

# Final Terms dated 21 May 2019

# Credit Suisse AG, London Branch

# **Equity Index-linked Securities due May 2023**

linked to the Thomson Reuters Global Resource Protection Select Index

(the "Securities")

Series SPLB2019-151R

ISIN: XS1520275915

issued pursuant to the Put and Call Securities Base Prospectus

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

## PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such in the General Conditions, the Product Conditions and the applicable Asset Terms (as may be amended and/or supplemented up to, and including, the Issue Date) set forth in the Base Prospectus dated 13 August 2018, as supplemented on 31 August 2018, 7 November 2018, 17 December 2018, 22 February 2019, 7 March 2019, 2 April 2019, 12 April 2019 and 13 May 2019 and by any further supplements up to, and including, the later of the Issue Date and the date of listing of the Securities, which together constitute a base prospectus for the purposes of Directive 2003/71/EC, as amended from time to time, including by Directive 2010/73/EU (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Securities described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. A summary of the Securities is annexed to these Final Terms. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. Copies of the Base Prospectus and each supplement may be obtained from the registered office of the Issuer and the offices of the Agents specified herein.

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

1. Series Number: SPLB2019-151R

2. Tranche Number: Not Applicable

3. Applicable General Terms and General Certificate Conditions

Conditions:

4. Type of Security: Return Securities

5. Settlement Currency: Polish Zloty ("PLN")

6. Institutional: Not Applicable

PROVISIONS RELATING TO NOTES Applicable

AND CERTIFICATES

7. Number of Securities:

(i) Series: 41,766 Securities

(ii) Tranche: Not Applicable

8. Issue Price: PLN 1,000 per Security

9. Nominal Amount: PLN 1,000

10. Minimum Transferable Number of Not Applicable

Securities:

11. Transferable Number of Securities: Integral multiples of one Security

12. Minimum Trading Lot: Not Applicable

13. Issue Date: 22 May 2019

14. Maturity Date: 30 May 2023

15. Coupon Basis: Other Coupon Provisions

16. Redemption/Payment Basis: Fixed Redemption

17. Put/Call Options: Not Applicable

PROVISIONS RELATING TO Not Applicable

**WARRANTS** 

(Paragraphs 18 to 28 have been intentionally deleted)

# PROVISIONS RELATING TO COUPON AMOUNTS

29. Fixed Rate Provisions (General Not Applicable Note Condition 4 or General Certificate Condition 4):

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

31. Premium Provisions (General Note Condition 4 or General Certificate Condition 4):

Not Applicable

32. Other Coupon Provisions (Product Applicable Condition 2):

(i) Coupon Payment Event: Not Applicable

(ii) Double No-Touch: Not Applicable

(iii) Step-Up: Not Applicable

(iv) Standard Coupon Call: Applicable

- Coupon Call Fixing In respect of the Underlying Asset, the average of the

Price:

Levels (with regard to the Valuation Time) of such Underlying Asset on each of the Coupon Observation Averaging Dates in the Set of Coupon Observation Averaging Dates corresponding to the Coupon Payment Date

- Coupon Call Fixing Not Applicable

Price Cap:

- Coupon Call Fixing Not Applicable

Price Floor:

Coupon Call Strike: 100 per cent.

Coupon Call Strike In respect of the Underlying Asset, the average of the

Levels (with regard to the Valuation Time) of such Underlying Asset on each of the Initial Averaging Dates

- Coupon Call Strike Not Applicable

Cap:

Price:

- Coupon Call Strike Not Applicable

Floor:

Coupon Call Not Applicable

Performance Cap:

- Coupon Call Zero per cent.

Performance Floor:

- Participation: 70 per cent.

Minimum Participation Not Applicable

(v) Tranched Knock-out Coupon: Not Applicable

(vi) Switch Option: Not Applicable

(vii) Inflation Index-linked Coupon: Not Applicable

(viii) Coupon Cap: Not Applicable

(ix) Coupon Floor: An amount equal to 3 per cent. of the Nominal Amount

(x) FX Adjusted: Not Applicable

(xi) Coupon Payment Date(s): In respect of the Set of Coupon Observation Averaging

Dates, 30 May 2023

(xii) Coupon Threshold: Not Applicable

(xiii) Coupon Observation Date(s): Not Applicable

(xiv) Coupon Observation Date Not Applicable

subject to Valuation Date

Subject to valuation Date

adjustment:

Coupon

Observation Each of 20 May 2020, 20 May 2021, 20 May 2022, and

Averaging Dates: 22 May 2023

(xvi) Coupon Observation Not Applicable

Period(s):

(xvii) Coupon Fixing Price: Not Applicable

(xviii) Coupon Fixing Price Cap: Not Applicable

- (xix) Coupon Fixing Price Floor: Not Applicable
- (xx) Fee Calculation Factor Not Applicable Deduction:

#### PROVISIONS RELATING TO REDEMPTION/SETTLEMENT

Redemption Amount or (in the case Fixed Redemption of Warrants) Settlement Amount (Product Condition 3):

(i) Redemption Option 100 per cent.

