



Pricing Supplement dated 28 February 2020

Credit Suisse AG, London Branch

Legal Entity Identifier (LEI): ANGGYXNX0JLX3X63JN86

Trigger Return Equity-linked Securities due March 2025

linked to **The Boeing Company, Airbus SE and Rolls-Royce Holdings PLC** (the "Securities")

Series SPLB2020-1DZD

ISIN: XS1973526632

issued pursuant to the Trigger Redeemable and Phoenix Securities Base Prospectus

as part of the **Structured Products Programme for the issuance of Notes, Certificates and Warrants**

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such in the General Conditions, the Product Conditions and the applicable Asset Terms (as may be amended and/or supplemented up to, and including, the Issue Date), set forth in the Base Prospectus dated 12 July 2019, as supplemented on 20 August 2019, 30 September 2019, 22 October 2019, 3 December 2019 and 6 January 2020 and by any further supplements up to, and including, the Issue Date. This document constitutes the Pricing Supplement of the Securities described herein. Copies of the Base Prospectus and each supplement may be obtained from the registered office of the Issuer and Agents specified herein.

This Pricing Supplement comprises the final terms for the issue of the Securities.

This Pricing Supplement does not constitute final terms for the purposes of Article 5.4 of Directive 2003/71/EC, as amended or superseded (the "**Prospectus Directive**"). The Luxembourg *Commission de Surveillance du Secteur Financier* has neither approved nor reviewed the information contained in this Pricing Supplement and the Base Prospectus in connection with the Securities. The Issuer is not offering the Securities in any jurisdiction in circumstances which would require a prospectus pursuant to the Prospectus Directive. Nor is any person authorised to make such an offer of the Securities on behalf of the Issuer in any jurisdiction. In addition, no application has been made (nor is it proposed that any application will be made) for listing of the Securities on a regulated market for the purposes of Directive 2014/65/EU on Markets in Financial Instruments (as may be amended, varied or replaced from time to time).

The terms and conditions applicable to the Securities are the General Terms and Conditions of Certificates, together with any applicable Additional Provisions, any applicable Product Conditions and any applicable Asset Terms, each as set out in the Base Prospectus, as completed and/or modified by this Pricing Supplement. References to the Base Prospectus are to it as supplemented at the date of this Pricing Supplement. The purchase of the Securities involves substantial risks and is suitable only for investors who have the knowledge and experience in financial and business matters necessary to enable them to evaluate the risks and the merits of an investment in the Securities. Before making an investment decision, prospective purchasers of the Securities should ensure that they understand the nature of the Securities and the extent of their exposure to risks and that they consider carefully, in the light of their own financial circumstances, financial condition and investment objectives, all the information set forth in the Base Prospectus (including "Risk Factors" on pages 88 to 173 thereof) and this Pricing Supplement.

1	Series Number:	SPLB2020-1DZD
2	Tranche Number:	Not Applicable
3	Applicable General Terms and Conditions:	General Certificate Conditions
4	Type of Security:	Trigger Return Securities
5	Settlement Currency:	Euro (" EUR ")

6	Institutional:	Not Applicable
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PROVISIONS RELATING TO NOTES AND CERTIFICATES		Applicable
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7	Number of Securities:	
	(i) Series:	30,000 Securities
	(ii) Tranche:	Not Applicable
8	Issue Price:	EUR 100.00 per Security
9	Nominal Amount:	EUR 100.00
10	Minimum Transferable Number of Securities:	Not Applicable
11	Transferable Number of Securities:	Not Applicable
12	Minimum Trading Lot:	Not Applicable
13	Issue Date:	02 March 2020
14	Maturity Date:	5 Currency Business Days following the Final Fixing Date or, if such date falls on different dates for different Underlying Assets, the latest of such dates to occur (expected to be 05 March 2025)
15	Coupon Basis:	Applicable: Other Coupon Provisions
16	Redemption/Payment Basis:	Equity-linked
17	Put/Call Options:	Not Applicable

PROVISIONS RELATING TO WARRANTS		Not Applicable
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(Paragraphs 18 to 28 have been intentionally deleted)

