

To the Shareholders of
Credit Suisse Group AG
**Invitation to the
Annual General Meeting of Shareholders**

Friday, April 24, 2015, 10.30 a.m.

(Doors open at 9.00 a.m.)

Hallenstadion, Wallisellenstrasse 45,
Zurich-Oerlikon

Agenda

1. 2014 Annual Report, the Parent Company's 2014 Financial Statements, the Group's 2014 Consolidated Financial Statements, and the 2014 Compensation Report
 - 1.1 Presentation of the 2014 Annual Report, the Parent Company's 2014 Financial Statements, the Group's 2014 Consolidated Financial Statements, the Corresponding Auditors' Reports, and the 2014 Compensation Report
 - 1.2 Consultative Vote on the 2014 Compensation Report
 - 1.3 Approval of the 2014 Annual Report, the Parent Company's 2014 Financial Statements, and the Group's 2014 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 and Distribution Against Reserves from Capital Contributions
 - 3.1 Resolution on the Appropriation of Retained Earnings
 - 3.2 Resolution on the Distribution Against Reserves from Capital Contributions in the Form of Either a Scrip Dividend or a Cash Distribution
4. Approval of the Compensation of the Board of Directors and the Executive Board
 - 4.1 Approval of the Compensation of the Board of Directors
 - 4.2 Approval of the Compensation of the Executive Board
5. Increase and Extension of Authorized Capital
6. Elections
 - 6.1 Re-election of the Chairman and Further Members to the Board of Directors as well as Election of a New Member
 - 6.1.1 Re-election of Urs Rohner as Member and as Chairman of the Board of Directors
 - 6.1.2 Re-election of Jassim Bin Hamad J. J. Al Thani as Member of the Board of Directors
 - 6.1.3 Re-election of Iris Bohnet as Member of the Board of Directors
 - 6.1.4 Re-election of Noreen Doyle as Member of the Board of Directors
 - 6.1.5 Re-election of Andreas Koopmann as Member of the Board of Directors
 - 6.1.6 Re-election of Jean Lanier as Member of the Board of Directors
 - 6.1.7 Re-election of Kai Nargolwala as Member of the Board of Directors
 - 6.1.8 Re-election of Severin Schwan as Member of the Board of Directors
 - 6.1.9 Re-election of Richard E. Thornburgh as Member of the Board of Directors
 - 6.1.10 Re-election of Sebastian Thrun as Member of the Board of Directors
 - 6.1.11 Re-election of John Tiner as Member of the Board of Directors
 - 6.1.12 Election of Seraina Maag as Member of the Board of Directors

- 6.2 Re-election of the Members to the Compensation Committee
 - 6.2.1 Re-election of Iris Bohnet as Member of the Compensation Committee
 - 6.2.2 Re-election of Andreas Koopmann as Member of the Compensation Committee
 - 6.2.3 Re-election of Jean Lanier as Member of the Compensation Committee
 - 6.2.4 Re-election of Kai Nargolwala as Member of the Compensation Committee
- 6.3 Election of the Independent Auditors
- 6.4 Election of the Special Auditors
- 6.5 Election of the Independent Proxy

1. 2014 Annual Report, the Parent Company's 2014 Financial Statements, the Group's 2014 Consolidated Financial Statements, and the 2014 Compensation Report

- 1.1 Presentation of the 2014 Annual Report, the Parent Company's 2014 Financial Statements, the Group's 2014 Consolidated Financial Statements, the Corresponding Auditors' Reports, and the 2014 Compensation Report Compensation Report
- 1.2 Consultative Vote on the 2014 Compensation Report

Recommendation of the Board of Directors

The Board of Directors recommends that the 2014 Compensation Report be accepted.

- 1.3 Approval of the 2014 Annual Report, the Parent Company's 2014 Financial Statements, and the Group's 2014 Consolidated Financial Statements

Proposal of the Board of Directors

The Board of Directors proposes that the 2014 Annual Report, the parent company's 2014 financial statements, and the Group's 2014 consolidated financial statements be approved.

2. Discharge of the Acts of the Members of the Board of Directors and the Executive Board

Proposal of the Board of Directors

The Board of Directors proposes that the acts of the Members of the Board of Directors and the Executive Board in the 2014 financial year be discharged.

