Vontobel

15 December 2023

Final Terms for Protect Multi Fixed Coupon Express Certificates

linked to

Stellantis N.V. / UniCredit SpA

ISIN DE000VM58VC6

(the "**Securities**")

Issuer:	**Vontobel Financial Products GmbH**, Frankfurt am Main, Germany
Guarantor:	**Vontobel Holding AG**, Zurich, Switzerland
Offeror:	**Bank Vontobel Europe AG**, Munich, Germany
Securities identification numbers:	ISIN: DE000VM58VC6 / WKN: VM58VC / Valor: 129976305
Total offer volume:	90,000 Securities which shall be consolidated with and form a single issue with the same Securities issued on 1 December 2023. The new Total Offer Volume shall be 100,000 Securities.

I. INTRODUCTION

These final terms (the "Final Terms") have been prepared for the purposes of Article 8 paragraph 4 of Regulation (EU) 2017/1129 (the "Prospectus Regulation"). To obtain all relevant information, the Final Terms should be read together with the base prospectus dated 19 May 2023 (the "Base Prospectus") and any supplements thereto in accordance with Article 23 of the Prospectus Regulation (the "Supplements").

The Base Prospectus and any supplements thereto will be published in electronic form on the website http://prospectus.vontobel.com in accordance with Article 21 of the Prospectus Regulation by entering the relevant ISIN.

An issue specific summary is annexed to the Final Terms.

Continuation of the Public Offer

The Base Prospectus (including any Supplements thereto) (the "**Initial Base Prospectus**") is valid until 19 May 2024 in accordance with Article 12 of the Prospectus Regulation. Following this date, the public offer will be continued until the Date of the End of the Public Offer (as defined in section IV.2 of the Final Terms) on the basis of one or more succeeding base prospectuses (each a "**Succeeding Base Prospectus**") in accordance with Article 8 paragraph 11 of the Prospectus Regulation, to the extent the Succeeding Base Prospectus envisages a continuation of the public offer of the Securities. In this context, these Final Terms are, in each case, to be read in conjunction with the most recent Succeeding Base Prospectus. The respective Succeeding Base Prospectus will be approved and published prior to the expiry of the validity of the respective preceding base prospectus. The respective Succeeding Base Prospectus will be published in electronic form on the website http://prospectus.vontobel.com.

Consent to the use of the Base Prospectus

The Issuer hereby consent to the use of the Base Prospectus for the duration of the Offer Period (as defined below) to all financial intermediaries within the meaning of Article 5 paragraph (1) of the Prospectus Regulation for a subsequent resale or final placement of securities to use the Base Prospectus in Italy.

II. TERMS AND CONDITIONS

The Securities are subject to **General Conditions in the Base Prospectus dated 19 May 2023** (**section 7.1**) and the corresponding **Product Conditions for** (**Best Entry**) (**Protect** (**Pro**)) **Multi Fix Coupon Express Certificates/Notes** which together constitute the terms and conditions (the "**Terms and Conditions**").

Type of Security	Protect Multi Fixed Coupon Express Certificates
Settlement Currency	of the Securities shall be EUR.
Calculation Amount	EUR 100.00
Issue Size (up to)	EUR 90,000 Securities which shall be consolidated and form a single issue pursuant to § 13 of the General Conditions with the Securities issued on 1 December 2023 (ISIN DE000VM58VC6 / WKN VM58VC / Valor 129976305). The new Total Issue Size shall amount to 100,000 Securities.
Issue Date	18 December 2023
Fixing Date	1 December 2023
Valuation Date (s)	**n** = 1 2 December 2024 2 30 December 2024 3 3 February 2025 4 3 March 2025 5 1 April 2025 6 30 April 2025 7 2 June 2025 8 1 July 2025 9 1 August 2025 10 1 September 2025 11 1 October 2025 12 3 November 2025 13 1 December 2025 14 30 December 2025 15 2 February 2026 16 2 March 2026 17 30 March 2026 18 30 April 2026 19 1 June 2026 20 1 July 2026 21 3 August 2026 22 1 September 2026 23 1 October 2026 24 2 November 2026 25 1 December 2026 26 30 December 2026 27 1 February 2027 28 1 March 2027 29 1 April 2027 30 3 May 2027 If a Valuation Date (n) is not an Exchange Day, it shall be postponed to the next following Exchange Day.
Final Valuation Date	1 June 2027.

	If the Final Valuation Date is not an Exchange Day, it shall be postponed to the next following Exchange Day.
Early Redemption Date (n)	means the Early Redemption Date (n) allocated to the respective Valuation Date (n), as listed below: **n** = 1 9 December 2024 2 8 January 2025 3 10 February 2025 4 10 March 2025 5 8 April 2025 6 8 May 2025 7 9 June 2025 8 8 July 2025 9 8 August 2025 10 8 September 2025 11 8 October 2025 12 10 November 2025 13 8 December 2025 14 8 January 2026 15 9 February 2026 16 9 March 2026 17 8 April 2026 18 8 May 2026 19 8 June 2026 20 8 July 2026 21 10 August 2026 22 8 September 2026 23 8 October 2026 24 9 November 2026 25 8 December 2026 26 8 January 2027 27 8 February 2027 28 8 March 2027 29 8 April 2027 30 10 May 2027
Maturity Date	8 June 2027
Product Features	means the Underlyings, the Strikes, the Barriers and the Redemption Level.
Underlyings	Stellantis N.V. Type: Registered Share ISIN Underlying: NL00150001Q9 Bloomberg symbol: STLAM IM Equity Reference Agent: Euronext Milan Derivatives Exchange: Italian Derivatives Exchange Market Currency: EUR UniCredit SpA Type: Registered Share ISIN Underlying: IT0005239360 Bloomberg symbol: UCG IM Equity Reference Agent: Euronext Milan

	Derivatives Exchange:	Italian Derivatives Market (IDEM)
	Currency:	EUR
Initial Reference Price	Stellantis N.V.:	EUR 20.085
	UniCredit SpA:	EUR 25.12
Strike	Stellantis N.V.:	EUR 20.085 (100% of the Initial Reference Price)
	UniCredit SpA:	EUR 25.12 (100% of the Initial Reference Price)
Early Redemption	Early Redemption of the Securities is possible, i.e. the provisions of section 4 of the General Conditions are applicable.	
Redemption Event	A Redemption Event shall occur if the Reference Price of all the Underlyings is equal to or higher than the respective and relevant Redemption Level (n) on a Valuation Date (n).	

Redemption Level (n) means the Redemption Level (n) allocated to the respective Valuation Date (n), as listed below for each Underlying:

UniCredit SpA:

n =	
1	EUR 25.12
2	EUR 24.618
3	EUR 24.115
4	EUR 23.613
5	EUR 23.11
6	EUR 22.608
7	EUR 22.608
8	EUR 22.608
9	EUR 22.608
10	EUR 22.608
11	EUR 22.608
12	EUR 22.608
13	EUR 22.608
14	EUR 22.608
15	EUR 22.608
16	EUR 22.608
17	EUR 22.608
18	EUR 22.608
19	EUR 22.608
20	EUR 22.608
21	EUR 22.608
22	EUR 22.608
23	EUR 22.608
24	EUR 22.608
25	EUR 22.608
26	EUR 22.608
27	EUR 22.608
28	EUR 22.608
29	EUR 22.608
30	EUR 22.608

	Stellantis N.V.:	**n** =
		1 EUR 20.085
		2 EUR 19.683
		3 EUR 19.282
		4 EUR 18.88
		5 EUR 18.478
		6 EUR 18.077
		7 EUR 18.077
		8 EUR 18.077
		9 EUR 18.077
		10 EUR 18.077
		11 EUR 18.077
		12 EUR 18.077
		13 EUR 18.077
		14 EUR 18.077
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		22 EUR 18.077
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		24 EUR 18.077
		25 EUR 18.077
		26 EUR 18.077
		27 EUR 18.077
		28 EUR 18.077
		29 EUR 18.077
		30 EUR 18.077

Early Redemption Amount	The Early Redemption Amount shall correspond to the Calculation Amount.	
Barrier	Stellantis N.V.:	EUR 11.047 (55% of the Initial Reference Price)
	UniCredit SpA:	EUR 13.816 (55% of the Initial Reference Price)
Barrier Event	A Barrier Event shall occur if the Reference Price of at least one Underlying is below the applicable Barrier for the respective Underlying on the Final Valuation Date.	
Redemption Style	Cash settlement	
Bonus Payment Type	Unconditional Bonus Payment. The provisions of section 5 (6) of the General Conditions for Unconditional Bonus Payments shall apply.	
Bonus Amount	EUR 0.69	
Bonus Record Date(s)	5 January 2024, 7 February 2024, 7 March 2024, 5 April 2024, 7 May 2024, 7 June 2024, 5 July 2024, 7 August 2024, 6 September 2024, 7 October 2024, 7 November 2024, 6 December 2024, 7 January 2025, 7 February 2025, 7 March 2025, 7 April 2025, 7 May 2025, 6 June 2025, 7 July 2025, 7 August 2025, 5 September 2025, 7 October 2025, 7 November 2025, 5 December 2025, 7 January 2026, 6 February 2026, 6 March 2026, 7 April 2026, 7 May 2026, 5 June 2026, 7 July 2026, 7 August 2026, 7 September 2026, 7 October 2026, 6 November 2026, 7 December 2026, 7 January 2027, 5 February 2027, 5 March 2027, 7 April 2027 and 7 May 2027	
Bonus Payment Date(s)	8 January 2024, 8 February 2024, 8 March 2024, 8 April 2024, 8 May 2024, 10 June 2024, 8 July 2024, 8 August 2024, 9 September 2024, 8 October 2024, 8 November 2024, 9 December 2024, 8 January 2025, 10 February 2025, 10 March 2025, 8 April 2025, 8 May 2025, 9 June 2025, 8 July 2025, 8 August 2025, 8 September 2025, 8 October 2025, 10 November 2025, 8 December 2025, 8 January 2026, 9 February 2026, 9 March 2026, 8 April 2026, 8 May 2026, 8 June 2026, 8 July 2026, 10 August 2026, 8	

