

# Articles of Association UBS AG



The present text is a translation of the original German articles of association ("Statuten") which constitute the definitive text and are binding in law.

# Contents

## **Section 1**

Name, registered office, business object and duration of the Corporation 4

## **Section 2**

Share capital 5

## **Section 3**

Corporate bodies

A. General Meeting of Shareholders 9

B. Board of Directors 13

C. Group Executive Board 16

D. Auditors 17

## **Section 4**

Financial statements and appropriation of profit, reserves 18

## **Section 5**

Notices and jurisdiction 19

# Section 1

## Name, registered office, business object and duration of the Corporation

<b>Name and registered office</b>	<b>Article 1</b> A corporation limited by shares under the name of UBS AG / UBS SA / UBS Inc. is established with a registered office in Zurich and Basel.
<b>Business object</b>	<b>Article 2</b> <p><sup>1</sup> The purpose of the Corporation 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.</p> <p><sup>2</sup> The Corporation 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.</p> <p><sup>3</sup> The Corporation is authorized to acquire, mortgage and sell real estate and building rights in Switzerland and abroad.</p>
<b>Duration</b>	<b>Article 3</b> The duration of the Corporation shall not be limited by time.

## Section 2

### Share capital

#### Share capital

##### Article 4

<sup>1</sup> The share capital of the Corporation is CHF 383,525,023.30 (three hundred and eighty-three million, five hundred and twenty-five thousand and twenty-three Swiss francs and thirty centimes), divided into 3,835,250,233 registered shares with a par value of CHF 0.10 each. The share capital is fully paid up.

<sup>2</sup> Registered shares may be converted into bearer shares and bearer shares into registered shares by resolution of the General Meeting of Shareholders.

#### Conditional capital

##### Article 4a

*Employee participation plan UBS AG*

<sup>1</sup> The share capital may be increased by a maximum of CHF 14,551,099.20 through the issuance of a maximum of 145,510,992 fully paid registered shares with a par value of CHF 0.10 each upon exercise of employee options issued to employees and members of the management and of the Board of Directors of the Corporation and its subsidiaries. The pre-emptive rights and the advance subscription rights of the shareholders shall be excluded. The issuance of these options to employees and members of the management and of the Board of Directors of the Corporation and its subsidiaries will take place in accordance with the plan rules issued by the Board of Directors and its Compensation Committee. The acquisition of shares through the exercise of option rights as well as every subsequent transfer of these shares shall be subject to the registration requirements set forth in Article 5 of the Articles of Association.

<sup>2</sup> The share capital may be increased in an amount not to exceed CHF 38,000,000 by the issuance of up to 380,000,000 fully paid registered shares with a nominal value of CHF 0.10 each through the voluntary or mandatory exercise of conversion rights and / or warrants granted in connection with the issuance of bonds or similar financial instruments by the Company or one of its group companies on national or international capital markets. The pre-emptive rights of the shareholders shall be excluded. The then current owners of conversion rights and / or warrants shall be entitled to subscribe for the new shares. The conditions of the conversion rights and / or warrants shall be determined by the Board of Directors.

The acquisition of shares through voluntary or mandatory exercise of conversion rights and / or warrants, as well as each subsequent transfer of the shares, shall be subject to the registration requirements set forth in Article 5 of the Articles of Association.

In connection with the issuance of convertible bonds or bonds with warrants or similar financial instruments, the Board of Directors shall be authorized to restrict or exclude the advance subscription rights of shareholders if such instrument is issued (i) on national or international capital markets or (ii) to one or more financial investors. If the advance subscription rights are restricted or excluded by the Board of Directors, the following shall apply: the issuance of such instrument shall be made at prevailing market conditions, and the new shares shall be issued pursuant to the relevant conditions of that financial instrument. Conversion rights may be exercised during a maximum 10-year period, and warrants may be exercised during a maximum 7-year period, in each case from the date of the respective issuance. The issuance of the new shares upon voluntary or mandatory exercise of conversion rights and / or warrants shall be made at conditions taking into account the market price of the shares and / or comparable instruments with a market price at the time of the issuance of the relevant financial instrument.

## **Share register and nominees**

### **Article 5**

<sup>1</sup> A share register is maintained for the registered shares, in which owners' and usufructuaries' family and given names are entered, with their complete address and nationality (or registered office for legal entities). Shares held in joint accounts may be registered jointly with voting rights, if all registered owners of the shares provide the declaration requested in paragraph 3 below.

