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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 CBBCs.

Investors are warned that the price of the CBBCs 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 CBBCs 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 CBBCs.

The CBBCs 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 CBBCs, you are relying upon the creditworthiness of us, and have no rights under the CBBCs against the Index Compiler or any other person. If we become insolvent or default on our obligations under the CBBCs, you may not be able to recover all or even part of the amount due under the CBBCs (if any).

### Non-collateralised Structured Products Supplemental Listing Document for Callable Bull/Bear Contracts over Index



**Issuer: CREDIT SUISSE AG** 

(incorporated in Switzerland)

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

CBBCs Stock code	Series A 65790	Series B 65791	Series C 65917	Series D 65928	Series E 65945
Liquidity	9505	9505	9505	9505	9683
Provider broke	r				
ID					
Issue size	300,000,000 CBBCs				
Style / Category	European style cash settled category R				
Туре	Bull	Bull	Bull	Bull	Bear
Index	Hang Seng Index	Hang Seng Index	Hang Seng Index	Hang Seng Index	Hang Seng Index
<b>Board Lot</b>	10,000 CBBCs				
Issue Price per	HK\$0.250	HK\$0.250	HK\$0.250	HK\$0.250	HK\$0.250
CBBC					
Funding Cost per CBBC as of Launch Date <sup>1</sup>	HK\$0.2283	HK\$0.2159	HK\$0.2184	HK\$0.2084	HK\$0.2314

The Funding Cost will fluctuate throughout the life of the CBBCs

<sup>1</sup> The Funding Cost is calculated in accordance with the following formula:

Funding Cost = Strike Level x funding rate x n / 365 x Index Currency Amount

Divisor

Where,

<sup>(</sup>i) "n" is the number of days remaining to expiration; initially, "n" is the number of days from (and including) the Launch Date to (and including) the trading day immediately preceding the Expiry Date; and

 <sup>(</sup>ii) the funding rate will fluctuate throughout the term of the CBBCs as further described in the "Key Risk Factors" section in this document. As of the Launch Date, the funding rate was 26.1443% (for stock code 65790), 20.6820% (for stock code 65791), 21.0533% (for stock code 65917), 20.1792% (for stock code 65928) and 32.0070% (for stock code 65945).

CBBCs Stock code	Series A 65790	Series B 65791	Series C 65917	Series D 65928	Series E 65945
Stock code					
Call Level	22,630.00 22,830.00	22,550.00 22,750.00	22,400.00 22,600.00	22,300.00 22,500.00	22,780.00 22,580.00
	,	,	,	22,300.00	22,380.00
	it Subject to no occurrent	nce of a Mandatory Cal	l Event.		
Amount per Board Lot (if	For a series of bull CI	DDCa			
		e Level) x Index Curre	nov Amount v ono Doo	rd I of	
expiry	<u>(Closing Level - Surk</u>	Divisor	ncy Amount x one boa	<u>lu Loi</u>	
expiry		DIVISOI			
	For a series of bear C	BBCs:			
	(Strike Level - Closin	g Level) x Index Curre	ncy Amount x one Boa	rd Lot	
		Divisor			
<b>Closing Level</b>	The final settlement p	rice for settling the Har	ng Seng Index Futures	Contracts that are sched	uled to expire during
0	the month in which th	e Expiry Date of the re	levant series of the CBI	BCs is scheduled to fall	(the "Index Futures
	Contracts"). <sup>2</sup>				
Index Exchang	e The Stock Exchange	of Hong Kong Limited			
(for all series)	-				
Index Currency	y HK\$1.00	HK\$1.00	HK\$1.00	HK\$1.00	HK\$1.00
Amount					
Divisor	12,000	10,000	10,000	10,000	12,000
Launch Date	13 March 2013				
(for all series)					
Issue Date (for	19 March 2013				
all series)					
Listing Date	20 March 2013				
(for all series)					
Observation	20 March 2013				
Commencemen	t				
Date (for all					
series)					
	<sup>3</sup> 29 August 2013	29 August 2013	29 August 2013	29 August 2013	30 July 2013
Expiry Date <sup>3</sup>	29 August 2013	29 August 2013	29 August 2013	29 August 2013	30 July 2013
		tlement Day after (i) the			
(for all series)	· · · ·	on which the Closing L	evel is determined in a	ccordance with the Con	ditions (as the case may
	be).				
Settlement	Hong Kong dollars	Hong Kong dollars	Hong Kong dollars	Hong Kong dollars	Hong Kong dollars
Currency					

<sup>&</sup>lt;sup>2</sup> Determined pursuant to Regulation 012 of the Regulations for Trading Stock Index Futures Contracts and the Contract Specifications for Hang Seng 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.

Condition 1. <sup>3</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 CBBCs 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 CBBCs?

You must read this document together with our base listing document dated 13 April 2012 (the "Base Listing Document"), as supplemented by any addendum thereto (together, the "Listing Documents"), in particular the section headed "General Conditions of the Structured Products" (the "General Conditions") and the section "Product Conditions of Index Callable Bull/Bear Contracts (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 CBBCs. We cannot give you investment advice. You must decide whether the CBBCs meet your investment needs before investing in the CBBCs.

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

No. Our obligations under the CBBCs are neither guaranteed by any third party, nor collateralised with any of our assets or other collaterals. When you purchase our CBBCs, you are relying on our creditworthiness only, and of no other person. If we become insolvent or default on our obligations under the CBBCs, 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 CBBCs (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
New York	
Standard & Poor's Ratings Services,	A+
a division of The McGraw-Hill	
Companies, Inc.	
Fitch Ratings	А

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 CBBCs;
- 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; and
- 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 CBBCs.

The CBBCs are not rated. The Issuer's credit ratings 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 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 CBBCs. 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 2011.

### PRODUCT SUMMARY STATEMENT

The CBBCs are listed structured products which involve derivatives. This statement provides you with key information about the CBBCs. You should not invest in the CBBCs 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 CBBCs**

### • What is a CBBC?

A CBBC linked to an index is an instrument which tracks the performance of the underlying index.

The trading price of the CBBCs tends to mirror the movement of the Index level in dollar value.

Similar to a derivative warrant, a CBBC may provide a leveraged return to you. Conversely, such leverage could also magnify your losses.

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

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

### • How do the CBBCs work?

The CBBCs are European style cash settled callable bull/bear contracts linked to the Index. Subject to no occurrence of a Mandatory Call Event (see "Mandatory call feature" below), the CBBCs can only be exercised on the Expiry Date.

### Mandatory call feature

A Mandatory Call Event occurs if the Spot Level is at or below (in respect of a series of bull CBBCs) or at or above (in respect of a series of bear CBBCs) the Call Level at any time during an Index Business Day in the Observation Period.

The Observation Period commences from the Observation Commencement Date to the Trading Day immediately preceding the Expiry Date (both dates inclusive). "**Trading Day**" means any day on which the Stock Exchange is scheduled to open for trading for its regular trading sessions.

Upon the occurrence of a Mandatory Call Event, trading in the CBBCs will be suspended immediately and, subject to the limited circumstances set out in the Conditions in which a Mandatory Call Event may be reversed, the CBBCs will be terminated and all Post MCE Trades will be invalid and will be cancelled and will not be recognised by us or the Stock Exchange. The term "Post MCE Trades" means subject to such modification and amendment prescribed by the Stock Exchange from time to time, (a) in the case where the Mandatory Call Event occurs during a continuous trading session, all trades in the CBBCs concluded via automatching or manually after the time of the occurrence of a Mandatory Call Event, and (b) in the case where the Mandatory Call Event occurs during a pre-opening session or a closing auction session (if applicable), all auction trades in the CBBCs concluded in such session and all manual trades concluded after the end of the pre-order matching period in such session.

The time at which a Mandatory Call Event occurs will be determined by reference to the time the relevant Index level is published by the Index Compiler.

### **Residual Value calculation**

The CBBCs are Category R as the Call Level is different from the Strike Level. Upon the occurrence of a Mandatory Call Event, the holder may be entitled to a cash amount called the "**Residual Value**" net of any Exercise Expenses (as defined under the heading "Exercise Expenses" in the sub-section titled "What are the fees and charges?" below).

The Residual Value will be calculated in accordance with a formula by reference to the lowest Spot Level (in respect of a series of bull CBBCs) or the highest Spot Level (in respect of a series of bear CBBCs) of the Index in the trading session during which a Mandatory Call Event occurs and in the following session, subject to potential extension as further described in Product Condition 1.

The Residual Value per Board Lot (if any) payable is calculated as follows:

In respect of a series of bull CBBCs:

(Minimum Index Level - Strike Level) x Index Currency Amount x one Board Lot

Divisor

In respect of a series of bear CBBCs:

(Strike Level - Maximum Index Level) x Index Currency Amount x one Board Lot

Divisor

### Where:

"Minimum Index Level" means, in respect of a series of bull CBBCs, the lowest Spot Level of the Index during the MCE Valuation Period;

"Maximum Index Level" means, in respect of a series of bear CBBCs, the highest Spot Level of the Index during the MCE Valuation Period;

"MCE Valuation Period" means, subject to any extension (as described in further detail in the Conditions), the period commencing from and including the moment upon which the Mandatory Call Event occurs and up to the end of the following trading session on the Index Exchange; and

"Spot Level" means the spot level of the Index as compiled and published by the Index Compiler.

### If the Residual Value is equal to or less than the Exercise Expenses (if any), you will lose all of your investment.

### At expiry

If a Mandatory Call Event has not occurred during the Observation Period, the CBBCs will be terminated on the Expiry Date.

A bull CBBC will be automatically exercised at expiry without the need for the holder to deliver an exercise notice if the Closing Level 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 bull CBBC.

A bear CBBC will be automatically exercised at expiry without the need for the holder to deliver an exercise notice if the Closing Level 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 bear CBBC.

Upon the automatic exercise of the CBBCs, 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 (if any), you will lose all of your investment in the CBBCs.

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

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

The CBBCs may only be transferred in a Board Lot (or integral multiples thereof). Where a transfer of CBBCs 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 CBBCs by providing bid and/or ask prices. See the section headed "Liquidity" below.

### • What is your maximum loss?

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

### • What are the factors determining the price of a CBBC?

The price of a CBBC linked to an index generally depends on the level of the underlying index (being the Index for the CBBCs). However, throughout the term of the CBBCs, the price of the CBBCs will be influenced by a number of factors, including:

- the Strike Level and Call Level of the CBBCs;
- the likelihood of the occurrence of a Mandatory Call Event;
- the probable range of Residual Value (if any) upon the occurrence of a Mandatory Call Event;
- the time remaining to expiry;
- the interim interest rates and expected dividend payments or other distributions on any components comprising the Index;
- the liquidity of the futures contracts relating to the Index;
- the supply and demand for the CBBCs;
- the probable range of the Cash Settlement Amount;
- our related transaction costs; and
- the creditworthiness of the Issuer.

Although the price of the CBBCs tends to mirror the movement of the Index level in dollar value, movements in the price of the CBBCs may not always correspond with the movements in the Index level, especially when the Spot Level is close to the Call Level. It is possible that the price of the CBBCs does not increase as much as the increase (in respect of the bull CBBCs) or decrease (in respect of the bear CBBCs) in the level of the Index.

### Risks of investing in the CBBCs

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) LimitedAddress:Level 88, International Commerce Centre, 1 Austin Road West, Kowloon, Hong KongTelephone 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 CBBCs.

### • 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) upon the occurrence of a Mandatory Call Event;
- (ii) 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;
- (iii) during a pre-opening session or a closing auction session (if applicable) or any other circumstances as may be prescribed by the Stock Exchange;
- (iv) when the CBBCs are suspended from trading for any reason;
- (v) 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;
- (vi) when there are no CBBCs available for market making activities. In such event, the Liquidity Provider shall continue to provide bid prices. CBBCs held by us or any of our affiliates in a fiduciary or agency capacity are not CBBCs available for market making activities;
- (vii) when there are operational and technical problems beyond the control of the Liquidity Provider hindering the ability of the Liquidity Provider to provide liquidity;
- (viii) 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
- (ix) if the theoretical value of the CBBCs 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 CBBCs after issue

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

### • 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 0.003 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 CBBCs. 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 early termination of the CBBCs upon the occurrence of a Mandatory Call Event or the exercise of the CBBCs at expiry. Any Exercise Expenses will be deducted from the Residual Value or the Cash Settlement Amount payable at expiry (if any, as the case may be). If the Residual Value or the Cash Settlement Amount payable at expiry (if any, as the case may be). If the Residual Value or the Cash Settlement Amount payable at expiry (as the case may be) 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 callable bull/bear contracts (including the CBBCs).

### • Stamp Duty

No stamp duty is currently payable in Hong Kong on transfer of cash settled callable bull/bear contracts (including the CBBCs).

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

### What is the legal form of the CBBCs?

Each series of the CBBCs will be represented by a global certificate in the name of HKSCC Nominees Limited that is the only legal owner of the CBBCs. We will not issue definitive certificates for the CBBCs. You may arrange for your broker to hold the CBBCs in a securities account on your behalf, or if you have a CCASS Investor Participant securities account, you may arrange for the CBBCs 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 CBBCs.

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

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 CBBCs. However, we are not obliged to adjust the terms and conditions of the CBBCs for every event that affects the Index.

We may early terminate the CBBCs if it becomes illegal or impracticable for us (i) to perform our obligations under the CBBCs as a result of a change in law event, or (ii) to maintain our hedging arrangement with respect to the CBBCs 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 CBBCs 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 5 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 CBBCs

Subject to early termination upon the occurrence of a Mandatory Call Event, the CBBCs 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.

Upon the occurrence of a Mandatory Call Event, the CBBCs will be early terminated and the holder is entitled to the Residual Value (if any) net of any Exercise Expenses.

We will deliver a cash amount in the Settlement Currency equal to the Residual Value or the Cash Settlement Amount payable at expiry net of any Exercise Expenses (if any) no later than the Settlement Date to HKSCC Nominees Limited (as the registered holder of the CBBCs), 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 Residual Value or the Cash Settlement Amount payable at expiry (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 Residual Value or the Cash Settlement Amount payable at expiry (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 4 for further information.

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

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 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.creditsuisse.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 CBBCs before the Listing Date?

It is possible that there may have been dealings in the CBBCs before the Listing Date. If there are any dealings in the CBBCs 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 13 April 2012 to the inclusion of their report dated 23 March 2012 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 CBBCs

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

### Selling restrictions

The CBBCs 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 CBBCs 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.

### Index disclaimer

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### **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 CBBCs. If you have any concerns or doubts about the CBBCs, you should obtain independent professional advice.

### Non-collateralised structured products

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

#### Credit risk

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

### CBBCs are not principal protected and may become worthless

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

Unlike stocks, the CBBCs have a limited life and will be early terminated upon the occurrence of a Mandatory Call Event or expire on the Expiry Date. In the worst case, the CBBCs may be early terminated or expire with no value and you will lose all of your investment. The CBBCs may only be suitable for experienced investors who are willing to accept the risk that they may lose all their investment.

### The CBBCs can be volatile

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

- (i) the Strike Level and Call Level of the CBBCs;
- (ii) the likelihood of the occurrence of a Mandatory Call Event;
- the probable range of Residual Value (if any) upon the occurrence of a Mandatory Call Event;
- (iv) the time remaining to expiry;
- (v) the interim interest rates and expected dividend payments or other distributions on any components comprising the Index;
- (vi) the liquidity of the futures contracts relating to the Index;
- (vii) the supply and demand for the CBBCs;
- (viii) the probable range of the Cash Settlement Amount;
- (ix) the related transaction cost (including the Exercise Expenses, if any); and
- (x) the creditworthiness of the Issuer.

The value of the CBBCs may not correspond with the movements in the level of the Index. If you buy the CBBCs with a view to hedge against your exposure to any futures contract relating to the Index, it is possible that you could suffer loss in your investment in that futures contract and the CBBCs.

In particular, you should note that when the Spot Level of the Index is close to the Call Level, the trading price of the CBBCs will be more volatile. The change in the trading price of the CBBCs may not be comparable and may be disproportionate with the change in the Index level. In such case, a small change in the Index level may lead to a substantial price movement in the CBBCs.

