9 April 2015

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This document, for which we accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Rules**") for the purpose of giving information with regard to us. We, having made all reasonable enquiries, confirm that to the best of our knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

This document is for information purposes only and does not constitute an offer, an advertisement or invitation to the public to subscribe for or to acquire the Warrants.

Investors are warned that the price of the Warrants may fall in value as rapidly as it may rise and holders may sustain a total loss of their investment. Prospective purchasers should therefore ensure that they understand the nature of the Warrants and carefully study the risk factors set out in the Base Listing Document (as defined below) and this document and, where necessary, seek professional advice, before they invest in the Warrants.

The Warrants constitute general unsecured contractual obligations of us as the Issuer and of no other person and will rank equally among themselves and with all our other unsecured obligations (save for those obligations preferred by law) upon liquidation. If you purchase the Warrants, you are relying upon the creditworthiness of us, and have no rights under the Warrants against the Index Compiler or any other person. If we become insolvent or default on our obligations under the Warrants, you may not be able to recover all or even part of the amount due under the Warrants (if any).

## Non-collateralised Structured Products Supplemental Listing Document for Warrants over Index



**Issuer: CREDIT SUISSE AG** 

(incorporated in Switzerland)

## Sponsor/Manager: CREDIT SUISSE (HONG KONG) LIMITED Key Terms

| Warrants             | Series A                                | Series B                               | Series C                          |
|----------------------|---|--|-----------------------------------|
| Stock code           | 20582                                   | 20583                                  | 20584                             |
| Liquidity Provider   | 9718                                    | 9718                                   | 9719                              |
| broker ID            |   |  |                                   |
| Issue size           | 108,000,000 Warrants                    | 108,000,000 Warrants                   | 108,000,000 Warrants              |
| Style                | European style cash settled             | European style cash settled            | European style cash settled       |
| Туре                 | Call                                    | Call                                   | Put                               |
| Index                | Hang Seng China Enterprises Index       | Hang Seng China Enterprises Index      | Hang Seng China Enterprises Index |
| Board Lot            | 10,000 Warrants                         | 10,000 Warrants                        | 10,000 Warrants                   |
| Issue Price per      | HK\$0.150                               | HK\$0.150                              | HK\$0.210                         |
| Warrant              |   |  |                                   |
| Strike Level         | 14,000.00                               | 13,800.00                              | 12,200.00                         |
| Cash Settlement      | For a series of call Warrants:          |  |                                   |
| Amount per Board     | (Closing Level - Strike Level) x Ind    | ex Currency Amount x one Board Lor     | <u>t</u>                          |
| Lot (if any) payable | Div                                     | risor                                  |                                   |
| at expiry            |   |  |                                   |
|                      | For a series of put Warrants:           |  |                                   |
|                      | (Strike Level - Closing Level) x Ind    | ex Currency Amount x one Board Lo      | t                                 |
|                      |   | visor                                  | _                                 |
| Closing Level        | The final settlement price for settling | g the Hang Seng China Enterprises In   | ndex Futures Contracts that are   |
|                      |   | n in which the Expiry Date of the rele |                                   |
|                      | scheduled to fall (the "Index Future    |  |                                   |
| Index Exchange (for  | The Stock Exchange of Hong Kong         |  |                                   |
| all series)          |   |  |                                   |
| Index Currency       | HK\$1.00                                | HK\$1.00                               | HK\$1.00                          |
| Amount               |   |  |                                   |
| Divisor              | 4,000                                   | 3,800                                  | 4,000                             |
| Launch Date (for all | ,                                       | ,                                      | ,                                 |
| series)              |   |  |                                   |
|                      |   |  |                                   |

<sup>&</sup>lt;sup>1</sup> Determined pursuant to Regulation 012 of the Regulations for Trading Stock Index Futures Contracts and the Contract Specifications for Hang Seng China Enterprises Index Futures (as amended from time to time) of the Hong Kong Futures Exchange Limited (or its successor or assign), subject to our right to determine the Closing Level in good faith on the Valuation Date upon the occurrence of a Market Disruption Event as described further in Product Condition 1.

| Warrants                    | Series A                            | Series B                                   | Series C                             |
|-----------------------------|-------------------------------------|--|--------------------------------------|
| Stock code                  | 20582                               | 20583                                      | 20584                                |
| Issue Date (for all series) | 9 April 2015                        |  |                                      |
| Listing Date (for all       | 10 April 2015                       |  |                                      |
| series)                     |                                     |  |                                      |
| Valuation Date <sup>2</sup> | 30 December 2015                    | 29 September 2015                          | 28 August 2015                       |
| Expiry Date <sup>2</sup>    | 30 December 2015                    | 29 September 2015                          | 28 August 2015                       |
| Settlement Date (for        | The third CCASS Settlement Day at   | fter the later of: (i) the Expiry Date; an | nd (ii) the day on which the Closing |
| all series)                 | Level is determined in accordance w | vith the Conditions                        |                                      |
| Settlement Currency         | Hong Kong dollars                   | Hong Kong dollars                          | Hong Kong dollars                    |

 $<sup>^{2}</sup>$  If such day is not the day on which the relevant Index Futures Contracts expire on Hong Kong Futures Exchange Limited (or its successor or assign), the day on which the relevant Index Futures Contracts will expire on the Hong Kong Futures Exchange Limited (or its successor or assign).

#### **IMPORTANT INFORMATION**

# The Warrants are listed structured products which involve derivatives. Do not invest in them unless you fully understand and are willing to assume the risks associated with them.

# What documents should you read before investing in the Warrants?

You must read this document together with our base listing document dated 15 April 2014 (the "Base Listing Document"), as supplemented by any addendum thereto (together, the "Listing Documents"), in particular the section "General Conditions of the Structured Products" (the "General Conditions") and the section "Product Conditions of Index Call/Put Warrants (Cash Settled)" (the "Product Conditions" and, together with the General Conditions, the "Conditions") set out in our Base Listing Document. This document (as read in conjunction with our Base Listing Document and each addendum referred to in the section headed "Product Summary Statement") is accurate as at the date of this document. You should carefully study the risk factors set out in the Listing Documents. You should also consider your financial position and investment objectives before deciding to invest in the Warrants. We cannot give you investment advice. You must decide whether the Warrants meet your investment needs before investing in the Warrants.

#### Is there any guarantee or collateral for the Warrants?

No. Our obligations under the Warrants are neither guaranteed by any third party, nor collateralised with any of our assets or other collaterals. When you purchase our Warrants, you are relying on our creditworthiness only, and of no other person. If we become insolvent or default on our obligations under the Warrants, you can only claim as an unsecured creditor of the Issuer. In such event, you may not be able to recover all or even part of the amount due under the Warrants (if any).

#### What are the Issuer's credit ratings?

The Issuer's long term credit ratings are:

| Rating agency                       | Rating as of the   |
|-------------------------------------|--------------------|
|                                     | Launch Date        |
| Moody's Investors Service, Inc.,    | A1 (Rating under   |
| New York                            | Review for         |
|                                     | downgrade)         |
| Standard & Poor's Ratings Services, | A (negative        |
| a division of The McGraw-Hill       | outlook)           |
| Companies, Inc.                     |                    |
| Fitch Ratings                       | A (stable outlook) |

Rating agencies usually receive a fee from the companies that they rate. When evaluating our creditworthiness, you should not solely rely on our credit ratings because:

- a credit rating is not a recommendation to buy, sell or hold the Warrants;
- ratings of companies may involve difficult-to-quantify factors such as market competition, the success or failure of new products and markets and managerial competence;
- a high credit rating is not necessarily indicative of low risk. Our credit ratings as of the Launch Date are for reference only. Any downgrading of our ratings could result in a reduction in the value of the Warrants;
- a credit rating is not an indication of the liquidity or volatility of the Warrants; and
- a credit rating may be downgraded if our credit quality declines.

The Warrants are not rated. The Issuer's credit ratings and credit rating outlooks are subject to change or withdrawal at any time within each rating agency's sole discretion. You should conduct your own research using publicly available sources to obtain the latest information with respect to the Issuer's ratings and outlooks from time to time.

# Is the Issuer regulated by the Hong Kong Monetary Authority referred in Rule 15A.13(2) or the Securities and Futures Commission referred to in Rule 15A.13(3)?

We are regulated by the Hong Kong Monetary Authority as a registered institution. We are also, amongst others, regulated by the Swiss Financial Market Supervisory Authority and the Swiss National Bank.

#### Is the Issuer subject to any litigation?

Except as set out in the Listing Documents, we and our affiliates are not involved in any litigation, claims or arbitration proceedings which are material in the context of the issue of the Warrants. Also, we are not aware of any proceedings or claims which are threatened or pending against us or our affiliates.

#### Has our financial position changed since last financial year-end?

Except as set out in the Listing Documents, there has been no material adverse change in our financial position since 31 December 2013.

## PRODUCT SUMMARY STATEMENT

The Warrants are listed structured products which involve derivatives. This statement provides you with key information about the Warrants. You should not invest in the Warrants based on the information contained in this statement alone. You should read and understand the remaining sections of this document, together with the other Listing Documents, before deciding whether to invest.

## **Overview of the Warrants**

#### • What is a derivative warrant?

A derivative warrant linked to an index is an instrument which tracks the performance of the underlying index. Derivative warrants may provide a leveraged return to you. Conversely, such leverage could also magnify your losses.

A call warrant is designed for an investor holding a view that the level of the underlying index will increase during the term of the warrant.

A put warrant is designed for an investor holding a view that the level of the underlying index will decrease during the term of the warrant.

#### • How and when can you get back your investment?

The Warrants are European style cash settled derivative warrants linked to the Index. European style warrants can only be exercised on the expiry date. When the Warrants are exercised, the holder is entitled to a cash amount called the "Cash Settlement Amount" net of any Exercise Expenses (as defined under the heading "Exercise Expenses" in the sub-section titled "What are the fees and charges?" below) according to the terms and conditions in the Listing Documents. If the Cash Settlement Amount is equal to or less than the Exercise Expenses, you will lose all of your investment in the Warrants.

#### • How do the Warrants work?

The potential payoff at expiry for the Warrants is calculated by reference to the difference between the Strike Level and the Closing Level of the Index.

A call Warrant will be automatically exercised at expiry without the need for the holder to deliver an exercise notice if the Closing Level of the Index is above the Strike Level. The more the Closing Level is above the Strike Level, the higher the payoff at expiry. If the Closing Level is at or below the Strike Level, you will lose all of your investment in the call Warrant.

A put Warrant will be automatically exercised at expiry without the need for the holder to deliver an exercise notice if the Closing Level of the Index is below the Strike Level. The more the Closing Level is below the Strike Level, the higher the payoff at expiry. If the Closing Level is at or above the Strike Level, you will lose all of your investment in the put Warrant.

#### • Can you sell the Warrants before the Expiry Date?

Yes. We have made an application for listing of, and permission to deal in, the Warrants on the Stock Exchange. All necessary arrangements have been made to enable the Warrants to be admitted into the Central Clearing and Settlement System ("**CCASS**"). Issue of the Warrants is conditional upon listing approval being granted. From the Listing Date up to the last trading day of the Warrants (both dates inclusive), you may sell or buy the Warrants on the Stock Exchange. There shall be three CCASS Settlement Days between the last trading day of the Warrants and the Expiry Date. No application has been made to list the Warrants on any other stock exchange.

The Warrants may only be transferred in a Board Lot (or integral multiples thereof). Where a transfer of Warrants takes place on the Stock Exchange, currently settlement must be made not later than two CCASS Settlement Days after such transfer.

The Liquidity Provider will make a market in the Warrants by providing bid and/or ask prices. See the section headed "Liquidity" below.

#### • What is your maximum loss?

The maximum loss in the Warrants will be your entire investment amount plus any transaction costs.

#### • What are the factors determining the price of a derivative warrant?

The price of a derivative warrant generally depends on the level of the underlying index (being the Index for the Warrants). However, throughout the term of a derivative warrant, its price will be influenced by a number of factors, including:

- the strike level of the derivative warrants;
- the level and volatility of the underlying index (being a measure of the fluctuation in the level of the underlying index over time);
- the time remaining to expiry: generally, the longer the remaining life of the derivative warrant, the greater its value;
- the interim interest rates and expected dividend payments or other distributions on any components comprising the underlying index;
- the liquidity of the futures contracts relating to the underlying index;
- the supply and demand for the derivative warrant;
- our related transaction costs; and
- the creditworthiness of the issuer of the derivative warrant.

As the price of a derivative warrant is not only affected by the level of the underlying index, movements in the price of a derivative warrant may not be proportionate or may even be opposite to the movement of the level of the underlying index. For example:

- if the level of the underlying index increases (in respect of a call warrant) or decreases (in respect of a put warrant), but the volatility of the level of the underlying index decreases, the price of the warrant may decrease;
- if a warrant is deep-out-of-the-money (eg. when the fair market value is less than HK\$0.01), the price of the warrant may be insensitive to any increase (in respect of a call warrant) or decrease (in respect of a put warrant) in the level of the underlying index;
- if the outstanding volume of a series of warrants in the market is high, the supply and demand of the warrant may have a greater impact on the warrant price than the level of the underlying index; and/or
- the decrease in time value may offset any increase (in respect of a call warrant) or decrease (in respect of a put warrant) in the level of the underlying index, especially when the warrant is close to its expiry where the time value decreases at a faster pace.

#### **Risks of investing in the Warrants**

You must read the section headed "Key Risk Factors" in this document together with the risk factors set out in our Base Listing Document. You should consider all these factors collectively when making your investment decision.

#### Liquidity

#### • How to contact the Liquidity Provider for quotes?

| Liquidity Provider: | Credit Suisse Securities (Hong Kong) Limited                                    |
|---------------------|---|
| Address:            | Level 88, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong |
| Telephone Number:   | (852) 2101 6619   |

The Liquidity Provider is regulated by the Stock Exchange and the Securities and Futures Commission. It is an affiliate of the Issuer and will act as our agent in providing quotes. You can request a quote by calling the Liquidity Provider at the telephone number above.

