# Supplement No. 5 pursuant to § 16 (1) of the German Securities Prospectus Act

dated 29 August 2019 to the already published tripartite Prospectus comprising the Summary and Securities Note dated 17 September 2018 of UBS AG and the Registration Document of UBS AG for the issuance of Portfolio Certificates linked to the Leading Global Trends Portfolio (ISIN CH0410019324)

# Supplement No. 3 pursuant to § 16 (1) of the German Securities Prospectus Act

dated 29 August 2019 to the already published Base Prospectus dated 27 March 2019 of UBS AG for the Issuance of Fixed Income Securities (Rates)

# Supplement No. 2 pursuant to § 16 (1) of the German Securities Prospectus Act

dated 29 August 2019 to the already published tripartite Prospectus comprising the Summary and Securities Note dated 6 May 2019 of UBS AG and the Registration Document of UBS AG for the issuance of Open End Certificates linked to the UBS Global Quality Dividend Payers Total Return (EUR) Index (ISIN DE000UBSOQD1)

# Supplement No. 2 pursuant to § 16 (1) of the German Securities Prospectus Act

dated 29 August 2019 to the already published tripartite Prospectus comprising the Summary and Securities Note dated 8 May 2019 of UBS AG and the Registration Document of UBS AG for the issuance of Portfolio Certificates linked to the PTAM Navigator Portfolio (ISIN CH0441698849)

# Supplement No. 1 pursuant to § 16 (1) of the German Securities Prospectus Act

dated 29 August 2019 to the already published Base Prospectus dated 13 June 2019 of UBS AG for the offer of Warrants and other leveraged Securities

# Supplement No. 1 pursuant to § 16 (1) of the German Securities Prospectus Act

dated 29 August 2019 to the already published Base Prospectus dated 19 June 2019 of UBS AG for the offer of Securities

# Supplement No. 1 pursuant to § 16 (1) of the German Securities Prospectus Act

dated 29 August 2019 to the already published Base Prospectus dated 10 July 2019 of UBS AG for the Issuance of Fixed Income Securities (Cash)

# Supplement No. 1 pursuant to § 16 (1) of the German Securities Prospectus Act

dated 29 August 2019 to the already published tripartite Prospectus comprising the Summary and Securities Note dated 11 July 2019 of UBS AG and the Registration Document of UBS AG for the issuance of Strategy Certificates on Gelfarth Select Strategy (ISIN CH0326223960)

# Supplement No. 1 pursuant to § 16 (1) of the German Securities Prospectus Act

dated 29 August 2019 to the already published tripartite Prospectus comprising the Summary and Securities Note dated 11 July 2019 of UBS AG and the Registration Document of UBS AG for the issuance of Portfolio Certificates linked to the Smart Health Care Portfolio (ISIN DE000US8MAR5)

# Supplement No. 1 pursuant to § 16 (1) of the German Securities Prospectus Act

dated 29 August 2019 to the already published Base Prospectus dated 15 July 2019 of UBS AG for the offer of UBS Express Securities, UBS Twin-Win Securities, UBS Speeder Securities, UBS Outperformance Plus Securities, UBS Bonus Securities, UBS Dolphin Securities, UBS Capital Protected Securities and UBS Accumulator Securities

# This supplement serves as update to the Base Prospectuses and the tripartite Prospectuses as mentioned above in connection to the following occurrence:

The publication of the second quarter report as per 30 June 2019 of UBS Group AG on 23 July 2019 and UBS AG on 26 July 2019 (please refer to No. 1 in the table below).

A correction relating to the information included in the Base Prospectuses concering the form of securities and how they are signed which was noted on 29 July 2019 (please refer to No. 2 in the table below).

The following table shows the updated information and reason for the update of the Base Prospectuses and tripartite Prospectuses, as mentioned above, and the revisions that have been made as a result thereof.

Updated information and reason for the update	Revisions
1. Information regarding UBS AG have been updated pursuant to the above mentioned second quarter 2019 report.	
2. A correction relating the form of securities and how they are signed.	The information in the Conditions of the Securities - General Conditions of the Securities in the Base Prospectuses

The attention of the investors is in particular drawn to the following: Investors who have already agreed to purchase or subscribe for the Notes, Certificates, Bonds or Securities, as the case may be, before this supplement is published have, pursuant to § 16 (3) of the German Securities Prospectus Act, 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. A withdrawal, if any, of an order must be communicated in writing to one of the following offices of the Issuer: UBS AG, Bahnhofstrasse 45, 8001 Zurich, Switzerland; UBS AG, Aeschenvorstadt 1, 4051 Basle, Switzerland; UBS AG, Jersey Branch, 24 Union Street, St. Helier JE2 3RF, Jersey, Channel Islands; UBS AG, London Branch, 5 Broadgate, London EC2M 2QS,United Kingdom also specified in the address list which can be found on page 47 of this supplement.

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# 2) Summary English Language

(I) in relation to the prospectus comprising the Summary and Securities Note dated 17 September 2018 for the issuance of Portfolio Certificates linked to the Leading Global Trends Portfolio (ISIN CH0410019324)

in the section

"Summary of the Prospectus (in the English Language)" in the section headed "Section B – Issuer"  $\,$ 

(II) in relation to the Base Prospectus dated 27 March 2019 for the issuance of Fixed Income Securities (Rates)

in the section

"Summary of the Base Prospectus (in the English Language)" in the section headed "Section B – Issuer"

(III) in relation to the prospectus comprising the Summary and Securities Note dated 6 May 2019 for the issuance of Open End Certificates linked to the UBS Global Quality Dividend Payers Total Return (EUR) Index (ISIN DE000UBS0QD1) in the section

"Summary of the Prospectus (in the English Language)" in the section headed "Section B – Issuer"

(IV) in relation to the prospectus comprising the Summary and Securities Note dated 8 May 2019 for the issuance of Portfolio Certificates linked to the PTAM Navigator Portfolio (ISIN CH0441698849)

in the section

"Summary of the Prospectus (in the English Language)" in the section headed "Section B – Issuer"

(V) in relation to the Base Prospectus dated 13 June 2019 of UBS AG for the offer of Warrants and other leveraged Securities

in the section

"Summary of the Base Prospectus (in the English Language)" in the section headed "Section B – Issuer"

**(VI)** in relation to the Base Prospectus dated 19 June 2019 for the offer of Securities in the section

"Summary of the Base Prospectus (in the English Language)" in the section headed "Section B – Issuer"

**(VII)** in relation to the Base Prospectus dated 10 July 2019 for the issuance of Fixed Income Securities (Cash)

in the section

"Summary of the Base Prospectus (in the English Language)" in the section headed "Section B – Issuer"

(VIII) in relation to the prospectus comprising the Summary and Securities Note dated 11 July 2019 for the issuance of Strategy Certificates on GelfarthSelect Strategy (ISIN CH0326223960)

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"Summary of the Prospectus (in the English Language)" in the section headed "Section B – Issuer"

(IX) in relation to the prospectus comprising the Summary and Securities Note dated 11 July 2019 for the issuance of Portfolio Certificates linked to the Smart Health Care Portfolio (ISIN DE000US8MAR5)

in the section

"Summary of the Prospectus (in the English Language)" in the section headed

"Section B – Issuer"

(X) in relation to the Base Prospectus dated 15 July 2019 for of UBS Express Securities, UBS Twin-Win Securities, UBS Speeder Securities, UBS Outperformance Plus Securities, UBS Bonus Securities, UBS Dolphin Securities, UBS Capital Protected Securities and UBS Accumulator Securities

in the section

"Summary of the Base Prospectus (in the English Language)" in the section headed

# the Elements B.4b, B.5, B.12 are completely replaced as follows:

B.4b	A description of any known trends affecting the issuer or the industries in which it operates.	As indicated in the UBS Second Quarter 2019 Report, the overall pace of global growth has stabilized at a lower level after a global slowdown in prior quarters. Downside risks remain due to political uncertainties and geopolitical tensions. Central banks are indicating a reversal of monetary policy normalization and embarking on new stimulus measures. A sharp drop in interest rates and expected rate cuts will continue to adversely affect net interest income compared with last year. UBS's regional and business diversification, along with higher invested assets benefitting recurring revenues, will help to mitigate this. An improvement in investor sentiment and higher market volatility could help to offset the typical third quarter seasonality. UBS is executing its strategy with discipline, focusing on balancing efficiency and investments for growth, to deliver on our capital return objectives and to create sustainable long-term value for UBS shareholders.
B.5	Description of the group and the issuer's position within the group	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

<sup>&</sup>quot;Section B – Issuer"

			and the U Solutions A functions	JK were t AG. UBS al in the US US LLC, a	ransferre so compl to its U	ed services functions in Switzerland d from UBS AG to UBS Business eted the transfer of shared services IS service company, UBS Business owned subsidiary of UBS Americas				
			In March 2019, UBS Limited, UBS's UK headquartered subsidiary, was merged into UBS Europe SE prior to the UK's 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.							
			structure external c consolidati	in respons developmer on of oper	se to re nts. Suc ating sub	rther changes to the Group's legal gulatory requirements and other h changes may include further osidiaries in the EU and adjustments on of products and services.				
B.12	Selected historical financial information.	key	UBS AG derived the selected consolidated financial information included in the table below for the years ended 31 December 2018, 2017 and 2016 from the Annual Report 2018, except where noted. The selected consolidated financial information included in the table below for the six months ended 30 June 2019 and 30 June 2018 was derived from the UBS AG Second Quarter 2019 Report.							
			accordance ("IFRS") is ("IASB"). I of UBS Granged from London Brawith the respective translated the respective translated the respective translated the respective translated that the respective translated tran	e consolidated financial statements were prepared in cordance with International Financial Reporting Standard (IFRS") issued by the International Accounting Standards Board (IASB"). Effective from 1 October 2018, the functional currency UBS Group AG and UBS AG's Head Office in Switzerland anged from Swiss francs to US dollars and that of UBS AG' ndon Branch from British pounds to US dollars, in compliance that the requirements of International Accounting Standard (IASC), The Effects of Changes in Foreign Exchange Rates. The esentation currency of UBS AG's consolidated financial attements has changed from Swiss francs to US dollars to align the functional currency changes of significant Group tities. Prior periods have been restated for this presentation renercy change. Assets, liabilities and total equity were inslated to US dollars at closing exchange rates prevailing on the expective balance sheet dates, and income and expense are translated at the respective average rates prevailing for the evant periods.  Formation for the years ended 31 December 2018, 2017 and 1016 which is indicated as being unaudited in the table below as included in the Annual Report 2018, but has not been dited on the basis that the respective disclosures are no equired under IFRS, and therefore are not part of the audited ancial statements.						
				As of or fo	or the six	As of or for the year anded				
				months	ended	As of or for the year ended				
USD million, exce	pt where indicated	d		30.6.19	30.6.18	31.12.18 31.12.17 31.12.16				
			unaudited		audited, except where indicated					

