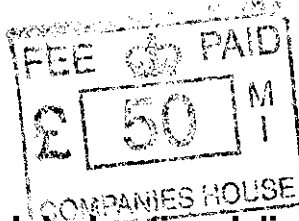




FINC 3960



403157 f50

691

CHFP010.

This form must be completed for all 'Place of Business' registrations. (See note below for re-registration from a 'Branch')

This form should be completed in black.

Previous branch number

(if applicable)

Company name

Country of incorporation

Address of place of business in  
Great Britain

## Return and declaration delivered for registration of a place of business of an overseas company

(Pursuant to section 691 of the Companies Act 1985)

	For official use only FC 26825
Credit Suisse Group	
Switzerland	

One Cabot Square	
Post town	London
County / Region	
Postcode	E14 4QJ

Either

Constitution of the company

(See notes 1 and 2)  
(A certified English translation must  
be included)

\* Delete as applicable

# Mark appropriate box(es)

The company must deliver  
certified copies of its  
constitutional documents (with  
certified translations), and the  
particulars of the company's  
directors and secretary.  
However, if the company is  
closing a branch registration and  
effecting a place of business  
registration, it may rely on the  
documents or the particulars of  
the directors and secretary  
previously filed in that part of  
Great Britain, provided any  
relevant alterations to those  
documents have been updated on

OR

A certified copy of the	
# <input checked="" type="checkbox"/>	Instrument(s) constituting or defining the constitution of the company; and
<input type="checkbox"/>	A certified translation
* is / are delivered for registration	

The	
# <input type="checkbox"/>	The constitutional documents (and a certified translation*)
*and / or	
<input type="checkbox"/>	Particulars of the current directors and secretary (ies)
were previously delivered in respect of a branch of the company registered at this registry	
Branch Number	



A12 473  
COMPANIES HOUSE 09/06/2006  
FLU  
COMPANIES HOUSE 26/05/2006

**Directors** (See notes 3, 4 and 5)**Name****\*Style/Title****Forenames****Surname****\*Honours etc****Previous forenames****Previous surname****Address**

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

**Date of birth**

(See note 5)

Business occupation  
(if any). If none  
other directorships.

**CD** Mr

Walter Bruno

Kielholz

**AD** Pilatusstrasse 18

Post town

County/Region Zurich

Postcode CH-8023

Country Switzerland

**DO** 2 5 0 2 1 9 5 1Nationality **NA** Swiss**OC** Director**OD****Name****\*Style/Title****Forenames****Surname****\*Honours etc****Previous forenames****Previous surname****Address**

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

**Date of birth**

(See note 5)

Business occupation  
(if any). If none  
other directorships.

**CD** Mr

Hans-Ulrich

Doerig

**AD** Tobelhusstrasse 15

Post town Zumikon

County/Region Zurich

Postcode CH-8126

Country Switzerland

**DO** 2 9 0 2 1 9 4 0Nationality **NA** Swiss**OC** Director**OD**

\*Voluntary details

**Directors** (See notes 3,4 and 5)**Name****\*Style/Title****Forenames****Surname****\*Honours etc****Previous forenames****Previous surname****Address**

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

**Date of birth**

(See note 5)

Business occupation  
(if any). If none  
other directorships.

**CD** Mr

Robert Herman

Benmosche

**AD** 4 Wesley Chapel Road**Post town** Wesley Hills**County/Region** New York**Postcode** NY 10 901**Country** USA**DO**

2 9 0 5

1 9 4 4

**Nationality****NA**

American

**OC**

Director

**OD****Name****\*Style/Title****Forenames****Surname****\*Honours etc****Previous forenames****Previous surname****Address**

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

**Date of birth**

(See note 5)

Business occupation  
(if any). If none  
other directorships.

**CD** Mr

Peter

Brabeck-Letmathe

**AD** Route de St-Maurice 184**Post town****County/Region** La Tour-de-Peilz**Postcode** CH-1814**Country** Switzerland**DO**

2 9 0 2

1 9 4 0

**Nationality****NA**

Austrian

**OC**

Director

**OD**

\*Voluntary details

**Directors** (See notes 3, 4 and 5)**Name****\*Style/Title****Forenames****Surname****\*Honours etc****Previous forenames****Previous surname****Address**

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

**Date of birth**

(See note 5)

Business occupation  
(if any). If none  
other directorships.

**CD**

Noreen

Doyle

**AD**

35 Radnor Walk

**Post town****County/Region** London**Postcode** SW3 4BP**Country** UK**DO**

0 5 0 5 1 9 4 9

**Nationality****NA**

US &amp; Irish

**OC**

Director

**OD****Name****\*Style/Title****Forenames****Surname****\*Honours etc****Previous forenames****Previous surname****Address**

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

**Date of birth**

(See note 5)

Business occupation  
(if any). If none  
other directorships.

