



Città di Bellinzona

City of Bellinzona
1.05 percent Bonds 2024–2035 of CHF 125,000,000
(with reopening clause)

This prospectus (the **Prospectus**) relates to (i) the offering of 125,000,000 CHF in aggregate principal amount of 1.05 percent Bonds 2024 – 2035 (the **Bonds**), to be issued by the City of Bellinzona (the **Issuer**) on 10 October 2024, and (ii) the admission to trading and listing of the Bonds on the SIX Swiss Exchange. Capitalized terms used but not defined below have the meanings assigned to such terms in the “*Terms of the Bonds*” beginning on page 18 (the **Terms of the Bonds**) or elsewhere in this Prospectus. No rating will be obtained for the Bonds. Moody’s credit rating for the Issuer is Aa3, outlook stable. A rating is not a recommendation to buy, sell or hold securities and may be suspended, changed or withdrawn by the issuing rating agency at any time.

Issuer:	City of Bellinzona, represented by its Department of finance, economy and sport, Piazza Grande 1, 6512 Giubiasco, Switzerland. Legal Entity Identifier (LEI): 506700B5YXP86WVREI90.
Issue Date:	The Bonds will be issued on 10 October 2024 (the Issue Date), with settlement on the Issue Date being effected on a delivery versus payment basis.
Interest Rate and Interest Payment Dates:	1.05 percent per annum (calculated on a 30/360 basis), payable annually in arrears on 10 October of each year (the Interest Payment Date), commencing on 10 October 2025, subject to adjustments in accordance with the Terms of the Bonds.
Issue Price:	Subject to certain conditions, the Lead Manager has agreed to purchase the Bonds from the Issuer at the price of 100.466 percent (before commissions and expenses) of the aggregate principal amount of the Bonds.
Placement Price:	According to demand.
Maturity Date:	10 October 2035.
Final Redemption Amount:	100 percent of the aggregate principal amount of the Bonds.
Early Redemption:	The Bonds may be redeemed early in whole, but not in part only, at par, plus accrued interest, if any, if 85 percent or more of the aggregate principal amount of the Bonds have been redeemed or purchased and cancelled at the time of giving notice of such redemption, as further described in the Terms of the Bonds.
Reopening:	The Issuer reserves the right to reopen this issue of Bonds at any time through the issuance of further bonds that are fungible with the Bonds in accordance with the Terms of the Bonds.
Key Covenants:	<i>Pari passu</i> , negative pledge (with exceptions) and events of default (including cross-default) clauses, each as further described in the Terms of the Bonds.
Status:	The Bonds will constitute direct, unconditional, unsecured and unsubordinated obligations of the Issuer, as provided in the Terms of the Bonds.
Swiss Withholding Tax:	All payments of interest on the Bonds will be subject to Swiss withholding tax, which as of the date hereof is levied at a rate of 35 percent.
Form of the Bonds:	The Bonds will be issued as uncertificated securities (<i>Wertrechte</i>) in accordance with article 973c of the Swiss Code of Obligations, which will be registered in the main register (<i>Hauptregister</i>) of SIX SIS AG (SIX SIS). Neither the Issuer nor the Holders nor the Principal Paying Agent nor any third party will at any time have the right to effect or demand the conversion of the uncertificated securities into, or the delivery of, a global certificate (<i>Globalurkunde</i>) or individually certificated securities (<i>Wertpapiere</i>).
Clearing and Settlement:	SIX SIS, with further clearing and settlement through Euroclear Bank SA/NV and Clearstream Banking, S.A.
Denomination:	CHF 5,000 and integral multiples of CHF 5,000 in excess thereof.
Admission to Trading and Listing:	It is expected that the Bonds will be provisionally admitted to trading on the SIX Swiss Exchange as of 8 October 2024. Application will be made for definitive admission to trading and listing of the Bonds on the SIX Swiss Exchange as soon as practicable thereafter and (if granted) will only be granted after the Issue Date. The last trading day for the Bonds on the SIX Swiss Exchange is expected to be 8 October 2035.
Selling Restrictions:	United States, U.S. Persons, EEA, UK and Republic of Italy. For restrictions on the offering, sale and delivery of the Bonds, see “ <i>Subscription and Sale – Selling Restrictions</i> ” beginning on page 11 of this Prospectus.
Governing Law and Place of Jurisdiction:	The Bonds will be governed by, and construed in accordance with, the substantive laws of Switzerland. Exclusive place of jurisdiction will be the courts of the City of Zurich, Switzerland.

Swiss Security Number: 122463019

ISIN: CH1224630199

Common Code: N/A

Bank Vontobel AG
Lead Manager

Prospectus dated 19 September 2024

The Issuer is relying on an exemption pursuant to article 51(2) of the Swiss Financial Services Act of 15 June 2018, as amended (**FinSA**). This Prospectus, as of its date, has not been reviewed or approved by a competent Swiss review body pursuant to article 52 of the FinSA. 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 approval by any competent Swiss review body pursuant to article 52 of the FinSA.

This Prospectus has been approved by SIX Exchange Regulation AG in its capacity as Swiss review body pursuant to article 52 of the Swiss Financial Services Act of 15 June 2018, as amended, on _____.



Important Information

The Issuer is relying on an exemption pursuant to article 51(2) of the Swiss Financial Services Act of 15 June 2018, as amended (the "FinSA"). Accordingly, in accordance with article 40(5) of the FinSA, prospective investors in the Bonds are hereby notified that this Prospectus, as of its date, has not been reviewed or approved by a competent Swiss review body pursuant to article 52 of the FinSA. This Prospectus will be submitted to SIX Exchange Regulation AG in its capacity as Swiss review body pursuant to article 52 of the FinSA (the "Swiss Review Body") for review only after completion of the offering of the Bonds.

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 of the date of any 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 to the date indicated in the document containing the same.

As a public-law corporation, the Issuer does not prepare and publish interim financial statements and cannot meet the prospectus requirement within the meaning of Art. 50(1) of the Swiss Financial Services Ordinance of 8 November 2019, as amended ("FinSO") in conjunction with Annex 2 section 2.6.5 of the FinSO. On 20 July 2021, SIX Exchange Regulation AG, in its function as Swiss reviewing body pursuant to Art. 52 of the FinSA, published a practice communication stating that public-law corporations with seat in Switzerland are exempt from publishing interim financial statements.

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. See "*About this Prospectus – Documents Incorporated by Reference*" on page 7 of this Prospectus.

An investment in the Bonds will involve certain risks, including the risk that Holders will lose their entire investment in the Bonds. For a discussion of certain risks that potential investors should carefully consider before deciding to invest in any Bonds, see "*Material Risks relating to the Issuer and the Bonds*" beginning on page 15 of this Prospectus.

No person is or has been authorized by the Issuer or the Lead Manager 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 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 Lead Manager.

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 Lead Manager that any recipient of this Prospectus or any other information supplied in connection with 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 Lead Manager to any person to subscribe for or to purchase any Bonds.

The Lead Manager

The Lead Manager has 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 Lead Manager as to the accuracy or completeness of the information contained or incorporated by reference herein or any other information provided by the Issuer in connection with the Bonds.

To the fullest extent permitted by law, the Lead Manager accepts no responsibility whatsoever for the contents of this Prospectus or for any other statement, made or purported to be made by the Lead Manager or on its behalf in connection with the Issuer or the issuance, offering and admission to trading or listing of the Bonds. The Lead Manager accordingly disclaims all and any liability whether arising in tort or contract or otherwise (save as referred to above) that they might otherwise have in respect of this Prospectus or any such statement.

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

Furthermore, in the ordinary course of their business activities, the Lead Manager and its affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (which may include bank loans and/or credit default swaps) for their own account and for the accounts of their customers and may, at any time, hold long or short positions in such investments and securities. Such investment and securities activities may involve the securities and/or instruments of the Issuer. The Lead Manager and its affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold (for their own account or for the account of their customers), or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

Notice to Investors

This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any Bonds in any jurisdiction to any person to whom it is unlawful to make an offer or solicitation in such jurisdiction. The distribution of this Prospectus and the offer or sale of the Bonds may be restricted by law in certain jurisdictions. Neither the Issuer nor the Lead Manager represent that this Prospectus may be lawfully distributed, or that any Bonds may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or

pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer or the Lead Manager that is intended to permit a public offering of any Bonds or distribution of this Prospectus in any jurisdiction where action for that purpose is required other than Switzerland. Accordingly, no Bonds may be offered or sold, directly or indirectly, and neither this Prospectus nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Prospectus or any Bonds may come must inform themselves about, and observe, any such restrictions on the distribution of this Prospectus and the offering and sale of Bonds. In particular, there are restrictions on the offer, sale and delivery of the Bonds and the distribution of this Prospectus in the United States of America (the **United States** or the **U.S.**), the European Economic Area (the **EEA**), the United Kingdom (the **UK**) and the Republic of Italy. See "*Subscription and Sale – Selling Restrictions*" beginning on page 11 of this Prospectus.

United States

The Bonds have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the **Securities Act**) and are subject to U.S. tax law requirements. Subject to certain exceptions, the Bonds may not be offered, sold or delivered within the United States or to or for the account or benefit of U.S. persons (as such terms are defined in Regulation S under the Securities Act (Regulation S)).

Notice to Potential Investors in the EEA

This Prospectus is an advertisement and not a prospectus for the purposes of Regulation (EU) 2017/1129, as amended (the **Prospectus Regulation**).

Notice to Potential Investors in the UK

This Prospectus is an advertisement and not a prospectus for the purposes of the Prospectus Regulation as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

Notice to Potential Investors in the Republic of Italy

The offering of the Bonds has not been registered pursuant to Italian securities and banking legislation and, accordingly, the Bonds may not be offered, sold or delivered, nor may copies of this Prospectus or of any other document relating to the Bonds be distributed, directly or indirectly, in the Republic of Italy.

Switzerland – No Basic Information Document

In accordance with article 59(1) of the FinSA and article 86(3) of the FinSO, no basic information document is required for, and no basic information document has been or will be prepared for, the offering of the Bonds.

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Prospectus Summary

This summary should be read as an introduction to this prospectus relating to the Bonds (the "Prospectus") and constitutes a summary within the meaning of Art. 40(3) and 43 of the Swiss Financial Services Act of 15 June 2018, as amended (the "FinSA"). Any decision to invest in the Bonds should be based on a consideration of this Prospectus as a whole and not only this summary, including any documents incorporated by reference into this Prospectus. This summary is therefore subject to, and to be read in conjunction with, the remaining information in this Prospectus. Potential investors in the 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.