Percentage:

(ii) Participation Percentage: Not Applicable

(iii) Redemption Amount Cap: Not Applicable

(iv) Redemption Floor Not Applicable

Percentage:

(v) Redemption FX Adjustment: Not Applicable

(vi) Lock-in Call: Not Applicable

(vii) Single Lock-in Asian Not Applicable Call/Basket Lock-in Asian

Call:

(viii) Basket Lock-in Not Applicable

Redemption/Single Factor

Lock-in Redemption:

(ix) Booster Call: Not Applicable

(x) Single Factor Knock-in Call: Not Applicable

(xi) Basket Knock-in Call: Not Applicable

(xii) Put Performance: Not Applicable

(xiii) Best Capped Basket: Not Applicable

(xiv) Top Rank Basket: Not Applicable

(xv) Knock-in Provisions: Not Applicable

(xvi) Tranched Knock-out/Tranched Not Applicable

Knock-out Call:

(xvii) Strike: Not Applicable

(xviii) Performance Cap: Not Applicable

(xix) Fee Calculation Factor Not Applicable

Deduction:

(xx) Performance Fee Deduction: Not Applicable

34. Initial Setting Date: Not Applicable

35. Initial Averaging Dates: Each of 20 May 2019, 21 May 2019 and 22 May 2019

36. Final Fixing Date: Not Applicable

37. **Averaging Dates:** Not Applicable

38. Final Price: Not Applicable

39. Redemption Final Price: Not Applicable

Strike Price: 40. Not Applicable

41. Trigger Redemption (Product Not Applicable

Condition 3(c)):

42. Details relating Instalment Not Applicable

Securities:

43. **Physical** Settlement **Provisions** Not Applicable

(Product Condition 4):

44. Put Option: Not Applicable

45. Call Option: Not Applicable

46. **Unscheduled Termination Amount:** 

> Unscheduled Termination at Not Applicable (i)

> > Par:

(ii) Minimum Payment Amount: Applicable – 103 per cent. of the Nominal Amount

(iii) Deduction for Hedge Costs: Not Applicable

47. Payment Disruption: Not Applicable

48. Interest and Currency Rate Not Applicable

Additional Disruption Event:

**UNDERLYING ASSET(S)** 

49. List of Underlying Asset(s): Applicable

> i Underlying Asseti **Adjustment** Weighti Composite<sub>i</sub> Factor<sub>i</sub>

Not Applicable Not Applicable Not Applicable Thomson Reuters Global

Resource Protection Select

Index (the "Index")

50. Equity-linked Securities: Not Applicable

51. Equity Index-linked Securities: **Applicable** 

> Single Index, Index Basket or Multi-Single Index

Asset Basket:

(i) Index: Thomson Reuters Global Resource Protection Select

Index

(ii) Type of Index: Multi-Exchange Index

Bloomberg code(s): TRGRPSE<Index> (iii)

Information Source: https://www.refinitiv.com/en/financial-(iv)

data/indices/thomson-reuters-global-resource-

protection-select-index

(v) Required Exchanges: Not Applicable

(vi) Related Exchange: All Exchanges

(vii) Disruption Threshold: 20 per cent.