Results					
Income statement	14075	16.022	20.642	20.044	20.024
Operating income	14,975	16,033	30,642	30,044	28,831
Net interest income <sup>1</sup>	2,104	2,604	5,949	6,607	6,457
Net fee and commission income	8,631	9,194	17,930	17,550	16,644
Credit loss (expense) / recovery	(33)	(54)	(117)	(131)	(38)
Other net income from financial instruments measured at fair value through profit or loss <sup>1</sup>	3,872	3,968	5,977	5,067	5,018
Operating expenses	11,864	12,557	25,184	24,969	24,643
Operating profit / (loss) before tax	3,110	3,476	5,458	5,076	4,188
Net profit / (loss) attributable to shareholders	2,375	2,692	4,107	758	3,351
Balance sheet <sup>2</sup>		·			
Total assets	968,645		958,055	940,020	919,236
Total financial liabilities measured at amortized cost	615,153		612,174	660,498	612,884
of which: customer deposits	435,582		421,986	423,058	418,129
of which: subordinated debt	7,649		7,511	9,217	11,352* 3
Total financial liabilities measured at fair value through	292,684		283,717	217,814	236,727
Loans and advances to customers	324,288		321,482	328,952	300,678
	52,529			52,046	53,627
Total equity Equity attributable to shareholders	52,359		52,432 52,256	52,046	52,957
Profitability and growth	52,559		32,230	31,967	52,957
Return on equity (%) <sup>4</sup>	9.0	10.3	7.9*	1.4*	6.0*
Return on tangible equity (%) <sup>5</sup>	10.3	11.8	9.1*	1.6*	6.9*
Return on common equity tier 1 capital (%) <sup>6</sup>	13.5	15.6	11.9*	2.3*	10.2*
Return on risk-weighted assets, gross (%) 7	11.4	12.5	12.0*	12.8*	13.1*
Return on leverage ratio denominator, gross (%) 8	3.3	3.5	3.4*	3.4*	3.2*
Cost / income ratio (%) 9	79.1	78.1	3.4 81.9*	82.7*	85.4*
Net profit growth (%) 10	(11.8)	16.4	441.9*	(77.4)*	(48.5)*
Resources	(11.0)	10.4	441.3	(77.4)	(40.3)
Common equity tier 1 capital 11, 12	35,881	33,984	34,608	34,100*	31,879*
Risk-weighted assets 11	261,364	253,873	262,840*	242,725*	219,330*
Common equity tier 1 capital ratio (%) 11	13.7	13.4	13.2*	14.0*	14.5*
Going concern capital ratio (%) 11	17.8	16.2	16.1*	15.6*	16.3*
Total loss-absorbing capacity ratio (%) 11	33.0	31.7	31.3*	31.4*	29.6*
Leverage ratio denominator 11	911,601	911,453	904,458*	910,133*	855,718*
Common equity tier 1 leverage ratio (%) 11	3.94	3.73	3.83*	3.75*	3.73*
Going concern leverage ratio (%) 11	5.1	4.5	4.7*	4.2*	4.2*
Total loss-absorbing capacity leverage ratio (%) 11	9.5	8.8	9.1*	8.4*	7.6*
Other	ر.و	0.0	٦.١	0.4	1.0
Invested assets (USD billion) 13	3,381	3.271	3,101	3,262	2,761
Personnel (full-time equivalents)	47,072	46,597	47,643*	46,009*	56,208*

<sup>\*</sup> unaudited

<sup>&</sup>lt;sup>1</sup> Effective from the first quarter of 2019, UBS 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 the periods ending 30.06.2019 and 30.06.2018 have been restated.

<sup>&</sup>lt;sup>2</sup> As reflected in the Annual Report 2018, the balance sheet figures under the column 31.12.2016 are as of 1.1.2017 for comparison purposes due to the adoption of IFRS 9, which was effective 1.1.2018.

<sup>&</sup>lt;sup>3</sup> This amount has been translated from audited financials of the Annual Report 2017, which was reported in Swiss francs, into US dollars at closing exchange rates prevailing on the balance sheet date.

<sup>&</sup>lt;sup>4</sup> Calculated as net profit attributable to shareholders (annualized as applicable) / average equity attributable to shareholders. This measure provides information on the profitability of the business in relation to equity.

<sup>&</sup>lt;sup>5</sup> Calculated as net profit attributable to shareholders (annualized as applicable) / average equity attributable to shareholders less average goodwill and intangible assets. The definition of the numerator for return on tangible equity has been revised to align with 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 on the profitability of the business in relation to tangible equity.

- <sup>6</sup> Calculated as net profit attributable to shareholders (annualized as applicable) / average common equity tier 1 capital. This measure provides information on the profitability of the business in relation to common equity tier 1 capital.
- <sup>7</sup> Calculated as operating income before credit loss expense or recovery (annualized as applicable) / average risk-weighted assets. This measure provides information on the revenues of the business in relation to risk-weighted assets.
- <sup>8</sup> Calculated as operating income before credit loss expense or recovery (annualized as applicable) / average leverage ratio denominator. This measure provides information on the revenues of the business in relation to leverage ratio denominator.
- <sup>9</sup> Calculated as operating expenses / operating income before credit loss expense or recovery. This measure provides information on the efficiency of the business by comparing operating expenses with gross income.
- <sup>10</sup> Calculated as change in net profit attributable to shareholders from continuing operations between current and comparison periods / net profit attributable to shareholders from continuing operations of comparison period. This measure provides information on profit growth in comparison with the prior-year period.
- <sup>11</sup> Based on the Swiss systemically relevant bank framework as of 1 January 2020.
- <sup>12</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) and in the UBS Group AG and UBS AG annual report 2016 for the period ended on 31 December 2016 (CHF 32,447 million) was audited.
- 13 Includes invested assets for Global Wealth Management, Asset Management and Personal & Corporate Banking.

Material a		peen no material adverse change in the prospects of
change		UBS AG Group since 31 December 2018.
statement	,	
Significant changes financial trading po	in the position of and which is th	Deen no significant change in the financial or trading UBS AG or UBS AG Group since 30 June 2019, e end of the last financial period for which financial n has been published.

# 3) Summary German Language

(I) in relation to the prospectus comprising the Summary and Securities Note dated 17 September 2018 for the issuance of Portfolio Certificates linked to the Leading Global Trends Portfolio (ISIN CH0410019324)

in the section

"Summary of the Prospectus (in the German Language)" in the section headed "Abschnitt B – Emittentin"

(II) in relation to the Base Prospectus dated 27 March 2019 for the issuance of Fixed Income Securities (Rates)

in the section

"Summary of the Base Prospectus (in the German Language)" in the section headed "Abschnitt B – Emittentin"

(III) in relation to the prospectus comprising the Summary and Securities Note dated 6 May 2019 for the issuance of Open End Certificates linked to the UBS Global Quality Dividend Payers Total Return (EUR) Index (ISIN DE000UBS0QD1) in the section

"Summary of the Prospectus (in the German Language)" in the section headed "Abschnitt B – Emittentin"

(IV) in relation to the prospectus comprising the Summary and Securities Note dated 8 May 2019 for the issuance of Portfolio Certificates linked to the PTAM Navigator Portfolio (ISIN CH0441698849)

in the section

"Summary of the Prospectus (in the German Language)" in the section headed "Abschnitt B – Emittentin"

(V) in relation to the Base Prospectus dated 13 June 2019 of UBS AG for the offer of Warrants and other leveraged Securities in the section

"Summary of the Base Prospectus (in the German Language)" in the section headed "Abschnitt B – Emittentin"

**(VI)** in relation to the Base Prospectus dated 19 June 2019 for the offer of Securities in the section

"Summary of the Base Prospectus (in the German Language)" in the section headed "Abschnitt B – Emittentin"

**(VII)** in relation to the Base Prospectus dated 10 July 2019 for the issuance of Fixed Income Securities (Cash)

in the section

"Summary of the Base Prospectus (in the German Language)" in the section headed "Abschnitt B – Emittentin"

(VIII) in relation to the prospectus comprising the Summary and Securities Note dated 11 July 2019 for the issuance of Strategy Certificates on GelfarthSelect Strategy (ISIN CH0326223960)

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(IX) in relation to the prospectus comprising the Summary and Securities Note dated 11 July 2019 for the issuance of Portfolio Certificates linked to the Smart Health Care Portfolio (ISIN DE000US8MAR5)

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"Summary of the Prospectus (in the German Language)" in the section headed "Abschnitt B – Emittentin"

- (X) in relation to the Base Prospectus dated 15 July 2019 for of UBS Express Securities, UBS Twin-Win Securities, UBS Speeder Securities, UBS Outperformance Plus Securities, UBS Bonus Securities, UBS Dolphin Securities, UBS Capital Protected Securities and UBS Accumulator Securities in the section
  - "Summary of the Base Prospectus (in the German Language)" in the section headed
  - "Abschnitt B Emittentin"

# the Elements B.4b, B.5, B.12 are completely replaced as follows:

B.4b	Alle bereits	Trend Informationen
	bekannten Trends, die sich auf die Emittentin und die Branchen, in denen sie tätig ist, auswirken.	Wie in dem Quartalsbericht für das zweite Quartal 2019 der UBS angegeben, hat das globale Wachstumstempo sich nach einer Abkühlung in den Vorquartalen insgesamt auf einem niedrigeren Niveau stabilisiert. Infolge der politischen Unsicherheiten und der geopolitischen Spannungen bestehen jedoch nach wie vor Risiken. Die Notenbanken geben zu erkennen, dass sie den geldpolitischen Normalisierungsprozess umkehren und neue Stimulierungsmassnahmen ergreifen wollen. Ein deutlicher Rückgang der Zinsen und die erwarteten Zinssenkungen werden den Nettozinsertrag im Vergleich zum letzten Jahr weiter beeinträchtigen. Der diversifizierte Regionen- und Geschäftsmix und der von den höheren verwalteten Vermögen positiv beeinflusste wiederkehrende Ertrag sollte UBS dabei helfen, die Auswirkungen zu mindern. Eine verbesserte Anlegerstimmung und höhere Marktvolatilität könnten dazu beitragen, die typische Verlangsamung im dritten Quartal auszugleichen. Die Strategie setzt UBS weiterhin diszipliniert um. UBS wird sich auf ein gesundes Verhältnis von Effizienz und Wachstumsinvestitionen fokussieren, um die Ziele bei der Kapitalrückführung zu erreichen und für die Aktionäre einen nachhaltigen und langfristigen Wert zu schaffen.
B.5	Beschreibung der Gruppe und der Stellung der Emittentin innerhalb dieser Gruppe	UBS AG ist eine Schweizer Bank und die Muttergesellschaft der UBS AG Gruppe. Die UBS Group AG ist die Holding-Gesellschaft der UBS Gruppe und zu 100% Eigentümerin der UBS AG. Die UBS Gruppe ist als Gruppe mit vier Unternehmensbereichen und einem Corporate Center tätig.  Im Jahr 2014 hat UBS damit begonnen die Anpassung der rechtlichen Struktur vorzunehmen, um die Abwicklungsfähigkeit des Konzerns als Reaktion auf too-big-to-fail (TBTF) Anforderungen in der Schweiz, sowie die Sanierungs- und Abwicklungsregulierungen in den anderen Ländern, in denen der Konzern tätig ist, zu verbessern. Im Dezember 2014 wurde die UBS Group AG die Holding-Gesellschaft des Konzerns.
		Im Jahr 2015 übertrug die UBS AG den Unternehmensbereich Personal & Corporate Banking sowie das in der Schweiz gebuchte Geschäft des Unternehmensbereichs Wealth Management von der UBS AG auf die neu gegründete, im Bankwesen tätige, schweizer Tochtergesellschaft UBS Switzerland AG. Im Jahr 2016 wurde die UBS Americas Holding LLC als Zwischenholding für die US-amerikanischen Tochtergesellschaften von UBSbestimmt, und UBS fusionierte ihre Wealth Management-Tochtergesellschaften in verschiedenen europäischen Ländern zur UBS Europe SE, der

europäischen Bank der UBS mit Hauptsitz in Deutschland. Zudem hat UBS die Mehrheit der operativen Tochtergesellschaften von Asset Management auf die UBS Asset Management AG übertragen. Mit Wirkung zum 1. April 2019 wurde der von der UBS AG betriebene Teil des Vermögensverwaltungsgeschäfts in der Schweiz von der UBS AG auf ihre indirekte Tochtergesellschaft UBS Asset Management Switzerland AG übertragen.

