



UBS Group AG

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



Thursday, 7 May 2015, 2:00 p.m.
(Doors open at 1:00 p.m.)

Messe Basel
Messeplatz, Halle 1.0 Nord, Basel

Dear shareholders,

We are pleased to invite you to the Annual General Meeting of UBS Group AG. It will take place on Thursday, 7 May 2015, at 2:00 p.m., at the Messe Basel, Messeplatz, Halle 1.0 Nord in Basel. Doors open at 1:00 p.m.

This is the first Annual General Meeting of UBS Group AG. UBS Group AG was incorporated on 10 June 2014 as a wholly owned subsidiary of UBS AG. On 29 September 2014, UBS Group AG launched an offer to acquire all the issued ordinary shares of UBS AG in exchange for registered shares of UBS Group AG on a one-for-one basis (“Exchange Offer”). On 28 November 2014, the first settlement of the Exchange Offer was carried out and UBS Group AG became the holding company of the UBS Group and the parent company of UBS AG. UBS Group AG shares started trading on the SIX and also began regular-way trading on the NYSE on the same date.

An Extraordinary General Meeting of UBS Group AG was held on 26 November 2014, in connection with the first settlement of the Exchange Offer. At this meeting, UBS AG, as the sole shareholder of UBS Group AG, elected all members of UBS AG’s Board of Directors to the Board of UBS Group AG. At the same meeting, UBS AG’s Chairman of the Board of Directors and all members of the Human Resources and Compensation Committee were elected to serve as Chairman of the Board of Directors and members of the Human Resources and Compensation Committee of UBS Group AG, respectively. In addition, UBS AG’s independent proxy (ADB Altorfer Duss & Beilstein AG), its auditors (Ernst & Young Ltd) and its special auditors (BDO AG) were elected to serve UBS Group AG in their respective capacities. All these elections are valid for the period up to the 2015 Annual General Meeting of UBS Group AG.

Agenda

1. Annual report, UBS Group AG consolidated and standalone financial statements for the financial year 2014
 - 1.1. Approval of annual report and UBS Group AG consolidated and standalone financial statements
 - 1.2. Advisory vote on the UBS Group AG Compensation Report 2014
2. Appropriation of results and distribution of dividend
 - 2.1. Appropriation of results and distribution of ordinary dividend out of capital contribution reserve
 - 2.2. Supplementary distribution of a dividend out of capital contribution reserve upon the completion of the acquisition of all shares in UBS AG
3. Discharge of the members of the Board of Directors and the Group Executive Board for the financial year 2014
4. Approval of the aggregate amount of variable compensation for the members of the Group Executive Board for the financial year 2014

5. Approval of the maximum aggregate amount of fixed compensation for the members of the Group Executive Board for the financial year 2016
6. Elections
 - 6.1. Re-election of members of the Board of Directors
 - 6.1.1. Axel A. Weber as Chairman of the Board of Directors
 - 6.1.2. Michel Demaré
 - 6.1.3. David Sidwell
 - 6.1.4. Reto Francioni
 - 6.1.5. Ann F. Godbehere
 - 6.1.6. Axel P. Lehmann
 - 6.1.7. William G. Parrett
 - 6.1.8. Isabelle Romy
 - 6.1.9. Beatrice Weder di Mauro
 - 6.1.10. Joseph Yam
 - 6.2. Election of a new member to the Board of Directors: Jes Staley
 - 6.3. Election of members of the Human Resources and Compensation Committee
 - 6.3.1. Ann F. Godbehere
 - 6.3.2. Michel Demaré
 - 6.3.3. Reto Francioni
 - 6.3.4. Jes Staley
7. 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
8. Re-elections
 - 8.1. Re-election of the independent proxy, ADB Altorfer Duss & Beilstein AG, Zurich
 - 8.2. Re-election of the auditors, Ernst & Young Ltd, Basel
 - 8.3. Re-election of the special auditors, BDO AG, Zurich

Inclusion of items on the agenda

On 2 February 2015, UBS Group 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 Group AG.

Zurich, 1 April 2015

Yours sincerely,

UBS Group AG



Axel A. Weber
Chairman



Luzius Cameron
Company Secretary

Item 1

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

1.1. Approval of annual report and UBS Group 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 Group AG consolidated and standalone financial statements for 2014 be approved.