(viii) Maximum Days of Disruption: Three Scheduled Trading Days

Applicable

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

(x) Adjustment basis for Single Index and Averaging

Index and Averag Reference Dates:

(a) Omission: Not Applicable

(b) Postponement: Applicable

(c) Modified Not Applicable

Postponement:

(xi) Trade Date: 21 February 2019

(xii) Jurisdictional Event: Not Applicable

(xiii) Jurisdictional Event Not Applicable

Jurisdiction(s):

(xiv) Additional Disruption Events:

(a) Change in Law: Change in Law Option 1 Applicable

(b) Foreign Ownership Not Applicable

Event:

(c) FX Disruption: Not Applicable

(d) Hedging Disruption: Applicable

(e) Increased Cost of Not Applicable

Hedging:

(xv) Alternative Pre-nominated Not Applicable

Index:

52. Commodity-linked Securities: Not Applicable

53. Commodity Index-linked Securities: Not Applicable

54. ETF-linked Securities: Not Applicable

55. FX-linked Securities: Not Applicable

56. FX Index-linked Securities: Not Applicable

57. Inflation Index-linked Securities: Not Applicable

58. Interest Rate Index-linked Not Applicable

Securities:

59. Cash Index-linked Securities: Not Applicable

60. Multi-Asset Basket-linked Not Applicable

Securities:

61. Fund-linked Securities: Not Applicable

62. Valuation Time: As determined in accordance with Equity Index-linked

Securities Asset Term 1

**GENERAL PROVISIONS** 

63. (i) Form of Securities: Registered Securities

(ii) Global Security: Applicable

(iii) Held under the NSS: Not Applicable

(iv) Intended to be held in a manner which would allow

Eurosystem eligibility:

(v) The Issuer intends to permit indirect interests in the Securities to be held through CREST Depository Interests to be issued by the CREST

Depository:

Not Applicable

No

64. Financial Centre(s): Not Applicable

65. Business Centre(s): Not Applicable

66. Listing and Admission to Trading: Application will be made for the Securities to be listed on

the Official List of the Luxembourg Stock Exchange and to be admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from the Issue Date provided, however, no assurance can be given that such application for listing and admission to trading will be granted (or, if granted, will be granted by the Issue

Date or any specific date thereafter)

67. Security Codes and Ticker

Symbols:

ISIN: XS1520275915

Common Code: 152027591

Swiss Security Number: 44599058

Telekurs Ticker: Not Applicable

WKN Number: Not Applicable

68. Clearing and Trading:

Clearing System(s) and any Euroclear Bank S.A./N.V. and Clearstream Banking,

relevant identification number(s): société anonyme

69. Delivery: Delivery against payment

70. Agents:

Calculation Agent: Credit Suisse International

One Cabot Square London E14 4QJ

Principal Certificate Agent: The Bank of New York Mellon, acting through its London

Branch

One Canada Square London E14 5AL

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

Branch

One Canada Square London E14 5AL

Additional Agents: Applicable

Registrar: The Bank of New York Mellon S.A./N.V., Luxembourg

Branch

Vertigo Building – Polaris 2-4 rue Eugene Ruppert L-2453 Luxembourg

71. Dealer(s): Credit Suisse International

72. Specified newspaper for the Not Applicable

purposes of notices to

Securityholders:

73.

871(m) Securities: The Issuer has determined that the Securities (without

regard to any other transactions) should not be treated as transactions that are subject to U.S. withholding tax

under section 871(m)

74. Additional Provisions: Not Applicable

## **PART B - OTHER INFORMATION**

Prohibition of Sales to EEA Retail Investors: Not Applicable

# Interests of Natural and Legal Persons involved in the Issue

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

The Dealer will pay a fee to the distributor(s) in connection with the issue of up to 5.15 per cent. of the Nominal Amount per Security upfront. The Issue Price and the terms of the Securities take into account such fee and may be more than the market value of the Securities on the Issue Date.

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

Information in relation to the Underlying Asset, including information about past and future performance and volatility, can be found at www.refinitiv.com/en/financial-data/indices/thomson-reuters-global-resource-protection-select-index (but the information appearing on such website does not form part of these Final Terms).

#### POST-ISSUANCE INFORMATION

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

# REASONS FOR THE ISSUE, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

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

Prospectus.

(ii) Estimated net proceeds: Not Applicable.

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

charged to the investor by the Issuer.

Signed on behalf of the Issuer:

#### INDEX DISCLAIMER

#### Thomson Reuters Global Resource Protection Select Index

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# **SUMMARY OF THE SECURITIES**

