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Confirmation of your Representation: In order to be eligible to review this Prospectus or make an investment decision with respect to the securities described herein, investors must not be a US Person (as defined in Regulation S under the Securities Act). You have been sent the attached Prospectus on the basis that you have confirmed to the relevant parties, being the sender of the attached, (i) that you and any customers that you represent are not US Persons, (ii) that the electronic mail (or e-mail) address to which it has been delivered is not located in the United States of America, its territories and possessions, any State of the United States or the District of Columbia (where "possessions" include Puerto Rico, the US Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands) and (iii) that you consent to delivery by electronic transmission.

You are reminded that the Prospectus has been delivered to you on the basis that you are a person into whose possession the Prospectus may be lawfully delivered in accordance with the laws of jurisdiction in which you are located and you may not, nor are you authorized to, deliver the Prospectus to any other person.

The materials relating to the offering do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. Also, there are restrictions on the distribution of the attached Prospectus and/or the offer or sale of Notes in the member states of the European Economic Area. If a jurisdiction requires that the offering be made by a licensed broker or dealer and the underwriters or any affiliate of the underwriters is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the underwriters or such affiliate on behalf of the Issuer in such jurisdiction.

The Prospectus has been sent to you in electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and, consequently, none of the involved parties in the offering, or their respective affiliates, directors, officers, employees or agents accepts any liability or responsibility whatsoever in respect of any difference between the Prospectus distributed to you in electronic format and any hard copy version that may have been delivered to you.

Banque Cantonale de Genève

CHF 100,000,000 1.60 % Social Bonds 2024 – 2030 (the "Bonds")

– with reopening clause –

Issuer	Banque Cantonale de Genève, Quai de l'Ile 17, 1204 Geneva.
Interest Rate:	1.60 % p.a., payable annually in arrears on 10 June, for the first time on 10 June 2025.
Issue Price:	100.114 %
Placement Price:	The Placement Price of the Bonds will be fixed in accordance with supply and demand.
Issue Date:	10 June 2024
Maturity Date:	10 June 2030, redemption at par.
Reopening of the Issue:	The Issuer reserves the right to reopen this Issue according to the terms and conditions of the Bonds.
Denomination:	CHF 5,000 nominal [and multiples thereof].
Form of the Bonds:	The Bonds will be issued as uncertificated securities (*einfache Wertrechte*) in accordance with article 973c of the Swiss Code of Obligations, which will be registered in the main register (*Hauptregister*) of SIX SIS Ltd (**SIX SIS**). Neither the Issuer nor any Holder 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 (*Globalurkunde*) or individually certificated securities (*Wertpapiere*).
Key Covenants:	Pari Passu, Cross Default.
Admission to Trading and Listing:	The Bonds have been admitted to trading on the SIX Swiss Exchange on 07 June 2024. The last trading day for the Bonds on the SIX Swiss Exchange is expected to be the day falling two SIX Swiss Exchange trading days prior to the Maturity Date. Listing will be applied for in accordance with the standard for Bonds of the SIX Swiss Exchange.
Governing Law and Jurisdiction:	Swiss law, Geneva.
Selling Restrictions:	In particular U.S.A., U.S. persons, European Economic Area and United Kingdom.
Sole Lead Manager:	Banque Cantonale de Genève
Swiss Security Number/ ISIN/Common code:	134919180/ CH1349191804 / BCG222

Banque Cantonale de Genève

Prospectus dated 10 June 2024

This Prospectus has been approved by SIX Exchange Regulation Ltd in its capacity as review body pursuant to article 52 of the Swiss Financial Services Act (*Finanzdienstleistungsgesetz*, the "**FinSA**") on 21 June 2024.

IMPORTANT INFORMATION

The Issuer is relying on article 51(2) of the Swiss Financial Services Act of 15 June 2018 (the "FinSA"). Accordingly, in accordance with article 40(5) of the FinSA, prospective investors in the Bonds are hereby notified that this Prospectus has not been reviewed or approved by a competent Swiss review body pursuant to article 52 of the FinSA. The Bonds will be issued on the basis of the final prospectus relating to the Bonds (the "Final Prospectus"), which will be submitted to SIX Exchange Regulation Ltd in its capacity as Swiss review body pursuant to article 52 of the FinSA (the "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 Review Body. Consequently, neither the delivery of this Prospectus nor the offering, sale or delivery of any Bonds shall in any circumstances imply that the information contained herein concerning the Issuer is correct at any time subsequent to the date hereof or that any other information supplied in connection with the issue of the Bonds is correct as of any time subsequent the date indicated in the document containing the same.

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

SUMMARY

This summary should be read as an introduction to this Prospectus. 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.

Potential investors in the Bonds should be aware that liability under article 69 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	Banque Cantonale de Genève is established under the Banque Cantonale de Genève Act of 24 June 1993 (as amended), which entered into force on 1 January 1994, and qualifies as a public limited liability company established under public law according to article 763 of the Swiss Code of Obligations. Its registered office is at Quai de l'Ile 17, 1204 Geneva.
Legal Entity Identifier ("**LEI**") of the Issuer	549300ZEFUWWFTP7BA50
Auditor / Auditor Supervision of the Issuer	The auditor of the Issuer is Deloitte SA, Rue du Pré-de-la-Bichette 1, 1202 Geneva, Switzerland (the "Auditor"). The Auditor is supervised by and registered with the Swiss Federal Audit Oversight Authority (FAOA), and its register number currently is 500420.

B. Information on the Terms of the Bonds

Nature of Bonds	Fixed-rate Social Bonds (as defined below)
Volume	CHF 100'000'000
Issue Date	10 June 2024
Maturity Date	10 June 2030, redemption at par
Interest Rate and Interest Payment Dates	The Bonds bear interest at a fixed rate of 1.60 % p.a., payable annually in arrears on 10 June of each year.
Denomination	CHF 5,000 nominal and multiples thereof.
Status	The Bonds constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer ranking *pari passu* and without any preference among themselves and with all other present and future unsecured and unsubordinated obligations of the Issuer.
Form of the Bonds	The Bonds will be issued as uncertificated securities (*einfache Wertrechte*) in accordance with article 973c of the Swiss Code of Obligations, which will be registered in the main register (*Hauptregister*) of SIX SIS Ltd ("**SIX SIS**"). Neither the Issuer nor any Holder 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 (*Globalurkunde*) or individually certificated securities (*Wertpapiere*).
Reopening of the Issue	The Issuer reserves the right to reopen this issue according to the terms of the Bonds.
Key Covenants	*Pari Passu,* Cross Default.
Principal Paying Agent	Banque Cantonale de Genève
Governing Law and Jurisdiction	The Bonds are governed by, and construed in accordance with, Swiss law. Place of jurisdiction for the Bonds and all related contractual documentation shall be Geneva.

