

Julius Bär

Bank Julius Baer & Co. Ltd.

CHF 460,000,000 2.375 % Bonds 2024 – 2031
(with reopening clause)

This prospectus (this **Prospectus**) relates to (i) the offering of CHF 460,000,000 in aggregate principal amount of 2.375 % Bonds 2024 – 2031 (the **Bonds**) to be issued by Bank Julius Baer & Co. Ltd. (the **Issuer**) on 4 April 2024 and (ii) the admission to trading and listing of the Bonds on the SIX Swiss Exchange.

The Issuer is a wholly-owned subsidiary of Julius Baer Group Ltd. (Julius Baer Group Ltd. together with its subsidiaries the **Julius Baer Group**).

The Bonds will be obligations solely of the Issuer and will not be guaranteed by or otherwise the responsibility of Julius Baer Group Ltd., any other subsidiary of Julius Baer Group Ltd. or any other entity referred to in this Prospectus.

It is expected that the Bonds will be admitted to trading on the SIX Swiss Exchange as of 3 April 2024. Application will be made for the Bonds to be listed on SIX Swiss Exchange. The last trading day for the relevant Bonds on the SIX Swiss Exchange is expected to be the second SIX Swiss Exchange business day prior to the applicable Maturity Date.

Capitalized terms used but not defined below have the meanings assigned to such terms in Terms of the Bonds or elsewhere in this Prospectus. The Bonds will not be rated.

Managers

Bank Julius Baer & Co. Ltd.

Zürcher Kantonalbank

BNP Paribas (Suisse) SA

Prospectus dated 28 March 2024

This Prospectus has been approved by SIX Exchange Regulation Ltd in its capacity as review body pursuant to article 52 of the Swiss Financial Services Act (the Swiss Review Body) on 18 April 2024.

Important Information

This Prospectus will not be updated for any developments that occur after its date. In particular, this Prospectus is not required to be updated as per the date of the approval by the Swiss Review Body. Consequently, neither the delivery of this Prospectus nor the offering, sale or delivery of any Bonds shall in any circumstances imply that the information contained herein concerning the Issuer is correct at any time subsequent to the date hereof or that any other information supplied in connection with the issue of the Bonds is correct as of any time subsequent the date indicated in the document containing the same.

This Prospectus has been prepared by the Issuer solely for use in connection with the offering of the Bonds and for the admission to trading and listing of the Bonds on the SIX Swiss Exchange. The Issuer has not authorized the use of this Prospectus for any other purpose.

This Prospectus is to be read in conjunction with all documents incorporated by reference herein. This Prospectus shall be read and construed on the basis that such documents are incorporated into and form part of this Prospectus.

An investment in the Bonds will involve certain risks, including the risk that Bondholders will lose their entire investment in the relevant Bonds. For a discussion of certain risks that potential investors should carefully consider before deciding to invest in the Bonds, see "Material Risks" beginning on page 11 of this Prospectus.

No person is or has been authorized by the Issuer or the Managers to give any information or to make any representation not contained in or not consistent with this Prospectus or any other information supplied in connection with any of the Bonds and, if given or made, such information or representation must not be relied upon as having been authorized by the Issuer or the Managers.

Neither this Prospectus nor any other information supplied in connection with the Bonds (i) is intended to provide the basis of any credit or other evaluation or (ii) should be considered as a recommendation by the Issuer or the Managers that any recipient of this Prospectus or any other information supplied in connection with any of the Bonds should purchase any Bonds. Each potential investor contemplating purchasing any Bonds should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer. Neither this Prospectus nor any other information supplied in connection with the issue of the Bonds constitutes an offer or invitation by or on behalf of the Issuer or the Managers to any person to subscribe for or to purchase any Bonds.

The Managers

Zürcher Kantonalbank, BNP Paribas (Suisse) SA and Bank Julius Baer & Co. Ltd. (the **Managers**) have not verified the information contained herein. Additionally, no representation, warranty or undertaking, express or implied, is made and no responsibility or liability is accepted by the Managers as to the accuracy or completeness of the information contained or incorporated in this Prospectus or any other information provided by the Issuer in connection with any of the Bonds.

To the fullest extent permitted by law, the Managers accept no responsibility whatsoever for the contents of this Prospectus or for any other statement, made or purported to be made by the Managers or on their behalf in connection with the Issuer or the issuance, offering and admission to trading or listing of the Bonds. The Managers accordingly disclaim all and any liability that it might otherwise have in respect of this Prospectus or any such statement.

The Managers and certain of their respective affiliates have provided, and/or may provide in the future, investment banking, commercial banking, advisory and other financial services for the Issuer and its respective affiliates in the ordinary course of business for which they have received and will receive customary fees and reimbursement of expenses.

Table of Contents

Important Information.....	2
Table of Contents	3
Summary	4
Cautionary statement regarding forward-looking statements.....	6
General Information.....	7
Selling Restrictions.....	9
Material Risks	11
Terms of the Bonds.....	21
Information about the Issuer	25
Responsibility Statement.....	28

Summary

This summary should be read as an introduction to this Prospectus and is qualified in its entirety by, and should be read in conjunction with, the more detailed information appearing elsewhere in this Prospectus. Any decision to invest in any Bonds should be based on a consideration of this Prospectus as a whole, including any documents incorporated by reference into this Prospectus. Potential investors in the relevant Bonds should be aware that liability under article 69 (2) of the FinSA for any false or misleading information contained in this summary is limited to any such information that is false or misleading when read together with, or that is inconsistent with, the other parts of this Prospectus.

Information on the Issuer

Company Name and Registered Office	Bank Julius Baer & Co. Ltd., Bahnhofstrasse 36, 8001 Zurich
Legal Form	Swiss law; company limited by shares (<i>Aktiengesellschaft</i>) according to the Swiss Code of Obligations.
Issuer's Auditor	KPMG AG, R�ffelstrasse 28, 8045 Zurich

Information on the Bonds

Description and Nature of the Debt Instruments	CHF 460,000,000 Fixed-rate Bonds
Currency	Swiss francs (CHF)
Interest Rate	2.375 % p.a., payable annually in arrears on 4 April, the first time on 4 April 2025.
Issue Date	4 April 2024
Maturity Date	4 April 2031, redemption at par
Covenants	Pari Passu clause, Cross-Default Clause
Denomination	CHF 5'000 nominal
Form of the Bonds	The Bonds will be in the form of uncertificated securities (<i>Wertrechte</i>) in accordance with article 973c of the Swiss Code of Obligations.
Reopening	The Issuer reserves the right to reopen the issue of any Bonds at any time.
Swiss Security No. / ISIN	131'996'858 / CH1319968587

Information on the Offering and Admission to Trading and Listing

Offering	The offering described herein consists of a public offering of Bonds in Switzerland.
Issue Price	100.432 %

Placement Price	According to demand.
Listing	<p>The Bonds have been admitted to trading on SIX Swiss Exchange with effect from 3 April 2024. Application will be made for the Bonds to be listed on SIX Swiss Exchange.</p> <p>The last trading day for the relevant Bonds on the SIX Swiss Exchange is expected to be the second SIX Swiss Exchange business day prior to the applicable Maturity Date.</p>
Governing Law and Jurisdiction	Swiss law / Zurich
Selling Restrictions	In particular U.S.A. / U.S. Persons, European Economic Area, United Kingdom
Managers	Zürcher Kantonalbank, BNP Paribas (Suisse) SA and Bank Julius Baer & Co. Ltd.
Principal Paying Agent	Zürcher Kantonalbank

Information on Prospectus Approval

Swiss Review Body	SIX Exchange Regulation Ltd
Prospectus Date and Approval	<p>The Prospectus is dated 28 March 2024 and was approved by SIX Exchange Regulation Ltd in its capacity as review body pursuant to article 52 of the FinSA on the date specified on page 1 of this Prospectus.</p> <p>This Prospectus will not be updated for any developments that occur after its date. In particular, this Prospectus is not required to be updated as per the date of the approval by the Swiss Review Body.</p>

Cautionary statement regarding forward-looking statements

This Prospectus contains or incorporates by reference statements that constitute forward-looking statements. Such forward-looking statements may include, without limitation, statements relating to the current prospects, expectations, estimates, plans, strategic aims, vision statements, and projections of the Issuer and are based on information currently available to it. These forward-looking statements involve known and unknown risks, uncertainties, and other factors that may cause the actual results of operations, financial condition, performance or achievements of the Issuer to be materially different from any future results, financial condition, performance or achievements expressed or implied by such forward-looking statements. Terms and phrases such as “will”, “believe”, “expect”, “anticipate”, “intend”, “plan”, “predict”, “estimate”, “project”, “target”, “assume”, “may” and “could”, and variations of these words and similar expressions, are intended to identify prospects and/or other forward-looking statements but are not the exclusive means of identifying such prospects and other statements. The Issuer, in reliance on article 69(3) FinSA, hereby cautions you that any such prospects, expectations, estimates, plans, strategic aims, vision statements, and projections contained or incorporated by reference in this Prospectus are not historical in nature but are forward-looking based on information and assumptions the Issuer considers to be reasonable. Such statements are inherently uncertain and subject to a variety of circumstances, many of which are beyond the Issuer’s control and could cause actual results to differ materially from what the Issuer anticipates. Due to the uncertainty of future developments, to the fullest extent permitted by applicable law, neither the Issuer, nor the Managers assume any liability in respect to or in connection with such prospects or other forward-looking statements contained or incorporated by reference herein.