	September 2026, 8 October 2026, 9 November 2026, 8 December 2026, 8 January 2027, 8 February 2027, 8 March 2027, 8 April 2027, 10 May 2027 and 8 June 2027
Redemption at Maturity	The redemption of the Securities on the Maturity Date (section 3 of the General Terms and Conditions) shall be determined – subject to Early Redemption pursuant to section 4 of the General Conditions – in accordance with the following paragraphs. (a) If if a Barrier Event has not occurred or, each Security shall be redeemed by payment of the Calculation Amount. (b) If a Barrier Event has occurred the Issuer shall pay a cash settlement equal to the Calculation Amount multiplied by the Performance of the Underlying with the Relevant Performance. The cash settlement shall be calculated from the Calculation Amount multiplied by the Performance of the Underlying with the Relevant Performance.
Expiry Date (*Data di Scadenza*)	shall mean the Final Valuation Date.
Reference Price	The Reference Price shall be the relevant rate, price or level of the Underlying for the purpose of determining and calculating the (Early) Redemption of the Securities and shall be determined as follows: Reference Price shall mean the closing price of the Underlying determined and published by the Reference Agent on the Valuation Date.
Exchange Day	A day on which trading in the Underlying takes place on the Reference Agent.
Performance	of the respective Underlying shall correspond to the quotient of (i) the Reference Price of the respective Underlying on the Final Valuation Date and (ii) the Strike of the respective Underlying, expressed as a percentage.
Relevant Performance	means the Performance of the Underlying showing the lowest Performance in relation to the other Underlyings. If several Underlyings show identical Performance, the Issuer shall be entitled to decide in its reasonable discretion which of the Underlyings concerned shall be used for the purpose of calculating the Relevant Performance within the meaning of these Terms and Conditions.
Currency Conversion	All cash amounts payable under the Securities shall be converted into the Settlement Currency at the Conversion Rate. "**Conversion Rate**" means the conversion rate between the Settlement Currency and the Currency of the Underlying on or about the time of determination of the Reference Price on the Final Valuation Date as calculated by Bloomberg Index Services Limited and published on the relevant screen page of the Bloomberg business information service under "BFIX". If such a Conversion Rate is not determined or published or if the method of calculating the Conversion Rate changes materially, the Calculation Agent shall determine the Conversion Rate applicable at the time of determination of the Reference Price on the Final Valuation Date in its reasonable discretion.
Applicable law	German law
Registry Type	Italian Uncertificated Securities
Applicable Adjustment and Market Disruption Provisions	The rules for Adjustments and Market Disruptions for shares, securities representing shares (ADRs or GDRs) and other dividend-bearing securities specified in section 6 and section 7 of the General Conditions shall apply to this Security.
Right of Extraordinary Termination of the Issuer	Applicable (excluding Hedging Disruption Events)
Securities with triparty collateral management (TCM)	The Securities will not be collateralised, i.e. the provisions of section 15 of the General Conditions for Securities with triparty collateral management (TCM) shall not be applicable.

III. INFORMATION ABOUT THE UNDERLYINGS

The Underlyings to which the Securities are linked are:

Stellantis N.V.

Type:	Registered Share
Issuer:	Stellantis N.V., Singaporestraat 92-100, 1175 RA, Lijnden, The Netherlands
Currency:	EUR
ISIN:	NL00150001Q9
Bloomberg symbol:	STLAM IM Equity
Performance:	Available at www.euronext.com

UniCredit SpA

Type:	Registered Share
Issuer:	Piazza Gae Aulenti, 3 – Tower A – 20154 Milano, Italy
Currency:	EUR
ISIN:	IT0005239360
Bloomberg symbol:	UCG IM Equity
Performance:	Available at www.borsaitaliana.it

Information about the historical and future performance of the Underlyings and their volatilities can be obtained on the Internet from the website specified above.

IV. FURTHER INFORMATION ON THE OFFER OF THE SECURITIES

1. Stock exchange listing and trading arrangements

Exchange listing

Application will be made for the Securities to be admitted to and/or included in trading on the following multilateral trading facilities (MTF): Borsa Italiana S.p.A. (SeDeX).

First trading date

Trading of the Securities is expected to commence from 18 December 2023.

Pricing

Prices are quoted as per-unit pricing.

Market Maker

Bank Vontobel Europe AG, Alter Hof 5, 80331 Munich, Germany

Last trading day

Trading of the Securities will end no later than 27 May 2027 at 17:30 h (local time Frankfurt am Main).

Minimum trading lot

1 Security

2. Information on the terms of the offer

The Issue Price and Value Date of the Securities and the start as well as the expected end of the Public Offer are specified below.

Issue Price

EUR 99.00

Value Date

18 December 2023

Start of the Public Offer

The Public Offer of the Securities shall start on 15 December 2023 in Italy.

End of the Public Offer

The Public Offer of the Securities will end with the term of the Securities, expected on 1 June 2027, or – in case that a base prospectus which follows the Base Prospectus has not been published on the website prospectus.vontobel.com under the respective heading until the last date of the validity of the Base Prospectus – with expiration of the validity of the Base Prospectus pursuant to Article 12 of the Prospectus Regulation.

3. Costs and charges

The Issue Price and the bid and ask prices provided by the Market Maker during the term of the Securities are based on internal pricing models. Among other things, the prices include a margin which the Market Maker determines at his own discretion and which, in addition to profit, also covers the costs of structuring of the Security and, if any, possible costs for distribution.

No additional costs will be incurred by the issuer on the Issue Price charged to the investor. Investors will receive further information on any remuneration, commissions, fees and costs charged to investors, for example by their bank, advisor or financial services provider (distribution partner), from these parties upon request.

4. Publication of information after completion of the issue

With the exception of the notices specified in the Terms and Conditions, the Issuer does not intend to publish any information once the issue has been completed.

ISSUE-SPECIFIC SUMMARY

Section A – Introduction with Warnings

Warnings

The following is pointed out:

- This summary (the "**Summary**") should be read as an introduction to the Base Prospectus for Investment Products dated 19 May 2023 (the "**Base Prospectus**").
- Investors should base any decision to invest in the Securities concerned on a consideration of the Base Prospectus as a whole. Investors should therefore read the Base Prospectus in conjunction with the Registration Document of the Issuer dated 31 March 2023 and the Registration Document of the Guarantor dated 24 February 2023, which have been incorporated by reference, and any supplements thereto. Furthermore, investors should read the Base Prospectus in conjunction with the Final Terms that refer to the Base Prospectus and that are drawn up in connection with the issue of the Securities.
- **The Securities are not capital protected and provide for no minimum redemption. Investors could lose all (total loss) or part of their invested capital, in addition to the costs associated with the purchase.**
- In the event that a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the Base Prospectus, including any supplements thereto, and the related Final Terms before the legal proceedings are initiated.
- Vontobel Financial Products GmbH, Bockenheimer Landstraße 24, 60323 Frankfurt am Main, Germany (the "**Issuer**") which, as the Issuer of the Securities, has assumed responsibility for this Summary including any translations thereof, or the persons who have submitted and transmitted the Summary including any translations thereof, shall be liable under civil law, but only where the Summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Base Prospectus, or where it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in such Securities.
- **You are about to purchase a product that is not simple and may be difficult to understand.**

Introduction

Designation and security identification numbers

The Protect Multi Fixed Coupon Express Certificates have the following security identification numbers: ISIN: DE000VM58VC6 / WKN: VM58VC / Valor: 129976305 (the "**Securities**").

Contact details of the Issuer

The Issuer of the Securities is Vontobel Financial Products GmbH, Bockenheimer Landstraße 24, 60323 Frankfurt am Main, Germany, e-mail: vfp-frankfurt@vontobel.com, phone: +49 (0)69 695 996 3210, Legal Entity Identifier (LEI): 5299009N4N61DPCDHR97.

Contact details of the Offeror

The offeror of the Securities is Bank Vontobel Europe AG, Alter Hof 5, 80331 Munich, Germany, acting through its Frankfurt am Main Branch, Bockenheimer Landstraße 24, 60323 Frankfurt am Main, Germany, e-mail: zertifikate.de@vontobel.com; phone: +49 (0)69 695 996 3205, fax: +49 (0)69 695 996 3202, Legal Entity Identifier (LEI): 529900KKJ9XOK6WO4426 (the "**Offeror**").

Approval of the Base Prospectus; Competent Authority

The Base Prospectus was approved by the German Federal Financial Supervisory Authority (the "**BaFin**") on 19 May 2023. The address of the BaFin (Securities Supervision) is: Marie-Curie-Str. 24-28, 60439 Frankfurt am Main, Germany; phone: +49 (0)228 4108 0.

Section B – Key information on the Issuer

Who is the Issuer of the Securities?

Domicile and legal form of the Issuer

Vontobel Financial Products GmbH is a limited liability company (Gesellschaft mit beschränkter Haftung – GmbH) under German law. The Issuer is registered with the Commercial Register of the Local Court (Amtsgericht) of Frankfurt am Main, Germany, under register number HRB 58515. The Issuer's registered office is in Frankfurt am Main, Germany. The Legal Entity Identifier (LEI) of the Issuer is 5299009N4N61DPCDHR97.

Principal activities of the Issuer

The principal activity of the Issuer is to issue securities and derivative securities.

Major shareholders of the Issuer

All shares of the Issuer are held by the group parent company, Vontobel Holding AG, Zurich, Switzerland. The shares of Vontobel Holding AG are listed on the SIX Swiss Exchange in Zurich.

Identity of the key managing directors of the Issuer

The managing directors of the Issuer are Anton Hötzl, Jörn Peglow and Daniela Werner.

Identity of the statutory auditors of the Issuer

The auditor of the Issuer is Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Eschborn, Germany.

What is the key financial information regarding the Issuer?

The following key financial information regarding the Issuer are extracted from the audited annual financial statements as well as the unaudited interim financial statements of the Issuer:

Income Statement	**01.01.2022 to 31.12.2022 (audited)**	**01.01.2021 to 31.12.2021 (audited)**	**01.01.2022 to 30.06.2022 (unaudited)**	**01.01.2021 to 30.06.2021 (unaudited)**
Net income for the year	484,052 EUR	216,843 EUR	214,740 EUR	201,451 EUR

Balance sheet	**31.12.2022 (audited)**	**31.12.2021 (audited)**	**30.06.2022 (unaudited)**	
Net financial debt[1)]	2,400,694 TEUR	2,678,704 TEUR	2,304,727 TEUR	

1) Long term debt plus short term debt minus cash.

Cash Flow Statement	**01.01.2022 to 31.12.2022 (audited)**	**01.01.2021 to 31.12.2021 (audited)**	**01.01.2022 to 30.06.2022 (unaudited)**	**01.01.2021 to 30.06.2021 (unaudited)**
Cash flow from operating activities	1,068,118.25 EUR	-221,081.47 EUR	496,802.00 EUR	584,285.45 EUR
Cash flow from financing activities	222,989.94 EUR	-470,251.16 EUR	-216,843.00 EUR	-408,808.34 EUR
Cash flow from investing activities	0.00 EUR	-1,025.13 EUR	0.00 EUR	0.00 EUR

What are the key risks that are specific to the Issuer?

The key risks that are specific to the Issuer may be summarised as follows:

- The Security holders bear the risk of bankruptcy of the Issuer (default risk). Securities holders are exposed to the risk that the Issuer cannot meet its obligations arising from the Securities, for example in the event of insolvency (illiquidity / overindebtedness). Insolvency of the Issuer can even lead to the complete loss of the principal amount that Security holders paid when purchasing the securities (**risk of total loss**).

