

Final Terms dated 20 December 2019

Credit Suisse AG, London Branch

Legal Entity Identifier (LEI): ANGGYXNX0JLX3X63JN86

USD 70,000,000 Trigger Return Equity Index-linked Securities due December 2025

linked to the EURO STOXX 50® Price Index

(the "Securities")

Series SPLB2019-1CFX

ISIN: XS2086679987

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 and 3 December 2019, and by any further supplements up to, and including, the later of the Issue Date and the date of listing of the Securities, which together constitute a base prospectus for the purposes of Directive 2003/71/EC, as amended or superseded (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Securities described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. A summary of the Securities is annexed to these Final Terms. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. Copies of the Base Prospectus and each supplement may be obtained from the registered office of the Issuer and the offices of the Agents specified herein.

These Final Terms comprise the final terms for the issue and admission to trading on the regulated market of the Luxembourg Stock Exchange of the Securities. The Final Terms will be available for viewing on the website of www.bourse.lu.

| PROVISIONS CERTIFICATE | RELATING | то | NOTES | AND | Applicable |
|---------------------------|------------------------|----------|-------|-----|-----------------------------|
| 6. | Institutional: | | | | Not Applicable |
| 5. | Settlement Cu | ırrency: | | | United States Dollar("USD") |
| 4. | Type of Secur | rity: | | | Trigger Return Securities |
| 3. | Applicable Conditions: | General | Terms | and | General Note Conditions |
| 2. | Tranche Num | ber: | | | Not Applicable |
| 1. | Series Number | er: | | | SPLB2019-1CFX |

7. Aggregate Nominal Amount:

(i) Series: USD 70,000,000

(ii) Tranche: Not Applicable

8. Issue Price: 98.04 per cent. of the Aggregate

Nominal Amount

9. Specified Denomination: USD 1,000

10. Minimum Transferable Number of Securities: Not Applicable

Transferable Number of Securities: Not Applicable

12. Minimum Trading Lot: Not Applicable

13. Issue Date: 23 December 2019

14. Maturity Date: 5 Currency Business Days following the

final Fixing Date (expected to be 23

December 2025)

15. Coupon Basis: Not Applicable

16. Redemption/Payment Basis: Equity Index-linked

17. Put/Call Options: Not Applicable

PROVISIONS RELATING TO WARRANTS

Not Applicable

(Paragraphs 18 to 28 have been intentionally deleted)

PROVISIONS RELATING TO COUPON AMOUNTS

 Fixed Rate Provisions (General Note Not Applicable Condition 4 or General Certificate Condition

4):

30. Floating Rate Provisions (General Note Not Applicable Condition 4 or General Certificate Condition

4):

31. Premium Provisions (General Note Not Applicable

Condition 4 or General Certificate Condition

4):

32. Other Coupon Provisions (Product Condition Not Applicable

2):

PROVISIONS RELATING TO REDEMPTION/SETTLEMENT

33. Redemption Amount or (in the case of Single Factor Trigger Redeemable Warrants) Settlement Amount (Product Condition 3):

(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 the 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: 12 December 2019

35. Initial Averaging Dates: Not Applicable

36. Final Fixing Date: 16 December 2025

37. Averaging Dates: Not Applicable

38. Final Price: In respect of the 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 the 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 the 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 the Underlying Asset, an amount equal to 60 per cent. of the Strike Price of such Underlying Asset

(iii) Knock-in Observation Date(s): In respect of the Underlying Asset, 16

December 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 Ob | servation Perio | d: | | Not Applicable | |
| | (vi) | Knock-in Fix | ing Price: | | | Not Applicable | |
| | (vii) | Redemption | Participation: | | | Not Applicable | |
| | (viii) | Floor: | | | | Not Applicable | |
| | (ix) | Knock-out E | vent Override C | Condition | : | Not Applicable | |
| 41. | Knock | k-out Provisio | ns: | | | Not Applicable | |
| 42. | Trigge 3(c)): | er Redempt | ion (Product | Condition | on | Applicable | |
| | (i) | Trigger Eve | nt: | | | On any Trigger Barrier Obse Date, the Level (with regard Valuation Time) of the Underlying is at or above the Trigger Bar such Underlying Asset | to the Asset |
| | (ii) | Trigger Bar | rier Redemptior | n Date(s) | : | In respect of a Trigger Observation Date, as specified table below in respect of such Barrier Observation Date | |
| | (iii) | Trigger Bar | rier Redemptior | n Amount | t: | In respect of a Trigger Redemption Date, as specified table below in respect of such Barrier Redemption Date | |
| | (iv) | Trigger Bar | rier: | | | Observation Date and the Unc Asset, as specified in the table by | |
| | (v) | Trigger Bar | rier Observatior | n Date(s) | : | In respect of the Underlying Asse Trigger Barrier Redemption Da specified in the table below in res such Trigger Barrier Redemption | ate, as pect of |
| | (vi) | | arrier Observa ′aluation Date a | | | Valuation Date adjustment applicates respect of all Trigger Observation Dates | able in Barrier |
| | (vii) | Trigger Period(s): | Barrier C |)bservatio | on | Not Applicable | |
| | | er Barrier ervation | Trigger Barrie | er _n | Bar Rec | gger Trigger Ba rrier Redemption Date _n demption nount _n | rrier |
| 1. | 16 2020 | December | An amount ed 100 per cent. Strike Price o Underlying Ass | of the of such | to cen | amount equal 5 Currency Busir 106.82 per Days following nt. of the occurrence of minal Amount Trigger Event | |

2.