Neither the Issuer, nor the Managers undertake an obligation to update any prospects or forward-looking statements after the date hereof, even if new information, future events or other circumstances have made them incorrect or misleading.

General Information

Authorization / Subscription and Sale

The Issuer will issue these Bonds, if issued, pursuant to a resolution of the Board of Directors dated 9 June 2021 and the Bonds Purchase and Paying Agency Agreement for the Bonds, each dated 28 March 2024.

Offering

The offering described herein consists of a public offering of Bonds in Switzerland.

Issue Price and Placement Price

The Managers have agreed to purchase the Bonds at an issue price of 100.432 % (before commissions and expenses). The placement price of the Bonds will be set according to demand. The Managers reserve the right to keep any of the Bonds purchased for their own account.

Clearing Systems and Security Numbers

The uncertificated securities representing the Bonds will be registered with SIX SIS. The ISIN and Swiss Security Number for the Bonds are CH1319968587 and 131'996'858.

Form of the Bonds

The Bonds shall be constituted as uncertificated securities in accordance with art. 973c of the Swiss Code of Obligations. The Uncertificated Securities shall be recorded in the main register of SIX SIS Ltd and constitute intermediated securities.

Neither the Issuer, the Bondholders, Zürcher Kantonalbank nor any third party shall at any time have the right to effect or demand the delivery of the uncertificated securities or the conversion into, and / or the delivery of, a permanent global certificate or definitive notes.

Use of Net Proceeds

The net proceeds of the Bonds, being the amount of CHF 460'884'720 (the **Net Proceeds**) will be used by the Issuer for general corporate purposes. The Managers shall not have any responsibility for, or be obliged to concern itself with, the use of the Net Proceeds.

Listing / Representative

Application will be made for the Bonds to be listed on SIX Swiss Exchange. The Bonds have been provisionally admitted to trading on SIX Swiss Exchange with effect from 3 April 2024. Application will be made for the Bonds to be listed on SIX Swiss Exchange. The last trading day for the Bonds on the SIX Swiss Exchange is expected to be the second SIX Swiss Exchange business day prior to the applicable Maturity Date.

In accordance with article 58a of the Listing Rules of the SIX Swiss Exchange, the Issuer has appointed Zürcher Kantonalbank to file the application with SIX Exchange Regulation Ltd in its capacity as competent authority for the admission to trading and listing of the Bonds on the SIX Swiss Exchange.

Notices

According to its articles of association, official notices of the Issuer to the shareholders are to be published in the Swiss Official Gazette of Commerce (*Schweizerisches Handelsamtsblatt*). Notices from the Issuer to registered shareholders shall be sent by letter to the addresses entered in the share register.

The notices in relation to the Bonds will be published, in accordance with Condition 10 of the Terms of the Bonds.

Documents incorporated by Reference

The following documents are incorporated into, and form an integral part of, this Prospectus by reference:

- 2023 Financial Statements IFRS of the Issuer
- the articles of association of the Issuer dated 11 July 2023
- Annual Report 2023 of the Julius Baer Group
- Business Review 2023 of the Julius Baer Group
- Press Release of Julius Baer Group dated 11 March 2024

The Bonds will be obligations solely of the Issuer and will not be guaranteed by or otherwise the responsibility of Julius Baer Group Ltd., any other subsidiary of Julius Baer Group Ltd. or any other entity referred to in this Prospectus. The documents of Julius Baer Group are only incorporated by reference for information purposes on the basis that the Issuer is the principal operating company of the Julius Baer Group.

Availability of Documents

Copies of this Prospectus (including the documents incorporated by reference herein), can be obtained in electronic or printed form, free of charge, upon request at Zürcher Kantonalbank, IHKT, P.O. Box, 8010 Zurich, or can be ordered by telephone (+41 44 292 20 22) or by e-mail to prospectus@zkb.ch.

Selling Restrictions

The following selling restrictions apply for the Bonds Issue:

General

No action has been or will be taken in any jurisdiction except Switzerland by the Issuer or the Managers that would permit a public offering of the Bonds, or possession or distribution of any offering material in relation thereto, in or from any country or jurisdiction where action for that purpose is required. In addition to the specific selling restrictions set out below, each Manager undertakes to comply with all applicable laws and regulations in each country or jurisdiction in which it purchases or from which it offers, sells or delivers the Bonds or has in its possession or distributes any offering material in respect of the Bonds.

United States of America and US Persons

The Bonds have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the **Securities Act**) and may not be offered or sold within the United States of America (the **United States**) or to, or for the account or benefit of, U.S. persons, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

The Issuer and the Managers have not offered or sold the Bonds, and will not offer and sell the Bonds (i) as part of their distribution at any time, or (ii) acquired otherwise until 14 May 2024 (40 days after the Issue Date) (the **Restricted Period**), except in accordance with Rule 903 of Regulation S under the Securities Act. Terms used in this paragraph a) have the meanings given to them by Regulation S under the Securities Act.

Accordingly, neither the Issuer, the Managers' affiliates nor any persons acting on their behalf have engaged or will engage in any directed selling efforts with respect to the Bonds, and they have complied and will comply with the offering restrictions requirement of Regulation S. The Managers have agreed that, at or prior to confirmation of sale of the Bonds, it will have sent to each distributor, dealer or person receiving a selling concession, fee or other remuneration that purchases Bonds from them during the Restricted Period, a notice to substantially the following effect:

"The Bonds covered hereby have not been registered under the U.S. Securities Act of 1933, as amended (the **Securities Act**) and may not be offered or sold within the United States of America or to, or for the account or benefit of U.S. persons (i) as part of their distribution at any time and (ii) otherwise until 14 May 2024, except in either case in accordance with Regulation S under the Securities Act. Terms used above have the meanings given to them by Regulation S."

The Managers have not entered and will not enter into any contractual arrangement (other than the Bonds Purchase and Paying Agency Agreement) with respect to the distribution or delivery of the Bonds except in accordance with Regulation S under the Securities Act.

European Economic Area

In relation to each Member State of the European Economic Area (each, a **Member State**), each Manager has represented and agreed, that it has not made and will not make an offer of Bonds which are the subject of the Bonds to the public in that Member State except that it may make an offer of such Bonds to the public in that Member State:

- (a) at any time to any legal entity which is a qualified investor as defined in the Regulation (EU) 2017/1129 (the **Prospectus Regulation**);
- (b) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation), subject to obtaining the prior consent of the relevant Managers nominated by the Issuer for any such offer; or
- (c) at any time in any other circumstances falling with Article 1 (4) of the Prospectus Regulation,

provided that no such offer of Bonds referred to in (a) to (c) above shall require the Issuer or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Regulation, or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision, the expression an "offer of Bonds to the public" in relation to any Bonds in any Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Bonds to be offered so as to enable an investor to decide to purchase or subscribe for the Bonds.

United Kingdom

In relation to the United Kingdom (the **UK**), each Manager has represented and agreed that it has not made and will not make an offer of Bonds to the public in the UK except that it may make an offer of such Bonds to the public in the UK:

- (a) at any time to any legal entity that is a qualified investor as defined in the Prospectus Regulation as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the **EUWA**);
- (b) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation) as it forms part of domestic law by virtue of the EUWA) in the UK subject to obtaining the prior consent of the relevant Managers nominated by the Issuer for any such offer; or
- (c) at any time in any other circumstances falling within section 86 of the Financial Services and Markets Act 2000 (the **FSMA**),

provided that no such "offer of Bonds to the public" referred to in (a) to (c) above shall require the Issuer or any Manager to publish a prospectus pursuant to section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation as it forms part of domestic law by virtue of the EUWA.

