



COMPENSATION POLICY OF “CREDIT SUISSE BANK (EUROPE), S.A.”

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The Compensation Policy outlined below is applicable to all compensations plans of “**CREDIT SUISSE BANK (EUROPE), S.A.**” (“**CS Bank**”) and of its consolidated subsidiaries. The Compensation Policy describes the mechanisms and procedures established by CS Bank to comply with the obligations established in Chapter V of Title I of the Law 10/2014 of 26 June 2014 on the regulation, supervision and solvency of credit institutions and its implementing regulations.

The Compensation Policy has been prepared by reference to the guidelines issued by the European Banking Authority (EBA) Guidelines on sound remuneration policies under Articles 74(3) and 75(2) of Directive 2013/36/EU and disclosures under Article 450 of Regulation (EU) No 575/2013.

For the purpose of this document:

- The term “**Board of Directors**” means the Board of Directors of CS Bank and/or of each of its consolidated subsidiaries.
- The term “**clawback**” means an arrangement under which the staff member has to return ownership of an amount of variable remuneration paid in the past, or which has already vested to the institution under certain conditions.
- The term “**compensation**” means all forms of fixed and variable remuneration and includes payments and benefits, monetary or non-monetary, awarded directly to staff by or on behalf of the CS Bank in exchange for professional services rendered by staff, carried interest payments within the meaning of Article 4(1)(d) of Directive 2011/61/EU8, and other payments made via methods and vehicles which, if they were not considered as remuneration, would lead to a circumvention of the remuneration requirements of Directive 2013/36/EU.
- The term “**Remuneration Committee**” means the Remuneration Committee of the Board of Directors of CS Bank.
- The term “**CS Group**”, means the group made of “**CREDIT SUISSE GROUP AG**”, its branches and its subsidiaries, including CS Bank.
- The term “**Identified Staff**” means the staff means staff whose professional activities have a material impact on the institution’s risk profile in accordance with the criteria set out in the Commission Delegated Regulation (EU) 604/201410.
- The term “**Instruments**” means those financial instruments or other contracts that fall within one of the two categories referred to in Article 94(1)(l) of Directive 2013/36/EU.
- The term “**staff**” comprises (i) all employees of CS Bank and its consolidated subsidiaries and (i) the members of its Board of Directors.
- The term “**vesting**” means the effect by which the staff becomes the legal owner of the variable remuneration awarded, independent of the instrument which is used for the payment or if the payment is subject to additional retention periods or clawback arrangements.

1. INTRODUCTION

As a global financial institution, the CS Group is dependent on highly-skilled individuals who specialize in a broad range of disciplines. CS Group's ability to implement a comprehensive human capital strategy to attract, retain, reward, and motivate such individuals is fundamental to CS Group's long-term success. Compensation is a key component of CS Group's human capital strategy, as CS Group implements its client-focused integrated business model strategy.

To take a leadership position in compensation policy and practice CS Group has elaborated a global policy on compensation (the "**Global Compensation Policy of CS Group**") which provides managers and employees a detailed description of our principles, structures and instruments, and the defined standards and processes relative to the development, implementation, management and governance of compensation. The Global Compensation Policy of CS Group is geared toward the following objectives:

- foster a performance culture based on merit that differentiates and rewards excellent performance, both in the short and long term, and recognizes CS Group's values;
- enabling CS Group to attract and retain employees, and motivate them to achieve results with integrity and fairness;
- balances the mix of fixed and variable compensation to appropriately reflect the value and responsibility of the role performed, and to influence appropriate behaviors and actions;
- promotes effective risk management practices that are aligned with the CS Group compliance and control culture;
- creating a culture that adheres to high conduct and ethical standards through a system of applying both malus and rewards;
- encouraging teamwork and collaboration across CS Group;
- achieving a balanced distribution of profitability between employees and shareholders over the long term, subject CS Group performance and market conditions;
- taking into account the long-term performance of CS Group, in order to create sustainable value for CS Group's shareholders; and

CS Group is committed to responsible compensation practices. The need to reward CS Group's employees fairly and competitively based on performance is balanced with the requirement to do so within the context of principled behavior and actions, particularly in the areas of risk, compliance, control, conduct and ethics. Compensation contributes to the achievement of CS Group's objectives in a way that does not encourage excessive risk-taking or the violation of applicable laws, guidelines, and regulations, taking into account the capital position and economic performance of CS Group over the long term.

