

To the shareholders  
of CREDIT SUISSE GROUP

# INVITATION TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

Friday, April 25, 2008, 10.30 a.m.  
(doors open at 9.00 a.m.)  
Hallenstadion, Wallisellenstrasse 45,  
Zurich-Oerlikon

# AGENDA

1. Presentation and approval of the annual report, the parent company's 2007 financial statements and the Group's 2007 consolidated financial statements
2. Discharge of the acts of the Members of the Board of Directors and the Executive Board
3. Capital reduction owing to completion of the share buy back program
4. Resolution on the appropriation of retained earnings
5. Additional amendments to the articles of association
  - 5.1 Amendment of corporate name (legal form)
  - 5.2 Deletion of provisions concerning contributions in kind
6. Elections
  - 6.1 Elections to the Board of Directors
  - 6.2. Election of the parent company's independent auditors and the Group's independent auditors
  - 6.3 Election of special auditors

## 1. Presentation and approval of the annual report, the parent company's 2007 financial statements and the Group's 2007 consolidated financial statements

### Motion proposed by the Board of Directors

The Board of Directors proposes that the annual report, the parent company's 2007 financial statements and the Group's 2007 consolidated financial statements be approved.

## 2. Discharge of the acts of the Members of the Board of Directors and the 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 2007 financial year be discharged.

## 3. Capital reduction owing to completion of the share buy back program

### A Motions proposed by the Board of Directors

The Board of Directors proposes

- (a) that the share capital be reduced by CHF 1,988,000 from 46,498,485.60 to CHF 44,510,485.60 by canceling 49,700,000 shares with a par value of CHF 0.04 each, which were repurchased in the period from May 9, 2007 to February 29, 2008 pursuant to the share repurchase program approved by the General Meeting of Shareholders of May 4, 2007;
- (b) that it be acknowledged that, according to the special report of the auditors KPMG Klynveld Peat Marwick Goerdeler SA, obligees' claims are fully covered even after the share capital reduction as required by Art. 732 para. 2 CO;
- (c) that as of the date of the entry of the capital reduction in the Commercial Register, Art. 3 para. 1 of the articles of association be amended as follows:

#### Art. 3 para 1

##### Previous version

- 1 The fully paid-in share capital amounts to CHF 46,498,485.60 and it is divided into 1,162,462,140 fully paid-in registered shares with a par value of CHF 0.04 each.

##### Proposed new version

- 1 The fully paid-in share capital amounts to CHF 44,510,485.60 and it is divided into 1,112,762,140 fully paid-in registered shares with a par value of CHF 0.04 each.

### B Explanation by the Board of Directors

As part of a share repurchase program approved by the General Meeting of Shareholders of May 4, 2007 49,700,000 shares were repurchased via a second trading line on the stock exchange between May 9, 2007 and February 29, 2008 for subsequent cancellation. The total purchase price was CHF 4,123,393,719 corresponding to an average purchase price per share of CHF 82.97 (rounded).

The General Meeting of Shareholders is asked to approve the cancellation of the shares that are repurchased by February 29, 2008.

#### 4. Resolution on the appropriation of retained earnings

##### A Motion proposed by the Board of Directors

The Board of Directors proposes that the retained earnings of CHF 13,462,015,916 (comprising retained earnings brought forward from the previous year of CHF 11,734,444,891 and net profit for 2007 of CHF 1,727,571,025) be allocated as follows:

- Distribution of a dividend: CHF 2.50 per registered share with par value of CHF 0.04 each: CHF 2.50 gross per share, which, after deduction of Swiss federal withholding tax of 35% (= CHF 0.875), amounts to CHF 1.625 net against an order authorizing dividend payment.
- Transfer to free reserves: CHF 8 billion.
- Balance to be carried forward (retained earnings minus dividend and transfer to the reserves).

##### B Explanation by the Board of Directors

The company will not pay out a dividend on its own shares repurchased as part of the share repurchase program. If the Board of Directors' proposal for the appropriation of retained earnings is approved, the dividend for the 2007 financial year will be payable free of commissions from May 2, 2008 at all Swiss offices of Credit Suisse, Clariden Leu Ltd. and Neue Aargauer Bank AG.

#### 5. Additional amendments to the articles of association

##### 5.1 Amendment of corporate name (legal form)

##### A Motion proposed by the Board of Directors

The Board of Directors proposes that the corporate name Credit Suisse Group be changed to Credit Suisse Group AG (Credit Suisse Group SA) (Credit Suisse Group Ltd) and that article 1 be changed as follows:

###### Art. 1

###### Previous version

A stock corporation under the name Credit Suisse Group is established with its registered office in Zurich, Switzerland. Its duration is unlimited.

###### Proposed new version

A stock corporation under the name Credit Suisse Group AG (Credit Suisse Group SA) (Credit Suisse Group Ltd.) is established with its registered office in Zurich, Switzerland. Its duration is unlimited.

##### B Explanation by the Board of Directors

According to the revised Art. 950 of the Swiss Code of Obligations, the legal form must now be part of the corporate name.