A. Information on the Issuer

Issuer:	City of Bellinzona, represented by its Department of finance, economy and sport, Piazza Grande 1, 6512 Giubiasco, Switzerland (the Issuer). The Issuer has its registered office at Piazza Nosetto 5, 6500 Bellinzona, Switzerland.
Legal Form:	The Issuer constitutes a political municipality of the Canton of Ticino, Switzerland. For more information on the Issuer, see " <i>Information about the Issuer</i> " beginning on page 22 of this Prospectus.
Legal Entity Identifier (LEI):	506700B5YXP86VWREI90.
Auditor:	The Issuer has planned to change auditor for the financial year 2024 onwards, but no decision or appointment has been made as of the date of this Prospectus. The auditor of the Issuer for the financial years 2018-2023 is Capifid SA, via Bossi 50, 6830 Chiasso, Switzerland. Capifid SA is supervised by and registered with the Swiss Federal Audit Oversight Authority (FAOA), and its register number is currently 500566.
Exception regarding Interim Financial Statements:	As a public-law corporation, the Issuer does not prepare and publish interim financial statements and cannot meet the prospectus requirement within the meaning of Art. 50(1) of the Swiss Financial Services Ordinance of 8 November 2019, as amended (FinSO) in conjunction with Annex 2 section 2.6.5 of the FinSO. On 20 July 2021, SIX Exchange Regulation AG, in its function as Swiss reviewing body pursuant to Art. 52 of the FinSA, published a practice communication stating that public-law corporations with seat in Switzerland are exempt from publishing interim financial statements.

B. Information on the Terms of the Bonds

Bonds:	CHF 125,000,000 1.05 percent bonds due 2035 (the Bonds).
Issue Date:	10 October 2024 (the Issue Date).
Maturity Date:	10 October 2035 (the Maturity Date).
Final Redemption Amount:	100 percent of the aggregate principal amount of the Bonds.
Interest Rate and Interest Payment Dates:	The Bonds bear interest at a fixed rate of 1.05 percent per annum from (but excluding) the Issue Date to (and including) the Maturity Date, payable annually in arrear on 10 October of each year (the Interest Payment Date), commencing on 10 October 2025, subject to adjustments in accordance with the terms and conditions of the Bonds (the Terms of the Bonds).
Denomination:	CHF 5,000 and integral multiples of CHF 5,000 in excess thereof.
Status:	The Bonds constitute direct, unconditional, unsecured and unsubordinated obligations of the Issuer, rank <i>pari passu</i> among themselves and with all other present or future unsecured and unsubordinated obligations of the Issuer, except for such preferences as are provided for by any mandatorily applicable provision of law.
Form of the Bonds:	The Bonds will be issued as uncertificated securities (<i>Wertrechte</i>) in accordance with article 973c of the Swiss Code of Obligations, which will be registered in the main register (<i>Hauptregister</i>) of SIX SIS AG (SIX SIS). Neither the Issuer nor the holders of the Bonds (the Holders) nor the Principal Paying Agent nor any third party will at any time have the right to effect or demand the conversion of the uncertificated securities into, or the delivery of, a global certificate (<i>Globalurkunde</i>) or individually certificated securities (<i>Wertpapiere</i>).
Reopening:	The Issuer reserves the right to reopen this issue of Bonds at any time through the issuance of further bonds that are fungible with the Bonds in accordance with the Terms of the Bonds.
Early Redemption:	The Bonds may be redeemed early in whole, but not in part only, at par, plus accrued interest, if any, if 85 percent or more of the aggregate principal amount of the Bonds have been redeemed or purchased and cancelled at the time of giving notice of such redemption, as further described in the Terms of the Bonds.
Key Covenants:	<i>Pari passu</i> , negative pledge (with exceptions) and events of default (including cross-default) clauses, each as further described in the Terms of the Bonds.
Swiss Withholding Tax:	All payments of interest on the Bonds will be subject to Swiss withholding tax, which as of the date hereof is levied at a rate of 35 percent. For further information on taxation, see " <i>Taxation</i> " beginning on page 13 of this Prospectus.

Principal Paying Agent: Bank Vontobel AG, with registered office at Gotthardstrasse 43, 8002 Zurich, Switzerland (in such functions, the **Principal Paying Agent**).

Governing Law and Jurisdiction: The Bonds will be governed by, and construed in accordance with, the substantive laws of Switzerland. Any dispute that might arise based on the Bonds will fall within the exclusive jurisdiction of the courts of the City of Zurich, Switzerland.

C. Information on the Offering

Offering: The offering described herein consists of a public offering of Bonds in Switzerland, and of private placements of Bonds to prospective investors outside of Switzerland and the United States of America (the **United States** or the **U.S.**) in reliance on Regulation S under the U.S. Securities Act of 1933, as amended, in each case in compliance with applicable laws and regulations. See also "*Subscription and Sale – Selling Restrictions*" beginning on page 11 of this Prospectus.

Issue Price: 100.466 percent (before commissions and expenses) of the aggregate principal amount of the Bonds.

Placement Price: According to demand.

Delivery: Delivery *versus* payment (DVP).

Clearing and Settlement: SIX SIS Ltd. Further clearing and settlement through both Euroclear Bank SA/NV and Clearstream Banking, S.A.

Ratings: No rating will be obtained for the Bonds. Moody's Investor Service Ltd.'s (**Moody**) credit rating for the Issuer is Aa3, outlook stable. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, modification or withdrawal at any time by the assigning rating agency.

Material Risks: An investment in Bonds involves certain risks. For a discussion of certain risks that potential investors should carefully consider before deciding to invest in any Bonds, see "*Material Risks relating to the Issuer and the Bonds*" beginning on page 15 of this Prospectus.

Net Proceeds / Use of Proceeds: The net proceeds of the offering of the Bonds, amounting to CHF 125,172,500, will be used by the Issuer for general funding purposes.

Security Numbers: Swiss Security Number: 122463019.
ISIN (International Securities Identification Number): CH1224630199.
Common Code: N/A.

Selling Restrictions: The Bonds are subject to restrictions on their offering, sale and delivery both generally and specifically in the United States and to U.S. persons, the European Economic Area, the United Kingdom and the Republic of Italy, in each case as described under "*Subscription and Sale – Selling Restrictions*" beginning on page 11 of this Prospectus.

Basic Information Document (*Basisinformationsblatt*): In accordance with article 59(1) of the FinSA and article 86(3) of the FinSO, no basic information document is required for, and no basic information document has been or will be prepared for, the offering of the Bonds.

The Lead Manager: Bank Vontobel AG, with registered office at Gotthardstrasse 43, 8002 Zurich, Switzerland.

D. Information on the Admission to Trading and Listing

Swiss Trading Venue: SIX Swiss Exchange.

Admission to Trading and Listing: It is expected that the Bonds will be provisionally admitted to trading on the SIX Swiss Exchange as of 8 October 2024. Application will be made for definitive admission to trading and listing of the Bonds on the SIX Swiss Exchange as soon as practicable thereafter and (if granted) will only be granted after the Issue Date. The last trading day for the Bonds on the SIX Swiss Exchange is expected to be 8 October 2035.

E. Information on Prospectus Approval

Swiss Review Body: SIX Exchange Regulation AG, Hardturmstrasse 201, 8005 Zurich, Switzerland (the **Swiss Review Body**).

Prospectus Date and Approval: This Prospectus is dated 19 September 2024 and has been approved by the Swiss Review Body on the date appearing on the cover page of this Prospectus.

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 of the date of any approval by the Swiss Review Body.

About this Prospectus

Documents Incorporated by Reference

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

Document	Place of publication
Budget 2024 (<i>Preventivo 2024</i>) of the Issuer, which consists of the Municipal Communication no. 746 (<i>Messaggio municipale no. 746</i>) and the Detailed Financial Statements (<i>Dettaglio dei conti</i>)	https://www.bellinzona.ch/index.php?node=1100&lng=1&rif=65ec801584 available under Municipality Financial Statements (<i>Conti comunali</i>) – 2024
Annual Report 2023 (<i>Consuntivo 2023</i>), which consists of the Municipal Communication no. 806 (<i>Messaggio municipale no. 806</i>) and the Detailed Financial Statements (<i>Dettaglio dei conti</i>)	https://www.bellinzona.ch/index.php?node=1100&lng=1&rif=65ec801584 available under Municipality Financial Statements (<i>Conti comunali</i>) – 2023 – Final Statements (<i>Consuntivo</i>)
Annual Report 2022 (<i>Consuntivo 2022</i>), which consists of the Municipal Communication no. 689 (<i>Messaggio municipale no. 689</i>) and the Detailed Financial Statements (<i>Dettaglio dei conti</i>)	https://www.bellinzona.ch/index.php?node=1100&lng=1&rif=65ec801584 available under Municipality Financial Statements (<i>Conti comunali</i>) – 2022 – Final Statements (<i>Consuntivo</i>)
Municipal Act (<i>Legge organica comunale</i>) of the Canton of Ticino of 10 March 1987 (RL 181.100)	https://www3.ti.ch/CAN/RLeggi/public/index.php/raccolta-leggi/legge/num/65
Regulation of Application of the Municipal Act (<i>Regolamento di applicazione della Legge organica comunale</i>) of the Canton of Ticino of 30 June 1987 (RL 181.110)	https://www3.ti.ch/CAN/RLeggi/public/index.php/raccolta-leggi/legge/num/67
Regulation on the Finance Management and Accounting of Municipalities (<i>Regolamento sulla gestione finanziaria e sulla contabilità dei comuni</i>) of the Canton of Ticino of 22 May 2019 (RL 184.150)	https://www3.ti.ch/CAN/RLeggi/public/index.php/raccolta-leggi/legge/num/671
Municipal Regulation of the City of Bellinzona (<i>Regolamento comunale della Città di Bellinzona</i>) of 16/17 April 2018	https://www.bellinzona.ch/index.php?node=1116&lng=1&rif=d618b87c5d available under Regulations (<i>Regolamenti</i>) – Municipal Regulation (<i>Regolamento comunale</i>)

Any information included or referred to in the documents listed above that is not specifically identified above and any other information or document on the website of the Issuer are not incorporated by reference herein and, therefore, do not form part of this Prospectus.

Any statement in a document incorporated by reference into this Prospectus will be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained herein or in any subsequent document incorporated by reference herein modifies or supersedes that statement.

Documents Annexed to this Prospectus

Document	Annex
Audit report for the financial statements 2023 (<i>Rapporto di revisione dell'Organo di controllo esterno – Conto Consuntivo 2023</i>)	No. 1
Audit report for the financial statements 2022 (<i>Rapporto di revisione dell'Organo di controllo esterno – Conto Consuntivo 2022</i>)	No. 2

Availability of Documents

Copies of this Prospectus (including the documents incorporated by reference herein) can also be obtained in electronic or printed form, free of charge, during normal business hours from (i) the Issuer, through its Department of finance, economy and sport, at Piazza Grande 1, 6512 Giubiasco, Switzerland, or by phone +41 58 203 14 00 or e-mail finanze@bellinzona.ch or (ii) Bank Vontobel AG, at Gotthardstrasse 43, 8002 Zurich, Switzerland or by phone +41 58 283 77 44 or e-mail cosmofunding@vontobel.com.

Prospectus

This Prospectus is available in English only and contains information about the Issuer and the Bonds only.

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) of the 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 Lead Manager assume any liability in respect to or in connection with such prospects or other forward-looking statements contained or incorporated by reference herein and no representation or warranty is given as to the achievement or reasonableness of these future projections, forecasts, management targets, estimates, prospects or returns, if any. None of the contents of this Prospectus and the documents incorporated by reference herein shall be deemed as representations or warranties for the future.

