

MINUTES

2016 Annual General Meeting CREDIT SUISSE GROUP AG

Friday, April 29, 2016, 10:30 a.m. – 3:40 p.m., Hallenstadion, Zurich-Oerlikon

Urs Rohner, Chairman of the Board of Directors [**"BoD"**] of Credit Suisse Group AG [**"CSG"**], welcomed the shareholders present at the AGM and acted as chair pursuant to Art. 11 of the Articles of Association. He welcomed to the stage Tidjane Thiam, Chief Executive Officer [**"CEO"**]; Romeo Cerutti, General Counsel [**"GC"**]; David Mathers, Chief Financial Officer [**"CFO"**]; and Jo Oechslin, Chief Risk Officer [**"CRO"**]; Alexander Gossauer, notary public; and Pierre Schreiber, secretary of the BoD.

The **Chairman** stated that the Annual General Meeting [**"AGM"**] had been convened in due time and form by publication in the Swiss Official Gazette of Commerce (SOGC), no. 64, dated April 4, 2015. He also noted that shareholders had been given the opportunity to view the 2015 Annual Report, the 2015 financial statements, the 2015 consolidated financial statements, and the audit reports at the bank's headquarters pursuant to Art. 696, para. 1, of the Swiss Code of Obligations (SCO).

The BoD elected Pierre Schreiber as **secretary** for this AGM.

Andreas Keller, attorney-at-law, acted as an **independent proxy**. He was appointed pursuant to Section 8, para. 1, of the Swiss Federal Council's Ordinance against Excessive Compensation with Respect to Listed Stock Corporations [**"OAEC"**] at the last AGM until the conclusion of this AGM.

The **independent auditors**, KPMG AG, were represented by Anthony Anzevino, Mirko Liberto, and Simon Ryder.

Based on Art. 11, para. 2, of the company's Articles of Association, Arnold Huber (arbitrator), Anne E. Schlumberger, Valentin Bühler, and Dieter Hauser, were elected as **ballot counters** in an open ballot.

The **Chairman** informed the shareholders of other administrative provisions and issues. He then concluded that the AGM was correctly constituted and could therefore pass valid resolutions concerning all items on the agenda.

1 2015 Annual Report, Statutory and Consolidated Financial Statements for 2015

1.1 Presentation of 2015 Annual Report, the Statutory and Consolidated Financial Statements for 2015, and the 2015 Compensation Report

In his address, the **Chairman** reported (*Appendix 1*) on the strategic realignment that took place last fall as a result of fundamental changes in the financial industry. Since the financial crisis in 2008, Credit Suisse [**"CS"**] has massively strengthened its capital position at every level, at the same time substantially reducing its business risks. By contrast, the private banking and asset management businesses have been expanded significantly on a national and international scale. Parallel to the increase in capital, the key legacy issues from the time before the financial crisis, in particular the issue of cross-border tax issues with the US, were resolved. He added that, thanks to its new structure and new management, CS is prepared for a successful future. That goes especially for the digitalization of the banking business, an area where CS has proved its innovativeness in an impressive manner through numerous important initiatives. In conclusion, the Chairman commented on the key items of business to be decided on today.

The **CEO** began his speech (*Appendix 2*) by explaining the reasons for the development of the CSG stock price. He was confident that execution of the new strategy and good results would generate shareholder value once more. He explained the new strategy and the progress made. Afterwards he reported on the financial results for 2015 and the key factors impacting the 2015 fiscal year. In 2016, CS will focus on cutting its cost base, achieving profitable growth while complying with all legal regulations, and maintaining a strong capital position.

The secretary announced the number of **shares represented** as per Art. 689e of the SCO: There were 1,600 shareholders and shareholder representatives physically present in the hall. A total of 1,299,908,912 registered shares of CSG were directly or indirectly represented at this AGM.

A summary of the number of shares represented and the **results of all votes and elections** at this AGM can be found in *Appendix 3*.

Speeches were then made by the following:

1. Hans-Jacob Heitz

The **speaker** demanded that the individuals responsible for the impairment of DLJ's goodwill be held accountable. Furthermore, demands should be made for Brady Dougan to pay back part of the compensation already paid to him, and he should be denied any payment of a bonus for the 2015 fiscal year. Moreover, the speaker asked for detailed information about the expected costs of litigation, the partnership between the BoD and the ISS proxy advisor, and, finally, about what action the BoD plans to take to repair CS's tarnished reputation.

The **Chairman** explained that the impairment of DLJ's goodwill was not made arbitrarily but in accordance with applicable US GAAP accounting rules in close cooperation with independent auditors. CS has set aside provisions of CHF 1.6 billion for future expenses related to litigation. Furthermore, the company cannot rule out the possibility of additional expenses ranging between CHF 0 and CHF 2 billion resulting from litigation. Ultimately, the BoD will continue to practice the principles of transparency and openness as well as attempt to prove that the strategy it has put in place is the right one by showing positive performance for several quarters.

