

To the shareholders of
CREDIT SUISSE GROUP AG

Invitation to the Annual General Meeting of Shareholders

Friday, April 30, 2010, 10.30 a.m.

(doors open at 9.00 a.m.)

Hallenstadion, Wallisellenstrasse 45,
Zurich-Oerlikon

Agenda

1. Annual report, parent company's 2009 financial statements and Group's 2009 consolidated financial statements
 - 1.1 Presentation of the annual report, the parent company's 2009 financial statements, the Group's 2009 consolidated financial statements and the 2009 remuneration report
 - 1.2 Consultative vote on the 2009 remuneration report
 - 1.3 Approval of the annual report, the parent company's 2009 financial statements and the Group's 2009 consolidated financial statements
2. Discharge of the acts of the Members of the Board of Directors and Executive Board
3. Appropriation of retained earnings
4. Amendment of the Articles of Association in line with the new Swiss Federal Intermediated Securities Act
5. Elections
 - 5.1 Elections to the Board of Directors
 - 5.2 Election of the independent auditors
 - 5.3 Election of the special auditors

1. Annual report, parent company's 2009 financial statements and Group's 2009 consolidated financial statements

- 1.1 Presentation of the annual report, the parent company's 2009 financial statements, the Group's 2009 consolidated financial statements and the 2009 remuneration report
- 1.2 Consultative vote on the 2009 remuneration report

Board of Directors' recommendation

The Board of Directors recommends that the 2009 remuneration report contained in the Corporate Governance section of the annual report be approved.

- 1.3 Approval of the annual report, the parent company's 2009 financial statements and the Group's 2009 consolidated financial statements

Motion proposed by the Board of Directors

The Board of Directors proposes that the annual report, the parent company's 2009 financial statements and the Group's 2009 consolidated financial statements be approved.

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

Motion proposed by the Board of Directors

The Board of Directors proposes that the acts of the Members of the Board of Directors and the Executive Board during the 2009 financial year be discharged.

3. Appropriation of retained earnings

Motions proposed by the Board of Directors

The Board of Directors proposes that the retained earnings of CHF 3,041 million (comprising retained earnings brought forward from the previous year of CHF 2,498 million and net profit for 2009 of CHF 543 million) be allocated as follows:

- Distribution of a dividend of CHF 2.00 per registered share with a par value of CHF 0.04: CHF 2.00 gross per share, which, after deduction of Swiss federal withholding tax of 35% (= CHF 0.70), amounts to CHF 1.30 net against an order authorizing dividend payment.

- Balance to be carried forward (retained earnings minus dividend)

If the Board of Directors' motion for the appropriation of retained earnings is approved, the dividend for the 2009 financial year will be payable free of commissions from May 7, 2010, at all Swiss offices of Credit Suisse AG, Clariden Leu AG and Neue Aargauer Bank AG.

4. Amendment of the Articles of Association in line with the new Swiss Federal Intermediated Securities Act

A Motion proposed by the Board of Directors

The Board of Directors proposes amending the Articles of Association pursuant to section C below.

B Explanation by the Board of Directors

The Board of Directors proposes amending the Articles of Association in line with the new Swiss Federal Intermediated Securities Act (FISA) that came into effect on January 1, 2010. FISA creates a new legal basis for securities trading and increases legal certainty, especially at the international level. One of the central elements of the new law is the recognition of the constitutive legal effect of credit entries in a securities account. FISA thus also gives uncertificated (paperless) securities a clear legal status, which means that the provisions in the Articles of Association dealing with the deferred printing of securities can now be deleted.

In the wake of the proposed amendment to the Articles of Association, Credit Suisse Group AG's registered shares will be regarded as uncertificated stock and managed as intermediated securities. Shareholders can still request at any time that a certificate (but not a security) for the shares they hold be issued. The change affects the form but not the substance of the rules on transferring Credit Suisse Group AG shares.

This amendment to the Articles of Association follows the latest practice of Swiss listed companies. It is largely a technical legal change.

