

Supplemental Listing Document

If you are in any doubt as to any aspect of this document, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, accountant or other professional adviser.

Application has been made to the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for permission to deal in and for quotation of the Certificates (as defined below). The SGX-ST takes no responsibility for the contents of this document, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document. Admission to the Official List of the SGX-ST is not to be taken as an indication of the merits of UBS AG, acting through its London branch, the Certificates, or the Company (as defined below).

**39,500,000 European Style Cash Settled Short Certificates relating to
the ordinary shares of Tencent Holdings Limited
with a Daily Leverage of -5x**

**UBS AG
(Incorporated with limited liability in Switzerland)
acting through its London Branch**

Issue Price: S\$1.15 per Certificate

This document is published for the purpose of obtaining a listing of all the above certificates (the “**Certificates**”) to be issued by UBS AG (the “**Issuer**”) acting through its London branch, and is supplemental to and should be read in conjunction with a base listing document dated 28 June 2024 (the “**Base Listing Document**”), including its supplements and addenda as executed from time to time, for the purpose of giving information with regard to the Issuer and the Certificates. Information relating to the Company (as defined below) is contained in this document.

This document does not constitute or form part of any offer, or invitation, to subscribe for or to sell, or solicitation of any offer to subscribe for or to purchase, Certificates or other securities of the Issuer, nor is it calculated to invite, nor does it permit the making of, offers by the public to subscribe for or purchase for cash or other consideration the Certificates or other securities of the Issuer. Restrictions have been imposed on offers and sales of the Certificates and on distributions of documents relating thereto in the United States, the United Kingdom, the European Economic Area, Singapore and Hong Kong (see “Placing and Sale” contained herein).

The Certificates are complex products. You should exercise caution in relation to them. Investors are warned that the price of the Certificates may fall in value as rapidly as it may rise and holders may sustain a total loss of their investment. The price of the Certificates also depends on the supply and demand for the Certificates in the market and the price at which the Certificates is trading at any time may differ from the underlying valuation of the Certificates because of market inefficiencies. It is not possible to predict the secondary market for the Certificates. Although the Issuer and/or any of its affiliates may from time to time purchase the Certificates or sell additional

Certificates on the market, the Issuer and/or any of its affiliates are not obliged to do so. Investors should also note that there are leveraged risks because the Certificates integrate an inverse leverage mechanism and the Certificates will amplify the movements in the increase, and in the decrease, of the value of the Underlying Stock (as defined below) and if the investment results in a loss, any such loss will be increased by the leverage factor of the Certificates. As such, investors could lose more than they would if they had invested directly in the Underlying Stock.

For the purpose of section 309B(1) of the Securities and Futures Act 2001 of Singapore (the "SFA"), the Issuer has determined, and hereby notifies all relevant persons (as defined in section 309A of the SFA) that the Certificates are classified as capital markets products other than prescribed capital markets products¹ and Specified Investment Products (SIPs)², and may only be sold to retail investors with enhanced safeguards, including an assessment of such investors' investment knowledge or experience.

Prospective purchasers should therefore ensure that they understand the nature of the Certificates and carefully study the risk factors set out in the Base Listing Document and pages 5 to 10 of this document before they invest in the Certificates.

Application has been made to the SGX-ST for permission to deal in and for quotation of the Certificates and the SGX-ST has agreed in principle to grant permission to deal in and for quotation of the Certificates. It is expected that dealings in the Certificates will commence on or about 20 November 2024.

As at the date hereof, the Issuer's long term credit rating by S&P Global Ratings Europe Limited is A+, by Moody's Investors Service Ltd. is Aa2 and by Fitch Ratings Ireland Limited is A+.

The Issuer is regulated by, among others, the Swiss Federal Banking Commission. In the United Kingdom, it is authorised by the Prudential Regulatory Authority and subject to regulation by the Financial Conduct Authority and limited regulation by the Prudential Regulatory Authority.

19 November 2024

¹ As defined in the Securities and Futures (Capital Markets Products) Regulations 2018.

² As defined in the MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products.

Subject as set out below, the Issuer accepts full responsibility for the accuracy of the information contained in this document and the Base Listing Document in relation to itself and the Certificates. To the best of the knowledge and belief of the Issuer (which has taken all reasonable care to ensure that such is the case), the information contained in this document and the Base Listing Document for which it accepts responsibility (subject as set out below in respect of the information contained herein with regard to the Company) is in accordance with the facts and does not omit anything likely to affect the import of such information. The information with regard to the Company as set out herein is extracted from publicly available information. The Issuer accepts responsibility only for the accurate reproduction of such information. No further or other responsibility or liability in respect of such information is accepted by the Issuer.

No persons have been authorised to give any information or to make any representation save as contained in this document or otherwise authorised by the Issuer in connection with the Certificates and, if given or made, such information or representations must not be relied upon as having been authorised by the Issuer. Neither the delivery of this document nor any sale made hereunder shall under any circumstances create any implication that there has been no change in the affairs of the Issuer or its subsidiaries and associates since the date hereof.

This document does not constitute an offer or solicitation by or on behalf of the Issuer to purchase or subscribe for any of the Certificates. The distribution of this document and the offering of the Certificates may, in certain jurisdictions, be restricted by law. The Issuer requires persons into whose possession this document comes to inform themselves of and observe all such restrictions. In particular, the Certificates have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"). Subject to certain exceptions, Certificates, or interests therein, may not at any time be offered, sold, resold or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, any U.S. person (as defined in Regulation S under the Securities Act) or to others for offering, sale or resale in the United States or to any such U.S. person. Offers and sales of Certificates, or interests therein, in the United States or to U.S. persons would constitute a violation of United States securities laws unless made in compliance with registration requirements of the Securities Act or pursuant to an exemption therefrom. A further description of certain restrictions on offering and sale of the Certificates and distribution of this document is given in the section headed "Placing and Sale" contained herein.

The SGX-ST has made no assessment of, nor taken any responsibility for, the financial soundness of the Issuer or the merits of investing in the Certificates, nor have they verified the accuracy or the truthfulness of statements made or opinions expressed in this document.

The Issuer and/or any of its affiliates may repurchase Certificates at any time on or after the date of issue and any Certificates so repurchased may be offered from time to time in one or more transactions in the over-the-counter market or otherwise at prevailing market prices or in negotiated transactions, at the discretion of the Issuer and/or any of its affiliates. Investors should not therefore make any assumption as to the number of Certificates in issue at any time.

References in this document to the "**Conditions**" shall mean references to the Terms and Conditions of the European Style Cash Settled Long/Short Certificates on Single Equities contained in the Base Listing Document. Terms not defined herein shall have the meanings ascribed thereto in the Conditions.

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RISK FACTORS

The following risk factors are relevant to the Certificates:-

- (a) investment in Certificates involves substantial risks including market risk, liquidity risk, and the risk that the Issuer will be unable to satisfy its obligations under the Certificates. Investors should ensure that they understand the nature of all these risks before making a decision to invest in the Certificates. You should consider carefully whether Certificates are suitable for you in light of your experience, objectives, financial position and other relevant circumstances. Certificates are not suitable for inexperienced investors;
- (b) the Certificates constitute direct, general and unsecured contractual obligations of the Issuer and if you purchase the Certificates you are relying upon the creditworthiness of the Issuer and have no rights under the Certificates against any other person. In particular, it should be noted that the Issuer issues a large number of financial instruments, including Certificates, on a global basis and, at any given time, the financial instruments outstanding may be substantial. If you purchase the Certificates you are relying upon the creditworthiness of the Issuer and have no rights under the Certificates against the Company which has issued the Underlying Stock (as defined below). The Issuer has substantially no obligation to a Certificate Holder (as defined in the Conditions) other than to pay amounts in accordance with the terms thereof as set forth herein and in the Base Listing Document. The Issuer does not in any respect underwrite or guarantee the performance of any Certificate. Any profit or loss realised by a Certificate Holder in respect of a Certificate upon exercise or otherwise due to changes in the value of such Certificate or the Underlying Stock is solely for the account of such Certificate Holder. In addition, the Issuer shall have the absolute discretion to put in place any hedging transaction or arrangement which it deems appropriate in connection with any Certificate or the Underlying Stock. A reduction in the rating, if any, accorded to outstanding debt securities of the Issuer by any one of its rating agencies could result in a reduction in the trading value of the Certificates;
- (c) since the Certificates relate to the price of the Underlying Stock, certain events relating to the Underlying Stock may cause adverse movements in the value and the price of the Underlying Stock, as a result of which, the Certificate Holders may, in extreme circumstances, sustain a significant loss of their investment if the price of the Underlying Stock has risen sharply;
- (d) due to their nature, the Certificates can be volatile instruments and may be subject to considerable fluctuations in value. The price of the Certificates may fall in value as rapidly as it may rise due to, including but not limited to, variations in the frequency and magnitude of the changes in the price of the Underlying Stock, the time remaining to expiry and the creditworthiness of the Issuer;
- (e) fluctuations in the price of the Underlying Stock will affect the price of the Certificates but not necessarily in the same magnitude and direction, therefore, prospective investors intending to purchase Certificates to hedge their market risk associated with investing in the Underlying Stock which may be specified herein, should recognise the complexities of utilising the Certificates in this manner;
- (f) a Certificate Holder must tender a specified number of Certificates at any one time in order to exercise. Thus, Certificate Holders with fewer than the specified minimum number of Certificates in a particular series will either have to sell their Certificates or purchase additional Certificates, incurring transactions costs in each case, in order to realise their investment;

