

# Compensation Policy



## **Our Compensation Policy and Implementation Standards**

As we pursue our client-focused and capital-efficient business model, compensation is fundamental to our ability to attract, retain, reward and motivate the talented individuals needed for our long-term success. By the same token, there has been significant political and regulatory focus on compensation at financial institutions over the past few years, with detailed regulation and guidance issued in various jurisdictions.

Credit Suisse strives to take a leadership position in the areas of compensation governance and the development of compensation structures and instruments. We have been actively engaged with many regulators, shareholder groups and other stakeholders. We want to ensure that our compensation practices are well understood, and consistent with emerging compensation regulations and guidelines.

To this end, we developed this Compensation Policy together with implementation standards and rules. The Compensation Policy adheres to compensation principles set out by FINMA and other regulators, and it applies to all compensation plans of the Group.

Our pay-for-performance approach goes beyond pure financial performance – to an increasing extent, compensation decisions have to take into account non-financial objectives and values reflected in our Code of Conduct. There is particular emphasis on ethics, risk, control and compliance as a basis for disciplined execution. In line with this, the Compensation Policy 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 Board of Directors issues this Compensation Policy and Implementation Standards and assumes responsibility for monitoring its implementation within the Group.

Board of Directors of Credit Suisse Group AG

Zurich, June 2015

**Disclaimer**

This is the 2015 version of the Compensation Policy and Implementation Standards as approved by the Board of Directors of Credit Suisse Group AG.

The most recent version of the Compensation Policy is posted on the Group's internet site. If there is a discrepancy between this printed version and the electronic version, the electronic version will prevail.

## **Structure of Document**

For the purpose of this document, the terms “Credit Suisse Group,” “Credit Suisse” and “the Group” mean Credit Suisse Group AG and its consolidated subsidiaries, unless the context indicates otherwise.

The content of this document shall at no time replace the applicable formal legal rules, the compensation plans of the Group, and the individual employment agreements between the legal entities of the Group and its employees.

Moreover, this document is not a contract, express or implied, guaranteeing compensation of any kind, and no legal rights or entitlements to receive any kind of compensation may be derived from anything stated herein. The Policy and Implementation Standards may be modified, supplemented, or withdrawn by the Group at any time without notice. In addition, unless otherwise specified, an individual employee’s compensation can be modified by the Group with or without cause or notice at any time.

Abbreviations and selected terms are defined on first reference in each part and in the abbreviations section at the end of Part II.



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

In support of this goal, and to align employee interests with shareholders, the Group takes a leadership position in Compensation Policy and Practice geared toward the objectives outlined below.

## Objectives

The Group's objectives are to maintain a Compensation Policy that:

- supports a performance culture that is based on merit, and differentiates and rewards excellent performance, both in the short and long term, and recognizes the Group's values;
- enables the Group to attract and retain employees, and motivate them to achieve results with integrity and fairness;
- balances the mix of Fixed Compensation and Variable Compensation to appropriately reflect the value and responsibility of the role performed day to day, and to influence appropriate behaviors and actions;
- is consistent with, and promotes, effective risk management practices and the Group's compliance and control culture;
- fosters teamwork and collaboration across the Group;
- takes into account the long-term performance of the Group, in order to create sustainable value for the Group's shareholders; and
- is approved by the Board of Directors (BoD) and regularly monitored in terms of implementation by the independent Compensation Committee (CC) of the BoD.

# The Group's Compensation Policy Framework

## Our Vision:

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

## Our Goal:

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

## Our Approach:

### Governance

#### Principles:

- Clearly defined and documented governance procedures.
- Independent CC and committee advisors.
- Control functions have strategic and tactical participation in the design of compensation plans.
- Policies, processes and plans are understandable, transparent and auditable.
- The impact and performance of employees in roles that may expose the group to significant risk is measured by the Risk Committee and CC.
- Mandatory shareholding requirements for executives.
- Compensation plans and overall compensation expenses approved by the Board of Directors (BoD).

### Performance Alignment

#### Principles:

- Reward Group annual performance measured relative to:
  1. its planned key performance indicators.
  2. prior year performance.
  3. the performance of competitors.
- Business performance aligned: Strong correlation with the annual performance of a business, including risk-related metrics and the amount of compensation awarded to employees.
- Recognize and reward cross-divisional collaboration.
- Award and differentiate compensation based on individual performance and contributions.