Die UBS Business Solutions AG, eine Tochtergesellschaft der UBS Group AG, wurde 2015 gegründet und fungiert als Dienstleistungsunternehmen des Konzerns. Im Jahr 2017 wurden die Shared-Services-Funktionen von UBS in der Schweiz und in Grossbritannien von der UBS AG auf die UBS Business Solutions AG übertragen. Zudem hat UBS die Übertragung von Shared-Services-Funktionen in den USA auf ihre US-amerikanische Servicegesellschaft UBS Business Solutions US LLC, eine hundertprozentige Tochtergesellschaft der UBS Americas Holding LLC, übertragen.

Im März 2019 wurde die UBS Limited, die britische Tochtergesellschaft von UBS mit Sitz in Grossbritannien, mit der UBS Europe SE fusioniert, vor dem planmäßigen Austritt Großbritanniens aus der EU. Ehemalige Kunden und andere Gegenparteien der UBS Limited, die von der Londoner Niederlassung der UBS AG betreut werden können, wurden vor der Fusion in die Londoner Niederlassung der UBS AG migriert.

Als Reaktion auf regulatorische Anforderungen und andere externe Entwicklungen erwägt UBS weitere Änderungen in der rechtlichen Struktur des Konzerns. Solche Änderungen können eine weitere Konsolidierung der operativen Tochtergesellschaften in der EU sowie Anpassungen der Buchungseinheit oder des Standorts von Produkten und Dienstleistungen beinhalten.

# B.12 Ausgewählte wesentliche historische Finanz-informationen

Die unten aufgeführten ausgewählten konsolidierten Finanzinformationen für die Geschäftsjahre endend am 31. Dezember 2018, 2017 und 2016 stammen aus dem Geschäftsbericht 2018, außer wo vermerkt. Die ausgewählten konsolidierten Finanzinformationen in der folgenden Tabelle für die am 30. Juni 2019 und am 30. Juni 2018 endenden Quartale stammen aus dem zweiten Quartalsbericht 2019 der UBS AG.

Die konsolidierten Abschlüsse in Übereinstimmung mit den International Financial Reporting Standards ("IFRS") International Accounting Standards Board ("IASB") erstellt. Mit Wirkung zum 1. Oktober 2018 wurde die funktionale Währung der UBS Group AG und des Hauptsitzes der UBS AG in der Schweiz von Schweizer Franken auf US-Dollar und die der Niederlassung London der UBS AG von britischen Pfund auf US-Dollar umgestellt, in Übereinstimmung mit den Anforderungen des International Accounting Standard (IAS) 21, "The Effects of Changes in Foreign Exchange Rates". Die Berichtswährung der konsolidierten Finanzinformationen der UBS AG, wurde ebenfalls von Schweizer Franken auf US-Dollar umgestellt, um den Änderungen der funktionalen Währung wesentlicher Konzerngesellschaften Rechnung zu tragen. Vorperioden wurden für diese Berichtswährung angepasst. Vermögenswerte, Verbindlichkeiten und Eigenkapital wurden zu Schlusskursen an den jeweiligen Bilanzstichtagen in US-Dollar umgerechnet.

			n wurden nten Zeiträur						
Dezember Tabelle m	Die Informationen für die Geschäftsjahre endend am 31. Dezember 2018, 2017 und 2016, die in der nachstehenden Tabelle mit "ungeprüft" gekennzeichnet sind, wurden in den Geschäftsbericht 2018 aufgenommen, wurden jedoch nicht geprüft, da die entsprechenden Angaben nach IFRS nicht erforderlich sind und daher nicht Bestandteil des geprüften Abschlusses sind.								
geprüft, o erforderlich									
	Für das I endend an	n oder per	Für das Gesch	äftsjahr endend					
Mio, USD, Ausnahmen sind angegeben	30.6.19	30.6.18	31.12.18	31.12.17	31.12.16				
	unge	prüft	Geprüft, Au	snahmen sind a	angegeben				
	<del></del>		·						
Ergebnisse									
Gewinn- und Verlustrechnung									
Geschäftsertrag	14.975	16.033	30.642	30.044	28.83				
Nettozinserträge <sup>1</sup>	2.104	2.604	5.949	6.607	6.457				
Provisionsüberschuss	8.631	9.194	17.930	17.550	16.644				
Wertberichtigungen für Kreditrisiken	(33)	(54)	(117)	(131)	(38				
Andere Erträge aus erfolgswirksam zum Zeitwert bilanzierten Finanzinstrumenten <sup>1</sup>	3.872	3.968	5.977	5.067	5.018				
Geschäftsaufwand	11.864	12.557	25.184	24.969	24.643				
Ergebnis vor Steuern	3.110	3.476	5.458	5.076	4.188				
Den Aktionären zurechenbares Ergebnis	2.375	2.692	4.107	758	3.351				
Bilanz <sup>2</sup>				y					
Bilanzsumme	968.645		958.055	940.020	919.236				
Total zu fortgeführten Anschaffungskosten bewertete	615.153		612.174	660.498	612.884				
Finanzverbindlichkeiten	405 500		101.006	422.050	440.400				
davon: Kundeneinlagen	435.582		421.986	423.058	418.129				
davon: nachrangige Verbindlichkeiten	7.649		7.511	9.217	11.352* 3				
Totale finanzielle Verbindlichkeiten, die erfolgswirksam	292.684		283.717	217.814	236.727				
zum beizulegenden Zeitwert bewertet werden			204 402	220 052	200 676				
Forderungen an Kunden	324.288		321.482	328.952	300.678				
Gesamteigenkapital	52.529		52.432	52.046	53.627				
Den Aktionären zurechenbares Eigenkapital	52.359		52.256	51.987	52.957				
Profitabilität und Wachstum Rendite auf Eigenkapital (%) <sup>4</sup>	9,0	10,3	7,9*	1,4*	6,0*				
Eigenkapitalrendite abzüglich Goodwill und anderer	9,0	10,3	7,9"	1,4"					
immaterieller Vermögenswerte (%) <sup>5</sup>	10,3	11,8	9,1*	1,6*	6,9*				
Rendite auf Hartes Kernkapital (CET1) (%) <sup>6</sup>	13,5	15,6	11,9*	2,3*	10,2*				
Rendite auf risikogewichteten Aktiven									
brutto (%) <sup>7</sup>	11,4	12,5	12,0*	12,8*	13,1*				
Rendite auf den Leverage Ratio Denominator									
brutto (%)8	3,3	3,5	3,4*	3,4*	3,2*				
Verhältnis von Geschäftsaufwand /	70.1	70 1	01.0*	02.7*	OF 4*				
Geschäftsertrag (%) <sup>9</sup>	79,1	78,1	81,9*	82,7*	85,4*				
Wachstum des Ergebnisses(%) <sup>10</sup>	(11,8)	16,4	441,9*	(77,4)*	(48,5)*				
Resourcen									
Hartes Kernkapital (CET1) 11, 12	35.881	33.984	34.608	34.100*	31.879*				
Risikogewichtige Aktiven 11	261.364	253.873	262.840*	242.725*	219.330*				
Harte Kernkapitalquote (CET1) (%) 11	13,7	13,4	13,2*	14,0*	14,5*				
Going Concern Kapitalquote (%) 11	17,8	16,2	16,1*	15,6*	16,3*				
Total Verlustabsorptionsfähigkeit Ratio(%) <sup>11</sup>	33,0	31,7	31,3*	31,4*	29,6				
Leverage Ratio Denominator 11	911.601	911.453	904.458*	910.133*	855.718*				
Harte Kernkapitalguote (CFT1)	1								

3,94

3,73

3,83\*

3,75\*

3,73\*

Harte Kernkapitalquote (CET1)

Leverage Ratio (%) 11

Going Concern Leverage ratio (%) 11	5,1	4,5	4,7*	4,2*	4,2*
Total Verlustabsorptionsfähigkeit	9.5	8.8	9.1*	8.4*	7.6*
Leverage Ratio (%) 11	5,5	0,0	٦,١	0,4	7,0
Andere					
Verwaltete Vermögen (in Mrd, USD) 13	3.381	3.271	3.101	3.262	2.761
Personal (auf Vollzeitbasis)	47.072	46.597	47.643*	46.009*	56.208*

#### \*ungeprüft

- <sup>1</sup> Ab dem ersten Quartal 2019 hat UBS die Darstellung der Dividendenerträge und -aufwendungen verfeinert. Dies führte zu einer Umgliederung der Dividenden aus Zinserträgen (-aufwendungen) aus erfolgswirksam zum Zeitwert bilanzierten Finanzinstrumenten in Andere Erträge aus erfolgswirksam zum Zeitwert bilanzierten Finanzinstrumenten (vor dem 1. Januar 2019: Sonstiges Erträge aus Änderungen von erfolgswirksam zum Zeitwert bilanzierten Finanzinstrumenten). Zinserträge und Sonstige Erträge aus erfolgswirksam zum Zeitwert bilanzierten Finanzinstrumenten für die Zeiträume endend am 30.06.2019 und 30.06.2018 wurden angepasst.
- <sup>2</sup> Wie im Geschäftsbericht 2018 dargestellt, sind die Bilanzzahlen in der Spalte *31.12.2016* zum Vergleichszweck aufgrund der Anwendung von IFRS 9, welche zum 1.1.2018 in Kraft trat, *per 1.1.2017* angegeben.
- <sup>3</sup> Dieser Betrag wurde aus den geprüften Finanzdaten des in Schweizer Franken ausgewiesenen Geschäftsberichts 2017 zu den am Bilanzstichtag geltenden Schlusskursen in US-Dollar umgerechnet
- <sup>4</sup> Den Aktionären zurechenbares berechnetes Konzernergebnis (gegebenenfalls. annualisiert) / Den Aktionären zurechenbares durchschnittliches Eigenkapital. Diese Maßnahme gibt Auskunft über die Rentabilität des Geschäfts im Verhältnis zum Eigenkapital.
- <sup>5</sup> Den Aktionären zurechenbares berechnetes Konzernergebnis (gegebenenfalls annualisiert) / Das den Aktionären zurechenbare durchschnittliche Eigenkapital abzüglich des durchschnittlichen Geschäfts- oder Firmenwerts (goodwill) und der immateriellen Vermögenswerte. Die Definition des Zählers für die Eigenkapitalrendite wurde überarbeitet, um den Zählern für die Eigenkapitalrendite und die CET1- Kapitalrendite zu entsprechen. Das heißt, es wird nicht mehr um Abschreibungen und Wertminderungen von Firmenwerten und immateriellen Vermögenswerten bereinigt. Vorperioden wurden angepasst. Diese Kennzahl liefert Informationen zu der Rentabilität des Geschäfts in Bezug auf die materiellen Vermögenswerte.
- <sup>6</sup> Den Aktionären zurechenbares berechnetes Konzernergebnis (annualisiert wenn anwendbar) / durchschnittliches Hartes Kernkapital (CET1). Diese Maßnahme liefert Informationen über die Rentabilität des Unternehmens in Bezug auf das Harte Kernkapital (CET1).
- <sup>7</sup> Berechneter Geschäftsertrag vor Wertberichtigungen für Kreditrisiken oder Kreditrückforderung (annualisiert wenn anwendbar) / durchschnittliche risikogewichteten Aktiven. Diese Kennzahl liefert Informationen zu den Einnahmen des Geschäfts in Bezug auf die risikogewichteten Aktiven.
- <sup>8</sup> Berechneter Geschäftsertrag vor Wertberichtigungen für Kreditrisiken oder Kreditrückforderung (annualisiert wenn anwendbar) / durchschnittlicher Leverage Ratio Denominators. Diese Kennzahl liefert Informationen zu den Einnahmen des Geschäfts in Bezug auf den Leverage Ratio Denominators.
- <sup>9</sup> Berechneter Geschäftsaufwand / Geschäftsertrag vor Wertberichtigungen für Kreditrisiken oder Kreditrückforderung. Diese Kennzahl liefert Informationen über die Effizienz des Geschäfts indem der Geschäftsaufwand mit dem Geschäftsertrag verglichen wird.
- <sup>10</sup> Berechnete Veränderung des aktuellen den Aktionären zurechenbaren Konzernergebnisses aus fortzuführenden Geschäftsbereichen in der laufenden Periode im Vergleich zur Referenzperiode / Das den Aktionären zurechenbare Konzernergebnis aus fortzuführenden Geschäftsbereichen in der Referenzperiode. Diese Kennzahl liefert Informationen über das Ergebniswachstum im Vergleich zu früheren Jahresperioden.
- <sup>11</sup>Basiert auf den Regeln für Schweizer systemrelevante Banken (SRB) ab dem 1. Januar 2020.
- <sup>12</sup> Die im Geschäftsbericht 2017 in Schweizer Franken veröffentlichten Informationen für die am 31. Dezember 2017 endende Periode (CHF 33.240 Millionen) und der Geschäftsbericht 2016 der UBS Group AG und der UBS AG für die am 31. Dezember 2016 endende Periode (CHF 32.447 Millionen) wurden geprüft.
- <sup>13</sup> Enthält Vermögen unter der Verwaltung von Global Wealth Management, Asset Management und Personal & Corporate Banking.