3. Appropriation of Retained Earnings and Distribution against Reserves from Capital Contributions

3.1 Resolution on the Appropriation of Retained Earnings

A Proposal of the Board of Directors

The Board of Directors proposes that the retained earnings of CHF 5,220 million (comprising retained earnings of CHF 5,075 million carried forward from the previous year and net profit for 2014 of CHF 145 million) be carried forward to new account.

B Explanations of the Board of Directors

Instead of a dividend from retained earnings, the Board of Directors proposes under item 3.2 a distribution against reserves from capital contributions. All retained earnings can therefore be carried forward to the new account.

3.2 Resolution on the Distribution against Reserves from Capital Contributions in the Form of Either a Scrip Dividend or a Cash Distribution

A Proposal of the Board of Directors

The Board of Directors proposes the distribution of CHF 0.70 per registered share against reserves from capital contributions in the form of either a scrip dividend, a cash distribution or a combination thereof:

- Delivery of new registered shares of Credit Suisse Group AG, each with a par value of CHF 0.04; or
- Cash distribution in the amount of CHF 0.70 per registered share pursuant to the terms and conditions set forth in the document Shareholder Information – Summary Document.

The Company will not make such distribution with respect to Company shares that it holds itself at the time of distribution.

B Explanations of the Board of Directors

The Board of Directors is asking shareholders to approve a tax-privileged distribution of CHF 0.70 per registered share against reserves from capital contributions. The reserves from capital contributions can be distributed free of Federal withholding tax and will not be subject to income tax for Swiss resident individuals holding shares as a private investment.

The Board of Directors is proposing that such a distribution be made in the form of either a scrip dividend, a cash distribution or a combination thereof. This allows the Company to pay a distribution to shareholders while in case of an election for shares retaining regulatory capital in view of increased regulatory capital requirements. Shareholders will be entitled to elect to either receive new shares (free of charge), subject to any legal restrictions applicable in their home jurisdiction, or to receive a cash distribution in the amount of CHF 0.70 per registered share. Should no election be made, the distribution will be paid out entirely in cash.

The delivery for both the new shares and the cash distribution is scheduled for May 21, 2015.

The issue price of the new shares will be determined on the 5 day average of the volume weighted average prices from May 11, 2015 to May 18, 2015 of the shares of Credit Suisse Group AG listed on the SIX Swiss Exchange AG less a discount of 6%.

The new shares will be issued out of the authorized capital according to Art. 27 of the Articles of Association (cf. item 5). The issue price will be determined by the Board of Directors on May 18, 2015 (after the closing of the exchange) and publicly announced on May 19, 2015 (before the opening of the exchange). If a shareholder elects to receive new shares, the distribution amount (in Swiss Francs), for which the shareholder is entitled to, will be divided by the issue price per new share, resulting in the number of shares to be allocated. The residual value will be paid in cash.

In case that the General Meeting of Shareholders does not support the proposal under item 5, the distribution will be paid in cash only.

Further information with respect to the scrip dividend may be found in the appendix of this invitation as well as in the Shareholder Information – Summary Document, which can be accessed under www.credit-suisse.com/agm.

4. Approval of the Compensation of the Board of Directors and the Executive Board

General Explanations of the Board of Directors Concerning the Votes on Compensation

At the 2014 ordinary General Meeting of Shareholders, Credit Suisse Group AG amended the Articles of Association to take account of the requirements of the Ordinance against Excessive Compensation with Respect to Listed Stock Corporations and thus, for the purposes of good corporate governance, created at an early stage the basis for the approval of the compensation of the Board of Directors and the Executive Board. The concept for the approval of the compensation set out in the Company Articles of Association envisages that the General Meeting of Shareholders votes separately and with binding effect on the overall compensation of the Board of Directors and the Executive Board on an annual basis. The General Meeting of Shareholders approves on an annual basis the compensation of the Board of Directors in advance and for the period until the next ordinary General Meeting of Shareholders (Art. 8a of the Articles of Association). In the interests of well-functioning compensation governance, to ensure flexibility when aligning the approval periods with the compensation plans, the Board of Directors sets out in its proposal to the General Meeting of Shareholders whether approval by the General Meeting of Shareholders is prospective or retrospective with regard to the compensation of the Executive Board and for which periods (Art. 8b of the Articles of Association). For details, see the explanations to 4.1 and 4.2.