- (g) if, whilst any of the Certificates remain unexercised, trading in the Underlying Stock is suspended or halted on the relevant stock exchange, trading in the Certificates may be suspended for a similar period;
- (h) investors should note that the Issuer's obligations to pay amounts in accordance with the terms thereof as set forth herein shall be discharged by delivery of the aggregate Cash Settlement Amount (if positive) to all Certificate Holders in accordance with the agreement with the Warrant Agent;
- (i) investors should note that in the event of there being a Market Disruption Event (as defined in the Conditions) determination or payment of the Cash Settlement Amount (as defined in the Conditions) may be delayed, all as more fully described in the Conditions;
- (j) certain events relating to the Underlying Stock require or, as the case may be, permit the Issuer to make certain adjustments or amendments to the Conditions;
- (k) the Certificates are only exercisable on the expiry date and may not be exercised by Certificate Holders prior to such expiry date. Accordingly, if on such expiry date the Cash Settlement Amount is zero, a Certificate Holder will lose the value of his investment;
- (l) the total return on an investment in any Certificate may be affected by the Hedging Fee Factor (as defined below), Management Fee (as defined below) and Gap Premium (as defined below);
- (m) investors holding their position overnight should note that they would be required to bear the annualised cost which consists of the Management Fee and Gap Premium, which are calculated daily and applied to the value of the Certificates, as well as certain costs embedded within the Leverage Inverse Strategy (as described below) including the Stock Borrowing Cost (as defined below) and the Rebalancing Cost (as defined below);
- (n) investors should note that there may be an exchange rate risk where the Cash Settlement Amount may be converted from a foreign currency into Singapore dollars. Exchange rates between currencies are determined by forces of supply and demand in the foreign exchange markets. These forces are, in turn, affected by factors such as international balances of payments and other economic and financial conditions, government intervention in currency markets and currency trading speculation. Fluctuations in foreign exchange rates, foreign political and economic developments, and the imposition of exchange controls or other foreign governmental laws or restrictions applicable to such investments may affect the foreign currency market price and the exchange rate-adjusted equivalent price of the Certificates. Fluctuations in the exchange rate of any one currency may be offset by fluctuations in the exchange rate of other relevant currencies;
- (o) investors should note that there are leveraged risks because the Certificates integrate an inverse leverage mechanism and the Certificates will amplify the movements in the increase, and in the decrease, of the value of the Underlying Stock and if the investment results in a loss, any such loss will be increased by the leverage factor of the Certificates. As such, investors could lose more than they would if they had invested directly in the Underlying Stock;
- (p) when held for longer than a day, the performance of the Certificates could be more or less than the leverage factor that is embedded within the Certificates. The performance of the Certificates each day is locked in, and any subsequent returns are based on what was achieved the previous day. This process, referred to as compounding, may lead to a performance difference from 5 times the inverse performance of the Underlying Stock over a

period longer than one day. This difference may be amplified in a volatile market with a sideways trend, where market movements are not clear in direction, whereby investors may sustain substantial losses;

- (q) the Air Bag Mechanism (as defined below) is triggered only when the Underlying Stock is calculated or traded, which may not be during the trading hours of the Relevant Stock Exchange for the Certificates (as defined below);
- (r) investors should note that the Air Bag Mechanism reduces the impact on the Leverage Inverse Strategy if the Underlying Stock rises further, but will also maintain a reduced exposure to the Underlying Stock in the event the Underlying Stock starts to fall after the Air Bag Mechanism is triggered, thereby reducing its ability to recoup losses;
- (s) there is no assurance that the Air Bag Mechanism will prevent investors from losing the entire value of their investment, in the event of (i) an overnight rise in the Underlying Stock, where there is a 20% or greater gap between the previous day closing price and the opening price of the Underlying Stock the following day, as the Air Bag Mechanism will only be triggered when the market (in respect of which the Underlying Stock is listed) opens the following day (including pre-opening session or opening auction, as the case may be) or (ii) a sharp intraday rise in the Underlying Stock of 20% or greater during the observation period compared to the reference price, being: (a) if air bag event has not been previously triggered on the same day, the previous closing price of the Underlying Stock, or (b) if one or more air bag events have been previously triggered on the same day, the latest new observed price. Investors may refer to pages 41 to 42 of this document for more information;
- (t) certain events may, pursuant to the terms and conditions of the Certificates, trigger (A) the implementation of methods of adjustment or (B) the early termination of the Certificates. The Issuer will give the investors reasonable notice of any early termination. If the Issuer terminates the Certificates early, then the Issuer will, if and to the extent permitted by applicable law, pay an amount to each Certificate Holder in respect of each Certificate held by such holder equal to the fair market value of the Certificate less the cost to the Issuer of unwinding any underlying related hedging arrangements, all as determined by the Issuer in its sole and absolute discretion. The performance of this commitment shall depend on (A) general market conditions and (B) the liquidity conditions of the underlying instrument(s) and, as the case may be, of any other hedging transactions. Investors should note that the amount repaid by the Issuer may be less than the amount initially invested. Investors may refer to Condition 13 on pages 28 to 29 of this document for more information;
- (u) investors should note that it is not possible to predict the price at which the Certificates will trade in the secondary market or whether such market will be liquid or illiquid. To the extent Certificates of a particular issue are exercised, the number of Certificates of such issue outstanding will decrease, resulting in a diminished liquidity for the remaining Certificates of such issue. A decrease in the liquidity of an issue of Certificates may cause, in turn, an increase in the volatility associated with the price of such issue of Certificates. The Issuer may, but is not obligated to, at any time, purchase Certificates at any price in the open market or by tender or private agreement. Any Certificates so purchased may be held or resold or surrendered for cancellation. To the extent that an issue of Certificates becomes illiquid, an investor may have to exercise such Certificates to realise value;
- (v) two or more risk factors may simultaneously have an effect on the value of a Certificate such that the effect of any individual risk factor may not be predicted. No assurance can be given as to the effect any combination of risk factors may have on the value of a Certificate;

- (w) investors should note that they may be required to pay stamp taxes or other documentary charges in accordance with the laws and practices of the country where the Certificates are transferred. Investors who are in any doubt as to their tax position should consult their own independent tax advisers. In addition, investors should be aware that tax regulations and their application by the relevant taxation authorities change from time to time. Accordingly, it is not possible to predict the precise tax treatment which will apply at any given time. Investors should refer to the Taxation Section in the Base Listing Document;
- (x) investors should note that the Issuer may enter into discount, commission or fee arrangements with brokers and/or any of its subsidiaries or affiliates with respect to the primary or secondary market in the Certificates. The arrangements may result in the benefit to investors in Certificates buying and selling Certificates through nominated brokers by reducing or eliminating the commission payable by such Certificate Holders. In the event that the commission payable by Certificate Holders is eliminated, fee arrangements between the Issuer and brokers and/or any of its subsidiaries or affiliates will continue to apply. Investors in the Certificates should note that any brokers with whom the Issuer has a commission arrangement does not, and cannot be expected to, deal exclusively in the Certificates, therefore any broker and/or any of its subsidiaries or affiliates may from time to time engage in transactions involving the Underlying Stock and/or structured products of other issuers over the Underlying Stock as the Certificates for their proprietary accounts and/or accounts of their clients. The fact that the same broker may deal simultaneously for different clients in competing products in the market place may affect the value of the Certificates and present certain conflicts of interests;
- (y) various potential and actual conflicts of interest may arise from the overall activities of the Issuer and any of its subsidiaries and affiliates.

The Issuer and any of its subsidiaries and affiliates are diversified financial institutions with relationships in countries around the world. These entities engage in a wide range of commercial and investment banking, brokerage, funds management, hedging transactions and investment and other activities for their own account or the account of others. In addition, the Issuer and any of its subsidiaries and affiliates, in connection with their other business activities, may possess or acquire material information about the Underlying Stock. Such activities and information may involve or otherwise affect issuers of the Underlying Stock in a manner that may cause consequences adverse to the Certificate Holders or otherwise create conflicts of interests in connection with the issue of Certificates by the Issuer. Such actions and conflicts may include, without limitation, the exercise of voting power, the purchase and sale of securities, financial advisory relationships and exercise of creditor rights. The Issuer and any of its subsidiaries and affiliates have no obligation to disclose such information about the Underlying Stock or such activities. The Issuer and any of its subsidiaries and affiliates and their officers and directors may engage in any such activities without regard to the issue of Certificates by the Issuer or the effect that such activities may directly or indirectly have on any Certificate;

- (z) in the ordinary course of their business, including without limitation in connection with the Issuer or its appointed designated market maker's market making activities, the Issuer and any of its respective subsidiaries and affiliates may effect transactions for their own account or for the account of their customers and hold long or short positions in the Underlying Stock and/or related derivatives. In addition, in connection with the offering of any Certificates, the Issuer and any of its respective subsidiaries and affiliates may enter into one or more hedging transactions with respect to the Underlying Stock and/or related derivatives. In connection with such hedging or market-making activities or with respect to proprietary or other trading

activities by the Issuer and any of its respective subsidiaries and its affiliates, the Issuer and any of its respective subsidiaries and affiliates may enter into transactions in the Underlying Stock and/or related derivatives which may affect the market price, liquidity or value of the Certificates and which may affect the interests of Certificate Holders;