Section C – Brief description of the Securities

What are the main features of the Securities?

Type and class of the Securities

The Securities are debt instruments in bearer uncertificated and dematerialised book-entry form, governed by German law.

Rights attached to the Securities

The Securities constitute the right of the Security holder to receive from the Issuer per Security the payment of the Redemption Amount in Euro in accordance with the Terms and Conditions of the Securities and subject to the performance of the Underlying.

It has a fixed term and will be due on the Maturity Date, subject to an early redemption.

Objectives

The objective of this product is to provide you with the possibility of receiving an enhanced return in exchange for taking the risk of a loss of some or all of your investment. The product is a complex financial instrument linked to 2 Underlyings. You will receive a Coupon Amount on each Coupon Payment Date irrespective of the performance of the Underlyings, unless terminated early.

The product will terminate prior to the Maturity Date if, on a Valuation Date, the Reference Prices of all Underlyings equal or exceed their respective Redemption Level.

On any such early termination, on the Early Redemption Date you will receive a cash amount equal to the Early Redemption Amount. No Coupon payments will be made after the Redemption Date.

If the product has not terminated early, the product will be redeemed on the Maturity Date as follows:

1. You will receive the Calculation Amount on the Maturity Date if the Reference Price of all Underlyings equals or is above the respective Barrier on the Final Valuation Date.
2. If the Reference Price at least one Underlying is below its Barrier on the Final Valuation Date, you will receive a cash payment directly linked to the performance of the Underlying with the worst performance. The performance of an Underlying corresponds to the Reference Price of an Underlying on the Final Valuation Date divided by the respective Strike. The cash amount will equal the Calculation Amount multiplied by the performance of the worst performing Underlying.

In such case the sum of the cash amount and the Coupon Amounts paid will generally be less than the amount you invested, so that you will make a loss.

You are not entitled to receive any dividend from an Underlying and you have no right to any further entitlement resulting from any such Underlying (e.g. voting rights).

Product

Product Currency	EUR	Valuation Dates	Monthly, first time on 2 December 2024, last time on 3 May 2027
Calculation Amount	EUR 100.00		
Early Redemption Amount	EUR 100.00	Early Redemption Dates	Monthly, first time on 9 December 2024, last time on 10 May 2027
Initial Fixing Date	1 December 2023		
Issue Date	18 December 2023	Expiry Date	1 June 2027
Payment Date	18 December 2023	Maturity Date (Maturity)	8 June 2027
Type of Settlement	Cash		
Observation Period	At Final Fixing, 1 June 2027 (closing price)		

Coupon

Coupon Amount	EUR 0.69	Coupon Payment Dates	Monthly, first on 8 January 2024, last on 8 June 2027

Underlyings

Stellantis N.V.

Type	Registered Share	Initial Reference Price	EUR 20.085
ISIN	NL00150001Q9	Strike	EUR 20.085
Currency	EUR	Redemption Level	from 100.00% to 90.00%*
Reference Exchange	Euronext Milan	Barrier	EUR 11.047
Reference Price	Closing price on the Reference Exchange		

UniCredit SpA

Type	Registered Share	Initial Reference Price	EUR 25.12
ISIN	IT0005239360	Strike	EUR 25.12
Currency	EUR	Redemption Level	from 100.00% to 90.00%*
Reference Exchange	Euronext Milan	Barrier	EUR 13.816
Reference Price	Closing price on the Reference Exchange		

Upon the occurrence of certain extraordinary events, the Issuer is entitled under the terms and conditions of the Securities to adjust the terms and conditions of the securities (in particular to exchange the underlying instrument) or to terminate the Securities extraordinarily.

Applicable law

The form and content of the Securities as well as all rights and obligations of the Issuer and the Security holders are determined in accordance with German law, except that the registration of the Securities is governed by Italian law.

Ranking

The obligations arising from the Securities constitute direct and unsecured liabilities of the Issuer, which rank equally among themselves and with all other unsecured and unsubordinated liabilities of the Issuer, with the exception of those liabilities, which have priority by virtue of mandatory legal provisions.

Where will the Securities be traded?

Application for admission to trading on a regulated market or multilateral trading facility (MTF)

No application will be made for the admission of the Securities to trading on a regulated market. The Securities are subject to an application to admission or inclusion to trading on the following multilateral trading facilities (MTF): Borsa Italiana S.p.A. (SeDeX). Trading is expected to start on 18 December 2023.

Is there a guarantee attached to the Securities?

Nature and scope of the guarantee

Vontobel Holding AG, Zurich, Switzerland (the "**Guarantor**") guarantees the proper payment of all amounts payable by the Issuer in accordance with the terms and conditions of the Securities issued under the Base Prospectus. The guarantee represents an independent guarantee under Swiss law; all rights and obligations arising from this are subject in all respects to Swiss law. The courts of law of the Canton of Zurich have exclusive jurisdiction over all actions and legal disputes relating to the guarantee. The place of jurisdiction is Zurich 1.

Description of the Guarantor

Guarantor is Vontobel Holding AG, Gotthardstrasse 43, 8002 Zurich, Switzerland; Legal Entity Identifier (LEI) 529900G69W5VR3DDPW23. The Guarantor is the parent company of the Vontobel Group, which consists of banks, capital market companies and other domestic and foreign companies. The Guarantor holds all shares in the Issuer. The shares of Vontobel Holding AG are listed on the SIX Swiss Exchange in Zurich.

Key financial information regarding the Guarantor

The following key financial information regarding the Guarantor has been taken from the audited consolidated annual financial statements as well as the unaudited interim financial statements of the Guarantor:

Income Statement	**01.01.2022 to 31.12.2022 (audited)**	**01.01.2021 to 31.12.2021 (audited)**	**01.01.2022 to 30.06.2022 (unaudited)**	**01.01.2021 to 30.06.2021 (unaudited)**
Total operating income	1,285.1 Mio. CHF	1,535.6 Mio. CHF	686.1 Mio. CHF	779.6 Mio. CHF

Balance sheet	**31.12.2022 (audited)**	**31.12.2021 (audited)**	**30.06.2022 (unaudited)**
Net financial debt[1)]	24,606.4 Mio. CHF[2)]	22,494.0 Mio. CHF[3)]	23,050.2 Mio. CHF[4)]

1) Long term debt plus short term debt minus cash.

2) This financial information is calculated by the following audited financial information from the consolidated balance sheet: Total liabilities (28,490.6 Mio. CHF) minus Cash (3,884.2 Mio. CHF).

3) This financial information is calculated by the following audited financial information from the consolidated balance sheet: Total liabilities (30,329 Mio. CHF) minus Cash (7,835 Mio. CHF).

4) This financial information is calculated by the following unaudited financial information from the consolidated balance sheet: Total liabilities (30,957 Mio. CHF) minus Cash (7,906.8 Mio. CHF).

Cash Flow Statement	**01.01.2022 to 31.12.2022 (audited)**	**01.01.2021 to 31.12.2021 (audited)**	**01.01.2022 to 30.06.2022 (unaudited)**	**01.01.2021 to 30.06.2021 (unaudited)**
Cash flow from operating activities	-3,201.3 Mio. CHF	1,585.6 Mio. CHF	1,629.4 Mio. CHF	1,339.0 Mio. CHF
Cash flow from financing activities	304.8 Mio. CHF	-581.6 Mio. CHF	-40.3 Mio. CHF	-485.5 Mio. CHF
Cash flow from investing activities	-392.5 Mio. CHF	563.3 Mio. CHF	-327.8 Mio. CHF	62.3 Mio. CHF

Most material risks factors pertaining to the Guarantor

The most material risk factors pertaining to the Guarantor may be summarised as follows:

- The Security holders bear the risk of bankruptcy of the Guarantor (default risk). Securities holders are exposed to the risk that the Guarantor cannot meet its obligations arising from the Securities, for example in the event of insolvency (illiquidity / overindebtedness). Insolvency of the Issuer and the Guarantor can even lead to the complete loss of the principal amount that Security holders paid when purchasing the securities (**risk of total loss**). Furthermore, Security holders may become subject to resolution measures in relation to the Guarantor if the Guarantor is failing or likely to fail.
- The guarantee is subject to Swiss law; the place of jurisdiction is Zurich. In this context, the Security holders bear risks in connection with the enforcement of legal claims with regard to the guarantee, e.g. increased costs.

What are the key risks that are specific to the Securities?

The key risks that are specific to the Securities may be summarised as follows:

- **Risks resulting from the payment profile of the Securities**
  - Risk of total loss: There is a risk that the Underlying may even lose considerable value and that the Security holder may consequently suffer a substantial loss of the principal amount paid. Even a total loss is possible.
  - Limitation of the redemption amount to the nominal value: The redemption amount is limited to the nominal value. The Security holder bears the risk of not benefiting in every case from a favourable performance of the relevant Underlying.
- **Risks resulting from the conditions of the Securities**
  - Risks in connection with adjustments, market disruptions, extraordinary termination and settlement: Security holders bear the risk that the Securities are adjusted or terminated. Furthermore, there is also the risk that the occurrence of a market disruption could reduce the value of the Securities. In addition, a market disruption may delay the redemption or repayment of the Securities. If the conditions of the Securities provide for extraordinary termination by the Issuer, the Security holder bears a risk of loss as the termination amount equals the market price of the Securities, which can be even zero. The Security holder also bears the reinvestment risk in relation to the termination amount.
  - Risks relating to Securities with multiple Underlyings (Multi or Worst-of): The Securities are linked to more than one Underlying, i.e. the price of the Security during its term as well as the Cash Amount at maturity will be determined by several Underlyings, and not just by one Underlying. Compared with products with only one underlying, there is an increased risk of loss of the capital the investors have invested. This risk is dependent on the Underlying with the worst performance (worst-of) of all Underlyings. Even if all Underlyings perform in sum or in few positively, the determination of the redemption amount depends solely on the Underlying with the worst performance.
- **Risks in connection with the investment in, the holding and selling of the Securities**
  - Risks in connection with trading in the Securities, liquidity risk: Security holders bear the risk that there is no liquid market for trading in the Securities. This means that Security holders cannot sell the Securities at a specific time or at a specific price.
- **Risks in connection with the price determination for the Securities and potential conflicts of interest**
  - Risks in connection with potential conflicts of interest: The Issuer, the Guarantor and other companies of the Vontobel Group may pursue interests that conflict with or do not take into account the interests of the Security holders. This may be in connection with the exercise of other functions or in carrying out further transactions.

Potential conflicts of interest may adversely affect the value of the Securities and/or the Cash Amount under the Securities.