C Proposed amendments to the Articles of Association

existing version

Art. 3 Share capital

existing

Art. 3, Section 1

The fully paid-in share capital amounts to CHF 47,414,807.28 and is divided into 1,185,370,182 registered shares with a par value of CHF 0.04 each.

proposed **new** version

Art. 3 Share capital and shares

unchanged

Art. 3, Section 1

The fully paid-in share capital amounts to CHF 47,414,807.28 and is divided into 1,185,370,182 registered shares with a par value of CHF 0.04 each.

existing

Art. 3, Section 5

Upon a resolution being passed by the General Meeting of Shareholders, registered shares may be converted into bearer shares.

existing

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existing

Art. 3, Section 4

The Company recognizes only one representative for each share.

existing

Art. 3, Section 2

All share certificates shall bear the facsimile signatures of the Chairman or Chairwoman of the Board of Directors and one Member of the Board of Directors.

existing

Art. 3, Section 3

The Company may issue certificates representing more than one share each.

unchanged

Art. 3, Section 2

Upon a resolution being passed by the General Meeting of Shareholders, registered shares may be converted into bearer shares.

new

Art. 3, Section 3

The Company may issue its shares in the form of single certificates, global certificates or uncertificated securities. The Company may convert the shares it issued in one form into another form at any time and without the approval of shareholders. Shareholders have no right to demand that issued shares be converted into another form. Shareholders may, however, at any time request that the Company issue a certificate for the registered shares that they hold according to the Share Register.

unchanged

Art. 3, Section 4

The Company recognizes only one representative for each share.

new

deleted

new

deleted

Art. 4 Shares, Transfer of Shares and Share Register

existing

Art. 4, Section 1

The Company recognizes as a shareholder the person whose name is entered in the Share Register.

existing

Art. 4, Section 2

A person who has acquired registered shares will, upon application, be entered without limitation in the Share Register as having voting rights provided that he or she expressly states that he or she has acquired the shares concerned in his or her own name for his or her own account.

existing

Art. 4, Section 3

Any person not expressly stating in his or her application for registration that the shares concerned have been acquired for his or her own account (hereinafter “nominees”) may be entered for a maximum of 2% of the total outstanding share capital with voting rights in the Share Register. In excess of this limit, registered shares held by a nominee will only be granted voting rights if such nominee declares in writing that he or she is prepared to disclose the name, address and shareholding of any person for whose account he or she is holding 0.5% or more of the outstanding share capital. Art.10, Section 2 shall apply correspondingly to nominees who are related to one another through capital ownership or voting rights or have a common management or are otherwise interrelated.

Art. 4 Share Register and Transfer of Shares

unchanged

Art. 4, Section 1

The Company recognizes as a shareholder the person whose name is entered in the Share Register.

unchanged

Art. 4, Section 2

A person who has acquired registered shares will, upon application, be entered without limitation in the Share Register as having voting rights provided that he or she expressly states that he or she has acquired the shares concerned in his or her own name for his or her own account.

unchanged

Art. 4, Section 3

Any person not expressly stating in his or her application for registration that the shares concerned have been acquired for his or her own account (hereinafter “nominees”) may be entered for a maximum of 2% of the total outstanding share capital with voting rights in the Share Register. In excess of this limit, registered shares held by a nominee will only be granted voting rights if such nominee declares in writing that he or she is prepared to disclose the name, address and shareholding of any person for whose account he or she is holding 0.5% or more of the outstanding share capital. Art.10, Section 2 shall apply correspondingly to nominees who are related to one another through capital ownership or voting rights or have a common management or are otherwise interrelated.

existing

Art. 4, Section 9

All the above-mentioned restrictions regarding transfer also apply to the transfer of registered shares not physically represented by certificates.

existing

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existing

Art. 4, Section 4

The Board of Directors will issue the necessary directives to ensure that the aforementioned provisions are complied with.

existing

Art. 4, Section 5

This Article is subject to the mandatory provisions of Art. 685d, Section 3 of the Swiss Code of Obligations (CO).

