

## Credit Suisse Group AG Annual General Meeting on April 26, 2019

You are entered in the Share Register of Credit Suisse Group AG and are therefore invited to attend in person or to be represented at the Annual General Meeting on April 26, 2019, at Hallenstadion, Wallisellenstrasse 45, 8050 Zurich-Oerlikon.

Number of shares registered in your name in the Share Register of Credit Suisse Group AG:

Shares only qualify for voting if entered in the Share Register on April 23, 2019.

## Personal Attendance, Proxy and Instructions

Please use the enclosed **authorization and instruction form** to request an admission card, to authorize and instruct a mandated proxy or the independent proxy.

## **Shareholder Portal**

ш

Alternatively, on the shareholder portal (www.gvmanager.ch/csg) you may order an admission card to the Annual General Meeting or you may provide voting instructions to the independent proxy electronically. Additionally, you can order and download company publications.

Shareholders who wish to use the shareholder portal, please use the enclosed login details (see instructions page).

Change of Address	Contact
Name/company:	For questions you are kindly requested to contact the Share Register:
Street and number:	Credit Suisse Group AG Share Register RXS 8070 Zurich Switzerland
Postcode and city:	+41 44 332 02 02
	share.register@credit-suisse.com

This form cannot be used as an admission card to the Credit Suisse Group AG Annual General Meeting.