- **Risks in connection with the Underlyings**
  - Risks in connection with the performance of the price: A negative development of the macroeconomic factors may have a negative impact on the price development of the share price and accordingly adversely affect the value of the Securities and/or the Cash Amount under the Securities.

- **Risks which apply to all or several Underlyings**
  - Risks in connection with psychological effects: The price of an Underlying can fluctuate strongly due to psychological effects related, for example, to sentiments, opinions and rumors in the market, which may have an impact on the performance of the Securities.
  - Volatility risk: Due to the volatility of an Underlying, high losses in the Securities may occur.

Section D – Key information on the offer of the Securities to the public and/or the admission to trading on a regulated market

Under which conditions and timetable can investors invest in this Security?

General terms, conditions and expected timetable of the offer

The offer of the Securities will be made from 15 December 2023 in Italy .

The issue price is EUR 99.00. The bid and ask price of the Securities is continuously set by the Market Maker. Market Maker is Bank Vontobel Europe AG, Frankfurt am Branch, Bockenheimer Landstraße 24, 60323 Frankfurt am Main, Germany.

The Securities may not be offered or sold unless all applicable laws and regulations in the jurisdiction in which a purchase, offer, sale or delivery of Securities is made or in which this document is distributed or held have been complied with and all consents or approvals required by applicable laws in that jurisdiction for the purchase, offer, sale or delivery of the Securities have been obtained.

Details of the admission to trading on a regulated market or on a multilateral trading facility (MTF)

An application for admission to trading on a regulated market and/or on a multilateral trading facility (MTF) has been or will be made. Such admission need not be maintained on a permanent basis. If the admission ceases to exist, the acquisition and sale of the Securities may be considerably more difficult for the investor. Even if admission is maintained, investors should note that this is not necessarily associated with high trading volumes in the respective Securities. The trading of Securities is subject to numerous legal and stock exchange regulations. Before acquiring the Securities, investors should familiarise themselves with the regulations applicable (such as, for example, the regulations on the cancellation of trading transactions that have been concluded at prices not in line with the market, so-called mistrades).

Estimated expenses charged to the investor

Investors will receive further information on any remuneration, commissions, fees and costs charged to investors, for example by their bank, advisor or financial services provider (distribution partner), from these parties upon request.

Who is the Offeror and/or the person asking for admission to trading?

Offeror of the Securities is Bank Vontobel Europe AG acting through its Frankfurt am Main Branch, Bockenheimer Landstraße 24, 60323 Frankfurt am Main, Germany. The Offeror is a stock corporation (AG) under German law. Bank Vontobel Europe AG is a stock corporation (AG) under German law and registered in the Commercial Register of the local District Court (*Amtsgericht*) of Munich, Germany, under the registration number HRB 133419. The Legal Entity Identifier (LEI) of the Offeror is 529900KKJ9XOK6WO4426. The registered office of Bank Vontobel Europe AG is: Alter Hof 5, 80331 Munich, Germany.

Why is this prospectus being produced?

Use and estimated net amount of the proceeds

The issue of the Securities is part of the Issuer's ordinary business activities and is made for the purpose of generating profits and/or hedging certain risks of the Issuer.

Underwriting agreement on a firm commitment basis

There is no underwriting agreement with a firm underwriting commitment in connection with the securities offered.

Most material conflicts of interest pertaining to the offer or the admission to trading

The (initial) issue price and/or the price of the Securities on the secondary market may be subject to fees paid to distributors, which may give rise to conflicts of interest in the selection of products offered to the client.

The Issuer and other companies within the Vontobel Group may pursue interests that conflict with the interests of the Security holders or do not take these into account. This may occur in connection with the exercise of other functions or when carrying out further transactions.

Bank Vontobel Europe AG, Munich, or another company of the Vontobel Group may act as market maker for the Securities. The market maker is responsible for setting the prices of the securities ("market making"). The market prices provided by the market maker will not always correspond to the market prices that would have been formed without this market making and in a liquid market.

Companies within the Vontobel Group may also perform another function in relation to the Securities, e.g. as calculation agent, index calculation agent, index sponsor or participant in the selection process of a proprietary index or basket. Such a function may enable the company of the Vontobel Group to determine the composition of the underlying instrument or to calculate its value.

Companies within the Vontobel Group may conclude transactions relating to the underlying or its components. This also includes transactions by the issuer that hedge its obligations under the Securities. The value of the Securities may be affected by the termination of some or all of these hedging transactions. Companies within the Vontobel Group may receive non-public information relating to the underlying and are not obliged to pass on such information to an investor in the Securities. For example, companies in the Vontobel Group may issue research reports in relation to the underlying or its components.

ISSUE-SPECIFIC SUMMARY

Section A – Introduction with Warnings

Warnings

The following is pointed out:

- This summary (the "**Summary**") should be read as an introduction to the Base Prospectus for Investment Products dated 19 May 2023 (the "**Base Prospectus**").
- Investors should base any decision to invest in the Securities concerned on a consideration of the Base Prospectus as a whole. Investors should therefore read the Base Prospectus in conjunction with the Registration Document of the Issuer dated 31 March 2023 and the Registration Document of the Guarantor dated 24 February 2023, which have been incorporated by reference, and any supplements thereto. Furthermore, investors should read the Base Prospectus in conjunction with the Final Terms that refer to the Base Prospectus and that are drawn up in connection with the issue of the Securities.
- **The Securities are not capital protected and provide for no minimum redemption. Investors could lose all (total loss) or part of their invested capital, in addition to the costs associated with the purchase.**
- In the event that a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the Base Prospectus, including any supplements thereto, and the related Final Terms before the legal proceedings are initiated.
- Vontobel Financial Products GmbH, Bockenheimer Landstraße 24, 60323 Frankfurt am Main, Germany (the "**Issuer**") which, as the Issuer of the Securities, has assumed responsibility for this Summary including any translations thereof, or the persons who have submitted and transmitted the Summary including any translations thereof, shall be liable under civil law, but only where the Summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Base Prospectus, or where it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in such Securities.
- **You are about to purchase a product that is not simple and may be difficult to understand.**

Introduction

Designation and security identification numbers

The Protect Multi Fixed Coupon Express Certificates have the following security identification numbers: ISIN: DE000VM58VC6 / WKN: VM58VC / Valor: 129976305 (the "**Securities**").

Contact details of the Issuer

The Issuer of the Securities is Vontobel Financial Products GmbH, Bockenheimer Landstraße 24, 60323 Frankfurt am Main, Germany, e-mail: vfp-frankfurt@vontobel.com, phone: +49 (0)69 695 996 3210, Legal Entity Identifier (LEI): 5299009N4N61DPCDHR97.

Contact details of the Offeror

The offeror of the Securities is Bank Vontobel Europe AG, Alter Hof 5, 80331 Munich, Germany, acting through its Frankfurt am Main Branch, Bockenheimer Landstraße 24, 60323 Frankfurt am Main, Germany, e-mail: zertifikate.de@vontobel.com; phone: +49 (0)69 695 996 3205, fax: +49 (0)69 695 996 3202, Legal Entity Identifier (LEI): 529900KKJ9XOK6WO4426 (the "**Offeror**").

Approval of the Base Prospectus; Competent Authority

The Base Prospectus was approved by the German Federal Financial Supervisory Authority (the "**BaFin**") on 19 May 2023. The address of the BaFin (Securities Supervision) is: Marie-Curie-Str. 24-28, 60439 Frankfurt am Main, Germany; phone: +49 (0)228 4108 0.

Section B – Key information on the Issuer

Who is the Issuer of the Securities?

Domicile and legal form of the Issuer

Vontobel Financial Products GmbH is a limited liability company (Gesellschaft mit beschränkter Haftung – GmbH) under German law. The Issuer is registered with the Commercial Register of the Local Court (Amtsgericht) of Frankfurt am Main, Germany, under register number HRB 58515. The Issuer's registered office is in Frankfurt am Main, Germany. The Legal Entity Identifier (LEI) of the Issuer is 5299009N4N61DPCDHR97.

Principal activities of the Issuer

The principal activity of the Issuer is to issue securities and derivative securities.

Major shareholders of the Issuer

All shares of the Issuer are held by the group parent company, Vontobel Holding AG, Zurich, Switzerland. The shares of Vontobel Holding AG are listed on the SIX Swiss Exchange in Zurich.

Identity of the key managing directors of the Issuer

The managing directors of the Issuer are Anton Hötzl, Jörn Peglow and Daniela Werner.

Identity of the statutory auditors of the Issuer

The auditor of the Issuer is Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Eschborn, Germany.

What is the key financial information regarding the Issuer?

The following key financial information regarding the Issuer are extracted from the audited annual financial statements as well as the unaudited interim financial statements of the Issuer:

Income Statement	**01.01.2022 to 31.12.2022 (audited)**	**01.01.2021 to 31.12.2021 (audited)**	**01.01.2022 to 30.06.2022 (unaudited)**	**01.01.2021 to 30.06.2021 (unaudited)**
Net income for the year	484,052 EUR	216,843 EUR	214,740 EUR	201,451 EUR

Balance sheet	**31.12.2022 (audited)**	**31.12.2021 (audited)**	**30.06.2022 (unaudited)**
Net financial debt[1)]	2,400,694 TEUR	2,678,704 TEUR	2,304,727 TEUR

1) Long term debt plus short term debt minus cash.

Cash Flow Statement	**01.01.2022 to 31.12.2022 (audited)**	**01.01.2021 to 31.12.2021 (audited)**	**01.01.2022 to 30.06.2022 (unaudited)**	**01.01.2021 to 30.06.2021 (unaudited)**
Cash flow from operating activities	1,068,118.25 EUR	-221,081.47 EUR	496,802.00 EUR	584,285.45 EUR
Cash flow from financing activities	222,989.94 EUR	-470,251.16 EUR	-216,843.00 EUR	-408,808.34 EUR
Cash flow from investing activities	0.00 EUR	-1,025.13 EUR	0.00 EUR	0.00 EUR

What are the key risks that are specific to the Issuer?

The key risks that are specific to the Issuer may be summarised as follows:

- The Security holders bear the risk of bankruptcy of the Issuer (default risk). Securities holders are exposed to the risk that the Issuer cannot meet its obligations arising from the Securities, for example in the event of insolvency (illiquidity / overindebtedness). Insolvency of the Issuer can even lead to the complete loss of the principal amount that Security holders paid when purchasing the securities (**risk of total loss**).

Section C – Brief description of the Securities

What are the main features of the Securities?

Type and class of the Securities

The Securities are debt instruments in bearer uncertificated and dematerialised book-entry form, governed by German law.

Rights attached to the Securities

The Securities constitute the right of the Security holder to receive from the Issuer per Security the payment of the Redemption Amount in Euro in accordance with the Terms and Conditions of the Securities and subject to the performance of the Underlying.