The Global Compensation Policy of CS Group has been prepared by reference to compensation principles set out by the Swiss Financial Market Supervisory Authority (FINMA) and other regulators in locations where CS Group has operations, and it applies

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to all compensation plans of CREDIT SUISSE GROUP AG and its consolidated subsidiaries. Furthermore, the Global Compensation Policy of CS Group is in compliance with the Swiss Ordinance against Excessive Compensation with respect to Listed Stock Companies (VegüV) as well as other applicable national legislation and regulation.

The Global Compensation Policy of CS Group has served as the basis for elaborating CS Bank's Compensation Policy, which describes the specific mechanism and procedures established by CS Bank to comply with the remuneration related obligations contained in:

- Law 10/2014 of 26 June 2014 on the regulation, supervision and solvency of credit institutions and its implementing regulations ("**Law 10/2014**").
- Royal Decree 84/2015 of 13 February 2015 implementing Law 10/2014 of 26 June 2014 on the regulation, supervision and solvency of credit institutions ("**RD 84/2015**").
- EBA Guidelines on sound remuneration policies under Articles 74(3) and 75(2) of Directive 2013/36/EU and disclosures under Article 450 of Regulation (EU) No 575/2013 ("**EBA Remuneration Guidelines**").

The Compensation Policy set out in this document applies to all staff and to all compensation plans of CS Bank. Any and all variations from the CS Bank standard approach to compensation are covered by the Compensation Policy and must be approved by the Remuneration Committee. However, the application of the Compensation Policy varies for different categories of staff, particularly for members of the Board of Directors and other Identified Staff. All plans implemented under the Compensation Policy are subject to modification or termination at CS Bank's discretion at any time.

2. CS BANK'S COMPENSATION POLICY FRAMEWORK

The CS Bank's Compensation Policy Framework summarizes the key features of the Compensation Policy, and sets forth some fundamental principles to guide the management of CS Bank's policies, practices, and plans.

Vision:

Maintain a responsible, performance-based Compensation Policy that is aligned with the long-term interests of our employees and shareholders.

Goal:

Strike the right balance between meeting shareholders' expectations, paying our employees competitively, and responding appropriately to the legal and regulatory environment.

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Approach:

Figure 1

| CS Bank Approach | Guiding Principles |
|---|---|
| Governance | <ul style="list-style-type: none"> ▪ Clearly defined and documented governance procedures. ▪ Independent Remuneration Committee and committee advisors. ▪ Policies, processes and plans are clear, transparent, and auditable. ▪ The impact and performance of employees in roles that may expose CS Bank to significant risk is measured by the Risk Committee and Remuneration Committee. ▪ Mandatory shareholding requirements for Executive Board members. ▪ Compensation plans and overall compensation expenses approved by the Board of Directors. |
| Performance Alignment | <ul style="list-style-type: none"> ▪ Reward CS Bank annual performance measured relative to: <ol style="list-style-type: none"> 1. planned key performance indicators; 2. prior year performance; and 3. the performance of competitors. ▪ Aligned to business performance, including risk-related metrics. ▪ Recognize and reward cross-divisional collaboration. ▪ Award and differentiate compensation based on individual performance and contributions. ▪ Control function feedback taken into account. |
| Individual Compensation Determination | <ul style="list-style-type: none"> ▪ Total compensation approach. ▪ Facilitate competitiveness by paying market-informed, competitive compensation levels for comparable roles and experience, subject to performance. ▪ Promote meritocracy by recognizing individual performance, with a particular emphasis on contribution, risk management, ethics and control. ▪ Equal compensation opportunity. |
| Compensation Structure and Instruments | <ul style="list-style-type: none"> ▪ Provide the appropriate balance of fixed and variable compensation consistent with risk alignment and position, and role in CS Bank. ▪ Significant portion of variable compensation deferred and aligned with the long-term performance of Cs Bank and its divisions and in line with applicable regulations. ▪ Promote sound risk management practices, and in particular, do not create incentives to expose CS Bank to inappropriate risk. |

CS Bank is a Spanish credit institution with two business divisions:

- Global Markets (GM)
- Investment Banking & Capital Markets (IBCM)

CS Bank encourages collaboration between divisions. The two business divisions are supported by the global corporate functions, established a group level, which ensures

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effective business support, control, and supervision of business activities. For the purposes of the Compensation Policy, certain independent functions which are closely involved in the assessment and review of compensation are collectively referred to as the control functions including, but not limited to the Chief Risk Officer (CRO) function, Chief Compliance Officer (CCO) function, and Internal Audit, which reports directly to the Chair of the Audit Committee.