These forward-looking statements speak only as of the date on which the statements were made and except as required by the FinSA, neither the Issuer nor the Lead Manager undertake an obligation to update any prospects or forward-looking statements made in this Prospectus or in the documents incorporated by reference herein, even if new information, future events or other circumstances have made them incorrect or misleading.

General Information

Listing / Representative

In accordance with article 58a of the Listing Rules of the SIX Swiss Exchange, the Issuer has appointed Bank Vontobel AG, with registered office at Gotthardstrasse 43, 8002 Zurich, Switzerland, as its recognized representative to file the application with SIX Exchange Regulation AG in its capacity as competent authority for the admission to trading (including the provisional admission to trading) and listing of the Bonds on the SIX Swiss Exchange. It is expected that the Bonds will be provisionally admitted to trading on the SIX Swiss Exchange as of 8 October 2024. Application will be made for definitive admission to trading and listing of the Bonds on the SIX Swiss Exchange as soon as practicable thereafter and (if granted) will only be granted after the Issue Date. The last trading day for the Bonds on the SIX Swiss Exchange is expected to be 8 October 2035.

Authorization

Pursuant to a resolution of the City Council (*Municipio*) of the Issuer dated 15 May 2024 and the bond purchase and paying agency agreement dated as of 19 September 2024 (the **Bond Purchase and Paying Agency Agreement**) between the Issuer, on the first part, and Bank Vontobel AG as lead manager (the **Lead Manager**) and principal paying agent on the second part, the Issuer has authorized the issuance of the Bonds.

Subscription and Sale

The offering described herein consists of a public offering of the Bonds in Switzerland, and of private placements of the Bonds to prospective investors outside of Switzerland and the United States in reliance on Regulation S under the Securities Act, in each case in compliance with applicable laws and regulations.

The Lead Manager agrees to purchase the Bonds and undertakes to offer the Bonds for subscription to prospective investors in accordance with the Terms of the Bonds. The Lead Manager reserves the right to keep any of the Bonds purchased for its own account.

Clearing System(s) and Security Numbers

The Bonds will be cleared through SIX SIS, with further clearing and settlement through Euroclear and Clearstream, Luxembourg. The Swiss Security Number, International Securities Identification Number (ISIN) and Common Code for the Bonds are 122463019, CH1224630199 and N/A, respectively. The address of SIX SIS is SIX SIS Ltd, Baslerstrasse 100, 4600 Olten, Switzerland. The address of Euroclear is Euroclear Bank SA/NV, 1 Boulevard du Roi Albert II, 1210 Brussel and the address of Clearstream, Luxembourg, is Clearstream Banking S.A., 42 Avenue JF Kennedy, 1855 Luxembourg, Grand Duchy of Luxembourg.

Court, Arbitration and Administrative Proceedings

Except as otherwise disclosed in this Prospectus (including in the documents incorporated by reference herein), there are no court, arbitration and administrative proceedings pending against or affecting the Issuer, nor is the Issuer aware of any threatened proceedings, which, in each case, are or might be of material importance to the issuer's assets and liabilities or profits and losses or would materially affect its ability to carry out its obligations under the Bonds.

No Material Changes

Except as otherwise disclosed in this Prospectus (including in the documents incorporated by reference herein), since 31 December 2023 there has been no material changes in the Issuer's assets and liabilities, financial position and profits and losses.

Net Proceeds and Use of Proceeds

The net proceeds from the issuance of the Bonds, amounting to CHF 125,172,500 (the **Net Proceeds**), will be used by the Issuer for its general funding purposes. The Lead Manager shall have no responsibility for, or be obliged to concern itself with, the use of the Net Proceeds of the Bonds.

Auditor / Auditor Supervision

The Issuer has planned to change auditor for the financial year 2024 onwards, but no decision or appointment has been made as of the date of this Prospectus.

The auditor of the Issuer for the financial years 2018-2023 is Capifid SA, via Bossi 50, 6830 Chiasso, Switzerland. Capifid SA is supervised by and registered with the Swiss Federal Audit Oversight Authority (FAOA), and its register number is currently 500566.

Notices

Notices concerning the Issuer will be published on <https://www.bellinzona.ch> and partly in the *Foglio Ufficiale del Canton Ticino* (<https://foglioufficiale.ti.ch>).

Responsibility Statement

The City of Bellinzona, with registered office at Piazza Nosetto 5, 6500 Bellinzona, Switzerland, as issuer, accepts responsibility for the content of this Prospectus and declares herewith that all information contained herein is, to the best of its knowledge, correct and no material facts or circumstances have been omitted.

Subscription and Sale

The offering described herein consists of a public offering of the Bonds in Switzerland, and of private placements of the Bonds to prospective investors outside of Switzerland and the United States in reliance on Regulation S under the Securities Act, in each case in compliance with applicable laws and regulations.

The Lead Manager has, pursuant to the Bond Purchase and Paying Agency Agreement, agreed with the Issuer, subject to certain conditions, to subscribe for the Bonds as set forth and agreed therein. The Issuer has agreed to pay certain commissions to the Lead Manager and to reimburse the Lead Manager for certain of their expenses in connection with the issue of the Bonds. The Bond Purchase and Paying Agency Agreement entitles the Lead Manager to terminate it in certain circumstances prior to the payment of the purchase price for the Bonds being made to the Issuer.

Selling Restrictions

The following sales restrictions apply to the Bonds:

General

The Lead Manager has acknowledged and agreed that, except in Switzerland, no action has been or will be taken by the Issuer that would permit a public offering of the Bonds or distribution of this Prospectus or other offering material relating to the Bonds in any country or jurisdiction where action for that purpose is required.

The offering and sale of the Bonds and the distribution of this Prospectus may be restricted in certain jurisdictions.

This Prospectus does not constitute and may not be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation and no action is being taken in any jurisdiction that would permit a public offering of the Bonds or the distribution of this Prospectus in any jurisdiction where action for that purpose is required. The Lead Manager has represented and warranted that it has complied with and will comply with all restrictions applicable in such jurisdictions in connection with the offering of the Bonds and the distribution of this Prospectus or any other offering material relating to the Bonds.

United States of America and US Persons

The Lead Manager has represented, warranted and agreed that:

- a) it understands that the Bonds to be issued have not been and will not be registered under the Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act;
- b) it has not offered or sold, and will not offer or sell, the Bonds within the United States or to U.S. persons except in accordance with Rule 903 of Regulation S (notwithstanding any provisions to the contrary contained herein). Accordingly, neither it, its affiliates (as defined in Rule 501(b) of Regulation D) nor any persons acting on its behalf have engaged or will engage in any "directed selling efforts" (as defined in Regulation S) with respect to the Bonds within the United States or to, or for the account or benefit of, U.S. persons;
- c) neither the Lead Manager nor any of its affiliates (as defined in Rule 501(b) of Regulation D), nor any person acting on its behalf has engaged or will engage in any form of general solicitation or general advertising (within the meaning of Regulation D) in connection with any offer and sale of the Bonds in the United States;
- d) it has not entered and will not enter into any contractual arrangement with any distributor (as that term is defined in Regulation S) with respect to the distribution or delivery of the Bonds, except with its affiliates or with the prior written consent of the Issuer.

European Economic Area and United Kingdom

The Lead Manager has represented, warranted and agreed that in relation to each Member State of the European Economic Area (each, a **Member State**) and the United Kingdom, it has not made and will not make an offer of Bonds which are the subject of the offering contemplated by this Prospectus to the public in that Member State or the United Kingdom except that it may make an offer to the public in that Member State or the United Kingdom:

- a) to any legal entity which is a qualified investor as defined in the Prospectus Regulation; or
- b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation, subject to obtaining the prior written consent of the Lead Manager); or
- c) in any circumstances falling within Article 1(4) of the Prospectus Regulation or in the United Kingdom within section 86 of the FSMA,

provided that no such offer of Bonds shall require the Issuer or the Lead Manager to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or section 85 of the FSMA.

For the purposes of this provision, the expression an "offer of Bonds to the public" in relation to any Bonds in any Member State or the United Kingdom 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. The expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129, in case of the UK as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 and "**FSMA**" means the Financial Services and Markets Act 2000.

United Kingdom

The Lead Manager has represented and agreed that:

- a) **Financial Promotion:** it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any Bonds in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and
- b) **General compliance:** it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Bonds in, from or otherwise involving the United Kingdom.

Republic of Italy

The Lead Manager has represented and agreed that the offering of the Bonds has not been registered pursuant to Italian securities and banking 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, directly or indirectly, in the Republic of Italy.

Taxation

The following discussion is a summary of certain material Swiss tax considerations relating to the Bonds where the Holder is tax resident in Switzerland or has a tax presence in Switzerland. The discussion bases on legislation as of the date of this Prospectus. It does not aim to be a comprehensive description of all the Swiss tax considerations that may be relevant for a decision to invest in the Bonds. The tax treatment for each investor depends on its particular situation. All investors are advised to consult with their professional tax advisors as to the respective Swiss tax consequences of the purchase, ownership, disposition, lapse, exercise or redemption of the Bonds (or options embedded therein) in light of their particular circumstances.

Swiss Withholding Tax

According to the present Swiss law and practice of the Swiss Federal Tax Administration, payments of interest on the Bonds and payments on the Bonds which qualify as interest for Swiss withholding tax purposes (such as a potential issue discount or repayment premium), are subject to Swiss withholding tax (*Verrechnungssteuer*) at a rate of currently 35 percent.

A Holder who is (i) an individual resident in Switzerland and who holds Bonds as private asset and who duly reports the gross amount of the taxable payment in his or her income tax return, (ii) a Swiss resident legal entity or (iii) a Swiss resident individual holding Bonds as business assets or (iv) a foreign resident legal entity or individual who holds Bonds through a permanent establishment in Switzerland to which such Bonds are attributable and in each case who includes such payment as earnings in its income statement, and who in each case is the beneficial owner of such Bonds and the taxable payment, is entitled to a full refund of the Swiss withholding tax, provided certain other conditions are met.

A holder of a Bond who is resident outside Switzerland and who during the taxation year has not engaged in a trade or business carried on through a permanent establishment in Switzerland to which such Bond is attributable may be able to claim a full or partial refund of the Swiss withholding tax by virtue of the provisions of a double taxation treaty, if any, between Switzerland and his or her country of residence.

Swiss Transfer Stamp Tax

There is no transfer stamp tax liability in Switzerland in connection with the issue and redemption of the Bonds.

Secondary market dealings in Bonds are in principle subject to the Swiss federal securities turnover tax at a rate of up to 0.15 percent of the purchase price of the Bonds, however, only if a securities dealer in Switzerland or Liechtenstein, as defined in the Swiss Federal Stamp Duty Act (*Bundesgesetz über die Stempelabgaben*), is a party or acts as an intermediary to the transaction and no exemption applies.

Income Tax

Instruments Held by Non-Swiss Holders

Under current Swiss law, a holder of a Bond who is a non-resident of Switzerland and who, during the taxable year, has not engaged in trade or business through a permanent establishment or fixed place of business in Switzerland to which the Bonds are attributable and who is not subject to taxation by Switzerland for any other reason will not be subject to Swiss Federal, Cantonal or Municipal income or other tax on gains on the sale of, or payment received under, any Bond.