16 June 2021

An amount equal to An amount equal 5 Currency Business

| | | 100 per cent. of the Strike Price of such Underlying Asset | to 110.23 per cent. of the Nominal Amount | Days following the occurrence of a Trigger Event |
|-----|----------------------------------|--|--|---|
| 3. | 16 December 2021 | An amount equal to 100 per cent. of the Strike Price of such Underlying Asset | An amount equal to 113.64 per cent. of the Nominal Amount | 5 Currency Business Days following the occurrence of a Trigger Event |
| 4. | 16 June 2022 | An amount equal to 100 per cent. of the Strike Price of such Underlying Asset | An amount equal to 117.05 per cent. of the Nominal Amount | 5 Currency Business Days following the occurrence of a Trigger Event |
| 5. | 16 December 2022 | An amount equal to 100 per cent. of the Strike Price of such Underlying Asset | An amount equal to 120.46 per cent. of the Nominal Amount | 5 Currency Business Days following the occurrence of a Trigger Event |
| 6. | 16 June2023 | An amount equal to 100 per cent. of the Strike Price of such Underlying Asset | An amount equal to 123.87 per cent. of the Nominal Amount | 5 Currency Business Days following the occurrence of a Trigger Event |
| 7. | 18 December 2023 | An amount equal to 100 per cent. of the Strike Price of such Underlying Asset | An amount equal to 127.28 per cent. of the Nominal Amount | 5 Currency Business Days following the occurrence of a Trigger Event |
| 8. | 17 June 2024 | An amount equal to 100 per cent. of the Strike Price of such Underlying Asset | An amount equal to 130.69 per cent. of the Nominal Amount | 5 Currency Business Days following the occurrence of a Trigger Event |
| 9. | 16 December 2024 | An amount equal to 100 per cent. of the Strike Price of such Underlying Asset | An amount equal to 134.10 per cent. of the Nominal Amount | 5 Currency Business Days following the occurrence of a Trigger Event |
| 10. | 16 June 2025 | An amount equal to 100 per cent. of the Strike Price of such Underlying Asset | An amount equal to 137.51 per cent. of the Nominal Amount | |
| 11. | 16 December 2025 | An amount equal to 80 per cent. of the Strike Price of such Underlying Asset | An amount equal to 140.92 per cent. of the Nominal Amount | 5 Currency Business Days following the occurrence of a Trigger Event |
| | (viii) Knock-in E | vent Override Condition: | Not Applicable | |
| | (ix) Trigger Ba | rrier Fixing Price: | Not Applicable | |
| | (x) Trigger Co | upon Override Condition: | Not Applicable | |
| | (xi) Trigger Kn | ock-out Barrier: | Not Applicable | |
| | (xii) Trigger Kn | ock-out Event: | Not Applicable | |
| | (xiii) Trigger Kn Start Date(| ock-out Observation Per s): | iod Not Applicable | |

| | (xiv) | Trigger Knock-out Observation Period End Date(s): | d Not Applicable | | | | |
|-----------------------------------|---|--|---|---|-----------------------|----------------|--|
| 43. | Lock-i | n Redemption: | Not Ap | plicable | | | |
| 44. | / Sing Worst | Factor Trigger Redeemable (Step-Up) le Factor Trigger Redeemable (Star) / of Trigger Redeemable (Step-Up) / of Trigger Redeemable (Star): | Not Ap | pplicable | | | |
| 45. | Details relating to Instalment Securities: | | | Not Applicable | | | |
| 46. | | cal Settlement Provisions (Product tion 4): | Not Ap | pplicable | | | |
| 47. | Put O | otion: | Not Ap | plicable | | | |
| 48. | Call C | ption: | Not Ap | plicable | | | |
| 49. | Unsch | eduled Termination Amount: | | | | | |
| | (i) | Unscheduled Termination at Par: | Not Ap | plicable | | | |
| | (ii) | Minimum Payment Amount: | Not Ap | plicable | | | |
| | (iii) | Deduction for Hedge Costs: | Not Ap | plicable | | | |
| 50. | Paym | ent Disruption: | Not Ap | plicable | | | |
| 51. | Intere Disrup | st and Currency Rate Additional otion Event: | Not Ap | plicable | | | |
| | | | | | | | |
| UNDERLY | ING AS | SSET(S) | | | | | |
| UNDERLY 52. | | SSET(S) f Underlying Asset(s): | Applica | able | | | |
| | | • • | Applica Weigh | | Composite |) _i | |
| | List o | f Underlying Asset(s): | Weigh | | Composite Not Applica | | |
| | List o | f Underlying Asset(s): Underlying Asset _i EURO STOXX 50® Price Index (the | Weigh Not Ap | t _i | - | | |
| 52. | List o i 1 Equit | f Underlying Asset(s): Underlying Asset _i EURO STOXX 50® Price Index (the "Index") | Weigh Not Ap | t_i plicable plicable | - | | |
| 52.53. | List o i 1 Equit | f Underlying Asset(s): Underlying Asset; EURO STOXX 50® Price Index (the "Index") y-linked Securities: y Index-linked Securities: e Index, Index Basket or Multi-Asset | Weigh Not Ap | t i plicable plicable able | - | | |
| 52.53. | List of i 1 Equit Equit Single | f Underlying Asset(s): Underlying Asset; EURO STOXX 50® Price Index (the "Index") y-linked Securities: y Index-linked Securities: e Index, Index Basket or Multi-Asset | Weigh Not Ap Not Ap Applica Single | t i plicable plicable able | Not Applica | ıble | |
| 52.53. | List of i 1 Equit Equit Single Bask | f Underlying Asset(s): Underlying Asset; EURO STOXX 50® Price Index (the "Index") y-linked Securities: y Index-linked Securities: e Index, Index Basket or Multi-Asset et: | Weigh Not Ap Not Ap Applica Single EURO | t i plicable plicable able Index | Not Applica | ıble | |
| 52.53. | List of i 1 Equit Equit Single Bask (i) | f Underlying Asset(s): Underlying Asset; EURO STOXX 50® Price Index (the "Index") y-linked Securities: y Index-linked Securities: e Index, Index Basket or Multi-Asset et: Index: | Weigh Not Ap Not Ap Applica Single EURO Multi-E | t _i plicable plicable able Index STOXX 50® | Not Applica | ıble | |
| 52.53. | List of i 1 Equit Equit Single Bask (i) (ii) | f Underlying Asset(s): Underlying Asset; EURO STOXX 50® Price Index (the "Index") y-linked Securities: y Index-linked Securities: e Index, Index Basket or Multi-Asset et: Index: Type of Index: | Weigh Not Ap Not Ap Applica Single EURO Multi-E SX5E | t _i plicable plicable able Index STOXX 50® xchange Ind | Not Applica | ıble | |
| 52.53. | List of i 1 Equit Equit Single Bask (i) (ii) (iii) | f Underlying Asset(s): Underlying Asset; EURO STOXX 50® Price Index (the "Index") y-linked Securities: y Index-linked Securities: e Index, Index Basket or Multi-Asset et: Index: Type of Index: Bloomberg code(s): | Weigh Not Ap Not Ap Applica Single EURO Multi-E SX5E www.s | t _i plicable plicable able Index STOXX 50® xchange Ind <index></index> | Not Applica | ıble | |
| 52.53. | List of i 1 Equit Equit Single Bask (i) (ii) (iii) (iv) | f Underlying Asset(s): Underlying Asset; EURO STOXX 50® Price Index (the "Index") y-linked Securities: y Index-linked Securities: e Index, Index Basket or Multi-Asset et: Index: Type of Index: Bloomberg code(s): Information Source: | Weigh Not Ap Not Ap Applica Single EURO Multi-E SX5E www.s Not Ap | ti plicable plicable able Index STOXX 50® xchange Ind <index> toxx.com</index> | Not Applica | ıble | |
| 52.53. | List of i 1 Equit Single Bask (i) (ii) (iii) (iv) (v) | f Underlying Asset(s): Underlying Asset; EURO STOXX 50® Price Index (the "Index") y-linked Securities: y Index-linked Securities: e Index, Index Basket or Multi-Asset et: Index: Type of Index: Bloomberg code(s): Information Source: Required Exchanges: | Weigh Not Ap Not Ap Applica Single EURO Multi-E SX5E www.s Not Ap | ti plicable plicable able Index STOXX 50® xchange Ind <index> toxx.com plicable hanges</index> | Not Applica | ıble | |