- (aa) the value of the Certificates depends on the Leverage Inverse Strategy performance built in the Certificate. The Calculation Agent will make the Leverage Inverse Strategy last closing level and a calculation tool available to the investors on a website;
- (bb) certain risks relating to the Issuer's operating environment and strategy, including those as set out in Appendix 2 of the Base Listing Document, may impact the Issuer's ability to execute its strategy and directly affect its business activities, financial condition, results of operations and prospects. As a broad-based international financial services firm, the Issuer is inherently exposed to risks that become apparent only with the benefit of hindsight, risks of which it is not presently aware or which it currently does not consider to be material could also materially affect its business activities, financial condition, results of operations and prospects. The sequence in which the risk factors are set out in Appendix 2 of the Base Listing Document is not indicative of their likelihood of occurrence or the potential magnitude of their financial consequences;
- (cc) as the Certificates are represented by a global warrant certificate which will be deposited with The Central Depository (Pte) Limited ("**CDP**"):-
 - (i) investors should note that no definitive certificate will be issued in relation to the Certificates;
 - (ii) there will be no register of Certificate Holders and each person who is for the time being shown in the records maintained by CDP as entitled to a particular number of Certificates by way of interest (to the extent of such number) in the global warrant certificate in respect of those Certificates represented thereby shall be treated as the holder of such number of Certificates;
 - (iii) investors will need to rely on any statements received from their brokers/custodians as evidence of their interest in the Certificates; and
 - (iv) notices to such Certificate Holders will be published on the website of the SGX-ST. Investors will need to check the website of the SGX-ST regularly and/or rely on their brokers/custodians to obtain such notices;
- (dd) Generally, investing in the Certificates may involve risks related to the discontinuance, changes or adjustments to benchmarks generally

Discontinuance of, or changes to, benchmarks may require adjustments to the Issuer's agreements, systems and processes. The interbank offered rate(s) and other interest rate, equity, commodity, foreign exchange and other types of indices which are deemed to be "benchmarks", are the subject of national, international and other regulatory guidance and proposals for reform. Some of these reforms are already effective whilst others are still to be or may be implemented. These reforms may cause such benchmarks to perform differently than in the past, to disappear entirely, or have other consequences which cannot be predicted. Any such consequence could have a material adverse effect on any Certificates referencing such a benchmark. Investors should consult their own independent advisers and make their own assessment about the potential risks or any of the international or national reforms in making any investment decision with respect to any Certificates referencing a benchmark; and

- (ee) Specifically, the reform of HIBOR may adversely affect the value of the Certificates

The Hong Kong Inter-bank Offered Rate (“**HIBOR**”) benchmark is referenced in the Leverage Inverse Strategy.

It is not possible to predict with certainty whether, and to what extent, HIBOR will continue to be supported going forwards. This may cause HIBOR to perform differently than they have done in the past, and may have other consequences which cannot be predicted. Such factors may have (without limitation) the following effects: (i) discouraging market participants from continuing to administer or contribute to a benchmark; (ii) triggering changes in the rules or methodologies used in the benchmark and/or (iii) leading to the disappearance of the benchmark. Any of the above changes or any other consequential changes as a result of international or national reforms or other initiatives or investigations, could have a material adverse effect on the value of and return on the Certificates.

In addition, the occurrence of a modification or cessation of HIBOR may cause adjustment of the Certificates which may include selecting one or more successor benchmarks and making related adjustments to the Certificates, including if applicable to reflect increased costs.

The Calculation Agent may make adjustments as it may determine appropriate if any of the following circumstances occurs or may occur: (1) HIBOR is materially changed or cancelled or (2)(i) the relevant authorisation, registration, recognition, endorsement, equivalence decision or approval in respect of the benchmark or the administrator or sponsor of the benchmark is not obtained, (ii) an application for authorisation, registration, recognition, endorsement, equivalence decision, approval or inclusion in any official register is rejected or (iii) any authorisation, registration, recognition, endorsement, equivalence decision or approval is suspended or inclusion in any official register is withdrawn.

Investors should consult their own independent advisers and make their own assessment about the potential risks imposed by any of the international or national reforms in making any investment decision with respect to any Certificate.

TERMS AND CONDITIONS OF THE CERTIFICATES

The following are the terms and conditions of the Certificates and should be read in conjunction with, and are qualified by reference to, the other information set out in this document and the Base Listing Document.

The Conditions are set out in the section headed “Terms and Conditions of the European Style Cash Settled Long/Short Certificates on Single Equities” in the Base Listing Document. For the purposes of the Conditions, the following terms shall have the following meanings:

Certificates:	39,500,000 European Style Cash Settled Short Certificates relating to the ordinary shares of Tencent Holdings Limited traded in HKD (the “ Underlying Stock ” or the “ Underlying ”)
ISIN:	CH1227876831
Company:	Tencent Holdings Limited (RIC: 0700.HK)
Underlying Price ³ and Source:	HK\$406.20 (Bloomberg)
Calculation Agent:	UBS AG acting through its London Branch
Strike Level:	Zero
Daily Leverage:	-5x (within the Leverage Inverse Strategy as described below)
Notional Amount per Certificate:	SGD 1.15
Management Fee (p.a.) ⁴ :	0.40%
Gap Premium (p.a.) ⁵ :	12.75%, is a hedging cost against extreme market movements overnight.
Stock Borrowing Cost ⁶ :	The annualised costs for borrowing stocks in order to take an inverse exposure on the Underlying Stock.
Rebalancing Cost ⁶ :	The transaction costs (if applicable), computed as a function of leverage and daily inverse performance of the Underlying Stock.
Launch Date:	12 November 2024
Closing Date:	19 November 2024

³ These figures are calculated as at, and based on information available to the Issuer on or about 19 November 2024. The Issuer is not obliged, and undertakes no responsibility to any person, to update or inform any person of any changes to the figures after 19 November 2024.

⁴ Please note that the Management Fee is calculated on a 360-day basis and may be increased up to a maximum of 3% p.a. on giving one month’s notice to investors. Any increase in the Management Fee will be announced on the SGXNET. Please refer to “Fees and Charges” below for further details of the fees and charges payable and the maximum of such fees as well as other ongoing expenses that may be borne by the Certificates.

⁵ Please note that the Gap Premium is calculated on a 360-day basis.

⁶ These costs are embedded within the Leverage Inverse Strategy. Please note that the Stock Borrowing Cost may be changed on giving 5 Business Days’ notice to investors. Any change in the Stock Borrowing Cost will be announced on the SGXNET.

Expected Listing Date:	20 November 2024
Last Trading Date:	The date falling 5 Business Days immediately preceding the Expiry Date, currently being 21 May 2026
Expiry Date:	29 May 2026 (if the Expiry Date is not a Business Day, then the Expiry Date shall fall on the preceding Business Day and subject to adjustment of the Valuation Date upon the occurrence of Market Disruption Events as set out in the Conditions of the Certificates)
Board Lot:	100 Certificates
Valuation Date:	28 May 2026 or if such day is not an Exchange Business Day, the immediately preceding Exchange Business Day.
Exercise:	The Certificates may only be exercised on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day, in a Board Lot or integral multiples thereof. Certificate Holders shall not be required to deliver an exercise notice. Exercise of Certificates shall be determined by whether the Cash Settlement Amount (less any Exercise Expenses) is positive. If the Cash Settlement Amount (less any Exercise Expenses) is positive, all Certificates shall be deemed to have been automatically exercised at 5:00 p.m. (Singapore time) on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day. The Cash Settlement Amount less the Exercise Expenses in respect of the Certificates shall be paid in the manner set out in Condition 4(c) of the Conditions. In the event the Cash Settlement Amount (less any Exercise Expenses) is zero, all Certificates shall be deemed to have expired at 5:00 p.m. (Singapore time) on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day, and Certificate Holders shall not be entitled to receive any payment from the Issuer in respect of the Certificates.
Cash Settlement Amount:	In respect of each Certificate, shall be an amount (if positive) payable in the Settlement Currency equal to: Closing Level multiplied by the Notional Amount per Certificate Please refer to the "Information relating to the European Style Cash Settled Short Certificates on Single Equities" section on pages 33 to 47 of this document for examples and illustrations of the calculation of the Cash Settlement Amount.
Hedging Fee Factor:	In respect of each Certificate, shall be an amount calculated as: Product (for t from Expected Listing Date to Valuation Date) of $(1 - \text{Management Fee} \times (\text{ACT}(t-1;t) \div 360)) \times (1 - \text{Gap Premium}(t-1) \times (\text{ACT}(t-1;t) \div 360))$, where:

“**t**” refers to “**Observation Date**” which means each Underlying Stock Business Day (subject to Market Disruption Event) from (and including) the Underlying Stock Business Day immediately preceding the Expected Listing Date to the Valuation Date; and

ACT (t-1;t) means the number of calendar days between the Underlying Stock Business Day immediately preceding the Observation Date (which is “t-1”) (included) and the Observation Date (which is “t”) (excluded).

An “**Underlying Stock Business Day**” is a day on which The Stock Exchange of Hong Kong Limited (the “**HKEX**”) is open for dealings in Hong Kong during its normal trading hours and banks are open for business in Hong Kong.

Please refer to the “Information relating to the European Style Cash Settled Short Certificates on Single Equities” section on pages 33 to 47 of this document for examples and illustrations of the calculation of the Hedging Fee Factor.

Closing Level: In respect of each Certificate, shall be an amount payable in the Settlement Currency equal to:

$$\left(\frac{\text{Final Reference Level} \times \text{Final Exchange Rate}}{\text{Initial Reference Level} \times \text{Initial Exchange Rate}} - \text{Strike Level} \right) \times \text{Hedging Fee Factor}$$

Initial Reference Level: 1,000

Final Reference Level: The closing level of the Leverage Inverse Strategy (as described below) on the Valuation Date

The calculation of the closing level of the Leverage Inverse Strategy is set out in the “Specific Definitions relating to the Leverage Inverse Strategy” section on pages 15 to 19 below.

