

**Supplement No. 5 pursuant to the Financial Instruments Trading Act (SFS1991:980) chapter 2 section 34**

Dated 15 April 2020 to the Base Prospectus of UBSAG, [London] [Jersey] [Branch], dated 13 May 2019,

in relation to Securities.

The Base Prospectus was approved and registered by the Swedish Financial Supervisory Authority ("SFSA"). Registration number at the SFSA is 19-9431. This Supplement is a part of the Base Prospectus and shall be read in conjunction with the Base Prospectus and the previous supplements.

Supplement No. 1 was approved by the SFSA on 12 June 2019. The Supplement was published by UBSAG on 12 June 2019. Registration number at the SFSA is 19-12183.

Supplement No. 2 was approved by the SFSA on 27 August 2019. The Supplement was published by UBSAG on 27 August 2019. Registration number at the SFSA is 19-18048.

Supplement No. 3 was approved by the SFSA on 26 November 2019. The Supplement was published by UBS AG on 26 November 2019. Registration number at the SFSA is 19-25316.

Supplement No. 4 was approved by the SFSA on 17 February 2020. The Supplement was published by UBSAG on 17 February 2020. Registration number at the SFSA is 20-3256.

This Supplement No. 5 was approved by the SFSA on 15 April 2020. This Supplement was published by UBSAG on 15 April 2020. Registration number at the SFSA is 20-8298.

**This supplement serves as update to the Base Prospectus in connection to the following occurrence:**

- Publication of the annual report 2019 as per 31 December 2019 of UBS Group AG and UBS AG and the standalone financial statements for the year ended on 31 December 2019 of UBS AG on 28 February 2020
- Change in the outlook of the long-term issuer default rating of UBS AG from Fitch Ratings from “stable” to “negative” on 31 March 2020.

Updated information	Updated sections
<p>Information regarding UBS AG has been updated pursuant to the above-mentioned annual report and the standalone financial statements</p>	<p>“C. Risk Factors, 1. Issuer specific Risks”.</p> <p>The following subsections in the section “1. Information about UBS AG”:</p> <p>“1. General Information on UBS AG”,  “2. Business Overview”,  “3. Organisational Structure of the Issuer”,  “4. Trend Information”,  “5. Administrative, Management and Supervisory Bodies of UBS AG”, chapters “Members of the Board of Directors”, “Organisational principles and structure”, “Audit Committee”, “Members of the Executive Board”,  “7. Financial Information concerning the Issuer’s Assets and Liabilities, Financial Position and Profits and Losses”,  “8. Litigation, Regulatory and Similar Matters”,  “9. Significant Changes in the Financial or Trading Position; Material Adverse Change in Prospects”.</p> <p>The following subsections in the section “L. General Information”:</p> <p>“6. Availability of the Base Prospectus and other documents”,  “7. Documents incorporated by Reference”.</p> <p>The information in Elements B.4b, B.10, B.12, B.15 and D.2 of the Summary.</p>
<p>Information regarding the rating of UBS AG has been updated pursuant to the above-mentioned change</p>	<p>“1. Information about UBS AG, 1. General Information on UBS AG”.</p> <p>The information in Element B.17 of the Summary.</p>

The attention of the investors is in particular drawn to the following: Investors who have already agreed to purchase or subscribe for the Securities before this supplement is published have, pursuant to the Financial Instruments Trading Act (SFS1991:980) chapter 2 section 34, the right, exercisable within a time limit of two working days after the publication of this supplement, to withdraw their acceptances, provided that the new circumstances or the incorrectness causing the supplement occurred before the closing of the public offering and before the delivery of the securities. This means that the last day to withdrawal is before close of business on 17 April 2020. A withdrawal, if any, of an order must be communicated in writing to the Issuer at its registered office specified in the address list hereof.

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- 1) In relation to the Base Prospectus referred to above, the following adjustments have been made:

In the section "C. RISK FACTORS" the following changes are made:

The section "1. Issuer specific Risks" is, except for the three introductory paragraphs and the paragraph headed "General insolvency risk", completely replaced. Consequently, section "1. Issuer specific Risks" reads as follows:

#### " 1. Issuer specific Risks

Investing in the debt or derivative securities of the Issuer involves certain issuer-specific risks. Investments in debt or derivative securities of the Issuer should not be made until all these risk factors have been acknowledged and carefully considered. When making decisions relating to investments in the debt or derivative securities of the Issuer, potential investors should consider following risk factors in respect of the Issuer, which may affect the Issuer's ability to fulfil its obligations under its debt or derivative securities and, if necessary, consult their legal, tax, financial or other advisor.

Prospective investors in any debt or derivative securities of the Issuer should read the entire Base Prospectus and the relevant summary and securities note, base prospectus or other prospectus, either incorporating information from this Base Prospectus by reference, containing disclosure on certain debt or derivative securities (and where appropriate, the relevant summary note applicable to the relevant debt or derivative securities).

As a global financial services provider, the business activities of UBS AG ("Issuer") with its subsidiaries (together, "UBS AG consolidated" or "UBS AG Group"; together with UBS Group AG, which is the holding company of UBS AG, and its subsidiaries, "UBS Group" "Group", "UBS" or "UBS Group AG consolidated") are affected by certain risks, including those described below, which may affect UBS AG's ability to execute its strategy or its business activities, financial condition, results of operations and prospects. As a broad-based international financial services firm, UBS AG is inherently exposed to multiple risks, many of which may become apparent only with the benefit of hindsight. As a result, risks that UBS AG does not consider to be material or of which it is not currently aware, could also adversely affect it. Within each category, the risks that UBS AG considers to be most material are presented first.

#### **General insolvency risk**

Each investor bears the general risk that the financial situation of the Issuer could deteriorate. The Securities constitute immediate, unsecured and unsubordinated obligations of the Issuer, which, in particular in the case of insolvency of the Issuer, rank *pari passu* with each other and all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of those that have priority due to mandatory statutory provisions. The Securities are not bank deposits and an investment in the Securities carries risks which are very different from the risk profile of a bank deposit placed with the Issuer or its affiliates. The obligations of the Issuer created by the Securities are not secured by a system of deposit guarantees or a compensation scheme. In case of an insolvency of the Issuer, Security holders may, consequently, suffer a **total loss** of their investment in the Securities.

#### **Liquidity and funding risk**

#### **Liquidity and funding management are critical to UBS AG's ongoing performance**

The viability of UBS AG's business depends on the availability of funding sources, and its success depends on its ability to obtain funding at times, in amounts, for tenors and at rates that enable it to efficiently support its asset base in all market conditions. UBS AG's funding sources have generally been stable, but could change in the future because of, among other things, general market disruptions or widening credit spreads, which could also influence the cost of funding. A substantial part of UBS AG's liquidity and funding requirements are met

using short-term unsecured funding sources, including retail and wholesale deposits and the regular issuance of money market securities. A change in the availability of short-term funding could occur quickly.

Moreover, more stringent capital and liquidity and funding requirements will likely lead to increased competition for both secured funding and deposits as a stable source of funding, and to higher funding costs. The addition of loss-absorbing debt as a component of capital requirements, the regulatory requirements to maintain minimum TLAC at UBS AG's holding company and at subsidiaries, as well as the power of resolution authorities to bail in TLAC and other debt obligations, and uncertainty as to how such powers will be exercised, will increase UBS AG's cost of funding and could potentially increase the total amount of funding required, in the absence of other changes in its business.

Reductions in UBS AG's credit ratings may adversely affect the market value of the securities and other obligations and increase its funding costs, in particular with regard to funding from wholesale unsecured sources, and could affect the availability of certain kinds of funding. In addition, as experienced in connection with Moody's downgrade of UBS AG's long-term debt rating in June 2012, rating downgrades can require UBS AG to post additional collateral or make additional cash payments under trading agreements. UBS AG's credit ratings, together with its capital strength and reputation, also contribute to maintaining client and counterparty confidence, and it is possible that rating changes could influence the performance of some of its businesses.

The requirement to maintain a liquidity coverage ratio of high-quality liquid assets to estimated stressed short-term net cash outflows, and other similar liquidity and funding requirements, oblige UBS AG to maintain high levels of overall liquidity, limit its ability to optimise interest income and expense, make certain lines of business less attractive and reduce its overall ability to generate profits. The liquidity coverage ratio and net stable funding ratio requirements are intended to ensure that UBS AG is not overly reliant on short-term funding and that it has sufficient long-term funding for illiquid assets. The relevant calculations make assumptions about the relative likelihood and amount of outflows of funding and available sources of additional funding in market-wide and firm-specific stress situations. There can be no assurance that in an actual stress situation UBS AG's funding outflows would not exceed the assumed amounts.

### **Market and macroeconomic risks**

#### **Performance in the financial services industry is affected by market conditions and the macroeconomic climate**

UBS AG's businesses are materially affected by market and macroeconomic conditions. Adverse changes in interest rates, credit spreads, securities prices, market volatility and liquidity, foreign exchange rates, commodity prices, and other market fluctuations, as well as changes in investor sentiment, can affect UBS AG's earnings and ultimately its financial and capital positions.

A market downturn and weak macroeconomic conditions can be precipitated by a number of factors, including geopolitical events, global trade disruption, changes in monetary or fiscal policy, changes in trade policies, natural disasters, pandemics, civil unrest, acts of violence, war or terrorism. Such developments can have unpredictable and destabilising effects and, because financial markets are global and highly interconnected, even local and regional events can have widespread effects well beyond the countries in which they occur. For example, the outbreak of the Covid-19 virus in China, its spread to other nations as well as quarantine and other efforts to contain the outbreak appear to have had an adverse economic effect on economic activity in China as well as on industries such as travel and tourism. The future effects of the outbreak of Covid-19 are unclear at this time. A significant rise in the number of Covid-19 infections, infections in a wide range of countries and regions, or a prolongation of the outbreak could significantly adversely affect economic growth, affect specific industries or countries or affect UBS AG's employees and business operations in affected countries. Any of these developments may adversely affect UBS AG's business or financial results.

If individual countries impose restrictions on cross-border payments, trade, or other exchange or capital controls, or change their currency (for example, if one or more countries should leave the eurozone), UBS AG could suffer losses from enforced default by counterparties, be unable to access its own assets, or be unable to effectively manage its risks.

Should the market experience significant volatility, a decrease in business and client activity and market volumes could result, which would adversely affect UBSAG's ability to generate transaction fees, commissions and margins, particularly in Global Wealth Management and the Investment Bank, as UBS AG experienced in the fourth quarter of 2018. A market downturn would likely reduce the volume and valuation of assets that UBSAG manages on behalf of clients, which would reduce recurring fee income that is charged based on invested assets in Global Wealth Management and Asset Management and performance-based fees in Asset Management. Such a downturn could also cause a decline in the value of assets that UBSAG owns and account for as investments or trading positions. In addition, reduced market liquidity or volatility may limit trading opportunities and may therefore reduce transaction-based income and may also impede UBSAG's ability to manage risks.

UBSAG could be materially affected if a crisis develops, regionally or globally, as a result of disruptions in markets due to macroeconomic or political developments, or as a result of the failure of a major market participant. Over time, UBSAG's strategic plans have become more heavily dependent on its ability to generate growth and revenue in emerging markets, including China, causing it to be more exposed to the risks associated with such markets.

Global Wealth Management derives revenues from all the principal regions, but has a greater concentration in Asia than many peers and a substantial presence in the US, unlike many European peers. The Investment Bank's business is more heavily weighted to Europe and Asia than its peers, while its derivatives business is more heavily weighted to structured products for wealth management clients, in particular with European and Asian underlyings. UBSAG's performance may therefore be more affected by political, economic and market developments in these regions and businesses, including the effects of the Covid-19 outbreak, than some other financial service providers.

#### **Low and negative interest rates in Switzerland and the eurozone could continue to negatively affect UBSAG's net interest income**

The continuing low or negative interest rate environment may further erode interest margins and adversely affect the net interest income generated by the Personal & Corporate Banking and Global Wealth Management businesses. The Swiss National Bank permits Swiss banks to make deposits up to a threshold at zero interest and has recently increased this threshold. Any reduction in or limitation on the use of this exemption from the otherwise applicable negative interest rates could exacerbate the effect of negative interest rates in Switzerland on UBSAG's business.

Low and negative interest rates may also affect customer behavior and hence UBSAG's overall balance sheet structure. Mitigating actions that UBSAG has taken, or may take in the future, such as the introduction of selective deposit fees or minimum lending rates, have resulted and may further result in the loss of customer deposits (a key source of funding for UBSAG), net new money outflows and a declining market share in UBSAG's Swiss lending business.

UBS's shareholders' equity and capital are also affected by changes in interest rates. In particular, the calculation of UBS's Swiss pension plan's net defined benefit assets and liabilities is sensitive to the applied discount rate and to fluctuations in the value of pension plan assets. Any further reduction in interest rates may lower the discount rates and result in pension plan deficits as a result of the long duration of corresponding liabilities. This could lead to a corresponding reduction in UBSAG's equity and common equity tier 1 ("CET1") capital.

## **UBS AG's credit risk exposure to clients, trading counterparties and other financial institutions would increase under adverse economic conditions**

Credit risk is an integral part of many of UBS AG's activities, including lending, underwriting and derivatives activities. Adverse economic or market conditions may lead to impairments and defaults on these credit exposures. Losses may be exacerbated by declines in the value of collateral securing loans and other exposures. In UBS AG's prime brokerage, securities finance and Lombard lending businesses, UBS AG extends substantial amounts of credit against securities collateral, the value or liquidity of which may decline rapidly. UBS AG's Swiss mortgage and corporate lending portfolios are a large part of its overall lending. UBS AG is therefore exposed to the risk of adverse economic developments in Switzerland, including the strength of the Swiss franc and its effect on Swiss exports, prevailing negative interest rates by the Swiss National Bank, economic conditions within the eurozone or the EU, and the evolution of agreements between Switzerland and the EU or European Economic Area, which represent Switzerland's largest export market. In addition, under the IFRS 9 expected credit loss ("ECL") regime, credit loss expenses may increase rapidly at the onset of an economic downturn as a result of higher levels of credit impairments (stage 3), as well as higher ECL from stages 1 and 2, only gradually diminishing once the economic outlook improves. Substantial increases in ECL could exceed expected loss for regulatory capital purposes and adversely affect UBS AG's CET1 capital and regulatory capital ratios.

## **UBS AG's plans to ensure uninterrupted business dealings as the UK withdraws from the EU may not be effective**

Plans that UBS has taken to ensure uninterrupted business dealings as the UK withdraws from the EU may not be effective if the UK and the EU do not reach a deal by the end of the transition period, scheduled to end on 31 December, 2020, resulting in disruptions across the financial sector.

To prepare UBS AG's business for the UK withdrawal from the EU, UBS completed a merger of UBS Limited, its UK-based subsidiary, into UBS Europe SE, its Germany-headquartered European subsidiary, which is under the direct supervision of the European Central Bank. All clients and counterparties of UBS Limited who would not be able to be serviced by UBS AG, London Branch following the exit of the UK from the EU have been transferred to UBS Europe SE.

Regulators in both the UK and Europe have taken measures to minimize business disruption in the financial sector in the event of a no-deal scenario, including the UK implementation of a temporary permissions regime so that firms currently using an EU passport for business into the UK can continue operating within the scope of their existing permissions, as well as the recognition by EU authorities of three UK-authorized central counterparties. Nevertheless, significant risk of a disorderly exit of the UK from the EU remains and, should this risk materialize, it could cause significant disruption across the financial industry and, under extreme conditions, contribute to a weakening of the global economy.

## **Currency fluctuation**

UBS AG is subject to currency fluctuation risks. Although UBS AG's change from the Swiss franc to the US dollar as its functional and presentation currency in 2018 reduces its exposure to currency fluctuation risks with respect to the Swiss franc, a substantial portion of its assets and liabilities are denominated in currencies other than the US dollar. Additionally, in order to hedge UBS AG's CET1 capital ratio, its CET1 capital must have foreign currency exposure, which leads to currency sensitivity. As a consequence, it is not possible to simultaneously fully hedge both the amount of capital and the capital ratio. Accordingly, changes in foreign exchange rates may continue to adversely affect UBS AG's profits, balance sheet and capital leverage and liquidity coverage ratios.



## **Regulatory and legal risks**

### **Material legal and regulatory risks arise in the conduct of UBSAG's business**

As a global financial services firm operating in more than 50 countries, UBSAG is subject to many different legal, tax and regulatory regimes, including extensive regulatory oversight, and are exposed to significant liability risk. UBSAG is subject to a large number of claims, disputes, legal proceedings and government investigations, and UBS AG expects that its ongoing business activities will continue to give rise to such matters in the future. The extent of UBSAG's financial exposure to these and other matters is material and could substantially exceed the level of provisions that UBSAG has established. UBSAG is not able to predict the financial and non-financial consequences these matters may have when resolved.

UBSAG may be subject to adverse preliminary determinations or court decisions that may negatively affect public perception and its reputation, result in prudential actions from regulators, and cause it to record additional provisions for the matter even when it believes it has substantial defenses and expect to ultimately achieve a more favorable outcome. This risk is illustrated by the award of aggregate penalties and damages of EUR 4.5 billion by the court of first instance in France, which UBSAG and UBS (France) S.A. have appealed and will be retried in the Court of Appeal in June 2020.

Resolution of regulatory proceedings may require UBSAG to obtain waivers of regulatory disqualifications to maintain certain operations; may entitle regulatory authorities to limit, suspend or terminate licenses and regulatory authorisations; and may permit financial market utilities to limit, suspend or terminate UBSAG's participation in them. Failure to obtain such waivers, or any limitation, suspension or termination of licenses, authorisations or participations, could have material adverse consequences for us.

UBSAG's settlements with governmental authorities in connection with foreign exchange, London Interbank Offered Rates ("LIBOR") and other benchmark interest rates starkly illustrate the significantly increased level of financial and reputational risk now associated with regulatory matters in major jurisdictions. In connection with investigations related to LIBOR and other benchmark rates and to foreign exchange and precious metals, very large fines and disgorgement amounts were assessed against UBSAG, and it was required to enter guilty pleas despite its full cooperation with the authorities in the investigations, and despite its receipt of conditional leniency or conditional immunity from anti-trust authorities in a number of jurisdictions, including the US and Switzerland.

Ever since UBSAG's material losses arising from the 2007–2009 financial crisis, it has been subject to a very high level of regulatory scrutiny and to certain regulatory measures that constrain its strategic flexibility. While UBSAG believes it has remediated the deficiencies that led to those losses, as well as to the unauthorised trading incident announced in September 2011, the effects on its reputation, as well as on relationships with regulatory authorities of the LIBOR-related settlements of 2012 and settlements with some regulators of matters related to its foreign exchange and precious metals business, as well as the extensive efforts required to implement new regulatory expectations, have resulted in continued scrutiny.

UBSAG is in active dialog with regulators concerning the actions it is taking to improve its operational risk management, risk control, anti-money laundering, data management and other frameworks, and otherwise seek to meet supervisory expectations, but there can be no assurance that its efforts will have the desired effects. As a result of this history, UBSAG's level of risk with respect to regulatory enforcement may be greater than that of some of its peers.

### **Substantial changes in regulation may adversely affect UBSAG's businesses and its ability to execute its strategic plans**

UBS AG is subject to significant new regulatory requirements, including recovery and resolution planning, changes in capital and prudential standards, as well as new and revised market standards and fiduciary duties. Notwithstanding attempts by regulators to align their efforts, the measures adopted or proposed for banking regulation differ significantly across

the major jurisdictions, making it increasingly difficult to manage a global institution. In addition, Swiss regulatory changes with regard to such matters as capital and liquidity have often proceeded more quickly than those in other major jurisdictions, and Switzerland's requirements for major international banks are among the strictest of the major financial centers. This could put Swiss banks, such as UBS AG, at a disadvantage when competing with peer financial institutions subject to more lenient regulation or with unregulated non-bank competitors.

UBS AG's implementation of additional regulatory requirements and changes in supervisory standards, as well as its compliance with existing laws and regulations, continue to receive heightened scrutiny from supervisors. If UBS AG does not meet supervisory expectations in relation to these or other matters, or if additional supervisory or regulatory issues arise, it would likely be subject to further regulatory scrutiny as well as measures that might further constrain its strategic flexibility.

*Resolvability and resolution and recovery planning:* UBS AG has moved significant operations into subsidiaries to improve resolvability and meet other regulatory requirements, and this has resulted in substantial implementation costs, increased capital and funding costs and reduced operational flexibility. For example, UBS AG has transferred all of its US subsidiaries under a US intermediate holding company to meet US regulatory requirements, and have transferred substantially all the operations of Personal & Corporate Banking and Global Wealth Management booked in Switzerland to UBS Switzerland AG to improve resolvability.

These changes, particularly the transfer of operations to subsidiaries, require significant time and resources to implement, and create operational, capital, liquidity, funding and tax inefficiencies. In addition, they may increase UBS AG's aggregate credit exposure to counterparties as they transact with multiple entities within the Group. Furthermore, UBS AG's operations in subsidiaries are subject to local capital, liquidity, stable funding, capital planning and stress testing requirements. These requirements have resulted in increased capital and liquidity requirements in affected subsidiaries, which limit UBS AG's operational flexibility and negatively affect its ability to benefit from synergies between business units and to distribute earnings to the Group.

Under the Swiss too-big-to-fail ("**TBTF**") framework, UBS is required to put in place viable emergency plans to preserve the operation of systemically important functions in the event of a failure. Moreover, under this framework and similar regulations in the US, the UK, the EU and other jurisdictions in which UBS operates, it is required to prepare credible recovery and resolution plans detailing the measures that would be taken to recover in a significant adverse event or in the event of winding down the Group or the operations in a host country through resolution or insolvency proceedings. If a recovery or resolution plan that UBS produces is determined by the relevant authority to be inadequate or not credible, relevant regulation may permit the authority to place limitations on the scope or size of its business in that jurisdiction, or oblige it to hold higher amounts of capital or liquidity or to change its legal structure or business in order to remove the relevant impediments to resolution. In February 2020, FINMA published its assessment of the recovery and resolution plans and emergency plans for Swiss SRBs. FINMA confirmed that UBS's Swiss emergency plan is effective, subject to a further reduction of its joint and several liabilities. In addition, FINMA confirmed that UBS has completed important measures and made considerable progress with respect to its global resolvability. Refer to "*Recovery and resolution*" in the "*Regulation and supervision*" section of the Annual Report 2019 for more information regarding UBS's Swiss emergency plan.

*Capital and prudential standards* As an internationally active Swiss systemically relevant bank (an "**SRB**"), UBS AG is subject to capital and total loss-absorbing capacity ("**TLAC**") requirements that are among the most stringent in the world. Moreover, many of UBS AG's subsidiaries must comply with minimum capital, liquidity and similar requirements and, as a result, UBS AG has contributed a significant portion of its capital and provides substantial liquidity to these subsidiaries. These funds are available to meet funding and collateral needs in the relevant entities, but are generally not readily available for use by the Group as a whole.

UBSAG expects its risk-weighted assets ("**RWA**") to further increase as the effective date for capital standards promulgated by the Basel Committee on Banking Supervision (the "**BCBS**") draws nearer, although the effective date of the proposals is likely to be later than 2022 contemplated by the BCBS standard. In addition, the Board of Governors of the Federal Reserve System adopted two proposals last year regarding certain capital and liquidity requirements and enhanced prudential standards applicable to foreign banking organisations ("**FBOs**") with significant US operations. Under the proposal, it is expected that UBS Americas Holding LLC would continue to be subject to annual assessments of its capital plan through the Comprehensive Capital Analysis and Review ("**CCAR**") process, a supplementary leverage ratio, newly applicable liquidity coverage ratio requirements and new net stable funding ratio requirements.

