

9.50% (4.75% p.a.) ZKB Reverse Convertible Defensive on worst of Givaudan rs / Novartis rs / Straumann Hldg rs

24.02.2023 - 24.02.2025 | Swiss Security Code 121 488 216

Summary

This Summary is to be understood as an introduction to the present Final Terms. Any investment decision in relation to the products must be based on the information contained in the base prospectus and in these Final Terms in their entirety and not on the Summary. In particular, each investor should consider the risk factors contained in these Final Terms and in the base prospectus.

The Issuer can only be held liable for the content of this Summary if the Summary is misleading, incorrect or contradictory when read together with the other parts of the Final Terms and the base prospectus.

Information on the securities
Type of product: ZKB Reverse Convertible Defensive SSPA Category: Reverse Convertible (1220, acc. to the Swiss Derivative Map) ISIN: CH1214882164 Symbol: Z23ALZ Issuer: Zürcher Kantonalbank Finance (Guernsey) Limited Underlyings: <ul style="list-style-type: none"> - Givaudan AG registered share - Novartis AG registered share - Straumann Holding AG registered share Initial Fixing Date: 17 February 2023 Settlement Date: 24 February 2023 Final Fixing Date: 17 February 2025 Redemption Date: 24 February 2025 Type of settlement: cash or physical Coupon: 4.75% p.a. Cap Level: 60.00% of Initial Fixing Level
Information concerning the offer and admission to trading
Place of the offer: Switzerland Notional Amount/Denomination/Trading Units: Up to CHF 5'000'000, with the right to increase / Denomination of CHF 5'000 per structured product / CHF 5'000 or multiples thereof Issue price: 100.00% of Denomination (CHF 5'000) Information on listing: Application to list on the SIX Swiss Exchange will be filed, planned first trading day will be 24 February 2023

Final Terms

1. Product Description

Product Category/Name

Yield Enhancement/Reverse Convertible (1220, according to the Swiss Derivative Map provided by the Swiss Structured Products Association)

Regulatory Notification

This product does not constitute a collective investment scheme within the meaning of the Swiss Federal Act on Collective Investment Schemes (CISA) and it is not subject to authorisation or supervision by FINMA. The issuer risk is borne by investors.

Issuer

Zürcher Kantonalbank Finance (Guernsey) Limited, Saint Peter Port, Guernsey
 Zürcher Kantonalbank Finance (Guernsey) Limited is a wholly owned and fully consolidated subsidiary of Zürcher Kantonalbank. It is not subject to any direct prudential supervision neither in Guernsey nor in Switzerland and does not have a rating.

Keep-Well Agreement	Zürcher Kantonalbank Finance (Guernsey) Limited is a fully owned subsidiary of Zürcher Kantonalbank. Zürcher Kantonalbank obtains the following ratings: Standard & Poor's: AAA, Moody's: Aaa, Fitch: AAA. Zürcher Kantonalbank is committed to Zürcher Kantonalbank Finance (Guernsey) Limited with sufficient financial means, allowing to satisfy any claims of its creditors in due time. The full text of the Keep-Well Agreement, which is subject to Swiss law, can be found in the publicly available base prospectus.																
Lead Manager, Paying Agent, Exercise Agent and Calculation Agent	Zürcher Kantonalbank, Zurich																
Symbol/ Swiss Security Code/ISIN	Z23ALZ/ 121 488 216/CH1214882164																
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Issue Price per structured product	100.00% of the Denomination																
Currency	CHF																
Underlying	Givaudan AG registered share/CH0010645932/SIX Swiss Exchange /Bloomberg: GIVN SE Novartis AG registered share/CH0012005267/SIX Swiss Exchange /Bloomberg: NOVN SE Straumann Holding AG registered share/CH1175448666/SIX Swiss Exchange /Bloomberg: STMN SE																
Initial Fixing Value (100%) Cap Level (60%) Ratio	<table border="1"> <thead> <tr> <th>Underlying</th> <th>Initial Fixing Level</th> <th>Cap Level</th> <th>Ratio</th> </tr> </thead> <tbody> <tr> <td>Givaudan rs</td> <td>2850.00</td> <td>1710.00</td> <td>2.923977</td> </tr> <tr> <td>Novartis rs</td> <td>80.29</td> <td>48.17</td> <td>103.799045</td> </tr> <tr> <td>Straumann Hldg rs</td> <td>129.70</td> <td>77.82</td> <td>64.250835</td> </tr> </tbody> </table>	Underlying	Initial Fixing Level	Cap Level	Ratio	Givaudan rs	2850.00	1710.00	2.923977	Novartis rs	80.29	48.17	103.799045	Straumann Hldg rs	129.70	77.82	64.250835
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Coupon	9.50% (4.75% p.a.) per Denomination CHF 5'000, interest payment 1.6700% p.a. (CHF 83.50), premium payment 3.0800% p.a. (CHF 154.00)																
Coupon Payment Date(s)	26 February 2024 24 February 2025 The Coupon will be paid out on a pro rata basis on the Coupon Payment Dates.																
Coupon Calculation Method	30/360 (German), modified following																
Initial Fixing Date	17 February 2023																
Settlement Date	24 February 2023																
Last Trading Date	17 February 2025																
Final Fixing Date	17 February 2025																
Redemption Date/ Date of Delivery	24 February 2025																
Final Fixing Level	Closing prices of Underlyings on the relevant exchanges on 17 February 2025																
Redemption Method	If all Underlyings close at or above the Cap Level on the Final Fixing Date, cash redemption will be 100% of the Denomination. If the closing price of one or more Underlyings trades below the Cap Level on the Final Fixing Date, the investor will receive a physical delivery of an amount of Underlyings as defined in Ratio per Denomination CHF 5'000 of the worst performing Underlying between the Initial Fixing Date and the Final Fixing Date (fractions will be paid in cash, no cumulation). The Coupon(s) will be paid out on the respective Coupon Payment Date(s) independent of the performance of the Underlying.																
Listing	Application to list on the SIX Swiss Exchange will be filed, planned first trading day will be 24 February 2023.																
Type of quoting	During the lifetime, this product is traded flat accrued interest, i.e. accrued interest is included in the trading price ('dirty price').																
Clearing House	SIX SIS AG/Euroclear/Clearstream																

