

THE NOTES AND THE GUARANTEE HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT 1933 (THE “**SECURITIES ACT**”) OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. THE NOTES ARE ISSUED IN BEARER FORM AND ARE SUBJECT TO U.S. TAX LAW REQUIREMENTS. THE NOTES MAY NOT BE OFFERED OR SOLD OR DELIVERED WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S (“**REGULATION S**”) UNDER THE SECURITIES ACT).

THE NOTES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION, OR ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OF NOTES OR THE ACCURACY OR ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**EU MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**EU PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law in the UK by virtue of the European Union (Withdrawal) Act 2018 (as amended, the “**EUWA**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law in the UK by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law in the UK by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

EU MiFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in EU MiFID II; or (ii) all channels for distribution of the Note to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to EU MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

UK MiFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“COBS”), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law in the UK by virtue of the EUWA (“UK MiFIR”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a distributor) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “UK MiFIR Product Governance Rules”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

POTENTIAL INVESTORS IN SWITZERLAND – The Notes issued may not be publicly offered, sold or marketed, directly or indirectly, in or into Switzerland within the meaning of the FinSA, except in a manner which does not require the preparation and publication of a prospectus pursuant to the FinSA. No application has been or will be made to admit the Notes to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. Neither the Base Prospectus, these Final Terms nor any other marketing materials, or any offering materials, in relation to the Notes constitute a prospectus within the meaning of the FinSA. Neither the Base Prospectus, these Final Terms nor any other marketing materials, or any offering materials, in relation to the Notes have been or will be filed with, or reviewed or approved by, a Swiss review body. Neither the Base Prospectus, these Final Terms nor any other marketing materials, or any offering materials, in relation to the Notes may be distributed or otherwise made publicly available, except in a manner which does not require the preparation and publication of a prospectus pursuant to the FinSA.

Final Terms dated 28 May 2024

SWISSCOM FINANCE B.V.

(a private limited liability company incorporated under the laws of The Netherlands)

Legal Entity Identifier Code: 549300L41E8X8K71RV25

Issue of EUR 1,000,000,000 3.625 per cent. Notes due 29 November 2036

Guaranteed by

SWISSCOM LTD.

(incorporated as a limited company with special status (spezialgesetzliche Aktiengesellschaft) under the laws of Switzerland)

under the €10,000,000,000 Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the “**Conditions**”) set forth in the base prospectus dated 13 May 2024 (the “**Base Prospectus**”) for the purposes of Regulation (EU) 2017/1129 (as amended, the “**Prospectus Regulation**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8(4) of the Prospectus Regulation. These Final Terms contain the final terms of the Notes and must be read in conjunction with such Base Prospectus.

Full information on the Issuer, the Guarantor and the offer of the Notes described herein is only available on the basis of the combination of these Final Terms and the Base Prospectus. The base prospectus dated 13 May 2024 is available for viewing at <https://www.luxse.com/issuer/SwisscomFin/102559> and during normal business hours at the registered office of the Issuer, c/o NGT International B.V., Beursplein 37, 3011 AA Rotterdam, The Netherlands.

- | | | | |
|----|-------|---|---|
| 1. | (i) | Series Number: | 4 |
| | (ii) | Tranche Number: | 1 |
| | (iii) | Date on which the Notes will be audited and form a single Series: | Not Applicable |
| 2. | | Specified Currency: | Euros |
| 3. | | Aggregate Principal Amount: | EUR 1,000,000,000 |
| 4. | | Issue Price: | 98.894 per cent. of the Aggregate Principal Amount |
| 5. | (i) | Specified Denomination(s): | EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No Notes in definitive form will be issued with a denomination above EUR 199,000 |
| | (ii) | Calculation Amount: | EUR 1,000 |
| 6. | (i) | Issue Date: | 29 May 2024 |
| | (ii) | Interest Commencement Date: | Issue Date |
| 7. | | Maturity Date: | 29 November 2036 |
| 8. | | Interest Basis: | 3.625 per cent. Fixed Rate
(See paragraph 13 below) |