These additional increases in capital and liquidity standards could significantly curtail UBS AG's ability to pursue strategic opportunities and to distribute risk.

*Market regulation and fiduciary standards* UBS AG's wealth and asset management businesses operate in an environment of increasing regulatory scrutiny and changing standards with respect to fiduciary and other standards of care and the focus on mitigating or eliminating conflicts of interest between a manager or advisor and the client, which require effective implementation across the global systems and processes of investment managers and other industry participants. For example, the SEC has adopted a new Regulation Best Interest that is intended to enhance and clarify the duties of brokers and investment advisers to retail customers. Regulation Best Interest will apply to a large portion of Global Wealth Management's business in the US, and UBSAG will likely be required to materially change business processes, policies and the terms on which it interacts with these clients in order to comply with these rules.

Previously, UBS AG has incurred substantial costs in implementing a compliance and monitoring framework in connection with the Volcker Rule under the Dodd-Frank Act and has modified its business activities both inside and outside the US to conform to the Volcker Rule's activity limitations. In 2019, US regulators have adopted amendments (the "**2019 Final Rule**") to their regulations implementing the Volcker Rule prohibitions on proprietary trading and limitations on covered fund activities. The amendments were effective as of 1 January 2020 and compliance is mandatory from 1 January 2021. UBS AG may incur additional costs in the short term to implement the changes to the operation of its Volcker compliance program, required by the 2019 Final Rule. However, these changes may reduce the long-term burden on UBSAG's operations. UBSAG may also become subject to other similar regulations substantively limiting the types of activities in which it may engage or the way it conducts its operations.

Some of the regulations applicable to UBS AG as a registered swap dealer with the Commodity Futures Trading Commission ("**CFTC**") in the US, and certain regulations that will be applicable when UBS AG registers as a security-based swap dealer with the US Securities and Exchange Commission (the "**SEC**"), apply to UBSAG globally, including those relating to swap data reporting, record-keeping, compliance and supervision. As a result, in some cases, US rules duplicate or may conflict with legal requirements applicable to UBSAG elsewhere, including in Switzerland, and may place it at a competitive disadvantage to firms that are not required to register in the US with the SEC or CFTC.

In many instances, UBSAG provides services on a cross-border basis, and it is therefore sensitive to barriers restricting market access for third-country firms. In particular, efforts in the EU to harmonise the regime for third-country firms to access the European market may have the effect of creating new barriers that adversely affect its ability to conduct business in these jurisdictions from Switzerland. In addition, a number of jurisdictions are increasingly regulating cross-border activities based on determinations of equivalence of home country regulation, substituted compliance or similar principles of comity. A negative determination with respect to Swiss equivalence could limit UBSAG's access to the market in those jurisdictions and may negatively influence its ability to act as a global firm. For example, the EU declined to extend the equivalence determination for Swiss exchanges, which lapsed as of 30 June 2019. Reciprocally, the regulations that Switzerland adopted to prohibit trading of shares issued by Swiss incorporated companies on EU venues came into effect on 1 July 2019.

UBSAG experienced cross-border outflows over a number of years as a result of heightened focus by fiscal authorities on cross-border investment and fiscal amnesty programs, in anticipation of the implementation in Switzerland of the global automatic exchange of tax information, and as a result of the measures UBSAG has implemented in response to these changes. Further changes in local tax laws or regulations and their enforcement, the implementation of cross-border tax information exchange regimes, national tax amnesty or enforcement programs or similar actions may affect UBSAG's clients' ability or willingness to do business with it and could result in additional cross-border outflows.

**UBSAG's stated capital returns objective is based, in part, on capital ratios that are subject to regulatory change and may fluctuate significantly**

UBSAG plans to operate with a CET1 capital ratio of around 13% and a CET1 leverage ratio of around 3.7%. UBSAG's ability to maintain these ratios is subject to numerous risks, including the financial results of its businesses, the effect of changes to capital standards, methodologies and interpretations that may adversely affect the calculation of its CET1 ratios, the imposition of risk add-ons or capital buffers, and the application of additional capital, liquidity and similar requirements to subsidiaries. The results of UBSAG's businesses may be adversely affected by events arising from other factors described herein. In some cases, such as litigation and regulatory risk and operational risk events, losses may be sudden and large. These risks could reduce the amount of capital available for return to shareholders and hinder UBS AG's ability to achieve its capital returns target of a progressive cash dividend coupled with a share repurchase program.

Capital strength is a key component of UBSAG's business model. Capital strength enables UBSAG to grow its businesses and absorb increases in regulatory and capital requirements. It reassures UBSAG's clients and stakeholders, forms the basis for its capital return policy and contributes to its credit ratings. UBSAG's capital ratios are driven primarily by RWA, the leverage ratio denominator and eligible capital, all of which may fluctuate based on a number of factors, some of which are outside its control.

UBSAG's eligible capital may be reduced by losses recognised within net profit or other comprehensive income. Eligible capital may also be reduced for other reasons, including acquisitions which change the level of goodwill, changes in temporary differences related to deferred tax assets included in capital, adverse currency movements affecting the value of equity, prudential adjustments that may be required due to the valuation uncertainty associated with certain types of positions, and changes in the value of certain pension fund assets and liabilities or in the interest rate and other assumptions used to calculate the changes in UBS AG's net defined benefit obligation recognised in other comprehensive income.

RWA are driven by UBS AG's business activities, by changes in the risk profile of its exposures, by changes in its foreign currency exposures and foreign exchange rates, and by regulation. For instance, substantial market volatility, a widening of credit spreads, adverse currency movements, increased counterparty risk, deterioration in the economic environment or increased operational risk could result in an increase in RWA. UBSAG has significantly reduced its market risk and credit risk RWA in recent years. However, increases in operational risk RWA, particularly those arising from litigation, regulatory and similar matters, and regulatory changes in the calculation of RWA, and regulatory add-ons to RWA, have offset a substantial portion of this reduction. Changes in the calculation of RWA, the imposition of additional supplemental RWA charges or multipliers applied to certain exposures and other methodology changes, as well as the implementation of the capital standards promulgated by the Basel Committee on Banking Supervision, which will take effect in 2022, could substantially increase UBSAG's RWA.

The leverage ratio is a balance sheet-driven measure and therefore limits balance sheet-intensive activities, such as lending, more than activities that are less balance sheet intensive, and it may constrain UBS AG's business even if it satisfies other risk-based capital requirements. UBSAG's leverage ratio denominator is driven by, among other things, the level of client activity, including deposits and loans, foreign exchange rates, interest rates and other market factors. Many of these factors are wholly or partly outside of UBSAG's control.

**The effect of taxes on UBS AG's financial results is significantly influenced by tax law changes and reassessments of its deferred tax assets**

UBS AG's effective tax rate is highly sensitive to its performance, its expectation of future profitability and statutory tax rates. Based on prior years' tax losses, UBS AG has recognised deferred tax assets ("**DTAs**") reflecting the probable recoverable level based on future taxable profit as informed by its business plans. If UBS AG's performance is expected to produce diminished taxable profit in future years, particularly in the US, it may be required to write down all or a portion of the currently recognised DTAs through the income statement in excess of anticipated amortisation. This would have the effect of increasing UBS AG's effective tax rate in the year in which any write-downs are taken. Conversely, if UBS AG expects the performance of entities in which it has unrecognised tax losses to improve, particularly in the US or the UK, it could potentially recognise additional DTAs. The effect of doing so would be to reduce UBS AG's effective tax rate in years in which additional DTAs are recognised and to increase its effective tax rate in future years. UBS AG's effective tax rate is also sensitive to any future reductions in statutory tax rates, particularly in the US, which would cause the expected future tax benefit from items such as tax loss carry-forwards in the affected locations to diminish in value. This, in turn, would cause a write-down of the associated DTAs. For example, the reduction in the US federal corporate tax rate to 21% from 35% introduced by the US Tax Cuts and Jobs Act ("**TCJA**") resulted in a USD 2.9 billion net write-down in the Group's DTAs in the fourth quarter of 2017.

UBS AG generally revalues its DTAs in the fourth quarter of the financial year based on a reassessment of future profitability taking into account its updated business plans. UBS AG considers the performance of its businesses and the accuracy of historical forecasts, tax rates and other factors in evaluating the recoverability of its DTAs, including the remaining tax loss carry-forward period and its assessment of expected future taxable profits over the life of DTAs. Estimating future profitability is inherently subjective and is particularly sensitive to future economic, market and other conditions, which are difficult to predict.

UBS AG's results in past years have demonstrated that changes in the recognition of DTAs can have a very significant effect on its reported results. Any future change in the manner in which UBS AG remeasures DTAs could affect UBS AG's effective tax rate, particularly in the year in which the change is made.

UBS AG's full-year effective tax rate could change if aggregate tax expenses in respect of profits from branches and subsidiaries without loss coverage differ from what is expected, or if branches and subsidiaries generate tax losses that UBS AG cannot benefit from through the income statement. In particular, losses at entities or branches that cannot offset for tax purposes taxable profits in other group entities, and which do not result in additional DTA recognition, may increase UBS AG's effective tax rate. In addition, tax laws or the tax authorities in countries where UBS AG has undertaken legal structure changes may prevent the transfer of tax losses incurred in one legal entity to newly organised or reorganised subsidiaries or affiliates or may impose limitations on the utilisation of tax losses that relate to businesses formerly conducted by the transferor. Were this to occur in situations where there were also limited planning opportunities to utilise the tax losses in the originating entity, the DTAs associated with such tax losses may be required to be written down through the income statement.

Changes in tax law may materially affect UBS AG's effective tax rate, and, in some cases, may substantially affect the profitability of certain activities. In addition, statutory and regulatory changes, as well as changes to the way in which courts and tax authorities interpret tax laws, including assertions that UBS AG is required to pay taxes in a jurisdiction as a result of activities connected to that jurisdiction constituting a permanent establishment or similar theory, and changes in its assessment of uncertain tax positions, could cause the amount of taxes it ultimately pays to materially differ from the amount accrued.

**Discontinuance of, or changes to, benchmark rates may require adjustments to UBS AG's agreements with clients and other market participants, as well as to UBSAG's systems and processes**

Since April 2013, the UK Financial Conduct Authority (the "FCA") has regulated LIBOR and regulators in other jurisdictions have increased oversight of other interbank offered rates ("IBORs") and similar benchmark rates. Efforts to transition from IBORs to alternative benchmark rates are underway in several jurisdictions. The FCA announced in July 2017 that it will not continue beyond 2021 to regulate LIBOR or take other actions to sustain LIBOR, and urged users to plan the transition to alternative reference rates ("ARRs"). As a result, there can be no guarantee that LIBOR will be determined after 2021 on the same basis as at present, if at all.

Liquidity and activity in ARRs continue to develop in markets globally, with work progressing to resolve certain issues associated with transitioning away from IBORs. Regulatory authorities continue to focus on transitioning to ARRs by the end of 2021. The Alternative Reference Rates Committee is considering potential legislative solutions that would mitigate legal risks related to legacy contracts in the event of IBOR discontinuation. In addition, in October 2019, the US Treasury Department and Internal Revenue Service published proposed regulations providing tax relief related to issues that may arise as a result of the modification of debt, derivative, and other financial contracts from LIBOR-based language to ARRs. The European Central Bank published the euro short-term rate, the risk-free rate for euro markets, for the first time on 2 October 2019, reflecting trading activity on 1 October 2019. The Bank of England Working Group on Sterling Risk-Free Reference Rates continues to be supportive of the development of a term (Sterling Overnight Index Average) reference rate.

UBSAG has a substantial number of contracts linked to IBORs that do not currently provide a term structure, which will require a change in the contractual terms of products currently indexed on terms other than overnight. In some cases, contracts may contain provisions intended to provide a fallback interest rate in the event of a brief unavailability of the relevant IBOR. These provisions may not be effective or may produce arbitrary results in the event of a permanent cessation of the relevant IBOR. In addition, numerous of UBSAG's internal systems, limits and processes make use of IBORs as reference rates. Transition to replacement reference rates will require significant investment and effort.

**If UBS experiences financial difficulties, FINMA has the power to open restructuring or liquidation proceedings or impose protective measures in relation to UBS Group AG, UBSAG or UBS Switzerland AG, and such proceedings or measures may have a material adverse effect on UBS's shareholders and creditors**

Under the Swiss Banking Act, FINMA is able to exercise broad statutory powers with respect to Swiss banks and Swiss parent companies of financial groups, such as UBS Group AG, UBS AG and UBS Switzerland AG, if there is justified concern that the entity is over-indebted, has serious liquidity problems or, after the expiration of any relevant deadline, no longer fulfills capital adequacy requirements. Such powers include ordering protective measures, instituting restructuring proceedings (and exercising any Swiss resolution powers in connection therewith), and instituting liquidation proceedings, all of which may have a material adverse effect on shareholders and creditors or may prevent UBS Group AG, UBS AG or UBS Switzerland AG from paying dividends or making payments on debt obligations.

UBS would have limited ability to challenge any such protective measures, and creditors and shareholders would have no right under Swiss law or in Swiss courts to reject them, seek their suspension, or challenge their imposition, including measures that require or result in the deferment of payments.

If restructuring proceedings are opened with respect to UBS Group AG, UBSAG or UBS Switzerland AG, the resolution powers that FINMA may exercise include the power to: (i) transfer all or some of the assets, debt and other liabilities, and contracts of the entity subject to proceedings to another entity; (ii) stay for a maximum of two business days (a) the termination of, or the exercise of rights to terminate, netting rights, (b) rights to enforce or dispose of certain types of collateral or (c) rights to transfer claims, liabilities or certain

collateral, under contracts to which the entity subject to proceedings is a party; and/or (iii) partially or fully write down the equity capital and, if such equity capital is fully written down, convert into equity or write down the capital and other debt instruments of the entity subject to proceedings. Shareholders and creditors would have no right to reject, or to seek the suspension of, any restructuring plan pursuant to which such resolution powers are exercised. They would have only limited rights to challenge any decision to exercise resolution powers or to have that decision reviewed by a judicial or administrative processor otherwise.

Upon full or partial write-down of the equity and debt of the entity subject to restructuring proceedings, the relevant shareholders and creditors would receive no payment in respect of the equity and debt that is written down, the write-down would be permanent, and the investors would not, at such time or at any time thereafter, receive any shares or other participation rights, or be entitled to any write-up or any other compensation in the event of a potential recovery of the debtor. If FINMA orders the conversion of debt of the entity subject to restructuring proceedings into equity, the securities received by the investors may be worth significantly less than the original debt and may have a significantly different risk profile, and such conversion would also dilute the ownership of existing shareholders. In addition, creditors receiving equity would be effectively subordinated to all creditors of the restructured entity in the event of a subsequent winding up, liquidation or dissolution of the restructured entity, which would increase the risk that investors would lose all or some of their investment.

FINMA has significant discretion in the exercise of its powers in connection with restructuring proceedings. Furthermore, certain categories of debt obligations, such as certain types of deposits, are subject to preferential treatment. As a result, holders of obligations of an entity subject to a Swiss restructuring proceeding may have their obligations written down or converted into equity even though obligations ranking on par with or junior to such obligations are not written down or converted.

### **UBS AG's financial results may be negatively affected by changes to assumptions and valuations, as well as changes to accounting standards**

UBS AG prepares its consolidated financial statements in accordance with International Financial Reporting Standards ("IFRS"). The application of these accounting standards requires the use of judgment based on estimates and assumptions that may involve significant uncertainty at the time they are made. This is the case, for example, with respect to the measurement of fair value of financial instruments, the recognition of deferred tax assets, the assessment of the impairment of goodwill, expected credit losses and estimation of provisions for contingencies, including litigation, regulatory and similar matters. Such judgments, including the underlying estimates and assumptions, which encompass historical experience, expectations of the future and other factors, are regularly evaluated to determine their continuing relevance based on current conditions. Using different assumptions could cause the reported results to differ. Changes in assumptions, or failure to make the changes necessary to reflect evolving market conditions, may have a significant effect on the financial statements in the periods when changes occur. Estimates of provisions for contingencies may be subject to a wide range of potential outcomes and significant uncertainty. For example, the broad range of potential outcomes in UBS AG's proceeding in France increases the uncertainty associated with assessing the appropriate provision. If the estimates and assumptions in future periods deviate from the current outlook, UBS AG's financial results may also be negatively affected.

Changes to IFRS or interpretations thereof may cause future reported results and financial position to differ from current expectations, or historical results to differ from those previously reported due to the adoption of accounting standards on a retrospective basis. Such changes may also affect UBS AG's regulatory capital and ratios. For example, UBS AG adopted IFRS 9 effective 1 January 2018, which required it to change the accounting treatment of financial instruments measured at amortised cost and certain other positions, to record loans from inception net of expected credit loss ("ECL") allowances and provisions instead of recording credit losses on an incurred loss basis. This may result in a significant increase in recognised credit loss allowances in the future and greater volatility in the income statement as ECL changes in response to developments in the credit cycle and composition

of UBSAG's loan portfolio. The effect may be more pronounced in a deteriorating economic environment.

### **Strategy, management and operations risks**

#### **UBSAG may not be successful in the ongoing execution of its strategic plans**

UBSAG has transformed its business to focus on its Global Wealth Management business and its universal bank in Switzerland, complemented by Asset Management and a significantly smaller and more capital-efficient Investment Bank; it has substantially reduced the risk-weighted assets and leverage ratio denominator usage in Corporate Center; and made significant cost reductions. Risk remains that going forward UBSAG may not succeed in executing its strategy or achieving its performance targets, or may be delayed in doing so. Macroeconomic conditions, geopolitical uncertainty, changes to regulatory requirements and the continuing costs of meeting these requirements have prompted UBSAG to adapt its targets and ambitions in the past and it may need to do so again in the future.

To achieve its strategic plans, UBSAG expects to continue to make significant expenditures on technology and infrastructure to improve client experience, improve and further enable digital offerings and increase efficiency. UBSAG's investments in new technology may not fully achieve its objectives or improve its ability to attract and retain customers. In addition, UBSAG will likely face competition in providing digitally enabled offerings from both existing competitors and new financial service providers in various portions of the value chain. For example, technological advances and the growth of e-commerce have made it possible for e-commerce firms and other companies to offer products and services that were traditionally offered only by banks. These advances have also allowed financial institutions and other companies to provide digitally based financial solutions, including electronic securities trading, payments processing and online automated algorithmic-based investment advice at a low cost to their customers. UBSAG may have to lower its prices, or risk losing customers as a result. UBSAG's ability to develop and implement competitive digitally enabled offerings and processes will be an important factor in its ability to compete.

As part of its strategy, UBS AG seeks to improve its operating efficiency, in part by controlling its costs. UBSAG may not be able to identify feasible cost reduction opportunities that are consistent with its business goals and cost reductions may be realised later or may be smaller than it anticipates. Higher temporary and permanent regulatory costs and higher business demand than anticipated have partly offset cost reductions and delayed the achievement of UBSAG's past cost reduction targets, and it could continue to be challenged in the execution of its ongoing efforts to improve operating efficiency.

Changes in UBS AG's workforce as a result of outsourcing, nearshoring, offshoring, insourcing or staff reductions may introduce new operational risks that, if not effectively addressed, could affect its ability to achieve cost and other benefits from such changes, or could result in operational losses.

As UBS AG implements effectiveness and efficiency programs, it may also experience unintended consequences, such as the unintended loss or degradation of capabilities that it needs in order to maintain its competitive position, achieve its targeted returns or meet existing or new regulatory requirements and expectations.

#### **Operational risks affect UBSAG's business**

UBSAG's businesses depend on its ability to process a large number of transactions, many of which are complex, across multiple and diverse markets in different currencies, to comply with requirements of many different legal and regulatory regimes to which it is subject and to prevent, or promptly detect and stop, unauthorised, fictitious or fraudulent transactions. UBSAG also relies on access to, and on the functioning of, systems maintained by third parties, including clearing systems, exchanges, information processors and central counterparties. Any failure of UBSAG's or third-party systems could have an adverse effect on UBSAG. UBSAG's operational risk management and control systems and processes are designed to help ensure that the risks associated with its activities – including those arising from process error, failed execution, misconduct, unauthorised trading, fraud, system



failures, financial crime, cyberattacks, breaches of information security, inadequate or ineffective access controls and failure of security and physical protection – are appropriately controlled. If UBSAG's internal controls fail or prove ineffective in identifying and remedying these risks, it could suffer operational failures that might result in material losses, such as the substantial loss it incurred from the unauthorised trading incident announced in September 2011.

UBSAG uses automation as part of its efforts to improve efficiency, reduce the risk of error and improve its client experience. UBSAG intends to expand the use of robotic processing, machine learning and artificial intelligence to further these goals. Use of these tools presents their own risks, including the need for effective design and testing; the quality of the data used for development and operation of machine learning and artificial intelligence tools may adversely affect their functioning and result in errors and other operational risks.

UBSAG and other financial services firms have been subject to breaches of security and to cyber- and other forms of attack, some of which are sophisticated and targeted attacks intended to gain access to confidential information or systems, disrupt service or destroy data. These attacks may be attempted through the introduction of viruses or malware, phishing and other forms of social engineering, distributed denial of service attacks and other means. These attempts may occur directly, or using equipment or security passwords of UBSAG's employees, third-party service providers or other users. In addition to external attacks, UBSAG has experienced loss of client data from failure by employees and others to follow internal policies and procedures and from misappropriation of its data by employees and others. UBSAG may not be able to anticipate, detect or recognise threats to its systems or data and its preventative measures may not be effective to prevent an attack or a security breach. In the event of a security breach, notwithstanding its preventative measures, UBSAG may not immediately detect a particular breach or attack. Once a particular attack is detected, time may be required to investigate and assess the nature and extent of the attack. A successful breach or circumvention of security of UBSAG's systems or data could have significant negative consequences for it, including disruption of its operations, misappropriation of confidential information concerning it or its customers, damage to its systems, financial losses for it or its customers, violations of data privacy and similar laws, litigation exposure and damage to its reputation.

UBSAG is subject to complex and frequently changing laws and regulations governing the protection of client and personal data, such as the EU General Data Protection Regulation. Ensuring that UBSAG complies with applicable laws and regulations when it collects, uses and transfers personal information requires substantial resources and may affect the ways in which it conducts its business. In the event that UBSAG fails to comply with applicable laws, it may be exposed to regulatory fines and penalties and other sanctions. UBSAG may also incur such penalties if its vendors or other service providers or clients or counterparties fail to comply with these laws or to maintain appropriate controls over protected data. In addition, any loss or exposure of client or other data may adversely damage UBSAG's reputation and adversely affect its business.

A major focus of US and other countries' governmental policies relating to financial institutions in recent years has been on fighting money laundering and terrorist financing. UBSAG is required to maintain effective policies, procedures and controls to detect, prevent and report money laundering and terrorist financing, and to verify the identity of its clients under the laws of many of the countries in which it operates. UBSAG is also subject to laws and regulations related to corrupt and illegal payments to government officials by others, such as the US Foreign Corrupt Practices Act and the UK Bribery Act. UBSAG has implemented policies, procedures and internal controls that are designed to comply with such laws and regulations. Notwithstanding this, US regulators have found deficiencies in the design and operation of anti-money laundering programs in UBSAG Group's US operations. UBSAG Group has undertaken a significant program to address these regulatory findings with the objective of fully meeting regulatory expectations for its programs. Failure to maintain and implement adequate programs to combat money laundering, terrorist financing or corruption, or any failure of UBSAG Group's programs in these areas, could have serious consequences both from legal enforcement action and from damage to its reputation. Frequent changes in sanctions imposed and increasingly complex sanctions imposed on countries, entities and individuals increase UBSAG Group's cost of monitoring

and complying with sanctions requirements and increase the risk that it will not identify in a timely manner previously permissible client activity that is subject to a sanction.

