

# Actively Managed Certificate

Underlying asset: European Mergers & Acquisitions  
Basket II

Redemption: Open-end

**The Product does not represent a participation in any of the collective investment schemes pursuant to article 7 et seq. of the Swiss Federal Act on Collective Investment Schemes (CISA) and thus does not require an authorisation of the Swiss Financial Market Supervisory Authority (FINMA). Therefore, investors in this Product are not eligible for the specific investor protection under the CISA. Moreover, investors in this Product bear the issuer risk.**

**This document will be filed with a Swiss reviewing body required under Article 45 of the Federal Act on Financial Services ("FinSA").**

## Summary

Note to investors

This summary is an introduction to the final terms (the "Termsheet (Final terms)" or this "Document") for the financial instruments referred in this Document (the "Product") and must be read together with the Base Prospectus.

Any investment decision in relation to the Product should not be made based only on this Summary but on the information contained in the Base Prospectus and this Document. Investors should, in particular, read the section "Risk Factors" in the Base Prospectus and the section "3. Significant Risks incurred by the Investor" in this Document.

**Any liability for information contained in this Summary is limited to cases where the information contained herein is misleading, inaccurate or inconsistent when read together with the Base Prospectus and the other parts of this Document.**

Issuer and Lead Manager

Banque Cantonale Vaudoise, Lausanne, Switzerland (S&P AA/stable)

SSPA category

Participation Product – Tracker Certificate (1300), according to the Swiss Derivative Map available at [www.svsp-verband.ch](http://www.svsp-verband.ch).

Underlying asset

Equities basket "European & Merger Acquisitions Basket II"

Sec. No. / ISIN / Symbol

27 554 332 / CH0275543327 / EMABT2

Management method

Discretionary and dynamic

Base currency

EUR

Settlement Type

Cash

Initial fixing date

25 March 2015

Final fixing date

Open-end

Offer

Public offer in Switzerland. This Product is listed.

Secondary market

The Issuer will operate a secondary market between 9:15 am and 5:15 pm on days when the SIX Swiss Exchange is open. The bid-ask spread will not under any circumstances exceed 3% (usually 1%), and a minimum of EUR 50,000 will be offered for sale and purchase.

However, in the case of unusual market conditions or any other unforeseeable event (for example, if an exchange on which one of the stocks in the basket is listed suspends trading), the Issuer reserves the right to suspend quotations.

Trading in the Certificate will be suspended during rebalancing for a maximum of one day (i.e. a banking day from 9:15am to 5:15pm, Swiss time).

Prices are also available from Telekurs and Bloomberg.