Initial Exchange Rate³: 0.1720790069

Final Exchange Rate: The rate for the conversion of HKD to SGD as at 5:00pm (Singapore Time) on the Valuation Date as shown on Reuters, provided that if the Reuters service ceases to display such information, as determined by the Issuer by reference to such source(s) as the Issuer may reasonably determine to be appropriate at such a time.

Air Bag Mechanism: The “**Air Bag Mechanism**” refers to the mechanism built in the Leverage Inverse Strategy and which is designed to reduce the Leverage Inverse Strategy exposure to the Underlying Stock during extreme market conditions. If the Underlying Stock rises by 15% or more (“**Air Bag Trigger Price**”) during the trading day (which represents approximately 75% loss after a 5 times inverse leverage), the Air Bag Mechanism is triggered and the Leverage Inverse Strategy is adjusted intra-day. The Air Bag Mechanism reduces the

impact on the Leverage Inverse Strategy if the Underlying Stock rises further, but will also maintain a reduced exposure to the Underlying Stock in the event the Underlying Stock starts to fall after the Air Bag Mechanism is triggered, thereby reducing its ability to recoup losses.

Trading of Certificates is suspended for at least 30 minutes of continuous trading after the Air Bag is triggered. The resumption of trading is subject to the SGX-ST's requirements of at least 15 minutes after the SGX-ST approves the request from the Issuer to resume trading on the Certificates, rounded to the next quarter of an hour.

The Leverage Inverse Strategy is floored at 0 and the Certificates cannot be valued below zero.

Please refer to the "Air Bag Mechanism" section on page 19 below and the "Description of Air Bag Mechanism" section on pages 39 to 40 of this document for further information of the Air Bag Mechanism.

Adjustments and Extraordinary Events:	The Issuer has the right to make adjustments to the terms of the Certificates if certain events, including any capitalisation issue, rights issue, extraordinary distributions, merger, delisting, insolvency (as more specifically set out in the terms and conditions of the Certificates) occur in respect of the Underlying Stock. For the avoidance of doubt, no notice will be given if the Issuer determines that adjustments will not be made.
Underlying Stock Currency:	Hong Kong Dollar ("HKD")
Settlement Currency:	Singapore Dollar ("SGD")
Exercise Expenses:	Certificate Holders will be required to pay all charges which are incurred in respect of the exercise of the Certificates.
Relevant Stock Exchange for the Certificates:	The Singapore Exchange Securities Trading Limited ("SGX-ST")
Relevant Stock Exchange for the Underlying Stock:	HKEX
Business Day, Settlement Business Day and Exchange Business Day:	<p>A "Business Day" or a "Settlement Business Day" is a day (excluding Saturdays, Sundays and public holidays) on which the SGX-ST is open for dealings in Singapore during its normal trading hours and banks are open for business in Singapore.</p> <p>An "Exchange Business Day" is a day on which the SGX-ST and the HKEX are open for dealings in Singapore and Hong Kong respectively during its normal trading hours and banks are open for business in Singapore and Hong Kong.</p>

Warrant Agent:	The Central Depository (Pte) Limited (“CDP”)
Clearing System:	CDP
Fees and Charges:	<p>Normal transaction and brokerage fees shall apply to the trading of the Certificates on the SGX-ST. Investors should note that they may be required to pay stamp taxes or other documentary charges in accordance with the laws and practices of the country where the Certificates are transferred. Investors who are in any doubt as to their tax position should consult their own independent tax advisers. In addition, investors should be aware that tax regulations and their application by the relevant taxation authorities change from time to time. Accordingly, it is not possible to predict the precise tax treatment which will apply at any given time.</p> <p>Investors holding position overnight would also be required to bear the Management Fee and Gap Premium, which are calculated daily and applied to the value of the Certificates, as well as certain costs embedded within the Leverage Inverse Strategy including the Stock Borrowing Cost and the Rebalancing Cost. The Management Fee may be increased up to a maximum of 3% p.a. on giving one month’s notice to investors in accordance with the terms and conditions of the Certificates. Any increase in the Management Fee will be announced on the SGXNET.</p>
Further Information:	Please refer to the website at http://dlc.ubs.com for more information on the theoretical closing price of the Certificates on the previous trading day, the closing price of the Underlying Stock on the previous trading day, the Air Bag Trigger Price for each trading day and the Management Fee and Gap Premium.

Specific Definitions relating to the Leverage Inverse Strategy

Description of the Leverage Inverse Strategy

The Leverage Inverse Strategy is designed to track a 5 times daily leveraged inverse exposure to the Underlying Stock.

At the end of each trading day of the Underlying Stock, the exposure of the Leverage Inverse Strategy to the Underlying Stock is reset within the Leverage Inverse Strategy in order to retain a daily leverage of 5 times the inverse performance of the Underlying Stock (excluding costs) regardless of the performance of the Underlying Stock on the preceding day. This mechanism is referred to as the Daily Reset.

The Leverage Inverse Strategy incorporates an air bag mechanism which is designed to reduce exposure to the Underlying Stock during extreme market conditions, as further described below.

Leverage Inverse Strategy Formula

LSL_t means the Leverage Inverse Strategy Level as of the Leverage Reset Time (t), calculated in accordance with the following formulae:

On Leverage Reset Time(1):

$$LSL_1 = 1000$$

On each subsequent Leverage Reset Time(t):

$$LSL_t = \text{Max}\left[LSL_{r(t)} \times \left(1 + LR_{r(t),t} - FC_{r(t),t} - SB_{r(t),t} - RC_{r(t),t}\right), 0\right]$$

Leverage Reset Time (t) means

1) the scheduled closing time for the Relevant Stock Exchange for the Underlying Stock (or any successor thereto) on any Observation Date; and

2) end of any Intraday Restrike Event Observation Period.

Leverage Reset Time (1) is the scheduled close for the Relevant Stock Exchange for the Underlying Stock on Issue Date.

Leverage Reset Time r(t) means the Leverage Reset Time immediately preceding the Leverage Reset Time (t).

LR_{r(t),t} means the Leveraged Return of the Underlying Stock between Leverage Reset Time r(t) and Leverage Reset Time (t), calculated as follows:

$$LR_{r(t),t} = \text{Leverage} \times \left(\frac{S_t}{S_{r(t)} \times R_{factor_t}} - 1 \right)$$

FC_{r(t),t} means, the Funding Cost between the Leverage Reset Time r(t) (included) and the Leverage Reset Time (t) (excluded) calculated as follows:

If the Leverage Reset Time r(t) is at the scheduled closing time for the Relevant Stock Exchange for the Underlying Stock (or any successor thereto) on any Observation Date,

$$FC_{r(t),t} = (\text{Leverage} - 1) \times \frac{\text{Rate}_{r(t)} \times \text{ACT}(r(t), t)}{\text{DayCountBasisRate}}$$

Otherwise, $FC_{r(t),t} = 0$

SB_{r(t),t} means the Stock Borrowing Cost between the Leverage Reset Time r(t) (included) and the Leverage Reset Time (t) (excluded) calculated as follows:

If the Leverage Reset Time r(t) is at the scheduled closing time for the Relevant Stock Exchange for the Underlying Stock (or any successor thereto) on any Observation Date,

$$SB_{r(t),t} = -\text{Leverage} \times \frac{\text{CB} \times \text{ACT}(r(t), t)}{\text{DayCountBasisRate}}$$

Otherwise, $SB_{r(t),t} = 0$

CB means the Cost of Borrowing applicable that is equal to: 4.00%

RC_{r(t),t} means the Rebalancing Cost of the Leverage Inverse Strategy as at Leverage Reset Time (t), calculated as follows :

$$RC_{r(t),t} = \text{Leverage} \times (\text{Leverage} - 1) \times \left(\left| \frac{S_t}{S_{r(t)} \times Rfactor_t} - 1 \right| \right) \times TC$$

TC means the Transaction Costs applicable as determined by the Calculation Agent (including Stamp Duty and any other applicable taxes, levies and costs which may be levied on the stock transactions on the Relevant Stock Exchange for the Underlying Stock by the applicable regulatory authorities from time to time) that are currently equal to :

0.11%

“Stamp Duty” refers to the applicable rate of stamp duty on the stock transactions in the jurisdiction of the Relevant Stock Exchange for the Underlying Stock, which may be changed by the applicable regulatory authorities from time to time.

Leverage -5

S_t means the Underlying Stock Price as of Leverage Reset Time (t) computed as follows, subject to the adjustments and provisions of the Conditions:

If the Leverage Reset Time (t) is at the scheduled closing time for the Relevant Stock Exchange for the Underlying Stock (or any successor thereto) on any Observation Date,

S_t is the Closing Price of the Underlying Stock as of such Observation Date.

Otherwise,

S_t is the highest price of the Underlying Stock during the respective Intraday Restrike Observation Period.

Rfactor_t means an amount determined by the Calculation Agent, according to the following formula, subject to the adjustments and provisions of the Conditions:

If in respect of the Leverage Reset Time (t), the immediately preceding Leverage Reset Time r(t) is at the scheduled closing time for the Relevant Stock Exchange for the Underlying Stock (or any successor thereto) on any Observation Date,

$$Rfactor_t = 1 - \frac{Div_t}{S_{r(t)}}$$

Otherwise,

$$Rfactor_t = 1$$

Where

Div_t is the dividend to be paid out in respect of the Underlying Stock on the Observation Date of the Leverage Reset Time (t) if such Observation Date is an ex-dividend date, otherwise is zero. The dividend shall be considered gross of any applicable withholding taxes.