<sup>2</sup> If the mailing address of a shareholder changes, the new address must be communicated to the Corporation. As long as this has not been done, all written communications will be sent to the address entered in the share register, this being valid according to the requirements of the law.

<sup>3</sup> Those who acquire registered shares shall be entered in the share register as shareholders with voting rights if they expressly declare that they acquired these registered shares in their own names and for their own account. If the party acquiring the shares is not prepared to provide such a declaration, the Board of Directors may refuse to allow the shares to be entered with voting rights.

<sup>4</sup> The restriction on registration under paragraph 3 above also applies to shares acquired by the exercise of preemptive, option or conversion rights.

<sup>5</sup> The Board of Directors is authorized, after hearing the position of the registered shareholder or nominee affected, to strike the entry of a shareholder with voting rights from the share register retroactively with effect to the date of the entry, if it was obtained under false pretences. The party affected must be informed of the action immediately.

<sup>6</sup> The Board of Directors formulates general principles relating to the registration of fiduciaries / nominees and issues the necessary regulations to ensure compliance with the above provisions.

## **Form of shares**

### **Article 6**

<sup>1</sup> Registered shares of the Corporation will be, subject to paragraph 2, in the form of uncertificated securities (in the sense of the Swiss Code of Obligations) and intermediary-held securities (in the sense of the Intermediary-Held Securities Act).

<sup>2</sup> Following his registration in the share register, the shareholder may request the Corporation to issue a written statement in respect of his registered shares at any time; however, he has no entitlement to the printing and delivery of share certificates. In contrast, the Corporation may print and deliver share certificates for registered shares (single certificates, certificates representing multiples of shares or global certificates) at any time. It may withdraw registered shares issued as intermediary-held securities from the respective custody system. With the consent of the shareholder, the Corporation may cancel issued certificates which are returned to it without replacement.

## **Exercise of rights**

### **Article 7**

<sup>1</sup> The Corporation recognizes only one representative per share.

<sup>2</sup> Voting rights and associated rights may only be exercised in relation to the Corporation by a party entered in the share register as having the right to vote.



**Section 3**  
**Corporate bodies**  
**A. General Meeting of Shareholders**

<b>Authority</b>	<b>Article 8</b> The General Meeting of Shareholders is the Corporation’s supreme corporate body.
<b>Types of General Meetings</b> <b>a. Annual General Meeting</b>	<b>Article 9</b> The Annual General Meeting takes place every year within six months after the close of the financial year; the annual report and the report of the Auditors must be available for inspection by shareholders at the Corporation’s registered offices at least twenty days before the meeting.
<b>b. Extraordinary General Meetings</b>	<b>Article 10</b> 1 Extraordinary General Meetings are convened whenever the Board of Directors or the Auditors consider it necessary.  2 Such a meeting must also be convened if demanded by a resolution of the shareholders in General Meeting or by a written request from one or more shareholders, representing together at least one tenth of the share capital, specifying the items to be included on the agenda and the proposals to be put forward.
<b>Convening</b>	<b>Article 11</b> 1 The General Meeting shall be called by the Board of Directors, or if need be by the Statutory Auditors, at least twenty days before the meeting is to take place. The meeting is called by publishing a single notice in the publication of record designated by the Corporation. An invitation will be sent to all shareholders registered.  2 The notice to convene the General Meeting shall specify the agenda with the proposals of the Board of Directors and proposals from shareholders, and in the event of elections the names of the proposed candidates.

**Placing of items on the agenda**

**Article 12**

<sup>1</sup> Shareholders representing shares with an aggregate par value of CHF 62,500 may submit proposals for matters to be placed on the agenda for consideration by the Annual General Meeting, provided that their proposals are submitted in writing within the deadline published by the Corporation and include the actual motion(s) to be put forward.

<sup>2</sup> No resolutions may be passed concerning matters which have not been duly placed on the agenda, except on a motion put forward at the General Meeting to call an Extraordinary General Meeting or a motion for a special audit to be carried out.

**Chairmanship, tellers, minutes**

**Article 13**

<sup>1</sup> The Chairman of the Board of Directors or, if the Chairman cannot attend, a Vice Chairman or another member designated by the Board of Directors, shall preside over the General Meeting and appoint a secretary and the necessary tellers.

<sup>2</sup> Minutes are kept of the proceedings and must be signed by the presiding Officer and the Secretary.

