

# CREDIT SUISSE INTERNATIONAL

(Incorporated in England)

## FOURTH SUPPLEMENT DATED 23 DECEMBER 2020

### TO CREDIT SUISSE INTERNATIONAL REGISTRATION DOCUMENT DATED 15 MAY 2020

This supplement (the “**Fourth Supplement**”) dated 23 December 2020 supplements the Registration Document dated 15 May 2020 and approved by the Financial Conduct Authority (the “**FCA**”) on 15 May 2020 (the “**Registration Document**”). This Fourth Supplement should be read in conjunction with the Registration Document, the first supplement to the Registration Document dated 21 September 2020 (the “**First Supplement**”), the second supplement to the Registration Document dated 9 November 2020 (the “**Second Supplement**”), and the third supplement to the Registration Document dated 9 December 2020 (the “**Third Supplement**”), including the documents incorporated by reference therein. The terms used in this Fourth Supplement have the same meaning as the terms used in the Registration Document.

This Fourth Supplement has been produced to (i) incorporate by reference the Form 6-K Dated 15 December 2020 (as defined below) and (ii) update the sections headed “Risk Factors” and “2. Ratings”.

#### **Document incorporated by reference**

This Fourth Supplement incorporates by reference the following documents:

- the Form 6-K of the Group and the Bank filed with the United States Securities and Exchange Commission on 15 December 2020 (the “**Form 6-K Dated 15 December 2020**”) which contains a media release titled “2020 Investor Update” attached as an exhibit thereto, as indicated in the cross-reference table below (page 1).

For ease of reference, the relevant information from the Form 6-K Dated 15 December 2020 can be found on the following pages of the document:

Section Number	Section Heading	Sub-heading	Page(s)
<b>Form 6-K Dated 15 December 2020</b>			
	Form 6-K	Entire document excluding the sentences “The 2020 Investor Update media release and the CEO and CFO presentations are available to download from 07:00 CET / 06:00 GMT / 01:00 EST today at: <a href="https://www.credit-suisse.com/aboutus/en/events/investor-day-2020.html">https://www.credit-suisse.com/aboutus/en/events/investor-day-2020.html</a> . Additional presentations will be available to download at 12:30 CET / 11:30 GMT / 06:30 EST today.”	All

The information identified in the above table is incorporated by reference into, and forms part of, the Registration Document (and any information not listed in the above table but included in the documents referred to in the above table is not incorporated by reference and either (a) is covered elsewhere in the Registration Document; or (b) is not relevant for investors).

A copy of the document incorporated by reference into the Registration Document can be inspected online at:

<https://www.credit-suisse.com/media/assets/about-us/docs/investor-relations/financial-regulatory-disclosures/regulatory-disclosures/company-registration-documents/form-6-k-dated-15-december-2020.pdf>  
(the Form 6-K Dated 15 December 2020).

Only the specified portions of such documents have been incorporated by reference into the Registration Document, and not, for the avoidance of doubt, any other parts of the websites referred to in the Registration Document, including this Fourth Supplement.

## **Risk Factors**

The risk relating to CSi beginning on page 12 of the Registration Document in the section headed “Risk Factors—6. Legal and regulatory risk—6.4 If CSi were to become subject to the use of “resolution” measures by a resolution authority (or pre-resolution measures), investors could lose some or all of their investment in certain securities (such as unsecured notes, warrants and certificates) issued by CSi”, as amended by the First Supplement, shall be replaced by the following:

### **6.4 If CSi were to become subject to the use of "resolution" measures by a resolution authority (or pre-resolution measures), investors could lose some or all of their investment in certain securities (such as unsecured notes, warrants and certificates) issued by CSi**

Under the Banking Act 2009 (the "**UK Banking Act**"), the Bank of England (or, in certain circumstances, HM Treasury) has substantial powers to implement resolution measures with respect to a UK financial institution (such as CSi) if (i) the PRA considers that the relevant institution is failing or is likely to fail and (ii) the Bank of England considers that the other conditions have been satisfied, including that action is necessary in the public interest.

These resolution powers include powers to:

- direct the sale of the relevant institution or the whole or part of its business and assets to a third party purchaser;
- transfer all or part of the business of the relevant institution to a "bridge bank";
- transfer the impaired or problem assets of the relevant institution to an asset management vehicle to allow them to be managed over time; and
- exercise the "bail-in" tool (as discussed below), which could result in a write down or cancellation of the amount owed by the relevant institution or conversion of the relevant liability owed to equity.

The above tools may be used in any combination. Alternatively, as a last resort, HM Treasury is given powers, subject to meeting certain further public interest conditions, to take the relevant institution into temporary public ownership (i.e. nationalisation).

The UK Banking Act also allows the Bank of England to take certain "pre-resolution" measures, which may include mandatory write-down of regulatory capital or conversion of regulatory capital to equity prior to the implementing of any resolution measures which may have a similar effect to the use of the "bail in" tool (as described below). Amendments to the UK Banking Act that apply from 28 December 2020 expand these “pre-resolution” measures so that they also apply to “relevant internal liabilities”. “Relevant internal liabilities” include certain liabilities owed by, or capital instruments issued by, the relevant institution that are held by another resolution entity in the same resolution group. There are provisions within the UK Banking Act included to ensure that any steps taken under the special resolution regime (i) satisfy certain continuity obligations; and (ii) are effective. For example, the Bank of England may (i) modify contractual arrangements (such as the terms and conditions of securities issued by the relevant institution) in certain circumstances and (ii) suspend enforcement or termination rights that might be invoked as a result of the exercise of the resolution powers. In addition, HM Treasury may 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.

The exercise of any resolution power, any pre-resolution measures or even the suggestion of their potential exercise could materially adversely affect the value of any securities issued by CSi, and could lead to holders of such securities losing some or all of their investment. 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.

Further, notwithstanding that CSi is an unlimited company and, as a result, upon its liquidation its creditors have a right of recourse against CSi's shareholders, holders of securities issued by CSi may not be able to benefit from such recourse if CSi becomes subject to the exercise of any resolution power or pre-resolution power or if such power is exercised in a manner which prevents its liquidation (or otherwise changes the nature of the insolvency procedure to which CSi may ultimately become subject).

The risk relating to CSi beginning on page 12 of the Registration Document in the section headed "Risk Factors—6. Legal and regulatory risk—6.5 The exercise by the UK resolution authority of the "bail-in" tool (or pre-resolution powers to write down or convert regulatory capital) in relation to securities issued by CSi would result in the write down and/or conversion to equity of such securities" shall be replaced by the following:

**6.5 The exercise by the UK resolution authority of the "bail-in" tool (or pre-resolution powers to write down or convert regulatory capital or relevant internal liabilities) in relation to securities issued 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 Bank of England may exercise the "bail-in" tool in relation to a failing UK financial institution. The "bail-in" tool includes the powers to:

- write down, including 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 the "bail-in" tool or similar pre-resolution powers (as described above) could result in (i) the cancellation of all, or a portion, of the principal amount of, interest on, or any other amounts payable on, any securities issued by CSi, and/or (ii) 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 (iii) the amendment of the maturity of such securities or the amount of interest or any other amount payable on such securities or the date on which such interest or other amount becomes payable, including by means of a variation to the terms of the securities, in each case, to give effect to the exercise by the Bank of England of such powers.

The exercise of any resolution power, including the "bail-in" tool (or any pre-resolution powers in relation to regulatory capital or relevant internal liabilities), 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.

The risk relating to CSi beginning on page 13 of the Registration Document in the section headed "Risk Factors—6. Legal and regulatory risk—6.6 Holders of securities issued by CSi may not be able to anticipate the exercise of the "bail-in" tool, any resolution power or any pre-resolution measure to reduce or convert regulatory capital" shall be replaced by the following:

## **6.6 Holders of securities issued by CSi may not be able to anticipate the exercise of the "bail-in" tool, any resolution power or any pre-resolution measure to reduce or convert regulatory capital or relevant internal liabilities**

The resolution 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, subject to certain conditions.

It is uncertain how the Bank of England would assess such conditions in different pre-insolvency scenarios affecting the relevant institution. The Bank of England 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 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.

Save as disclosed in this Fourth Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Registration Document has arisen or been noted, as the case may be, since the publication of the Registration Document.

## **2. Ratings**

The final paragraph under the heading "Explanation of ratings as of the date of this document:" on page 23 of the Registration Document in the section headed "Information relating to Credit Suisse International—2. Ratings" is hereby amended and restated as follows:

S&P and Moody's are established in the EU. Fitch is not established in the EU. Fitch is established in the UK, in which EU law will continue to apply until the end of the transition period (31 December 2020).

### **EU Regulation**

Each of S & P, Fitch and Moody's are, as of the date hereof, registered under Regulation (EC) No. 1060/2009 (as amended) (the "CRA Regulation") and included in the list of credit rating agencies published by the European Securities and Markets Authority ("ESMA") on its website (at [www.esma.europa.eu/page/List-registered-and-certified-CRAs](http://www.esma.europa.eu/page/List-registered-and-certified-CRAs)) in accordance with the CRA Regulation.

In general, and subject to certain exceptions (including the exceptions outlined below), European regulated investors are restricted from using a credit rating for regulatory purposes if such a credit rating is not issued by a credit rating agency established in the EU and registered under the CRA Regulation, unless (i) the rating is provided by a credit rating agency operating in the EU before 7 June 2010 which has submitted an application for registration in accordance with the CRA Regulation and such registration is not refused, (ii) the European Union has adopted an equivalence decision in respect of the legal and supervisory framework for a non-EU credit rating agency and the non-EU credit rating agency has been certified by ESMA or (iii) the relevant credit ratings are endorsed by a credit rating agency which is located in an EU member state, in each case pursuant to applicable European rules.

From the end of the transition period, the United Kingdom Financial Conduct Authority will assume regulatory oversight of Fitch, which will cease to be registered under the CRA Regulation. As at the date of this document, whereas the UK government has recognised the CRA Regulation as equivalent to the UK's legal and supervisory framework, via the Credit Rating Agencies Regulation Equivalence Directions 2020 (such recognition being effective from the end of the transition period), it is not yet certain whether a reciprocal equivalence determination by the EU in favour of the UK under the CRA Regulation will be made before the end of the transition period. It is currently expected that Fitch Ratings Ireland Limited or another affiliate of Fitch established in the EU and registered under the CRA Regulation will endorse ratings published by Fitch, which would satisfy the requirements of the CRA Regulation (as noted above), although such endorsement has yet to be formally given.

## **UK Regulation**

From the end of the transition period, Fitch will be registered in accordance with Regulation (EC) No. 1060/2009 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "UK-CRA Regulation"). Each of S & P and Moody's will not, as of such date, be registered under the UK-CRA Regulation. Under the UK-CRA Regulation, for UK regulatory purposes UK regulated investors are required to use ratings issued by a credit rating agency established in the UK and registered under the UK-CRA Regulation; provided however, that in the case of ratings issued by a third country credit rating agency, they can be used if they are either (a) endorsed by a UK registered credit rating agency, or (b) issued by a third country credit rating agency that is certified in accordance with the UK-CRA Regulation (subject, in each case, to (i) the relevant UK registration, certification or endorsement, as the case may be, not having been withdrawn or suspended and (ii) transitional provisions that apply in certain circumstances). For a certain limited period of time, transitional relief accommodates continued use for regulatory purposes in the UK of existing pre-2021 ratings by a third country credit rating agency, provided certain conditions are satisfied.

It is currently expected that affiliates of S & P and Moody's registered under the UK-CRA Regulation will endorse ratings published by S & P and Moody's, respectively, although such endorsement has yet to be formally given.

To the extent that there is any inconsistency between (a) any statement in this Fourth Supplement or any statement or information incorporated by reference into this Fourth Supplement and (b) any statement or information in or incorporated by reference into the Registration Document as supplemented by the First Supplement, the Second Supplement and the Third Supplement, the statements or information in (a) above will prevail.

The Issuer takes responsibility for the Registration Document, as supplemented by the First Supplement, the Second Supplement, the Third Supplement and this Fourth Supplement. To the best knowledge of the Issuer, the information contained in the Registration Document, as supplemented by the First Supplement, the Second Supplement, the Third Supplement and this Fourth Supplement, is in accordance with the facts and the Registration Document, as supplemented by the First Supplement, the Second Supplement, the Third Supplement and this Fourth Supplement, makes no omission likely to affect its import. This Fourth Supplement is not for use in, and may not be delivered to or inside, the United States.