As a result of new and changed regulatory requirements and the changes UBS AG has made in its legal structure, the volume, frequency and complexity of its regulatory and other reporting has significantly increased. Regulators have also significantly increased expectations regarding UBS AG's internal reporting and data aggregation, as well as management reporting. UBS AG has incurred and continues to incur significant costs to implement infrastructure to meet these requirements. Failure to meet external reporting requirements accurately and in a timely manner or failure to meet regulatory expectations of internal reporting, data aggregation and management reporting could result in enforcement action or other adverse consequences for UBS AG.

Certain types of operational control weaknesses and failures could also adversely affect UBS AG's ability to prepare and publish accurate and timely financial reports.

In addition, despite the contingency plans that UBS AG has in place, its ability to conduct business may be adversely affected by a disruption in the infrastructure that supports its businesses and the communities in which it operates. This may include a disruption due to natural disasters, pandemics, civil unrest, war or terrorism and involve electrical, communications, transportation or other services that UBS AG uses or that are used by third parties with whom it conducts business.

#### **UBS AG may not be successful in implementing changes in its wealth management businesses to meet changing market, regulatory and other conditions**

In recent years, inflows from lower-margin segments and markets have been replacing outflows from higher-margin segments and markets, in particular for cross-border clients. This dynamic, combined with changes in client product preferences as a result of which low-margin products account for a larger share of UBS AG's revenues than in the past, has put downward pressure on Global Wealth Management's margins.

As the discussion above indicates, UBS AG is exposed to possible outflows of client assets in its asset-gathering businesses and to changes affecting the profitability of Global Wealth Management, in particular. Initiatives that UBS may implement to overcome the effects of changes in the business environment on its profitability, balance sheet and capital positions may not succeed in counteracting those effects and may cause net new money outflows and reductions in client deposits, as happened with its balance sheet and capital optimisation program in 2015. There is no assurance that UBS AG will be successful in its efforts to offset the adverse effect of these or similar trends and developments.

#### **UBS AG may be unable to identify or capture revenue or competitive opportunities, or retain and attract qualified employees**

The financial services industry is characterised by intense competition, continuous innovation, restrictive, detailed, and sometimes fragmented regulation and ongoing consolidation. UBS AG faces competition at the level of local markets and individual business lines, and from global financial institutions that are comparable to it in their size and breadth. Barriers to entry in individual markets and pricing levels are being eroded by new technology. UBS AG expects these trends to continue and competition to increase. UBS AG's competitive strength and market position could be eroded if it is unable to identify market trends and developments, does not respond to such trends and developments by devising and implementing adequate business strategies, does not adequately develop or update its technology including its digital channels and tools, or is unable to attract or retain the qualified people needed.

The amount and structure of UBS AG's employee compensation is affected not only by its business results, but also by competitive factors and regulatory considerations.

In recent years, in response to the demands of various stakeholders, including regulatory authorities and shareholders, and in order to better align the interests of its staff with other stakeholders, UBS AG has increased average deferral periods for stock awards, expanded

forfeiture provisions and, to a more limited extent, introduced clawback provisions for certain awards linked to business performance. UBS AG has also introduced individual caps on the proportion of fixed to variable pay for the Group Executive Board ("GEB") members, as well as certain other employees.

Constraints on the amount or structure of employee compensation, higher levels of deferral, performance conditions and other circumstances triggering the forfeiture of unvested awards may adversely affect UBS AG's ability to retain and attract key employees. The loss of key staff and the inability to attract qualified replacements could seriously compromise UBS AG's ability to execute its strategy and to successfully improve its operating and control environment, and could affect its business performance. Swiss law requires that shareholders approve the compensation of the Board of Directors (the "BoD") and the GEB each year. If UBS's shareholders fail to approve the compensation for the GEB or the BoD, this could have an adverse effect on its ability to retain experienced directors and its senior management.

### **UBS AG depends on its risk management and control processes to avoid or limit potential losses in its businesses**

Controlled risk-taking is a major part of the business of a financial services firm. Some losses from risk-taking activities are inevitable, but to be successful over time, UBS AG must balance the risks it takes against the returns generated. Therefore UBS AG must diligently identify, assess, manage and control its risks, not only in normal market conditions but also as they might develop under more extreme, stressed conditions, when concentrations of exposures can lead to severe losses.

As seen during the financial crisis of 2007–2009, UBS AG has not always been able to prevent serious losses arising from extreme or sudden market events that are not anticipated by its risk measures and systems. UBS AG's risk measures, concentration controls and the dimensions in which it aggregated risk to identify correlated exposures proved inadequate in a historically severe deterioration in financial markets. As a result, UBS AG recorded substantial losses on fixed income trading positions, particularly in 2008 and 2009. UBS AG has substantially revised and strengthened its risk management and control framework and increased the capital that it holds relative to the risks that it takes. Nonetheless, UBS AG could suffer further losses in the future if, for example:

- a) it does not fully identify the risks in its portfolio, in particular risk concentrations and correlated risks;
- b) its assessment of the risks identified, or its response to negative trends, proves to be untimely, inadequate, insufficient or incorrect;
- c) markets move in ways that UBS AG does not expect – in terms of their speed, direction, severity or correlation – and its ability to manage risks in the resulting environment is, therefore, affected;
- d) third parties to whom it has credit exposure or whose securities it holds are severely affected by events and it suffers defaults and impairments beyond the level implied by its risk assessment;
- e) collateral or other security provided by its counterparties proves inadequate to cover their obligations at the time of default.

UBS AG has exposures related to real estate in various countries, including a substantial Swiss mortgage portfolio. Although UBS AG believes this portfolio is prudently managed, it could nevertheless be exposed to losses if a substantial deterioration in the Swiss real estate market were to occur. UBS AG also holds legacy risk positions, primarily in Corporate Center, that, in many cases, are illiquid and may again deteriorate in value.

UBS AG also manages risk on behalf of its clients. The performance of assets UBS AG holds for its clients may be adversely affected by the same factors mentioned above. If clients suffer losses or the performance of their assets held with UBS AG is not in line with relevant

benchmarks against which clients assess investment performance, UBS AG may suffer reduced fee income and a decline in assets under management, or withdrawal of mandates.

Investment positions, such as equity investments made as part of strategic initiatives and seed investments made at the inception of funds that UBS AG manages, may also be affected by market risk factors. These investments are often not liquid and generally are intended or required to be held beyond a normal trading horizon. Deteriorations in the fair value of these positions would have a negative effect on UBS AG's earnings.

**UBS AG's operating results, financial condition and ability to pay its obligations in the future may be affected by funding, dividends and other distributions received from UBS Switzerland AG, UBS Americas Holding LLC, UBS Europe SE and other subsidiaries, which may be subject to restrictions**

UBS AG's ability to pay its obligations in the future may be affected by the level of funding, dividends and other distributions, if any, received from UBS Switzerland AG and other subsidiaries. The ability of such subsidiaries to make loans or distributions, directly or indirectly, to UBS AG may be restricted as a result of several factors, including restrictions in financing agreements and the requirements of applicable law and regulatory, fiscal or other restrictions. In particular, UBS AG's direct and indirect subsidiaries, including UBS Switzerland AG, UBS Americas Holding LLC and UBS Europe SE, are subject to laws and regulations that restrict dividend payments, authorise regulatory bodies to block or reduce the flow of funds from those subsidiaries to UBS AG, or could affect their ability to repay any loans made to, or other investments in, such subsidiary by UBS AG or another member of the Group. For example, the US Comprehensive Capital Analysis and Review process requires that UBS's US intermediate holding company demonstrate that it can continue to meet minimum capital standards over a hypothetical nine-quarter severely adverse economic scenario. If it fails to meet the quantitative capital requirements, or the Federal Reserve Board's qualitative assessment of the capital planning process is adverse, UBS's US intermediate holding company would be prohibited from paying dividends or making distributions. Restrictions and regulatory actions of this kind could impede access to funds that UBS AG may need to meet its obligations. In addition, UBS AG's right to participate in a distribution of assets upon a subsidiary's liquidation or reorganisation is subject to all prior claims of the subsidiary's creditors.

Furthermore, UBS AG may guarantee some of the payment obligations of certain of its subsidiaries from time to time. These guarantees may require UBS AG to provide substantial funds or assets to subsidiaries or their creditors or counterparties at a time when UBS AG is in need of liquidity to fund its own obligations.

**UBS AG's reputation is critical to its success**

UBS AG's reputation is critical to the success of its strategic plans, business and prospects. Reputational damage is difficult to reverse, and improvements tend to be slow and difficult to measure. UBS AG's reputation has been adversely affected by its losses during the financial crisis, investigations into its cross-border private banking services, criminal resolutions of LIBOR-related and foreign exchange matters, as well as other matters. UBS AG believes that reputational damage as a result of these events was an important factor in its loss of clients and client assets across its asset-gathering businesses. New events that cause reputational damage could have a material adverse effect on UBS AG's results of operation and financial condition, as well as its ability to achieve its strategic goals and financial targets."

In the section "I. INFORMATION ABOUT UBSAG" the following changes are made:

The section "1. General Information on UBSAG" is completely replaced as follows:

**1. General Information on UBSAG**

UBSAG with its subsidiaries (together, "**UBS AG consolidated**", or "**UBS AG Group**"; together with UBS Group AG, which is the holding company of UBSAG, and its subsidiaries, "**UBS Group**", "**Group**", "**UBS**" or "**UBS Group AG consolidated**") provides financial advice and solutions to private, institutional and corporate clients worldwide, as well as private clients in Switzerland. The operational structure of the Group is comprised of the Corporate Center and four business divisions: Global Wealth Management, Personal & Corporate Banking, Asset Management and the Investment Bank. UBS concentrates on capital-efficient businesses in its targeted markets, where UBS has a strong competitive position and an attractive long-term growth or profitability outlook. UBS views capital strength as the foundation of its strategy. In delivering all of UBS as one firm to its clients, UBS intends to: strengthen its leading client franchises and grow share; position UBS for growth by expanding its services and capabilities; drive greater efficiencies and scale; and further intensify collaboration for the benefit of its clients.

On 31 December 2019, UBS Group's common equity tier 1 ("**CET1**") capital ratio was 13.7%, the CET1 leverage ratio was 3.90%, the total loss-absorbing capacity ratio was 34.6%, and the total loss-absorbing capacity leverage ratio was 9.8%.<sup>1</sup> On the same date, invested assets stood at USD 3,607 billion, equity attributable to shareholders was USD 54,533 million and market capitalisation was USD 45,661 million. On the same date, UBS employed 68,601 people<sup>2</sup>.

On 31 December 2019, UBSAG consolidated CET1 capital ratio was 13.7%, the CET1 leverage ratio was 3.87%, the total loss-absorbing capacity ratio was 33.9%, and the total loss-absorbing capacity leverage ratio was 9.6%.<sup>1</sup> On the same date, invested assets stood at USD 3,607 billion and equity attributable to UBSAG shareholders was USD 53,754 million. On the same date, UBSAG Group employed 47,005 people<sup>2</sup>.

The rating agencies S&P Global Ratings Europe Limited ("**Standard & Poor's**"), Moody's Deutschland GmbH ("**Moody's**"), Fitch Ratings Limited ("**Fitch Ratings**"), and Scope Ratings GmbH ("**Scope Ratings**") have published solicited credit ratings reflecting their assessment of the creditworthiness of UBSAG, i.e. its ability to fulfil in a timely manner payment obligations, such as principal or interest payments on long-term loans, also known as debt servicing. The ratings from Fitch Ratings, Standard & Poor's and Scope Ratings may be attributed a plus or minus sign, and those from Moody's a number. These supplementary attributes indicate the relative position within the respective rating class. UBSAG has a long-term counterparty credit rating of A+ (outlook: stable) from Standard & Poor's, long-term senior debt rating of Aa3 (outlook: stable) from Moody's, long-term issuer default rating of AA- (outlook: negative) from Fitch Ratings and issuer rating of AA- (outlook: stable) from Scope Ratings.

The following table gives an overview of the rating classes as used by the above rating agencies and their respective meaning. UBSAG's rating is indicated by the red box.

Standard & Poor's	Moody's	Fitch Ratings	Scope Ratings
Long-Term counterparty credit rating	Long-Term senior debt rating	Long-Term Issuer Default Rating	Issuer Rating

<sup>1</sup> All figures based on the Swiss systemically relevant bank framework as of 1 January 2020. Refer to the "*Capital management*" section of the Annual Report 2019, as defined herein, for more information.

<sup>2</sup> Full-time equivalents.

Standard & Poor's		Moody's		Fitch Ratings		Scope Ratings		
AAA	Extremely strong capacity to meet financial commitments		Aaa	Highest quality	AAA	Highest credit quality	AAA	The safest, most stable and sustainable risk characteristics across the credit spectrum, extremely strong financial and business fundamentals
AA+	Very strong capacity to meet financial commitments		Aa1	High quality	AA+	Very high credit quality	AA+	Very strong and well-rounded business franchises, as well as viable, well-tested and sustainable business models
AA			Aa2		AA		AA	
AA-			Aa3		AA-		AA-	
A+	Strong capacity to meet its financial commitments		A1	Upper-medium grade	A+	High credit quality	A+	Attractive franchises, although in some instances some areas of activity in the business mix may be less convincing than others, potentially situations of weaker macroeconomic factors affecting some banks' performance, but overall viability is not threatened, as this relative weakness is well mitigated by good financial fundamentals, reliable management and risk-averse strategies
A			A2		A		A	
A-			A3		A-		A-	
BBB+	Adequate capacity to meet its financial commitments		Baa1	Medium grade	BBB+	Good credit quality	BBB+	For some banks in the BBB range, macroeconomic weakness affects performance. Overall prudential metrics are generally well managed and currently under control. Some institutions at the lower end of the BBB range may remain anchored in challenged franchises
BBB			Baa2		BBB		BBB	
BBB-			Baa3		BBB-		BBB-	
BB+	Less vulnerable in the near term than other lower-rated obligors		Ba1	Speculative, subject to substantial credit risk	BB+	Speculative	BB+	A mix of intrinsic weakness of several key risk indicators – asset quality, revenue generation and/or prudential metrics – and stressed macroeconomic factors
BB			Ba2		BB		BB	
BB-			Ba3		BB-		BB-	
B+			More vulnerable		B1	Speculative, subject	B+	Highly speculative

Standard & Poor's			Moody's		Fitch Ratings		Scope Ratings	
B	Significant speculative characteristics	than the obligors rated 'BB'	B2	to high credit risk	B		B	financial and business metrics, likely accompanied by borderline prudential metrics
B-			B3		B-			
CCC+		Currently vulnerable	Caa1	Speculative, of poor standing and subject to very high credit risk	CCC	Substantial credit risk	CCC	Severely eroded financial metrics, very possibly inadequate prudential indicators, potentially can no longer pursue business activities as a going concern, range may be very close to or already are in resolution, or close to insolvency proceedings for non-resolvable banks
CCC			Caa2		CC	Very high levels of credit risk	CC	
CCC-			Caa3		C	Exceptionally high level of credit risk	C	
CC		Currently highly vulnerable	Ca	Highly speculative, likely in, or very near, default with some prospect of recovery of principal and interest	RD	Restricted default		
R	Under regulatory supervision		C	Typically in default, with little prospect for recovery of principal or interest	D	Default	D	Default-like event
SD	Selective Default							
D	Default							

All the above-mentioned rating agencies are registered as credit rating agencies under Regulation (EC) No 1060/2009 as amended by Regulation (EU) No 513/2011.

No profit forecasts or estimates are included in this document.

No recent events particular to UBSAG have occurred, which are to a material extent relevant to the evaluation of UBSAG's solvency.

### Corporate Information

The legal and commercial name of the Issuer is UBSAG.

The company was incorporated under the name SBCAG on 28 February 1978 for an unlimited duration and entered in the Commercial Register of Canton Basel-City on that day. On 8 December 1997, the company changed its name to UBSAG. The company in its present form was created on 29 June 1998 by the merger of Union Bank of Switzerland (founded 1862) and Swiss Bank Corporation (founded 1872). UBSAG is entered in the Commercial Registers of Canton Zurich and Canton Basel-City. The registration number is CHE-101.329.561. UBSAG's Legal Entity Identifier (LEI) code is BFM8T61CT2L1QCCEMIK50.

UBSAG is incorporated and domiciled in Switzerland and operates under the Swiss Code of Obligations as an Aktiengesellschaft, a corporation limited by shares.

According to article 2 of the articles of association of UBSAG dated 26 April 2018 ("**Articles of Association**"), the purpose of UBSAG is the operation of a bank. Its scope of operations extends to all types of banking, financial, advisory, trading and service activities in Switzerland and abroad. UBSAG may establish branches and representative offices as well as banks, finance companies and other enterprises of any kind in Switzerland and abroad, hold equity interests in these companies, and conduct their management. UBSAG is authorized to acquire, mortgage and sell real estate and building rights in Switzerland and abroad. UBSAG may borrow and invest money on the capital markets. UBSAG is part of the group of companies controlled by the group parent company UBS Group AG. It may promote the interests of the group parent company or other group companies. It may provide loans, guarantees and other kinds of financing and security for group companies.

The addresses and telephone numbers of UBSAG's two registered offices and principal places of business are: Bahnhofstrasse 45, CH-8001 Zurich, Switzerland, telephone +41 44 234 1111; and Aeschenvorstadt 1, CH-4051 Basel, Switzerland, telephone +41 61 288 5050.

### **UBS's borrowing and funding structure and financing of UBS's activities**

For information on UBS's expected financing of its business activities, please refer to "Balance sheet, liquidity and funding management" in the "Treasury management" section of the Annual Report 2019.

### **Share Capital**

As reflected in its Articles of Association most recently registered with the Commercial Register of Zurich and the Commercial Register of Basel-City, UBSAG has (i) fully paid and issued share capital of CHF 385,840,846.60, divided into 3,858,408,466 registered shares with a par value of CHF 0.10 each (article 4), and (ii) conditional capital in the amount of CHF 38,000,000, comprising 380,000,000 registered shares with a par value of CHF 0.10 each that can be issued upon the voluntary or mandatory exercise of conversion rights and/or warrants (article 4a)."

### **The section "2. Business Overview" is completely replaced as follows:**

#### **" Business Divisions and Corporate Center**

UBS operates as a group with four business divisions (Global Wealth Management, Personal & Corporate Banking, Asset Management, and the Investment Bank) and a Corporate Center. Each of the business divisions and the Corporate Center are described below. A description of the Group's strategy can be found under "*Our strategy*" in the "*Our strategy, business model and environment*" section of the Annual Report 2019; a description of the businesses' strategies, clients, organisational structures, products and services of the business divisions and the Corporate Center can also be found in the "*Our strategy, business model and environment*" section of the Annual Report 2019.

#### **Global Wealth Management**

Global Wealth Management provides investment advice and solutions to private clients, in particular in the ultra high net worth and high net worth segments. Clients benefit from Global Wealth Management's comprehensive set of capabilities, including wealth planning, investing, lending, asset protection, philanthropy, corporate and banking services, as well as family office services in collaboration with the Investment Bank and Asset Management. Global Wealth Management has a global footprint, with the US representing its largest market. Clients are served through local offices and dedicated advisors.

In January 2020, UBS announced an expansion of its collaboration with the Investment Bank and an intention to make its Global Family Office capabilities available to 1,500 clients. Ultra high net worth client relationships and advisors will be integrated into regional business. UBS will also create three distinct business units in EMEA—Europe, Central and Eastern Europe,



and Middle East and Africa – to better capture the diverse opportunities in these markets. In the newly established Global Capital Markets team, UBS will combine its Investment Product Services unit and Investment Bank teams. Refer to "*Global Wealth Management organizational changes*" in the "*Our business*" section of the Annual Report 2019 for more information.

### **Personal & Corporate Banking**

Personal & Corporate Banking provides comprehensive financial products and services to private, corporate and institutional clients and operates in Switzerland in the private and corporate loan market. Personal & Corporate Banking is central to UBS's universal bank model in Switzerland and it works with Global Wealth Management, the Investment Bank and Asset Management to help clients receive the best products and solutions for their specific financial needs. While Personal & Corporate Banking operates primarily in its home market of Switzerland, it also provides capabilities to support the growth of the international business activities of UBS's corporate and institutional clients through local hubs in Frankfurt, New York, Hong Kong and Singapore. The business is divided into Personal Banking and Corporate & Institutional Clients (CIC).

### **Asset Management**

Asset Management is a large-scale and diversified global asset manager. It offers investment capabilities and styles across all major traditional and alternative asset classes, as well as advisory support to institutions, wholesale intermediaries and Global Wealth Management clients around the world. Asset Management offers clients a wide range of investment products and services in different asset classes in the form of segregated, pooled or advisory mandates, as well as registered investment funds in various jurisdictions. It covers the main asset management markets globally, and has a local presence in 22 markets, grouped in four regions: the Americas; Europe, Middle East and Africa; Switzerland; and Asia Pacific.

### **Investment Bank**

The Investment Bank provides a range of services to institutional, corporate and wealth management clients to help them raise capital, grow their businesses, invest and manage risks. It is focused on its traditional strengths in advisory services, capital markets, equities and foreign exchange, complemented by a targeted rates and credit platform. The Investment Bank uses its research and technology capabilities to support its clients as they adapt to the evolving market structures and changes in the regulatory, technological, economic and competitive landscapes. The Investment Bank delivers solutions to clients, using its intellectual capital and electronic platforms. It also provides services to Global Wealth Management, Personal & Corporate Banking and Asset Management. It has a global reach, with a presence in more than 30 countries and principal offices in the major financial hubs.

UBS made changes to the Investment Bank effective 1 January 2020: Corporate Client Solutions (CCS) and Investor Client Services (ICS) were renamed Global Banking and Global Markets, respectively. Global Banking adopted a global coverage model and will deploy its deep global industry expertise to meet the needs of its most important clients. Global Markets combined Equities and Foreign Exchange, Rates and Credit, and is introducing three product verticals (Execution & Platform, Derivatives & Solutions, and Financing). Research and Evidence Lab Innovations continues to be a critical part of the Investment Bank's advisory and content offering.

### **Corporate Center**

Corporate Center consists of the Group Chief Operating Officer area (Group Technology, Group Corporate Services, Group Human Resources and Group Operations), Group Treasury, Group Finance, Group Legal, Group Risk Control, Group Communications & Branding, Group Compliance, Regulatory & Governance, UBS in society, and Non-core and Legacy Portfolio ("**NCL**"). Over recent years, UBS has progressively aligned its support functions with the business divisions. The majority of these functions are either fully aligned or shared among business divisions, where they have full management responsibility. Group Treasury

manages the structural risk of UBS's balance sheet, including interest rate risk, structural foreign exchange risk and collateral risk, as well as the risks associated with the Group's liquidity and funding portfolios. Group Treasury serves all business divisions through two main risk management areas, and its risk management is fully integrated into the Group's risk governance framework. NCL manages legacy positions from businesses exited by the Investment Bank. It is overseen by a committee chaired by the Group Chief Risk Officer. The portfolio also includes positions relating to legal matters arising from businesses that were transferred to it at the time of its formation. Beginning with the first quarter 2019 and in compliance with IFRS8, Operating Segments, UBS provides results for total Corporate Center only and does not separately report Corporate Center – Services, Group Treasury and NCL.

## Competition

The financial services industry is characterised by intense competition, continuous innovation, restrictive, detailed, and sometimes fragmented regulation and ongoing consolidation. UBS faces competition at the level of local markets and individual business lines, and from global financial institutions that are comparable to UBS in their size and breadth. Barriers to entry in individual markets and pricing levels are being eroded by new technology. UBS expects these trends to continue and competition to increase.

Any statements regarding the competitive position of UBSAG, UBSAG Group or the Group contained in this document are made on the basis of the opinion of UBSAG or the Group.