Rate_t means, in respect of the Observation Date of Leverage Reset Time (t), the Overnight HKD Hong Kong Interbank Offered Rate (HIBOR) Fixing,

as published on Reuters RIC HHHKDON= or any successor page, being the rate as of day (t), provided that if such rate is not available, then the rate shall be determined by reference to the latest available rate that was published on the relevant Reuters page. Upon the occurrence or likely occurrence, as determined by the Calculation Agent, of a Benchmark Event, the Calculation Agent may make adjustments as it may determine appropriate to account for the relevant event or circumstance, including but not limited to using any alternative rates from such date, with or without retroactive effect as the Calculation Agent may in its sole and absolute discretion determine.

Benchmark Event

means:

- (a) the relevant reference rate has ceased to be published on the relevant screen page as a result of such benchmark ceasing to be calculated or administered; or
- (b) a public statement by the administrator of the relevant reference rate that (in circumstances where no successor administrator has been or will be appointed that will continue publication of such reference rate) it has ceased publishing such reference rate permanently or indefinitely or that it will cease to do so by a specified future date (the "**Specified Future Date**"); or
- (c) a public statement by the supervisor of the administrator of the relevant reference rate that such reference rate has been or will, by a specified future date (the "**Specified Future Date**"), be permanently or indefinitely discontinued; or
- (d) a public statement by the supervisor of the administrator of the relevant reference rate as a consequence of which Reference Rate will, by a specified future date (the "**Specified Future Date**"), be prohibited from being used, or that its use will be subject to restrictions or adverse consequences, either generally or in respect of the Certificates; or
- (e) a public statement by the supervisor of the administrator of the relevant reference rate that, in the view of such supervisor, such reference rate is or will, by a specified future date (the "**Specified Future Date**"), be no longer representative of an underlying market or the methodology to calculate such reference rate has materially changed; or
- (f) it has or will, by a specified date within the following six months, become unlawful for the Calculation Agent or the Issuer to calculate any payments due to be made to any holder of the Certificates using the relevant reference rate (including, without limitation, under the Benchmarks Regulation (EU) 2016/1011, if applicable).

Notwithstanding the subparagraphs above, where the relevant Benchmark Event is a public statement within subparagraphs (b), (c), (d)

or (e) above and the Specified Future Date in the public statement is more than six months after the date of that public statement, the Benchmark Event shall not be deemed occur until the date falling six months prior to such Specified Future Date.

ACT(r(t),t) ACT (r(t),t) means the number of calendar days between the Observation Date of the Leverage Reset Time r(t) (included) and the Observation Date of the Leverage Reset Time (t) (excluded).

DayCountBasisRate 365

Air Bag Mechanism

Intraday Restrike Event means in respect of an Observation Date, the increase at any Calculation Time of the Underlying Stock price by 15% or more compared with the amount of $S_{r(t)} \times Rfactor_t$ where r(t) means the immediately preceding Leverage Reset Time prior to such Calculation Time.

Calculation Time means any time between the TimeReferenceOpening and the TimeReferenceClosing, provided that the relevant data is available to enable the Calculation Agent to determine the Leverage Inverse Strategy Level.

TimeReferenceOpening means the scheduled opening time (including pre-opening session or opening auction, as the case may be) for the Relevant Stock Exchange for the Underlying Stock (or any successor thereto).

TimeReferenceClosing means the scheduled closing time (including closing auction session) for the Relevant Stock Exchange for the Underlying Stock (or any successor thereto).

Intraday Restrike Event Observation Period means in respect of an Intraday Restrike Event, the period starting on and excluding the Intraday Restrike Event Time and finishing on and including the sooner between (1) the time falling 15 minutes of continuous trading after the Intraday Restrike Event Time and (2) the TimeReferenceClosing.

Where, during such period, the Calculation Agent determines that (1) the trading in the Underlying Stock is disrupted or subject to suspension or limitation or (2) the Relevant Stock Exchange for the Underlying Stock is not open for continuous trading, the Intraday Restrike Event Observation Period will be extended to the extent necessary until (1) the trading in the Underlying Stock is no longer disrupted, suspended or limited and (2) the Relevant Stock Exchange for the Underlying Stock is open for continuous trading.

Intraday Restrike Event Time means in respect of an Intraday Restrike Event, the Calculation Time on which such event occurs.

The Conditions set out in the section headed "Terms and Conditions of the European Style Cash Settled Long/Short Certificates on Single Equities" in the Base Listing Document are set out below. This section is qualified in its entirety by reference to the detailed information appearing elsewhere in this document which shall, to the extent so specified or to the extent inconsistent with the relevant Conditions set out below, replace or modify the relevant Conditions for the purpose of the Certificates.

TERMS AND CONDITIONS OF THE EUROPEAN STYLE CASH SETTLED LONG/SHORT CERTIFICATES ON SINGLE EQUITIES

1. Form, Status, Transfer and Title

- (a) *Form.* The Certificates (which expression shall, unless the context otherwise requires, include any further certificates issued pursuant to Condition 11) are issued subject to and with the benefit of:-
- (i) a master instrument by way of deed poll (the "**Master Instrument**") dated 28 June 2024, made by UBS AG (the "**Issuer**") acting through its London Branch; and
 - (ii) a warrant agent agreement (the "**Master Warrant Agent Agreement**" or "**Warrant Agent Agreement**") dated any time on or before the Closing Date, made between the Issuer and the Warrant Agent for the Certificates.

Copies of the Master Instrument and the Master Warrant Agent Agreement or Warrant Agent Agreement are available for inspection at the specified office of the Warrant Agent.

The Certificate Holders (as defined below) are entitled to the benefit of, are bound by and are deemed to have notice of all the provisions of the Master Instrument and the Master Warrant Agent Agreement or Warrant Agent Agreement.

- (b) *Status.* The Certificates constitute direct, general and unsecured contractual obligations of the Issuer and rank, and will rank, equally among themselves and *pari passu* with all other present and future unsecured and unsubordinated obligations of the Issuer (save for statutorily preferred exceptions). The Certificates provide for cash settlement on exercise and, in particular, the Certificates will not be secured by any underlying assets. The Certificates do not entitle Certificate Holders to the delivery of any Underlying Stock, are not secured by the Underlying Stock and do not entitle Certificate Holders to any interest in any Underlying Stock.
- (c) *Transfer.* The Certificates are represented by a global warrant certificate ("**Global Warrant**") which will be deposited with The Central Depository (Pte) Limited ("**CDP**"). Certificates in definitive form will not be issued. Transfers of Certificates may be effected only in Board Lots or integral multiples thereof. All transactions in (including transfers of) Certificates, in the open market or otherwise, must be effected through a securities account with CDP. Title will pass upon registration of the transfer in the records maintained by CDP.
- (d) *Title.* Each person who is for the time being shown in the records maintained by CDP as entitled to a particular number of Certificates shall be treated by the Issuer and the Warrant Agent as the holder and absolute owner of such number of Certificates, notwithstanding any notice to the contrary. The expression "**Certificate Holder**" shall be construed accordingly.

2. Certificate Rights and Exercise Expenses

- (a) *Certificate Rights.* Every Certificate entitles each Certificate Holder, upon due exercise and on compliance with Condition 4, to payment by the Issuer of the Cash Settlement Amount (as defined below) (if any) in the manner set out in Condition 4.

The "**Cash Settlement Amount**", in respect of each Certificate, shall be an amount (if positive) payable in the Settlement Currency equal to the Closing Level multiplied by the Notional Amount per Certificate.

The "**Closing Level**", in respect of each Certificate, shall be an amount payable in the Settlement Currency equal to:

$$\left(\frac{\text{Final Reference Level} \times \text{Final Exchange Rate}}{\text{Initial Reference Level} \times \text{Initial Exchange Rate}} - \text{Strike Level} \right) \times \text{Hedging Fee Factor}$$

If the Issuer determines, in its sole discretion, that on the Valuation Date or any Observation Date a Market Disruption Event has occurred, then that Valuation Date or Observation Date shall be postponed until the first succeeding Exchange Business Day or Underlying Stock Business Day, as the case may be, on which there is no Market Disruption Event, unless there is a Market Disruption Event on each of the five Exchange Business Days or Underlying Stock Business Days, as the case may be, immediately following the original date that, but for the Market Disruption Event, would have been a Valuation Date or an Observation Date. In that case:-

- (i) that fifth Exchange Business Day or Underlying Stock Business Day, as the case may be, shall be deemed to be the Valuation Date or the Observation Date notwithstanding the Market Disruption Event; and
- (ii) the Issuer shall determine the Final Reference Level or the relevant closing level on the basis of its good faith estimate of the Final Reference Level or the relevant closing level that would have prevailed on that fifth Exchange Business Day or Underlying Stock Business Day, as the case may be, but for the Market Disruption Event provided that the Issuer, if applicable, may, but shall not be obliged to, determine such Final Reference Level or the relevant closing level by having regard to the manner in which futures contracts relating to the Underlying Stock are calculated.

"**Market Disruption Event**" means the occurrence or existence of (i) any suspension of trading on the Relevant Stock Exchange of the Underlying Stock requested by the Company if that suspension is, in the determination of the Issuer, material, (ii) any suspension of or limitation imposed on trading (including but not limited to unforeseen circumstances such as by reason of movements in price exceeding limits permitted by the Relevant Stock Exchange or any act of God, war, riot, public disorder, explosion, terrorism or otherwise) on the Relevant Stock Exchange in the Underlying Stock if that suspension or limitation is, in the determination of the Issuer, material, or (iii) the closing of the Relevant Stock Exchange or a disruption to trading on the Relevant Stock Exchange, if that disruption is, in the determination of the Issuer, material as a result of the occurrence of any act of God, war, riot, public disorder, explosion or terrorism.

