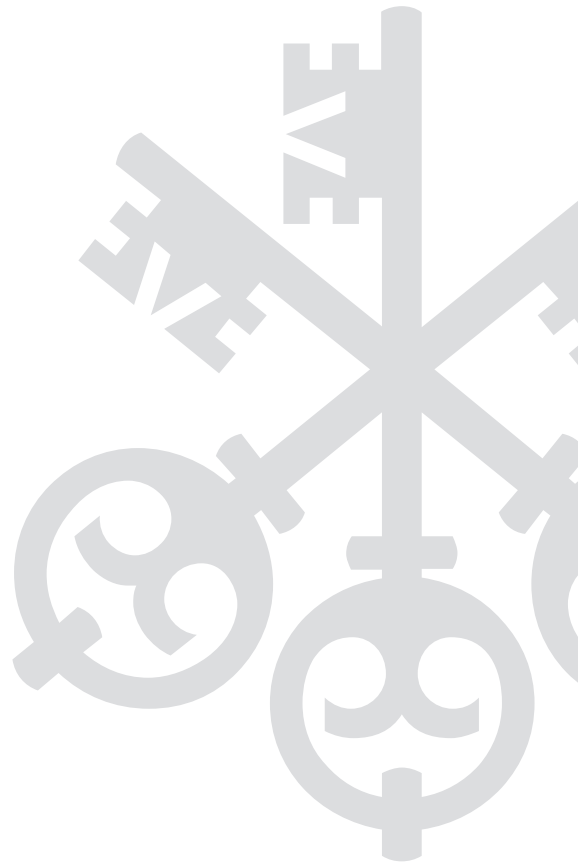




UBS AG

Invitation to the **Annual General Meeting**
of UBS AG



Thursday, 7 May 2015, 8:30 a.m.
(Doors open at 8:00 a.m.)

Messe Basel
Messeplatz, Halle 1.0 Nord, Basel

Dear shareholders,

We are pleased to invite you to the Annual General Meeting of UBS AG. It will take place on Thursday, 7 May 2015, at 8:30 a.m., at the Messe Basel, Messeplatz, Halle 1.0 Nord in Basel. Doors open at 8:00 a.m.

Agenda

1. Annual report, UBS AG consolidated and standalone financial statements for the financial year 2014
 - 1.1. Approval of annual report and UBS AG consolidated and standalone financial statements
 - 1.2. Advisory vote on the UBS Group AG Compensation Report 2014
2. Appropriation of retained earnings and distribution of dividend
 - 2.1. Appropriation of retained earnings
 - 2.2. Distribution of a dividend out of capital contribution reserve in either cash or UBS AG shares
 - 2.3. Supplementary distribution of a dividend out of capital contribution reserve upon the completion of the acquisition of all shares in UBS AG by UBS Group AG
3. Approval of new Article 4a para. 3 of the UBS AG Articles of Association
4. Discharge of the members of the Board of Directors and the Group Executive Board for the financial year 2014
5. Approval of the aggregate amount of variable compensation for the members of the Group Executive Board for the financial year 2014
6. Approval of the maximum aggregate amount of fixed compensation for the members of the Group Executive Board for the financial year 2016
7. Elections
 - 7.1. Re-election of members of the Board of Directors
 - 7.1.1. Axel A. Weber as Chairman of the Board of Directors
 - 7.1.2. Michel Demaré
 - 7.1.3. David Sidwell
 - 7.1.4. Reto Francioni
 - 7.1.5. Ann F. Godbehere
 - 7.1.6. Axel P. Lehmann
 - 7.1.7. William G. Parrett
 - 7.1.8. Isabelle Romy
 - 7.1.9. Beatrice Weder di Mauro
 - 7.1.10. Joseph Yam
 - 7.2. Election of a new member to the Board of Directors: Jes Staley

- 7.3. Election of members of the Human Resources and Compensation Committee
 - 7.3.1. Ann F. Godbehere
 - 7.3.2. Michel Demaré
 - 7.3.3. Reto Francioni
 - 7.3.4. Jes Staley
- 8. Approval of the maximum aggregate amount of compensation for the members of the Board of Directors from the 2015 Annual General Meeting to the 2016 Annual General Meeting
- 9. Re-elections
 - 9.1. Re-election of the independent proxy, ADB Altorfer Duss & Beilstein AG, Zurich
 - 9.2. Re-election of the auditors, Ernst & Young Ltd, Basel
 - 9.3. Re-election of the special auditors, BDO AG, Zurich
- 10. Approval of new Article 2 para. 4 of the UBS AG Articles of Association

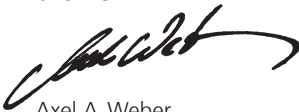
Inclusion of items on the agenda

On 13 February 2015, UBS AG published a notice in the Swiss Official Gazette of Commerce (Schweizerisches Handelsamtsblatt) and on its website at www.ubs.com/agm, inviting qualifying shareholders to submit their requests for the inclusion of individual items on the agenda by 2 March 2015. No requests were submitted in accordance with the Articles of Association of UBS AG.