## Recent Developments

### 1. UBSAG consolidated key figures

UBSAG derived the selected consolidated financial information included in the table below for the years ended 31 December 2019, 2018 and 2017 from the Annual Report 2019, except where noted.

The consolidated financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB"). Effective from 1 October 2018, the functional currency of UBS Group AG and UBSAG's Head Office in Switzerland changed from Swiss francs to US dollars and that of UBS AG's London Branch from British pounds to US dollars, in compliance with the requirements of International Accounting Standard (IAS) 21, *The Effects of Changes in Foreign Exchange Rates*. The presentation currency of UBS AG's consolidated financial statements has changed from Swiss francs to US dollars to align with the functional currency changes of significant Group entities. Prior periods have been restated for this presentation currency change. Assets, liabilities and total equity were translated to US dollars at closing exchange rates prevailing on the respective balance sheet dates, and income and expenses were translated at the respective average rates prevailing for the relevant periods.

Information for the years ended 31 December 2019, 2018 and 2017 which is indicated as being unaudited in the table below was included in the Annual Report 2019, but has not been audited on the basis that the respective disclosures are not required under IFRS, and therefore are not part of the audited financial statements. The Annual Report 2019 (to the extent indicated in the section "L. General Information – 7. Documents incorporated by Reference" of this Base Prospectus) is incorporated by reference herein.

Prospective investors should read the whole of this Prospectus and the documents incorporated by reference herein and should not rely solely on the summarized information set out below.

	As of or for the yearended		
<i>USDmillion, except where indicated</i>	31.12.19	31.12.18	31.12.17
	<i>audited, except where indicated</i>		
<b>Results</b>			
<b>Income statement</b>			
Operating income	29,307	30,642	30,044
Net interest income <sup>1</sup>	4,415	4,971	6,021
Net fee and commission income	17,460	17,930	17,550
Credit loss (expense) / recovery	(78)	(117)	(131)
Other net income from financial instruments measured at fair value through profit or loss <sup>1</sup>	6,833	6,953	5,640
Operating expenses	24,138	25,184	24,969
Operating profit / (loss) before tax	5,169	5,458	5,076
Net profit / (loss) attributable to shareholders	3,965	4,107	758
<b>Balancesheet<sup>2</sup></b>			
Total assets	971,916	958,055	940,020
Total financial liabilities measured at amortized cost	617,429	612,174	660,498
<i>of which: customer deposits</i>	450,591	421,986	423,058
<i>of which: debt issued measured at amortized cost</i>	62,835	91,245	107,458
<i>of which: subordinated debt</i>	7,431	7,511	9,217
Total financial liabilities measured at fair value through profit or loss	291,452	283,717	217,814
<i>of which: debt issued designated at fair value</i>	66,592	57,031	50,782
Loans and advances to customers	327,992	321,482	328,952
Total equity	53,928	52,432	52,046
Equity attributable to shareholders	53,754	52,256	51,987
<b>Profitability and growth</b>			
Return on equity (%) <sup>3</sup>	7.4*	7.9*	1.4*
Return on tangible equity (%) <sup>4</sup>	8.5*	9.1*	1.6*
Return on common equity tier 1 capital (%) <sup>5</sup>	11.3*	11.9*	2.3*
Return on risk-weighted assets gross (%) <sup>6</sup>	11.2*	12.0*	12.8*
Return on leverageratio denominator, gross (%) <sup>7</sup>	3.2*	3.4*	3.4*
Cost / income ratio (%) <sup>8</sup>	82.1*	81.9*	82.7*
Net profit growth (%) <sup>9</sup>	(3.4)*	441.9*	(77.4)*
<b>Resources</b>			
Common equity tier 1 capital <sup>10, 11</sup>	35,280	34,608	34,100*
Risk-weighted assets <sup>10</sup>	257,831*	262,840*	242,725*
Common equity tier 1 capital ratio (%) <sup>10</sup>	13.7*	13.2*	14.0*
Going concern capital ratio (%) <sup>10</sup>	18.3*	16.1*	15.6*
Total loss-absorbing capacity ratio (%) <sup>10</sup>	33.9*	31.3*	31.4*
Leverageratio denominator <sup>10</sup>	911,232*	904,458*	910,133*
Common equity tier 1 leverageratio (%) <sup>10</sup>	3.87*	3.83*	3.75*
Going concern leverageratio (%) <sup>10</sup>	5.2*	4.7*	4.2*
Total loss-absorbing capacity leverageratio (%) <sup>10</sup>	9.6*	9.1*	8.4*
<b>Other</b>			

Invested assets (USD billion) <sup>12</sup>	3,607	3,101	3,262
Personnel (full-time equivalents)	47,005*	47,643*	46,009*

\* unaudited

<sup>1</sup> Effective 1 January 2019, UBS AG refined the presentation of dividend income and expense. This resulted in a reclassification of dividends from *Interest income (expense) from financial instruments measured at fair value through profit or loss* into *Other net income from financial instruments measured at fair value through profit or loss* (prior to 1 January 2019: *Other net income from fair value changes on financial instruments*). *Net Interest Income* and *Other net income from financial instruments measured at fair value through profit or loss* for prior-year comparative was restated accordingly.

<sup>2</sup> Balance sheet information for year ended 31 December 2017 is derived from the Annual Report 2018.

<sup>3</sup> Calculated as net profit attributable to shareholders (annualized as applicable) divided by average equity attributable to shareholders. This measure provides information about the profitability of the business in relation to equity.

<sup>4</sup> Calculated as net profit attributable to shareholders (annualized as applicable) divided by average equity attributable to shareholders less average goodwill and intangible assets. Effective 1 January 2019, the definition of the numerator for return on tangible equity has been revised to align it with the numerators for return on equity and return on CET1 capital; i.e., it is no longer adjusted for amortization and impairment of goodwill and intangible assets. Prior periods have been restated. This measure provides information about the profitability of the business in relation to tangible equity.

<sup>5</sup> Calculated as net profit attributable to shareholders (annualized as applicable) divided by average common equity tier 1 capital. This measure provides information about the profitability of the business in relation to common equity tier 1 capital.

<sup>6</sup> Calculated as operating income before credit loss expense or recovery (annualized as applicable) divided by average risk-weighted assets. This measure provides information about the revenues of the business in relation to risk-weighted assets.

<sup>7</sup> Calculated as operating income before credit loss expense or recovery (annualized as applicable) divided by average leverage ratio denominator. This measure provides information about the revenues of the business in relation to leverage ratio denominator.

<sup>8</sup> Calculated as operating expenses divided by operating income before credit loss expense or recovery. This measure provides information about the efficiency of the business by comparing operating expenses with gross income.

<sup>9</sup> Calculated as change in net profit attributable to shareholders from continuing operations between current and comparison periods divided by net profit attributable to shareholders from continuing operations of comparison period. This measure provides information about profit growth in comparison with the prior-year period.

<sup>10</sup> Based on the Swiss systemically relevant bank framework as of 1 January 2020.

<sup>11</sup> The information as published in Swiss francs in the Annual Report 2017 for the period ended on 31 December 2017 (CHF 33,240 million) was audited.

<sup>12</sup> Includes invested assets for Global Wealth Management, Asset Management and Personal & Corporate Banking. Calculated as the sum of managed fund assets, managed institutional assets, discretionary and advisory wealth management portfolios, fiduciary deposits, time deposits, savings accounts, and wealth management securities or brokerage accounts. This measure provides information about the volume of client assets managed by or deposited with UBS for investment purposes.

## 2. Business and strategic developments

In January 2020, UBS announced that it has agreed to sell a majority stake (51.2%) in UBS Fondcenter to Clearstream, Deutsche Börse Group's post-trade services provider. The sale is expected to close in the second half of 2020, subject to customary closing conditions. UBS will retain a minority (48.8%) shareholding in the business and will enter into an agreement under which it may sell its remaining shareholding to Clearstream at a later date. As part of the transaction, UBS and Clearstream will enter into long-term commercial cooperation arrangements for the provision of services to UBS's Global Wealth Management, Asset Management and the Corporate and Institutional Clients unit of Personal & Corporate Banking. UBS expects to record a post-tax gain of around USD 600 million and an increase in CET1 capital of around USD 400 million upon closing of the transaction. UBS will deconsolidate UBS Fondcenter and account for minority interest as an investment in an associate.

## 3. Accounting, regulatory, legal and other developments

### US Regulation Best Interest

The SEC has adopted rules and interpretations intended to enhance customer protection of retail investors. The effective date of these new provisions will be 30 June 2020. The new rules are intended to align the legal requirements and mandated disclosures for broker-dealers and investment advisers with reasonable investor expectations, while preserving access, in terms of choice and cost, to a variety of investment services and products. Regulation Best Interest elevates the standard of care for broker-dealers from the current "suitability" requirement to a newly defined "best interest" standard, which applies to any securities transaction or investment strategy involving securities offered to a retail customer and makes clear that a broker-dealer may not put its financial interests ahead of the interests of a retail customer when making recommendations. The regulation also creates new disclosure requirements and additional compliance program requirements. Implementation

of these changes will require operational and supervisory changes for UBS's US broker-dealers.

#### US Securities and Exchange Commission adopts US security-based swaps regulations

In 2019, the SEC adopted a number of rules and rule amendments for security-based swap dealers ("**SBSDS**"), including: (i) capital, margin and segregation requirements; (ii) record-keeping, reporting and notification requirements; and (iii) the application of risk mitigation techniques to uncleared portfolios of security-based swaps. In December 2019, the SEC also adopted rules and interpretations (effective 6 April 2020) intended to expand and improve the framework for regulating cross-border security-based swaps. The December 2019 rules address registration requirements for foreign SBSDS including guidance on the process for obtaining substituted compliance for non-US SBSDS. UBS expects that UBS AG will be required to register as an SBSDS. The date for security-based swap entities to register with the SEC, and to comply with other securities-based swaps regulations (including margin, capital, segregation, record-keeping and reporting, and business conduct requirements), is 6 October 2021.

#### Basel III implementation across jurisdictions

In Switzerland, the technical work on implementation of the Basel III rules finalized in 2017 started in the second half of 2019, led by the Swiss Federal Department of Finance and FINMA. However, none of the proposals have been made public so far. The European Commission (the "**EC**") consulted on the EU's approach to the implementation of the remaining elements of Basel III (including the market risk framework, the standardized approach to credit risk, operational risk and the output floor). The EC is expected to publish legislative proposals by June 2020. UBS's EU entities, principally UBS Europe SE, will be in scope of the EU requirements. US regulators have not yet proposed rules regarding the implementation of the remaining elements of Basel III. Regulators in jurisdictions relevant to UBS are committed to meeting the BCBS implementation timeline for final Basel III rules as of 1 January 2022. However, UBS expects the effective dates to be later due to transition periods.

#### Developments related to the transition away from IBORs

Liquidity and activity in ARR continue to develop in markets around the world, with work progressing to resolve certain issues associated with transitioning away from IBORs. Regulatory authorities continue to focus on transitioning to ARR by the end of 2021. In June 2019, the SNB introduced the SNB policy rate, which replaces the previously used target range for the three-month CHF LIBOR. The SNB policy rate signals the interest rate level for secured short-term money market rates, with a focus on the Swiss Average Rate Overnight ("**SARON**"). The introduction of the SNB policy rate is also intended to foster an early transition to SARON. The Financial Conduct Authority and Bank of England encourage switches from LIBOR to the Sterling Overnight Index Average ("**SONIA**") for sterling interest rate swaps from the first quarter of 2020. In addition, banks need to target a stopping point with regard to the issuance of cash products linked to sterling LIBOR by the end of the third quarter of 2020 and a significant reduction of the number of existing contracts in circulation that reference the rate. The European Central Bank published the euro short-term rate (€STR) the ARR for EUR markets, for the first time in October 2019.

Liquidity in the US Secured Overnight Financing Rate ("**SOFR**") is still developing and is concentrated among a few issuers, primarily government-sponsored enterprises. SOFR averages are expected to be published beginning in the first half of 2020. The US Commodity Futures Trading Commission ("**CFTC**") has issued no-action letters that provide relief and ensure that market participants are not penalized as they transition from LIBOR to ARR.

UBS has a substantial number of contracts linked to IBORs. ARR do not currently provide a term structure, which will require a change in the contractual terms of products currently indexed on terms other than overnight. UBS has established a cross-divisional, cross-regional governance structure and change program to address the scale and complexity of the transition.

Refer to the "Regulatory and legal developments" in the "Our strategy, business model and environment" section of the UBS Group AG and UBS AG Annual Report 2019 published on 28 February 2020 ("Annual Report 2019") for further information on key accounting, regulatory and legal developments."

**The section "3. Organisational Structure of the Issuer" is completely replaced as follows:**

### **" 3. Organisational Structure of the Issuer**

UBS AG is a Swiss bank and the parent company of the UBS AG Group. It is 100% owned by UBS Group AG, which is the holding company of the UBS Group. UBS operates as a group with four business divisions and a Corporate Center.

In 2014, UBS began adapting its legal entity structure to improve the resolvability of the Group in response to too big to fail requirements in Switzerland and recovery and resolution regulation in other countries in which the Group operates. In December 2014, UBS Group AG became the holding company of the Group.

In 2015, UBS AG transferred its personal & corporate banking and wealth management businesses booked in Switzerland to the newly established UBS Switzerland AG, a banking subsidiary of UBS AG in Switzerland. In 2016, UBS Americas Holding LLC was designated as the intermediate holding company for UBS's US subsidiaries and UBS merged its wealth management subsidiaries in various European countries into UBS Europe SE, UBS's German-headquartered European subsidiary. Additionally, UBS transferred the majority of Asset Management's operating subsidiaries to UBS Asset Management AG. Effective 1 April 2019, the portion of the Asset Management business in Switzerland conducted by UBS AG was transferred from UBS AG to its indirect subsidiary, UBS Asset Management Switzerland AG.

UBS Business Solutions AG, a wholly owned subsidiary of UBS Group AG, was established in 2015 and acts as the Group service company. In 2017, UBS's shared services functions in Switzerland and the UK were transferred from UBS AG to UBS Business Solutions AG. UBS also completed the transfer of shared services functions in the US to its US service company, UBS Business Solutions US LLC, a wholly owned subsidiary of UBS Americas Holding LLC.

In March 2019, UBS Limited, UBS's UK headquartered subsidiary, was merged into UBS Europe SE prior to the UK's then scheduled departure from the EU. Former clients and other counterparties of UBS Limited who can be serviced by UBS AG's London Branch were migrated to UBS AG's London Branch prior to the merger.

UBS continues to consider further changes to the Group's legal structure in response to regulatory requirements and other external developments. Such changes may include further consolidation of operating subsidiaries in the EU and adjustments to the booking entity or location of products and services.

UBS Group AG's interests in subsidiaries and other entities as of 31 December 2019, including interests in significant subsidiaries, are discussed in "Note 31 Interests in subsidiaries and other entities" to the UBS Group AG's consolidated financial statements included in the Annual Report 2019.

UBS AG's interests in subsidiaries and other entities as of 31 December 2019, including interests in significant subsidiaries, are discussed in "Note 31 Interests in subsidiaries and other entities" to the UBS AG's consolidated financial statements included in the Annual Report 2019.

UBS AG is the parent company of, and conducts a significant portion of its operations through, its subsidiaries. UBS AG has contributed a significant portion of its capital and provides substantial liquidity to subsidiaries. In addition, UBS Business Solutions AG provides substantial services to group companies including UBS AG and its subsidiaries. To this extent, UBS AG is dependent on certain of the entities of the UBS AG Group and of the UBS Group."

**The section “4. Trend Information” is completely replaced as follows:**

**“ 4. Trend Information**

As indicated in the Annual Report 2019, UBS expects continued sub-trend growth in the coming year, and the global economy to continue expanding at about the same pace as in 2019. Consumer spending has remained robust in much of the world, especially in the US, where it is supported by a vibrant job market. The year ended with news of a “Phase 1” trade deal between the US and China, along with indications that tensions between the two powers may lessen. Not only did the agreement withdraw planned tariff increases and reverse some existing tariffs, it also moved negotiations forward in other areas of contention, such as intellectual property protection and US access to China’s financial services market. While this truce could be fragile and the US–China rivalry is not about to end anytime soon, the deal appears to reduce the risks to the global economy and business investment. The UK left the European Union on 31 January 2020 and has entered a transition period in which the UK now faces a race to conclude talks on a trade deal with the EU ahead of the end of its transition period on 31 December 2020. The next major political focus for markets will be the US election in November, which could generate higher volatility and affect key US sectors, such as technology, energy, finance and health care. Against a backdrop of sluggish growth and continued political risk, UBS believes central banks will be in no rush to raise rates. UBS does not expect the US Federal Reserve to increase rates in the coming year, barring an unexpected shift in the trajectory of the economic data. Rates are unlikely to rise again until 2021. UBS expects the ECB to cut rates to negative 0.6%, with the Swiss National Bank maintaining rates at a negative 0.75%.

The outbreak of novel Coronavirus, or Covid-19, in China and its subsequent spread worldwide has significantly increased risk within the global economy and investor uncertainty. In addition, substantial deterioration in oil prices may have additional effects on the economy and certain sectors. As a result equity markets have experienced significant declines, market volatility has substantially increased and some markets have experienced disruptions in orderly function. In the short-term UBS may benefit from higher transaction volumes and increased volatility, although continuation of these trends is uncertain. Looking forward lower asset prices would adversely affect invested assets with a consequent effect on recurring fee income, and lower interest rates will reduce net interest income.

The outbreak of Covid-19 and the measures being taken globally to reduce the peak of the resulting pandemic will likely have a significant adverse effect on global economic activity, including in China, the United States and Europe. In addition, these factors are likely to have an adverse effect on the credit profile of some of UBS’s clients and other market participants, which may result in an increase in expected credit loss expense and credit impairments.

Refer to “*Our environment*” in the “*Our strategy, business model and environment*” section of the Annual Report 2019 and the section “C. Risk Factors– 1. Issuer specific Risks” of this Base Prospectus for more information.”

**In the section “5. Administrative, Management and Supervisory Bodies of UBSAG” the chapter “Members of the Board of Directors” is completely replaced as follows:**

**“ Members of the Board of Directors**

The current members of the BoD are listed below. In addition, the BoD announced it will nominate Nathalie Rachou and Mark Hughes for election to the BoD at the next annual general meeting, and David Sidwell and Isabelle Romy are not standing for re-election.

Member and business address	Title	Term of office	Current principal activities outside UBSAG
Axel A. Weber	Chairman	2020	Chairman of the Board of Directors of UBS Group AG; board member of the Swiss Bankers Association; Trustees Board member of Avenir Suisse; board

UBS AG, Bahnhofstrasse 45, CH-8001 Zurich			member of the Swiss Finance Council; Chairman of the board of the Institute of International Finance; member of the European Financial Services Round Table; member of the European Banking Group; member of the International Advisory Councils of the China Banking and Insurance Regulatory Commission and the China Securities Regulatory Commission; member of the International Advisory Panel, Monetary Authority of Singapore; member of the Group of Thirty, Washington, D.C.; Chairman of the Board of Trustees of DIW Berlin; Advisory Board member of the Department of Economics, University of Zurich; member of the Trilateral Commission.
David Sidwell	Vice Chairman	2020	Vice Chairman and Senior Independent Director of the Board of Directors of UBS Group AG; Senior Advisor at Oliver Wyman, New York; board member of the board of Chubb Limited; board member of GAVI Alliance; member of the Board of Village Care, New York.
UBS AG, Bahnhofstrasse 45, CH-8001 Zurich			
Jeremy Anderson	Member	2020	Member of the Board of Directors of UBS Group AG; board member of Prudential plc; trustee of the UK's Productivity Leadership Group; trustee of Kingham Hill Trust; trustee of St. Helen Bishopsgate.
UBS AG, Bahnhofstrasse 45, CH-8001 Zurich			
William C. Dudley	Member	2020	Member of the Board of Directors of UBS Group AG; senior research scholar at the Griswold Center for Economic Policy Studies at Princeton University; member of the Board of Treliant LLC; member of the Group of Thirty; member of the Council on Foreign Relations; member of the Bretton Woods Committee's Advisory Council.
UBS AG, Bahnhofstrasse 45, CH-8001 Zurich			
Reto Francioni	Member	2020	Member of the Board of Directors of UBS Group AG; professor at the University of Basel; board member of Coca-Cola HBC AG (Senior Independent Non-Executive Director, chair of the nomination committee); Chairman of the board of Swiss International Air Lines AG; board member of MedTech Innovation Partners AG; executive director and member of my TAMAR GmbH.
UBSAG, Bahnhofstrasse 45, CH-8001 Zurich			
Fred Hu	Member	2020	Member of the Board of Directors of UBS Group AG; non-executive chairman of the board of Yum China Holdings (chair of the nomination and governance committee); board member of Industrial and Commercial Bank of China; board member of Hong Kong Exchanges and Clearing Ltd.; founder and chairman of Primavera Capital Group; board member of China Asset Management; board member of Minsheng Financial Leasing Co.; trustee of the China Medical Board; Governor of the Chinese International School in Hong Kong; co-chairman of the Nature Conservancy Asia Pacific Council; director and member of the Executive Committee of China Venture Capital and Private Equity Association Ltd.; Global Advisory Board member of the Council on Foreign Relations.
UBS AG, Bahnhofstrasse 45, CH-8001 Zurich			
Julie G. Richardson	Member	2020	Member of the Board of Directors of UBS Group AG; member of the board of Yext (chair of the audit committee); member of the board of Vereit, Inc. (chair of the compensation committee); member of the board of Datalog (chair of the audit committee); member of the board of The Hartford Financial Services Group, Inc. (resignation effective 1 April 2020).
UBS AG, Bahnhofstrasse 45, CH-8001 Zurich			
Isabelle Romy	Member	2020	Member of the Board of Directors of UBS Group AG; partner and board member at Froriep Legal AG; professor at the University of Fribourg and at the Federal Institute of Technology, Lausanne; chair of the board of Central Real Estate Holding AG; chair of the board of Central Real Estate Basel AG; Vice Chairman of the Sanction Commission of the SIX Swiss Exchange; member of the Fundraising Committee of the Swiss National Committee for UNICEF; Supervisory Board member of the CAS program Financial Regulation of the University of Bern and University of Geneva.
UBS AG, Bahnhofstrasse 45, CH-8001 Zurich			
Robert W. Scully	Member	2020	Member of the Board of Directors of UBS Group AG; member of the board of Chubb Limited (chair of the audit committee); member of the board of Zoetis, Inc.; member of the board of KKR & Co. Inc.; member of the board of Teach For All.
UBS AG, Bahnhofstrasse 45, CH-8001 Zurich			
Beatrice Weder di Mauro	Member	2020	Member of the Board of Directors of UBS Group AG; professor of international economics at the Graduate Institute Geneva (IHEID); president of the Centre for Economic Policy Research in London; Research Professor and Distinguished Fellow at INSEAD in Singapore; Supervisory Board member of Robert Bosch GmbH; board member of Bombardier Inc.; member of the Foundation Board of the International Center for Monetary and Banking Studies (ICMB).
UBS AG, Bahnhofstrasse 45, CH-8001 Zurich			
Dieter Wemmer	Member	2020	Member of the Board of Directors of UBS Group AG; board member of Ørsted A/S (chair of the audit and risk committee); member of the Berlin Center of Corporate Governance.
UBS AG, Bahnhofstrasse 45, CH-8001 Zurich			
Jeanette Wong	Member	2020	Member of the Board of Directors of UBS Group AG; board member of Essilor International and EssilorLuxottica; board member of Jurong Town Corporation; board member of PSA International; board member of FFMC



UBS AG, Bahnhofstrasse 45, CH-8001 Zurich		Holdings Pte. Ltd.; board member of Fullerton Fund Management Company Ltd.; member of the NUS BusinessSchool Management Advisory Board; member of the Global Advisory Board, Asia, University of Chicago Booth School of Business member of the Securities Industry Council.
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**In the section “5. Administrative, Management and Supervisory Bodies of UBS AG” the chapter “Organisational principles and structure” is completely replaced as follows:**

**“Organisational principles and structure**

Following each AGM, the BoD meets to appoint one or more Vice Chairmen, BoD committee members, and their respective Chairpersons. At the same meeting, the BoD appoints a Company Secretary, who acts as secretary to the BoD and its committees.