2. Dominique Biedermann

On behalf of Ethos, Swiss Foundation for Sustainable Development, the **speaker** expressed concerns about the future of CS based on the recent business and stock price performance. The main factors contributing to the poor operational performance were the massive impairment of DLJ's goodwill and the enormous litigation provisions. In addition, the company's equity capital is not sufficiently robust. The leverage ratio of currently 3.3% is below the minimum of 3.5% that CS is required to have in 2019. In view of the tense capital situation, he failed to understand the BoD's proposal to also pay out dividends in cash. He also called the compensation paid to the governing bodies exorbitant. Despite an annual loss of CHF 3 billion, they had received a significant pay raise. He said it was especially questionable that the CEO had been compensated with a "replacement award" of CHF 14.3 million without meeting any targets. The BoD's compensation was also one-third higher in 2015 than in the previous year. For that reason, the speaker recommended that the AGM vote against approving the BoD's actions, against the BoD's proposals regarding the dividend, and against all proposals made by the BoD concerning its compensation.

Regarding the capital base, the Chairman **emphasized that CS** not only has a robust capital base but also complies with every applicable regulatory requirement. There is no doubt that CS will also meet the regulatory minimum requirements regarding the leverage ratio on time. He added that the BoD had by no means received a thirty percent pay raise last year. Instead, as a result of the settlement pertaining to the cross-border tax problems with the US, the members of the BoD had waived a substantial part of the compensation to which they were entitled based on their proper understanding of corporate responsibility. The perfectly legal replacement award was given to the CEO as compensation for the loss of income from his former employer. The lack of performance criteria is offset by the fact that the CEO's compensation took the form of blocked shares of CSG, which were also subjected to the falling share price over the last few months.

3. Paul Corbit Brown

After extending compliments for the event's carbon neutrality and, as always, perfect organization, the **speaker** condemned CS for its continued involvement with the coal industry. CS does business with companies that mine coal using the extremely environmentally harmful method of mountaintop removal ["MTR"]. According to the speaker, each year his region of West Virginia alone records 4,000 deaths that can ultimately be traced back to MTR. The internal CS policy stating that transactions are allowed only with coal producers whose percentage of MTR, based on the company's overall activities, is low means nothing because no companies exist that conduct MTR as the primary activity. He added that CS needs to make the minimum requirement for transactions with companies doing MTR a lot stricter. In general, CS ought to withdraw completely from the coal industry as other banks have already done. It should also play a more active role in speeding up the financial industry's withdrawal from the coal sector.

In response to a question from the **Chairman**, the speaker explained that attempts to also solve the problem of MTR politically had been thus far unsuccessful but that he nevertheless considers it highly unethical for individuals to get rich from this kind of activity while the people directly affected suffer. The **CRO** then explained that the policy in question had in the meantime been made stricter. Now, transactions are permitted only with companies whose MTR activities do not exceed 5% of their total coal production.

4. Rudolf Meier

The **speaker**, representing Actares, the Association of Shareholders for Sustainable Business, supports the recent statement by the CEO that the bank needs to become more boring. Mountains of junk bonds appeared out of nowhere, but management claimed it knew nothing about them. The former management continuously ignored legacy issues in an obvious attempt to avoid putting their bonus entitlements at risk. Not only the chairmen of the Board of Directors and the Risk Committee but the entire risk management system as well had failed. However, no action has been taken, and no one has taken responsibility. The wrong system is still in place, providing the wrong incentives for bonus payments. The revamped compensation system still gives preference to senior management. That means the company will continue to pay out astronomical bonuses. The speaker said he failed to understand how management could have been paid such high bonuses despite negative business results. The voluntary waivers of compensation by the Chairman and the CEO were merely a farce and proof for the inadequacy of the system. Therefore, Actares recommends rejecting the BoD's proposals on agenda items 2, 3, and 4 in their entirety. Also when it comes to fighting climate change, the speaker did not give CS high marks. He doubts the seriousness of CS's grandiosely announced commitment to climate protection in view of its significant exposure to industry of non-renewable energies. In his opinion, that is simply greenwashing. CS's activity in the sector of non-renewable energies is also not included in CS's carbon footprint, with the flimsy argument that there are no reliable methods for computing it. According to a study by the federal government, investments by the Swiss financial industry are causing temperatures to increase by between 4° and 6° Celsius, with CS accounting for a substantial portion of that. His questions: Why did nobody resign as a consequence of the failure of the risk management system? When will CS disclose the amount of its exposure to non-renewable energies and release a climate balance sheet with all climate-related exposures? Is CS's current strategy actually trying to increase global temperatures by somewhere between 4° and 6° Celsius?