### You may lose your entire investment when a Mandatory Call Event occurs

Unlike warrants, CBBCs has a mandatory call feature and trading in the CBBCs will be suspended when the Spot Level reaches the Call Level (subject to the circumstances in which a Mandatory Call Event will be reversed as set out in the sub-section titled "Mandatory Call Event is irrevocable" below). No investors can sell the CBBCs after the occurrence of a Mandatory Call Event. Even if the level of the Index bounces back in the right direction, the CBBCs which have been terminated as a result of the Mandatory Call Event will not be revived and investors will not be able to profit from the bounce-back. Investors may receive a Residual Value after the occurrence of a Mandatory Call Event but such amount may be zero.

### Mandatory Call Event is irrevocable

A Mandatory Call Event is irrevocable unless it is triggered as a result of any of the following events:

(i) report of system malfunction or other technical errors of HKEx (such as the setting up of wrong Call Level or other parameters) by the Stock Exchange to us; or

(ii) report of manifest errors caused by the relevant third party price source where applicable by us to the Stock Exchange,

and we agree with the Stock Exchange that such Mandatory Call Event is to be revoked provided that such mutual agreement must be reached no later than 30 minutes before the commencement of trading (including the pre-opening session) (Hong Kong time) on the Trading Day of the Stock Exchange immediately following the day on which the Mandatory Call Event occurs, or such other time as prescribed by the Stock Exchange from time to time.

In such case, the Mandatory Call Event so triggered will be reversed and all trades cancelled (if any) will be reinstated and the trading of the CBBCs will resume.

### **Delay in Mandatory Call Event notification**

We will notify the market as soon as reasonably practicable after the occurrence of a Mandatory Call Event. You should be aware that there may be a delay in our announcement of a Mandatory Call Event due to technical errors, system failures and other factors that are beyond the reasonable control of the Stock Exchange and us.

#### **Non-Recognition of Post MCE Trades**

The Stock Exchange and its recognised exchange controller, HKEx, will not incur any liability (whether based on contract, tort, (including, without limitation, negligence), or any other legal or equitable grounds and without regard to the circumstances giving rise to any purported claim except in the case of wilful misconduct on the part of the Stock Exchange and/or HKEx) for, any direct, consequential, special, indirect, economic, punitive, exemplary or any other loss or damage suffered or incurred by us or any other party arising from or in connection with the Mandatory Call Event or the suspension of trading (**"Trading Suspension"**) or the non-recognition of **Post MCE Trades"**), including without limitation, any delay, failure, mistake or error in the Trading Suspension or Non-Recognition of Post MCE Trades. We and our affiliates shall not have any responsibility for any losses suffered as a result of the Trading Suspension and/or Non-Recognition of Post MCE Trades in connection with the occurrence of a Mandatory Call Event, notwithstanding that such Trading Suspension or Non-Recognition of Post MCE Trades may have occurred as a result of an error in the observation of the event.

#### **Fluctuation in the Funding Cost**

The Issue Price of the CBBCs is set by reference to the difference between the initial reference spot level of the Index and the Strike Level, plus the applicable Funding Cost as of the Launch Date. The initial Funding Cost applicable to the CBBCs is specified on the cover page of this document. It will fluctuate throughout the life of the CBBCs as the funding rate may change from time to time. The funding rate is a rate determined by us based on one or more of the following factors, including but not limited to the Strike Level, the prevailing interest rate, the expected life of the CBBCs, any expected notional dividends in respect of any securities comprising the Index and the margin financing provided by us.

### Residual Value will not include residual Funding Cost

The Residual Value (if any) payable by us following the occurrence of a Mandatory Call Event will not include the residual Funding Cost for the CBBCs. When a Mandatory Call Event occurs, the investors will lose the Funding Cost for the full period.

### Our hedging activities

Our trading and/or hedging activities or those of our related parties related to the CBBCs and/or other financial instruments issued by us from time to time may have an impact on the Index level and may trigger a Mandatory Call Event.

In particular, when the Spot Level of the Index is close to the Call Level, our unwinding activities in relation to the Index may cause a fall or rise (as the case may be) in the Index level leading to a Mandatory Call Event as a result of such unwinding activities.

Before the occurrence of a Mandatory Call Event, we or our related party may unwind our hedging transactions relating to the CBBCs in proportion to the amount of the CBBCs we repurchase from the market from time to time. Upon the occurrence of a Mandatory Call Event, we or our related party may unwind any hedging transactions relating to the CBBCs. Such unwinding activities after the occurrence of a Mandatory Call Event may affect the Index level and consequently the Residual Value for the CBBCs.

#### Time decay

All other factors being equal, the value of a CBBC is likely to decrease over time. Therefore, the CBBCs 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 CBBCs and therefore the secondary market for the CBBCs may be limited. The more limited the secondary market, the more difficult it may be for you to realise the value in the CBBCs 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:

- (i) 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 CBBCs. However, we are not obliged to adjust the terms and conditions of the CBBCs for every event that affects the Index. Any adjustment or decision not to make any adjustment may adversely affect the value of the CBBCs. Please refer to Product Condition 5 for details about adjustments.

### Possible early termination

We may early terminate the CBBCs if it becomes illegal or impracticable for us (i) to perform our obligations under the CBBCs as a result of a change in law event, or (ii) to maintain our hedging arrangement with respect to the CBBCs 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 CBBCs 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 early termination or exercise and settlement of the CBBCs

There is a time lag between the early termination or exercise of the CBBCs and payment of the Residual Value or the Cash Settlement Amount payable at expiry 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 CBBCs. 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 CBBCs.

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 CBBCs 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 CBBCs. The evidence of your interest in the CBBCs, and the efficiency of the ultimate payment of the Residual Value or the Cash Settlement Amount payable at expiry 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 CBBCs. You do not have any direct contractual rights against us. To assert your rights as an investor in the CBBCs, 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 CBBCs 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 CBBCs 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 21 March 2012, Credit Suisse Group AG and Credit Suisse AG filed with the Securities and Exchange Commission a Form 6-K, which contains a media release regarding proposals for Credit Suisse Group AG's annual general meeting of 27 April 2012. We refer you to the complete Form 6-K dated 21 March 2012 as set out in Exhibit A of this document.
- 2. On 25 April 2012, Credit Suisse AG filed with the Securities and Exchange Commission a Form 6-K, which contains Credit Suisse Group AG's financial release for the first quarter of 2012. We refer you to the complete Form 6-K dated 25 April 2012 as set out in Exhibit B of this document.
- 3. On 27 April 2012, Credit Suisse Group AG and Credit Suisse AG filed with the Securities and Exchange Commission a Form 6-K, which contains two media releases by Credit Suisse Group AG and Credit Suisse AG in relation to (1) the step down of Karl Landert as Chief Information Officer and (2) the proposals approved in Credit Suisse Group AG's Annual General Meeting. We refer you to the complete Form 6-K dated 27 April 2012 as set out in Exhibit C of this document.
- 4. On 8 May 2012, 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 first quarter of 2012. The financial report is filed to supplement the Credit Suisse Group AG's financial release for the first quarter of 2012, which was filed in the Form 6-K on 25 April 2012. We refer you to the extract of this Form 6-K dated 8 May 2012 as set out in Exhibit D of this document. For further information on the financial report, we refer you to the complete Form 6-K dated 8 May 2012 on our website at *www.credit-suisse.com*.
- 5. On 8 May 2012, Credit Suisse Group AG and Credit Suisse AG filed with the Securities and Exchange Commission a Form 6-K, which contains a media release regarding final terms of the distribution of CHF 0.75 per registered share out of reserves from capital contributions of Credit Suisse Group AG for the financial year 2011. We refer you to the complete Form 6-K dated 8 May 2012 as set out in Exhibit E of this document.
- 6. On 11 May 2012, Credit Suisse Group AG and Credit Suisse AG filed with the Securities and Exchange Commission a Form 6-K, which contains a media release regarding executive appointments. We refer you to the complete Form 6-K dated 11 May 2012 as set out in Exhibit F of this document.
- 7. On 22 May 2012, Credit Suisse Group AG and Credit Suisse AG filed with the Securities and Exchange Commission a Form 6-K, which contains a media release regarding issuance of 24,195,537 new shares as a result of the scrip dividend elections for the financial year 2011 of Credit Suisse Group AG. We refer you to the complete Form 6-K dated 22 May 2012 as set out in Exhibit G of this document.
- 8. On 18 July 2012, Credit Suisse Group AG and Credit Suisse AG filed with the Securities and Exchange Commission a Form 6-K, which contains a media release relating to Credit Suisse Group AG's earnings results for the second quarter of 2012. We refer you to the extract of this Form 6-K dated 18 July 2012 as set out in Exhibit H of this document. For further information on the media release, we refer you to the complete Form 6-K dated 18 July 2012 on our website at *www.credit-suisse.com*.
- 9. On 24 July 2012, Credit Suisse AG filed with the Securities and Exchange Commission a Form 6-K, which contains Credit Suisse Group AG's financial release for the second quarter of 2012. We refer you to the extract of this Form 6-K dated 24 July 2012 as set out in Exhibit I of this document. For further information on the financial release, we refer you to the complete Form 6-K dated 24 July 2012 on our website at *www.credit-suisse.com*.
- 10. On 3 August 2012, 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 second quarter of 2012 (the financial report is filed to supplement the Credit Suisse Group AG's financial release for the second quarter of 2012, which was filed in the Form 6-K on 24 July 2012) and Credit Suisse AG's condensed consolidated financial statements for the six months ended 30 June 2012. We refer you to the extract of this Form 6-K dated 3 August 2012 as set out in Exhibit J of this document. For further information on the financial report and the condensed consolidated financial statements, we refer you to the complete Form 6-K dated 3 August 2012 on our website at *www.credit-suisse.com*.
- 11. On 25 October 2012, Credit Suisse AG filed with the Securities and Exchange Commission a Form 6-K, which contains Credit Suisse Group AG's financial release for the third quarter of 2012. We refer you to the extract of this Form 6-K dated 25 October 2012 as set out in Exhibit K of this document. For further information on the financial release, we refer you to the complete Form 6-K dated 25 October 2012 on our website at *www.credit-suisse.com*.

- 12. On 6 November 2012, 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 2012. The financial report is filed to supplement the Credit Suisse Group AG's financial release for the third quarter of 2012, which was filed in the Form 6-K on 25 October 2012. We refer you to the extract of this Form 6-K dated 6 November 2012 as set out in Exhibit L of this document. For further information on the financial report, we refer you to the complete Form 6-K dated 6 November 2012 on our website at *www.credit-suisse.com*.
- 13. On 20 November 2012, Credit Suisse Group AG and Credit Suisse AG filed with the Securities and Exchange Commission a Form 6-K, which contains a media release regarding organisational changes and executive appointments. We refer you to the complete Form 6-K dated 20 November 2012 as set out in Exhibit M of this document.
- 14. On 7 February 2013, 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 fourth quarter of 2012. We refer you to the extract of this Form 6-K dated 7 February 2013 as set out in Exhibit N of this document. For further information on the financial report, we refer you to the complete Form 6-K dated 7 February 2013 on our website at *www.credit-suisse.com*.
- 15. On 8 February 2013, Credit Suisse Group AG and Credit Suisse AG filed with the Securities and Exchange Commission a Form 6-K, which contains a media release regarding the proposed distribution to shareholders and changes to the board of directors. We refer you to the complete Form 6-K dated 8 February 2013 as set out in Exhibit O of this document.

### 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 21 March 2012, 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 21, 2012

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.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

### Yes 🗆

No 🗵

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

This report on Form 6-K is being filed by Credit Suisse Group AG and Credit Suisse AG and is hereby incorporated by reference into the Registration Statements on Form F-3 (file nos. 333-158199 and 333-174243).



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### **Media Release**

### Proposals for the Annual General Meeting of April 27, 2012

The Board of Directors of Credit Suisse Group AG today published the agenda for the Annual General Meeting.

- Proposed for election to the Board of Directors as new members are Iris Bohnet and Jean-Daniel Gerber
- Proposed for re-election to the Board of Directors are five current members: Walter B. Kielholz, Andreas N. Koopmann, Richard E. Thornburgh, John Tiner, Urs Rohner
- Proposal for the distribution of CHF 0.75 per registered share against reserves from capital
  contributions for the financial year 2011 in the form of either a scrip dividend, a cash distribution or
  a combination thereof granting eligible shareholders the option to receive the distribution in new
  shares or in cash
- Proposals for amendments to the Articles of Association to provide for an increase of authorized capital in relation to the proposed scrip dividend and for the creation of a new class of capital (Wandlungskapital or conversion capital) which may be used exclusively for regulatory purposes and for the issuance of financial market Instruments with conversion features such as Buffer Capital Notes or contingent convertible bonds (CoCos); conversion capital was specifically introduced under the new Swiss banking law and permits the issuance of such instruments exempt from stamp duty
- Consultative vote on the 2011 Compensation Report

The 2011 Annual Report will be available online from 07:15 CET on Friday, March 23, 2012.

Zurich, March 21, 2012 The Board of Directors of Credit Suisse Group AG today announced its proposals for the Annual General Meeting of April 27, 2012. The agenda includes proposals for the election of Iris Bohnet and Jean-Daniel Gerber to the Board of Directors. The Board of Directors also proposes to increase authorized capital in order to cover the issuance and delivery of a maximum of 50 million new registered shares to shareholders under the proposed scrip dividend. The Board of Directors further proposes to create conversion capital with a maximum of 200 million shares in order to be able to issue further loss absorbing capital instruments under the Swiss "too big to fail" legislation.

For the Annual General Meeting of April 27, 2012 the Board of Directors of Credit Suisse Group AG proposes that Iris Bohnet and Jean-Daniel Gerber be elected as new members to the Board of Directors for a term of three years. Iris Bohnet, a Swiss citizen, is Academic Dean and Professor of Public Policy at the Harvard Kennedy School. Jean-Daniel Gerber, a Swiss citizen, was Director of the Swiss State Secretariat for Economic Affairs (SECO) between 2004 and 2011.

Proposed for re-election are the following five Board members, whose terms of office expire on the date of the 2012 Annual General Meeting:



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Walter B. Kielholz (member of the Board since 1999; member of the Chairman's and Governance Committee; member of the Compensation Committee) for a term of two years

Andreas N. Koopmann (member of the Board since 2009; member of the Risk Committee) for a term of three years

Richard E. Thornburgh (member of the Board since 2006; Chairman of the Risk Committee; member of the Chairman's and Governance Committee; member of the Audit Committee) for a term of three years

John Tiner (member of the Board since 2009; Chairman of the Audit Committee; member of the Chairman's and Governance Committee; member of the Risk Committee) for a term of three years

Urs Rohner (member of the Board since 2009; Chairman of the Board of Directors since the Annual General Meeting 2011 and Chairman of the Chairman's and Governance Committee) for a term of three years

#### Distribution out of reserves from capital contributions\*

As previously announced, the Board of Directors proposes for the financial year 2011 the distribution of CHF 0.75 per share out of reserves from capital contributions in the form of either a scrip dividend, a cash distribution or a combination thereof. This allows Credit Suisse Group AG to pay a distribution to its shareholders while retaining regulatory capital. Credit Suisse Group AG shareholders will be entitled to elect to either receive new shares, subject to any legal restrictions applicable in their home jurisdiction, or to receive a cash distribution in the amount of CHF 0.75 per registered share. Should no election be made, the distribution will be paid out entirely in cash.

The distribution is scheduled for May 23, 2012.

With respect to the receipt of new shares, the Board of Directors proposes a subscription ratio which will be determined based on the average of the opening and closing prices from April 30, 2012, to May 7, 2012, of the shares of Credit Suisse Group AG listed on the SIX Swiss Exchange. The issue price of the new shares will be determined by this average with a discount of approximately 8%, less the distribution of CHF 0.75 per registered share. The exact issue price will be determined by the Board of Directors on May 7, 2012 (after the exchange closes) and published on May 8, 2012 (before the exchange opens).

The election period during which eligible shareholders can make their election on how to receive their distribution will take place from May 9, 2012 through May 18, 2012 (17:00 CEST).

Further information with respect to the scrip dividend may be found in the "Shareholder Information – Summary Document" which can be accessed at: www.credit-suisse.com/agm

#### Increase of authorized capital

The Board of Directors proposes to increase authorized capital in relation to the proposed distribution in the form of either a scrip dividend or a cash distribution. The new shares to be issued in relation to shareholders electing to receive shares in lieu of a cash distribution shall be issued out of authorized capital. The Board of Directors estimates that a maximum of 50 million new registered shares will be required in the event that all shareholders elect to receive shares.