## 1. PRODUCT DESCRIPTION

### Certificate details

Sec. No. / ISIN / Symbol	27 554 332 / CH0275543327 / EMABT2
Issuer and Lead Manager	Banque Cantonale Vaudoise, Lausanne, Switzerland (S&P AA/stable)
Prudential supervision	BCV, Lausanne, Switzerland is subject to prudential supervision by the Swiss Financial Market Supervisory Authority (FINMA).
Paying and calculation agent	Banque Cantonale Vaudoise, Lausanne
Investment Manager	REYL & Cie SA, Rue du Rhône 62, 1204 Genève. REYL & Cie SA is subject to prudential supervision by FINMA.
Underlying asset	Equities basket "European & Merger Acquisitions Basket II"
Management method	Discretionary and dynamic
Conversion ratio	1 Certificate = 1 basket
Issue volume	60,000 Certificates (includes an increase and reopening clause)
Minimum investment	1 Certificate
Base currency	CHF
Base currency	EUR
Issue price	EUR 145.00
Reference price	EUR 145.00
Distribution Fees	No distributions fees
Initial fixing date	25 March 2015
Payment date	02 April 2015
Effective termination date/Final fixing	Open-end
Redemption date	The sixth working day following the termination date set by either the investor or the Issuer (barring extraordinary market situations and emergencies).
Product description	<p>This EUR-denominated Certificate comprises a selection of at least 5 stocks from the STOXX® Europe 600, MSCI Europe®, FTSE 250, MDAX, SBF® indexes that are likely to be the target of an M &amp; A, together with a EUR cash component (see definition below). The selection of stocks reflects the Investment Manager's investment strategy. Forward foreign exchange contracts may sometimes be used during the lifetime of the Certificate to hedge against exchange-rate risk. The selection reflects the Investment Manager's investment strategy.</p> <p>The Certificate is open-ended, which means that the maturity date is not fixed at issue. The Certificate matures when either the issuer or the investor exercises his/her termination rights ("effective termination date"), subject to the notice periods set out herein.</p>
Definition of the cash component	<p>The cash component is denominated in EUR and is an integral part of the underlying basket. The cash component does not pay out interest, but it could generate negative interest.</p> <p>The following currencies may be represented: EUR.</p>
SSPA category	Investment Product - Tracker Certificate (1300), according to the Swiss Derivative Map available at <a href="http://www.svsp-verband.ch">www.svsp-verband.ch</a> .
Management fees / Transaction costs at rebalancing	<p>1.00% per year for the Investment Manager to be deducted on a prorata basis from the EUR-denominated cash component + 0.085% (8.5 bps) of the Certificate's value for the Issuer each time the basket is rebalanced. If the amount available in the EUR-denominated cash component is insufficient to cover the management fees, weightings will be adjusted so that these fees are covered.</p> <p>0.025% (2.5 bps) of the value of the Certificate each time the basket is adjusted to hedge against exchange-rate risk (if an adjustment is made at the same time as rebalancing, the fee of 2.5 bps will not be charged).</p>
Stock-exchange fees and duties	When the underlying stocks are traded on an exchange that levies fees, transaction fees, and/or duties for purchase and sale transactions, these fees and/or duties will be factored into the execution prices and will thereby affect the Certificate's return. These fees and/or duties could include a federal stamp duty or financial transaction tax.

Transparency on fees on underlying assets	Some securities in the basket may be subject to fees, such as sales and marketing commissions on funds or structured products. These fees are detailed in the corresponding securities' prospectus, simplified prospectus, KIID, and/or fund agreement.
Commissions on underlying assets	Any retrocessions that the Investment Manager receives from investment funds, structured products, or other investments will be reinvested in the Certificate (after converting into USD) and held in the cash component.
Roles and responsibilities	The Investment Manager selects the securities in the basket, as well as the weighting of the securities and the cash component, in accordance with the investment universe and rules (see below). The Certificate's performance therefore depends on the quality of the Investment Manager's investment decisions. The Investment Manager takes full responsibility for the composition of the basket and its impact on the Certificate's performance. The Issuer shall execute the buy and/or sell orders necessary to issue or rebalance the Certificate on a best effort basis.
Investment universe	Only stocks from the STOXX® Europe 600, MSCI Europe®, FTSE 250, MDAX, SBF 250 et SPI® indexes are eligible. Investors can obtain information about the investment strategy free-of-charge from the Investment Manager.
Management rules	<ol style="list-style-type: none"> <li>1. The Investment Manager may rebalance the basket no more than 26 times per year.</li> <li>2. The basket shall contain at least 5 stocks but no more than 30.</li> <li>3. The cash component may not exceed 50% of the total nominal amount invested. The cash component does not pay out interest, but it could generate negative interest.</li> <li>4. During the Certificate's lifetime, dividends (net of any taxes and fees) will be reinvested in the respective cash components. No interest is paid on these cash positions.</li> <li>5. An exchange-rate hedge may be taken out (by default, 6 months for currency swaps) or wound up during the lifetime of the product, as the Investment Manager sees fit.</li> <li>6. Any technique intended to create a leverage in the basket is prohibited.</li> </ol>
Investment restrictions	If a stock cannot be traded for liquidity reasons or if it is impossible to execute a transaction for technical reasons, it may take the Issuer at most two days (i.e., 48 hours of a business day) to implement the Investment Manager's investment decisions. Based on these elements only, no guarantee can be made as to whether investment decisions will be implemented on the same day that instructions are received. The Issuer reserves the right to refuse to execute a buy order if the security in question is subject to an investment restriction. Securities with an investment restriction include companies that represent a reputational risk for the Issuer and companies that are not in keeping with the Issuer's code of conduct (for instance, the Issuer does not currently invest in any company involved in cluster munitions). If a selected security no longer complies with the investment restrictions set by the Issuer, the security must be replaced at the next rebalancing.
Basket composition	<b>The current composition of the basket is on the last page of this document.</b>