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

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

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

	Section A – Introduction and Warnings		
	Section A - introduction and Warnings		
A.1	Introduction and Warnings:	This Summary should be read as an introduction to the Base Prospectus. Any decision to invest in Securities should be based on consideration of the Base Prospectus as a whole by the investor.	
		Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the relevant Member State, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated.	
		Civil liability only attaches to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities.	
A.2	Consent(s):	Not applicable; the Issuer does not consent to the use of the Base Prospectus for any subsequent resale of the Securities.	
		Section B – Issuer	
B.1	Legal and commercial name of the Issuer:	Credit Suisse AG ("CS"), acting through its London Branch (the "Issuer").	
B.2	Domicile and legal form of the Issuer, legislation under which the Issuer operates and country of incorporation of Issuer:	CS is a bank and joint stock corporation established under Swiss law and operates under Swiss law. Its registered head office is located at Paradeplatz 8, CH-8001, Switzerland.	
B.4b	Known trends with respect to the Issuer and the industries in which it operates:	Not applicable - there are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the prospects of the Issuer for its current financial year.	
B.5	Description of group and Issuer's position within the	CS is a wholly owned subsidiary of Credit Suisse Group AG. CS has a number of subsidiaries in various jurisdictions.	

	group:				
B.9	Profit forecast or estimate:	Not applicable; no profit forecasts or estimates have been made by the Issuer.			
B.10	Qualifications in audit report on historical financial information:	Not applicable; there were no qualifications in the audit report on historical financial information.			
B.12	Selected key financial information; no material adverse change and description of significant change in financial position of the Issuer:	The tables below set out so which is derived from the balance sheets of CS as of the related consolidated state the years in the three-year personal control of the set of the s	audited c 31 Decemb tements of eriod ended	ondensed per 2018 a operation d 31 Dece	consolidated and 2017, and as for each of
		operations  In CHF million	Year e	nded 31	1 December
			2018	2017	2016
		Net revenues	20,820	20,965	20,393
		Provision for credit losses	245	210	252
		Total operating expenses	17,719	19,202	22,630
		Income/(loss) before taxes	2,856	1,553	(2,489)
		Income tax expense	1,134	2,781	400
		Net income/(loss)	1,722	(1,228)	
		Net income/(loss) attributable to non-controlling interests	(7)	27	(6)
		Net income/(loss) attributable to shareholders	1,729	(1,255)	(2,883)
		Summary information – co	nsolidated	balance s	sheet
			31 Dec 2018		December 2017
		Total assets	772,069	798,372	
		Total liabilities	726,075	754,822	
		Total shareholders' equity	45,296 42,670		2,670
		Non-controlling interests	698	8	380

		Total equity	45,994	43,550
		Total liabilities and equity	772,069	798,372
		There has been no material adverse change in the prospects of the Issuer and its consolidated subsidiaries since 31 December 2018.  Not applicable; there has been no significant change in the financial position of the Issuer and its consolidated subsidiaries since 31 December 2018.		
B.13	Recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency:	Not applicable; there are no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.		
B.14	Issuer's position in its corporate group and dependency on other entities within the corporate group:	See Element B.5 above.  Not applicable; CS is not dependent upon other members of its group.		
B.15	Issuer's principal activities:	CS' principal activities are the provision of financial services in the areas of investment banking, private banking and asset management.		
B.16	Ownership and control of the Issuer:	CS is a wholly owned subsidiary of Credit Suisse Group AG.		
B.17	Ratings:	CS has a long-term counterparty credit rating of "A" from Standard & Poor's, a long-term issuer default rating of "A" from Fitch and a long-term issuer rating of "A1" from Moody's.		
		Section C – Securities		
C.1	Type and class of securities being offered and security	The securities (the "Securities Return Securities. The Securities depending on the performance)	curities will pay	a coupon amount
	identification number(s):	The Securities of a Series XS1520275915; <b>Common Number</b> : 44599058.		
C.2	Currency:	The currency of the Securities will be Polish Zloty ("PLN") (the "Settlement Currency").		
C.5	Description of restrictions on free transferability of the Securities:	The Securities have not been U.S. Securities Act of 1933 (offered or sold within the Unibenefit of, U.S. persons excet the registration requirements state securities laws.  No offers, sales or deliveries	the "Securities A ited States or to, o pt in certain transa of the Securities	ct <sup>ii</sup> ) and may not be or for the account or actions exempt from Act and applicable
		offering material relating to the any jurisdiction except in	ne Securities, may	be made in or from