The Board of Directors therefore proposes that the authorized capital be increased from a maximum of CHF 4 million (equivalent to 100 million shares) to a maximum of CHF 6 million (equivalent to 150 million shares), out of which 50 million new registered shares are reserved exclusively for the issuance and delivery to shareholders under the scrip dividend.



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### **Creation of conversion capital**

The Board of Directors proposes the creation of conversion capital in relation to the Swiss "too big to fail" legislation which became effective on March 1, 2012. This legislation contains measures aimed at considerably strengthening the loss-absorbing capital base for banks beyond the requirements set out under the Basel III framework. In anticipation of these regulatory changes, Credit Suisse Group AG has adopted a responsive and consistent capital strategy over recent years. It significantly increased its regulatory capital, with a Tier 1 ratio under Basel II of 18.1% as of the end of 2011, up from 11.1% as of the end of 2007.

Credit Suisse Group AG already secured the high-triggering contingent capital required by the "too big to fail" legislation in the form of Buffer Capital Notes. In addition, Credit Suisse Group AG is required to build up a progressive capital component of loss absorbing capital instruments in the amount of up to 6% of total risk weighted assets.

For this purpose, the revised Swiss Banking Act provides the corporate capital framework by introducing conversion capital as a new kind of capital for banks. Conversion capital may only be used for regulatory purposes and for the issuance of financial market instruments with conversion features such as contingent convertible bonds (CoCos). Conversion capital has the advantage that the issuance is exempt from the stamp duty tax under Swiss law. The Board of Directors therefore proposes that conversion capital be created in a maximum amount of CHF 8 million (equivalent to a maximum of 200 million shares).

### 2011 Compensation Report

Consistent with the practice in prior years, the 2011 Compensation Report, which forms part of Credit Suisse Group AG's Annual Report, will be presented to the Annual General Meeting for a consultative vote.

### Invitation to the Annual General Meeting and publication of agenda

The invitation and agenda as well as a letter from the Chairman of the Board of Directors to shareholders are available from today on the Credit Suisse website at: www.credit-suisse.com/agm

### 2011 Annual Report

Credit Suisse Group AG's 2011 Annual Report as well as its Corporate Responsibility Report and Company Profile will be available from 07:15 CET on Friday, March 23, 2012 on the Credit Suisse website and can be ordered at: www.credit-suisse.com/annualreporting

### Biographies of candidates proposed for election to the Board of Directors

**Iris Bohnet**, born 1966, is Academic Dean and Professor of Public Policy at the Harvard Kennedy School. Her research interests and teaching activities include behavioral economics, game theory and negotiation analysis, often with a gender or cross-cultural perspective. Iris Bohnet also serves on the boards of the Graduate Institute of International and Development Studies, Geneva, and several academic journals. A Swiss citizen, she received her Ph.D. in Economics from the University of Zurich, where she graduated in economic history, economics and political science. She was a Visiting Scholar at the Haas School of Business at the University of California at Berkeley before she joined the Harvard Kennedy School in 1998 where she became Assistant Professor and later Associate Professor and, in 2006, Professor of Public Policy.



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Jean-Daniel Gerber, born 1946, was State Secretary and Director of the Swiss State Secretariat for Economic Affairs (SECO) between 2004 and 2011. Before that, he served as Director of the Swiss Federal Office for Migration from 1997 to 2004 and as Executive Director at the World Bank Group from 1993 to 1997. He was also a Swiss representative at the World Trade Organization (WTO) and Head of the Economic and Financial Affairs Section of the Swiss Embassy in Washington, DC. Since April 2011 he has also been a member of the Board of Directors of Lonza Group Ltd. A Swiss citizen, he holds a degree in Economics from the University of Berne and was awarded an honorary doctorate by the Faculty of Economics and Social Sciences of the University of Berne.

The biographies of the current members of the Board of Directors of Credit Suisse Group AG are available at: www.credit-suisse.com/governance

\* This press 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 AG 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 press 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 AG as part of the 2011 distribution solely based on the terms and conditions of the 2011 distribution and the additional information contained in the relevant documents. This press release does not constitute a recommendation to eligible shareholders to elect to receive new shares of Credit Suisse Group AG as part of the 2011 distribution. Eligible shareholders are furthermore advised to consult their legal advisor, custodian bank or financial adviser before making any decision.

### 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 highnet-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 49,700 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 and non-GAAP information

This press release contains statements that constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. 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 2012 and beyond;
- the direct and indirect impacts of continuing deterioration or slow recovery in residential and commercial real estate markets;
- adverse rating actions by credit rating agencies in respect of sovereign issuers, structured credit products or other credit-related exposures;



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- the ability to achieve our strategic 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, nationalization or confiscation of assets in countries in which we conduct our 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 in which we conduct our 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 acquired 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, as well as the information set forth in our Annual Report 2010 under IX – Additional information – Risk Factors.

This press release contains non-GAAP financial information. Information needed to reconcile such non-GAAP financial information to the most directly comparable measures under GAAP can be found herein and/or in the Credit Suisse Financial Report 4Q11.

### **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 GROUP AG and CREDIT SUISSE AG (Registrant)

By:/s/ Christian Schmid Manging Director

> /s/ Claude Jehle Director

Date: March 21, 2012

### EXHIBIT B

### 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 25 April 2012, 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

April 25, 2012

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.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes 🛛

No 🗵

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-.

### Introduction

This report filed on Form 6-K contains certain information about Credit Suisse AG to be incorporated by reference in the Registration Statement on Form F-3 (file no. 333-180300). Credit Suisse Group AG's financial release for the first quarter of 2012 (Credit Suisse Financial Release 1012) is attached as an exhibit to this Form 6-K and was filed with the US Securities and Exchange Commission (SEC) on April 25, 2012. The Bank is incorporating by reference the Credit Suisse Financial Release 1012 (except for the sections entitled "Dear shareholders", "Investor information" and "Financial calendar and contacts"). On or about May 8, 2012, Credit Suisse will publish and file with the SEC the Financial Report 1012, which will include additional disclosures on (i) fair value of financial instruments, (ii) loans, allowance for loan losses and credit quality, (iii) derivatives and hedging activities, (iv) investment securities, (v) guarantees and commitments, (vi) assets pledged or assigned, and (vii) transfers of financial assets and variable interest entities.

Unless the context otherwise requires, reference herein to "Credit Suisse Group", "Credit Suisse", "the Group", "we", "us" and "our" mean Credit Suisse Group AG and its consolidated subsidiaries and the term "the Bank" means Credit Suisse AG, the Swiss bank subsidiary of the Group, and its consolidated subsidiaries.

The Bank, a Swiss bank and joint stock corporation established under Swiss law, 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.

The Credit Suisse Financial Release 1012 contains information for the three months ended March 31, 2012. The Group's independent registered public accounting firm has not completed its review of the condensed consolidated financial statements (unaudited) for the three months ended March 31, 2012 and the Group has not finalized its Financial Report for the period. Accordingly, such financial information is subject to completion of quarter-end procedures which may result in changes to that information.

### **Forward-Looking Statements**

This Form 6-K and the information incorporated by reference in this Form 6-K include statements that constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In addition, in the future the Group, the Bank and others on their behalf may make statements that constitute forward-looking statements.

When evaluating forward-looking statements, you should carefully consider the cautionary statement regarding forward-looking information, the risk factors and other information set forth in the Group's and the Bank's annual report on Form 20-F for the year ended December 31, 2011 (the Credit Suisse 2011 20-F), and subsequent annual reports on Form 20-F filed by the Group and the Bank with the SEC and the Group's and the Bank's reports on Form 6-K furnished to or filed with the SEC, and other uncertainties and events.

# **Key information**

# Selected financial data

### Selected operations statement information

in	1Q12	1Q11	% change
Statements of operations (CHF million)			
Net revenues	5,838	7,773	(25)
Provision for credit losses	13	(19)	_
Compensation and benefits	3,613	3,912	(8)
General and administrative expenses	1,608	1,602	0
Commission expenses	412	492	(16)
Total other operating expenses	2,020	2,094	(4)
Total operating expenses	5,633	6,006	(6)
Income before taxes	192	1,786	(89)
Income tax expense	23	449	(95)
Net income	169	1,337	(87)
Net income/(loss) attributable			
to noncontrolling interests	205	395	(48)
Net income/(loss) attributable to shareholders	(36)	942	-

### Selected balance sheet information

end of	1Q12	4Q11	% change
Balance sheet statistics (CHF million)			
Total assets	975,915	1,023,175	(5)
Share capital	4,400	4,400	0

For additional information on the condensed consolidating statements of operations for the three months ended March 31, 2012 and 2011 and the condensed consolidating balance sheets as of March 31, 2012 and December 31, 2011, refer to Note 28 – Subsidiary guarantee information in III – Condensed consolidated financial statements – unaudited in the Credit Suisse Financial Release 1012. For a detailed description of factors that affect the results of operations of the Bank, refer to II – Operating and financial review – Operating environment in the Credit Suisse 2011 20-F and I – Credit Suisse results – Operating environment in the Credit Suisse Financial Release 1012.

### **BIS statistics (Basel II.5)**

end of	1Q12	4Q11	% change
Capital (CHF million)			
Tier 1 capital	32,963	33,459	(1)
of which hybrid instruments	9,046	10,888	(17)
Total BIS eligible capital	43,166	46,628	(7)
Capital ratios (%)			
Tier 1 ratio	14.8	14.5	_
Total capital ratio	19.4	20.2	_

# 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, Investment Banking and Asset Management 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 three 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 Clariden Leu, Neue Aargauer Bank and BANK-now, which are managed as part of Private Banking. Core Results also includes certain Group corporate center activities 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
Clariden Leu <sup>1</sup>	Banking and securities
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

<sup>1</sup> Credit Suisse AG merged with Clariden Leu AG on April 2, 2012, assuming all of its rights and obligations. The process of integrating all the business activities of Clariden Leu is expected to be completed by the end of 2012.

### Comparison of selected operations statement information

		Bank		Group
in	1Q12	1Q11	1Q12	1Q11
Statements of operations (CHF million)				
Net revenues	5,838	7,773	6,047	8,156
Total operating expenses	5,633	6,006	5,815	6,197
Income before taxes	192	1,786	198	1,966
Net income	169	1,337	214	1,501
Net income/(loss) attributable to shareholders	(36)	942	44	1,139

### Comparison of selected balance sheet information

		Bank		Group
end of	1Q12	4Q11	1Q12	4Q11
Balance sheet statistics (CHF million)				
Balance sheet statistics (CHF million) Total assets	975,915	1,023,175	1,000,020	1,049,165

For information on the operating and financial review and prospects of the Bank, refer to I – Credit Suisse results on pages 6 to 36. This section is included in the Credit Suisse Financial Release 1Q12.

## **Treasury and Risk Management**

For information on the Bank's treasury and risk management, refer to II – Treasury, risk, balance sheet and off-balance sheet on pages 38 to 58 of the Credit Suisse Financial Release 1Q12.

### **Exhibits**

### No. Description

99.1 Credit Suisse Financial Release 1012

### 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: April 25, 2012

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

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

### EXHIBIT C

### 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 April 2012, 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**

April 27, 2012

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):

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Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes 🗆

No 🖂

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-.

On April 27, 2011, the two press releases included in this Form 6-K were published. This report on Form 6-K of Credit Suisse Group AG and Credit Suisse AG hereby incorporates 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) the following: (A) the release entitled "Karl Landert to step down as Chief Information Officer of Credit Suisse" and (B) the following sections of the release entitled "Annual General Meeting of Shareholders of Credit Suisse Group AG: All Proposals Put Forward by the Board of Directors Approved": "Election of new members of the Board of Directors", "Re-election of five members of the Board of Directors", "Distribution against reserves from capital contributions" (including the footnote relating to that section), "Creation of conversion capital", "Increase of authorized capital", "2011 Compensation Report", "Composition of the Board of Directors as of April 27, 2012" and "Cautionary statement regarding forward-looking information".



## Media Release

## Karl Landert to step down as Chief Information Officer of Credit Suisse

Zurich, April 27, 2012 Credit Suisse announced today that Karl Landert, Chief Information Officer (CIO) of Credit Suisse, is to step down from his current position. Karl Landert joined the bank in 2001 and has served as CIO of Credit Suisse since 2008.

David Mathers, Chief Financial Officer of Credit Suisse and a member of the Executive Board, will assume full responsibility for the IT organization in addition to his current role.

Urs Rohner, Chairman of the Board of Directors, said: «On behalf of the Board of Directors, I wish to thank Karl very much for the major role he played in the development and implementation of Credit Suisse's integrated banking model within the IT division and for his commitment and loyalty to Credit Suisse. We are pleased to have such a highly-qualified and experienced manager as David Mathers to lead the IT organization going forward. David possesses vast financial and business expertise, which will be key to ensuring continuity in this important function.»

Brady W. Dougan, Chief Executive Officer, said: «Karl has provided tremendous leadership and wise counsel during the past 11 years; he has made significant contributions to the success of the bank by driving the IT agenda and delivering strategic technology solutions for the benefit of our clients around the world. The integration of our Finance, Operations and IT functions will support the evolution of the bank's strategy, while reinforcing the importance of sustaining overall cost efficiency and organizational flexibility and of developing a single operating platform for the bank. Credit Suisse is fortunate to have someone as capable and talented as David to assume the leadership of the new Finance, IT and Operations division.»

Karl Landert will step down from the Executive Board of Credit Suisse on April 30, 2012 and will work closely with David Mathers to manage the transition.

### 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 48,700 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 within the meaning of the Private Securities Litigation Reform Act of 1995. 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 2012 and beyond;
- the direct and indirect impacts of continuing deterioration or slow recovery in residential and commercial real estate markets;
- adverse rating actions by credit rating agencies in respect of sovereign issuers, structured credit products or other creditrelated exposures;
- the ability to achieve our strategic 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, nationalization or confiscation of assets in countries in which we conduct our 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 in which we conduct our 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 acquired 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, as well as the information set forth in our Annual Report 2011 under "Risk factors" in the Appendix.



## Media Release

## Annual General Meeting of Shareholders of Credit Suisse Group AG: All Proposals Put Forward by the Board of Directors Approved

Zurich, April 27, 2012 The shareholders of Credit Suisse Group AG have approved all of the proposals put forward by the Board of Directors at today's Annual General Meeting in Zurich. Iris Bohnet and Jean-Daniel Gerber were elected as new members of the Board of Directors. Five members of the Board of Directors whose terms of office expired today were re-elected. The shareholders approved the distribution of CHF 0.75 per registered share, which shareholders can elect to receive either in the form of shares (scrip dividend) or in cash or a combination thereof. Shareholders also approved the creation of a new form of capital (conversion capital), which may be used exclusively for regulatory purposes and for the issuance of financial market instruments with conversion features; the shareholders also voted in favor of an increase in authorized capital, which will be used to issue shares for the scrip dividend. The Annual General Meeting of Shareholders also approved the 2011 Compensation Report.

At today's Annual General Meeting of Credit Suisse Group AG in Zurich, shareholders approved all of the proposals put forward by the Board of Directors.

### Election of new members of the Board of Directors

Iris Bohnet, Academic Dean and Professor of Public Policy at the Harvard Kennedy School, and Jean-Daniel Gerber, former Director of the Swiss State Secretariat for Economic Affairs (SECO) in the Federal Department of Economic Affairs, were newly elected to the Board of Directors for a term of three years.

#### Re-election of five members of the Board of Directors

Walter B. Kielholz was re-elected as a member of the Board of Directors for a term of two years. Andreas N. Koopmann, Urs Rohner, Richard E. Thornburgh and John Tiner were each re-elected as members of the Board of Directors for a term of three years.

### Distribution against reserves from capital contributions\*

Shareholders approved the distribution of CHF 0.75 per registered share against reserves from capital contributions. Shareholders can elect to receive either shares (scrip dividend), subject to any legal restrictions applicable in their home jurisdiction, or cash or a combination thereof. Should no election be made, the distribution will be paid out entirely in cash. The distribution is scheduled for May 23, 2012.