Distribution fees	Distribution fees in the form of a discount on the Issue price, reimbursement of a part of the Issue price or other one-off and/or periodic charges may have been paid to one or several distribution partners of this structured product.				
Distribution fees to partners outside the group	Distribution fees are paid out to distribution partners of this structured product outside the group and may amount up to 0.7500% p.a.				
Distribution fees to partners inside the group	Distribution fees are paid out to the Lead Manager and amount to 0.2500% p.a.				
Sales: 044 293 66 65	<table border="0" style="width: 100%;"> <tr> <td>SIX Telekurs: .zkb</td> <td>Reuters: ZKBSTRUCT</td> </tr> <tr> <td>Internet: www.zkb.ch/finanzinformationen</td> <td>Bloomberg: ZKBY <go></td> </tr> </table>	SIX Telekurs: .zkb	Reuters: ZKBSTRUCT	Internet: www.zkb.ch/finanzinformationen	Bloomberg: ZKBY <go>
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Key Elements of the product	ZKB Reverse Convertible Defensive combine a fixed income security with the sale of an out of the money put option. With an investment in ZKB Reverse Convertible Defensive the investor can take advantage of the current implied volatility of the Underlying. An above-average return will be reached if the Underlying trades sideways or slightly higher or even lower than at Initial Fixing Date. If one or more of the Underlyings trade below the Cap Level at Final Fixing Date, the investor receives a physical delivery of a predefined number of the worst performing Underlying (between Initial Fixing Date and Final Fixing Date) according to Redemption Method. Because of the Cap Level below 100%, the cost price of the Underlying is lower in case of physical delivery. As a result, the loss in case of physical delivery of the Underlying is lower than in case of a direct investment. If all Underlyings trade at or above the Cap Level at Final Fixing Date, Redemption will be 100 % of the Denomination in cash. The guaranteed Coupon will be paid out in any case at the Coupon Payment Date(s), independent of the performance of the Underlyings.				
Taxes	<p>The product is considered as transparent and Non-IUP (Intérêt Unique Prédominant). The Coupon payments of 4.7500% p.a. are divided in an option premium payment of 3.0800% p.a. and an interest payment of 1.6700% p.a. The option premium part qualifies as capital gain and is not subject to Swiss income tax for private investors with Swiss tax domicile. The interest part is subject to Swiss income tax at the time of payment. The product is not subject to Swiss withholding tax. The Federal securities transfer stamp tax is levied on secondary market transactions of this product. The Federal securities transfer stamp tax will be levied on the basis of the Cap level in the case of physical delivery of the Underlyings at maturity. This product may be subject to additional withholding taxes or duties, such as related to FATCA, Sect. 871(m) U.S. Tax Code or foreign financial transaction taxes. Any payments due under this product are net of such taxes or duties.</p> <p>The information above is a summary only of the Issuer's understanding of current law and practice in Switzerland relating to the taxation of structured products. The relevant tax law and practice may change. The Issuer does not assume any liability in connection with the above information. The tax information only provides a general overview and can not substitute the personal tax advice to the investor.</p>				
Documentation	<p>This document is a non-binding English translation of the Final Terms (Endgültige Bedingungen) published in German and constituting the Final Terms in accordance with article 45 of the Federal Act on Financial Services (FinSA) and a simplified prospectus pursuant to article 5 para. 2 CISA in the version dated 1 March 2013. The English language translation is provided for convenience only.</p> <p>The binding German version of these Final Terms together with the applicable Base prospectus of the Issuer for the issuance of structured products approved by SIX Exchange Regulation Ltd (together with any supplements thereto, the "Base prospectus") constitute the product documentation for the present issue.</p> <p>If this structured product was offered for the first time prior to the date of the respective applicable Base prospectus, the further legally binding product terms and conditions (the "Relevant Conditions") are derived from the Base prospectus or issuance program which was in force at the time of the first offer. The information on the Relevant Conditions is incorporated by reference of the respective Base prospectus or issuance program into the applicable Base prospectus in force at the time of issuance.</p> <p>Except as otherwise defined in these Final Terms, the terms used in these Final Terms have the meaning given to them in the Base prospectus or the Relevant Conditions. In case of discrepancies between information or the provisions in these Final Terms and those in the Base prospectus or the Relevant Conditions, the information and provisions in these Final Terms shall prevail. The present products will be issued in the form of uncertificated securities (Wertrechte) and registered as book-entry securities (Bucheffekten) with SIX SIS Ltd. Investors have no right to require the issuance of any certificates or any proof of evidence for the products. These Final Terms and the Base prospectus can be ordered free of charge at Zürcher Kantonalbank, Bahnhofstrasse 9, 8001 Zurich, dept. VRIE or by e-mail at documentation@zkb.ch. They are also available on https://www.zkb.ch/finanzinformationen.</p>				