compliance with any applicable laws and regulations. Rights: The Securities will give each holder of Securities (a **C.8 Description of** "Securityholder") the right to receive a potential return on the rights attached to Securities (see Element C.9 below). The Securities will also give the securities, ranking of the each Securityholder the right to vote on certain amendments. securities and Ranking: The Securities are unsubordinated and unsecured limitations to rights: obligations of the Issuer and will rank equally among themselves and with all other unsubordinated and unsecured obligations of the Issuer from time to time outstanding. **Limitation to Rights:** The Issuer may redeem the Securities early for illegality reasons. The Securities may be redeemed early following an event of default. In each such case, the amount payable in respect of each Security on such early redemption will be equal to the Unscheduled Termination Amount, and no other amount shall be payable in respect of each Security on account of interest or otherwise. Following certain events affecting the Issuer's hedging arrangements and/or the underlying asset(s), the Issuer may redeem the Securities at the scheduled maturity by payment of the Unscheduled Termination Amount instead of the Redemption Amount, and no other amounts shall be payable in respect of the Securities on account of interest or otherwise following such determination by the Issuer. Where: Unscheduled Termination Amount: in respect of each Security, (a) if the Security is redeemed early for illegality reasons or following an event of default, an amount (which may be greater than or equal to zero) equal to the value of such Security immediately prior to it becoming due and payable following an event of default or, in all other cases, as soon as reasonably practicable following the determination by the Issuer to early redeem the Security, as calculated by the calculation agent using its then prevailing internal models and methodologies, or (b) if the Security is redeemed following certain events affecting the Issuer's hedging arrangements and/or the underlying asset(s), an amount equal to the sum of (i) the Minimum Payment Amount, plus (ii) the value of the option component of the Security on the Unscheduled Termination Event Date, plus (iii) any interest accrued on the value of the option component from, and including the Unscheduled Termination Event Date to, but excluding, the date on which such Security is redeemed. The option component provides exposure to the underlying asset(s) (if any), the terms of which are fixed on the trade date in order to enable the Issuer to issue such Security at the relevant price and on the relevant terms and will vary depending on the terms of such Security. For the avoidance of doubt, if a Security is redeemed following an event of default, the Unscheduled

Termination Amount shall not take account of any additional or immediate impact of the event of default

itself on the Issuer's creditworthiness (including, but not limited to, an actual or anticipated downgrade in its credit rating).

- Unscheduled Termination Event Date: the date on which an event resulting in the unscheduled redemption of the Securities following certain events affecting the Issuer's hedging arrangements and/or the underlying asset(s) has occurred.
- **Minimum Payment Amount**: 103 per cent. of the Nominal Amount.
- Subject to the conditions and other restrictions set out in the terms and conditions of the Securities, the Issuer may adjust the terms and conditions of the Securities without the consent of Securityholders following certain events affecting the Issuer's hedging arrangements and/or the underlying asset(s), or may redeem the Securities at the scheduled maturity by payment of the Unscheduled Termination Amount instead of the Redemption Amount as described above (and no other amounts shall be payable in respect of the Securities on account of interest or otherwise following such determination by the Issuer).
- The terms and conditions of the Securities contain provisions for convening meetings of Securityholders to consider any matter affecting their interests, and any resolution passed by the relevant majority at a meeting will be binding on all Securityholders, whether or not they attended such meeting or voted for or against the relevant resolution. In certain circumstances, the Issuer may modify the terms and conditions of the Securities without the consent of Securityholders.
- The Securities are subject to the following events of default: if the Issuer fails to pay any amount due in respect of the Securities within 30 days of the due date, or if any events relating to the insolvency or winding up of the Issuer occur.
- The Issuer may at any time, without the consent of the Securityholders, substitute for itself as Issuer under the Securities any company with which it consolidates, into which it merges or to which it sells or transfers all or substantially all of its property.

Governing Law: The Securities are governed by English law.

# rights attached to the securities including ranking and limitations, interest, redemption, yield

Description of the

and representative

Securityholders:

**C.9** 

See Element C.8 above for information on rights attaching to the Series of Securities including ranking and limitations.

# Coupon

The Securities shall not bear interest.

# Redemption

Unless the Securities have been previously redeemed or purchased and cancelled, the Issuer shall redeem the Securities on the Maturity Date at the Redemption Amount, which shall be an amount in the Settlement Currency equal to the *product* of (a) the

Redemption Option Percentage and (b) the Nominal Amount. Settlement procedures will depend on the clearing system for the Securities and local practices in the jurisdiction of the investor.

The scheduled Maturity Date of the Securities is 30 May 2023.

#### Where:

- Nominal Amount: PLN 1,000.
- Redemption Option Percentage: 100 per cent.

Representative of holders of Securities: Not applicable; the Issuer has not appointed any person to be a representative of the Securityholders.