Proxy and Instructions  I give authorization to represent my shares at the Annual General Meeting to:  my mandated proxy and therefore request the share register to send the admission card direction and the share first name of mandated proxy:  Address of mandated proxy:  the independent proxy, Mr. Andreas G. Keller, Attorney, P.O. Box, 8070 Zurich, and instructions as follows:  I. General Instruction (Please tick one box only)  Yes to the proposals of the Board of Directors  No to the proposals of the Board of Directors  Abstain from the proposals of the Board of Directors  Important: The general instruction applies to all proposals as set out in the invitation to the Andividual instructions that differ from this general instruction may be given for individual proposals.  II. Instruction for Additional and Amended Proposals  If, at the Annual General Meeting, shareholders or the Board of Directors put forward any ad amendments to proposals already set out in the published agenda or any proposals under Art Code of Obligations, I hereby authorize the independent proxy to vote on such proposals as fitem):  Ye  Proposals of Shareholders									
Proxy and Instructions  I give authorization to represent my shares at the Annual General Meeting to:  my mandated proxy and therefore request the share register to send the admission card did  Last name, first name of mandated proxy:  Address of mandated proxy, Mr. Andreas G. Keller, Attorney, P.O. Box, 8070 Zurich, and instructions as follows:  I. General Instruction (Please tick one box only)  Yes to the proposals of the Board of Directors  No to the proposals of the Board of Directors  Abstain from the proposals of the Board of Directors  Important: The general instruction applies to all proposals as set out in the invitation to the Andividual instructions that differ from this general instruction may be given for individual proposals in the section II. Instruction for Additional and Amended Proposals  If, at the Annual General Meeting, shareholders or the Board of Directors put forward any adamendments to proposals already set out in the published agenda or any proposals under Arcode of Obligations, I hereby authorize the independent proxy to vote on such proposals as fitem):  Yes Proposals of Shareholders									
I give authorization to represent my shares at the Annual General Meeting to:  my mandated proxy and therefore request the share register to send the admission card direction and the share of mandated proxy:  Address of mandated proxy:  Address of mandated proxy:  the independent proxy, Mr. Andreas G. Keller, Attorney, P.O. Box, 8070 Zurich, and instruction proposals as follows:  I. General Instruction (Please tick one box only)  Yes to the proposals of the Board of Directors  No to the proposals of the Board of Directors  Abstain from the proposals of the Board of Directors  Important: The general instruction applies to all proposals as set out in the invitation to the Andividual instructions that differ from this general instruction may be given for individual proposation II. on the back side). Individual instructions given under Section III. that differ from the Section II. shall prevail.  II. Instruction for Additional and Amended Proposals  If, at the Annual General Meeting, shareholders or the Board of Directors put forward any ad amendments to proposals already set out in the published agenda or any proposals under Art Code of Obligations, I hereby authorize the independent proxy to vote on such proposals as fitem):	I will personally attend the Annual General Meeting and therefore request an <b>admission card</b> in my name.								
my mandated proxy and therefore request the share register to send the admission card directions.  Last name, first name of mandated proxy:  Address of mandated proxy:  the independent proxy, Mr. Andreas G. Keller, Attorney, P.O. Box, 8070 Zurich, and instruction proposals as follows:  I. General Instruction (Please tick one box only)  Yes to the proposals of the Board of Directors  No to the proposals of the Board of Directors  Abstain from the proposals of the Board of Directors  Important: The general instruction applies to all proposals as set out in the invitation to the Andividual instructions that differ from this general instruction may be given for individual proposals in the back side). Individual instructions given under Section III. that differ from the Section I. shall prevail.  II. Instruction for Additional and Amended Proposals  If, at the Annual General Meeting, shareholders or the Board of Directors put forward any ad amendments to proposals already set out in the published agenda or any proposals under Art Code of Obligations, I hereby authorize the independent proxy to vote on such proposals as fitem):  Ye  Proposals of Shareholders									
Last name, first name of mandated proxy:  Address of mandated proxy:  the independent proxy, Mr. Andreas G. Keller, Attorney, P.O. Box, 8070 Zurich, and instruction proposals as follows:  I. General Instruction (Please tick one box only)  Yes to the proposals of the Board of Directors  No to the proposals of the Board of Directors  Abstain from the proposals of the Board of Directors  Important: The general instruction applies to all proposals as set out in the invitation to the Andividual instructions that differ from this general instruction may be given for individual proposals.  II. Instruction for Additional and Amended Proposals  If, at the Annual General Meeting, shareholders or the Board of Directors put forward any adamendments to proposals already set out in the published agenda or any proposals under Andicode of Obligations, I hereby authorize the independent proxy to vote on such proposals as item):	ve authorization to represent my shares at the Annual General Meeting to:								
Address of mandated proxy:  the independent proxy, Mr. Andreas G. Keller, Attorney, P.O. Box, 8070 Zurich, and instruction proposals as follows:  I. General Instruction (Please tick one box only)  Yes to the proposals of the Board of Directors  No to the proposals of the Board of Directors  Abstain from the proposals of the Board of Directors  Important: The general instruction applies to all proposals as set out in the invitation to the Andividual instructions that differ from this general instruction may be given for individual proposals.  II. Instruction for Additional and Amended Proposals  If, at the Annual General Meeting, shareholders or the Board of Directors put forward any adamendments to proposals already set out in the published agenda or any proposals under Andicode of Obligations, I hereby authorize the independent proxy to vote on such proposals as fitem):	my <b>mandated proxy</b> and therefore request the share register to send the admission card directly to that person.								
