



# Repurchase of own shares for the purpose of a capital reduction Trading on a separate line on SIX Swiss Exchange

## Result of the share repurchase program 2022

As part of the share repurchase program 2022, UBS Group AG, Bahnhofstrasse 45, 8001 Zurich («**UBS**» or the «**Company**») acquired a total of 298,537,950 registered shares at an acquisition value of CHF 5.01 billion between 31 March 2022 and 28 March 2024. This corresponds to 8.62 % of the share capital of UBS. At the request of UBS, the Swiss Takeover Board («**TOB**») approved in a letter dated 12 April 2023 a modification of the original intended use of registered shares of UBS repurchased under this program in the amount of a maximum of 178,031,942 registered shares, which were subsequently not cancelled but used for the completion of the merger between Credit Suisse Group AG and UBS. The cancellation of the remaining 120,506,008 registered shares repurchased is expected to be resolved at the Annual General Meeting in 2025.

## New share repurchase program

UBS intends to repurchase up to a maximum of USD 2 billion of its registered shares (the «**New Share Repurchase**»). Based on the closing price of the UBS registered share on the SIX Swiss Exchange AG («**SIX**») and the USD/CHF FX rate on 27 March 2024 this corresponds to some 64.1 million registered shares or around 1.85 % of the registered share capital of UBS. No more than 10 % of the registered share capital will be repurchased by UBS as part of the New Share Repurchase.

In accordance with section 6.1 of the TOB circular no. 1: Buyback Programs of 27 June 2013 (as of 1 January 2016) (the «**Circular No. 1**»), the New Share Repurchase is exempt from the provisions on public takeover offers and relates to a maximum of 346,208,772 registered shares of UBS, equivalent to a maximum of 10 % of the registered share capital of UBS as currently recorded in the Commercial Register in the total amount of USD 346,208,772.20, divided into 3,462,087,722 registered shares, each with a par value of USD 0.10.

The UBS registered shares for repurchase will be acquired on a separate trading line after deduction of Swiss withholding tax and will be canceled by means of a capital reduction, to be proposed at future Annual General Meetings.

## Trading on a separate line on SIX Swiss Exchange

As part of the New Share Repurchase, a separate trading line for UBS registered shares will be set up in accordance with the International Reporting Standard of SIX. Only UBS can act as a buyer on this separate trading line (security number 133.082.497 / ISIN CH1330824975) and acquire its own registered shares via the bank that has been mandated with the New Share Repurchase. The trading of UBS registered shares on the ordinary trading line (security number 24.476.758 / ISIN CH0244767585) is not affected and will continue as normal. Any UBS shareholder who is willing to sell can choose to sell the registered share on the ordinary trading line or to offer it to UBS on the separate trading line.

UBS is not obliged to buy its own registered shares on the separate trading line at any time; it will act as a buyer according to market conditions. The conditions set out in the Circular No. 1 will be observed.

The maximum repurchase volume per day in accordance with Article 123 (1) (c) FMIO, can be found on the UBS website at: <https://www.ubs.com/global/en/investor-relations/investors/shareholder-information/share-repurchase-program.html>

## Repurchase price

The repurchase prices, or the prices on the separate trading line are based on the prices for UBS registered shares traded on the ordinary trading line.

## Payment of the net price and delivery of the securities

Transactions on the separate trading line constitute regular stock exchange transactions. Hence, the net price (repurchase price less Swiss withholding tax) will be paid, and the registered shares delivered, as customary, on the second trading day after the transaction date.

## **Mandated bank**

UBS has given UBS AG the mandate to execute the New Share Repurchase. UBS AG will, as a sole member of the stock exchange, offer bid prices for registered shares on behalf of UBS on the separate trading line.

## **Delegation agreement**

In accordance with Art. 124 (2) (a) and (3) FMIO, UBS and UBS AG have entered into a delegation agreement, according to which UBS AG makes repurchases independently within the defined parameters. However, UBS may terminate this delegation agreement at any time without cause respectively modify the parameters in accordance with Art. 124 (3) FMIO.

## **Duration of the repurchase program**

The separate trading line on the SIX Swiss Exchange will be opened on 3 April 2024 and is planned to remain open until 2 April 2026.

## **Duty to trade on the exchange**

In accordance with the rules of the SIX Swiss Exchange, off-exchange transactions are not permitted in the case of share repurchases on a separate trading line.

