chief Executive Officer of the United Kingdom Financial Services Authority (FSA). The Board has determined him to be independent under Credit Suisse's independence standards.

6.2 Election of the independent auditors

A Motion proposed by the Board of Directors

The Board of Directors proposes that KPMG AG, Zurich, be elected as the independent auditors for a term of one year.

B Explanation by the Board of Directors

Following an internal restructuring of KPMG Switzerland, KPMG Klynveld Peat Marwick Goerdeler SA, the 2008 independent auditor, no longer provides audit services. Beginning in 2009, such services are provided instead by KPMG AG, the primary operating entity of KPMG Switzerland. Like KPMG Klynveld Peat Marwick Goerdeler SA, KPMG AG was definitively registered by the Federal Audit Oversight Authority (Eidgenössische Revisionsaufsichtsbehörde) as an Audit Firm under State Oversight on September 17, 2008.

KPMG AG 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).

6.3 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 any qualified capital increases (Art. 652f CO).

2008 Business Report and audiovisual broadcast of the General Meeting of Shareholders

The 2008 Business Report, including the annual report, the parent company's 2008 financial statements, the Group's 2008 consolidated financial statements and the reports of the independent auditors of the parent company and the Group will be available for inspection from April 1, 2009, 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/annualreport2008.

On April 24, 2009 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 AG 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 AG 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 AG, Share Register, P.O. Box, CH-8070 Zurich, Switzerland by **April 14, 2009**, so their admission cards and voting documents can be dispatched to them in good time. Cards and documents will be sent out from April 15, 2009.

Shares only qualify for voting if entered in the Share Register with voting rights on April 21, 2009.

The **independent proxy** can be authorized and instructed by sending the form or the admission card and voting documents, in each case with written voting instructions, under separate cover to **Christoph Reinhardt**, Attorney, P.O. Box, CH-8070 Zurich, Switzerland, by no later than April 17, 2009.

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 AG will only represent shareholders if they wish to approve the proposals of the Board of Directors. All 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 AG of the number and par value of the registered shares they represent.

Zurich, March 13, 2009

On behalf of the Board of Directors

Chairman
Walter B. Kielholz

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Help for the hard of hearing

The Hallenstadion will be equipped with
an induction loop for shareholders with hearing aids.