- (b) *Exercise Expenses.* Certificate Holders will be required to pay all charges which are incurred in respect of the exercise of the Certificates (the "**Exercise Expenses**"). An amount equivalent to the Exercise Expenses will be deducted by the Issuer from the Cash Settlement Amount in accordance with Condition 4. Notwithstanding the

foregoing, the Certificate Holders shall account to the Issuer on demand for any Exercise Expenses to the extent that they were not or could not be deducted from the Cash Settlement Amount prior to the date of payment of the Cash Settlement Amount to the Certificate Holders in accordance with Condition 4.

- (c) No Rights. The purchase of Certificates does not confer on the Certificate Holders any right (whether in respect of voting, dividend or other distributions in respect of the Underlying Stock or otherwise) which the holder of an Underlying Stock may have.

3. Expiry Date

Unless automatically exercised in accordance with Condition 4(b), the Certificates shall be deemed to expire at 5:00 p.m. (Singapore time) on the Expiry Date or if the Expiry Date is not a Business Day (as defined below), the immediately preceding Business Day.

4. Exercise of Certificates

- (a) *Exercise.* Certificates may only be exercised on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day, in accordance with Condition 4(b).
- (b) *Automatic Exercise.* Certificate Holders shall not be required to deliver an exercise notice. Exercise of Certificates shall be determined by whether the Cash Settlement Amount (less any Exercise Expenses) is positive. If the Cash Settlement Amount (less any Exercise Expenses) is positive, all Certificates shall be deemed to have been automatically exercised at 5:00 p.m. (Singapore time) on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day. The Cash Settlement Amount less the Exercise Expenses in respect of the Certificates shall be paid in the manner set out in Condition 4(c) below. In the event the Cash Settlement Amount (less any Exercise Expenses) is zero, all Certificates shall be deemed to have expired at 5:00 p.m. (Singapore time) on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day, and Certificate Holders shall not be entitled to receive any payment from the Issuer in respect of the Certificates.
- (c) *Settlement.* In respect of Certificates which are automatically exercised in accordance with Condition 4(b), the Issuer will pay to the Warrant Agent who will then pay to the relevant Certificate Holder the Cash Settlement Amount (if any) in the Settlement Currency. The aggregate Cash Settlement Amount (less any Exercise Expenses) shall be dispatched by the Warrant Agent as soon as practicable and no later than five Settlement Business Days (as defined in the relevant Supplemental Listing Document) following the Expiry Date (subject to extension upon the occurrence of a Market Disruption Event (as defined above) by way of crossed cheque or other payment in immediately available funds drawn in favour of the Certificate Holder only (or, in the case of joint Certificate Holders, the first-named Certificate Holder) appearing in the records maintained by CDP. Any payment made pursuant to this Condition 4(c) shall be delivered at the risk and expense of the Certificate Holder and posted to the Certificate Holder's address appearing in the records maintained by CDP (or, in the case of joint Certificate Holders, to the address of the first-named Certificate Holder appearing in the records maintained by CDP). If the Cash Settlement Amount is equal to or less than the determined Exercise Expenses, no amount is payable.

The Issuer's obligations to pay the Cash Settlement Amount shall be discharged by payment to the Warrant Agent in accordance with the Master Warrant Agent Agreement or Warrant Agent Agreement.

- (d) *CDP not liable.* CDP shall not be liable to any Certificate Holder with respect to any action taken or omitted to be taken by the Issuer or the Warrant Agent in connection with the exercise of the Certificates or otherwise pursuant to or in connection with these Conditions.
- (e) *Business Day.* In these Conditions, a "**Business Day**" shall be a day (excluding Saturdays, Sundays and public holidays) on which the SGX-ST is open for dealings in Singapore during its normal trading hours and banks are open for business in Singapore.

5. Warrant Agent

- (a) *Warrant Agent.* The Issuer reserves the right, subject to the appointment of a successor, at any time to vary or terminate the appointment of the Warrant Agent and to appoint another Warrant Agent provided that it will at all times maintain a Warrant Agent which, so long as the Certificates are listed on the SGX-ST, shall be in Singapore. Notice of any such termination or appointment and of any change in the specified office of the Warrant Agent will be given to the Certificate Holders in accordance with Condition 9.
- (b) *Agent of Issuer.* The Warrant Agent will be acting as agent of the Issuer and will not assume any obligation or duty to or any relationship of agency or trust for the Certificate Holders. All determinations and calculations by the Warrant Agent under these Conditions shall (save in the case of manifest error) be final and binding on the Issuer and the Certificate Holders.

6. Adjustments

- (a) *Potential Adjustment Event.* Following the declaration by a Company of the terms of any Potential Adjustment Event (as defined below), the Issuer will determine whether such Potential Adjustment Event has a dilutive or concentrative or other effect on the theoretical value of the Underlying Stock and, if so, will (i) make the corresponding adjustment, if any, to any one or more of the Conditions as the Issuer determines appropriate to account for that dilutive or concentrative or other effect, and (ii) determine the effective date of that adjustment. The Issuer may, but need not, determine the appropriate adjustment by reference to the adjustment in respect of such Potential Adjustment Event made by an exchange on which options or futures contracts on the Underlying Stock are traded.
- (b) *Definitions.* "*Potential Adjustment Event*" means any of the following:
 - (i) a subdivision, consolidation, reclassification or other restructuring of the Underlying Stock (excluding a Merger Event) or a free distribution or dividend of any such Underlying Stock to existing holders by way of bonus, capitalisation or similar issue;
 - (ii) a distribution or dividend to existing holders of the Underlying Stock of (1) such Underlying Stock, or (2) other share capital or securities granting the right to payment of dividends and/or the proceeds of liquidation of the Company equally or proportionately with such payments to holders of such Underlying Stock, or (3) share capital or other securities of another issuer

acquired by the Company as a result of a “spin-off” or other similar transaction, or (4) any other type of securities, rights or warrants or other assets, in any case for payment (in cash or otherwise) at less than the prevailing market price as determined by the Issuer;

- (iii) an extraordinary dividend;
 - (iv) a call by the Company in respect of the Underlying Stock that is not fully paid;
 - (v) a repurchase by the Company of the Underlying Stock whether out of profits or capital and whether the consideration for such repurchase is cash, securities or otherwise;
 - (vi) with respect to a Company an event that results in any shareholder rights pursuant to a shareholder rights agreement or other plan or arrangement of the type commonly referred to as a “poison pill” being distributed, or becoming separated from shares of common stock or other shares of the capital stock of such Company (provided that any adjustment effected as a result of such an event shall be readjusted upon any redemption of such rights); or
 - (vii) any other event that may have, in the opinion of the Issuer, a dilutive or concentrative or other effect on the theoretical value of the Underlying Stock.
- (c) *Merger Event, Tender Offer, Nationalisation and Insolvency.* If a Merger Event, Tender Offer, Nationalisation or Insolvency occurs in relation to the Underlying Stock, the Issuer may take any action described below:
- (i) determine the appropriate adjustment, if any, to be made to any one or more of the Conditions to account for the Merger Event, Tender Offer, Nationalisation or Insolvency, as the case may be, and determine the effective date of that adjustment. The Issuer may, but need not, determine the appropriate adjustment by reference to the adjustment in respect of the Merger Event, Tender Offer, Nationalisation or Insolvency made by an options exchange to options on the Underlying Stock traded on that options exchange;
 - (ii) cancel the Certificates by giving notice to the Certificate Holders in accordance with Condition 9. If the Certificates are so cancelled, the Issuer will pay an amount to each Certificate Holder in respect of each Certificate held by such Certificate Holder which amount shall be the fair market value of a Certificate taking into account the Merger Event, Tender Offer, Nationalisation or Insolvency, as the case may be, less the cost to the Issuer and/or any of its affiliates of unwinding any underlying related hedging arrangements, all as determined by the Issuer in its reasonable discretion. Payment will be made in such manner as shall be notified to the Certificate Holders in accordance with Condition 9; or
 - (iii) following any adjustment to the settlement terms of options on the Underlying Stock on such exchange(s) or trading system(s) or quotation system(s) as the Issuer in its reasonable discretion shall select (the “**Option Reference Source**”) make a corresponding adjustment to any one or more of the Conditions, which adjustment will be effective as of the date determined by the Issuer to be the effective date of the corresponding adjustment made by the Option Reference Source. If options on the Underlying Stock are not traded on the Option Reference Source, the Issuer will make such adjustment, if any, to any one or

more of the Conditions as the Issuer determines appropriate, with reference to the rules and precedents (if any) set by the Option Reference Source, to account for the Merger Event, Tender Offer, Nationalisation or Insolvency, as the case may be, that in the determination of the Issuer would have given rise to an adjustment by the Option Reference Source if such options were so traded.

Once the Issuer determines that its proposed course of action in connection with a Merger Event, Tender Offer, Nationalisation or Insolvency, it shall give notice to the Certificate Holders in accordance with Condition 9 stating the occurrence of the Merger Event, Tender Offer, Nationalisation or Insolvency, as the case may be, giving details thereof and the action proposed to be taken in relation thereto. Certificate Holders should be aware that due to the nature of such events, the Issuer will not make an immediate determination of its proposed course of action or adjustment upon the announcement or occurrence of a Merger Event, Tender Offer, Nationalisation or Insolvency.