Zurich and Basel, 1 April 2015

Yours sincerely,

UBS AG



Axel A. Weber
Chairman



Luzius Cameron
Company Secretary

Item 1

Annual report, UBS AG consolidated and standalone financial statements for the financial year 2014

1.1. Approval of annual report and UBS AG consolidated and standalone financial statements

A. Motion

The Board of Directors proposes that the annual report on the financial year 2014 and the UBS AG consolidated and standalone financial statements for 2014 be approved.

B. Explanation

The "Financial information" section of UBS AG's Annual Report 2014 contains the consolidated and standalone financial statements of UBS AG. Additional information on the strategy, organization and activities of UBS AG, the business divisions and the Corporate Center, as well as on risk management and control, can be found in the "UBS Group – Changes to our legal structure," "Operating environment and strategy," "Financial and operating performance" and "Risk, treasury and capital management" sections of the Annual Report 2014. Information relating to corporate governance as required by the applicable Swiss laws and regulations, in particular the SIX Swiss Exchange's Directive on Information Relating to Corporate Governance, the Swiss Code of Obligations and the Ordinance Against Excessive Compensation in Listed Corporations, can be found in the section "Corporate governance, responsibility and compensation" of the Annual Report 2014. The Annual Report 2014 is also available on the internet at www.ubs.com/annualreport. Shareholders registered in the share register in Switzerland and shareholders in the US who are registered with Computershare will receive the abovementioned reporting as per their individual orders.

Net profit attributable to UBS AG shareholders was CHF 3,502 million compared with CHF 3,172 million in 2013. We recorded an operating profit before tax of CHF 2,469 million compared with CHF 3,272 million, largely reflecting an increase of CHF 1,096 million in operating expenses, driven by CHF 893 million higher charges for litigation, regulatory and similar matters. Operating income increased by CHF 294 million, due to higher net fee and commission income, largely offset by a decline in net interest and trading income. We recorded a net tax benefit of CHF 1,180 million compared with a net tax benefit of CHF 110 million in the prior year, reflecting net upward revaluations of deferred tax assets in both years, which more than offset tax expenses for taxable profits.

Total balance sheet assets stood at CHF 1,062 billion on 31 December 2014 compared with CHF 1,013 billion on 31 December 2013. Equity attributable to UBS AG shareholders increased by CHF 4.1 billion to CHF 52.1 billion as of 31 December 2014.

On a fully applied basis, UBS AG's consolidated Basel III common equity tier 1 (CET1) capital stood at CHF 30,805 million as of 31 December 2014 and risk-weighted assets were CHF 217,158 million, resulting in a CET1 capital ratio of 14.2%. On a phase-in basis, UBS AG's consolidated Basel III CET1 capital stood at CHF 44,090 million as of 31 December 2014 and risk-weighted assets were CHF 221,150 million, resulting in a CET1 capital ratio of 19.9%.

On a standalone basis, UBS AG recorded a net profit of CHF 7,849 million in 2014, compared with CHF 2,753 million in 2013. Profit before extraordinary items and tax increased by CHF 1,902 million to CHF 3,267 million, mainly as operating profit increased by CHF 2,034 million, reflecting CHF 1,351 million higher operating income, as well as CHF 683 million lower operating expenses. In addition, impairments of investments in subsidiaries and other participations declined by CHF 860 million. These effects were partly offset by higher allowances, provisions and losses, which increased by CHF 954 million, mainly due to higher charges for provisions for litigation, regulatory and similar matters. Extraordinary income increased by CHF 3,183 million to CHF 4,850 million, mainly reflecting higher reversals of impairments and provisions of subsidiaries and other participations of CHF 3,670 million. The tax expense in 2014 was CHF 212 million compared with CHF 270 million in 2013.

In their reports to the Annual General Meeting, Ernst & Young Ltd, Basel, as auditors, recommended without qualification that the consolidated and standalone financial statements of UBS AG be approved. The auditors confirm that, in their opinion, the consolidated financial statements present fairly, in all material respects, the financial position of UBS AG and its subsidiaries and the consolidated results of operations and the cash flows, in accordance with the International Financial Reporting Standards (IFRS), and that they comply with Swiss law. With respect to the UBS AG standalone financial statements, the auditors confirm that these comply with Swiss law and with the Articles of Association of UBS AG.

1.2. Advisory vote on the UBS Group AG Compensation Report 2014

A. Motion

The Board of Directors proposes that the UBS Group AG Compensation Report 2014 be ratified in an advisory vote.

B. Explanation

The UBS Group AG Compensation Report 2014 is a chapter in the UBS Group AG Annual Report 2014. It explains the governance and principles behind the compensation structure at UBS Group AG and UBS AG, including the link between pay and performance. It contains information on the UBS Total Reward Principles and sets out the compensation framework of the management and Board of Directors in accordance with all applicable laws and regulations. The UBS AG Compensation Report 2014 includes only information that is required in accordance with the Swiss Ordinance against Excessive Compensation in Listed Stock Corporations. This information is equivalent to the information disclosed in the UBS Group AG Compensation Report 2014. The UBS Group AG Compensation Report 2014 is available electronically under www.ubs.com/annualreport. In addition, the enclosed brochure "Shareholder information on compensation votes at the UBS AG Annual General Meeting 2015" sets out further details in relation to the proposed vote.