The **Chairman** responded by saying it was absurd to claim that CS was actually aiming at raising global temperatures by 4 to 6° Celsius. Since he was unfamiliar with the study, he was unable to comment on the statement about the Swiss financial industry contributing to global warming, but the quote in study did not seem accurate to him. He also said it was not accurate to say the BoD's Risk Committee and CS's entire risk management system had failed. Every risk-related function fulfilled its obligations and did its duty in a professional manner. The credit business is notorious for losses that occur at the end of a cycle, he said, adding that that was an inherent risk for institutions in the business of lending. As a result of the new strategy, however, certain business areas have been eliminated, thereby reducing the tolerance to volatility in order to generate more stable earnings streams. In conclusion, he mentioned that the company was looking into the possibility of determining and disclosing the volume of financing going to non-renewable energies. The **CRO** then assured the attendees that CS was pursuing the goals laid out in the UN Climate Change Conference in Paris and also wanted to play an active role in achieving them. With a current global energy mix of approximately 30% coal and 40% petroleum, it would be irresponsible of CCSS to completely ignore the coal and oil industries. CS, however, does support efforts aimed at transitioning to more climate-friendly use of energy at many levels. There is no way to predict yet when exactly a complete climate balance sheet would be prepared at CS.

5. Ernst W. Schmid

The **speaker** criticized the system of compensation, which had given management excessive performance-based bonuses despite a huge annual loss. He considered it especially dubious that the CEO had received a bonus that he did not earn. Payments of that kind promote a cult of personality and are contradictory to the principle of performance-based compensation. The speaker also opined that the share of cash in the variable compensation was too high. The downward adjustments and bonus thresholds in the event that a division incurs a loss are far too generous. If a division loses money, the entitlement needs to be lowered drastically. No bonuses at all should be paid out if the overall loss is more than CHF 2 billion.

The **Chairman** explained the performance-based pay components to the speaker and corrected him on some issues, in particular, that the CEO had not received a bonus. Instead, the payment was compensation for his going without income he had already earned from his former employer. Furthermore, those members of the Executive Board who already sat on the board in 2014 had earned comparatively less in 2015.

6. Thomas Minder

The **speaker** also complained about the bonuses, which had been awarded to the governing bodies in spite of the enormous annual loss. Yet, no one feels responsible for the loss itself. He asked the AGM to send a clear signal and refuse to approve the actions of the bodies responsible. The speaker called it a mockery to pay the BoD and management such sizable bonuses in view of the tremendous loss. He said the signing bonus paid to the CEO, already the subject of much discussion, was unconstitutional and that the purported compatibility with the OAEC was simple nitpicking. The management of CS had failed to understand the clear signals and is only risking a need for further action, for instance in the form of additional sanctions. So, instead of constantly blaming the macroeconomic circumstances, he said, senior management should set a good example whenever possible and forgo any bonuses. His specific question was how much of a bonus had been paid to the former CEO, Brady Dougan, in 2015 and whether he had also been given a severance package.

The **Chairman** explained that the OAEC does allow signing bonuses to be paid as compensation for income already earned from a former employer. The bonus paid to Brady Dougan was given as part of the overall compensation given to the Executive Board and is contained in the Annual Report. The company is only required to disclose the compensation paid to its highest-paid member of the Executive Board. However, that person was not Brady Dougan. In conclusion, the Chairman stated that Brady Dougan had, of course, not received a severance package.

7. Hermann Struchen

The **speaker** expressed his disappointment about the performance of the share price since the extraordinary AGM in November 2015. The share price at around CHF 25 at the time entitled shareholders with sufficient subscription rights to purchase shares for CHF 18. Since then, however, the share price has fallen far below the subscription price at the time. In his opinion, compensation of over CHF 1 million per year represents legalized theft anyway. He also criticized the planned job cuts. However, he hopes that good solutions can be found for those affected.

The **Chairman** was confident that achieving the strategic objectives and positive results will be accompanied by a rise in the stock price. He said job cuts were essential in places where certain business lines had to be resized or abandoned due to the changes in strategy. The company will try to achieve the reduction primarily through natural fluctuation. In all other cases, the company will find socially acceptable solutions.

8. Roger Rosenbaum

The **speaker** was unhappy with the business results, the compensation system, and the share performance. For example, the *Neue Zürcher Zeitung* indicated in a recent article that, if things did not improve soon, even those key shareholders who are still loyal might get upset with the constant failure to turn a profit and sell their shares, which would have unforeseeable consequences for CS.

The **Chairman** assured the speaker that he and all other members of senior management were doing everything in their power to bring CS back into the black.

9. Urs Troxler

The **speaker** wanted to know whether CS had already taken legal recourse against those employees who were responsible for the heavy fines and whether the possibility of filing a claim against the auditor was also being examined.