It has a fixed term and will be due on the Maturity Date, subject to an early redemption.

Objectives

The objective of this product is to provide you with the possibility of receiving an enhanced return in exchange for taking the risk of a loss of some or all of your investment. The product is a complex financial instrument linked to 2 Underlyings. You will receive a Coupon Amount on each Coupon Payment Date irrespective of the performance of the Underlyings, unless terminated early.

The product will terminate prior to the Maturity Date if, on a Valuation Date, the Reference Prices of all Underlyings equal or exceed their respective Redemption Level.

On any such early termination, on the Early Redemption Date you will receive a cash amount equal to the Early Redemption Amount. No Coupon payments will be made after the Redemption Date.

If the product has not terminated early, the product will be redeemed on the Maturity Date as follows:

1. You will receive the Calculation Amount on the Maturity Date if the Reference Price of all Underlyings equals or is above the respective Barrier on the Final Valuation Date.
2. If the Reference Price at least one Underlying is below its Barrier on the Final Valuation Date, you will receive a cash payment directly linked to the performance of the Underlying with the worst performance. The performance of an Underlying corresponds to the Reference Price of an Underlying on the Final Valuation Date divided by the respective Strike. The cash amount will equal the Calculation Amount multiplied by the performance of the worst performing Underlying.

In such case the sum of the cash amount and the Coupon Amounts paid will generally be less than the amount you invested, so that you will make a loss.

You are not entitled to receive any dividend from an Underlying and you have no right to any further entitlement resulting from any such Underlying (e.g. voting rights).

Product

Product Currency	EUR	Valuation Dates	Monthly, first time on 2 December 2024, last time on 3 May 2027
Calculation Amount	EUR 100.00		
Early Redemption Amount	EUR 100.00	Early Redemption Dates	Monthly, first time on 9 December 2024, last time on 10 May 2027
Initial Fixing Date	1 December 2023		
Issue Date	1 December 2023		
Payment Date	5 December 2023	Expiry Date	1 June 2027
Type of Settlement	Cash	Maturity Date (Maturity)	8 June 2027
Observation Period	At Final Fixing, 1 June 2027 (closing price)		

Coupon

Coupon Amount	EUR 0.69	Coupon Payment Dates	Monthly, first on 8 January 2024, last on 8 June 2027

Underlyings

Stellantis N.V.

Type	Registered Share	Initial Reference Price	EUR 20.085
ISIN	NL00150001Q9	Strike	EUR 20.085
Currency	EUR	Redemption Level	from 100.00% to 90.00%*
Reference Exchange	Euronext Milan	Barrier	EUR 11.047
Reference Price	Closing price on the Reference Exchange		

UniCredit SpA

Type	Registered Share	Initial Reference Price	EUR 25.12
ISIN	IT0005239360	Strike	EUR 25.12
Currency	EUR	Redemption Level	from 100.00% to 90.00%*
Reference Exchange	Euronext Milan	Barrier	EUR 13.816
Reference Price	Closing price on the Reference Exchange		

Upon the occurrence of certain extraordinary events, the Issuer is entitled under the terms and conditions of the Securities to adjust the terms and conditions of the securities (in particular to exchange the underlying instrument) or to terminate the Securities extraordinarily.

Applicable law

The form and content of the Securities as well as all rights and obligations of the Issuer and the Security holders are determined in accordance with German law, except that the registration of the Securities is governed by Italian law.

Ranking

The obligations arising from the Securities constitute direct and unsecured liabilities of the Issuer, which rank equally among themselves and with all other unsecured and unsubordinated liabilities of the Issuer, with the exception of those liabilities, which have priority by virtue of mandatory legal provisions.

Where will the Securities be traded?

Application for admission to trading on a regulated market or multilateral trading facility (MTF)

No application will be made for the admission of the Securities to trading on a regulated market. The Securities are subject to an application to admission or inclusion to trading on the following multilateral trading facilities (MTF): Borsa Italiana S.p.A. (SeDeX). Trading is expected to start on 5 December 2023.

Is there a guarantee attached to the Securities?

Nature and scope of the guarantee

Vontobel Holding AG, Zurich, Switzerland (the "**Guarantor**") guarantees the proper payment of all amounts payable by the Issuer in accordance with the terms and conditions of the Securities issued under the Base Prospectus. The guarantee represents an independent guarantee under Swiss law; all rights and obligations arising from this are subject in all respects to Swiss law. The courts of law of the Canton of Zurich have exclusive jurisdiction over all actions and legal disputes relating to the guarantee. The place of jurisdiction is Zurich 1.

Description of the Guarantor

Guarantor is Vontobel Holding AG, Gotthardstrasse 43, 8002 Zurich, Switzerland; Legal Entity Identifier (LEI) 529900G69W5VR3DDPW23. The Guarantor is the parent company of the Vontobel Group, which consists of banks, capital market companies and other domestic and foreign companies. The Guarantor holds all shares in the Issuer. The shares of Vontobel Holding AG are listed on the SIX Swiss Exchange in Zurich.

Key financial information regarding the Guarantor

The following key financial information regarding the Guarantor has been taken from the audited consolidated annual financial statements as well as the unaudited interim financial statements of the Guarantor:

Income Statement	**01.01.2022 to 31.12.2022 (audited)**	**01.01.2021 to 31.12.2021 (audited)**	**01.01.2022 to 30.06.2022 (unaudited)**	**01.01.2021 to 30.06.2021 (unaudited)**
Total operating income	1,285.1 Mio. CHF	1,535.6 Mio. CHF	686.1 Mio. CHF	779.6 Mio. CHF

Balance sheet	**31.12.2022 (audited)**	**31.12.2021 (audited)**	**30.06.2022 (unaudited)**
Net financial debt[1)]	24,606.4 Mio. CHF[2)]	22,494.0 Mio. CHF[3)]	23,050.2 Mio. CHF[4)]

1) Long term debt plus short term debt minus cash.

2) This financial information is calculated by the following audited financial information from the consolidated balance sheet: Total liabilities (28,490.6 Mio. CHF) minus Cash (3,884.2 Mio. CHF).

3) This financial information is calculated by the following audited financial information from the consolidated balance sheet: Total liabilities (30,329 Mio. CHF) minus Cash (7,835 Mio. CHF).

4) This financial information is calculated by the following unaudited financial information from the consolidated balance sheet: Total liabilities (30,957 Mio. CHF) minus Cash (7,906.8 Mio. CHF).

Cash Flow Statement	01.01.2022 to 31.12.2022 (audited)	01.01.2021 to 31.12.2021 (audited)	01.01.2022 to 30.06.2022 (unaudited)	01.01.2021 to 30.06.2021 (unaudited)
Cash flow from operating activities	-3,201.3 Mio. CHF	1,585.6 Mio. CHF	1,629.4 Mio. CHF	1,339.0 Mio. CHF
Cash flow from financing activities	304.8 Mio. CHF	-581.6 Mio. CHF	-40.3 Mio. CHF	-485.5 Mio. CHF
Cash flow from investing activities	-392.5 Mio. CHF	563.3 Mio. CHF	-327.8 Mio. CHF	62.3 Mio. CHF

Most material risks factors pertaining to the Guarantor

The most material risk factors pertaining to the Guarantor may be summarised as follows:

- The Security holders bear the risk of bankruptcy of the Guarantor (default risk). Securities holders are exposed to the risk that the Guarantor cannot meet its obligations arising from the Securities, for example in the event of insolvency (illiquidity / overindebtedness). Insolvency of the Issuer and the Guarantor can even lead to the complete loss of the principal amount that Security holders paid when purchasing the securities (**risk of total loss**). Furthermore, Security holders may become subject to resolution measures in relation to the Guarantor if the Guarantor is failing or likely to fail.
- The guarantee is subject to Swiss law; the place of jurisdiction is Zurich. In this context, the Security holders bear risks in connection with the enforcement of legal claims with regard to the guarantee, e.g. increased costs.

What are the key risks that are specific to the Securities?

The key risks that are specific to the Securities may be summarised as follows:

- **Risks resulting from the payment profile of the Securities**
  - Risk of total loss: There is a risk that the Underlying may even lose considerable value and that the Security holder may consequently suffer a substantial loss of the principal amount paid. Even a total loss is possible.
  - Limitation of the redemption amount to the nominal value: The redemption amount is limited to the nominal value. The Security holder bears the risk of not benefiting in every case from a favourable performance of the relevant Underlying.
- **Risks resulting from the conditions of the Securities**
  - Risks in connection with adjustments, market disruptions, extraordinary termination and settlement: Security holders bear the risk that the Securities are adjusted or terminated. Furthermore, there is also the risk that the occurrence of a market disruption could reduce the value of the Securities. In addition, a market disruption may delay the redemption or repayment of the Securities. If the conditions of the Securities provide for extraordinary termination by the Issuer, the Security holder bears a risk of loss as the termination amount equals the market price of the Securities, which can be even zero. The Security holder also bears the reinvestment risk in relation to the termination amount.
  - Risks relating to Securities with multiple Underlyings (Multi or Worst-of): The Securities are linked to more than one Underlying, i.e. the price of the Security during its term as well as the Cash Amount at maturity will be determined by several Underlyings, and not just by one Underlying. Compared with products with only one underlying, there is an increased risk of loss of the capital the investors have invested. This risk is dependent on the Underlying with the worst performance (worst-of) of all Underlyings. Even if all Underlyings perform in sum or in few positively, the determination of the redemption amount depends solely on the Underlying with the worst performance.
- **Risks in connection with the investment in, the holding and selling of the Securities**
  - Risks in connection with trading in the Securities, liquidity risk: Security holders bear the risk that there is no liquid market for trading in the Securities. This means that Security holders cannot sell the Securities at a specific time or at a specific price.
- **Risks in connection with the price determination for the Securities and potential conflicts of interest**
  - Risks in connection with potential conflicts of interest: The Issuer, the Guarantor and other companies of the Vontobel Group may pursue interests that conflict with or do not take into account the interests of the Security holders. This may be in connection with the exercise of other functions or in carrying out further transactions.

Potential conflicts of interest may adversely affect the value of the Securities and/or the Cash Amount under the Securities.

- **Risks in connection with the Underlyings**
  - Risks in connection with the performance of the price: A negative development of the macroeconomic factors may have a negative impact on the price development of the share price and accordingly adversely affect the value of the Securities and/or the Cash Amount under the Securities.

- **Risks which apply to all or several Underlyings**
  - Risks in connection with psychological effects: The price of an Underlying can fluctuate strongly due to psychological effects related, for example, to sentiments, opinions and rumors in the market, which may have an impact on the performance of the Securities.
  - Volatility risk: Due to the volatility of an Underlying, high losses in the Securities may occur.