### Individual Compensation Determination

#### Principles:

- Total Compensation based 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

#### Principles:

- Provide the appropriate balance of Fixed Compensation and Variable Compensation consistent with risk alignment and position, and role in the Group.
- Significant portion of Variable Compensation deferred and aligned with the long-term performance of the Group and its Divisions.
- Promote sound risk management practices, and in particular, do not create incentives to expose the Group to inappropriate material risk.

The Group is committed to responsible compensation practices. The need to reward the 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, and control. Compensation contributes to the achievement of the 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 the Group over the long term.

### **Compensation Policy Framework**

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

**See table on the left side**

## Scope and Purpose

The Group operates as an integrated Bank with two Divisions:

- Private Banking and Wealth Management (PB&WM)
- Investment Banking (IB)

The Group encourages collaboration between Divisions. They are supported by the global Shared Services (ShS) function, which ensures effective business support, control, and supervision of business activities.

Included in the independent ShS functions are Financial Control; Risk Management; Legal and Compliance; and Talent, Branding and Communications (TB&C). These functions, together with Internal Audit, which reports directly to the Chairman of the Audit Committee, are collectively referred to as the Control Functions for the purpose of the Compensation Policy.

The Compensation Policy set out in this document applies to all employees of the Group, and to all compensation plans of the Group. Any and all variations from the Group's standard approach to compensation, including such plans as the Systematic Market Making Group Compensation Plan, the PB USA Wealth Management Relationship Manager Compensation Guide are covered by the Compensation Policy and must be approved by the CC. However, the application of the Policy varies for different categories of staff, particularly for members of the Executive Board (ExB) and other defined senior managers whose professional activities, collectively or individually, may have a material impact on the risk profile of the Group. All plans implemented under the Compensation Policy are subject to modification or termination at the Group's discretion at any time.



## 1.0 Compensation Governance

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

The Compensation Policy fully adheres to the compensation principles set out by the Swiss Financial Market Supervisory Authority (FINMA), and similar guidelines adopted by other regulators in locations where the Group has operations.

Furthermore, the Compensation Policy is in compliance with the Swiss Ordinance against Excessive Compensation with respect to Listed Stock Companies (OAEC).



## 1.1 Recommendation, Review and Approval of Compensation Plans

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

The BoD 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 CC – which only consists of independent Directors (independence defined in accordance with Swiss Code of Best Practice for Corporate Governance, the New York Stock Exchange (NYSE) and FINMA), and does not include either the Chairman or the Chief Executive Officer (CEO) – is the supervisory and special governing body for Compensation Policies and Practices within the Group. It is responsible for determining, reviewing and proposing compensation recommendations for BoD approval. The CC has access to independent external advisors who do not provide any services to the Group other than supporting the BoD. The CC may also procure external legal advice.

The ExB and other senior managers of the Group are responsible for making recommendations based on performance and other sources of information, such as external market compensation benchmarking.

## 1.2 Implementation of Compensation Policy

The implementation of the Compensation Policy is the responsibility of all layers of management throughout the Group. To assist with implementation, managers are provided with training and detailed guidance notes on implementation of the Policy. The CC – or TB&C by delegated authority – may also issue location supplements, policy alerts and implementation rulings as and when required.

The BoD ensures an annual review of the Compensation Policy and its implementation is reviewed on regular intervals. The review covers all plans implemented under the Policy, including such plans as the Systematic Market Making Group Compensation Plan, the PB USA Wealth Management Relationship Manager Compensation Guide and other specialist plans.

### **1.3 Involvement of Control Functions in the Compensation Process**

The Group's Control Functions are engaged in the design and periodic review of compensation plans.

Multi-disciplined project teams design specific long-term plans and certain aspects of Policy implementation, such as Variable Compensation accrual methodology. The project teams ensure that all aspects of the plan design are tested and critically evaluated before they are put forward to the CC for consideration.

At an individual level, the Control Functions provide feedback to the CC on relevant breaches of the Group's internal policies or practices, including the Group's Code of Conduct.

Internal Audit as part of standard procedure conducts 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.

### **1.4 Independence and Competency of Control Functions**

To avoid potential conflicts of interest, the Variable Compensation pool for the Control Functions is only dependent on the 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 rather than to the business it controls.

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.

## 1.5 Compensation Communications and Disclosures

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 the Group's compensation practices.

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

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

The BoD submits the annual Compensation Report to shareholders for a consultative ballot at the Annual General Meeting (AGM).