## **Disclosure of transactions**

UBS will publish the transactions made as part of the New Share Repurchase on the following website:  
<https://www.ubs.com/global/en/investor-relations/investors/shareholder-information/share-repurchase-program.html>

## **Own holdings**

As of 27 March 2024, UBS directly and indirectly held 277,183,556 of its own registered shares. This corresponds to 8.01 % of voting rights and of the share capital recorded in the Commercial Register.

## **Major shareholders**

According to reports submitted to UBS and published by 27 March 2024, the following beneficial owners hold more than 3 % of voting rights at UBS:

- |  |           |                              |
|--|-----------|------------------------------|
| - Artisan Partners Limited Partnership, Milwaukee, WI, USA | 3.03 % *) | reported on 29 March 2023    |
| - Black Rock Inc., New York, NY, USA                       | 5.01 % *) | reported on 30 November 2023 |
| - Norges Bank (the Central Bank of Norway), Oslo, Norway   | 4.79 % *) | reported on 4 December 2023  |

\*) based on equity capital and voting rights at the time of the report

UBS has no information on the abovementioned shareholders' intentions with respect to the sale of registered shares as part of the New Share Repurchase.

## **Information from UBS**

In accordance with the applicable provisions, UBS confirms that it does not currently possess any non-public information that is classified as price-sensitive under the rules of SIX Swiss Exchange governing ad hoc publicity and therefore requires disclosure.

## **Taxes and duties**

The repurchase of own registered shares for the purpose of a capital reduction is treated as partial liquidation of the repurchasing Company for both Swiss withholding tax and direct taxes. Specifically, this has the following tax implications for the shareholders selling their registered shares on the separate trading line:

## 1. Swiss withholding tax

The Swiss withholding tax of 35 % is levied on the CHF amount of the difference between the repurchase price of the registered shares and their nominal value ("liquidation surplus"), which the Company does not book against reserves from capital contributions. Due to tax regulations, the Company is required to book at least half of the liquidation surplus against reserves from capital contributions ("minimum requirement"). The Company applies the minimum requirement, and, consequentially, half of the liquidation surplus is subject to Swiss withholding tax of 35 %. The Company will deduct this tax from the repurchase price via the mandated bank and remit it to the Federal Tax Administration.

Persons domiciled in Switzerland are generally entitled to a refund of the Swiss withholding tax provided they had the right to use the registered shares at the time of redemption, have properly declared/recognized the income from the repurchase and no tax evasion has been committed (Art. 21 of the Swiss Withholding Tax Act). Persons domiciled outside Switzerland may reclaim part of the Swiss withholding tax subject to the provisions of any relevant double taxation agreement.

The conversion rate applicable for calculating the nominal value of UBS's registered shares in CHF is determined by the Federal Tax Administration on a daily basis (<https://www.ictax.admin.ch/extern/de.html#/ratelist/2024>). The daily calculated nominal value of UBS's registered shares in CHF is available to market participants by SIX Financial Information via the *Valordata Browser* application.

## 2. Direct taxes

The following explanations relate to the levying of direct federal taxes. As a rule, the same practice applies to cantonal and municipal taxes as to direct federal taxes.

### a) *Registered shares held as private assets:*

Income tax is levied on the portion of the liquidation surplus which the Company does not book against reserves from capital contributions (capital contribution principle). The Company is required to book at least half of the liquidation surplus against reserves from capital contributions. Decisive for the direct federal tax is the portion of the repurchase price which is subject to Swiss withholding tax.

### b) *Registered shares held as business assets:*

In the case of a direct return of registered shares to the Company, the difference between the repurchase price and the profit/income tax value of the registered shares constitutes taxable income.

Persons domiciled outside Switzerland will be taxed in accordance with the laws applicable in their country of domicile.

## 3. Fees and duties

The repurchase of own registered shares on a separate trading line for the purpose of a capital reduction is exempt from stamp duty. However, the SIX Swiss Exchange fees are due.

## Applicable law / place of jurisdiction

Swiss law / Zurich is the exclusive place of jurisdiction.

## Security numbers, ISINs and ticker symbols

Registered share of UBS Group AG (ordinary trading line) of USD 0.10 par value	24.476.758	CH0244767585	UBSG
<b>Registered share of UBS Group AG (separate trading line) of USD 0.10 par value</b>	<b>133.082.497</b>	<b>CH1330824975</b>	<b>UBSGE</b>

## Place and date

Zurich, 2 April 2024

**This notice does not constitute a prospectus as defined in the Swiss Financial Services Act (FinSA).**