C. Information on the Offering

Public Offer	The Bonds will be offered to prospective investors by way of (i) a public offering in Switzerland, and (ii) private placements in certain jurisdictions outside of

	Switzerland, other than the United States or other jurisdictions where an offering would be prohibited by applicable law.
Issue Price	100.114 % of the aggregate nominal amount of the Bonds (before commissions and expenses).
Placement Price	The Placement Price of the Bonds will be fixed in accordance with supply and demand.
Clearing and Settlement	SIX SIS
Net Proceeds / Use of Net Proceeds	The net proceeds of the Bonds, being the amount of CHF (the "**Net Proceeds**") will be used by the Issuer to finance and/or refinance in part or in full new and/or existing social projects according to the Green, Social and Sustainability Bond Framework of the Issuer, in English language, dated 14 May 2024 (the "**GSS Framework**").
Swiss Security Number	134919180
ISIN	CH1349191804
Common Code	BCG222
Selling Restrictions	In particular U.S.A., U.S. persons, European Economic Area and United Kingdom
Sole Lead Manager	Banque Cantonale de Genève

D. Information on the Admission to Trading and Listing

Swiss Trading Venue	SIX Swiss Exchange
Admission to Trading and Listing	The Bonds have been admitted to trading on the SIX Swiss Exchange as of 7 June 2024. The last trading day for the Bonds on the SIX Swiss Exchange is expected to be the day falling two SIX Swiss Exchange trading days prior to the Maturity Date. Listing will be applied for in accordance with the standard for Bonds of the SIX Swiss Exchange.

E. Information on Prospectus Approval

Swiss Review Body	SIX Exchange Regulation Ltd, Hardturmstrasse 201, 8005 Zurich, Switzerland.
Submission for Approval	The Issuer is relying on article 51(2) of the FinSA. Accordingly, in accordance with article 40(5) of the FinSA, prospective investors in the Bonds are hereby notified that this Prospectus has not been reviewed or approved by a competent Swiss review body pursuant to article 52 of the FinSA. The Bonds, if issued, will be issued on the basis of the Final Prospectus, which will be submitted to the Swiss Review Body for review only after completion of the offering of the Bonds.
Prospectus Date and Approval	This Prospectus is dated 10 June 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 the approval by the Swiss Review Body**.**

SELLING RESTRICTIONS

The Issuer warrants and agrees that it will comply with the following selling restrictions that apply for the Bonds Issue:

General

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

United States of America and US Persons

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

The Issuer has not offered or sold the Bonds, and will not offer and sell the Bonds (i) as part of their distribution at any time, or (ii) acquired otherwise until 20 July 2024 (40 days after the Issue Date) (the "Restricted Period"), except in accordance with Rule 903 of Regulation S under the Securities Act. Terms used in this paragraph A) have the meanings given to them by Regulation S under the Securities Act.

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

"The Bonds covered hereby have not been registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold within the United States of America or to, or for the account or benefit of U.S. persons (i) as part of their distribution at any time and (ii) otherwise acquired until 20 July 2024, except in either case in accordance with Regulation S under the Securities Act. Terms used above have the meanings given to them by Regulation S."

B) The Issuer has not entered and will not enter into any contractual arrangement with respect to the distribution or delivery of the Bonds except as permitted in accordance with Regulation S under the Securities Act.

European Economic Area

In relation to each Member State of the European Economic Area (the "EEA") (each a "Member State"), the Issuer represents and agrees, that it has not made and will not make an offer of Bonds which are the subject of the Bonds to the public in that Member State except that it may make an offer of such Bonds to the public in that Member State at any time:

a) to any legal entity which is a qualified investor as defined in the Regulation (EU) 2017/1129 (the "Prospectus Regulation"); or

b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation); or

c) in any circumstances falling within article 1(4) of the Prospectus Regulation, provided that no such offer of Bonds referred to in (a) to (c) above shall require the Issuer to publish a prospectus pursuant to article 3 of the Prospectus Regulation, or supplement a prospectus pursuant to article 23 of the Prospectus Regulation.

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

United Kingdom

In relation to the United Kingdom (the "UK"), the Issuer represents and agrees that it has not made and will not make an offer of Bonds to the public in the UK except that it may make an offer of such Bonds to the public in the UK at any time:

a) to any legal entity that is a qualified investor as defined in the Prospectus Regulation as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "EUWA");

b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation) as it forms part of domestic law by virtue of the EUWA) in the UK; or

c) in any other circumstances falling within section 86 of the Financial Services and Markets Act 2000 (the "FSMA"),

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

The Issuer represents and agrees that:

a) 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) 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.

FORWARD LOOKING STATEMENTS

This Prospectus contains or incorporates by reference statements that constitute "forward-looking statements". Such forward-looking statements may include, but are not limited to, statements relating to the Issuer's plans, targets, goals, future economic performance or prospects, the potential effect of certain contingencies on the Issuer's future performance, and assumptions underlying such statements.

Words such as "will", "believe", "anticipate", "expect", "intend", "plan", "predict", "estimate", "project", "target", "assume", "may" and "could" 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.

By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that prospects, predictions, forecasts, projections and other outcomes described or implied in forward-looking statements will not be achieved. The Issuer cautions potential investors that a number of important factors could cause results to differ materially from the plans, targets, goals, future economic performance and prospects expressed in such forward-looking statements. When evaluating forward-looking statements, potential investors in Bonds should carefully consider the foregoing, as well as the risk factors and other information contained in or incorporated by reference into this Prospectus. Due to the uncertainty of future developments, to the fullest extent permitted by applicable law, the Issuer does not assume any liability in respect to or in connection with such prospects or other forward-looking statements contained or incorporated by reference herein.

Except as required by the FinSA or other applicable securities laws, the Issuer does not undertake an obligation to update any prospects or other forward-looking statements contained or incorporated by reference herein after the date hereof, even if new information, future events or other circumstances have made such statements incorrect or misleading

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Potential investors should carefully review all of the information contained in this Prospectus, and in particular the material risks set out below, taking into account their personal and financial situation, investment strategy and objectives and any other relevant circumstances. Any of the material risks listed below could have a material adverse effect on the Issuer's business, operations, results of operations, financial condition and/or future prospects, which in turn could affect redemption. In addition, any of the material risks listed below could materially affect the price of the bond and the rights of investors under the bond. As a result, there is a risk that investors will lose all or part of the amount invested.

Risk Factors relating to the Issuer

An economic downturn or fluctuations in the financial and real estate markets may adversely affect the Issuer's operating results

A protracted economic downturn in the Canton of Geneva, Switzerland and/or globally or continued volatility in the financial markets could have an adverse effect on the Issuer's business, financial condition and results of operations. Factors such as interest rates, inflation, deflation, investor sentiment, the availability and cost of credit, the liquidity of the global financial markets and the level and volatility of equity prices can significantly affect the activity level of customers and the profitability of the Issuer.

In that context, one of the primary risks in the mortgage lending market is that a substantial part of the mortgage borrowers could become unable to pay the interest or principal amount on the outstanding mortgage loans. Such defaults can particularly arise in the context of an economic downturn with a slump in the market for residential or commercial real estate or in the context of rising interest rates. If, due to the above or other factors, credit defaults under the BCGE Group's outstanding mortgage loans were to increase substantially, this could have a material and adverse effect on its business, financial condition and result of operations.