PROVISIONS RELATING TO COUPON AMOUNTS

29	Fixed Rate Provisions (General Note Condition 4 or General Certificate Condition 4):	Not Applicable
30	Floating Rate Provisions (General Note Condition 4 or General Certificate Condition 4):	Not Applicable
31	Premium Provisions (General Note Condition 4 or General Certificate Condition 4):	Not Applicable
32	Other Coupon Provisions (Product Condition 2):	Applicable
	(i) Coupon Payment Event:	Applicable
	(a) Coupon Amount:	If a Coupon Payment Event has occurred: Memory Coupon If no Coupon Payment Event has occurred: zero
	(b) Coupon Payment Event:	On the relevant Coupon Observation Date, the Level (with regard to the Valuation Time) of each Underlying Asset is at or above the Coupon Threshold of such Underlying Asset corresponding to such Coupon Observation Date
	(c) Coupon Call/Coupon Put:	Not Applicable
	(d) Memory Coupon:	Applicable
	- Coupon Rate:	1.76%
	- t:	In respect of a Coupon Payment Date, the number of Coupon Observation Dates falling in the period commencing on, but excluding, the Issue Date and ending on, and including, such Coupon Payment Date

(ii) Double No-Touch:	Not Applicable
(iii) Double No-Touch Accrual:	Not Applicable
(iv) Double No-Touch Memory:	Not Applicable
(v) Range Accrual:	Not Applicable
(vi) Step-Up:	Not Applicable
(vii) Snowball:	Not Applicable
(viii) Aggregate Coupon:	Not Applicable
(ix) Aggregate Memory Coupon:	Not Applicable
(x) Coupon Cap:	Not Applicable
(xi) Coupon Floor:	Not Applicable
(xii) FX Adjusted:	Not Applicable
(xiii) Coupon Payment Date(s):	In respect of a Coupon Observation Date, 5 Currency Business Days following such Coupon Observation Date (or, if such date falls on different dates for different Underlying Assets, the latest of such dates to occur)
(xiv) Coupon Threshold:	In respect of a Coupon Observation Date and an Underlying Asset, an amount equal to 65% of the Strike Price of such Underlying Asset
(xv) Coupon Observation Date(s):	In respect of an Underlying Asset and a Coupon Payment Date, each of: 26 May 2020 26 August 2020 26 November 2020 26 February 2021 26 May 2021 26 August 2021 26 November 2021 26 February 2022 26 May 2022 26 August 2022 26 November 2022 26 February 2023 26 May 2023 26 August 2023 26 November 2023 26 February 2024 26 May 2024 26 August 2024 26 November 2024 26 February 2025
(xvi) Coupon Observation Date subject to Valuation Date adjustment:	Valuation Date adjustment applicable in respect of all Coupon Observation Dates
(xvii) Coupon Observation Period(s):	Not Applicable
(xviii) Coupon Fixing Price:	Not Applicable
(xix) Coupon Fixing Price Cap:	Not Applicable
(xx) Coupon Fixing Price Floor:	Not Applicable
(xxi) Coupon Observation Averaging Dates:	Not Applicable
(xxii) Knock-in Coupon Cut-Off:	Not Applicable

(xxiii) Lock-in Coupon: Not Applicable

PROVISIONS RELATING TO REDEMPTION/SETTLEMENT

33	Redemption Amount or (in the case of Warrants) Settlement Amount (Product Condition 3):	Worst of Phoenix
	(i) Redemption Option Percentage:	Applicable: 100 per cent.
	(ii) Redemption Performance:	Not Applicable
	(iii) Redemption Amount Cap/Floor:	Applicable
	– Redemption Amount Cap 1:	An amount equal to 100 per cent. of the Nominal Amount
	– Redemption Amount Floor 1:	Not Applicable
	– Redemption Amount Cap 2:	Not Applicable
	– Redemption Amount Floor 2:	Not Applicable
	(iv) Redemption Strike Price:	In respect of an Underlying Asset, an amount equal to 100 per cent. of the Strike Price of such Underlying Asset
	(v) Redemption FX Adjustment:	Not Applicable
	(vi) PPT:	Not Applicable
	(vii) Strike:	Not Applicable
34	Initial Setting Date:	26 February 2020
35	Initial Averaging Dates:	Not Applicable
36	Final Fixing Date:	26 February 2025
37	Averaging Dates:	Not Applicable
38	Final Price:	In respect of an Underlying Asset, the Level (with regard to the Valuation Time) of such Underlying Asset on the Final Fixing Date
	(i) Final Price Cap:	Not Applicable
	(ii) Final Price Floor:	Not Applicable
39	Strike Price:	In respect of an Underlying Asset, the Level (with regard to the Valuation Time) of such Underlying Asset on the Initial Setting Date
	(i) Strike Cap:	Not Applicable
	(ii) Strike Floor:	Not Applicable
40	Knock-in Provisions:	Applicable
	(i) Knock-in Event:	On the Knock-in Observation Date, the Level (with regard to the Valuation Time) of any Underlying Asset is below the Knock-in Barrier of such Underlying Asset
	(ii) Knock-in Barrier:	In respect of the Knock-in Observation Date and an Underlying Asset, an amount equal to 60% of the Strike Price of such Underlying Asset
	(iii) Knock-in Observation Date(s):	In respect of an Underlying Asset, 26 February 2025
	(iv) Knock-in Observation Date subject to Valuation Date adjustment:	Valuation Date adjustment applicable in respect of the Knock-in Observation Date
	(v) Knock-in Observation Period:	Not Applicable
	(vi) Knock-in Fixing Price:	Not Applicable
	(vii) Redemption Participation:	Not Applicable
	(viii) Floor:	Not Applicable
	(ix) Knock-out Event Override Condition:	Not Applicable
41	Knock-out Provisions:	Not Applicable
42	Trigger Redemption (Product Condition 3(c)):	Applicable