specified in Asset Term 1

(ix) Adjustment basis for Index Basket Not Applicable and Reference Dates:

(x) Adjustment basis for Single Index and Applicable Averaging Reference Dates:

(a) Omission: Not Applicable

(b) Postponement: Applicable

(c) Modified Postponement Not Applicable

(xi) Trade Date: 12 December 2019

(xii) Jurisdictional Event: Not Applicable

(xiii) Jurisdictional Event Jurisdiction(s): Not Applicable

(xiv) Additional Disruption Events:

(a) Change in Law Option 1 Applicable

(b) Foreign Ownership Event: Not Applicable

(c) FX Disruption: Not Applicable

(d) Hedging Disruption: Applicable

(e) Increased Cost of Hedging: Not Applicable

(xv) Alternative Pre-nominated Index: Not Applicable

54. Commodity-linked Securities: Not Applicable

55. Commodity Index-linked Securities: Not Applicable

56. ETF-linked Securities: Not Applicable

57. FX-linked Securities: Not Applicable

58. FX Index-linked Securities: Not Applicable

59. Inflation Index-linked Securities: Not Applicable

60. Interest Rate Index-linked Securities: Not Applicable

61. Cash Index-linked Securities: Not Applicable

62. Multi-Asset Basket-linked Securities: Not Applicable

63. Valuation Time: As determined in accordance with Equity

Index-linked Securities Asset Term 1

GENERAL PROVISIONS

64. (i) Form of Securities: Bearer Securities

(ii) Global Security: Applicable

(iii) NGN Form: Not Applicable

(iv) Intended to be held in a manner No which would allow Eurosystem eligibility:

(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

65. Financial Centre(s): Not Applicable

66. Business Centre(s): Not Applicable

67. Listing and Admission to Trading: Application will be made for the

> Securities to be listed on the Official List of the Luxembourg Stock Exchange and to be admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect 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)

68. Security Codes and Ticker Symbols:

> ISIN: XS2086679987

Common Code: 208667998

Swiss Security Number: 51286556

Telekurs Ticker: Not Applicable

WKN Number: Not Applicable

69. Clearing and Trading:

> Clearing System(s) and any relevant Euroclear

identification number(s):

S.A./N.V. Bank and Clearstream Banking, société anonyme

70. Delivery: Delivery against payment

71. Agents:

> Calculation Agent: Credit Suisse International

One Cabot Square London E14 4QJ

Fiscal Agent: The Bank of New York Mellon, acting

through its London Branch One Canada Square London E14 5AL

Paying Agent(s): The Bank of New York Mellon, acting

through its London Branch One Canada Square London E14 5AL

Not Applicable Additional Agents: 72. Dealer(s): Credit Suisse International 73. Specified newspaper for the purposes of Not Applicable notices to Securityholders: The Issuer has determined that the 74. 871(m) Securities: 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) 75. Prohibition of Sales to EEA Retail Investors: Not Applicable 76. Additional Provisions: Not Applicable

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.

Performance of Share/Index/Commodity/Commodity Index/ETF Share/FX Rate/FX Index/Inflation Index/Interest Rate Index/Cash Index and other information concerning the Underlying Asset(s)

Information in relation to the Underlying Asset, including information about past and future performance and volatility, can be found at www.spindices.com (but the information appearing on such website does not form part of these Final Terms).

EU BENCHMARK REGULATION

Details of benchmarks administrators and registration under Regulation (EU) 2016/1011 (the "EU Benchmark Regulation"):

EURO STOXX 50® Price Index is provided by Stoxx Ltd. As at the date of these Final Terms, Stoxx Ltd does not appear in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the EU Benchmark Regulation. As far as the Issuer is aware, the transitional provisions in Article 51 or the provisions of Article 2 of the EU Benchmark Regulation apply, such that Stoxx Ltd is not currently required to obtain authorisation or registration (or, if located outside the European Union, recognition, endorsement or equivalence).

POST-ISSUANCE INFORMATION

The Issuer will not provide any post-issuance information with respect to the Underlying Asset, unless required to do so by applicable law or regulation.

REASONS FOR THE ISSUE, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i) Reasons for the issue: See "Use of Proceeds" section in the Base

Prospectus.

(ii) Estimated net proceeds: Not Applicable.