9.	Redemption / Payment Basis:	Subject to any purchase or cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their principal amount
10.	Change of Interest Basis:	Not Applicable
11.	Put/Call Options:	Pre-Maturity Call Option Make-Whole Redemption Option Clean Up Par Call Change of Control Put Option Acquisition Event Call Option (See paragraph 16/17/18/19/20/21/22 below)
12.	Date Board approval for issuance of Notes and Guarantees obtained:	22 April 2024 and 1 May 2024, respectively

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	3.625 per cent. per annum payable in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	29 November in each year up to and including the Maturity Date. There will be a short first coupon from and including the Interest Commencement Date to but excluding the Interest Payment Date on 29 November 2024 (the “ Short First Coupon ”)
	(iii) Fixed Coupon Amount:	EUR 36.25 per Calculation Amount, save in respect of the Short First Coupon
	(iv) Broken Amount(s):	EUR 18.22 per Calculation Amount in respect of the Short First Coupon
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Date(s):	29 November in each year
14.	Floating Rate Note Provisions	Not Applicable
15.	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

16.	Pre-Maturity Call Option	Applicable
	(i) Notice Period:	Not less than 30 nor more than 60 days
	(ii) Optional Redemption Date(s):	At any time on or after 29 August 2036 (the “ Par Redemption Date ”) to but excluding the Maturity Date
	(iii) Optional Redemption Amount(s):	EUR 1,000 per Calculation Amount

17.	Final Redemption Amount	EUR 1,000 per Calculation Amount
18.	Early Redemption Amount	
	Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default:	EUR 1,000 per Calculation Amount
19.	Make-Whole Redemption Option	Applicable
	(i) Notice period:	Not less than 30 nor more than 60 days
	(ii) Make-Whole Redemption Margin:	+ 0.20 per cent.
	(iii) Reference Bond:	DBR 0.00 per cent. due 15 May 2036 (DE0001102549)
	(iv) Quotation Time:	The third business day prior to the Make-Whole Redemption Date at 11:00 a.m. (CET) at the midmarket annual yield to maturity of the specified reference bund
	(v) Relevant Make Whole Screen Page:	Bloomberg Screen Page PXGE
	(vi) If redeemable in part:	
	(a) Minimum Redemption Amount:	Not Applicable
	(b) Maximum Redemption Amount:	Not Applicable
20.	Clean Up Par Call	Applicable
	(i) Notice Period:	Not less than 30 nor more than 60 days
21.	Change of Control Put Option	Applicable
22.	Acquisition Event Call Option	Applicable
	(i) Notice Period:	Not less than 30 nor more than 60 days
	(ii) Early Redemption Amount:	101 per cent.

GENERAL PROVISIONS APPLICABLE TO THE NOTES

23.	Form of Notes:	Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
24.	New Global Note:	Yes
25.	Additional Financial Centre(s):	Not Applicable
26.	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No

THIRD PARTY INFORMATION

The descriptions of the ratings of the Notes contained in paragraph 2 of Part B have been extracted from the websites of S&P Global Ratings UK Limited (“**S&P**”) and Moody’s Investor’s Services Ltd (“**Moody’s**”) (as applicable) as indicated. Each of the Issuer and the Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by S&P and Moody’s (as applicable), no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of Swisscom Finance B.V.

By:

Duly authorised

Name: Carmen Wäfler

Title: Authorised Signatory

By:

Duly authorised

Name: Anouk Nap-Verharen

Title: Authorised Signatory

Signed on behalf of Swisscom Ltd.:

By:

Duly authorised

Name: Eugen Stermetz

Title Authorised Signatory

By:

Duly authorised

Name: Dolores Dana

Title: Authorised Signatory

PART B – OTHER INFORMATION

1. LISTING

- | | | |
|------|---|--|
| (i) | Listing/Admission to trading: | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the Luxembourg Stock Exchange and listed on the Official List of the Luxembourg Stock Exchange with effect from the Issue Date |
| (ii) | Estimate of total expenses related to admission to trading: | EUR 8,150 |