- (i) Trigger Event: On any Trigger Barrier Observation Date, the Level (with regard to the Valuation Time) of each Underlying Asset is at or above the Trigger Barrier of such Underlying Asset
- (ii) Trigger Barrier Redemption Date(s): In respect of a Trigger Barrier Observation Date, as specified in the table below in respect of such Trigger Barrier Observation Date
- (iii) Trigger Barrier Redemption Amount: In respect of a Trigger Barrier Redemption Date, as specified in the table below in respect of such Trigger Barrier Redemption Date
- (iv) Trigger Barrier: As specified in the table below in respect of such Trigger Barrier Observation Date
- (v) Trigger Barrier Observation Date: In respect of an Underlying Asset and a Trigger Barrier Redemption Date, as specified in the table below in respect of such Trigger Barrier Redemption Date
- (vi) Trigger Barrier Observation Date subject to Valuation Date adjustment: Valuation Date adjustment applicable in respect of all Trigger Barrier Observation Dates
- (vii) Trigger Barrier Observation Period(s): Not Applicable

n	Trigger Barrier Observation Date _n	Trigger Barrier _n	Trigger Barrier Redemption Amount _n	Trigger Barrier Redemption Date _n
1	26 May 2020	An amount equal to 100% of the Strike Price of such Underlying Asset	An amount equal to 100 per cent. of the Nominal Amount	5 Currency Business Days following the occurrence of a Trigger Event
2	26 August 2020	An amount equal to 100% of the Strike Price of such Underlying Asset	An amount equal to 100 per cent. of the Nominal Amount	5 Currency Business Days following the occurrence of a Trigger Event
3	26 November 2020	An amount equal to 100% of the Strike Price of such Underlying Asset	An amount equal to 100 per cent. of the Nominal Amount	5 Currency Business Days following the occurrence of a Trigger Event
4	26 February 2021	An amount equal to 100% of the Strike Price of such Underlying Asset	An amount equal to 100 per cent. of the Nominal Amount	5 Currency Business Days following the occurrence of a Trigger Event
5	26 May 2021	An amount equal to 100% of the Strike Price of such Underlying Asset	An amount equal to 100 per cent. of the Nominal Amount	5 Currency Business Days following the occurrence of a Trigger Event
6	26 August 2021	An amount equal to 100% of the Strike Price of such Underlying Asset	An amount equal to 100 per cent. of the Nominal Amount	5 Currency Business Days following the occurrence of a Trigger Event
7	26 November 2021	An amount equal to 100% of the Strike Price of such Underlying Asset	An amount equal to 100 per cent. of the Nominal Amount	5 Currency Business Days following the occurrence of a Trigger Event
8	26 February 2022	An amount equal to 100% of the Strike Price of such Underlying Asset	An amount equal to 100 per cent. of the Nominal Amount	5 Currency Business Days following the occurrence of a Trigger Event
9	26 May 2022	An amount equal to 100% of the Strike Price of such Underlying Asset	An amount equal to 100 per cent. of the Nominal Amount	5 Currency Business Days following the occurrence of a Trigger Event