Each Manager has represented and agreed that:

- (i) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Bonds in, from or otherwise involving the UK; and
- (ii) it has only communicated or caused to be communicated and it will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of any Bonds in circumstances in which section 21(1) of the FSMA would not, if the Issuer was not an authorized person, apply to the Issuer.

Republic of Italy

The offering of the Bonds has not been registered pursuant to Italian securities legislation and, accordingly, no Bonds may be offered, sold or delivered, nor may copies of this Prospectus or of any other document relating to the Bonds be distributed in the Republic of Italy.

Material Risks

An investment in the Bonds involves risks, including the risk of loss of a Bondholder's entire investment in the Bonds. Investors should reach their own investment decision with regard to the Bonds and only after consultation with their own financial and legal advisers about risks associated with an investment in the Bonds, and the suitability of investing in the Bonds in light of their particular circumstances.

The following is a disclosure of risk factors that may affect the Issuer's ability to fulfil its obligations under the Bonds. Prospective Bondholders should consider these risk factors carefully and/or consult with their professional advisor before deciding to purchase Bonds. The risk warnings set out below cannot serve as a substitute for individual advice and information which is tailored to the individual requirements, objectives, experience, knowledge and circumstances of each prospective Bondholder. In addition, prospective Bondholders should be aware that the risks described may combine and thus intensify. In any such case, the market price of the Bonds may be materially adversely affected, and an investor could lose all or part of its original investment. Investment decisions should not be made solely on the basis of the risk warnings set out below, since such risk information does not purport to be an extensive and comprehensive list of all possible risks associated with an investment in the Bonds. Accordingly, the risks described below are not the only ones the Issuer is facing.

The sequence in which the risk factors are presented below is not indicative of their likelihood of occurrence or the potential magnitude of their economic consequences or importance. Additional investment considerations not currently known, or which are currently deemed immaterial may also impair the Issuer's business operations. The business, financial condition or results of operations of the Issuer could be materially adversely affected by any of these risks.

Risks relating to the Issuer

Global economic and financial market conditions

As a private bank with international operations and a global client base, the Issuer's business is sensitive to changes in financial markets, in particular foreign exchange rates, interest rates and equity markets as well as to general economic conditions in the markets in which the Issuer operates. Economic and financial market disruptions and/or market volatility may occur and could materially adversely affect the Issuer's business, financial conditions and results of operations.

Risks related to the financial situation of the Issuer

Credit risk

The Issuer is exposed to the risk that third parties that owe the Issuer money, securities or other assets default on their payment or other obligations in particular for lack of solvency.

Generally, the largest portion of the Issuer's credit activities consist of secured lending and margin trading activities as well as mortgages for its clients, which are secured by pledges of marketable equity and debt securities and real estate located in Switzerland and in a selected international locations, respectively, to mitigate the Issuer's credit risk. However, the Issuer may become under-collateralized, for example, as a result of sudden declines in market values of the collateral. In such case, the Issuer may incur losses up to the amount by which the obligation owed to the Issuer exceeds the value of the collateral securing such obligation.

The realization of any such credit risk may have a material adverse effect on the Issuer's business, financial condition and results of operations.

Treasury risk

Treasury risk is inherent in the basic banking activities of the Issuer such as accepting deposits and providing loans and credits. The treasury risk of the Issuer consists of the financing risk and the liquidity risk. Liquidity risk is the risk of the Issuer being unable to meet its payment obligations when they fall due. Financing risk is the risk of the Issuer being unable to finance its existing or planned activities on an ongoing basis at acceptable prices. Liquidity

is critical to the Issuer's ability to fulfil its obligations to its clients and fund and operate its businesses, in particular in relation to providing loans and credits. The Issuer's activities are largely financed by client sight deposits and the Issuer may be unable to obtain alternative financing on the interbank market in the event of a liquidity impairment. The Issuer's liquidity could be impaired at any given time by various developments in the banking market, e.g.:

- (i) market-wide illiquidity or disruption;
- (ii) unforeseen cash or capital requirements;
- (iii) unanticipated outflows of cash or collateral;
- (iv) unexpected loss of consumer deposits caused by changes in consumer behavior; and
- (v) lack of client confidence in the Issuer or financial institutions in general.

A diminution of the Issuer's liquidity may also be caused by events over which it has little or no control. Failure by the Issuer to effectively manage its liquidity could constrain its ability to fulfil its obligations and fund or invest in its businesses in particular in relation to accepting deposits, providing loans and credits. A realization of the treasury risk could therefore materially adversely affect the Issuer's business, financial condition and results of operations.

Risk of a rating downgrade

The Issuer is rated by credit rating agencies. A rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time. As of the date of this Prospectus Moody's Investors Service assigned the Issuer an "Issuer Rating" of "A3".

A downgrading of the Issuer's credit ratings and the corresponding loss of confidence in the Issuer as creditor could in particular reduce its access to capital markets, materially increase the refinancing costs and decrease the number of investors and counterparties that are willing or permitted to do business with the Issuer. Therefore the downgrading of the Issuer's credit rating could have a material adverse effect on the Issuer's business, financial condition and results of operations.

Risks related to the business activities of the Issuer

Operational risk, including information technology risk

The Issuer is exposed to operational risks. Operational risk is the risk of loss resulting from inadequate or failed internal processes, people, systems, external events or fraud. It includes the risk of unexpected losses from isolated events, caused for example by faulty information systems, unsuitable organizational structures or deficient control mechanisms.

The Issuer's operational risk consists, in particular of information security and Cyber risk, fraud risk, technology risk and its reliance on third-parties for certain key services. The information security and Cyber risk is deemed one of the most substantial risks for the Issuer. For banks in particular, the loss of confidentiality, availability or integrity would deprive the institution from being able to serve its clients. In particular, for a private bank such as the Issuer, trust of its clients is most important to be able to maintain its franchise. A further risk type considered being of importance is fraud risk. Fraud attempts, committed by external third parties range from e.g. payment fraud, social engineering to asset misappropriation and alike. Fraud risk also includes misconduct or improper practice by the Issuer's employees. Such fraud, misconduct and improper practice could involve, for example, fraudulent transactions entered into for a client's account, the intentional or inadvertent release of confidential customer information or failure to follow internal procedures.

Information technology (IT) risks particularly important for the Issuer. The data and the data processing is at the heart of the bank's ability to serve its clients. The Issuer is also exposed to the risk that arises from potential errors in the confirmation or settlement of transactions or from transactions not being accurately recorded, evaluated or accounted. The Issuer relies on internal processes and systems and the Issuer's businesses are highly dependent on its ability to process, correctly and on a rapid basis, a large number of transactions across several and diverse markets in several currencies. In an industry where business processes are becoming increasingly complex, the

Issuer relies heavily on its financial, accounting and other data processing systems. If any of these systems, including but not limited to home office access, were not to operate properly or were disabled including due to a systems malfunction, cyber breach or other systems failure, the Issuer could suffer financial loss, liability to clients, loss of client confidence, regulatory intervention and/or reputational damage.

In providing banking services to its clients, the Issuer relies on third-parties for certain key services, in particular clearing systems, sub-custodians and correspondence banks. Any failure of these third parties to provide services to the Issuer could expose the Issuer to material operational risks. Equally so, a voluntary sudden withdrawal from providing services to the Issuer due to a loss of confidence and/or trust may infringe the Issuer's operational activities.

The realization of operational risks described above or other operational risks not yet known to the Issuer could have a material adverse effect on the Issuer's business, financial condition and results of operations.

Market risk

Market risk refers to the potential losses through changes in the valuation of its assets and liabilities because of changes in market prices, volatilities, correlations and other valuation-relevant factors. The Issuer separates its market risk into the trading market risk and the non-trading market risk.