Instruments Held as Private Assets by Swiss Holders

The tax treatment of a one-time interest payment such as an original issue discount or a repayment premium as well as capital gains differs depending on whether the Bonds qualify as bonds with or without predominant one-time interest payments. Depending on the market conditions and the resulting pricing at the day of the offering, the Bonds might qualify as bonds with or without predominant one-time interest payments.

Holders of Bonds without a predominant one-time interest payment (the yield-to-maturity predominantly derives from periodic interest payments and not from a one-time-interest-payment) who are individuals receive payments of interest on Bonds (either in the form of periodic interest payments or as a one-time-interest-payment such as an issue discount or a repayment premium) are required to include such payments in their personal income tax return and will be taxable on any net taxable income (including the payments of interest on the Bonds) for the relevant tax period. A gain (including a gain in respect of interest accrued or change in market interest rate) on the sale of such a Bond is a tax-free private capital gain. Conversely, a loss realized on the sale of a Bond is a non-tax-deductible private capital loss.

Holders of Bonds with a predominant one-time interest payment (i.e., where the yield-to-maturity predominantly derives from a one-time interest payment such as an original issue discount or a repayment premium and not from periodic interest payments) are required to include in their personal income tax return for the relevant tax period any periodic interest payments received on a Bond and, in addition, any amount equal to the difference between the value of a Bond at redemption or sale, as applicable, and the value of a Bond at issuance or secondary market purchase, as applicable, realized on the sale or redemption of such Bond, and will be taxable on any net taxable income (including such amounts) for the relevant tax period. Losses realized on the sale or redemption of a Bond with a predominant one-time interest payment may be offset against gains (including periodic interest payments) realized within the same tax period on the sale or redemption of other debt securities with a predominant one-time interest payment.

Individuals who hold Bonds as part of a business in Switzerland and Swiss resident corporates and corporate taxpayers resident abroad holding Bonds as part of a permanent establishment in Switzerland, are required to recognize the payments of interest and any gain realized on the sale or tender of such Bonds (including a gain relating to interest accrued) and any loss on such Bonds in their income statement for the respective tax period and will be taxable on any net taxable earnings for such period.

Instruments Held as Swiss Business Assets

Swiss-resident, individual taxpayers who hold Bonds as part of Swiss business assets and Swiss resident corporate taxpayers and individual or corporate taxpayers resident abroad holding Bonds as part of a Swiss permanent establishment or a fixed place of business in Switzerland are required to recognize payment of the interests on the Bonds and capital gains on sale of a Bond in their income statement for the respective tax period and are taxable on any net taxable earnings for such period. The same taxation treatment also applies to Swiss resident individuals who, for income tax purposes, are classified as professional securities dealers for reasons of, *inter alia*, frequent dealings and leveraged investments in securities.

Swiss Facilitation of the Implementation of the U.S. Foreign Account Tax Compliance Act (FATCA)

Switzerland has concluded an intergovernmental agreement with the U.S. to facilitate the implementation of FATCA. The agreement ensures that the accounts held by U.S. persons with Swiss financial institutions are disclosed to the U.S. tax authorities either with the consent of the account holder or by means of group requests within the scope of administrative assistance. Information will not be transferred automatically in the absence of consent, and instead will be exchanged only within the scope of administrative assistance on the basis of the double taxation agreement between the U.S. and Switzerland. On 20 September 2019, Switzerland and the United States ratified the 2009 protocol (the **Protocol**) amending the double taxation agreement. With the subsequent exchange of the ratification instruments, the amended double taxation agreement entered into force, and provides for a mechanism for the exchange of information upon request in tax matters between Switzerland and the United States, which is in line with international standards, and allows the United States to make group requests under FATCA concerning non-consenting U.S. accounts and non-consenting non-participating foreign financial institutions for periods from 30 June 2014. On 27 June 2024, the United States and Switzerland signed a new FATCA agreement. Under this agreement, the competent tax authorities of both parties shall annually exchange information in respect of reportable accounts on an automatic basis. Implementation of the new FATCA agreement requires national law to be amended in Switzerland. In Switzerland, the Federal Assembly will decide on this. According to the current schedule, Switzerland's change of model should come into force on 1 January 2027.

Automatic Exchange of Information in Tax Matters

On 19 November 2014, Switzerland signed the Multilateral Competent Authority Agreement (**MCAA**). The MCAA is based on article 6 of the OECD/Council of Europe administrative assistance convention and is intended to ensure the uniform implementation of Automatic Exchange of Information (**AEOI**). The Federal Act on the International Automatic Exchange of Information in Tax Matters (**AEOI Act**) entered into force on 1 January 2017. The AEOI Act is the legal basis for the implementation of the AEOI standard in Switzerland.

The AEOI is being introduced in Switzerland through bilateral agreements or multilateral agreements. The agreements have, and will be, concluded on the basis of guaranteed reciprocity, compliance with the principle of specialty (i.e. the information exchanged may only be used to assess and levy taxes (and for criminal tax proceedings)) and adequate data protection.

Based on such multilateral or bilateral agreements and the implementing laws of Switzerland, as done in the past for the exchange of information, Switzerland collects and exchanges data in respect of financial assets, including, as the case may be, the Bonds, held in, and income derived thereon and credited to, accounts or deposits with a paying agent in Switzerland for the benefit of individuals resident in a EU member state or in another treaty state. An up-to-date list of the AEOI agreements to which Switzerland is a party that are in effect, or signed but not yet in effect, can be found on the website of the State Secretariat for International Financial Matters (SIF).

Material Risks relating to the Issuer and the Bonds

An investment in the Bonds involves certain risks, including the risk of loss of a Holder'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, tax 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. Prospective investors should also read the detailed information set out elsewhere in this Prospectus (including any documents incorporated by reference herein) and reach their own views prior to making any investment decision.

The following is a disclosure of risk factors that may affect the Issuer's ability to fulfil its obligations under the Bonds, but the Issuer may be unable to pay interest, principal or other amounts on or in connection with the Bonds for other reasons which may not be considered significant risks by the Issuer based on information currently available to it or which it may not currently be able to anticipate. In addition, factors which are material for the purpose of assessing the market risks associated with Bonds are also described below. Prospective Holders should carefully consider all these risk factors and consult with their own professional advisors 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 Holder. In addition, prospective Holders 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.

Material Risks relating to the Issuer and its Operations

The Issuer's financial budget depends on potential legislative changes at higher levels of government (cantonal, federal)

From time to time, the cantonal and federal legislators pass laws and ordinances that contain provisions for managing the financial budget of a city. Such changes could result in additional financial burdens or lower revenues, potentially leading to a negative development of the Issuer's financial budget and its expenses, revenues, and debt. This may have a significant adverse effect on the Issuer's financial situation and results and, consequently, on the Issuer's ability to make payments scheduled under the Bonds.

The Issuer and its financial position are influenced by the market interest rates

The Issuer services certain financial debts that are subject to variable or fixed interest rates and is exposed to interest rate risks accordingly. The level of the expenditure for payment of the Issuer's variable interest rate debts is influenced by the development of the market interest rates. In addition, there is a risk that the Issuer will have to refinance maturing fixed-interest rate financial liabilities at higher interest rates than currently applied. This could lead to fluctuations in interest expenditure and higher interest charges and could affect the Issuer's solvency in relation to the Bonds.

The Issuer is subject to potential risk of loss in the case of investments in companies

The Issuer holds investments in several companies, such as the Multiservices Bellinzona Entity (*Azienda Multiservizi Bellinzona (AMB)*). The decrease in total income from these investments can have a negative impact on the Issuer's financial budget and thus on the Issuer's financial situation. In addition, the Issuer may incur additional administrative costs in the transitional period when the holdings are sold. Even though the Issuer is currently not dependent on disposing of its holdings in these companies, any losses from the holdings could be realised in the event of a (total or partial) sale of such holdings and could accordingly result in losses for the Issuer and have an impact on its financial situation.

The Issuer is directly or indirectly dependent on developments in the energy sector

The income of the companies in the energy sector in which the Issuer has holdings, namely Multiservices Bellinzona Entity (*Azienda Multiservizi Bellinzona (AMB)*), depends on changes in energy prices, interruption of operations, fluctuating annual costs, and partner plants in the energy sector, as well as on climatic and weather conditions. These factors influence the financial income and annual results of the energy companies concerned and, accordingly, the income of the Issuer.

As an employer, the Issuer is the guarantor towards the pension fund and is obliged to make any restructuring contributions to the pension fund

The Issuer is an employer of the current municipal employees. According to the Issuer's guarantee for the obligations of the pension fund for the employees of the City of Bellinzona (*CPE-Fondazione di previdenza energia*), in the event of a technical deficit, the Issuer can be called upon to repay the difference. A technical coverage ratio for the pension fund for the employees of the City of Bellinzona (*CPE-Fondazione di previdenza energia*) is determined annually on the basis of the available pension assets and the actuarially assessed obligations. Depending on the technical coverage ratio, which depends on several factors that are not dependent on the Issuer, including demographic and socio-political factors, the Issuer may have to make restructuring contributions as an employer in the future.

Properties owned by the Issuer may cause losses to the Issuer or the income from the properties may be lower than originally planned

The Issuer is the direct or indirect owner of commercially and privately used properties. Although the Issuer regularly has the properties reappraised, sales of such properties could lead to losses for the Issuer. The Issuer is also the lessor of a number of such properties. The income from this could be negatively influenced by vacancies and rent losses, as well as compulsory renovations. Losses in connection with such properties could directly or indirectly negatively affect the Issuer's financial budget and thus the Issuer's financial situation.

The coverage of the Issuer's liquidity needs may be impeded or prevented

Although it actively manages its refinancing and liquidity positions and is responsible for ensuring that it has sufficient liquidity and credit limits at all times, the Issuer is subject to liquidity risks. The Issuer covers its liquidity needs, *inter alia*, through access to the money and capital market. Anything that makes it harder for the Issuer to access the money and capital markets may lead to a lack of sufficient funds, so that the Issuer cannot meet its financial obligations, including in connection with the Bonds when they come to maturity.

Data security and cybercrime

The Issuer's activities increasingly depend on the support of information technology (IT systems), modern communication media, and other technical facilities. IT systems are vulnerable to a number of problems, such as computer viruses, hacker attacks, damage to the IT centers, and software or hardware errors. Although the Issuer takes the necessary measures to prevent data security risks and to ensure the proper functioning of the IT systems, possible disruptions to the IT systems or data security can lead to claims for damages and correspondingly to financial losses for the Issuer.

Certain external events can have a negative impact on the fiscal revenues, fees from the general budget, and revenues from the Issuer's own enterprises

Acts of terrorism, environmental disasters, faults with or damage to urban infrastructures, pandemic events (in particular comparable to COVID-19), violence and amok, the economic development in the city, the region, the rest of the country, and abroad, population development, demography, unemployment, employment, and consumer sentiment, as well as the number and industry structure of local companies or their departure or liquidation, can have a negative impact on the fiscal revenues, fees from the general budget, and revenues from the Issuer's own enterprises. These events and circumstances, which the Issuer has no influence on, may also necessitate additional expenses to provide economic aid for the population and the companies located in the city. These necessary additional expenses cannot be calculated in advance and could adversely affect the Issuer's solvency.