**CD**

Jean

Lanier

**AD**

5 Square Lamartine

**Post town****County/Region** Paris**Postcode** 75116**Country** France**DO**

0 2 0 2 1 9 4 6

**Nationality****NA**

French

**OC**

Director

**OD**

\*Voluntary details

**Directors** (See notes 3,4 and 5)**Name** \*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

**Address**

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Date of birth

(See note 5)

Business occupation  
(if any). If none  
other directorships.

**Name**

\*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

**Address**

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Date of birth

(See note 5)

Business occupation  
(if any). If none  
other directorships.

\*Voluntary details

**CD**

Anton

van Rossum

**AD**

Avenue de la Petite Espinette 10

Post town

County/Region Brussels

Postcode 1180

Country Belgium

**DO**

1 2 0 5 1 9 4 5

Nationality

**NA**

Dutch

**OC**

Director

**OD****CD**

Aziz Rodni Daoud

Syriani

**AD**

Orfeos 15

Post town Vouliagmeni

County/Region Athens

Postcode 16671

Country Greece

**DO**

2 8 0 3 1 9 4 2

Nationality

**NA**

Canadian

**OC**

Director

**OD**

**Directors** (See notes 3, 4 and 5)**Name****\*Style/Title****Forenames****Surname****\*Honours etc****Previous forenames****Previous surname****Address**

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

**Date of birth**

(See note 5)

Business occupation  
(if any). If none  
other directorships.

**CD**

David Werner

Syz

**AD**

Chapfstrasse 110

**Post town** Zumikon**County/Region** Zurich**Postcode** 8126**Country** Switzerland**DO**

1 0 0 2 1 9 4 4

**Nationality****NA**

Swiss

**OC**

Director

**OD****Name****\*Style/Title****Forenames****Surname****\*Honours etc****Previous forenames****Previous surname****Address**

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

**Date of birth**

(See note 5)

Business occupation  
(if any). If none  
other directorships.

**CD**

Ernst

Tanner

**AD**

Hanggassli 9

**Post town** Erlenbach**County/Region****Postcode** CH-8703**Country** Switzerland**DO**

2 4 0 7 1 9 4 6

**Nationality****NA**

Swiss

**OC**

Director

**OD**

\*Voluntary details

**Directors** (See notes 3,4 and 5)**Name****\*Style/Title****Forenames****Surname****\*Honours etc****Previous forenames****Previous surname****Address**

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

**Date of birth**

(See note 5)

Business occupation  
(if any). If none  
other directorships.

**CD**

Richard

Thornburgh

**AD**

925 Park Avenue

Apt 5C

Post town

County/Region New York

Postcode NY 10028

Country USA

**DO**

0 9 0 7 1 9 5 2

Nationality

**NA**

American

**OC**

Director

**OD****Name****\*Style/Title****Forenames****Surname****\*Honours etc****Previous forenames****Previous surname****Address**

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

**Date of birth**

(See note 5)

Business occupation  
(if any). If none  
other directorships.

**CD**

Peter Franz

Weibel

**AD**

Kasinostrasse 16

Post town

County/Region Zurich

Postcode 8032

Country Switzerland

**DO**

2 3 1 0 1 9 4 2

Nationality

**NA**

Canadian

**OC**

Director

**OD****\*Voluntary details**

## Company Secretary(ies)

(See notes 4 and 6)

Name

\*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

### Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

CS	
Beatrice	
Fischer	
AD	Schlossbergstrasse 8
Post town Zollikon	
County/Region	
Postcode 8702	Country Switzerland

Name

\*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

### Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

CS	
Philipp	
Hess	
AD	Obere Lattenstrasse 13
Post town Winkel	
County/Region	
Postcode 8185	Country Switzerland

## Person(s) authorised

List of some one or more persons resident in Great Britain authorised to accept on the company's behalf services of process and any notice required to be served on it.

\*Style/Title

Forenames

Surname

Address

Paul	
Hare	
39 Cloudesley Road	
Islington	
Post town London	
County/Region	Postcode N1 0EL

\*Voluntary details

## Person(s) authorised

(continued)

List some one or more persons resident in Great Britain authorised to accept on the company's behalf services of process and any notice required to be served on it.