The Social Projects financed through Social Bonds no longer fall under the social eligible categories of the GSS Framework or become subject to unexpected variations and maturity mismatches

According to the GSS Framework, loans, investments and projects financed through the proceeds arising from the issuance of Social Bonds must fall under the social eligible categories ("**Social Projects**"). The full amount of the net proceeds obtained from the Social Bonds is expected to be allocated immediately after the relevant issuance. A list monitoring of the eligible Social Projects to be (re)financed is established by the Issuer aiming to ensure that such projects are in line with the Use of Net Proceeds section of this Prospectus. In that context, the Issuer is exposed to the risk that the selected Social Projects no longer meet the eligibility criteria (e.g., following divestment, liquidation, technology switch, concerns regarding alignment of underlying activity with eligibility criteria, etc.) and/or become subject to cases of unexpected variations on projects outstanding amount or maturity mismatches. Furthermore, while the Issuer intends to allocate the full amount of Net Proceeds obtained from the Social Bonds immediately after the issuance or, in case of maturity mismatches, as soon as possible after a Social Project has been completed, there is a risk that the Issuer will not be able to do so and that it will need to hold the balance of Net Proceeds not yet allocated (or redeemed early) in its liquidity portfolio. In the event that a selected project no longer validates the criteria in the framework, the bank intends to select for (re)financing another project in its database which would correspond to the social criteria listed in the framework. In the worst case scenario, if no social project(s) may be selected, then the bank shall either invest in the GSS bonds issued of another issuer or hold the allocated net proceeds in the bank's liquidity portfolio.

The Issuer is in competition with (mainly domestic) competitors

All aspects of the Issuer's business are highly competitive. While the Issuer is striving to deliver excellent client service to meet highest industry standards, the Issuer's ability to compete effectively depends on many factors, including its ability to maintain its reputation, the quality of its services and advice, its intellectual capital, product innovation, execution ability, pricing, sales efforts and the talent of its employees. Any failure by the Issuer to maintain its competitive position could have an adverse effect on the Issuer's business, financial condition and results of operations.

The Issuer is exposed to third party credit risk and third party financial or other problems that may adversely affect the Issuer's operations, financial condition and results of operations

The Issuer is exposed to the risk that third parties, to whom the Issuer lends money, securities or other assets, will not perform their obligations. These parties include the Issuer's clients, trading counterparties, clearing agents, exchanges, clearing houses and other financial institutions. Even though the Issuer's exposure to these counterparties is subject to in-depth scrutiny in order to reasonably reduce the risk, such parties may default on their obligations to the Issuer due to lack of liquidity, operational failure, bankruptcy or other reasons. The risk of counterparty default has become increasingly relevant in the current challenging operating environment and volatile financial markets.

A deterioration in the credit rating may result in higher financing costs for you and undermine customer confidence in the Issuer

A deterioration in the Issuer's credit ratings or a negative outlook by a rating agency could result in increased funding costs and may limit its funding sources. In addition, rating downgrades may limit the Issuer's ability to conduct certain businesses or may cause clients to be reluctant to do business with the Issuer. Due to the potentially negative consequences of a credit rating downgrade on the Issuer's funding costs and options, a reduction in the Issuer's credit ratings could have an adverse effect on the Issuer's business, financial condition and results of operations.

Any impairment of the ability to maintain a stable funding and liquidity position may adversely affect the Issuer's results of operations and financial condition

Despite actively managing its funding and liquidity position and ensuring sufficient liquidity at a specific point in time, the Issuer faces liquidity risk. Liquidity risk, i.e. the risk of being unable to meet (re)payment obligations when they become due, is inherent in any banking operation and could adversely affect the Issuer's business, financial condition and results of operations.

Adverse market changes may adversely affect the value of the Issuer's trading portfolio

The value of the Issuer's trading portfolio is affected by changes in market prices, such as interest rates, equities, currencies, certain commodities and derivatives. The Issuer takes various actions to address risks from such market price fluctuations, including entering into hedging transactions to address the market risks relating to the Issuer's limited trading activities. However, significant negative changes in market prices could adversely affect the Issuer's business, financial condition and results of operations.

Fluctuations in foreign currency exchange rates may adversely affect the Issuer's operating results

Some of the Issuer's capital is invested in foreign activities. These foreign activities expose the Issuer to currency risk, in the form of translation risk. In addition, some of the Issuer's trading books are exposed to market risk, in that they can have positions that are affected by changes in the exchange rates of currencies. Despite the Issuer's best efforts to manage this currency risk, substantial changes in the exchange rates of currencies could have an adverse effect on the Issuer's business, financial condition and results of operations.

Operational risks may adversely affect the Issuer's business, result in regulatory action being taken against the Issuer or adversely affect its operating results

Despite having effective processes and controls in place, the Issuer faces operational risks. Operational risk is defined as the risk of loss resulting from inadequate or failed internal processes and systems, or people, or from external events which adversely impact the operations of the Issuer (excluding financial risks such as, inter alia, financial market risks and counterparty risks). In particular in view of the broad spectrum of operational risks, the realization of one or more of these risks could have adverse effects on the Issuer's business, financial condition and results of operations.

The Issuer is dependent on its IT systems. If these do not work properly or even fail, this can have a negative impact on the Issuer's operating result

As part of its business activities, the Issuer is heavily dependent on IT systems and the processes and procedures associated with them. This dependency results in a number of operational risks for the Issuer, including attacks perpetrated via the Internet, in particular for the integrity, availability and confidentiality of the Issuer's technology infrastructure, in particular in relation to critical and/or sensitive data and IT systems (cyber risks). The existing risks and dependencies can be reduced by measures taken by the Issuer, but cannot be ruled out. If the processes do not run properly, the protection fails, the systems do not work properly or even fail, or unauthorized access rights exist or unauthorized access takes place, the Issuer may suffer a significant loss or even an interruption to its business and/or itself be exposed to claims by third parties, including claims for damages or measures by courts, authorities and regulators.

The risks associated with legal proceedings may adversely affect the Issuer's results of operations

The Issuer is subject to legal obligations in Switzerland, including in the Canton of Geneva, as well as in the foreign countries it operates in. Therefore the Issuer faces risks where legal proceedings may be brought against it. Regardless of whether such claims have merit, the outcome of legal proceedings is inherently uncertain and could result in financial loss. The outcome of such proceedings cannot be determined in advance. Defending legal proceedings can be expensive and time-consuming and there is no guarantee that all costs incurred will be recovered even if the Issuer is successful. It is the assumption of the Issuer that the currently pending proceedings will not have any significant detrimental effect on the operating performance of the Issuer.

Although the Issuer has processes and controls to manage legal risks, failure to manage these risks could have a negative impact on the Issuer's reputation and could have an adverse effect on the Issuer's business, financial condition and results of operations.

The Issuer is exposed to the risk of loss as a result of fraud and other misconduct by its employees

Fraud, misconduct, improper practice or failure or perceived failure by the Issuer's employees to comply with legal, regulatory or compliance requirements or their duty of care when advising clients could expose the Issuer to the risk of adverse publicity and damage to its reputation and lead to increased regulatory supervision, affect the Issuer's ability to attract and retain customers, maintain access to the capital markets, result in lawsuits, enforcement actions, fines and penalties or have other adverse effects on the Issuer in ways that are not predictable.

The Issuer may become subject to external fraud

External fraud includes, but is not limited to theft or robbery, forgery (including check forgery), computer hacking or theft of information. As a result of such external fraud, the Issuer could become subject to litigation or suffer financial loss, a disruption of its businesses, liability to its clients, regulatory intervention or reputational damage.

