

To the Shareholders  
of Credit Suisse Group AG

# Invitation to the Extraordinary General Meeting of Shareholders

**Note:** Due to the COVID-19 pandemic, this event will be held without personal attendance of shareholders.

**Friday, October 1, 2021, 10:30 a.m.**  
Credit Suisse, Paradeplatz 8, 8001 Zurich



# Notice regarding the Extraordinary General Meeting of October 1, 2021

Dear Shareholders

On April 30, 2021, Credit Suisse Group AG held its Annual General Meeting. As a result of changes within our Board of Directors shortly prior to the Annual General Meeting, the Chair of the Audit Committee, Richard Meddings, took on the additional role of Chair of the Risk Committee on an *ad interim* basis. Following this, we immediately initiated a search process to identify suitable new candidates for the Risk Committee Chair role. On behalf of the entire Board of Directors, I am pleased to call this Extraordinary General Meeting to propose to you the election of two excellent candidates to our Board of Directors, Mr. Axel Lehmann and Mr. Juan Colombas, and the election of Mr. Juan Colombas as a member of the Compensation Committee. Subject to his election, the Board of Directors intends to appoint Mr. Axel Lehmann as the new Chair of the Risk Committee.

In light of the continuing exceptional circumstances due to the COVID-19 pandemic, this Extraordinary General Meeting will be held in accordance with Ordinance 3 of the Swiss Federal Council regarding measures on combatting the Coronavirus. The Board of Directors regrets that this event will therefore be held without the personal attendance of shareholders. We thank you for your understanding. Shareholders shall be represented exclusively by the independent proxy. All information and results will be published on our website at [credit-suisse.com/egm](https://www.credit-suisse.com/egm).

After assuming the role of the Chairman of the Board of Directors on May 1, 2021, the selection of one or more new candidates to contribute to the important work of the Board of Directors, including chairing the Risk Committee, has been a key priority for me. I am confident that with the election of Mr. Axel Lehmann and Mr. Juan Colombas, Credit Suisse will gain two highly qualified and experienced professionals. Thank you for your continued support.

Yours sincerely

Zurich, August 27, 2021

For the Board of Directors

António Horta-Osório  
Chairman

# Agenda

## 1. Elections to the Board of Directors and the Compensation Committee

The Board of Directors proposes the election of Mr. Axel Lehmann and Mr. Juan Colombas as new members of the Board of Directors and Mr. Juan Colombas as a new member of the Compensation committee.

The Board of Directors has determined both candidates standing for election to be independent under the Group's independence standards.

### 1.1 Election of Mr. Axel Lehmann as member of the Board of Directors

#### A Proposal of the Board of Directors

The Board of Directors proposes to elect Mr. Axel Lehmann as a new member of the Board of Directors for a term until the end of the next Annual General Meeting.

#### B Explanation of the Board of Directors

Axel Lehmann, born 1959, a Swiss citizen, is a seasoned financial services leader with a wealth of experience in risk management, operations and business leadership. He was most recently a member of the Group Executive Board of UBS Group AG, initially as Group Chief Operating Officer and then as President Personal & Corporate Banking and President UBS Switzerland, positions he stepped down from as of January 31, 2021. Between 2009 and 2015, Axel Lehmann served as a non-executive director and a member of the Risk Committee of UBS Group AG. During that time, he was the Chief Risk Officer and Regional Chairman for Europe, Middle East and Africa at Zurich Insurance Group. His career at Zurich Insurance Group spanned almost 20 years, nearly 14 of which were as a member of the Group Executive Committee in various roles. These include responsibility for the insurer's European and North America business, group IT and as Chief Risk Officer. Axel Lehmann currently holds mandates at several academic and non-profit institutions, including serving as an adjunct professor at the University of St. Gallen. He holds a PhD in Business Administration from the University of St. Gallen and is a graduate of the Advanced Management Program of the Wharton School, University of Pennsylvania, USA.

The Board of Directors intends to appoint Axel Lehmann, if elected, as Chair of the Risk Committee.

## **1.2 Election of Mr. Juan Colombas as member of the Board of Directors**

### A Proposal of the Board of Directors

The Board of Directors proposes to elect Mr. Juan Colombas as a new member of the Board of Directors for a term until the end of the next Annual General Meeting.

### B Explanation of the Board of Directors

Juan Colombas, born 1962, a Spanish citizen, has been a non-executive director and member of the Audit and Risk Committees at ING Group since 2020. He has extensive financial services industry experience with expertise in digital transformation, banking and risk management, and cyber security. His long experience as an executive in retail and commercial banking in the UK and Europe includes his recent position as Chief Operating Officer and previously Chief Risk Officer at Lloyds Banking Group spanning from 2011 to 2020. Prior to that, he spent 25 years with Santander Group where he was Executive Director and Chief Risk Officer of Santander's UK business from 2006 to 2010. Before becoming Chief Risk Officer, he held a number of senior risk, control and management roles at Santander Group. He holds a Bachelor of Science degree from the Madrid Polytechnic University, a financial management degree from ICADE, Madrid, and a Master in Business Administration from the Instituto de Empresa, Madrid.

## **1.3 Election of Mr. Juan Colombas as member of the Compensation Committee**

### A Proposal of the Board of Directors

The Board of Directors proposes to elect Mr. Juan Colombas as a new member of the Compensation Committee for a term until the end of the next Annual General Meeting.

### B Explanation of the Board of Directors

The Board of Directors has determined Juan Colombas to be independent under the Group's independence standards.

## Comments

### **Representation by the independent proxy**

To grant power of attorney and issue instructions to the independent proxy, shareholders can use the form enclosed with this invitation and send it to Law Office Keller Partnership, Independent Proxy, P.O. Box, 8010 Zurich, by Tuesday, September 28, 2021. We cannot guarantee that forms will be processed if they arrive at the independent proxy later than September 28, 2021.

### **Shareholder portal**

Alternatively, shareholders may use the shareholder portal at [www.gvmanager.ch/csg](http://www.gvmanager.ch/csg) to grant power of attorney and issue instructions to the independent proxy. Shareholders receive their personal access data together with the invitation to the Extraordinary General Meeting of Shareholders. The shareholder portal will be accessible until September 28, 2021; the access data will expire after this date. Shareholders who previously used the shareholder portal will receive only the access data. If a shareholder issues instructions both via the shareholder portal and in writing, the latest issued instruction applies.

### **Provisions on the exercise of voting rights**

Only shareholders entered in the share register with voting rights as of September 28, 2021, will be entitled to vote. In accordance with Art. 13 para. 1 of the Articles of Association, the resolutions by the shareholders require the approval of an absolute majority of the votes represented at the meeting. Abstentions have the same effect as no votes in terms of election results.

### **Publication of results**

The Extraordinary General Meeting will not be broadcast. The results of the Extraordinary General Meeting will be published by media release following the Extraordinary General Meeting and the minutes will be available on [credit-suisse.com/egm](http://credit-suisse.com/egm) subsequently thereafter.

### **Speech by the Chairman of the Board of Directors**

On October 1, 2021, the day of the Extraordinary General Meeting, from 10:30 a.m. (CET), a speech by Mr. António Horta-Osório, Chairman of the Board of Directors, addressing the shareholders will be available on [credit-suisse.com/egm](http://credit-suisse.com/egm).





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