The Issuer's annual budget depends on tax revenues, which may be lower than originally planned

As a political municipality, the Issuer's income comes largely from taxes. Such tax revenues are heavily dependent on economic development. If the tax revenues decrease significantly due to the economic cycle or the situation of individual economic sectors that are important for the city, and the expenditures remain the same or increase, the Issuer's financial situation could be adversely affected.

Pandemic and similar events could have a negative impact on the Issuer's medium- and long-term financial situation

Pandemic and similar events and subsequent measures implemented by governments in response to such events have had, continue to have and can have in the future a significant impact on the global economy, including significant disruption and volatility in financial markets, disruption to global supply chains in many industries, and closures of many companies, resulting in loss of sales and rising unemployment.

The occurrence of these adverse economic effects may have a negative impact on the Issuer's financial situation, including but not limited to, declining budget revenues, increased budget expenditures, and downgrading of the rating by credit agencies. The ultimate medium- and long-term impacts of pandemic and similar events such as COVID-19 on the Issuer's financial situation cannot be reliably predicted at the moment. The adverse effects of pandemic and similar events may have a significant adverse effect on the Issuer's financial position.

The Issuer's credit rating being downgraded may result in higher financing costs

The interest rate of the Issuer's loans and other debt instruments depends on its solvency, creditworthiness and, among other things, the ratings issued by rating agencies. The downgrading of the Issuer's credit rating or a negative outlook by rating agencies may result in higher financing costs and a decreasing availability of financing sources for the Issuer and may have a negative impact on the Issuer's financial situation and/or future prospects. In addition, future changes in the credit rating may affect the returns of Bonds that have already been issued on the secondary market. For further details, see below under "*Material Risks relating to the Bonds – The Issuer's credit rating may not reflect all risks of an investment in the Bonds*" on page 17 of this Prospectus.

The Issuer is exposed to operational risks

The Issuer is exposed to several operational risks, although it strives to contain them through effective processes and controls. Operational risks arising from internal systems and procedures may have financial consequences. These risks include possible errors in processes or services, inadequate internal controls, inadequate technical systems, unclear allocation of responsibilities, lack of expertise, lack of contingency planning for disruptions, and various forms of criminal activity. Some of these operational risks are attributable to circumstances that lie or may lie outside the Issuer's control. Precisely because of the broad range of operational risks, the occurrence of one or more of these risks can have a negative impact on the Issuer's financial situation.

Material Risks relating to the Bonds

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 Bonds. 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 Holders under the Bonds upon a liquidation or winding-up of the Issuer. The Terms of the Bonds include a negative pledge covenant (with exceptions) as further detailed in Condition 7(b) (Negative Pledge) of the Terms of the Bonds on page 19 of this Prospectus.

In certain instances, Holders 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 Holders to consider matters affecting their interests. These provisions permit defined majorities to bind all Holders of the Bonds, including Holders who did not attend and vote at the relevant meeting and Holders 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 Holders with at least 10 days' notice of any meeting of Holders, (ii) the Issuer will be required to call a meeting of Holders within 20 days if it is requested to do so by Holders 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 Holders or their proxies will be entitled to attend or vote at a meeting of Holders.

In addition, the Holder 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 Holders holding at least two-thirds of the outstanding aggregate principal amount of the Bonds is required for any resolution limiting Holders' 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 Holders, any such resolution must be approved by the competent superior cantonal composition court. In the case of resolutions that do not limit Holders' 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 Holders 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. No parties, including the Lead Manager, are obligated to make a market in the Bonds or to maintain liquidity in case an active trading market has developed, and any market-making with respect to the Bonds may be discontinued, in their sole discretion, at any time without notice. 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:

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

Accordingly, if a Holder 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.

The Issuer's credit rating may not reflect all risks of an investment in the Bonds

The Issuer's credit rating may not reflect the potential impact of all risks relating to the market values of the Bonds. However, real or anticipated changes in the Issuer's credit rating will generally affect the market values of the Bonds or may result in a downgrade in the ratings for the Bonds. A credit rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time.

Terms of the Bonds

The terms and conditions (each a **Condition**, and together the **Terms of the Bonds**) of the CHF 125,000,000 1.05 percent bonds due 2035 (Swiss security number 122463019; ISIN CH1224630199) issued by the City of Bellinzona, Piazza Nosetto 5, 6500 Bellinzona, Switzerland (the **Issuer**) (each a **Bond** and collectively the **Bonds**) are as follows:

1. AMOUNT, FORM, DENOMINATION, CUSTODIANSHIP AND TRANSFER OF THE BONDS

- (a) The initial aggregate principal amount of the Bonds of Swiss francs ("CHF") 125,000,000 (the "**Aggregate Principal Amount**") is divided into Bonds with denominations of CHF 5,000 and integral multiples thereof.
- (b) The Issuer reserves the right to reopen and increase the Aggregate Principal Amount at any time and without prior consultation of or permission of the holders of the Bonds (the **Holders** and, individually, a **Holder**) through the issuance of further bonds which will be fungible with the Bonds (i.e. other than the Issue Date identical in respect of the Terms of the Bonds).
- (c) The Bonds are issued as uncertificated securities (*Wertrechte*) (**Uncertificated Securities**) in accordance with art. 973c CO. Such Uncertificated Securities will be created by the Issuer by means of a registration in its register of Uncertificated Securities (*Wertrechtebuch*). The Issuer agrees to instruct Bank Vontobel AG to register the Uncertificated Securities. Such Uncertificated Securities will then be entered by the Principal Paying Agent into the main register (*Hauptregister*) of SIX SIS or any other intermediary in Switzerland recognized for such purposes by SIX Swiss Exchange (SIX SIS or any such other intermediary, the **Intermediary**) until their final redemption. Once the Uncertificated Securities are registered in the main register (*Hauptregister*) of the Intermediary and entered into the accounts of one or more participants of the Intermediary, the Bonds will constitute intermediated securities (*Bucheffekten*) (**Intermediated Securities**) in accordance with the provisions of the Swiss Federal Intermediated Securities Act (*Bucheffektengesetz*). So long as the Bonds are Intermediated Securities, the Bonds may only be transferred by the entry of the transferred Bonds in a securities account of the transferee.
- (d) The records of the Intermediary will determine the number of Bonds held through each participant of the Intermediary. In respect of Bonds held in the form of Intermediated Securities, the Holders will be the persons holding the Bonds in a securities account (*Effektenkonto*) which is in their name, or in case of intermediaries (*Verwahrungsstellen*), the intermediaries (*Verwahrungsstellen*) holding the Bonds for their own account in a securities account (*Effektenkonto*) which is in their name.
- (e) The conversion of the Uncertificated Securities into a permanent global certificate (*Globalurkunde auf Dauer*) or individually certificated bonds (*Wertpapiere*) is excluded. Neither the Issuer nor the Holders nor the Principal Paying Agent nor any third party shall at any time have the right to effect or demand the conversion of the Uncertificated Securities into, or the delivery of a permanent global certificate (*Globalurkunde auf Dauer*) or individually certificated securities (*Wertpapiere*). No physical delivery of the Bonds shall be made.

2. INTEREST

The Bonds bear interest from (but excluding) 10 October 2024 (the **Issue Date**) until (and including) 10 October 2035 (the **Maturity Date**) at the rate of 1.05 percent of their principal amount per annum, payable annually in arrear on 10 October of each year (each an **Interest Payment Date**), for the first time on 10 October 2025. Interest on the Bonds is computed on the basis of a 360-day year of twelve 30-day months.

3. REDEMPTION, PURCHASE AND CANCELLATION

(a) Redemption at Maturity

Unless previously redeemed or purchased and cancelled, the Issuer undertakes to redeem all outstanding Bonds at par, without further notice on the Maturity Date (and in the event that the Maturity Date falls on a day that is not a Business Day on the following Business Day).

(b) 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 Bank Vontobel AG (in such function, 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 accrued 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 redeemed or purchased and cancelled at the time of such notice.

(c) Purchases

The Issuer may, either directly or indirectly, at any time and for any purpose including amortisation, purchase Bonds at any price, in the open market or otherwise. Any purchase shall be made in accordance with applicable laws or regulations, including applicable stock exchange regulations. Such Bonds may be held, resold or, at the option of the Issuer, surrendered to the Principal Paying Agent for cancellation as set out below. If purchases are made by public tender, such tender must be available to all Holders alike, subject to any limitations applicable as a result of the jurisdiction of a Holder. In case of purchases for the purpose of amortisation, the Issuer commits to notify Bank Vontobel AG thirty (30) Business Days (as defined hereinafter) prior to the next Interest Payment Date at the latest. Hereupon, the Issuer will arrange for the reduction of the respective Uncertificated Securities (*Wertrechte*) in the Issuer's Register of Uncertificated Securities (*Wertrechtebuch*) as well as in the main register at SIX SIS and announce the intended amortisation according to Condition 8 (Notices) at the earliest possible time.

(d) Cancellation

All Bonds which are redeemed or surrendered to the Principal Paying Agent shall immediately be cancelled. All Bonds so cancelled cannot be reissued or resold.

(e) Notice

Where the provisions of this Condition 3 (Redemption, Purchase and Cancellation) provide for the giving of notice by the Issuer to the Principal Paying Agent, such notice shall be deemed to be validly given if made in writing with all required information to the Principal Paying Agent within the prescribed time limit. Such notices shall be announced to the Holders as soon as practicable pursuant to Condition 8 (Notices). Such notices shall be irrevocable.

4. STATUTE OF LIMITATIONS

In accordance with Swiss law, claims for interest under the Bonds shall become time barred after a period of currently five (5) years and claims for the repayment or redemption of Bonds after a period of currently ten (10) years, calculated from their respective due dates.

5. BOND SERVICING / PAYMENTS

- (a) The amounts required for the payment of interest (after deduction of the Swiss federal withholding tax of currently 35 percent) and the principal amount will be made available in good time in freely disposable Swiss Francs. The paying agent service is centralized at the Principal Paying Agent.
- (b) The Principal Paying Agent is authorized to appoint any other institutions as principal paying agent.
- (c) 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 Holders will not be entitled to any additional sum thereto.
- (d) 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.

6. STATUS OF THE BONDS AND NEGATIVE PLEDGE

(a) Status

The Bonds constitute direct, unconditional, (subject to Condition 6(b) (Negative Pledge)) unsecured and unsubordinated obligations of the Issuer, rank and will rank *pari passu* among themselves and with all other present or future direct, unconditional, unsecured and unsubordinated obligations of the Issuer, except for such preferences as are provided for by any mandatorily applicable provision of law.

(b) Negative Pledge

So long as any of the Bonds remain outstanding, the Issuer will not create any mortgage, lien, pledge, charge or other form of encumbrance or security interest (each a **Security**) upon the whole or any part of its present or future assets or revenues to secure any Relevant Debt or to secure any guarantee or indemnity in respect of any Relevant Debt, unless, at the same time or prior thereto, the Issuer's obligations under the Bonds:

- i. are secured equally and ratably therewith by such Security or benefit from a guarantee or indemnity in substantially identical terms thereto, as the case may be, or
- ii. have the benefit of such other security, guarantee, indemnity or other arrangement as shall be approved by Bank Vontobel AG in its capacity as the Holders' representative (in such function, the **Holders' Representative**).