The Issuer faces risks related to legal or regulatory changes

The Issuer's businesses are subject to detailed, comprehensive laws and regulations as well as supervision in Switzerland and in other countries in which it operates in. Changes in existing laws and regulations may affect the way in which the Issuer conducts its business. Regulatory agencies have broad administrative power over many aspects of the financial services business, which may include capital adequacy, risk diversification, liquidity, and permitted investments, ethical issues, money laundering, "know your customer" rules, privacy, record keeping, and marketing and selling practices. Banking, insurance and other financial services laws, regulations and policies currently governing the Issuer may change at any time in ways which have an adverse effect on its business, and the Issuer cannot predict the timing or form of any future regulatory or enforcement initiatives in respect thereof. Also, regulators and other supervisory authorities in Switzerland, the EU, the United States and elsewhere continue to scrutinize payment processing and other transactions under regulations governing such matters as money-laundering, prohibited transactions with countries subject to sanctions, tax evasion and bribery or other anti-corruption measures. Despite the Issuer's best efforts to comply with applicable regulations, there are a number of risks in areas where applicable regulations may be unclear or where regulators revise their previous guidance or courts overturn previous rulings. Regulators and other authorities have the power to bring administrative or judicial proceedings against the Issuer, which could result, among other things, in significant adverse publicity and reputational harm, suspension or revocation of licenses, cease-and-desist orders, fines, civil penalties, criminal penalties or other disciplinary action.

As a bank, the issuer is subject to risks in connection with regulatory capital requirements

As described in section "Information about the Issuer", BCGE belongs in the category 3 defined by FINMA circular 2011/2, with a balance sheet in excess of CHF 15 billion. The FINMA has set the threshold for this category at 12% of equity capital coverage. In addition, starting 30 September 2022, FINMA has reinstated a 2.5% anti-cyclical capital buffer related to real estate activities. Any failure of the Issuer to maintain its regulatory capital ratios could result in administrative actions or sanctions, which in turn may have an adverse impact on the Issuer's business, financial condition and results of operations. A shortage of available capital might restrict the Issuer's opportunities for expansion.

In March 2024, the FINMA recognized the adjusted self-regulation by the Swiss Bankers Association in the area of mortgage lending as a binding minimum standard. These adjustments were necessary due to the introduction of the final Basel III standards in Switzerland. In particular, the minimum requirements for capital and amortization as well as the qualitative requirements in the Mortgage Directive were amended. They will enter into force at the same time as the Federal Council’s revised Capital Adequacy Ordinance and the FINMA Ordinance on the Credit Risks of Banks and Securities Firms on 1 January 2025

In December 2010, the Basel Committee on Banking Supervision introduced certain liquidity requirements when it published the "International framework for liquidity risk measurement, standards and monitoring". The Issuer is required to maintain a Liquidity Coverage Ratio ("LCR") of high-quality liquid assets to estimate stressed short-term funding outflows and will be required to maintain a Net Stable Funding Ratio ("NSFR"), both of which are intended to ensure that it is not overly reliant on short-term funding and that it has sufficient long-term funding for illiquid assets. On 11 September 2020, the Swiss Federal Council adopted an amendment to the Liquidity Ordinance (LiqO). The provisions, which entered into force on 1 July 2021, introduced the NSFR.

These requirements require the Issuer to maintain substantially higher levels of overall liquidity than was previously the case. Increased capital requirements and higher liquidity requirements make certain lines of business less attractive and may reduce the Issuer’s overall ability to generate profits. The LCR and NSFR calculations make assumptions about the relative likelihood and amount of outflows of funding and available sources of additional funding in a market or firm-specific stress situation. There can be no assurance that in an actual stress situation the Issuer’s funding outflows would not exceed the assumed amounts.

Acts of terrorism, acts of war and acts similar to war, natural disasters, geopolitical, pandemic and similar events may have a negative impact on the Issuer's operating results

Terrorist acts, other acts of war or hostility, geopolitical, pandemic or other such events and responses to those acts/events may create economic and political uncertainties, which could have a negative impact on Swiss and international economic conditions generally, and more specifically on the business and results of the Issuer in ways that cannot necessarily be predicted. The occurrence of any such event could have an adverse effect on the Issuer's business, financial condition and results of operations.

The Issuer's reputation plays a key role in its business activities. Damage to its reputation will affect the Issuer's ability to retain and attract customers, which may adversely affect its results of operations

The Issuer is exposed to the risk that negative or adverse publicity, media speculation and threatened or actual legal proceedings concerning the Issuer's business or the Issuer's clients will harm its reputation. Negative publicity or potential or actual legal proceedings may result in greater regulatory scrutiny and influence market perception of the Issuer, resulting in the departure of clients of the Issuer or difficulty to attract new clients. Any of these negative effects could adversely affect the Issuer's business, financial condition and results of operations.

Dependence on key executives and other key employees may adversely affect the Issuer and its results of operations

The Issuer's success depends to a great extent on the ability and experience of its senior management and other key employees. The loss of the services of certain key employees, particularly to competitors, could have an adverse effect on the Issuer's results of operations. The failure to attract or retain a sufficient number of qualified employees could significantly impede the Issuer's financial plans, growth and other objectives and have an adverse effect on the Issuer's results of operations.

Risk Factors relating to the Bonds

An investment in the Bonds carries risks and investors may lose the funds invested in the Bonds.

An investment in the Bonds carries, inter alia, the risks outlined in this Prospectus. The investors therefore may lose the funds invested in the Bonds. Each investor should consult with its own advisors as to the legal, tax, business, financial and related aspects of the purchase of the Bonds. In making an investment decision, investors must rely on their own examination of the Issuer and the terms of the Prospectus, including the merits and risks involved.

The Bonds are complex financial instruments and may not be suitable for all investors.

Each potential investor should (i) have sufficient knowledge and experience to make a meaningful evaluation of the Bonds, the merits and risks of investing in the Bonds and the information contained in this Prospectus; (ii) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of the investor’s particular financial situation, an investment in the relevant Bonds and the impact the relevant Bonds will have on the investor’s overall investment portfolio; (iii) have sufficient financial resources and liquidity to bear all of the risks of an investment in the Bonds and (iv) be able to evaluate (either alone or with the help of a financial advisor) possible scenarios for economic, interest rate and other factors that may affect the investor’s investment and the investor’s ability to bear the applicable risks. Before investing in the Bonds, each potential investor should have understood thoroughly the Terms of the Bonds and be familiar with them and the content of this Prospectus.

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 Bondholders under the Bonds upon a liquidation or winding-up of the Issuer.

The Issuer may, without consent of the Bondholders, substitute another Swiss entity as issuer under the Bonds

Under the Bonds, the Issuer may, without the consent of the Bondholders and subject to certain conditions, substitute for itself another Swiss entity controlling, controlled by or under common control with the Issuer as issuer of the Bonds. So long as the conditions described in the Terms of the Bonds are satisfied, such entity may be an entity having a different legal form from that of the Issuer. Except for the irrevocable and unconditional guarantee as per art. 111 of the Swiss Code of Obligations, in respect of the financial obligations of such new issuer, the Issuer will in case of a substitution be released from its obligations in respect of the Bonds. In such a case, the rights of Bondholders against such entity may differ from the rights of Bondholders against the Issuer.