B. Explanation

The "Financial information" section of UBS Group AG's Annual Report 2014 contains the consolidated and standalone financial statements of UBS Group AG. Additional information on the strategy, organization and activities of the Group, 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 Stock 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 Group AG shareholders was CHF 3,466 million compared with CHF 3,172 million in 2013. We recorded an operating profit before tax of CHF 2,461 million compared with CHF 3,272 million, largely reflecting an increase of CHF 1,106 million in operating expenses, driven by CHF 893 million higher charges for litigation, regulatory and similar matters. Operating income increased by CHF 295 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 Group AG shareholders increased by CHF 2.6 billion to CHF 50.6 billion as of 31 December 2014.

On a fully applied basis, UBS Group AG's consolidated Basel III common equity tier 1 (CET1) capital stood at CHF 28,941 million as of 31 December 2014 and risk-weighted assets were CHF 216,462 million, resulting in a CET1 capital ratio of 13.4%. On a phase-in basis, UBS Group AG's consolidated Basel III common equity tier 1 (CET1) capital stood at CHF 42,863 million as of 31 December 2014 and risk-weighted assets were CHF 220,877 million, resulting in a CET1 capital ratio of 19.4%.

On a standalone basis, UBS Group AG recorded a net loss of CHF 10 million for the period 10 June 2014 (its date of incorporation) through to 31 December 2014, mainly due to charges arising from capital tax on the equity of UBS Group AG.

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 Group 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 Group 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 Group AG standalone financial statements, the auditors confirm that these comply with Swiss law and with the Articles of Association of UBS Group 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, 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 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 Group 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 results and distribution of dividend

2.1. Appropriation of results and distribution of ordinary dividend out of capital contribution reserve

A. Appropriation of results

a. Motion

The Board of Directors proposes the following appropriation of results:

<i>CHF million</i>	
Net profit/(loss) for the period	(10)
Appropriation to voluntary earnings reserve	(10)

b. Explanation

On a standalone basis, UBS Group AG recorded a net loss of CHF 10 million for the period 10 June 2014 (its date of incorporation) through to 31 December 2014, which the Board of Directors proposes to carry forward within the voluntary earnings reserve.

B. Distribution of ordinary dividend out of capital contribution reserve

a. Motion

The Board of Directors proposes the distribution of a dividend of CHF 0.50 per UBS Group AG share of CHF 0.10 par value out of capital contribution reserve.

b. Explanation

Provided that the proposed distribution of a dividend out of capital contribution reserve is approved, the payment of CHF 0.50 per share would be made on 13 May 2015 to holders of UBS Group AG shares on the record date 12 May 2015. The shares are expected to be traded ex-dividend as of 11 May 2015, and accordingly the last day on which the shares may be traded with entitlement to receive a payout is expected to be 8 May 2015. Please refer to the table in item 2.2. B. below for further information on the change in capital contribution reserve after the proposed distribution.

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

A. Motion

In addition to the dividend proposed under agenda item 2.1., the Board of Directors proposes the distribution of a dividend of CHF 0.25 per UBS Group AG share of CHF 0.10 par value out of 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 are not met before the date of UBS Group 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 supplementary 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 law.

The Board of Directors therefore proposes that shareholders approve the Supplementary Dividend of CHF 0.25 per UBS Group AG share out of capital contribution reserve, payable subject to the satisfaction of two conditions as determined by the Board of Directors: First, that UBS Group AG has, directly or indirectly, acquired all of the outstanding shares of UBS AG (“Acquisition Condition”). UBS Group AG may acquire the remaining outstanding shares of UBS AG either by way of a share cancellation procedure under Article 33 of the Swiss Stock Exchange Act, by way of a triangular merger of UBS AG into a fully owned subsidiary of UBS Group AG, or otherwise.

Second, at the time the Acquisition Condition is met, UBS AG and UBS Group AG each would meet the minimum regulatory capital requirements under Swiss law on a consolidated basis as well as UBS AG on a standalone basis following payment of the Supplementary Dividend ("Regulatory Condition").

If these conditions are not met before the date of UBS Group AG's 2016 Annual General Meeting, the dividend resolution expires. In such a case, the shareholders of UBS Group AG's 2016 Annual General Meeting will have to decide on a possible renewal of the Supplementary Dividend.

The record and payment date will be set by the Board of Directors and announced at a later date.