Erklärung hinsichtlich wesentlicher Ver- schlechterung.	Seit dem 31. Dezember 2018 sind keine wesentlichen nachteiligen Veränderungen in den Aussichten der UBS AG oder der UBS AG Gruppe eingetreten.
in der Finanz- lage oder der	Seit dem 30. Juni 2019, welches das Enddatum des letzten Finanzzeitraums ist, für welchen ein Zwischenabschluss veröffentlicht wurde, sind keine wesentlichen Veränderungen der Finanzlage oder der Handelsposition der UBS AG bzw. UBS AG Gruppe eingetreten.

#### 4) Risk Factors

- (I) in relation to the prospectus comprising the Summary and Securities Note dated 17 September 2018 for the issuance of Portfolio Certificates linked to the Leading Global Trends Portfolio (ISIN CH0410019324)
- (II) in relation to the Base Prospectus dated 27 March 2019 of UBS AG for the Issuance of Fixed Income Securities (Rates)
- (III) in relation to the prospectus comprising the Summary and Securities Note dated 6 May 2019 for the issuance of Open End Certificates linked to the UBS Global Quality Dividend Payers Total Return (EUR) Index (ISIN DE000UBS0QD1)
- (IV) in relation to the prospectus comprising the Summary and Securities Note dated 8 May 2019 for the issuance of Portfolio Certificates linked to the PTAM Navigator Portfolio (ISIN CH0441698849)
- **(V)** in relation to the Base Prospectus dated 13 June 2019 of UBS AG for the offer of Warrants and other leveraged Securities
- (VI) in relation to the Base Prospectus dated 19 June 2019 of UBS AG for the offer of Securities
- (VII) in relation to the prospectus comprising the Summary and Securities Note dated 11 July 2019 for the issuance of Strategy Certificates on Gelfarth Select Strategy (ISIN CH0326223960)
- (VIII) in relation to the prospectus comprising the Summary and Securities Note dated 11 July 2019 for the issuance of Portfolio Certificates linked to the Smart Health Care Portfolio (ISIN DE000US8MAR5)
- (IX) in relation to the Base Prospectus dated 10 July 2019 of UBS AG for the Issuance of Fixed Income Securities (Cash)
- (X) in relation to the Base Prospectus dated 15 July 2019 of UBS AG for the offer of UBS Express Securities, UBS Twin-Win Securities, UBS Speeder Securities, UBS Outperformance Plus Securities, UBS Bonus Securities, UBS Dolphin Securities, UBS Capital Protected Securities and UBS Accumulator Securities

in the section headed "Risk Factors" (in the English language) in the section headed "Security specific Risks", the risk factor headed "UBS has announced its intention to make certain structural changes in light of regulatory trends and requirements and the Condtions of the Securities do not contain any restrictions on the Issuer's or UBS ability to restructure its business"

# is completely replaced as follows:

"UBS has announced its intention to make certain structural changes in light of regulatory trends and requirements and the Conditions of the Securities do not contain any restrictions on the Issuer's or UBS's ability to restructure its business.

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 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.

The Conditions of the Securities contain no restrictions on change of control events or structural changes, such as consolidations or mergers or demergers of the Issuer or the sale, assignment, spin-off, contribution, distribution, transfer or other disposal of all or any portion of the Issuer's or its subsidiaries' properties or assets in connection with the announced changes to its legal structure or otherwise and no event of default, requirement to repurchase the Securities or other event will be triggered under the Conditions of the Securities as a result of such changes. There can be no assurance that such changes, should they occur, would not adversely affect the credit rating of the Issuer and/or increase the likelihood of the occurrence of an event of default. Such changes, should they occur, may adversely affect the Issuer's ability to redeem or pay interest on the Securities and/or lead to circumstances in which the Issuer may elect to cancel such interest (if applicable)."

- (I) in relation to the Base Prospectus dated 13 June 2019 of UBS AG for the offer of Warrants and other leveraged Securities
- (II) in relation to the Base Prospectus dated 19 June 2019 of UBS AG for the offer of Securities
- (III) in relation to the Base Prospectus dated 15 July 2019 of UBS AG for the offer of UBS Express Securities, UBS Twin-Win Securities, UBS Speeder Securities, UBS Outperformance Plus Securities, UBS Bonus Securities, UBS Dolphin Securities, UBS Capital Protected Securities and UBS Accumulator Securities

in the section headed "Risk Factors" (in the German language) in the section headed "Wertpapierspezifische Risikohinweise", the risk factor headed "Angesichts regulatorischer Entwicklungen und Anforderungen hat die UBS ihre Absicht bestimmte strukturelle Änderungen vorzunehmen bekannt gemacht und die Bedingungen der Wertpapiere enthalten keine Beschränkungen der Fähigkeit der Emittentin oder von UBS, ihr Geschäft neu zu strukturieren"

#### is completely replaces as follows:

"Angesichts regulatorischer Entwicklungen und Anforderungen hat die UBS ihre Absicht bestimmte strukturelle Änderungen vorzunehmen bekannt gemacht und die Bedingungen der Wertpapiere enthalten keine Beschränkungen der Fähigkeit der Emittentin oder von UBS, ihr Geschäft neu zu strukturieren.

Im Jahr 2014 hat UBS damit begonnen die Anpassung der rechtlichen Struktur vorzunehmen, um die Abwicklungsfähigkeit des Konzerns als Reaktion auf too-big-to-fail (TBTF) Anforderungen in der Schweiz, sowie die Sanierungs- und Abwicklungsregulierungen in den anderen Ländern, in denen der Konzern tätig ist, zu verbessern. Im Dezember 2014 wurde die UBS Group AG die Holding-Gesellschaft des Konzerns

Im Jahr 2015 übertrug die UBS AG den Unternehmensbereich Personal & Corporate Banking sowie das in der Schweiz gebuchte Geschäft des Unternehmensbereichs Wealth Management von der UBS AG auf die neu gegründete, im Bankwesen tätige, schweizer Tochtergesellschaft UBS Switzerland AG. Im Jahr 2016 wurde die UBS Americas Holding LLC als Zwischenholding für die US-amerikanischen Tochtergesellschaften von UBSbestimmt, und UBS fusionierte ihre Wealth Management-Tochtergesellschaften in verschiedenen europäischen Ländern zur UBS Europe SE, der europäischen Bank der UBS mit Hauptsitz in Deutschland. Zudem hat UBS die Mehrheit der operativen Tochtergesellschaften von Asset Management auf die UBS Asset Management AG übertragen. Mit Wirkung zum 1. April 2019 wurde der von der UBS AG betriebene Teil des Vermögensverwaltungsgeschäfts in der Schweiz von der UBS AG auf ihre indirekte Tochtergesellschaft UBS Asset Management Switzerland AG übertragen.

Die UBS Business Solutions AG, eine Tochtergesellschaft der UBS Group AG, wurde 2015 gegründet und fungiert als Dienstleistungsunternehmen des Konzerns. Im Jahr 2017 wurden die Shared-Services-Funktionen von UBS in der Schweiz und in Grossbritannien von der UBS AG auf die UBS Business Solutions AG übertragen. Zudem hat UBS die Übertragung von Shared-Services-Funktionen in den USA auf ihre US-amerikanische Servicegesellschaft UBS Business Solutions US LLC, eine hundertprozentige Tochtergesellschaft der UBS Americas Holding LLC, übertragen.

Im März 2019 wurde die UBS Limited, die britische Tochtergesellschaft von UBS mit Sitz in Grossbritannien, mit der UBS Europe SE fusioniert, vor dem planmäßigen Austritt Großbritanniens aus der EU. Ehemalige Kunden und andere Gegenparteien der UBS Limited, die von der Londoner Niederlassung der UBS AG betreut werden können, wurden vor der Fusion in die Londoner Niederlassung der UBS AG migriert.

Als Reaktion auf regulatorische Anforderungen und andere externe Entwicklungen erwägt UBS weitere Änderungen in der rechtlichen Struktur des Konzerns. Solche Änderungen

können eine weitere Konsolidierung der operativen Tochtergesellschaften in der EU sowie Anpassungen der Buchungseinheit oder des Standorts von Produkten und Dienstleistungen beinhalten.

Die Bedingungen der Wertpapiere enthalten keine Beschränkungen zu Kontrollwechseln oder strukturellen Änderungen, wie gesellschaftsrechtliche Konsolidierung oder Verschmelzung oder Abspaltung der Emittentin oder Verkauf, Abtretung, Ausgliederung, Beteiligung, Ausschüttung, Übertragung oder Veräußerung von Teilen oder der Gesamtheit des Eigentums oder der Vermögenswerte der Emittentin oder eines mit ihr verbundenen Unternehmens im Zusammenhang mit angekündigten Änderungen ihrer rechtlichen Struktur oder Ähnlichem und aufgrund solcher Änderungen wird kein Kündigungsgrund, kein Erfordernis zum Rückkauf der Wertpapiere oder kein sonstiges Ereignis unter den Bedingungen der Wertpapiere ausgelöst. Es kann keine Gewähr dafür übernommen werden, dass solche Änderungen, sollten sie eintreten, das Rating der Emittentin nicht nachteilig beeinträchtigen und/oder die Wahrscheinlichkeit des Eintritts eine Nichterfüllung ihrer Verpflichtungen erhöhen. Es kann keine Gewähr dafür übernommen werden, dass solche Änderungen, sollten sie eintreten, das Rating der Emittentin nicht nachteilig beeinträchtigen und/oder ihre Fähigkeiten ihren Verpflichtungen unter den Wertpapieren nachzukommen, beeinflussen. Solche Änderungen, sollten sie eintreten, könnten die Fähigkeit der Emittentin zur Rückzahlung bzw. zur Zinszahlung auf die Wertpapiere negativ beeinflussen und/oder zu Umständen führen, in denen sich die Emittint entschliessen könnte Zinszahlung zu streichen (falls anwendbar)."