The subscription ratio that will apply to the receipt of new shares will be determined on the basis of the average of the opening and closing prices from April 30, 2012, to May 7, 2012, of the registered shares of Credit Suisse Group AG traded on the SIX Swiss Exchange AG. The issue price of the new shares will be determined by this average price, with a discount of approximately 8%, less the distribution of



CHF 0.75 per registered share. The reference share price, discount, issue price and subscription ratio will be published on May 8, 2012 (before 7.30 a.m. CEST).

Eligible shareholders can elect the form in which they wish to receive their scrip dividend from May 9, 2012, to May 18, 2012 (5.00 p.m. CEST).

Further information about the scrip dividend can be found in the documentation 'Scrip Dividend 2012: Shareholder Information – Summary Document', which can be viewed on the Credit Suisse website at: www.credit-suisse.com/agm

#### Creation of conversion capital

With 93.57% of the votes represented, shareholders approved the creation of conversion capital in a maximum amount of CHF 8 million (equivalent to 200 million registered shares). The conversion capital may only be used for regulatory purposes and for the issuance of financial market instruments with conversion features such as contingent convertible bonds (CoCos).

#### Increase of authorized capital

With 99.20% of the votes represented, the shareholders approved the increase in authorized capital by CHF 2 million (to a maximum of CHF 6 million) to ensure the issuance and delivery of a maximum of 50 million new registered shares from authorized capital to shareholders who elect to receive shares (scrip dividend).

#### 2011 Compensation Report

In a consultative vote, the shareholders approved the 2011 Compensation Report, with 67.63% of the votes represented.

### Statements by Urs Rohner, Chairman of the Board of Directors

Urs Rohner, Chairman of the Board of Directors of Credit Suisse Group, said: "The past year was marked by great uncertainty in the global economy. We witnessed an unprecedented level of market volatility, historically low interest rates and further massive changes in the regulatory environment. We responded to these challenges by adapting our business model and cost structures in particular. Our results for the first-quarter of 2012 show that we are on the right track. The changes we are making are also visible in our balance sheet. We have reduced risk-weighted assets by around one-third compared to last year and have further strengthened our capital position. With today's approval of the creation of conversion capital for the issuance of financial market instruments with conversion features and the approval of the increase of authorized capital, our shareholders have supported Credit Suisse's responsible long-term capital planning."

He added: "I am very pleased that Iris Bohnet and Jean-Daniel Gerber have been elected as new members of the Board of Directors. They are both proven experts who will use their considerable know-how and broad range of experience to further strengthen the Board of Directors and to support our bank as it addresses the challenges that lie ahead. The re-election of Walter B. Kielholz, Andreas N. Koopmann, Richard E. Thornburgh and John Tiner will ensure continuity within the Board of Directors."



### Voting results

All voting results and the speeches by Urs Rohner, the Chairman of the Board of Directors, and Brady Dougan, Chief Executive Officer, are available in English and German at: www.credit-suisse.com/agm

### Composition of the Board of Directors as of April 27, 2012

The composition of the Board of Directors following today's elections is shown below:

	End of current term of office	Chairman's and Governance Committee	Audit Committe	Compensation Committee	Risk Committee
Urs Rohner, Chairman	2015	Chairman	_	-	-
Peter Brabeck-Letmathe,	2014	Member	-	-	-
Vice Chairman					
Jassim Bin Hamad J.J. Al Thani	2013	-	-	-	_
Robert H. Benmosche	2013	-	_	Member	_
Iris Bohnet	2015	-	-	Member	-
Noreen Doyle	2013	_	_	-	Member
Jean-Daniel Gerber	2015	-	Member	-	-
Walter B. Kielholz	2014	Member	-	Member	-
Andreas N. Koopmann	2015	-	-	-	Member
Jean Lanier	2014	-	Member	Member	-
Anton van Rossum	2014	-	-	-	Member
Aziz R.D. Syriani	2013	Member	-	Chairman	_
David W. Syz	2013	-	Member	-	-
Richard E. Thornburgh	2015	Member	Member	-	Chairman
John Tiner	2015	Member	Chairman	-	Member

#### Inquiries

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\* This media release represents neither an offer to sell nor an invitation to subscribe or a request to submit an offer to buy or subscribe shares of Credit Suisse Group AG. It is not (or parts of it) or the fact of its dissemination to be used as a basis for a contract or a decision to conclude a contract. This media release does not represent a prospectus as defined by any applicable law. Eligible shareholders should make their decision to receive the distribution for 2011 in cash or in the form of new shares of Credit Suisse Group AG solely on the basis of the conditions for the 2011 distribution and the additional information in the relevant documents. This media release does not represent a recommendation to eligible shareholders to choose to receive the 2011 distribution in the form of new shares of Credit Suisse Group AG. Eligible shareholders are further advised to make a decision after consulting with their legal advisor, custodian bank or financial advisor.

### **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 48,700 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 within the meaning of the Private Securities Litigation Reform Act of 1995. 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 2012 and beyond;
- the direct and indirect impacts of continuing deterioration or slow recovery in residential and commercial real estate markets;
- adverse rating actions by credit rating agencies in respect of sovereign issuers, structured credit products or other credit-related exposures;
- the ability to achieve our strategic 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, nationalization or confiscation of assets in countries in which we conduct our 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 in which we conduct our 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 acquired 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, as well as the information set forth in our Annual Report 2011 under "Risk factors" in the Appendix.

## **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 GROUP AG and CREDIT SUISSE AG (Registrant)

By: /s/ Christian Schmid Christian Schmid Manging Director

> /s/ Claude Jehle Claude Jehle Director

Date: April 27, 2012

## 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 8 May 2012, contains Credit Suisse Group AG's financial report for the first quarter of 2012 (Credit Suisse Financial Report 1Q12) as described below. This financial report supplements Credit Suisse Group AG's financial release for the first quarter of 2012.

## 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

May 8, 2012

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.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes 🛛

No 🗵

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-.

## **Explanatory note**

This report on Form 6-K is filed solely to supplement the Credit Suisse Financial Release 1012, which was filed in our report on Form 6-K on April 25, 2012, primarily to include further disclosures on fair valuations and, in connection with the condensed consolidated financial statements, further disclosures on (i) fair value of financial instruments, (ii) loans, allowance for loan losses and credit quality, (iii) derivatives and hedging activities, (iv) investment securities, (v) guarantees and commitments, (vi) assets pledged or assigned and (vii) transfers of financial assets and variable interest entities, and the review report from Credit Suisse's independent registered public accounting firm.

This report on Form 6-K (including the exhibits hereto) is hereby incorporated by reference into the Registration Statement on Form F-3 (file no. 333-180300).

## **Exhibits**

## No. Description

99.1 Credit Suisse Financial Report 1012

## **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: May 8, 2012

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

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

## **Financial highlights**

			in / end of		% change
	1Q12	4Q11	1011	ΩοQ	YoY
Net income (CHF million)					
Net income/(loss) attributable to shareholders	44	(637)	1,139	-	(96)
Earnings per share (CHF)					
Basic earnings/(loss) per share	0.03	(0.62)	0.91	-	(97)
Diluted earnings/(loss) per share	0.03	(0.62)	0.90	-	(97)
Return on equity (%, annualized)					
Return on equity attributable to shareholders	0.5	(7.7)	13.4	-	-
Core Results (CHF million) <sup>1</sup>					
Net revenues	5,878	4,473	7,813	31	(25)
Provision for credit losses	34	97	(7)	(65)	_
Total operating expenses	5,804	5,374	6,195	8	(6)
Income/(loss) before taxes	40	(998)	1,625	-	(98)
Core Results statement of operations metrics (%) <sup>1</sup>					
Cost/income ratio	98.7	120.1	79.3	_	_
Pre-tax income margin	0.7	(22.3)	20.8	_	_
Effective tax rate	(40.0)	39.8	28.6	_	_
Net income margin <sup>2</sup>	0.7	(14.2)	14.6	-	-
Assets under management and net new assets (CHF billion)					
Assets under management	1,249.6	1,229.5	1,282.4	1.6	(2.6)
Net new assets	(7.1)	0.4	19.1	-	_
Balance sheet statistics (CHF million)					
Total assets	1,000,020	1,049,165	1,016,468	(5)	(2)
Net loans	231,696	233,413	222,510	(1)	4
Total shareholders' equity	33,585	33,674	34,057	0	(1)
Tangible shareholders' equity <sup>3</sup>	24,992	24,795	25,330	1	(1)
Book value per share outstanding (CHF)					
Total book value per share	27.43	27.59	28.36	(1)	(3)
Tangible book value per share <sup>3</sup>	20.41	20.32	21.10	0	(3)
Shares outstanding (million)					
Common shares issued	1,224.5	1,224.3	1,201.0	0	2
Treasury shares	0.0	(4.0)	0.0	100	· · · · · · · · · · · · · · · · · · ·
Shares outstanding	1,224.5	1,220.3	1,201.0	0	2
Market capitalization					
Market capitalization (CHF million)	31,507	27,021	46,876	17	(33)
Market capitalization (USD million)	34,911	28,747	51,139	21	(32)
BIS statistics (Basel II.5) <sup>4</sup>					
Risk-weighted assets (CHF million)	234,390	241,753	242,833	(3)	(3)
Tier 1 ratio (%)	15.6	15.2	14.7	_	
Core tier 1 ratio (%)	11.8	10.7	10.2	_	_
Number of employees (full-time equivalents)					
Number of employees	48,700	49,700	50,100	(2)	(3)
	,				(-)

<sup>1</sup> Refer to "Credit Suisse Reporting structure and Core Results" in I – Credit Suisse results – Credit Suisse for further information on Core Results. <sup>2</sup> Based on amounts attributable to shareholders. <sup>3</sup> A non-GAAP financial measure. Tangible shareholders' equity is calculated by deducting goodwill and other intangible assets from total shareholders' equity. <sup>4</sup> Reported under Basel II.5 since December 31, 2011. Previously reported under Basel II. Prior periods have been adjusted to conform to the current presentation. Refer to "Treasury management" in II – Treasury, Risk, Balance sheet and Off-balance sheet for further information.

## 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 8 May 2012, 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**

May 8, 2012

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):

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Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes 🗆

No 🖂

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-.

This report on Form 6-K 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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## Media Release

# Final terms of the distribution of CHF 0.75 per registered share out of reserves from capital contributions for the financial year 2011

Zurich, May 8, 2012 Credit Suisse Group AG today announced the final terms of the distribution of CHF 0.75 per registered share, which eligible shareholders can elect to receive either in the form of shares (scrip dividend) or in cash or a combination thereof as approved by the Annual General Meeting on April 27, 2012.

For the scrip dividend, the reference share price, calculated by the average of the opening and closing prices of the shares of Credit Suisse Group AG on SIX Swiss Exchange from April 30, 2012 to May 7, 2012, is CHF 21.16. Based on this, the Board of Directors has decided to set the discount at 7.84% to the reference share price. Further considering the distribution of CHF 0.75 per share, the issue price of the new Credit Suisse Group AG shares is CHF 18.75, resulting in a subscription ratio of 1 new share for 25 existing shares.

The Credit Suisse Group AG shares will trade ex-dividend as of May 9, 2012. The election period during which eligible shareholders can make their election on how to receive their distribution will take place from May 9, 2012 through May 18, 2012 (17:00 CEST). The delivery, listing and trading of the new Credit Suisse Group AG shares as well as the payment of the cash distribution is planned for May 23, 2012.

Further information about the scrip dividend for the financial year 2011 may be found in the documentation 'Scrip Dividend 2012: Shareholder Information – Summary Document', which can be viewed on the Credit Suisse website at: www.credit-suisse.com/dividend

This press 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 AG 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 press release does not constitute a prospectus within the meaning of any applicable law. Eligible shareholders should make their decision to receive new shares of Credit Suisse Group AG or to receive a cash distribution as part of the 2011 distribution solely based on the terms and conditions of the 2011 distribution and the additional information contained in the relevant documents. This press release does not constitute a recommendation to eligible shareholders to elect to receive new shares of Credit Suisse Group AG as part of the 2011 distribution. Eligible shareholders are furthermore advised to consult their legal advisor, custodian bank or financial adviser before making any decision.

### Information

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## 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 48,700 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 within the meaning of the Private Securities Litigation Reform Act of 1995. 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 2012 and beyond;
- the direct and indirect impacts of continuing deterioration or slow recovery in residential and commercial real estate markets;
- adverse rating actions by credit rating agencies in respect of sovereign issuers, structured credit products or other creditrelated exposures;
- the ability to achieve our strategic 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, nationalization or confiscation of assets in countries in which we conduct our 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 in which we conduct our operations;
- the effects of changes in laws, regulations or accounting policies or practices;
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  products and services by users;
- acquisitions, including the ability to integrate acquired 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, as well as the information set forth in our Annual Report 2011 under "Risk factors" in the Appendix.

## **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 GROUP AG and CREDIT SUISSE AG (Registrant)

By: /s/ Christian Schmid Christian Schmid Manging Director

> /s/ Claude Jehle Claude Jehle Director

Date: May 8, 2012

## EXHIBIT F

## 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 11 May 2012, 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

May 11, 2012

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.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes 🗋

No 🗵

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

This report on Form 6-K 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 P.O. Box CH-8070 Zurich Switzerland

## Media Release

**Credit Suisse Executive Appointments** 

Antonio Quintella appointed Chairman of Credit Suisse Hedging-Griffo

Robert Shafir appointed CEO of Credit Suisse Americas in addition to his current role as CEO of Credit Suisse Asset Management

Zurich, May 11, 2012 Credit Suisse today announced the following changes to its Executive Board, effective May 31, 2012.

Antonio Quintella, currently CEO of Credit Suisse Americas and a member of the Executive Board of Credit Suisse, has been appointed Chairman of Credit Suisse Hedging-Griffo. After acquiring a majority stake in Hedging-Griffo in 2007, Credit Suisse became the leading asset and wealth manager in Brazil. Brazil is a key market and a cornerstone of Credit Suisse's leading Emerging Markets business.

As the former CEO of Brazil and CEO of Credit Suisse Americas, Antonio Quintella is ideally qualified to further develop Credit Suisse's wealth management business and to deliver the integrated bank to clients in one of our most dynamic growth markets. In his new role, he will relocate to São Paulo and report to Hans-Ulrich Meister, CEO of Credit Suisse Private Banking, and to Robert Shafir, CEO of Credit Suisse Asset Management. Antonio Quintella will step down from the Executive Board of Credit Suisse, effective May 31, 2012.

Robert Shafir has been appointed CEO of Credit Suisse Americas. He will assume this role in addition to his current role as CEO of Credit Suisse Asset Management. Robert Shafir was CEO of Credit Suisse Americas from 2007 to 2010, the last two years of which he was both CEO of Credit Suisse Asset Management and CEO of Credit Suisse Americas. He will remain a member of the Executive Board of Credit Suisse.

\*\*\*

**Robert Shafir** is CEO of Credit Suisse Asset Management and CEO of Credit Suisse Americas. He is a member of the Executive Board of Credit Suisse, based in New York. He is also Chairman of the Management Committee of Asset Management and of the Americas CEO Management Committee.

In August 2007, Robert Shafir joined Credit Suisse from Lehman Brothers, where he was Head of Equities and a member of the Executive Committee. During his 17 years at Lehman Brothers, he also held other senior roles, including Head of European Equities and Global Head of Equities Trading, and played a key role in building its Equities business into a global, institutionally-focused franchise. Prior to that, he worked at Morgan Stanley in the Preferred Stock business within the Fixed Income division.



Media Release May 11, 2012 Page 2/3

Robert Shafir graduated with a B.A. in Economics from Lafayette College and an M.B.A. from Columbia Business School.

Antonio Quintella is Chairman of Credit Suisse Hedging-Griffo, based in São Paulo, Brazil. From July 2010 to May 2012, he served as CEO of Credit Suisse Americas and CEO of Brazil.

Antonio Quintella joined Credit Suisse in 1997 from ING Barings as a Senior Relationship Banker in the Investment Banking division and was named CEO of Credit Suisse's Brazil operations in 2003. As CEO of Brazil, he has overseen the expansion of the bank's presence in this important market, including the acquisition of a majority stake in Hedging-Griffo, a leading independent asset management and private banking firm in Brazil, in 2007.

Antonio Quintella is a member of the Global Advisory Council of the London Business School and a Director of The New York Philharmonic.

He holds a B.A. in Economics from Pontifícia Universidade Católica in Rio de Janeiro and an M.B.A. from the London Business School.