# C.10 Derivative component in the interest payment

See Element C.9 above for information on interest, redemption and representative of Securityholders.

The Coupon Amount payable on the Coupon Payment Date shall be an amount equal to the *product* of (a) the Nominal Amount, (b) the Coupon Call Performance and (c) the Participation, subject to a minimum amount equal to the Coupon Floor.

The Coupon Amount(s) payable shall be rounded down to the nearest transferable unit of the Settlement Currency.

## Where:

- Coupon Call Fixing Price: in respect of the underlying asset, the average of the Levels of such underlying asset at the Valuation Time on each of the Coupon Observation Averaging Dates in the Set of Coupon Observation Averaging Dates corresponding to the Coupon Payment Date.
- Coupon Call Performance: the *sum* of the weighted performance of each underlying asset, being the *product* of (a) the Weight of such underlying asset, and (b) (i) the Coupon Call Fixing Price of such underlying asset *minus* the *product* of (A) the Coupon Call Strike, and (B) its Coupon Call Strike Price, *divided* by (ii) its Coupon Call Strike Price, subject to a minimum equal to the Coupon Call Performance Floor.
- Coupon Call Performance Floor: zero per cent.
- Coupon Call Strike: 100 per cent.
- Coupon Call Strike Price: in respect of the underlying asset, the average of the Levels of such underlying asset at the Valuation Time on each of the Initial Averaging Dates.
- Coupon Floor: an amount equal to 3.00 per cent. of the Nominal Amount.
- Coupon Observation Averaging Dates: in respect of the underlying asset and the Coupon Payment Date, each of the 20 May 2020, 20 May 2021, 20 May 2022 and 22 May 2023, in each case, subject to adjustment.
- Coupon Payment Date(s): in respect of the Set of Coupon

	1		
		Observation Averaging Dates, 30 May 2023.	
		<ul> <li>Initial Averaging Dates: in respect of the underlying asset, each of 20 May 2019, 21 May 2019 and 22 May 2019, in each case, subject to adjustment.</li> </ul>	
		Nominal Amount: PLN 1,000.	
		Participation: 70 per cent.	
		Set of Coupon Observation Averaging Dates: in respect of the underlying Asset and the Coupon Payment Date, the set of Coupon Observation Averaging Dates corresponding to such Coupon Payment Date.	
		Valuation Time: in respect of the underlying asset, the time with reference to which the relevant sponsor calculates and publishes the closing level of such underlying asset.	
		Weight: 100 per cent.	
		The underlying asset is an equity index.	
C.11	Admission to trading:	Application will be made to admit the Securities to trading on the regulated market of the Luxembourg Stock Exchange.	
	1	Section D - Risks	
D.2	Key risks that are specific to the Issuer:	The Securities are general unsecured obligations of the Issuer Investors in the Securities are exposed to the risk that the Issuer could become insolvent and fail to make the payments owing by it under the Securities.	
		The Issuer is exposed to a variety of risks that could adversely affect its results of operations and/or financial condition, including, among others, those described below:	
		All references to the Issuer set out below are describing the consolidated businesses carried out by Credit Suisse Group AG ("CSG") and its subsidiaries (including the Issuer) and therefore should also be read as references to Credit Suisse Group AG.	
		Liquidity risk:	
		The Issuer's liquidity could be impaired if it is unable to access the capital markets or sell its assets, and the Issuer expects its liquidity costs to increase.	
		The Issuer's businesses rely significantly on its deposit base for funding.	
		Changes in the Issuer's ratings may adversely affect its business.	
		Market risk:	
		The Issuer may incur significant losses on its trading and investment activities due to market fluctuations and volatility.	
		The Issuer's businesses are subject to the risk of loss from adverse market conditions and unfavourable economic, monetary, political, legal and other developments in the	

countries it operates in around the world.

- The Issuer may incur significant losses in the real estate sector.
- Holding large and concentrated positions may expose the Issuer to large losses.
- The Issuer's hedging strategies may not prevent losses.
- Market risk may increase the other risks that the Issuer faces.

## Credit risk:

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

# Risks relating to Credit Suisse Group AG's strategy:

- Credit Suisse Group AG and its subsidiaries including the Issuer may not achieve all of the expected benefits of its strategic initiatives.
- Credit Suisse Group AG has announced a programme to evolve its legal entity structure and cannot predict its final form or potential effects.