**Shareholder proxies**

**Article 14**

<sup>1</sup> The Board of Directors issues procedural rules for participation and representation of shareholders at the General Meeting.

<sup>2</sup> A shareholder may only be represented at the General Meeting by his or her legal representative or under a written power of attorney by another shareholder eligible to vote, by a corporate proxy, by the independent proxy or by a custodial proxy.

<sup>3</sup> The presiding Officer decides whether to recognize the power of attorney.

## **Voting right**

### **Article 15**

Each share conveys the right to cast one vote.

## **Resolutions, elections**

### **Article 16**

<sup>1</sup> Resolutions and elections are decided at the General Meeting by an absolute majority of the votes cast, excluding blank and invalid ballots, subject to the compulsory provisions of the law.

<sup>2</sup> A resolution to change Art. 18 of these Articles of Association, to remove one fourth or more of the members of the Board of Directors, or to delete or modify Art. 16 paragraph 2 of these Articles of Association, must receive at least two thirds of the votes represented.

<sup>3</sup> The presiding Officer shall decide whether voting on resolutions and elections be conducted electronically or with a show of hands. Ordinary written ballots may also be adopted. Shareholders representing at least 3% of the votes represented may always request that a vote or election take place electronically or by written ballot.

<sup>4</sup> In the case of written ballots, the presiding Officer may rule that only the ballots of those shareholders shall be collected who choose to abstain or to cast a negative vote, and that all other shares represented at the General Meeting at the time of the vote shall be counted in favour, in order to expedite the counting of the votes.

## **Powers**

### **Article 17**

The General Meeting has the following powers:

- a) To establish and amend the Articles of Association
- b) To elect the members of the Board of Directors and the Auditors
- c) To approve the annual report and the consolidated financial statements
- d) To approve the annual accounts and to decide upon the appropriation of the net profit shown in the balance sheet
- e) To give the members of the Board of Directors and of the Group Executive Board a discharge concerning their administration
- f) To take decisions on all matters reserved to the General Meeting by law or by the Articles of Association, or which are placed before it by the Board of Directors.

# Corporate bodies

## B. Board of Directors

<b>Number of Board members</b>	<b>Article 18</b> The Board of Directors shall consist of at least six and no more than twelve members.
<b>Term of office</b>	<b>Article 19</b> <p><sup>1</sup> The term of office for members of the Board of Directors is one year, with the interval between two Annual General Meetings being deemed a year for this purpose.</p> <p><sup>2</sup> Members whose term of office has expired are immediately eligible for re-election.</p>
<b>Organization</b>	<b>Article 20</b> <p><sup>1</sup> The Board of Directors shall elect a Chairman and at least one Vice Chairman from among its members.</p> <p><sup>2</sup> The Board of Directors shall appoint its secretary, who need not be a member of the Board.</p>
<b>Convening, participation</b>	<b>Article 21</b> <p><sup>1</sup> The Chairman shall convene the Board of Directors as often as business requires, but at least six times a year.</p> <p><sup>2</sup> The Board of Directors shall also be convened if one of its members or the Group Chief Executive Officer submits a written request to the Chairman to hold such a meeting.</p>
<b>Decisions</b>	<b>Article 22</b> <p><sup>1</sup> Decisions of the Board of Directors are taken by an absolute majority of the votes cast. In case of a tie, the presiding Officer shall cast the deciding vote.</p> <p><sup>2</sup> The number of members who must be present to constitute a quorum, and the modalities for the passing of resolutions shall be laid down by the Board of Directors in the Organization Regulations. No such quorum is required for decisions confirming and amending resolutions relating to capital increases.</p>

## **Duties and powers**

### **Article 23**

<sup>1</sup> The Board of Directors has ultimate responsibility for the management of the Corporation and the supervision and control of its executive management.

<sup>2</sup> The Board of Directors may also take decisions on all matters which are not expressly reserved to the shareholders in General Meeting or to another corporate body by law or by the Articles of Association.