existing

Art. 4, Section 6

In the case of registered shares, the Company may forego the printing and delivery of share certificates and, with the agreement of the owner of the shares, may cancel issued certificates when these are returned to the Company and not replace the same. Shareholders may request at any time, at no cost to them, the printing and delivery of certificates representing their registered shares, and the Company may at any time print certificates of registered shares not physically represented by certificates.

new

Art. 4, Section 4

The transfer restrictions apply regardless of the way and the form in which the registered shares are kept in the accounts, and regardless of the provisions applicable to transfers.

new

Art. 4, Section 5

The transfer of intermediated securities based on the Company's shares, and the pledging of these intermediated securities as collateral, shall be based on the provisions of the Swiss Federal Intermediated Securities Act. Transfers or pledging as collateral by means of written assignment are not permitted.

unchanged

Art. 4, Section 6

The Board of Directors will issue the necessary directives to ensure that the aforementioned provisions are complied with.

new

deleted

new

deleted

existing

Art. 4, Section 7

Registered shares not physically represented by certificates and the rights arising therefrom can only be transferred by assignment. Such assignment shall not be valid unless notice is given to the Company. Title to the certificate of the transferred share is passed on to the transferee through legal and valid assignment and does not need the explicit consent of the Company. The bank which handles the book entries of the assigned registered shares on behalf of the shareholders may be notified by the Company of the assignment.

new

deleted

existing

Art. 4, Section 8

Registered shares not physically represented by certificates and the financial rights arising from these shares may be pledged only to the bank which handles the book entries of such shares on behalf of the shareholder. The pledge must be made by means of a written pledge agreement. Notice to the Company is not required.

new

deleted

The claim to delivery of the certificate may be transferred to the bank accepting the pledge. Otherwise the pledging of registered shares is valid only when the assigned or endorsed share certificates are transferred in accordance with Art. 901, Section 2 of the Swiss Civil Code.

5. Elections

5.1 Elections to the Board of Directors

A Motions proposed by the Board of Directors

The Board of Directors proposes

- (a) that Noreen Doyle, Aziz R.D. Syriani, David W. Syz and Peter F. Weibel be re-elected to the Board of Directors for a term of three years as stipulated in the Articles of Association.
- (b) that Jassim Bin Hamad J. J. Al Thani and Robert H. Benmosche be elected to the Board of Directors for a term of three years as stipulated in the Articles of Association.

B Explanation by the Board of Directors

Noreen Doyle, Aziz R.D. Syriani, David W. Syz and Peter F. Weibel, whose terms as Members of the Board of Directors expire at the 2010 Annual General Meeting of Shareholders, are making themselves available for re-election. Jassim Bin Hamad J. J. Al Thani and Robert H. Benmosche are making themselves available for election. Ernst Tanner will step down from the Board of Directors as per the date of the Annual General Meeting of Shareholders.

- (a) Noreen Doyle has been a Member of the Board of Directors since 2004. From 2004 to 2007 she served on the Risk Committee and from 2007 to 2009 on the Audit Committee. Since 2009 she is again a Member of the Risk Committee.
- (b) Aziz R. D. Syriani has been a Member of the Board of Directors since 1998. He has been Chairman of the Compensation Committee since 2004 and a Member of the Chairman's and Governance Committee since 2003. From 2003 to 2007 he also served on the Audit Committee.
- (c) David W. Syz has been a Member of the Board of Directors since 2004 and of the Audit Committee since 2004.
- (d) Peter F. Weibel has been a Member of the Board of Directors and of the Chairman's and Governance Committee and Chairman of the Audit Committee since 2004.
- (e) Jassim Bin Hamad J. J. Al Thani is Chairman of the Board of Directors of Qatar Islamic Bank, QInvest, European Finance House, Al Zaman Islamic Insurance Co., and Q-RE LLC, and a Member of the Board of Directors of Qatar Navigation Company, Qatar Insurance Company, and ARCAPITA Bank.
- (f) Robert H. Benmosche is President and CEO of American International Group (AIG), New York. He was previously a Member of the Board of Directors of Credit Suisse Group AG from 2002 until 2009. He resigned from the Board of Directors in August 2009 as a result of his appointment at AIG. Changes in AIG's business have made it possible for him to rejoin the Board of Directors of Credit Suisse Group AG.