#### 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 48,700 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 within the meaning of the Private Securities Litigation Reform Act of 1995. 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 2012 and beyond;
- the direct and indirect impacts of continuing deterioration or slow recovery in residential and commercial real estate markets;
- adverse rating actions by credit rating agencies in respect of sovereign issuers, structured credit products or other credit-related exposures;
- the ability to achieve our strategic objectives, including improved performance, reduced risks, lower costs, and more efficient use of capital;



Media Release May 11, 2012 Page 3/3

- 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, nationalization or confiscation of assets in countries in which we conduct our 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 in which we conduct our 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 acquired 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, as well as the information set forth in our Annual Report 2011 under "Risk factors" in the Appendix.

## **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 GROUP AG and CREDIT SUISSE AG (Registrant)

By:/s/ Christian Schmid Christian Schmid Manging Director

> /s/ Claude Jehle Claude Jehle Director

Date: May 11, 2012

## 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 22 May 2012, 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

May 22, 2012

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.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes 🗆

No 🗵

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

This report on Form 6-K 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**

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## **Media Release**

# Scrip dividend for the financial year 2011: Announcement of number of new Credit Suisse Group AG shares to be issued

Zurich, May 22, 2012 Credit Suisse Group AG today announced the issuance of 24,195,537 new shares as a result of the scrip dividend elections, representing 1.9% of the Credit Suisse Group AG share capital currently issued.

The election period during which eligible shareholders could make their election on how to receive their distribution for the financial year 2011 ended on May 18, 2012 (17:00 CEST). During the election period, 604,888,425 election rights were exercised for the receipt of new Credit Suisse Group AG shares. This results in 24,195,537 new Credit Suisse Group AG shares to be issued out of authorized capital, representing 1.9% of the share capital of Credit Suisse Group AG currently issued.

48% of the distribution for the financial year 2011 will be paid in new shares of Credit Suisse Group AG. Election rights not exercised for the receipt of new Credit Suisse Group AG shares during the election period will be paid out in cash in the amount of CHF 0.75 per registered share.

The delivery and listing of the new Credit Suisse Group AG shares as well as the payment of the cash distribution is expected to occur on May 23, 2012.

This press 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 AG 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 press release does not constitute a prospectus within the meaning of any applicable law.

#### 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 48,700 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 within the meaning of the Private Securities Litigation Reform Act of 1995. 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.



Media Release May 22, 2012 Page 2/2

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 2012 and beyond;
- the direct and indirect impacts of continuing deterioration or slow recovery in residential and commercial real estate markets;
- adverse rating actions by credit rating agencies in respect of sovereign issuers, structured credit products or other credit-related exposures;
- the ability to achieve our strategic 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, nationalization or confiscation of assets in countries in which we conduct our 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 in which we conduct our 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 acquired 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, as well as the information set forth in our Annual Report 2011 under "Risk factors" in the Appendix.

### **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 GROUP AG and CREDIT SUISSE AG (Registrant)

By:/s/ Christian Schmid Christian Schmid Manging Director

> /s/ Claude Jehle Claude Jehle Director

Date: May 22, 2012

### EXHIBIT H

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

This extract of Form 6-K was filed with the US Securities and Exchange Commission on 18 July 2012, 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

July 18, 2012

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.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

#### Yes 🗆

No 🗵

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-.

# Introduction

This report filed on Form 6-K contains information on Credit Suisse Group AG and Credit Suisse AG and consists of a Media Release relating to 2Q12 earnings results and other information, which is attached as an exhibit to this Form 6-K and all of which, except the four paragraphs following the heading "Credit Suisse Group today announced its 2Q12 results, decisive measures to improve efficiency and to strengthen its capital position in preparation for Basel III regulatory requirements" (such heading being found on the first page of the Media Release), is incorporated herein by reference. On or about July 24, 2012, the Financial Release for 2Q12 of Credit Suisse, which will include additional disclosure, will be published and filed with the US Securities and Exchange Commission (SEC).

Unless the context otherwise requires, references herein to "Credit Suisse Group", "Credit Suisse," "the Group," "we," "us" and "our" mean Credit Suisse Group AG and its consolidated subsidiaries and the term "the Bank" means Credit Suisse AG, the Swiss bank subsidiary of the Group, and its consolidated subsidiaries.

References herein to "CHF" are to Swiss francs.

This report on Form 6-K (including the exhibits hereto) 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).

The information in the Exhibit hereto contains information for the three and six months ended June 30, 2012. The Group's independent registered public accounting firm has not completed its review of the condensed consolidated financial statements (unaudited) for the three and six months ended June 30, 2012 and the Group has not finalized its financial reporting for the period. Accordingly, such financial information is subject to completion of quarter-end procedures which may result in changes to that information.

# **Forward-looking statements**

This Form 6-K and the information incorporated by reference in this Form 6-K include statements that constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In addition, in the future the Group, the Bank and others on its or their behalf may make statements that constitute forward-looking statements.

When evaluating forward-looking statements, you should carefully consider the cautionary statement regarding forward-looking information, the risk factors and other information set forth in the Group's annual report on Form 20-F for the year ended December 31, 2011, and subsequent annual reports on Form 20-F filed by the Group with the SEC and the Group's and Bank's reports on Form 6-K furnished to or filed with the SEC, and other uncertainties and events.

# Exhibits

No. Description

99.1 Credit Suisse Media Release, dated July 18, 2012

### **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/ Claude Jehle Claude Jehle Director

Date: July 18, 2012

### EXHIBIT I

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

This extract of Form 6-K was filed with the US Securities and Exchange Commission on 24 July 2012, 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

July 24, 2012

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.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes 🛛

No 🗵

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-.

# Introduction

This report filed on Form 6-K contains certain information about Credit Suisse AG to be incorporated by reference in the Registration Statement on Form F-3 (file no. 333-180300). Credit Suisse Group AG's financial release for the second quarter of 2012 (Credit Suisse Financial Release 2012) is attached as an exhibit to this Form 6-K and was filed with the US Securities and Exchange Commission (SEC) on July 24, 2012. The Bank is incorporating by reference the Credit Suisse Financial Release 2012 (except for the sections entitled "Dear shareholders", "Investor information" and "Financial calendar and contacts"). On or about August 7, 2012, Credit Suisse will publish and file with the SEC the Financial Report 2012, which will include additional disclosures on (i) fair value of financial instruments, (ii) loans, allowance for loan losses and credit quality, (iii) derivatives and hedging activities, (iv) investment securities, (v) guarantees and commitments, (vi) assets pledged or assigned, and (vii) transfers of financial assets and variable interest entities.

Unless the context otherwise requires, reference herein to "Credit Suisse Group", "Credit Suisse", "the Group", "we", "us" and "our" mean Credit Suisse Group AG and its consolidated subsidiaries and the term "the Bank" means Credit Suisse AG, the Swiss bank subsidiary of the Group, and its consolidated subsidiaries.

The Bank, a Swiss bank and joint stock corporation established under Swiss law, 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.

The Credit Suisse Financial Release 2012 contains information for the three and six months ended June 30, 2012. The Group's independent registered public accounting firm has not completed its review of the condensed consolidated financial statements (unaudited) for the three and six months ended June 30, 2012 and the Group has not finalized its Financial Report for the period. Accordingly, such financial information is subject to completion of quarter-end procedures which may result in changes to that information.

### **Forward-Looking Statements**

This Form 6-K and the information incorporated by reference in this Form 6-K include statements that constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In addition, in the future the Group, the Bank and others on their behalf may make statements that constitute forward-looking statements.

When evaluating forward-looking statements, you should carefully consider the cautionary statement regarding forward-looking information, the risk factors and other information set forth in the Group's and the Bank's annual report on Form 20-F for the year ended December 31, 2011 (the Credit Suisse 2011 20-F), and subsequent annual reports on Form 20-F filed by the Group and the Bank with the SEC and the Group's and the Bank's reports on Form 6-K furnished to or filed with the SEC, and other uncertainties and events.

# **Key information**

# Selected financial data

### Selected operations statement information

in	2Q12	2Q11	% change	6M12	6M11	% change
Statements of operations (CHF million)						
Net revenues	6,011	6,604	(9)	12,061	14,639	(18)
Provision for credit losses	10	(2)	-	32	(21)	_
Compensation and benefits	2,985	3,061	(2)	6,691	7,069	(5)
General and administrative expenses	1,678	1,657	1	3,320	3,315	0
Commission expenses	437	484	(10)	884	1,014	(13)
Total other operating expenses	2,115	2,141	(1)	4,204	4,329	(3)
Total operating expenses	5,100	5,202	(2)	10,895	11,398	(4)
Income before taxes	901	1,404	(36)	1,134	3,262	(65)
Income tax expense	254	242	5	277	702	(61)
Net income	647	1,162	(44)	857	2,560	(67)
Net income attributable to noncontrolling interests	83	604	(86)	288	999	(71)
Net income attributable to shareholders	564	558	1	569	1,561	(64)

#### Selected balance sheet information

end of	2Q12	4Q11	% change
Balance sheet statistics (CHF million)			
Total assets	1,028,522	1,034,787	(1)
Share capital	4,400	4,400	0

For additional information on the condensed consolidating statements of operations for the three and six months ended June 30, 2012 and 2011 and the condensed consolidating balance sheets as of June 30, 2012 and December 31, 2011, refer to Note 29 – Subsidiary guarantee information in III – Condensed consolidated financial statements – unaudited in the Credit Suisse Financial Release 2012. For a detailed description of factors that affect the results of operations of the Bank, refer to II – Operating and financial review – Operating environment in the Credit Suisse 2011 20-F and I – Credit Suisse results – Operating environment in the Credit Suisse 2012.

#### BIS statistics (Basel II.5)

end of	2Q12	4Q11	% change
Capital (CHF million)			
Tier 1 capital	35,432	35,098	1
of which hybrid instruments	9,396	10,888	(14)
Total BIS eligible capital	45,494	48,390	(6)
Capital ratios (%)			
Tier 1 ratio	15.8	15.1	_
Total capital ratio	20.3	20.8	_

# 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, Investment Banking and Asset Management 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 three 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. Core Results also includes certain Group corporate center activities 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

Credit Suisse AG merged with Clariden Leu on April 2, 2012, assuming all of its rights and obligations. The process of integrating all the business activities of Clariden Leu is expected to be completed by the end of 2012.

### Comparison of selected operations statement information

		Bank		Group
in	2Q12	2011	2Q12	2011
Statements of operations (CHF million)				
Net revenues	6,011	6,604	6,275	6,892
Total operating expenses	5,100	5,202	5,119	5,239
Income before taxes	901	1,404	1,131	1,640
Net income	647	1,162	820	1,369
Net income attributable to shareholders	564	558	788	768

### Comparison of selected operations statement information

		Bank		Group
in	6M12	6M11	6M12	6M11
Statements of operations (CHF million)				
Net revenues	12,061	14,639	12,322	15,048
Total operating expenses	10,895	11,398	10,934	11,436
Income before taxes	1,134	3,262	1,329	3,606
Net income	857	2,560	1,034	2,870
Net income attributable to shareholders	569	1,561	832	1,907

### Comparison of selected balance sheet information

		Bank		Group
end of	2Q12	4Q11	2Q12	4Q11
Balance sheet statistics (CHF million)				
Balance sheet statistics (CHF million) Total assets	1,028,522 1,03	4,787	1,043,455	1,049,165

For information on the operating and financial review and prospects of the Bank, refer to I – Credit Suisse results on pages 6 to 40. This section is included in the Credit Suisse Financial Release 2Q12.

# **Treasury and Risk Management**

For information on the Bank's treasury and risk management, refer to II – Treasury, risk, balance sheet and off-balance sheet on pages 42 to 66 of the Credit Suisse Financial Release 2012.

# **Exhibits**

### No. Description

99.1 Credit Suisse Financial Release 2012

# 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: July 24, 2012

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

### By:

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

### EXHIBIT J

# 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 3 August 2012, contains Credit Suisse Group AG's financial report for the second quarter of 2012 (Credit Suisse Financial Report 2Q12, this financial report supplements Credit Suisse Group AG's financial release for the second quarter of 2012) and Credit Suisse AG's condensed consolidated financial statements for the six months ended 30 June 2012 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

August 3, 2012

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.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes 🛛

No 🗵

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-.

# Introduction

This report on Form 6-K, as it relates to Exhibit 99.1, is filed solely to supplement the Credit Suisse Financial Release 2012, which was filed in Credit Suisse AG's report on Form 6-K on July 24, 2012, primarily to include further disclosures on fair valuations, update status relating to certain capital measures and, in connection with the condensed consolidated financial statements, further disclosures on (i) fair value of financial instruments, (ii) loans, allowance for loan losses and credit quality, (iii) derivatives and hedging activities, (iv) investment securities, (v) guarantees and commitments, (vi) assets pledged or assigned and (vii) transfers of financial assets and variable interest entities, and the review report from Credit Suisse's independent registered public accounting firm.

Credit Suisse Group AG and Credit Suisse AG file an annual report on Form 20-F and furnish or file quarterly reports, including unaudited interim financial information, and other reports on Form 6-K with the US Securities and Exchange Commission (SEC) pursuant to the requirements of the Securities Exchange Act of 1934, as amended. The SEC reports of Credit Suisse Group AG and Credit Suisse AG are available to the public over the internet at the SEC's website at www.sec.gov and from the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549 (telephone 1-800-SEC-0330). The SEC reports of Credit Suisse Group AG and Credit Suisse AG are also available under "Investor Relations" on Credit Suisse Group AG's website at www.credit-suisse.com and at the offices of the New York Stock Exchange, 20 Broad Street, New York, NY 10005.

Unless the context otherwise requires, references herein to "Credit Suisse Group," "Credit Suisse," "the Group," "we," "us" and "our" mean Credit Suisse Group AG and its consolidated subsidiaries and the term "the Bank" means Credit Suisse AG, the Swiss bank subsidiary of the Group, and its consolidated subsidiaries.

SEC regulations require certain information to be included in registration statements relating to securities offerings. Such additional information for the Bank is included in this report on Form 6-K, which should be read with the Group's and the Bank's annual report on Form 20-F for the year ended December 31, 2011 (Credit Suisse 2011 20-F) and the Group's financial reports for the first and second quarters of 2012 furnished to or filed with the SEC, respectively, on Form 6-K on May 8, 2012 and as Exhibit 99.1 hereto.

The Bank, a Swiss bank and joint stock corporation established under Swiss law, 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.

This report on Form 6-K, including the exhibits hereto (except the sections of Exhibit 99.1 which were not incorporated by reference in the Form 6-K filed by the Bank on July 24, 2012) is hereby incorporated by reference into the Registration Statement on Form F-3 (file no. 333-180300).

### Forward-looking statements

This Form 6-K and the information incorporated by reference in this Form 6-K include statements that constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In addition, in the future the Group, the Bank and others on their behalf may make statements that constitute forward-looking statements.

When evaluating forward-looking statements, you should carefully consider the cautionary statement regarding forward-looking information, the risk factors and other information set forth in the Credit Suisse 2011 20-F, and subsequent annual reports on Form 20-F filed by the Group and the Bank with the SEC and the Group's and the Bank's reports on Form 6-K furnished to or filed with the SEC, and other uncertainties and events.

# **Key information**

# **Condensed consolidated financial** statements

The Bank's condensed consolidated financial statements – unaudited as of and for the six months ended June 30, 2012 and 2011 are attached as Exhibit 99.2 to this Form 6-K.

# 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, Investment Banking and Asset Management 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 three 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, and hedging activities relating to share-based compensation awards. Core Results also includes certain Group corporate center activities 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.

The discussion of the Group's Core Results for the six months ended June 30, 2012 compared to the six months ended June 30, 2011 is included in the Group's Form 6-K filed with the SEC on August 3, 2012 and incorporated herein by reference. For further information on the differences between the Group and the Bank, refer to *Note 29 – Subsidiary guarantee information in III – Condensed consolidated financial statements – unaudited in the Group's financial report for the second quarter of 2012 (Credit Suisse Financial Report 2012)*.