Further information with respect to the votes on compensation may be found in the appendix of this invitation.

4.1 Approval of the Compensation of the Board of Directors

A Proposal of the Board of Directors

The Board of Directors proposes a maximum amount of compensation of the Board of Directors of CHF 12 million for the period until the 2016 ordinary General Meeting of Shareholders.

B Explanations of the Board of Directors

Pursuant to Art. 8a of the Articles of Association, the Board of Directors presents for approval to the General Meeting of Shareholders a maximum compensation amount that may be paid to the presumable 12 members of the Board of Directors for the period until the next ordinary General Meeting of Shareholders. The compensation may be paid partly in the form of participation rights in the Company. The Board of Directors is responsible for the distribution of the approved overall amount to the individual members. The amounts actually paid to the individual Members of the Board of Directors are disclosed in the Compensation Report 2015 which is put to a consultative vote at the Annual General Meeting of Shareholders in 2016.

4.2 Approval of the Compensation of the Executive Board

4.2.1 Fixed Salary

A Proposal of the Board of Directors

The Board of Directors proposes approving the maximum amount of CHF 32.0 million, comprising the fixed compensation component of the Executive Board for the period until the 2016 ordinary General Meeting of Shareholders.

4.2.2 Short-Term and Long-Term Variable Incentive Compensation Elements

A Proposal of the Board of Directors

The Board of Directors proposes approving the amount of CHF 39.1 million, comprising the long-term and short-term variable compensation elements of the Executive Board for the 2014 financial year.

B Explanations of the Board of Directors to 4.2.1 and 4.2.2

Pursuant to Art. 8b of the Articles of Association, the Board of Directors presents for approval to the General Meeting of Shareholders on an annual basis the compensation of the Executive Board as a maximum amount or as maximum partial amounts in advance or retroactively and describes the relevant compensation periods in its proposal. With regard to the 2015 General Meeting of Shareholders, the Board of Directors decided to present for approval to the General Meeting of Shareholders the fixed component in advance and the long-term as well as the short-term incentive compensation elements in retrospect. The amounts presented for approval to the General Meeting of Shareholders refer to all the Members of the Executive Board in 2014 and 2015, respectively. The utilization of the amount pursuant to agenda item 4.2.2 can be found in the 2014 Compensation Report presented to the General Meeting of Shareholders. The fixed salary paid to the Members of the Executive Board in the current year will be published in the 2015 Compensation Report which will be put to a consultative vote at the Annual General Meeting of Shareholders in 2016.

5. Increase and Extension of Authorized Capital

A Proposal of the Board of Directors

The Board of Directors proposes that the authorized capital be increased from currently CHF 4,497,908.52 (equivalent to 112,447,713 shares) to a maximum of CHF 6,400,000 (equivalent to 160,000,000 shares), that the authorization be extended by two years and that Art. 27 of the Articles of Association be amended pursuant to section C below.

B Explanations of the Board of Directors

In the year 2013 the Company partly used its authorized capital to service the 2013 stock dividend. The Company still has 112,447,713 registered shares at its disposal, whose authorization ends at the end of April 2015.

In order to maintain financial flexibility in the course of further developing business activities and the business portfolio, the Company will require a maximum authorized capital of CHF 4,000,000 (equivalent to 100,000,000 registered shares). Those shares may mainly be used for (a) the acquisition of companies, segments of companies or participations in the banking, financing, asset management or insurance industries through an exchange of shares or (b) financing or refinancing the acquisition of companies, segments of companies or participations in these industries, or new investment plans. Since the Company plans to use the shares for takeovers or participations or for financing these operations, the pre-emptive subscription rights for these shares for existing shareholders shall be excluded.