\*Style/Title

Forenames

Surname

Address

Post town

County/Region

Postcode

\*Style/Title

Forenames

Surname

Address

Post town

County/Region

Postcode

\*Style/Title

Forenames

Surname

Address

Post town

County/Region

Postcode

\*Style/Title

Forenames

Surname

Address

Post town

County/Region

Postcode

\*Voluntary details

**Declaration** (See note 8)

Full name and address

† delete as applicable

I PAUL HARE  
of (address) ONE CABOT SQUARE  
LONDON E14 4GJ

a ~~† director †~~ ~~† secretary †~~ person authorised to accept on the company's behalf service of process or any notices required to be served on it, do solemnly and sincerely declare that the company established its place of business in Great Britain on

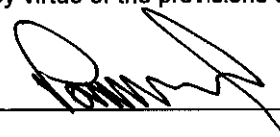
Day Month Year  

2	6	0	5	2	0	0	6
---	---	---	---	---	---	---	---

(enter date)

and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Signed



Declared at

LONDON

Day Month Year  
on 

2	6	0	5	2	0	0	6
---	---	---	---	---	---	---	---

before me



CHRIS CHAPMAN  
COMMISSIONER FOR  
OATHS

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.  
(See note 8)

Number of continuation sheets attached

☐

To whom should Companies House direct any enquiries about the information on this form?

Paul Hare, Credit Suisse

One Cabot Square, London E14 4GJ

Telephone 020 7883 4356

Extension

Please ensure the form is fully completed and then send it to the Registrar of Companies at  
(see note 9)

**Companies House, Crown Way, Cardiff CF14 3UZ**  
for companies establishing a place of business in England and Wales

**Companies House, 37 Castle Terrace, Edinburgh EH1 2EB**  
for companies establishing a place of business in Scotland

## Notes

1. The copy of the instrument constituting or defining the constitution of the company must be certified in the place of incorporation of the company to be a true copy:-
    - (a) by an official of the Government to whose custody the original is committed; or
    - (b) by a notary public; or
    - (c) by an officer of the company on oath taken before:
      - (i) a person having authority in that place to administer an oath; or
      - (ii) any of the British officials mentioned in section 6 of the Commissioners for Oaths Act 1889.
  2. The translation of the instrument must be certified to be a correct translation:-
    - (a) if the translation was made in the United Kingdom, by
      - (i) a notary public in any part of the United Kingdom;
      - (ii) a solicitor (if the translation was made in Scotland), a solicitor of the Supreme Court of Judicature of England and Wales (if it was made in England or Wales), or a solicitor of the Supreme Court of Judicature of Northern Ireland (if it was made in Northern Ireland); or
      - (iii) a person certified by a person mentioned above to be known to him to be competent to translate; or
    - (b) if the translation was made outside the United Kingdom, by
      - (i) a notary public;
      - (ii) a person authorised in the place where the translation was made to administer an oath;
      - (iii) any of the British officials mentioned in section 6 of the Commissioners for Oaths Act 1889;
      - (iv) a person certified by a person mentioned above to be known to him to be competent to translate the document into English.
  3. 'Director' includes any person who occupies the position of a director, by whatever name called.
  4. Show for an individual the full forenames NOT INITIALS and surname together with any previous forenames or surname(s).
 

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forenames or surname except that:

    - for a married woman, the name by which she was known before marriage need not be given,
    - names not used since the age of 18 or for at least 20 years need not be given.

In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you need not give the name by which that person was known before he or she adopted the title or succeeded to it.
- Address:
- Give the usual residential address.
- In the case of a corporation or Scottish firm give the registered or principal office.
5. In the case of an individual who has a business occupation, this occupation should be named. In the case of an individual who has no business occupation but who holds other directorships, particulars should be given of them.
  6. Where all the partners in a firm are joint secretaries, only the firm name and its principal office need be given.
  7. Use photocopies of the relevant section(s) of this form to provide details of additional directors, joint secretaries or persons authorised.
  8. If made in a foreign country the declaration may be made before any British official mentioned in section 6 of the Commissioners for Oaths Act 1889 or, before any person having authority to administer an oath in that country.
  9. If the company establishes a place of business in England and Wales AND in Scotland whether at the same time or not a separate form must be sent to each Registrar.

**List of other directorships**  
**Schedule to form 691**

*Please complete in typescript,  
or in bold black capitals.*

CHFP010

**Company Number**

**Company Name in full**

Credit Suisse Group

**Name**

Company Name	Resignation

**CREDIT SUISSE GROUP**

Secretary's Certificate

---

I, Béatrice Fischer, duly appointed Corporate Secretary of CREDIT SUISSE GROUP, a limited company organized and existing under the laws of Switzerland with its registered head office in Zurich, Switzerland, DO HEREBY CERTIFY, that

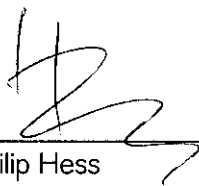
- the attached is a true and complete copy of the English version of the current Articles of Association of Credit Suisse Group, version February 9, 2006.

IN WITNESS WHEREOF, I have signed this Certificate on behalf of Credit Suisse Group this 15<sup>th</sup> day of May 2006.