Trading market risk

The structured products offering of the Issuer across all asset classes is addressing the diverse needs of the global customer base of the Issuer. Trading market risk results in the context of providing access to global equity, bonds, foreign exchange and precious metal markets structuring as well as to structured products by the Issuer. They are pursued with the intention of benefiting from actual or expected differences between the opening and closing price of proprietary positions, with the intention of benefiting from arbitrage profits, or with the intention of hedging risks from positions meeting aforementioned criteria. In the course of these activities, the Issuer is subject to market price changes.

In addition to the intrinsic volatility of market prices, the valuation of assets and liabilities can be negatively affected by adverse changes in any of the following:

- (i) market-wide illiquidity or disruption;
- (ii) events that reduce confidence in the financial markets;
- (iii) inflation or deflation;
- (iv) any sudden and substantial increases in interest rates, in particular if unexpected and erratic, e.g. as a result of market disruption;
- (v) high unemployment or, conversely, a tightening labor market;
- (vi) the availability and cost of capital and credit;
- (vii) monetary and fiscal policies and actions taken by the Swiss National Bank and other central banks or governmental authorities;
- (viii) trade policies implemented by governmental authorities;
- (ix) the economic effects of natural disasters, severe weather conditions, health emergencies or pandemics, cyber-attacks, outbreaks of hostilities, terrorism or other geopolitical instabilities; and
- (x) the health of the U.S., European, Asian and Swiss as well as the global economy.

Changes in market prices can also be triggered by the fact that suddenly there is no longer a market for a financial instrument and therefore no market price can be determined. If the trading market risk realizes, this could result

in a material loss of the Issuer in relation to its trading activities and could therefore have a material adverse effect on the Issuer's business, financial condition and results of operations.

Non-trading market risk

The non-trading market risk of the Issuer results from the management of financial assets and liabilities held in the Issuer's banking books with exposures mainly to interest rate risk, currency risk, credit spread risk, and equity risk.

As the Issuer is specialized in wealth management, the Issuer's results of operations depend, to a significant extent, on factors such as the returns realized by its clients on their investments as well as its ability to attract new money inflows. Weak investment performance in the financial markets, will negatively affect the value of the assets the Issuer manages for its clients and may lead to a decline in the Issuer's revenues and profitability. In addition, clients experiencing lower than expected returns on investments offered or recommended by the Issuer relative to investment solutions offered by its competitors, could lead to an asset outflow. Furthermore, the Issuer is exposed to fluctuations in foreign exchange rates against CHF, which is the Issuer's (and Julius Baer Group Ltd.'s) reporting currency for consolidated financial statements and regulatory capital reporting. The mismatch of the currency split between income (dominated by USD, through the domination of client's USD assets) and expenses (dominated by CHF, being a Swiss centered bank) may lead to reductions of profitability and the ability to reach the aspired profitability.

Sudden and substantial increases in interest rates, in particular if unexpected and erratic in nature may have a material adverse impact on market prices for various classes of the Issuer's financial assets, including assets under management. Since funding cost and interest rates do not necessarily correlate in all interest rate environments, such interest rate movements may also have a material adverse effect on the Issuer's net interest income, the value of the Issuer's fixed income trading portfolio and the amount of income. For the reasons set out above, the realization of the non-trading market risk could have a material adverse effect on the Issuer's business, financial condition and results of operations.

Reputational risk

The Issuer is exposed to reputational risk. Reputational risk describes the risk that the reputation the Issuer has with its stakeholders (including regulators, shareholders, clients, employees and the general public) deteriorates and the trust in its franchise and brand value is negatively influenced. The Issuer's reputation may deteriorate due to cases in which stakeholders' perception of the Issuer differs negatively from the Issuer's actual conduct performance and business practice. Negative sentiment relating the Issuer's business practices can involve any aspect of its operations, but usually relates to topics of business ethics and integrity, or quality of products and services which could result, for example, from:

- (i) misconduct of the Issuer's employees, existing or newly acquired clients, agents or third-party distributors;
- (ii) allegations that the Issuer does not fully comply with regulatory requirements or anti-money laundering rules;
- (iii) failure in the Issuer's IT system, loss or theft of clients' data or confidential information, failure in the Issuer's risk management or internal control procedures; and
- (iv) investments or financial products the Issuer recommends not performing as expected. Any reputational damage to the Issuer could:
- (v) cause existing clients to cease doing business with and to withdraw their assets from the Issuer;
- (vi) impair the Issuer's ability to attract new clients, or to expand its relationships with existing clients;
- (vii) prompt the Issuer to cease doing business with certain clients; and
- (viii) diminish the Issuer's ability to hire or retain employees.

The capability to retain existing clients or attract new clients of a bank specialized in wealth management, such as the Issuer, depends substantially on the confidence of its clients. Therefore, the Issuer considers its reputation as

the most important asset and the hardest one to re-establish in case of an unwanted deterioration. The realization of Reputational risk could therefore have a material adverse effect on the Issuer's business, financial condition and results of operations.

Pandemic risk

The COVID-19 pandemic and governmental responses thereto have had, and continue to have, a significant impact on the global economic conditions, including:

- (i) significant disruption and volatility in the financial markets;
- (ii) disruption of global supply chains in numerous industries; and
- (iii) closures of many businesses, leading to loss of revenues and increased unemployment.

If the COVID-19 pandemic is prolonged or new pandemics occur, the adverse effects on the global economy may increase. The negative economic conditions could have the following adverse effects on the Issuer's businesses:

- (i) a significant decrease in demand for products and services offered by the Issuer;
- (ii) a recognition of credit losses and an increase in balance sheet allowances for credit losses;
- (iii) a material decrease in the value of securities and other financial instruments which the Issuer holds or trades in;
- (iv) downgrade in the Issuer's credit ratings (see also "*Risks related to the financial situation of the Issuer—Risk of a rating downgrade*");
- (v) liquidity and capital related constraints;
- (vi) additional regulatory requirements; and
- (vii) a significant number of the Issuer employees are unable to work efficiently, namely due to illness, quarantines or technical limitations restricting access to the Issuer's system from the home office when stay at home orders apply.

A prolongation of the COVID-19 pandemic or the occurrence of new pandemics could materially adversely affect the Issuer's business, financial condition and results of operations.

People management risk

People management risk refers to processes and activities of Human Resources that are not adequately designed, set up or performed and therefore leading to an insufficient management of the lifecycle of an employee. Also comprised is the risk of line management not adequately carrying out its people management responsibility and therefore leading to an insufficient performance of supervision and leadership obligations.

The Issuer's business model relies heavily on experienced client relationship managers attracting and retaining clients. As a result, the Issuer's ability to recruit and retain experienced relationship managers, and, in turn, the relationship managers' ability to attract and retain clients, is central to the Issuer's ability to maintain and increase its assets under management and revenues. Individual relationship managers often maintain strong personal relationships with the Issuer's clients that are based on the clients' trust in the relationship manager. Accordingly, any loss of client relationship managers could cause a loss of clients. Furthermore, the market for experienced relationship managers and other professionals is competitive, particularly in Asia where growth in private banking has been high and recruitment is often based on hiring relationship managers and other professionals from competitors. The employment agreements the Issuer has with its employees, including key client relationship managers, generally do not contain non-compete clauses, and therefore, key client relationship managers are legally not prevented from leaving the Issuer to engage in competing business activities. Therefore, the Issuer's ability to offer competitive employment terms, including compensation at all times is key to the retention of client relationship managers. Any failure to recruit or retain suitably experienced relationship managers and other

professionals could materially adversely affect the Issuer's competitive position and limit the Issuer's ability to grow its assets under management and negatively impact its profitability.

Strategic risk

The Issuer defines strategic risk as the risk of employing a strategy that fails to secure the adequate returns available from the capital employed in the long run or failure to implement a strategy. In particular, strategic risk may arise from strategic decisions such as joint ventures, mergers and acquisitions, the pricing strategy and strategic recruiting or the lack of making timely decisions. Such strategic decisions relate to:

- (i) the products and services that the Issuer offers;
- (ii) the geographies in which it operates;
- (iii) the types of clients that it serves; and
- (iv) the methods and distribution channels by which it offers products and services.

Further, the Issuer pursues a growth strategy and is exposed to strategic risk in the pursuit of its growth strategy. Any acquisitions of companies, business and respective divisions are subject to risks in relation to the value of the acquired company or business segment, the integration of the acquired companies or business segments and synergy potentials related to the respective acquisition may not or not completely be realized.

The realization of strategic risks can have a material adverse effect on the Issuer's business, financial condition and results of operations.