The vote on the UBS Group AG Compensation Report 2014 is advisory in nature.

Item 2

Appropriation of retained earnings and distribution of dividend

2.1. Appropriation of retained earnings

A. Motion

The Board of Directors proposes the following appropriation of retained earnings:

<i>CHF million</i>	31 December 2014
Net profit for the year	7,849
Appropriation to general reserve: retained earnings	7,849

B. Explanation

On a standalone basis, UBS AG recorded a net profit of CHF 7,849 million in 2014, which the Board of Directors proposes to attribute to the general reserve. A dividend is proposed to be paid out as outlined under the separate agenda items 2.2. and 2.3. below.

2.2. Distribution of a dividend out of capital contribution reserve in either cash or UBS AG shares

A. Motion

The Board of Directors proposes a distribution per share, at the election of each shareholder, of either (i) CHF 0.50 in cash, to be paid out of the capital contribution reserve, or (ii) a number of new UBS AG shares to be determined so as to be of substantially equivalent value to CHF 0.50.

For those shareholders electing to receive shares, the number of held UBS AG shares required to receive one new UBS AG share will be calculated by dividing the reference price (which will be based on the one-day VWAP of the UBS Group AG share on the SIX Swiss Exchange on the first trading day after the last day an election may be made) by CHF 0.50 (the "Conversion Factor"). For those shareholders electing to receive new UBS AG shares as dividend for all their UBS AG shares held (or a portion thereof), the number of their UBS AG shares held (or such portion) will be divided by the Conversion Factor and rounded down to the next full number. The rounding down will be compensated in cash (in an amount between CHF 0.01 and the reference price).

The elections must be made between 8 May and 21 May 2015 (subject to any extension if so determined by the Board of Directors). Absent a valid and timely election, shareholders will receive CHF 0.50 per share in cash, as if the cash election had been chosen. The Board of Directors shall determine further details and terms for this dividend, including record and payment dates.

This dividend is subject to the registration of the UBS AG Articles of Association, as amended as proposed under agenda item 3 (Approval of new Article 4a para. 3 of the UBS AG Articles of Association), with the competent commercial registers.

B. Explanation

The proposed motion aims to give shareholders the possibility of electing to receive, for each share held by them, either CHF 0.50 in cash (the "Cash Election") or a number of new UBS AG shares to be determined so as to be of substantially equivalent value as the Cash Election (the "Share Election"). This is referred to as cash or title dividend or "COTD."

If shareholders do not make an election, they will receive CHF 0.50 per share in cash, as if the Cash Election had been chosen.

The number of held UBS AG shares required for a shareholder making the Share Election to receive one new UBS AG share will be calculated by dividing the reference price (which will be based on the VWAP of the UBS Group AG share on the SIX Swiss Exchange on the first trading day after the last day an election may be made, anticipated to be 22 May 2015) by CHF 0.50 (the "Conversion Factor"). If a shareholder makes a Share Election for all of his UBS AG shares held (or a portion thereof), the number of his UBS AG shares held (or such portion) will be divided by the Conversion Factor and rounded down to the next full number. The rounding down will be compensated in cash (in an amount between CHF 0.01 and the reference price).

By way of example, if a shareholder owns 2,000 shares and the reference price is CHF 17.51, shareholders choosing the Share Election will receive 57 new shares and cash compensation of CHF 1.93.

Provided that the proposed COTD is approved, the payment of CHF 0.50 per share and the distribution of the new UBS AG shares is expected to be made on 27 May 2015 to the holders of shares on the applicable record date. The UBS AG shares are expected to be traded ex-dividend on the SIX Swiss Exchange as of 22 May 2015, and accordingly the last day on which the shares may be traded on the SIX Swiss Exchange with entitlement to receive a dividend is expected to be 21 May 2015.

The purpose of the COTD is to provide a mechanism for UBS Group AG to ensure that its holding in UBS AG's registered share capital is, irrespective of the manner of calculation of the applicable threshold, above the 98% required to successfully complete a proceeding under Article 33 of the Swiss Stock Exchange Act, pursuant to which the remaining minority shareholders will have their UBS AG shares cancelled and new UBS Group AG shares issued to them; this procedure is less costly to UBS AG and its shareholders than possible alternatives (e.g. merger according to Article 8 para. 3 and Article 18 para. 5 Merger Act).

Further information on the COTD will be made available to eligible shareholders on 7 May 2015 on the website of UBS AG, www.ubs.com/agm, or upon request in paper form, (e-mail to: swiss-prospectus@ubs.com), if shareholders approve this proposal and the proposal under agenda item 3 (new conditional share capital). Shareholders will be contacted for the election process by their custodian bank or the UBS AG shareholders' register to the extent they are domiciled in an eligible jurisdiction. If not, they will receive the cash dividend.