the independent proxy, Mr. Andreas G. Keller, Attorney, P.O. Box, 8070 Zurich, and instruproposals as follows:  I. General Instruction (Please tick one box only)  Yes to the proposals of the Board of Directors  No to the proposals of the Board of Directors  Abstain from the proposals of the Board of Directors  Important: The general instruction applies to all proposals as set out in the invitation to the Andividual instructions that differ from this general instruction may be given for individual proposals. Individual instructions given under Section III. that differ from the Section I. shall prevail.  II. Instruction for Additional and Amended Proposals  If, at the Annual General Meeting, shareholders or the Board of Directors put forward any adamendments to proposals already set out in the published agenda or any proposals under Andicode of Obligations, I hereby authorize the independent proxy to vote on such proposals as fitem):	Last name, first name of mandated proxy:								
I. General Instruction (Please tick one box only)  ☐ Yes to the proposals of the Board of Directors ☐ No to the proposals of the Board of Directors ☐ Abstain from the proposals of the Board of Directors ☐ Important: The general instruction applies to all proposals as set out in the invitation to the A Individual instructions that differ from this general instruction may be given for individual proposals. Individual instructions given under Section III. that differ from the Section I. shall prevail.  II. Instruction for Additional and Amended Proposals  If, at the Annual General Meeting, shareholders or the Board of Directors put forward any ad amendments to proposals already set out in the published agenda or any proposals under Art Code of Obligations, I hereby authorize the independent proxy to vote on such proposals as fitem):  Y  Proposals of Shareholders									
<ul> <li>Yes to the proposals of the Board of Directors</li> <li>No to the proposals of the Board of Directors</li> <li>Abstain from the proposals of the Board of Directors</li> <li>Important: The general instruction applies to all proposals as set out in the invitation to the Andividual instructions that differ from this general instruction may be given for individual proposals. Individual instructions given under Section III. that differ from the Section II. shall prevail.</li> <li>II. Instruction for Additional and Amended Proposals</li> <li>If, at the Annual General Meeting, shareholders or the Board of Directors put forward any ad amendments to proposals already set out in the published agenda or any proposals under Art Code of Obligations, I hereby authorize the independent proxy to vote on such proposals as fitem):</li> <li>Y</li> <li>Proposals of Shareholders</li> </ul>									
□ No to the proposals of the Board of Directors □ Abstain from the proposals of the Board of Directors  Important: The general instruction applies to all proposals as set out in the invitation to the A Individual instructions that differ from this general instruction may be given for individual proposals. Individual instructions given under Section III. that differ from the Section II. shall prevail.  II. Instruction for Additional and Amended Proposals  If, at the Annual General Meeting, shareholders or the Board of Directors put forward any ada amendments to proposals already set out in the published agenda or any proposals under Art Code of Obligations, I hereby authorize the independent proxy to vote on such proposals as fitem):  Y  Proposals of Shareholders									
□ No to the proposals of the Board of Directors □ Abstain from the proposals of the Board of Directors  Important: The general instruction applies to all proposals as set out in the invitation to the A Individual instructions that differ from this general instruction may be given for individual proposals Section III. on the back side). Individual instructions given under Section III. that differ from the Section I. shall prevail.  II. Instruction for Additional and Amended Proposals  If, at the Annual General Meeting, shareholders or the Board of Directors put forward any ada amendments to proposals already set out in the published agenda or any proposals under Art Code of Obligations, I hereby authorize the independent proxy to vote on such proposals as fitem):  Y  Proposals of Shareholders	☐ Yes to the proposals of the Board of Directors								
Important: The general instruction applies to all proposals as set out in the invitation to the A Individual instructions that differ from this general instruction may be given for individual proposals. Section III. on the back side). Individual instructions given under Section III. that differ from the Section I. shall prevail.  II. Instruction for Additional and Amended Proposals  If, at the Annual General Meeting, shareholders or the Board of Directors put forward any ada amendments to proposals already set out in the published agenda or any proposals under Art Code of Obligations, I hereby authorize the independent proxy to vote on such proposals as fitem):  Y  Proposals of Shareholders	☐ No to the proposals of the Board of Directors								
Individual instructions that differ from this general instruction may be given for individual presection III. on the back side). Individual instructions given under Section III. that differ from the Section I. shall prevail.  II. Instruction for Additional and Amended Proposals  If, at the Annual General Meeting, shareholders or the Board of Directors put forward any ad amendments to proposals already set out in the published agenda or any proposals under Art Code of Obligations, I hereby authorize the independent proxy to vote on such proposals as fitem):  Y  Proposals of Shareholders									
If, at the Annual General Meeting, shareholders or the Board of Directors put forward any ad amendments to proposals already set out in the published agenda or any proposals under Art Code of Obligations, I hereby authorize the independent proxy to vote on such proposals as fitem):  Y  Proposals of Shareholders	<b>Important:</b> The general instruction applies to all proposals as set out in the invitation to the Annual General Meeting. <b>Individual instructions</b> that differ from this general instruction may be given for individual proposals on the agenda (see Section III. on the <b>back side</b> ). Individual instructions given under Section III. that differ from the general instruction under Section I. shall prevail.								
amendments to proposals already set out in the published agenda or any proposals under Art Code of Obligations, I hereby authorize the independent proxy to vote on such proposals as fitem):  Y  Proposals of Shareholders									
Proposals of Shareholders	If, at the Annual General Meeting, shareholders or the Board of Directors put forward any additional proposals or amendments to proposals already set out in the published agenda or any proposals under Art. 700 Para. 3 of the Swiss Code of Obligations, I hereby authorize the independent proxy to vote on such proposals as follows (Please tick only one bitem):								
·	es	No	Abstair						
Proposals of the Board of Directors									
proxy appointment is only valid if this form is <u>duly signed</u> .									
Date Signature									