Section D – Key information on the offer of the Securities to the public and/or the admission to trading on a regulated market

Under which conditions and timetable can investors invest in this Security?

General terms, conditions and expected timetable of the offer

The offer of the Securities will be made from 1 December 2023 in Italy .

The issue price is EUR 100.00. The bid and ask price of the Securities is continuously set by the Market Maker. Market Maker is Bank Vontobel Europe AG, Frankfurt am Branch, Bockenheimer Landstraße 24, 60323 Frankfurt am Main, Germany.

The Securities may not be offered or sold unless all applicable laws and regulations in the jurisdiction in which a purchase, offer, sale or delivery of Securities is made or in which this document is distributed or held have been complied with and all consents or approvals required by applicable laws in that jurisdiction for the purchase, offer, sale or delivery of the Securities have been obtained.

Details of the admission to trading on a regulated market or on a multilateral trading facility (MTF)

An application for admission to trading on a regulated market and/or on a multilateral trading facility (MTF) has been or will be made. Such admission need not be maintained on a permanent basis. If the admission ceases to exist, the acquisition and sale of the Securities may be considerably more difficult for the investor. Even if admission is maintained, investors should note that this is not necessarily associated with high trading volumes in the respective Securities. The trading of Securities is subject to numerous legal and stock exchange regulations. Before acquiring the Securities, investors should familiarise themselves with the regulations applicable (such as, for example, the regulations on the cancellation of trading transactions that have been concluded at prices not in line with the market, so-called mistrades).

Estimated expenses charged to the investor

The above stated Issue Price includes product-specific entry costs amounting to 5.40% of the Issue Price. The price of the Securities includes a distribution fee of up to 4.00% of the issue price or, if higher, the price of the Securities in the secondary market.

Investors will receive further information on any remuneration, commissions, fees and costs charged to investors, for example by their bank, advisor or financial services provider (distribution partner), from these parties upon request.

Who is the Offeror and/or the person asking for admission to trading?

Offeror of the Securities is Bank Vontobel Europe AG acting through its Frankfurt am Main Branch, Bockenheimer Landstraße 24, 60323 Frankfurt am Main, Germany. The Offeror is a stock corporation (AG) under German law. Bank Vontobel Europe AG is a stock corporation (AG) under German law and registered in the Commercial Register of the local District Court (*Amtsgericht*) of Munich, Germany, under the registration number HRB 133419. The Legal Entity Identifier (LEI) of the Offeror is 529900KKJ9XOK6WO4426. The registered office of Bank Vontobel Europe AG is: Alter Hof 5, 80331 Munich, Germany.

Why is this prospectus being produced?

Use and estimated net amount of the proceeds

The issue of the Securities is part of the Issuer's ordinary business activities and is made for the purpose of generating profits and/or hedging certain risks of the Issuer.

Underwriting agreement on a firm commitment basis

There is no underwriting agreement with a firm underwriting commitment in connection with the securities offered.

Most material conflicts of interest pertaining to the offer or the admission to trading

The (initial) issue price and/or the price of the Securities on the secondary market may be subject to fees paid to distributors, which may give rise to conflicts of interest in the selection of products offered to the client.

The Issuer and other companies within the Vontobel Group may pursue interests that conflict with the interests of the Security holders or do not take these into account. This may occur in connection with the exercise of other functions or when carrying out further transactions.

Bank Vontobel Europe AG, Munich, or another company of the Vontobel Group may act as market maker for the Securities. The market maker is responsible for setting the prices of the securities ("market making"). The market prices provided by the market maker will not always correspond to the market prices that would have been formed without this market making and in a liquid market.

Companies within the Vontobel Group may also perform another function in relation to the Securities, e.g. as calculation agent, index calculation agent, index sponsor or participant in the selection process of a proprietary index or basket. Such a function may enable the company of the Vontobel Group to determine the composition of the underlying instrument or to calculate its value.

Companies within the Vontobel Group may conclude transactions relating to the underlying or its components. This also includes transactions by the issuer that hedge its obligations under the Securities. The value of the Securities may be affected by the termination of some or all of these hedging transactions. Companies within the Vontobel Group may receive non-public information relating to the underlying and are not obliged to pass on such information to an investor in the Securities. For example, companies in the Vontobel Group may issue research reports in relation to the underlying or its components.

NOTA DI SINTESI SPECIFICA DELL'EMISSIONE

Sezione A – Introduzione e avvertenze

Avvertenze

Si sottolinea quanto segue:

- La presente nota di sintesi (la "**Nota di Sintesi**") va letta come un'introduzione al Base Prospectus for Investment Products dated 19 May 2023 (il "**Prospetto di Base**").
- Gli investitori dovrebbero basare qualsiasi decisione di investire nei Titoli in questione sull'esame del Prospetto di Base completo. Gli investitori dovrebbero pertanto leggere il Prospetto di Base unitamente al Documento di Registrazione dell'Emittente datato 31 marzo 2023 e al Documento di Registrazione della Garante datato 24 febbraio 2023, incorporati per riferimento, e i relativi supplementi. Inoltre, gli investitori dovrebbero leggere il Prospetto di Base unitamente alle Condizioni Definitive che fanno riferimento al Prospetto di Base e che sono redatte in relazione all'emissione dei Titoli.
- **I Titoli non sono a capitale protetto e non prevedono alcun importo minimo di liquidazione. Gli investitori potrebbero incorrere in una perdita totale (perdita totale) o perdita parziale del capitale investito, oltre ai costi associati all'acquisto.**
- Qualora sia proposto un ricorso dinanzi all'organo giurisdizionale in merito alle informazioni contenute nel Prospetto di Base, l'investitore ricorrente potrebbe essere tenuto, a norma del diritto nazionale, a sostenere le spese di traduzione del Prospetto di Base, inclusi eventuali supplementi e relative Condizioni Definitive, prima dell'inizio del procedimento legale.
- Vontobel Financial Products GmbH, Bockenheimer Landstraße 24, 60323 Francoforte sul Meno, Germania, (l'"**Emittente**") che, in qualità di Emittente dei Titoli, si è assunta la responsabilità della presente Nota di Sintesi, comprese le eventuali traduzioni, o delle persone che hanno presentato e trasmesso la Nota di Sintesi, comprese le sue eventuali traduzioni, sarà responsabile ai sensi del diritto civile, ma soltanto se tale Nota di Sintesi è fuorviante, imprecisa o incoerente, se letta insieme con le altre parti del Prospetto di Base, o se non offre, se letta insieme alle altre parti del Prospetto di Base, informazioni fondamentali per aiutare gli investitori al momento di valutare l'opportunità di investire in tali Titoli.
- **State per acquistare un prodotto che non è semplice e che potrebbe essere di difficile comprensione.**

Introduzione

Denominazione e codici di identificazione dei titoli

I Protect Multi Fixed Coupon Express Certificate hanno i seguenti codici internazionali di identificazione del titolo: ISIN: DE000VM58VC6 / WKN: VM58VC / Valor: 129976305 (i "**Titoli**").

Dati di contatto dell'Emittente

L'emittente dei Titoli è Vontobel Financial Products GmbH, Bockenheimer Landstraße 24, 60323 Francoforte sul Meno, Germania; e-mail: vfp-frankfurt@vontobel.com, telefono: +49 (0)69 – 695 996 3210 e codice identificativo del soggetto giuridico - Legal Entity Identifier (LEI): 529900009N4N61DPCDHR97.

Dati di contatto dell'Offerente

L'offerente dei Titoli è Bank Vontobel Europe AG, Alter Hof 5, 80331 Monaco, Germania, agendo tramite la propria Filiale di Francoforte sul Meno, Bockenheimer Landstrasse 24, 60323 Francoforte sul Meno, Germania, e-mail: zertifikate.de@vontobel.com, telefono: +49 (0)69 695 996 3205, fax: +49 (0)69 695 996 3202 e codice identificativo del soggetto giuridico - Legal Entity Identifier (LEI): 529900KKJ9XOK6WO4426 (l'"**Offerente**").

Approvazione del Prospetto di Base; Autorità Competente

Il Prospetto di Base è stato approvato dall'Autorità Federale Tedesca di Vigilanza Finanziaria (la "**BaFin**") il 19 maggio 2023. L'indirizzo della BaFin (Vigilanza sui Valori Mobiliari) è il seguente: Marie-Curie-Str. 24-28, 60439 Francoforte sul Meno, Germania; telefono: +49 (0)228 4108 0.

Sezione B – Informazioni fondamentali concernenti l'Emittente

Chi è l'Emittente dei Titoli?

Domicilio e forma giuridica dell'Emittente

Vontobel Financial Products GmbH è una società a responsabilità limitata (Gesellschaft mit beschränkter Haftung - GmbH) di diritto tedesco. L'Emittente è iscritta nel registro delle imprese della pretura locale (Amtsgericht) di Francoforte sul Meno, Germania, con il numero di registro HRB 58515. L'Emittente ha sede legale a Francoforte sul Meno, Germania. Il codice identificativo del soggetto giuridico - Legal Entity Identifier (LEI) dell'Emittente è 529900009N4N61DPCDHR97.

Attività principali dell'Emittente

L'attività principale dell'Emittente è l'emissione di titoli e di strumenti derivati.

Maggiori azionisti dell'Emittente

Tutte le azioni dell'Emittente sono detenute dalla capogruppo, Vontobel Holding AG, Zurigo, Svizzera. Le azioni di Vontobel Holding AG sono quotate alla SIX Swiss Exchange a Zurigo.

Identità dei principali amministratori delegati dell'Emittente

Gli amministratori delegati dell'Emittente sono Anton Hötzl, Jörn Peglow e Daniela Werner.

Identità dei revisori legali dell'Emittente

Il revisore contabile dell'Emittente è Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Eschborn, Germania.

Quali sono le informazioni finanziarie fondamentali relative all'Emittente?

Le seguenti informazioni finanziarie fondamentali relative all'Emittente sono estratte dai bilanci annuali nonché dai bilanci interinali dell'Emittente:

Conto Economico	**01.01.2022 31.12.2022**	**01.01.2021 31.12.2021**	**01.01.2022 30.06.2022**	**01.01.2021 30.06.2021**
Utile Netto d'Esercizio	484.052 EUR	216.843 EUR	214.740 EUR	201.451 EUR

Stato Patrimoniale	**31.12.2022**	**31.12.2021**	**30.06.2022**	
Debito finanziario netto[1)]	2.400.694 TEUR	2.678.704 TEUR	2.304.727 TEUR	

1) Debito a lungo termine più debito a breve termine meno contante.