2.1. EQUAL COMPENSATION OPPORTUNITY

CS Bank does not tolerate any form of discrimination, in particular discrimination based on ethnicity, nationality, gender, sexual orientation, gender identity, religion, age, marital or family status, pregnancy, disability – or any other status that is protected by Spanish law. CS Bank encourages a safe and healthy work environment, free from discrimination, harassment and retaliation.

All aspects of CS Group's Equal Employment Opportunity and Dignity at Work Policy (GP-00024) apply equally to the compensation setting process of CS Bank.

All employment-related decisions, including decisions on compensation, are based on an individual's qualifications, performance and behavior, or other legitimate business considerations, such as (though not restricted to) the profitability of CS Bank or the division and department of the individual, and the strategic needs of CS Bank.

3. COMPENSATION GOVERNANCE

CS Bank's compensation governance practices, which are set out in this Policy, are part of the CS Banks's overall corporate governance structure. They should be read in conjunction with the CS Banks's other policies and guidelines that deal with the governance of the CS Bank.

The Compensation Policy has been prepared by reference to Law 10/2014, RD 84/2015 and the guidelines issued by the EBA.

3.1. RECOMMENDATION, REVIEW AND APPROVAL OF COMPENSATION PLANS

CS Bank has a policy of a clear separation of responsibilities between the recommendation, review and approval of compensation plans.

The Board of Directors is responsible for the implementation of the Compensation Policy as well as related rules and regulations. It also has overall responsibility for the approval of compensation plans and compensation expenses.

The Remuneration Committee is the supervisory and governing body for compensation policies and practices within CS Bank. It is made up of members of the board of directors who do not perform executive functions in the institution. At any point in time, at least one third of these members, and in any event the chair, shall be independent directors.

The Remuneration Committee is responsible for determining, reviewing and proposing compensation recommendations for Board of Directors approval. In particular, the Remuneration Committee informs the general remuneration policy for the members of the Board of Directors, general managers and similar officers, and the individual

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remuneration and other contractual conditions applicable to members of the Board of Directors who perform executive functions, and ensure the policy is complied with.

The Remuneration Committee has access to independent external compensation advisors who do not provide any services to CS Bank other than supporting the Board of Directors. The Remuneration Committee may also procure external legal advice.

The senior management of CS Bank is responsible for making recommendations based on performance and other sources of information, such as external market compensation benchmarking and trends.

3.2. IMPLEMENTATION OF THE COMPENSATION POLICY

The implementation of the Compensation Policy is the responsibility of all levels of management throughout the CS Bank. To assist with implementation, managers are provided with training and detailed guidance notes on implementation of the Compensation Policy. The Remuneration Committee – or Human Resources by delegated authority – may also issue location supplements, policy alerts and implementation rulings as and when required.

The Board of Directors ensures an annual review of the Compensation Policy and its implementation is reviewed at regular intervals. The review covers all plans implemented under the Compensation Policy.

3.3. INVOLVEMENT OF CONTROL FUNCTIONS IN THE COMPENSATION PROCESS

Risk and control considerations are an integral part of the performance assessment and compensation processes. CS Banks's approach to compensation includes a focus on risk and internal control matters and discourages excessive risk taking. CS Bank's control functions provide feedback to the Remuneration Committee on relevant breaches of the Group's internal policies or practices, including the Group's Code of Conduct and the Conduct and Ethics Standards. Internal Audit, as part of standard procedure, conduct regular reviews of compensation to ensure that Compensation Policy standards, external regulations, and guidelines are adhered to, and that processes for achieving and maintaining balanced incentive compensation arrangements are consistently followed. The Remuneration Committee takes into account feedback from the control functions in its annual review of CS Bank's performance.

3.4. INDEPENDENCE AND COMPETENCY OF CONTROL FUNCTIONS

To avoid potential conflicts of interest, the variable compensation pool for the control functions is only dependent on CS Group's overall performance as well as on function-specific quantitative and qualitative criteria. In addition, each control function reports to a global head for the function in question (established at a group level) rather than to CS Bank's.

The compensation of control functions is set at sufficient levels to ensure that competent and experienced professionals can be attracted and retained across business cycles.