10	26 August 2022	An amount equal to 100% of the Strike Price of such Underlying Asset	An amount equal to 100 per cent. of the Nominal Amount	5 Currency Business Days following the occurrence of a Trigger Event
11	26 November 2022	An amount equal to 100% of the Strike Price of such Underlying Asset	An amount equal to 100 per cent. of the Nominal Amount	5 Currency Business Days following the occurrence of a Trigger Event
12	26 February 2023	An amount equal to 100% of the Strike Price of such Underlying Asset	An amount equal to 100 per cent. of the Nominal Amount	5 Currency Business Days following the occurrence of a Trigger Event
13	26 May 2023	An amount equal to 100% of the Strike Price of such Underlying Asset	An amount equal to 100 per cent. of the Nominal Amount	5 Currency Business Days following the occurrence of a Trigger Event
14	26 August 2023	An amount equal to 100% of the Strike Price of such Underlying Asset	An amount equal to 100 per cent. of the Nominal Amount	5 Currency Business Days following the occurrence of a Trigger Event
15	26 November 2023	An amount equal to 100% of the Strike Price of such Underlying Asset	An amount equal to 100 per cent. of the Nominal Amount	5 Currency Business Days following the occurrence of a Trigger Event
16	26 February 2024	An amount equal to 100% of the Strike Price of such Underlying Asset	An amount equal to 100 per cent. of the Nominal Amount	5 Currency Business Days following the occurrence of a Trigger Event
17	26 May 2024	An amount equal to 100% of the Strike Price of such Underlying Asset	An amount equal to 100 per cent. of the Nominal Amount	5 Currency Business Days following the occurrence of a Trigger Event
18	26 August 2024	An amount equal to 100% of the Strike Price of such Underlying Asset	An amount equal to 100 per cent. of the Nominal Amount	5 Currency Business Days following the occurrence of a Trigger Event
19	26 November 2024	An amount equal to 100% of the Strike Price of such Underlying Asset	An amount equal to 100 per cent. of the Nominal Amount	5 Currency Business Days following the occurrence of a Trigger Event
20	26 February 2025	An amount equal to 100% of the Strike Price of such Underlying Asset	An amount equal to 100 per cent. of the Nominal Amount	5 Currency Business Days following the occurrence of a Trigger Event

- (viii) Knock-in Event Override Condition: Not Applicable
- (ix) Trigger Barrier Fixing Price: Not Applicable
- (x) Trigger Coupon Override Condition: Not Applicable
- (xi) Trigger Knock-out Barrier: Not Applicable
- (xii) Trigger Knock-out Event: Not Applicable
- (xiii) Trigger Knock-out Observation Period Start Date(s): Not Applicable
- (xiv) Trigger Knock-out Observation Period End Date(s): Not Applicable

43	Lock-in Redemption:	Not Applicable
44	Single Factor Trigger Redeemable (Step-Up) / Single Factor Trigger Redeemable (Star) / Worst of Redeemable (Step-Up) / Worst of Trigger Redeemable (Star):	Not Applicable
45	Details relating to Instalment Securities:	Not Applicable
46	Physical Settlement Provisions (Product Condition 4):	Not Applicable
47	Put Option:	Not Applicable
48	Call Option:	Not Applicable
49	Unscheduled Termination Amount:	
	(i) Unscheduled Termination at Par:	Not Applicable
	(ii) Minimum Payment Amount:	Not Applicable
	(iii) Deduction for Hedge Costs:	Not Applicable
50	Payment Disruption:	Not Applicable
51	Interest and Currency Rate Additional Disruption Event:	Not Applicable

UNDERLYING ASSET(S)

52	List of Underlying Asset(s):	Applicable
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i	Underlying Asset _i	Weight _i	Composite _i
1	The ordinary shares of The Boeing Company (the " The Boeing Company Shares ")	Not Applicable	Not Applicable
2	The ordinary shares of Airbus SE (the " Airbus SE Shares ")	Not Applicable	Not Applicable
3	The ordinary shares of Rolls-Royce Holdings PLC (the " Rolls-Royce Holdings PLC Shares ")	Not Applicable	Not Applicable