Exempt from this Condition 6(b) (Negative Pledge) are loans secured by mortgages for the financing of investments in financial assets.

7. EVENTS OF DEFAULT

Notwithstanding the provisions pursuant to Condition 3 (Redemption, Purchase and Cancellation), if any of the following events (each event an **Event of Default**) shall occur, Bank Vontobel AG in its capacity as the Holders' Representative has the right but not the obligation, on behalf of the Holders, to serve a written notice on the Issuer (**Default Notice**):

- (a) a default is made in the payment of any principal or interest on the Bonds or any of them and the default continues for a period of ten (10) days or more;
- (b) a default is made by the issuer in the performance or observance of any material covenant, condition or provision included in the Terms of the Bonds which is to be performed by the Issuer and such default continues for a period of thirty (30) consecutive days following the service by the Holders' Representative on the Issuer of notice requiring such default to be remedied;
- (c) any other present or future indebtedness of the Issuer for or in respect of monies borrowed becomes due and payable prior to its stated maturity as a result of an event of default (howsoever described);
- (d) the Issuer enters into a "postponement of payments (*Stillhaltevereinbarung*) or similar agreement" with its creditors unless, in the opinion of the Holders' Representative, the Holders are not disadvantaged compared to the other creditors;

In these Terms of the Bonds, a "postponement of payments (*Stillhaltevereinbarung*) or similar agreement" means any formal or informal agreement which the Issuer enters into with one or more financial creditors (e.g. banks), due to the extraordinary circumstances, *inter alia*, with the purpose that (each of) such financial creditors agrees to waive repayment and termination

of the credit balances vis-à-vis the Issuer until the expiry of a period which is binding on all parties to such agreement under precisely defined conditions;

- (e) the Issuer is insolvent or bankrupt or unable to pay its debts;
- (f) the Issuer is partially or fully placed under forced administration or advisory board; or
- (g) the Issuer is prevented from fulfilling its obligations under the Bonds by the enactment of a federal enactment or cantonal decree (law, ordinance or other regulation).

The Issuer undertakes to inform the Holders' Representative without delay if any event mentioned under para. (a) through (g) has occurred and to promptly provide the Holders' Representative with all necessary documents and information in connection therewith. In doing so, the Holders' Representative is entitled to rely fully on the documents and statements provided to it by the Issuer. The Holders' Representative is not obliged to take steps itself to clarify whether an event has occurred that would lead to an early redemption of the Bonds.

In case the Holders' Representative serves a Default Notice on the Issuer, such notice shall have the effect that all outstanding Bonds shall become due and payable within thirty (30) days of receipt the Default Notice addressed by the Holders' Representative to the Issuer at par plus accrued interest until receipt of the funds in accordance with Condition 5 (Bond Servicing / Payments), the relevant Event of Default has been cured or if, in the Holders' Representative's opinion, adequate security is provided to the Holders for principal, interest due and future interest on the Bonds. All notices concerning such early redemption shall be given by the Holders' Representative in accordance with Condition 8 (Notices).

Upon the occurrence of an Event of Default (para. (a) through (g)), the Holders' Representative may invite the Holders in accordance with art. 1157 seq. CO to a Holders' meeting for the taking of a resolution on the serving of a Default Notice, provided the Holders' Representative has not served such Default Notice already. The legally valid resolution of the Holders' 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 Holders. If the Holders' 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 Holders' meeting if and to the extent that new circumstances arise or become known which require a revised assessment of the facts.

8. NOTICES

All notices regarding the Bonds shall be given through the Principal Paying Agent on behalf and at the expense of the Issuer in due time (i) for so long as the Bonds are admitted to trading or listed on SIX Swiss Exchange on the internet site of SIX Swiss Exchange (where notices are currently published under the address http://www.six-swiss-exchange.com/shares/companies/official_notices/search_en.html) in accordance with applicable regulations 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*).

9. LISTING

- (a) Application will be made for the admission to trading and listing of the Bonds on SIX Swiss Exchange.
- (b) The Issuer will use reasonable efforts to have the Bonds listed on SIX Swiss Exchange and to maintain such listing as long as any Bonds are outstanding.

10. AMENDMENT TO THE TERMS OF THE BONDS

The Terms of the Bonds may be amended by agreement between the Issuer and the Holders' Representative on behalf of the Holders, provided that such amendment is of a formal, minor or technical nature, is made to correct a manifest error or is not materially prejudicial to the interests of the Holders. Such amendment to the Terms of the Bonds shall be binding on all Holders. Notice of any such amendment shall be published in accordance with Condition 8 (Notices).

11. SEVERABILITY

If at any time one or more of the provisions of the Terms of Bonds is or becomes unlawful, invalid, illegal or unenforceable in any respect under any law, the validity, legality and enforceability of the remaining provisions shall not be in any way affected or impaired thereby.

12. GOVERNING LAW AND JURISDICTION

- (a) The Terms of the Bonds and the Bonds shall be governed by and construed in accordance with the substantive laws of Switzerland (i.e. without regard to the principles of conflict of laws).
- (b) Any dispute which might arise based on the Terms of the Bonds and the Bonds shall be settled in accordance with substantive Swiss law and shall fall within the exclusive jurisdiction of the courts of the City of Zurich, the place of jurisdiction being Zurich 1 with the right of appeal to the Swiss Federal Court of Justice in Lausanne, where the law permits.
- (c) The above-mentioned jurisdiction is also exclusively valid for the declaration of cancellation of Bonds.
- (d) A payment to a Holder recognised as a creditor by a legally binding decision of a Swiss court has a debt-discharging effect for the Issuer.

13. FURTHER DEFINITIONS

Business Day means any day (other than Saturday or Sunday) on which banks are open the whole day for business in Zurich.

Relevant Debt means any present or future indebtedness of any person represented or evidenced by notes, bonds, debentures, loan stock or other securities which are capable of being, quoted, listed or ordinarily dealt with on any stock exchange, over-the-counter market or other securities market.

SIX SIS means SIX SIS Ltd, the Swiss clearing and settlement organization, Baslerstrasse 100, 4600 Olten, or any successor organization accepted by SIX Swiss Exchange.

SIX Swiss Exchange means SIX Swiss Exchange Ltd, Hardturmstrasse 201, 8005 Zurich, Switzerland, or any successor exchange.

Information about the Issuer

General information

Name, registered office, system of law, legal form

The City of Bellinzona is a public-law corporation governed under the Swiss legal system, forming a political municipality of the Canton of Ticino. The Issuer was found in 1803. The municipalities aggregation that originated the new municipality of Bellinzona was approved by Legislative Decree (*Decreto legislativo*) of the Parliament of the Republic and Canton of Ticino (*Gran Consiglio della Repubblica e Cantone Ticino*) dated 21 March 2016. The City Council (*Municipio*) and the municipal council (*Consiglio comunale*) of the Issuer have their registered office at Piazza Nosetto 5, 6500 Bellinzona, Switzerland. The Issuer is governed by Swiss law. For purposes of this Prospectus, the Issuer is represented by its Department of finance, economy and sport, Piazza Grande 1, 6512 Giubiasco, Switzerland.

Legal Entity Identifier (LEI)

506700B5YXP86WVREI90.

Municipal Regulation

The Municipal Regulation of the City of Bellinzona (*Regolamento comunale della Città di Bellinzona*) of 16/17 April 2018 is incorporated by reference into this Prospectus. It is based on the Municipal Act (*Legge organica comunale*) of the Canton of Ticino of 10 March 1987 (RL 181.100), the Regulation of Application of the Municipal Act (*Regolamento di applicazione della Legge organica comunale*) of the Canton of Ticino of 30 June 1987 (RL 181.110) and the Regulation on the Finance Management and Accounting of Municipalities (*Regolamento sulla gestione finanziaria e sulla contabilità dei comuni*) of the Canton of Ticino of 22 May 2019 (RL 184.150), which are also incorporated by reference into this Prospectus.

Organization of the Issuer

For information on the organization of the Issuer, reference is made to the Municipal Regulation of the City of Bellinzona (*Regolamento comunale della Città di Bellinzona*), which is incorporated herein by reference. The Municipality Assembly (*Assemblea comunale*) is composed of the voters of the City of Bellinzona. The Municipal Council (*Consiglio comunale*) is the legislative body of the Issuer and consists of sixty members elected by proportional representation. The City Council (*Municipio*) is the executive body of the Issuer and consists of the mayor and six other members.

Information on Municipal Council, City Council and Auditors

Municipal Council

The Municipal Council (*Consiglio comunale*) is composed of sixty members elected by proportional representation every four years. The list of members of the Municipal Council (*Consiglio comunale*) is available on the Issuer's website at <https://www.bellinzona.ch/index.php?node=832&lng=1&rif=a41df2215d>. The business address of the Municipal Council (*Consiglio comunale*) is at Piazza Nosetto 5, 6500 Bellinzona, Switzerland.

City Council

The City Council (*Municipio*) consists of the mayor and six other members. The persons listed below are members of the Issuer's City Council (*Municipio*) as of the date of this Prospectus:

- Mario Branda (Mayor, department of general administration)
- Fabio Käppeli (Vice Mayor, department of finance, economy and sport)
- Henrik Bang (City councilor, department of public works)
- Renato Bison (City councilor, department of education, culture, young and social welfare)
- Mattia Lepori (City councilor, department of land and mobility)
- Vito Lo Russo (City councilor, department of elderly people and environment)
- Mauro Minotti (City councilor, department of security and industrial services)

The business address of the City Council (*Municipio*) is at Piazza Nosetto 5, 6500 Bellinzona, Switzerland.

Auditors

For information on the auditors, reference is made to Art. 179 of the Municipal Act (*Legge organica comunale*) of the Canton of Ticino of 10 March 1987 and to Art. 95 of the Municipal Regulation of the City of Bellinzona (*Regolamento comunale della Città di Bellinzona*) of 16/17 April 2018.

The Issuer has planned to change auditor for the financial year 2024 onwards, but no decision or appointment has been made as of the date of this Prospectus. The auditor of the Issuer for the financial years 2018-2023 is Capifid SA, via Bossi 50, 6830 Chiasso, Switzerland. Capifid SA is supervised by and registered with the Swiss Federal Audit Oversight Authority (FAOA), and its register number is currently 500566. The auditors of the City of Bellinzona audit the financial statements of the Issuer and report thereon to the City Council (*Municipio*).

Accounting / Financial Statements

The Issuer's financial statements for the years ended 31 December 2023 and 31 December 2022, respectively, which are both incorporated by reference into this Prospectus, have been prepared in accordance with the Regulation on the Finance Management and Accounting of Municipalities (*Regolamento sulla gestione finanziaria e sulla contabilità dei comuni*) of the Canton of Ticino of 22 May 2019, which is also incorporated by reference herein.