(iii) Estimated total expenses: Not Applicable; there are no estimated expenses

charged to the investor by the Issuer.

| Sign | ed on behalf of the Issuer: |
|------|-----------------------------|
| Ву: | |
| | Duly authorised |
| Ву: | |
| | Duly authorised |

INDEX DISCLAIMER

EURO STOXX 50® Price Index (the "Index")

STOXX Limited, Deutsche Börse Group and their licensors, research partners or data providers have no relationship to the Issuer, other than the licensing of the EURO STOXX 50® Price Index and the related trademarks for use in connection with the Securities.

STOXX, Deutsche Börse Group and their licensors, research partners or data providers do not:

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- » recommend that any person invest in the Securities or any other securities.
- » have any responsibility or liability for or make any decisions about the timing, amount or pricing of the Securities.
- » have any responsibility or liability for the administration, management or marketing of the Securities.
- » consider the needs of the Securities or the owners of the Securities in determining, composing or calculating the Index or have any obligation to do so.

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STOXX does not assume any contractual relationship with the purchasers of the Securities or any other third parties.

Specifically,

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- The results to be obtained by the Securities, the owner of the Securities or any other person in connection with the use of the Index and the data included in the Index:
- The accuracy, timeliness, and completeness of the Index and its data;
- The merchantability and the fitness for a particular purpose or use of the Index and its data;
- The performance of the Securities generally.
- » STOXX, Deutsche Börse Group and their licensors, research partners or data providers give no warranty and exclude any liability, for any errors, omissions or interruptions in the Index or its data;
- » Under no circumstances will STOXX, Deutsche Börse Group or their licensors, research partners or data providers be liable (whether in negligence or otherwise) for any lost profits or indirect, punitive, special or consequential damages or losses, arising as a result of such errors, omissions or interruptions in the Index or its data or generally in relation to the Securities, even in circumstances where STOXX, Deutsche Börse Group or their licensors, research partners or data providers are aware that such loss or damage may occur.

The licensing Agreement between the Issuer and STOXX is solely for their benefit and not for the benefit of the owners of the Securities or any other third parties.

SUMMARY OF THE SECURITIES

Summaries are made up of disclosure requirements known as "**Elements**". These Elements are numbered in sections A - E (A.1 - E.7).

This Summary contains all the Elements required to be included in a summary for these types of Securities and the Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of Securities and Issuer, it is possible that no relevant information can be given regarding such Element. In this case a short description of the Element is included in the summary and marked as "Not applicable".

| | Section A – Introduction and Warnings | | | | | |
|------|--|--|--|--|--|--|
| | | | | | | |
| A.1 | Introduction and Warnings: | This Summary should be read as an introduction to the Base Prospectus. Any decision to invest in Securities should be based on consideration of the Base Prospectus as a whole by the investor. | | | | |
| | | Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the relevant Member State, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. | | | | |
| | | Civil liability only attaches to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities. | | | | |
| A.2 | Consent(s): | Not applicable; the Issuer does not consent to the use of the Base Prospectus for any subsequent resale of the Securities. | | | | |
| | | Section B – Issuer | | | | |
| B.1 | Legal and commercial name of the Issuer: | Credit Suisse AG ("CS"), acting through its London Branch (the "Issuer"). | | | | |
| B.2 | Domicile and legal form of the Issuer, legislation under which the Issuer operates and country of incorporation of Issuer: | CS is incorporated under Swiss law as a corporation (Aktiengesellschaft) in Zurich, Switzerland and operates under Swiss law. | | | | |
| B.4b | Known trends with respect to the Issuer and the industries in which it operates: | Not applicable - there are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the prospects of the Issuer for its current financial year. | | | | |

| B.5 | Description of group and Issuer's position within the group: | CS is a Swiss bank and a wholly owned subsidiary of Credit Suisse Group AG, a global financial services company. CS has a number of subsidiaries in various jurisdictions. | | | | | |
|------|---|---|---|------------------|---------|--|--|
| B.9 | Profit forecast or estimate: | Not applicable; no profit forecasts or estimates have been made by the Issuer. | | | | | |
| B.10 | Qualifications in audit report on historical financial information: | | Not applicable; there were no qualifications in the audit report on historical financial information. | | | | |
| B.12 | Selected key financial information; no material adverse change and description of significant change in financial position of the Issuer: | The tables below set out summary information relating to CS which is derived from the audited consolidated statements of operations for each of the years in the three-year period ended 31 December 2018, the audited condensed consolidated balance sheets of CS as of 31 December 2018 and 2017, the unaudited condensed consolidated statements of operations for the three and nine-month periods ended 30 September 2019 and 30 September 2018 and the unaudited condensed consolidated balance sheets of CS as of 30 September 2019. | | | | | |
| | | _ | mation – consolid | | | | |
| | | In CHF million | | December (audite | | | |
| | | | 2018 | 2017 | 2016 | | |
| | | Net revenues | 20,820 | 20,965 | 20,393 | | |
| | | Provision for credit losses | 245 | 210 | 252 | | |
| | | Total operating expenses | 17,719 | 19,202 | 22,630 | | |
| | | Income/(loss) before taxes | 2,856 | 1,553 | (2,489) | | |
| | | Income tax expense | 1,134 | 2,781 | 400 | | |
| | | Net income/(loss) | 1,722 | (1,228) | (2,889) | | |
| | | Net income/(loss) attributable to non-controlling interests | (7) | 27 | (6) | | |
| | | Net income/(loss) attributable to shareholders | 1,729 | (1,255) | (2,883) | | |

| In CHF million | Three-month (unaudited) | period er | ded | 30 September |
|---|-------------------------------------|------------------------|--------------|-------------------------------|
| | 2019 | | 2018 | |
| Net revenues | 5,369 | | 4,88 | 1 |
| Provision for credit losses | r 72 | | 65 | |
| Total operating expenses | g 4,262 | | 4,263 | 3 |
| Income before taxes | e 1,035 | | 553 | |
| Income ta | x 227 | | 260 | |
| Net income | 808 | | 293 | |
| Net income/(loss) attributable to non-controlling interests | | | (12) | |
| Net income attributable to shareholders | | | 305 | |
| Summary info | ormation – CS cor | nsolidated b | alance | e sheet |
| In CHF million | 30 September 2019 (unaudited) | 31 Dece 2018 (audit | mber ted) | 31 December 2017 (audited) |
| Total assets | 786,621 | 772,069 | | 798,372 |
| Total liabilities | 750,797 | 726,075 | | 754,822 |
| Total shareholders' equity | 47,058 | 45,296 | | 42,670 |
| Non- controlling interests | 766 | 698 | | 880 |
| Total equity | 47,824 | 45,994 | | 43,550 |
| Total liabilities and equity | 798,621 | 772,069 | | 798,372 |