- What is the Liquidity Provider's maximum response time for a quote? The Liquidity Provider will respond within 10 minutes and the quote will be displayed on the Stock Exchange's designated stock page for the Warrants.
- Maximum spread between bid and ask prices: 20 spreads
- Minimum quantity for which liquidity will be provided: 20 Board Lots

#### • What are the circumstances under which the Liquidity Provider is not obliged to provide liquidity?

There will be circumstances under which the Liquidity Provider is not obliged to provide liquidity. Such circumstances include:

- (i) during the first 5 minutes of each morning trading session or the first 5 minutes after trading commences for the first time on a trading day;
- during a pre-opening session or a closing auction session (if applicable) or any other circumstances as may be prescribed by the Stock Exchange;
- (iii) when the Warrants are suspended from trading for any reason;
- (iv) if there occurs or exists any suspension of or limitation imposed on trading of options or futures contracts relating to the Index or if the Index level is not calculated or published as scheduled for any reason;
- (v) when there are no Warrants available for market making activities. In such event, the Liquidity Provider shall continue to provide bid prices. Warrants held by us or any of our affiliates in a fiduciary or agency capacity are not Warrants available for market making activities;
- (vi) when there are operational and technical problems beyond the control of the Liquidity Provider hindering the ability of the Liquidity Provider to provide liquidity;
- (vii) if the stock market experiences exceptional price movement and high volatility over a short period of time which materially affects the Liquidity Provider's ability to source a hedge or unwind an existing hedge; or
- (viii) if the theoretical value of the Warrants is less than HK\$0.01. If the Liquidity Provider chooses to provide liquidity under this circumstance, both bid and ask prices will be made available.

You should read the sub-section entitled "Possible limited secondary market" under the "Key Risk Factors" section for further information on the key risks when the Liquidity Provider is not able to provide liquidity.

#### How can you obtain further information?

#### • Information about the Index

You may obtain information on the Index by visiting the Index Compiler's website at www.hsi.com.hk.

#### • Information about the Warrants after issue

You may visit the Stock Exchange's website at *www.hkex.com.hk/eng/prod/secprod/dwrc/dw.htm* or our website at *http://warrants-hk.credit-suisse.com/en/home\_e.cgi* to obtain information on the Warrants or any notice given by us or the Stock Exchange in relation to the Warrants.

#### • Information about us

You should read the section "Updated Information about Us" in this document. You may visit www.credit-suisse.com to obtain general corporate information about us.

We have included references to websites in this document to indicate how further information may be obtained. Information appearing on those websites does not form part of the Listing Documents. We accept no responsibility for the accuracy or completeness of the information appearing on those websites. You should conduct your own due diligence (including without limitation web searches) to ensure that you are viewing the most up-to-date information.

#### What are the fees and charges?

#### • Trading Fees and Levies

The Stock Exchange charges a trading fee of 0.005 per cent. and the Securities and Futures Commission charges a transaction levy of 0.0027 per cent. for each transaction effected on the Stock Exchange payable by each of the seller and the buyer and calculated on the value of the consideration for the Warrants. The levy for the investor compensation fund is currently suspended.

#### • Exercise Expenses

You are responsible for any Exercise Expenses. Exercise Expenses mean any charges or expenses including any taxes or duties which are incurred in respect of the exercise of the Warrants. Any Exercise Expenses will be deducted from the Cash Settlement Amount (if any). If the Cash Settlement Amount is equal to or less than the Exercise Expenses, no amount is payable. As at the date of this document, no Exercise Expenses are payable for cash settled warrants (including the Warrants).

#### • Stamp Duty

No stamp duty is currently payable in Hong Kong on transfer of cash settled warrants (including the Warrants).

You should note that any transaction cost will reduce your gain or increase your loss under your investment in the Warrants.

## What is the legal form of the Warrants?

Each series of the Warrants will be represented by a global certificate in the name of HKSCC Nominees Limited who is the only legal owner of the Warrants. We will not issue definitive certificates for the Warrants. You may arrange for your broker to hold the Warrants in a securities account on your behalf, or if you have a CCASS Investor Participant securities account, you may arrange for the Warrants to be held in such account. You will have to rely on the records of CCASS and/or the statements you receive from your brokers as evidence of your beneficial interest in the Warrants.

#### Can we adjust the terms or early terminate the Warrants?

The occurrence of certain events (including, without limitation, a succession of the Index or Index Compiler, modification or cessation of calculation of the Index) may entitle us to adjust the terms and conditions of the Warrants. However, we are not obliged to adjust the terms and conditions of the Warrants for every event that affects the Index.

We may early terminate the Warrants if it becomes illegal or impracticable for us (i) to perform our obligations under the Warrants as a result of a change in law event, or (ii) to maintain our hedging arrangement with respect to the Warrants due to a change in law event. In such event, the amount payable by us (if any) will be the fair market value of the Warrants less our cost of unwinding any related hedging arrangements as determined by us, which may be substantially less than your initial investment and may be zero.

Please refer to General Condition 8 and Product Condition 4 for details about adjustments or early termination events. Such events may negatively affect your investment and you may suffer a loss.

#### Mode of settlement for the Warrants

The Warrants will be automatically exercised on the Expiry Date in integral multiples of the Board Lot if the Cash Settlement Amount is positive. If the Cash Settlement Amount is zero or negative, or is equal to or less than the Exercise Expenses, you will lose all of your investment.

We will deliver a cash amount in the Settlement Currency equal to the Cash Settlement Amount net of any Exercise Expenses (if any) no later than the Settlement Date to HKSCC Nominees Limited (as the registered holder of the Warrants), which will then distribute such amount to the securities account of your broker (and if applicable, its custodian) or to your CCASS Investor Participant securities account (as the case may be). You may have to rely on your broker (and if applicable, its custodian) to ensure that the Cash Settlement Amount (if any) is credited to your account maintained with your broker. Once we make the payment to HKSCC Nominees Limited, who operates CCASS, you will have no further right against us for that payment, even if CCASS or your broker (and if applicable, its custodian) does not transfer your share of payment to you, or is late in making such payment transfer.

Payment of the Cash Settlement Amount (if any) may be delayed if a Settlement Disruption Event occurs on the Settlement Date, as a result of which we are unable to deliver such amount through CCASS on such day. See Product Condition 3 for further information.

#### Where can you inspect the relevant documents of the Warrants?

The following documents are available for inspection during usual business hours on any weekday (Saturdays, Sundays and holidays excepted) until the Expiry Date at Level 88, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong:

- each of the Listing Documents (in separate English and Chinese versions), including:
  - this document
    - our Base Listing Document
    - the addendum dated 22 August 2014
- the latest audited consolidated financial statements and any interim or quarterly financial statements of us and Credit Suisse Group AG; and
- a copy of the consent letter of our auditors referred to in our Base Listing Document.

The Listing Documents are also available on the website of the HKEx at *www.hkexnews.hk* and our website at *http://warrants-hk.credit-suisse.com/en/home\_e.cgi*.

各上市文件亦可於香港交易所披露易網站(www.hkexnews.hk)以及本公司網站 http://warrants-hk.credit-suisse.com/home\_c.cgi 瀏 覽。

#### Are there any dealings in the Warrants before the Listing Date?

It is possible that there may have been dealings in the Warrants before the Listing Date. If there are any dealings in the Warrants by us or any of our subsidiaries or associated companies from the Launch Date prior to the Listing Date, we will report those dealings to the Stock Exchange by the Listing Date and such report will be released on the website of the Stock Exchange.

#### Have the auditors consented to the inclusion of their report to the Listing Documents?

Our auditors ("Auditors") have given and have not since withdrawn their written consent dated 15 April 2014 to the inclusion of their report dated 3 April 2014 and/or the references to their name in our Base Listing Document, in the form and context in which they are included. Their report was not prepared exclusively for incorporation into our Base Listing Document. The Auditors do not own any of our shares or shares in any member of our group, nor do they have the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for our securities of any member of our group.

#### Authorisation of the Warrants

The issue of the Warrants was authorised by our board of directors on 7 July 2009.

#### Selling restrictions

The Warrants have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act"), and will not be offered, sold, delivered or traded, at any time, indirectly or directly, in the United States or to, or for the account or benefit of, any U.S. person (as defined in the Securities Act).

The offer or transfer of the Warrants is also subject to the selling restrictions specified in our Base Listing Document.

#### Capitalised terms and inconsistency

Unless otherwise specified, capitalised terms used in this document have the meanings set out in the Conditions. If this document is inconsistent with our Base Listing Document, this document shall prevail.

# INFORMATION ON THE INDEX

The information on the Index set out below is extracted from or based on publicly available information and, in particular, information from the Index Compiler. We do not give any representation whatsoever as to the truth, accuracy, completeness, adequacy or reasonableness of any of the information contained therein whether as at the date of this document or any other time, save that we have taken reasonable care to correctly extract, summarise and/or reproduce such information.

#### Who is the Index Compiler?

Hang Seng Indexes Company Limited. The Index is managed and compiled by the Index Compiler, which is a wholly-owned subsidiary of Hang Seng Bank Limited.

#### How is the Index level disseminated?

The Index level is disseminated through the website of the Index Compiler at *http://www.hsi.com.hk* and various information vendors. You should contact your stockbroker for further information.

#### **Description of the Index**

The Index tracks the performance of H-shares companies selected by the Index Compiler.

#### Constituent stocks of the Index

An updated list of the constituent stocks comprising the Index is available at http://www.hsi.com.hk.

#### How is the Index calculated?

The Index Compiler has adopted a freefloat-adjusted market capitalisation weighting with a designated cap on each constituent stock for calculation of the Index level in accordance with the following formula:

Current Index = 
$$\frac{\sum (P_t x \text{ IS } x \text{ F})}{\sum (P_{t-1} x \text{ IS } x)}$$

FAF x CF) FAF x CF) x Yesterday's Closing Index

| Pt   | : | Current Price at Day t                              |
|------|---|---|
| Pt-1 | : | Closing Price at Day (t-1)                          |
| IS   | : | Issued Shares                                       |
| FAF  | : | Freefloat-adjusted Factor, which is between 0 and 1 |
| CF   | : | Cap Factor, which is between 0 and 1                |
|      |   |   |

The designated cap and an updated list of FAF and CF for each H-share are set out in the website at http://www.hsi.com.hk.

#### What are the arrangement if the Index is not published by the Index Compiler?

Under the licence granted by Hang Seng Data Services Limited for our use of the Index, if the Index Compiler ceases to calculate and publish the Index, the Index Compiler shall inform us as soon as practicable specifying whether or not a replacement or substitute index will be available, in which case, we shall have the right to use such replacement or substitute index in connection with the Warrants. If the Index Compiler does not offer any replacement or substitute index, we will have an option either to terminate the use of the Index or continue to use the formula of the Index and its constituent stocks existing immediately prior to such cessation for the sole purpose of calculating the Cash Settlement Amount payable at expiry and any related value of the Warrants.

#### What are the historic highs and lows of the Index for the last 5 years?

The highest and lowest closing levels of the Index from the year 2010 to 2015 (up to the Launch Date) are:

| Year                         | Highest closing level | Lowest closing level |
|------------------------------|-----------------------|----------------------|
| 2010                         | 14,204.13             | 10,729.05            |
| 2011                         | 13,684.06             | 8,102.58             |
| 2012                         | 11,826.76             | 9,020.34             |
| 2013                         | 12,215.03             | 8,871.28             |
| 2014                         | 12,019.75             | 9,203.07             |
| 2015 (up to the Launch Date) | 12,346.09             | 11,417.34            |

#### What is the closing level of the Index on the latest practicable date?

According to the information published on the Index Compiler's website, the closing level of the Index as at the close of business on the Launch Date (being the latest practicable date prior to the date of this document) was 12,346.09.

#### Index disclaimer

The Index is published and compiled by Hang Seng Indexes Company Limited pursuant to a licence from Hang Seng Data Services Limited. The mark and name Hang Seng China Enterprises Index are proprietary to Hang Seng Data Services Limited. Hang Seng Indexes Company Limited and Hang Seng Data Services Limited have agreed to the use of, and reference to, the Index by the Issuer in connection with the Warrants (the "Product"), BUT NEITHER HANG SENG INDEXES COMPANY LIMITED NOR HANG SENG DATA SERVICES LIMITED WARRANTS OR REPRESENTS OR GUARANTEES TO ANY BROKER OR HOLDER OF THE PRODUCT OR ANY OTHER PERSON (i) THE ACCURACY OR COMPLETENESS OF THE INDEX AND ITS COMPUTATION OR ANY INFORMATION RELATED THERETO; OR (ii) THE FITNESS OR SUITABILITY FOR ANY PURPOSE OF THE INDEX OR ANY COMPONENT OR DATA COMPRISED IN IT; OR (iii) THE RESULTS WHICH MAY BE OBTAINED BY ANY PERSON FROM THE USE OF THE INDEX OR ANY COMPONENT OR DATA COMPRISED IN IT FOR ANY PURPOSE, AND NO WARRANTY OR REPRESENTATION OR GUARANTEE OF ANY KIND WHATSOEVER RELATING TO THE INDEX IS GIVEN OR MAY BE IMPLIED. The process and basis of computation and compilation of the Index and any of the related formula or formulae, constituent stocks and factors may at any time be changed or altered by Hang Seng Indexes Company Limited without notice. TO THE EXTENT PERMITTED BY APPLICABLE LAW, NO RESPONSIBILITY OR LIABILITY IS ACCEPTED BY HANG SENG INDEXES COMPANY LIMITED OR HANG SENG DATA SERVICES LIMITED (i) IN RESPECT OF THE USE OF AND/OR REFERENCE TO THE INDEX BY THE ISSUER IN CONNECTION WITH THE PRODUCT; OR (ii) FOR ANY INACCURACIES, OMISSIONS, MISTAKES OR ERRORS OF HANG SENG INDEXES COMPANY LIMITED IN THE COMPUTATION OF THE INDEX; OR (iii) FOR ANY INACCURACIES, OMISSIONS, MISTAKES, ERRORS OR INCOMPLETENESS OF ANY INFORMATION USED IN CONNECTION WITH THE COMPUTATION OF THE INDEX WHICH IS SUPPLIED BY ANY OTHER PERSON; OR (iv) FOR ANY ECONOMIC OR OTHER LOSS WHICH MAY BE DIRECTLY OR INDIRECTLY SUSTAINED BY ANY BROKER OR HOLDER OF THE PRODUCT OR ANY OTHER PERSON DEALING WITH THE PRODUCT AS A RESULT OF ANY OF THE AFORESAID, AND NO CLAIMS, ACTIONS OR LEGAL PROCEEDINGS MAY BE BROUGHT AGAINST HANG SENG INDEXES COMPANY LIMITED AND/OR HANG SENG DATA SERVICES LIMITED in connection with the Product in any manner whatsoever by any broker, holder or other person dealing with the Product. Any broker, holder or other person dealing with the Product does so therefore in full knowledge of this disclaimer and can place no reliance whatsoever on Hang Seng Indexes Company Limited and Hang Seng Data Services Limited. For the avoidance of doubt, this disclaimer does not create any contractual or quasi-contractual relationship between any broker, holder or other person and Hang Seng Indexes Company Limited and/or Hang Seng Data Services Limited and must not be construed to have created such relationship.