# **Exhibits**

### No. Description

- 12.1 Ratio of earnings to fixed charges
- 23.1 Letter regarding unaudited financial information from the Independent Registered Public Accounting Firm
- 99.1 Credit Suisse Financial Report 2Q12
- 99.2 Credit Suisse (Bank) Financial Statements 6M12
- 101.1 Interactive data files (XBRL-related documents) Credit Suisse AG

# 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: August 3, 2012

By:

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

By:

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

# Ratio of earnings to fixed charges

Ratio of earnings to fixed charges - Bank

1.09	1.09	1.29	1.45	0.70 <sup>2</sup>	1.14
9,992	18,692	25,127	27,288	27,821	62,378
288	901	802	(697)	(3,379)	5,013
10,280	19,593	25,929	26,591	24,442	67,391
9,205	17,226	19,541	18,851	39,905	54,678
114	216	162	131	60	(
306	587	584	572	559	571
8,785	16,423	18,795	18,148	39,286	54,107
1,075	2,367	6,388	7,740	(15,463)	12,713
(59)	(134)	(148)	(31)	98	(200
1,134	2,501	6,536	7,771	(15,561)	12,913
6M12	2011	2010	2009	2008	2007
	1,134 (59) 1,075 8,785 306 114 9,205 10,280 288 9,992	1,134       2,501         (59)       (134)         1,075       2,367         8,785       16,423         306       587         114       216         9,205       17,226         10,280       19,593         288       901         9,992       18,692	1,134       2,501       6,536         (59)       (134)       (148)         1,075       2,367       6,388         8,785       16,423       18,795         306       587       584         114       216       162         9,205       17,226       19,541         10,280       19,593       25,929         288       901       802         9,992       18,692       25,127	1,134         2,501         6,536         7,771           (59)         (134)         (148)         (31)           1,075         2,367         6,388         7,740           8,785         16,423         18,795         18,148           306         587         584         572           114         216         162         131           9,205         17,226         19,541         18,851           10,280         19,593         25,929         26,591           288         901         802         (697)           9,992         18,692         25,127         27,288	1,134       2,501       6,536       7,771       (15,561)         (59)       (134)       (148)       (31)       98         1,075       2,367       6,388       7,740       (15,463)         8,785       16,423       18,795       18,148       39,286         306       587       584       572       559         114       216       162       131       60         9,205       17,226       19,541       18,851       39,905         10,280       19,593       25,929       26,591       24,442         288       901       802       (697)       (3,379)         9,992       18,692       25,127       27,288       27,821

<sup>1</sup> Amounts reflect a portion of premises and real estate expenses deemed representative of the interest factor. <sup>2</sup> The coverage deficiency was CHF 12,084 million for the year ended December 31, 2008.

# Letter regarding unaudited financial information from the Independent Registered Public Accounting Firm

Zurich, August 3, 2012

Credit Suisse AG Zurich, Switzerland

#### Re: Registration Statement No. 333-180300

With respect to the subject registration statement, we acknowledge our awareness of the incorporation by reference therein of our report dated August 3, 2012 related to our review of interim financial information of Credit Suisse AG as of June 30, 2012 and for the six-month periods ended June 30, 2012 and 2011.

Pursuant to Rule 436 under the Securities Act of 1933 (the Act), such report is not considered part of a registration statement prepared or certified by an independent registered public accounting firm, or a report prepared or certified by an independent registered public accounting firm within the meaning of Sections 7 and 11 of the Act.

KPMG AG

Simon Ryder Partner Anthony Anzevino Partner

Zurich, Switzerland August 3, 2012

# **Financial highlights**

			in / end of		% change		in / end of	% change
	2012	1012	2011	QoQ	YoY	6M12	6M11	YoY
Net income (CHF million)								
Net income attributable to shareholders	788	44	768	-	3	832	1,907	(56)
Earnings per share (CHF)								
Basic earnings per share	0.48	0.03	0.48	-	-	0.52	1.43	(64)
Diluted earnings per share	0.46	0.03	0.48	_	(4)	0.50	1.42	(65)
Return on equity (%, annualized)								
Return on equity attributable to shareholders	9.2	0.5	9.7	-	_	4.9	11.6	_
Core Results (CHF million) <sup>1</sup>								
Net revenues	6,241	5,878	6,326	6	(1)	12,119	14,139	(14)
Provision for credit losses	25	34	13	(26)	92	59	6	
Total operating expenses	5,105	5,804	5,227	(12)	(2)	10,909	11,422	(4)
Income before taxes	1,111	40	1,086	-	2	1,151	2,711	(58)
Core Results statement of operations metrics (%) <sup>1</sup>								
Cost/income ratio	81.8	98.7	82.6	_	-	90.0	80.8	_
Pre-tax income margin	17.8	0.7	17.2	-	_	9.5	19.2	_
Effective tax rate	28.0	(40.0)	25.0	_	-	25.6	27.1	_
Net income margin <sup>2</sup>	12.6	0.7	12.1	-	-	6.9	13.5	_
Assets under management and net new assets (CHF	billion)							
Assets under management	1,213.1	1,204.8	1,186.3	0.7	2.3	1,213.1	1,186.3	2.3
Net new assets	4.4	(5.7)	14.2	_	(69.0)	(1.3)	34.1	
		(011)			()	()		
Balance sheet statistics (CHF million) Total assets	1,043,455	1,000,020	976,923	4	7	1,043,455	976,923	7
Net loans	239,164	231,696	220,030	3	9	239,164	220,030	9
Total shareholders' equity	34,774	33,585	31,216	4	11	34,774	31,216	11
Tangible shareholders' equity <sup>3</sup>	25,831	24,992	23,027	3	12	25,831	23,027	12
	20,001	24,992	23,027	5	12	20,001	23,021	12
Book value per share outstanding (CHF)	07.40	07.40	00.00	(4)		07.40	00.00	
Total book value per share Tangible book value per share <sup>3</sup>	27.10	27.43 20.41	26.03 19.21	(1)	4 5	27.10 20.13	26.03 19.21	4
	20.13	20.41	19.21	(1)	5	20.13	19.21	5
Shares outstanding (million)								
Common shares issued	1,286.6	1,224.5	1,202.2	5	7	1,286.6	1,202.2	7
Treasury shares	(3.5)	0.0	(3.1)	-	13	(3.5)	(3.1)	13
Shares outstanding	1,283.1	1,224.5	1,199.1	5	7	1,283.1	1,199.1	7
Market capitalization								
Market capitalization (CHF million)	22,207	31,507	39,312	(30)	(44)	22,207	39,312	(44)
Market capitalization (USD million)	23,583	34,911	46,910	(32)	(50)	23,583	46,910	(50)
BIS statistics (Basel II.5) <sup>4</sup>								
Risk-weighted assets (CHF million)	233,705	234,390	238,629	0	(2)	233,705	238,629	(2)
Tier 1 ratio (%)	16.5	15.6	14.5	-	-	16.5	14.5	_
Core tier 1 ratio (%)	12.5	11.8	10.2	-	-	12.5	10.2	
Number of employees (full-time equivalents)								
Number of employees	48,200	48,700	50,700	(1)	(5)	48,200	50,700	(5)

<sup>1</sup> Refer to "Credit Suisse Reporting structure and Core Results" in I – Credit Suisse results – Credit Suisse for further information on Core Results. <sup>2</sup> Based on amounts attributable to shareholders. <sup>3</sup> A non-GAAP financial measure. Tangible shareholders' equity is calculated by deducting goodwill and other intangible assets from total shareholders' equity. <sup>4</sup> Reported under Basel II.5 since December 31, 2011. Previously reported under Basel II. Prior periods have been adjusted to conform to the current presentation. Refer to "Treasury management" in II – Treasury, risk, balance sheet and off-balance sheet for further information.

# Credit Suisse (Bank) Condensed consolidated financial statements – unaudited

Consolidated statements of operations (unaudited)

in	6M12	6M11
Consolidated statements of operations (CHF million)		
Interest and dividend income	12,061	12,254
Interest expense	(8,785)	(9,327)
Net interest income	3,276	2,927
Commissions and fees	6,182	6,987
Trading revenues	1,441	3,122
Other revenues	1,162	1,603
Net revenues	12,061	14,639
Provision for credit losses	32	(21)
Compensation and benefits	6,691	7,069
General and administrative expenses	3,320	3,315
Commission expenses	884	1,014
Total other operating expenses	4,204	4,329
Total operating expenses	10,895	11,398
Income before taxes	1,134	3,262
Income tax expense	277	702
Net income	857	2,560
Net income attributable to noncontrolling interests	288	999
Net income attributable to shareholder	569	1,561

#### Consolidated statements of comprehensive income (unaudited)

in	6M12	6M11
Comprehensive income (CHF million)		
Net income/(loss)	857	2,560
Gains/(losses) on cash flow hedges	1	(22
Foreign currency translation	(113)	(3,056
Unrealized gains/(losses) on securities	122	(38
Actuarial gains/(losses)	26	19
Net prior service cost	0	(1
Other comprehensive income/(loss), net of tax	36	(3,098
Comprehensive income/(loss)	893	(538
Comprehensive income/(loss) attributable to noncontrolling interests	331	(123
Comprehensive income/(loss) attributable to shareholders	562	(415

The accompanying notes to the unaudited condensed consolidated financial statements are an integral part of these statements.

### Consolidated balance sheets (unaudited)

end of	6M12	2011
Assets (CHF million)		
Cash and due from banks	99,750	111,224
of which reported at fair value	475	571
of which reported from consolidated VIEs	1,324	1,396
Interest-bearing deposits with banks	4,258	4,193
of which reported at fair value	624	405
Central bank funds sold, securities purchased under		
resale agreements and securities borrowing transactions	226,855	236,935
of which reported at fair value	148,721	158,673
of which reported from consolidated VIEs	118	19
Securities received as collateral, at fair value	30,191	30,191
of which encumbered	20,985	20,447
Trading assets, at fair value	284,242	279,748
of which encumbered	74,191	73,749
of which reported from consolidated VIEs	6,053	6,399
Investment securities	3,674	3,652
of which reported at fair value	3,672	3,650
of which reported from consolidated VIEs	34	41
Other investments	12,470	12,915
of which reported at fair value	9,532	9,552
of which reported from consolidated VIEs	2,327	2,346
Net loans	224,604	219,434
of which reported at fair value	20,515	20,693
of which encumbered	602	471
of which reported from consolidated VIEs	6,611	5,940
allowance for loan losses	(742)	(722)
Premises and equipment	6,642	6,990
of which reported from consolidated VIEs	574	609
Goodwill	7,774	7,700
Other intangible assets	278	280
of which reported at fair value	63	70
Brokerage receivables	50,410	43,445
Other assets	77,374	78,080
of which reported at fair value	36,888	35,666
of which encumbered	2,120	2,255
of which reported from consolidated VIEs	11,944	13,001
Total assets	1,028,522	1,034,787

The accompanying notes to the unaudited condensed consolidated financial statements are an integral part of these statements.

### Consolidated balance sheets (unaudited) (continued)

Liabilities and equity (CHF million) Due to banks of which reported at fair value Customer deposits of which reported at fair value of which reported from consolidated VIEs Central bank funds purchased, securities sold under repurchase agreements and securities lending transactions	41,025 3,341 302,792 4,807	40,077 2,737
of which reported at fair value Customer deposits of which reported at fair value of which reported from consolidated VIEs Central bank funds purchased, securities sold under	3,341 302,792	
Customer deposits of which reported at fair value of which reported from consolidated VIEs Central bank funds purchased, securities sold under	302,792	2,737
of which reported at fair value of which reported from consolidated VIEs Central bank funds purchased, securities sold under		
of which reported from consolidated VIEs Central bank funds purchased, securities sold under	4 807	304,130
Central bank funds purchased, securities sold under	4,007	4,583
	175	221
repurchase agreements and securities lending transactions		
repurchase agreements and securities rending transactions	189,266	176,559
of which reported at fair value	143,714	136,483
Obligation to return securities received as collateral, at fair value	30,191	30,191
Trading liabilities, at fair value	115,852	127,809
of which reported from consolidated VIEs	1,256	1,286
Short-term borrowings	19,184	26,116
of which reported at fair value	4,456	3,547
of which reported from consolidated VIEs	7,095	6,141
Long-term debt	153,862	161,353
of which reported at fair value	65,018	68,036
of which reported from consolidated VIEs	13,860	14,858
Brokerage payables	75,822	68,034
Other liabilities	61,657	62,167
of which reported at fair value	29,654	30,942
of which reported from consolidated VIEs	680	745
Total liabilities	989,651	996,436
Common shares / Participation certificates	4,400	4,400
Additional paid-in capital	24,118	24,134
Retained earnings	12,228	11,824
Treasury shares, at cost	0	0
Accumulated other comprehensive income/(loss)	(10,962)	(10,955)
Total shareholder's equity	29,784	29,403
Noncontrolling interests	9,087	8,948
Total equity	38,871	38,351
Total liabilities and equity	1 028 522	1,034,787

end of	6M12	2011
Additional share information		
Par value (CHF)	100.00	100.00
Issued shares (million)	44.0	44.0
Shares outstanding (million)	44.0	44.0

The accompanying notes to the unaudited condensed consolidated financial statements are an integral part of these statements.

### EXHIBIT K

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

This extract of Form 6-K was filed with the US Securities and Exchange Commission on 25 October 2012, 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 25, 2012

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.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes 🛛

No 🗵

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-.

# Introduction

This report filed on Form 6-K contains certain information about Credit Suisse AG to be incorporated by reference in the Registration Statement on Form F-3 (file no. 333-180300). Credit Suisse Group AG's financial release for the third quarter of 2012 (Credit Suisse Financial Release 3Q12) is attached as an exhibit to this Form 6-K and was filed with the US Securities and Exchange Commission (SEC) on October 25, 2012. The Bank is incorporating by reference the Credit Suisse Financial Release 3Q12 (except for the sections entitled "Dear shareholders", "Investor information" and "Financial calendar and contacts"). On or about November 6, 2012, Credit Suisse will publish and file with the SEC the Financial Report 3Q12, which will include additional disclosures on (i) fair value of financial instruments, (ii) loans, allowance for loan losses and credit quality, (iii) derivatives and hedging activities, (iv) investment securities, (v) guarantees and commitments, (vi) assets pledged or assigned, (vii) transfers of financial assets and variable interest entities, and (viii) tax.

Unless the context otherwise requires, reference herein to "Credit Suisse Group", "Credit Suisse", "the Group", "we", "us" and "our" mean Credit Suisse Group AG and its consolidated subsidiaries and the term "the Bank" means Credit Suisse AG, the Swiss bank subsidiary of the Group, and its consolidated subsidiaries.

The Bank, a Swiss bank and joint stock corporation established under Swiss law, 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.

The Credit Suisse Financial Release 3Q12 contains information for the three and nine months ended September 30, 2012. The Group's independent registered public accounting firm has not completed its review of the condensed consolidated financial statements (unaudited) for the three and nine months ended September 30, 2012 and the Group has not finalized its Financial Report for the period. Accordingly, such financial information is subject to completion of quarter-end procedures which may result in changes to that information.

# **Forward-Looking Statements**

This Form 6-K and the information incorporated by reference in this Form 6-K include statements that constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In addition, in the future the Group, the Bank and others on their behalf may make statements that constitute forward-looking statements.

When evaluating forward-looking statements, you should carefully consider the cautionary statement regarding forward-looking information, the risk factors and other information set forth in the Group's and the Bank's annual report on Form 20-F for the year ended December 31, 2011 (the Credit Suisse 2011 20-F), and subsequent annual reports on Form 20-F filed by the Group and the Bank with the SEC and the Group's and the Bank's reports on Form 6-K furnished to or filed with the SEC, and other uncertainties and events.

# **Key information**

# Selected financial data

### Selected operations statement information

in	3Q12	3Q11	% change	9M12	9M11	% change
Statements of operations (CHF million)						
Net revenues	5,786	6,363	(9)	17,847	21,002	(15)
Provision for credit losses	19	63	(70)	51	42	21
Compensation and benefits	3,044	3,001	1	9,735	10,070	(3)
General and administrative expenses	1,846	2,214	(17)	5,166	5,529	(7)
Commission expenses	424	480	(12)	1,308	1,494	(12)
Total other operating expenses	2,270	2,694	(16)	6,474	7,023	(8)
Total operating expenses	5,314	5,695	(7)	16,209	17,093	(5)
Income before taxes	453	605	(25)	1,587	3,867	(59)
Income tax expense	101	221	(54)	378	923	(59)
Net income	352	384	(8)	1,209	2,944	(59)
Net income attributable to noncontrolling interests	(683)	(141)	384	(395)	858	_
Net income attributable to shareholders	1,035	525	97	1,604	2,086	(23)

### Selected balance sheet information

end of	3Q12	4Q11	% change
Balance sheet statistics (CHF million)			
Total assets	1,007,482	1,034,787	(3)
Share capital	4,400	4,400	0

For additional information on the condensed consolidating statements of operations for the three and nine months ended September 30, 2012 and 2011 and the condensed consolidating balance sheets as of September 30, 2012 and December 31, 2011, refer to Note 29 – Subsidiary guarantee information in III – Condensed consolidated financial statements – unaudited in the Credit Suisse Financial Release 3Q12. For a detailed description of factors that affect the results of operations of the Bank, refer to II – Operating and financial review – Operating environment in the Credit Suisse 2011 20-F and I – Credit Suisse results – Operating environment in the Credit Suisse 3Q12.