**Terms and conditions**

Changes that are unplanned or not agreed

Information about any changes that are unplanned or not agreed contractually (e.g., corporate actions that affect the underlying assets such as splits, par-value reimbursements, or conversions) will be provided at [www.bcv.ch/invest](http://www.bcv.ch/invest).

Certificate redemption

The amount redeemed in EUR is calculated by multiplying the average sale price for each security by its quantity in the basket, and then adding together the resulting figures converted into EUR together with any funds from the final unwinding of the forward exchange contract. The formula applied is as follows:

$$\sum_{i=1}^N n_i \times P_i \times t_i + C + \sum_{j=1}^T S_j \text{ where}$$

*P<sub>i</sub> is the average sale price of stock i during the final fixing period on the reference exchange*  
*n<sub>i</sub> is the quantity of stock i in the basket during the final fixing period*  
*N is the total number of shares in the basket*  
*S<sub>j</sub> is the value of currency swap j*  
*t<sub>i</sub> is the exchange rate between the currency in which stock i is denominated and the Certificate's base currency on the final fixing date; this exchange rate is set at BCV's discretion, in accordance with market conditions*  
*C is the amount of the cash component in EUR per Certificate*  
*T is the total number of currency swaps*





Stop Loss
Liquidity risk at the moment of redemption
Issuer's right of termination
Investor's right of termination
Termination procedure for investors

As the result of forward exchange contracts can, in theory, be negative, the product would be immediately cancelled if its liquidation value were to reach 7 % of its issue value. Early redemption will be carried out as detailed above.

If daily liquidity strongly influences the sale of the component stocks of the Certificate, the issuer reserves the right to place sale orders over several days in order to prevent repercussions on the redemption price of the Certificate.

The issuer has the right to terminate all Tracker Certificates in circulation at any time, but no earlier than 9 months after the issue date. (Please note that if the total number of Certificates in circulation falls below 2,000, the Issuer will automatically undertake redemption of all Certificates.) The termination must be announced at least 1 month prior to the effective termination date. The redemption amount will be calculated on the effective termination date.

If during the product's lifetime the Certificate's price drops to 25% of its issue price or below, the Issuer may also immediately terminate the Tracker Certificates without prior notice. The effective termination date shall be announced as soon as possible.

Investors may sell their Tracker Certificates on the secondary market. They also have the right to terminate any or all of the Certificates they hold provided that the Issuer has not already exercised its right of termination. The investor may do so once per quarter, on the last Tuesday of the quarter, but no earlier than 9 months after the issue date. The notice of termination must be sent to the calculation agent at least 1 month before the effective termination date, in line with the termination procedure set out below. The redemption amount will be calculated on the effective termination date.

For the investor's termination to be valid, the Issuer must not have already exercised its right of termination, and the termination notice must be received by the calculation agent at least 1 month before the effective termination date. This notice may be made via mail or email to the addresses provided under "Contact information: product redemption."

The investor's custodian bank must include the following information in its message to the calculation agent:

- name, address and clearing number
- the Certificate's security number
- the number of Tracker Certificates involved
- the effective termination date (must be at least one month after the notice is received by the Issuer)

The calculation agent will confirm the termination to the investor's custodian bank, specifying in particular the effective termination date.

