

OS CC01

Return by an overseas company of an alteration to constitutional documents



Companies House

☒ **What this form is for**
You may use this form to show an
alteration to constitutional
documents of an overseas company

☐ **What this form is NOT for**
You cannot use this form to
show any other changes to an overseas
company

MONDAY



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LD5

07/12/2015

#9

COMPANIES HOUSE

1 Overseas company details

Company number F C 0 0 7 2 2 7

Company name in full
or alternative name as
registered in the UK CREDIT SUISSE AG

→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Alteration of the constitutional document(s)

Details of change
Amendment in Art 6 with regard to the election term of
the Board of Directors Members

3 Date of alteration to the constitutional document(s)

The company gives notice¹ that the constitutional document(s) for this
company were altered on the date below

Date of alteration ^d0 ^d4 ^m0 ^m9 ^y2 ^y0 ^y1 ^y4

Copies of the following documents have been attached

- A new certified copy of the constitution of the company, as altered
- A certified translation, if applicable

¹ This notice must be delivered to
the Registrar within 21 days of the
notice of alteration being received
in the UK in due course of post (if
dispatched with due diligence)

4 UK establishments

A return must be delivered in respect of any alteration to the company
particulars by each UK establishment. If, however, a company has more than one
UK establishment, it may deliver only one form in respect of all those
UK establishments, provided it completes the table below

UK establishment name	Registration number							
CREDIT SUISSE AG, LONDON BRANCH	B	R	0	0	0	4	6	9

5 Signature

I am signing this form on behalf of the overseas company ²

Signature

Signature
X X

² This form may be signed by
Director, Secretary,
Permanent representative

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**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **FRANZISKA STAHLKNECHT**Company name **ONE CABOT SQUARE**

Address

Post town **LONDON**

County/Region

Postcode **E 1 4 4 Q J**Country **UNITED KINGDOM**

DX

Telephone **0207 888 8888****Checklist**

We may return the forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number as registered in the UK match the information held on the public Register
- ☐ You have entered details of the alteration to the constitutional documents in Section 2
- ☐ You have entered the date of alteration to the constitutional document(s) in Section 3
- ☐ You have completed Section 4, if applicable
- ☐ You have submitted the new constitutional documents of the company (with a certified translation, if appropriate) with this form
- ☐ You have signed the form

**Important information**

Please note that all information on this form will appear on the public record

**Where to send**

You may return this form to any Companies House address

England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

CREDIT SUISSE AG

SECRETARY'S CERTIFICATE

The undersigned, Pierre Schreiber and Andraes Fehrenbach, both duly appointed Corporate Secretaries of CREDIT SUISSE AG, a bank incorporated under the laws of Switzerland with its registered head office in Zurich, Switzerland, DO HEREBY CERTIFY THAT

- The attached is a true and complete copy of the English version of the Articles of Association Credit Suisse AG, effective September 4, 2014

IN WITNESS WHEREOF, we have signed this Certificate this 19th day of October 2015



Pierre Schreiber
Corporate Secretary



Andreas Fehrenbach
Corporate Secretary

Credit Suisse AG

Articles of Association

September 4, 2014

Note

Any references in this document to the masculine with respect to persons or titles shall relate to and be valid for both genders

I. Name, registered office, duration and purpose of the Company

Art 1

Name, registered office and duration

- 1 1 A joint stock corporation (public limited company) under the name Credit Suisse AG is established with its registered office in Zurich. Its duration is unlimited.
- 1 2 The Company may open branches, business offices and representative offices in Switzerland and abroad.

Art 2

Purpose

- 2 1 The purpose of the Company is to operate as a bank. Its business covers all associated types of banking, finance, consultancy, service and trading activities in Switzerland and abroad.
- 2 2 The Company may form banks, finance companies and any other types of companies. It may also hold interests in and assume the management of such companies. It may also enter into joint ventures with such companies to provide business services to third parties.
- 2 3 The Company may acquire, mortgage and sell real estate in Switzerland and abroad.

II. Share capital, shares and participation capital

Art 3

Share capital

- 3 1 The share capital amounts to CHF 4,399,680,200. It is divided into 4,399,680,200 fully paid-up registered shares with a par value of CHF 1 each.
- 3 2 In addition to the reserves prescribed by Swiss law, the General Meeting of Shareholders may resolve to create further reserves and can determine their purpose and use.
- 3 3 Registered shares may be converted into bearer shares at any time by an appropriate change in the articles of association.
- 3 4 Deleted.

Art 4

Shares

- 4 1 The Company may issue certificates representing more than one share.
- 4 2 All share certificates shall bear the facsimile signatures of the Chairman and of one other Member of the Board of Directors.
- 4 3 The Company recognises only one representative for each share.
- 4 4 Deleted.
- 4 5 The Company recognises as a shareholder any person whose name is entered in the Share Register.

Art 4a**Participation Capital**

4a 1 Deleted

4a 2 Deleted

4a 3 Deleted

4a 4 Deleted

4a 5 Deleted

4a 6 Deleted

Art 4b**Participation securities Class A**

4b 1 Deleted

4b 2 Deleted

4b 3 Deleted

4b 4 Deleted

4b 5 Deleted

4b 6 Deleted

4b 7 Deleted

4b 8 Deleted

Art 4c**Participation securities Class B**

4c 1 Deleted

4c 2 Deleted

4c 3 Deleted

4c 4 Deleted

4c 5 Deleted

4c 6 Deleted

Art 4d**Unlimited Conversion Capital**

The Company's share capital pursuant to Article 3 shall be increased through the issue of fully paid in registered shares with a par value of CHF 1 each, through the compulsory conversion upon occurrence of the trigger event of claims arising out of contingent convertible bonds (CoCos) of the Company. The issue of new registered shares is not limited quantitatively.

Shareholders' subscription rights are excluded. Holders of contingent convertible bonds are entitled to subscribe to the new shares.

The Board of Directors determines the issue price of the new shares by referring to the net asset value (NAV) of the shares.

Art 4e**Reserve Capital**

The Board of Directors is authorized, at any time without temporal limitation, to increase the share capital, as per Art 3 by a maximum of CHF 4,399,665,200 through the issuance of a maximum of 4,399,665,200 registered shares, to be fully paid up, each with a par value of CHF 1. Increases by underwriting as well as partial increases are permissible. The issue price, the time of dividend entitlement, and the type of contribution will be determined by the Board of Directors.

The Board of Directors is authorized to exclude shareholders' subscription rights in favor of third parties for important reasons, in particular if this helps with a quick and smooth placement (including private placement with selected strategic investors) of the new shares. In such circumstances, these new shares must be issued at prevailing market conditions. A discount is permissible if the Board of Directors deems this to be in the interest of the Company in terms of the quick and complete placement of the new shares.

The Board of Directors is authorized to allow the shareholders' subscription rights that have not been exercised to lapse or to sell such shareholders' subscription rights or the registered shares for which such subscription rights have been granted but not exercised on the market at market conditions or to otherwise use such shareholders' subscription rights or such registered shares in the interest of the Company.

III. The governing bodies of the Company

Art 5**General Meeting of Shareholders**

- 5.1 The ordinary General Meeting of Shareholders shall take place annually within six months of the close of the business year. The powers of the General Meeting are as defined by law.
- 5.2 The General Meeting of Shareholders is convened by the Board of Directors or by the external auditors or by other persons in whom authority to do so has been vested by law.
- 5.3 An extraordinary General Meeting of Shareholders shall take place when the Board of Directors considers this necessary or when requested by shareholders representing at least one-tenth of the share capital.
Requests by shareholders to call a meeting are to be in writing, are to be signed by those requesting the meeting and are to state the reason for the meeting.
- 5.4 The agenda of the meeting shall also include proposals which have been submitted in writing in good time before notice of the meeting is issued by one or more shareholders representing shares with a total par value of CHF 1 m. At the same time shares of the Company with a total par value of at least CHF 1 m are to be deposited with the Company. These shares are to remain in the custody of the Company until the day after the General Meeting of Shareholders.
- 5.5 Notice of the General Meeting of Shareholders shall be published at least 20 days before the date of the meeting and shall state the time and the place at which the meeting is to be held, the business to be transacted and the proposals.
- 5.6 At the General Meeting of Shareholders, each share carries one vote. A shareholder may appoint a non-shareholder to act as his or her proxy at the meeting. The Board of Directors shall issue regulations as to what constitutes acceptable proof of entitlement to voting rights.

- 5 7 The Chairman of the Board of Directors shall preside over the General Meeting of Shareholders or, in his absence, a Vice-Chairman or other Member of the Board designated by the Board
The General Meeting of Shareholders shall elect, by a show of hands, the tellers to count the votes of the meeting. Members of the Board of Directors, Members of the Executive Board and its Committees and the Statutory Auditors may not be elected as tellers
The Board of Directors shall appoint a secretary to take the minutes. The secretary need not be a shareholder. The minutes shall be signed by the person chairing the meeting and by the secretary.
- 5 8 The General Meeting of Shareholders may pass resolutions regardless of the number of shareholders present at the meeting or represented by proxy
A majority of at least two-thirds of the votes represented and an absolute majority of the share capital represented is, however, required for
- the conversion of registered shares into bearer shares
 - the dissolution of the Company
- This article is subject to the mandatory provisions of the law and other provisions of these articles of association.
- 5 9 The General Meeting of Shareholders shall adopt resolutions and decide elections by an absolute majority of the votes cast, except as otherwise prescribed by the mandatory provisions of the law or by other provisions of these articles of association
In the case of a tied vote, elections shall be decided by the drawing of lots and resolutions by the casting vote of the person chairing the meeting.
- 5 10 As a rule, votes and elections shall be conducted by a show of hands. However, a written ballot shall be held if the person chairing the meeting so directs.

Art. 6

Board of Directors

- 6 1 The Board of Directors consists of at least seven Members elected by the General Meeting of Shareholders for a term of one year. Members of the Board of Directors are eligible for re-election.
- 6 2 Each year the Board of Directors shall elect a Chairman and one or two Vice-Chairmen from among its members. Should these officers all be simultaneously unavailable, the Board of Directors shall designate another Member of the Board as a special deputy. The Board of Directors shall nominate a secretary to take the minutes. The secretary does not need to be a Member of the Board.
- 6 3 The Board of Directors is charged with ultimate responsibility for the management, supervision and control of the Company's operations. It shall decide upon all matters relating to the Company's business which have not been reserved for other governing bodies of the Company by law, by these articles of association or by regulations of the Company. The Management of the company shall be delegated to the Executive Board and its Committees in accordance with the provisions of Swiss banking law and with the regulations governing the Company's organisation and operations.
The Board of Directors is authorised to appoint committees from among its members and to delegate to them some of its powers.
It may appoint advisory boards whose duties and authorities it determines.

- 6.4 The Board of Directors shall have, in particular, the following duties and responsibilities in connection with the supervision of the Company's operations
- a) to determine the organisation of the Company by issuing the necessary regulations governing the organisation and the allocation of powers of authorisation,
 - b) to make provision for the Company's accounting, financial control and financial planning,
 - c) to appoint and discharge the official management bodies and to grant signatory authority to these management bodies, the appointment of further persons with signatory authority, including holders of procuration and commercial mandate holders, lies within the authority of the official management bodies as defined in the Regulations Governing the Conduct of Business,
 - d) to make resolutions concerning Group strategy for those companies which come under its management and concerning other matters which are reserved for the Board of Directors by the regulations governing the Company's organisation and operations,
 - e) to notify the court if liabilities exceed assets,
 - f) to appoint a recognised firm of auditors as external auditors, in accordance with the requirements of Swiss banking law,
 - g) to prepare the annual report, make arrangements for the General Meeting of Shareholders and carry out the resolutions of the General Meeting of Shareholders
- 6.5 The supervision and control of the management of the Company's business involves the following main duties and responsibilities
- a) to supervise the persons entrusted with the management of the Company, notably with respect to their compliance with the law, the articles of association, regulations and internal directives,
 - b) to review the annual financial statements of the parent company and of the Group, together with the quarterly and half-yearly figures,
 - c) to receive periodic reports on the course of business and on the Group's financial condition,
 - d) to review reports on the audits carried out by the external auditors and the Group's external auditors
- 6.6 The Board of Directors shall meet as often as business requires

The Chairman shall call additional meetings if a Member of the Board of Directors so requests and states the reason for such request

Resolutions on a particular proposal may be passed by written consent unless a Member of the Board of Directors requests verbal discussion of the matter

A majority of the members of the Board of Directors must be present in person in order to pass resolutions, there is no presence quorum requirement for resolutions on authorized capital increases, for resolutions on amendments and acknowledgments by the Board in connection with capital increases, or for the acknowledgment of an event triggering conversion of the conversion capital. For resolutions carried out by circular letter, a majority of the members of the Board of Directors must cast their votes

The adoption of resolutions by the Board of Directors requires an absolute majority of the votes cast. In the case of a tied vote, the person chairing the meeting shall have the casting vote

- 6.7 In addition to their expenses, Members of the Board of Directors and its committees, shall be entitled to receive appropriate remuneration, according to their level of responsibility and the demands made on them, in an amount to be determined by the Board. Their expenses shall be reimbursed

Art 7

Executive Board and its Committees

The management organisation and the duties and authorities of the Executive Board and its Committees are set forth in the regulations governing the Company's organisation and operations

Art 8

External auditors and the Group's external auditors

8 1 Every year the ordinary General Meeting of Shareholders appoints the external auditors and the Group's external auditors for the current financial year

8 2 The General Meeting of Shareholders may appoint special external auditors for a term of office of three years to provide the audit confirmations required in the event of increases in share capital

IV. Corporate Signature

Art 9

9 1 As a rule, a document signed on behalf of the Company is binding on the Company only when it carries the signatures of two persons authorised to sign the document concerned

9 2 The Executive Board and its Committees may order

- that certain routine business documents are to be signed by one authorised signatory only,
- that certain routine business documents can be signed by mechanical means (facsimile signatures),
- that especially large-volume bulk correspondence need not be signed

9 3 Any deviation from the principle of collective signature is to be brought to the attention of customers in an appropriate manner

V. Financial statements and allocation of the disposable profit

Art 10

10 1 The Company's financial year shall be determined by the Board of Directors

10 2 The annual financial statements of the parent company and the Group financial statements shall be drawn up and the disposable profit allocated in accordance with the provisions of the law

VI. Official notices

Art 11

The Company shall publish its notices and announcements in the Swiss Commercial Gazette ("Schweizerisches Handelsamtsblatt"). Announcements for and notices to shareholders and others shall be published in the Swiss Commercial Gazette, except where the law prescribes some other manner of notification. The Board of Directors may designate other forms of publication.

VII. Pro memoria

Art 12

12.1 Deleted

12.2 Deleted

12.3 Deleted

12.4 Deleted

12.5 Deleted

12.6 Deleted

12.7 Deleted

Zurich, September 4, 2014

The above text is a translation of the original German articles of association ("Statuten"), which constitute the definitive text and are binding in law.



CREDIT SUISSE AG

Paradeplatz 8
CH-8070 Zurich
Switzerland

www.credit-suisse.com