Béatrice Fischer  
Corporate Secretary of Credit Suisse Group

I, Philip Hess, Managing Director of Credit Suisse Group, confirm that Béatrice Fischer is the Corporate Secretary of Credit Suisse Group and as such she has the necessary authority to issue this certificate.



Philip Hess  
Managing Director

## Official Certification

Seen for authentication of the reverse side signatures, of

**Ms. Beatrice FISCHER**, Swiss citizen of Schlatt/ZH, in Zollikon / Switzerland,  
personally known to us,

**Mr. Philipp HESS**, Swiss citizen of Basel, Wald/ZH, and Zürich/ZH, in Winkel / Switzerland,  
personally known to us,

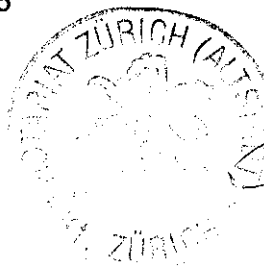
who are entered in the Register of Commerce of the Kanton of Zürich as secretary (not member) of  
the board of directors with the right to sign jointly by two resp. as person with the right to sign jointly  
by two for the

**Credit Suisse**, corporation with registered headoffice in Zürich.

The signatures have been acknowledged in our presence.

The inspection of the commercial register has taken place directly before the official certification by  
internet inquiry (Dated: SHAB-publication 12.05.2006).

Zürich, 15<sup>th</sup> May 2006  
BK no. 1807-08/rc  
Fee CHF 50.--



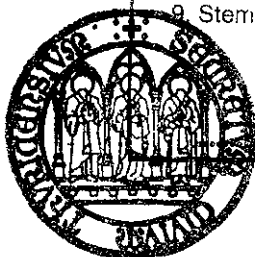
NOTARIAT ZÜRICH (ALTSTADT)

J. Inglin, deputy notary public

### APOSTILLE

(Convention de la Haye du 5 octobre 1961)

1. Land: Schweizerische Eidgenossenschaft, Kanton Zürich  
Country: Swiss Confederation, Canton of Zurich  
Diese öffentliche Urkunde / This public document
2. ist unterschrieben von.....  
has been signed by Frau Jasmin Inglin
3. in seiner Eigenschaft als .....  
acting in the capacity of Notar-Stv.
4. Sie ist versehen mit dem Stempel/Siegel des (der) bears the stamp/seal of  
Notariat Zürich (Altstadt)
5. In / to 8090 Zürich / 8090 Zurich
6. am / the 18. Mai 2006
7. durch die Staatskanzlei des Kantons Zürich  
by Chancery of State of the Canton of Zurich
8. unter / under Nr. 9586/2006
9. Stempel / Siegel / Stamp / seal
10. Unterschrift / Signature



30.-

*[Signature]*

A. Bachmann



## ARTICLES OF ASSOCIATION

**Articles of Association**  
**Credit Suisse Group**

Version as of February 9, 2006

## **I. Corporate Name, Registered Office, Duration and Purpose**

Corporate Name, Registered Office and Duration	<p>Art. 1</p> <p>A stock corporation under the name Credit Suisse Group (the "Company") is established with its registered office in Zurich, Switzerland. Its duration is unlimited.</p>
Purpose	<p>Art. 2</p> <p>1 The purpose of the Company is to hold direct or indirect interests in all types of businesses in Switzerland and abroad, in particular in the areas of banking, finance, asset management and insurance. The Company has the power to establish new businesses, acquire a majority or minority interest in existing businesses and provide related financing.</p> <p>2 The Company has the power to acquire, mortgage and sell real estate properties, both in Switzerland and abroad.</p>

## **II. Share Capital and Shares**

Share Capital	<p>Art. 3</p> <p>1 The fully paid-in share capital amounts to CHF 623,876,083 and is divided into 1,247,752,166 registered shares with a par value of CHF 0.5 each.</p> <p>2 All share certificates shall bear the facsimile signatures of the Chairman or Chairwoman of the Board of Directors and one Member of the Board.</p> <p>3 The Company may issue certificates representing more than one share each.</p> <p>4 The Company recognises only one representative for each share.</p> <p>5 Upon a resolution being passed by the General Meeting of Shareholders, registered shares may be converted into bearer shares.</p>
Shares, Transfer of Shares and Share Register	<p>Art. 4</p> <p>1 The Company recognises as a shareholder the person whose name is entered in the Share Register.</p>