- (d) *Definitions.* “**Insolvency**” means that by reason of the voluntary or involuntary liquidation, bankruptcy, insolvency, dissolution or winding-up of or any analogous proceeding affecting a Company (i) all the Underlying Stock of that Company is required to be transferred to a trustee, liquidator or other similar official or (ii) holders of the Underlying Stock of that Company become legally prohibited from transferring them. “**Merger Date**” means the closing date of a Merger Event or, where a closing date cannot be determined under the local law applicable to such Merger Event, such other date as determined by the Issuer. “**Merger Event**” means, in respect of the Underlying Stock, any (i) reclassification or change of such Underlying Stock that results in a transfer of or an irrevocable commitment to transfer all of such Underlying Stock outstanding to another entity or person, (ii) consolidation, amalgamation, merger or binding share exchange of a Company with or into another entity or person (other than a consolidation, amalgamation, merger or binding share exchange in which such Company is the continuing entity and which does not result in reclassification or change of all of such Underlying Stock outstanding), (iii) takeover offer, exchange offer, solicitation, proposal or other event by any entity or person to purchase or otherwise obtain 100 per cent. of the outstanding Underlying Stock of the Company that results in a transfer of or an irrevocable commitment to transfer all such Underlying Stock (other than such Underlying Stock owned or controlled by such other entity or person), or (iv) consolidation, amalgamation, merger or binding share exchange of the Company or its subsidiaries with or into another entity in which the Company is the continuing entity and which does not result in a reclassification or change of all such Underlying Stock outstanding but results in the outstanding Underlying Stock (other than Underlying Stock owned or controlled by such other entity) immediately prior to such event collectively representing less than 50 per cent. of the outstanding Underlying Stock immediately following such event, in each case if the Merger Date is on or before the Valuation Date. “**Nationalisation**” means that all the Underlying Stock or all or substantially all of the assets of a Company are nationalised, expropriated or are otherwise required to be transferred to any governmental agency, authority, entity or instrumentality thereof. “**Tender Offer**” means a takeover offer, tender offer, exchange offer, solicitation, proposal or other event by any entity or person that results in such entity or person purchasing, or otherwise obtaining or having the right to obtain, by conversion or other means, greater than 10 per cent. and less than 100 per cent. of the outstanding voting shares of the Company, as determined by the Issuer, based upon the making of filings with governmental or self-regulatory agencies or such other information as the Issuer deems relevant.

- (e) *Subdivision or Consolidation of the Certificates.* The Issuer reserves the right to subdivide or consolidate the Certificates, provided that such adjustment is considered by the Issuer not to be materially prejudicial to the Certificate Holders generally (without considering the circumstances of any individual Certificate Holder or the tax or other consequences of such adjustment or amendment in any particular jurisdiction).
- (f) *Other Adjustments.* Except as provided in this Condition 6 and Conditions 10 and 12, adjustments will not be made in any other circumstances, subject to the right reserved by the Issuer (such right to be exercised in the Issuer's sole and unfettered discretion and without any obligation whatsoever) to make such adjustments and amendments as it believes appropriate in circumstances where an event or events (including the events as contemplated in Conditions 6(a) to 6(e)) occur which it believes in its sole discretion (and notwithstanding any prior adjustment made pursuant to the above) and irrespective of, in substitution for, or in addition to the provisions contemplated in Conditions 6(a) to 6(e) should, in the context of the issue of the Certificates and the obligations of the Issuer, give rise to such adjustment or as the case may be, amendment provided that such adjustment or as the case may be, amendment is considered by the Issuer not to be materially prejudicial to the Certificate Holders generally (without considering the circumstances of any individual Certificate Holder or the tax or other consequences of such adjustment or amendment in any particular jurisdiction).
- (g) *Notice of Adjustments.* All determinations made by the Issuer pursuant hereto will be conclusive and binding on the Certificate Holders. The Issuer will give, or procure that there is given notice as soon as practicable of any adjustment and of the date from which such adjustment is effective in accordance with Condition 9. For the avoidance of doubt, no notice will be given if the Issuer determines that adjustments will not be made.

7. Purchases

The Issuer or its related corporations may at any time purchase Certificates at any price in the open market or by tender or by private treaty. Any Certificates so purchased may be held or resold or surrendered for cancellation.

8. Meetings of Certificate Holders; Modification

- (a) *Meetings of Certificate Holders.* The Master Warrant Agent Agreement or Warrant Agent Agreement contains provisions for convening meetings of the Certificate Holders to consider any matter affecting their interests, including the sanctioning by Extraordinary Resolution (as defined in the Master Warrant Agent Agreement or Warrant Agent Agreement) of a modification of the provisions of the Certificates or of the Master Warrant Agent Agreement or Warrant Agent Agreement.

At least 21 days' notice (exclusive of the day on which the notice is given and of the day on which the meeting is held) specifying the date, time and place of the meeting shall be given to the Certificate Holders.

Such a meeting may be convened by the Issuer or by Certificate Holders holding not less than ten per cent. of the Certificates for the time being remaining unexercised. The quorum at any such meeting for passing an Extraordinary Resolution will be two or more persons holding or representing not less than 25 per cent. of the Certificates for the time being remaining unexercised, or at any adjourned meeting two or more

persons being or representing Certificate Holders whatever the number of Certificates so held or represented.

A resolution will be an Extraordinary Resolution when it has been passed at a duly convened meeting by not less than three-quarters of the votes cast by such Certificate Holders who, being entitled to do so, vote in person or by proxy.

An Extraordinary Resolution passed at any meeting of the Certificate Holders shall be binding on all the Certificate Holders whether or not they are present at the meeting. Resolutions can be passed in writing if passed unanimously.

- (b) *Modification.* The Issuer may, without the consent of the Certificate Holders, effect (i) any modification of the provisions of the Certificates or the Master Instrument which is not materially prejudicial to the interests of the Certificate Holders or (ii) any modification of the provisions of the Certificates or the Master Instrument which is of a formal, minor or technical nature, which is made to correct an obvious error or which is necessary in order to comply with mandatory provisions of Singapore law. Any such modification shall be binding on the Certificate Holders and shall be notified to them by the Warrant Agent before the date such modification becomes effective or as soon as practicable thereafter in accordance with Condition 9.

9. Notices

- (a) *Documents.* All cheques and other documents required or permitted by these Conditions to be sent to a Certificate Holder or to which a Certificate Holder is entitled or which the Issuer shall have agreed to deliver to a Certificate Holder may be delivered by hand or sent by post addressed to the Certificate Holder at his address appearing in the records maintained by CDP or, in the case of joint Certificate Holders, addressed to the joint holder first named at his address appearing in the records maintained by CDP, and airmail post shall be used if that address is not in Singapore. All documents delivered or sent in accordance with this paragraph shall be delivered or sent at the risk of the relevant Certificate Holder.
- (b) *Notices.* All notices to Certificate Holders will be validly given if published in English on the website of the SGX-ST. Such notices shall be deemed to have been given on the date of the first such publication. If publication on the website of the SGX-ST is not practicable, notice will be given in such other manner as the Issuer may determine. The Issuer shall, at least one month prior to the expiry of any Certificate, give notice of the date of expiry of such Certificate in the manner prescribed above.

10. Liquidation

In the event of a liquidation or dissolution of the Company or the appointment of a liquidator (including a provisional liquidator) or receiver or judicial manager or trustee or administrator or analogous person under Singapore or other applicable law in respect of the whole or substantially the whole of its undertaking, property or assets, all unexercised Certificates will lapse and shall cease to be valid for any purpose, in the case of voluntary liquidation, on the effective date of the relevant resolution and, in the case of an involuntary liquidation or dissolution, on the date of the relevant court order or, in the case of the appointment of a liquidator (including a provisional liquidator) or receiver or judicial manager or trustee or administrator or analogous person under Singapore or other applicable law in respect of the whole or substantially the whole of its undertaking, property or assets, on the date when such appointment is effective but subject (in any such case) to any contrary mandatory requirement of law. In the event of the voluntary liquidation of the Company, the Issuer shall make such adjustments or amendments as it reasonably believes are appropriate in the circumstances.

11. Further Issues

The Issuer shall be at liberty from time to time, without the consent of the Certificate Holders, to create and issue further certificates so as to form a single series with the Certificates.

12. Delisting

- (a) *Delisting.* If at any time, the Underlying Stock ceases to be listed on the Relevant Stock Exchange, the Issuer shall give effect to these Conditions in such manner and make such adjustments and amendments to the rights attaching to the Certificates as it shall, in its absolute discretion, consider appropriate to ensure, so far as it is reasonably able to do so, that the interests of the Certificate Holders generally are not materially prejudiced as a consequence of such delisting (without considering the individual circumstances of any Certificate Holder or the tax or other consequences that may result in any particular jurisdiction).
- (b) *Issuer's Determination.* The Issuer shall determine, in its absolute discretion, any adjustment or amendment and its determination shall be conclusive and binding on the Certificate Holders save in the case of manifest error. Notice of any adjustments or amendments shall be given to the Certificate Holders in accordance with Condition 9 as soon as practicable after they are determined.

13. Early Termination

- (a) *Early Termination for Illegality etc.* The Issuer shall have the right to terminate the Certificates if it shall have determined in its absolute discretion that a Regulatory Event (as defined below) has occurred and, for reasons beyond its control its performance thereunder shall have become unlawful in whole or in part under any applicable present or future law, rule, regulation, judgment, order or directive of any governmental, administrative, legislative or judicial authority or power ("**Applicable Law**").