**Secondary market, Listing and Clearing**

Listing, market segment
Secondary market
Clearing Certification

Listing will be requested on the main market of the SIX Swiss Exchange and maintained until closing on the day before the final fixing period.

The Issuer will operate a secondary market between 9:15 am and 5:15 pm on days when the SIX Swiss Exchange is open. The bid-ask spread will not under any circumstances exceed 3% (usually 1%), and a minimum of EUR 50,000 will be offered for sale and purchase.

However, in the case of unusual market conditions or any other unforeseeable event (for example, if an exchange on which one of the stocks in the basket is listed suspends trading), the Issuer reserves the right to suspend quotations.

Trading in the Certificate will be suspended during rebalancing for a maximum of one day (i.e. a banking day from 9:15am to 5:15pm, Swiss time).

Prices are also available from Reuters BCVINDEX <BCVDERIVATIVES>, SIX Telekurs 27554332, BCV, Bloomberg, BCVS.

SIX SIS SA

The security takes the form of a book-entry security registered in the SIX SIS SA clearing system. It is not certificated, and individual securities will therefore not be printed or delivered.

**Taxation**

Tax disclaimer
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This tax information provides only a general overview of possible tax consequences related to this product on its issue date. Tax laws and practices can change with retroactive effect.

Investors should always consult their tax advisor for a specific evaluation of their profile before carrying out any transaction.

Switzerland

For individuals whose tax domicile is in Switzerland and who hold these investments as part of their private assets, any gains resulting from the sale of certificates are considered capital gains. Capital gains do not currently constitute taxable income.

Reinvested dividends (net of any taxes and fees) do constitute taxable income.

This Certificate is neither subject to withholding tax nor federal stamp duty at issue nor on the secondary market.

US tax regulations

Any income that is generated by the Certificates and considered a "dividend equivalent payment" within the meaning of Section 871(m) of the US Internal Revenue Code may be subject to a withholding tax, pursuant in particular to the Qualified Intermediary (QI) Agreement and Foreign Account Tax Compliance Act (FATCA). BCV will levy the tax in accordance with the terms of the legislation. Neither BCV nor any other third party will be required to refund amounts withheld under Section 871(m) of the US Internal Revenue Code. Investors will therefore generate less income than they would have without such deductions.

## Legal information

Applicable law and jurisdiction

Lausanne, Swiss law

Product Documentation

This Termsheet (Final Terms) contains the final terms of the Product.

The Termsheet (Final Terms) together with the Base Prospectus for the issuance of securities, drafted in English and as amended from time to time ("Base Prospectus"), shall form the entire documentation for this Product ("Product Documentation"). Accordingly, the Termsheet (Final Terms) should always be read together with the Base Prospectus and any supplements thereto. Terms used in the Termsheet (Final Terms) but not defined herein shall have the meaning given to them in the Base Prospectus.

The Product Documentation can be obtained free of charge from BCV - 276-1598, CP 300, 1001 Lausanne, Switzerland or via email (structures@bcv.ch). The Product Documentation is also available at [www.bcv.ch/issues](http://www.bcv.ch/issues). Notices in connection with this Product shall be validly published as described in the Base Prospectus. Furthermore, any changes with regard to the terms of this Product shall be published at [www.bcv.ch/issues](http://www.bcv.ch/issues).

When the Base Prospectus is replaced by a successor version of the Base Prospectus, the Termsheet (Final Terms) is to be read together with the latest valid successor version of the Base Prospectus (each referred to as a "Successor Base Prospectus"), which has succeeded either (i) the Base Prospectus, or (ii) if one or more Successor Base Prospectuses to the Base Prospectus have already been published, the most recently published Successor Base Prospectus. The term "Product Documentation" shall be interpreted accordingly.