## **KEY RISK FACTORS**

You must read these key risk factors together with the risk factors set out in our Base Listing Document. These key risk factors do not necessarily cover all risks related to the Warrants. If you have any concerns or doubts about the Warrants, you should obtain independent professional advice.

#### Non-collateralised structured products

The Warrants are not secured on any of our assets or any collateral.

#### Credit risk

If you invest in the Warrants, you are relying on our creditworthiness and of no other person. If we become insolvent or default on our obligations under the Warrants, you can only claim as our unsecured creditor regardless of the performance of the Index and you may not be able to recover all or even part of the amount due under the Warrants (if any). You have no rights under the terms of the Warrants against the Index Compiler or any company which has issued any constituent securities of the Index.

# Warrants are not principal protected and may expire worthless

Given the gearing feature inherent in the Warrants, a small change in the Index level may lead to a substantial price movement in the Warrants.

Unlike stocks, the Warrants have a limited life and will expire on the Expiry Date. In the worst case, the Warrants may expire with no value and you will lose all of your investment. Derivative warrants may only be suitable for experienced investors who are willing to accept the risk that they may lose all their investment.

#### The Warrants can be volatile

Prices of the Warrants may rise or fall rapidly. You should carefully consider, among other things, the following factors before dealing in the Warrants:

- (i) the prevailing trading price of the Warrants;
- (ii) the Strike Level of the Warrants;
- (iii) the level and volatility of the Index;
- (iv) the time remaining to expiry;
- (v) the probable range of the Cash Settlement Amount;
- (vi) the interim interest rates and expected dividend payments or other distributions on any components comprising the Index;
- (vii) the liquidity of the futures contracts relating to the Index;
- (viii) the related transaction costs (including the Exercise Expenses, if any);
- (ix) the supply and demand for the Warrants; and
- (x) the creditworthiness of the Issuer.

The price of a Warrant may be affected by all these factors in addition to the Index level. Therefore, movements in the price of the Warrants may not be proportionate or may even be opposite to the movement in the level of the Index. You should consider all these factors collectively when making your investment decision.

#### Time decay

All other factors being equal, the value of a Warrant is likely to decrease over time. Therefore, the Warrants should not be viewed as a product for long term investments.

#### Possible limited secondary market

The Liquidity Provider may be the only market participant for the Warrants and therefore the secondary market for the Warrants may be limited. The more limited the secondary market, the more difficult it may be for you to realise the value in the Warrants prior to expiry.

You should also be aware that the Liquidity Provider may not be able to provide liquidity when there are operational and technical problems hindering its ability to do so. Even if the Liquidity Provider is able to provide liquidity in such circumstances, its performance of liquidity provision may be adversely affected. For example:

- the spread between bid and ask prices quoted by the Liquidity Provider may be significantly wider than its normal standard;
- (ii) the quantity for which liquidity will be provided by the Liquidity Provider may be significantly smaller than its normal standard; and/or
- (iii) the Liquidity Provider's response time for a quote may be significantly longer than its normal standard.

# Change of calculation methodology or failure to publish the Index

If there is a material change in the calculation of the Index level or a failure to publish the Index, we may determine the Closing Level on the basis of the method last in effect prior to such change or failure.

# Publication of Index level when component shares are not trading

The Index Compiler may publish the Index level at a time when one or more shares comprising the Index are not trading.

#### Adjustment related risk

The occurrence of certain events (including, without limitation, a succession of the Index or Index Compiler, modification or cessation of calculation of the Index) may entitle us to adjust the terms and conditions of the Warrants. However, we are not obliged to adjust the terms and conditions of the Warrants for every event that affects the Index. Any adjustment or decision not to make any adjustment may adversely affect the value of the Warrants. Please refer to Product Condition 4 for details about adjustments.

#### Possible early termination

We may early terminate the Warrants if it becomes illegal or impracticable for us (i) to perform our obligations under the Warrants as a result of a change in law event, or (ii) to maintain our hedging arrangement with respect to the Warrants due to a change in law event. In such event, the amount payable by us (if any) will be the fair market value of the Warrants less our costs of unwinding any related hedging arrangements as determined by us, which may be substantially less than your initial investment and may be zero. Please refer to General Condition 8 for details about our early termination rights.

#### Time lag between exercise and settlement of the Warrants

There is a time lag between exercise of the Warrants and payment of the Cash Settlement Amount net of Exercise Expenses (if any). There may be delays in the electronic settlement or payment through CCASS.

#### **Conflict of interest**

We and our subsidiaries and affiliates engage in a wide range of commercial and investment banking, brokerage, funds management, hedging, investment and other activities and may possess material information about the Index or issue or update research reports on the Index. Such activities, information and/or research reports may involve or affect the Index and may cause consequences adverse to you or otherwise create conflicts of interests in connection with the issue of the Warrants. We have no obligation to disclose such information and may issue research reports and engage in any such activities without regard to the issue of the Warrants.

In the ordinary course of our business, we and our subsidiaries and affiliates may effect transactions for our own account or for the account of our customers and may enter into one or more transactions with respect to the Index or related derivatives. This may indirectly affect your interests.

#### No direct contractual rights

The Warrants are issued in global registered form and are held within CCASS. You will not receive any definitive certificate and your name will not be recorded in the register of the Warrants. The evidence of your interest in the Warrants, and the efficiency of the ultimate payment of the Cash Settlement Amount net of Exercise Expenses (if any), are subject to the CCASS Rules. You will have to rely on your broker (or, if applicable, its direct or indirect custodians) and the statements you receive from it as evidence of your interest in the Warrants. You do not have any direct contractual rights against us. To assert your rights as an investor in the Warrants, you will have to rely on your broker (and, if applicable, its direct or indirect custodian) to take action on your behalf. If your broker or, if applicable, its direct or indirect custodian:

- (i) fails to take action in accordance with your instructions;
- (ii) becomes insolvent; or
- (iii) defaults on its obligations,

you will need to take action against your broker in accordance with the terms of arrangement between you and your broker to establish your interest in the Warrants first before you can assert your right of claim against us. You may experience difficulties in taking such legal proceedings. This is a complicated area of law and you should seek independent legal advice for further information.

# The Listing Documents should not be relied upon as the sole basis for your investment decision

The Listing Documents do not take into account your investment objectives, financial situation or particular needs. Nothing in the Listing Documents should be construed as a recommendation by us or our affiliates to invest in the Warrants or any futures contracts relating to the Index.

#### We are not the ultimate holding company of the group

We are not the ultimate holding company of the group to which we belong. The ultimate holding company of the group to which we belong is Credit Suisse Group AG.

#### Updated Information about Us

1. On 17 October 2014, Credit Suisse Group AG and Credit Suisse AG filed with the Securities and Exchange Commission a Form 6-K, in relation to the appointments to the Executive Board of Credit Suisse and the leadership changes in the Investment Banking Division and Asia Pacific region. We refer you to the complete Form 6-K dated 17 October 2014 as set out in Exhibit A of this document.

2. On 23 October 2014, Credit Suisse AG filed with the Securities and Exchange Commission a Form 6-K, which contains Credit Suisse Group AG's earnings release for the three and nine months ended 30 September 2014. We refer you to the extract of the Form 6-K dated 23 October 2014 as set out in Exhibit B of this document. For further information on the earnings release, we refer you to the complete Form 6-K dated 23 October 2014 on our website at *www.credit-suisse.com*.

3. On 31 October 2014, Credit Suisse AG filed with the Securities and Exchange Commission a Form 6-K, which contains Credit Suisse Group AG's financial report for the third quarter of 2014. We refer you to the extract of the Form 6-K dated 31 October 2014 as set out in Exhibit C of this document. For further information on the financial report, we refer you to the complete Form 6-K dated 31 October 2014 on our website at *www.credit-suisse.com*.

4. On 12 February 2015, Credit Suisse AG filed with the Securities and Exchange Commission a Form 6-K, which contains Credit Suisse Group AG's earnings release for the three and twelve months ended 31 December 2014. We refer you to the extract of the Form 6-K dated 12 February 2015 as set out in Exhibit D of this document. For further information on the earnings release, we refer you to the complete Form 6-K dated 12 February 2015 on our website at *www.credit-suisse.com*.

5. On 12 February 2015, Credit Suisse Group AG and Credit Suisse AG filed with the Securities and Exchange Commission a Form 6-K, which contains a media release in relation to the proposed distribution to shareholders for the financial year 2014 and changes to the board of directors. We refer you to the complete Form 6-K dated 12 February 2015 as set out in Exhibit E of this document.

6. On 27 February 2015, Credit Suisse AG filed with the Securities and Exchange Commission a Form 6-K/A, which contains Credit Suisse Group AG's revised earnings release for the three and twelve months ended 31 December 2014. We refer you to the extract of the Form 6-K/A dated 27 February 2015 as set out in Exhibit F of this document. For further information on the revised earnings release, we refer you to the complete Form 6-K/A dated 27 February 2015 on our website at *www.credit-suisse.com*.

7. On 27 February 2015, Credit Suisse Group AG and Credit Suisse AG filed with the Securities and Exchange Commission a Form 6-K, which contains a media release in relation to the increased mortgage-related litigation provisions. We refer you to the complete Form 6-K dated 27 February 2015 as set out in Exhibit G of this document.

8. On 10 March 2015, Credit Suisse Group AG and Credit Suisse AG filed with the Securities and Exchange Commission a Form 6-K, which contains a media release in relation to the appointment of a new CEO. We refer you to the complete Form 6-K dated 10 March 2015 as set out in Exhibit H of this document.

9. On 20 March 2015, Credit Suisse Group AG and Credit Suisse AG filed with the Securities and Exchange Commission a Form 6-K, which contains a media release in relation to the agenda for the Annual General Meeting of Credit Suisse Group AG on 24 April 2015. For further information on the media release, we refer you to the complete Form 6-K dated 20 March 2015 on our website at *www.credit-suisse.com*.

10. On 20 March 2015, Credit Suisse Group AG and Credit Suisse AG released their 2014 Annual Report. We refer you to the complete 2014 Annual Report on our website at *www.credit-suisse.com/media/cc/docs/publications/annualreporting/2014/csgag-csag-ar-2014-en.pdf*.

## EXHIBIT A

# CREDIT SUISSE GROUP AG AND CREDIT SUISSE AG FORM 6-K FILED WITH US SECURITIES AND EXCHANGE COMMISSION

This Form 6-K was filed with the US Securities and Exchange Commission on 17 October 2014, as described below.

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### Form 6-K

#### REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

October 17, 2014

Commission File Number 001-15244

# **CREDIT SUISSE GROUP AG**

(Translation of registrant's name into English)

Paradeplatz 8, 8001 Zurich, Switzerland (Address of principal executive office)

Commission File Number 001-33434

# **CREDIT SUISSE AG**

(Translation of registrant's name into English)

Paradeplatz 8, 8001 Zurich, Switzerland (Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F 🗵

Form 40-F 🗋

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

**Note**: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home

country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

This report is being filed by Credit Suisse Group AG and Credit Suisse AG and is hereby incorporated by reference into the Registration Statement on Form F-3 (file no. 333-180300) and the Registration Statement on Form S-8 (file no. 333-101259).



## **CREDIT SUISSE GROUP AG**

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Media Release

# Appointments to the Executive Board of Credit Suisse; Leadership Changes in the Investment Banking Division and Asia Pacific Region

Zurich, October 17, 2014 Credit Suisse today announced appointments to the Executive Board, changes to the leadership of its Investment Banking Division, and the appointment of a new CEO of Asia Pacific. These changes will take immediate effect.

Jim Amine and Tim O'Hara have been appointed to the Executive Board and will join Gaël de Boissard to head the Investment Banking Division.

Helman Sitohang will assume the role CEO of Asia Pacific.

# Eric Varvel has decided to step down from the Executive Board and assume the role of Chairman Asia Pacific and Middle East Regions.

Gaël de Boissard, Jim Amine and Tim O'Hara will partner in leading the Investment Banking Division. Jim Amine will continue to have responsibility for the Investment Banking Department, while Tim O'Hara will continue to head the Equities business. Gaël de Boissard's role remains unchanged. He continues to head the Fixed Income business and remains the CEO of Europe, Middle East and Africa and a member of the Executive Board. Jim Amine and Tim O'Hara will join the Executive Board and report directly to the CEO.

Helman Sitohang will assume the role of CEO of Asia Pacific, reporting directly to the CEO. He will also continue to retain his role as Head of the Investment Bank for Asia Pacific. APAC is the region with the highest economic growth and Credit Suisse is continuing to allocate additional resources to accelerate and maximize the growth opportunities in this region.

Eric Varvel will assume the role of Chairman Asia Pacific and Middle East with a primary focus on our most important clients and assisting senior management on strategy. Eric will step down from the Executive Board, but will continue to report to the CEO in his new role.