Business risk

The Issuer defines business risk as the risk arising from a bank's long-term business strategy of pure private banking. It entails the risk of a bank not being able to keep up with changing competition dynamics and/or an unfavorable fiscal, political or regulatory environment. The financial services industry has been subject to increasing regulation this trend is expected to continue in the future. Because the Issuer operates in a highly regulated industry and its operations are regulated and supervised by regulatory authorities in each jurisdiction in which it conducts business, the Issuer's business revenues and profitability depends on the regulatory environment in each market in which it operates. Therefore, governmental policies and regulatory, which are beyond the Issuer's control, could have a material adverse effect on the Issuer's profit - ability and results of operations, require the Issuer to change its strategy, prevent the continuation of current lines of operations, increase cost of compliance, restrict the type or volume of transactions which may be entered into and/or limit rates and fees that the Issuer may charge. Furthermore, as a result of the cross-border nature of the Issuer's business, it is particularly sensitive to barriers restricting cross-border market access, including, efforts in the EU to harmonize the regime for third-country firms to access the European market and similar efforts in a number of other jurisdictions.

The Issuer is exposed to additional business risks among other through cost pressure due to the size and complexity of its business, loss of relationship managers and other revenue generating staff, serious market downturn, top margin pressure due to increased pricing transparency and competition. The Issuer expects that this risk will continue to be intense, or even accelerate. As a private banking group operating internationally with a global client base, the Issuer is exposed to business risk as a result of changing conditions in the global financial markets.

The financial services industry in which the Issuer is active is highly competitive. The Issuer, respectively the Julius Baer Group, is currently present in around 60 locations worldwide and engages exclusively in private banking and ancillary activities primarily in Switzerland, Europe, Asia, the Middle East and Latin America. The Issuer's wealth management business is characterized by increasing competition and accelerating consolidation in private banking in Switzerland. In addition, there has been a growth in competition between international financial centers such as London, Singapore and Switzerland.

New competitors in the financial services industry continue to emerge. For example, technological advances have allowed financial institutions and other companies to provide electronic and internet-based financial solutions, including electronic securities trading, payments processing and online automated algorithmic-based investment

advice. New technologies have required and could require the Issuer to spend more to modify or adapt its products to attract and retain clients or to match products and services offered by its competitors, including technology companies and materially adversely affect the Issuer's business, financial condition and results of operations

Ongoing or increased competition may put pressure on the pricing for the Issuer's products and services or may cause the Issuer to lose market share. This competition may be in respect of quality and variety of products and services offered, transaction execution, innovation, reputation and price. Increased competition also may require the Issuer to make additional capital investments in its businesses, or to extend more of its capital on behalf of its clients in order to remain competitive. Increased competition in the financial services industry and the failure of the Issuer to adequately react to the changed competition environment could therefore materially adversely affect the Issuer's business, financial condition and results of operations.

Risk related to Julius Baer Group

The Issuer depends on Julius Baer Group Ltd. and/or other Julius Baer Group companies, inter alia, for certain services, intellectual property and the Issuer has been provided by Julius Baer Group Ltd. with regulatory and other debt capital, which Julius Baer Group Ltd. has raised on the capital market by issuing various bonds. Should Julius Baer Group Ltd. cease to provide such services or funding, the Issuer's business, financial condition and results of operations could be materially adversely affected.

Risk related to client concentration

As an institution engaged primarily in private banking, the Issuer is exposed to client concentration risk. A significant portion of its customers are high net worth individuals. Those individuals and their households have, to a certain degree, similar socio-economic characteristics and they are likewise exposed to comparable macroeconomic and regulatory risks. Also, the geographical mix of the Issuer's client base may not be sufficiently diversified. In addition, a limited number of ultra-high net worth individuals will continue to be significant to the Issuer in terms of assets under management. If the Issuer is unable to retain these clients or sufficiently diversify its client base, this could materially adversely affect the Issuer's business, financial condition and results of operations.

Legal and regulatory risk

Compliance risk

Compliance risk is the risk of financial loss or damage resulting from a breach of applicable laws and regulations or the non-adherence to internal or external rules and regulations or market practice. The Issuer is subject to compliance risks in particular by providing services to clients and counterparties, by receiving services from third parties and by operating in a regulated industry.

The Issuer, respectively the Julius Baer Group, provides financial services in Switzerland and through branches, representative offices or on a purely cross-border basis in Europe, the Middle East, Asia and Latin America. Consequently, it must comply with the laws and regulations that apply to the Issuer's respectively Group's business in all of the jurisdictions in which it does business and its operations are subject to supervision by regulatory authorities in multiple jurisdictions. Potential non-compliance with legal and regulatory requirements may result in civil, criminal or regulatory consequences for the Issuer. The loss or damage in such circumstances may take the form of fines and/or disgorgement imposed by regulatory and/or criminal authorities or other sanctions such as restrictions on business activities, the imposition of mandatory remedial measures (including monitoring) or even the loss or suspension of supervisory licenses.

The realization of this risk may result in a decline in assets under management and increased costs and hence, materially adversely affect the Issuer's business, financial condition and results of operations

Risk related to financial crime

As a globally acting wealth manager, the Issuer is obliged to comply with Anti-Money Laundering (AML), Counter Financing of Terrorism (CFT), and applicable anti-corruption / bribery laws and regulations as well as sanctions and embargos in numerous jurisdictions.

Any non-compliance with the applicable laws and regulations may lead to significant reputational and/or financial damage for the Issuer including fines and penalties, costs related to remediation and external enforcement actions as well as imposed business restrictions. Possible sanctions include:

- (i) the revocation of licences to operate certain businesses;
- (ii) the suspension or expulsion from a particular jurisdiction or market of any of the Issuer's business organizations or their key personnel;
- (iii) the imposition or restrictions on certain business activities; or
- (iv) the imposition of fines and other administrative sanctions on the Issuer and its employees.

These measures described above could result in a significant decline in assets under management and increase of costs for complying with laws and regulations and could materially adversely affect the Issuer's business, financial condition and results of operations.

Business conduct risk

The Issuer defines business conduct risk amongst others as the risk that cross-border activities are in breach of the applicable local regulations, laws and policy requirements or similar requirements in the relevant country, as defined in internal policies, guidelines and procedures (e.g. country manuals). The business conduct risk also entails the risk of failures to adhere to the applicable regulations relating to the development and structuring, documentation distribution and client suitability of new products and services. The business conduct risk includes potential conflicts of interest, resulting namely from the improper receipt of inducements and retrocessions.

Further, as the Issuer's cross-border activities may result in breach of applicable local regulations, laws and policy requirements on cross-border business or similar requirements in the relevant country, as defined in internal policies, guidelines and procedures (e.g. country manuals). Breaches of foreign law (non-compliant cross-border conduct) have resulted in high fines for the Issuer in the past. Client reimbursement risk in case client contracts are considered null and void (rescinding of contract) due to violation of foreign law. Further, severe breaches of foreign law (and consequently serious breaches of Swiss supervisory law) can in severe cases lead to a limitation or revocation of the banking license by FINMA. In case of revocation of the banking license, clients can no longer be served and the bank would be liquidated, including the closure of client accounts. Breaches can also result in an enforcement action of the regulator with public reprimand. This could adversely affect the Issuer's business, financial condition and results of operations.

Market conduct risk

The Issuer defines market conduct risk as risk of the Issuer's involvement in several types of conduct (such as insider trading, market manipulation) that may constitute market abuse with the ultimate impacts on the integrity and proper functioning of markets, of non-adherence to various financial market rules and regulations, such as financial market infrastructure regulation, exchange rules, internal product specific restrictions and market specific regulations. Due to the wide range of regulations and topics covered by this category, the risks for the Issuer are equally manifold and can reach from administrative penalties and high imposed fines to a loss of exchange admission or license. Non-adherence to various financial market rules and regulations, such as financial market infrastructure regulation, exchange rules, internal product specific restrictions and market specific regulations, may result in fines and/or disgorgement imposed by regulatory and/or criminal authorities or even the loss of license. This could result in a material loss for the Issuer and could have a material adverse effect on the Issuer's business, financial condition and results of operations.

Litigation risk

The Issuer defines litigation risk as risk of financial losses, regulatory/criminal sanctions and reputational exposure resulting out of inadequate management, risk assessment, supervision and reporting of litigation, investigation cases and client complaints.