III.	Indiv	idual Instructions for the Independent Proxy	Please ti	ick only one	box per item
1.		Annual Report, the Parent Company's 2018 Financial Statements, oup's 2018 Consolidated Financial Statements, and the 2018 Compensation Report	Yes	No	Abstain
1.1	Consu	Itative Vote on the 2018 Compensation Report			
1.2		val of the 2018 Annual Report, the Parent Company's 2018 Financial nents, and the Group's 2018 Consolidated Financial Statements			
2.	Discha	arge of the Members of the Board of Directors and the Executive Board			
3.	Approp	oriation of Retained Earnings and Distribution Payable out of Capital Contribution Rese	erves		
3.1	Resolu	ition on the Appropriation of Retained Earnings			
3.2	Resolu	tion on the Distribution Payable out of Capital Contribution Reserves			
4.	Reduc	tion and Extension of Authorized Capital			
5.	Amend	dments to the Articles of Association			
5.1	Amend	dment of Art. 8 sec. 5, Deletion of Art. 28g and Art. 30 of the Articles of Association			
5.2	Amend	dment of Art. 10 para. 6 of the Articles of Association			
6. 6.1	Re-ele	ons of the Members of the Board of Directors and the Compensation Committee ction of the Chairman and Other Members of the Board of Directors and Election of Members			
	6.1.1	Re-election of Urs Rohner as Member and as Chairman of the Board of Directors			
	6.1.2	Re-election of Iris Bohnet			
	6.1.3	Re-election of Andreas Gottschling			
	6.1.4	Re-election of Alexander Gut			
	6.1.5	Re-election of Michael Klein			
	6.1.6	Re-election of Seraina Macia			
	6.1.7	Re-election of Kai S. Nargolwala			
	6.1.8	Re-election of Ana Paula Pessoa			
	6.1.9	Re-election of Joaquin J. Ribeiro			
		Re-election of Severin Schwan			
		Re-election of John Tiner			
		P. Election of Christian Gellerstad			
		B Election of Shan Li			
6.2		ction of the Members of the Compensation Committee and Election of New			
	6.2.1	Re-election of Iris Bohnet			
	6.2.2	Re-election of Kai S. Nargolwala			
	6.2.3	Election of Christian Gellerstad			
	6.2.4	Election of Michael Klein			
7. 7.1		val of the Compensation of the Board of Directors and the Executive Board val of the Compensation of the Board of Directors			
7.2	Approv	al of the Compensation of the Executive Board			
	7.2.1	Short-term Variable Incentive Compensation (STI)			
	7.2.2	Fixed Compensation			
	7.2.3	Long-term Variable Incentive Compensation (LTI)			
8.	Other	Elections			
8.1	Electio	n of the Independent Auditors			
8.2	Electio	n of the Special Auditors			
8.3	Electio	n of the Independent Proxy			П

Г

Please return this form in the enclosed envelope to:
- Andreas G. Keller, Attorney, P.O. Box, CH-8070 Zurich