Furthermore, under item 3.2, the Board of Directors proposes a distribution in the form of either a scrip dividend or cash distribution. The new shares to be issued in relation to shareholders electing to receive shares in lieu of a cash dividend shall also be issued out of authorized capital. The Board of Directors will need a maximum of CHF 2,400,000 (equivalent to 60,000,000 registered shares) in the event that for this year's distribution all shareholders elect to receive shares. Subject to any legal restrictions applicable in their home jurisdiction, shareholders' preemptive subscription rights in relation to scrip dividends will be granted, subject to the condition that such shareholders elect to receive registered shares under the scrip dividend. The new shares to be issued to shareholders electing to receive shares in lieu of a cash distribution will be paid in by conversion of freely disposable funds.

Thus, the Board of Directors proposes to increase the authorized capital from currently CHF 4,497,908.52 (equivalent to 112,447,713 registered shares) to a maximum of CHF 6,400,000 (equivalent to 160,000,000 registered shares) of which CHF 2,400,000 (equivalent to 60,000,000 registered shares) is exclusively reserved for servicing the 2015 scrip dividend. The authorization is limited to two years and expires on April 24, 2017.

C Proposed Amendment to the Articles of Association

Art. 27 Authorized Capital

Current version

- 1 The Board of Directors is authorized, at any time until April 26, 2015, to increase the share capital, as per Art. 3 of the Articles of Association to a maximum of CHF 4,497,908.52 through the issuance of a maximum of 112,447,713 registered shares, to be fully paid up, each with a par value of CHF 0.04, of which 12,447,713 registered shares are reserved exclusively for issuance to shareholders in connection with a stock dividend. 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.
- 2 The Board of Directors is authorized to exclude shareholders' subscription rights in favor of third parties if the new registered shares are used for (a) the acquisition of companies, segments of companies or participations in the banking, finance, asset management or insurance industries through an exchange of shares or (b) for financing/refinancing the acquisition of companies, segments of companies or participations in these industries, or new investment plans. If commitments to service convertible bonds or bonds with warrants are assumed in connection with company takeovers or investment plans, 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.
- 3 Shareholders' subscription rights relating to a maximum of 12,447,713 registered shares, which are reserved for the stock dividend, are granted. The payment of these new registered shares at a par value of CHF 0.04 each will be made out of the reserves from capital contributions. No subscription rights will be traded. The Board of Directors is authorized to determine other manners of exercising the subscription rights.
- 4 The Board of Directors may allow subscription rights that are not exercised to expire without compensation, or it may sell the subscription rights or the registered shares for which they were granted at market conditions on the market or otherwise use them in the interest of the Company.

Proposed **new** version

- 1 The Board of Directors is authorized, at any time until April 24, 2017, to increase the share capital, as per Art. 3 of the Articles of Association by a maximum of CHF 6,400,000 through the issuance of a maximum of 160,000,000 registered shares, to be fully paid up, each with a par value of CHF 0.04, of which 60,000,000 registered shares are reserved exclusively for issuance to shareholders in connection with a stock dividend or a scrip dividend. 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.
- 2 The Board of Directors is authorized to exclude shareholders' subscription rights in favor of third parties if the new registered shares are used for (a) the acquisition of companies, segments of companies or participations in the banking, finance, asset management or insurance industries through an exchange of shares or (b) for financing/refinancing the acquisition of companies, segments of companies or participations in these industries, or new investment plans. If commitments to service convertible bonds or bonds with warrants are assumed in connection with company takeovers or investment plans, 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.
- 3 Subject to any legal restrictions applicable in their home jurisdiction, shareholders' subscription rights relating to a maximum of 60,000,000 registered shares, which are reserved for a stock dividend or scrip dividend, are granted. The payment of these new registered shares at a par value of CHF 0.04 each will be made out of the reserves from capital contributions and by conversion of freely disposable equity capital. No subscription rights will be traded. The Board of Directors is authorized to determine other manners of exercising the subscription rights.
- 4 The Board of Directors may allow subscription rights that are not exercised to expire without compensation, or it may sell the subscription rights or the registered shares for which they were granted at market conditions on the market or otherwise use them in the interest of the Company.

6. Elections

6.1. Re-election of the Chairman and Further Members to the Board of Directors as well as Election of a New Member

Messieurs Jean-Daniel Gerber and Anton van Rossum will retire from the Board at the AGM on April 24, 2015. All of the other Members of the Board of Directors are standing for re-election.