Rendiconto sui Flussi di Cassa	**01.01.2022 31.12.2022**	**01.01.2021 31.12.2021**	**01.01.2022 30.06.2022**	**01.01.2021 30.06.2021**
Flussi di cassa netti provenienti dalle attività operative	1.068.118,25 EUR	-221.081,47 EUR	496.802,00 EUR	584.285,45 EUR
Flussi di cassa netti provenienti da attività di finanziamento	222.989,94 EUR	-470.251,16 EUR	-216.843,00 EUR	-408.808,34 EUR
Flussi di cassa netti provenienti da attività di investimento	0,00 EUR	-1.025,13 EUR	0,00 EUR	0,00 EUR

Quali sono i principali rischi specifici dell'Emittente?

I principali rischi specifici dell'Emittente possono essere riassunti come segue:

- I portatori del Titolo si assumono il rischio di fallimento dell'Emittente (rischio di insolvenza). I portatori dei Titoli sono esposti al rischio che l'Emittente non possa adempiere ai propri obblighi derivanti dai Titoli, ad esempio in caso di insolvenza (illiquidità / sovraindebitamento). L'insolvenza dell'Emittente può addirittura comportare la perdita totale del capitale che i possessori di Titoli hanno pagato al momento dell'acquisto dei Titoli (**rischio di perdita totale**).

Sezione C – Informazioni fondamentali sui Titoli

Quali sono i principali rischi specifici dell'Emittente?

Tipologia e classe dei Titoli

I Titoli sono titoli di debito al portatore in forma di scrittura contabile non certificata e dematerializzata, disciplinati dal diritto tedesco.

Diritti connessi ai Titoli

I Titoli costituiscono il diritto del portatore del Titolo di ricevere dall'Emittente, per Titolo, il pagamento dell'Importo di Liquidazione in Euro in conformità al Regolamento e a seconda dell'andamento del Sottostante.

Ha una scadenza fissa e sarà regolato alla Data di Liquidazione, salvo rimborso anticipato.

Obiettivi

L'obiettivo del prodotto è quello di fornire la possibilità di ricevere un maggiore rendimento a fronte del rischio di perdita dell'intero investimento o parte di esso. Il prodotto è uno strumento finanziario complesso legato a 2 Sottostanti.
Riceverete un Importo Bonus a ciascuna Data di Pagamento del Bonus indipendentemente dalla performance dei Sottostanti, se non viene estinto anticipatamente.
Il prodotto verrà estinto prima della Data di Liquidazione se, a una Data di Valutazione, i Prezzi di Riferimento di tutti i Sottostanti sono pari o sono superiori al pertinente Livello di Rimborso.
In ogni caso di rimborso anticipato, alla Data di Rimborso Anticipato riceverete un importo in contanti pari all'Importo di Rimborso Anticipato. Nessun pagamento di bonus verrà effettuato successivamente alla Data di Regolamento.
Se il prodotto non è stato estinto anticipatamente, alla Data di Liquidazione il prodotto sarà rimborsato come segue:

1. Riceverete l'Importo Nominale alla Data di Liquidazione se il Prezzo di Riferimento di tutti i Sottostanti è uguale o superiore alla Barriera pertinente alla Data di Valutazione Finale.
2. Se il Prezzo di Riferimento di almeno un Sottostante è inferiore alla sua Barriera alla Data di Valutazione Finale, riceverete un pagamento in contanti direttamente legato alla performance del Sottostante con la peggiore performance. La performance di un Sottostante corrisponde al Prezzo di Riferimento di un Sottostante alla Data di Valutazione Finale, divisa per il pertinente Strike. L'importo in contanti sarà pari all'Importo Nominale moltiplicato per la performance del Sottostante con la peggiore performance.

In tale caso la somma dell'importo in contanti e degli Importi Bonus pagati sarà generalmente inferiore all'importo investito, pertanto subirete una perdita.
Non avete diritto a ricevere dividendi da un Sottostante e non potete rivendicare qualsiasi ulteriore diritto derivante da esso (ad esempio, diritti di voto).

Prodotto

Valuta del Prodotto	EUR	Date di Valutazione	Mensilmente, inizialmente al 2 dicembre 2024, da ultimo al 3 maggio 2027
Valore Nominale	EUR 100,00		
Importo di Rimborso Anticipato	EUR 100,00	Date di Rimborso Anticipato	Mensilmente, inizialmente al 9 dicembre 2024, da ultimo al 10 maggio 2027
Data di Valutazione Iniziale	1 dicembre 2023		
Data di Emissione	1 dicembre 2023	Data di Scadenza	1 giugno 2027
Tipo di Regolamento	Contanti	Data di Liquidazione (Pagamento)	8 giugno 2027
Periodo di Osservazione	Al Fixing Finale, il 1 giugno 2027 (Prezzo di Chiusura)		

Cedola

Importo Bonus	EUR 0,69	Bonus - Date di Pagamento	Mensilmente, inizialmente al 8 gennaio 2024, da ultimo al 8 giugno 2027

Sottostanti

Stellantis N.V.

Tipo	Azione nominativa	Prezzo di Riferimento Iniziale	EUR 20,085
ISIN	NL00150001Q9		
Valuta	EUR	Strike	EUR 20,085
Borsa di Riferimento	Euronext Milan	Livello Autocall	dal 100,00% al 90,00%*
Prezzo di Riferimento	Prezzo di chiusura alla Borsa di Riferimento	Barriera	EUR 11,047

UniCredit SpA

Tipo	Azione nominativa	Prezzo di Riferimento Iniziale	EUR 25,12
ISIN	IT0005239360		
Valuta	EUR	Strike	EUR 25,12
Borsa di Riferimento	Euronext Milan	Livello Autocall	dal 100,00% al 90,00%*
Prezzo di Riferimento	Prezzo di chiusura alla Borsa di Riferimento	Barriera	EUR 13,816

Al verificarsi di alcuni eventi straordinari, l'Emittente ha il diritto, ai sensi del regolamento dei Titoli, di rettificare il regolamento dei Titoli (in particolare di scambiare lo strumento sottostante) o di estinguere straordinariamente i Titoli.

Legge Applicabile

La forma e il contenuto dei Titoli nonché tutti i diritti e gli obblighi dell'Emittente e dei portatori dei Titoli sono determinati in conformità al diritto tedesco, ad eccezione del fatto che la registrazione dei Titoli è disciplinata dal diritto italiano.

Rango

Gli obblighi derivanti dai Titoli costituiscono obbligazioni dirette e non garantite dell'Emittente, che hanno pari rango tra loro e con tutte le altre obbligazioni non garantite e non subordinate dell'Emittente, ad eccezione di quelle obbligazioni, che hanno priorità in virtù di disposizioni imperative di legge.

Dove saranno negoziati i Titoli?

Domanda di ammissione alla negoziazione in un mercato regolamentato o alla negoziazione in una multilateral trading facility (MTF)

Non è stata richiesta l'ammissione a negoziazione dei Titoli su un mercato regolamentato. I Titoli sono soggetti a una domanda di ammissione o inclusione alla negoziazione sui seguenti sistemi di negoziazione multilaterale (MTF): Borsa Italiana S.p.A. (SeDeX). Si prevede che la negoziazione inizierà il 5 dicembre 2023.

Ai Titoli è connessa una garanzia?

Natura e portata della garanzia

Vontobel Holding AG, Zurigo, Svizzera (la "**Garante**"), garantisce il corretto pagamento di tutti gli importi dovuti dall'Emittente in conformità al regolamento dei Titoli emessi ai sensi del Prospetto di Base. La garanzia rappresenta una garanzia indipendente ai sensi del diritto svizzero; tutti i diritti e gli obblighi che ne derivano sono soggetti a tutti gli effetti al diritto svizzero. Gli organi giurisdizionali del Cantone di Zurigo hanno giurisdizione esclusiva su tutte le azioni e controversie legali relative alla garanzia. Il foro competente è Zurigo 1.

Descrizione della Garante

La Garante è Vontobel Holding AG, Gotthardstrasse 43, 8002 Zurigo, Svizzera; codice identificativo del soggetto giuridico - Legal Entity Identifier (LEI) 529900G69W5VR3DDPW23. La Garante è la capogruppo del Gruppo Vontobel, composto da banche, società di capitali e altre società nazionali ed estere. La Garante detiene tutte le azioni dell'Emittente. Le azioni di Vontobel Holding AG sono quotate sul SIX Swiss Exchange a Zurigo.

Le seguenti informazioni finanziarie chiave relative alla Garante sono state estratte dai bilanci annuali consolidati nonché dai bilanci interinali della Garante.

Conto Economico	**01.01.2022 31.12.2022**	**01.01.2021 31.12.2021**	**01.01.2022 30.06.2022**	**01.01.2021 30.06.2021**
Totale proventi operativi	1.285,1 Mio. CHF	1.535,6 Mio. CHF	686,1 Mio. CHF	779,6 Mio. CHF

Stato Patrimoniale	**31.12.2022**	**31.12.2021**	**30.06.2022**
Debito finanziario netto[1)]	24.606,4 Mio. CHF[2)]	22.494,0 Mio. CHF[3)]	23.050,2 Mio. CHF[4)]

1) debito a lungo termine più debito a breve termine meno.

2) Le presenti informazioni finanziarie sono calcolate dalle seguenti informazioni finanziarie, sottoposte a revisione contabile, tratte dallo stato patrimoniale consolidato: Totale passivo (28.490,6 Mio. CHF) meno Liquidità (3.884,2 Mio. CHF).

3) Le presenti informazioni finanziarie sono calcolate dalle seguenti informazioni finanziarie sottoposte a revisione contabile dello stato patrimoniale consolidato: Totale passivo (30.329 Mio. CHF) meno Liquidità (7.835 Mio. CHF).

4) Le presenti informazioni finanziarie sono calcolate dalle seguenti informazioni finanziarie non sottoposte a revisione contabile dello stato patrimoniale consolidato: Totale passivo (30.957 Mio. CHF) meno Liquidità (7.906,8 Mio. CHF).

Rendiconto sui Flussi di Cassa	**01.01.2022 31.12.2022**	**01.01.2021 31.12.2021**	**01.01.2022 30.06.2022**	**01.01.2021 30.06.2021**
Flussi di cassa netti provenienti da attività operative	-3.201,3 Mio. CHF	1.585,6 Mio. CHF	1.629,4 Mio. CHF	1.339,0 Mio. CHF
Flussi di cassa netti provenienti da attività di finanziamento	304,8 Mio. CHF	-581,6 Mio. CHF	-40,3 Mio. CHF	-485,5 Mio. CHF
Flussi di cassa netti provenienti da attività di investimento	-392,5 Mio. CHF	563,3 Mio. CHF	-327,8 Mio. CHF	62,3 Mio. CHF

Principali rischi relativi alla Garante

I principali rischi relativi alla Garante possono essere riassunti come segue:

- I portatori del Titolo si assumono il rischio di fallimento della Garante (rischio di insolvenza). I portatori dei Titoli sono esposti al rischio che la Garante non possa adempiere alle obbligazioni derivanti dai Titoli, ad esempio in caso di insolvenza (illiquidità / sovraindebitamento). L'insolvenza dell'Emittente e della Garante può anche portare alla perdita totale del capitale che i portatori dei Titoli hanno pagato al momento dell'acquisto dei Titoli (**rischio di perdita totale**). Inoltre, i portatori dei Titoli possono essere soggetti a misure di risoluzione nei confronti della Garante se la Garante è inadempiente o a rischio di fallimento.
- La garanzia è soggetta al diritto svizzero, foro competente è Zurigo. I portatori dei Titoli si assumono, in questo contesto, i rischi connessi all'esecuzione delle controversie legali in relazione alla garanzia, ad esempio l'aumento dei costi.