2.3. Supplementary distribution of a dividend out of capital contribution reserve upon the completion of the acquisition of all shares in UBS AG by UBS Group AG

A. Motion

In addition to the dividend proposed under agenda item 2.2., the Board of Directors proposes the distribution of a dividend of CHF 0.25 per UBS AG share of CHF 0.10 par value out of the capital contribution reserve ("Supplementary Dividend") under the conditions precedent that:

- (i) UBS Group AG has, directly or indirectly, acquired all of the outstanding shares of UBS AG (be it through a share cancellation procedure under Article 33 of the Swiss Stock Exchange Act, through a triangular merger of UBS AG into a fully owned subsidiary of UBS Group AG, or otherwise) ("Acquisition Condition"); and
- (ii) at the time the Acquisition Condition is met, UBS AG and UBS Group AG each meet the minimum regulatory capital requirements under Swiss law on a consolidated basis as well as UBS AG on a standalone basis after giving effect to the payment of the Supplementary Dividend ("Regulatory Condition").

The record and payment date of this Supplementary Dividend shall be determined by the Board of Directors. The resolution shall expire if the Acquisition Condition or the Regulatory Condition is not met before the date of UBS AG's Annual General Meeting 2016.

B. Explanation

In connection with the creation of the holding company, the Board of Directors announced its intention to propose to the UBS Group AG shareholders that they approve the supplemental distribution of a dividend of at least CHF 0.25 per UBS Group AG share out of capital contribution reserve ("Supplementary Dividend"), provided that UBS Group AG acquired all outstanding shares in UBS AG. This Supplementary Dividend reflects the improvement of the resolvability of the UBS Group, and the resulting eligibility for a capital rebate under the Swiss too big to fail regulations.

In order to ensure that such a dividend can be paid at the UBS Group AG level, it is proposed to have an identical dividend at the UBS AG level as it is proposed to UBS Group AG shareholders. The dividend is only paid if UBS Group AG has, directly or indirectly, acquired all of the outstanding shares of UBS AG. While the dividend proposed under this agenda item is thus expected to be paid to UBS Group AG, the then sole shareholder of UBS AG, current UBS AG minority shareholders will receive the supplementary dividend on the UBS Group AG level if their UBS AG shares have been cancelled and new UBS Group AG shares issued to them in a proceeding under Article 33 of the Swiss Stock Exchange Act, subject to the terms and conditions of the Supplementary Dividend as approved by UBS Group AG's Annual General Meeting.

<i>CHF million, except where indicated</i>	31 December 2014
Total capital contribution reserve before proposed distribution^{1, 2}	40,782
Proposed ordinary distribution of capital contribution reserve within general reserve: CHF 0.50 per dividend-bearing share ³	(1,922) ⁴
Proposed supplementary distribution of capital contribution reserve within general reserve: CHF 0.25 per dividend-bearing share ³	(961)
Total capital contribution reserve after proposed distribution	37,899

¹ As presented on the balance sheet, the capital contribution reserve of CHF 40,782 million is a component of the general reserve of CHF 28,453 million after taking into account negative retained earnings of CHF 12,329 million. ² Effective 1 January 2011, the Swiss withholding tax law provides that payments out of the capital contribution reserve are not subject to withholding tax. This law has led to interpretational differences between the Swiss Federal Tax Authorities and companies about the qualifying amounts of capital contribution reserve and the disclosure in the financial statements. In view of this, the Swiss Federal Tax Authorities have confirmed that UBS would be able to repay to shareholders CHF 27.4 billion of disclosed capital contribution reserve (status as of 1 January 2011) without being subject to the withholding tax deduction that applies to dividends paid out of retained earnings. This amount reduced to CHF 25.6 billion as of 31 December 2014 subsequent to the distributions approved by the AGM 2012, 2013 and 2014. The decision about the remaining amount has been deferred to a future point in time. ³ Dividend-bearing shares are all shares issued except for treasury shares held by UBS AG as of the record date. The CHF 1,922 million and CHF 961 million presented are based on the total number of shares issued as of 31 December 2014. ⁴ Based on a distribution in cash.

Item 3

Approval of new Article 4a para. 3 of the UBS AG Articles of Association

A. Motion

The Board of Directors proposes to create new conditional share capital in the maximum amount of CHF 5,000,000 for purposes of the cash or title dividend proposed under agenda item 2.2. and thus to include a new Article 4a para. 3 in the UBS AG Articles of Association as follows:

“Article 4a

[...]

³ The share capital may be increased by a maximum of 50,000,000 fully paid registered shares with a nominal value of CHF 0.10 each by a maximum of CHF 5,000,000 through the exercise of options which the Company will grant in connection with the cash or title dividend distributed in the year 2015. Grants of options shall be made either to all shareholders or to a third or affiliated party which – exclusively for the creation of shares in favor of those shareholders who have elected a title dividend – exercises the options and fully pays up the shares in cash. Within these limits, the pre-emptive rights and the advanced subscription rights of the shareholders are excluded. The conditions of the options shall be determined by the Board of Directors taking into consideration the pre-requisites of the cash or title dividend. The acquisition of shares through the exercise of options, 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 addition, the subtitle “Employee participation plan UBS AG” in Article 4a of the Articles of Association is to be deleted. The rest of the Articles of Association remains unchanged.