The **Chairman** assured the speaker that CS pursues all forms of legal recourse once they have been identified. However, there is no basis for potential claims against the auditor, KPMG AG.

10. Richard Fischer

The **speaker** demanded greater humility from the top managers when it comes to their compensation and increased flexibility when extending loans to SMEs. He finds it unacceptable for management to receive exorbitant bonuses while the company denies a loan application for a children's gymnasium in Oftringen. The practice of dishing out bonuses at CS is highway robbery. For that reason, every proposal concerning compensation should be rejected. Instead, he called on the management bodies to return to Swiss values more often.

The **Chairman** acknowledged the criticism. Referring to the example involving Oftringen cited by the speaker, the Chairman explained that CS is forced to turn down loan credit applications if the requirements for receiving a loan are not met.

11. Charles Guggenheim, Kilchberg

The **speaker** deems the current system of voting on compensation impractical. Votes on the mere amount should only be held to determine only the fixed compensation. Regarding the variable compensation, however, votes should be made on the performance criteria. Then, in the event of any regulatory fines imposed on the company, the deferred salary components for the BoD, Executive Board [**ExB**], and the responsible employees should be used first to pay the fines. In addition, the fixed compensation of the BoD members should be cut by 50%, and compensation of the ExB members and the responsible employees should be cut by the amount that exceeds CHF 1 million. The speaker suggested the Chairman discuss that with the BoD and report on the results at the next regular AGM. From now on, compensation should be paid only in proportion to the profits earned. That will help create a future characterized by morals and decency. With regard to how the capitalization is calculated, the speaker said in conclusion he viewed the Basel III regime as outdated. The only valid ratio for assessing the quality of a company's capital base is determined by taking the actual capital *without* goodwill and comparing it to the balance sheet. In any case, he strongly advised the company to increase its equity capital so it will be adequately prepared for the next crisis.

The **Chairman** assured the speaker that his proposals would be given serious consideration. On the subject of the capital base, he pointed out to the speaker that the company had over CHF 60 billion in loss-absorbing capital, including the so-called bail-in bonds. The common equity alone, which does not include goodwill, was CHF 32.8 billion as of the end of 2015. That is many times what the company had in equity *before* the financial crisis began.

12. Werner Kallenberger

The **speaker** was disturbed by the noncommittal nature of the statements in the Annual Report and at this AGM. He regrets the dominant influence of the major shareholders – though that is admittedly a result of the system. In the interest of serious corporate responsibility, he also feels it would be desirable to have the questions from the speakers at the AGM printed in the Corporate Responsibility Report. The questions he asked were as follows: Is it permissible to designate the English version of the Annual Report as the legally binding version? What is the total volume of loans extended for 2015, and how much of that has been paid back already? What would implementation of the sovereign money initiative mean for banks in general? In light of its thin capital base, how does CS intend to cover the 30 fundamental risks listed in the Annual Report without aid from the government in the event of a crisis? Why does CS want to save money on personnel of all things? What significance does blockchain technology have at CS?

The **Chairman** confirmed that it is permissible to declare the English version of the Annual Report to be binding. The consequences that implementing the sovereign money initiative would have on banks cannot yet be fully predicted. As already emphasized numerous times during this AGM, he regards CS's current capital base as sufficiently robust to weather even another global financial crisis. The reasons for the announced job cuts have already been explained. The subject of blockchain technology, he said, was also important to CS, and a team of specialists has even been created to work on it. The **CFO** added in conclusion that according to the Annual Report (page 169 of the English version), the loans and irrevocable loan commitments in 2015 totaled CHF 411 billion. However, the company does not disclose any details on the amounts that have been repaid.

13. Christian Hänggi

The **speaker** was appalled at the compensation report and complained that senior management had learned no lessons from the past. As verified by renowned economic experts, variable components of compensation are mainly responsible for corruption and a self-service mentality in private sector companies. For that reason, he demanded a compensation system in which the variable compensation does not exceed 5% of the fixed compensation.

The **Chairman** assured the speaker that the BoD had taken a very close look at compensation systems and, above all, incentives for bonuses and would deal with the issue in the future to create an appropriate framework for compensation.

14. Alexander Eysink

The **speaker** was speechless at the proposal to pay the Executive Board CHF 34 million in bonuses for the past, poor business year. The proposal should be rejected and distributed as an additional dividend instead. The speaker said he was also convinced that the announced savings targets for the period up to 2018 cannot be met simply due to the possibility of additional fines being levied by the US. He concluded by calling for the speakers' remarks to be translated into French and English. It would also be helpful to have a glossary explaining the technical terms used that could be handed out to the shareholders.

The **Chairman** explained to the speaker why he believed the announced savings targets for the period until 2018 could be met, and he confirmed that the speakers' remarks at this AGM were indeed being translated into French and English.

