

## VONCERT OPEN END in CHF on the Cyber Security Performance-Index

### PRODUCT DESCRIPTION

These VONCERT Open End as tracker certificates, reflect the performance of the "Cyber Security Performance-Index" (the underlying). The index contains shares in companies with a strong brand awareness, comprehensive patent protection and access to networks giving them a competitive edge. Their business models are also unique and a particular appeal and corresponding market growth characterises the solutions offered. (For details on index and its composition, see the callable under [www.solactive.com](http://www.solactive.com) Guide to Cyber Security Performance-Index).

**In Switzerland, these financial instruments are considered structured products. They are not collective investment schemes within the meaning of the Swiss Federal Act on Collective Investment Schemes (CISA), and are therefore not subject to the regulations of the CISA or the supervision of the Swiss Financial Market Supervisory Authority FINMA. The investors bear the issuer's or the guarantor's credit risk.**

### Product Information

Issuer	Vontobel Financial Products Ltd., DIFC Dubai (is not subject to any prudential supervision and has no rating)
Keep-Well Agreement	With Bank Vontobel AG, Zurich (is subject to the supervision of the Swiss Financial Market Supervisory Authority FINMA, Moody's Counterparty Risk Assessment A2 (cr); see its complete wording in the Issuance Programme)
Guarantor	Vontobel Holding AG, Zurich (Moody's A3)
Lead Manager	Bank Vontobel AG, Zurich
Paying, exercise and calculation agent	Bank Vontobel AG, Zurich
SSPA product type	Tracker Certificate (1300), see also <a href="http://www.svsp-verband.ch">www.svsp-verband.ch</a>
Underlying	Cyber Security Performance-Index (further details on the underlying see below)
Place of determination	Solactive AG, Guiollettstr. 54, D-60325 Frankfurt am Main
Spot reference	USD 100.00 (current index level)
Issue price	CHF 101.50 (CHF 1.50 front-load fee included)
Reference price of the certificate	CHF 100.00
Ratio	0.9939 Corresponds to 1 divided by the USDCHF Exchange rate at Initial fixing
Initial fixing	November 13, 2015, Closing prices
Payment date	November 20, 2015
Maturity	Open End
Reference currency	CHF; Issue, trading and redemption will follow in the reference currency
Swiss Sec. Number / ISIN / TK Symbol	29258471 / CH0292584718 / ZSLAAV

Initial composition of the Cyber Security Performance-Index at initial fixing (indicative)	Share	Stock Exchange	ISIN	Currency	Weighting	Number of shares per VONCERT
	Palo Alto Networks Inc.	NYSE	US6974351057	USD	8.33%	0.053201
	Fireeye Inc.	Nasdaq	US31816Q1013	USD	8.33%	0.374532
	Cyberark Software Ltd.	Nasdaq	IL0011334468	USD	8.33%	0.214887
	Check Point Software Tech.	Nasdaq	IL0010824113	USD	8.33%	0.103097
	Symantec Corp.	Nasdaq	US8715031089	USD	8.33%	0.422797
	Fortinet Inc.	Nasdaq	US34959E1091	USD	8.33%	0.251231
	Proofpoint Inc.	Nasdaq	US7434241037	USD	8.33%	0.117173
	Imperva Inc.	NYSE	US45321L1008	USD	8.33%	0.119082
	Qualys Inc.	Nasdaq	US74758T3032	USD	8.33%	0.231803
	Infoblox Inc.	NYSE	US45672H1041	USD	8.33%	0.530786
	Gemalto NV	EN Amsterdam	NL0000400653	EUR	8.33%	0.132470
	Trend Micro Inc.	Tokyo SE	JP3637300009	JPY	8.33%	0.214265

Redemption amount	The redemption amount per VONCERT Open End on termination date corresponds to the base price multiplied by the ratio and by the performance factor, if applicable converted into the reference currency: Redemption amount = Reference price of the certificate * Ratio * Performance factor * USDCHF
Performance factor	The performance factor of the underlying on termination date corresponds to the performance of the underlying less Management Fee and is calculated with the following formula:  $\prod_t \left( \frac{B_t}{B_{t-1}} - Fee \frac{d_t}{360} \right)$ <p>Where:  t are the trading days during the lifetime of the VONCERT Open End  B<sub>t</sub> is the reference price of the underlying at the end of the trading day t (B<sub>0</sub> = Reference price of the underlying at initial fixing)  Fee<sub>t</sub> is the management fee  d<sub>t</sub> is the number of calendar days between t-1 and t</p>
Reference price	Is the closing price of the underlying determined by the place of determination on a trading day.
Management fee	1.2% p.a.
Currency-hedged	No

**Further Information**

Issue size	100'000 VONCERT Open End, the size may be increased
Issuer's call right	The issuer shall be entitled to call all outstanding VONCERTs Open End half-yearly, at the second Wednesday of the months May, and November (first time in May 2016) for the purpose of early repayment ("Redemption Date") without giving any indication of reasons. Appropriate notification is to be published at least one month in advance. In this event, the term of the VONCERT Open End shall end early. In the event of a termination, the redemption amount shall be established on the relevant termination date. The redemption shall be made within five banking days of the termination date. If adjustments are planned or have already been made to the index which are, to the issuer's mind, such that a continuation of the VONCERT Open End does not seem appropriate, the issuer shall also have the right to terminate the VONCERT Open End at any time and without notice period as of a date it sets. The relevant notification must be published as soon as possible, stating the termination date authoritative for calculating the redemption amount.
Investor's redemption right	In addition to having the option of selling the VONCERTs Open End within the respective trading times on or off the floor, the investor has the right to exercise his VONCERTs Open End at the second Wednesday of the months May, and November (first time in May 2016). The exercise declaration must be submitted to the calculation agent no later than five banking days before the exercise date by phone or fax (Bank Vontobel AG Zürich; Phone Number 0041-58 283-7898; Fax Number: 0041-58-283-5545).
Clearing / Settlement	SIX SIS AG
Listing	Will be applied for in the main segment at the SIX Swiss Exchange.
Publication of notifications and adjustments	All notifications to investors concerning the products and adjustments to the product terms (e.g. due to corporate actions) are published under the "Product history" of the respective product at <a href="http://www.derinet.ch">www.derinet.ch</a> , and, in the case of products listed on the SIX Swiss Exchange in accordance with the valid provisions at <a href="http://www.six-swiss-exchange.com">www.six-swiss-exchange.com</a> .
Minimum investment	1 VONCERT
Minimum trading lot	1 VONCERT
Tax treatment in Switzerland	Dividends and other distributions that are reinvested in the Index constitute taxable investment income and are subject to income tax in Switzerland. Each year the calculation agent shall submit the annual financial statements required for tax purposes to the FTA. No Swiss withholding tax, no stamp duties at issuance. Secondary market transactions are not subject to Swiss stamp duty. For Swiss paying agents this product is not subject to the EU tax on interest (out-of-scope: TK9). The taxation mentioned is a non-binding and non-exhaustive summary of the applicable treatment of Swiss-domiciled private investors for tax purposes. The investor's specific circumstances, however, are not taken into account. We point out that Swiss and/or foreign tax law or the authoritative practice of Swiss and/or foreign tax authorities can change at any time or specify further tax or charge liabilities (possibly even with retrospective effect). The levying and transferring of further taxes and charges, such as (foreign) transaction taxes, taxes at source and/or withholding taxes, to the investor remains expressly reserved (see also the corresponding tax law explanations in the issuance programme). Potential investors should have the tax effects of the purchase, holding, sale or repayment of this product examined by their own tax adviser - especially with respect to the effects of taxation under another jurisdiction.
Title	The Structured Products are issued in the form of non-certificated book-entry securities of the issuer. No certificates, no printing of bonds.
Applicable Law / Jurisdiction	Swiss law / Zürich 1, Switzerland

Prudential supervision	As a bank and prudentially supervised financial intermediary, Bank Vontobel AG is subject to the supervision of individual banks, while Vontobel Holding AG and Vontobel Financial Products Ltd. as group member companies are subject to complementary, consolidated group supervision by the Federal Financial Markets Regulator FINMA. Vontobel Financial Products Ltd. is registered in the register of the Dubai International Finance Centre as a non-regulated company. Neither Vontobel Financial Products Ltd. nor Vontobel Holding AG are financial intermediaries subject to prudential supervision within the meaning of art. 5 para.1 subpara. a ciph. 1.-4. of the CISA.
Figures for fees and charges	Vontobel estimates the Issuer Estimated Value (IEV) of this product at 98.52%. The issue price contains a distribution fee of 0.985%. The Total Expense Ratio (TER) is 1.35% p.a.
Description of the underlying Cyber Security Performance-Index	<p>The Cyber Security Performance-Index is an index of Solactive AG. The index contains shares in companies with a strong brand awareness, comprehensive patent protection and access to networks giving them a competitive edge. Their business models are also unique and a particular appeal and corresponding market growth characterises the solutions offered.</p> <p>Index guidelines as well as further information material on the index can be downloaded free of charge at <a href="http://www.solactive.com">www.solactive.com</a>.</p> <p>Index Type: Performance-Index                      Index Currency: USD; one index point corresponds to USD 1.00                      Place of determination: Solactive AG, Guiollettstr. 54, D-60325 Frankfurt am Main, Deutschland                      Identification: ISIN: DE000SLA1C18 / RIC: .VHACK / WKN: SLA1C1</p> <p>Performance: Available at <a href="http://www.solactive.com">www.solactive.com</a>                      Index calculation details: Available at <a href="http://www.solactive.com">www.solactive.com</a>                      Index calculation adjustments: Available at <a href="http://www.solactive.com">www.solactive.com</a></p> <p>Licence notice:                      Cyber Security Performance-Index is calculated by Solactive AG ("Licensor"). The VONCERT Open End on the Cyber Security Performance-Index is not sponsored, endorsed, sold or promoted by the licensor and the licensor shall not have any responsibility or liability with respect thereto. The licensor does not offer any warranty or insurance express or tacit, neither with regard to the results of the use of the index nor with regard to the index level at a certain time or from another point of view.</p>

## PROSPECTS OF PROFIT AND LOSSES

VONCERT Open End are tracker certificates which allow participating in an underlying instrument's performance in a transparent way and with a single transaction.

Any potential profit consists of the positive difference between the sales price achieved, i.e. the redemption price, and the purchase price. VONCERT Open End do not provide ongoing revenues. The value of the VONCERT Open End during their term is significantly influenced by the price development of the underlying instrument resp. its components.

A loss is made if the VONCERT Open End are sold or redeemed at a lower rate than the purchase price paid.

Such a loss scenario can arise if the underlying instrument develops negatively due to value-determining factors, such as interest rate developments and changes to the rating or creditworthiness of basket components. Therefore, the price of the VONCERT Open End may fall significantly below the issue price/purchase price during the term and/or on maturity, which results in a corresponding loss. VONCERT Open End have no capital protection. The maximum loss can lead to a loss of the capital invested.

### Assumptions and limitations in preparing the market scenarios

The following market scenarios should afford the investor a simplified way of making an assessment of the significant factors that influence the investment performance of the certificate. For a precise analysis of the profit and loss scenarios, reference must be made to the formulas and definitions set out in this termsheet, (e.g. for "reimbursement"), because these scenarios have been deliberately simplified in order to make them better understandable. With the exception of those certificates for which one of the following factors is defined as the underlying (e.g. a currency certificate or a certificate of interest), the impact of these risk factors will be excluded from the simplified presentation of the scenario

- Foreign currency risks
- Interest rate risks
- Volatility risks
- Issuer risk

### Market scenarios

Fees and costs both stemming from the certificate and for the acquisition and holding of the certificate

Maximum gain: Underlying performance

Maximum loss: 100%

Positive scenario:

Indicative performance of the certificate: 0% to underlying performance

Necessary market performance of underlying:

- Proportional participation in positive market performance

**Break even:**

Indicative performance of the certificate: 0%

Necessary market performance of underlying:

- Closing price of underlying = reference price level at the time of the investment

**Negative scenario:**

Indicative performance of the certificate: Loss of up to 100% possible

Necessary market performance of underlying:

- Closing price of underlying is lower than the reference price level at the time of the investment

## SIGNIFICANT RISKS FOR INVESTORS

### Currency risks

If the underlying or underlyings is/are denominated in a currency other than the product's reference currency, investors should bear in mind that this may involve risks due to fluctuating exchange rates and that the risk of loss does not only depend on the performance of the underlying(s) but also on any unfavourable performance of the other currency or currencies. This does not apply for currency-hedged products (quanto structure).

### Market risks

The general market performance of securities is dependent in particular on the development of the capital markets which, for their part, are influenced by the general global economic situation as well as by the economic and political framework conditions in the respective countries (so-called market risk). Changes to market prices such as interest rates, commodity prices or corresponding volatilities may have a negative effect on the valuation of the underlying(s) or the structured product. There is also the risk of market disruptions (such as trading or stock market interruptions or discontinuation of trading) or other unforeseeable occurrences concerning the respective underlyings and/or their stock exchanges or markets taking place during the term or upon maturity of the structured products. Such occurrences can have an effect on the time of redemption and/or on the value of the structured products.

In the event of trading restrictions, sanctions and similar occurrences, the issuer is entitled, for the purpose of calculating the value of the structured product, to include at its own discretion the underlying instruments at their most recently traded price, at a fair value to be established at its sole discretion or indeed as worthless, and/or additionally to suspend pricing in the structured product or liquidate the structured product prematurely.

### Secondary market risks

Under normal market conditions, the issuer or the lead manager intend to post bid- and ask-prices on a regular basis. However, neither the issuer nor the lead manager is under any obligation with respect to investors to provide such bid- and ask-prices for specific order or securities volumes, and there is no guarantee of a specific liquidity or of a specific spread (i.e. the difference between bid- and ask-prices), for which reason investors cannot rely on being able to purchase or sell the structured products on a specific date or at a specific price.

### Issuer risk

The value of structured products may depend not only on the performance of the underlying(s), but also on the creditworthiness of the issuer/guarantor, which may change during the term of the structured product. The investor is exposed to the risk of default of the issuer/guarantor. For further information on the rating of Vontobel Holding AG or Bank Vontobel AG, please see the issuance programme.

### Classification

In Switzerland, these financial instruments are considered structured products. They are not collective investment schemes within the meaning of the Swiss Federal Act on Collective Investment Schemes (CISA), and are therefore not subject to the regulations of the CISA or the supervision of the Swiss Financial Market Supervisory Authority FINMA.

### Restrictions on sales

U.S.A., U.S. persons, UK

DIFC/Dubai: This document relates to an Exempt Offer in accordance with the Markets Rules Module (MKT) of the Dubai Financial Services Authority (DFSA). This document is intended for distribution only to a person entitled to receive it under Rule 2.3.1 of the MKT. It must not be delivered to, or relied on, by any other person. The DFSA has no responsibility for reviewing or verifying any documents in connection with Exempt Offers. The DFSA has not approved this document nor taken any steps to verify the information set out in it, and has no responsibility for it. The securities to which this document relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the securities offered should conduct their own due diligence on the securities. If you do not understand the contents of this document, you should consult an authorised financial adviser.

European Economic Area (EEA): Investors should note the selling restrictions: since neither this termsheet nor the issuance programme meets the requirements of the EU Prospectus Directive, the implementing regulations or the national transposing measures, this security may not be publicly offered for sale within the European Economic Area (EEA) until a corresponding prospectus has been drawn up and approved by the supervisory authority, unless: (a) this offer is aimed exclusively at qualified investors, (b) this offer is aimed at fewer than 150 investors in total in each state in the EEA, (c) the minimum investment amount per investor is EUR 100,000 or the securities have a minimum nominal value of EUR 100,000, or (d) the selling price of all the securities offered is less than EUR 100,000

### Further risk information

Please also note the additional risk factors and selling restrictions set out in detail in the issuance programme.