B. Explanation

In order to be able to source new shares to shareholders who made the Share Election under the cash or title dividend (see agenda item 2.2.), the Board of Directors proposes to create a new conditional share capital in the maximum amount of CHF 5,000,000, corresponding to a maximum of 50,000,000 fully paid in registered shares with a nominal value of CHF 0.10 each. The exact number of shares used for this dividend depends on (i) the number of Share Elections validly and timely received and (ii) the exact calculation of the number of shares required to receive one new share (see agenda item 2.2., Explanation). The maximum amount of this conditional share capital has been calculated based on the number of shares indicated to be elected by UBS Group AG and taking into account a reasonable margin if all other shareholders choose the Share Election.

The new conditional capital according to Article 4a para. 3 of the UBS AG Articles of Association may only be used for the cash or title dividend. The approval of this proposal is a condition precedent for the distribution of the dividend according to agenda item 2.2.

Item 4

Discharge of the members of the Board of Directors and the Group Executive Board for the financial year 2014

A. Motion

The Board of Directors proposes that the discharge of the members of the Board of Directors and the Group Executive Board for the financial year 2014 be granted.

According to the Swiss Ordinance against Excessive Compensation in Listed Stock Corporations, the compensation-related agenda items 5, 6 and 8 are put to vote at both the UBS AG and the UBS Group AG Annual General Meeting. The respective amounts are identical. The proposed amounts are subject to the same amounts being also approved by the UBS Group AG shareholders. Approved amounts covered in both Annual General Meetings are not accumulated.

Item 5

Approval of the aggregate amount of variable compensation for the members of the Group Executive Board for the financial year 2014

A. Motion

The Board of Directors proposes that the aggregate amount of variable compensation of CHF 58,403,535 for the members of the Group Executive Board for the financial year 2014 be approved.

B. Explanation

In accordance with Article 43 para. 1 lit. c of the UBS AG Articles of Association, the General Meeting shall approve the aggregate amount of variable compensation for the members of the Group Executive Board for the financial year 2014. The proposed aggregate amount includes any immediate cash to be received along with any deferred awards. This amount does not include legally required employer's contributions to social security. The enclosed brochure "Shareholder information on compensation votes at the UBS AG Annual General Meeting 2015" sets out further details in relation to the proposed vote. The UBS Group AG Compensation Report 2014 is available electronically under www.ubs.com/annualreport.

Item 6

Approval of the maximum aggregate amount of fixed compensation for the members of the Group Executive Board for the financial year 2016

A. Motion

The Board of Directors proposes that the maximum aggregate amount of fixed compensation of CHF 25,000,000 for the members of the Group Executive Board for the financial year 2016 be approved.

B. Explanation

In accordance with Article 43 para. 1 lit. b of the UBS AG Articles of Association, the General Meeting shall approve the maximum aggregate amount of fixed compensation for the members of the Group Executive Board for the financial year 2016. The proposed aggregate amount does not include legally required employer's contributions to social security. The enclosed brochure "Shareholder information on compensation votes at the UBS AG Annual General Meeting 2015" sets out further details in relation to the proposed vote. The UBS Group AG Compensation Report 2014 is available electronically under www.ubs.com/annualreport.

Item 7

Elections

7.1. Re-election of members of the Board of Directors

The Board of Directors proposes that Axel A. Weber, Michel Demaré, David Sidwell, Reto Francioni, Ann F. Godbehere, Axel P. Lehmann, William G. Parrett, Isabelle Romy, Beatrice Weder di Mauro and Joseph Yam, each of whom's term of office expires at the 2015 Annual General Meeting, be re-elected for a one-year term of office.



7.1.1. Axel A. Weber as Chairman of the Board of Directors

A. Motion

The Board of Directors proposes that Axel A. Weber be re-elected as the Chairman of the Board for a one-year term of office.

B. Explanation

Axel A. Weber's term of office as Chairman of the Board of Directors expires at the 2015 Annual General Meeting. He is prepared to stand for re-election.

Axel A. Weber (born 1957) was elected to the Board of Directors at the 2012 Annual General Meeting of UBS AG and has been Chairman of UBS AG since 2012. He was President of the German Bundesbank between 2004 and 2011, during which time he also served as a member of the Governing Council of the European Central Bank, a member of the Board of Directors of the Bank for International Settlements, German governor of the International Monetary Fund, and as a member of the G7 and G20 Ministers and Governors.

Axel A. Weber chairs the Corporate Culture and Responsibility Committee and the Governance and Nominating Committee.



7.1.2. Michel Demaré

A. Motion

The Board of Directors proposes that Michel Demaré be re-elected for a one-year term of office.

B. Explanation

Michel Demaré's term of office expires at the 2015 Annual General Meeting. He is prepared to stand for re-election.

Michel Demaré (born 1956) was elected to the Board of Directors at the 2009 Annual General Meeting of UBS AG and appointed independent Vice Chairman by the Board of Directors in April 2010. He has been Chairman of the Board of Syngenta since 2013. He was Chief Financial Officer (CFO) at ABB from 2005 to 2013. He is on the board of Louis Dreyfus Commodities Holdings BV.

Michel Demaré is a member of the Audit Committee, the Governance and Nominating Committee and the Human Resources and Compensation Committee.