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

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

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

An active trading market for the Bonds may not develop

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

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

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

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

(i) the creditworthiness of the Issuer and, in particular its results of operations, financial condition and liquidity profile;

(ii) supply and demand for the Bonds, including inventory with any securities dealer; and

(iii) economic, financial, political, market volatility or regulatory events or judicial decisions that affect the Issuer or the financial markets generally.

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

Exchange rate risks and exchange controls

The Issuer will pay principal and interest on the Bonds in Swiss francs. This presents certain risks relating to currency conversions if the financial activities of an investor in the Bonds are denominated principally in a currency or currency unit (the Investor's Currency) other than Swiss francs. These include the risk that exchange rates may significantly change (including changes due to devaluation of the Swiss franc or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency impose or modify currency exchange controls. An appreciation in the value of the Investor's Currency relative to the Swiss franc would decrease (i) the Investor's Currency-equivalent yield on the Bonds, (ii) the Investor's Currency-equivalent value of the principal payable on the Bonds, and (iii) the Investor's Currency-equivalent market value of the Bonds.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, investors in the Bonds may receive less interest or principal than expected, or no interest or principal.

The Issuer may redeem the Bonds under certain circumstances.

Subject to a period of not less than thirty (30) nor more than sixty (60) days' prior notice, 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 plus accrued interest, if any, on 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. (For a detailed description see: "Terms of the Bonds – Early Redemption at the Option of the Issuer "). During any period when the Issuer may elect to redeem the Bonds, the market value of the relevant Bonds generally is not expected to rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period.

Following an early redemption of the Bonds, there can be no assurance that, at the relevant time, Bondholders will be able to reinvest the amounts received upon redemption at a rate that will provide the same return as their investment in the Bonds. Prospective investors should consider reinvestment risk in light of other investments available at that time

Notice to Investors

The Swiss listing prospectus (the "**Prospectus**") shall be read and construed on the basis that the annexes hereto are deemed to be incorporated in, and to form part of, this Prospectus.

Investors are advised to familiarise themselves with the entire content of this Prospectus.

Documents incorporated by reference

The following documents shall be deemed to be incorporated in, and form part of this Prospectus (copies of the documents incorporated by reference are available upon request at the address indicated in the following section):

- the Issuer's annual report 2023 as of 31 December 2023
- the Issuer’s “Disclosure obligations regarding capital adequacy 2023” as of 31 December 2023 (French only)
- the Issuer's “Green, Social and Sustainability (GSS) Bond Framework” of 1 May 2024 (the "**GSS Framework**")
- the Issuer’s “Second Party Opinion Sustainability Quality of the Issuer and Green, Social and Sustainability (GSS) Bond Framework” of 7 May 2024 (the “**SPO**”)

Documents Available

Copies of this Prospectus (or of the documents incorporated by reference see section above) are available in electronic or printed form, free of charge, upon request at Banque Cantonale de Genève, Marchés Financiers et Trésorerie, Quai de l’Île 17 – 1204 Geneva, Switzerland, or can be ordered by telephone +41 29 809 35 43 or by e-mail *emission@bcge.ch*. The documents incorporated by reference herein are also available on the website of the Issuer.

In addition, the annual and half-year reports as well as the press releases and the Group results are published on the Issuer's website, at https://www.bcge.ch/en/rapports-financiers and https://www.bcge.ch/en/news?filter=press-release.

Prospectus

This Prospectus is available in English language only and provides information about the Issuer and the Bonds. This Prospectus does not constitute an offer of, or an invitation to subscribe for or purchase, any Bonds.

No person has been authorized to give any information or make any representation in connection with the offering of the Bonds other than as stated herein and any other information or representation if given or made should not be relied upon as having been authorised by the Issuer. Neither the delivery of this Prospectus, nor the issue of the Bonds nor any sale thereof shall, in any circumstances, create any implication that there has been no material adverse change in the affairs of the Issuer since the date hereof.

Social Bond Documentation

Social bonds are fixed rate bond instruments, in which the funds received from the Issuer are used to finance or refinance in part or in full new and/or existing social projects (as defined under section “Use of Proceeds” of the GSS Framework) ("**Social Bonds**").

With regard to the Issuer's Social Bond, ISS ESG has prepared a Second Party Opinion (hereinafter referred to as "**SPO**"). The SPO does not form an integral part of this Prospectus. In particular, the existence of the SPO is not to be understood as a recommendation to buy and/or sell the Bonds.

Each potential investor is responsible for independently verifying whether the Social Bond is suitable for achieving its investment objectives, as well as its expectations in respect of social aspects; the Issuer is not responsible in this regard. The Issuer assumes no responsibility or obligation of control about the use of the net proceeds of the Social Bonds. Moreover, while the Issuer committed to comply with certain principles in relation to the use of the proceeds of the Social Bonds, non-compliance with these principles would not necessarily result in the occurrence of an "Event of Default" (as defined in the Terms of the Bonds). Any investor potentially interested in the social nature of the Social Bonds accepts that the projects financed or refinanced may not achieve the partial or full intended social developments. The Issuer's GSS Framework and the SPO are available on the Issuer's website under: https://www.bcge.ch/en/actionnaires-investisseurs. The information contained on that website is not part of this Prospectus.

GENERAL INFORMATION

Authorisation

Pursuant to the decision of the Head of the Finance Division of the Issuer based on the Financial Policy of the Issuer ("*Politique Financière 2024*"), which was approved by the Board of directors on 25 January 2024, the Issuer has decided to issue the Bonds of CHF 100’000’000 to be paid on 10 June 2024 and maturing on 10 June 2030.

Banque Cantonale de Genève agrees to purchase the Bonds and undertake to offer the Bonds for subscription by prospective investors in accordance with the Terms of the Bonds. Banque Cantonale de Genève reserves the right to keep any of the Bonds purchased for their own account.

Net Proceeds and Use of Net Proceeds

The net proceeds of the Bonds, being the amount of CHF 100'099'000 (the "**Net Proceeds**") will be used by the Issuer to finance and/or refinance in part or in full new and/or existing social projects in accordance with the GSS Framework of the Issuer, which inter alia provides a framework for the Issuer's social bond issues so that they comply with the applicable Principles/Voluntary Application Guidelines defined by the International Capital Market Association – ICMA and the Social Bond Principles 2023 (SBP).

Issue Price and Placement Price

The issue price of the Bonds has been set at 100.114 % of the principal amount, before commissions and expenses.

The placement price of the Bonds will be fixed in accordance with supply and demand.

Clearing System and Security Numbers

The uncertificated securities representing the Bonds will be registered with SIX SIS. The Swiss Security Number, the International Securities Identification Number ("**ISIN**") and the Ticker of the Bonds are as follows:

Swiss Security Number	ISIN	Ticker
134919180	CH1349191804	BCG222

Transferability / Tradability

No restrictions. For certain selling restrictions with respect to the Bonds, see "Selling Restrictions".

Swiss Federal Withholding Tax

The Issuer will procure to deduct Swiss Federal Withholding Tax of currently 35% on interest payments and to remit the tax to the Swiss Federal Tax Administration.

Notices

All notices in relation to the Bonds will be published in accordance with condition 10 of the Terms of the Bonds.

The publication organ for notifications of the Issuer is the Swiss Official Gazette of Commerce (*Schweizerisches Handelsamtsblatt*).

Representative / Admission to trading

In accordance with article 58a of the Listing Rules of the SIX Swiss Exchange, Banque Cantonale de Genève has filed the application with SIX Exchange Regulation Ltd 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.