There has been no material adverse change in the prospects of the Issuer and its consolidated subsidiaries since 31 December 2018.

| | | Not applicable; there has been no significant change in the financial position of the Issuer and its consolidated subsidiaries since 30 September 2019. |
|------|--|--|
| B.13 | Recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency: | Not applicable; there are no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency. |
| B.14 | Issuer's position in its corporate group and dependency on other entities within the corporate group: | See Element B.5 above. Not applicable; CS is not dependent upon other members of its group. |
| B.15 | Issuer's principal activities: | CS' principal activities are the provision of financial services in the areas of private banking, investment banking and asset management. |
| B.16 | Ownership and control of the Issuer: | CS is a wholly owned subsidiary of Credit Suisse Group AG. |
| | | Section C – Securities |
| C.1 | Type and class of securities being offered and security identification number(s): | The securities (the "Securities") are notes. The Securities are Trigger Return Securities. The Securities may be early redeemed following the occurrence of a Trigger Event and will pay a coupon amount depending on the performance of the underlying asset(s). The Securities of a Series will be uniquely identified by ISIN: XS2086679987; Common Code: 208667998; Swiss Security Number: 51286556. |
| C.2 | Currency: | The currency of the Securities will be United States Dollar("USD") (the "Settlement Currency"). |
| C.5 | Description of restrictions on free transferability of the Securities: | The Securities have not been and will not be registered under the U.S. Securities Act of 1933 (the "Securities Act") and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except in certain transactions exempt from the registration requirements of the Securities Act and applicable state securities laws. No offers, sales or deliveries of the Securities, or distribution of any offering material relating to the Securities, may be made in or from any jurisdiction except in circumstances that will result in compliance with any applicable laws and regulations. |
| C.8 | Description of rights attached to the securities, | Rights: The Securities will give each holder of Securities (a "Securityholder") the right to receive a potential return on the Securities (see Element C.18 below). The Securities will also give each |

ranking of the securities and limitations to rights: Securityholder the right to vote on certain amendments.

Ranking: The Securities are unsubordinated and unsecured obligations of the Issuer and will rank equally among themselves and with all other unsubordinated and unsecured obligations of the Issuer from time to time outstanding.

Limitation to Rights:

• The Issuer may redeem the Securities early for illegality reasons or following certain events affecting the Issuer's hedging arrangements and/or the underlying asset(s). The Securities may be redeemed early following an event of default. In each such case, the amount payable in respect of each Security on such early redemption will be equal to the Unscheduled Termination Amount, and no other amount shall be payable in respect of each Security on account of interest or otherwise.

Where:

• Unscheduled Termination Amount: in respect of each Security, an amount (which may be greater than or equal to zero) equal to the value of such Security immediately prior to it becoming due and payable following an event of default or, in all other cases, as soon as reasonably practicable following the determination by the Issuer to early redeem the Security, as calculated by the calculation agent using its then prevailing internal models and methodologies.

For the avoidance of doubt, if a Security is redeemed following an event of default, the Unscheduled Termination Amount shall not take account of any additional or immediate impact of the event of default itself on the Issuer's creditworthiness (including, but not limited to, an actual or anticipated downgrade in its credit rating).

- Subject to the conditions and other restrictions set out in the terms and conditions of the Securities, the Issuer may adjust the terms and conditions of the Securities without the consent of Securityholders following certain events affecting the Issuer's hedging arrangements and/or the underlying asset(s), or may early redeem the Securities at the Unscheduled Termination Amount as described above (and no other amounts shall be payable in respect of the Securities on account of interest or otherwise following such determination by the Issuer).
- The terms and conditions of the Securities contain provisions for convening meetings of Securityholders to consider any matter affecting their interests, and any resolution passed by the relevant majority at a meeting will be binding on all Securityholders, whether or not they attended such meeting or voted for or against the relevant resolution. In certain circumstances, the Issuer may modify the terms and conditions of the Securities without the consent of Securityholders.
- The Securities are subject to the following events of default: if the Issuer fails to pay any amount due in respect of the Securities within 30 days of the due date, or if any events relating to the

| | | insolvency or winding up of the Issuer occur. |
|------|--|--|
| | | The Issuer may at any time, without the consent of the Securityholders, substitute for itself as Issuer under the Securities any company with which it consolidates, into which it merges or to which it sells or transfers all or substantially all of its property. |
| | | Governing Law: The Securities are governed by English law. |
| C.11 | Admission to trading: | Application will be made to admit the Securities to trading on the regulated market of the Luxembourg Stock Exchange. |
| C.15 | Effect of the underlying instrument(s) on value of investment: | The value of the Securities and whether the Securities will redeem early on a Trigger Barrier Redemption Date will depend on the performance of the underlying asset(s) on the Trigger Barrier Observation Date corresponding to such Trigger Barrier Redemption Date. |
| | investment. | The value of the Securities and the Redemption Amount payable in respect of Securities being redeemed on the Maturity Date will depend on the performance of the underlying asset(s) on the Knock-in Observation Date. |
| | | See Element C.18 below for details on how the value of the Securities is affected by the value of the underlying asset(s). |
| C.16 | Scheduled Maturity Date or Settlement Date: | The scheduled maturity date (the " Maturity Date ") of the Securities is 5 currency business days following the final Fixing Date (expected to be 23 December 2025). |
| C.17 | Settlement Procedure: | The Securities will be delivered by the Issuer against payment of the issue price. Settlement procedures will depend on the clearing system for the Securities and local practices in the jurisdiction of the investor. |
| | | The Securities are cleared through Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme. |
| C.18 | Return on | The return on the Securities will derive from: |
| | Derivative Securities: | the potential payment of a Trigger Barrier Redemption Amount following early redemption of the Securities due to the occurrence of a Trigger Event; and |
| | | unless the Securities have been previously redeemed or purchased and cancelled, the payment of the Redemption Amount on the scheduled Maturity Date of the Securities. |
| | | TRIGGER BARRIER REDEMPTION AMOUNT |
| | | Unless the Securities have been previously redeemed or purchased and cancelled, if a Trigger Event has occurred, the Issuer shall redeem the Securities on the Trigger Barrier Redemption Date at the Trigger Barrier Redemption Amount in respect of such Trigger Barrier Redemption Date. For the avoidance of doubt, no Redemption Amount shall be payable upon the occurrence of a Trigger Event on the Trigger Barrier Redemption Date or thereafter. |
| | | Where: |
| | | Trigger Barrier: in respect of a Trigger Barrier Observation Date and the underlying asset, as specified in the table below corresponding to such Trigger Barrier Observation Date. |