- 2 A person who has acquired registered shares will, upon application, be entered without limitation in the Share Register as having voting rights provided that he or she expressly states that he or she has acquired the shares concerned in his or her own name for his or her own account.
- 3 Any person not expressly stating in his or her application for registration that the shares concerned have been acquired for his or her own account (hereinafter "nominees") may be entered for a maximum of 2% of the total outstanding share capital with voting rights in the Share Register. In excess of this limit, registered shares held by a nominee will only be granted voting rights if such nominee declares in writing that he or she is prepared to disclose the name, address and shareholding of any person for whose account he or she is holding 0.5% or more of the outstanding share capital. Art.10, Section 2 shall apply correspondingly to nominees who are related to one another through capital ownership or voting rights or have a common management or are otherwise interrelated.
- 4 The Board of Directors will issue the necessary directives to ensure that the aforementioned provisions are complied with.
- 5 This Article is subject to the mandatory provisions of Art. 685d, Section 3 of the Swiss Code of Obligations.
- 6 In the case of registered shares, the Company may forego the printing and delivery of share certificates and, with the agreement of the owner of the shares, may cancel issued certificates when these are returned to the Company and not replace the same. Shareholders may request at any time, at no cost to them, the printing and delivery of certificates representing their registered shares, and the Company may at any time print certificates of registered shares not physically represented by certificates.
- 7 Registered shares not physically represented by certificates and the rights arising therefrom can only be transferred by assignment. Such assignment shall not be valid unless notice is given to the Company. Title to the certificate of the transferred share is passed on to the transferee through legal and valid assignment and does not need the explicit consent of the Company. The bank which handles the book entries of the assigned registered shares on behalf of the shareholders may be notified by the Company of the assignment.

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

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

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

### **III. Debt Capital**

#### **Art. 5**

Bond Issues

The Company may issue bonds, with or without security, including warrants and convertible issues, and may guarantee such issues by its subsidiaries.

### **IV. The Governing Bodies of the Company**

#### **Art. 6**

The governing bodies of the Company shall be the following:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Independent Auditors and the Group's Independent Auditors.

#### **1. The General Meeting of Shareholders**

#### **Art. 7**

Authority and Duty  
to call a Meeting

- 1 The General Meeting of Shareholders shall ordinarily be called by the Board of Directors.

- 2 The ordinary General Meeting of Shareholders shall take place annually within six months after the close of the business year.
- 3 Extraordinary General Meetings of Shareholders shall take place as necessary. One or more shareholders whose combined holdings represent at least 10% of the share capital can also request that a meeting be called.
- 4 Shareholders representing shares with a par value of CHF 0.5 million may require that a particular item appear on the agenda of the meeting.
- 5 The request to call a General Meeting of Shareholders must be submitted in writing and at the same time shares of the Company representing at least 10% of the share capital are to be deposited. The request to include a particular item on the agenda of the meeting, together with the relevant proposals, must be submitted in writing and at the same time shares of the Company with a par value of at least CHF 0.5 million are to be deposited for safekeeping. The shares are to remain in safekeeping until the day after the General Meeting of Shareholders.
- 6 The request to include a particular item on the agenda, together with the relevant proposals, must be submitted to the Board of Directors not later than 45 days before the date of the meeting.

#### Art. 8

The General Meeting of Shareholders has the following powers which may not be delegated. It may amend the articles of association, elect the Members of the Board of Directors, elect the Independent Auditors, the Group's Independent Auditors and Special Auditors approve the annual report, the consolidated financial statements and the annual statutory statements, determine the allocation of the disposable profit, formally approve the actions of the Member of the Board of Directors and pass resolutions on all matters which have been reserved to its authority by law or by these articles of association or which have been submitted to the meeting by the Board of Directors.

Powers

#### Art. 9

- 1 Notice of the General Meeting of Shareholders must be given at least 20 days before the meeting takes place. Notice of the meeting is to be published in the Swiss Gazette of Commerce (Schweizerisches Handelsamtsblatt).

Notice of Meetings

- 2 The notice of the meeting must include the items on the agenda, the proposals submitted by the Board of Directors and by shareholders who have required that a meeting be held or that a particular item be included on the agenda.
- 3 No resolutions can be passed on proposals of which due notice has not been given, with the exception of those concerning the calling of an extraordinary General Meeting or the carrying out of a special audit.

Art. 10

Voting Rights

- 1 Subject to the provisions of Art. 4, Section 3 every share carries one vote at the General Meeting of Shareholders. However, except as set out in Sections 3–5 below, the shares for which a single shareholder can directly or indirectly exercise voting rights for his or her own shares or as a proxy may not exceed 2% of the total outstanding share capital.
- 2 For the purposes of the restrictions on voting rights as laid down in Section 1 above, legal entities, partnerships or groups of joint owners or other groups in which individuals or legal entities are related to one another through capital ownership or voting rights or have a common management or are otherwise interrelated shall be regarded as being a single shareholder. The same shall apply to individuals, legal entities or partnerships that act in concert (especially as a syndicate) with intent to evade the limitation on voting rights.
- 3 The restrictions on voting rights do not apply to the exercise of voting rights by representatives of a governing or executive body of the company who are designated by the Company as proxies (Art. 689c of the Swiss Code of Obligations [CO]), or by persons designated by the Company as independent proxies (Art. 689c CO), or by persons acting as proxies for deposited shares (Art. 689d CO), provided all such persons have been instructed by shareholders to act as proxies.
- 4 Nor do the restrictions on voting rights apply to shares in respect of which the shareholder confirms to the Company in the application for registration that he or she has acquired the shares in his or her name for his or her own account and in respect of which the disclosure requirement set out in Section 6 below has been satisfied.