The Issuer is involved in various legal, regulatory and administrative proceedings concerning matters arising within the course of normal business operations.

As a participant in the financial services industry, it is likely that the Issuer will continue to experience a high level of litigation and regulatory investigations related to its businesses and operations.

Legal, regulatory and administrative proceedings against the Issuer may have a material adverse effect on the Issuer's business, financial condition and results of operations.

Risks relating to the Bonds

FINMA has broad statutory powers to take measures in relation to the Issuer and the Bonds

According to article 25 et seqq. of the Swiss Banking Act, the FINMA has broad statutory powers to take measures in relation to banks (and their parent companies) if they (i) are overindebted, (ii) have serious liquidity problems or (iii) fail to fulfil the applicable capital-adequacy provisions after expiry of a deadline set by the FINMA. If one of these prerequisites is met, the FINMA is authorized (a) to open restructuring proceedings (*Sanierungsverfahren*) or (b) to open liquidation (bankruptcy) proceedings (*Bankenkonkurs*) or (c) to impose protective measures (*Schutzmassnahmen*). The Swiss Banking Act grants significant discretion to the FINMA. In particular, protective measures that may be imposed by the FINMA include a broad variety of measures such as a (bank) moratorium (*Stundung*) or a maturity postponement (*Fälligkeitsaufschub*) and may be ordered by the FINMA either on a stand-alone basis or in connection with reorganisation or liquidation proceedings.

In a FINMA restructuring proceeding with respect to the Issuer, the resolution plan may, among other things, provide for (i) the transfer of the property of banks/parent companies or parts thereof with assets and debt as well as contracts to another entity, and/or (ii) a write-down or write-off of the Bonds or a conversion of the Bonds into equity.

An investment in the Bonds involves risks relating to changes in the interest rate environment

The Bonds bear interest at a fixed rate, which means that an investment in the Bonds involves the risk that if market interest rates subsequently increase above such fixed rate of interest, the real return on (and value of) the Bonds will be adversely affected.

The terms of the Bonds contain no restriction on the amount or type of further securities or indebtedness that the Issuer may issue

The terms of the Bonds contain no restriction on the amount or type of further securities or indebtedness that the Issuer may issue, incur or guarantee that rank senior to, or pari passu with, the Bond. The issue or guaranteeing of any such further securities or indebtedness may limit the ability of the Issuer to meet its obligations under the Bonds and may reduce the amount recoverable by Bondholders under the Bonds upon a liquidation or winding-up of the Issuer.

The Issuer may, without consent of the Bondholders, substitute a subsidiary as issuer under the Bonds

Under the Bonds, the Issuer may, without the consent of the Bondholders and subject to certain conditions, substitute for itself any of its direct or indirect subsidiary as issuer of the Bonds. So long as the conditions described in the Terms of the Bonds are satisfied, such subsidiary may be an entity incorporated in a jurisdiction other than Switzerland or having a different form from the Issuer. In such a case, the rights of Bondholders under the laws of the jurisdiction of such subsidiary may differ from the rights of Bondholders against the Issuer under Swiss laws. For example, other types of entities or entities formed in other jurisdictions may be subject to different insolvency regimes or may not be subject to suit in the same manner. As a result, Bondholders may be required to comply with legal procedures for making a claim or enforcing an action against such subsidiary specific to the jurisdiction or form of incorporation of such subsidiary that differ from the legal procedures required for making a claim or enforcing an action against the Issuer under Swiss laws.

In certain instances, Bondholders may be bound by certain amendments to the Bonds to which they did not consent

The Bonds are subject to statutory provisions of Swiss law allowing for the calling of meetings of Bondholders to consider matters affecting their interests. These provisions permit defined majorities to bind all Bondholders of the Bonds, including Bondholders who did not attend and vote at the relevant meeting and Bondholders who voted in a manner contrary to the majority. Pursuant to the relevant statutory provisions of Swiss law as in effect as at the date hereof, (i) the Issuer will be required to provide Bondholders with at least ten days' notice of any meeting of Bondholders, (ii) the Issuer will be required to call a meeting of Bondholders within 20 days if it is requested to do so by Bondholders holding an aggregate principal amount of Bonds that represents at least one-twentieth of the outstanding aggregate principal amount of the Bonds, and (iii) only Bondholders or their proxies will be entitled to attend or vote at a meeting of Bondholders.

In addition, the Bondholder approval requirements under the relevant statutory provisions of Swiss law as in effect as at the date hereof for amendments to the terms of the Bonds will depend on the type of amendment. Pursuant to article 1170 of the Swiss Code of Obligations, the consent of Bondholders holding at least two-thirds of the outstanding aggregate principal amount of the relevant Bonds is required for any resolution limiting Bondholders' rights under the Bonds (such as a moratorium on interest or capital and certain amendments to the interest provisions). In addition, in order to become effective and binding on the non-consenting Bondholders, any such resolution must be approved by the competent superior cantonal composition court. In the case of resolutions that do not limit Bondholders' rights under the Bonds, pursuant to article 1181 of the Swiss Code of Obligations, an absolute majority of the votes represented at a meeting of Bondholders is sufficient to approve any such resolution, unless article 1170 of the Swiss Code of Obligations or the Terms of the Bonds provide for more stringent requirements.

An active trading market for the Bonds may not develop

The Bonds will be new securities, which may not be widely distributed, and for which there is currently no active trading market. An active trading market for the Bonds may never develop, or if one does develop, it may not be sustained or it may not be liquid. Therefore, investors may not be able to sell their Bonds easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market.

Although application will be made for the admission to trading and listing of the Bonds on the SIX Swiss Exchange, there can be no assurance that such application will be accepted or that an active trading market in the Bonds will develop. Accordingly, there can be no assurance as to the development or liquidity of any trading market for the Bonds. Illiquidity may have a severely adverse effect on the market value of the Bonds.

The market value of the Bonds may be influenced by unpredictable factors

Many factors, most of which will be beyond the Issuer's control, will influence the value of the Bonds and the price, if any, at which securities dealers may be willing to purchase or sell the Bonds in the secondary market, including:

- (i) the creditworthiness of the Issuer and, in particular its results of operations, financial condition and liquidity profile;
- (ii) supply and demand for the Bonds, including inventory with any securities dealer; and
- (iii) economic, financial, political or regulatory events or judicial decisions that affect the Issuer or the financial markets generally.

Accordingly, if a Bondholder sells its Bonds in the secondary market, it may not be able to obtain a price equal to the principal amount of such Bonds or a price equal to the price that it paid for such Bonds.

Terms of the Bonds

Condition 1 Form / Denomination / Reopening

The 2.375 % bonds 2024 – 2031 (the **Bonds**) are issued in the initial aggregate principal amount of CHF 460,000,000 and are divided into Bonds with denominations of CHF 5,000 per Bond.

Bank Julius Baer & Co. Ltd. (the **Issuer**) reserves the right to reopen and increase the aggregate principal amount of the Bonds issued at any time and without prior consultation of or permission of the Bondholders (as defined below) through the issuance of further bonds which will be fungible with the Bonds (i.e. identical especially in respect of the Terms of the Bonds, security numbers, final maturity and interest rate).

Condition 2 Uncertificated Securities

- a) The Bonds shall be constituted as uncertificated securities (the **Uncertificated Securities**) in accordance with art. 973c of the Swiss Code of Obligations by way of registration in the Issuer's register of uncertificated securities. The Uncertificated Securities shall be recorded in the main register of SIX SIS Ltd. (the **Intermediary**) on or prior to the Payment Date. After the Bonds have been credited to the securities account of one or more participants of the Intermediary, they will constitute intermediated securities (**Intermediated Securities**) in accordance with the Federal Act on Intermediated Securities. So long as the Bonds constitute Intermediated Securities, they may only be transferred or otherwise disposed of by the entry of the Bonds in a securities account.
- b) Neither the Issuer, the Bondholders, Zürcher Kantonalbank nor any third party shall at any time have the right to effect or demand the delivery of the Uncertificated Securities or the conversion into, and / or the delivery of, a permanent global certificate or definitive notes.

The records of the Intermediary will determine the number of Bonds held through each participant in the Intermediary. In respect of the Bonds held in the form of Intermediated Securities, the holders of the bonds (**Bondholders**) will be the persons holding the Bonds in a securities account in their own name, or in case of intermediaries, the intermediaries holding the Bonds for their own account in a securities account which is in their name.