Information on the Underlyings	Information on the performance of the Underlying/a component of the Underlying is publicly available on www.bloomberg.com . Current annual reports are published on the website of the respective business entity. The transfer of the Underlying/a component of the Underlying is conducted in accordance with their respective statutes.
Notices	Any notice by the Issuer in connection with these structured products, in particular any notice in connection with modifications of the terms and conditions will be validly published on the website https://www.zkb.ch/finanzinformationen under the relevant structured product. The Swiss security code search button will lead you directly to the relevant structured product. The notices will be published in accordance with the rules issued by SIX Swiss Exchange for IBL (Internet Based Listing) on the website https://www.six-exchange-regulation.com/en/home/publications/official-notices.html
Governing Law/Jurisdiction	Swiss Law/Zurich

2. Profit and Loss Expectations at Maturity

Profit and Loss Expectations at Maturity

ZKB Reverse Convertible Defensive on worst of

Worst Underlying		Redemption		
Price	Percent	Structured product	Coupon	Performance %
CHF 1'140.00	-60%	CHF 3'333.33	CHF 475.00	-23.83%
CHF 1'710.00	-40%	CHF 5'000.00	CHF 475.00	9.50%
CHF 2'280.00	-20%	CHF 5'000.00	CHF 475.00	9.50%
CHF 2'850.00	0%	CHF 5'000.00	CHF 475.00	9.50%
CHF 3'420.00	+20%	CHF 5'000.00	CHF 475.00	9.50%
CHF 3'990.00	+40%	CHF 5'000.00	CHF 475.00	9.50%
CHF 4'560.00	+60%	CHF 5'000.00	CHF 475.00	9.50%

Source: Zürcher Kantonalbank

If at maturity all Underlyings trade higher or equal to the Cap Level, the performance of the ZKB Reverse Convertible Defensive will be equal to the Coupon paid out during the lifetime (according to Coupon Payment Date(s)) of 9.50%. If at maturity one or more Underlyings trade below the Cap Level, the investor will receive a physical delivery of a predefined number of Underlyings per Structured Product of the worst performing Underlying takes place. Therefore, the investor may suffer a partial or total loss. The cost price of the delivered Underlyings is at 60% of the Initial Fixing Value. As a result, the negative performance of the Structured Product is lower than the negative performance of the worst performing Underlying.