15. Ulf Dahlmann

The **speaker** was worried about the growth of new assets and asked about new asset development in the first quarter of 2016. He continued, criticizing the depreciation method for DLJ's goodwill and demanding that the results for the next year be presented without adjusting for goodwill. Furthermore, CS is also behind its competitors in terms of its cost/income ratio. With regard to the short-term variable compensation components, he considers the performance criteria too generous. Moreover, he said, the Chairman's waiver of approximately CHF 1.5 million, though laudable, was made only at the expense of his equity component. In this context, he would like some information about the CEO's holdings. Continuing a subject addressed by the previous speaker, he, too, called on the BoD and management to take responsibility, thereby preventing further intervention by regulators and legislators. In conclusion, he urged that KPMG AG be replaced. After all, they had been serving as CSG's independent auditors for 25 years already.

On the subject of net new asset growth in the first quarter, the **Chairman** referred to the quarterly report to be published on May 10, 2016. However, the public was informed of the positive inflow of new funds for the first quarter as early as the beginning of March. The cost/income ratio fell within the target range for most business areas, and effective measures have been taken to correct the situation in the remaining areas. The Chairman explained that the waiver of compensation at the expense of his equity component had to do with the structure of his compensation. After all, when the capital increase was carried out at the end of last year, he exercised all of his subscription rights. As indicated on page 242 of the English version of the Annual Report, the CEO has been awarded over 677,000 shares. As for the independent auditor, the problem for CS is that there are not many options available given the limited number of suitable auditors. However, there are in fact plans to rotate independent auditors over the next few years.

16. Ingeborg Girsberg

The **speaker** expressed regret for the developments in the CSG share price, which made up a significant portion of her retirement assets. Concerning the CEO, she asked how many employees lost their jobs to pay for him and whether there were no suitable candidates available from Switzerland. She continued her question by asking whether the CEO and his predecessor, who are not natives of Switzerland, could even run a company characterized so heavily by Swiss culture as CS is without finding themselves in a conflict of interest. At the end of her speech, speaking as a client of the bank, she complained about the confusing mountain of paper documents and intolerable fees, as a result of which she will now be terminating her relationship as a client of CS.

The **Chairman** assured the speaker that, of course, no employees were let go just because the CEO had been hired. As already mentioned, the job cuts were made necessary by the change in strategy and the associated reduction of certain business lines. Furthermore, when the CEO was being evaluated, it was simply a matter of finding the best candidate regardless of his nationality. The bureaucratic red tape that drew the speaker's ire, he explained, was a consequence of stricter regulatory requirements. He said he was optimistic that the problem would be mitigated in the near future with the use of digital solutions.

1.2 Consultative Vote on the 2015 Compensation Report

The BoD recommended that the AGM approve the 2015 Compensation Report.

The AGM approved the 2015 Compensation Report with the following proportions of votes:

• In favor:	1,031,177,430	(79.39%)
• Against:	232,962,925	(17.94%)
• Abstained:	34,652,348	(2.67%)

The **Chairman** was pleased with the results, which were a significant improvement over those of last year. He assured the AGM that the BoD would continue to report on the company's compensation system in a transparent and comprehensible manner in the future and to submit the Compensation Report to the shareholders for a consultative vote.

1.3 Approval of the 2015 Annual Report, the Statutory Financial Statements for 2015, and the 2015 Consolidated Financial Statements

The Board of Directors proposed that the AGM approve the 2015 annual report, the statutory financial statements for 2015, and the 2015 consolidated financial statements.

The AGM approved the 2015 annual report, the statutory financial statements for 2015, and the 2015 consolidated financial statements with the following proportions of votes:

• In favor:	1,231,194,286	(94.81%)
• Against:	64,685,747	(4.98%)
• Abstained:	2,770,062	(0.21%)

2 Discharge of the Actions of the Members of the Board of Directors and the Executive Board

The BoD asked the AGM to grant approval to the members of the BoD and the Executive Board for the 2015 financial year.

The **Chairman** informed the shareholders that, pursuant to Art. 695 of the SCO, anyone who had been involved in managing CSG in any way during the period under review was not entitled to vote.

The AGM collectively granted approval to the members of the BoD and the Executive Board for the 2015 financial year with the following proportions of votes:

• In favor:	1,120,453,828	(86.37%)
• Against:	135,757,628	(10.46%)
• Abstained:	41,146,667	(3.17%)

3 Appropriation of Retained Earnings and Distribution against Reserves from Capital Contributions

3.1 Resolution on the Appropriation of Retained Earnings

3.2 Resolution on the Distribution against Reserves from Capital Contributions

The BoD proposed, under agenda item 3.1, that the AGM carry forward the available retained earnings of CHF 5,344 million, consisting of the total amount of CHF 5,220 million carried forward from the previous year and the net profit of CHF 124 million from 2015. The BoD proposed, under agenda item 3.2, a distribution against reserves from capital contributions of CHF 0.70 per registered share, either in shares ["scrip dividend"] or cash or a combination thereof at the discretion of the shareholders.