Condition 3 Interest

The Bonds bear interest from 4 April 2024 (the **Payment Date**) at the fixed rate of 2.375 % per annum, payable annually on 4 April in arrears, the first interest payment to occur on 4 April 2025. When interest is required to be calculated for a period of less than one year, it shall be calculated on the basis of a 360-day year consisting of 12 months of 30 days each.

Condition 4 Duration and Redemption

- a) Redemption at Maturity

The Bonds have a fixed duration of 7 years. The Issuer undertakes to repay the principal amount of the Bonds at par, without further notice on 4 April 2031 (the **Maturity Date**).
- b) Purchases

The Issuer and any of its Subsidiaries (as defined thereafter) and affiliates may at any time purchase Bonds at any price in the open market or otherwise. Any purchase shall be made in accordance with applicable laws or regulations, including (without limitation) applicable stock exchange regulations. Bonds so purchased may be held, resold or surrendered to Zürcher Kantonalbank (the **Principal Paying Agent**) for cancellation.
- c) Redemption at the option of the Issuer

Subject to a period of not less than thirty (30) nor more than sixty (60) days prior notice to the Principal Paying Agent, the Issuer may redeem the Bonds at any time after the Issue Date and Prior to the Maturity Date, in whole, but not in part only, at par (together with unpaid interest accrues up to and including the date determined by the Issuer for early redemption), if eighty-five (85) percent or more of the Aggregate Principal Amount have been purchased and cancelled at the time of such notice. The Principal Paying Agent shall inform the Bondholders of any such notice in accordance with Condition 10.

Condition 5 Payments, Taxation and Prescription

- a) The amounts required for the payment of interest and the principal amount and any other payments in cash to be made under these Terms of the Bonds on the Bonds will be made available in freely disposable Swiss Francs.

The Principal Paying Agent is authorized to appoint any other institutions as paying agent.

If the due date for any payment by the Issuer does not fall on a Business Day, the Issuer undertakes to effect payment for value the Business Day immediately following such due date and the Bondholders will not be entitled to any additional sum thereto.

In these Terms of the Bonds, Business Day means a day which is a day on which commercial banks settle payments and are open for general business in Zurich.

The receipt of the funds in Swiss Francs by the Principal Paying Agent shall release the Issuer from its obligations under the Bonds to the extent of amounts received by the Principal Paying Agent.

- b) All payments in respect of the Bonds are subject to all applicable taxes and deductions, including the deduction of the Swiss Federal Withholding Tax (*Verrechnungssteuer*) on interest payments, currently levied at a rate of 35 %.
- c) Claims against the Issuer in respect of Bonds will become time barred unless presented for payment within a period of presently ten years in the case of the principal and five years in the case of interest from the relevant due date, by virtue of the statute of limitations of Swiss law.

Condition 6 Status

The Bonds constitute direct, unconditional, unsecured and unsubordinated obligations of the Issuer and rank *pari passu* with all other present or future unsecured and unsubordinated obligations of the Issuer and without any preference among themselves, except for such preferences as are provided by any mandatory applicable provisions of law.

Condition 7 Events of Default

Zürcher Kantonalbank shall act as representative of the Bondholders (the **Holders' Representative**). If any of the following events (each event an **Event of Default**) shall occur, the Holders' Representative has the right but not the obligation, on behalf of the Bondholders to declare the Bonds immediately due and repayable at par plus accrued interest:

- a) there is a failure by the Issuer to pay principal or interest on any of the Bonds, if and when due and such failure continues for a period of ten (10) calendar days; or
- b) a failure is made in the performance or observance of any material covenant, condition or provision which is to be performed by the Issuer under the Terms of the Bonds and (except where the Holders' Representative certifies in writing that, in its opinion, such failure is not capable of remedy, when no such notice or continuation as is mentioned below shall be required) such failure continues for a period of twenty (20) calendar days following the service by the Holders' Representative on the Issuer of a notice requiring such failure to be remedied; or

- c) any other present or future indebtedness of the Issuer for or in respect of monies borrowed is not paid when due (otherwise than, where permitted under the terms of the relevant indenture or agreement, at the option of the relevant debtor) or, as the case may be, within any applicable grace period, or becomes due and payable prior to its stated maturity as a result of an event of default (howsoever described), or any security in respect of any such indebtedness becomes enforceable or any guarantee of, or indemnity in respect of such indebtedness given by the Issuer is not honored when due and called or, as the case may be, within any applicable grace period, provided that no such event shall be taken into account for the purposes of this para. (c) unless such indebtedness, either alone or when aggregated with other indebtedness shall at any time equal or exceed the amount of at least CHF 50,000,000 or its equivalent in any other currency or currencies (calculated on the basis of the middle spot rate for the relevant currency against CHF as quoted by any leading bank at the place of payment of such debt on the day on which this para. operates); or
- d) the Issuer is (or is deemed by law or a court to be) insolvent or bankrupt or unable to pay its debts, stops or suspends payment of all or a material part of its debts, proposes or makes a stay of execution, a postponement of payments (*Stillhaltevereinbarung*), a general assignment or an arrangement or composition with or for the benefit of the relevant creditors in respect of any such debts or a moratorium or postponement of payments (*Stillhaltevereinbarung*) is agreed or declared in respect of or affecting all or a substantial part of (or a particular type of) the debts of the Issuer or a liquidator is appointed with respect to the Issuer; or
- e) the Issuer alters its legal or commercial structure through bankruptcy, liquidation, disposal of a substantial part of its assets, change in the objects of the legal entity and/or commercial activities or merger (except a merger between the Issuer and a Subsidiary or a direct or indirect parent company of the Issuer), in so far as the relevant action, in the Holders' Representative's opinion, has or will have a material adverse effect on the capacity of the Issuer to meet its obligations under the Terms of the Bonds unless the Holders' Representative considers the situation of the Bondholders as adequately protected based on securities created or other steps taken by the Issuer; or
- f) a dissolution, winding-up, liquidation or merger involving the Issuer as result of which the Issuer is not the surviving legal entity, unless the successor legal entity assumes all the Issuer's liabilities of the Bonds.

Subsidiary of the Issuer in respect of these Terms of the Bonds means a company the financial statements of which are, in accordance with applicable law or generally accepted accounting principles, consolidated with those of the Issuer.

The Issuer undertakes to inform Holders' Representative without delay if any event mentioned under paragraphs b) through f) has occurred and to provide Holders' Representative with all necessary documents and information in connection therewith. The Issuer accepts responsibility for the information contained in those documents.

If an Event of Default occurs, the Holders' Representative has the right but not the obligation to serve a written notice of default (the **Default Notice**), such notice having the effect that the Bonds shall become immediately due and payable at par plus accrued interest, if any, on the day the Default Notice is given.

Upon the occurrence of an Event of Default, the Holders' Representative may invite the Bondholders in accordance with art. 1157 seq. Swiss Code of Obligations to a Bondholders' meeting for the taking of a resolution on the serving of a Default Notice, provided the Holders' Representative has not served such Default Notice itself. The legally valid resolution of the Bondholders' meeting to serve a Default Notice, shall replace the right reserved by the Holders' Representative according to these Terms of the Bonds to serve a Default Notice on behalf of the Bondholders. If the Bondholders' meeting votes against the serving of a Default Notice, the right to serve such Default Notice shall revert to the Holders' Representative whereby the Holders' Representative shall not be bound by the resolution of the Bondholders' meeting if and to the extent that new circumstances arise or become known which require a revised assessment of the facts.

Condition 8 Substitution

The Issuer may without the consent of the Bondholders, at any time substitute itself in respect of all rights and obligations arising under or in connection with the Bonds with any Swiss legal entity of which all shares carrying voting rights are directly or indirectly held by the Issuer or a direct or indirect parent company of the issuer (the **New Issuer**), provided that:

- a) in the opinion of the Holders' Representative, (i) the New Issuer is in a position to fulfil all payment obligations arising from or in connection with the Bonds and (ii) the interest of the Bondholders are adequately protected;
- b) the Issuer and the New Issuer have entered into such documents as are necessary to give effect to such substitution and provided copies of these documents to the Holders' Representative; and
- c) the Issuer has issued an irrevocable and unconditional guarantee as per art. 111 of the Swiss Code of Obligations in respect to the obligations of the New Issuer under the Bonds in form and content satisfactory to the Holders' Representative.