# 4) Information in the Base Prospectuses and Prospectuses regarding the description of UBS AG

(I) in relation to the prospectus comprising the Summary and Securities Note dated 17 September 2018 for the issuance of Portfolio Certificates linked to the Leading Global Trends Portfolio (ISIN CH0410019324)

in the section

"DESCRIPTION OF THE ISSUER"

(II) in relation to the Base Prospectus dated 27 March 2019 for the issuance of Fixed Income Securities (Rates)

in the section

"DESCRIPTION OF THE ISSUER"

in relation to the prospectus comprising the Summary and Securities Note dated 6 May 2019 for the issuance of Open End Certificates linked to the UBS Global Quality Dividend Payers Total Return (EUR) Index (ISIN DE000UBS0QD1) in the section

"DESCRIPTION OF THE ISSUER"

(IV) in relation to the prospectus comprising the Summary and Securities Note dated 8 May 2019 for the issuance of Portfolio Certificates linked to the PTAM Navigator Portfolio (ISIN CH0441698849)

in the section

"DESCRIPTION OF THE ISSUER"

(V) in relation to the Base Prospectus dated 13 June 2019 of UBS AG for the offer of Warrants and other leveraged Securities

in the section

"DESCRIPTION OF THE ISSUER"

(VI) in relation to the Base Prospectus dated 19 June 2019 for the offer of Securities in the section

"DESCRIPTION OF THE ISSUER"

**(VII)** in relation to the Base Prospectus dated 10 July 2019 for the issuance of Fixed Income Securities (Cash)

in the section

"DESCRIPTION OF UBS AG"

(VIII) in relation to the prospectus comprising the Summary and Securities Note dated 11 July 2019 for the issuance of Strategy Certificates on GelfarthSelect Strategy (ISIN CH0326223960)

in the section

"DESCRIPTION OF THE ISSUER"

in relation to the prospectus comprising the Summary and Securities Note dated 11 July 2019 for the issuance of Portfolio Certificates linked to the Smart Health Care Portfolio (ISIN DE000US8MAR5)

in the section

"DESCRIPTION OF THE ISSUER"

(X) in relation to the Base Prospectus dated 15 July 2019 for of UBS Express Securities, UBS Twin-Win Securities, UBS Speeder Securities, UBS Outperformance Plus Securities, UBS Bonus Securities, UBS Dolphin Securities, UBS Capital Protected Securities and UBS Accumulator Securities

in the section

"DESCRIPTION OF THE ISSUER"

# is completely replaced as follows:

# "General Information on UBS AG

UBS AG 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") 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's strategy is centered on its leading global wealth management business and its premier personal and corporate banking business in Switzerland, complemented by its focused investment bank and global asset manager. 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.

On 30 June 2019, UBS Group's common equity tier 1 ("**CET1**") capital ratio was 13.3%, the CET1 leverage ratio was 3.83%, the total loss-absorbing capacity ratio was 33.3%, and the total loss-absorbing capacity leverage ratio was 9.6%. On the same date, invested assets stood at USD 3,381 billion, equity attributable to shareholders was USD 53,180 million and market capitalisation was USD 43,491 million. On the same date, UBS employed 66,922 people.

On 30 June 2019, UBS AG consolidated CET1 capital ratio was 13.7%, the CET1 leverage ratio was 3.94%, the total loss-absorbing capacity ratio was 33.0%, and the total loss-absorbing capacity leverage ratio was 9.5%.1 On the same date, invested assets stood at USD 3,381 billion and equity attributable to UBS AG shareholders was USD 52,359 million. On the same date, UBS AG Group employed 47,072 people.

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 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 & 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. UBS AG 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: stable) from Fitch Ratings and issuer rating of AA-(outlook: stable) from Scope Ratings.

An explanation of the significance of ratings may be obtained from the rating agencies. Generally, rating agencies base their ratings on such material and information, and such of their own investigations, studies and assumptions, as they deem appropriate. The ratings of UBS AG should be evaluated independently from similar ratings of other entities, and from the rating, if any, of its securities. A credit rating is not a recommendation to buy, sell or hold securities issued or guaranteed by the rated entity and may be subject to review, revision, suspension, reduction or withdrawal at any time by the assigning rating agency. 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.

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

	Standard & Poor's			Moody's		Fitch Ratings		Scope Ratings	
Long-Te	erm counterparty credit ratir	ng	Long-Ter	m senior debt rating	Long-Ter	m Issuer Default Rating	Issuer Ra	ting	
AAA	Extremely strong capac financial commitments	ity to meet	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+			Aa1		AA+		AA+	Very strong and well-	
AA	Very strong capacity to n	neet financial	Aa2	High quality	AA	Very high credit	АА	rounded business franchises, as well as	
AA-	commitments		Aa3	nigri quality	AA-	quality	АА-	viable, well-tested and sustainable business models	
A+		A1			A+		A+	Attractive franchises, although in some instances some areas of activity in the business mix may be	
А	Strong capacity to meet	: its financial	A2	A2 Upper-medium grade	А	High credit quality	А	less convincing than others, potentially situations of weaker macroeconomic factors	
А-	commitments		А3		A-		A-	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	
BBB+			Baa1	Baa1			BBB+	For some banks in the BBB range, macroeconomic weakness affects	
BBB	Adequate capacity to	meet its	Baa2	Medium grade	BBB	Good credit quality	BBB	performance, Overall prudential metrics are acceptable and risks are	
BBB-	financial commitments			The didn't grade	BBB-	Soon active quality	BBB-	generally well managed and currently under control, Some institutions at the lower end of the BBB range may remain anchored in challenged franchises	
BB+		Less	Ba1		BB+		BB+	A mix of intrinsic weakness	
BB		vulnerable in the near	Ba2	Speculative, subject	BB		BB	of several key risk indicators – asset quality,	
BB-		term than other lower- rated obligors	Ba3	to substantial credit risk	BB-	Speculative	BB-	revenue generation and/or prudential metrics – and stressed macroeconomic factors	
B+		More	B1	Speculative, subject	B+	Highly speculative	B+	Ganarally affected by weak	

	Standard & Poor's			Moody's		Fitch Ratings		Scope Ratings
В		vulnerable than the	B2	to high credit risk	В		В	financial and business metrics, likely accompanied
B-		obligors rated 'BB'	B3		B-		B-	by borderline prudential metrics
CCC+	Significant speculative		Caa1		CCC	Substantial credit risk	CCC	Severely eroded financial
CCC	characteristics		Caa2		СС	Very high levels of credit risk	CC	metrics, very possibly inadequate prudential
CCC-		Currently vulnerable	Caa3	Speculative, of poor standing and subject to very high credit risk	С	Exceptionally high levels of credit risk	С	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
СС		Currently highly vulnerable	Са	Highly speculative, likely in, or very near, default with some prospect of recovery of principal and interest	RD	Restricted default		
R	Under regulatory superv	ision	С	Typically in default, with little prospect for recovery of principal or interest	D	Default	D	Default-like event
SD	Selective 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.

Any statements regarding the competitive position of UBS AG, UBS AG Group or the Group contained in this Base Prospectus are made on the basis of the opinion of UBS AG or the Group, taking into consideration publicly available information and its own assessment of markets and market participants.

#### **Corporate Information**

Default

The legal and commercial name of the company is UBS AG.

The company was incorporated under the name SBC AG 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 UBS AG. 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). UBS AG is entered in the Commercial Registers of Canton Zurich and Canton Basel-City. The registration number is CHE-101.329.561.

UBS AG is incorporated and domiciled in Switzerland and operates under the Swiss Code of Obligations as an Aktiengesellschaft, a corporation limited by shares. UBS AG's Legal Entity Identifier (LEI) code is BFM8T61CT2L1QCEMIK50.

According to article 2 of the articles of association of UBS AG dated 26 April 2018 ("Articles of Association"), the purpose of UBS AG 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. UBS AG 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. UBS AG 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. UBS AG 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 UBS AG'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.

# **Organisational Structure of UBS AG**

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 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. Refer to "Risk Factors - UBS has announced its intention to make certain structural changes in light of regulatory trends and requirements and the Terms and Conditions do not contain any restrictions on the Issuer's or UBS's ability to restructure its business" above.

UBS Group AG's interests in subsidiaries and other entities as of 31 December 2018, 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 UBS Group AG and UBS AG Annual Report 2018 published on 15 March 2019 ("Annual Report 2018").

UBS AG's interests in subsidiaries and other entities as of 31 December 2018, 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 2018.

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.

#### **Business Overview**

# **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 2018; 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 2018.

# 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. The ultra high net worth business is managed globally across the regions.

#### 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 the wealth management, investment bank and asset management businesses 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 platform solutions and 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, with a presence 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, 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 landscape. The Investment Bank delivers solutions to corporate, institutional and wealth management 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 principal offices in all major financial hubs.

#### Corporate Center

Corporate Center provides services to the Group through the Corporate Center – Services and Group Treasury units. Corporate Center also includes the Non-core and Legacy Portfolio unit. Corporate Center – Services consists of the Group Chief Operating Officer area (Group Technology, Group Corporate Services, Group Human Resources, Group Operations and Group Sourcing), Group Finance (excluding Group Treasury), Group Legal, Group Risk Control, Communications & Branding, Group Compliance, Regulatory & Governance, and UBS in society. 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 also seeks to optimize financial performance by matching assets and liabilities. Group Treasury serves all business divisions and the other Corporate Center units through three main risk management areas, and its risk management is fully integrated into the Group's risk governance framework. Non-core and Legacy Portfolio manages legacy positions from businesses exited by the Investment Bank. It is overseen by a committee chaired by the Group Chief Risk Officer.

Beginning with the first quarter 2019 report, UBS provides results for total Corporate Center only and does not separately report Corporate Center – Services, Group ALM and Non-core and Legacy Portfolio. Furthermore, UBS has operationally combined Group Treasury with Group ALM and calls this combined function Group Treasury.

#### 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.

#### **Recent Developments:**

Selected consolidated financial information

UBS AG derived the selected consolidated financial information included in the table below for the years ended 31 December 2018, 2017 and 2016 from the Annual Report 2018, except where noted. The selected consolidated financial information included in the table below for the six months ended 30 June 2019 and 30 June 2018 was derived from the UBS AG Second Quarter 2019 Report.

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 UBS AG'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 2018, 2017 and 2016 which is indicated as being unaudited in the table below was included in the Annual Report 2018, 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. 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 six months ended		As of or for the year ended		
USD million, except where indicated	30.6.19	30.6.18	31.12.18	31.12.17	31.12.16
	unaudited		audited, except where indicated		
Results					
Income statement					
Operating income	14,975	16,033	30,642	30,044	28,831
Net interest income <sup>1</sup>	2,104	2,604	5,949	6,607	6,457
Net fee and commission income	8,631	9,194	17,930	17,550	16,644
Credit loss (expense) / recovery	(33)	(54)	(117)	(131)	(38)
Other net income from financial instruments measured at fair value through profit or loss <sup>1</sup>	3,872	3,968	5,977	5,067	5,018
Operating expenses	11,864	12,557	25,184	24,969	24,643
Operating profit / (loss) before tax	3,110	3,476	5,458	5,076	4,188
Net profit / (loss) attributable to shareholders	2,375	2,692	4,107	758	3,351
Balance sheet <sup>2</sup>		•			
Total assets	968,645		958,055	940,020	919,236
Total financial liabilities measured at amortized cost	615,153		612,174	660,498	612,884
of which: customer deposits	435,582		421,986	423,058	418,129
of which: subordinated debt	7,649		7,511	9,217	11,352* <sup>3</sup>
Total financial liabilities measured at fair value through profit or loss	292,684		283,717	217,814	236,727
Loans and advances to customers	324,288		321,482	328,952	300,678
Total equity	52,529		52,432	52,046	53,627
Equity attributable to shareholders	52,359		52,256	51,987	52,957
Profitability and growth					
Return on equity (%) <sup>4</sup>	9.0	10.3	7.9*	1.4*	6.0*
Return on tangible equity (%) <sup>5</sup>	10.3	11.8	9.1*	1.6*	6.9*
Return on common equity tier 1 capital (%) <sup>6</sup>	13.5	15.6	11.9*	2.3*	10.2*
Return on risk-weighted assets, gross (%) <sup>7</sup>	11.4	12.5	12.0*	12.8*	13.1*
Return on leverage ratio denominator, gross (%) 8	3.3	3.5	3.4*	3.4*	3.2*
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Cost / income ratio (%) <sup>9</sup>	79.1	78.1	81.9*	82.7*	85.4*
Net profit growth (%) <sup>10</sup>	(11.8)	16.4	441.9*	(77.4)*	(48.5)*
Resources	<u> </u>	•	·	-	
Common equity tier 1 capital 11, 12	35,881	33,984	34,608	34,100*	31,879*
Risk-weighted assets <sup>11</sup>	261,364	253,873	262,840*	242,725*	219,330*
Common equity tier 1 capital ratio (%) 11	13.7	13.4	13.2*	14.0*	14.5*
Going concern capital ratio (%) 11	17.8	16.2	16.1*	15.6*	16.3*
Total loss-absorbing capacity ratio (%) 11	33.0	31.7	31.3*	31.4*	29.6*
Leverage ratio denominator 11	911,601	911,453	904,458*	910,133*	855,718*
Common equity tier 1 leverage ratio (%) 11	3.94	3.73	3.83*	3.75*	3.73*
Going concern leverage ratio (%) 11	5.1	4.5	4.7*	4.2*	4.2*
Total loss-absorbing capacity leverage ratio (%) 11	9.5	8.8	9.1*	8.4*	7.6*
Other		•	•	•	
Invested assets (USD billion) 13	3,381	3,271	3,101	3,262	2,761
Personnel (full-time equivalents)	47,072	46,597	47,643*	46,009*	56,208*