53	Equity-linked Securities:	Applicable
	Single Share, Share Basket or Multi-Asset Basket:	Share Basket
(1)	(i) Share Issuer:	The Boeing Company
	(ii) Share:	The The Boeing Company Shares
	(iii) ISIN:	US0970231058
	(iv) Bloomberg Code:	BA UN Equity
	(v) Information Source:	http://www.nyse.com
	(vi) Exchange:	New York Stock Exchange
	(vii) Related Exchange:	All Exchanges
	(viii) Maximum Days of Disruption:	Eight Scheduled Trading Days as specified in Asset Term 1
	(ix) Adjustment basis for Share Basket and Reference Dates:	In respect of the Initial Setting Date, each Coupon Observation Date, each Trigger Barrier Observation Date, the Knock-in Observation Date and the Final Fixing Date: Share Basket and Reference Dates - Individual / Individual
	(x) Adjustment basis for Share Basket and Averaging Reference Dates:	Not Applicable
	(xi) Trade Date:	21 February 2020
	(xii) Jurisdictional Event:	Not Applicable

	(xiii) Jurisdictional Event Jurisdiction(s):	Not Applicable
	(xiv) Share Substitution:	Applicable
	(xv) Additional Disruption Events:	
	(a) Change in Law:	Change in Law Option 1 Applicable
	(b) Foreign Ownership Event:	Not Applicable
	(c) FX Disruption:	Not Applicable
	(d) Insolvency Filing:	Applicable
	(e) Hedging Disruption:	Applicable
	(f) Increased Cost of Hedging:	Not Applicable
	(g) Loss of Stock Borrow:	Not Applicable
	(h) Increased Cost of Stock Borrow:	Not Applicable
(2)	(i) Share Issuer:	Airbus SE
	(ii) Share:	The Airbus SE Shares
	(iii) ISIN:	NL0000235190
	(iv) Bloomberg Code:	AIR FP Equity
	(v) Information Source:	http://www.euronext.com
	(vi) Exchange:	Euronext Paris
	(vii) Related Exchange:	All Exchanges
	(viii) Maximum Days of Disruption:	Eight Scheduled Trading Days as specified in Asset Term 1
	(ix) Adjustment basis for Share Basket and Reference Dates:	In respect of the Initial Setting Date, each Coupon Observation Date, each Trigger Barrier Observation Date, the Knock-in Observation Date and the Final Fixing Date: Share Basket and Reference Dates - Individual / Individual
	(x) Adjustment basis for Share Basket and Averaging Reference Dates:	Not Applicable
	(xi) Trade Date:	21 February 2020
	(xii) Jurisdictional Event:	Not Applicable
	(xiii) Jurisdictional Event Jurisdiction(s):	Not Applicable
	(xiv) Share Substitution:	Applicable
	(xv) Additional Disruption Events:	
	(a) Change in Law:	Change in Law Option 1 Applicable
	(b) Foreign Ownership Event:	Not Applicable
	(c) FX Disruption:	Not Applicable
	(d) Insolvency Filing:	Applicable
	(e) Hedging Disruption:	Applicable
	(f) Increased Cost of Hedging:	Not Applicable
	(g) Loss of Stock Borrow:	Not Applicable
	(h) Increased Cost of Stock Borrow:	Not Applicable
(3)	(i) Share Issuer:	Rolls-Royce Holdings PLC
	(ii) Share:	The Rolls-Royce Holdings PLC Shares
	(iii) ISIN:	GB00B63H8491
	(iv) Bloomberg Code:	RR/ LN Equity
	(v) Information Source:	http://www.londonstockexchange.com
	(vi) Exchange:	London Stock Exchange
	(vii) Related Exchange:	All Exchanges
	(viii) Maximum Days of Disruption:	Eight Scheduled Trading Days as specified in Asset Term 1

(ix)	Adjustment basis for Share Basket and Reference Dates:	In respect of the Initial Setting Date, each Coupon Observation Date, each Trigger Barrier Observation Date, the Knock-in Observation Date and the Final Fixing Date: Share Basket and Reference Dates - Individual / Individual
(x)	Adjustment basis for Share Basket and Averaging Reference Dates:	Not Applicable
(xi)	Trade Date:	21 February 2020
(xii)	Jurisdictional Event:	Not Applicable
(xiii)	Jurisdictional Event Jurisdiction(s):	Not Applicable
(xiv)	Share Substitution:	Applicable
(xv)	Additional Disruption Events:	
	(a) Change in Law:	Change in Law Option 1 Applicable
	(b) Foreign Ownership Event:	Not Applicable
	(c) FX Disruption:	Not Applicable
	(d) Insolvency Filing:	Applicable
	(e) Hedging Disruption:	Applicable
	(f) Increased Cost of Hedging:	Not Applicable
	(g) Loss of Stock Borrow:	Not Applicable
	(h) Increased Cost of Stock Borrow:	Not Applicable
54	Equity Index-linked Securities:	Not Applicable
55	Commodity-linked Securities:	Not Applicable
56	Commodity Index-linked Securities:	Not Applicable
57	ETF-linked Securities:	Not Applicable
58	FX-linked Securities:	Not Applicable
59	FX Index-linked Securities:	Not Applicable
60	Inflation Index-linked Securities:	Not Applicable
61	Interest Rate Index-linked Securities:	Not Applicable
62	Cash Index-linked Securities:	Not Applicable
63	Multi-Asset Basket-linked Securities:	Not Applicable
64	Valuation Time:	As determined in accordance with Equity-linked Securities Asset Term 1