## 2.0 Compensation Structure and Instruments

The Group takes a Total Compensation approach, based on two principle components: Fixed Compensation and Variable Compensation. The compensation structure is composed of the amounts that are Fixed and Variable, including the portion of Variable Compensation that is deferred. The objective is to have an appropriate balance between these elements. Compensation instruments are designed to align long-term employee and shareholder interests, and to deliver compensation that promotes sustainable value for the Group and its shareholders over time.

## 2.1 Compensation Structure

The mix of Fixed and Variable Compensation is designed to ensure adequate consideration of risk in compensation decisions. It varies from employee to employee depending on their position and role within the Group.

### Fixed Compensation

Fixed Compensation, which is most commonly paid in the form of base salary, is based on the role and experience of the individual, his or her individual sustained long-term performance, and market positioning.

Fixed Compensation may include Fixed Allowances that are granted in certain locations, particularly to employees impacted by the regulations imposed by CRD IV who may receive a Fixed Allowance linked to responsibility rather than performance.

Base salary is set at levels designed to retain employees throughout business cycles.

### Variable Compensation

The level of Variable Compensation granted, referred to as a discretionary variable incentive award, is entirely at the discretion of the Group, and may be zero in cases of substandard performance.

The Group makes decisions on Variable Compensation based on absolute and relative performance of the Group and its Divisions, as well as pre-agreed individual performance objectives of employees, market positioning, and a variety of other factors.

## 2.2 Deferred Compensation

A portion of Variable Compensation is deferred to reflect the nature of the Group's business, its risk profile, and the desire to have compensation plans that are based on sustainable performance criteria.

Generally, the higher an individual's Total Compensation, the higher the percentage that is deferred. Deferral percentages are regularly reviewed by the CC, and are internally communicated.

Deferred compensation elements are typically subject to a minimum vesting period of three to five years. Longer deferral periods may be decided by the CC based on a number of factors.

Deferred Variable Compensation contains a general provision that enables the Group to cancel outstanding awards if employees engage in activities that result in, or have the potential to result in, material harm – financial, reputational, or other – to the Group.

### **2.3 Deferred Compensation Instruments**

The Group's primary long-term incentive compensation plan is the Credit Suisse Group AG Master Share Plan (the Plan). In order to align the interests of shareholders and employees, the payment of a substantial percentage of Variable Compensation is typically in the form of shares or share-linked instruments issued pursuant to the rules of the Plan and associated award letters. For certain senior managers of the Group, minimum stock ownership requirements apply.

For senior executives and other employees with the potential to have a material impact on the risk exposure of the Group, a portion of deferred compensation may be delivered in instruments that allow for upward or downward adjustments, including total recovery of unvested awards due to special circumstances during the vesting period. Any such adjustment is proportionate to positive or negative developments in the economic, capital, and financial position of the Group.

The group may also award a portion of the deferred compensation in the form of Contingent Capital Awards, which have similar rights to certain Contingent Convertible instruments (CoCos) issued in the market.

There is a prohibition on all staff from entering into transactions to hedge the economic exposure tied to their long-term compensation before the deferred compensation is vested.

## 2.4 Specific Compensation Transactions

Aside from the annual compensation review process, there are many compensation transactions 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 or termination payments in so far as not prohibited by regulations.

The BoD or the CC may approve the use of such transactions when fully justified, and if specific approvals (as per the Group'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 hire, the guarantee is limited to one year. It is the Group's Policy not to make unconditional multi-year guarantees.

### 3.0 Variable Compensation Pool

Calculation of the Group's annual Variable Compensation pool is an ongoing process throughout the year, and takes into account a multitude of factors, including providing an appropriate risk-adjusted rate of return to shareholders; enhancing the capital position of the Group; supporting a strong risk management and control culture; rewarding and retaining employees; and aligning the interests of employees and shareholders.

The Variable Compensation calculation is aligned with the long-term performance development – in absolute and relative terms – and includes profit measures that take into account current and future risks.



### 3.1 Accrual of Variable Compensation

Accrual of Variable Compensation occurs at the 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 the Group's Code of Conduct, 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 the Group, and the need to provide an appropriate return to shareholders.

The CC and BoD regularly review proposed accruals and related internal and external reports, and makes adjustments at its discretion. However, an accrual at the Group or at any other level, does not create legal rights or entitlements for employees to receive discretionary variable incentive awards.

### 3.2 Divisional Allocation

Allocation 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 the BoD based on recommendations by the CC and are influenced by the long-term strategic direction and objectives of the Divisions.

The Group typically uses an accrual approach that is reflective of Divisional performance-based metrics, such as percentage of Economic Contribution (EC), and the performance of the Group overall.