<sup>\*</sup> unaudited

#### 1. Swiss Corporate Tax Reform

In May 2019, the Swiss electorate approved corporate tax reform measures that abolish preferential corporate tax regimes and introduce a series of tax measures aligned with

<sup>&</sup>lt;sup>1</sup> Effective from the first quarter of 2019, UBS 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 the periods ending 30.06.2019 and 30.06.2018 have been restated.

<sup>&</sup>lt;sup>2</sup> As reflected in the Annual Report 2018, the balance sheet figures under the column 31.12.2016 are as of 1.1.2017 for comparison purposes due to the adoption of IFRS 9, which was effective 1.1.2018.

<sup>&</sup>lt;sup>3</sup> This amount has been translated from audited financials of the Annual Report 2017, which was reported in Swiss francs, into US dollars at closing exchange rates prevailing on the balance sheet date.

<sup>&</sup>lt;sup>4</sup> Calculated as net profit attributable to shareholders (annualized as applicable) / average equity attributable to shareholders. This measure provides information on the profitability of the business in relation to equity.

<sup>&</sup>lt;sup>5</sup> Calculated as net profit attributable to shareholders (annualized as applicable) / average equity attributable to shareholders less average goodwill and intangible assets. The definition of the numerator for return on tangible equity has been revised to align with 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 on the profitability of the business in relation to tangible equity.

<sup>&</sup>lt;sup>6</sup> Calculated as net profit attributable to shareholders (annualized as applicable) / average common equity tier 1 capital. This measure provides information on the profitability of the business in relation to common equity tier 1 capital.

<sup>&</sup>lt;sup>7</sup> Calculated as operating income before credit loss expense or recovery (annualized as applicable) / average risk-weighted assets. This measure provides information on the revenues of the business in relation to risk-weighted assets.

<sup>&</sup>lt;sup>8</sup> Calculated as operating income before credit loss expense or recovery (annualized as applicable) / average leverage ratio denominator. This measure provides information on the revenues of the business in relation to leverage ratio denominator.

<sup>&</sup>lt;sup>9</sup> Calculated as operating expenses / operating income before credit loss expense or recovery. This measure provides information on the efficiency of the business by comparing operating expenses with gross income.

<sup>&</sup>lt;sup>10</sup> Calculated as change in net profit attributable to shareholders from continuing operations between current and comparison periods / net profit attributable to shareholders from continuing operations of comparison period. This measure provides information on profit growth in comparison with the prior-year period.

<sup>&</sup>lt;sup>11</sup>Based on the Swiss systemically relevant bank framework as of 1 January 2020.

<sup>&</sup>lt;sup>12</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) and in the UBS Group AG and UBS AG annual report 2016 for the period ended on 31 December 2016 (CHF 32,447 million) was audited.

<sup>&</sup>lt;sup>13</sup> Includes invested assets for Global Wealth Management, Asset Management and Personal & Corporate Banking.

Organisation for Economic Co-operation and Development (OECD) standards, while seeking to maintain Switzerland's competitiveness as a business location. The federal changes resulting from this tax reform are not expected to have a significant effect on the tax expenses for the Group, as increases resulting from the reform are expected to be largely offset by tax rate reductions and other changes currently under consideration at the cantonal level. The federal reform will become effective on 1 January 2020.

The reform measures also provide that for Swiss domiciled companies with shares listed on a stock exchange no more than 50% of dividends may be, and at least 50% of share repurchases for redemption must be, paid out of capital contribution reserves, with the remainder required to be paid from retained earnings.

As a result, at least 50% of all dividends paid after 1 January 2020, including dividends in respect of the financial year 2019, will be paid from retained earnings, and will be subject to a 35% Swiss withholding tax. As of 30 June 2019, UBS held USD 13 billion in approved capital contribution reserves for potential future distributions to shareholders, either in the form of dividends or share buybacks.

Separately, following a change in Swiss tax law as of 1 January 2019 that applies to holding companies of systemically relevant banks issuing loss-absorbing additional tier 1 or TLAC-eligible senior unsecured debt instruments, UBS will no longer issue such instruments out of UBS Group Funding (Switzerland) AG and existing instruments will be migrated to UBS Group AG during the second half of 2019.

# 2. EU equivalence for Swiss trading venues

On 18 June 2019, the European Commission decided not to extend its equivalence decision for Swiss trading venues beyond the end of June 2019, citing a perceived lack of progress toward the conclusion of an institutional framework agreement between Switzerland and the EU as the reason for this decision. In reaction, the Swiss Federal Council activated a contingency measure to protect the Swiss stock exchange infrastructure, effective as of 1 July 2019. The Swiss measure introduced a recognition requirement for foreign trading venues that admit shares issued by Swiss incorporated companies to trading, with all EU trading venues having their recognition revoked due to the lack of reciprocity.

To comply with this measure, trading in Swiss shares on EU trading venues ceased on and was redirected from EU to Swiss trading venues as of 1 July 2019 as permitted under EU law in the absence of an EU trading venue.

UBS has prepared for this scenario and has, as of 1 July 2019, routed relevant trade flows in Swiss shares from EU to Swiss trading venues, with limited adjustment costs for UBS.

# 3. BCBS initial margin offset in the leverage ratio and new disclosure requirements

The Basel Committee on Banking Supervision ("BCBS") agreed to align the leverage ratio measurement of client-cleared derivatives with the standardized approach to measuring counterparty credit risk exposures (SA-CCR). UBS expects these provisions will become effective as of 1 January 2022. This treatment permits both cash and non-cash forms of segregated initial margin, as well as cash and non-cash variation margin, received from a client to offset the replacement cost and potential future exposure for client-cleared derivatives only. This will help to mitigate any potential effect on the leverage ratio denominator from the finalization of the Basel III capital framework, which takes effect from 1 January 2022.

The BCBS also introduced a new disclosure standard, effective as of 1 January 2022, which sets out additional requirements for banks to disclose their leverage ratios based on quarter-end and daily average values of securities financing transactions.

#### 4. Consultation regarding revision of the Swiss Banking Act

In March 2019, the Swiss Federal Council commenced a consultation process with regard to a partial revision of the Swiss Banking Act. The consultation process ended in June 2019.

Among the proposed measures to strengthen the depositor protection scheme is a requirement that banks deposit half of their contribution obligations for the deposit protection scheme in securities or cash with a custodian.

An adjustment to the Intermediated Securities Act would introduce a requirement that all custodians of intermediated securities separate their own portfolios from the portfolios of their clients.

UBS expects the final rules to enter into effect no earlier than 2021 and to result in moderate additional costs for all Switzerland-based Group entities in scope.

#### 5. US Regulation Best Interest

The US Securities and Exchange Commission ("SEC") has adopted rules and interpretations 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.

SEC amendments to cross-border application of US security-based swap regulations / Capital, margin and segregation requirements for security-based swap dealers

The SEC recently proposed amendments to previously proposed measures on the cross-border application of US security-based swap regulations, as well as adopting capital, margin and segregation requirements for security-based swap dealers.

The amendments to the cross-border application of US security-based swap regulations would allow greater involvement by US-based personnel in transactions by non-US security-based swap dealers with non-US persons without requiring the non-US dealer to register with the SEC. The SEC also proposed interpretative guidance on its registration requirements, including the requirements for representations and legal opinions on access to books and records of a non-US dealer and requests for substituted compliance. UBS continues to expect that UBS AG will be required to register with the SEC as a security-based swap dealer, most likely not before 2021.

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

Liquidity and activity in Alternative Reference Rates ("ARR") continue to develop in markets globally, with work progressing to resolve the remaining issues associated with transitioning away from interbank offered rates ("IBORs"). Regulatory authorities continue to focus on transitioning to ARR by the end of 2021.

In May 2019, the International Accounting Standards Board ("IASB") issued an exposure draft Interest Rate Benchmark Reform addressing hedge accounting issues that arise before the IBORs are replaced to provide some relief during this period of uncertainty, with work continuing on those issues that are expected to arise after replacement.

UBS has a substantial number of contracts linked to IBORs. The new risk-free ARRs 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.

#### 7. Strategic optimization initiatives

In June 2019, UBS announced a strategic wealth management partnership in Japan with Sumitomo Mitsui Trust Holdings, Inc. ("SuMi Trust Holdings"). Subject to receiving all

necessary regulatory and other approvals, UBS and SuMi Trust Holdings plan to offer each other's products and services to their respective current and future clients from the end of 2019 through the establishment of a marketing joint venture. Subject to the same approvals, an operational joint venture entity will be established in 2021, which will be 51% owned and controlled by UBS, requiring UBS to consolidate the new company for accounting and regulatory reporting. UBS and SuMi Trust Holdings will, through the overall joint venture arrangement, be able to offer a more extensive range of products and services than either partner is currently able to offer on its own.

Effective 1 April 2019, as part of UBS's efforts to improve the resolvability of the Group, 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. With this transfer, UBS has completed the transfer of its Swiss Asset Management business and all Asset Management subsidiaries outside the US into a separate Asset Management sub-group structure.

UBS is continuing to execute on its strategic initiatives and is considering other strategic optimization opportunities that would leverage UBS's technology capabilities, build on its strengths and focus resources on growth areas. These opportunities may include strategic partnerships, additional collaboration across business divisions, evolution of UBS's business models and optimization of its legal entities.

Refer to the "Recent developments" section of the UBS Group Second Quarter 2019 Report, as well as to the "Regulatory and legal developments" in the "Our strategy, business model and environment" section of the Annual Report 2018 for further information on key accounting, regulatory and legal developments.

#### **Trend Information**

As indicated in the UBS Group Second Quarter 2019 Report, the overall pace of global growth has stabilized at a lower level after a synchronized global slowdown in prior quarters. Downside risks remain due to political uncertainties and geopolitical tensions. Central banks are indicating a reversal of monetary policy normalization and embarking on new stimulus measures. A sharp drop in interest rates and expected rate cuts will continue to adversely affect net interest income compared with last year. UBS's regional and business diversification, along with higher invested assets benefitting recurring revenues, will help to mitigate this. An improvement in investor sentiment and higher market volatility could help to offset the typical third quarter seasonality. UBS is executing its strategy with discipline, focusing on balancing efficiency and investments for growth, to deliver on our capital return objectives and to create sustainable long-term value for UBS shareholders.