2. RATINGS

The Notes to be issued are expected to be rated on or about the Issue Date:

Ratings: S&P Global Ratings UK Limited: A (CreditWatch negative)

An obligation rated ‘A’ is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitments on the obligation is still strong. (Source: S&P, <https://www.spglobal.com/ratings/en/research/articles/190705-s-p-global-ratings-definitions-504352>)

Moody's Investor's Services Ltd: A1 (on Watch – Possible Downgrade)

Obligations rated ‘A’ are considered upper medium-grade and are subject to low credit risk. The modifier ‘1’ indicates that the obligation ranks in the higher end of its generic rating category. (Source: Moody's, <https://ratings.moody's.io/ratings#rating-scale>)

S&P Global Ratings UK Limited and Moody's Investor's Services Ltd are established in the UK and are registered under Regulation (EC) No. 1060/2009/EC as it forms part of UK domestic law by virtue of the EUWA (the “**UK CRA Regulation**”), and are included in the list of registered and certified credit ratings agencies published on the website of the FCA in accordance with the UK CRA Regulation.

Ratings issued by S&P are endorsed by S&P Global Ratings Europe Limited, which is established in the European Union and is registered under Regulation (EC) No. 1060/2009/EC (as amended, the “**EU CRA Regulation**”) and is included in the list of registered and certified credit ratings agencies published on the website of the European Securities and Markets

Authority (“ESMA”) in accordance with the EU CRA Regulation.

Ratings issued by Moody’s are endorsed by Moody’s Deutschland GmbH, which is established in the European Union and is registered under the EU CRA Regulation and is included in the list of registered and certified credit ratings agencies published on the website of ESMA in accordance with the EU CRA Regulation.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as discussed in “*Subscription and Sale*”, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Dealers and their affiliates, have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and their affiliates in the ordinary course of business. Certain of the Dealers or their affiliates have entered into the Bridge Facility with the Guarantor and the net proceeds of the issue of the Notes will reduce the commitments of such Dealers or their affiliates under the Bridge Facility.

4. YIELD

Indication of yield: 3.739 per cent. per annum

5. OPERATIONAL INFORMATION

ISIN Code: XS2827697272

Common Code: 282769727

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of initial Paying Agent(s): BNP Paribas, Luxembourg Branch
60, Avenue J.F. Kennedy
L-1855 Luxembourg

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognized as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

6.	REASONS FOR THE OFFER AND ESTIMATED NET AMOUNT OF PROCEEDS	
	Reason for the offer:	See “ <i>Use of Proceeds</i> ” in Base Prospectus
	Estimated net proceeds:	EUR 986,690,000
7.	DISTRIBUTION	
	(i) Method of Distribution	Syndicated
	(ii) If syndicated:	
	(A) Names of Dealers:	<p><i>Global Coordinators</i></p> <p>Deutsche Bank Aktiengesellschaft</p> <p>ING Bank N.V.</p> <p>UniCredit Bank GmbH</p> <p><i>Active Bookrunners</i></p> <p>Banco Bilbao Vizcaya Argentaria, S.A.</p> <p>BofA Securities Europe SA</p> <p>Deutsche Bank Aktiengesellschaft</p> <p>ING Bank N.V.</p> <p>Société Générale</p> <p>UniCredit Bank GmbH</p> <p><i>Passive Bookrunners</i></p> <p>BNP Paribas</p> <p>Intesa Sanpaolo S.p.A.</p> <p>Landesbank Baden-Württemberg</p> <p>Mediobanca Banca di Credito Finanziario SpA</p> <p>UBS AG London Branch</p>
	(B) Stabilisation Manager(s), if any:	UniCredit Bank GmbH
8.	U.S. Selling Restrictions:	Regulation S Compliance Category 2; TEFRA D
9.	Prohibition of Sales to EEA Retail Investors:	Applicable
10.	Prohibition of Sales to UK Retail Investors:	Applicable