Urs Rohner, Chairman of the Board of Directors of Credit Suisse, said: "In our Investment Banking Division, Eric Varvel and Gaël de Boissard have been instrumental in adapting our business to the new market and regulatory environment. Jim Amine and Tim O'Hara have also been integral to the success of the division, with our Investment Banking Department and Equities businesses demonstrating strong results and great momentum. I believe that the combination of Jim, Tim and Gaël will provide the right partnership to drive the business forward."

Brady Dougan, CEO of Credit Suisse, said: "Eric Varvel has done a great job as CEO of Asia Pacific and I believe will provide important continuity of management and with client relationships in the Chairman role. Helman Sitohang has been instrumental in the success we have achieved to date. Moving into the CEO role is a natural progression and I believe he, along with the strong management team we have in the region, will be able to produce excellent results, demonstrate growth and build on the impressive momentum we have in Asia Pacific."



## Composition of the Executive Board as of October 17, 2014

- Brady W. Dougan, Chief Executive Officer
- James L. Amine, Head of Investment Banking Investment Banking Department
- Gaël de Boissard, Head of Investment Banking Fixed Income; Regional CEO of EMEA
- Romeo Cerutti, General Counsel
- David R. Mathers, Chief Financial Officer and Head of IT and Operations
- Hans-Ulrich Meister, Head of Private Banking & Wealth Management and Regional CEO of Switzerland
- Joachim Oechslin, Chief Risk Officer
- Timothy P. O'Hara, Head of Investment Banking Equities
- Robert S. Shafir, Head of Private Banking & Wealth Management and Regional CEO of Americas
- Pamela A. Thomas-Graham, Chief Marketing and Talent Officer and Head of Private Banking & Wealth Management New Markets

#### Information

Media Relations Credit Suisse AG, telephone +41 844 33 88 44, media.relations@credit-suisse.com Investor Relations Credit Suisse AG, telephone +41 44 333 71 49, investor.relations@credit-suisse.com

#### **Credit Suisse AG**

Credit Suisse AG is one of the world's leading financial services providers and is part of the Credit Suisse group of companies (referred to here as 'Credit Suisse'). As an integrated bank, Credit Suisse offers clients its combined expertise in the areas of private banking, investment banking and asset management. Credit Suisse provides advisory services, comprehensive solutions and innovative products to companies, institutional clients and high-net-worth private clients globally, as well as to retail clients in Switzerland. Credit Suisse is headquartered in Zurich and operates in over 50 countries worldwide. The group employs approximately 45,100 people. The registered shares (CSGN) of Credit Suisse's parent company, Credit Suisse Group AG, are listed in Switzerland and, in the form of American Depositary Shares (CS), in New York. Further information about Credit Suisse can be found at www.credit-suisse.com.

#### Cautionary statement regarding forward-looking information

This press release contains statements that constitute forward-looking statements. In addition, in the future we, and others on our behalf, may make statements that constitute forward-looking statements. Such forward-looking statements may include, without limitation, statements relating to the following:

- our plans, objectives or goals;
- our future economic performance or prospects;
- the potential effect on our future performance of certain contingencies; and
- assumptions underlying any such statements.

Words such as "believes," "anticipates," "expects," "intends" and "plans" and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. We do not intend to update these forward-looking statements except as may be required by applicable securities laws.

By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that predictions,

forecasts, projections and other outcomes described or implied in forward-looking statements will not be achieved. We caution you that a number of important factors could cause results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward looking statements. These factors include:

- the ability to maintain sufficient liquidity and access capital markets;

- market and interest rate fluctuations and interest rate levels;

- the strength of the global economy in general and the strength of the economies of the countries in which we conduct our operations, in particular the risk of continued slow economic recovery or downturn in the US or other developed countries in 2014 and beyond;

- the direct and indirect impacts of continuing deterioration or slow recovery in residential and commercial real estate markets;

- adverse rating actions by agencies in respect of sovereign issuers, structured credit products or other creditrelated exposures;

- the ability to achieve our objectives, including improved performance, reduced risks, lower costs, and more efficient use of capital;

- the ability of counterparties to meet their obligations to us;

- the effects of, and changes in, fiscal, monetary, trade and tax policies, and currency fluctuations;

- political and social developments, including war, civil unrest or terrorist activity;

- the possibility of foreign exchange controls, expropriation, nationalizations or confiscations in countries where we conduct operations;



- operational factors such as systems failure, human error, or the failure to implement procedures properly;

- actions taken by regulators with respect to our business and practices in one or more of the countries where we conduct operations;

- the effects of changes in laws, regulations or accounting policies or practices;

- competition in geographic and business areas in which we conduct our operations;

- the ability to retain and recruit qualified personnel;

- the ability to maintain our reputation and promote our brand;

- the ability to increase market share and control expenses;

- technological changes;

- the timely development and acceptance of our new products and services and the perceived overall value of these products and services by users;

- acquisitions, including the ability to integrate businesses successfully, and divestitures, including the ability to sell non- core assets;

- the adverse resolution of litigation and other contingencies;

- the ability to achieve our cost efficiency goals and cost targets; and

- our success at managing the risks involved in the foregoing.

We caution you that the foregoing list of important factors is not exclusive. When evaluating forward-looking statements, you should carefully consider the foregoing factors and other uncertainties and events, including the information set forth in "Risk Factors" in I – Information on the company in our Annual Report 2013.

## **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned, thereunto duly authorized.

CREDIT SUISSE GROUP AG and CREDIT SUISSE AG (Registrants)

By:/s/ Ina Hasdenteufel Ina Hasdenteufel Managing Director

> /s/ Zsolt Zsigray Zsolt Zsigray Vice President

Date: October 17, 2014

## EXHIBIT B

# EXTRACT OF CREDIT SUISSE AG FORM 6-K FILED WITH US SECURITIES AND EXCHANGE COMMISSION

This extract of Form 6-K, which was filed with the US Securities and Exchange Commission on 23 October 2014, contains Credit Suisse Group AG's earnings release for the three and nine months ended 30 September of 2014 as described below.

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

October 23, 2014

Commission File Number 001-33434

# **CREDIT SUISSE AG**

(Translation of registrant's name into English)

Paradeplatz 8, CH 8001 Zurich, Switzerland (Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F 🗵

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

**Note:** Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

# Introduction

This report filed on Form 6-K contains certain information about Credit Suisse AG (Bank) relating to its results as of and for the three and nine months ended September 30, 2014. On October 23, 2014, Credit Suisse Group AG (Group) announced its results for such three and nine month period. A copy of the related Earnings Release is attached as an exhibit to this Form 6-K.

This Form 6-K (including the exhibit hereto) is hereby (i) incorporated by reference into the Registration Statement on Form F-3 (file no. 333-180300) and (ii) shall be deemed to be "filed" for purposes of the Securities Exchange Act of 1934, as amended except, in the case of both (i) and (ii), the information on page 3 of the Earnings Release.

The 3Q14 Credit Suisse Financial Report as of and for the three and nine months ended September 30, 2014 will be published on or about October 31, 2014.

Credit Suisse AG is a Swiss bank and joint stock corporation established under Swiss law, and is a wholly-owned subsidiary of the Group. The Bank's registered head office is in Zurich, and it has additional executive offices and principal branches in London, New York, Hong Kong, Singapore and Tokyo.

References herein to "CHF" are to Swiss francs.

# **Key information**

# Selected financial data

## Selected operations statement information

| in  | 3Q14  | 3Q13  | % change | 9M14   | 9M13   | % change |
|---|-------|-------|----------|--------|--------|----------|
| Statements of operations (CHF million)              |       |       |          |        |        |          |
| Net revenues  | 6,367 | 5,519 | 15       | 19,398 | 19,306 | 0        |
| Provision for credit losses                         | 43    | 21    | 105      | 66     | 58     | 14       |
| Compensation and benefits                           | 2,774 | 2,558 | 8        | 8,771  | 8,401  | 4        |
| General and administrative expenses                 | 2,058 | 1,783 | 15       | 7,220  | 5,427  | 33       |
| Commission expenses                                 | 388   | 419   | (7)      | 1,128  | 1,340  | (16)     |
| Total other operating expenses                      | 2,446 | 2,202 | 11       | 8,348  | 6,767  | 23       |
| Total operating expenses                            | 5,220 | 4,760 | 10       | 17,119 | 15,168 | 13       |
| Income from continuing operations before taxes      | 1,104 | 738   | 50       | 2,213  | 4,080  | (46)     |
| Income tax expense                                  | 332   | 337   | (1)      | 1,134  | 1,262  | (10)     |
| Income from continuing operations                   | 772   | 401   | 93       | 1,079  | 2,818  | (62)     |
| Income from discontinued operations, net of tax     | 106   | 150   | (29)     | 112    | 147    | (24)     |
| Net income  | 878   | 551   | 59       | 1,191  | 2,965  | (60)     |
| Net income attributable to noncontrolling interests | 160   | 307   | (48)     | 344    | 842    | (59)     |
| Net income attributable to shareholders             | 718   | 244   | 194      | 847    | 2,123  | (60)     |
| of which from continuing operations                 | 612   | 94    | -        | 735    | 1,976  | (63)     |
| of which from discontinued operations               | 106   | 150   | (29)     | 112    | 147    | (24)     |

## Selected balance sheet information

| end of                                 | 3Q14    | 4Q13    | % change |
|--|---------|---------|----------|
| Balance sheet statistics (CHF million) |         |         |          |
| Total assets                           | 935,636 | 854,412 | 10       |
| Share capital                          | 4,400   | 4,400   | 0        |

## **BIS statistics (Basel III)**

| end of                              | 3Q14   | 4Q13   | % change |
|-------------------------------------|--------|--------|----------|
| Eligible capital (CHF million)      |        |        |          |
| Common equity tier 1 (CET1) capital | 39,450 | 38,028 | 4        |
| Total tier 1 capital                | 45,587 | 41,105 | 11       |
| Total eligible capital              | 55,656 | 52,066 | 7        |
| Capital ratios (%)                  |        |        |          |
| CET1 ratio                          | 13.9   | 14.4   | _        |
| Tier 1 ratio                        | 16.0   | 15.6   | _        |
| Total capital ratio                 | 19.6   | 19.7   | _        |

# Operating and financial review and prospects

Except where noted, the business of the Bank is substantially the same as the business of the Group, and substantially all of the Bank's operations are conducted through the Private Banking & Wealth Management and Investment Banking segments. These segment results are included in Core Results. Certain other assets, liabilities and results of operations are managed as part of the activities of the two segments. However, since they are legally owned by the Group, they are not included in the Bank's consolidated financial statements. These relate principally to the activities of Neue Aargauer Bank and BANK-now, which are managed as part of Private Banking & Wealth Management. Core Results also includes certain Corporate Center activities of the Group that are not applicable to the Bank.

These operations and activities vary from period to period and give rise to differences between the Bank's consolidated assets, liabilities, revenues and expenses, including pensions and taxes, and those of the Group.

#### Differences between the Group and the Bank businesses

| Entity                          | Principal business activity  |
|---------------------------------|--|
| Neue Aargauer Bank              | Banking (in the Swiss canton of Aargau)                              |
| BANK-now                        | Private credit and car leasing (in Switzerland)                      |
|                                 | Special purpose vehicles for various funding activities              |
| Financing vehicles of the Group | of the Group, including for purposes of raising consolidated capital |

#### Comparison of selected operations statement information

|  |       | Bank  |       | Group |
|--|-------|-------|-------|-------|
| in   | 3Q14  | 3Q13  | 3Q14  | 3013  |
| Statements of operations (CHF million)         |       |       |       |       |
| Net revenues                                   | 6,367 | 5,519 | 6,578 | 5,676 |
| Total operating expenses                       | 5,220 | 4,760 | 5,181 | 4,725 |
| Income from continuing operations before taxes | 1,104 | 738   | 1,338 | 910   |
| Income from continuing operations              | 772   | 401   | 972   | 542   |
| Net income attributable to shareholders        | 718   | 244   | 1,025 | 454   |
| of which from continuing operations            | 612   | 94    | 919   | 304   |

#### Comparison of selected operations statement information

|  |        | Bank   |        | Group  |
|--|--------|--------|--------|--------|
| in   | 9M14   | 9M13   | 9M14   | 9M13   |
| Statements of operations (CHF million)         |        |        |        |        |
| Net revenues                                   | 19,398 | 19,306 | 19,870 | 19,717 |
| Total operating expenses                       | 17,119 | 15,168 | 17,024 | 15,174 |
| Income from continuing operations before taxes | 2,213  | 4,080  | 2,735  | 4,429  |
| Income from continuing operations              | 1,079  | 2,818  | 1,519  | 3,090  |
| Net income attributable to shareholders        | 847    | 2,123  | 1,184  | 2,802  |
| of which from continuing operations            | 735    | 1,976  | 1,072  | 2,655  |

## Comparison of selected balance sheet information

|  |         | Bank    |         | Group   |
|--|---------|---------|---------|---------|
| end of                                 | 3Q14    | 4Q13    | 3Q14    | 4013    |
| Balance sheet statistics (CHF million) |         |         |         |         |
| Total assets                           | 935,636 | 854,412 | 954,362 | 872,806 |
| Total liabilities                      | 892,623 | 810,849 | 909,411 | 825,640 |

## No. Description

99.1 Credit Suisse Earnings Release 3Q14

# Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**CREDIT SUISSE AG** (Registrant)

Date: October 23, 2014

By: /s/ Brady W. Dougan Brady W. Dougan Chief Executive Officer

By: /s/ David R. Mathers David R. Mathers Chief Financial Officer

## EXHIBIT C

# EXTRACT OF CREDIT SUISSE AG FORM 6-K FILED WITH US SECURITIES AND EXCHANGE COMMISSION

This extract of Form 6-K, which was filed with the US Securities and Exchange Commission on 31 October 2014, contains Credit Suisse Group AG's financial report for the third quarter of 2014 as described below.