3.5. COMPENSATION COMMUNICATION AND DISCLOSURE

An important objective of the Compensation Policy is to provide all relevant internal and external parties with appropriate information and transparency, thereby promoting a thorough understanding of CS Bank's compensation practices.

Details of compensation programs and plan awards are communicated to employees throughout the year. The CS Bank maintains an intranet site that sets out details of plan awards, including terms and conditions, vesting schedules and current values.

The CS Bank and CS Group provide extensive disclosure about compensation as part of the Annual Report. In addition, the CS Group communicates on the subject throughout the year by means of press releases, quarterly reports, or information on CS Group's website.

The Board of Directors of CREDIT SUISSE GROUP AG submits the annual Compensation Report to shareholders for a consultative vote at the Annual General Meeting (AGM).

Moreover, and in compliance with article 37 of Royal Decree 84/2015, CS Bank shall maintain on its website:

- A clear, comprehensible and comparable corporate governance information on its website that includes the manner in which it complies with its remuneration obligations. The Board of Directors is responsible for keeping the aforementioned information up to date at all times.
- Information on the remuneration accruing in each financial year to the members of the Board of Directors which must reflect the total remuneration accruing, with an individual breakdown by remuneration items. This information will contain all the remuneration items accruing, whatever their nature or the group entity paying them.
- Information on the results of the vote by the general assembly of shareholders, on the policy for the remuneration of members of the board of directors, pursuant to article 33.3 of Law 10/2014, stating the quorum existing, the total number of valid votes for and against, and the number of abstentions.

4. COMPENSATION STRUCTURE AND INSTRUMENTS

CS Bank takes a total compensation approach, based on two principle components: fixed compensation and variable compensation, including the portion of variable compensation that may be deferred. The objective is to have an appropriate balance between these elements. Compensation Instruments are designed to align long-term employee and share- and debtholder interests, and to deliver compensation that promotes sustainable value for the Group and its shareholders over time.

4.1. COMPENSATION STRUCTURE

The mix of fixed and variable compensation is designed to ensure that excessive risk-taking is not incentivized. The proportion of fixed to variable compensation varies from employee to employee depending on position and role within CS Bank.

Fixed Compensation

Fixed compensation, most commonly paid in the form of base salary, is based on the skills, qualifications and relevant experience of the individual, as well as the responsibilities required by the role and external market factors.

Fixed compensation may include role-based allowances and any other type of payments or benefits for staff which comply with the conditions for its award set out in section 7 of the EBA Remuneration Guidelines.

Variable Compensation

The level of variable compensation granted, referred to as a discretionary variable incentive award, is entirely at the discretion of CS Bank, and may be zero in cases of misconduct or substandard performance or other reasons or otherwise in the sole discretion of CS Bank. There is no entitlement, and there should be no employee expectation to receive a discretionary variable incentive award even if such or similar payments were made in previous years.

CS Bank makes decisions on variable compensation based on absolute and relative performance of CS Bank and its divisions, the performance of CS Group, as well as pre-agreed individual performance objectives of employees, non-financial performance indicators, market positioning, and a variety of other factors.

Variable compensation of the Identified Staff is subject to the '*bonus cap*' established in article 34.1 (g) of Law 10/2010, which mandates a maximum ratio of variable pay versus fixed compensation of 100%. However, and in accordance with the same article, the general assembly of shareholders of CS Bank may approve a higher maximum percentage, provided the variable component does not exceed 200% of the fixed component.

4.2. DEFERRED COMPENSATION

A substantial portion – and in any event at least 40% – of the variable compensation of the Identified Staff shall be deferred over a period of not less than three to five years and shall be correctly aligned with the nature of CS Bank's business, its risks and the activities of the member of staff in question.

Compensation payable to the Identified Staff under deferral arrangements shall vest no faster than on a prorata basis. In the case of a variable compensation component of a particularly high amount, at least 60% of the amount shall be deferred. The length of the deferral period shall be established bearing in mind the business cycle, the nature of the business, its risks and the activities of the member of staff in question.

The variable remuneration, including the deferred portion, shall be paid or vested only if it is sustainable according to the financial situation of CS Bank and CS Group as a whole, and justified on the basis of the performance of CS Bank and CS Group, the business unit and the individual concerned.

Without prejudice to the general principles of Spanish contract and labour law, the total variable remuneration shall be considerably reduced where the financial performance of CS Bank and/or CS Group is subdued or negative, taking into account both current

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remuneration and reductions in payouts of amounts previously earned, including through malus or clawback arrangements.