The ShS Variable Compensation pool is separate from the revenue-generating pool, is based on function-specific criteria as well as the performance of the Group as a whole and is not dependent on the performance of the specific business areas that ShS support.

#### 4.0 **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, conduct, responsibilities, position and role. It also takes into account applicable market compensation levels. The determination and granting of discretionary variable incentive awards is entirely at the Group's discretion.

The Group shall be entitled to amend the terms regarding granting, vesting and settlement of awards in order to comply with applicable law (e.g. art. 10a of the Swiss Banking Law) or regulatory requirements.

## 4.1 Performance

The Group adopts a performance culture with a strong emphasis on disciplined risk management, ethics and compliance-centered behaviour.

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

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

Competency standards covering ethics, risk, and control form an integral part of the performance management system, and are embodied by five key pillars that support the Group's branding strategy and overall business vision: Proactive Approach; Principled Behavior, including ethics, risk and control; Partnership with Clients; People Leadership; and Professional Skills.

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

## 4.2 Covered Employees

The Total Compensation decision reflects the impact of the function, and its value within the organization. Total Compensation is influenced by the market value for a particular role, relative to predetermined Group business results and individual performance goals. The employee's demonstrated skills, capabilities, criticality and experience – in addition to behaviors demonstrating the vision, mission and principles of the Group – are contributing factors in determining Total Compensation.

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 expose the Group to inappropriate risk. Both financial risks – such as credit, market, and liquidity risks – and non-financial risks – such as compliance, legal, operational, and reputation risks – are considered.

### 4.3 Equal Compensation Opportunity

The Group 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 local law. The Group encourages a safe and healthy work environment, free from discrimination, harassment and retaliation.

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

All employment-related decisions, including decisions on compensation, are based on an individual's qualifications, performance and behavior, or other legitimate business considerations. Legitimate business considerations may include (though need not be restricted to) the profitability of the Group, the Division and department of the individual, the strategic needs of the Group as well as any other considerations that the Group deems legitimate to its business interests.

## 5.0 Board of Directors and Executive Board Compensation Structure

## 5.1 Board of Directors (BoD)

Compensation for the BoD is set in accordance with the legal provisions under the Swiss OAEC, the Articles of Association (AoA) of the Group, the Charter of the Group's CC, and the Compensation Policy.

All members of the BoD receive a base board fee and a fee for serving on any of the Committees. The Chairs of the Audit, Compensation and Risk Committees also may receive Chair fees that reflect the greater responsibility and time commitment required to perform the role of chairing the relevant Committee. Fees are paid in the form of cash and Group shares. Shares are blocked for a period of four years.

The full-time Chairman is paid a base board fee paid in cash plus chair fees, which reflect the additional responsibilities associated with the position. Such chair fees are paid in the form of Group shares, blocked for period of four years.

## 5.2 Executive Board (ExB)

Compensation for ExB members is reviewed by the CC and recommended for approval to the BoD. Pursuant to the OAEC and the AoA, the AGM approves on an annual basis the compensation of the ExB, based on proposals by the BoD. ExB compensation is designed to provide a meaningful alignment with the Group's strategic goals and the interest of its shareholders and to encourage strong teamwork and collaboration across Divisions.

Salaries for members of the ExB are typically reviewed annually. The annual Variable Compensation component usually represents the most significant portion of an executive's Total Compensation package. It varies from year to year, depending on the achievement of the Group's financial, non-financial, and relative performance goals as well as the executive's individual performance.

A high portion of the Variable Compensation of members of the ExB can be in the form of share-based or other deferred awards, which are subject to performance adjustment, vesting, holding, and future service requirements.

The approach adopted in the design of ExB programs is to ensure that the Group is in line with the best practice among peer companies and to address requirements of regulators and investors, while motivating outstanding performance from our executives by rewarding them through the use of short term and long term incentives.

The key features of the approach to Executive Board compensation are:

- The setting of clear compensation target levels and caps for individual Executive Board members, expressed as multiples of base salary;
- The allocation of compensation awarded to each Executive Board member at the end of the year based on performance evaluated against pre-determined objectives;
- The setting of an overall cap on the total amount of variable compensation that can be awarded to Executive Board members, in addition to the individual caps;
- Separating the granting of short-term variable incentive (STI) awards and long-term variable incentive (LTI) awards;
- STI awards vesting three years from the date of grant subject to sustained performance; and



- LTI awards vesting over a five-year period, conditional upon the Group meeting performance requirements over a five-year period, with a cap on the amount that can be delivered upon vesting.

**End of Compensation Policy**





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