The table above is valid at maturity only and is by no means meant as a price indication for this Structured Product throughout its lifetime. The price of this Structured Product depends on additional risk factors between the Initial Fixing Date and the Final Fixing Date. The price quoted on the secondary market can therefore deviate substantially from the above table. It was assumed, that Givaudan rs was the worst performing Underlying. This selection is just a representative example of the possible alternatives.

3. Material Risks for Investors

Issuer Risk	Obligations under this structured product constitute direct, unconditional and unsecured obligations of the Issuer and rank pari passu with other direct, unconditional and unsecured obligations of the Issuer. The value of the structured product not only depends on the performance of the Underlying and other developments in the financial markets, but also on the solvency of the Issuer, which may change during the term of this structured product.
Specific Product Risks	Structured products are complex financial instruments, which entail considerable risks and, accordingly, are only suitable for investors who have the requisite knowledge and experience and understand thoroughly the risks connected with an investment in these structured products and are capable of bearing the economic risks. The loss potential of an investment in ZKB Reverse Convertible Defensive is, in case of delivery of an Underlying share at maturity, limited to the difference between the purchase price of the ZKB Reverse Convertible Defensive and the value of the Underlying shares at maturity. The value of the worst performing Underlying share can then be lower than the Cap Level. The product is denominated in CHF. The investor bears the risk between the CHF and his reference currency.

4. Additional Terms

Modifications

If an extraordinary event as described in the base prospectus occurs in relation to the Underlying/a component of the Underlying or if any other extraordinary event occurs, which makes it impossible or particularly cumbersome for the Issuer, to fulfill its obligations under the products or to calculate the value of the products, the Issuer shall at its own discretion take all the necessary actions and, if necessary may modify the terms and conditions of these products at its own discretion in such way, that the economic value of the products after occurrence of the extraordinary event corresponds, to the extent possible, to the economic value of the products prior to the occurrence of the extraordinary event. Specific modification rules for certain types of Underlyings stated in the base prospectus shall prevail. If the Issuer determines, for whatever reason, that an adequate modification is not possible, the Issuer has the right to redeem the products early.

Change of Obligor

The Issuer is entitled at all times and without the consent of the investors to assign in whole (but not in part) the rights and claims under individual structured products or all of them to a Swiss or foreign subsidiary, branch or holding company of the Zürcher Kantonalbank (the "New Issuer") to the extent that (i) the New Issuer assumes all of the obligations arising out of the assigned structured products which the previous Issuer owed in respect of these structured products, (ii) the Zürcher Kantonalbank enters into a keep-well agreement with the New Issuer with terms equivalent to the one between the Zürcher Kantonalbank and Zürcher Kantonalbank Finance (Guernsey) Limited, (iii) the New Issuer has received from the supervisory authorities of the country in which it is domiciled all necessary approvals for the issue of structured products and the assumption of the obligations under the assigned structured products.

Market Disruptions

Compare specific provisions in the base prospectus.

Prudential Supervision

As a bank within the meaning of the Swiss Federal Act on Banks and Savings Banks (BankG; SR 952.0) and a securities firm within the meaning of the Swiss Federal Act on Financial Institutions (FinlAG; SR 954.1), Zürcher Kantonalbank is subject to the prudential supervision of FINMA, Laupenstrasse 27, CH-3003 Bern, <https://www.finma.ch>.

Recording of Telephone Conversations

Investors are reminded that telephone conversations with trading or sales units of Zürcher Kantonalbank are recorded. Investors, engaging in telephone conversations with these units provide their tacit consent to the recording of their conversations.

Further Information

This document constitutes neither an offer nor a recommendation or invitation to purchase financial instruments and can't replace the individual investor's own judgement. The information contained in this document does not constitute investment advice but is intended solely as a product description. An investment decision should in any case be made on the basis of these Final Terms and the base prospectus. Particularly, before entering into a transaction, the investor should, if necessary with the assistance of an advisor, examine the conditions for investment in the product in consideration of his personal situation with regard to legal, regulatory, tax and other consequences. Only an investor who is aware of the risks of the transaction and has the financial capacity to bear any losses should enter into such transactions.

Material Changes

Since the end of the last financial year or the date of the interim financial statements, there have been no material changes in the assets, financial or revenue position of the Issuer and Zürcher Kantonalbank.

Responsibility for the Final Terms

Zürcher Kantonalbank, Zurich, and Zürcher Kantonalbank Finance (Guernsey) Limited, Guernsey, assume responsibility for the content of these Final Terms and hereby declare that, to their knowledge, the information contained in these Final Terms is correct and no material circumstances have been omitted.

Zurich, 6 February 2023, last update on 20 February 2023