7.1.3. David Sidwell

A. Motion

The Board of Directors proposes that David Sidwell be re-elected for a one-year term of office.

B. Explanation

David Sidwell's term of office expires at the 2015 Annual General Meeting. He is prepared to stand for re-election.

David Sidwell (born 1953) was elected to the Board of Directors at the 2008 Annual General Meeting of UBS AG and appointed Senior Independent Director by the Board of Directors in April 2010. He was Executive Vice President and CFO of Morgan Stanley in New York between 2004 and 2007 and retired at the end of 2007. He is on the board of Fannie Mae and ACE Limited.

David Sidwell chairs the Risk Committee and is a member of the Governance and Nominating Committee.



7.1.4. Reto Francioni

A. Motion

The Board of Directors proposes that Reto Francioni be re-elected for a one-year term of office.

B. Explanation

Reto Francioni's term of office expires at the 2015 Annual General Meeting. He is prepared to stand for re-election.

Reto Francioni (born 1955) was elected to the Board of Directors at the 2013 Annual General Meeting of UBS AG. He has been Chief Executive Officer (CEO) of Deutsche Börse AG since 2005. Since 2006, he has been a professor of applied capital markets theory at the University of Basel. From 2002 to 2005, he was Chairman of the Supervisory Board and President of the SWX Group, Zurich.

Reto Francioni is a member of the Corporate Culture and Responsibility Committee and the Human Resources and Compensation Committee.



7.1.5. Ann F. Godbehere

A. Motion

The Board of Directors proposes that Ann F. Godbehere be re-elected for a one-year term of office.

B. Explanation

Ann F. Godbehere's term of office expires at the 2015 Annual General Meeting. She is prepared to stand for re-election.

Ann F. Godbehere (born 1955) was elected to the Board of Directors at the 2009 Annual General Meeting of UBS AG. She was appointed CFO and Executive Director of Northern Rock in February 2008, serving in these roles during the initial phase of the business' public ownership – she left at the end of January 2009. Prior to this role, she served as CFO of Swiss Re Group from 2003 to 2007. Ann F. Godbehere is a board member and Chairperson of the audit committees of Prudential plc, Rio Tinto plc and Rio Tinto Limited in London. She is also a board member of British American Tobacco plc and sits on its audit committee.

Ann F. Godbehere chairs the Human Resources and Compensation Committee and is a member of the Audit Committee.



7.1.6. Axel P. Lehmann

A. Motion

The Board of Directors proposes that Axel P. Lehmann be re-elected for a one-year term of office.

B. Explanation

Axel P. Lehmann's term of office expires at the 2015 Annual General Meeting. He is prepared to stand for re-election.

Axel P. Lehmann (born 1959) was elected to the Board of Directors at the 2009 Annual General Meeting of UBS AG. He has been a member of the Group Executive Committee and, since 2008, Group Chief Risk Officer of Zurich Insurance Group (Zurich). In addition, he was made Zurich's Regional Chairman Europe as well as Chairman of the Board of Farmers Group Inc. in 2011.

Axel P. Lehmann is a member of the Risk Committee.



7.1.7. William G. Parrett

A. Motion

The Board of Directors proposes that William G. Parrett be re-elected for a one-year term of office.

B. Explanation

William G. Parrett's term of office expires at the 2015 Annual General Meeting. He is prepared to stand for re-election.

William G. Parrett (born 1945) was elected to the Board of Directors at the Extraordinary General Meeting of UBS AG in October 2008. He served his entire career with Deloitte Touche Tohmatsu and was CEO from 2003 until his retirement in 2007. William G. Parrett is on the boards of the Eastman Kodak Company, the Blackstone Group LP, and Thermo Fisher Scientific Inc., and chairs each company's audit committee. He is also on the board of IGATE.

William G. Parrett chairs the Audit Committee and is a member of the Corporate Culture and Responsibility Committee.



7.1.8. Isabelle Romy

A. Motion

The Board of Directors proposes that Isabelle Romy be re-elected for a one-year term of office.

B. Explanation

Isabelle Romy's term of office expires at the 2015 Annual General Meeting. She is prepared to stand for re-election.

Isabelle Romy (born 1965) was elected to the Board of Directors at the 2012 Annual General Meeting of UBS AG. She is a partner at Froriep, a large Swiss business law firm. From 1995 to 2012, she worked for another major Swiss law firm based in Zurich, where she was a partner from 2003 to 2012. Isabelle Romy has been Vice Chairman of the sanction commission of SIX Swiss Exchange since 2008.

Isabelle Romy is a member of the Audit Committee and the Governance and Nominating Committee.



7.1.9. Beatrice Weder di Mauro

A. Motion

The Board of Directors proposes that Beatrice Weder di Mauro be re-elected for a one-year term of office.

B. Explanation

Beatrice Weder di Mauro's term of office expires at the 2015 Annual General Meeting. She is prepared to stand for re-election.

Beatrice Weder di Mauro (born 1965) was elected to the Board of Directors at the 2012 Annual General Meeting of UBS AG. She has been a professor of economics, economic policy and international macro-economics at the Johannes Gutenberg University of Mainz since 2001. She is on the boards of Roche Holding Ltd. and Robert Bosch GmbH.