#### Risks from estimates and valuations:

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

# Risks relating to off-balance sheet entities:

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

# Country and currency exchange risk:

- Country risks may increase market and credit risks the Issuer faces.
- The Issuer may face significant losses in emerging markets.
- Currency fluctuations may adversely affect the Issuer's

results of operations. Operational risk: The Issuer is exposed to a wide variety of operational risks, including information technology risk. The Issuer may suffer losses due to employee misconduct. The Issuer's risk management procedures and policies may not always be effective. Legal and regulatory risks: The Issuer's exposure to legal liability is significant. Regulatory changes may adversely affect the Issuer's business and ability to execute its strategic plans. Swiss resolution proceedings and resolution planning requirements may affect the Issuer's shareholders and creditors. Changes in monetary policy are beyond the Issuer's control and difficult to predict. Legal restrictions on its clients may reduce the demand for the Issuer's services. Competition risk: The Issuer faces intense competition in all financial services markets and for the products and services it offers. The Issuer's competitive position could be harmed if its reputation is damaged. The Issuer must recruit and retain highly skilled employees. The Issuer faces competition from new trading technologies. D.3 Kev risks that are The Securities are subject to the following key risks: specific to the Securities The issue price or the offer price of the Securities may be more than the market value of such Securities as at the issue date, and more than the price at which the Securities can be sold in secondary market transactions. The issue price or the offer price of the Securities may take into account, where permitted by law, fees, commissions or other amounts relating to the issue, distribution and sale of the Securities, or the provision of introductory services, expenses incurred by the Issuer in creating, documenting and marketing the Securities and amounts relating to the hedging of its obligations under the Securities. The market value of the Securities and the amount payable on the Coupon Payment Date depend on the performance of the underlying asset(s). The performance of an underlying

asset may be subject to sudden and large unpredictable changes over time (known as "volatility"), which may be affected by national or international, financial, political, military or economic events or by the activities of participants in the

- relevant markets. Any of these events or activities could adversely affect the value of and return on the Securities.
- If the Coupon Amount(s) payable depends on the performance of the underlying asset(s) and is multiplied by a participation factor which is less than 100 per cent., then the percentage change in the value of the Securities will be less than the positive or negative performance of the underlying asset(s) and the return on the Securities will be disproportionately lower than any positive performance of the underlying asset(s), and may be significantly less than if you had purchased the underlying asset(s) directly.
- A secondary market for the Securities may not develop and, if
  it does, it may not provide the investors with liquidity and may
  not continue for the life of the Securities. Illiquidity may have
  an adverse effect on the market value of the Securities. The
  price in the market for a Security may be less than its issue
  price or its offer price and may reflect a commission or a
  dealer discount, which would further reduce the proceeds you
  would receive for your Securities.
- The market value of the Securities will be affected by many factors beyond the control of the Issuer (including, but not limited to, the creditworthiness of the Issuer, the interest rates and yield rates in the market, the volatility of the underlying asset(s) (if any), etc.). Some or all of these factors will influence the value of the Securities in the market.
- The total size of Securities being issued on the issue date may be greater than the amount subscribed or purchased by investors as the dealer may retain some of the Securities as part of its issuing, market-making and/or trading arrangements or for the purposes of meeting future investor demand. The issue size of the Securities should not be regarded as indicative of the depth or liquidity of the market, or the demand, for the Securities.
- The levels and basis of taxation on the Securities and any reliefs from such taxation will depend on an investor's individual circumstances and could change at any time. The tax and regulatory characterisation of the Securities may change over the life of the Securities. This could have adverse consequences for investors.
- In certain circumstances (for example, if the Issuer determines that its obligations under the Securities have become unlawful or illegal or following an event of default) the Securities may be redeemed prior to their scheduled maturity. In such circumstances, the Unscheduled Termination Amount payable may be less than the original purchase price and could be as low as zero. No other amounts shall be payable in respect of the Securities on account of interest or otherwise following such determination by the Issuer.
- Following certain events affecting the Issuer's hedging arrangements and/or the underlying asset(s), the Issuer may redeem the Securities at the scheduled maturity by payment of the Unscheduled Termination Amount instead of the Redemption Amount. In such circumstances, the Unscheduled Termination Amount payable will be at least