## **Ultimate responsibility for the management of the Corporation**

### **Article 24**

The ultimate responsibility for the management of the Corporation comprises in particular:

- a) Preparing of and deciding on proposals to be placed before the General Meeting
- b) Issuing the regulations necessary for the conduct of business and for the delineation of authority, in particular the Organization Regulations and the regulations governing the Group Internal Audit
- c) Laying down the principles for the accounting, financial and risk controls and financial planning, in particular the allocation of equity resources and risk capital for business operations
- d) Decisions on Group strategy and other matters reserved to the Board of Directors under the Organization Regulations
- e) Appointment and removal of (i) the Group Chief Executive Officer, (ii) such other members of the Group Executive Board as the Organization Regulations require to be appointed by the Board of Directors, and (iii) the Head of Group Internal Audit
- f) Decisions on increasing the share capital, to the extent this falls within the authority of the Board of Directors (Art. 651 paragraph 4 of the Swiss Code of Obligations), on the report concerning an increase in capital (Art. 652e of the Swiss Code of Obligations) and on the ascertainment of capital increases and the corresponding amendments to the Articles of Association.

**Supervision,  
control**

**Article 25**

Supervision and control of the business management comprises in particular the following:

- a) Review of the annual report, consolidated and parent company financial statements as well as quarterly financial statements
- b) Acceptance of regular reports covering the course of business and the position of the Group, the status and development of country, counter-party and market risks and the extent to which equity and risk capital are tied up due to business operations
- c) Consideration of reports prepared by the Auditors concerning the annual financial statements.

**Delegation,  
Organization  
Regulations**

**Article 26**

The Board of Directors may delegate part of its authority to one or more of its members subject to Arts. 24 and 25. The allocation of authority and functions shall be defined in the Organization Regulations.

**Signatures**

**Article 27**

<sup>1</sup> Signing in the name of the company requires two authorized signatures to be binding.

<sup>2</sup> All details shall be determined in the Organization Regulations and in a special Group Directive.

**Remuneration**

**Article 28**

The Board of Directors shall determine the remuneration of its members.

# Corporate bodies

## C. Group Executive Board

<b>Organization</b>	<b>Article 29</b> The Group Executive Board is composed of the Group Chief Executive Officer and at least three other members as further set forth in the Organization Regulations.
<b>Functions, authorities</b>	<b>Article 30</b> <sup>1</sup> The Group Executive Board, acting under the leadership of the Group Chief Executive Officer, is responsible for the management of the Group. It is the supreme executive body as defined by the Swiss Federal Law on Banks and Savings Banks. It implements the Group strategy decided by the Board of Directors and ensures the execution of the decisions of the Board of Directors. It is responsible for the Group's results.  <sup>2</sup> The responsibilities and authorities of the Group Executive Board and other management units designated by the Board of Directors are defined by the Organization Regulations.



# Corporate bodies

## D. Auditors

### **Term of office, authority and duties**

#### **Article 31**

<sup>1</sup> An auditing company subject to governmental supervision as required by law is to be appointed as Auditors.

<sup>2</sup> The shareholders in the General Meeting shall elect the Auditors for a term of office of one year. The rights and duties of the Auditors are determined by the provisions of the law.

<sup>3</sup> The General Meeting may appoint Special Auditors for a term of three years, who provide the attestations required for capital increases.

# Section 4

## Financial statements and appropriation of profit, reserves

<b>Financial year</b>	<b>Article 32</b> The consolidated and parent company financial accounts are closed on December 31 of each year.
<b>Appropriation of disposable profit</b>	<b>Article 33</b> <sup>1</sup> At least 5% of the profit for the year is allocated to the general statutory reserve until such time as said reserve amounts to 20% of the share capital.  <sup>2</sup> The remaining profit is, subject to the provisions of the Swiss Code of Obligations and of the Federal Banking law, at the disposal of the shareholders in General Meeting who may also use it for the formation of free or special reserves.
<b>Reserves</b>	<b>Article 34</b> The shareholders in General Meeting determine the utilization of the general reserve in accordance with the legal provisions acting upon the recommendations of the Board of Directors.

# Section 5

## Notices and jurisdiction

**Official publication media**      **Article 35**  
Public notices appear in the Swiss official commercial gazette (in French “Feuille Officielle Suisse du Commerce”, or German “Schweizerisches Handelsamtsblatt”). The Board of Directors may designate other publications as well.

**Jurisdiction**      **Article 36**  
Jurisdiction for any disputes arising out of the corporate relationship shall be at both the registered offices of the Corporation, with the exception of legal actions in connection with the contestation or nullity of decisions of the shareholders’ meeting or the nullity of Board of Directors’ decisions, where jurisdiction shall exclusively be with the courts of Zurich.

UBS AG  
Board of Directors  
P.O. Box  
CH-8098 Zurich