The BoD permanent committees comprise the Audit Committee, the Compensation Committee and the Risk Committee. The BoD may set up other committees, including so-called ad hoc committees, if it deems such other committees appropriate or necessary, such as the Special Committee and the Strategy Committee.”

**In the section “5. Administrative, Management and Supervisory Bodies of UBS AG” the chapter “Audit Committee” is completely replaced as follows:**

**“Audit Committee**

The Audit Committee (“AC”) consists of five BoD members, all of whom were determined by the BoD to be fully independent. As a group, members of the Audit Committee must have the necessary qualifications and skills to perform all of their duties and together must possess financial literacy and experience in banking and risk management.

The AC itself does not perform audits, but oversees the work of the external auditors who in turn are responsible for auditing UBS AG's annual financial statements and for reviewing the quarterly financial statements.

The function of the AC is to support the Board in fulfilling its oversight duty relating to financial reporting and internal controls over financial reporting, the effectiveness of the external and internal audit functions as well as of whistleblowing procedures. Management is responsible for the preparation, presentation and integrity of the financial statements, while the external auditors are responsible for auditing financial statements. The AC's responsibility is one of oversight and review.

In particular, the AC monitors the integrity of the financial statements and any announcements related to financial performance, and reviews significant financial reporting judgments contained in them, before recommending their approval to the BoD or proposing any adjustments the AC considers appropriate..

The AC oversees the relationship with and assesses the qualifications, expertise, effectiveness, independence and performance of the external auditors and their lead audit partner, and supports the BoD in reaching a decision in relation to the appointment, reappointment or dismissal of the external auditors and to the rotation of the lead audit partner. The BoD then submits these proposals to the shareholders for approval at the AGM.

The members of the AC are Jeremy Anderson (Chairperson), Isabelle Romy, Beatrice Weder di Mauro, Dieter Wemmer and Jeanette Wong.”

**In the section “5. Administrative, Management and Supervisory Bodies of UBS AG” the chapter “Members of the Executive Board” is completely replaced as follows:**

**“ Members of the Executive Board**

The current members of the EB are listed below. In addition, UBS announced Ralph Hamers will join the EB as of 1 September 2020 and will succeed Sergio P. Ermotti as President of the EB effective 1 November 2020.

<b>Member and business address</b>	<b>Function</b>	<b>Current principal activities outside UBS AG</b>
Sergio P. Ermotti  UBS AG, Bahnhofstrasse 45, CH-8001 Zurich	President of the Executive Board	Member of the Group Executive Board and Group Chief Executive Officer of UBS Group AG; board member of UBS Switzerland AG; Chairman of the UBS Optimus Foundation board; Chairman of the Fondazione Ermotti, Lugano; board member of the Swiss-American Chamber of Commerce; board member of the Global Apprenticeship Network; member of the Institut International D'Etudes Bancaires; member of the Said Business School Global Leadership Council, University of Oxford.
Christian Bluhm  UBS AG, Bahnhofstrasse 45, CH-8001 Zurich	Chief Risk Officer	Member of the Group Executive Board and Group Chief Risk Officer of UBS Group AG; board member of UBS Switzerland AG; chairman of the Foundation Board – International Financial Risk Institute.
Markus U. Diethelm  UBS AG, Bahnhofstrasse 45, CH-8001 Zurich	General Counsel	Member of the Group Executive Board and Group General Counsel of UBS Group AG; chairman of the Swiss-American Chamber of Commerce's legal committee; Chairman of the Swiss Advisory Council of the American Swiss Foundation; member of the Foundation Council of the UBS International Center of Economics in Society; member of the Supervisory Board of the Fonds de Dotation LUMA / Arles.
Kirt Gardner  UBS AG, Bahnhofstrasse 45, CH-8001 Zurich	Chief Financial Officer	Member of the Group Executive Board and Group Chief Financial Officer of UBS Group AG; board member of UBS Business Solutions AG.
Suni Harford  UBS AG, 1285 Avenue of the Americas, New York, NY 10019 USA	President Asset Management	Member of the Executive Board, President Asset Management of UBS Group AG; chairman of the Board of Directors of UBS Asset Management AG; member of the Leadership Council of the Bob Woodruff Foundation; member of the Board of UBS Optimus Foundation.
Robert Karofsky  UBS AG, 1285 Avenue of the Americas, New York, NY 10019, USA	Co-President Investment Bank	Member of the Group Executive Board and co-President Investment Bank of UBS Group AG; president and board member of UBS Securities LLC; trustee of the UBS Americas Inc. Political Action Committee.
Sabine Keller-Busse  UBS AG, Bahnhofstrasse 45, CH-8001 Zurich	Chief Operating Officer and President UBS Europe, Middle East and Africa	Member of the Group Executive Board, Group Chief Operating Officer and President UBS Europe, Middle East and Africa of UBS Group AG; member of the Supervisory Board of UBS Europe SE; board member of UBS Business Solutions AG; vice-chairman of the Board of Directors of SIX Group (Chairman of the nomination & compensation committee); Foundation Board member of the UBS Pension Fund; board member of the University Hospital Zurich Foundation.
Iqbal Khan UBS AG, Bahnhofstrasse 45, CH-8001 Zurich	Co-President Global Wealth Management	Member of the Executive Board and co-President Global Wealth Management of UBS Group AG; board member of Room To Read Switzerland.
Edmund Koh  UBS AG, One Raffles Quay North Tower, Singapore 048583	President UBS Asia Pacific	Member of the Group Executive Board and President UBS Asia Pacific of UBS Group AG; member of the Wealth Management Institute at Nanyang Technological University, Singapore; member of the Singapore Ministry of Finance's Committee on the Future Economy Sub-Committees; member of the Financial Centre Advisory Panel; board member of Next50 Limited; trustee of the Cultural Matching Fund; board member of Medico Suites (S) Pte Ltd; board member of Medico Republic (S) Pte Ltd; Council member of the Asian Bureau of Finance and Economic Research.

Tom Naratil  UBS AG, 1285 Avenue of the Americas, New York, NY 10019 USA	Co-President Global Wealth Management and President UBSAmericas	Member of the Group Executive Board and co-President Global Wealth Management and President UBSAmericas of UBSGroup AG; CEO and board member of UBSAmericas Holding LLC; board member of the American Swiss Foundation; member of the Board of Consultors for the College of Nursing at Villanova University.
Piero Novelli  UBSAG, Bahnhofstrasse 45, CH-8001 Zurich	Co-President Investment Bank	Member of the Group Executive Board and co-President Investment Bank of UBSGroup AG.
Markus Ronner  UBSAG, Bahnhofstrasse 45, CH-8001 Zurich	Chief Compliance and Governance Officer	Member of the Group Executive Board and Group Chief Compliance and Governance Officer of UBSGroup AG.

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**The section “7. Financial Information concerning the Issuer’s Assets and Liabilities, Financial Position and Profits and Losses” is completely replaced as follows:**

**“ 7. Financial Information concerning the Issuer’s Assets and Liabilities, Financial Position and Profits and Losses**

**Historical Annual Financial Information**

Detailed information about UBSAG consolidated and UBSAG assets and liabilities, financial position and profits and losses for financial year 2019 is available in the section “*UBSAG consolidated financial statements*” of the Annual Report 2019 and in the UBS AG’s standalone financial statements for the year ended 31 December 2019 (the “**Standalone Financial Statements 2019**”), respectively; and for financial year 2018 it is available in the “*UBSAG consolidated financial statements*” section of the UBS Group AG and UBSAG annual report 2018, published on 15 March 2019 (“**Annual Report 2018**”) and in the UBS AG’s standalone financial statements for the year ended 31 December 2018 (the “**Standalone Financial Statements 2018**”). The consolidated and standalone financial accounts are closed on 31 December of each year.

With respect to the financial year 2019, reference is made to:

- (i) the following parts of the Annual Report 2019: the UBSAG consolidated financial statements, in particular to the Income statement on page 498, the Balance sheet on page 501, the Statement of changes in equity on pages 502-505 (inclusive), the Statement of cash flows on pages 507-508 (inclusive) and the Notes to the consolidated financial statements on pages 510-685 (inclusive); and
- (ii) the following parts of the Standalone Financial Statements 2019: the Income statement on page 2, the Balance sheet on pages 3-4, the Statement of proposed appropriation of total profit and dividend distribution on page 6, and the Notes to the UBSAG standalone financial statements on pages 7-29 (inclusive).

With respect to the financial year 2018, reference is made to:

- (i) the following parts of the Annual Report 2018: the UBSAG consolidated financial statements, in particular to the Income statement on page 524, the Balance sheet on page 527, the Statement of changes in equity on pages 528-531 (inclusive), the Statement of cash flows on pages 533-534 (inclusive) and the Notes to the consolidated financial statements on pages 535-722 (inclusive); and
- (ii) the following parts of the Standalone Financial Statements 2018: the Income statement on page 1, the Balance sheet on pages 2-3 (inclusive), the Statement of appropriation of total profit / (loss) carried forward on page 5, and the Notes to the UBSAG standalone financial statements on pages 6-28 (inclusive).

The annual financial reports form an essential part of UBSAG’s reporting. They include the audited consolidated financial statements of UBS AG, prepared in accordance with

International Financial Reporting Standards, as issued by the International Accounting Standards Board. The annual reports also include discussions and analysis of the consolidated financial and business results of UBS, its business divisions and the Corporate Center. In addition, UBSAG prepares and publishes standalone financial statements in accordance with Swiss GAAP, as well as certain additional disclosures required under US Securities and Exchange Commission regulations.

### **Auditing of Historical Annual Financial Information**

The consolidated financial statements and the standalone financial statements of UBSAG for financial years 2019 and 2018 were audited by Ernst & Young. The reports of the auditors on the consolidated financial statements can be found on pages 487-497 (inclusive) of the Annual Report 2019 and on pages 514-523 (inclusive) of the Annual Report 2018. The reports of the auditors on the standalone financial statements of UBSAG can be found on pages 30-33 (inclusive) of the Standalone Financial Statements 2019 and on pages 29-33 (inclusive) of the Standalone Financial Statements 2018.

There are no qualifications in the auditors' reports on the consolidated financial statements of UBSAG and the standalone financial statements of UBSAG for the years ended on 31 December 2019 and 31 December 2018, which are incorporated by reference into this document.

Other than the consolidated financial statements of UBSAG and the standalone financial statements of UBSAG for the financial years 2019 and 2018, no information in this Base Prospectus has been audited by the auditors."

**The section "8. Litigation, Regulatory and Similar Matters" is completely replaced as follows:**

#### **" 8. Litigation, Regulatory and Similar Matters**

UBS operates in a legal and regulatory environment that exposes it to significant litigation and similar risks arising from disputes and regulatory proceedings. As a result, UBS (which for purposes of this section may refer to UBSAG and / or one or more of its subsidiaries, as applicable) is involved in various disputes and legal proceedings, including litigation, arbitration, and regulatory and criminal investigations.

Such matters are subject to many uncertainties, and the outcome and the timing of resolution are often difficult to predict, particularly in the earlier stages of a case. There are also situations where UBS may enter into a settlement agreement. This may occur in order to avoid the expense, management distraction or reputational implications of continuing to contest liability, even for those matters for which UBS believes it should be exonerated. The uncertainties inherent in all such matters affect the amount and timing of any potential outflows for both matters with respect to which provisions have been established and other contingent liabilities. UBS makes provisions for such matters brought against it when, in the opinion of management after seeking legal advice, it is more likely than not that UBS has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required, and the amount can be reliably estimated. Where these factors are otherwise satisfied, a provision may be established for claims that have not yet been asserted against UBS, but are nevertheless expected to be, based on UBS's experience with similar asserted claims. If any of those conditions is not met, such matters result in contingent liabilities. If the amount of an obligation cannot be reliably estimated, a liability exists that is not recognized even if an outflow of resources is probable. Accordingly, no provision is established even if the potential outflow of resources with respect to such matters could be significant. Developments relating to a matter that occur after the relevant reporting period, but prior to the issuance of financial statements, which affect management's assessment of the provision for such matter (because, for example, the developments provide evidence of conditions that existed at the end of the reporting period), are adjusting events after the reporting period under IAS 10 and must be recognized in the financial statements for the reporting period.

Specific litigation, regulatory and other matters are described below, including all such matters that management considers to be material and others that management believes to be of significance due to potential financial, reputational and other effects. The amount of damages claimed, the size of a transaction or other information is provided where available and appropriate in order to assist users in considering the magnitude of potential exposures.

In the case of certain matters below, UBS states that it has established a provision, and for the other matters, it makes no such statement. When UBS makes this statement and it expects disclosure of the amount of a provision to prejudice seriously its position with other parties in the matter because it would reveal what UBS believes to be the probable and reliably estimable outflow, UBS does not disclose that amount. In some cases UBS is subject to confidentiality obligations that preclude such disclosure. With respect to the matters for which UBS does not state whether it has established a provision, either (a) it has not established a provision, in which case the matter is treated as a contingent liability under the applicable accounting standard; or (b) it has established a provision but expects disclosure of that fact to prejudice seriously its position with other parties in the matter because it would reveal the fact that UBS believes an outflow of resources to be probable and reliably estimable.

With respect to certain litigation, regulatory and similar matters for which UBS has established provisions, UBS is able to estimate the expected timing of outflows. However, the aggregate amount of the expected outflows for those matters for which it is able to estimate expected timing is immaterial relative to its current and expected levels of liquidity over the relevant time periods.

The aggregate amount provisioned for litigation, regulatory and similar matters as a class is disclosed in "Note 21a Provisions" of the UBS AG's consolidated financial statements included in the Annual Report 2019. It is not practicable to provide an aggregate estimate of liability for UBS's litigation, regulatory and similar matters as a class of contingent liabilities. Doing so would require UBS to provide speculative legal assessments as to claims and proceedings that involve unique fact patterns or novel legal theories, that have not yet been initiated or are at early stages of adjudication, or as to which alleged damages have not been quantified by the claimants. Although it therefore cannot provide a numerical estimate of the future losses that could arise from litigation, regulatory and similar matters, UBS believes that the aggregate amount of possible future losses from this class that are more than remote substantially exceeds the level of current provisions. Litigation, regulatory and similar matters may also result in non-monetary penalties and consequences. For example, the non-prosecution agreement described in item 5 of this section, which UBS entered into with the US Department of Justice ("DOJ"), Criminal Division, Fraud Section in connection with UBS's submissions of benchmark interest rates, including, among others, the British Bankers' Association London Interbank Offered Rate ("LIBOR"), was terminated by the DOJ based on its determination that UBS had committed a US crime in relation to foreign exchange matters. As a consequence, UBS AG pleaded guilty to one count of wire fraud for conduct in the LIBOR matter, paid a fine and was subject to probation, which ended in early January 2020.

The risk of loss associated with litigation, regulatory and similar matters is a component of operational risk for purposes of determining UBS's capital requirements. Information concerning UBS's capital requirements and the calculation of operational risk for this purpose is included in the "Capital management" section of the Annual Report 2019.

**Provisions for litigation, regulatory and similar matters by business division and in Corporate Center<sup>1</sup>**

<i>USD million</i>	Global Wealth Management	Personal & Corporate Banking	Asset Management	Investment Bank	Corporate Center	<b>Total 2019</b>	Total 2018
<b>Balance at the beginning of the year</b>	1,003	117	0	269	1,438	<b>2,827</b>	2,508
Increase in provisions recognized in the income statement	188	1	0	60	10	<b>258</b>	905
Release of provisions recognized in the income statement	(49)	0	0	(6)	(27)	<b>(81)</b>	(220)
Provisions used in conformity with designated purpose	(350)	(4)	0	(66)	(97)	<b>(518)</b>	(350)
Foreign currency translation / unwind of discount	(10)	(1)	0	(2)	0	<b>(12)</b>	(16)

<b>Balance at the end of the year</b>	<b>782</b>	<b>113</b>	<b>0</b>	<b>255</b>	<b>1,325</b>	<b>2,475</b>	<b>2,827</b>
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<sup>1</sup> Provisions, if any, for the matters described in this section are recorded in Global Wealth Management (items 3, 4 and 7) and Corporate Center (item 2). Provisions, if any, for the matters described in items 1 and 6 of this section are allocated between Global Wealth Management and Personal & Corporate Banking, and provisions, if any, for the matters described in this section in item 5 are allocated between the Investment Bank and Corporate Center.

## 1. Inquiries regarding cross-border wealth management businesses

Tax and regulatory authorities in a number of countries have made inquiries, served requests for information or examined employees located in their respective jurisdictions relating to the cross-border wealth management services provided by UBS and other financial institutions. It is possible that the implementation of automatic tax information exchange and other measures relating to cross-border provision of financial services could give rise to further inquiries in the future. UBS has received disclosure orders from the Swiss Federal Tax Administration ("FTA") to transfer information based on requests for international administrative assistance in tax matters. The requests concern a number of UBS account numbers pertaining to current and former clients and are based on data from 2006 and 2008. UBS has taken steps to inform affected clients about the administrative assistance proceedings and their procedural rights, including the right to appeal. The requests are based on data received from the German authorities, who seized certain data related to UBS clients booked in Switzerland during their investigations and have apparently shared this data with other European countries. UBS expects additional countries to file similar requests. The Swiss Federal Administrative Court ruled in 2016 that, in the administrative assistance proceedings related to a French bulk request, UBS has the right to appeal all final FTA client data disclosure orders. On 30 July 2018, the Swiss Federal Administrative Court granted UBS's appeal by holding the French administrative assistance request inadmissible. The FTA filed a final appeal with the Swiss Federal Supreme Court. On 26 July 2019, the Supreme Court reversed the decision of the Federal Administrative Court. In December 2019, the court released its written decision. The decision requires the FTA to obtain confirmation from the French authorities that transmitted data will be used only for the purposes stated in their request before transmitting any data. The stated purpose of the original request was to obtain information relating to taxes owed by account holders. Accordingly, any information transferred to the French authorities must not be passed to criminal authorities or used in connection with the ongoing case against UBS discussed in this item.

Since 2013, UBS (France) S.A., UBS AG and certain former employees have been under investigation in France for alleged complicity in unlawful solicitation of clients on French territory, regarding the laundering of proceeds of tax fraud, and banking and financial solicitation by unauthorized persons. In connection with this investigation, the investigating judges ordered UBS AG to provide bail ("caution") of EUR 1.1 billion and UBS (France) S.A. to post bail of EUR 40 million, which was reduced on appeal to EUR 10 million.

A trial in the court of first instance took place from 8 October 2018 until 15 November 2018. On 20 February 2019, the court announced a verdict finding UBS AG guilty of unlawful solicitation of clients on French territory and aggravated laundering of the proceeds of tax fraud, and UBS (France) S.A. guilty of aiding and abetting unlawful solicitation and laundering the proceeds of tax fraud. The court imposed fines aggregating EUR 3.7 billion on UBS AG and UBS (France) S.A. and awarded EUR 800 million of civil damages to the French state. UBS has appealed the decision. Under French law, the judgment is suspended while the appeal is pending. The trial in the Court of Appeal is scheduled for June 2020. The Court of Appeal will retry the case de novo as to both the law and the facts, and the fines and penalties can be greater than or less than those imposed by the court of first instance. A subsequent appeal to the Cour de Cassation, France's highest court, is possible with respect to questions of law.

UBS believes that based on both the law and the facts the judgment of the court of first instance should be reversed. UBS believes it followed its obligations under Swiss and French law as well as the European Savings Tax Directive. Even assuming liability, which it contests, UBS believes the penalties and damage amounts awarded greatly exceed the amounts that could be supported by the law and the facts. In particular, UBS believes the court incorrectly based the penalty on the total regularized assets rather than on any unpaid taxes on those assets for which a fraud has been characterized and further incorrectly awarded damages

based on costs that were not proven by the civil party. Notwithstanding that UBS believes it should be acquitted, UBS's balance sheet at 31 December 2019 reflected provisions with respect to this matter in an amount of EUR450 million (USD505 million at 31 December 2019). The wide range of possible outcomes in this case contributes to a high degree of estimation uncertainty. The provision reflected on UBS's balance sheet at 31 December 2019 reflects its best estimate of possible financial implications, although it is reasonably possible that actual penalties and civil damages could exceed the provision amount.

In 2016, UBS was notified by the Belgian investigating judge that it is under formal investigation ("inculpé") regarding the laundering of proceeds of tax fraud, of banking and financial solicitation by unauthorized persons, and of serious tax fraud. In 2018, tax authorities and a prosecutor's office in Italy asserted that UBS is potentially liable for taxes and penalties as a result of its activities in Italy from 2012 to 2017. In June 2019, UBS entered into a settlement agreement with the Italian tax authorities under which it paid EUR101 million to resolve the claims asserted by the authority related to UBSAG's potential permanent establishment in Italy. In October 2019, the Judge of Preliminary Investigations of the Milan Court approved an agreement with the Milan prosecutor under Article 63 of Italian Administrative Law 231 under which UBSAG, UBS Switzerland AG and UBS Monaco have paid an aggregate of EUR10.3 million to resolve claims premised on the alleged inadequacy of historical internal controls. No admission of wrongdoing was required in connection with this resolution.

UBS's balance sheet at 31 December 2019 reflected provisions with respect to matters described in this item 1 in an amount that UBS believes to be appropriate under the applicable accounting standard. As in the case of other matters for which UBS has established provisions, the future outflow of resources in respect of such matters cannot be determined with certainty based on currently available information and accordingly may ultimately prove to be substantially greater (or may be less) than the provision that UBS has recognized.

## 2. Claims related to sales of residential mortgage-backed securities and mortgages

From 2002 through 2007, prior to the crisis in the US residential loan market, UBS was a substantial issuer and underwriter of US residential mortgage-backed securities ("RMBS") and was a purchaser and seller of US residential mortgages. A subsidiary of UBS, UBS Real Estate Securities Inc. ("UBS RESI"), acquired pools of residential mortgage loans from originators and (through an affiliate) deposited them into securitization trusts. In this manner, from 2004 through 2007, UBS RESI sponsored approximately USD 80 billion in RMBS, based on the original principal balances of the securities issued.

UBS RESI also sold pools of loans acquired from originators to third-party purchasers. These whole loan sales during the period 2004 through 2007 totalled approximately USD 19 billion in original principal balance.

UBS was not a significant originator of US residential loans. A branch of UBS originated approximately USD 1.5 billion in US residential mortgage loans during the period in which it was active from 2006 to 2008 and securitized less than half of these loans.

*Lawsuits related to contractual representations and warranties concerning mortgages and RMBS* When UBS acted as an RMBS sponsor or mortgage seller, it generally made certain representations relating to the characteristics of the underlying loans. In the event of a material breach of these representations, UBS was in certain circumstances contractually obligated to repurchase the loans to which the representations related or to indemnify certain parties against losses. In 2012, certain RMBS trusts filed an action in the US District Court for the Southern District of New York seeking to enforce UBS RESI's obligation to repurchase loans in the collateral pools for three RMBS securitizations issued and underwritten by UBS with an original principal balance of approximately USD 2 billion. In July 2018, UBS and the trustee entered into an agreement under which UBS will pay USD 850 million to resolve this matter. A significant portion of this amount will be borne by other parties that indemnified UBS. In January 2020, the settlement was approved by the court. Proceedings to determine how the settlement funds will be distributed to RMBS holders are ongoing. After giving effect to this settlement, UBS considers claims relating to

substantially all loan repurchase demands to be resolved and believes that new demands to repurchase US residential mortgage loans are time-barred under a decision rendered by the New York Court of Appeals.