All deferred compensation awards granted contain malus provisions that enable CS Bank to reduce or cancel outstanding awards prior to settlement if employees engage in certain detrimental conduct.

In addition, all variable incentive compensation granted to staff are subject to clawback of deferred and non-deferred variable when they have contributed significantly to the subdued or negative financial performance and in cases of fraud or other conduct with intent or severe negligence which led to significant losses.

4.3. DEFERRED COMPENSATION INSTRUMENTS

In order to align the interests of shareholders and employees, the payment of a of a substantial portion – and in any event at least 50% – of any variable remuneration of Identified Staff, whether deferred or not, shall be set in the form of shares or performance share awards issued pursuant to the Credit Suisse Group AG Master Share Plan¹ (as amended, the “**Plan**”) and associated award certificates as well as other applicable plan documents.

For Identified Staff, a portion of deferred compensation is typically delivered as performance share awards that are subject to negative adjustment in the event of a divisional loss or negative return on equity of CS Bank. The proportion of the variable compensation in each deferred instrument is generally dependent on title and risk-taking status and may vary from year to year at the discretion of the Remuneration Committee.

CS Bank may also award a portion of the deferred compensation of Identifies Staff in the form of Contingent Capital Awards (CCAs), which have rights and risks similar to certain contingent capital instruments issued by CS Group in the market, such as high-trigger contingent convertible capital instruments.

There is a prohibition on all staff from entering into transactions to hedge the economic exposure tied to their long-term compensation prior to award vesting.

4.4. SPECIFIC COMPENSATION ARRANGEMENTS

Aside from the annual compensation review process, there are many compensation arrangements throughout the year. The most common relate to new hires or terminations, and may entail guaranteed minimum variable compensation, sign-on awards, buy-out arrangements, retention awards or termination payments.

Payments relating to the early termination of a contract shall reflect performance over time and shall not reward failure or misconduct. The Bank of Spain may define those cases that can lead to a reduction in the amount of the aforementioned payments relating to early termination.

¹ CS Group’s primary long-term incentive compensation plan

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Remuneration packages related to compensation or buy-outs from contracts in previous employment shall align with the long-term interests of CS Bank, duly including retention, deferral, performance and clawback arrangements.

The use of such arrangements may be justified under the circumstances, and if specific approvals (as per the CS Bank's approval grid) and rules have been applied. In the case of guaranteed compensation, if such an arrangement is necessary at the time of a new hire, the guarantee is limited to one year and may be linked to performance and conduct indicators. It is also CS Group's policy not to make multi-year guarantees. Guaranteed compensation arrangements to existing employees are strictly prohibited.

5. VARIABLE COMPENSATION POOL

The determination of CS Bank's annual variable compensation pool is performed at a group level as a unique variable compensation pool is determined by CREDIT SUISSE GROUP AG's Board of Directors for all the employees of CS Group (the "VCP").

The VPC aims to balance the distribution of CS Group's profits between shareholders and employees, and takes into account CS Group's financial performance as well as non-financial factors such as the achievement of strategic objectives, relative performance compared to peers, control, compliance, risk-related issues, market position and trends and any extraordinary events. See [Figure 2](#) for an overview of how VCPs are determined.

5.1. ACCRUAL OF VARIABLE COMPENSATION

Accrual of variable compensation occurs at CS Group as well as at the divisional level. It is based on sustainable, profit-based performance measures, which include an adjustment for the cost of capital. It is also subject to the achievement of non-financial objectives and values reflected in CS Group's Code of Conduct and Conduct & Ethics Standards, with particular emphasis on ethics, risk, compliance, and control. Moreover, final decisions about the size of the pools take into account the long-term capital position of CS Group, and the need to provide an appropriate return to shareholders. The Remuneration Committee of CREDIT SUISSE GROUP AG regularly reviews proposed accruals and related internal and external reports, and at its discretion makes adjustments, including negative adjustments, in determining its recommendations CREDIT SUISSE GROUP AG's Board of Directors for approval. An accrual at CS Group, at CS Bank, or at any other level does not create legal rights or entitlements for employees to be considered for, or to receive discretionary variable incentive awards.