The Issuer consents to the use of the Base Prospectus (including any Successor Base Prospectus) together with the relevant Termsheet for any public offer of the Product by a financial intermediary authorized to make such offers.

Investment Manager

The Investment Manager is not an agent, representative or associate of BCV, BCV is not an agent, representative, associate or guarantor of the Investment Manager, and BCV cannot be held liable to any third party on the basis of the Investment Manager's activities.

## 2. PROFIT AND LOSS EXPECTATIONS

Market forecast

This Certificate is designed to take advantage of a rise in the valuation of companies included in the basket.

Potential profit

During the product's lifetime, holders of the Certificate can earn a profit if the product's market price is greater than its issue price. The potential return on the Certificate at the final fixing is comparable to the return on the underlying assets and directly depends on the quality of the investment decisions made by the Investment Manager.

Potential loss

A loss may be realized if the product is sold during its lifetime or if it is redeemed at less than the issue price at the final fixing.

If underlying securities are not fully currency hedged and not denominated in the Certificate's reference currency, an unfavorable movement in exchange rates may decrease the price of the Certificate.

The Investment Manager assumes full responsibility for selecting the initial composition of the basket and for the subsequent rebalancings. The Issuer is not in any way responsible for the impact that these choices may have on the value of the Certificate or any losses that may affect investors.

Scenario

Basket Performance in CHF (net of product fees)	Redemption amount (per Certificate)
25.00%	181.25
10.00%	159.50
0.00%	145.00
-5.00%	137.75
-10.00%	130.50
-25.00%	108.75



### 3. SIGNIFICANT RISKS INCURRED BY THE INVESTOR

#### Risk tolerance

The risks are comparable to those of a direct investment in the underlying basket of stocks: price movements, holding-period risk, price volatility, etc.

The risks inherent in certain investments, particularly derivatives, may not be suitable for all Investors. Before conducting any transaction, investors should evaluate their risk profile and seek information from their advisor on inherent risks, and are urged to read the Swissbanking brochure "Special Risks in Stocks Trading."

Issuer risk: Investors are exposed to the risk of insolvency of the Issuer, which could lead to a partial or total loss of the invested capital.

Whether an investment product retains its value does not depend solely on the performance of the underlying asset(s) but also on the solvency of the Issuer, which may change during the product's lifetime.

The rating stated in this document for the Issuer was valid at the time of issuance and may change during the product's lifetime.

#### Market liquidity

Under special market conditions, if the Issuer is unable to enter into hedging transactions, or if such transactions prove difficult, the spread between bid and ask prices may be temporarily expanded in order to limit the economic risks for the Issuer.

#### Market risk

Investors are exposed to the risks of underlying adjustment, non-convertibility, extraordinary market situations, and emergencies, such as the suspension of listing of the underlying, trading restrictions, and any other measures materially restricting the tradability of the underlying securities.

Investors are subject to the legal and contractual obligations of the markets on which the underlying is traded and on the markets that the Issuer designates or is subject to. Such market events could affect the dates and other terms and conditions contained in this document.

#### Currency risk

Investors whose reference currency is not the base currency for the product should be aware of the exchange-rate risk.

#### Adjustments

The Issuer reserves the right to adjust the composition of the Certificate in case of special events affecting one or more of the securities in the basket, including but not limited to a merger, acquisition or severe restriction on tradability. In the interests of investors, adjustments will be made in accordance with current market practices.

### Important information

#### General information

Past performance does not guarantee present or future performance.

This document is for information purposes only; unless otherwise stated, it is not financial analysis within the meaning of the Swiss Bankers' Association's "Directives on the Independence of Financial Research," nor is it an offer, invitation or personalized recommendation to buy or sell specific products.

Unless otherwise stated, the Issuer is under no obligation to acquire the underlying assets. Any changes to the initial terms and conditions of the structured product that are unplanned or not agreed contractually will be published on the website [www.bcv.ch/invest](http://www.bcv.ch/invest).