#### Administrative, Management and Supervisory Bodies of UBS AG

UBS AG complies with all relevant Swiss legal and regulatory corporate governance requirements. As a foreign private issuer with debt securities listed on the New York Stock Exchange ("NYSE"), UBS AG also complies with the relevant NYSE corporate governance standards applicable to foreign private issuers.

UBS AG operates under a strict dual board structure, as mandated by Swiss banking law. The Board of Directors ("BoD") exercises the ultimate supervision over management, whereas the Executive Board ("EB"), headed by the President of the Executive Board ("President of the EB"), has executive management responsibility. The functions of Chairman of the BoD and President of the EB are assigned to two different people, ensuring a separation of power. This structure establishes checks and balances and preserves the institutional independence of the BoD from the day-to-day management of UBS AG, for which responsibility is delegated to the EB under the leadership of the President of the EB. No member of one board may simultaneously be a member of the other.

Supervision and control of the EB remain with the BoD. The authorities and responsibilities of the two bodies are governed by the Articles of Association and the Organization Regulations of UBS AG with their annexes.

# Board of Directors

The BoD consists of at least five and no more than twelve members. All the members of the BoD are elected individually by the Annual General Meeting of Shareholders ("AGM") for a term of office of one year, which expires after the completion of the next AGM. Shareholders also elect the Chairman upon proposal of the BoD.

The BoD meets as often as business requires, and at least six times a year.

Members of the Board of Directors:

Member and business address	Title	Term of office	Current principal positions outside UBS AG
Axel A. Weber  UBS AG, Bahnhofstrasse 45, CH-8001 Zurich	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; Advisory Board member of the "Beirat Zukunft Finanzplatz"; board 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 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  UBS AG, Bahnhofstrasse 45, CH-8001 Zurich	Independent Vice Chairman	2020	Senior Independent Director and Independent Vice Chairman of the Board of Directors of UBS Group AG; Senior Advisor at Oliver Wyman, New York; board member of Chubb Limited; board member of GAVI Alliance; Chairman of the Board of Village Care, New York.
Jeremy Anderson UBS AG, Bahnhofstrasse 45, CH-8001 Zurich	Member	2020	Member of the Board of Directors of UBS Group AG; trustee of the UK's Productivity Leadership Group; trustee of Kingham Hill Trust; trustee of St. Helen Bishopsgate.
William C. Dudley UBS AG, Bahnhofstrasse 45, CH-8001 Zurich	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 Group of Thirty; member of the Council on Foreign Relations.
Reto Francioni UBS AG, Bahnhofstrasse 45, CH-8001 Zurich	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); 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.
Fred Hu  UBS AG, Bahnhofstrasse 45, CH-8001 Zurich	Member	2020	Member of the Board of Directors of UBS Group AG; non-executive chairman of the board of Yum China Holdings; board member of ICBC; 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; co-chairman of the Nature Conservancy's 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.
Julie G. Richardson UBS AG, Bahnhofstrasse 45, CH-8001 Zurich	Member	2020	Member of the Board of Directors of UBS Group AG; board member of The Hartford Financial Services Group, Inc. (chairman of the audit committee); Board member of Yext (chairman of the audit committee); board member of Vereit, Inc. (chairman of the compensation committee).
UBS AG, Bahnhofstrasse 45, CH-8001 Zurich	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; Vice Chairman of the Sanction Commission of 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.
Robert W. Scully	Member	2020	Member of the Board of Directors of UBS Group AG; board member of

UBS AG, Bahnhofstrasse 45, CH-8001 Zurich			Chubb Limited; board member of Zoetis Inc.; board member of KKR & Co Inc.; board member of Teach For All.
Beatrice Weder di Mauro UBS AG, Bahnhofstrasse 45, CH-8001 Zurich	Member	2020	Member of the Board of Directors of UBS Group AG; Research Professor and Distinguished Fellow at INSEAD in Singapore; Supervisory Board member of Robert Bosch GmbH; board member of Bombardier Inc.; member of the ETH Zurich Foundation Board of Trustees; member of the Foundation Board of the International Center for Monetary and Banking Studies (ICMB).
Dieter Wemmer UBS AG, Bahnhofstrasse 45, CH-8001 Zurich	Member	2020	Member of the Board of Directors of UBS Group AG; board member of Ørsted A/S; member of the Berlin Center of Corporate Governance.
Jeanette Wong UBS AG, Bahnhofstrasse 45, CH-8001 Zurich	Member	2020	Member of the Board of Directors of UBS Group AG; board member of Essilor International and Essilor Luxottica; board member of Jurong Town Corporation; board member of PSA International; board member of FFMC Holdings Pte. Ltd.; board member of Fullerton Fund Management Company Ltd.; member of the NUS Business School Management Advisory Board; member of the Global Advisory Board, Asia, for the University of Chicago Booth School of Business; member of the Securities Industry Council.

### 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 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.

#### **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 monitors the work of the external auditors who in turn are responsible for auditing UBS AG's consolidated and standalone annual financial statements and for reviewing the guarterly financial statements.

The function of the AC is to serve as an independent and objective body with oversight of: (i) UBS AG's accounting policies, financial reporting and disclosure controls and procedures, (ii) the quality, adequacy and scope of external audit, (iii) UBS AG's compliance with financial reporting requirements, (iv) the executives' approach to internal controls with respect to the production and integrity of the financial statements and disclosure of the financial performance, and (v) the performance of Internal Audit in conjunction with the Chairman of the BoD.

Together with the external auditors and Internal Audit, the AC in particular reviews the annual financial statements of UBS AG and, where applicable, the quarterly financial statements as well as the consolidated annual and quarterly financial statements and consolidated annual report of UBS AG, as proposed by management, in order to recommend their approval to the BoD or propose any adjustments the AC considers appropriate.

Periodically, and at least annually, the AC assesses the qualifications, expertise, effectiveness, independence and performance of the external auditors and their lead audit partner, in order to support the BoD in reaching a decision in relation to the appointment 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.

# **Executive Board** ("EB")

Under the leadership of the President of the EB, the EB has executive management responsibility for UBS AG and its business. All EB members (with the exception of the President of the EB) are proposed by the President of the EB. The appointments are made by the BoD.

Members of the Executive Board:

Member and business address	Function	Current principal positions outside UBS AG	
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 Saïd Business School Global Leadership Council, University of Oxford.	
Martin Blessing UBS AG, Bahnhofstrasse 45, CH-8001 Zurich	co-President Global Wealth Management	Member of the Group Executive Board and co-President Global Wealth Management of UBS Group AG; member of the Executive Board of Baden-Baden Entrepreneur Talks.	
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 Gen- Counsel of UBS Group AG; chairman of the Swiss-Ameri Chamber of Commerce's legal committee; Chairman of Swiss Advisory Council of the American Swiss Foundati member of the Foundation Council of the UBS Internation Center of Economics in Society; member of the Supervise 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.	
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  Member of the Group Executive Board of Operating Officer of UBS Group AG; board Business Solutions AG; vice-chairman of Directors of SIX Group (Chairman of the Compensation committee); Foundation Board UBS Pension Fund; Foundation Board University Hospital Zurich.		
Edmund Koh  UBS AG, One Raffles Quay North Tower, Singapore 048583	President UBS Asia Pacific	Member of the Group Executive Board of UBS Group AG and President UBS Asia Pacific; member of the Wealth Management Institute at Nanyang Technological University Singapore; member of the Ministry of Finance's Committee on the Future Economy Sub-Committees; member of the Board of Next50 Limited; trustee of the Cultural Matching Fund; member of the Board of Medico Suites (S) Pte Ltd; member of the Board of Medico Republic (S) Pte Ltd.	
Ulrich Körner	President Asset Management and President UBS Europe, Middle East and Africa	Member of the Group Executive Board, President Asset Management and President UBS Europe, Middle East and Africa at UBS Group AG; member of the Supervisory Board of UBS Europe SE; Chairman of the Foundation Board of the	

UBS AG, Bahnhofstrasse 45, CH-8001 Zurich		UBS Pension Fund; member of the UBS Optimus Foundation Board; Vice President of the board of Lyceum Alpinum Zuoz; member of the Financial Service Chapter Board of the Swiss-American Chamber of Commerce; Advisory Board member of the Department of Banking and Finance at the University of Zurich; member of the business advisory council of the Laureus Foundation Switzerland.
Tom Naratil  UBS AG, 1285 Avenue Of The Americas, New York, NY 10019 USA	co-President Global Wealth Management and President UBS Americas	Member of the Group Executive Board and co-President Global Wealth Management and President UBS Americas of UBS Group AG; CEO and board member of UBS Americas 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 UBS AG, Bahnhofstrasse 45, CH-8001 Zurich	Co-President Investment Bank	Member of the Group Executive Board and co-President Investment Bank at UBS Group AG.
Markus Ronner UBS AG, Bahnhofstrasse 45, CH-8001 Zurich	Chief Compliance and Governance Officer	Member of the Group Executive Board and Group Chief Compliance and Governance Officer at UBS Group AG.

#### Potential Conflicts of Interest

Members of the BoD and the EB may act as directors or executive officers of other companies and may have economic or other private interests that differ from those of UBS AG. Conflicts of interest may potentially arise from these positions or interests. For example, it cannot be excluded that a member of the BoD or EB has or will have a function within a company, the shares of which are or will be traded by UBS AG or which has or will have a business relationship with UBS AG. UBS AG is confident that its internal corporate governance practices and its compliance with relevant legal and regulatory provisions reasonably ensure that any conflicts of interest of the type described above are appropriately managed, including through disclosure when appropriate.

# **Major Shareholders**

UBS Group AG owns 100% of the outstanding shares of UBS AG.

# Financial Information concerning the Issuer's Assets and Liabilities, Financial Position and Profits and Losses

Historical Annual Financial Information

Detailed information about UBS AG consolidated and UBS AG assets and liabilities, financial position and profits and losses for financial year 2018 is available in the section "**UBS AG consolidated financial statements**" of the Annual Report 2018 and in the UBS AG's standalone financial statements for the year ended 31 December 2018 (the "Standalone Financial Statements 2018"), respectively; and for financial year 2017 it is available in the "Consolidated financial statements" section of the UBS Group AG and UBS AG annual report 2017, in English, published on 9 March 2018 ("Annual Report 2017") and in the UBS AG's standalone financial statements for the year ended 31 December 2017 (the "Standalone Financial Statements 2017"). The consolidated and standalone financial accounts are closed on 31 December of each year.

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

- (i) the following parts of the Annual Report 2018: the UBS AG 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 UBS AG standalone financial statements on pages 6-28 (inclusive).

With respect to the financial year 2017, reference is made to:

- (i) the following parts of the Annual Report 2017: the UBS AG consolidated financial statements, in particular to the Income statement on page 470, the Balance sheet on page 473, the Statement of changes in equity on pages 474-477 (inclusive), the Statement of cash flows on pages 479-480 (inclusive) and the Notes to the consolidated financial statements on pages 481-622 (inclusive); and
- (ii) the following parts of the Standalone Financial Statements 2017: the Income statement on page 1, the Balance sheet on pages 2-3, the Statement of appropriation of retained earnings and proposed dividend distribution on page 4, and the Notes to the UBS AG standalone financial statements on pages 5-22 (inclusive).