5.2. DIVISIONAL ALLOCATION

The CS Group operates as an integrated Bank with five business divisions:

- Swiss Universal Bank (SUB)
- International Wealth Management (IWM)
- Asia Pacific (APAC)
- Global Markets (GM)
- Investment Banking & Capital Markets (IBCM)

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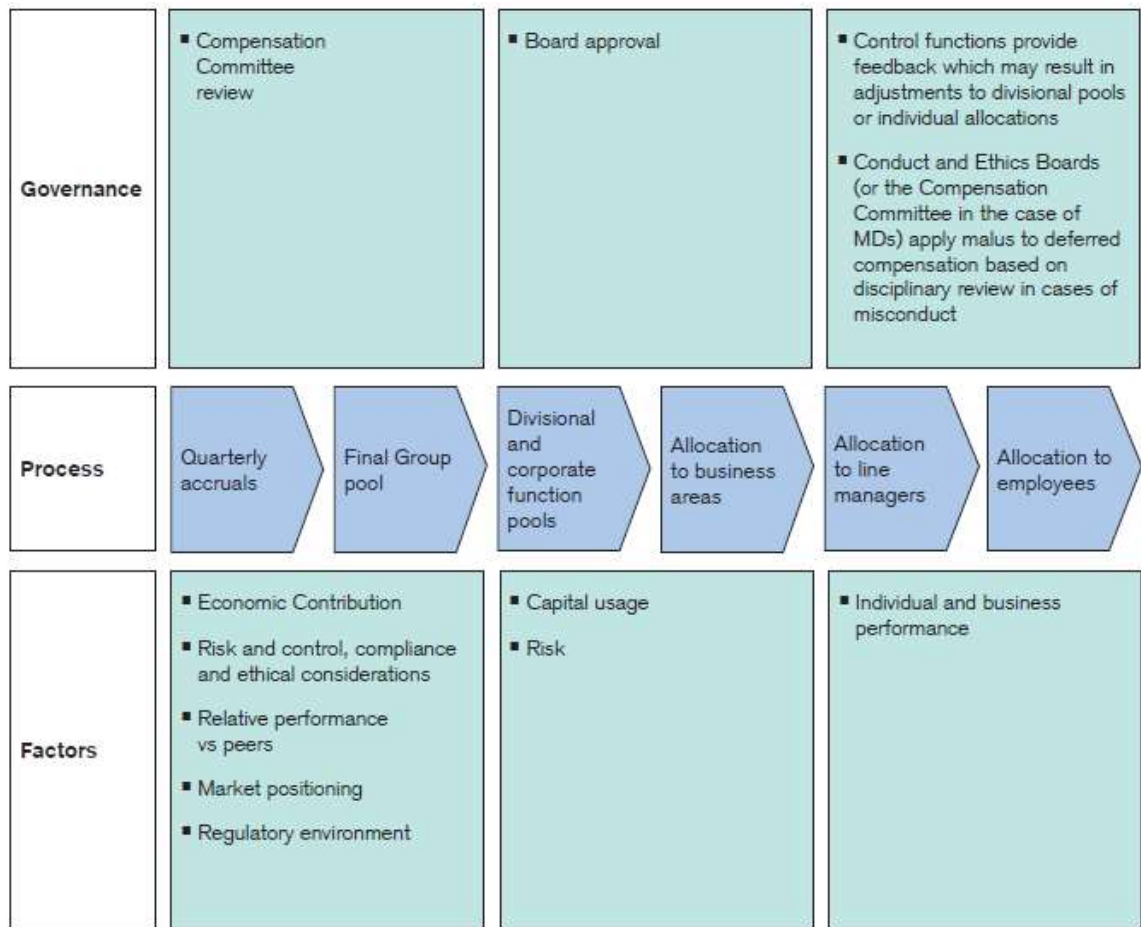
The allocation of variable compensation varies by division and the risk-adjusted performance of each division is factored in to an appropriate extent. Adjustments of divisional allocations are at the discretion of CREDIT SUISSE GROUP AG’s Board of Directors based on recommendations by the Remuneration Committee of CREDIT SUISSE GROUP AG and are influenced by the long-term strategic direction and objectives of the divisions.

CS Group typically uses an accrual approach that is reflective of risk adjusted divisional performance-based metrics, such as Economic Contribution (EC), and the performance of CS Group overall.

The variable compensation pool for the corporate functions is separate from the pools of revenue-generating divisions, and is based on function-specific criteria as well as the performance of CS Group as a whole and is not dependent on the performance of the specific business areas that corporate functions support or supervise.