- Trigger Barrier Observation Date(s): in respect of the underlying asset and a Trigger Barrier Redemption Date, as specified in the table below corresponding to such Trigger Barrier Redemption Date.
- Trigger Barrier Redemption Amount: in respect of a Trigger Barrier Redemption Date, as specified in the table below corresponding to such Trigger Barrier Redemption Date.
- Trigger Barrier Redemption Date(s): in respect of each Trigger Barrier Observation Date, as specified in the table below corresponding to such Trigger Barrier Observation Date.

| | , , | | | |
|----|--|---|--|---|
| | Trigger Barrier Observation Date _n | Trigger Barrier _n | Trigger Barrier Redemption Amount _n | Trigger Barrier Redemption Date _n |
| 1. | 16 December 2020 | An amount equal to 100 per cent. of the Strike Price of such Underlying Asset | An amount equal to 106.82 per cent. of the Nominal Amount | Ü |
| 2. | 16 June 2021 | An amount equal to 100 per cent. of the Strike Price of such Underlying Asset | An amount equal to 110.23 per cent. of the Nominal Amount | 5 Currency Business Days following the occurrence of a Trigger Event |
| 3. | 16 December 2021 | An amount equal to 100 per cent. of the Strike Price of such Underlying Asset | An amount equal to 113.64 per cent. of the Nominal Amount | 5 Currency Business Days following the occurrence of a Trigger Event |
| 4. | 16 June 2022 | An amount equal to 100 per cent. of the Strike Price of such Underlying Asset | An amount equal to 117.05 per cent. of the Nominal Amount | 5 Currency Business Days following the occurrence of a Trigger Event |
| 5. | 16 December 2022 | An amount equal to 100 per cent. of the Strike Price of such Underlying Asset | An amount equal to 120.46 per cent. of the Nominal Amount | 5 Currency Business Days following the occurrence of a Trigger Event |
| 6. | 16 June2023 | An amount equal to 100 per cent. of | An amount equal to 123.87 per | 5 Currency Business Days following the |

| | | the Strike Price of such Underlying Asset | cent. of the Nominal Amount | occurrence of a Trigger Event |
|-----|---------------------|---|--|--|
| 7. | 18 December 2023 | An amount equal to 100 per cent. of the Strike Price of such Underlying Asset | An amount equal to 127.28 per cent. of the Nominal Amount | 5 Currency Business Days following the occurrence of a Trigger Event |
| 8. | 17 June 2024 | An amount equal to 100 per cent. of the Strike Price of such Underlying Asset | An amount equal to 130.69 per cent. of the Nominal Amount | Business Days |
| 9. | 16 December 2024 | An amount equal to 100 per cent. of the Strike Price of such Underlying Asset | An amount equal to 134.10 per cent. of the Nominal Amount | |
| 10. | 16 June 2025 | An amount equal to 100 per cent. of the Strike Price of such Underlying Asset | An amount equal to 137.51 per cent. of the Nominal Amount | , |
| 11. | 16 December 2025 | An amount equal to 80 per cent. of the Strike Price of such Underlying Asset | An amount equal to 140.92 per cent. of the Nominal Amount | Business Days |

Trigger Event: if on the relevant Trigger Barrier Observation
Date, the Level of the underlying asset at the Valuation Time is at
or above the Trigger Barrier of such underlying asset.

REDEMPTION AMOUNT

Unless the Securities have been previously redeemed or purchased and cancelled (including following a Trigger Event), the Issuer shall redeem the Securities on the Maturity Date.

The Issuer shall redeem the Securities on the Maturity Date at the redemption amount (the "Redemption Amount"), which shall be an amount rounded down to the nearest transferable unit of the Settlement Currency determined in accordance with paragraph (a) or (b) below:

(a) if a Knock-in Event has occurred, an amount equal to the product

| | | of (i) the Nominal Amount and (ii) the Final Price <i>divided</i> by the Redemption Strike Price, subject to a maximum amount equal to 100 per cent. of the Nominal Amount; or | | | | |
|-------------------|--|--|--|--|--|--|
| | | (b) if no Knock-in Event has occurred, an amount equal to the <i>product</i> of (i) the Nominal Amount and (ii) 100 per cent. | | | | |
| | | Where: | | | | |
| | | Final Price: In respect of the Underlying Asset, the Level (with regard to the Valuation Time) of such Underlying Asset on the Final Fixing Date | | | | |
| | | Knock-in Barrier: in respect of the Knock-in Observation Dates and the underlying asset, an amount equal to 60 per cent. of its Strike Price. | | | | |
| | | Knock-in Event: On the Knock-in Observation Date, the Level (with regard to the Valuation Time) of the Underlying Asset is below the Knock-in Barrier of such Underlying Asset | | | | |
| | | Knock-in Observation Date(s): in respect of the underlying asset, 16 December 2025 | | | | |
| | | Redemption Strike Price: in respect of the underlying asset, an amount equal to 100 per cent. of its Strike Price. | | | | |
| C.19 | Final reference price of underlying: | The Final Price of the underlying asset shall be determined on the Final Fixing Date. | | | | |
| C.20 | Type of | The underlying asset is an equity index. | | | | |
| | underlying: | Information on the underlying asset can be found at www.spindices.com. | | | | |
| Section D – Risks | | | | | | |
| D.2 | Key risks that are specific to the Issuer: | The Securities are general unsecured obligations of the Issuer. Investors in the Securities are exposed to the risk that the Issuer could become insolvent and fail to make the payments owing by it under the Securities. | | | | |
| | | The Issuer is exposed to a variety of risks that could adversely affect its results of operations and/or financial condition, including, among others, those described below: | | | | |
| | | All references to the Issuer set out below are describing the consolidated businesses carried out by Credit Suisse Group AG ("CSG") and its subsidiaries (including the Issuer) and therefore should also be read as references to Credit Suisse Group AG. | | | | |
| | | Liquidity risk: | | | | |
| | | The Issuer's liquidity could be impaired if it is unable to access the capital markets or sell its assets, or if its liquidity costs increase. | | | | |
| | | The Issuer's businesses rely significantly on its deposit base for funding. | | | | |
| | | | | | | |
| | | Changes in the Issuer's ratings may adversely affect its business. | | | | |

Market risk:

- The Issuer may incur significant losses on its trading and investment activities due to market fluctuations and volatility.
- The Issuer's businesses and organisation are subject to the risk of loss from adverse market conditions and unfavourable economic, monetary, political, legal, regulatory and other developments in the countries it operates in.
- The Issuer may incur significant losses in the real estate sector.
- Holding large and concentrated positions may expose the Issuer to large losses.
- The Issuer's hedging strategies may not prevent losses.
- Market risk may increase the other risks that the Issuer faces.

Credit risk:

- The Issuer may suffer significant losses from its credit exposures.
- Defaults by one or more large financial institutions could adversely affect financial markets generally and the Issuer specifically.
- The information that the Issuer uses to manage its credit risk may be inaccurate or incomplete.

Risks relating to Credit Suisse Group AG's strategy:

 Credit Suisse Group AG and its subsidiaries including the Issuer may not achieve all of the expected benefits of its strategic initiatives.

Risks from estimates and valuations:

- Estimates are based upon judgment and available information, and the Issuer's actual results may differ materially from these estimates.
- To the extent the Issuer's models and processes become less predictive due to unforeseen market conditions, illiquidity or volatility, the Issuer's ability to make accurate estimates and valuations could be adversely affected.

Risks relating to off-balance sheet entities:

If the Issuer is required to consolidate a special purpose entity, its
assets and liabilities would be recorded on its consolidated
balance sheets and it would recognise related gains and losses in
its consolidated statements of operations, and this could have an
adverse impact on its results of operations and capital and
leverage ratios.

Country and currency exchange risk:

- Country risks may increase market and credit risks the Issuer faces.
- The Issuer may face significant losses in emerging markets.

 Currency fluctuations may adversely affect the Issuer's results of operations.

Operational risk:

- The Issuer is exposed to a wide variety of operational risks, including cybersecurity and other information technology risks.
- The Issuer may suffer losses due to employee misconduct.

Risk management:

 The Issuer's risk management procedures and policies may not always be effective.

Legal and regulatory risks:

- The Issuer's exposure to legal liability is significant.
- Regulatory changes may adversely affect the Issuer's business and ability to execute its strategic plans.
- Swiss resolution proceedings and resolution planning requirements may affect the Issuer's shareholders and creditors.
- Changes in monetary policy are beyond the Issuer's control and difficult to predict.
- Legal restrictions on its clients may reduce the demand for the Issuer's services.

Competition risk:

- The Issuer faces intense competition in all financial services markets and for the products and services it offers.
- The Issuer's competitive position could be harmed if its reputation is damaged.
- The Issuer must recruit and retain highly skilled employees.
- The Issuer faces competition from new trading technologies.

D.6 Key risks that are specific to the Securities and risk warning that investors may lose value of entire investment or part of it:

The Securities are subject to the following key risks:

- The issue price or the offer price of the Securities may be more than the market value of such Securities as at the issue date, and more than the price at which the Securities can be sold in secondary market transactions. The issue price or the offer price of the Securities may take into account, where permitted by law, fees, commissions or other amounts relating to the issue, distribution and sale of the Securities, or the provision of introductory services, expenses incurred by the Issuer in creating, documenting and marketing the Securities and amounts relating to the hedging of its obligations under the Securities.
- The market value of the Securities and the amount payable or deliverable at maturity depend on the performance of the underlying asset(s). The performance of an underlying asset may be subject to sudden and large unpredictable changes over time (known as "volatility"), which may be affected by national or international, financial, political, military or economic events or by

the activities of participants in the relevant markets. Any of these events or activities could adversely affect the value of and return on the Securities.

- If the Securities provide that any amount payable is subject to a cap, an investor's ability to participate in any change in the value of the underlying asset(s) over the term of the Securities will be limited notwithstanding any positive performance of the underlying asset(s) above such cap. Accordingly, the return on the Securities may be significantly less than if an investor had purchased the underlying asset(s) directly.
- A secondary market for the Securities may not develop and, if it does, it may not provide the investors with liquidity and may not continue for the life of the Securities. Illiquidity may have an adverse effect on the market value of the Securities. The price in the market for a Security may be less than its issue price or its offer price and may reflect a commission or a dealer discount, which would further reduce the proceeds you would receive for your Securities.
- The market value of the Securities will be affected by many factors beyond the control of the Issuer (including, but not limited to, the creditworthiness of the Issuer, the interest rates and yield rates in the market, the volatility of the underlying asset(s) (if any), etc.).
 Some or all of these factors will influence the value of the Securities in the market.
- The total size of Securities being issued on the issue date may be greater than the amount subscribed or purchased by investors as the dealer may retain some of the Securities as part of its issuing, market-making and/or trading arrangements or for the purposes of meeting future investor demand. The issue size of the Securities should not be regarded as indicative of the depth or liquidity of the market, or the demand, for the Securities.
- The levels and basis of taxation on the Securities and any reliefs from such taxation will depend on an investor's individual circumstances and could change at any time. The tax and regulatory characterisation of the Securities may change over the life of the Securities. This could have adverse consequences for investors.
- In certain circumstances (for example, if the Issuer determines that its obligations under the Securities have become unlawful or illegal, following an event of default or following certain events affecting the Issuer's hedging arrangements and/or the underlying asset(s)) the Securities may be redeemed prior to their scheduled maturity. In such circumstances, the Unscheduled Termination Amount payable may be less than the original purchase price and could be as low as zero. No other amounts shall be payable in respect of the Securities on account of interest or otherwise following such determination by the Issuer.
- Following early redemption of Securities, investors may not be able to reinvest the redemption proceeds in an investment having a comparable rate of return. Investors in Securities may therefore lose some or all of their investment in such case.
- Investors will have no rights of ownership, including, without limitation, any voting rights, any rights to receive dividends or other