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

October 31, 2014

Commission File Number 001-33434

# **CREDIT SUISSE AG**

(Translation of registrant's name into English)

Paradeplatz 8, CH 8001 Zurich, Switzerland (Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F 🗵

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

**Note:** Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

# **Explanatory note**

On October 31, 2014, the Credit Suisse Financial Report 3Q14 was published. A copy of the Financial Report is attached as an exhibit to this report on Form 6-K. This report on Form 6-K (including the exhibit hereto) is hereby (i) incorporated by reference into the Registration Statement on Form F-3 (file no. 333-180300) and (ii) shall be deemed to be "filed" for purposes of the Securities Exchange Act of 1934, as amended, except, in the case of both (i) and (ii), the sections of the attached Financial Report entitled "Dear shareholders", "Investor information" and "Financial calendar and contacts".

# **Exhibits**

## No. Description

99.1 Credit Suisse Financial Report 3014

# Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

## **CREDIT SUISSE AG**

(Registrant)

Date: October 31, 2014

By: /s/ Brady W. Dougan Brady W. Dougan Chief Executive Officer

By: /s/ David R. Mathers David R. Mathers Chief Financial Officer

## Key metrics

|   |          |         | in / end of |        | % change |             | in / end of | % change |
|---|----------|---------|-------------|--------|----------|-------------|-------------|----------|
|   | 3Q14     | 2014    | 3013        | QoQ    | YoY      | 9M14        | 9M13        | YoY      |
| Credit Suisse (CHF million, except where indicated)             |          |         |             |        |          |             |             |          |
| Net income/(loss) attributable to shareholders                  | 1,025    | (700)   | 454         | -      | 126      | 1,184       | 2,802       | (58)     |
| of which from continuing operations                             | 919      | (691)   | 304         | -      | 202      | 1,072       | 2,655       | (60)     |
| Basic earnings/(loss) per share from continuing operations (CH  | F) 0.55  | (0.45)  | 0.17        | -      | 224      | 0.61        | 1.48        | (59)     |
| Diluted earnings/(loss) per share from continuing operations (C | HF) 0.55 | (0.45)  | 0.17        | -      | 224      | 0.61        | 1.47        | (59)     |
| Return on equity attributable to shareholders (%)               | 9.7      | (6.7)   | 4.3         | -      | -        | 3.7         | 9.3         |          |
| Effective tax rate (%)  | 27.4     | (88.7)  | 40.4        | -      | -        | 44.5        | 30.2        | -        |
| Core Results (CHF million, except where indicated)              |          |         |             |        |          |             |             |          |
| Net revenues  | 6,537    | 6,433   | 5,449       | 2      | 20       | 19,439      | 19,297      | 1        |
| Provision for credit losses                                     | 59       | 18      | 41          | 228    | . 44     |             | 114         | (3)      |
| Total operating expenses  | 5,177    | 6,785   | 4,720       | (24)   | 10       | 16,997      | 15,150      | 12       |
| Income/(loss) from continuing operations before taxes           | 1,301    | (370)   | 688         | -      | 89       | 2,331       | 4,033       | (42)     |
| Cost/income ratio (%)   | 79.2     | 105.5   | 86.6        | _      | -        | 87.4        | 78.5        |          |
| Pre-tax income margin (%)                                       | 19.9     | (5.8)   | 12.6        | -      | -        | 12.0        | 20.9        | _        |
| Strategic results (CHF million, except where indicated)         |          |         |             |        |          |             |             |          |
| Net revenues  | 6,287    | 6,309   | 5,693       | 0      | 10       | 19,126      | 19,451      | (2)      |
| Income from continuing operations before taxes                  | 1,622    | 1,775   | 1,416       | (9)    | 15       | 5,341       | 5,712       | (6)      |
| Cost/income ratio (%)   | 73.4     | 71.5    | 74.8        | -      | -        | 71.6        | 70.3        | _        |
| Return on equity – strategic results (%)                        | 11.0     | 13.0    | 10.0        | -      | -        | 12.7        | 14.4        | _        |
| Non-strategic results (CHF million)                             |          |         |             |        |          |             |             |          |
| Net revenues  | 250      | 124     | (244)       | 102    | -        | 313         | (154)       | _        |
| Loss from continuing operations before taxes                    | (321)    | (2,145) | (728)       | (85)   | (56)     | (3,010)     | (1,679)     | 79       |
| Assets under management and net new assets (CHF billi           | on)      |         |             |        |          |             |             |          |
| Assets under management from continuing operations              | 1,366.1  | 1,319.6 | 1,239.3     | 3.5    | 10.2     | 1,366.1     | 1,239.3     | 10.2     |
| Net new assets from continuing operations                       | 7.8      | 10.7    | 8.8         | (27.1) | (11.4)   | 33.2        | 31.9        | 4.1      |
| Balance sheet statistics (CHF million)                          |          |         |             |        |          |             |             |          |
| Total assets  | 954,362  | 891,580 | 895,169     | 7      | 7        | 954,362     | 895,169     | 7        |
| Net loans   | 265,243  | 254,532 | 245,232     | 4      | 8        | 265,243     | 245,232     | 8        |
| Total shareholders' equity                                      | 43,864   | 40,944  | 42,162      | 7      | 4        | 43,864      | 42,162      | 4        |
| Tangible shareholders' equity                                   | 35,178   | 32,716  | 33,838      | 8      | 4        | 35,178      | 33,838      | 4        |
| Basel III regulatory capital and leverage statistics            |          |         |             |        |          |             |             |          |
| Risk-weighted assets (CHF million)                              | 292,879  | 285,421 | 269,263     | 3      | 9        | 292,879     | 269,263     | 9        |
| CET1 ratio (%)  | 14.3     | 13.8    | 16.3        | -      | -        | 14.3        | 16.3        | -        |
| Look-through CET1 ratio (%)                                     | 9.8      | 9.5     | 10.2        | -      | -        | 9.8         | 10.2        | -        |
| Swiss leverage ratio (%)  | 4.9      | 4.8     | 4.5         | _      | _        | 4.9         | 4.5         | _        |
| Look-through Swiss leverage ratio (%)                           | 3.8      | 3.7     | _           | _      | -        | 3.8         | _           | _        |
| Share information   |          |         |             |        |          |             |             |          |
| Shares outstanding (million)                                    | 1,600.8  | 1,600.0 | 1,592.4     | 0      | 1        | 1,600.8     | 1,592.4     | 1        |
| of which common shares issued                                   | 1,607.2  | 1,607.2 | 1,595.4     | 0      | 1        | 1,607.2     | 1,595.4     | 1        |
| of which treasury shares  | (6.4)    | (7.2)   | (3.0)       | (11)   | 113      | (6.4)       | (3.0)       | 113      |
| Book value per share (CHF)                                      | 27.40    | 25.59   | 26.48       | 7      | 3        | 27.40       | 26.48       | 3        |
| Tangible book value per share (CHF)                             | 21.98    | 20.45   | 21.25       | 7      | 3        | 21.98       | 21.25       | 3        |
| Market capitalization (CHF million)                             | 42,542   | 40,758  | 44,066      | 4      | (3)      | 42,542      | 44,066      | (3)      |
| Number of employees (full-time equivalents)                     | 1        | .,      |             |        | (-)      | ,- <u> </u> | ,           |          |
| Number of employees   | 45,500   | 45,100  | 46,400      | 1      | (2)      | 45,500      | 46,400      | (2)      |
| - F . <b>1</b>  | .,==5    | -,0     | 2, . 20     |        | (-/      | .,          | .,          | (-)      |

See relevant tables for additional information on these metrics.

## EXHIBIT D

# EXTRACT OF CREDIT SUISSE AG FORM 6-K FILED WITH US SECURITIES AND EXCHANGE COMMISSION

This extract of Form 6-K, which was filed with the US Securities and Exchange Commission on 12 February 2015, contains Credit Suisse Group AG's earnings release for the three and twelve months ended 31 December 2014 as described below.

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## Form 6-K

#### REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

February 12, 2015

Commission File Number 001-33434

## **CREDIT SUISSE AG**

(Translation of registrant's name into English)

Paradeplatz 8, CH 8001 Zurich, Switzerland (Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F 🗵

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

**Note:** Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

## Introduction

This report filed on Form 6-K contains certain information about Credit Suisse AG (Bank) relating to its results as of and for the three and twelve months ended December 31, 2014. On February 12, 2015, Credit Suisse Group AG (Group) announced its results for such three and twelve month period. A copy of the related Earnings Release is attached as an exhibit to this Form 6-K.

This Form 6-K (including the exhibit hereto) is hereby (i) incorporated by reference into the Registration Statement on Form F-3 (file no. 333-180300) and (ii) shall be deemed to be "filed" for purposes of the Securities Exchange Act of 1934, as amended except, in the case of both (i) and (ii), the information on pages 4 and 21 of the Earnings Release.

Credit Suisse AG is a Swiss bank and joint stock corporation established under Swiss law, and is a wholly-owned subsidiary of the Group. The Bank's registered head office is in Zurich, and it has additional executive offices and principal branches in London, New York, Hong Kong, Singapore and Tokyo.

References herein to "CHF" are to Swiss francs.

## **Key information**

## Selected financial data

#### Condensed consolidated statements of operations

| in  | 4Q14    | 4Q13    | % change | 2014    | 2013     | % change |
|---|---------|---------|----------|---------|----------|----------|
| Condensed consolidated statements of operations (CHF million) |         |         |          |         |          |          |
| Interest and dividend income                                  | 4,311   | 3,943   | 9        | 18,585  | 19,017   | (2)      |
| Interest expense  | (2,252) | (2,309) | (2)      | (9,908) | (11,307) | (12)     |
| Net interest income   | 2,059   | 1,634   | 26       | 8,677   | 7,710    | 13       |
| Commissions and fees  | 3,161   | 3,406   | (7)      | 12,887  | 13,057   | (1)      |
| Trading revenues  | 213     | 315     | (32)     | 1,790   | 2,755    | (35)     |
| Other revenues  | 770     | 666     | 16       | 2,235   | 1,792    | 25       |
| Net revenues  | 6,203   | 6,021   | 3        | 25,589  | 25,314   | 1        |
| Provision for credit losses                                   | 59      | 35      | 69       | 125     | 93       | 34       |
| Compensation and benefits                                     | 2,611   | 2,786   | (6)      | 11,382  | 11,187   | 2        |
| General and administrative expenses                           | 2,076   | 3,227   | (36)     | 9,296   | 8,654    | 7        |
| Commission expenses   | 420     | 386     | 9        | 1,548   | 1,726    | (10)     |
| Total other operating expenses                                | 2,496   | 3,613   | (31)     | 10,844  | 10,380   | 4        |
| Total operating expenses                                      | 5,107   | 6,399   | (20)     | 22,226  | 21,567   | 3        |
| Income/(loss) from continuing operations before taxes         | 1,037   | (413)   | -        | 3,238   | 3,654    | (11)     |
| Income tax expense/(benefit)                                  | 217     | (86)    | _        | 1,346   | 1,170    | 15       |
| Income/(loss) from continuing operations                      | 820     | (327)   | _        | 1,892   | 2,484    | (24)     |
| Income/(loss) from discontinued operations, net of tax        | (10)    | (2)     | 400      | 102     | 145      | (30)     |
| Net income/(loss)   | 810     | (329)   | _        | 1,994   | 2,629    | (24)     |
| Net income/(loss) attributable to noncontrolling interests    | (7)     | 189     | -        | 445     | 669      | (33)     |
| Net income/(loss) attributable to shareholders                | 817     | (518)   | _        | 1,549   | 1,960    | (21)     |
| of which from continuing operations                           | 827     | (516)   | _        | 1,447   | 1,815    | (20)     |
| of which from discontinued operations                         | (10)    | (2)     | 400      | 102     | 145      | (30)     |

#### Condensed consolidated balance sheets

| end of  | 4Q14    | 4013    | % change |
|---|---------|---------|----------|
| Assets (CHF million)                                      |         |         |          |
| Cash and due from banks                                   | 78,000  | 68,081  | 15       |
| Interest-bearing deposits with banks                      | 4,104   | 3,385   | 21       |
| Central bank funds sold, securities purchased under       |         |         |          |
| resale agreements and securities borrowing transactions   | 163,208 | 160,013 | 2        |
| Securities received as collateral                         | 26,854  | 22,800  | 18       |
| Trading assets  | 241,313 | 229,738 | E        |
| Investment securities                                     | 2,379   | 1,627   | 46       |
| Other investments   | 8,467   | 10,207  | (17)     |
| Net loans   | 255,928 | 231,157 | 11       |
| Premises and equipment                                    | 4,441   | 4,895   | (9)      |
| Goodwill  | 7,766   | 7,121   | ç        |
| Other intangible assets                                   | 249     | 210     | 19       |
| Brokerage receivables                                     | 41,629  | 52,044  | (20)     |
| Other assets  | 70,464  | 61,567  | 14       |
| Assets of discontinued operations held-for-sale           | 0       | 1,584   | (100)    |
| Total assets  | 904,802 | 854,429 | 6        |
| Liabilities and equity (CHF million)                      |         |         |          |
| Due to banks  | 26,506  | 23,147  | 15       |
| Customer deposits   | 357,569 | 321,678 | 11       |
| Central bank funds purchased, securities sold under       |         |         |          |
| repurchase agreements and securities lending transactions | 70,119  | 94,032  | (25)     |
| Obligation to return securities received as collateral    | 26,854  | 22,800  | 18       |
| Trading liabilities                                       | 72,667  | 76,812  | (5)      |
| Short-term borrowings                                     | 25,921  | 20,193  | 28       |
| Long-term debt  | 172,947 | 126,741 | 36       |
| Brokerage payables  | 56,977  | 73,154  | (22)     |
| Other liabilities   | 50,371  | 51,100  | (1)      |
| Liabilities of discontinued operations held-for-sale      | 0       | 1,140   | (100)    |
| Total liabilities   | 859,931 | 810,797 | 6        |
| Total shareholder's equity                                | 43,125  | 39,467  | ç        |
|   | 1,746   | 4,165   | (58)     |
| Noncontrolling interests                                  |         |         |          |
| Noncontrolling interests Total equity                     | 44,871  | 43,632  |          |

#### **BIS statistics (Basel III)**

| end of                              | 4Q14   | 4Q13   | % change |
|-------------------------------------|--------|--------|----------|
| Eligible capital (CHF million)      |        |        |          |
| Common equity tier 1 (CET1) capital | 41,097 | 37,700 | 9        |
| Total tier 1 capital                | 47,358 | 40,769 | 16       |
| Total eligible capital              | 58,355 | 52,346 | 11       |
| Capital ratios (%)                  |        |        |          |
| CET1 ratio                          | 14.5   | 14.3   | _        |
| Tier 1 ratio                        | 16.7   | 15.4   | _        |
| Total capital ratio                 | 20.6   | 19.8   | _        |

# Operating and financial review and prospects

Except where noted, the business of the Bank is substantially the same as the business of the Group, and substantially all of the Bank's operations are conducted through the Private Banking & Wealth Management and Investment Banking segments. These segment results are included in Core Results. Certain other assets, liabilities and results of operations are managed as part of the activities of the two segments. However, since they are legally owned by the Group, they are not included in the Bank's consolidated financial statements. These relate principally to the activities of Neue Aargauer Bank and BANK-now, which are managed as part of Private Banking & Wealth Management. Core Results also includes certain Corporate Center activities of the Group that are not applicable to the Bank.