- 5 In addition, the restrictions on voting rights do not apply to shares which are registered in the name of a nominee, provided that this nominee furnishes the Company with the name, address and shareholding of the person(s) (as per definition in Section 2 above) for whose account he or she holds 0.5% or more of the total share capital outstanding at the time and for which he or she (or the beneficial owner, as appropriate) has satisfied the disclosure requirement set out in section 6 below. The Board of Directors has the right to conclude agreements with nominees concerning both their disclosure requirement and the exercise of voting rights.
- 6 The disclosure obligation must be discharged in accordance with Art. 20 of the Federal Act on Stock Exchange and Securities Trading of 24 March 1995 and the relevant ordinances and regulations.
- 7 The Board of Directors shall issue regulations regarding the proof of share ownership which is necessary in order to obtain voting cards.

#### Art. 11

- 1 The Chairman/Chairwoman of the Board of Directors shall chair the General Meeting of Shareholders, and, in his or her absence, a Deputy Chairman/Chairwoman or another member designated by the Board shall take the chair. Chairman/  
Chairwoman,  
Secretary
- 2 The General Meeting of Shareholders shall elect by a show of hands the tellers to count the votes at the meeting. Members of the Board of Directors, the Independent Auditors, the Group's Independent Auditors and employees of the Company shall not be eligible to act as tellers.
- 3 The Board of Directors shall nominate a secretary to take the minutes.

#### Art. 12

- 1 The General Meeting of Shareholders may in principle pass resolutions without regard to the number of shareholders present at the meeting or represented by proxy. Quorums
- 2 Representation of at least half of the share capital is required for:
  - conversion of registered shares into bearer shares;
  - amendments to Art. 4, Section 3

- amendments to Art. 10, Sections 1–6
- dissolution of the Company.

3 This Article is subject to the mandatory provisions of the law and other provisions of these articles of association.

#### Art. 13

Resolutions/  
Required Majorities

- 1 Resolutions and elections by the General Meeting of Shareholders require the approval of an absolute majority of the votes represented at the meeting, except as otherwise prescribed by mandatory provisions of law or by other provisions of these articles of association. In the case of an equality of votes, elections and resolutions shall be decided by the casting vote of the person chairing the meeting.
- 2 The conversion of registered shares into bearer shares, the dissolution of the Company and amendments to Art. 4, Section 3 of these articles of association require the approval of at least three-quarters of the votes cast. Amendments to Art. 10, Sections 1–6 require the approval of at least seven-eighths of the votes cast.
- 3 The Chairman may allow elections and ballots to be conducted by a show of hands, by written ballot or by electronic means. A written ballot is held if requested by 50 of the shareholders present.

#### Art. 14

Minutes

The person chairing the meeting and the secretary of the meeting are to sign the minutes of the meeting.

## 2. The Board of Directors

#### Art. 15

Election and  
Term of Office

- 1 The Board of Directors shall consist of a minimum of seven Members.
- 2 Each Member of the Board of Directors shall be elected individually for a period of three years and shall be eligible for re-election. One year of office is understood to be the period of time from one ordinary General Meeting of Shareholders to the close of the next ordinary General Meeting.

Art. 16

- 1 The Board of Directors shall decide on all matters which have not been reserved for or conferred on another governing body of the Company by law by these articles of association or by other regulations. Powers and Responsibilities
- 2 The Board of Directors determines those who have signatory power and the nature of the signatory power required. A document signed on behalf of the Company is binding on the Company only when it carries the signatures of two authorised signatories.

Art. 17

The Board of Directors may delegate the management of the Company wholly or partly to committees of the Board, individual Members of the Board or third parties, in accordance with the regulations governing the conduct of business of the Company. Delegation of Powers

Art. 18

- 1 A majority of the Members of the Board of Directors must be present in person in order to pass resolutions; there is no quorum requirement for the acknowledgement of capital increases and the subsequent changes to the articles of association which must be carried out. For resolutions carried out by circular letter, a majority of the Members of the Board of Directors must cast their votes. Quorum/Required Majorities
- 2 Resolutions of the Board of Directors require the approval of an absolute majority of the votes cast. In the case of an equality of votes, decisions shall be determined by the casting vote of the person chairing the meeting.