##### 5.2 Deletion of provisions concerning contributions in kind

##### A Motion by the Board of Directors

The Board of Directors proposes to delete Art. 28c of the articles of association.

###### Art. 28c

###### previous version

In accordance with the agreement on non-cash capital contributions dated 8 December 1997, the Company has acquired from Credit Suisse First Boston, Zurich, 9,651,170 registered shares of the "Winterthur" Swiss Insurance Company, Winterthur, with a par value of CHF 20 each, and 35,694 rights to new registered shares resulting from the invalidation of the remaining

###### proposed new version

[Art. 28c deleted]

35,694 registered shares of the “Winterthur” Swiss Insurance Company (Articles 54 and 33, SESTA), with a total value and at a total price of CHF 1,414,282,140. Settlement has been effected by transfer to Credit Suisse First Boston of 70,714,107 fully paid-in registered shares of the Company with a par value of CHF 20 each. The issue price per share is CHF 20.

## **B Explanation by the Board of Directors**

Provisions concerning contributions in kind may be deleted by the General Meeting of Shareholders after ten years (Art. 628 para 4CO). The 1997 provisions relating to the acquisition of “Winterthur” Swiss Insurance Company have lapsed.

## **6. Elections**

### **6.1 Elections to the Board of Directors**

#### **A Motions proposed by the Board of Directors**

The Board of Directors proposes that Thomas W. Bechtler, Robert H. Benmosche, Peter Brabeck-Letmathe, Jean Lanier, Anton van Rossum and Ernst Tanner be re-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**

Thomas W. Bechtler, Robert H. Benmosche, Peter Brabeck-Letmathe, Jean Lanier, Anton van Rossum and Ernst Tanner, whose terms as members of the Board of Directors expire at the 2008 General Meeting of Shareholders, are making themselves available for re-election. Each re-election will be carried out individually.

Thomas W. Bechtler has been a member of the Board since 1994 and of the Compensation Committee since 2006. The Board has determined him to be independent under Credit Suisse's independence standards.

Robert H. Benmosche has been a member of the board since 2002 and of the Compensation Committee since 2003. The Board has determined him to be independent under Credit Suisse's independence standards.

Peter Brabeck-Letmathe has been a member of the Board since 1997. The Board has determined him to be independent under Credit Suisse's independence standards.

Jean Lanier has been a member of the Board and the Audit Committee since 2005. The Board has determined him to be independent under Credit Suisse's independence standards.

Anton van Rossum has been a member of the Board and the Compensation Committee since 2005. The Board has determined him to be independent under Credit Suisse's independence standards.

Ernst Tanner has been a member of the Board since 2002 and of the Risk Committee since 2003. The Board has determined him to be independent under Credit Suisse's independence standards.

## **6.2 Election of the parent company's independent auditors and the Group's independent auditors**

### **A Motion proposed by the Board of Directors**

The Board of Directors proposes that KPMG Klynveld Peat Marwick Goerdeler SA, Zurich, be re-elected as the independent auditors of the parent company and of the Group for a further term of one year.

### **B Explanation by the Board of Directors**

KPMG Klynveld Peat Marwick Goerdeler SA 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).

## **6.3 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 further term of one year in accordance with Art. 21 para 2 of the articles of association.

### **B Explanation by the Board of Directors**

The rules of the Securities and Exchange Commission (SEC) of the United States require that the 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 auditors to perform the special audits required in connection with any qualified capital increases (Art. 652f CO).

## **2007 Business Report and audiovisual broadcast of the General Meeting of Shareholders**

The 2007 Business Report, including the annual report, the parent company's 2007 financial statements, the Group's 2007 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, 2008, at the company's head office, Paradeplatz 8, CH-8001 Zurich. Shareholders may request a copy of these documents. All documents will also be available on the Internet at

**[www.credit-suisse.com/annualreport2007](http://www.credit-suisse.com/annualreport2007).**

On April 25, 2008 the General Meeting of Shareholders will be broadcast live over the Internet at [www.credit-suisse.com](http://www.credit-suisse.com).

## How shareholders can exercise their voting rights

Shareholders of Credit Suisse Group 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 General Meeting of Shareholders in person or to designate another person as their proxy, or
- (b) to designate Credit Suisse Group as their proxy, or
- (c) to designate the independent proxy as their proxy.

Shareholders are kindly requested to return the completed form to Credit Suisse Group, Share Register, P.O. Box, CH-8070 Zurich, Switzerland by **April 16, 2008**, so their admission cards and voting documents can be dispatched to them in good time. Cards and documents will be sent out from April 17, 2008.

The **independent proxy** can be designated and instructed by sending the form or the admission card and voting documents, in each case with written voting instructions, under separate cover to **Christoph Reinhardt**, Attorney, P.O. Box, CH-8070 Zurich, Switzerland, by no later than April 21, 2008.

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 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 of the number and par value of the registered shares they represent.

Zurich, March 19, 2008

On behalf of the Board of Directors  
Chairman  
Walter B. Kielholz

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