These operations and activities vary from period to period and give rise to differences between the Bank's consolidated assets, liabilities, revenues and expenses, including pensions and taxes, and those of the Group.

#### Differences between the Group and the Bank businesses

| Entity                          | Principal business activity  |
|---------------------------------|--|
| Neue Aargauer Bank              | Banking (in the Swiss canton of Aargau)                              |
| BANK-now                        | Private credit and car leasing (in Switzerland)                      |
|                                 | Special purpose vehicles for various funding activities              |
| Financing vehicles of the Group | of the Group, including for purposes of raising consolidated capital |

#### Comparison of selected operations statement information

|   |       | Bank  |       | Group |
|---|-------|-------|-------|-------|
| in  | 4Q14  | 4Q13  | 4Q14  | 4Q13  |
| Statements of operations (CHF million)                |       |       |       |       |
| Net revenues  | 6,203 | 6,021 | 6,372 | 6,139 |
| Total operating expenses                              | 5,107 | 6,399 | 5,128 | 6,419 |
| Income/(loss) from continuing operations before taxes | 1,037 | (413) | 1,169 | (333) |
| Income/(loss) from continuing operations              | 820   | (327) | 933   | (270) |
| Net income/(loss) attributable to shareholders        | 817   | (518) | 921   | (476) |
| of which from continuing operations                   | 827   | (516) | 931   | (474) |

#### Comparison of selected operations statement information

|  |        | Bank   |        | Group  |  |
|--|--------|--------|--------|--------|--|
| in   | 2014   | 2013   | 2014   | 2013   |  |
| Statements of operations (CHF million)         |        |        |        |        |  |
| Net revenues                                   | 25,589 | 25,314 | 26,242 | 25,856 |  |
| Total operating expenses                       | 22,226 | 21,567 | 22,152 | 21,593 |  |
| Income from continuing operations before taxes | 3,238  | 3,654  | 3,904  | 4,096  |  |
| Income from continuing operations              | 1,892  | 2,484  | 2,452  | 2,820  |  |
| Net income attributable to shareholders        | 1,549  | 1,960  | 2,105  | 2,326  |  |
| of which from continuing operations            | 1,447  | 1,815  | 2,003  | 2,181  |  |

#### Comparison of selected balance sheet information

|  |         | Bank    |         | Group   |
|--|---------|---------|---------|---------|
| end of                                 | 4Q14    | 4Q13    | 4Q14    | 4Q13    |
| Balance sheet statistics (CHF million) |         |         |         |         |
| Total assets                           | 904,802 | 854,429 | 921,415 | 872,806 |
| Total liabilities                      | 859,931 | 810,797 | 876,184 | 825,640 |

## **Exhibits**

#### No. Description

99.1 Credit Suisse Earnings Release 4Q14

## Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

#### **CREDIT SUISSE AG**

(Registrant)

Date: February 12, 2015

By: /s/ Brady W. Dougan Brady W. Dougan Chief Executive Officer

By: /s/ David R. Mathers David R. Mathers Chief Financial Officer

#### EXHIBIT E

#### CREDIT SUISSE GROUP AG AND CREDIT SUISSE AG FORM 6-K FILED WITH US SECURITIES AND EXCHANGE COMMISSION

This Form 6-K was filed with the US Securities and Exchange Commission on 12 February 2015, as described below.

#### **UNITED STATES** SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 **UNDER THE SECURITIES EXCHANGE ACT OF 1934** 

February 12, 2015

Commission File Number 001-15244

### CREDIT SUISSE GROUP AG

(Translation of registrant's name into English)

Paradeplatz 8, 8001 Zurich, Switzerland (Address of principal executive office)

Commission File Number 001-33434

## **CREDIT SUISSE AG**

(Translation of registrant's name into English)

Paradeplatz 8, 8001 Zurich, Switzerland (Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F 🗵

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

This report is being filed by Credit Suisse Group AG and Credit Suisse AG and is hereby incorporated by reference into the Registration Statement on Form F-3 (file no. 333-180300) and the Registration Statement on Form S-8 (file no. 333-101259).



CREDIT SUISSE GROUP AGParadeplatz 8TeleptP.O. BoxFaxCH-8070 ZurichmediaSwitzerlandSwitzerland

Telephone +41 844 33 88 44 Fax +41 44 333 88 77 media.relations@credit-suisse.com

#### Media Release

Proposal of distribution to shareholders for financial year 2014 of CHF 0.70 per share, consistent with prior year

## Seraina Maag to be proposed for election to the Board of Directors of Credit Suisse Group AG at the Annual General Meeting of April 24, 2015

Zurich, February 12, 2015 The Board of Directors of Credit Suisse Group proposes a cash distribution of CHF 0.70 per share for 2014, consistent with prior year, and with an optional scrip alternative, which allows shareholders to choose to receive distribution in the form of new shares.\*

In addition to the proposal to re-elect existing members of the Board of Directors, the Annual General Meeting of April 24, 2015 will also see the nomination of Seraina Maag as new member of the Board of Directors. Jean-Daniel Gerber and Anton van Rossum will not stand for re-election at the Annual General Meeting 2015.

At the Annual General Meeting on April 24, 2015, the Board of Directors will propose a distribution of CHF 0.70 per share out of reserves from capital contributions for the financial year 2014, consistent with the prior year. The distribution will be free of Swiss withholding tax and will not be subject to income tax for Swiss resident individuals holding the shares as a private investment. The distribution will be payable in cash or, subject to any legal restrictions applicable in their home jurisdiction, in new shares of Credit Suisse Group at a subscription price to be determined by the Board of Directors.

#### Changes to the Board of Directors

The following existing members of the Board of Directors will stand for re-election at the Annual General Meeting of April 24, 2015: Urs Rohner, as Chairman (Board member since 2009) Jassim Bin Hamad J.J. Al Thani (Board member since 2010) Iris Bohnet (Board member since 2012) Noreen Doyle (Board member since 2004) Andreas N. Koopmann (Board member since 2009) Jean Lanier (Board member since 2005) Kai S. Nargolwala (Board member since 2013) Severin Schwan (Board member since 2014) Richard E. Thornburgh (Board member since 2006) Sebastian Thrun (Board member since 2014) John Tiner (Board member since 2009)

Jean-Daniel Gerber, Board member since 2012, and Anton van Rossum, Board member since 2005, will not stand for re-election at the 2015 Annual General Meeting. The Board of Directors is very grateful to both colleagues for their valuable contributions to the development of the Group.



In addition, the Board of Directors of Credit Suisse Group proposed Seraina Maag for election as a new member to the Board of Directors. Seraina Maag is President and Chief Executive Officer of EMEA for American International Group (AIG), a leading international financial services organization. She is located in London and responsible for the company's insurance business in Europe, the Middle East and Africa. Ms. Maag is a proven leader with a deep global experience, having held commercial insurance and finance roles in Switzerland, Europe, USA and Australia over a career spanning more than 25 years. She grew up in Switzerland and is a dual citizen of Switzerland and Australia.

Urs Rohner, Chairman of the Board of Directors, said: "I am extremely pleased about the nomination of Seraina Maag to our Board of Directors. Her vast experience and expertise in financial services at senior levels, combining extensive finance and leadership responsibilities in large U.S. and Swiss companies, will be highly valuable to the Board."

He added: "I would like to express my appreciation and sincere thanks to Jean-Daniel Gerber and Anton van Rossum for their personal contribution during their tenure. Their strong commitment was of great value to Credit Suisse."

\*A summary document containing a more detailed description of the option to receive the distribution in new shares will be made available to shareholders of Credit Suisse Group on or around March 20, 2015. The conditions for the exercise of the scrip alternative, including possible restrictions to its availability to some Credit Suisse Group shareholders, will be specified in such summary document. This Media Release does not constitute an offer to sell or an invitation to subscribe for, or the solicitation of an offer to buy or subscribe for, securities of Credit Suisse Group nor shall it (or any part of it) or the fact of its distribution form the basis of, or be relied on in connection with, any contract therefor. This Media Release does not constitute a prospectus within the meaning of any applicable law. Eligible shareholders should make their decision to receive a cash distribution or to receive new shares of Credit Suisse Group as part of the 2014 distribution solely based on the terms and conditions of the 2014 distribution and the additional information contained in the relevant documents, which will be available upon publication of the invitation to the 2015 Annual General Meeting. This Media Release does not constitute a recommendation to shareholders to elect to receive new shares of Credit Suisse Group as part of the 2014 distribution. Eligible shareholders are furthermore advised to consult their bank, tax or financial adviser before making any decision.

#### Information

Media Relations Credit Suisse, telephone +41 844 33 88 44, media.relations@credit-suisse.com Investor Relations Credit Suisse, telephone +41 44 333 71 49, investor.relations@credit-suisse.com

#### **Credit Suisse AG**

Credit Suisse AG is one of the world's leading financial services providers and is part of the Credit Suisse group of companies (referred to here as 'Credit Suisse'). As an integrated bank, Credit Suisse offers clients its combined expertise in the areas of private banking, investment banking and asset management. Credit Suisse provides advisory services, comprehensive solutions and innovative products to companies, institutional clients and high-net-worth private clients globally, as well as to retail clients in Switzerland. Credit Suisse is headquartered in Zurich and operates in over 50 countries worldwide. The group employs approximately 45,800 people. The registered shares (CSGN) of Credit Suisse's parent company, Credit Suisse Group AG, are listed in Switzerland and, in the form of American Depositary Shares (CS), in New York. Further information about Credit Suisse can be found at www.credit-suisse.com.

#### Cautionary statement regarding forward-looking information

This press release contains statements that constitute forward-looking statements. In addition, in the future we, and others on our behalf, may make statements that constitute forward-looking statements. Such forward-looking statements may include, without limitation, statements relating to the following:

- our plans, objectives or goals;

- our future economic performance or prospects;



- the potential effect on our future performance of certain contingencies; and
- assumptions underlying any such statements.

Words such as "believes," "anticipates," "expects," "intends" and "plans" and similar expressions are intended to identify forwardlooking statements but are not the exclusive means of identifying such statements. We do not intend to update these forward-looking statements except as may be required by applicable securities laws.

By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that predictions,

forecasts, projections and other outcomes described or implied in forward-looking statements will not be achieved. We caution you that a number of important factors could cause results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward looking statements. These factors include:

- the ability to maintain sufficient liquidity and access capital markets;

- market and interest rate fluctuations and interest rate levels;

- the strength of the global economy in general and the strength of the economies of the countries in which we conduct our operations, in particular the risk of continued slow economic recovery or downturn in the US or other developed countries in 2014 and beyond;

- the direct and indirect impacts of continuing deterioration or slow recovery in residential and commercial real estate markets;
- adverse rating actions by agencies in respect of sovereign issuers, structured credit products or other credit-related exposures;
- the ability to achieve our objectives, including improved performance, reduced risks, lower costs, and more efficient use of capital;
- the ability of counterparties to meet their obligations to us;
- the effects of, and changes in, fiscal, monetary, trade and tax policies, and currency fluctuations;
- political and social developments, including war, civil unrest or terrorist activity;
- the possibility of foreign exchange controls, expropriation, nationalizations or confiscations in countries where we conduct operations; - operational factors such as systems failure, human error, or the failure to implement procedures properly;
- actions taken by regulators with respect to our business and practices in one or more of the countries where we conduct operations;
- the effects of changes in laws, regulations or accounting policies or practices;
   competition in geographic and business areas in which we conduct our operations;
- the ability to retain and recruit gualified personnel;
- the ability to maintain our reputation and promote our brand;
- the ability to increase market share and control expenses;
- technological changes;

- the timely development and acceptance of our new products and services and the perceived overall value of these products and services by users;

- acquisitions, including the ability to integrate businesses successfully, and divestitures, including the ability to sell non- core assets;
- the adverse resolution of litigation and other contingencies;
- the ability to achieve our cost efficiency goals and cost targets; and
- our success at managing the risks involved in the foregoing.

We caution you that the foregoing list of important factors is not exclusive. When evaluating forward-looking statements, you should carefully consider the foregoing factors and other uncertainties and events, including the information set forth in "Risk Factors" in I – Information on the company in our Annual Report 2013.

#### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned, thereunto duly authorized.

CREDIT SUISSE GROUP AG and CREDIT SUISSE AG (Registrants)

By: /s/ Ina E. Hasdenteufel Ina E. Hasdenteufel Managing Director

> /s/ Zsolt Zsigray Zsolt Zsigray Vice President

Date: February 12, 2015

#### **EXHIBIT F**

### EXTRACT OF CREDIT SUISSE AG FORM 6-K/A FILED WITH US SECURITIES AND EXCHANGE COMMISSION

This extract of Form 6-K/A, which was filed with the US Securities and Exchange Commission on 27 February 2015, contains Credit Suisse Group AG's revised earnings release for the three and twelve months ended 31 December 2014 as described below.