### **BIS statistics (Basel II.5)**

end of	3Q12	4Q11	% change
Capital (CHF million)			
Tier 1 capital	39,263	35,098	12
of which hybrid instruments	8,897	10,888	(18)
Total BIS eligible capital	47,224	48,390	(2)
Capital ratios (%)			
Tier 1 ratio	17.5	15.1	_
Total capital ratio	21.1	20.8	-

# 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, Investment Banking and Asset Management 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 three 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. Core Results also includes certain Group corporate center activities 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)
Financing vehicles of the Group	Special purpose vehicles for various funding activities of the Group, including for purposes of raising consolidated capital

Credit Suisse AG merged with Clariden Leu on April 2, 2012, assuming all of its rights and obligations. The process of integrating all the business activities of Clariden Leu was completed in 3Q12.

### Comparison of selected operations statement information

		Bank		Group
in	3Q12	3Q11	3Q12	3Q11
Statements of operations (CHF million)				
Net revenues	5,786	6,363	5,844	6,689
Total operating expenses	5,314	5,695	5,383	5,761
Income before taxes	453	605	420	844
Net income	352	384	319	512
Net income attributable to shareholders	1,035	525	254	683

### Comparison of selected operations statement information

		Bank		Group
in	9M12	9M11	9M12	9M11
Statements of operations (CHF million)				
Net revenues	17,847	21,002	18,166	21,737
Total operating expenses	16,209	17,093	16,317	17,197
Income before taxes	1,587	3,867	1,749	4,450
Net income	1,209	2,944	1,353	3,382
Net income attributable to shareholders	1,604	2,086	1,086	2,590

### Comparison of selected balance sheet information

		Bank		Group
end of	3Q12	4Q11	3Q12	4Q11
Balance sheet statistics (CHF million)				
Balance sheet statistics (CHF million) Total assets	1,007,482	1,034,787	1,023,292	1,049,165

For information on the operating and financial review and prospects of the Bank, refer to I – Credit Suisse results on pages 6 to 38. This section is included in the Credit Suisse Financial Release 3Q12.

# **Treasury and Risk Management**

For information on the Bank's treasury and risk management, refer to II – Treasury, risk, balance sheet and off-balance sheet on pages 40 to 62 of the Credit Suisse Financial Release 3Q12.

# **Exhibits**

### No. Description

99.1 Credit Suisse Financial Release 3Q12

# 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 25, 2012

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

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

#### EXHIBIT L

# 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 6 November 2012, contains Credit Suisse Group AG's financial report for the third quarter of 2012 (Credit Suisse Financial Report 3Q12) as described below. This financial report supplements Credit Suisse Group AG's financial release for the third quarter of 2012.

## 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

November 6, 2012

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.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes 🛛

No 🗵

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-.

## **Explanatory note**

This report on Form 6-K is filed solely to supplement the Credit Suisse Financial Release 3012, which was filed in our report on Form 6-K on October 25, 2012, primarily to include further disclosures on fair valuations and, in connection with the condensed consolidated financial statements, further disclosures on (i) fair value of financial instruments, (ii) loans, allowance for loan losses and credit quality, (iii) derivatives and hedging activities, (iv) investment securities, (v) guarantees and commitments, (vi) assets pledged or assigned, (vii) transfers of financial assets and variable interest entities and (viii) tax, and the review report from Credit Suisse's independent registered public accounting firm.

This report on Form 6-K (including the exhibits hereto) is hereby incorporated by reference into the Registration Statement on Form F-3 (file no. 333-180300).

## **Exhibits**

#### No. Description

99.1 Credit Suisse Financial Report 3Q12

## 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: November 6, 2012

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

#### By:

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

## **Financial highlights**

			in / end of		% change		in / end of	% change
	3Q12	2012	3Q11	QoQ	YoY	9M12	9M11	YoY
Net income (CHF million)								
Net income attributable to shareholders	254	788	683	(68)	(63)	1,086	2,590	(58)
Earnings per share (CHF)								
Basic earnings per share	0.16	0.48	0.54	(67)	(70)	0.72	1.96	(63)
Diluted earnings per share	0.16	0.46	0.53	(65)	(70)	0.71	1.95	(64)
Return on equity (%, annualized)								
Return on equity attributable to shareholders	2.9	9.2	8.7	-	-	4.2	10.7	
Core Results (CHF million) <sup>1</sup>								
Net revenues	5,766	6,241	6,817	(8)	(15)	17,885	20,956	(15)
Provision for credit losses	41	25	84	64	(51)	100	90	11
Total operating expenses	5,366	5,105	5,697	5	(6)	16,275	17,119	(5)
Income before taxes	359	1,111	1,036	(68)	(65)	1,510	3,747	(60)
Core Results statement of operations metrics (%) <sup>1</sup>								
Cost/income ratio	93.1	81.8	83.6	-	-	91.0	81.7	_
Pre-tax income margin	6.2	17.8	15.2	-	-	8.4	17.9	_
Effective tax rate	28.1	28.0	32.0	-	-	26.2	28.5	_
Net income margin <sup>2</sup>	4.4	12.6	10.0	-	-	6.1	12.4	_
Assets under management and net new assets (CHF	billion)							
Assets under management	1,250.7	1,213.1	1,151.4	3.1	8.6	1,250.7	1,151.4	8.6
Net new assets	5.3	4.4	8.0	20.5	(33.8)	4.0	42.1	(90.5)
Balance sheet statistics (CHF million)								
Total assets	1,023,292	1,043,455	1,061,521	(2)	(4)	1,023,292	1,061,521	(4)
Net loans	242,456	239,164	226,447	1	7	242,456	226,447	7
Total shareholders' equity	35,682	34,774	33,519	3	6	35,682	33,519	6
Tangible shareholders' equity <sup>3</sup>	26,798	25,831	24,889	4	8	26,798	24,889	8
Book value per share outstanding (CHF)								
Total book value per share	27.60	27.10	27.86	2	(1)	27.60	27.86	(1)
Tangible book value per share <sup>3</sup>	20.73	20.13	20.69	3	0	20.73	20.69	0
Shares outstanding (million)								
Common shares issued	1,320.1	1,286.6	1,203.0	3	10	1,320.1	1,203.0	10
Treasury shares	(27.4)	(3.5)	0.0			(27.4)	0.0	
Shares outstanding	1,292.7	1,283.1	1,203.0	1	7	1,292.7	1,203.0	7
Market capitalization								
Market capitalization (CHF million)	26,309	22,207	28,872	18	(9)	26,309	28,872	(9)
Market capitalization (USD million)	27,920	23,583	31,567	18	(12)	27,920	31,567	(12)
BIS statistics (Basel II.5) <sup>4</sup>								
Risk-weighted assets (CHF million)	233,509	233,705	243,758	0	(4)	233,509	243,758	(4)
Tier 1 ratio (%)	18.5	16.5	14.3	-	-	18.5	14.3	_
Core tier 1 ratio (%)	14.7	12.5	10.0	-	-	14.7	10.0	_
Number of employees (full time equivalente)								
Number of employees (full-time equivalents)								

<sup>1</sup> Refer to "Credit Suisse Reporting structure and Core Results" in I – Credit Suisse results – Credit Suisse for further information on Core Results. <sup>2</sup> Based on amounts attributable to shareholders. <sup>3</sup> A non-GAAP financial measure. Tangible shareholders' equity is calculated by deducting goodwill and other intangible assets from total shareholders' equity. <sup>4</sup> Reported under Basel II.5 since December 31, 2011. Previously reported under Basel II. Prior periods have been adjusted to conform to the current presentation. Refer to "Treasury management" in II – Treasury, risk, balance sheet and off-balance sheet for further information.

#### EXHIBIT M

#### 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 20 November 2012, 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

November 20, 2012

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.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes 🗆

No 🗵

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-.

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 +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

Credit Suisse announces organizational changes and appointments to the Executive Board; divisional and regional alignment is designed to accelerate execution of strategy and sharpen client focus

New structure creates one of the world's leading integrated wealth management businesses and one of the first global investment banks that is in alignment with the new regulatory reality

Hans-Ulrich Meister and Robert Shafir to head newly created Private Banking & Wealth Management Division. Hans-Ulrich Meister to continue to head Private Banking in Switzerland, EMEA and APAC, as well as all Swiss client businesses. Robert Shafir to head Private Banking & Wealth Management Products and Private Banking in the Americas.

Eric Varvel and Gael de Boissard to head the Investment Banking Division. Eric Varvel to head Equities & Investment Banking Department and to serve as Head of Asia Pacific region. Gael de Boissard to continue to head Fixed Income Department, to serve as Head of EMEA region and will be appointed to the Executive Board.

Zurich, November 20, 2012 Credit Suisse today announced changes in its organizational structure and to its Executive Board effective November 30, 2012.

The Private Banking and Asset Management Divisions will be combined to form the Private Banking & Wealth Management Division. Hans-Ulrich Meister and Robert Shafir will partner in leading this division.

Hans-Ulrich Meister will be Head of Private Banking with responsibility for running the Swiss franchise and the Private Banking client businesses in EMEA and Asia Pacific. The Swiss franchise includes offshore and onshore Swiss Private Banking with the segments Wealth Management & Private Clients Switzerland, Premium Clients Switzerland & Global External Asset Managers, and Corporate & Institutional Clients. As regional CEO, Hans-Ulrich Meister will also continue to have responsibility for all businesses and clients in the bank's Swiss home market.

Robert Shafir will be Head of Private Banking & Wealth Management Products. This includes responsibility for the current asset management products, Investment Services & Products, CS Trust and Research. In addition, he will be responsible for the Private Banking client business in the Americas. Robert Shafir will also continue to serve as the CEO of the Americas region for the bank.

The Investment Banking securities platform in Switzerland will be moved into Private Banking & Wealth Management and report to Robert Shafir and to Hans-Ulrich Meister. The Solution Partners group will also report jointly to Hans-Ulrich Meister and Robert Shafir.



Eric Varvel and Gael de Boissard will partner in leading the Investment Banking Division. Eric Varvel will continue to lead and oversee the management of the Equities & Investment Banking Department businesses. Gael de Boissard will focus on the management of the Fixed Income Department. In addition, Eric Varvel will serve as CEO of the Asia Pacific region. Eric Varvel has longtime experience in these countries, which makes him ideally suited for this role. Gael de Boissard will take on responsibility as CEO of the EMEA region and, subject to regulatory approval, will also be CEO of the UK entities Credit Suisse International and Credit Suisse Securities (Europe) Limited. This is consistent with regulators' preference to have effective alignment between legal entities and management structure. Gael de Boissard will join the Executive Board of the bank as of January 1, 2013.

Urs Rohner, Chairman of the Board of Directors of Credit Suisse, said: "The momentum we have with clients and our financial performance over the first nine months of 2012 clearly indicate that our evolved strategy is working. We have transitioned to the new capital regime, substantially reduced risk-weighted assets, balance sheet size and expenses and we have rebalanced resources towards our higher returning businesses. The changes announced today are a stepping-up of our strategy. They will better align product development, advice and distribution and they will further reduce complexity across the bank for the benefit of all our clients and stakeholders. We are convinced they will help us focus on our strengths in our chosen businesses and markets globally. The new structure will create one of the world's leading integrated wealth management businesses and one of the first global investment banks that is in alignment with the new regulatory reality."

Brady Dougan, Chief Executive Officer of Credit Suisse, said: "We have made good progress in acting early and proactively to adapt our businesses to a fundamentally changed environment. We have restructured our investment banking model resulting in a high returning, lower risk, client oriented business. Our private banking model is highly scalable and suited for the new regulatory environment. And we have sharpened the focus of our Asset Management business. The changes announced today represent the next step in the continued development of our businesses towards achieving the targets that we have laid out."

He added: "Four very experienced members of the Executive Board will lead our two core businesses and the four regions. This streamlined structure will help us to accelerate the execution of our business strategy – including continued growth in our market share with our clients, reallocation of capital towards a better balance between Private Banking & Wealth Management and Investment Banking, and further progress in reducing costs. Within the new Private Banking & Wealth Management Division, we will better serve our clients by having a single product development platform aligned to meet their needs, complemented by integrated distribution. Within the Investment Banking Division, the new structure reflects the importance of the Equities and Investment Banking advisory and underwriting businesses and also recognizes the progress we have made in evolving our Fixed Income business to the new environment and the strength of this business for Credit Suisse. This streamlined structure will produce further synergies and help reduce expenses across the bank. And the alignment of regional and divisional management supports our integrated bank structure, driving cross-divisional and cross-regional collaboration and revenue opportunities."

The changes announced today mean that the roles of dedicated CEO Asia Pacific and EMEA no longer exist. Osama Abbasi and Fawzi Kyriakos-Saad, who serve as CEOs for those two regions, are leaving the firm. Walter Berchtold, Chairman Private Banking, has also informed us that he will be stepping down from his position and leave Credit Suisse after 30 years.



Urs Rohner and Brady Dougan said: "We would like to thank Walter, Fawzi and Osama for their hard work and commitment. We regret very much that this reorganization leads to them leaving the firm. They are outstanding executives who have contributed significantly to the progress of Credit Suisse over many years."

#### 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 48,400 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 within the meaning of the Private Securities Litigation Reform Act of 1995. 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," <sup>a</sup>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 2012 and beyond;
- the direct and indirect impacts of continuing deterioration or slow recovery in residential and commercial real estate markets;
- adverse rating actions by credit rating agencies in respect of sovereign issuers, structured credit products or other credit-related exposures;
- the ability to achieve our strategic 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, nationalization or confiscation of assets in countries in which we conduct our 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 in which we conduct our 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 acquired 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, as well as the information set forth in our Annual Report 2011 under "Risk factors" in the Appendix.

#### **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/ Claude Jehle Claude Jehle Director

Date: November 20, 2012

#### EXHIBIT N

#### 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 7 February 2013, contains Credit Suisse Group AG's financial report for the fourth quarter of 2012 (Credit Suisse Financial Report 4Q12) 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 7, 2013

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.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes 🛛

No 🗵

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-.

## Introduction

This report filed on Form 6-K contains certain information about Credit Suisse AG to be incorporated by reference in the Registration Statement on Form F-3 (file no. 333-180300). Credit Suisse Group AG's financial report for the fourth quarter of 2012 (Credit Suisse Financial Report 4012) is attached as an exhibit to this Form 6-K and was filed with the US Securities and Exchange Commission (SEC) on February 7, 2013. The Bank is incorporating by reference the Credit Suisse Financial Report 4012 (except for the sections entitled "Dear shareholders", "Investor information" and "Financial calendar and contacts").

Unless the context otherwise requires, reference herein to "Credit Suisse Group", "Credit Suisse", "the Group", "we", "us" and "our" mean Credit Suisse Group AG and its consolidated subsidiaries and the term "the Bank" means Credit Suisse AG, the Swiss bank subsidiary of the Group, and its consolidated subsidiaries.

The Bank, a Swiss bank and joint stock corporation established under Swiss law, 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.

The Credit Suisse Financial Report 4Q12 contains information for the three months and the year ended December 31, 2012. The Group's and the Bank's independent registered public accounting firm has not completed its audit of the consolidated financial statements for the year ended December 31, 2012 and the Group and the Bank have not finalized their Annual Report on Form 20-F for the period. Accordingly, such financial information is subject to completion of year-end audit procedures which may result in changes to that information.

Management has not yet completed its assessment of the Group's and the Bank's internal control over financial reporting for the year ended December 31, 2012, and the independent registered public accounting firm has not yet completed its audit of the Group's and Bank's internal control over financial reporting. In connection with the filing of the Group's and the Bank's Annual Report on Form 20-F for the year ended December 31, 2012, the Group and the Bank will provide management's annual report on internal control over financial reporting and the registered public accounting firm's report thereon, which have not yet been finalized.