Beatrice Weder di Mauro is a member of the Audit Committee and the Risk Committee.



7.1.10. Joseph Yam

A. Motion

The Board of Directors proposes that Joseph Yam be re-elected for a one-year term of office.

B. Explanation

Joseph Yam's term of office expires at the 2015 Annual General Meeting. He is prepared to stand for re-election.

Joseph Yam (born 1948) was elected to the Board of Directors at the 2011 Annual General Meeting of UBS AG. He is Executive Vice President of the China Society for Finance and Banking and in that capacity has served as an advisor to the People's Bank of China since 2009. He served as the Hong Kong Monetary Authority's Chief Executive from 1993 until his retirement in 2009. He is on the boards of Johnson Electric Holdings Limited and UnionPay International Co., Ltd.

Joseph Yam is a member of the Corporate Culture and Responsibility Committee and the Risk Committee.



7.2. Election of a new member to the Board of Directors: Jes Staley

A. Motion

The Board of Directors proposes that Jes Staley be elected as a member of the Board of Directors for a one-year term of office.

B. Explanation

Jes Staley (1956) joined BlueMountain Capital Management LLC in 2013 as a managing partner. Prior to joining BlueMountain, Mr. Staley spent over 30 years at J.P. Morgan where he was the CEO of J.P. Morgan's Investment Bank from 2009 to 2013 and CEO of J.P. Morgan Asset Management from 2001 to 2009. Prior to this role, he was head of the Private Banking Division and founding member of J.P. Morgan's equity business and head of Equity Capital Market and Syndicate Groups. He began his banking career at Morgan Guaranty Trust Co. of New York in 1979 after graduating from Bowdoin College with a B.A. in economics.

Jes Staley serves on the boards of the Robin Hood Foundation, CODE Advisors, the Board of Trustees of Bowdoin College, the Investor Advisory Committee on Financial Markets of the Federal Reserve Bank of New York and is a member of the Council on Foreign Relations. He is an American citizen.

Jes Staley complies with the mandate thresholds set forth in Article 31 of the UBS AG Articles of Association.

→ More detailed CVs can be found in the section "Corporate governance, responsibility and compensation" of the Annual Report 2014 as well as on the internet at www.ubs.com/boards

7.3. Election of members of the Human Resources and Compensation Committee

The Board of Directors proposes that Ann F. Godbehere, Michel Demaré and Reto Francioni be re-elected and Jes Staley be elected for a one-year term of office as members of the Human Resources and Compensation Committee.

7.3.1. Ann F. Godbehere

A. Motion

The Board of Directors proposes that Ann F. Godbehere be re-elected as a member of the Human Resources and Compensation Committee for a one-year term of office.

B. Explanation

Ann F. Godbehere's term of office expires at the 2015 Annual General Meeting. She is prepared to stand for re-election as a member of the Human Resources and Compensation Committee.

7.3.2. Michel Demaré

A. Motion

The Board of Directors proposes that Michel Demaré be re-elected as a member of the Human Resources and Compensation Committee for a one-year term of office.

B. Explanation

Michel Demaré's term of office expires at the 2015 Annual General Meeting. He is prepared to stand for re-election as a member of the Human Resources and Compensation Committee.

7.3.3. Reto Francioni

A. Motion

The Board of Directors proposes that Reto Francioni be re-elected as a member of the Human Resources and Compensation Committee for a one-year term of office.

B. Explanation

Reto Francioni's term of office expires at the 2015 Annual General Meeting. He is prepared to stand for re-election as a member of the Human Resources and Compensation Committee.

7.3.4. Jes Staley

A. Motion

The Board of Directors proposes that Jes Staley be elected as a member of the Human Resources and Compensation Committee for a one-year term of office.

B. Explanation

Jes Staley is prepared to stand for election as a new member of the Human Resources and Compensation Committee.

Item 8

Approval of the maximum aggregate amount of compensation for the members of the Board of Directors from the 2015 Annual General Meeting to the 2016 Annual General Meeting

A. Motion

The Board of Directors proposes that the maximum aggregate amount of compensation of CHF 14,000,000 for the members of the Board of Directors for the period from the 2015 Annual General Meeting to the 2016 Annual General Meeting be approved.

B. Explanation

In accordance with Article 43 para. 1 lit. a of the UBS AG Articles of Association the Annual General Meeting shall approve the maximum aggregate amount of compensation for the members of the Board of Directors from the 2015 Annual General Meeting to the 2016 Annual General Meeting. The proposed aggregate amount includes base fees and any relevant retainers for committee membership. This amount does not include UBS's portion related to the legally required social security contributions. The enclosed brochure "Shareholder information on compensation votes at the UBS AG Annual General Meeting 2015" sets out further details in relation to the proposed vote. The UBS Group AG Compensation Report 2014 is available electronically under www.ubs.com/annualreport.

Item 9

Re-elections

9.1. Re-election of the independent proxy, ADB Altorfer Duss & Beilstein AG, Zurich

A. Motion

The Board of Directors proposes that ADB Altorfer Duss & Beilstein AG, Zurich, be re-elected as the independent proxy for a one-year term of office expiring after completion of the Annual General Meeting in 2016.