- equal to the Minimum Payment Amount, but may be less than what the redemption amount or settlement amount would have been if such event had not occurred.
- Following early redemption of Securities, investors may not be able to reinvest the redemption proceeds in an investment having a comparable return. Investors in Securities should consider such reinvestment risk in light of other investments available at that time.
- Investors will have no rights of ownership, including, without limitation, any voting rights, any rights to receive dividends or other distributions or any other rights with respect to any underlying asset referenced by the Securities.
- Investors may be exposed to currency risks because the underlying asset(s) may be denominated in a currency other than the currency in which the Securities are denominated, or the Securities and/or underlying asset(s) may be denominated in currencies other than the currency of the country in which the investor is resident. The value of the Securities may therefore increase or decrease based on fluctuations in those currencies.
- The Issuer is not obliged to maintain the listing of the Securities. If the regulated market or other market in respect of which the Securities are listed and/or admitted to trading closes, or if the relevant regulated market in respect of which the Securities are admitted to trading is replaced with a market that is not a regulated market, the Issuer may de-list the Securities or may (but is not obliged to) consent to the Securities to be admitted to trading on such replacement market instead.
- The Issuer may apply any consequential postponement of, or any alternative provisions for, valuation of an underlying asset following certain disruption events in relation to such underlying asset, each of which may have an adverse effect on the value of and return on the Securities.
- The amount(s) payable (or deliverable) on the Securities (whether at maturity or otherwise) will be based on the average of the applicable values of the underlying asset(s) on the specified averaging dates. If the value of the underlying asset(s) dramatically surged on one or more of such averaging dates, the amount payable (or deliverable) may be significantly less than it would have been had the amount payable been linked only to the value of the underlying asset(s) on a single date.
- The performance of an index is dependent upon macroeconomic factors which may adversely affect the value of Securities. An investment in the Securities is not the same as a direct investment in futures or option contracts on such index nor any or all of the constituents included in each index and Securityholders will not have the benefit of any dividends paid by the components of such index, unless the index rules provide otherwise. A change in the composition or discontinuance of an index could adversely affect the value of and return on the Securities.

"Benchmarks" are subject to recent national, international and regulatory reforms, which may cause "benchmarks" to perform differently than in the past, or to disappear entirely, or have other consequences which cannot be predicted. Any such consequence could have a material adverse effect on any Securities linked to a "benchmark". The Issuer may modify the terms and conditions of the Securities without the consent of Securityholders for the purposes of (a) curing any ambiguity or correcting or supplementing any provision if the Issuer determines it to be necessary or desirable, provided that such modification is not prejudicial to the interests of Securityholders, or (b) correcting a manifest error. Subject to the conditions and other restrictions set out in the terms and conditions of the Securities, the Issuer may adjust the terms and conditions of the Securities without the consent of Securityholders following certain events affecting the Issuer's hedging arrangements and/or underlying asset(s). In making discretionary determinations under the terms and conditions of the Securities, the Issuer and the calculation agent may take into account the impact on the relevant hedging arrangements. Such determinations could have a material adverse effect on the value of and return on the Securities. Subject to the conditions and other restrictions set out in the terms and conditions of the Securities, the Issuer may be substituted without the consent of Securityholders in favour of any affiliate of the Issuer or another company with which it consolidates, into which it merges or to which it sells or transfers all or substantially all of its property. The Issuer is subject to a number of conflicts of interest, (a) in making certain calculations determinations, there may be a difference of interest between the investors and the Issuer, (b) in the ordinary course of its business the Issuer (or an affiliate) may effect transactions for its own account and may enter into hedging transactions with respect to the Securities or the related derivatives, which may affect the market price, liquidity or value of the Securities, and (c) the Issuer (or an affiliate) may have confidential information in relation to the underlying asset(s) or any derivative instruments referencing them, but which the Issuer is under no obligation (and may be subject to legal prohibition) to disclose. Section E - Other E.2b Reasons for the Not applicable; the net proceeds from the issue of the Securities offer and use of will be used by the Issuer for its general corporate purposes proceeds: (including hedging arrangements). **E.3** Terms and The Securities have been offered to the dealer at the issue price. conditions of the The Securities are not being publicly offered. offer: **E.4** Interests material Fees shall be payable to the distributor(s). The Issuer is subject to

conflicts of interest between its own interests and those of holders

	to the issue/offer:	of Securities, as described in Element D.3 above.
E.7	Estimated expenses charged to the investor by the Issuer/offeror:	The dealer will pay a fee to the distributor(s) in connection with the issue of up to 5.15 per cent. of the Nominal Amount per Security upfront. The issue price and the terms of the Securities take into account such fee and may be more than the market value of the Securities on the issue date.