6.1.1 Re-Election of Urs Rohner as Member and as Chairman of the Board of Directors

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Mr. Urs Rohner as member and as Chairman of the Board of Directors for the term of one year.

B Explanations of the Board of Directors

Urs Rohner has been the Chairman of the Board and the Chairman's and Governance Committee since the 2011 AGM. He was full-time Vice-Chairman of the Board and a member of the Chairman's and Governance and Risk Committees from 2009 to 2011.

6.1.2 Re-Election of Jassim Bin Hamad J. J. Al Thani as Member of the Board of Directors

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Mr. Jassim Bin Hamad J. J. Al Thani to the Board of Directors for the term of one year.

B Explanations of the Board of Directors

Jassim Bin Hamad J. J. Al Thani has been a member of the Board since the 2010 AGM.

6.1.3 Re-Election of Iris Bohnet as Member of the Board of Directors

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Ms. Iris Bohnet to the Board of Directors for the term of one year.

B Explanations of the Board of Directors

Iris Bohnet has been a member of the Board and the Compensation Committee since the 2012 AGM.

6.1.4 Re-Election of Noreen Doyle as Member of the Board of Directors

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Ms. Noreen Doyle to the Board of Directors for the term of one year.

B Explanations of the Board of Directors

Noreen Doyle has been a member of the Board of Directors since the 2004 AGM and since 2014 she serves as Vice-Chair of the Board of Directors and Lead Independent Director and Member of the Audit Committee. She was a member of the Risk Committee from 2004 to 2007 and 2009 to 2013, and a member of the Audit Committee from 2007 to 2009. Since 2011, Ms. Doyle has also served as a non-executive director and since 2013 as Chair of the boards of Credit Suisse International and Credit Suisse Securities Europe Limited, two of the Group's UK subsidiaries.

6.1.5 Re-Election of Andreas Koopmann as Member of the Board of Directors

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Mr. Andreas Koopmann to the Board of Directors for the term of one year.

B Explanations of the Board of Directors

Andreas Koopmann has been a member of the Board and the Risk Committee since the 2009 AGM. He is a member of the Compensation Committee since the 2013 AGM.

6.1.6 Re-Election of Jean Lanier as Member of the Board of Directors

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Mr. Jean Lanier to the Board of Directors for the term of one year.

B Explanations of the Board of Directors

Jean Lanier has been a member of the Board and the Audit Committee since the 2005 AGM. Since 2011, he has also been a member of the Compensation Committee. Since the 2013 AGM, he has served as the Chairman of the Compensation Committee and a member of the Chairman's and Governance Committee.

6.1.7 Re-Election of Kai Nargolwala as Member of the Board of Directors

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Mr. Kai Nargolwala to the Board of Directors for the term of one year.

B Explanations of the Board of Directors

Kai Nargolwala has been a member of the Board of Directors and the Risk Committee since the 2013 AGM. He is a member of the Compensation Committee since the 2014 AGM.

6.1.8 Re-Election of Severin Schwan as Member of the Board of Directors

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Mr. Severin Schwan to the Board of Directors for the term of one year.

B Explanations of the Board of Directors

Severin Schwan is a member of the Board and the Risk Committee since the 2014 AGM.

6.1.9 Re-Election of Richard E. Thornburgh as Member of the Board of Directors

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Mr. Richard E. Thornburgh to the Board of Directors for the term of one year.

B Explanations of the Board of Directors

Richard E. Thornburgh has been a member of the Board and the Risk Committee since the 2006 AGM and Vice-Chair since 2014. He serves as the Chairman of the Risk Committee and a member of the Chairman's and Governance Committee since 2009 and the Audit Committee since 2011. Since 2013, Mr. Thornburgh has also served as a director of the Boards of Credit Suisse International and Credit Suisse Securities Europe Limited, two of the Group's UK subsidiaries.

6.1.10 Re-Election of Sebastian Thrun as Member of the Board of Directors

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Mr. Sebastian Thrun to the Board of Directors for the term of one year.

B Explanations of the Board of Directors

Sebastian Thrun is a member of the Board and of the Risk Committee since the 2014 AGM.

6.1.11 Re-Election of John Tiner as Member of the Board of Directors

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Mr. John Tiner to the Board of Directors for the term of one year.