- distributions or any other rights with respect to any underlying asset referenced by the Securities.
- Investors may be exposed to currency risks because the underlying asset(s) may be denominated in a currency other than the currency in which the Securities are denominated, or the Securities and/or underlying asset(s) may be denominated in currencies other than the currency of the country in which the investor is resident. The value of the Securities may therefore increase or decrease based on fluctuations in those currencies.
- The Issuer is not obliged to maintain the listing of the Securities. If the regulated market or other market in respect of which the Securities are listed and/or admitted to trading closes, or if the relevant regulated market in respect of which the Securities are admitted to trading is replaced with a market that is not a regulated market, the Issuer may de-list the Securities or may (but is not obliged to) consent to the Securities to be admitted to trading on such replacement market instead. In the event that there is a delay or break between the listing of the Securities on the original market or regulated market, as the case may be, and the listing of the Securities on the replacement market, there may be a negative impact on the Securities (for example this may negatively impact the liquidity of the Securities and the ability of the Securityholders to sell the Securities).
- The Issuer may apply any consequential postponement of, or any alternative provisions for, valuation of an underlying asset following certain disruption events in relation to such underlying asset, each of which may have an adverse effect on the value of and return on the Securities.
- The performance of an index is dependent upon macroeconomic factors which may adversely affect the value of Securities. An investment in the Securities is not the same as a direct investment in futures or option contracts on such index nor any or all of the constituents included in each index and Securityholders will not have the benefit of any dividends paid by the components of such index, unless the index rules provide otherwise. A change in the composition or discontinuance of an index could adversely affect the value of and return on the Securities.
- "Benchmarks" are subject to recent national, international and other regulatory reforms, which may cause such "benchmarks" to perform differently than in the past, or to disappear entirely, or have other consequences which cannot be predicted. Further, a rate or index which is a "benchmark" may not be used in certain ways by an EU supervised entity if its administrator does not obtain authorisation or registration (subject to applicable transitional provisions). Any such event could have a material adverse effect on any Securities linked to a "benchmark".
- The Issuer may modify the terms and conditions of the Securities without the consent of Securityholders for the purposes of (a) curing any ambiguity or correcting or supplementing any provision if the Issuer determines it to be necessary or desirable, provided that such modification is not prejudicial to the interests of Securityholders, or (b) correcting a manifest error.
- Subject to the conditions and other restrictions set out in the terms and conditions of the Securities, the Issuer may adjust the terms

and conditions of the Securities without the consent of Securityholders following certain events affecting the Issuer's hedging arrangements and/or the underlying asset(s), or may early redeem the Securities at an amount which may be less than the initial investment.

- In making discretionary determinations under the terms and conditions of the Securities, the Issuer and the calculation agent may take into account the impact on the relevant hedging arrangements. Such determinations could have a material adverse effect on the value of and return on the Securities and could result in their early redemption.
- Subject to the conditions and other restrictions set out in the terms
 and conditions of the Securities, the Issuer may be substituted
 without the consent of Securityholders in favour of any affiliate of
 the Issuer or another company with which it consolidates, into
 which it merges or to which it sells or transfers all or substantially all
 of its property.
- The Issuer is subject to a number of conflicts of interest, including:

 (a) in making certain calculations and determinations, there may be a difference of interest between the investors and the Issuer, (b) in the ordinary course of its business the Issuer (or an affiliate) may effect transactions for its own account and may enter into hedging transactions with respect to the Securities or the related derivatives, which may affect the market price, liquidity or value of the Securities, and (c) the Issuer (or an affiliate) may have confidential information in relation to the underlying asset(s) or any derivative instruments referencing them, but which the Issuer is under no obligation (and may be subject to legal prohibition) to disclose.

Depending on the performance of the underlying asset(s), you may lose some or all of your investment. Investors may also lose some or all of their investment if one or more of the following occurs: (a) the Securities do not provide for scheduled repayment in full of the issue or purchase price at maturity (or over the relevant instalment dates, if applicable) or upon mandatory early redemption or optional early redemption of the Securities, (b) the Issuer fails and is unable to make payments owing under the Securities, (c) any adjustments are made to the terms and conditions of the Securities following certain events affecting the underlying asset(s) and/or the Issuer's hedging arrangements, that result in the amount payable or shares delivered being reduced, or (d) investors sell their Securities prior to maturity in the secondary market at an amount that is less than the initial purchase price.

| Section E – Other | | | | | |
|-------------------|---|---|--|--|--|
| E.2b | Reasons for the offer and use of proceeds: | Not applicable; the net proceeds from the issue of the Securities will be used by the Issuer for its general corporate purposes (including hedging arrangements). | | | |
| E.3 | Terms and conditions of the offer: | The Securities have been offered to the dealer at the issue price. The Securities are not being publicly offered. | | | |
| E.4 | Interests material to the | The Issuer is subject to conflicts of interest between its own interests and those of holders of Securities, as described in Element D.6 above. | | | |

| | issue/offer: | | |
|-----|---|--|---|
| E.7 | Estimated expenses charged to the investor by the Issuer/offeror: | Not applicable; there are no estimated expenses charged to th purchaser by the Issuer. | e |