GENERAL PROVISIONS

65	(i) Form of Securities:	Registered Securities
	(ii) Global Security:	Applicable
	(iii) Held under the NSS:	Not Applicable
	(iv) Intended to be held in a manner which would allow Eurosystem eligibility:	No
	(v) The Issuer intends to permit indirect interests in the Securities to be held through CREST Depository Interests to be issued by the CREST Depository:	Not Applicable

66	Financial Centre(s):	Not Applicable
67	Business Centre(s):	Not Applicable
68	Listing and Admission to Trading:	Application will be made for the Securities to be admitted to trading on EuroTLX with effect from on or around the Issue Date provided, however, no assurance can be given that such application for listing and admission to trading will be granted (or, if granted, will be granted by the Issue Date or any specific date thereafter)
69	Security Codes and Ticker Symbols:	
	ISIN:	XS1973526632
	Common Code:	197352663
	Swiss Security Number:	51286887
	Telekurs Ticker:	Not Applicable
	WKN Number:	Not Applicable
70	Clearing and Trading:	
	Clearing System(s) and any relevant identification number(s):	Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme
71	Delivery:	Delivery against payment
72	Agents:	
	Calculation Agent:	Credit Suisse International One Cabot Square London E14 4QJ United Kingdom
	Principal Certificate Agent:	The Bank of New York Mellon, acting through its London Branch One Canada Square London E14 5AL United Kingdom
	Paying Agent(s):	The Bank of New York Mellon, acting through its London Branch One Canada Square London E14 5AL United Kingdom
	Additional Agents:	Applicable
	Transfer Agent:	The Bank of New York Mellon S.A./N.V., Luxembourg Branch Vertigo Building – Polaris 2-4 rue Eugene Ruppert L-2453 Luxembourg
	Registrar:	The Bank of New York Mellon S.A./N.V., Luxembourg Branch Vertigo Building – Polaris 2-4 rue Eugene Ruppert L-2453 Luxembourg
73	Dealer(s):	Credit Suisse International
74	Specified newspaper for the purposes of notices to Securityholders:	Not Applicable
75	871(m) Securities:	The Issuer has determined that the Securities (without regard to any other transactions) should not be treated as transactions that are subject to U.S. withholding tax under section 871(m)
76	Prohibition of Sales to EEA Retail Investors:	Not Applicable
77	Additional Provisions:	Record date for Certificates listed on EuroTLX: The Clearing System Business Day immediately prior to each Coupon Payment Date

PART B – OTHER INFORMATION

Interests of Natural and Legal Persons involved in the Issue

So far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the issue, save for any fees payable to the distributor(s).

The Dealer will pay a fee to the distributor of up to 6.25 per cent. of the Nominal Amount per Security, calculated and paid in respect of the notional amount of Securities sold by the Dealer during a marketing period agreed between the parties. The Issue Price and terms of the Securities take into account such fee. Consequently, the Issue Price of the Securities and/or the purchase price paid by an investor may be more than the market value of the Securities on the date of such purchase. The fee is payable for the proposal of the payoff structure and the marketing and distribution services provided to the Issuer/Dealer by the distributor, all in connection with the Securities

Issuer may exercise its rights to repurchase and hold, resell or cancel Securities

The Issuer may exercise its right pursuant to General Certificate Condition 6 to purchase and hold, resell or cancel all or part of the Securities at any time, including, without limitation, in the event that the amount or number of the Securities subscribed for is less than the Number of the Securities issued on the Issue Date.

Signed on behalf of the Issuer:
