

# Call Warrant with Knock-Out on UBS Group AG

## Final Terms

### SSPA Designation

Warrant with Knock-Out (2200)

### Contact

+41 58 283 59 15

[www.derinet.com](http://www.derinet.com)

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 credit risk.

## Summary

This summary constitutes an introduction to the prospectus. Investment decisions must not be based on the introduction but on the information contained in the entire prospectus. The issuer accepts no liability for the summary unless the summary itself is misleading, incorrect or contradictory when read together with the other parts of the prospectus.

### Important information on the Securities

Issuer	Bank Vontobel AG, Zurich (Moody's Long Term Deposit Rating: Aa3)
Lead Manager	Bank Vontobel AG, Zurich
ISIN / Swiss Security Number / Symbol	CH1260781625 / 126078162 / OUBAHV
SSPA Designation	Warrant with Knock-Out (2200), see also <a href="http://www.sspa.ch">www.sspa.ch</a>
Initial Fixing	19 May 2023
Payment Date	26 May 2023
First exercise day	31 May 2023
Valuation date	The valuation date is the date on which the Sprinters Open End are either (a) exercised by the holder in accordance with the terms and conditions governing the Sprinters Open End or (b) terminated by the Issuer, whereby the occurrence of a Knock-out event precedes exercising by the holder of the Sprinters Open End or termination by the Issuer.
Repayment Date	The Repayment amount will be paid out five bank working days after the Valuation Day.
Maturity	Open End
Redemption	see "Redemption" below
Underlying	UBS Group AG, Registered Share
Settlement	Cash payment

### Important information on the offer and admission to trading

Issue Price	CHF 0.19
Issue size	25'000'000 Warrant with Knock-Out, with the option to increase
Minimum investment	1 Warrant with Knock-Out
Public offering start	19 May 2023
Public Offer end	The Public Offer of the Securities will end either at expiry of the term of the Securities or – unless a Subsequent Base Prospectus has been approved and published by the final day of validity of a Base Prospectus – at expiry of the Base Prospectus in accordance with article 55 FINSA
Type of offering	Public offer in Switzerland: the Final Terms being submitted to and published by the regulator, SIX Exchange Regulation
Restrictions on sale	USA, US Persons / EEA / United Kingdom / Dubai/DIFC; see the Base Prospectus for other restrictions on sale
Listing / Admission to trading	Will be applied for in the main segment at the SIX Swiss Exchange.

## Secondary market trading

The Issuer or Lead Manager intend, under normal market conditions, to provide a secondary market throughout the entire term, but do not assume any legal obligation to do so. Indicative daily prices of this product are available at [www.derinet.com](http://www.derinet.com).

## Product Description

With Call Sprinter Warrants the investor sets upon increasing prices of the Underlying. They allow for overproportionate (leveraged) participation in each performance of the Underlying. Accordingly, they can be used for speculation or hedging purposes. Sprinter Warrants have a Knock-Out Barrier which is identical to the Strike Price. Strike Price as well as Knock-Out Barrier are adjusted daily. These Sprinter Warrants do not have a fixed maturity (open end), but they may be exercised as from the First Exercise Date (american option). If the price of the Underlying reaches or falls below this barrier during the Observation Period (Knock-Out Event), the Call Sprinter Warrants expire worthless immediately. If no Knock-Out Event occurred, the investor receives a Repayment Amount after five Bank Business Days in case of effective exercise (or in case of termination by the Issuer) which - taking into account the Ratio - corresponds to the amount by which the Relevant Valuation Price exceeds the Strike Price on the Exercise Date.

## Product Conditions

ISIN / Swiss Security Number / Symbol	CH1260781625 / 126078162 / OUBAHV
Issue Price	CHF 0.19
Reference Currency	CHF; issue, trading and redemption are in the Reference Currency
Initial Fixing	19 May 2023
Payment Date	26 May 2023
First exercise day	31 May 2023
Valuation date	The valuation date is the date on which the Sprinters Open End are either (a) exercised by the holder in accordance with the terms and conditions governing the Sprinters Open End or (b) terminated by the Issuer, whereby the occurrence of a Knock-out event precedes exercising by the holder of the Sprinters Open End or termination by the Issuer.
Repayment Date	The Repayment amount will be paid out five bank working days after the Valuation Day.
Maturity	Open End
Underlying	<b>UBS Group AG</b> (further details on the Underlying see below)
	Spot Reference Price CHF 17.45
	Strike Price CHF 16.56
	Knock-Out Barrier CHF 16.56
	Ratio 5 : 1
Option Type	Knock-Out Call
Settlement Type	Cash settlement
Leverage at initial fixing	18.37
Financing Spread at initial fixing	4.00%
Maximum financing spread	5.00%
Rounding of strike	0.01
Rounding of Knock-Out Barrier	0.01
Exercise right / Repayment amount	The owner is entitled to exercise his Sprinter Open Ends from the First Exercise Day based on applicable conditions and barring the occurrence of a Knock-Out Event on this day and on any following bank working day, or to demand payment of a corresponding Redemption amount. All key details about the exercise terms may be found in the Base Prospectus.
Exercise period / Exercise declaration	The exercise declaration must arrive at the Exercise agent by 11:00 am (Swiss Time) In the event of exercise requests arriving later or after the determination of the relevant valuation price on the Reference exchange, the next bank working day is deemed to be the exercise day.
Issuer's call right	The Issuer is entitled to terminate unexercised Sprinter Open End on any bank working day.
Knock-Out Level Monitoring	From Initial Fixing, continuous monitoring
Knock-out event	A Knock-out event occurs when the price of the respective Underlying value touches or falls below the Current knock-out level at any time during trading hours of the Underlying on the Reference stock exchange or index composition advisor (continuous monitoring). If a Knock-out event occurs, the Sprinter Open End expires worthless with immediate effect.

Redemption amount For each Call-Sprinter Open End exercised or terminated, the following amount is paid back to the investor in the reference currency:

$$\max(0; (final\ fixing\ price - current\ strike) / ratio) * FX$$

Where:

FX is the current Interbank conversion rate of the trading currency of the underlying into the reference currency.

The value achieved when calculating the redemption amount is rounded up and off, respectively, to two decimal points.

Final fixing price The final fixing price is – in the case of a) exercise by the holder of the Sprinter Open End or b) termination by the issuer – the relevant valuation price on the valuation date.

Relevant valuation price Closing price on the reference stock exchange

Current Strike At the end of an adjustment day, the Calculation Agent adjusts the current strike of the Call-Sprinter Open End using the following formula:

$$FL_n = FL_a + \frac{(r + FS) \cdot FL_a \cdot n}{360} - DivF \cdot Div$$

where:

**FL<sub>n</sub>**: Strike following the adjustment = Current Strike.

**FL<sub>a</sub>**: Strike before the adjustment.

**r**: Interest rate; Interest rate for Money Market deposit overnight which is determined by the paying and calculation agent in the trading currency of the underlying.

**FS**: Current financing spread

**n**: number of calendar days between the current Adjustment Date (exclusive) and the next Adjustment Date (inclusive).

**DivF**: Taxation factor for a possible dividend payment. The taxation factor is between zero and one, and is established by the calculation agent at its own discretion.

**Div**: Dividends (or other payments) since last adjustment day

The result of the calculation shall be rounded upwards to the next multiple of the rounding of the Exercise Price.

Current knock-out level Corresponds to the current strike

Adjustment day Each day from monday to friday after the initial fixing day

Current financing spread The Current financing spread is fixed by the Calculation Agent at its own discretion within a range of between zero and the Maximum financing spread on each Adjustment day.

## Parties

Issuer Bank Vontobel AG, Zurich (Moody's Long Term Deposit Rating: Aa3)

Lead Manager Bank Vontobel AG, Zurich

Paying, Exercise and Calculation Agent Bank Vontobel AG, Zurich

Supervision Bank Vontobel AG is authorized as a bank in Switzerland and is subject to prudential supervision by the Federal Financial Markets Regulator FINMA.

## Further Information

Issue size 25'000'000 Warrant with Knock-Out, with the option to increase

Title The Structured Products are issued in the form of non-certificated book-entry securities of the Issuer.  
No certificates, no title imprint.

Depository SIX SIS AG

Clearing / Settlement SIX SIS AG, Euroclear Brussels, Clearstream (Luxembourg)

Applicable Law / Jurisdiction Swiss law / Zurich 1, Switzerland

Publication of notices and adjustments All notices 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 [www.derinet.com](http://www.derinet.com). In the case of products listed at SIX Swiss Exchange notifications are published at [www.six-swiss-exchange.com](http://www.six-swiss-exchange.com) in accordance with applicable rules, too.

Sustainability classification of the product At Initial Fixing Date the Product is not classified as a Product with sustainability features.

Secondary market trading The Issuer or Lead Manager intend, under normal market conditions, to provide a secondary market throughout the entire term, but do not assume any legal obligation to do so. Indicative daily prices of this product are available at [www.derinet.com](http://www.derinet.com).

Listing / Admission to trading Will be applied for in the main segment at the SIX Swiss Exchange.

Minimum investment 1 Warrant with Knock-Out

Minimum exercise volume 1 Warrant with Knock-Out or multiples thereof

Minimum trading lot 1 Warrant with Knock-Out

## Tax treatment in Switzerland

Swiss Income Tax Gains from this product are not subject to direct federal taxes.

Swiss Withholding Tax	No Swiss withholding tax
Swiss turnover tax	Secondary market transactions are not subject to the Swiss turnover tax.
General Information	<p>Transactions and payments relating to this product may be subject to further (foreign) transaction taxes, duties and/or withholding taxes, in particular a withholding tax pursuant to the Section 871(m) of the US Internal Revenue Code. All payments from this product will occur with any applicable taxes and duties deducted.</p> <p>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). 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.</p>

## Description of the Underlying

UBS Group AG	Name and type:	UBS Group AG, Registered Share
	Company and place of registration:	UBS Group AG, Bahnhofstrasse 45, 8098 Zürich
	Identification:	ISIN CH0244767585 / Bloomberg <UBSG SE Equity>
	Reference Exchange:	SIX Swiss Exchange
	Futures exchange:	Eurex; the calculation agent can determine another futures exchange at its discretion
	Performance:	Available at <a href="http://www.six-swiss-exchange.com">www.six-swiss-exchange.com</a>
	Transferability:	According to the articles of incorporation of UBS Group
	Financial statements:	Available at <a href="http://www.ubs.com">www.ubs.com</a>

## Prospects of Profit and Losses

Call Sprinter Open End Warrants provide the opportunity to benefit in a leveraged way from a positive performance of the underlying. The potential profit is, as a general rule, unlimited.

Price changes of the underlying may have an overproportionate impact on the value of the product due to the leverage effect. There is a possible profit from the positive difference between the sales price achieved or repayment amount and the issue or purchase price paid. The settlement amount depends on the amount by which the valuation price of the underlying exceeds the exercise price on the relevant exercise date. Call Sprinter Open End Warrants do not yield current income. As a rule, they lose value if there is no price increase in the underlying.

Sprinter Open End Warrants have no set maturity but expire worthless with immediate effect if the knock-out barrier is touched. The actual knock-out level is identical to the actual strike price. The strike price is adjusted daily to the market and depends on the previous strike price and financing spread, among other factors. In this regard, the financing spread matches the financing costs of the issuer through the interest on deposits. The risk for an investment in Sprinter Open Ends is based not only on the leverage effect but also on the risk of a knock-out event occurring, which is significantly greater than it would be for a direct investment. On the basis of the daily market adjustment of the strike price, a knock-out event may also occur in the case of a previously unchanged market price of the underlying, thus resulting in expiration without any value.

## 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.

### Disruption risks

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, which may change during the term of the Structured Product. The investor is exposed to the risk of default of the Issuer. For further information on the rating of Bank Vontobel AG, please see the Base Prospectus.

### **Risks relating to potential conflicts of interest**

There may be conflicts of interest at the Vontobel Group companies that could have a negative impact on the value of the Structured Products. For example, Vontobel Group companies may enter into or participate in trading and hedging transactions relating to the Underlying. They may also perform other functions relating to the Structured Products (e.g. as Calculation Agent, Index Sponsor and/or Market Maker) which enable them to determine the composition of the Underlying or calculate its value. Vontobel Group companies may also receive non-public information relating to the Underlying. It should also be noted that the payment of distribution fees and other commissions to financial intermediaries could result in conflicts of interest to the detriment of the investor, as this could create an incentive for the financial intermediary to distribute products with a higher commission preferentially to its clients. As market maker, Vontobel Group companies can determine the price of Structured Products themselves to a large extent and determine it on the basis of various factors and earnings considerations. Please also note the further, detailed description of potential conflicts of interest and their impact on the value of the Structured Products as contained in the Base Prospectus.

## **Selling Restrictions**

Any products purchased by any person for resale may not be offered in any jurisdiction in circumstances which would result in the Issuer being obliged to register any further documentation relating to this product in such jurisdiction.

The restrictions listed below must not be taken as definitive guidance as to whether this product can be sold in a jurisdiction. Additional restrictions on offering, selling or holding of this product may apply in other jurisdictions. Investors in this product should seek specific advice before on-selling this product.

### **United States, U.S. persons**

The securities neither have been nor will be registered under the United States Securities Act of 1933, as amended (the "Securities Act") and the securities may neither be offered nor sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act).

Trading in the securities has not been and will not be approved by the United States Commodity Futures Trading Commission under the United States Commodity Exchange Act or by any other state securities commission nor has the Commodity Futures Trading Commission or any other state securities commission passed upon the accuracy or the adequacy of the Base Prospectus. The Base Prospectus may not be used in the United States and may not be delivered in the United States.

The securities will not be directly or indirectly offered, sold, traded or delivered within the United States or to or for the account or benefit of U.S. persons (as defined in Regulation S under the Securities Act).

Each offeror is required to agree that it will not offer or sell the securities as part of their distribution at any time within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act).

The term "United States" as used herein means the United States of America, its territories or possessions, any state of the United States, the District of Columbia or any other enclave of the United States government, its agencies or instrumentalities.

### **European Economic Area (EEA)**

In relation to each Member State of the European Economic Area any offeror of securities represents and agrees that it has not made and will not make an offer of the securities which are the subject of the offering contemplated by this Base Prospectus as completed by the Final Terms to the public in that Member State other than at any time:

- (a) to persons who are qualified investors as defined in the Prospectus Regulation;
- (b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation), subject to obtaining the prior consent of the Lead Manager for any such offer; or
- (c) in any other circumstances falling within Articles 1(3), 1(4) and/or 3(2)(b) of the Prospectus Regulation,

provided that no such offer of securities shall require the Issuer or Lead Manager to publish a prospectus pursuant to Article 3 of the Prospectus Regulation.

For the purposes of the provision above, the expression an "offer of securities to the public" in relation to any securities in any Member State means the communication in any form and by means of sufficient information on the terms of the offer and the securities to be offered so as to enable an investor to decide to purchase or subscribe for the securities, and the expression "Prospectus Regulation" means Regulation (EU) 2017/1129, and includes any relevant implementing measure in the relevant Member State.

### **United Kingdom**

In addition to the restrictions described in the selling restrictions for the European Economic Area (see above), the following matters should be noted with respect to the United Kingdom.

Any offeror of the products will be required to represent and agree that:

- (a) in relation to any products which have a maturity of less than one year, (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business and (ii) it has not offered or sold and will not offer or sell any products other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or as agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the products would otherwise constitute a contravention of section 19 of the Financial Services and Markets Act 2000 ("FSMA") by the Issuer;
- (b) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of any products in circumstances in which section 21(1) of the FSMA does not apply to the Issuer or the Guarantor (if any); and
- (c) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any products in, from or otherwise involving the United Kingdom.

### **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 authorized financial adviser.

### **Further risk information and selling restrictions**

Please also note the additional risk factors and selling restrictions set out in detail in the Base Prospectus.

## **Legal Notices**

### **Product documentation**

This document ("Final Terms") contains the final terms for the product. The Final Terms, together with the "Vontobel Swiss Base Prospectus for the Issue of Securities" in the currently valid version ("Base Prospectus"), which are written in German (foreign language versions represent non-binding translations), represent the entire documentation for this product (the "Prospectus") and accordingly the Final Terms should always be read in conjunction with the Base Prospectus and any supplements thereto. Definitions used in the Final Terms but not defined herein have the meanings given to them in the Base Prospectus. In the event of any conflict between these Final Terms and the Base Prospectus, the provisions of the Final Terms shall prevail. The Issuer and/or Bank Vontobel AG is entitled at any time to correct typographical or arithmetic errors or other obvious errors in these Final Terms and conditions and to make editorial changes as well as to change or add to contradicting or incomplete provisions without the consent of the investors. The issuer has no obligation to issue the product. The Prospectus can be obtained from Bank Vontobel AG, Structured Products Documentation, Bleicherweg 21, 8002 Zurich, Switzerland (Telephone: +41 58 283 59 15) and can also be accessed on the website [www.derinet.com](http://www.derinet.com). Vontobel expressly disclaims any liability for publications on other Internet platforms. Notifications in connection with this product will be rendered legally valid upon their publication as described in the Base Prospectus. When replacing the Base Prospectus with a successive version of the Base Prospectus, the Final Terms must be read together with the most recent valid successive version of the Base Prospectus (in each case, a "Successive Base Prospectus"), which either (i) replaced the Base Prospectus, or (ii) if one or more Successive Base Prospectuses to the Base Prospectus have already been published, the most recently published Successive Base Prospectus and the term Prospectus must be interpreted accordingly. The Issuer consents to the use of the Base Prospectus (including any subsequent Base Prospectuses) together with the respective Final Terms in connection with a public offer of the products by a financial intermediary who is authorised to make such offers.

### **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 "Risks Involved in Trading Financial Instruments" 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 (Details see "Costs and Charges"). 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 58 283 59 15 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 these Final Terms and the Base Prospectus, no material changes have occurred in the assets and liabilities, financial position and profits and losses of the Issuer resp. 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 Prospectus**

Bank Vontobel AG takes responsibility for the content of the 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.

Bank Vontobel AG, Zurich

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

Bank Vontobel AG  
Gotthardstrasse 43, CH-8022 Zurich  
Telephone +41 58 283 71 11  
Internet: <http://www.derinet.com>

Banque Vontobel SA  
Rue du Rhône 31, CH-1204 Genève  
Téléphone +41 58 283 26 26  
[www.derinet.com](http://www.derinet.com)