Figure 2

Determination of Variable Incentive Compensation Pools



6. DETERMINATION OF DISCRETIONARY VARIABLE INCENTIVE AWARDS

The determination and allocation of discretionary variable incentive awards to employees out of a defined variable compensation pool is subject to a broad range of quantitative and qualitative assessment criteria – with particular emphasis on an individual’s performance, personal conduct, business conduct (including acting in the best interests of clients), responsibilities, position and role. It also takes into account applicable market compensation levels.

Regardless that the determination of the VCP is performed at a group level, the determination and granting of discretionary variable incentive awards is entirely at the CS Bank’s discretion.

CS Bank may at any time be entitled to amend the terms regarding granting, vesting and settlement of awards to comply with applicable law or regulatory requirements.

6.1. PERFORMANCE

CS Bank adopts a performance culture with a strong emphasis on disciplined risk management, ethics and compliance-centered behavior.

Allocation decisions are based on the performance of CS Group, CS Bank, the division, and the individual. To support this, CS Bank has a comprehensive performance management system based on two performance ratings: Contribution and Behaviors.

Contribution ratings are typically based on objective criteria, such as achieving budget targets, increasing market share, and successful completion of a project.

Behavior standards covering conduct and ethics, risk, and control form an integral part of the performance management system, and are embodied by six key standards that support CS Bank’s strategy and overall business vision: client focus; accountability, including ethics, risk, control and compliance; partner with clients, colleagues and other external parties; meritocracy; stakeholder management; and transparency.

Performance management systems are designed to foster teamwork and collaboration, as well as support a strong culture of conduct and ethical values and professional standards – embodied by the CS Group’s Code of Conduct and Conduct and Ethics Standards. All managers and employees are aware of the risk aspects of compensation, and how their behaviors are factored into discretionary variable incentive award recommendations.

6.2. IDENTIFIED STAFF

Identified Staff are subject to a heightened level of scrutiny over the alignment of their compensation with performance and risk considerations.

Additionally, employees’ specific roles and/or levels are considered in part with a view towards determining the potential of an individual (or group of individuals) to CS to inappropriately risk. Both financial risks – such as credit, market, and liquidity risks – and non-financial risks – such as compliance, legal, operational, and reputational risks – are considered.

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Pursuant to article 32.2 of the Law 10/2014 and Guideline 5 of EBA Remuneration Guidelines, CS bank should conduct annually a self-assessment in order to identify all staff categories that fall under the definition of Identified Staff. A list indicating said categories shall be submitted annually to the Bank of Spain and, in any event, whenever there have been significant changes.

CS Bank's annual self-assessment is based on the qualitative and quantitative criteria set out in the Commission Delegated Regulation (EU) No 604/2014 of 4 March 2014 supplementing Directive 2013/36/EU of the European Parliament and of the Council with regard to regulatory technical standards with respect to qualitative and appropriate quantitative criteria to identify categories of staff whose professional activities have a material impact on an institution's risk profile ("**Commission Delegated Regulation 604/2014**"). Staff that fall or are likely to fall under the qualitative criteria in article 3 of Commission Delegated Regulation 604/2014 for a period of at least three months in a financial year are treated as Identified Staff.

The documentation of CS Bank's annual self-assessment includes the following information:

- (i) the rationale underlying the self-assessment and the scope of its application;
- (ii) the approach used to assess the risks emerging from CS Bank's business strategy and activities;
- (iii) how staff are assessed;
- (iv) the role and responsibilities of CS Bank's corporate bodies and internal functions involved in the design, oversight, review and application of the self-assessment process;
- (v) the identification outcome.

The Remuneration Committee is in charge of keeping records of the identification process and its results and of assuring that CS Bank is able to demonstrate to the Bank of Spain how the Identified Staff have been identified according to both the qualitative and quantitative criteria provided for in Commission Delegated Regulation 604/2014 and any additional criteria that may be included in the future by CS Bank.

The documentation of CS Bank's annual self-assessment should at least include the number of Identified Staff including the number of Staff Identified for the first time, the job responsibilities and activities, the names or another unique identifier and the allocation within CS Bank of the Identified Staff to business areas and a comparison with the results of the previous year's self-assessment.