In accordance with the Regulation on the Finance Management and Accounting of Municipalities (*Regolamento sulla gestione finanziaria e sulla contabilità dei comuni*) of the Canton of Ticino of 22 May 2019, the financial statements of the Issuer (including the financial years 2022 and 2023, respectively) are based on the Harmonized Accounting Model 2 (HAM2). HAM2 has been fully implemented by the Issuer since 2020.

The financial statements for the years ended 31 December 2023 and 31 December 2022 were audited by Capifid SA. According to Art. 95 of the Municipal Regulation of the City of Bellinzona (*Regolamento comunale della Città di Bellinzona*) of 16/17 April 2018, the budget and financial statements of the Issuer are prepared for each calendar year from 1 January to 31 December. No interim financial statements are prepared and published. The accounts are presented in Swiss francs.

Note regarding no interim financial statements: as a public-law corporation, the Issuer does not prepare and publish interim financial statements and cannot meet the prospectus requirement within the meaning of Art. 50(1) of the Swiss Financial Services Ordinance of 8 November 2019, as amended (FinSO) in conjunction with Annex 2 section 2.6.5 of the FinSO. On 20 July 2021, SIX Exchange Regulation AG, in its function as Swiss reviewing body pursuant to Art. 52 of the FinSA, published a practice communication stating that public-law corporations with seat in Switzerland are exempt from publishing interim financial statements, so that the Issuer is not required to prepare and publish interim financial statements.

Business

Principal Activities

For a description of the Issuer's principal activities, reference is made to the Issuer's financial statements for the year ended 31 December 2023, which are incorporated by reference herein.

Patents and licences

The Issuer is not dependent on any patent or license.

Details of the main business prospects of the Issuer

For information regarding the Issuer's principal business prospects, please refer in particular to pages 34 through 91 (Budget 2024 – *Preventivo 2024*) and pages 107 through 123 (Financial Plan 2025-2027 – *La pianificazione finanziaria 2025-2027*) of the Municipal Communication no. 746 (*Messaggio municipale no. 746*), forming part of the Budget 2024 (*Preventivo 2024*) of the Issuer, which is also incorporated by reference into this Prospectus. It is pointed out that the information on the Issuer's material business prospects is subject to uncertainty. See "*Cautionary Statement regarding Forward-Looking Statements*" on page 8 of this Prospectus.

No Outstanding Bonds

As of the date of this Prospectus, the Issuer has no outstanding bonds.

Annex 1: Audit report for the financial statements 2023 (*Rapporto di revisione dell'Organo di controllo esterno – Conto Consuntivo 2023*)



Lodevole
Municipio di Bellinzona
6500 Bellinzona

Chiasso, 30.04.2024

Rapporto di revisione dell'Organo di controllo esterno Conto Consuntivo 2023 (periodo dal 1.1-31.12.2023)

Relazione dell'ufficio di revisione sul conto consuntivo

Conformemente al mandato conferitoci abbiamo svolto la revisione dell'annesso conto consuntivo del Comune di Bellinzona, costituito da bilancio patrimoniale, conto gestione corrente e conto d'investimento, per l'esercizio chiuso al 31 dicembre 2023.

Responsabilità del Municipio

Il Municipio è responsabile dell'allestimento del conto consuntivo in conformità alle disposizioni legali cantonali. Questa responsabilità comprende la concezione, l'implementazione e il mantenimento di un sistema di controllo interno relativamente all'allestimento di un conto consuntivo che sia esente da anomalie significative imputabili a frodi o errori. Il Municipio è inoltre responsabile della scelta e dell'applicazione di appropriate norme contabili, nonché dell'esecuzione di stime adeguate.

Responsabilità del Revisore

La nostra responsabilità consiste nell'esprimere un giudizio sul conto consuntivo sulla base della nostra revisione. Abbiamo svolto la nostra revisione conformemente alle disposizioni legali e alla direttiva di applicazione della SEL dell'art. 179 cpv. 2 e 4 LOC. Tali disposizioni richiedono di pianificare e svolgere la revisione in maniera tale da ottenere una ragionevole sicurezza che il conto consuntivo non contenga anomalie significative.

Una revisione comprende lo svolgimento di procedure di revisione volte a ottenere elementi probativi per i valori e le informazioni contenuti nel conto consuntivo. La scelta delle procedure di revisione compete al giudizio professionale del revisore, inclusa la valutazione dei rischi che il conto consuntivo contenga anomalie significative imputabili a frodi o errori.

Nella valutazione di questi rischi il revisore tiene conto del sistema di controllo interno nella misura in cui esso è rilevante per l'allestimento del conto consuntivo, allo scopo di definire le procedure di revisione appropriate alle circostanze, e non per esprimere un giudizio sulla efficacia del sistema di un controllo interno. La revisione comprende inoltre la valutazione dell'adeguatezza delle norme contabili adottate, della plausibilità delle stime contabili effettuate, nonché un apprezzamento della presentazione del conto consuntivo nel suo complesso. Riteniamo che gli elementi probativi da noi ottenuti costituiscano una base sufficiente e appropriata su cui fondare il nostro giudizio.

Giudizio di revisione

Ad eccezione delle limitazioni di cui sopra e sulla scorta delle verifiche effettuate e dalle informazioni forniteci possiamo affermare che, la determinazione dello stato patrimoniale e del risultato della gestione corrente del Comune è stata effettuata in modo regolare considerando tutti i fatti di gestione.

Relazioni in base ad altre disposizioni legali

Confermiamo di adempiere i requisiti legali relativi all'abilitazione professionale secondo la Legge sui revisori (LSR) e all'indipendenza.

Capifid SA

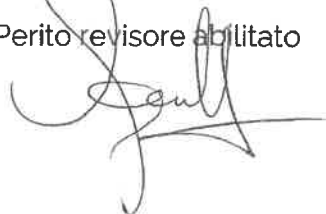
Corrado Solcà

Perito revisore abilitato
Revisore responsabile



Giedre Montagnani

Perito revisore abilitato



Chiasso, 30.04.2024

Allegato: consuntivo 2023

**BILANCIO DI CHIUSURA
AL 31-12-2023**

COMUNE BELLINZONA		
Data	02-04-2024	
Pagina	1	

RIASSUNTO DEL BILANCIO

v1.5

**CONSU TIVO
ATTIVO PASSIVO**

RIASSUNTO DEL BILANCIO

BENI PATRIMONIALI
BENI AMMINISTRATIVI

211'990'990.15
340'338'814.81

CAPITALE DI TERZI
CAPITALE PROPRIO

486'021'780.73
66'308'024.23

TOTALI

552'329'804.96
552'329'804.96

TOTALI A PAREGGIO

552'329'804.96
552'329'804.96

Avanzo esercizio anno 2023: 2'501'775.53

CAPIFID





**CONSUNTIVO SECONDO LA CLASSIFICAZIONE ISTITUZIONALE
PER L'ANNO 2023**

COMUNE BELLINZONA	
Data	17-04-2024
Pagina	1

DICASTERO	RICAPITOLAZIONE CONTO ECONOMICO CONSUNTIVO 2023			
	SPESE CORRENTI	%	RICAVI CORRENTI	%
1 AMMINISTRAZIONE GENERALE	12'713'343.68	5.28 %	811'528.23	0.33 %
2 EDUCAZIONE, CULTURA, GIOVANI E SOCIALITÀ	87'248'962.94	36.21 %	12'396'988.76	5.09 %
3 SICUREZZA E SERVIZI INDUSTRIALI	14'807'082.11	6.15 %	9'396'219.58	3.86 %
4 ANZIANI E AMBIENTE	66'391'691.88	27.56 %	54'983'867.81	22.59 %
5 FINANZE, ECONOMIA E SPORT	34'374'552.50	14.27 %	159'959'954.11	65.71 %
6 TERRITORIO E MOBILITÀ	11'867'824.51	4.93 %	2'241'373.90	0.92 %
7 OPERE PUBBLICHE	12'999'084.80	5.40 %	3'644'056.50	1.50 %
8 CONTROLLO INTERNO E QUALITÀ	529'670.94	0.22 %	0.00	0.00 %
TOTALI	240'932'213.36	100.00 %	243'433'988.89	100.00 %
FABBISOGNO D'IMPOSTA				107'396'832.65
AVANZO D'ESERCIZIO	2'501'775.53			
TOTALI A PAREGGIO	243'433'988.89		243'433'988.89	233'987'312.30
				126'590'479.65

CAPIFID



CONSUNTIVO SECONDO LA CLASSIFICAZIONE ISTITUZIONALE
PER L'ANNO 2023

COMUNE BELLINZONA		
Data	02-04-2024	
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D I C A S T E R O	RICAPITOLAZIONE CONTO DI INVESTIMENTO			
	CONSUNTIVO 2023		PREVENTIVO 2023	
	USCITE	ENTRATE	USCITE	ENTRATE
1 AMMINISTRAZIONE GENERALE	13'029.46	0.05 %	0.00	0.00 %
2 EDUCAZIONE, CULTURA, GIOVANI E SOCIALITÀ	437'857.64	1.68 %	38'000.00	0.81 %
3 SICUREZZA E SERVIZI INDUSTRIALI	477'146.34	1.83 %	0.00	0.00 %
4 ANZIANI E AMBIENTE	5'587'093.29	21.38 %	7'32'666.85	15.62 %
5 FINANZE, ECONOMIA E SPORT	3'929'337.53	15.04 %	1'015'826.30	21.65 %
6 TERRITORIO E MOBILITÀ	1'757'041.70	6.72 %	751'146.80	16.01 %
7 OPERE PUBBLICHE	13'926'908.61	53.30 %	2'154'181.08	45.91 %
TOTALI	26'128'414.57	100.00 %	4'691'821.03	100.00 %
SALDO			21'436'593.54	0.00
TOTALI A PAREGGIO	26'128'414.57		26'128'414.57	0.00

CAPIFID 

Annex 2: Audit report for the financial statements 2022 (*Rapporto di revisione dell'Organo di controllo esterno – Conto Consuntivo 2022*)

CITTÀ DI BELLINZONA

RAPPORTO DI REVISIONE 2022



Lodevole
Municipio di Bellinzona
6500 Bellinzona

Chiasso, 26.04.2023

**Rapporto di revisione dell'Organo di controllo esterno
Conto Consuntivo 2022 (periodo dal 1.1-31.12.2022)**

Relazione dell'ufficio di revisione sul conto consuntivo

Conformemente al mandato conferitoci abbiamo svolto la revisione dell'annesso conto consuntivo del Comune di Bellinzona, costituito da bilancio patrimoniale, conto gestione corrente e conto d'investimento, per l'esercizio chiuso al 31 dicembre 2022.

Responsabilità del Municipio

Il Municipio è responsabile dell'allestimento del conto consuntivo in conformità alle disposizioni legali cantonali. Questa responsabilità comprende la concezione, l'implementazione e il mantenimento di un sistema di controllo interno relativamente all'allestimento di un conto consuntivo che sia esente da anomalie significative imputabili a frodi o errori. Il Municipio è inoltre responsabile della scelta e dell'applicazione di appropriate norme di presentazione del conto consuntivo, nonché dell'esecuzione di stime adeguate.