Art. 19

Minutes shall be kept of the proceedings and resolutions of the Board of Directors. The minutes shall be signed by the person chairing the meeting and the secretary. Minutes

Art. 20  
Remuneration of Directors The Board of Directors shall be appropriately remunerated for its services in an amount to be determined by itself.

### **3. The Independent Auditors, the Group's Independent Auditors and the Special Auditors**

Art. 21  
Appointment and Duties The Independent Auditors and the Group's Independent Auditors shall be elected by the General Meeting of Shareholders for one year and shall be responsible for carrying out all functions and duties incumbent upon them by law.  
The special auditors shall be elected by the General Meeting of Shareholders for the term of one year and shall be responsible for the special audit reports in connection with qualified capital increases (Art. 652f CO).

## **V. Financial Year and Allocation of the Net Profit**

Art. 22  
Financial Year The Company's financial year shall be determined by the Board of Directors.

Art. 23  
Allocation of disposable Profit The allocation of the disposable profit shall be made by the General Meeting of Shareholders. The distributions of a dividend and the establishment and utilisation of special reserves, if any, shall be decided by the General Meeting of Shareholders in accordance with Art. 671 ff of the Swiss Code of Obligations.

## **VI. Dissolution and Liquidation of the Company**

Art. 24  
Should the Company be dissolved, the Board of Directors shall carry out the liquidation unless the General Meeting of Shareholders decides otherwise.

## **VII. Official Notices and Announcements**

### **Art. 25**

- 1 The Swiss Commercial Gazette (Schweizerisches Handelsamtsblatt) shall be the official medium for publication of the Company's notices and announcements. Publication
- 2 Notices and announcements to the shareholders shall be made in the Swiss Commercial Gazette (Schweizerisches Handelsamtsblatt), insofar as the law does not prescribe some other manner of publication.

## **VIII. Transitional Regulations**

### **Art. 26**

- 1 The share capital pursuant to Art. 3 of the articles of association shall be increased by no more than CHF 25,000,000 through the issue of no more than 50,000,000 registered shares with a par value of CHF 0.5 each, to be fully paid in, through the exercise of conversion and/or warrant rights issued in connection with bonds or other financial market instruments issued by Credit Suisse Group or any of its Group companies. Shareholders' pre-emption rights are excluded. Holders of conversion and/or warrant rights are entitled to subscribe to the new shares. The Board of Directors shall set the conversion and/or warrant conditions. Conditional Capital
- 2 When issuing bonds or other financial market instruments which are linked to conversion and/or warrant rights, the Board of Directors is entitled to restrict or exclude shareholders' preferential subscription rights if the instruments are issued in order to finance or refinance the acquisition of companies, parts of companies, equity stakes or new investment plans, and/or if they are issued on national or international capital markets. If preferential subscription rights are not granted, either directly or indirectly, by decision of the Board of Directors (1) the bonds or other financial market instruments are to be issued at market conditions, (2) the issue of new shares shall be at market conditions taking due account of the market price of the shares and/or comparable instruments with a market price, and (3) the time limit for exercising conversion rights may not be

more than 15 years, and the time limit for exercising warrant rights not more than 7 years from the date of the relevant issue.

- 3 The acquisition of registered shares through the exercise of conversion or warrant rights and any further transfers of registered shares are subject to the transfer restrictions laid down in Art. 4 of these articles of association.

Art. 26a

Deleted

Art. 26b

- 1 The share capital as per Art. 3 of the articles of association is to be increased by not more than CHF 48,254,860.50 through the issue of a maximum of 96,509,721 registered shares with a par value of CHF 0.5 each, to be fully paid in. Upon acquisition, the new registered shares will be subject to the transfer restrictions pursuant to Art. 4 of the articles of association.
- 2 The preferential subscription right of present shareholders is excluded in favour of the staff, at all levels, and of Members of the Board of Directors of Credit Suisse Group and its Group companies. The shares shall be issued in accordance with the guidelines adopted by the Board of Directors, as amended from time to time. They may be issued at a price which is below their market value.

Art. 26c

- 1 The share capital pursuant to Art. 3 of the articles of association is to be increased by no more than CHF 7,609,974, corresponding to no more than 15,219,948 registered shares with a par value of CHF 0.5 each, to be fully paid in, through the exercise of options granted to employees at all levels of Donaldson, Lufkin & Jenrette, Inc. and its Group companies, which were rolled over in accordance with the merger agreement between Credit Suisse Group, Diamond Acquisition Corp. and Donaldson, Lufkin & Jenrette, Inc., dated August 30, 2000. The subscription ratio, time limits and further terms will be determined by the Board of Directors in accordance with the provisions of the merger agreement dated August 30,

2000. The acquisition of shares through the exercise of option rights, and any subsequent transfer of the new shares is subject after issue to the transfer restrictions laid down in Art. 4 of the articles of association.