## **Forward-Looking Statements**

This Form 6-K and the information incorporated by reference in this Form 6-K include statements that constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In addition, in the future the Group, the Bank and others on their behalf may make statements that constitute forward-looking statements.

When evaluating forward-looking statements, you should carefully consider the cautionary statement regarding forward-looking information, the risk factors and other information set forth in the Group's and the Bank's annual report on Form 20-F for the year ended December 31, 2011 (the Credit Suisse 2011 20-F), and subsequent annual reports on Form 20-F filed by the Group and the Bank with the SEC and the Group's and the Bank's reports on Form 6-K furnished to or filed with the SEC, and other uncertainties and events.

# **Key information**

# Selected financial data

#### Selected operations statement information

in	4Q12	4Q11	% change	2012	2011	% change
Statements of operations (CHF million)						
Net revenues	5,686	4,185	36	23,533	25,187	(7)
Provision for credit losses	37	81	(54)	88	123	(28)
Compensation and benefits	2,711	3,118	(13)	12,446	13,188	(6)
General and administrative expenses	1,875	1,878	0	7,041	7,407	(5)
Commission expenses	450	474	(5)	1,758	1,968	(11)
Total other operating expenses	2,325	2,352	(1)	8,799	9,375	(6)
Total operating expenses	5,036	5,470	(8)	21,245	22,563	(6)
Income/(loss) before taxes	613	(1,366)	-	2,200	2,501	(12)
Income tax expense/(benefit)	193	(464)	-	571	459	24
Net income/(loss)	420	(902)	-	1,629	2,042	(20)
Net income attributable to noncontrolling interests	(205)	43	-	(600)	901	_
Net income/(loss) attributable to shareholders	625	(945)	_	2,229	1,141	95

#### Selected balance sheet information

end of	4Q12	4Q11	% change
Balance sheet statistics (CHF million)			
Total assets	908,067	1,034,787	(12)
Share capital	4,400	4,400	0

For additional information on the condensed consolidating statements of operations for the three months and the year ended December 31, 2012 and 2011 and the condensed consolidating balance sheets as of December 31, 2012 and December 31, 2011, refer to Note 29 – Subsidiary guarantee information in III – Condensed consolidated financial statements – unaudited in the Credit Suisse Financial Report 4Q12. For a detailed description of factors that affect the results of operations of the Bank, refer to II – Operating and financial review – Operating environment in the Credit Suisse 2011 20-F and I – Credit Suisse results – Operating environment in the Credit Suisse Financial Report 4Q12.

#### **BIS statistics (Basel II.5)**

end of	4Q12	4Q11	% change
Capital (CHF million)			
Tier 1 capital	39,794	35,098	13
of which hybrid instruments	8,781	10,888	(19)
Total BIS eligible capital	47,886	48,390	(1)
Capital ratios (%)			
Tier 1 ratio	18.5	15.1	_
Total capital ratio	22.3	20.8	-

# 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 Group corporate center activities 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)
Financing vehicles of the Group	Special purpose vehicles for various funding activities of the Group, including for purposes of raising consolidated capital

Credit Suisse AG merged with Clariden Leu on April 2, 2012, assuming all of its rights and obligations. The process of integrating all the business activities of Clariden Leu was completed in 3Q12.

#### Comparison of selected operations statement information

		Bank		Group
in	4Q12	4Q11	4Q12	4Q11
Statements of operations (CHF million)				
Net revenues	5,686	4,185	5,800	4,488
Total operating expenses	5,036	5,470	5,071	5,380
Income/(loss) before taxes	613	(1,366)	659	(989)
Net income/(loss)	420	(902)	466	(592)
Net income/(loss) attributable to shareholders	625	(945)	397	(637)

#### Comparison of selected operations statement information

		Bank		Group
in	2012	2011	2012	2011
Statements of operations (CHF million)				
Net revenues	23,533	25,187	23,966	26,225
Total operating expenses	21,245	22,563	21,388	22,577
Income before taxes	2,200	2,501	2,408	3,461
Net income	1,629	2,042	1,819	2,790
Net income attributable to shareholders	2,229	1,141	1,483	1,953

#### Comparison of selected balance sheet information

		Bank		Group
end of	4Q12	4Q11	4Q12	4Q11
Balance sheet statistics (CHF million)				
Balance sheet statistics (CHF million) Total assets	908,067	1,034,787	924,187	1,049,165

For information on the operating and financial review and prospects of the Bank, refer to I – Credit Suisse results on pages 7 to 40. This section is included in the Credit Suisse Financial Report 4Q12.

## **Treasury and Risk Management**

For information on the Bank's treasury and risk management, refer to II – Treasury, risk, balance sheet and off-balance sheet on pages 41 to 66 of the Credit Suisse Financial Report 4Q12.

## **Exhibits**

#### No. Description

99.1 Credit Suisse Financial Report 4Q12

## 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 7, 2013

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

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

## **Financial highlights**

			in / end of		% change		in / end of	% change
	4Q12	3012	4Q11	QoQ	YoY	2012	2011	YoY
Net income (CHF million)								
Net income/(loss) attributable to shareholders	397	254	(637)	56	-	1,483	1,953	(24)
Earnings per share (CHF)								
Basic earnings/(loss) per share	0.17	0.16	(0.62)	6	-	0.91	1.37	(34)
Diluted earnings/(loss) per share	0.17	0.16	(0.62)	6	-	0.90	1.36	(34)
Return on equity (%, annualized)								
Return on equity attributable to shareholders	4.4	2.9	(7.7)	-	-	4.3	6.0	-
Core Results (CHF million) <sup>1</sup>								
Net revenues	5,721	5,766	4,473	(1)	28	23,606	25,429	(7)
Provision for credit losses	70	41	97	71	(28)	170	187	(9)
Total operating expenses	5,055	5,366	5,374	(6)	(6)	21,330	22,493	(5)
Income/(loss) before taxes	596	359	(998)	66	-	2,106	2,749	(23)
Core Results statement of operations metrics (%) <sup>1</sup>								
Cost/income ratio	88.4	93.1	120.1	_	_	90.4	88.5	_
Pre-tax income margin	10.4	6.2	(22.3)	_	-	8.9	10.8	_
Effective tax rate	32.4	28.1	39.8	-	-	28.0	24.4	-
Net income margin <sup>2</sup>	6.9	4.4	(14.2)	-	-	6.3	7.7	_
Assets under management and net new assets (CHF b	illion)							
Assets under management	1,250.8	1,250.7	1,185.2	0.0	5.5	1,250.8	1,185.2	5.5
Net new assets	6.8	5.3	4.5	28.3	51.1	10.8	46.6	(76.8)
Balance sheet statistics (CHF million)								
Total assets	924,187	1,023,292	1,049,165	(10)	(12)	924,187	1,049,165	(12)
Net loans	242,223	242,456	233,413	0	4	242,223	233,413	4
Total shareholders' equity	35,632	35,682	33,674	0	6	35,632	33,674	6
Tangible shareholders' equity <sup>3</sup>	27,000	26,798	24,795	1	9	27,000	24,795	ç
Book value per share outstanding (CHF)								
Total book value per share	27.54	27.60	27.59	0	0	27.54	27.59	C
Tangible book value per share <sup>3</sup>	20.87	20.73	20.32	1	3	20.87	20.32	Э
Shares outstanding (million)								
Common shares issued	1,320.8	1,320.1	1,224.3	0	8	1,320.8	1,224.3	8
Treasury shares	(27.0)	(27.4)	(4.0)	(1)		(27.0)	(4.0)	
Shares outstanding	1,293.8	1,292.7	1,220.3	0	6	1,293.8	1,220.3	6
Market capitalization								
Market capitalization (CHF million)	29,402	26,309	27,021	12	9	29,402	27,021	ç
Market capitalization (USD million)	32,440	27,920	28,747	16	13	32,440	28,747	13
BIS statistics (Basel II.5) <sup>4</sup>								
Risk-weighted assets (CHF million)	224,296	233,509	241,753	(4)	(7)	224,296	241,753	(7)
Tier 1 ratio (%)	19.5	18.5	15.2	-	-	19.5	15.2	-
Core tier 1 ratio (%)	15.6	14.7	10.7	-	-	15.6	10.7	-
Dividend per share (CHF)								
Dividend per share (CHF) Dividend per share		-	-	-	-	0.75	<sup>5</sup> 0.75 <sup>6</sup>	_
· · · · ·	-	-	-	-	-	0.75	<sup>5</sup> 0.75 <sup>6</sup>	-

<sup>1</sup> Refer to "Credit Suisse Reporting structure and Core Results" in I – Credit Suisse results – Credit Suisse for further information on Core Results.
<sup>2</sup> Based on amounts attributable to shareholders.
<sup>3</sup> A non-GAAP financial measure. Tangible shareholders' equity is calculated by deducting goodwill and other intangible assets from total shareholders' equity.
<sup>4</sup> Refer to "Treasury management" in II – Treasury, risk, balance sheet and off-balance sheet for further information.
<sup>5</sup> Proposal of the Board of Directors to the Annual General Meeting on April 26, 2013. Refer to "Capital distribution proposal" in I – Credit Suisse results – Core results – Information and developments for further information.
<sup>6</sup> Paid out of reserves from capital contributions.

#### **EXHIBIT O**

#### 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 8 February 2013, 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 8, 2013

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.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes 🗆

No 🖾

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-.

This report on Form 6-K is being filed by Credit Suisse Group AG and Credit Suisse AG and hereby incorporates by reference the Media Release dated February 7, 2013 into the Registration Statement on Form F-3 (file no. 333-180300) and the Registration Statement on Form S-8 (file no. 333-101259), except the following: (A) the last paragraph under "Proposed distribution to shareholders of CHF 0.75 per share", (B) the fourth and fifth paragraph under "Changes to the Board of Directors" and (C) the final paragraph of the Media Release.



CREDIT SUISSE GROUP AGParadeplatzTelephone+41 844 33 88 448Fax+41 44 333 88 77P.O. Boxmedia.relations@credit-suisse.comCH-8070ZurichSwitzerlandSwitzerland

Media Release

Proposal of distribution to shareholders for financial year 2012 of CHF 0.75 per share (CHF 0.10 in cash, CHF 0.65 in shares)

Kai S. Nargolwala to be proposed for election to the Board of Directors of Credit Suisse Group AG at the Annual General Meeting of April 26, 2013

## Jassim Bin Hamad J.J. AI Thani and Noreen Doyle to be proposed for re-election to the Board of Directors

Zurich, February 7, 2013 The Board of Directors today announced its proposal for the distribution to shareholders for the financial year 2012 of CHF 0.75 (CHF 0.10 in cash and CHF 0.65 in shares).

The Board of Directors of Credit Suisse Group also announced changes in its composition, including the nomination of Kai S. Nargolwala as new member to be proposed for election to the Board of Directors at the Annual General Meeting of April 26, 2013.

The Board of Directors will also propose two current Board members for re-election: Jassim Bin Hamad J.J. Al Thani and Noreen Doyle.

Robert H. Benmosche, Aziz R.D. Syriani and David W. Syz will retire from the Board of Directors at the Annual General Meeting 2013.

#### Proposed distribution to shareholders of CHF 0.75 per share\*

At the Annual General Meeting on April 26, 2013, the Board of Directors will propose for the financial year 2012 a distribution of CHF 0.10 per share in cash out of reserves from capital contributions. In addition, the Board of Directors will propose the distribution of new shares (stock dividend). The new shares for the stock dividend will be paid in at the par value of CHF 0.04 per share out of reserves from capital contributions. The distribution out of reserves from capital contributions (cash and stock) 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 ex-dividend date has been set to April 30, 2013 (for cash distribution and stock dividend).

The stock dividend will be distributed to all shareholders as follows: for every share that they own, shareholders will receive a nontradable right to the receipt of a given number of new shares for free. Following distribution, the rights will automatically be exchanged for new shares at the ratio determined by the Board of Directors immediately prior to the Annual General Meeting. The Board of Directors will set the subscription ratio in such a way that the theoretical value of each right will be approximately CHF 0.65.

The proposed distribution is in line with Credit Suisse Group's capital plan as announced in July 2012. The implementation of this plan is on track and progressing to allow for significant cash distributions after the Look through Swiss Core Capital ratio of 10% is reached. We target to reach this ratio in the middle of 2013.



#### **Changes to the Board of Directors**

The Board of Directors of Credit Suisse Group nominated Kai S. Nargolwala for election to the Board of Directors at the Annual General Meeting of April 26, 2013.

Kai S. Nargolwala is the Lead Independent Director of Singapore Telecommunications Ltd., Singapore's largest listed company, a Non-Executive Director of Prudential plc. in the UK, and a Non-Executive Director of PSA International Pte. Ltd. He is also the Chairman of Clifford Capital Pte. Ltd., a Singapore Government supported company to finance overseas projects by Singapore companies. Additionally, he is the Chairman of the Duke-NUS Graduate Medical School of Singapore. He was previously a member of the Executive Board of Credit Suisse Group and CEO of the Asia Pacific Region from 2008 to 2010, and Non-Executive Chairman of Credit Suisse's Asia Pacific Region from 2010 to 2011.

The Board of Directors will further propose Jassim Bin Hamad J.J. Al Thani and Noreen Doyle, whose terms of office end at the Annual General Meeting 2013, for re-election. In view of the statutory age limit Robert H. Benmosche, Aziz R.D. Syriani and David W. Syz will retire from the Board at the 2013 Annual General Meeting. The Board of Directors is very grateful to these colleagues for their extraordinary contribution to the Group over many years.

Urs Rohner, Chairman of the Board of Directors, said "I am very pleased and happy about the nomination of Kai Nargolwala to our Board of Directors. With his outstanding experience in global banking and his long and successful track record of working for businesses in Asia, where he will continue to be based, he will be a very valuable addition to the Board."

He added: "I would particularly like to express my sincere gratitude to Bob Benmosche, Aziz Syriani and David Syz. For many years, they have provided excellent advice, and their vast experience as well as their commitment to Credit Suisse was critical to the Group's success in navigating a very challenging environment. I am very pleased that Jassim Al Thani and Noreen Doyle have agreed to continue to serve on the Board to the benefit of our shareholders."

\* A summary document containing a more detailed description and the conditions of the stock dividend will be made available to the shareholders of Credit Suisse Group on or around March 25, 2013. This press 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, shares 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. Further, it does not constitute a prospectus within the meaning of applicable Swiss law nor a listing prospectus within the meaning of the SIX Swiss Exchange Listing Rules.

#### Information

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#### **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 47,400 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 within the meaning of the Private Securities Litigation Reform Act of 1995. In addition, in the future we, and others on our behalf, may make statements that constitute forwardlooking 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 2013 and beyond:
- the direct and indirect impacts of continuing deterioration or slow recovery in residential and commercial real estate markets;
- adverse rating actions by credit rating agencies in respect of sovereign issuers, structured credit products or other credit-related exposures:
- the ability to achieve our strategic 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, nationalization or confiscation of assets in countries in which we conduct our 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 in which we conduct our 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 acquired businesses successfully, and divestitures, including the ability to sell noncore 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, as well as the information set forth in our Annual Report 2011 under "Risk factors" in the Appendix.

#### Capital and liquidity disclosures

As of January 1, 2013, Basel III was implemented in Switzerland, including through the "Too Big to Fail" legislation and regulators thereunder. Our related disclosures are in accordance with the current interpretation of such requirements, including relevant assumptions. We have calculated our 4Q12 pro forma Look-through Swiss Core Capital assuming the successful completion of the remaining CHF 0.8 billion of capital measures we announced in July 2012, on a foreign exchange neutral basis. In addition, we have calculated our Basel III net stable funding ratio (NSFR) based on the current FINMA framework. Changes in the final implementation of the Basel III framework in Switzerland or any of our assumptions or estimates could result in different numbers from those shown herein.

#### **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/ Urs Fankhauser Urs Fankhauser Managing Director

> /s/ Christian Schmid Christian Schmid Managing Director

Jum

Date: February 8, 2013

#### **REGISTERED OFFICE OF THE ISSUER**

Credit Suisse AG Paradeplatz 8 8070 Zurich Switzerland

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#### LIQUIDITY PROVIDER

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