## LEGAL NOTICES

### Product documentation

Only the Termsheets published at [www.derinet.ch](http://www.derinet.ch) along with the associated notices and adjustments shall be legally valid.

The original version of the Termsheet is in German; foreign-language versions constitute non-binding translations. The issuer and/or Bank Vontobel AG is entitled to correct spelling mistakes, calculation or other obvious errors in this Termsheet and to make editorial changes, as well as to amend or supplement contradictory or incomplete provisions, without the consent of the investors.

Up until the fixing date, the product terms designated as such of the "Termsheet (Indication)" are indicative and may be adjusted. The issuer is under no obligation to issue the product. The "Termsheet (Final Terms)", which is usually issued on the date of the initial fixing, contains a summary of the most

important final terms and information, and constitutes the "Final Terms" pursuant to art. 21 of the Additional Rules for the Listing of Derivates of SIX Swiss Exchange. Together with the current issuance programme, registered with SIX Swiss Exchange (the „Issuance Programme“), the Final Terms constitute the complete listing prospectus according to the Listing Rules. In the event of discrepancies between this Termsheet and the Issuance Programme, the provisions of the Final Terms shall take precedence.

For structured products not listed on the SIX Swiss Exchange, the Termsheet (Indication) constitutes the preliminary simplified prospectus and the Termsheet (Final Terms) constitutes the definitive simplified prospectus pursuant to art. 5 of the Federal Act on Collective Investment Schemes (CISA). In addition, reference is also made (with the exception of the provisions authoritative for a listing) to the Issuance Programme, in particular to the detailed information on risks contained therein, to the General Terms and Conditions and to the descriptions of the corresponding product types.

During the entire term of the structured product, all documents may be ordered free of charge from Bank Vontobel AG, Financial Products documentation, Bleicherweg 21, 8002 Zurich (telephone: +41 (0)58 283 78 88, fax +41 (0)58 283 57 67). Termsheets may also be downloaded on the [www.derinet.ch](http://www.derinet.ch) website.

Vontobel explicitly rejects any liability for publications on other Internet platforms.

#### Further information

The list and information shown do not constitute a recommendation concerning the underlying in question; they are for information purposes only and do not constitute either an offer or an invitation to submit an offer, or a recommendation to purchase financial products. Indicative information is provided without warranty. The information is not a substitute for the advice that is indispensable before entering into any derivative transaction. Only investors who fully understand the risks of the transaction to be concluded and who are commercially in a position to bear the losses which may thereby arise should enter into such transactions. Furthermore, we refer to the brochure "Special Risks in Securities Trading" which you can order from us. In connection with the issuing and/or selling of structured products, companies from the Vontobel Group can pay reimbursements to third parties directly or indirectly in different amounts. Such commission is included in the issue price. You can obtain further information from your sales agent upon request. We will be happy to answer any questions you may have concerning our products on +41 (0)58 283 78 88 from 08.00 – 17.00 CET on bank business days. Please note that all calls to this number are recorded. By calling this number, your consent to such recording is deemed given.

#### Material changes since the most recent annual financial statements

Subject to the information in this Termsheet and the Issuance Programme, no material changes have occurred in the assets and liabilities, financial position and profits and losses of the issuer/guarantor since the reporting date or the close of the last financial year or the interim financial statements of the issuer and, as the case may be, of the guarantor.

#### Responsibility for the listing prospectus

Bank Vontobel AG takes responsibility for the content of the listing prospectus and hereby declares that, to the best of its knowledge, the information is correct and that no material facts or circumstances have been omitted.

Zurich, November 13, 2015  
Bank Vontobel AG, Zurich

Your customer relationship manager will be happy to answer any questions you may have.



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