The annual financial reports form an essential part of UBS AG'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, UBS AG 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 UBS AG for financial years 2018 and 2017 were audited by Ernst & Young. The reports of the auditors on the consolidated financial statements can be found on pages 514-523 (inclusive) of the Annual Report 2018 and on pages 464-469 (inclusive) of the Annual Report 2017. The reports of the auditors on the standalone financial statements of UBS AG can be found on pages 29-33 (inclusive) of the Standalone Financial Statements 2018 and on pages 23-26 (inclusive) of the Standalone Financial Statements 2017.

There are no qualifications in the auditors' reports on the consolidated financial statements of UBS AG and the standalone financial statements of UBS AG for the years ended on 31 December 2018 and 31 December 2017, which are incorporated by reference into this document.

Other than the consolidated financial statements of UBS AG and the standalone financial statements of UBS AG for financial years 2018 and 2017, no information in this Base Prospectus has been audited by the auditors.

# 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 UBS AG 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 15a Provisions" of the UBS AG's interim consolidated financial statements included in the UBS AG Second Quarter 2019 Report. 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 is subject to probation through January 2020. A guilty plea to, or conviction of, a crime could have material consequences for UBS. Resolution of regulatory proceedings may require UBS to obtain waivers of regulatory disqualifications to maintain certain operations, may entitle regulatory authorities to limit, suspend or terminate licenses and regulatory authorizations and may permit financial market utilities to limit, suspend or terminate UBS's participation in such utilities. Failure to obtain such waivers, or any limitation, suspension or termination of licenses, authorizations or participations, could have material consequences for UBS.

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 UBS Group Second Quarter 2019 Report.

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

	Global Wealth	Personal &	Asset			
USD million	Manage- ment	Corporate Banking	Manage- ment	Investme nt Bank	-	UBS
Balance as of 31 December 2018	1,003	117	0	269	1,438	2,827
Balance as of 31 March 2019	943	114	0	201	1,419	2,677
Increase in provisions recognized in the income statement	39	0	0	0	0	40
Release of provisions recognized in the income statement	(19)	0	0	(1)	(15)	(35)
Provisions used in conformity with designated purpose	(113)	(1)	0	0	(70)	(184)
Foreign currency translation / unwind of discount	7	2	0	2	0	11
Balance as of 30 June 2019	858	114	0	202	1,334	2,509

<sup>1</sup> Provisions, if any, for the matters described in this section are recorded in Global Wealth Management (item 3 and item 4) 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. The Supreme Court on 26 July 2019, reversed the decision of the Federal Administrative Court. The judges also stated that FTA must ensure that the French authorities respect the principle of "speciality", i.e. that the information provided may only be used for the purposes specified in the request. The court will issue a written decision in due course.

Since 2013, UBS (France) S.A., UBS AG and certain former employees have been under investigation in France for alleged complicity in having illicitly solicited 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 illicitly soliciting 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 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, its balance sheet at 30 June 2019 reflected provisions with respect to this matter in an amount of USD 516 million. 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 30 June 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 EUR 101 million to resolve the claims asserted by the authority related to UBS AG's potential permanent establishment in Italy.

UBS has, and reportedly numerous other financial institutions have, 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 is cooperating with authorities in these inquiries.

UBS's balance sheet at 30 June 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. The settlement remains subject to court approval and proceedings to determine how the settlement funds will be distributed to RMBS holders. 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.

UBS's balance sheet at 30 June 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. The BMIS Trustee appealed. In February 2019, the Court of Appeals reversed the dismissal of the BMIS Trustee's remaining claims. The defendants, including UBS, are preparing 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 that petition.

## 4. Puerto Rico

Declines 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 3.2 billion, of which claims with aggregate claimed damages of USD 2.2 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.

UBS's balance sheet at 30 June 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 is subject to probation through 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.

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 or are continuing to conduct investigations regarding potential improper attempts by UBS, among others, to manipulate LIBOR and other benchmark rates at certain times. In 2012, UBS reached settlements relating to benchmark interest rates with the UK Financial Services Authority, the CFTC and the Criminal Division of the DOJ, and FINMA issued an order in its proceedings with respect to UBS relating to benchmark interest rates. In addition, UBS entered into settlements with the European Commission and with the Swiss Competition Commission ("WEKO") regarding its investigation of bid-ask spreads in connection with Swiss franc interest rate derivatives. 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. In December 2018, UBS entered into a settlement agreement with the New York and other state attorneys general under which it has paid USD 68 million to resolve claims by the attorneys general related to LIBOR. UBS has been granted conditional leniency or conditional immunity from authorities in certain jurisdictions, including the Antitrust Division of the DOJ and 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, CHF LIBOR, GBP LIBOR, USD and 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. 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 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 and unjust enrichment claims.

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 CHF LIBOR action. Also in 2017, the courts in the EURIBOR lawsuit dismissed the cases as to UBS and certain other foreign defendants for lack of personal jurisdiction. In October 2018, the court in the SIBOR / SOR action dismissed all but one of plaintiffs' claims against UBS. Plaintiffs in the CHF LIBOR and SIBOR / SOR actions have filed amended complaints following the dismissals, which UBS and other defendants have moved to dismiss. 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. UBS and other defendants also moved to dismiss the GBP LIBOR action in December 2016, but that motion was denied as to UBS in December 2018. UBS moved for reconsideration of that decision in January 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.

UBS and reportedly other banks are responding to investigations and requests for information from various authorities regarding US Treasury securities and other government bond trading practices. As a result of its review to date, UBS has taken appropriate action.

With respect to additional matters and jurisdictions not encompassed by the settlements and orders referred to above, UBS's balance sheet at 30 June 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 30 June 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.

The specific litigation, regulatory and other matters described above under items (1) to (6) 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 the "Note 15 Provisions and contingent liabilities" to the UBS AG's interim consolidated financial statements included in the UBS AG Second Quarter 2019 Report. 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.

Hong Kong initial public offerings ("IPOs"): The Hong Kong Securities and Futures Commission ("SFC") has been conducting investigations into UBS's role as a sponsor of certain initial public offerings listed on the Hong Kong Stock Exchange. The SFC has previously indicated that it intended to take enforcement action against UBS and certain employees in relation to certain of these offerings. In March 2018, the SFC issued a decision notice in relation to one of the offerings under investigation. On 13 March 2019, UBS Securities Hong Kong Limited and UBS AG entered into a settlement agreement with the SFC resolving all of the SFC's pending investigations related to sponsorship of IPOs by UBS. The agreement provides for a fine of HKD 375 million (USD 48 million) and the suspension of UBS Securities Hong Kong Limited's ability to act as a sponsor for Hong Kong-listed IPOs for one year.

### **Material Contracts**

No material contracts have been entered into outside of the ordinary course of UBS AG's or UBS AG Group's business, which could result in any member of the UBS AG Group being under an obligation or entitlement that is material to UBS AG's ability to meet its obligations to the investors in relation to the issued securities.

# Significant Changes in the Financial or Trading Position; Material Adverse Change in Prospects

There has been no significant change in the financial or trading position of UBS AG or UBS AG Group since 30 June 2019, which is the end of the last financial period for which financial information has been published.

There has been no material adverse change in the prospects of UBS AG or UBS AG Group since 31 December 2018.  $^{\circ}$ 

## 5) Conditions of the Securities - General Conditions of the Securities

- (I) in relation to the Base Prospectus dated 27 March 2019 for the issuance of Fixed Income Securities (Rates)
- (II) in relation to the Base Prospectus dated 13 June 2019 of UBS AG for the offer of Warrants and other leveraged Securities
- (III) in relation to the Base Prospectus dated 19 June 2019 for the offer of Securities
- (IV) in relation to the Base Prospectus dated 15 July 2019 for of UBS Express Securities, UBS Twin-Win Securities, UBS Speeder Securities, UBS Outperformance Plus Securities, UBS Bonus Securities, UBS Dolphin Securities, UBS Capital Protected Securities and UBS Accumulator Securities

in the section headed "CONDITIONS OF THE SECURITIES" in the subsection headed "General Conditions of the Securities" (in the English language) the § 4 headed "Form of Securities; Title and Transfer; Status" in sections:

- The second paragraph of subsection (1) (a)
- Subsection (1) (b) (i)
- The second paragraph of subsection (1) (c)
- Subsection (1) (d) (i)

the word "manually" will be deleted.

- (I) in relation to the Base Prospectus dated 27 March 2019 for the issuance of Fixed Income Securities (Rates)
- (II) in relation to the Base Prospectus dated 13 June 2019 of UBS AG for the offer of Warrants and other leveraged Securities
- (III) in relation to the Base Prospectus dated 19 June 2019 for the offer of Securities
- (IV) in relation to the Base Prospectus dated 15 July 2019 for of UBS Express Securities, UBS Twin-Win Securities, UBS Speeder Securities, UBS Outperformance Plus Securities, UBS Bonus Securities, UBS Dolphin Securities, UBS Capital Protected Securities and UBS Accumulator Securities

in the section headed "CONDITIONS OF THE SECURITIES" in the subsection headed "General Conditions of the Securities" (in the German language) in § 4 headed "Form der Wertpapiere; Eigentum und Übertragbarkeit; Status" in sections:

- The second paragraph of subsection (1) (a)
- Subsection (1) (b) (i)
- The second paragraph of subsection (1) (c)
- Subsection (1) (d) (i)

the word "eigenhändigen" will be deleted.

### **ADDRESS LIST**

# **ISSUER**

# **Registered Head Office**

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Executive Office of UBS AG, Jersey Branch

UBS AG, Jersey Branch 24 Union Street St. Helier JE2 3RF Jersey Channel Islands UBS AG Aeschenvorstadt 1 4051 Basle Switzerland

Executive Office of UBS AG, London Branch

UBS AG, London Branch 5 Broadgate London EC2M 2QS United Kingdom

## **Availability of Documents**

The prospectus comprising the Summary and Securities Note dated 17 September 2018 for the issuance of Portfolio Certificates linked to the Leading Global Trends Portfolio (ISIN CH0410019324).

the Base Prospectus dated 27 March 2019 for the issuance of Fixed Income Securities (Rates),

the prospectus comprising the Summary and Securities Note dated 6 May 2019 for the issuance of Open End Certificates linked to the UBS Global Quality Dividend Payers Total Return (EUR) Index (ISIN DE000UBS0QD1),

the prospectus comprising the Summary and Securities Note dated 8 May 2019 for the issuance of Portfolio Certificates linked to the PTAM Navigator Portfolio (ISIN CH0441698849),

the Base Prospectus dated 13 June 2019 of UBS AG for the offer of Warrants and other leveraged Securities,

the Base Prospectus dated 19 June 2019 for the offer of Securities,

the Base Prospectus dated 10 July 2019 for the issuance of Fixed Income Securities (Cash),

the prospectus comprising the Summary and Securities Note dated 11 July 2019 for the issuance of Strategy Certificates on GelfarthSelect Strategy (ISIN CH0326223960),

the prospectus comprising the Summary and Securities Note dated 11 July 2019 for the issuance of Portfolio Certificates linked to the Smart Health Care Portfolio (ISIN DE000US8MAR5).

the Base Prospectus dated 15 July 2019 for of UBS Express Securities, UBS Twin-Win Securities, UBS Speeder Securities, UBS Outperformance Plus Securities, UBS Bonus Securities, UBS Dolphin Securities, UBS Capital Protected Securities and UBS Accumulator Securities,

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-de.ubs.com/basisprospekte or any successor address notified by the Issuer to the Securityholders for this purpose by way of publication on http://keyinvest-de.ubs.com/bekanntmachungen.

In addition, the annual and quarterly financial reports of UBS AG and UBS Group AG are published on UBS's website, at www.ubs.com/investors or any successor address notified by the Issuer to the Securityholders for this purpose by way of publication on http://keyinvest-de.ubs.com/bekanntmachungen.