#### Subscription period

During the subscription period, the terms and conditions are for information purposes only and may be changed; the issuer is under no obligation to issue this product.

#### Conflict of interest relating to actively managed Certificates

In addition to sales and marketing commissions, BCV or an entity within BCV Group may pay or receive from third parties one-time or recurrent compensation relative to this issuance or Certificate. Any retrocessions that the Investment Manager receives from the issuers or distributors of investment funds will be paid into the cash component. The contents of this document may have been used for transactions by BCV Group prior to the document's publication. BCV Group may hold, acquire, and/or dispose of interests or positions in the components of this Certificate. There may also be a conflict of interest for the Investment Manager if it is both the Certificate's distributor and the end-investor's asset manager or advisor.

#### Sales restrictions

Distribution of this document and/or the sale of this product may be subject to restrictions (e.g., in the USA, UK, EU, Japan, or for US or Japanese persons) and are only authorized in accordance with applicable law.

In the event of cross-border financial services, BCV confirms that it has conducted no cross-border legal analysis. The product distributor is responsible for complying with the legal provisions prevailing in the country in which the product is to be distributed.

#### Publication date

25 March 2015

## Contact information

Sales team	Structured products sales team / BCV Asset Management & Trading Division
Telephone	021 212 42 00 Please note that phone calls to this number may be recorded. By calling us, you tacitly agree to this practice.
Fax	021 212 13 61
Website/email	<a href="http://www.bcv.ch/invest">www.bcv.ch/invest</a> / <a href="mailto:structures@bcv.ch">structures@bcv.ch</a>
Mailing address	BCV / 276 - 1598 / CP 300 / 1001 Lausanne / Switzerland

## Contact information: product redemption

Mailing address	BCV, Support Produits Structurés et Emissions, 283-1404, CP 300, 1001 Lausanne, Switzerland
Email	<a href="mailto:spf@bcv.ch">spf@bcv.ch</a>

## Basket composition

### Basket composition at 21.01.2021

Security	ISIN	Reference exchange	Currency	Weighting as %	No. of securities
Lindt & Spruengli	CH0010570767	SIX Swiss Ex	CHF	5.18%	0.00142
Clariant	CH0012142631	SIX Swiss Ex	CHF	4.42%	0.49984
GN Store	DK0010272632	Copenhagen	DKK	4.59%	0.14800
Royal Unibrew A/S	DK0060634707	Copenhagen	DKK	3.89%	0.09488
Nokia OYJ	FI0009000681	Helsinki	EUR	3.59%	2.16179
Arkema	FR0010313833	Euronext	EUR	4.60%	0.09765
WORLDLINE	FR0011981968	Euronext	EUR	4.02%	0.11240
Spectris	GB0003308607	London	GBP	4.99%	0.29309
Imperial Brands	GB0004544929	London	GBP	4.24%	0.47408
Smith & Nephew	GB0009223206	London	GBP	4.31%	0.48519
Burberry	GB0031743007	London	GBP	4.27%	0.44171
ITV	GB0033986497	London	GBP	5.14%	8.68319
Sage Group	GB00B8C3BL03	London	GBP	3.75%	1.14335
IMI	GB00BGLP8L22	London	GBP	4.80%	0.66856
Smurfit Kappa Group	IE00B1RR8406	EN Dublin	EUR	5.87%	0.29107
Salvatore Ferragamo	IT0004712375	Brsaltaliana	EUR	4.84%	0.61698
Moncler	IT0004965148	Brsaltaliana	EUR	5.73%	0.23915
Nexi	IT0005366767		EUR	3.35%	0.44954
Hexagon	SE0000103699	Stockholm	SEK	6.58%	0.17974
Swedish Match	SE0000310336	Stockholm	SEK	4.34%	0.14594
Cash Position			EUR	7.50%	15.48312

### FX Hedges at 21.01.2021

Currency of underlying assets	Maturity		% Hedge
CHF	11.03.2021		48.17%