## **Amendment to Program Information**

**Credit Suisse International** 

### AMENDMENT TO PROGRAM INFORMATION

Type of Information: Amendment to Program Information Date of Announcement: 3 March 2016 Issuer Name: Credit Suisse International Gaël de Boissard Name and Title of Representative: Chief Executive Officer Address of Head Office: One Cabot Square, London E14 4QJ, UK Telephone: +44 (0)20 7888 8888 Contact Person: Attorney-in-Fact: Eiichi Kanda, Attorney-at-law Toshifumi Kajiwara, Attorney-at-law Yu Nimura, Attorney-at-law Clifford Chance Law Office (Gaikokuho Kyodo Jigyo) Akasaka Tameike Tower, 7th Floor 17-7, Akasaka 2-Chome Minato-ku, Tokyo 107-0052 Telephone: 81-3-5561-6600 Address of Website for Announcement: http://www.jpx.co.jp/english/equities/products/tpbm/announce ment/index.html Information on initial Program Information: Date of Announcement: 8 October 2015 Scheduled Issuance Period: 9 October 2015 to 8 October 2016 Maximum Outstanding Issuance Amount: Unlimited

This amendment is filed to update the information included in the Program Information dated 8 October 2015 (as amended on 18 November 2015 and 22 December 2015). This constitutes an integral part of the Program Information dated 8 October 2015 (as amended on 18 November 2015 and 22 December 2015) and shall be read together with it.



## **Credit Suisse International**

Debt Issuance Programme (Unlimited Program Size)

This Supplement (the "Supplement") is supplemental to, and should be read in conjunction with, (i) the Listing Supplement dated 2 October 2015 (the "Listing Supplement") in respect of the debt issuance programme established by Credit Suisse International ("CSi" or the "Issuer") on 10 August 2006 for the issuance of securities of CSi (the "Securities") (as supplemented from time to time), (ii) any other documents incorporated by reference therein and (iii) in relation to any particular Securities, the Pricing Supplement relating to those Securities. Capitalised terms used in this Supplement but not defined herein shall have the meanings ascribed to them in the Listing Supplement.

Supplement to Listing Supplement dated 3 March 2016

### **RISK FACTORS**

The section in the Listing Supplement entitled "Risks relating to regulatory action in the event that CSi is failing or the UK resolution authority considers that it is likely to fail" under "Risks associated with the creditworthiness of the Issuer" shall be updated by the information below.

Risks relating to regulatory action in the event that CSi is failing or the UK resolution authority considers that it is likely to fail

If CSi were to become subject to a "resolution regime" you could lose some or all of your investment in certain securities (such as unsecured notes, warrants and certificates) issued by CSi

The EU Bank Recovery and Resolution Directive ("BRRD") entered into force on 2 July 2014. Its stated aim is to provide national "resolution authorities" (such as the Bank of England in the UK) with a set of powers and tools to deal with financial institutions that are failing or likely to fail and thereby address banking crises pre-emptively in order to safeguard financial stability and minimize taxpayers' exposure to losses incurred by EU financial institutions.

In the United Kingdom, the majority of the requirements of the BRRD have been implemented into national law through the UK Banking Act (and relevant statutory instruments). The UK implementation of the BRRD included the introduction of the so-called "bail-in" tool (as described below) as of 1 January 2015 and the requirement for relevant financial institutions to meet, at all times, a minimum requirement for own funds and eligible liabilities as of 1 January 2016.

The UK Banking Act provides for a "resolution regime" granting substantial powers to the Bank of England (or, in certain circumstances, HM Treasury), in consultation with the Prudential Regulatory Authority, the Financial Conduct Authority and HM Treasury, as appropriate, to implement resolution measures with respect to a UK financial institution (such as CSi) where the relevant UK resolution authority considers that the relevant institution is failing or is likely to fail and action is necessary in the public interest. The resolution powers available to the UK resolution authority include powers to:

- direct the sale of the relevant institution or the whole or part of its business on commercial terms without requiring the consent of the shareholders or complying with the procedural requirements that would otherwise apply;
- transfer all or part of the business of the relevant institution to a "bridge bank" (which will be a
  publicly controlled entity);
- transfer the impaired or problem assets of the relevant institution to an asset management vehicle to allow them to be managed over time;
- take the relevant institution into temporary public ownership (i.e. nationalisation); and
- exercise the "bail-in" tool (as discussed below), which could result in a write down of the amount owing or conversion of the relevant security (which may be an unsecured note, warrant or certificate issued by the relevant institution) to equity.

In addition, the UK Banking Act grants powers to the UK resolution authority to:

- o modify contractual arrangements (such as the terms and conditions of unsecured notes, warrants and certificates issued by the relevant institution) in certain circumstances;
- suspend enforcement or termination rights that might be invoked as a result of the exercise of the resolution powers (e.g. suspending acceleration and enforcement rights under unsecured notes, warrants and certificates issued by the relevant institution); and
- disapply or modify laws in the UK (with possible retrospective effect) to enable the recovery and resolution powers under the UK Banking Act to be used effectively.

Prospective purchasers of Securities issued by CSi (including unsecured notes, warrants and certificates) should be aware that the exercise of any such resolution power or even the suggestion of any such potential exercise could materially adversely affect the value of any such Securities, and could lead to holders of such Securities losing some or all of their investment. The resolution regime is designed to be triggered prior to insolvency of the relevant institution, and holders of securities issued by such institution may not be able to anticipate the exercise of any resolution power (including exercise of the "bail-in" tool described below) by the UK resolution authority. Further, holders of securities issued by an institution which has been taken into a resolution regime will have very limited rights to challenge the exercise of powers by the UK resolution authority, even where such powers have resulted in the write down or conversion of such securities to equity.

# The exercise by the relevant UK resolution authority of the "bail-in" tool in relation to Securities issed by CSi would result in the write down and/or conversion to equity of such Securities

In addition to the other powers described above, the relevant UK resolution authority may exercise the "bail-in" tool in relation to a failing UK financial institution. The "bail-in" tool includes the powers to:

- write down to zero (i.e. cancel) a liability or modify its terms for the purposes of reducing or deferring the liabilities of the relevant institution; and/or
- convert a liability from one form or class to another (e.g. from debt to equity).

The exercise of such powers could result in (1) the cancellation of all, or a portion, of the principal amount of, interest on, or any other amounts payable on, any unsecured notes, warrants or certificates issued by CSi, and/or (2) the conversion of all or a portion of the principal amount of, interest on, or any other amounts payable on, such Securities into shares or other securities or other obligations of CSi or another person, and/or (3) the amendment of the maturity of such Securities or the amount of interest or any other amount payable on such Securities or the date of which such interest or other amount becomes payable (including by suspending payment for a temporary period), including by means of a variation to the terms of the Securities, in each case, to give effect to the exercise by the UK resolution authority of such power.

The purpose of the "bail-in" tool is to enable the resolution authority to recapitalise an institution by allocating losses to its shareholders and unsecured creditors (which could include the holders of unsecured notes, warrants or certificates issued by such institution) in a manner that (i) ought to respect the hierarchy of claims in an ordinary insolvency and (ii) is consistent with shareholders and creditors not receiving a less favourable treatment than they would have received in ordinary insolvency proceedings of the relevant institution (known as the "no creditor worse off" safeguard).

Insured deposits and secured liabilities and certain other liabilities are excluded from the scope of the "bail-in" tool. Further, as part of the reforms required by the BRRD, other deposits will be preferred in the insolvency hierarchy ahead of all other unsecured senior creditors of a UK institution. Accordingly, if the "bail-in" tool were to be exercised by the UK resolution authority, unsecured securities (including unsecured notes, warrants and certificates) would be more likely to be bailed-in than certain other unsubordinated liabilities of the UK institution such as other preferred deposits.

The exercise of any resolution power, including the "bail-in" tool, in respect of CSi and any Securities issued by it or any suggestion of any such exercise could materially adversely affect the rights of the holders of such Securities, the value of their investment in such Securities and/or the ability of CSi to satisfy its obligations under such Securities, and could lead to the holders of such Securities losing some or all of their investment in such Securities. In addition, even in circumstances where a claim for compensation is established under the 'no creditor worse off' safeguard in accordance with a valuation

performed after the resolution action has been taken, it is unlikely that such compensation would be equivalent to the full losses incurred by the holders of such Securities in the resolution, and there can be no assurance that holders of such Securities would recover such compensation promptly.

# Holders of Securities may not be able to anticipate the exercise of the "bail-in" tool or any such resolution power

The stabilisation powers are intended to be exercised pre-emptively – i.e. prior to the point at which insolvency proceedings with respect to the relevant institution would be initiated – in order to resolve the institution and protect the public interest. Accordingly, the stabilisation options may be exercised if the relevant UK resolution authority:

- (i) is satisfied that a relevant institution is failing, or is likely to fail;
- (ii) determines that it is not reasonably likely that (ignoring the stabilisation powers) action will be taken by or in respect of the relevant institution that will result in condition (i) above ceasing to be met within a reasonable timeframe:
- (iii) considers that the exercise of the stabilisation powers to be necessary, having regard to certain public interest considerations (such as, for example, the stability of the UK financial system, public confidence in the UK banking system and the protection of depositors); and
- (iv) considers that the special resolution objectives would not be met to the same extent by the winding-up of the relevant institution.

The use of different stabilisation powers is subject to further "specific conditions" that vary according to the relevant stabilisation power being used. Additional conditions will apply where the relevant UK resolution authority seeks to exercise its powers in relation to UK banking group companies.

It is uncertain how the UK resolution authority would assess such conditions in different pre-insolvency scenarios affecting the relevant institution. The UK resolution authority is also not required to provide any advanced notice to holders of securities of the relevant institution of its decision to exercise any resolution power. Therefore, holders of the Securities (such as unsecured notes, warrants and certificates) issued by CSi may not be able to anticipate a potential exercise of any such powers nor the potential effect of any such exercise on CSi and any such Securities.

# Holders of securities of an institution subject to the exercise of the "bail-in" tool or other resolution power may have only very limited rights to challenge the exercise of such power

Holders of securities of an institution subject to the exercise of the "bail-in" tool or other resolution power may have only very limited rights to challenge any decision of the UK resolution authority to exercise such power or to have that decision judicially reviewed. Further, the UK resolution authority would be expected to exercise such powers without the consent of the holders of the affected securities.

# Prospective investors should assume that the UK government would not provide extraordinary public financial support, or if it did, only as a last resort after the bail-in tool or other resolution tools have been utilised

Provided that certain conditions are satisfied, the UK government may provide extraordinary public financial support in relation to a failing UK financial institution by providing capital to such financial institution in exchange for Common Equity Tier 1 instruments, Additional Tier 1 instruments or Additional Tier 2 instruments, or by taking such financial institution into temporary public ownership (i.e. nationalisation). However, prospective purchasers of Securities issued by CSi (including unsecured notes, warrants and certificates) should assume that any such additional financial stabilisation tool(s)

would only be used (if at all) as a last resort after having assessed and exploited the other resolution tools (e.g. the bail-in tool, as described above) to the maximum extent practicable.

### **DOCUMENTS INCORPORATED BY REFERENCE**

The Listing Supplement and this Supplement should be read and construed in conjunction with the following document which shall be deemed to be incorporated in, and form part of, the Listing Supplement and the Supplement and supplement the section entitled "Documents Incorporated by Reference" of the Listing Supplement:

(a) The registration document of CSi dated 17 February 2016 (the "CSi Registration Document") approved by the UK Listing Authority (as may be supplemented and/or replaced from time to time) is incorporated by reference in respect of CSi. The latest CSi Registration Document and any supplements thereto are available at <a href="https://www.credit-suisse.com/media/ib/docs/investment-banking/financial-regulatory/international/csi-registration.pdf">https://www.credit-suisse.com/media/ib/docs/investment-banking/financial-regulatory/international/csi-registration.pdf</a>.

Copies of this Supplement will be available for inspection during normal business hours on any business day (except Saturdays, Sundays and legal holidays) at the offices of the Paying Agents. In addition, copies of the documents incorporated by reference in this Supplement (and any document incorporated by reference therein) will be available free of charge during normal business hours on any business day (except Saturdays, Sundays and legal holidays) at the offices of the Paying Agents and at the registered office of the Issuer.

### **CREDIT SUISSE INTERNATIONAL**

The information provided below has been extracted from the CSi Registration Document and is correct as of the date of this Supplement. The sections in the Listing Supplement entitled "Credit Suisse International", "Material Adverse Change and Significant Change", "Directors and Management" and "Legal and Arbitration Proceedings" shall be updated by the information below under the respectively corresponding headings.

### **Credit Suisse International**

Credit Suisse International ("**CSi**") was incorporated in England and Wales under the Companies Act 1985, on 9 May 1990, with registered no. 2500199 and was re-registered as an unlimited company under the name "Credit Suisse Financial Products" on 6 July 1990, and was renamed "Credit Suisse First Boston International" on 27 March 2000 and "Credit Suisse International" on 16 January 2006.

CSi, a UK domiciled bank established under English law, is an indirect wholly owned subsidiary of Credit Suisse Group AG. CSi's registered head office is in London and is located at One Cabot Square, London E14 4QJ and its telephone number is +44 (0)20 7888 8888.

CSi is an English bank and is regulated as an EU credit institution by the FCA and the PRA. The PRA has issued a scope of permission notice authorising CSi to carry out specified regulated investment activities.

CSi is an unlimited company and, as such, its shareholders have a joint, several and unlimited obligation to meet any insufficiency in the assets of CSi in the event of its liquidation. The joint, several and unlimited liability of the shareholders of the CSi to meet any insufficiency in the assets of CSi will only apply upon liquidation of CSi. Therefore, prior to any liquidation of CSi, the creditors may only have recourse to the assets of CSi and not to those of its shareholders.

CSi commenced business on 16 July 1990. Its principal business is banking, including the trading of derivative products linked to interest rates, foreign exchange, equities, commodities and credit. The primary objective of CSI is to provide comprehensive treasury and risk management derivative product services. CSi has established a significant presence in global derivative markets through offering a full range of derivative products and continues to develop new products in response to the needs of its customers and changes in underlying markets. The business is managed as a part of the Global Markets and Investment Banking and Capital Markets Divisions of Credit Suisse AG. For more information on CSi's principal markets and activities, see page 2 of the 2014 CSi Annual Report.

The liquidity and capital requirements of CSi are managed as an integral part of the wider CS group framework. This includes the local regulatory liquidity and capital requirements in the UK.

## **Material Adverse Change and Significant Change**

There has been no material adverse change in the prospects of CSi and its consolidated subsidiaries since 31 December 2014.

There has been no significant change in the financial position of CSi since 30 June 2015.

See pages 4 and 112 to 123 of the 2014 CSi Annual Report, and the "Risk Factors" section of the CSi Registration Document (pages 6 to 9) that together disclose the principal risks to CSi.

Please see "Operating Environment" on pages 8 to 10 of the exhibit (Credit Suisse Financial Report 3Q15) to the Form 6-K Dated 30 October 2015, "Economic Environment" on pages 2 to 3 of the 2015 CSi Interim Report, "Operating Environment" on pages 8 to 10 of the third exhibit (Credit Suisse Financial Report 2Q15) to the Bank Form 6-K Dated 31 July 2015, "Operating Environment" on pages 6 to 8 of the exhibit (Credit Suisse Financial Report 1Q15) to the Form 6-K Dated 30 April 2015,

"Operating Environment" on pages 48 to 50 of the Group's Annual Report 2014 and "Economic environment" on pages 2 to 3 of the 2014 CSi Annual Report for information relating to the economic environment that may affect the future results of operations or financial condition of Credit Suisse Group AG and its consolidated subsidiaries, including CSi.

## **Directors and Management**

The business address of the members of the Board of Directors is One Cabot Square, London E14 4QJ.

The current members of the Board of Directors, their role within CSi and their principal activities outside CSi, if any, are as follows:

Board Member		External Activities
Noreen Doyle (Non- Executive Chair)	0	Independent member and Chair of the Board of Directors, the Nomination and the Advisory Remuneration Committee, independent member of the Risk Committee and Audit Committee of Credit Suisse International.
	0	Ms. Doyle also serves as Vice- Chair and Lead Independent Director of the Board, member of the Audit Committee and the Chairman's and Governance Committee of Credit Suisse AG and Credit Suisse Group AG.
	0	Additionally Ms. Doyle is also:
		<ul><li>Chair of the BBA; and</li></ul>
		<ul> <li>a member of the Board of Directors of the Newmont Mining Corporation.</li> </ul>
Richard Thornburgh (Non- Executive Director)	0	Independent member of the Board of Directors and the Audit, Nomination and Advisory Remuneration Committee and Chairman of the Risk Committee of Credit Suisse International.
	0	Mr. Thornburgh also serves as Vice-Chair of the Board, member of the Audit Committee, Chair of the Risk Committee and a member of the Chairman's and Governance Committee of Credit Suisse AG and Credit Suisse Group AG.
	0	Additionally Mr. Thornburgh is also:
		<ul> <li>Vice-Chairman of Corsair Capital LLC (New York);</li> </ul>
		<ul> <li>a member of the Board of Directors of Reynolds American Inc. (Winston-Salem);</li> </ul>
		<ul> <li>a member of the Board of Directors, of McGraw Hill Financial (New York);</li> </ul>
		<ul> <li>a member of the Board of Directors and Lead Director for New Star Financial Inc. (Massachusetts); and</li> </ul>
		<ul> <li>a member of the Board of Directors of CapStar Bank.</li> </ul>

Jason Forrester	<ul> <li>Managing Director in the CRO division of Credit Suisse International.</li> </ul>
	<ul> <li>Mr. Forrester is the Global Head of ERM and CRO Change.</li> </ul>
Paul Ingram	<ul> <li>Managing Director in the CRO division of Credit Suisse International.</li> </ul>
	<ul> <li>Mr. Ingram is also Chief Risk Officer of Credit Suisse International and Credit Suisse Securities (Europe) Ltd.</li> </ul>
Christopher Horne	<ul> <li>Managing Director in the CFO division of Credit Suisse International.</li> </ul>
	<ul> <li>Mr. Horne is also Deputy CEO of Credit Suisse International and Credit Suisse Securities (Europe) Ltd.</li> </ul>
David Livingstone	<ul> <li>Vice Chairman of the Investment Banking and Capital Markets division of Credit Suisse International.</li> </ul>
Alison Halsey	<ul> <li>Independent member of the Board of Directors, Chair of the Audit Committee and Member of the Risk, Nomination and Advisory Remuneration Committee of Credit Suisse International.</li> </ul>
	o Ms. Halsey is also:
	<ul> <li>Non-executive Director, Chair of the Audit &amp; Risk Committee and Member of the Nomination and Remuneration Committees of Cambian Group Plc.;</li> </ul>
	<ul> <li>Non-executive Director, Chair of the Audit Committee, and Member of the Nomination, Remuneration and Risk Advisory Committees of Provident Financial Group Plc.; and</li> </ul>
	<ul> <li>Non-executive Director and Member of the Risk &amp; Compliance, Audit and Nominations Committees of Aon UK Limited.</li> </ul>
Stephen Dainton	<ul> <li>Managing Director in Regional EQ in the Global Markets division of Credit Suisse International.</li> </ul>

Pages 1 and 10 of the 2014 CSi Annual Report provide further information on CSi's Board of Directors.

## **Legal and Arbitration Proceedings**

During the period of 12 months ending on the date of the CSi Registration Document there have been no governmental, legal or arbitration proceedings which may have, or have had in the past, significant effects on the financial position or profitability of CSi, and CSi is not aware of any such proceedings being either pending or threatened, except as disclosed below:

CSi is defending a EUR 170 million clawback claim brought by the Winding up Committee ("WUC")
of Kaupthing Bank hf in the District Court of Reykjavik, Iceland. The claim relates to the issuance of
ten credit linked notes issued in 2008, which the WUC is seeking to challenge under various
provisions of Icelandic insolvency law in order to claw back funds paid to CSi. The WUC is also

claiming significant penalty interest under Icelandic law. CSi argues that the purchase of the credit linked notes is governed by English law, which does not provide a legal basis for such clawback actions. In October 2014, the Court of the European Free Trade Association States issued a non-binding decision supporting CSi's position that the governing law of the transactions is relevant. Separately, CSi is pursuing a claim for USD 226 million in the District Court of Reykjavik, Iceland against Kaupthing Bank hf's WUC in order to enforce certain security rights arising under a 2007 structured trade. CSi acquired the security rights following Kaupthing Bank hf's insolvency in 2008. A trial of both matters is currently expected to take place in 2017.

- Rosserlane and Swinbrook -v- Credit Suisse International. CSi is the defendant in English court litigation brought by Rosserlane Consultants Limited and Swinbrook Developments Limited (the "claimants"). The litigation relates to the forced sale by CSi in 2008 of Caspian Energy Group LP ("CEG"), the vehicle through which the claimants held a 51% stake in the Kyurovdag oil and gas field in Azerbaijan. CEG was sold for USD 245m following two unsuccessful M&A processes. The claimants allege that CEG should have been sold for at least USD 700m. CSi is vigorously defending the claims, which it believes are without merit. The trial commenced in October 2014 and on 20 February 2015 the case was dismissed and judgment given in favour of CSi. The claimants are now appealing the judgment.
- The European Commission Statement of Objections re CDS: In July 2013, the Directorate General for Competition of the European Commission ("DG Comp") issued a Statement of Objections ("SO") to various entities of thirteen CDS dealer banks, certain Markit entities and the International Swaps and Derivatives Association, Inc. ("ISDA") in relation to its investigation into possible violations of competition law by certain CDS market participants. Certain Credit Suisse entities were among the named bank entities. The SO marked the commencement of enforcement proceedings in respect of what DG Comp alleged were unlawful attempts to prevent the development of exchange traded platforms for CDS between 2006 and 2009. In December 2015, DG Comp announced that it was closing the proceedings against the Credit Suisse entities and the other dealer banks, although the proceedings would continue against the Markit entities and ISDA.
- US Antitrust Class Action re CDS. Certain Credit Suisse entities, as well as other banks, have been
  named in civil litigation in the US, currently pending in the US District Court for the Southern District
  of New York. In August 2015, Credit Suisse and the class action plaintiffs reached an agreement in
  principle to settle the action. The settlement is subject to the execution of formal settlement
  documentation and court approval.

Further, Credit Suisse (USA), Inc. has received civil investigative demands from the United States Department of Justice.

• CSi is the defendant in German court litigation brought by Stadtwerke Munchen GmbH, a German water utility company (the "claimant"). The litigation relates to a series of interest rate swaps entered into between 2008 and 2012. The claimant alleges breach of an advisory duty to provide both investor- and investment-specific advice, including in particular a duty to disclose the initial mark-to-market value of the trades at inception. The claimant seeks damages of EUR 15 million, repayment of EUR 114 million of collateral held by CSi and release from all future obligations under the trades. A preliminary hearing has been rescheduled to February 2016, with further hearing dates expected in 2016/2017.

Provision for litigation is disclosed in Note 19 to the interim consolidated financial statements on page 21 of the 2015 CSi Interim Report.