The **Chairman** stressed the benefits of distribution against reserves from capital contributions as opposed to conventional distribution from business profits. Distribution against reserves from capital contributions is not subject to withholding tax and is also generally exempt from income tax for persons domiciled in Switzerland.

The **Chairman** informed the shareholders that there would be no distribution if the AGM does not agree to the proposed increase in authorized capital as per agenda item 5.1.

The **Chairman** concluded by noting that CSG, as in previous years, would today also forgo distribution against reserves from capital contributions on the treasury shares held at the time of distribution.

Speeches were then made by the following:

17. Hermann Struchen

First, the **speaker** asked about the remaining balance of reserves from capital contributions. Then, he asked whether Uetlihof and the Griederhaus at Paradeplatz had indeed been sold.

The **CFO** referred to page 415 of the Annual Report (English version), which states that there would remain a balance of CHF 21,730 million in reserves from capital contributions after the distribution being proposed today. The **Chairman** also confirmed the sales of the properties mentioned. The transaction involving Uetlihof was a sale and lease-back granting CS exclusive use of the property for another 100 years.

18. Hans-Jacob Heitz

For the purpose of further strengthening the company's capital base, the **speaker** encouraged the shareholders to opt for distribution in shares at the appropriate time.

The AGM approved the BoD's proposal concerning the appropriation of retained earnings, as per agenda item 3.1, with the following proportions of votes:

• In favor:	1,289,337,451	(99.29%)
• Against:	7,309,645	(0.56%)
• Abstained:	1,922,448	(0.15%)

The AGM then approved the BoD's proposal concerning the distribution against reserves from capital contributions, as per agenda item 3.2, with the following proportions of votes:

• In favor:	1,256,573,909	(96.76%)
• Against:	40,197,946	(3.10%)
• Abstained:	1,808,081	(0.14%)

4 Approval of the Compensation of the Board of Directors and Executive Board

Under company's Articles of Association, the AGM takes binding separate votes annually on the total compensation paid to the BoD and the Executive Board. Under Art. 8a of CSG's Articles of Association, the AGM approves the compensation paid to the BoD annually in advance for the period up to the next ordinary AGM. As regards approval of the compensation paid to the Executive Board, under Art. 8b of the Articles of Association, the BoD defines in its proposal to the AGM whether approval is given retrospectively or prospectively and for which compensation period.

4.1 Approval of the Compensation of the Board of Directors

The BoD proposed that the AGM approve the maximum overall compensation payable to the BoD of CHF 12 million for the period from today's AGM until the ordinary AGM in 2017.

The AGM approved the BoD's proposal on the approval of a maximum total amount of CHF 12 million for the compensation of the BoD for the period from today's AGM until the ordinary AGM in 2017 with the following proportions of votes:

• In favor:	1,081,581,612	(83.26%)
• Against:	213,455,804	(16.43%)
• Abstained:	3,969,646	(0.31%)

4.2 Approval of the Compensation of the Executive Board

As described in detail in the Annual Report, the structure of compensation for the ExB has been altered to bring it in line with the new strategic direction, to take into account the new organizational structure, and to strengthen the connection between compensation and performance. Compensation consists of the following three elements: fixed, short-term variable compensation (short-term incentives, or STI), plus long-term variable compensation (long-term incentives, or LTI). The BoD believes it makes the most sense to take a prospective vote on the fixed and long-term variable components and a retrospective vote on the short-term variable components.

4.2.1 Short-term variable compensation components

The BoD proposed that the AGM approve the total of CHF 34.58 million, encompassing short-term variable components of compensation for the ExB for the 2015 fiscal year.

The AGM approved the BoD's proposal with the following proportions of votes:

• In favor:	1,058,382,222	(81.48%)
• Against:	233,689,738	(17.99%)
• Abstained:	6,902,536	(0.53%)

4.2.2 Fixed compensation

The BoD proposed that the AGM approve the maximum amount of CHF 33 million, encompassing the fixed portion of compensation for the ExB for the period from today's AGM until the ordinary AGM in 2017.

The AGM approved the BoD's proposal with the following proportions of votes:

• In favor:	1,104,780,648	(85.05%)
• Against:	190,247,096	(14.65%)
• Abstained:	3,860,853	(0.30%)

4.2.3 Long-term variable compensation components

The BoD proposed that the AGM approve the maximum amount of CHF 49.0 million, encompassing long-term variable components of compensation for the ExB for the 2016 fiscal year.