General Information

Name, registered office, location

Banque Cantonale de Genève. The registered office is Quai de l'Île 17, 1204 Geneva.

Incorporation, duration

Banque Cantonale de Genève was created according to the constitutional law of 12 March 1993, which came into effect on 1 January 1994 with the merger of the Caisse d'épargne de la République et canton de Genève (founded in 1816) and the Banque Hypothécaire du Canton de Genève (founded in 1847).

BCGE was established for an unlimited period of time.

System of law, legal form

Banque Cantonale de Genève is established under the Banque Cantonale de Genève Act of 24 June 1993, which entered into force on 1 January 1994, and qualifies as a public limited liability company established under public law according to article 763 of the Swiss Code of Obligations. Banque Cantonale de Genève has the status of a cantonal bank within the meaning of the Swiss Federal Banking Act of 8 November 1934 (as amended) and is subject to the supervision of FINMA.

Deposits only are covered by the guarantee of deposits set out in Chapter XIII of the Swiss Federal Banking Act of 8 November 1934 (as amended).

Purpose

In accordance with article 2 of the Banque Cantonale de Genève Act of 24 June 1993 and clause 2 of the articles of association dated 26 April 2016, the principal aim of the issuer is to contribute to the economic development of the canton and of the region of Geneva. As a universal bank, it carries out all operations covered by the Swiss Federal Banking Act of 8 November 1934 (as amended). The Issuer is entitled to carry out its activity in all financial and stock markets in Switzerland and abroad. It is managed on the basis of sound principles of economics and banking ethics.

Register

The Issuer is registered in the Commercial Register of the Canton of Geneva with the register number CHE-105.981.074 since 17 December 1993.

Group

The consolidated accounts of the BCGE Group comply with the Swiss Code of Obligations, the Swiss Federal Banking Act of 8 November 1934 (as amended), its executive ordinance and the FINMA accounting guidelines. The Group accounts have been prepared according to the true and fair view principle.

Banks, financial and real estate firms whose consolidation makes a material financial difference have been included in these financial statements.

All Group companies active in banking, finance and real estate, held as permanent assets in which the parent company has a direct or indirect stake of more than 50%, are fully consolidated. All permanently held Group companies active in banking, finance and real estate, in which the parent company has a direct or indirect stake of between 20% and 50%, are consolidated under the equity method.

Group companies	Total assets in CHF 1,000[1]
Banque Cantonale de Genève SA, Geneva	30'058'776
Capital Transmission SA, Geneva	100'691
Investissements Fonciers SA, Lausanne	25'555
Swiss Public Finance Solutions SA, Geneva	18'976
Loyal Finance AG, Zurich	1'968

Dimension SA, Lausanne	562
Banque Cantonale de Genève (France) SA, Lyon	931’601
Compagnie Foncière du Saint Gothard SAS, Puteaux	43’414
Compagnie Foncière Franco-Suisse SAS, Lyon	32’169
Compagnie Foncière Whymper SAS, Lyon	66
Rhône Saône Courtage Sàrl, Lyon	26
Rhône Saône Léman SNC, Lyon	14

[1] *As of the reporting date for the financial statements for the 2023 business year*

Change of the Issuer

A substitution of the Issuer is permitted without the consent of the Bondholders in accordance with Condition 8 of the Terms of the Bonds.

Information on administrative, management and audit bodies

Board of Directors

Name	Function
Manuel Leuthold	Chairman
Jean Olivier Kerr	Vice Chairman
Jean-Philippe Bernard	Member
Fabienne Bertolucci	Member
Michèle Costafrolaz	Member
Mélina Dimitrakakis	Member
Sophie Dubuis	Member
Bernard Girod	Member
Vincent Mottet	Member
Sandrine Salerno	Member

The business address of the members of the Board of Directors is Quai de l’Île 17, 1204 Geneva.

Executive Board

Name	Function
Nicolas Krügel	CEO
Frédéric Vernet	Head of the Finance Division (CFO), Deputy CEO, CRO
Pierrette Jaton Klopfenstein	Head of the Geneva Division
Virginie Fauveau	Head of the Corporate Division
Urs Ziegler	Head of the Asset Management Division
Yves Spörri	Head of the International Clients Division
Jean-Marc Joris	Head of the Operations Division
Philippe Marti	Head of Legal and Compliance Division

The business address of the members of the Executive Board is Quai de l’Île 17, 1204 Geneva.

Auditor / Auditor Supervision

The auditor of the Issuer is Deloitte SA, Rue du Pré-de-la-Bichette 1, 1204 Geneva. At the last annual general meeting, dated 23 April 2024, Deloitte SA was re-elected as independent statutory auditor for a further one-year term. (the "**Auditor**").

The Auditor is supervised by and registered with the Swiss Federal Audit Oversight Authority (FAOA), and its register number currently is 500420.

Business activities and prospects

Principal activities

The Issuer is a universal retail bank whose main mission is to contribute to the development of Geneva's economy. In order to do so, it provides a very wide range of banking services to private, corporate and institutional clients such as everyday banking facilities, private banking and asset management, pension planning, mortgages, lending to the private and public sectors, trading, financial engineering, corporate finance and global commodity finance services.

Based in Geneva, the Issuer is the parent company of the BCGE Group. To support its clients in doing business and travelling outside the canton, the BCGE Group has branches in Lausanne, Basel and Zurich plus representative offices in Dubai and Hong Kong. The Banque Cantonale de Genève (France) subsidiary is present in Lyon, Annecy and Paris. The Group also includes the Capital Transmission, Loyal Finance AG and Dimension subsidiaries specialised in financing private equity for SME, and Swiss Public Finance Solutions (SPFS), which provides financial advice and services to public authorities on the Swiss market. As of 31 December 2023, the Group employed 916.8 people (full-time equivalents) and had total assets of CHF 35.3 billion.

Patents and licenses

The BCGE Group is not dependent on any patent or license.

Court, arbitral and administrative proceedings

Save as disclosed in this Prospectus, there are no court, arbitral and administrative proceedings pending against or affecting the BCGE Group, nor is the BCGE Group 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.

Business activities on group-wide, consolidated basis and prospects

The BCGE Group continues to expand and capture the dynamism of growth sectors. It is able to do so thanks to the diversity of its expertise and the alignment of its business model with the specific demands of the Geneva and Swiss economies.

- The growth of high added-value business and the loyalty of its client base reaffirm BCGE Group's favourable strategic positioning.
- The BCGE Group's financial strength makes it a safe and stable financial guardian.
- The BCGE Group expects a moderate drop in interest rates and a contracting economy, conditions likely to slow growth in revenue.
- The increase in lending will remain measured due to the regulations governing shareholders' equity and a policy of caution, particularly in real estate financing.
- The BCGE Group is continuing to develop businesses that require less capital (e.g. private and institutional wealth management, business advice) and offers a wider range of services for businesses, such as equity financing and M&A.

Barring a significant deterioration in the economy or a sharp drop in interest rates, the BCGE Group expects its overall earnings for the year to be comparable to those of this past year.

Please see also BCGE Annual report as at 31 December 2023, both incorporated by reference herein.

Capital

Capital

The Issuer's share capital is CHF 360,000,000, divided into 7,200,000 fully paid-up registered shares with a nominal value of CHF 50.00 each.

