

Voncert in USD on a Software Champions Basket

Termsheet (Final Terms)

SSPA Designation

Tracker-Zertifikat (1300)

Contact

+41 58 283 78 88

www.derinet.com

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

Product Description

As tracker certificates, VONCERTs provide the opportunity to participate in an underlying instrument's performance in a transparent way and with a single transaction. The potential yield is comparable to that of the underlying instrument.

Product Information

Issuer	Vontobel Financial Products Ltd., DIFC Dubai (no rating)
Keep-Well Agreement	With Bank Vontobel AG, Zurich (Moody's Counterparty Risk Assessment A2 (cr))
Guarantor	Vontobel Holding AG, Zurich (Moody's A3)
Lead Manager	Bank Vontobel AG, Zurich
Paying, exercise and calculation agent	Bank Vontobel AG, Zurich
SSPA product type	Tracker Certificate (1300), see also www.svsp-verband.ch
Underlying	Software Champions Basket
Number of underlyings per VONCERT	1 VONCERT represents 1 Software Champions Basket
Issue price	USD 101.00
Reference price	USD 99.00
Initial fixing	March 18, 2019, closing prices
Payment date	March 25, 2019
Last trading day	March 18, 2021 (17:00 local time Zurich)
Final fixing	March 19, 2021, closing prices
Redemption	March 26, 2021
Reference currency	USD; issue, trading and redemption will follow in the reference currency
ISIN / Swiss Security Number / Symbol	CH0464674479 / 46467447 / ZSOFTV
Redemption amount	The redemption amount corresponds to the sum of the closing prices of the shares included in the basket, as established at the respective stock exchange on the closing fixing date, multiplied by the number of shares per VONCERT and converted into the reference currency, if applicable. Conversions are carried out on closing fixing at the respective stock exchange and at the applicable exchange rates.

Basket composition (the underlying)	Share	Stock Exchange	ISIN	Currency	Weighting	Shares per VONCERT
	Adobe Inc.	Nasdaq	US00724F1012	USD	11.00%	0.042249
	Salesforce.Com Inc.	NYSE	US79466L3024	USD	11.00%	0.067243
	Cyberark Software Ltd/Israel	Nasdaq	IL0011334468	USD	7.00%	0.061704
	Tableau Software Inc.	NYSE	US87336U1051	USD	7.00%	0.052472
	Dassault Systemes SA	EN Paris	FR0000130650	EUR	9.00%	0.060467
	HubSpot Inc.	NYSE	US4435731009	USD	7.00%	0.041734
	Microsoft Corp.	Nasdaq	US5949181045	USD	11.00%	0.092626
	New Relic Inc.	NYSE	US64829B1008	USD	7.00%	0.066757
	Palo Alto Networks Inc.	NYSE	US6974351057	USD	7.00%	0.028754
	Synopsys Inc.	Nasdaq	US8716071076	USD	7.00%	0.063398
	Temenos AG	SIX SE	CH0012453913	CHF	7.00%	0.048394
	Vmware Inc.	NYSE	US9285634021	USD	9.00%	0.048776

Further Information

Issue size	200000 VONCERTs, the size may be increased
Treatment of dividends	Net dividends will be reinvested in the corresponding share. When determining the level of the individual net dividends, the Paying and Calculation Agent will consider the applicable taxes at source.
Basket composition adjustment	The conditions of the product can be adjusted during its lifetime. Details of these adjustments can be found in the issuance programme.
Early termination option	If, at the issuer's discretion, (1) a proper adjustment of the basket is not possible for whatever reason, or (2) a foreign authority imposes new taxes or duties (e.g. taxes at source) on basket components and/or on the VONCERT, the issuer shall be entitled, but not obliged, to terminate the VONCERT early. The termination shall take effect from the date on which the notice is published. In the event of a termination, the redemption amount shall be established on the relevant termination date.
Title	The structured products are issued in the form of non-certificated book-entry securities of the issuer. No certificates, no printing of bonds.
Depository	SIX SIS AG
Clearing / Settlement	SIX SIS AG, Euroclear Brussels
Applicable Law / Jurisdiction	Swiss law / Zurich 1, Switzerland
Publication of notifications and adjustments	All notifications to investors concerning the products and adjustments to the product terms (e.g. due to corporate actions) are published under the "Product history" of the respective product at www.derinet.com . In the case of products listed on the SIX Swiss Exchange announcements are also published at www.six-swiss-exchange.com in accordance with the valid provisions.
Secondary market trading	Throughout the entire term a secondary trading is conducted. Indicative daily prices of this product are available at www.derinet.com .
Listing	Will be applied for in the main segment at the SIX Swiss Exchange
Minimum investment	1 VONCERT
Minimum trading lot	1 VONCERT
Prudential supervision	Bank Vontobel AG is authorised as a bank and securities dealer in Switzerland and is subject to supervision by the Federal Financial Markets Regulator (FINMA), while Vontobel Holding AG and Vontobel Financial Products Ltd. as group member companies are subject to complementary, consolidated group supervision by the FINMA. Vontobel Financial Products Ltd. is registered in the register of the Dubai International Finance Centre as a non-regulated company. Neither Vontobel Financial Products Ltd. nor Vontobel Holding AG are financial intermediaries subject to prudential supervision within the meaning of art. 5 para.1 subpara. a ciph. 1.-4. of the CISA.

Costs and Charges

One-off costs	2.00% of the Issue Price (corresponds to the initial costs already included in the Issue Price)
Distribution charges	The One-off costs include Distribution charges of up to 0.50% p.a. Distribution charges may be paid as a discount on the Issue Price or as a one-time and/or periodic payment by the Issuer to one or more financial intermediaries.