B. Explanation

ADB Altorfer Duss & Beilstein AG, Zurich, has confirmed to the Board of Directors that it possesses the level of independence required to take on this role.

9.2. Re-election of the auditors, Ernst & Young Ltd, Basel

A. Motion

The Board of Directors proposes that Ernst & Young Ltd, Basel, be re-elected for a one-year term of office as auditors for the financial statements of UBS AG and the consolidated financial statements of the UBS Group.

B. Explanation

Upon the recommendation of the Audit Committee, the Board of Directors proposes that Ernst & Young Ltd, Basel, be re-elected for a further one-year term of office as auditors. Ernst & Young Ltd, Basel, has confirmed to the Board of Directors' Audit Committee that it possesses the level of independence required to take on this role and that its independence will not be affected by additional mandates performed for the UBS Group. Any such additional mandates will require general or specific pre-approval by the Audit Committee. Ernst & Young Ltd, Basel, further confirms that it did not provide, in the period from 1 January to 31 December 2014, any services for UBS AG and its subsidiaries prohibited by the US Securities and Exchange Commission (SEC) for a company's principal auditor.

Ernst & Young Ltd, Basel, has been responsible for auditing consolidated and standalone financial statements of UBS AG since 1998. Further information concerning the independence of UBS's auditors and the fees paid to them can be found in the section "Corporate governance, responsibility and compensation" of the UBS AG Annual Report 2014.

9.3. Re-election of the special auditors, BDO AG, Zurich

A. Motion

The Board of Directors proposes that BDO AG, Zurich, be re-elected for a three-year term of office as special auditors.

B. Explanation

Upon the recommendation of the Audit Committee, the Board of Directors proposes that BDO AG, Zurich, be re-elected for a three-year term of office as special auditors. In accordance with Article 39 para. 3 of the UBS AG Articles of Association, special auditors are responsible for providing the legally required opinions in cases of capital increases.

Item 10

Approval of new Article 2 para. 4 of the UBS AG Articles of Association

A. Motion

The Board of Directors proposes to amend the purpose of UBS AG and to include a new paragraph in the UBS AG Articles of Association as follows:

“Article 2

[...]

⁴ The Corporation may provide loans, guarantees and other kinds of financing and security for Group companies and borrow and invest money on the money and capital markets.”

The rest of the article remains unchanged.

B. Explanation

With the establishment of the holding structure and given that UBS AG is no longer the holding company of the UBS Group, the purpose in the UBS AG Articles of Association shall be amended in order for UBS AG to remain authorized to grant loans, guarantees and other types of financing and security to UBS Group AG and/or sister companies.

Organizational issues

Voting rights

Shareholders entered in the share register of UBS AG on 1 May 2015 at 5 p.m. CEST (on 23 April 2015 at 4:30 p.m. EDT with the US transfer agent Computershare) are entitled to vote at the Annual General Meeting.

No trading restriction on UBS AG shares

The registration of shareholders for voting purposes does not affect the trading of UBS AG shares held by registered shareholders before, during or after the Annual General Meeting. Neither Swiss law nor the Articles of Association of UBS AG impose trading restrictions for shareholders that have been entered in the share register of UBS AG, voting at the upcoming Annual General Meeting.

Admission cards for the Annual General Meeting

Shareholders entered in the share register of UBS AG in Switzerland may order their admission cards by sending the order form attached to this invitation to the following address by 4 May 2015:

UBS AG, Shareholder Services, P.O. Box, CH-8098 Zurich

Shareholders entered in the share register in the United States of America may request their admission cards by writing to the following address by 23 April 2015:

UBS AG, c/o Computershare Trust Company NA, P.O. Box 43102, Providence, Rhode Island 02940, USA

Admission cards will be sent out from 23 April 2015. Issued admission cards will be invalidated if the corresponding shares are sold prior to the Annual General Meeting and if notice of such sale is entered in the share register.

Representation

Shareholders may be represented at the Annual General Meeting by their legal representative, by any other shareholder entitled to vote or by ADB Altorfer Duss & Beilstein AG (Dr. Urs Zeltner, Attorney and Notary), Walchestrasse 15, CH-8006 Zurich as the independent proxy.

In order to appoint, or give instructions to, the independent proxy (ADB Altorfer Duss & Beilstein AG), please complete and sign the enclosed power of attorney form or access www.ubs.com/shareholderportal and follow the guidance that is being displayed on your computer screen. Timely processing can be guaranteed for all forms received by 4 May 2015.

Language

The Annual General Meeting will be held in German.

Miscellaneous

The UBS AG Annual Report and the auditors' reports for the financial year 2014 as well as the UBS Group AG Compensation Report 2014 are available for inspection at UBS AG's head office, UBS AG, Bahnhofstrasse 45, 8001 Zurich.

Speakers are asked to register at the speaker's desk located in the hall before the start of the Annual General Meeting.

The Basel public transport network ticket, that will be enclosed to an ordered admission card, can be used on all public transport in zone 10 to get to the Annual General Meeting (Messeplatz) and back. We recommend using public transport.

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