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## Form 6-K/A

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

February 27, 2015

Commission File Number 001-33434

#### **CREDIT SUISSE AG**

(Translation of registrant's name into English)

Paradeplatz 8, CH 8001 Zurich, Switzerland (Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F 🗵

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

**Note:** Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

## Introduction

This report filed on Form 6-K/A contains certain information about Credit Suisse AG (Bank) relating to its revised results as of and for the three and twelve months ended December 31, 2014. On February 27, 2015, Credit Suisse Group AG (Group) announced its revised results for such three and twelve month period. A copy of the related Revised Earnings Release is attached as an exhibit to this Form 6-K/A.

This Form 6-K/A (including the exhibit hereto) supersedes and replaces the Form 6-K of Credit Suisse AG filed on February 12, 2015 (accession number 0001370368-15-000006) in its entirety and is hereby (i) incorporated by reference into the Registration Statement on Form F-3 (file no. 333-180300) and (ii) shall be deemed to be "filed" for purposes of the Securities Exchange Act of 1934, as amended.

Credit Suisse AG is a Swiss bank and joint stock corporation established under Swiss law, and is a wholly-owned subsidiary of the Group. The Bank's registered head office is in Zurich, and it has additional executive offices and principal branches in London, New York, Hong Kong, Singapore and Tokyo.

References herein to "CHF" are to Swiss francs.

## Key information

## **Selected financial data**

#### Condensed consolidated statements of operations

| In  | 4014    | 4013    | % change    | 2014    | 2013     | % change |
|---|---------|---------|-------------|---------|----------|----------|
| Condensed consolidated statements of operations (CHF million) |         |         |             |         |          |          |
| Interest and dividend Income                                  | 4,311   | 3,943   | 9           | 18,585  | 19,017   | (2)      |
| Interest expense  | (2,252) | (2,309) | (2)         | (9,908) | (11,307) | (12)     |
| Net interest Income   | 2,059   | 1,634   | 26          | 8,677   | 7,710    | 13       |
| Commissions and fees  | 3,161   | 3,406   | (7)         | 12,887  | 13,057   | (1)      |
| Trading revenues  | 213     | 315     | (32)        | 1,790   | 2,755    | (35)     |
| Other revenues  | 770     | 666     | 16          | 2,235   | 1,792    | 25       |
| Net revenues  | 6,203   | 6,021   | 3           | 25,589  | 25,314   | 1        |
| Provision for credit losses                                   | 59      | 35      | 69          | 125     | 93       | 34       |
| Compensation and benefits                                     | 2,611   | 2,786   | (6)         | 11,382  | 11,187   | 2        |
| General and administrative expenses                           | 2,353   | 3,227   | (27)        | 9,573   | 8,654    | 11       |
| Commission expenses   | 420     | 386     | 9           | 1,548   | 1,726    | (10)     |
| Total other operating expenses                                | 2,773   | 3,613   | (23)        | 11,121  | 10,380   | 7        |
| Total operating expenses                                      | 5,384   | 6,399   | (16)        | 22,503  | 21,567   | 4        |
| Income/(loss) from continuing operations before taxes         | 760     | (413)   | -           | 2,961   | 3,654    | (19)     |
| Income tax expense/(benefit)                                  | 170     | (86)    | <del></del> | 1,299   | 1,170    | 11       |
| Income/(loss) from continuing operations                      | 590     | (327)   |             | 1,662   | 2,484    | (33)     |
| Income/(loss) from discontinued operations, net of tax        | (10)    | (2)     | 400         | 102     | 145      | (30)     |
| Net Income/(loss)   | 580     | (329)   | 2           | 1,764   | 2,629    | (33)     |
| Net income/(loss) attributable to noncontrolling interests    | (7)     | 189     | -           | 445     | 669      | (33)     |
| Net Income/(loss) attributable to shareholders                | 587     | (518)   | ÷           | 1,319   | 1,960    | (33)     |
| of which from continuing operations                           | 597     | (516)   |             | 1,217   | 1,815    | (33)     |
| of which from discontinued operations                         | (10)    | (2)     | 400         | 102     | 145      | (30)     |

#### Condensed consolidated balance sheets

| end of  | 4Q14  | 4013       | % change |
|---|---|------------|----------|
| Assets (CHF million)                                      |   |            |          |
| Cash and due from banks                                   | 78,000  | 68,081     | 15       |
| Interest-bearing deposits with banks                      | 4,104   | 3,385      | 21       |
| Central bank funds sold, securities purchased under       | 74 POOP 40 DATA MARKANA ANA ANA ANA ANA ANA ANA ANA ANA ANA | AN 19933AG | V        |
| resale agreements and securities borrowing transactions   | 163,208   | 160,013    | 2        |
| Securities received as collateral                         | 26,854  | 22,800     | 18       |
| Trading assets  | 241,313   | 229,738    | 5        |
| Investment securities                                     | 2,379   | 1,627      | 46       |
| Other investments   | 8,467   | 10,207     | (17)     |
| Net loans   | 255,928   | 231,157    | 11       |
| Premises and equipment                                    | 4,441   | 4,895      | (9)      |
| Goodwill  | 7,766   | 7,121      | 9        |
| Other intangible assets                                   | 249   | 210        | 19       |
| Brokerage receivables                                     | 41,629  | 52,044     | (20)     |
| Other assets  | 70,511  | 61,567     | 15       |
| Assets of discontinued operations held-for-sale           | 0   | 1,584      | (100)    |
| Total assets  | 904,849   | 854,429    | 6        |
| Liabilities and equity (CHF million)                      |   |            |          |
| Due to banks  | 26,506  | 23,147     | 15       |
| Customer deposits   | 357,569   | 321,678    | 11       |
| Central bank funds purchased, securities sold under       | 55211 Q. 55531111 Q. 555371                                 |            |          |
| repurchase agreements and securities lending transactions | 70,119  | 94,032     | (25)     |
| Obligation to return securities received as collateral    | 26,854  | 22,800     | 18       |
| Trading liabilities                                       | 72,667  | 76,812     | (5)      |
| Short-term borrowings                                     | 25,921  | 20,193     | 28       |
| Long-term debt  | 172,947   | 126,741    | 36       |
| Brokerage payables  | 56,977  | 73,154     | (22)     |
| Other liabilities   | 50,648  | 51,100     | (1)      |
| Liabilities of discontinued operations held-for-sale      | 0   | 1,140      | (100)    |
| Total liabilities   | 860,208   | 810,797    | 6        |
| Total shareholder's equity                                | 42,895  | 39,467     | 9        |
| Noncontrolling interests                                  | 1,746   | 4,165      | (58)     |
| Total equity  | 44,641  | 43,632     |          |
| Total liabilities and equity                              | 904,849   | 854,429    | 6        |

#### BIS statistics (Basel III)

| end of                              | 4Q14   | 4013   | % change |
|-------------------------------------|--------|--------|----------|
| Eligible capital (CHF million)      |        |        |          |
| Common equity tier 1 (CET1) capital | 40,853 | 37,700 | 8        |
| Total tier 1 capital                | 47,114 | 40,769 | 16       |
| Total eligible capital              | 58,111 | 52,346 | 11       |
| Capital ratios (%)                  |        |        |          |
| CET1 ratio                          | 14.4   | 14.3   | -        |
| Tier 1 ratio                        | 16.6   | 15.4   |          |
| Total capital ratio                 | 20.5   | 19.8   |          |

# Operating and financial review and prospects

Except where noted, the business of the Bank is substantially the same as the business of the Group, and substantially all of the Bank's operations are conducted through the Private Banking & Wealth Management and Investment Banking segments. These segment results are included in Core Results. Certain other assets, liabilities and results of operations are managed as part of the activities of the two segments. However, since they are legally owned by the Group, they are not included in the Bank's consolidated financial statements. These relate principally to the activities of Neue Aargauer Bank and BANK-now, which are managed as part of Private Banking & Wealth Management. Core Results also includes certain Corporate Center activities of the Group that are not applicable to the Bank.

These operations and activities vary from period to period and give rise to differences between the Bank's consolidated assets, liabilities, revenues and expenses, including pensions and taxes, and those of the Group.

#### Differences between the Group and the Bank businesses

| Entity                          | Principal business activ   |  |
|---------------------------------|--|--|
| Neue Aargauer Bank              | Banking (in the Swiss canton of Aargau)                              |  |
| BANK-now                        | Private credit and car leasing (in Switzerland)                      |  |
|                                 | Special purpose vehicles for various funding activities              |  |
| Financing vehicles of the Group | of the Group, including for purposes of raising consolidated capital |  |

#### Comparison of selected operations statement information

|   |       | Bank  |       | Group |
|---|-------|-------|-------|-------|
|   | 4Q14  | 4013  | 4Q14  | 4013  |
| Statements of operations (CHF million)                |       |       |       |       |
| Net revenues  | 6,203 | 6,021 | 6,372 | 6,139 |
| Total operating expenses                              | 5,384 | 6,399 | 5,405 | 6,419 |
| Income/(loss) from continuing operations before taxes | 760   | (413) | 892   | (333) |
| Income/(loss) from continuing operations              | 590   | (327) | 703   | (270) |
| Net income/(loss) attributable to shareholders        | 587   | (518) | 691   | (476) |
| of which from continuing operations                   | 597   | (516) | 701   | (474) |

#### Comparison of selected operations statement information

|  |        | Bank   |        | Group  |
|--|--------|--------|--------|--------|
| in   | 2014   | 2013   | 2014   | 2013   |
| Statements of operations (CHF million)         |        |        |        |        |
| Net revenues                                   | 25,589 | 25,314 | 26,242 | 25,856 |
| Total operating expenses                       | 22,503 | 21,567 | 22,429 | 21,593 |
| Income from continuing operations before taxes | 2,961  | 3,654  | 3,627  | 4,096  |
| Income from continuing operations              | 1,662  | 2,484  | 2,222  | 2,820  |
| Net income attributable to shareholders        | 1,319  | 1,960  | 1,875  | 2,326  |
| of which from continuing operations            | 1,217  | 1,815  | 1,773  | 2,181  |

#### Comparison of selected balance sheet information

|  |         | Bank    |         | Group   |
|--|---------|---------|---------|---------|
| end of                                 | 4Q14    | 4013    | 4Q14    | 4013    |
| Balance sheet statistics (CHF million) |         |         |         |         |
| Total assets                           | 904,849 | 854,429 | 921,462 | 872,806 |
| Total liabilities                      | 860,208 | 810,797 | 876,461 | 825,640 |

## **Exhibits**

No. Description

99.1 Credit Suisse Revised Earnings Release 4014



Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CREDIT SUISSE AG (Registrant)

Date: February 27, 2015

By: /s/ Brady W. Dougan Brady W. Dougan Chief Executive Officer

By: /s/ David R. Mathers David R. Mathers Chief Financial Officer

#### EXHIBIT G

### CREDIT SUISSE GROUP AG AND CREDIT SUISSE AG FORM 6-K FILED WITH US SECURITIES AND EXCHANGE COMMISSION

This Form 6-K was filed with the US Securities and Exchange Commission on 27 February 2015, as described below.

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### Form 6-K

#### REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

February 27, 2015

Commission File Number 001-15244

## **CREDIT SUISSE GROUP AG**

(Translation of registrant's name into English)

Paradeplatz 8, 8001 Zurich, Switzerland (Address of principal executive office)

Commission File Number 001-33434

## **CREDIT SUISSE AG**

(Translation of registrant's name into English)

Paradeplatz 8, 8001 Zurich, Switzerland (Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F 🗵

Form 40-F 🗆

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

**Note**: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of

the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

This report is being filed by Credit Suisse Group AG and Credit Suisse AG and is hereby incorporated by reference into the Registration Statement on Form F-3 (file no. 333-180300) and the Registration Statement on Form S-8 (file no. 333-101259).



**CREDIT SUISSE GROUP AG** 

Paradeplatz 8 Telephone P.O. Box Fax CH-8070 Zurich media.rela Switzerland

Telephone +41 844 33 88 44 Fax +41 44 333 88 77 media.relations@credit-suisse.com

#### **Media Release**

#### Credit Suisse announces increased mortgage-related litigation provisions

Zurich, February 27, 2015 Credit Suisse today announced that it has increased its mortgage-related litigation provisions by CHF 277 million subsequent to the disclosure of the bank's preliminary 2014 results on February 12, 2015.

Developments in industry-wide litigation and investigations in the United States relating to mortgages have resulted in an increase in provisions relating to this issue subsequent to the disclosure of the bank's preliminary 2014 results on February 12, 2015. Credit Suisse is obliged, under accounting standards, to assess the impact this new information has on its financial position and results for 2014. Developments that materially affect the bank's legal provisions must be considered and, if necessary, reflected in the 2014 results if they become known before the financial statements are finalized.

Based on these developments and accounting requirements, Credit Suisse increased its litigation provisions for 4Q14 by CHF 277 million. Adjusting the preliminary financial results announced on February 12, 2015 for this charge, the reported 4Q14 net income was CHF 691 million, compared to a net loss of CHF 476 million in 4Q13. For the full year 2014, making the same adjustment, reported Core pre-tax income was CHF 3,232 million, compared to CHF 3,504 million in 2013, and reported 2014 net income attributable to shareholders was CHF 1,875 million, compared to CHF 2,326 million in 2013. Given that the increase in litigation provisions was recognized in the non-strategic unit of the Investment Banking division, there is no impact on Credit Suisse's strategic Core pre-tax income for 4Q14 and full-year 2014, which remained at CHF1,449 million and CHF 6,790 million respectively.

Credit Suisse's Look-through Basel III CET1 ratio was 10.1%, and the Basel III CET1 ratio was 14.9% as of the end of 2014, after reflecting the charge.