B Explanations of the Board of Directors

John Tiner has been a member of the Board and the Audit Committee since the 2009 AGM. Since the AGM in 2011, he has chaired the Audit Committee and has also been a member of the Chairman's and Governance and Risk Committees.

6.1.12 Election of Seraina Maag as Member of the Board of Directors

A Proposal of the Board of Directors

The Board of Directors proposes to elect Ms. Seraina Maag as member of the Board of Directors for the term of one year.

B Explanations of the Board of Directors

Seraina Maag has been President and CEO of EMEA for the insurance company AIG since November 2013. She is located in London and is responsible for AIG's insurance business in Europe, the Middle East and Africa. Prior to joining AIG, Ms. Maag served as Chief Executive of North American Property & Casualty for the XL Group. Before joining XL Group, Ms. Maag was CFO and thereafter President of Zurich North America Commercial's Specialties business unit. Ms. Maag also served as head of Investor Relations and Rating Agencies for Zurich Financial Services in Switzerland. Before joining Zurich in 2002, Ms. Maag was a founding partner and financial analyst for NZB Neue Zuercher Bank in Switzerland. Between 1990 and 2000, she held various management positions at Swiss Re in Switzerland and Australia.

In 2009, Ms. Maag was elected a Young Global Leader by the World Economic Forum and named one of Business Insurance magazine's Women to Watch. She holds an MBA from Monash Mt Eliza Business School in Australia and is a Certified Financial Analyst. Ms. Maag is a dual citizen of Switzerland and Australia.

6.2 Re-election of the Members to the Compensation Committee

6.2.1 Re-Election of Iris Bohnet as Member of the Compensation Committee

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Ms. Iris Bohnet as member of the Compensation Committee for the term of one year.

B Explanations of the Board of Directors

Iris Bohnet was elected to the Board at the 2012 AGM and has since served as a member of the Compensation Committee. The Board of Directors has determined her to be independent under the Group's independence standards.

6.2.2 Re-Election of Andreas Koopmann as Member of the Compensation Committee

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Mr. Andreas Koopmann as member of the Compensation Committee for the term of one year.

B Explanations of the Board of Directors

Andreas Koopmann has been a member of the Compensation Committee since the 2013 AGM. The Board of Directors has determined him to be independent under the Group's independence standards.

6.2.3 Re-Election of Jean Lanier as Member of the Compensation Committee

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Mr. Jean Lanier as member of the Compensation Committee for the term of one year.

B Explanations of the Board of Directors

Jean Lanier has been a member of the Compensation Committee since the 2011 AGM and Chairman of the Compensation Committee since 2013. The Board of Directors has determined him to be independent under the Group's independence standards.

6.2.4 Re-Election of Kai Nargolwala as Member of the Compensation Committee

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect Mr. Kai Nargolwala as member of the Compensation Committee for the term of one year.

B Explanations of the Board of Directors

Kai Nargolwala has been a member of the Board of Directors and the Compensation Committee since the 2014 AGM. The Board of Directors has determined him to be independent under the Group's independence standards.

6.3 Election of the Independent Auditors

A Proposal of the Board of Directors

The Board of Directors proposes the election of KPMG AG, Zurich, as independent auditors for a further term of one year.

B Explanations of the Board of Directors

KPMG AG has confirmed to the Audit Committee of the Board of Directors that it has the required independence to exercise such a mandate and that it meets the independence requirements set by the US Securities and Exchange Commission (SEC).

6.4 Election of the Special Auditors

A Proposal of the Board of Directors

The Board of Directors proposes the election of BDO AG, Zurich, as special auditors for a further term of one year.

B Explanations of the Board of Directors

The provisions of the US Securities and Exchange Commission (SEC) stipulate the independence of the statutory auditors. In the view of the SEC, the impermissible tasks of the statutory auditors include, among others, the valuation of the companies in the context of qualified capital increases involving contributions in kind. The Board of Directors therefore proposes the election of BDO AG as special auditors in order that this company may issue special audit confirmations required in connection with valuations in the context of capital changes.