Tax treatment in Switzerland

Swiss Income Tax	Dividends and other distributions that are reinvested in the basket constitute taxable investment income and are subject to income tax in Switzerland. Each year the calculation agent shall submit the annual financial statements required for tax purposes to the FTA.
Swiss Withholding Tax	No Swiss withholding tax
Issuance Stamp Tax	No Swiss stamp duty at issuance
Swiss turnover tax	Secondary market transactions are not subject to the Swiss turnover tax.
General Information	Transactions and payments relating to this product may be subject to further (foreign) transaction taxes, duties and/or withholding taxes, in particular a withholding tax pursuant to the Section 871(m) of the US Internal Revenue Code. All payments from this product will follow after deduction of any possible taxes and duties. If delivery of the underlying is stipulated, foreign taxes and duty have to be assumed by the investors. The taxation mentioned is a non-binding and non-exhaustive summary of the applicable treatment of

Swiss-domiciled private investors for tax purposes.

The investor's specific circumstances, however, are not taken into account. We point out that Swiss and/or foreign tax law or the authoritative practice of Swiss and/or foreign tax authorities can change at any time or specify further tax or charge liabilities (possibly even with retrospective effect). Potential investors should have the tax effects of the purchase, holding, sale or repayment of this product examined by their own tax adviser - especially with respect to the effects of taxation under another jurisdiction.

Prospects of Profit and Losses

VONCERTs are tracker certificates which allow participating in an underlying instrument's performance in a transparent way and with a single transaction. The potential yield of the VONCERTs is comparable to that of the underlying instrument. Any potential profit consists of the positive difference between the sales price achieved, i.e. the redemption price, and the purchase price. VONCERTs do not provide ongoing revenues. The value of the VONCERTs during their term is significantly influenced by the price development and the volatility of the underlying instrument and the respective remaining term.

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

Such a loss scenario can arise if the underlying instrument develops negatively due to value-determining factors, such as interest rate developments and changes to the rating or creditworthiness of basket components. Therefore, the price of the VONCERTs may fall significantly below the issue price/purchase price during the term and/or on maturity, which results in a corresponding loss.

Even if the performance of the underlying is positive, the price of the product during the term can be considerably below the issue price. Potential investors should bear in mind that price changes to the underlying, as well as other influencing factors, may have a negative effect on the value of structured products.

Assumptions and limitations in preparing the market scenarios

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

- Foreign currency risks
- Interest rate risks
- Volatility risks
- Issuer risk
- Fees and costs both stemming from the certificate and for the acquisition and holding of the certificate

Market scenarios

Maximum gain: Underlying performance

Maximum loss: 100%

Positive scenario:

Indicative performance of the certificate: 0% to underlying performance

Necessary market performance of underlying:

- Proportional participation in positive market performance

Break even:

Indicative performance of the certificate: 0%

Necessary market performance of underlying:

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

Negative scenario:

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

Necessary market performance of underlying:

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

Significant Risks for Investors

Currency risks

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

Market risks

The general market performance of securities is dependent in particular on the development of the capital markets which, for their part, are influenced by the general global economic situation as well as by the economic and political framework conditions in the respective countries (so-called market risk). Changes to market prices such as interest rates, commodity prices or corresponding volatilities may have a negative effect on the valuation of the underlying(s) or the structured product. There is also the risk of market disruptions (such as trading or stock market interruptions or discontinuation of

trading) or other unforeseeable occurrences concerning the respective underlyings and/or their stock exchanges or markets taking place during the term or upon maturity of the structured products. Such occurrences can have an effect on the time of redemption and/or on the value of the structured products.

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

Secondary market risks

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

Issuer risk

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

Risk of adjustments

Potential investors should be aware that it cannot be excluded that certain events or measures (by parties other than the Issuer) may occur with respect to the Underlying(s) that could lead to changes in the Underlying(s) or its concept (e.g. corporate actions of a company whose shares constitute an Underlying or Underlying component, market disruptions or other circumstances affecting normal activities). In the event of such events or measures occurring, the Issuer and/or the Calculation Agent are entitled to make adjustments in accordance with the Issuance Programme. Such adjustments may have a negative effect on the value of the product.

Selling Restrictions

U.S.A., U.S. Persons, UK, DIFC/Dubai

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

Further risk information and selling restrictions

Please also note the additional risk factors and selling restrictions set out in detail in the Issuance Program.

Legal Notices

Product documentation

Only the Termsheets published at www.derinet.com along with the associated notices and adjustments shall be legally valid.

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

Up until the initial fixing date, the product terms designated as such of the "Termsheet (Indication)" are indicative and may be adjusted. The issuer is under no obligation to issue the product. The "Termsheet (Final Terms)", which is usually issued on the date of the initial fixing, contains a summary of the most important final terms and information, and constitutes the "Final Terms" pursuant to art. 21 of the Additional Rules for the Listing of Derivates of SIX Swiss Exchange. Together with the current Issuance Program, registered with SIX Swiss Exchange (the „Issuance Program“), the Final Terms constitute the complete listing prospectus according to the Listing Rules. In the event of discrepancies between this Termsheet and the Issuance Program, the provisions of the Final Terms shall take precedence.

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

During the entire term of the Structured Product, all documents may be ordered free of charge from Bank Vontobel AG, Financial Products documentation, Bleicherweg 21, 8002 Zurich, Switzerland (telephone: +41 58 283 78 88) and may also be downloaded on the www.derinet.com website. Vontobel explicitly rejects any liability for publications on other Internet platforms.

Further information

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

Material changes since the most recent annual financial statements

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

Responsibility for the listing prospectus

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

Zurich, March 18, 2019

Bank Vontobel AG, Zurich

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

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

Banque Vontobel SA,
Rue du Rhône 31, CH-1204 Genève
Téléphone +41 58 283 26 26
Internet: <http://www.derinet.com>