*Mortgage-related regulatory matters:* Since 2014, the US Attorney's Office for the Eastern District of New York has sought information from UBS pursuant to the Financial Institutions Reform, Recovery and Enforcement Act of 1989 ("**FIRREA**"), related to UBS's RMBS business from 2005 through 2007. On 8 November 2018, the DOJ filed a civil complaint in the District Court for the Eastern District of New York. The complaint seeks unspecified civil monetary penalties under FIRREA related to UBS's issuance, underwriting and sale of 40 RMBS transactions in 2006 and 2007. UBS moved to dismiss the civil complaint on 6 February 2019. On 10 December 2019, the district court denied UBS's motion to dismiss.

UBS's balance sheet at 31 December 2019 reflected a provision with respect to matters described in this item 2 in an amount that UBS believes to be appropriate under the applicable accounting standard. As in the case of other matters for which UBS has established provisions, the future outflow of resources in respect of this matter cannot be determined with certainty based on currently available information and accordingly may ultimately prove to be substantially greater (or may be less) than the provision that UBS has recognized.

### 3. Madoff

In relation to the Bernard L. Madoff Investment Securities LLC ("**BMIS**") investment fraud, UBS AG, UBS (Luxembourg) S.A. (now UBS Europe SE, Luxembourg branch) and certain other UBS subsidiaries have been subject to inquiries by a number of regulators, including FINMA and the Luxembourg Commission de Surveillance du Secteur Financier. Those inquiries concerned two third-party funds established under Luxembourg law, substantially all assets of which were with BMIS, as well as certain funds established in offshore jurisdictions with either direct or indirect exposure to BMIS. These funds faced severe losses, and the Luxembourg funds are in liquidation. The documentation establishing both funds identifies UBS entities in various roles, including custodian, administrator, manager, distributor and promoter, and indicates that UBS employees serve as board members.

In 2009 and 2010, the liquidators of the two Luxembourg funds filed claims against UBS entities, non-UBS entities and certain individuals, including current and former UBS employees, seeking amounts totalling approximately EUR 2.1 billion, which includes amounts that the funds may be held liable to pay the trustee for the liquidation of BMIS ("**BMIS Trustee**").

A large number of alleged beneficiaries have filed claims against UBS entities (and non-UBS entities) for purported losses relating to the Madoff fraud. The majority of these cases have been filed in Luxembourg, where decisions that the claims in eight test cases were inadmissible have been affirmed by the Luxembourg Court of Appeal, and the Luxembourg Supreme Court has dismissed a further appeal in one of the test cases.

In the US, the BMIS Trustee filed claims against UBS entities, among others, in relation to the two Luxembourg funds and one of the offshore funds. The total amount claimed against all defendants in these actions was not less than USD 2 billion. In 2014, the US Supreme Court rejected the BMIS Trustee's motion for leave to appeal decisions dismissing all claims except those for the recovery of approximately USD 125 million of payments alleged to be fraudulent conveyances and preference payments. In 2016, the bankruptcy court dismissed these claims against the UBS entities. In February 2019, the Court of Appeals reversed the dismissal of the BMIS Trustee's remaining claims. In August 2019, the defendants, including UBS, filed a petition to the US Supreme Court requesting that it review the Court of Appeals' decision. The bankruptcy proceedings have been stayed pending a decision with respect to the defendants' petition.

### 4. Puerto Rico

Decline since 2013 in the market prices of Puerto Rico municipal bonds and of closed-end funds ("**funds**") that are sole-managed and co-managed by UBS Trust Company of Puerto



Rico and distributed by UBS Financial Services Incorporated of Puerto Rico ("**UBS PR**") have led to multiple regulatory inquiries, as well as customer complaints and arbitrations with aggregate claimed damages of USD 3.4 billion, of which claims with aggregate claimed damages of USD 2.4 billion have been resolved through settlements, arbitration or withdrawal of the claim. The claims have been filed by clients in Puerto Rico who own the funds or Puerto Rico municipal bonds and/or who used their UBS account assets as collateral for UBS non-purpose loans; customer complaint and arbitration allegations include fraud, misrepresentation and unsuitability of the funds and of the loans.

A shareholder derivative action was filed in 2014 against various UBS entities and current and certain former directors of the funds, alleging hundreds of millions of US dollars in losses in the funds. In 2015, defendants' motion to dismiss was denied and a request for permission to appeal that ruling was denied by the Puerto Rico Supreme Court. In 2014, a federal class action complaint also was filed against various UBS entities, certain members of UBS PR senior management and the co-manager of certain of the funds, seeking damages for investor losses in the funds during the period from May 2008 through May 2014. Following denial of the plaintiffs' motion for class certification, the case was dismissed in October 2018.

In 2014 and 2015, UBS entered into settlements with the Office of the Commissioner of Financial Institutions for the Commonwealth of Puerto Rico, the US Securities and Exchange Commission (SEC) and the Financial Industry Regulatory Authority in relation to their examinations of UBS's operations.

In 2011, a purported derivative action was filed on behalf of the Employee Retirement System of the Commonwealth of Puerto Rico ("**System**") against over 40 defendants, including UBS PR, which was named in connection with its underwriting and consulting services. Plaintiffs alleged that defendants violated their purported fiduciary duties and contractual obligations in connection with the issuance and underwriting of USD 3 billion of bonds by the System in 2008 and sought damages of over USD 800 million. In 2016, the court granted the System's request to join the action as a plaintiff, but ordered that plaintiffs must file an amended complaint. In 2017, the court denied defendants' motion to dismiss the amended complaint.

Beginning in 2015, and continuing through 2017, certain agencies and public corporations of the Commonwealth of Puerto Rico ("**Commonwealth**") defaulted on certain interest payments on Puerto Rico bonds. In 2016, US federal legislation created an oversight board with power to oversee Puerto Rico's finances and to restructure its debt. The oversight board has imposed a stay on the exercise of certain creditors' rights. In 2017, the oversight board placed certain of the bonds into a bankruptcy-like proceeding under the supervision of a Federal District Judge. These events, further defaults or any further legislative action to create a legal means of restructuring Commonwealth obligations or to impose additional oversight on the Commonwealth's finances, or any restructuring of the Commonwealth's obligations, may increase the number of claims against UBS concerning Puerto Rico securities, as well as potential damages sought.

In May 2019, the oversight board filed complaints in Puerto Rico federal district court bringing claims against financial, legal and accounting firms that had participated in Puerto Rico municipal bond offerings, including UBS, seeking a return of underwriting and swap fees paid in connection with those offerings. UBS estimates that it received approximately USD 125 million in fees in the relevant offerings.

In August 2019 and February 2020, three US insurance companies that insured issues of Puerto Rico municipal bonds sued UBS and seven other underwriters of Puerto Rico municipal bonds. The two actions seek recovery of an aggregate of USD 955 million in damages from the defendants. The plaintiffs in these cases claim that defendants failed to reasonably investigate financial statements in the offering materials for the insured Puerto Rico bonds issued between 2002 and 2007, which plaintiffs argue they relied upon in agreeing to insure the bonds notwithstanding that they had no contractual relationship with the underwriters.

UBS's balance sheet at 31 December 2019 reflected provisions with respect to matters described in this item 4 in amounts that UBS believes to be appropriate under the applicable

accounting standard. As in the case of other matters for which UBS has established provisions, the future outflow of resources in respect of such matters cannot be determined with certainty based on currently available information and accordingly may ultimately prove to be substantially greater (or may be less) than the provisions that UBS has recognized.

5. Foreign exchange, LIBOR and benchmark rates, and other trading practices

*Foreign exchange-related regulatory matters:* Beginning in 2013, numerous authorities commenced investigations concerning possible manipulation of foreign exchange markets and precious metals prices. In 2014 and 2015, UBS reached settlements with the UK Financial Conduct Authority ("FCA") and the US Commodity Futures Trading Commission ("CFTC") in connection with their foreign exchange investigations. FINMA issued an order concluding its formal proceedings relating to UBS's foreign exchange and precious metals businesses, and the Board of Governors of the Federal Reserve System (Federal Reserve Board) and the Connecticut Department of Banking issued a Cease and Desist Order and assessed monetary penalties against UBS AG. In 2015, the DOJ's Criminal Division terminated the 2012 non-prosecution agreement with UBS AG related to UBS's submissions of benchmark interest rates, and UBS AG pleaded guilty to one count of wire fraud, paid a fine and was subject to probation, which ended in early January 2020. In 2019 the European Commission announced two decisions with respect to foreign exchange trading. UBS was granted immunity by the European Commission in these matters and therefore was not fined. UBS has ongoing obligations to cooperate with these authorities and to undertake certain remediation measures. UBS has also been granted conditional immunity by the Antitrust Division of the DOJ and by authorities in other jurisdictions in connection with potential competition law violations relating to foreign exchange and precious metals businesses. Investigations relating to foreign exchange matters by certain authorities remain ongoing notwithstanding these resolutions.

*Foreign exchange-related civil litigation:* Putative class actions have been filed since 2013 in US federal courts and in other jurisdictions against UBS and other banks on behalf of putative classes of persons who engaged in foreign currency transactions with any of the defendant banks. UBS has resolved US federal court class actions relating to foreign currency transactions with the defendant banks and persons who transacted in foreign exchange futures contracts and options on such futures under a settlement agreement that provides for UBS to pay an aggregate of USD 141 million and provide cooperation to the settlement classes. Certain class members have excluded themselves from that settlement and have filed individual actions in US and English courts against UBS and other banks, alleging violations of US and European competition laws and unjust enrichment.

In 2015, a putative class action was filed in federal court against UBS and numerous other banks on behalf of persons and businesses in the US who directly purchased foreign currency from the defendants and alleged co-conspirators for their own end use. In March 2017, the court granted UBS's (and the other banks') motions to dismiss the complaint. The plaintiffs filed an amended complaint in August 2017. In March 2018, the court denied the defendants' motions to dismiss the amended complaint.

In 2017, two putative class actions were filed in federal court in New York against UBS and numerous other banks on behalf of persons and entities who had indirectly purchased foreign exchange instruments from a defendant or co-conspirator in the US, and a consolidated complaint was filed in June 2017. In March 2018, the court dismissed the consolidated complaint. In October 2018, the court granted plaintiffs' motion seeking leave to file an amended complaint. In January 2020, UBS and 11 other banks agreed in principle with the plaintiffs to settle the class action for a total of USD 10 million. The settlement is subject to final documentation and court approval.

*LIBOR and other benchmark-related regulatory matters:* Numerous government agencies, including the SEC, the CFTC, the DOJ, the FCA, the UK Serious Fraud Office, the Monetary Authority of Singapore, the Hong Kong Monetary Authority, FINMA, various state attorneys general in the US and competition authorities in various jurisdictions, have conducted investigations regarding potential improper attempts by UBS, among others, to manipulate LIBOR and other benchmark rates at certain times. UBS reached settlements or otherwise concluded investigations relating to benchmark interest rates with the investigating

authorities. UBS has ongoing obligations to cooperate with the authorities with whom UBS has reached resolutions and to undertake certain remediation measures with respect to benchmark interest rate submissions. UBS has been granted conditional leniency or conditional immunity from authorities in certain jurisdictions, including the Antitrust Division of the DOJ and the Swiss Competition Commission ("**WEKO**"), in connection with potential antitrust or competition law violations related to certain rates. However, UBS has not reached a final settlement with WEKO, as the Secretariat of WEKO has asserted that UBS does not qualify for full immunity.

*LIBOR and other benchmark-related civil litigation:* A number of putative class actions and other actions are pending in the federal courts in New York against UBS and numerous other banks on behalf of parties who transacted in certain interest rate benchmark-based derivatives. Also pending in the US and in other jurisdictions are a number of other actions asserting losses related to various products whose interest rates were linked to LIBOR and other benchmarks, including adjustable rate mortgages, preferred and debt securities, bonds pledged as collateral, loans, depository accounts, investments and other interest-bearing instruments. The complaints allege manipulation, through various means, of certain benchmark interest rates, including USD LIBOR, Euroyen TIBOR, Yen LIBOR, EURIBOR, CHFLIBOR, GBP LIBOR, SGD SIBOR and SOR and Australian BBSW, and seek unspecified compensatory and other damages under varying legal theories.

*USD LIBOR class and individual actions in the US:* In 2013 and 2015, the district court in the USD LIBOR actions dismissed, in whole or in part, certain plaintiffs' antitrust claims, federal racketeering claims, CEA claims, and state common law claims. Although the Second Circuit vacated the district court's judgment dismissing antitrust claims, the district court again dismissed antitrust claims against UBS in 2016. Certain plaintiffs have appealed that decision to the Second Circuit. Separately, in 2018, the Second Circuit reversed in part the district court's 2015 decision dismissing certain individual plaintiffs' claims and certain of these actions are now proceeding. UBS entered into an agreement in 2016 with representatives of a class of bondholders to settle their USD LIBOR class action. The agreement has received preliminary court approval and remains subject to final approval. In 2018, the district court denied plaintiffs' motions for class certification in the USD class actions for claims pending against UBS, and plaintiffs sought permission to appeal that ruling to the Second Circuit. In July 2018, the Second Circuit denied the petition to appeal of the class of USD lenders and in November 2018 denied the petition of the USD exchange class. In December 2019, UBS entered into an agreement with representatives of the class of USD lenders to settle their USD LIBOR class action. The agreement has received preliminary court approval and remains subject to final approval. In January 2019, a putative class action was filed in the District Court for the Southern District of New York against UBS and numerous other banks on behalf of US residents who, since 1 February 2014, directly transacted with a defendant bank in USD LIBOR instruments. The complaint asserts antitrust claims. The defendants moved to dismiss the complaint in August 2019.

*Other benchmark class actions in the US:* In 2014, the court in one of the Euroyen TIBOR lawsuits dismissed certain of the plaintiffs' claims, including a federal antitrust claim, for lack of standing. In 2015, this court dismissed the plaintiffs' federal racketeering claims on the same basis and affirmed its previous dismissal of the plaintiffs' antitrust claims against UBS. In 2017, this court also dismissed the other Yen LIBOR/ Euroyen TIBOR action in its entirety on standing grounds, as did the court in the CHFLIBOR action. Also in 2017, the court in the EURIBOR lawsuit dismissed the case as to UBS and certain other foreign defendants for lack of personal jurisdiction. Plaintiffs in the other Yen LIBOR, Euroyen TIBOR and the EURIBOR actions have appealed the dismissals. In October 2018, the court in the SIBOR SOR action dismissed all but one of plaintiffs' claims against UBS. Plaintiffs in the CHFLIBOR and SIBOR SOR actions filed amended complaints following the dismissals, and the courts granted renewed motions to dismiss in July 2019 (SIBOR SOR) and in September 2019 (CHFLIBOR). Plaintiffs in both actions have appealed. In November 2018, the court in the BBSW lawsuit dismissed the case as to UBS and certain other foreign defendants for lack of personal jurisdiction. Following that dismissal, plaintiffs in the BBSW action filed an amended complaint in April 2019, which UBS and other defendants named in the amended complaint have moved to dismiss. In February 2020, the court in the BBSW action granted in part and denied in part defendants' motions to dismiss the amended complaint. The court dismissed

the GBPLIBOR action in August 2019, and plaintiffs appealed the dismissal in September 2019.

*Government bonds:* Putative class actions have been filed since 2015 in US federal courts against UBS and other banks on behalf of persons who participated in markets for US Treasury securities since 2007. A consolidated complaint was filed in 2017 in the US District Court for the Southern District of New York alleging that the banks colluded with respect to, and manipulated prices of, US Treasury securities sold at auction and in the secondary market and asserting claims under the antitrust laws and for unjust enrichment. Defendants' motions to dismiss the consolidated complaint are pending. Similar class actions have been filed concerning European government bonds and other government bonds. UBS and reportedly other banks are responding to investigations and requests for information from various authorities regarding government bond trading practices. As a result of its review to date, UBS has taken appropriate action.

*Government sponsored entities ("GSE") bonds:* Starting in February 2019, class action complaints were filed in the US District Court for the Southern District of New York against UBS and other banks on behalf of plaintiffs who traded GSE bonds. A consolidated complaint was filed alleging collusion in GSE bond trading between 1 January 2009 and 1 January 2016. In December 2019, UBS and eleven other defendants agreed to settle the class action for a total of USD 250 million. The settlement is subject to court approval.

With respect to additional matters and jurisdictions not encompassed by the settlements and orders referred to above, UBS's balance sheet at 31 December 2019 reflected a provision in an amount that UBS believes to be appropriate under the applicable accounting standard. As in the case of other matters for which UBS has established provisions, the future outflow of resources in respect of such matters cannot be determined with certainty based on currently available information and accordingly may ultimately prove to be substantially greater (or may be less) than the provision that UBS has recognized.

#### 6. Swiss retrocessions

The Federal Supreme Court of Switzerland ruled in 2012, in a test case against UBS, that distribution fees paid to a firm for distributing third-party and intra-group investment funds and structured products must be disclosed and surrendered to clients who have entered into a discretionary mandate agreement with the firm, absent a valid waiver.

FINMA has issued a supervisory note to all Swiss banks in response to the Supreme Court decision. UBS has met the FINMA requirements and has notified all potentially affected clients.

The Supreme Court decision has resulted, and may continue to result, in a number of client requests for UBS to disclose and potentially surrender retrocessions. Client requests are assessed on a case-by-case basis. Considerations taken into account when assessing these cases include, among other things, the existence of a discretionary mandate and whether or not the client documentation contained a valid waiver with respect to distribution fees.

UBS's balance sheet at 31 December 2019 reflected a provision with respect to matters described in this item 6 in an amount that UBS believes to be appropriate under the applicable accounting standard. The ultimate exposure will depend on client requests and the resolution thereof, factors that are difficult to predict and assess. Hence, as in the case of other matters for which UBS has established provisions, the future outflow of resources in respect of such matters cannot be determined with certainty based on currently available information and accordingly may ultimately prove to be substantially greater (or may be less) than the provision that UBS has recognized.

#### 7. Securities transaction pricing and disclosure

UBS identified and reported to the relevant authorities instances in which some Global Wealth Management clients booked in Hong Kong and Singapore may have been charged inappropriate spread on debt securities transactions between 2008 and 2015. In November 2019, UBS AG entered into a settlement with the Hong Kong Securities and Futures

Commission ("SFC) under which it was reprimanded and fined HKD 400 million (USD51 million) and a settlement with the Monetary Authority of Singapore (MAS) under which it was fined SGD 11 million (USD8.3 million). In addition, UBS has commenced reimbursing affected customers an aggregate amount equivalent to USD47 million, including interest.

UBS's balance sheet at 31 December 2019 reflected a provision with respect to the matter described in this item 7 in an amount that UBS believes to be appropriate under the applicable accounting standard.

The specific litigation, regulatory and other matters described above under items (1) to (7) include all such matters that management considers to be material and others that management believes to be of significance due to potential financial, reputational and other effects as described in "Note 21 Provisions and contingent liabilities" to the UBS AG's audited consolidated financial statements included in the Annual Report 2019. The proceedings indicated below are matters that have recently been considered material, but are not currently considered material, by UBS. Besides the proceedings described above and below, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened, of which UBS AG is aware) that may have, or have had in the recent past, significant effects on UBS AG Group's and/or UBS AG's financial position or profitability and are or have been pending during the last twelve months until the date of this document.

*FIFA investigation.* UBS, and reportedly numerous other financial institutions, received inquiries from authorities concerning accounts relating to the Fédération Internationale de Football Association ("FIFA") and other constituent soccer associations and related persons and entities. UBS cooperated with authorities in these inquiries."

**The section "9. Significant Changes in the Financial or Trading Position; Material Adverse Change in Prospects" is completely replaced as follows:**

**" 9. Significant Changes in the Financial or Trading Position; Material Adverse Change in Prospects**

There has been no material adverse change in the prospects of UBS AG or UBS AG Group since 31 December 2019.

There has been no significant change in the financial or trading position of UBS AG or UBS AG Group since 31 December 2019, which is the end of the last financial period for which financial information has been published."

**In the section "L. GENERAL INFORMATION" the subsection "6. Availability of the Base Prospectus and other documents" is completely replaced as follows:**

**" 6. Availability of the Base Prospectus and other documents**

So long as any of the Securities are outstanding copies of the following documents will be available, during usual business hours on any weekday (Saturdays and public holidays excepted), at the registered offices of the Issuer:

- (a) the Articles of Association of UBS AG;
- (b) the annual report of UBS Group AG and UBS AG as of 31 December 2017, comprising the introductory section, as well as the sections (1) Operating environment and strategy, (2) Financial and operating performance, (3) Risk, treasury and capital management, (4) Corporate governance, responsibility and compensation, (5) Consolidated financial statements (including the "Statutory auditor's report on the audit of the consolidated financial statements" and the "Report of Independent Registered Public Accounting Firm"), (6) Standalone

- financial statements, (7) Significant regulated subsidiary and sub-group information, (8) Additional regulatory information, and the Appendix;
- (c) the UBSAG standalone financial statements and regulatory information for the year ended 31 December 2017 (including the "Report of the statutory auditor on the financial statements");
  - (d) the annual report of UBS Group AG and UBSAG as of 31 December 2018, comprising the introductory section, as well as the sections (1) Our strategy, business model and environment, (2) Financial and operating performance, (3) Risk, treasury and capital management, (4) Corporate governance and compensation, (5) Consolidated financial statements (including the "Statutory auditor's report on the audit of the consolidated financial statements" and the "Report of Independent Registered Public Accounting Firm"), (6) Standalone financial statements, (7) Significant regulated subsidiary and sub-group information, (8) Additional regulatory information, and the Appendix;
  - (e) the UBSAG standalone financial statements and regulatory information for the year ended 31 December 2018 (including the "Report of the statutory auditor on the financial statements");
  - (f) the annual report of UBS Group AG and UBSAG as of 31 December 2019, comprising the introductory section, as well as the sections (1) Our strategy, business model and environment, (2) Financial and operating performance, (3) Risk, treasury and capital management, (4) Corporate governance and compensation, (5) Consolidated financial statements (including the "Statutory auditor's report on the audit of the consolidated financial statements" and the "Report of Independent Registered Public Accounting Firm"), (6) Standalone financial statements, (7) Significant regulated subsidiary and sub-group information, (8) Additional regulatory information, and the Appendix;
  - (g) the UBSAG standalone financial statements and regulatory information for the year ended 31 December 2019 (including the "Report of the statutory auditor on the financial statements");
  - (f) the quarterly result materials of UBSAG and UBS Group AG;
  - (g) to the extent required to be made available to the general public in accordance with applicable local rules, historical financial information on UBS's subsidiary undertakings for each of the financial years ending 31 December 2018 and 31 December 2019 respectively, and
  - (h) the Base Prospectus, as supplemented from time to time.

Copies of the above documents shall, as long as any of the Securities are outstanding, also be maintained in printed format, for free distribution, at the registered offices of the Issuer. In addition, any annual reports and quarterly result materials of UBSAG and UBS Group AG are published on the UBS website, at [www.ubs.com/investors](http://www.ubs.com/investors) or a successor address."