The AGM approved the BoD's proposal with the following proportions of votes:

• In favor:	1,077,380,112	(82.95%)
• Against:	202,369,198	(15.58%)
• Abstained:	19,093,235	(1.47%)

5 Increase and Extension of Authorized Capital

5.1 Increase in Authorized Capital for a Stock Dividend or Scrip Dividend

The BoD proposed that the AGM increase the authorized capital from its current amount of CHF 5,159,944.04 (corresponding to 128,773,601 registered shares) to a maximum of CHF 9,200,000 (corresponding to 230 million registered shares) and amend Art. 27 of the Articles of Association accordingly.

The Chairman explained that increasing the authorized capital was necessary to ensure delivery of the new shares from the scrip dividend just approved by the AGM in accordance with agenda item 3.1.

The current shareholders' preemptive rights are being granted subject to possible restrictions under foreign legal systems related to those shares that are reserved for servicing a stock or scrip dividend.

The Chairman informed shareholders that, under Art. 704 para. 4 SCO, the resolution now being passed required the approval of two-thirds of the shares represented at this AGM.

The AGM approved the BoD's proposal to increase the authorized capital and make the corresponding amendment to Art. 27 of the Articles of Association with the following proportions of votes:

• In favor:	1,152,072,857	(88.73%)
• Against:	144,242,994	(11.11%)
• Abstained:	2,057,988	(0.16%)

5.2 Increase and Extension of Authorized Capital for Future Acquisitions

The BoD proposed that the AGM increase the **authorized capital** from its current amount of CHF 9,200,000 (corresponding to 230,000,000 registered shares) to a maximum of CHF 10,400,000 (corresponding to 260 million registered shares), extend the authorization until April 29, 2018, and amend Art. 27 of the Articles of Association accordingly.

The **Chairman** explained that the additional increase in authorized capital was necessary to ensure financial flexibility when growing the business portfolio.

The preemptive rights of current shareholders are being excluded because the registered shares are intended for takeovers or investments in companies or to finance such transactions.

The **Chairman** informed shareholders that, under Art. 704, para. 4, of the SCO, the resolution now being passed required the approval of two-thirds of the shares represented at this AGM.

The AGM approved the BoD's proposal to increase and extend the authorized capital until April 29, 2018, and make the corresponding amendment to Art. 27 of the Articles of Association with the following proportions of votes:

• In favor:	1,130,373,793	(87.07%)
• Against:	165,590,521	(12.75%)
• Abstained:	2,376,824	(0.18%)

Alexander Gossauer, notary public, explained that the resolution passed by the AGM would be entered in the public record.

6 Elections

6.1 Election of the Chairman and Other Members of the Board of Directors

Under the Articles of Association, the AGM elects each member of the BoD individually for a term of office of one year. Furthermore, the AGM elects the Chairman of the BoD for a term of office of one year.

The **Chairman** first thanked **Sebastian Thrun** for his great contribution. Sebastian Thrun will be leaving the BoD following a term of office of two years, but he will continue serving CS as senior advisor of the newly established CS Labs fintech innovation factory.

The BoD proposed that the AGM re-elect all remaining current members of the BoD, re-elect Urs Rohner as Chairman of the Board of Directors, and elect **Alexander Gut** and **Joaquin J. Ribeiro** as new members of the BoD, all for a term of office of one year.

A **speech** was then made by:

19. Martin Heinrich

The **speaker** effectively criticized the current monetary system, which is controlled by a few people. He quoted Henry Ford, the founder of Ford Motor Company, who said there would be a revolution before tomorrow morning if people understood the present monetary system. Following further lengthy remarks by the speaker that had nothing to do with the agenda item, the **Chairman** interrupted the speaker after giving him an appropriate warning.

The Chairman, **Urs Rohner**, was re-elected as a member and Chairman of the BoD for another one-year term with the following proportions of votes:

• In favor:	1,196,845,764	(92.19%)
• Against:	98,819,801	(7.61%)
• Abstained:	2,565,991	(0.20%)

The following persons were re-elected as members of the BoD for a further one-year term of office, with the following proportions of votes:

Jassim Al Thani:

• In favor:	1,220,264,129	(94.01%)
• Against:	74,398,819	(5.73%)
• Abstained:	3,367,216	(0.26%)

Iris Bohnet:

• In favor:	1,225,066,026	(94.39%)
• Against:	69,748,695	(5.37%)
• Abstained:	3,064,202	(0.24%)

Noreen Doyle:

• In favor:	1,207,017,593	(93.00%)
• Against:	84,340,914	(6.50%)
• Abstained:	6,470,684	(0.50%)

Andreas Koopmann:

▪ In favor:	1,221,648,504	(94.13%)
• Against:	73,181,714	(5.64%)
• Abstained:	3,040,229	(0.23%)

Jean Lanier:

• In favor:	1,213,743,207	(93.52%)
• Against:	77,324,266	(5.96%)
• Abstained:	6,769,790	(0.52%)

Seraina Maag:

• In favor:	1,226,762,821	(94.53%)
• Against:	67,899,040	(5.23%)
• Abstained:	3,126,717	(0.24%)

Kai Nargolwala:

• In favor:	1,219,071,460	(93.93%)
• Against:	75,518,001	(5.82%)
• Abstained:	3,219,505	(0.25%)

Severin Schwan:

• In favor:	1,224,455,913	(94.34%)
• Against:	70,301,891	(5.42%)
• Abstained:	3,058,512	(0.24%)

Richard Thornburgh:

• In favor:	1,201,947,047	(92.61%)
• Against:	92,827,412	(7.15%)
• Abstained:	3,066,560	(0.24%)

John Tiner:

• In favor:	1,224,830,641	(94.34%)
• Against:	70,232,340	(5.41%)
• Abstained:	3,280,698	(0.25%)

The AGM also elected **Alexander Gut** and **Joaquin J. Ribeiro** as new members of the BoD for one-year terms with the following proportions of votes:

Alexander Gut:

• In favor:	1,223,312,347	(94.28%)
• Against:	70,997,928	(5.47%)
• Abstained:	3,302,821	(0.25%)

Joaquin J. Ribeiro:

• In favor:	1,227,066,420	(94.57%)
• Against:	67,054,209	(5.17%)
• Abstained:	3,388,142	(0.26%)

All those re-elected and the two individuals who were elected for the first time confirmed their acceptance of the vote.

6.2 Election of Members of the Compensation Committee

Under the Articles of Association, the AGM elects the members of the Compensation Committee for a term of office of one year.

The BoD proposed that the AGM re-elect **Iris Bohnet**, **Andreas Koopmann**, **Jean Lanier**, and **Kai Nargolwala** to the Compensation Committee for a term of office of one year.

The proposed candidates were re-elected by the AGM to the Compensation Committee for a one-year term of office with the following proportions of votes:

Iris Bohnet:

• In favor:	1,221,052,661	(94.12%)
• Against:	73,468,955	(5.66%)
• Abstained:	2,833,040	(0.22%)

Andreas Koopmann:

• In favor:	1,220,201,563	(94.07%)
• Against:	74,146,201	(5.72%)
• Abstained:	2,784,271	(0.21%)

Jean Lanier:

• In favor:	1,212,953,434	(93.51%)
• Against:	77,894,924	(6.00%)
• Abstained:	6,404,312	(0.49%)

Kai Nargolwala:

• In favor:	1,215,495,863	(93.70%)
• Against:	78,801,158	(6.08%)
• Abstained:	2,828,467	(0.22%)

6.3 Election of the Independent Auditors

The BoD proposed that **KPMG AG**, Zurich, be re-elected as independent auditors for a further term of one year.

The AGM elected KPMG AG for a further one-year term of office as independent auditors with the following proportions of votes:

• In favor:	1,215,453,332	(93.70%)
• Against:	79,915,901	(6.16%)
• Abstained:	1,830,463	(0.14%)

KPMG AG confirmed its acceptance of the vote in writing.

6.4 Election of the Special Auditors

The BoD proposed that **BDO AG**, Zurich, be re-elected as special auditors for a term of one year.

The AGM elected BDO AG, Zurich, for a further one-year term of office as special auditors with the following proportions of votes:

• In favor:	1,230,372,231	(94.86%)
• Against:	64,838,865	(5.00%)
• Abstained:	1,869,928	(0.14%)

BDO AG confirmed its acceptance of the vote in writing.

6.5 Election of the Independent Proxy

The BoD proposed that the AGM re-elect **Andreas Keller**, attorney-at-law, as independent proxy for a term of office of one year, from the conclusion of this year's AGM to the end of the next ordinary AGM. In the event Andreas Keller is unable to serve, the BoD proposes electing HBA Rechtsanwälte AG, Zurich, as the independent proxy from the conclusion of this AGM until the end of the next ordinary AGM.

The AGM elected Andreas Keller, attorney-at-law, and, in the event he is unable to serve, HBA Rechtsanwälte AG as the independent proxy for a term of office lasting from the conclusion of this AGM until the end of the next ordinary AGM with the following proportions of votes:

• In favor:	1,236,312,424	(95.31%)
• Against:	59,272,139	(4.57%)
• Abstained:	1,502,164	(0.12%)

The **Chairman** concluded the meeting at 3:42 p.m. The **2017 AGM** will take place on **Friday, April 28, 2017, at 10:30 a.m.**, once again at the Hallenstadion in Zurich-Oerlikon.

The Chairman

The Secretary

(sig.)

(sig.)

Urs Rohner

Pierre Schreiber