Responsabilità dell'Organo di controllo esterno

La nostra responsabilità consiste nell'esprimere un giudizio sul conto consuntivo sulla base della nostra revisione. Abbiamo svolto la nostra revisione conformemente alle disposizioni legali, alla direttiva di applicazione della SEL dell'art. 179 cpv. 2 e 4 LOC e alla raccomandazione di revisione svizzera 60 *Revisione e rapporto del revisore dei conti comunali*, la quale richiede di pianificare e svolgere la revisione in maniera tale da ottenere una ragionevole sicurezza che il conto consuntivo non contenga anomalie significative.

Una revisione comprende lo svolgimento di procedure di verifica volte ad ottenere elementi probativi per i valori e le informazioni contenuti nel conto consuntivo. La scelta delle procedure di verifica compete al giudizio professionale del revisore, inclusa la valutazione dei rischi che il conto consuntivo contenga anomalie significative imputabili a frodi o errori.



Nella valutazione di questi rischi il revisore tiene conto del sistema di controllo interno, nella misura in cui esso è rilevante per l'allestimento del conto consuntivo, allo scopo di definire le procedure di revisione appropriate alle circostanze, e non per esprimere un giudizio sull'esistenza e l'efficacia del sistema di controllo interno. La revisione comprende inoltre la valutazione dell'adeguatezza delle norme contabili adottate, della plausibilità delle stime contabili effettuate, nonché un apprezzamento della presentazione del conto consuntivo nel suo complesso. Riteniamo che gli elementi probativi da noi ottenuti costituiscano una base sufficiente e appropriata su cui fondare il nostro giudizio.

Giudizio di revisione

A nostro giudizio il conto consuntivo per l'esercizio chiuso al 31 dicembre 2022 è conforme alle normative in materia finanziaria e contabile contenute nella Legge organica comunale e nel Regolamento sulla gestione finanziaria e la contabilità dei Comuni (Rgfc). Le risultanze scaturite dalla nostra verifica sono indicate nel rapporto di revisione complementare, al quale rimandiamo per le osservazioni al dettaglio.

Relazioni in base ad altre disposizioni legali

Confermiamo di adempiere i requisiti legali relativi all'abilitazione professionale secondo la Legge sui revisori (LSR) e all'indipendenza, di disporre delle specifiche conoscenze tecniche, come pure che non sussiste alcuna fattispecie incompatibile con la nostra indipendenza.

CAPIFID SA

Corrado Solcà

Perito revisore abilitato
Revisore responsabile

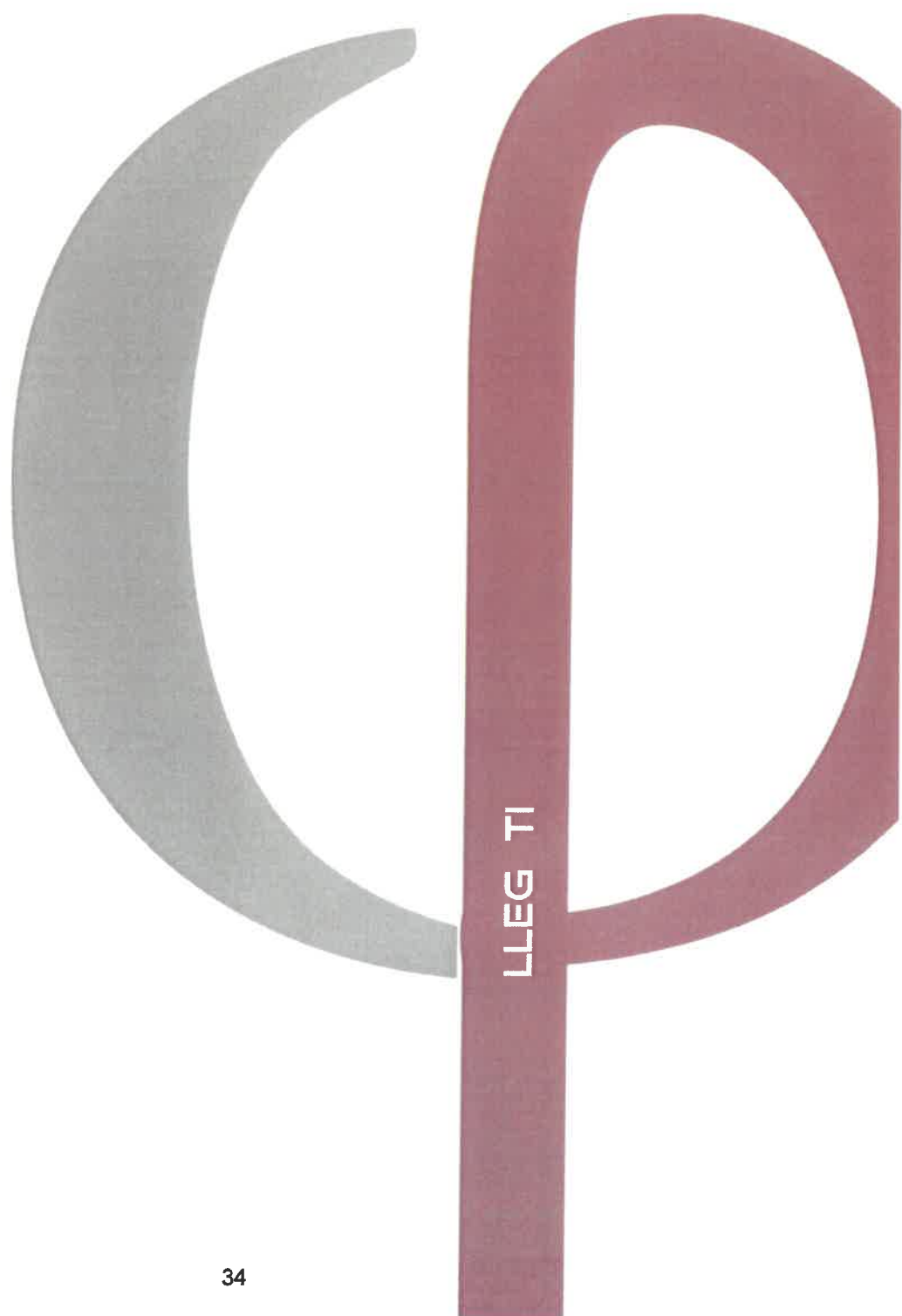
Giedre Montagnani

Perito revisore abilitato

Chiasso, 26.04.2023

Allegato:

- Conto consuntivo



**BILANCIO DI CHIUSURA
AL 31-12-2022**

COMUNE BELLINZONA		
Data	14-04-2023	
Pagina	1	

RIASSUNTO DEL BILANCIO

v1.5

**CONSUMTIVO
ATTIVO PASSIVO**

RIASSUNTO DEL BILANCIO

BENI PATRIMONIALI
BENI AMMINISTRATIVI

198'874'600.50
330'960'043.32

CAPITALE DI TERZI
CAPITALE PROPRIO

466'084'676.89
63'749'966.93

TOTALI

529'834'643.82

529'834'643.82

TOTALI A PAREGGIO

529'834'643.82

529'834'643.82

Avanzo esercizio anno 2022: 6'899'097.19

CAPIFID
SOCIETA' RIDUCIARIA E DI PREVISIONE





**CONSUNTIVO SECONDO LA CLASSIFICAZIONE ISTITUZIONALE
PER L'ANNO 2022**

COMUNE BELLINZONA	
Data	14-04-2023
Pagina	1

DICASTERO	RICAPITOLAZIONE CONTO ECONOMICO CONSUNTIVO 2022				PREVENTIVO 2022	
	SPESE CORRENTI	%	RICAVI CORRENTI	%	SPESE CORRENTI	RICAVI CORRENTI
1 AMMINISTRAZIONE GENERALE	15'486'592.67	6.84 %	801'319.96	0.34 %	11'713'549.00	600'234.00
2 EDUCAZIONE, CULTURA, GIOVANI E SOCIALITÀ	78'668'279.84	34.77 %	12'619'115.57	5.41 %	78'620'510.20	11'086'947.00
3 SICUREZZA E SERVIZI INDUSTRIALI	14'120'914.26	6.24 %	10'297'269.03	4.42 %	14'168'973.10	8'947'267.00
4 ANZIANI E AMBIENTE	63'361'352.25	28.00 %	51'309'001.31	22.01 %	65'227'098.50	51'045'286.50
5 FINANZE, ECONOMIA E SPORT	30'293'184.62	13.39 %	151'915'128.72	65.15 %	30'100'418.00	45'023'680.60
6 TERRITORIO E MOBILITÀ	11'994'241.48	5.30 %	2'331'247.34	1.00 %	12'651'403.00	1'958'450.00
7 OPERE PUBBLICHE	11'842'600.56	5.23 %	3'891'269.07	1.67 %	12'220'301.00	3'372'840.00
8 CONTROLLO INTERNO E QUALITÀ	498'379.98	0.22 %	291.85	0.00 %	556'958.00	3'500.00
TOTALI	226'265'545.66	100.00 %	233'164'642.85	100.00 %	225'259'210.80	122'038'205.10
FABBISOGNO D'IMPOSTA						103'221'005.70
AVANZO D'ESERCIZIO	6'899'097.19					
TOTALI A PAREGGIO	233'164'642.85		233'164'642.85		225'259'210.80	225'259'210.80



CAPIFID

SOCIETÀ PROCIARIA E DI REVISIONE





CONSUNTIVO SECONDO LA CLASSIFICAZIONE ISTITUZIONALE
PER L'ANNO 2022

COMUNE BELLINZONA	
Data	17-03-2023
Pagina	1

D I C A S T E R O	RICAPITOLAZIONE CONTO DI INVESTIMENTO		PREVENTIVO 2022				
	CONSUNTIVO 2022	ENTRATE	USCITE	ENTRATE			
1	AMMINISTRAZIONE GENERALE	48'961.74	0.14 %	0.00	0.00 %	0.00	0.00
2	EDUCAZIONE, CULTURA, GIOVANI E SOCIALITÀ	64'183.35	0.18 %	17'100.00	0.15 %	0.00	0.00
3	SICUREZZA E SERVIZI INDUSTRIALI	71'880.80	0.20 %	0.00	0.00 %	0.00	0.00
4	ANZIANI E AMBIENTE	2'719'624.95	7.75 %	1'290'144.96	11.53 %	0.00	0.00
5	FINANZE, ECONOMIA E SPORT	14'673'138.34	41.79 %	5'271'993.00	47.12 %	0.00	0.00
6	TERRITORIO E MOBILITÀ	4'221'735.72	12.02 %	67'102.00	0.60 %	0.00	0.00
7	OPERE PUBBLICHE	13'311'458.09	37.91 %	4'541'733.60	40.59 %	0.00	0.00
TOTALI		35'110'982.99	100.00 %	11'188'073.56	100.00 %	0.00	0.00
SALDO				23'922'909.43		0.00	0.00
TOTALI A PAREGGIO		35'110'982.99		35'110'982.99		0.00	0.00

**“Non possiamo risolvere i nostri problemi
con lo stesso pensiero che abbiamo usato
quando li abbiamo creati.”**

Albert Einstein



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Città di Bellinzona