The Issuer has no conditional share capital or capital fluctuation margin.

Outstanding conversion and option rights and bonds

As of the date of this Prospectus, the Issuer has not issued any convertible bonds, warrants or options. The outstanding bonds of the BCGE Group can be found on page 75 of the BCGE Annual report as at 31 December 2023 incorporated by reference herein.

Own equity securities

As of 10 June 2024, the Issuer holds 99’018 of its own registered shares.

Material changes since the most recent annual financial statements

Except as disclosed in this Prospectus, no material changes have occurred in the Issuer’s assets and liabilities, financial position and profits and losses since the publication of the BCGE Group half-year results as at 31 December 2023, which would materially affect its ability to carry out its obligations under the Bonds.

TAXATION

The following is a summary of certain tax implications under the laws of Switzerland as they may affect investors. It applies only to persons who are beneficial owners of Bonds and may not apply to certain classes of persons. The Issuer makes no representations as to the completeness of the information nor assumes any liability of whatsoever nature for the tax implications for investors. Potential investors are strongly advised to consult their own professional advisers in light of their particular circumstances.

Swiss Federal Withholding Tax

Currently, payments by the Issuer on Bonds which classify as interest (including payments reflecting accrued interest) will be subject to Swiss federal withholding tax (*Verrechnungssteuer*) at a rate of 35%.

A holder of a Bond who is an individual resident in Switzerland and who holds the Bond as private asset and who duly reports the gross amount of the taxable payment in his or her tax return, and a holder who is a legal entity or an individual holding the Bond in a Swiss business and who includes such payment as earnings in its income statement, and who in each case is the beneficial owner of the taxable payment, is entitled to a full refund of or a full tax credit for 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 Federal Securities Turnover Tax

The issue and the sale of a Bond on the issuance day (primary market transaction) are not subject to Swiss federal securities turnover tax (*Umsatzabgabe*). Secondary market dealings in Bonds may be subject to the Swiss federal securities turnover tax at a rate of up to 0.15% 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.

The bonds of non-Swiss issuers shall remain subject to Swiss federal securities turnover tax.

Income Taxation on Principal or Interest

a) *Bonds Held by Non-Swiss Holders*

Payments of interest and repayment of principal by the Issuer to, and gain realized on the sale or redemption of Bonds by, a holder of Bonds who is not a resident of Switzerland and who during the current taxation year has not engaged in a trade or business through a permanent establishment in Switzerland to which such Bond is attributable will not be subject to any Swiss federal, cantonal or communal income tax in respect of such Bond.

b) *Bonds Held as Private Assets by a Swiss Resident Holder*

Individuals who are resident in Switzerland and who hold Bonds as private assets are required to include all payments of interest on such Bonds in their personal income tax return for the relevant tax period and will be taxable on any net taxable income for such tax period.

In principle a capital gain, including a gain relating interest accrued realized on the sale or redemption of Bonds by such a Swiss resident holder, is a tax-free private capital gain, and, conversely, a respective loss on the Bond is a non-tax-deductible private capital loss. Some exceptions are described below.

Bonds without a "predominant one-time interest payment": Holders of Bonds without a predominant onetime interest payment (the yield-to-maturity predominantly derives from periodic interest payments and not from a onetime 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. The Holder who receives the one-time-interest-payment on redemption date is taxed on the whole one-time-interest-payment irrespective of when he or she purchased the bond.

Bonds with a "predominant one-time interest payment": In the case of bonds with a "predominant one-time interest payment" (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), the periodic interest payments as well as the increase of the value of the bond component during the holding period are taxable. Depending on the Bond, the increase of the value of the bond component either equals the positive difference (including any capital and foreign exchange gain) between the amount received upon sale or redemption and the issue price (if the bonds were purchased thereafter, so-called pure differential taxation method). For Bonds for which a bond floor is calculated, the increase of the value of the bond floor during the holding period (bond floor at the moment of sale or redemption minus bond floor at the moment of purchase, so-called modified differential taxation method) is taxable.

If the Bond is denominated in foreign currency, the sales price or redemption amount as well as the purchase or issue price each have to be converted into Swiss Francs at the prevailing exchange rate at sale or redemption and at purchase. The same applies for the bond floor. Losses realized on the sale of bonds with a "predominant one-time interest payment" may be offset against gains realized within the same tax period on the sale of any bonds with a "predominant one-time interest payment".

c) *Bonds Held as Swiss Business Assets and by Private Persons Classified as Professional Securities Dealers*

Individuals who hold Bonds as part of a business in Switzerland and Swiss resident corporate taxpayers 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 redemption 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. 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.

Automatic Exchange of Information in Tax Matters

The Automatic Exchange of Information in Tax Matters ("AEI") is a global initiative led by the Organization of Economic Co-Operation and Development ("OECD"). It aims to establish a universal standard for automatic exchange of tax information and to increase tax transparency. Jurisdictions that are committed to implement or have implemented the AEI (such as Switzerland, the EU member countries and many other jurisdictions worldwide) require their Reporting Financial Institutions in accordance with the respective local implementing law to determine the tax residence(s) of their account holders and controlling persons (as applicable) and, in case of reportable accounts, report certain identification information, account information and financial information (including the account balance and related payments such as interest, dividends, other income and gross proceeds) to the local tax authority which will then exchange the information received with the tax authorities in the relevant reportable jurisdictions.

More specifically, Switzerland has concluded a multilateral AEI agreement with the EU (replacing the EU savings tax agreement) and has concluded bilateral AEI agreements with several non-EU countries. In accordance with such multilateral agreements and bilateral agreements and the implementing laws of Switzerland, Switzerland has begun exchange data so collected, and such data may include data about payments made in respect of the Bonds.

1. Form / Denomination / Reopening

The 1.6 % bonds 2024 – 2030, Swiss Security No. 134919180 / ISIN CH1349191804, (the "Bonds") are issued in the initial aggregate principal amount of CHF 100,000,000 and are divided into Bonds with denominations of CHF 5,000 per bond and integral multiples thereof.

Banque Cantonale de Genève (the "Issuer") reserves the right to reopen and increase the aggregate principal amount of the Bonds issued at any time and without prior consultation of or permission of the bondholders (the "Bondholders") through the issuance of further bonds which will be fungible with the Bonds (i.e. identical especially in respect of the Terms of the Bonds, security numbers, final maturity and interest rate).

2. Uncertificated Securities

a) The Bonds shall be constituted as uncertificated securities (the "Uncertificated Securities"; *einfache Wertrechte*) in accordance with art. 973c of the Swiss Code of Obligations.

b) The Issuer shall create holdings of Uncertificated Securities (*einfache Wertrechte*) by making an entry in the Issuer's register of uncertificated securities (the "Issuer's Register of Uncertificated Securities"; *Wertrechtebuch*). The securities shall be recorded in the main register at SIX SIS Ltd. Hence, after the Bonds have been credited to the corresponding securities accounts, they shall be considered to be intermediated securities (*Bucheffekten*) in accordance with the Federal Act on Intermediated Securities.

c) Neither the Issuer, the Bondholders nor any third party shall at any time have the right to effect or demand the delivery of the Uncertificated Securities (*einfache Wertrechte*) or the conversion into, and / or the delivery of, a permanent global certificate (*Globalurkunde*) or definitive Bonds (*Wertpapiere*).