<i>CHF million, except where indicated</i>	31 December 2014
Total statutory capital reserve: capital contribution reserve before proposed distribution^{1,2}	39,428
Proposed ordinary distribution of capital contribution reserve within statutory capital reserve: CHF 0.50 per dividend-bearing share ³	(1,859)
Proposed supplementary distribution of capital contribution reserve within statutory capital reserve: CHF 0.25 per dividend-bearing share ³	(929)
Total capital contribution reserve after proposed distribution	36,640

¹ As presented on the balance sheet, the capital contribution reserve of CHF 39,428 million is a component of the statutory capital reserve of CHF 38,321 million after taking into account negative other capital reserve of CHF 1,107 million. ² The Swiss Federal Tax Authorities have confirmed that UBS Group AG would be able to repay to shareholders a maximum amount of CHF 25.6 billion of disclosed capital contribution reserve (status as of 31 December 2014) without being subject to withholding tax deduction that applies to dividends paid out of retained earnings. This assessment reflects the qualification of the capital contribution reserve of UBS AG as a consequence of the reorganization implemented by the share-for-share exchange. ³ Dividend-bearing shares are all shares issued except for treasury shares held by UBS Group AG as of the record date. The CHF 1,859 million and CHF 929 million presented are based on the total number of shares issued as of 31 December 2014.

Item 3

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.

Item 4

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 Group 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 Group 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 5

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 Group 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 Group 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

Elections

6.1. 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.



6.1.1. 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 Chairman of the Board of Directors at the Extraordinary General Meeting of UBS Group AG in November 2014. He 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.



6.1.2. 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 Extraordinary General Meeting of UBS Group AG in November 2014, at which time he was appointed independent Vice Chairman by the Board of Directors. He has been on the Board of Directors of UBS AG since 2009 and its independent Vice Chairman since 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.



6.1.3. 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 Extraordinary General Meeting of UBS Group AG in November 2014, at which time he was appointed Senior Independent Director by the Board of Directors. He has been on the Board of Directors of UBS AG since 2008 and its Senior Independent Director since 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.



6.1.4. 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 Extraordinary General Meeting of UBS Group AG in November 2014. He has been on the Board of Directors of UBS AG since 2013. 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.



6.1.5. 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 Extraordinary General Meeting of UBS Group AG in November 2014. She has been on the Board of Directors of UBS AG since 2009. 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.



6.1.6. 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 Extraordinary General Meeting of UBS Group AG in November 2014. He has been on the Board of Directors of UBS AG since 2009. 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.



6.1.7. 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 Group AG in November 2014. He has been on the Board of Directors of UBS AG since 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.



6.1.8. 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 Extraordinary General Meeting of UBS Group AG in November 2014. She has been on the Board of Directors of UBS AG since 2012. 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.



6.1.9. 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 Extraordinary General Meeting of UBS Group AG in November 2014. She has been on the Board of Directors of UBS AG since 2012. She has been a professor of economics, economic policy and international macroeconomics 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.



6.1.10. 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 Extraordinary General Meeting of UBS Group AG in November 2014. He has been on the Board of Directors of UBS AG since 2011. 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.



6.2. 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 Group 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

6.3. 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.

6.3.1. 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.

6.3.2. 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.

6.3.3. 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.

6.3.4. 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 7

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 Group 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 Group 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 8

Re-elections

8.1. 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.

8.2. 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 Group 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 26 November to 31 December 2014, any services for UBS Group 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 Group AG Annual Report 2014.

8.3. 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 Group AG Articles of Association, special auditors are responsible for providing the legally required opinions in cases of capital increases.

Organizational issues

Voting rights

Shareholders entered in the share register of UBS Group 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 Group AG shares

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

Admission cards for the Annual General Meeting

Shareholders entered in the share register of UBS Group 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 Group 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 Group 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 / live webcast

The Annual General Meeting will be held in German. Simultaneous translations into English and French, and for speeches in other languages, into German, will be available at the meeting. Headsets can be obtained at the entrance of the main hall.

The Annual General Meeting will be broadcast live on the internet via www.ubs.com/agm in English and German.

Miscellaneous

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

The voting device for electronic voting will be handed out upon registration at the validation desk. If you choose to leave the Annual General Meeting before its official end, please return the electronic device to the validation desk.

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.

© UBS AG 2015. The key symbol and UBS are among the registered and unregistered trademarks of UBS. All rights reserved. Printed in Switzerland on chlorine-free paper with mineral oil-reduced inks. Paper production from socially responsible and ecologically sound forestry practices.



UBS Group AG
P.O. Box
CH-8098 Zurich

www.ubs.com