- 2 The preemptive rights of the current shareholders are excluded in favor of staff at all levels of Donaldson Lufkin & Jenrette and its Group companies.

Art. 27

- 1 The Board of Directors is authorized, at any time until April 29, 2007, to increase the share capital, pursuant to Art. 3 of the articles of association by no more than CHF 22,740,000 by issuing no more than 45,480,000 registered shares with a par value of CHF 0.5 each, to be fully paid in. Increases by firm underwriting, as well as partial increases, are permissible. The issue price, the starting date for dividend entitlement and the type of contribution will be determined by the Board of Directors. Upon acquisition, the new registered shares are subject to the transfer restrictions laid down in Art. 4 of the articles of association. Authorized Capital
- 2 The Board of Directors is authorised to exclude the preferential subscription rights of the shareholders in favour of third parties if the new shares are used for the acquisition of companies, segments of companies or participations in the banking, finance, asset management or insurance industries through an exchange of shares or for financing the acquisition of companies, segments of companies or participations in these industries. If, in connection with company takeovers, commitments to service convertible bonds or bonds with warrants are assumed, the Board of Directors is authorised, for the purpose of fulfilling delivery commitments under such bonds, to issue new shares excluding the subscription rights of shareholders.
- 3 Registered shares for which subscriptions rights have been granted but not exercised, are to be sold on the market at market conditions.

Art. 27a

Deleted

Non-Cash Capital  
Contribution

Art. 28  
Deleted

Art. 28a  
Deleted

Art. 28b  
Deleted

Art. 28c

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 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.

Art. 28d

In accordance with the agreement on non-cash capital contributions of 31 July 1998, the Company has acquired from Credit Suisse (Bahamas) Limited, Nassau (Bahamas), 16,916,518 common stock of Garantia Banking Limited, with a par value of USD 1.00 per share, with a total value and at a total price of CHF 706,325,400. Settlement has been effected by transfer to Credit Suisse (Bahamas) Limited as exchange agent of 1,938,708 fully paid-in registered shares of the Company with a par value of CHF 20 per share. The issue price per share is CHF 364.3278. The sum of CHF 667,551,240, being the amount by which the price paid exceeds the par value of the new shares (CHF 38,774,160), is retained by the Company as a share premium.

Art. 28e

In accordance with the agreement on non-cash capital contributions of 15 April 1999, the Company has acquired from Reinsurance Derivatives

Holding AG, Zurich, 30,470,235 Perpetual Non-Cumulative Class A Preference Shares, with a par value of USD 1.00 per share, and 83,162,370 Participating Shares, with a par value of USD 1.00 per share, of Credit Suisse Financial Products, London, with a total value and a total price of CHF 486,000,000. Settlement has been effected by transfer to Reinsurance Derivatives Holding AG, Zurich, of 1,800,000 fully paid-in registered shares of the Company with a par value of CHF 20 per share. The issue price per share is CHF 270. The sum of CHF 450,000,000, being the amount by which the price paid exceeds the par value of the new shares (CHF 36,000,000), is retained by the Company as a share premium.

Art. 28f

In accordance with the agreements on non-cash capital contributions of 3 November 2000, the Company has acquired from AXA, Paris, AXA Financial, Inc., New York, The Equitable Life Assurance Society of the United States, New York, and AXA Participations Belgium, Brussels, 64,029,782 Common Shares, with a par value of USD 0.10 per share, of Donaldson, Lufkin & Jenrette Inc., Delaware, with a total value and a total price of CHF 8,502,828,693.50. Settlement has been effected by transfer to AXA, AXA Financial, Inc., Equitable Life Assurance Society of the United States and AXA Participations Belgium of 25,727,167 fully paid-in registered shares of the Company with a par value of CHF 20 per share. The issue price per share is CHF 330.50. The sum of CHF 7,988,285,353.50, being the amount by which the price paid exceeds the par value of the new shares (CHF 514,543,340), is retained by the Company as a share premium.

Art. 29

Deleted

Non-Cash Capital  
Acquisition

The above text is a translation of the original German articles of association (Statuten) which constitute the definitive text and are binding in law.

Zurich, February 9, 2006

**FILE COPY**



**CERTIFICATE OF REGISTRATION  
OF AN OVERSEA COMPANY**

(Establishment of a place of business)

Company No.      FC026825

The Registrar of Companies for England and Wales hereby certifies that  
**CREDIT SUISSE GROUP**

has this day been registered under Section 691 of the Companies Act  
1985 as having established a place of business in England and Wales

Given at Companies House, Cardiff, the 12th June 2006



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —