

## SUPPLEMENT DATED 13 MAY 2015 TO THE BASE PROSPECTUSES LISTED IN THE SCHEDULE

### Credit Suisse AG Credit Suisse International

#### pursuant to the Structured Products Programme for the Issuance of Notes, Certificates and Warrants

This supplement dated 13 May 2015 (this "**Supplement**") to each of the base prospectuses listed in the Schedule, each of which comprises a separate base prospectus in respect of Credit Suisse AG ("**CS**") and Credit Suisse International ("**CSi**", and together with CS, the "**Issuers**" and each, an "**Issuer**") save for the Andrea Preference Share-Linked Securities Base Prospectus, which comprises a base prospectus in respect of CS only (each such base prospectus, as supplemented up to the date of this Supplement, a "**Prospectus**" and, collectively, the "**Prospectuses**") constitutes a supplement in respect of each Prospectus for the purposes of Article 13 Chapter 1 of Part II of the Luxembourg Law on Prospectuses for Securities dated 10 July 2005 and as amended on 3 July 2012 (the "**Luxembourg Law**") and has been approved by the Commission de Surveillance du Secteur Financier (the "**CSSF**") in its capacity as competent authority in Luxembourg. Terms defined in the relevant Prospectus shall have the same meanings when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the relevant Prospectus including any other supplements thereto.

#### **Purpose of this Supplement**

The purpose of this Supplement is to:

- (a) amend Element B.12 of the Summary of each Prospectus (other than the Andrea Preference Share-Linked Securities Base Prospectus) to include the key financial information for CS for the three months ended 31 March 2015;
  - (b) amend Element B.12 of the Summary of the Andrea Preference Share-Linked Securities Base Prospectus to include the key financial information for CS for the three months ended 31 March 2015;
  - (c) incorporate by reference each of (i) the Form 6-K Dated 30 April 2015, (ii) the Form 6-K Dated 24 April 2015, and (iii) the Form 6-K Dated 21 April 2015 (each as defined below) into each Prospectus in respect of CS;
  - (d) incorporate by reference each of (i) the Form 6-K Dated 30 April 2015 and (ii) the Form 6-K Dated 21 April 2015 (each as defined below) into each Prospectus (other than the Andrea Preference Share-Linked Securities Base Prospectus) in respect of CSi;
  - (e) include certain supplemental information in respect of CS in each Prospectus;
  - (f) include certain supplemental information in respect of CSi in each Prospectus (other than the Andrea Preference Share-Linked Securities Base Prospectus);
  - (g) amend certain information in respect of CS in the section headed "General Information" in each Prospectus; and
  - (h) amend certain information in respect of CSi in the section headed "General Information" in each Prospectus (other than the Andrea Preference Share-Linked Securities Base Prospectus).
1. ***Amendments to the Summary of each Prospectus (other than the Andrea Preference Share-Linked Securities Base Prospectus)***

Element B.12 of the Summary of each Prospectus (other than the Andrea Preference Share-Linked Securities Base Prospectus), on (i) pages 10 to 11 of the Trigger Redeemable and Phoenix Securities Base Prospectus, (ii) pages 11 to 12 of the Reverse Convertible and Worst of Reverse Convertible Securities Base Prospectus, (iii) pages 11 to 12 of the Put and Call Securities Base Prospectus and (iv) pages 10 to 12 of the Bonus and Participation Securities Base Prospectus, (in each case, as amended up to the Supplement dated 10 April 2015), shall be deleted and replaced with the following:

<b>B.12</b>	<b>Selected key financial information; no material adverse change and description of significant change in financial or trading position of the Issuer:</b>	<i>[Insert the following if the Issuer is CS]</i>		
		<b><u>CS</u></b>		
		<i>In CHF million</i>	<i>Year ended 31 December</i>	
			<i>2014</i>	<i>2013</i>
		<b>Selected income statement data</b>		
		Net Revenue	25,589	25,314
		Total operating expenses	22,503	21,567
		Net income	1,764	2,629
		<b>Selected balance sheet data</b>		
		Total assets	904,849	854,429
		Total liabilities	860,208	810,797
		Total equity	44,641	43,632
		<i>In CHF million</i>	<i>Three months ended 31 March (unaudited)</i>	
			<i>2015</i>	<i>2014</i>
		<b>Selected income statement data</b>		
		Net Revenue	6,539	6,744
		Total operating expenses	5,098	5,076
		Net income	972	1,143
		<b>Selected balance sheet data</b>	<i>Three months ended 31 March 2015 (unaudited)</i>	<i>Year ended 31 December 2014</i>
		Total assets	888,121	904,849
Total liabilities	843,692	860,208		
Total equity	44,429	44,641		

<i>[Insert the following if the Issuer is CSi]</i>		
<b>CSi*</b>		
<i>In USD million</i>	<i>Year ended 31 December</i>	
	<i>2014</i>	<i>2013</i>
<b>Selected consolidated income statement data</b>		
Net Revenue	1,144	1,654
Total operating expenses	(1,551)	(1,713)
Loss before taxes	(407)	(59)
Net loss	(995)	(539)
<b>Selected consolidated balance sheet data</b>		
Total assets	548,137	515,733
Total liabilities	524,108	490,705
Total shareholders' equity	24,029	25,028
*This key financial information is for CSi and its subsidiaries		
<i>[Insert for CS only:</i>		
There has been no material adverse change in the prospects of the Issuer and its consolidated subsidiaries since 31 December 2014.		
Not applicable; there has been no significant change in the financial position of the Issuer and its consolidated subsidiaries since 31 March 2015.]		
<i>[Insert for CSi only:</i>		
There has been no material adverse change in the prospects of the Issuer and its consolidated subsidiaries since 31 December 2014.		
Not applicable; there has been no significant change in the financial position of the Issuer and its consolidated subsidiaries since 31 December 2014.]		

**2. Amendment to the Summary of the Andrea Preference Share-Linked Securities Base Prospectus**

Element B.12 of the Summary on pages 8 to 9 of the Andrea Preference Share-Linked Securities Base Prospectus (as amended by the Supplement dated 10 April 2015), shall be deleted and replaced with the following:

<b>B.12</b>	<b>Selected key financial information; no material adverse change and description of significant change in financial or trading position of the Issuer:</b>	<b><u>CS</u></b>		
		<i>In CHF million</i>	<i>Year ended 31 December</i>	
			<i>2014</i>	<i>2013</i>
		<b>Selected income statement data</b>		
		Net Revenue	25,589	25,314
		Total operating expenses	22,503	21,567
		Net income	1,764	2,629
		<b>Selected balance sheet data</b>		
		Total assets	904,849	854,429
		Total liabilities	860,208	810,797
		Total equity	44,641	43,632
		<i>In CHF million</i>	<i>Three months ended 31 March (unaudited)</i>	
			<i>2015</i>	<i>2014</i>
		<b>Selected income statement data</b>		
		Net Revenue	6,539	6,744
		Total operating expenses	5,098	5,076
		Net income	972	1,143
		<b>Selected balance sheet data</b>	<i>Three months ended 31 March 2015 (unaudited)</i>	<i>Year ended 31 December 2014</i>
		Total assets	888,121	904,849
		Total liabilities	843,692	860,208
		Total equity	44,429	44,641
		<p>There has been no material adverse change in the prospects of the Issuer and its consolidated subsidiaries since 31 December 2014.</p> <p>Not applicable; there has been no significant change in the financial</p>		

		position of the Issuer and its consolidated subsidiaries since 31 March 2015.
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**3. Incorporation of information by reference in the relevant Prospectus**

- (a) This Supplement incorporates by reference into each Prospectus the Form 6-K of Credit Suisse Group AG (the "**Group**") and CS filed with the United States Securities and Exchange Commission ("**SEC**") on 24 April 2015 (the "**Form 6-K Dated 24 April 2015**"), which includes a media release containing information about the outcome of the Annual General Meeting of the Group on 24 April 2015.

The table below sets out the relevant page references for the information incorporated by reference in each Prospectus in respect of CS:

<b>Section Number</b>	<b>Section Heading</b>	<b>Sub-heading</b>	<b>Page(s) of the PDF file</b>
<b>Form 6-K Dated 24 April 2015</b>			
	Form 6-K	Cover Page	1
		Annual General Meeting of Credit Suisse Group AG: all proposals put forward by the Board of Directors approved	3
		Distribution against Reserves from Capital Contributions (first two paragraphs only)	3
		Increase in Authorized Capital for Employee Shares	3
		Elections to the Board of Directors	4
		Re-Election of the Members of the Compensation Committee	4
		Approval of the Compensation of the Board of Directors and the Executive Board	4
		Consultative Vote on the 2014 Compensation Report	4
		Credit Suisse AG (first paragraph only)	5
		Cautionary statement regarding forward-looking information	5-7
		Signatures	8

- (b) This Supplement incorporates by reference into each Prospectus each of (i) the Form 6-K of CS filed with the SEC on 30 April 2015 (the "**Form 6-K Dated 30 April 2015**"), which includes the Credit Suisse Financial Report 1Q15 as an exhibit thereto, and (ii) the Form 6-K of CS filed with the SEC on 21 April 2015 (the "**Form 6-K Dated 21 April 2015**"), which includes the Credit Suisse Earnings Release 1Q15 as an exhibit thereto.

The table below sets out the relevant page references for the information incorporated by reference (A) in respect of CS, in each Prospectus, and (B) in respect of CSi, in each Prospectus (other than the Andrea Preference Share-Linked Securities Base Prospectus):

<b>Section Number</b>	<b>Section Heading</b>	<b>Sub-heading</b>	<b>Page(s) of the PDF file</b>
<b>Form 6-K Dated 30 April 2015</b>			
	Form 6-K	Cover page	1
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		Operating and financial review and prospects	5
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<b>Exhibit to Form 6-K Dated 21 April 2015 (Earnings Release 1Q15)</b>			
	Earnings Release 1Q15	Key metrics	9
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		Private Banking & Wealth Management	15-21
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Any information not listed above but included in the documents incorporated by reference herein is given for information purpose only and is not required by the relevant annexes of the Commission Regulation 809/2004/EC, as amended.

Any non-incorporated part of a document referred to herein are either deemed not relevant for the investor or are otherwise covered elsewhere in the relevant Prospectus.

#### **4. Supplemental information with respect to CS in each Prospectus**

The information in the section entitled "Credit Suisse AG" in each Prospectus shall be supplemented by deleting the section headed "Legal and Arbitration Proceedings", on (i) pages 417 to 418 of the Trigger Redeemable and Phoenix Securities Base Prospectus, (ii) page 395 of the Reverse Convertible and Worst of Reverse Convertible Securities Base Prospectus, (iii) page 429 of the Put and Call Securities Base Prospectus, (iv) page 403 of the Bonus and Participation Securities Base Prospectus, and (v) page 118 of the Andrea Preference Share-Linked Securities Base Prospectus (in each case, as amended up to the Supplement dated 10 April 2015) and replacing it with the following:

"There are no, during the period of 12 months ending on the date of this Base Prospectus, governmental, legal or arbitration proceedings which may have, or have had in the past, significant effects on CS's financial position or profitability, and CS is not aware of any such proceedings being either pending or threatened, except as disclosed in (a) the Form 6-K Dated 30 April 2015 under the heading "Litigation" (note 29 to the condensed consolidated financial statements of the Group on pages 152 to 153 (pages 158 to 159 of the PDF) of the Exhibit to the Form 6-K Dated 30 April 2015) and (b) the Form 20-F Dated 20 March 2015 under the heading "Litigation" (note 38 to the consolidated financial statements of the Group on pages 352 to 359 (pages 376 to 383 of the PDF) of the Exhibit to the Form 20-F Dated 20 March 2015)."

#### **5. Supplemental information with respect to CSi in each Prospectus (other than the Andrea Preference Share-Linked Securities Base Prospectus)**

The information in the section entitled "Credit Suisse International" in each Prospectus (other than the Andrea Preference Share-Linked Securities Base Prospectus) shall be supplemented as follows:

- (a) the section headed "History, Development and Organisational Structure", (i) page 419 of the Trigger Redeemable and Phoenix Securities Base Prospectus, (ii) page 396 of the Reverse Convertible and Worst of Reverse Convertible Securities Base Prospectus, (iii) page 430 of the Put and Call Securities Base Prospectus, and (iv) page 404 of the Bonus and Participation Securities Base Prospectus (in each case, as supplemented up to the Supplement dated 11 December 2014), shall be supplemented by deleting the sixth paragraph therein and replacing it with the following:

"CSi has been issued a senior unsecured long-term debt rating of "A (Negative Outlook)" by Standard & Poor's, a senior long-term debt rating of "A (Stable Outlook)" by Fitch and a senior long-term debt rating of "A1 (Under Review for Possible Downgrade)" by Moody's Inc."

- (b) The section headed "Principal Activities and Principal Markets" (i) page 419 of the Trigger Redeemable and Phoenix Securities Base Prospectus, (ii) page 396 of the Reverse Convertible and Worst of Reverse Convertible Securities Base Prospectus, (iii) page 430 of the Put and Call Securities Base Prospectus, and (iv) page 404 of the Bonus and Participation Securities Base Prospectus (in each case, as supplemented up to the

Supplement dated 11 December 2014), shall be supplemented by inserting the following sentence at the end of the first paragraph therein:

"For more information on CSi's principal markets and activities, see page 2 (page 4 of the PDF) of the CSi 2014 Annual Report."

- (c) The section headed "Organisational Structure", which replaced the sections headed "Shareholders" and "Capital Structure" by virtue of the Supplement dated 11 December 2014, on (i) pages 419 to 421 of the Trigger Redeemable and Phoenix Securities Base Prospectus, on (ii) pages 396 to 398 of the Reverse Convertible and Worst of Reverse Convertible Securities Base Prospectus, (iii) pages 430 to 432 of the Put and Call Securities Base Prospectus, and (iv) pages 404 to 406 of the Bonus and Participation Securities Base Prospectus (in each case, as amended by the Supplement dated 10 April 2015), shall be amended by inserting the following sentence at the end of the first paragraph therein:

"For information on CSi's relationship with Credit Suisse Group AG, see page 2 (page 4 of the PDF) of the CSi 2014 Annual Report."

- (d) The section headed "Directors and Management", on (i) pages 421 to 422 of the Trigger Redeemable and Phoenix Securities Base Prospectus, (ii) pages 398 to 399 of the Reverse Convertible and Worst of Reverse Convertible Securities Base Prospectus, (iii) pages 432 to 433 of the Put and Call Securities Base Prospectus, and (iv) pages 406 to 407 of the Bonus and Participation Securities Base Prospectus (in each case, as amended up to the Supplement dated 10 April 2015), shall be amended by:

- (i) deleting the second row specified as "Stephen Kingsley" in the table therein; and
- (ii) adding the following sentence after the table therein:

"Pages 1 and 10 (pages 3 and 12 of the PDF) of the CSi 2014 Annual Report provide further information on CSi's Board of Directors."

- (e) The section headed "Auditors and Accounts" on (i) page 424 of the Trigger Redeemable and Phoenix Securities Base Prospectus, (ii) page 400 of the Reverse Convertible and Worst of Reverse Convertible Securities Base Prospectus, (iii) page 434 of the Put and Call Securities Base Prospectus, and (iv) page 408 of the Bonus and Participation Securities Base Prospectus (in each case, as amended up to the Supplement dated 10 April 2015), shall be deleted in its entirety and replaced with the following:

**"Auditors**

CSi's auditor is KPMG LLP, 15 Canada Square, London E14 5GL. KPMG LLP is registered to carry out audit work by the Institute of Chartered Accountants in England and Wales.

CSi's auditor, as named above, has held office from the start of the accounting period ending 31 December 2014 until the start of the next period. KPMG Audit Plc, who previously acted as auditor, has instigated an orderly wind down of its business and has not been reappointed as auditor.

Further information on the Issuer's auditor may be found on pages 11 and 12 (pages 13 and 14 of the PDF) of the CSi 2014 Annual Report."

**6. Amendments to the section headed "General Information" in each Prospectus**

The section headed "General Information" in each Prospectus shall be supplemented by deleting the seventh item therein, on (i) page 481 of the Trigger Redeemable and Phoenix Securities Base

Prospectus (as amended by the supplement dated 7 August 2014), (ii) page 458 of the Reverse Convertible and Worst of Reverse Convertible Securities Base Prospectus, (iii) page 492 of the Put and Call Securities Base Prospectus, (iv) page 466 of the Bonus and Participation Securities Base Prospectus, and (v) page 145 of the Andrea Preference Share-Linked Securities Base Prospectus (in each case, as amended up to the Supplement dated 10 April 2015), and replacing it with the following:

"7. There has been no material adverse change in the prospects of CS and its consolidated subsidiaries since 31 December 2014. There has been no significant change in the financial position of CS and its consolidated subsidiaries since 31 March 2015.

Please see the section entitled "Risk Factors" on pages 39 to 46 of the Exhibit to the Form 20-F Dated 20 March 2015 for the risk factors that may affect the future results of operations or financial condition of the Group and its consolidated subsidiaries.

Please see the sections entitled "Operating Environment" on pages 48 to 50 (pages 72 to 74 of the PDF) of the Exhibit to the Form 20-F Dated 20 March 2015 and "Operating Environment" on pages 6 to 8 (pages 12 to 14 of the PDF) of the Form 6-K Dated 30 April 2015 for the information relating to the economic environment that may affect the future results of operations or financial condition of the Group and its consolidated subsidiaries."

**7. Amendments to the section headed "General Information" in each Prospectus (other than the Andrea Preference Share-Linked Securities Base Prospectus)**

The section headed "General Information" in each Prospectus (other than the Andrea Preference Share-Linked Securities Base Prospectus) shall be supplemented as follows:

(a) by deleting the second and third sub-paragraphs under the eighth item therein, on (i) page 481 of the Trigger Redeemable and Phoenix Securities Base Prospectus, (ii) page 458 of the Reverse Convertible and Worst of Reverse Convertible Securities Base Prospectus, (iii) page 492 of the Put and Call Securities Base Prospectus and (iv) page 466 of the Bonus and Participation Securities Base Prospectus (in each case, as amended up to the Supplement dated 10 September 2014), and replacing it with the following:

"See pages 4 and 112 to 123 (pages 6 and 114 to 125 of the PDF) of the CSi 2014 Annual Report and the section entitled "Risk Factors" herein, that together disclose the principal risks to the Issuer.

Please see the sections entitled "Operating Environment" on pages 6 to 8 (pages 12 to 14 of the PDF) of the Form 6-K Dated 30 April 2015, "Operating Environment" on pages 48 to 50 (pages 72 to 74 of the PDF) of the Exhibit to the Form 20-F Dated 20 March 2015 and "Economic environment" on pages 2 to 3 (pages 4 to 5 of the PDF) of the CSi 2014 Annual Report for the information relating to the economic environment that may affect the future results of operations or financial condition of the Group and its consolidated subsidiaries, including CSi."

(b) by deleting the thirteenth item therein, on (i) page 481 of the Trigger Redeemable and Phoenix Securities Base Prospectus (as amended by the supplement dated 7 August 2014), (ii) page 458 of the Reverse Convertible and Worst of Reverse Convertible Securities Base Prospectus, (iii) page 492 of the Put and Call Securities Base Prospectus and (iv) page 466 of the Bonus and Participation Securities Base Prospectus, and replacing it with the following:

"13. KPMG LLP, 15 Canada Square, London E14 5GL, have audited the accounts of CSi for the year ended 31 December 2014. KPMG LLP is registered to carry out audit work by the Institute of Chartered Accountants in England and Wales.

CSI's auditor, as named above, has held office from the start of the accounting period ending 31 December 2014 until the start of the next period. KPMG Audit Plc, who previously acted as auditor, has instigated an orderly wind down of its business and has not been reappointed as auditor."

The Issuers accept responsibility for the information contained in this Supplement. To the best of the knowledge of each Issuer (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent that there is any inconsistency between any statement in or incorporated by reference in each Prospectus by virtue of this Supplement and any other statement in or incorporated by reference in any Prospectus, the statements in or incorporated by reference in such Prospectus by virtue of this Supplement will prevail.

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors who have already agreed to purchase or subscribe for the Securities before this Supplement is published have the right, exercisable before the end of 18 May 2015 (within a time limit of two working days after the publication of this Supplement), to withdraw their acceptances.

This Supplement and the documents incorporated by reference by virtue of this Supplement have been filed with the CSSF and this Supplement and the documents incorporated by reference by virtue of this Supplement will be available on the website of the Luxembourg Stock Exchange, at [www.bourse.lu](http://www.bourse.lu).

## SCHEDULE

### LIST OF BASE PROSPECTUSES

1. Trigger Redeemable and Phoenix Securities Base Prospectus dated 3 July 2014, as supplemented by (a) a supplement dated 7 August 2014, (b) a supplement dated 10 September 2014, (c) a supplement dated 29 September 2014, (d) a supplement dated 13 November 2014, (e) a supplement dated 11 December 2014, (f) a supplement dated 6 March 2015, (g) a supplement dated 13 March 2015 and (h) a supplement dated 10 April 2015 (the "**Trigger Redeemable and Phoenix Securities Base Prospectus**"), relating to each Issuer pursuant to the Structured Products Programme for the issuance of Notes, Certificates and Warrants (the "**Structured Products Programme**").
2. Reverse Convertible and Worst of Reverse Convertible Securities Base Prospectus dated 14 August 2014, as supplemented by (a) a supplement dated 10 September 2014, (b) a supplement dated 29 September 2014, (c) a supplement dated 13 November 2014, (d) a supplement dated 11 December 2014, (e) a supplement dated 6 March 2015, (f) a supplement dated 13 March 2015 and (g) a supplement dated 10 April 2015 (the "**Reverse Convertible and Worst of Reverse Convertible Securities Base Prospectus**"), relating to each Issuer pursuant to the Structured Products Programme.
3. Put and Call Securities Base Prospectus dated 11 August 2014, as supplemented by (a) a supplement dated 10 September 2014, (b) a supplement dated 29 September 2014, (c) a supplement dated 13 November 2014, (d) a supplement dated 11 December 2014, (e) a supplement dated 12 January 2015, (f) a supplement dated 6 March 2015, (g) a supplement dated 13 March 2015 and (h) a supplement dated 10 April 2015 (the "**Put and Call Securities Base Prospectus**"), relating to each Issuer pursuant to the Structured Products Programme.
4. Bonus and Participation Securities Base Prospectus dated 21 August 2014, as supplemented by (a) a supplement dated 10 September 2014, (b) a supplement dated 29 September 2014, (c) a supplement dated 13 November 2014, (d) a supplement dated 11 December 2014, (e) a supplement dated 6 March 2015, (f) a supplement dated 13 March 2015 and (g) a supplement dated 10 April 2015 (the "**Bonus and Participation Securities Base Prospectus**"), relating to each Issuer pursuant to the Structured Products Programme.
5. Preference Share-Linked Securities (Andrea Preference Share-Linked Securities) Base Prospectus dated 5 December 2014, as supplemented by (a) a supplement dated 6 March 2015, (b) a supplement dated 13 March 2015 and (c) a supplement dated 10 April 2015 (the "**Andrea Preference Share-Linked Securities Base Prospectus**"), relating to CS pursuant to the Structured Products Programme.