Also as a result of these developments, Credit Suisse has increased its 4Q14 estimate of the aggregate range of reasonably possible losses that are not covered by existing provisions for certain proceedings for which Credit Suisse believes an estimate is possible to zero to CHF 1.8 billion (from the previously disclosed range of zero to CHF 1.3 billion).

Credit Suisse Group is due to publish its final audited 2014 financial statements as part of the Annual Report on or about March 20, 2015.

The revised 4Q14 Earnings Release, 4Q14 Results Presentation Slides and updated Time Series Data reflecting the impact of the charge are available for download at: www.credit-suisse.com/results



Media Release February 27, 2015 Page 2/3

#### Information

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Investor Relations Credit Suisse Zurich, Zurich +41 44 333 71 49, New York +1 212 325 55 27, investor.relations@credit-suisse.com

#### **Credit Suisse AG**

Credit Suisse AG is one of the world's leading financial services providers and is part of the Credit Suisse group of companies (referred to here as 'Credit Suisse'). As an integrated bank, Credit Suisse offers clients its combined expertise in the areas of private banking, investment banking and asset management. Credit Suisse provides advisory services, comprehensive solutions and innovative products to companies, institutional clients and high-net-worth private clients globally, as well as to retail clients in Switzerland. Credit Suisse is headquartered in Zurich and operates in over 50 countries worldwide. The group employs approximately 45,800 people. The registered shares (CSGN) of Credit Suisse's parent company, Credit Suisse Group AG, are listed in Switzerland and, in the form of American Depositary Shares (CS), in New York. Further information about Credit Suisse can be found at www.credit-suisse.com.

The Group's estimate of the aggregate range of reasonably possible losses that are not covered by existing provisions and the litigation reserve figures which are discussed above relate only to those proceedings for which the Group believes an estimate is possible and which are discussed in Note 38 to the Consolidated Financial Statements in the Group's Annual Report on Form 20-F and updated in its quarterly reports (including the Group's Annual Report on Form 20-F that is scheduled to be released on March 20, 2015). It is inherently difficult to determine whether a loss is probable or even reasonably possible or to estimate the amount of any loss or loss range for many of the Group's legal proceedings. The Group's aggregate litigation provisions include estimates of losses, additional losses or ranges of loss for proceedings for which such losses are probable and can be reasonably estimated. Estimates, by their nature, are based on judgment and currently available information and involve a variety of factors, including, but not limited to, the type and nature of the proceeding, the progress of the matter, the advice of counsel, our defenses and our experience in similar matters, as well as our assessment of matters, including settlements, involving other defendants in similar or related cases or proceedings. Factual and legal determinations, many of which are complex, must be made before a loss, additional losses or ranges of loss can be reasonably estimated for any proceeding. The Group does not believe that it can estimate an aggregate range of reasonably possible losses for certain of its proceedings because of their complexity, the novelty of some of the claims, the early stage of the proceedings, the limited amount of discovery that has occurred and/or other factors. For additional details, see Note 38 to the Consolidated Financial Statements in the Group's Annual Report on Form 20-F and the litigation note in each of its quarterly Financial Reports.

#### Cautionary statement regarding forward-looking information

This press release contains statements that constitute forward-looking statements. In addition, in the future we, and others on our behalf, may make statements that constitute forward-looking statements. Such forward-looking statements may include, without limitation, statements relating to the following:

- our plans, objectives or goals;
- our future economic performance or prospects;
- the potential effect on our future performance of certain contingencies; and
- assumptions underlying any such statements.

Words such as "believes," "anticipates," "expects," "intends" and "plans" and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. We do not

intend to update these forward-looking statements except as may be required by applicable securities laws. By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that predictions, forecasts, projections and other outcomes described or implied in forward-looking statements will not be achieved. We caution you that a number of important factors could cause results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements. These factors include:

- the ability to maintain sufficient liquidity and access capital markets;
- market and interest rate fluctuations and interest rate levels;
- the strength of the global economy in general and the strength of the economies of the countries in which we conduct our operations, in particular the risk of continued slow economic recovery or downturn in the US or other developed countries in 2015 and beyond;
- the direct and indirect impacts of continuing deterioration or slow recovery in residential and commercial real estate markets;
- adverse rating actions by agencies in respect of sovereign issuers, structured credit products or other creditrelated exposures;
- the ability to achieve our objectives, including improved performance, reduced risks, lower costs, and more
  efficient use of capital;
- the ability of counterparties to meet their obligations to us;
- the effects of, and changes in, fiscal, monetary, trade and tax policies, and currency fluctuations;
- political and social developments, including war, civil unrest or terrorist activity;
- the possibility of foreign exchange controls, expropriation, nationalizations or confiscations in countries where we conduct operations;
- operational factors such as systems failure, human error, or the failure to implement procedures properly;
- actions taken by regulators with respect to our business and practices in one or more of the countries where we conduct operations;
- the effects of changes in laws, regulations or accounting policies or practices;
- competition in geographic and business areas in which we conduct our operations;



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- the ability to retain and recruit qualified personnel;
- the ability to maintain our reputation and promote our brand;
- the ability to increase market share and control expenses;
- technological changes;
- the timely development and acceptance of our new products and services and the perceived overall value of these products and
- services by users;
- acquisitions, including the ability to integrate businesses successfully, and divestitures, including the ability to sell non-core assets;
- the adverse resolution of litigation and other contingencies;
- the ability to achieve our cost efficiency goals and cost targets; and
- our success at managing the risks involved in the foregoing.

We caution you that the foregoing list of important factors is not exclusive. When evaluating forward-looking statements, you should carefully consider the foregoing factors and other uncertainties and events, including the information set forth in "Risk Factors" in I – Information on the company in our Annual Report 2013.

#### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned, thereunto duly authorized.

CREDIT SUISSE GROUP AG and CREDIT SUISSE AG (Registrants)

By:/s/ Brady W. Dougan Brady W. Dougan Chief Executive Officer Credit Suisse Group AG and Credit Suisse AG

/s/ David R. Mathers David R. Mathers Chief Financial Credit Suisse Group AG and Credit Suisse AG

Date: February 27, 2015

#### EXHIBIT H

### CREDIT SUISSE GROUP AG AND CREDIT SUISSE AG FORM 6-K FILED WITH US SECURITIES AND EXCHANGE COMMISSION

This Form 6-K was filed with the US Securities and Exchange Commission on 10 March 2015, as described below.

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### Form 6-K

#### REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

March 10, 2015

Commission File Number 001-15244

#### **CREDIT SUISSE GROUP AG**

(Translation of registrant's name into English)

Paradeplatz 8, 8001 Zurich, Switzerland (Address of principal executive office)

Commission File Number 001-33434

#### **CREDIT SUISSE AG**

(Translation of registrant's name into English)

Paradeplatz 8, 8001 Zurich, Switzerland (Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F 🖾

Form 40-F 🗋

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

This report is being filed by Credit Suisse Group AG and Credit Suisse AG and is hereby incorporated by reference into the Registration Statement on Form F-3 (file no. 333-180300) and the Registration Statement on Form S-8 (file no. 333-101259).

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CREDIT SUISSE GROUP AG Paradeplatz 8 Telephone +41 844 33 88 44 P.O. Box Fax +41 44 333 88 77 CH-8070 Zurich media.relations@credit-suisse.com Switzerland

Media Release

## Brady W. Dougan to leave Credit Suisse after eight years as CEO – Tidjane Thiam to become Chief Executive Officer

Zurich, March 10, 2015 The Board of Directors of Credit Suisse Group AG has appointed Tidjane Thiam as the new CEO. He will take over this position from Brady W. Dougan, who will step down at the end of June 2015 after eight years as CEO of Credit Suisse Group.

Urs Rohner, Chairman of the Board of Directors, said: "We are extremely grateful to Brady Dougan for his exceptional commitment, unparalleled personal contribution and leadership to Credit Suisse over many years. Brady has significantly and successfully shaped our company; he has kept our bank on track in recent years despite a complex environment and considerable headwinds in the global financial services industry. Brady and his management team have mastered even the most difficult challenges together."

Urs Rohner continued: "With Tidjane Thiam, a strong and distinguished leader with an impressive track record in the global financial services industry will take the helm of our bank. His extensive international experience, including in wealth and asset management and in the successful development of new markets, provides a firm foundation for leading Credit Suisse. As CEO, he led Prudential to great success in challenging times."

Tidjane Thiam is currently Group Chief Executive of Prudential plc, a London-based international financial services group with operations in the United States, Asia, Europe and Latin America. After a thorough evaluation process, which included internal as well as external candidates, the Board of Directors has appointed him as the new CEO of Credit Suisse Group. Born in Côte d'Ivoire, he was raised and educated in France (Ecole Polytechnique, Ecole Nationale Supérieure des Mines de Paris) and also holds an MBA from INSEAD. After several years at McKinsey & Company in Paris and New York, he worked for the government of Côte d'Ivoire, where his final post was as Minister of Planning and Development, before returning to McKinsey & Co. in Paris as a partner. From 2002 until 2008 Tidjane Thiam had leading roles at Aviva insurance company, prior to joining Prudential as their CFO. In 2009, he became Prudential's CEO. He is married with two adult children. Tidjane Thiam speaks English, French, and German, and is a dual citizen of France and Côte d'Ivoire.

Brady Dougan joined Credit Suisse First Boston in 1990, where he headed the Equities business between 1996 and 2001, prior to his appointment as Global Head of Securities business in 2001. In 2003, he was appointed a member of the Executive Board of Credit Suisse Group, and from 2004 until 2005 he was CEO of Credit Suisse First Boston. After the merger of Credit Suisse First Boston with Credit Suisse in May 2005, he became CEO of the Investment Banking Division. In 2007, Dougan was appointed CEO of Credit Suisse Group and currently is one of the



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longest serving CEOs of any major global bank. He will continue to serve as CEO through the end of June 2015 to ensure a flawless transition to Tidjane Thiam.

Brady Dougan said: "I am proud of what the management team and all the employees of Credit Suisse have achieved over the 25 years I have worked here, particularly the 8 years I have been CEO. We managed quite well through the crisis in 2008, we have anticipated and proactively evolved our business to the new market and regulatory requirements, and have been constructive and a thought leader in many of the new regulatory developments. As a consequence, the strategic return on equity last year was amongst the highest in the industry and our cumulative net new asset inflows exceeded those of our peers. Now is the right time for the organization and for me to transition out of the CEO role. Tidjane and I have worked together over the past six years, and I have tremendous respect for him."

Tidjane Thiam said: "I am honored to be offered the opportunity to lead this great institution and particularly to follow Brady, who has been such a distinguished CEO. Credit Suisse has an exceptional business, great people, a solid strategy and strong momentum. I look forward to working with the senior management team, the Board of Directors, and all the employees of Credit Suisse to maintain, further the strong momentum of the franchise and serve our clients in Switzerland and around the world."

Urs Rohner said: "I wish to thank Brady for his remarkable commitment to the bank and exceptional record of achievements over the past 25 years. Together with my colleagues on the Board of Directors and the Executive Board, we look forward to working with Tidjane at Credit Suisse."

#### Live media conference with video webcast and telephone conference

| Date         | Tuesday, March 10, 2015  |
|--------------|--|
| Time         | 15:30 Zurich / 14:30 London / 10:30 New York   |
| Location     | Credit Suisse Forum St. Peter, St. Peterstrasse 19, Zurich   |
| Speakers     | Urs Rohner, Chairman of the Board of Directors<br>Brady W. Dougan, Chief Executive Officer<br>Tidjane Thiam, designated Chief Executive Officer<br>The presentations will be held in English, German and French.<br>Simultaneous translations will be available. |
| Full details | Online at https://www.credit-suisse.com/ch/en/about-us/media/infokits/announcement-march-2015.html   |



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| Video webcast | Available in English, German and French  |
|---------------|--|
| Telephone     | Switzerland: +41 44 580 40 01<br>Europe: +44 1452 565 510<br>US: +1 866 389 9771<br>Reference <i>: Credit Suisse Group Media Conference</i>  |
|               | You will be asked which conference you would like to join and you will then be placed accordingly.<br>English / call ID 3895726<br>German / call ID 3982056<br>French / call ID 4004208    |
| Q&A session   | Following the presentations, you will have the opportunity to ask questions live or via the webcast/telephone conference.  |
| Playback      | Replay available approximately two hours after the event by visiting<br>https://www.credit-suisse.com/ch/en/about-us/media/infokits/announcement-march-2015.html<br>or by dialing:         |
|               | Switzerland: +41 44 580 34 56<br>Europe: +44 1452 550 000<br>US: +1 866 247 4222<br>English / access number 3895726#<br>German / access number 3982056#<br>French / access number 4004208# |

#### Information

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#### **Credit Suisse AG**

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- our future economic performance or prospects;
- the potential effect on our future performance of certain contingencies; and
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- the ability to maintain sufficient liquidity and access capital markets;
- market and interest rate fluctuations and interest rate levels;
- the strength of the global economy in general and the strength of the economies of the countries in which we conduct our
  operations, in particular the risk of continued slow economic recovery or downturn in the US or other developed countries in 2015
  and beyond;
- the direct and indirect impacts of continuing deterioration or slow recovery in residential and commercial real estate markets;
- adverse rating actions by agencies in respect of sovereign issuers, structured credit products or other credit-related exposures;
- the ability to achieve our objectives, including improved performance, reduced risks, lower costs, and more efficient use of capital;
- the ability of counterparties to meet their obligations to us;
- the effects of, and changes in, fiscal, monetary, trade and tax policies, and currency fluctuations;
- political and social developments, including war, civil unrest or terrorist activity;
- the possibility of foreign exchange controls, expropriation, nationalizations or confiscations in countries where we conduct operations;
- operational factors such as systems failure, human error, or the failure to implement procedures properly;
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- our success at managing the risks involved in the foregoing.

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#### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned, thereunto duly authorized.

CREDIT SUISSE GROUP AG and CREDIT SUISSE AG (Registrants)

By: /s/ Christian Schmid Christian Schmid Managing Director

> /s/ Zsolt Zsigray Zsolt Zsigray Vice President

Date: March 10, 2015

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