Quali sono i principali rischi specifici dei Titoli?

I principali rischi specifici dei Titoli possono essere riassunti come segue:

- **Rischi derivanti dal profilo di pagamento dei Titoli**
  - Rischio di perdita totale: Sussiste il rischio che il Sottostante possa addirittura perdere un valore considerevole e che il portatore del Titolo possa, di conseguenza, subire una perdita sostanziale del capitale versato. È possibile che si verifichi anche una perdita totale.
  - Limitazione dell'importo di liquidazione al valore nominale: L'importo di liquidazione è limitato al valore nominale. Il portatore del Titolo si assume il rischio di non beneficiare in ogni caso di un andamento favorevole del rilevante Sottostante.
- **Rischi derivanti dal regolamento dei Titoli**
  - Rischi in relazione a rettifiche, a turbative di mercato, all'estinzione straordinaria e alla liquidazione: I portatori dei Titoli si assumono il rischio che i Titoli siano rettificati o estinti. Inoltre, vi è anche il rischio che il verificarsi di una turbativa di mercato possa ridurre il valore dei Titoli. Inoltre, turbative di mercato possono ritardare l'estinzione o la liquidazione dei Titoli. Se il regolamento dei Titoli prevede l'estinzione straordinaria da parte dell'Emittente, il portatore del Titolo si assume il rischio di perdita in quanto l'importo di estinzione è pari al prezzo di mercato dei Titoli che può essere anche pari a zero. Il portatore del Titolo si assume inoltre il rischio di reinvestimento in relazione all'importo di estinzione.
  - Rischi relativi a Titoli con sottostanti multipli *(Multi o Worst-of)*: Titoli descritti come "*Multi*" o "*Worst-of*" sono collegati a più di un Sottostante, ad esempio il prezzo del Titolo durante il proprio periodo di vita, nonché l'importo di liquidazione alla liquidazione sarà determinato da diversi Sottostanti, e non solo da un Sottostante Rispetto ai prodotti senza una struttura *worst-of*, c'è un rischio maggiore di perdita del capitale investito da parte degli investitori. Tale rischio dipende dal Sottostante con la peggiore prestazione (*worst-of*) di tutti i Sottostanti. Anche se tutti i Sottostanti si comportano totalmente o parzialmente in modo positivo, la determinazione dell'importo di liquidazione dipende esclusivamente dal Sottostante con l'andamento peggiore.
- **Rischi connessi all'investimento, alla detenzione e alla vendita dei Titoli**
  - Rischi connessi alla negoziazione dei Titoli, rischio di liquidità: I portatori dei Titoli si assumono il rischio che non vi sia un mercato liquido per la negoziazione dei Titoli. Ciò significa che i portatori dei Titoli non possono vendere i Titoli ad un determinato momento o ad un determinato prezzo.
- **Rischi connessi alla determinazione del prezzo dei Titoli e potenziali conflitti di interesse**
  - Rischi connessi a potenziali conflitti di interesse: L'Emittente, la Garante e altre società del Gruppo Vontobel possono perseguire interessi che sono in conflitto o che non tengono conto degli interessi dei portatori dei Titoli. Ciò può essere in relazione all'esercizio di altre funzioni o allo svolgimento di ulteriori transazioni. Potenziali conflitti di interesse possono influire negativamente sul valore dei Titoli e/o sugli importi pagabili in relazione ai Titoli.
- **Rischi legati ai Sottostanti**
  - Rischi relativi all'andamento del prezzo: Un'evoluzione negativa dei fattori macroeconomici può avere un impatto negativo sull'andamento del prezzo dell'azione e, di conseguenza, influire negativamente sul valore dei Titoli e/o sugli importi pagabili in relazione ai Titoli.
- **Rischi che si applicano a tutti o a più Sottostanti**
  - Rischi connessi ad effetti psicologici: Il prezzo di un Sottostante può fluttuare fortemente a causa di effetti psicologici legati, ad esempio, a stati d'animo, opinioni e voci di mercato, che possono avere un impatto sull'andamento dei Titoli.
  - Rischio di volatilità: A causa della volatilità di un Sottostante, possono verificarsi perdite elevate nei Titoli.

Sezione D – Informazioni fondamentali sull'offerta pubblica dei Titoli e/o l'ammissione alla negoziazione in un mercato regolamentato

A quali condizioni posso investire in questo Titolo e qual è il calendario previsto?

Termini generali e calendario previsto dell'offerta

L'offerta dei Titoli sarà effettuata a patire da 1 dicembre 2023 in Italia .

Il prezzo di emissione EUR 100,00. Il prezzo denaro/lettera dei Titoli è continuativamente fissato dal Market Maker. Il Market Maker è Bank Vontobel Europe AG, Filiale di Francoforte, Bockenheimer Landstraße 24, 60323 Francoforte sul Meno, Germania.

I Titoli non possono essere offerti o venduti a meno che non siano state rispettate tutte le leggi e i regolamenti applicabili nella giurisdizione in cui si effettua un acquisto, un'offerta, una vendita o una consegna di Titoli o in cui il presente documento è distribuito o detenuto e non siano stati ottenuti tutti i consensi o le approvazioni richieste dalle leggi applicabili in tale giurisdizione per l'acquisto, l'offerta, la vendita o la consegna dei Titoli.

Dettagli dell'ammissione alla negoziazione su un mercato regolamentato o su un sistema di negoziazione multilaterale (MTF)

È stata o sarà presentata una richiesta di ammissione alla negoziazione su un mercato regolamentato o su un sistema di negoziazione multilaterale (MTF). Non è necessario che tale ammissione sia mantenuta su base permanente. Se l'ammissione cessa di esistere, l'acquisto e la vendita dei Titoli può essere notevolmente più difficile per l'investitore. Anche se l'ammissione viene mantenuta, gli investitori devono tenere presente che ciò non è necessariamente associato ad elevati volumi di negoziazione dei rispettivi Titoli. La negoziazione dei Titoli è soggetta a numerosi regolamenti legali e di borsa. Prima di acquistare i Titoli, gli investitori dovrebbero conoscere le norme applicabili (come, ad esempio, le norme sulla cancellazione delle operazioni di negoziazione che sono state concluse a prezzi non in linea con il mercato, i cosiddetti *mistrades*).

Costi stimati imputati all'investitore

Il prezzo di emissione di cui sopra include costi specifici di entrata relativi al prodotto pari a 5,40% del prezzo di emissione. Il prezzo dei Titoli include una commissione di distribuzione fino al 4,00% del prezzo di emissione o, se superiore, del prezzo dei Titoli sul mercato secondario.

Su richiesta, gli investitori riceveranno ulteriori informazioni su eventuali remunerazioni, commissioni, onorari e costi addebitati agli investitori, ad esempio dalla propria banca, dal proprio consulente o dai servizi finanziari (partner di distribuzione), da tali parti su richiesta.

Chi è l'offerente e/o la persona e/o il soggetto che chiede l'ammissione alla negoziazione?

L'Offerente dei titoli è Bank Vontobel Europe AG, agente tramite la propria Filiale di Francoforte sul Meno, Bockenheimer Landstraße 24, 60323 Francoforte sul Meno, Germania. Bank Vontobel Europe AG è una società per azioni (AG) di diritto tedesco ed è iscritta nel registro delle imprese della Pretura (*Amtsgericht*) di Monaco di Baviera, Germania, con il numero di registrazione HRB 133419. Il codice identificativo del soggetto giuridico - Legal Entity Identifier (LEI) è 529900KKJ9-XOK6WO4426. La sede legale di Bank Vontobel Europe AG è Alter Hof 5, 80331, Monaco di Baviera, Germania.

Perché è redatto il presente Prospetto?

Utilizzo e import stimato netto dei proventi

L'emissione dei Titoli rientra nell'attività ordinaria dell'Emittente ed è effettuata al fine di generare profitti e/o di coprire determinati rischi dell'Emittente.

Accordo di sottoscrizione con assunzione a fermo

Non vi è alcun accordo di sottoscrizione con assunzione a fermo in relazione ai Titoli offerti.

Conflitti di interesse più significativi che riguardano l'offerta o l'ammissione alla negoziazione

Il prezzo (iniziale) di emissione e/o il prezzo dei Titoli sul mercato secondario può essere soggetto a commissioni pagate ai distributori, le quali possono dar luogo a conflitti di interesse nella selezione dei prodotti offerti al cliente.

L'Emittente e altre società del Gruppo Vontobel possono perseguire interessi in conflitto con gli interessi dei portatori dei Titoli o non tenerne conto. Ciò può verificarsi in relazione all'esercizio di altre funzioni o all'esecuzione di ulteriori transazioni.

Bank Vontobel Europe AG, Monaco, o un'altra società del Gruppo Vontobel può fungere da *market maker* per i Titoli. Il *market maker* è responsabile della fissazione dei prezzi dei titoli ("*market making*"). I prezzi di mercato forniti dal *market maker* non corrispondono sempre ai prezzi di mercato che si sarebbero formati senza tale *market making* e in un mercato liquido.

Le società del Vontobel Group possono anche svolgere un'altra funzione in relazione ai Titoli, ad esempio come agente di calcolo, agente di calcolo dell'indice, sponsor dell'indice o partecipante al processo di selezione di un indice o di un paniere proprietario. Tale funzione può consentire alla società del Vontobel Group di determinare la composizione dello strumento sottostante o di calcolarne il valore.

Le società del Vontobel Group possono concludere transazioni relative al sottostante o alle sue componenti. Ciò comprende anche le operazioni dell'Emittente che coprono i propri obblighi derivanti dai Titoli. Il valore dei Titoli può essere influenzato dalla cessazione di alcune o di tutte tali operazioni di copertura. Le società del Gruppo Vontobel possono ricevere informazioni non pubbliche relative al sottostante e non sono obbligate a trasmettere tali informazioni a un investitore dei Titoli. Ad esempio, le società del Gruppo Vontobel possono pubblicare relazioni di ricerca circa il sottostante o le sue componenti.