3. Interest

The Bonds bear interest from 10 June 2024 (the "Payment Date") at the fixed rate of 1.60 % per annum, payable annually on 10 June (the "Interest Payment Date") in arrears, the first interest payment to occur on 10 June 2025. When interest is required to be calculated for a period of less than one year, it shall be calculated on the basis of a 360-day year consisting of 12 months of 30 days each.

4. Duration and Redemption

a) Redemption at Maturity

Unless previously purchased and cancelled or redeemed as herein provided, the Issuer undertakes to repay the principal amount of the Bonds at par, without further notice on 10 June 2030 (the "Maturity Date").

b) Early 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, the Issuer may redeem the Bonds at any time prior to the Maturity Date, in whole but not in part only, at the aggregate nominal amount plus interest accrued, if any, if 85% or more of the aggregate nominal amount have been redeemed or repurchased and cancelled at the time of the notice. The Issuer shall inform the Bondholders of any such notice in accordance with Condition 10.

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 for cancellation.

d) Cancellation

All Bonds which are redeemed or surrendered shall immediately be cancelled. All Bonds so cancelled cannot be reissued or resold.

5. Payments / Tax / Prescription

a) The amounts required for the payment of interest and the principal amount and any other payments in cash to be made under these Terms of the Bonds on the Bonds will be made available in good time in freely disposable Swiss Francs, excluding the amount for the Swiss Federal Withholding Tax of currently 35%.

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

c) Claims against the Issuer in respect of Bonds will become time barred unless presented for payment within a period of presently ten years in the case of the principal and five years in the case of interest from the relevant due date, by virtue of the statute of limitations of Swiss law.

6. Status of the Bonds

The Bonds constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer which will (subject as aforesaid) at all times rank pari passu among themselves and at least pari passu with all other present and future unsecured and unsubordinated obligations of the Issuer, except for such preferences as are provided for by any mandatorily applicable provision of law.

7. Events of Default

If any of the following events (each event an "Event of Default") shall have occurred and be continuing, the outstanding Bonds are declared immediately due and repayable at the principal amount plus accrued interest:

a) Non-payment: the Issuer fails to pay any amount of principal or any amount of interest in respect of the Bonds on the due date for payment thereof, and such default continues for a period of ten (10) calendar days; or

b) Breach of other obligations: the Issuer defaults in the performance or observance of any of its other obligations under or in respect of the Terms of the Bonds and such default continues for a period of thirty (30) calendar days following such default; or

c) Cross Default of Issuer: the Issuer defaults in the fulfilment of a payment obligation in respect of any indebtedness for borrowed money (otherwise than, where permitted under the terms of the relevant indenture or agreement, at the option of the relevant debtor) or, as the case may be, within any applicable grace period, or becomes due and payable prior to its stated maturity as a result of an event of default (howsoever described), or any security in respect of any such indebtedness becomes enforceable or any guarantee of, or indemnity in respect of, any such indebtedness given by the Issuer is not honoured when due and called upon or, as the case may be, within any applicable grace period, provided that the aggregate outstanding nominal amount in respect of which one or more such defaults occurs is in excess of CHF 30’000’000 or its equivalent in other currencies and such default is not remedied within a period of 10 days next following such default; or

d) Insolvency, Standstill Agreement: the Issuer stops payment, is (or is deemed by law or a court to be) insolvent or bankrupt or unable to, or admits to creditors generally an inability to, pay its debts as they fall due, stops or suspends payment of all or a material part of its debts, proposes or makes a stay of execution, a postponement of payments (*Stillhaltevereinbarung*), a general assignment or an arrangement or composition with or for the benefit of the relevant creditors in respect of any such debts or a moratorium or postponement of payments (*Stillhaltevereinbarung*) is agreed or declared in respect of or affecting all or a substantial part of (or a particular type of) the debts of the Issuer; or

e) Liquidation, others: an order is made in Switzerland by any competent court or other authority for the dissolution, administration winding-up, liquidation or merger of the Issuer (other than with a solvent reorganisation, reconstruction, amalgamation or merger) or for the appointment of a liquidator, provisional liquidator, receiver, administrator or manager of the Issuer or of all or a substantial part of its assets, or the Issuer shall be adjudicated or found bankrupt or insolvent, or anything analogous occurs to the Issuer.

The Issuer undertakes to inform the Bondholders without delay pursuant to condition 10 if any event mentioned under paragraphs a) through e) above has occurred and to provide the Bondholders with all necessary documents and information in connection therewith. The Issuer accepts responsibility for the information contained in those documents.

8. Substitution of the Issuer

The Issuer (or any previous substitute of the Issuer under this Condition) may, without the consent of the Bondholders, at any time substitute itself in respect of all rights and obligations arising under or in connection with the Bonds by a Swiss legal entity controlling, controlled by or under common control with the Issuer as the principal debtor in respect of the Bonds (the "New Issuer"), provided that :

a) (i) the New Issuer is in a position to fulfil all payment obligations arising from or in connection with the Bonds and to transfer without restriction all amounts required to be paid under the Bonds and (ii) the interests of the Bondholders are adequately protected;

b) the Issuer and the New Issuer have entered into such documents as are necessary to give effect to such substitution and provided copies of these documents, upon request, to the Bondholders; and

c) the Issuer has issued its irrevocable and unconditional guarantee as per art. 111 of the Swiss Code of Obligations duly enforceable in respect to the obligations of the New Issuer under the Bonds in form and content satisfactory to the Issuer.

In order to determine whether the New Issuer is in a position to fulfil its obligations under these Terms of the Bonds and whether the interests of the Bondholders are adequately protected in case of a substitution pursuant to this Condition 8, the Issuer is entitled to rely on an opinion rendered by a third party appointed at the cost of the Issuer, a copy of which is made available, upon request, to the Bondholders.

Any substitution shall be published in accordance with Condition 10 "Notices".

For the purposes of Condition 8 the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a company, whether by contract or through the ownership.

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

9. Listing

The Issuer will use its reasonable efforts to have the Bonds listed on SIX Swiss Exchange Ltd and to maintain such listing during the whole life of the Bonds (the last trading day will be the second trading day on SIX Swiss Exchange Ltd prior to the date on which the Bonds will be fully redeemed according to Condition 4).

10. Notices

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

11. Governing Law and Jurisdiction

The form, construction and interpretation of the Bonds and the coupons shall be subject to and governed by Swiss law. Any dispute arising out of or in connection with this Agreement shall fall within the jurisdiction of the ordinary courts of the Canton of Geneva, the place of jurisdiction being Geneva with the right of appeal to the Swiss Federal Court of Justice in Lausanne, where the law permits.

The Issuer shall be discharged by and to the extent of any payment made to a Bondholder recognized as creditor by an enforceable judgment of a Swiss Court.

12. Amendments to the Terms of the Bonds

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

13. Severability

If at any time any one or more of the provisions of the Terms of the 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.

RESPONSIBILITY STATEMENT

Banque Cantonale de Genève accepts responsibility for the content of this Prospectus and declares that the information contained herein is, to the best of its knowledge, correct and no material facts or circumstances have been omitted herefrom.

Geneva, 10 June 2024

Banque Cantonale de Genève

Frédéric VERNET	Yann BOISLARD
CFO	Vice President

BCGE