The documentation should also include staff members who have been identified under quantitative criteria, but whose professional activities are assessed as not having a material impact on CS Bank risk profile, in accordance with article 4 of Commission Delegated Regulation 604/2014. Those assessments should be properly documented, including the rationale underpinning the applied exclusions. CS Bank will maintain the referred documentation for at least ten years.

7. BOARD OF DIRECTORS COMPENSATION STRUCTURE

The office of director is not remunerated, save in the case of those board members appointed: (i) as managing directors or to whom the Board of Directors attributes executive functions by virtue of another title (the “**Executive Directors**”) (ii) as independent directors (the “**Independent Directors**”).

7.1. Remuneration of Executive Directors

Each Executive Director shall receive a remuneration made up of the following items, which shall be specified in their contract pursuant to the provisions of article 249 of the consolidated text of the Capital Companies Law, implemented by the Legislative Royal Decree 1/2010, of 2 July, (the “**Capital Companies Law**”) or any other legislation that may be applicable:

- (i) A fixed allowance in cash;
- (ii) Variable remuneration in cash depending on the degree of achievement of qualitative or quantitative targets;
- (iii) Variable remuneration consisting of the award of shares or deferred remuneration instruments the value of which may be linked to the price of the shares of CREDIT SUISSE GROUP AG, the profits of the different divisions of same or any other criteria established by CS Group, subject to the requirements established in the legislation in force from time to time. However, the application of this type of remuneration shall require a resolution of the shareholders’ meeting in all cases, stating the maximum number of shares or maximum value of the deferred remuneration instruments that may be allocated to this remuneration system in each fiscal year, which shall be compliant with the rules and limitations established in section 4 of the Compensation Policy.
- (iv) Pension plan contributions;
- (v) Death and disability insurance policy;
- (vi) Health insurance policy;
- (vii) Subsidy for redeployment to another position, in accordance with the policy applicable at the Company;
- (viii) Company car, in accordance with the policy applicable at the Company;
- (ix) Meal vouchers, cards or similar for the payment in kind of meals, in accordance with the policy applicable at the Company;
- (x) Potential severance for removal from office or termination of their relationship with the Company; and
- (xi) Additionally, supplements relating to their position and other remuneration in kind, in line with the general remuneration policies of the Company.

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The maximum overall annual remuneration for Executive Directors must be approved by the shareholders' meeting and shall remain in force until a modification is approved.

Unless otherwise determined by the shareholders' meeting, the distribution of the remuneration among the Executive Directors shall be established by a decision of the board of directors, which must take into account the functions and responsibilities assigned in any contracts entered into with them.

In all cases, the remuneration of the Executive Directors must be compliant with the Compensation Policy.

7.2. Remuneration of Independent Directors

Each Independent Director shall receive:

- (i) an annual fixed remuneration in cash for being a member of the Board of Directors and, additionally,
- (ii) (ii) a fixed annual allowance for being a member of any of the committees of the board of directors.

The maximum overall annual remuneration for Independent Directors must be approved by the shareholders' meeting and shall remain in force until a modification is approved.

The specific amount payable to each of the Independent Directors for being a member of the Board of Directors and for being a member of each of the committees shall be set on an annual basis by the Board of Directors, shall be the same amount for all Independent Directors and shall remain in force until a modification is approved.

In all cases, the remuneration of the Independent Directors must be compliant with the Compensation Policy.

7.3. Expenses

CS Bank must reimburse all members of the Board of Directors for all expenses that they may reasonably incur in the discharge of their duties and, in any case, in accordance with the expense policy approved by CS Bank or by CS Group.

8. COMPLIANCE WITH OTHER POLICIES AND CODE OF CONDUCT

This Compensation Policy is deemed to be compliant with all other policies of the CS Group, to the extent it relates to, or has an impact on, compensation. This includes policies such as:

- CM-10000 – Bank Compliance Manual
- GP-00012 – Escalation
- GP-00015 – General Principles of Effective Supervision
- GP-00024 – Equal Employment Opportunity and Dignity at Work
- GP-00057 – Equity Ownership
- GP-00363 – Employee Personal Account Trading
- GP-00103 – Reputational Risk
- GP-01058 – Disciplinary
- P-00135 – Discretionary Variable Incentive Award

Other documents, such as the Plan, the CS Group’s Remuneration Committee Charter and the Group’s Code of Conduct are relevant and form part of the Compensation Policy.

In the event of conflict between this and other policies, the Remuneration Committee will make a decision based on the best interests of all parties, taking into account legal considerations and other relevant factors.

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