6.5 Election of the Independent Proxy

A Proposal of the Board of Directors

The Board of Directors proposes to re-elect the attorney-at-law lic. iur. Andreas G. Keller as independent proxy for a further term of one year, i.e. from the close of the 2015 ordinary General Meeting of Shareholders to the close of the next ordinary General Meeting of Shareholders.

Additionally, in case of the unavailability of Andreas G. Keller, the Board of Directors proposes the election of the attorney-at-law Dr. iur. Hans-Ulrich Schoch, partner of the law firm Hartmann Müller Partner, Zurich, as independent proxy for a term of one year, i.e. from the close of the 2015 ordinary General Meeting of Shareholders to the close of the next ordinary General Meeting of Shareholders.

B Explanations of the Board of Directors

Attorney-at-law Andreas G. Keller lic. iur. was elected as independent proxy at the 2014 AGM in accordance with Art. 8 of the Ordinance against Excessive Compensation with Respect to Listed Stock Corporations for a term of one year, i.e. from the close of the 2014 ordinary General Meeting of Shareholders to the close of the 2015 ordinary General Meeting of Shareholders. Pursuant to Art. 14a of the Articles of Association, he shall be re-elected by the AGM as independent proxy for a further term of one year. Attorney-at-law lic. iur. Andreas G. Keller confirmed to the Company that he possesses the required independence to fulfill his mandate. In case of the unavailability of Andreas G. Keller, the Board of Directors proposes the election of the attorney-at-law Dr. iur. Hans-Ulrich Schoch as independent proxy. Dr. iur. Hans-Ulrich Schoch also confirmed to the Company that he possesses the required independence to fulfill his mandate.

2014 Annual Report and Audiovisual Broadcast of the General Meeting of Shareholders

The 2014 Annual Report, the parent company's 2014 financial statements, the Group's 2014 consolidated financial statements, the 2014 Compensation Report, and the reports of the statutory auditors on the financial statements and consolidated financial statements will be available for inspection at the headquarters of the company, Paradeplatz 8, 8001 Zurich, from March 31, 2015. Shareholders may request to be sent a copy of the documentation available for inspection. This documentation may also be found on the internet at www.credit-suisse.com/annualreporting.

The General Meeting of Shareholders will be broadcast on the internet at www.credit-suisse.com on April 24, 2015.

Provisions on the Exercising and Representation of Voting Rights of Shareholders

Representation of shares is only possible if the proxy has a signed instruction from a shareholder. Shares for which there is no written power of attorney, or which are only covered by a general power of attorney without specific reference to this General Meeting of Shareholders, cannot be represented.

Only shareholders entered in the share register with voting rights as at April 21, 2015 will be entitled to vote.

Shareholders of Credit Suisse Group AG will find a form enclosed with this invitation that can be used as follows:

- (a) to order admission cards and voting documents, which they may use to attend the General Meeting in person or to designate another person as their proxy, or
- (b) to issue power of attorney and instructions to the independent proxy.

Shareholders are kindly requested to return their reply cards to Credit Suisse Group AG, Share Register, P.O. Box, 8070 Zurich, Switzerland, by Monday, April 13, 2015, at the latest, so their admission card and voting documents can be dispatched to them in good time. Admission cards and documents will be sent out from Tuesday, April 14, 2015.

Power of attorney and instructions for the **independent proxy** can be granted in writing using the form or electronically via the web service <https://gmanager.ch>. To grant power of attorney and issue instructions send the form or the admission card with voting material, in both cases with written voting instructions, to **lic. iur. Andreas G. Keller**, Attorney-at-law, P.O. Box, 8070 Zurich, Switzerland. To register, grant power of attorney, and issue instructions electronically, please refer to the quick reference guide with the access data that you received together with the Invitation to this General Meeting of Shareholders.

Electronic instructions and any changes to instructions issued electronically may be submitted until Tuesday, April 21, 2015. If a shareholder issues instructions both electronically and in writing, the latest issued instruction applies.

Zurich, March 20, 2015

For the Board of Directors

Urs Rohner
Chairman



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The General Meeting will be a "climate neutral" event; unavoidable greenhouse gas emissions generated by attendees travelling to and from the meeting, and energy consumption at the venue itself will be offset through the purchase of emission reduction certificates as part of the "Credit Suisse Cares for Climate" initiative.