Any substitution shall be published in accordance with Condition 10.

In the event of such substitution, any reference to the Issuer shall be deemed to refer to the New Issuer.

Condition 9 Listing

The Issuer will use its reasonable efforts to have the Bonds listed on SIX Swiss Exchange and to maintain such listing during the whole term of the Bonds.

Condition 10 Notices

All notices regarding the Bonds shall be given through the Principal Paying Agent on behalf and at the expense of the Issuer (i) for so long as the Bonds are listed on SIX Swiss Exchange on the website of SIX Swiss Exchange (where notices are currently published under the address www.six-group.com/en/products-services/the-swiss-stock-exchange/market-data/news-tools/official-notices.html) or otherwise in accordance with the regulations of SIX Swiss Exchange, or (ii) in case the Bonds are no longer listed on SIX Swiss Exchange in a daily newspaper with general circulation in Switzerland (which is expected to be the *Neue Zürcher Zeitung*).

Condition 11 Governing Law and Jurisdiction

These Terms of the Bonds and the Bonds are governed by, and shall be construed in accordance with, the laws of Switzerland (i.e. without regard to principles of conflict of laws). Any dispute that might arise based on these Terms of the Bonds or the Bonds shall fall within the exclusive jurisdiction of the courts of the city of Zurich and, if permitted, the Commercial Court of the Canton of Zurich, the place of jurisdiction being Zurich 1.

Condition 12 Amendments

The Terms of the Bonds may be amended by agreement between the Issuer and Zürcher Kantonalbank on behalf of the Bondholders provided that such amendment is of a formal, minor or technical nature, is made to correct a manifest error and is not prejudicial to the interests of the Bondholders. Notice of any such amendment shall be published in accordance with Condition 10.

Information about the Issuer

Name, registered office

Bank Julius Baer & Co. Ltd. with registered office at Bahnhofstrasse 36, 8001 Zurich

Incorporation, duration

The Issuer was incorporated on 31 December 1974 for an unlimited duration.

System of law, legal form

Swiss law; company limited by shares (Aktiengesellschaft) according to the Swiss Code of Obligations (article 620 ff. CO).

Register

The issuer was registered in the Commercial Register of the Canton of Zurich on 31 December 1974. Its register number is CHE-105.940.833.

Group structure and principal activities

The Issuer is a fully wholly-owned subsidiary of Julius Baer Group Ltd., the holding company of the Julius Baer Group. The Issuer is the principal operating subsidiary of Julius Baer Group Ltd. and is licensed as a bank by the Swiss Financial Market Supervisory Authority (FINMA). Julius Baer Group Ltd.'s shares are listed on SIX Swiss Exchange under the symbol "BAER".

The Julius Baer Group is a leading Swiss wealth management and private banking group with global business, focusing primarily on the demands of sophisticated private clients, family offices and independent asset managers from around the world and mainly comprises banks and finance companies. With a heritage going back to 1890, today Julius Baer Group ranks among the largest publicly listed financial service providers in Switzerland.

Because the Issuer is a wholly-owned subsidiary of Julius Baer Group Ltd., the Issuer's financial statements are consolidated with Julius Baer Group Ltd.'s annual and interim financial statements. The consolidated annual and interim financial reports of Julius Baer Group are incorporated by reference into this Prospectus.

The Bonds will be obligations solely of the Issuer and will not be guaranteed by or otherwise the responsibility of Julius Baer Group Ltd., any other subsidiary of Julius Baer Group Ltd. or any other entity referred to in this Prospectus.

Own Equity Securities

As of the date of this Prospectus, the Issuer does not hold any of its own shares.

Board of Directors¹

As at the date hereof, the members of the Board of Directors of the Issuer were identical to those of Julius Baer Group Ltd.

¹ Changes to the Board of Directors have been proposed in the press release of Julius Baer Group Ltd. dated 11 March 2024 incorporated in this Prospectus by reference. The same changes would be made to the Board of Directors of the Issuer.

All members of the Board of Directors of the Issuer are non-executive members. As at the date hereof, the Board of Directors of the Issuer consists of the following members:

Name	Function
Romeo Lacher	Chairman
Gilbert Achermann ¹	Member
Richard M. Campbell-Breeden	Member
Jürg Hunziker	Member
David Nicol ¹	Member
Kathryn Shih	Member
Thomas Varela Muiña	Member
Eunice Zehnder-Lai	Member
Olga Zoutendijk	Member

¹ Will not stand for re-election at the 2024 AGM

The business address of the members of the Board of Directors is the registered office of the Issuer at Bahnhofstrasse 36, 8001 Zurich.

Executive Board

As at the date hereof, members of the Executive Board of the Issuer are identical to those of Julius Baer Group Ltd. as set out in the table below.

Name	Function
Nic Dreckmann	Chief Executive Officer (CEO) ad interim ²
Evangelia (Evie) Kostakis	Chief Financial Officer (CFO)
Oliver Bartholet	Chief Risk Officer (CRO)
Yves Bonzon	Investment & Wealth Management Solutions, Chief Investment Officer (CIO)
Nicolas de Skowronski	Investment & Wealth Management Solutions, Head Wealth Management Solutions
Sonia Gössi	Head Switzerland & Europe
Christoph Hiestand	Group General Counsel

² The Chief Operating Officer (COO) function for the ad interim period on CEO level will not be represented formally in the Executive Board and the new Head Intermediaries & Family Offices (Thomas Frauenlob) will join the Issuer and the Executive Board as of 1 April 2024.

Jimmy Lee Kong Eng	Head Asia Pacific
Rahul Malhotra	Head Emerging Markets
Sandra Niethen	Head Client Strategy & Experience
Carlos Recoder Miralles	Head Americas & Iberia
Guido Ruoss	Chief Human Resources Officer & Corporate Affairs
Luigi Vignola	Head Markets

The business address of the members of the Executive Board is the registered office of the Issuer at Bahnhofstrasse 36, 8001 Zurich.

Auditors

KPMG AG, with register office in Rffelstrasse 28, 8045 Zurich, Switzerland and registered with the commercial register of Canton of Zurich under CHE-106.084.881 (**KPMG**), was appointed for the first time in 2006 as Issuer's independent statutory auditor according to article 727 ff. of the Swiss Code of Obligations and has been re-elected annually since then. KPMG has audited the consolidated annual reports of the Issuer for the financial years ended 31 December 2022 and 31 December 2023. KPMG is a member of the Swiss Institute of Certified Accountants and Tax Consultants. KPMG's audit oversight body is the Federal Audit Oversight Authority (*Eidgenssische Revisionsaufsichtsbehrde*). KPMG's registration number with the Federal Audit Oversight Authority is 501403.

Principal Activities

The Issuer's core business is wealth management and investment advice for private clients, family offices and external asset managers from around the world. In cooperation with other companies of the Julius Baer Group, comprehensive services are offered i.e. in the areas of wealth and tax planning, foreign exchange, equity, precious metals and fund trading, custody and execution services and other, complementary business fields. The Issuer is also active in the Lombard credit business for portfolio management and trading clients and provides straight residential mortgages to its private clients, predominantly in Switzerland, but also in high-end market areas of other European countries. Within the Julius Baer Group, the Issuer operates as the central underwriter for traditional and innovative derivative investment products. The Issuer also engages in securities lending and borrowing.

Court, Arbitration and Administrative Proceedings

For information regarding legal proceedings, see Note 11 "Provisions" of the Annual Report 2023 of Julius Baer Group, incorporated herein by reference. Except as disclosed in this Prospectus, the Issuer is not involved in any court, arbitral or administrative proceedings (including any proceedings which are pending or threatened of which the Issuer is aware) that are of material importance to the Issuer's assets and liabilities or profits and losses.

Main business prospects of the Issuer

For information on the main business prospects of the Issuer, see the section "Our Strategy" on pages 32 to 35 of the Business Review 2023 of the Julius Baer Group, incorporated herein by reference.

Material changes since the most recent consolidated annual reports

There have been no material changes in the Issuer's assets and liabilities, financial position and profits and losses since 31 December 2023.

Responsibility Statement

Bank Julius Baer & Co. Ltd accepts responsibility for the accuracy and completeness of the information contained or incorporated by reference in this Prospectus and declares that the information contained or incorporated by reference herein is, to the best of its knowledge, correct and no material facts or circumstances have been omitted here from.

Julius Bär