**In the section "L. GENERAL INFORMATION" the subsection "7. Documents incorporated by Reference" is completely replaced as follows:**

**"7. Documents incorporated by Reference**

This Base Prospectus should be read and construed in conjunction with each supplement to this Base Prospectus and the documents incorporated by reference into this Base Prospectus. The information set forth in the documents listed in this section below, is hereby to the extent indicated below, incorporated by reference into this Base Prospectus and as such deemed to form a part of this Base Prospectus:

- (a) The annual report of UBSGroup AG and UBSAG as of 31 December 2019 (other than the section "(1) Our strategy, business model and environment - Risk factors" on pages 60 to 70 (including)), comprising the introductory section, as well as the sections (1) Our strategy, business model and environment, (2) Financial and operating performance, (3) Risk, treasury and capital management, (4) Corporate governance and compensation, (5) Consolidated financial statements (including the "Statutory auditor's report on the audit of the consolidated financial statements" and the "Report of Independent Registered Public Accounting Firm"), (6) Standalone financial statements, (7) Significant regulated subsidiary and sub-group information, (8) Additional regulatory information, and the Appendix; (published on the UBS website, at <https://www.ubs.com/global/en/investor-relations/financial-information/annual-reporting.html>);
- (b) The UBSAG standalone financial statements and regulatory information for the year ended 31 December 2019 (including the "Report of the statutory auditor on the financial statements") (published on the UBS website, at <https://www.ubs.com/global/en/investor-relations/complementary-financial-information/disclosure-legal-entities/ubs-ag-standalone.htm>);
- (c) The annual report of UBSGroup AG and UBSAG as of 31 December 2018 (other than the section "(1) Our strategy, business model and environment - Risk factors" on pages 50 to 61 (including)), comprising the introductory section, as well as the sections (1) Our strategy, business model and environment, (2) Financial and operating performance, (3) Risk, treasury and capital management, (4) Corporate governance and compensation, (5) Consolidated financial statements (including the "Statutory auditor's report on the audit of the consolidated financial statements" and the "Report of Independent Registered Public Accounting Firm"), (6) Standalone financial statements, (7) Significant regulated subsidiary and sub-group information, (8) Additional regulatory information, and the Appendix; (published on the UBS website, at <https://www.ubs.com/global/en/investor-relations/financial-information/annual-reporting/ar-archive.html>);
- (d) The UBSAG standalone financial statements and regulatory information for the year ended 31 December 2018 (including the "Report of the statutory auditor on the financial statements") (published on the UBS website, at <https://www.ubs.com/global/en/investor-relations/complementary-financial-information/disclosure-legal-entities/ubs-ag-standalone.htm>);
- (e) The annual report of UBSGroup AG and UBSAG as of 31 December 2017 (other than the section "(1) Operating environment and strategy - Risk factors" on pages 45 to 56 (including)), comprising the introductory section, as well as the sections (1) Operating environment and strategy, (2) Financial and operating performance, (3) Risk, treasury and capital management, (4) Corporate governance, responsibility and compensation, (5) Consolidated financial statements (including the "Statutory auditor's report on the audit of the consolidated financial statements" and the "Report of Independent Registered Public Accounting Firm"), (6) Standalone financial statements, (7) Significant regulated subsidiary and sub-group information, (8) Additional regulatory information, and the Appendix; (published on the UBS website, at <https://www.ubs.com/global/en/investor-relations/financial-information/annual-reporting/ar-archive.html>);
- (f) The UBSAG standalone financial statements and regulatory information for the year ended 31 December 2017 (including the "Report of the statutory auditor on the financial statements") (published on the UBS website, at <https://www.ubs.com/global/en/investor-relations/complementary-financial-information/disclosure-legal-entities/ubs-ag-standalone.html>);
- (g) the Conditions of the Securities as contained on pages 157 to 241 of the Base Prospectus dated 23 June 2014 of UBSAG as filed with SFSA (published on the UBS website, at <http://keyinvest-eu.ubs.com/legal-documents>);

- (h) the Conditions of the Securities as contained on pages 212 to 318 of the Base Prospectus dated 17 April 2015 of UBSAG as filed with SFSA (published on the UBS website, at <http://keyinvest-eu.ubs.com/legal-document>);
- (i) the Conditions of the Securities as contained on pages 192 to 289 of the Base Prospectus dated 8 January 2016 of UBSAG as filed with SFSA (published on the UBS website, at <http://keyinvest-eu.ubs.com/legal-documents>);
- (j) the Conditions of the Securities as contained on pages 187 to 286 of the Base Prospectus dated 27 September 2016 of UBSAG as filed with SFSA (published on the UBS website, at <http://keyinvest-eu.ubs.com/legal-document>);
- (k) the Conditions of the Securities as contained on pages 147 to 246 of the Base Prospectus dated 21 June 2017 of UBSAG as filed with SFSA (published on the UBS website, at <http://keyinvest-eu.ubs.com/legal-document>);
- (l) the Conditions of the Securities as contained on pages 149 to 252 of the Base Prospectus dated 1 March 2018 of UBSAG as filed with SFSA (published on the UBS website, at <http://keyinvest-eu.ubs.com/legal-document>); and
- (m) the Conditions of the Securities as contained on pages 149 to 252 of the Base Prospectus dated 12 October 2018 of UBSAG as filed with SFSA (published on the UBS website, at <http://keyinvest-eu.ubs.com/legal-documents>),

Investors who have not previously reviewed the information contained in the above documents should do so in connection with their evaluation of any Securities. Any statement contained in a document, all or the relevant portion of which is incorporated by reference into this Base Prospectus, shall be deemed to be modified or superseded for the purpose of this Base Prospectus to the extent that a statement contained in this Base Prospectus or in any supplement to this Base Prospectus, including any documents incorporated therein by reference, modifies or supersedes such earlier statement (whether expressly, by implication or otherwise).”



- 2) In relation to the Base Prospectus for Securities of UBS AG, [London] [Jersey] [Branch] dated 13 May 2019 in the section headed "A. Summary of the Base Prospectus (in the English language)" the following changes shall be made:

- a) In the section headed "Section B – Issuer":

Element B.4b is completely replaced as follows:

<p><b>B.4b</b></p>	<p>A description of any known trends affecting the issuer or the industries in which it operates.</p>	<p><b>Trend Information</b></p> <p>As indicated in the Annual Report 2019, UBS expects continued sub-trend growth in the coming year, and the global economy to continue expanding at about the same pace as in 2019. Consumer spending has remained robust in much of the world, especially in the US, where it is supported by a vibrant job market. The year ended with news of a "Phase 1" trade deal between the US and China, along with indications that tensions between the two powers may lessen. Not only did the agreement withdraw planned tariff increases and reverse some existing tariffs, it also moved negotiations forward in other areas of contention, such as intellectual property protection and US access to China's financial services market. While this truce could be fragile and the US–China rivalry is not about to end anytime soon, the deal appears to reduce the risks to the global economy and business investment. The UK left the European Union on 31 January 2020 and has entered a transition period in which the UK now faces a race to conclude talks on a trade deal with the EU ahead of the end of its transition period on 31 December 2020. The next major political focus for markets will be the US election in November, which could generate higher volatility and affect key US sectors, such as technology, energy, finance and health care. Against a backdrop of sluggish growth and continued political risk, UBS believes central banks will be in no rush to raise rates. UBS does not expect the US Federal Reserve to increase rates in the coming year, barring an unexpected shift in the trajectory of the economic data. Rates are unlikely to rise again until 2021. UBS expects the ECB to cut rates to negative 0.6%, with the Swiss National Bank maintaining rates at a negative 0.75%.</p> <p>The outbreak of novel Coronavirus, or Covid-19, in China and its subsequent spread worldwide has significantly increased risk within the global economy and investor uncertainty. In addition, substantial deterioration in oil prices may have additional effects on the economy and certain sectors. As a result equity markets have experienced significant declines, market volatility has substantially increased and some markets have experienced disruptions in orderly function. In the short-term UBS may benefit from higher transaction volumes and increased volatility, although continuation of these trends is uncertain. Looking forward lower asset prices would adversely affect invested assets with a consequent effect on recurring fee income, and lower interest rates will reduce net interest income.</p> <p>The outbreak of Covid-19 and the measures being taken globally to reduce the peak of the resulting pandemic will likely have a significant adverse effect on global economic activity, including in China, the United States and Europe. In addition, these factors are likely to have an adverse effect on the credit profile of some of UBS's clients and other market participants, which may result in an increase in expected credit loss expense and credit impairments.</p>
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**Element B.10 is completely replaced as follows:**

<b>B.10</b>	Qualifications in the audit report.	Not applicable. There are no qualifications in the auditors' reports on the consolidated financial statements of UBSAG and the standalone financial statements of UBSAG for the years ended on 31 December 2019 and 31 December 2018.
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**Element B.12 is completely replaced as follows:**

<b>B.12</b>	Selected historical key financial information / Material adverse change statement / Significant changes statement.	<p>UBSAG derived the selected consolidated financial information included in the table below for the years ended 31 December 2019, 2018 and 2017 from the Annual Report 2019, except where noted.</p> <p>The consolidated financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB"). Effective from 1 October 2018, the functional currency of UBS Group AG and UBSAG's Head Office in Switzerland changed from Swiss francs to US dollars and that of UBSAG's London Branch from British pounds to US dollars, in compliance with the requirements of International Accounting Standard (IAS) 21, <i>The Effects of Changes in Foreign Exchange Rates</i>. The presentation currency of UBSAG's consolidated financial statements has changed from Swiss francs to US dollars to align with the functional currency changes of significant Group entities. Prior periods have been restated for this presentation currency change. Assets, liabilities and total equity were translated to US dollars at closing exchange rates prevailing on the respective balance sheet dates, and income and expenses were translated at the respective average rates prevailing for the relevant periods.</p> <p>Information for the years ended 31 December 2019, 2018 and 2017 which is indicated as being unaudited in the table below was included in the Annual Report 2019, but has not been audited on the basis that the respective disclosures are not required under IFRS and therefore are not part of the audited financial statements.</p>
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	As of or for the year ended		
<i>USD million, except where indicated</i>	31.12.19	31.12.18	31.12.17
	<i>audited, except where indicated</i>		
<b>Results</b>			
<b>Income statement</b>			
Operating income	29,307	30,642	30,044
Net interest income <sup>1</sup>	4,415	4,971	6,021
Net fee and commission income	17,460	17,930	17,550
Credit loss (expense) / recovery	(78)	(117)	(131)
Other net income from financial instruments measured at fair value through profit or loss <sup>1</sup>	6,833	6,953	5,640
Operating expenses	24,138	25,184	24,969
Operating profit / (loss) before tax	5,169	5,458	5,076
Net profit / (loss) attributable to shareholders	3,965	4,107	758
<b>Balancesheet<sup>2</sup></b>			
Total assets	971,916	958,055	940,020
Total financial liabilities measured at amortized cost	617,429	612,174	660,498

<i>of which: customer deposits</i>	450,591	421,986	423,058
<i>of which: debt issued measured at amortized cost</i>	62,835	91,245	107,458
<i>of which: subordinated debt</i>	7,431	7,511	9,217
Total financial liabilities measured at fair value through profit or loss	291,452	283,717	217,814
<i>of which: debt issued designated at fair value</i>	66,592	57,031	50,782
Loans and advances to customers	327,992	321,482	328,952
Total equity	53,928	52,432	52,046
Equity attributable to shareholders	53,754	52,256	51,987
<b>Profitability and growth</b>			
Return on equity (%) <sup>3</sup>	7.4*	7.9*	1.4*
Return on tangible equity (%) <sup>4</sup>	8.5*	9.1*	1.6*
Return on common equity tier 1 capital (%) <sup>5</sup>	11.3*	11.9*	2.3*
Return on risk-weighted assets, gross (%) <sup>6</sup>	11.2*	12.0*	12.8*
Return on leverageratio denominator, gross (%) <sup>7</sup>	3.2*	3.4*	3.4*
Cost / income ratio (%) <sup>8</sup>	82.1*	81.9*	82.7*
Net profit growth (%) <sup>9</sup>	(3.4)*	441.9*	(77.4)*
<b>Resources</b>			
Common equity tier 1 capital <sup>10, 11</sup>	35,280	34,608	34,100*
Risk-weighted assets <sup>10</sup>	257,831*	262,840*	242,725*
Common equity tier 1 capital ratio (%) <sup>10</sup>	13.7*	13.2*	14.0*
Going concern capital ratio (%) <sup>10</sup>	18.3*	16.1*	15.6*
Total loss-absorbing capacity ratio (%) <sup>10</sup>	33.9*	31.3*	31.4*
Leverageratio denominator <sup>10</sup>	911,232*	904,458*	910,133*
Common equity tier 1 leverageratio (%) <sup>10</sup>	3.87*	3.83*	3.75*
Going concern leverageratio (%) <sup>10</sup>	5.2*	4.7*	4.2*
Total loss-absorbing capacity leverageratio (%) <sup>10</sup>	9.6*	9.1*	8.4*
<b>Other</b>			
Invested assets (USD billion) <sup>12</sup>	3,607	3,101	3,262
Personnel (full-time equivalents)	47,005*	47,643*	46,009*

\* unaudited

<sup>1</sup> Effective 1 January 2019, UBS AG refined the presentation of dividend income and expense. This resulted in a reclassification of dividends from *Interest income (expense) from financial instruments measured at fair value through profit or loss* into *Other net income from financial instruments measured at fair value through profit or loss* (prior to 1 January 2019: *Other net income from fair value changes on financial instruments*). *Net Interest Income* and *Other net income from financial instruments measured at fair value through profit or loss* for prior-year comparative was restated accordingly.

<sup>2</sup> Balance sheet information for year ended 31 December 2017 is derived from the Annual Report 2018.

<sup>3</sup> Calculated as net profit attributable to shareholders (annualized as applicable) divided by average equity attributable to shareholders. This measure provides information about the profitability of the business in relation to equity.

<sup>4</sup> Calculated as net profit attributable to shareholders (annualized as applicable) divided by average equity attributable to shareholders less average goodwill and intangible assets. Effective 1 January 2019, the definition of the numerator for return on tangible equity has been revised to align it with the numerators for return on equity and return on CET1 capital; i.e., it is no longer adjusted for amortization and impairment of goodwill and intangible assets. Prior periods have been restated. This measure provides information about the profitability of the business in relation to tangible equity.

<sup>5</sup> Calculated as net profit attributable to shareholders (annualized as applicable) divided by average common equity tier 1 capital. This measure provides information about the profitability of the business in relation to common equity tier 1 capital.

<sup>6</sup> Calculated as operating income before credit loss expense or recovery (annualized as applicable) divided by average risk-weighted assets. This measure provides information about the revenues of the business in relation to risk-weighted assets.

<sup>7</sup> Calculated as operating income before credit loss expense or recovery (annualized as applicable) divided by average leverageratio denominator. This measure provides information about the revenues of the business in relation to leverageratio denominator.

<sup>8</sup> Calculated as operating expenses divided by operating income before credit loss expense or recovery. This measure provides information about the efficiency of the business by comparing operating expenses with gross income.

<sup>9</sup> Calculated as change in net profit attributable to shareholders from continuing operations between current and comparison periods divided by net profit attributable to shareholders from continuing operations of comparison period. This measure provides information about profit growth in comparison with the prior-year period.

<sup>10</sup> Based on the Swiss systemically relevant bank framework as of 1 January 2020.

<sup>11</sup> The information as published in Swiss francs in the Annual Report 2017 for the period ended on 31 December 2017 (CHF 33,240

<p>million) was audited.</p> <p><sup>12</sup> Includes invested assets for Global Wealth Management, Asset Management and Personal &amp; Corporate Banking. Calculated as the sum of managed fund assets, managed institutional assets, discretionary and advisory wealth management portfolios, fiduciary deposits, time deposits, savings accounts, and wealth management securities or brokerage accounts. This measure provides information about the volume of client assets managed by or deposited with UBS for investment purposes.</p>		
	Material adverse change statement.	There has been no material adverse change in the prospects of UBSAG or UBSAG Group since 31 December 2019.
	Significant changes statement.	There has been no significant change in the financial or trading position of UBSAG or UBSAG Group since 31 December 2019, which is the end of the last financial period for which financial information has been published.

**Element B.15 is completely replaced as follows:**

<b>B.15</b>	Issuer's principal activities.	<p>UBSAG with its subsidiaries provides financial advice and solutions to private, institutional and corporate clients worldwide, as well as private clients in Switzerland. The operational structure of the Group is comprised of the Corporate Center and four business divisions: Global Wealth Management, Personal &amp; Corporate Banking, Asset Management and the Investment Bank. UBS concentrates on capital-efficient businesses in its targeted markets, where UBS has a strong competitive position and an attractive long-term growth or profitability outlook. UBS views capital strength as the foundation of its strategy. In delivering all of UBS as one firm to its clients, UBS intends to: strengthen its leading client franchises and grow share; position UBS for growth by expanding its services and capabilities; drive greater efficiencies and scale; and further intensify collaboration for the benefit of its clients.</p> <p>According to article 2 of the articles of association of UBSAG dated 26 April 2018 ("<b>Articles of Association</b>"), the purpose of UBSAG is the operation of a bank. Its scope of operations extends to all types of banking, financial, advisory, trading and service activities in Switzerland and abroad. UBSAG may establish branches and representative offices as well as banks, finance companies and other enterprises of any kind in Switzerland and abroad, hold equity interests in these companies, and conduct their management. UBSAG is authorized to acquire, mortgage and sell real estate and building rights in Switzerland and abroad. UBS AG may borrow and invest money on the capital markets. UBSAG is part of the group of companies controlled by the group parent company UBS Group AG. It may promote the interests of the group parent company or other group companies. It may provide loans, guarantees and other kinds of financing and security for group companies.</p>
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**Element B.17 is completely replaced as follows:**

<b>B.17</b>	Credit ratings assigned to the issuer or its debt securities.	<p>The rating agencies S&amp;P Global Ratings Europe Limited ("<b>Standard &amp; Poor's</b>"), Moody's Deutschland GmbH ("<b>Moody's</b>"), Fitch Ratings Limited ("<b>Fitch Ratings</b>"), and Scope Ratings GmbH ("<b>Scope Ratings</b>") have published solicited credit ratings reflecting their assessment of the creditworthiness of UBS AG, i.e. its ability to fulfil in a timely manner payment obligations, such as principal or interest payments on long-term loans, also known as debt servicing. The ratings from Fitch Ratings, Standard &amp; Poor's and Scope Ratings may be attributed a plus or minus sign, and those from Moody's a number. These supplementary attributes indicate the relative position within the respective rating class. UBSAG has a long-term counterparty credit rating of A+ (outlook: stable) from Standard &amp; Poor's, long-term senior debt rating of Aa3 (outlook: stable) from Moody's, long-term issuer default rating of AA- (outlook: negative) from Fitch Ratings and issuer rating of AA- (outlook: stable) from Scope Ratings.</p>
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		<p>All the above-mentioned rating agencies are registered as credit rating agencies under Regulation (EC) No 1060/2009 as amended by Regulation (EU) No 513/2011.</p> <p>The Securities have [not] been rated [[insert rating] by [insert rating agency]].]</p>
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b) In the section headed "Section D – Risks":

Element D.2 is completely replaced as follows:

<p><b>D.2</b></p>	<p>Key information on the key risks that is specific and individual to the issuer.</p>	<p>The Securities entail an issuer risk, also referred to as debtor risk or credit risk for prospective investors. An issuer risk is the risk that UBSAG becomes temporarily or permanently unable to meet its obligations under the Securities.</p> <p><b>General insolvency risk</b></p> <p>Each investor bears the general risk that the financial situation of the Issuer could deteriorate. The debt or derivative securities of the Issuer will constitute immediate, unsecured and unsubordinated obligations of the Issuer, which, in particular in the case of insolvency of the Issuer, rank pari passu with each other and all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of those that have priority due to mandatory statutory provisions. The Securities are not bank deposits and an investment in the Securities carries risks which are very different from the risk profile of a bank deposit placed with the Issuer or its affiliates. The Issuer's obligations relating to the Securities are not protected by any statutory or voluntary deposit guarantee system or compensation scheme. <b>In the event of insolvency of the Issuer, investors may thus experience a total loss of their investment in the Securities.</b></p> <p>UBSAG as Issuer is subject to various risks relating to its business activities. Summarised below are the risks that may affect UBSAG's ability to execute its strategy or its business activities, financial condition, results of operations and prospects, which UBSAG considers material and is presently aware of:</p> <p><u>Liquidity and funding risk</u></p> <ul style="list-style-type: none"> <li>• Liquidity and funding management are critical to UBSAG's ongoing performance</li> </ul> <p><u>Market and macroeconomic risks</u></p> <ul style="list-style-type: none"> <li>• Performance in the financial services industry is affected by market conditions and the macroeconomic climate</li> <li>• Low and negative interest rates in Switzerland and the eurozone could continue to negatively affect UBSAG's net interest income</li> <li>• UBSAG's credit risk exposure to clients, trading counterparties and other financial institutions would increase under adverse economic conditions</li> <li>• UBSAG's plans to ensure uninterrupted business dealings as the UK withdraws from the EU may not be effective</li> <li>• Currency fluctuation</li> </ul>
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		<p><u>Regulatory and legal risks</u></p> <ul style="list-style-type: none"> <li>• Material legal and regulatory risks arise in the conduct of UBS AG's business</li> <li>• Substantial changes in regulation may adversely affect UBS AG's business and its ability to execute its strategic plans</li> <li>• UBS AG's stated capital returns objective is based, in part, on capital ratios that are subject to regulatory change and may fluctuate significantly</li> <li>• The effect of taxes on UBS AG's financial results is significantly influenced by tax law changes and reassessments of its deferred tax assets</li> <li>• Discontinuance of, or changes to, benchmark rates may require adjustments to UBS AG's agreements with clients and other market participants, as well as to UBS AG's systems and processes</li> <li>• If UBS experiences financial difficulties, FINMA has the power to open restructuring or liquidation proceedings or impose protective measures in relation to UBS Group AG, UBS AG or UBS Switzerland AG, and such proceedings or measures may have a material adverse effect on UBS's shareholders and creditors</li> <li>• UBS AG's financial results may be negatively affected by changes to assumptions and valuations, as well as changes to accounting standards</li> </ul> <p><u>Strategy, management and operations risks</u></p> <ul style="list-style-type: none"> <li>• UBS AG may not be successful in the ongoing execution of its strategic plans</li> <li>• Operational risks affect UBS AG's business</li> <li>• UBS AG may not be successful in implementing changes in its wealth management businesses to meet changing market, regulatory and other conditions</li> <li>• UBS AG may be unable to identify or capture revenue or competitive opportunities, or retain and attract qualified employees</li> <li>• UBS AG depends on its risk management and control processes to avoid or limit potential losses in its businesses</li> <li>• UBS AG's operating results, financial condition and ability to pay its obligations in the future may be affected by funding, dividends and other distributions received from UBS Switzerland AG, UBS Americas Holding LLC, UBS Europe SE and other subsidiaries, which may be subject to restrictions</li> <li>• UBS AG's reputation is critical to its success</li> </ul> <p>However, because the business of a broad-based international financial services firm such as UBS AG is inherently exposed to multiple risks, many of which may become apparent only with the benefit of hindsight, risks that UBS AG does not consider to be material or of which it is not currently aware, could also adversely affect it.</p>
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3) In relation to the Base Prospectus for Securities of UBSAG, [London] [Jersey][Branch] dated 13 May 2019 in the section headed "B. Summary of the Base Prospectus (in the Swedish language)" the following changes shall be made:

a) In the section headed "Avsnitt B – Emittent":

Element B.4b is completely replaced as follows:

<p><b>B.4b</b></p>	<p>En beskrivning av varje känd trend som påverkar emittenten eller de branscher där emittenten är verksam.</p>	<p><b>Information om trender</b></p> <p>Som visats i Årsredovisningen för 2019 förväntar sig UBS en fortsatt tillväxt under det kommande året och att den globala ekonomin fortsätter att öka i ungefär samma takt som under 2019. Konsumenternas köpglädje har fortsatt varit stark i stora delar av världen, särskilt i USA där den stötts av en dynamisk arbetsmarknad. Året avslutades med nyheten om ett "Fas 1"-handelsavtal mellan USA och Kina, jämte tecken på att spänningen mellan de två makterna kan minska. Avtalet drog inte bara tillbaka planerade höjningar av tullar och skrotade några befintliga tullar, det satte fart på förhandlingarna vad gäller andra tvistiga områden som skydd av immateriella rättigheter och USA:s tillgång till Kinas marknad för finansiella tjänster. Avtalet verkar minska riskerna för den globala ekonomin och investeringarna trots att vapenvilkan kan vara ömtålig och att rivaliteten mellan USA och Kina inte är på väg att biläggas inom närtid. Storbritannien lämnade den Europeiska unionen den 31 januari 2020 och har gått in i en övergångsperiod där det nu är en kapplöpning med tiden för att slutföra samtal om ett handelsavtal med EU innan övergångstiden är över den 31 december 2020. Nästa stora utmaning för marknaden kommer att vara det amerikanska presidentvalet i november som skulle kunna medföra högre volatilitet och påverka nyckelsektorer i USA som teknik, energi, finans och sjukvård. Med bakgrund av en trög tillväxt och fortsatt politisk risk anser UBS att centralbankerna inte kommer att höja räntorna i första taget. UBS tror inte att USA:s Federal Reserve kommer att höja räntan under året och hindrar på så sätt en oväntad förändring i de ekonomiska förutsättningarna. Det är osannolikt att räntorna höjs igen innan 2021. UBS tror att ECB kommer att sänka räntorna till negativa 0,6% medan Swiss National Bank kommer att hålla räntorna på negativa 0,75%.</p> <p>Utbrottet av det nya Coronaviruset eller Covid-19 i Kina och den följande världsomfattande spridningen har avsevärt ökat risken i den globala ekonomin och osäkerheten bland investerarna. Dessutom kan den stora nedgången av oljepriserna ha ytterligare verkningar på ekonomin och i vissa sektorer. På grund av detta har aktiemarknaderna upplevt betydliga nedgångar, volatiliteten i marknaden har ökat påtagligt och några marknader har upplevt avbrott i handeln. På kort sikt kan UBS tjäna på högre transaktionsvolym och ökad volatilitet, men om dess trender fortsätter är osäkert. Framöver kommer lägre värde på tillgångarna att negativt påverka investeringarna med en följdriktig effekt på framtida inkomster från avgifter och lägre räntesatser kommer att minska nettoräntetäkten.</p> <p>Covid-19:s utbrott och de åtgärder som tagits över världen för att minska effekten av pandemin kommer sannolikt att ha en betydande negativ effekt på den globala ekonomiska aktiviteten, inklusive i Kina, USA och Europa. Dessutom kommer dessa faktorer att ha en negativ effekt på några av UBS:s kunders och andra marknadsaktörers kreditprofil vilket kan leda till en ökning av förväntade kostnader för kreditförluster och kreditförsäkring.</p>
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**Element B.10 is completely replaced as follows:**

<b>B.10</b>	Anmärkningar i revisionsberättelsen.	Ej tillämpligt. Det finns inte några anmärkningar i revisionsberättelsen för de konsoliderade finansiella räkenskaperna för UBSAG och de separata finansiella räkenskaperna för UBS AG för åren som slutade den 31 december 2019 och 31 december 2018.
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**Element B.12 is completely replaced as follows:**

<b>B.12</b>	Utvald historisk finansiell nyckelinformation / Uttalande om väsentliga negativa förändringar / Uttalande om väsentliga förändringar.	<p>UBSAG erhöll utvald konsoliderad finansiell information, inkluderad i tabellen nedan för åren som slutade 31 december 2019, 2018 och 2017 från Årsredovisningen för 2019, utom där det anges.</p> <p>De konsoliderade finansiella räkenskaperna har tagits fram i enlighet med International Financial Reporting Standards ("IFRS"), utfärdade av International Accounting Standards Board ("IASB"). Med ikraftträdande den 1 oktober 2018 ändrades den funktionella valutan i UBS Group AG och UBS AG:s huvudkontor i Schweiz från schweiziska franc till amerikansk dollar och valutan för UBSAG:s London-filial från brittiska pund till amerikansk dollar i enlighet med kraven i International Accounting Standard (IAS) 21, The Effects of Changes in Foreign Exchange Rates. Presentationsvalutan för UBS AG:s konsoliderade finansiella information har ändrats från schweiziska franc till amerikansk dollar som en anpassning till de funktionella valutaförändringarna inom betydande koncernheter. Tidigare perioder har omformulerats för denna ändring av presentationsvalutan. Tillgångar, skulder och total kapital har omräknats till amerikansk dollar i enlighet med valutakurs vid stängning för de aktuella datumen i balansräkningen och utgifter har omräknats till respektive genomsnittliga kurser för de relevanta perioderna.</p> <p>Information för åren som slutade 31 december 2019, 2018 och 2017 vilken indikeras som reviderad i tabellen nedan, inkluderades i Årsredovisningen för 2019 men har inte reviderats på grund av att de respektive beskrivningarna inte krävs enligt IFRS och därför inte utgör del av de reviderade finansiella räkenskaperna.</p>
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Pereller för året som slutade				
<i>USD miljoner, förutom där indikerat</i>	31.12.19	31.12.18	31.12.17	
<i>Reviderat, förutom där indikerat</i>				
<b>Resultat</b>				
<b>Resultaträkning</b>				
Rörelseintäkter	29 307	30 642	30 044	
Nettoränteintäkt <sup>1</sup>	4 415	4 971	6 021	
Nettoavgift och provisionsintäkter	17 460	17 930	17 550	
Kreditförlust (kreditkostnad)/återvinning	(78)	(117)	(131)	
Övriga nettointäkter av finansiella instrument till verkligt värde i resultaträkningen <sup>1</sup>	6 833	6 953	5 640	
Rörelsekostnader	24 138	25 184	24 969	
Rörelsevinst/ (förlust) före skatt	5 169	5 458	5 076	
Nettovinst/ (förlust) hänförlig till aktieägare	3 965	4 107	758	
<b>Balansräkning<sup>2</sup></b>				
Totala tillgångar	971 916	958 055	940 020	



Summa finansiella skulder som värderats till upplupet anskaffningsvärde		617 429	612 174	660 498
av vilket: kundinsättningar		450 591	421 986	423 058
av vilket: skuld beräknat från upplupet anskaffningsvärde		62 835	91 245	107 458
av vilket: efterställda skuldinstrument		7 431	7 511	9 217
Summa finansiella skulder värderade till verkligt värde via resultaträkningen		291 452	283 717	217 814
av vilket: utgivna skulder utställda till verkligt värde		66 592	57 031	50 782
Utlåning och förskott till kunder		327 992	321 482	328 952
Summa eget kapital		53 928	52 432	52 046
Eget kapital hänförligt till aktieägare		53 754	52 256	51 987
<b>Lönsamhet och tillväxt</b>				
Avkastning på eget kapital (%) <sup>3</sup>		7,4*	7,9*	1,4*
Avkastning på synligt eget kapital (%) <sup>4</sup>		8,5*	9,1*	1,6*
Avkastning på primärkapital (%) <sup>5</sup>		11,3*	11,9*	2,3*
Avkastning på riskvägd tillgångar, brutto (%) <sup>6</sup>		11,2*	12,0*	12,8*
Avkastning på hävstångsrelationsnämna brutto (%) <sup>7</sup>		3,2*	3,4*	3,4*
Kostnads/ intäktrelation (%) <sup>8</sup>		82,1*	81,9*	82,7*
Nettovinsttillväxt (%) <sup>9</sup>		(3,4)*	441,9*	(77,4)*
<b>Resurser</b>				
Primärkapital (Common equity tier 1 capital) <sup>10, 11</sup>		35 280	34 608*	34 100*
Riskvägd tillgångar <sup>10</sup>		257 831*	262 840*	242 725*
Primärkapitalrelation (Common equity tier 1 capital ratio) (%) <sup>10</sup>		13,7*	13,2*	14,0*
Kapitalrelation enligt going concern (%) <sup>10</sup>		18,3*	16,1*	15,6*
Total förlustabsorberingskvot (%) <sup>10</sup>		33,9*	31,3*	31,4*
Hävstångsrelationsnämna <sup>8</sup>		911 232*	904 458*	910 133*
Hävstångsrelation för primärkapital (%) <sup>10</sup>		3,87*	3,83*	3,75*
Hävstångsrelation enligt "going concern" (%) <sup>10</sup>		5,2*	4,7*	4,2*
Total förlustabsorberingskapacitetskvot på hävstången (%) <sup>10</sup>		9,6*	9,1*	8,4*
<b>Övrigt</b>				
Investerad tillgångar (USD miljarder) <sup>12</sup>		3 607	3 101	3 262
Anställda (motsvarande heltidstjänster)		47 005*	47 643*	46 009*
* oreviderat				
<p><sup>1</sup> Med verkan från 1 januari 2019 har UBSAG utvecklat presentationen av utdelningsintäkter och kostnader. Detta har lett till en omklassificering av utdelningen från Nettointäkter (Nettoutgifter) av finansiella instrument till verkligt värde i resultaträkningen till Övriga nettointäkter av finansiella instrument till verkligt värde i resultaträkningen (före den 1 januari 2019: Övriga nettointäkter av finansiella instrument till verkligt värde). Nettoräntintäkter och Övriga nettointäkter av finansiella instrument värderade till verkligt värde i resultaträkningen för jämförelse med tidigare år har omformulerats i enlighet därmed.</p> <p><sup>2</sup> Information om balansräkningen för året som avslutades 31 december 2017 härrör från Årsredovisningen för 2018.</p> <p><sup>3</sup> Beräknat som nettovinst hänförlig till aktieägaresvinst (på årsbasisdär tillämpligt) dividerat med genomsnittligt eget kapital hänförligt till aktieägare. Detta mått tillhandahåller information om verksamhetens lönsamhet i förhållande till kapital. <sup>4</sup> Beräknat som nettovinst hänförlig till aktieägaresvinst (på årsbasisdär tillämpligt) dividerat med genomsnittligt eget kapital hänförligt till aktieägare som kan anses bero på mindre genomsnittlig goodwill och på immateriella tillgångar. Från och med den 1 januari 2019 har definitionen på täljaren för avkastning på eget kapital reviderats till att passas den till täljarna för avkastning på eget kapital och avkastning på CET1 kapital d.v.s. det är inte längre justerat för avskrivning och nedskrivning av goodwill och immateriella tillgångar.</p> <p><sup>5</sup> Beräknat som nettovinst hänförlig till aktieägaresvinst (på årsbasisdär tillämpligt) dividerat med genomsnittligt primärkapital. Detta mått tillhandahåller information om verksamhetens lönsamhet i förhållande till primärkapital.</p> <p><sup>6</sup> Beräknat som rörelseintäkter före kreditförlustkostnad eller återvinning (på årsbasisdär tillämpligt) dividerat med genomsnittliga tillämpade riskvägd tillgångar. Detta mått tillhandahåller information om företagets intäkter i förhållande till riskvägd tillgångar.</p> <p><sup>7</sup> Beräknat som rörelseintäkter före kreditförlustkostnad eller återvinning (på årsbasisdär tillämpligt) dividerat med genomsnittlig hävstångsrelationsnämna. Detta mått tillhandahåller information om företagets intäkter i förhållande till hävstångsrelationsnämnan.</p> <p><sup>8</sup> Beräknat som rörelsekostnader dividerat med rörelseintäkter före kreditförlustkostnader eller återvinning. Detta mått tillhandahåller information om företagets effektivitet genom att jämföra rörelsekostnader med bruttointäkt.</p> <p><sup>9</sup> Beräknat som förändring i nettovinst hänförlig till aktieägare från fortsatt bedrivna verksamheter mellan innevarande och jämförelseperiod dividerat med nettovinst hänförlig till aktieägare från fortsatt bedrivna verksamheter under jämförelseperiod. Detta mått tillhandahåller information om vinsttillväxt i förhållande till tidigare - år period.</p>				

<p><sup>10</sup> Baserat på de revideradeschweiziskaSRB-reglerna gällande från och med den 1 januari 2020.</p> <p><sup>11</sup> Informationen som publicerades i schweiziska franc i Årsredovisningen 2017 för perioden som avslutades den 31 december 2017 (CHF 33 240 miljoner) har granskats.</p> <p><sup>12</sup> Inkluderar investerad tillgångar inom Global Wealth Management, Asset Management och Personal &amp; Corporate Banking. Beräknad som summan av förvaltade fondtillgångar, förvaltade institutionella tillgångar, diskretionära och rådgivande förmögenhetsförvaltningsportföljer, fiduciariska insättningar, tidsbunden inlåning, sparkonton, och förmögenhetsförvaltning av värdepapper eller brokera-konton. Denna åtgärd ger information om volymen av kundtillgångar som förvaltas av eller deponerades med UBS i investerings syften.</p>		
	Uttalande om väsentliga negativa förändringar.	Det har inte inträffat någon väsentlig negativ förändring i framtidsutsikterna för UBSAG eller UBSAG-koncernen sedan den 31 december 2019.
	Uttalande om väsentliga förändringar.	Det har inte inträffat någon väsentlig förändring i den finansiella positionen eller handelspositionen för UBS AG eller UBS AG-koncernen sedan den 31 december 2019, vilket är slutet på den senaste finansiella perioden för vilken finansiell information har publicerats.

**Element B.15 is completely replaced as follows:**

<b>B.15</b>	Emittentens huvudsakliga verksamhet.	<p>UBSAG och dess dotterbolag tillhandahåller finansiell rådgivning och lösningar till privata, institutionella och företagskunder i hela världen, likväl som till privata kunder i Schweiz. Koncernens struktur består av Corporate Center och fyra divisioner: Global Wealth Management, Personal &amp; Corporate Banking, Asset Management och Investment Bank. UBS fokuserar på kapitaleffektiva verksamheter på sina marknader, där UBS har en stark konkurrensposition och en attraktiv långsiktig tillväxt eller lönsamhetsprognos. UBS anser att kapitalstyrkan är dess strategis fundament. För att kunderna ska uppleva hela UBS som ett företag ska UBS stärka den ledande kundfranchisen och öka andelen; placera UBS för tillväxt genom att utöka service och kapacitet; öka effektiviteten och storleken; och vidare förstärka samarbete för att gynna kunderna.</p> <p>Enligt Artikel 2 i Bolagsordningen för UBS AG, daterad den 26 april 2018 (" <b>Bolagsordningen</b> ") är verksamhetsföremålet för UBS AG att bedriva bankverksamhet. Dess verksamhet sträcker sig över alla typer av banktjänster, finansiella tjänster, rådgivningstjänster och handelsaktiviteter i Schweiz och utomlands. UBSAG kan etablera filialer och representationskontor liksom även banker, kreditmarknadsföretag och andra företag av varje slag i Schweiz och utomlands, inneha ägarintressen i dess bolag och sköta dess ledning. UBSAG är auktoriserat att köpa, inteckna och sälja fast egendom och byggrätter i Schweiz och utomlands. UBS AG kan låna och investera på penning- och kapitalmarknader. UBS AG ingår i den företagskoncern som styrs av moderföretaget UBS Group AG. Det kan verka till fördel för koncernens moderföretag eller andra koncernföretag. Det kan tillhandahålla lån, garantier och andra former av finansiering och säkerheter för koncernföretagen.</p>
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**Element B.17 is completely replaced as follows:**

<b>B.17</b>	Kreditvärdighetsbetyg som tilldelats emittenten eller dess skuldvärdepapper.	<p>Kreditvärderingsinstitutet S&amp;P Global Ratings Europe Limited (" <b>Standard &amp; Poor's</b> "), Moody's Deutschland GmbH (" <b>Moody's</b> "), Fitch Ratings Limited (" <b>Fitch Ratings</b> ") och Scope Ratings GmbH (" <b>Scope Ratings</b> ") har på begäran publicerat kreditvärdighetsbetyg som återspeglar deras bedömning av UBSAG:s kreditvärdighet, dvs. UBS:s förmåga att i tid fullgöra sina betalningsförpliktelser, såsom amortering och räntebetalningar på långfristiga lån, även känt som fullgörande av skuldförpliktelser. Betygen från Fitch Ratings, Standard &amp; Poor's och Scope Ratings kan tillskrivas ett plus- eller minustecken och de från Moody's en siffra. Dessa tilläggsbeteckningar indikerar den relativa positionen inom</p>
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	<p>respektive betygsklass.UBSAG har långfristigt motpartskreditvärdighetsbetyget A+ (stabil utsikt) från Standard &amp; Poor's, långsiktig prioriterad skuldvärdering på Aa3 (stabil utsikt) från Moody's, långsiktig värdering på emittenter som kan tänkas bli nödlidande AA- (negativ utsikt) från Fitch Ratings och emissionsvärdering på AA- (stabil utsikt) från ScopeRatings.</p> <p>Alla kreditvärderingsinstitut som nämns ovan är registrerade som kreditvärderingsinstitut under Förordning (2009/1060/EG), så som denna ändrades genom Förordning (2011/513/EG).</p> <p>Värdepappren har [inte] betygsatts[[infoga betyg] av [infoga kreditvärderingsinstitut].]</p>
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b) In the section headed "Avsnitt D – Risker":

Element D.2 is completely replaced as follows:

<p><b>D.2</b></p>	<p>Nyckelinformation om väsentliga risker som är specifika och individuella för Emittenten.</p>	<p>Värdepappren medför emittentrisk, även kallad gäldenärsrisk eller kreditrisk, för potentiella investerare. En emittentrisk är risken att UBSAG tillfälligt eller varaktigt blir oförmögen att fullgöra sina förpliktelser i relation till Värdepappren.</p> <p><b>Generell risk för insolvens</b></p> <p>Varje investerare bär den generella risken att den finansiella situationen för Emittenten kan försämrats. Emittentens skuld- och derivatinstrument utgör direkta, icke säkerställda och icke efterställda förpliktelser för Emittenten, vilka, i synnerhet i händelse av Emittentens insolvens, rangordnas lika med varandra och med samtliga andra av Emittentens nuvarande och framtida icke säkerställda och icke efterställda förpliktelser, med undantag för dem som har förmånsrätt enligt tvingande lagregler. Värdepapperna är inte banktillgodohavande och en investering i Värdepapper innebär risker som är mycket olika riskprofilen för ett banktillgodohavande som är placerat hos Emittenten eller dennes dotterbolag. Emittentens förpliktelser i relation till Värdepappren garanteras inte av något lagstadgat eller frivilligt system av insättningsgarantier eller kompensationsplaner. <b>Om Emittenten blir insolvent kan följaktligen investerare lida en total förlust av sina investeringar i Värdepappren.</b></p> <p>UBSAG som Emittent är utsatt för olika riskfaktorer i sin affärsverksamhet. Sammanfattade nedan är de risker som kan påverka UBSAG:s förmåga att verkställa sin strategi eller sin affärsverksamhet, finansiella ställning, verksamhetsresultat och utsikter, vilka UBSAG anser är väsentliga och för närvarande är medveten om:</p> <p><u>Likviditets- och finansieringsrisker</u></p> <ul style="list-style-type: none"> <li>• Likviditets- och finansieringsförvaltning är avgörande för UBS AG:s löpande utveckling.</li> </ul> <p><u>Marknads- och makroekonomisk risker</u></p> <ul style="list-style-type: none"> <li>• Utvecklingen inom den finanstjänsteindustrin påverkas av marknadsförhållanden och det makroekonomiska klimatet.</li> <li>• Låga och negativa räntor i Schweiz och euroområdet kan fortsätta att påverka UBSAG:s nettoränteintäkter negativt</li> <li>• UBSAG:s kreditrisk exponering mot kunder, handelsmotparter och övriga finansiella institutioner skulle öka under negativa ekonomiska</li> </ul>
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		<p>omständigheter</p> <ul style="list-style-type: none"> <li>• UBS AG:s planer på att garantera oavbrutna affärsförbindelser när Storbritannien går ur EU gäller antagligen inte</li> <li>• Valutafluktuering</li> </ul> <p><u>Juridiska och regulatoriska risker</u></p> <ul style="list-style-type: none"> <li>• Betydande juridiska och regulatoriska risker uppkommer vid driften av UBS AG:s verksamhet.</li> <li>• Betydande regulatoriska ändringar kan negativt påverka UBS AG:s verksamhet och dess förmåga att verkställa sina strategiska planer.</li> <li>• UBS AG:s angivna kapitalutdelningsmål är baserat, till en del, på kapitalrelationer som är föremål för regleringsförändringar och kan i hög grad fluktuera.</li> <li>• Inverkan av skatter på UBS AG:s finansiella resultat påverkas i betydande mån av ändringar i skattelagen och omvärderingar av dess uppskjutna skattefordringar.</li> <li>• Upphörande eller förändring av referensräntan kan påkalla justeringar av avtal som UBS AG ingått med kunder och andra marknadsaktörer, liksom av UBS AG:s system och processer.</li> <li>• Om UBS AG ser finansiella svårigheter har FINMA befogenheten att starta resolutions- eller likvidationsförfaranden eller införa skyddsåtgärder avseende UBS Group AG, UBS AG eller UBS Switzerland AG, och sådana förfaranden eller åtgärder kan ha en betydande negativ inverkan för UBS:s aktieägare och borgenärer.</li> <li>• UBS AG:s finansiella resultat kan påverkas negativt av ändringar i antaganden och värderingar samt i redovisningsstandarder.</li> </ul> <p><u>Risker relaterade till strategi, förvaltning och verksamhet</u></p> <ul style="list-style-type: none"> <li>• UBS AG är kanske inte framgångsrikt i det löpande verkställandet av sina strategiska planer.</li> <li>• Operationella risker påverkar UBS AG:s verksamhet.</li> <li>• UBS AG kanske inte lyckas att verkställa förändringar inom sina förmögenhetsförvaltningsverksamheter för att möta förändrade marknads- regulatoriska och andra förhållanden.</li> <li>• UBS AG är kanske inte i stånd att identifiera eller tillvarata intäkts- eller konkurrensmöjligheter eller att behålla och attrahera kvalificerade anställda.</li> <li>• UBS AG är beroende av sina riskhanterings- och kontrollprocesser för att undvika eller begränsa potentiella förluster inom sina företag.</li> <li>• UBS AG:s rörelseresultat, finansiella ställning och förmåga att betala sina förpliktelser i framtiden kan påverkas av finansiering, utdelningar och andra överföringar som erhålls från UBS Switzerland AG, UBS Americas Holding LLC, UBS Europe SE och andra dotterföretag, vilket kan vara föremål för begränsningar.</li> <li>• UBS AG:s renommé är avgörande för dess framgång.</li> </ul>
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		Men eftersom verksamheten i ett brett baserat internationellt finanstjänsteföretag som UBSAG till sin inneboende natur är exponerad mot flera risker, varav många kan bli uppenbara endast i efterhand, kan risker som UBSAG inte för närvarande är medvetet om eller som det för närvarande inte betraktar som väsentliga också negativt påverka UBSAG.
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**ADDRESSLIST**

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The Base Prospectus for Securities of UBSAG, [London] [Jersey] [Branch] dated 13 May 2019 and all supplements thereto, shall be maintained in printed format, for free distribution, at the offices of the Issuer for a period of twelve months after the publication of this document and are published on the website <http://keyinvest-eu.ubs.com/base-prospectus>, or any successor address notified by the Issuer to the Securityholders for this purpose by way of publication on [www.ubs.com/keyinvest](http://www.ubs.com/keyinvest).

In addition, the annual reports and quarterly result materials of UBS Group AG and UBSAG are published on UBS's website, at <http://ubs.com/investor> or a successor address notified by the Issuer to the Securityholders for this purpose by way of publication on [www.ubs.com](http://www.ubs.com).

Zurich, 15 April 2020

**UBSAG**