5.2 Election of the independent auditors

A Motion proposed by the Board of Directors

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

B Explanation by the Board of Directors

KPMG has confirmed to the Board of Directors' Audit Committee that it has the necessary independence to carry out the mandate and that it meets the requirements of independence stipulated by the US Securities and Exchange Commission (SEC).

5.3 Election of special auditors

A Motion proposed by the Board of Directors

The Board of Directors proposes that BDO Visura, Zurich, be elected as special auditors for a term of one year.

B Explanation by the Board of Directors

The rules of the US Securities and Exchange Commission (SEC) require that statutory auditors be independent. In the SEC's view, it is not admissible for the statutory auditors to undertake (among other things) the valuation of companies in connection with qualified capital increases involving contributions in kind. Accordingly, the Board of Directors proposes that BDO Visura be elected this year as special auditors to perform the special audits required in connection with any qualified capital increases (Art. 652f CO).

2009 business report and audiovisual broadcast of the Annual General Meeting of Shareholders

The 2009 business report, including the annual report, the parent company's 2009 financial statements, the Group's 2009 consolidated financial statements and the reports of the independent auditors of the parent company and the Group will be available for inspection from April 1, 2010, at the company's head office, Paradeplatz 8, CH-8001 Zurich. Shareholders may request a copy of these documents. All documents are also available on the Internet at www.credit-suisse.com/annualreporting.

On April 30, 2010, the Annual General Meeting of Shareholders will be transmitted live on the Internet at www.credit-suisse.com.

How shareholders can exercise their voting rights or appoint a proxy

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 Annual General Meeting of Shareholders, cannot be represented.

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

- (a) to order admission cards and voting documents, which they may use to attend the Annual General Meeting of Shareholders in person or to designate another person as their proxy, or
- (b) to designate Credit Suisse Group AG as their proxy, or
- (c) to designate the independent proxy as their proxy.

Shareholders are kindly requested to return their reply cards to Credit Suisse Group AG, Share Register, P.O. Box, CH-8070 Zurich, Switzerland by **April 20, 2010**, 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 April 21, 2010.

Shares only qualify for voting if entered in the Share Register with voting rights on April 27, 2010.

The **independent proxy** can be authorized and instructed by sending the reply card or the admission card and voting documents, in each case with written voting instructions, to **Andreas G. Keller**, Attorney, P.O. Box, CH-8070 Zurich, Switzerland, by no later than April 23, 2010.

If the independent proxy does not receive written voting instructions for some or all of the agenda items, he will vote in line with the proposals of the Board of Directors. Credit Suisse Group AG will only represent shareholders if they wish to approve the proposals of the Board of Directors. All instructions contrary to the proposals of the Board of Directors will be forwarded to the independent proxy.

Institutions subject to the Swiss Federal Law on Banks and Saving Banks, as well as professional asset managers, are obliged to inform Credit Suisse Group AG of the number and par value of the registered shares they represent.

Zurich, March 23, 2010

On behalf of the Board of Directors

Chairman
Hans-Ulrich Doerig

CREDIT SUISSE GROUP AG

Paradeplatz 8
P.O. Box
8070 Zurich
Switzerland

Tel. +41 44 212 1616
Fax +41 44 333 2587

www.credit-suisse.com

The General Meeting of Shareholders will be a "carbon-neutral" event. We will offset any unavoidable greenhouse gas emissions resulting from participants traveling to and from the event, and the energy consumption at the venue, by purchasing emission-reduction certificates as part of the Credit Suisse Cares for the Climate initiative.




Help for the hard of hearing

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



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