For the purposes of this Condition:

"**Regulatory Event**" means, following the occurrence of a Change in Law (as defined below) with respect to the Issuer and/or any of its affiliates involved in the issue of the Certificates (hereafter the "**Relevant Affiliates**" and each of the Issuer and the Relevant Affiliates, a "**Relevant Entity**") that, after the Certificates have been issued, (i) any Relevant Entity would incur a materially increased (as compared with circumstances existing prior to such event) amount of tax, duty, liability, penalty, expense, fee, cost or regulatory capital charge however defined or collateral requirements for performing its obligations under the Certificates or hedging the Issuer's obligations under the Certificates, including, without limitation, due to clearing requirements of, or the absence of, clearing of the transactions entered into in connection with the issue of, or hedging the Issuer's obligation under, the Certificates, (ii) it is or will become for any Relevant Entity impracticable, impossible (in each case, after using commercially reasonable efforts), unlawful, illegal or otherwise prohibited or contrary, in whole or in part, under any law, regulation, rule, judgement, order or directive of any governmental, administrative or judicial authority, or power, applicable to such Relevant Entity (a) to hold, acquire, issue, reissue, substitute, maintain, settle, or as the case may be, guarantee, the Certificates, (b) to acquire, hold, sponsor or dispose of any asset(s) (or any interest thereof) of any other transaction(s) such Relevant Entity may use in connection with the issue of the Certificates or to hedge the Issuer's obligations under the Certificates, (c) to perform obligations in connection with, the Certificates or any contractual arrangement entered into between the Issuer and any Relevant Affiliate (including without limitation to hedge the Issuer's obligations under the Certificates) or (d) to hold, acquire, maintain, increase,

substitute or redeem all or a substantial part of its direct or indirect shareholding in the Issuer's capital or the capital of any Relevant Affiliate or to directly or indirectly sponsor the Issuer or any Relevant Affiliate, or (iii) there is or may be a material adverse effect on a Relevant Entity in connection with the issue of the Certificates.

"Change in Law" means (i) the adoption, enactment, promulgation, execution or ratification of any applicable new law, regulation or rule (including, without limitation, any applicable tax law, regulation or rule) after the Certificates have been issued, (ii) the implementation or application of any applicable law, regulation or rule (including, without limitation, any applicable tax law, regulation or rule) already in force when the Certificates have been issued but in respect of which the manner of its implementation or application was not known or unclear at the time, or (iii) the change of any applicable law, regulation or rule existing when the Certificates are issued, or the change in the interpretation or application or practice relating thereto, existing when the Certificates are issued of any applicable law, regulation or rule, by any competent court, tribunal, regulatory authority or any other entity exercising executive, legislative, judicial, taxing, regulatory or administrative powers or functions of or pertaining to government (including any additional or alternative court, tribunal, authority or entity, to that existing when the Certificates are issued).

- (b) *Early Termination for other reasons.* The Issuer reserves the right (such right to be exercised in the Issuer's sole and unfettered discretion and without any obligation whatsoever) to terminate the Certificates in accordance with Condition 13(c) where an event or events occur which it believes in its sole discretion should, in the context of the issue of the Certificates and the obligations of the Issuer, give rise to such termination provided that such termination is considered by the Issuer not to be materially prejudicial to the interests of Certificate Holders generally (without considering the circumstances of any individual Certificate Holder or the tax or other consequences of such termination in any particular jurisdiction).
- (c) *Termination.* If the Issuer terminates the Certificates early, then the Issuer will give notice to the Certificate Holders in accordance with Condition 9. The Issuer will, if and to the extent permitted by the Applicable Law, pay to each Certificate Holder in respect of each Certificate held by such Certificate Holder an amount calculated by it as the fair market value of the Certificate immediately prior to such termination (ignoring such illegality) less the cost to the Issuer of unwinding any related hedging arrangements. Payment will be made to the Certificate Holder in such manner as shall be notified to the Certificate Holder in accordance with Condition 9.

14. Governing Law

The Certificates, the Master Instrument and the Master Warrant Agent Agreement or Warrant Agent Agreement will be governed by and construed in accordance with Singapore law. The Issuer and each Certificate Holder (by its purchase of the Certificates) shall be deemed to have submitted for all purposes in connection with the Certificates, the Master Instrument and the Master Warrant Agent Agreement or Warrant Agent Agreement to the non-exclusive jurisdiction of the courts of Singapore.

15. Prescription

Claims against the Issuer for payment of any amount in respect of the Certificates will become void unless made within six years of the Expiry Date and, thereafter, any sums payable in respect of such Certificates shall be forfeited and shall revert to the Issuer.

16. Contracts (Rights of Third Parties) Act 2001 of Singapore

Unless otherwise expressly provided in the Global Warrant, the Master Instrument and the Master Warrant Agent Agreement or Warrant Agent Agreement, a person who is not a party to any contracts made pursuant to the Global Warrant, the Master Instrument and the Master Warrant Agent Agreement or Warrant Agent Agreement has no rights under the Contracts (Rights of Third Parties) Act 2001 of Singapore to enforce any terms of such contracts. Except as expressly provided herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts.

SUMMARY OF THE ISSUE

The following is a summary of the issue and should be read in conjunction with, and is qualified by reference to, the other information set out in this document and the Base Listing Document. Terms used in this Summary are defined in the Conditions.

Issuer:	UBS AG acting through its London Branch
Company:	Tencent Holdings Limited
The Certificates:	European Style Cash Settled Short Certificates relating to the Underlying Stock
Number:	39,500,000 Certificates
Form:	The Certificates will be issued subject to, and with the benefit of, a master instrument by way of deed poll dated 28 June 2024 (the “ Master Instrument ”) and executed by the Issuer and a master warrant agent agreement dated 27 February 2008 (the “ Master Warrant Agent Agreement ”) and made between the Issuer and the Warrant Agent.
Cash Settlement Amount:	In respect of each Certificate, is the amount (if positive) equal to: Notional Amount per Certificate x Closing Level
Denominations:	Certificates are represented by a global warrant in respect of all the Certificates.
Exercise:	The Certificates may only be exercised on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day, in a Board Lot or integral multiples thereof. Certificate Holders will not be required to deliver an exercise notice. If the Cash Settlement Amount (less any Exercise Expenses) is positive, all Certificates will be deemed to have been automatically exercised at 5:00 p.m. (Singapore time) on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day. The Cash Settlement Amount less the Exercise Expenses in respect of the Certificates shall be paid in the manner set out in Condition 4(c) of the Conditions. In the event the Cash Settlement Amount (less any Exercise Expenses) is zero, all Certificates shall be deemed to have expired at 5:00 p.m. (Singapore time) on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day, and Certificate Holders shall not be entitled to receive any payment from the Issuer in respect of the Certificates.
Exercise and Trading Currency:	SGD
Board Lot:	100 Certificates

- Transfers of Certificates: Certificates may only be transferred in Board Lots (or integral multiples thereof). All transfers in Certificates, in the open market or otherwise, must be effected through a securities account with CDP. Title will pass upon registration of the transfer in the records of CDP.
- Listing: Application has been made to the SGX-ST for permission to deal in and for quotation of the Certificates and the SGX-ST has agreed in principle to grant permission to deal in and for quotation of the Certificates. Issue of the Certificates is conditional on such listing being granted. It is expected that dealings in the Certificates on the SGX-ST will commence on or about 20 November 2024.
- Governing Law: The laws of Singapore
- Warrant Agent: The Central Depository (Pte) Limited
4 Shenton Way
#02-01 SGX Centre 2
Singapore 068807
- Further Issues: Further issues which will form a single series with the Certificates will be permitted.

The above summary is qualified in its entirety by reference to the detailed information appearing elsewhere in this document and the Base Listing Document.

**INFORMATION RELATING TO
THE EUROPEAN STYLE CASH SETTLED SHORT CERTIFICATES ON SINGLE EQUITIES**

What are European Style Cash Settled Short Certificates on Single Equities?

European style cash settled short certificates on single equities (the “**Certificates**”) are structured products relating to the Underlying Stock and the return on a Certificate is linked to the performance of the Leverage Inverse Strategy.

A) Cash Settlement Amount Payable upon the Exercise of the Certificates at Expiry

Upon the exercise of the Certificates at expiry, the Certificate Holders would be paid a Cash Settlement Amount in respect of each Certificate.

The Cash Settlement Amount, in respect of each Certificate, shall be an amount payable in the Settlement Currency equal to the Closing Level multiplied by the Notional Amount per Certificate.

The Closing Level, in respect of each Certificate, shall be an amount payable in the Settlement Currency equal to (1) divided by (2) less (3) subject to any adjustments such as (4), where:

(1) is the Final Reference Level multiplied by the Final Exchange Rate;

(2) is the Initial Reference Level multiplied by the Initial Exchange Rate;

(3) is the Strike Level; and

(4) is the Hedging Fee Factor.

If the Cash Settlement Amount (less any Exercise Expenses) is positive, all Certificates shall be deemed to have been automatically exercised and investors will receive a Cash Settlement Amount. If the Cash Settlement Amount (less any Exercise Expenses) is zero, all Certificates shall be deemed to have expired. Please refer to the section headed “Terms and Conditions of the European Style Cash Settled Long/Short Certificates on Single Equities” for further details on the calculation of the Cash Settlement Amount.

The Certificates are only suitable for investors who believe that the price of the Underlying Stock will decrease and are seeking short-term leveraged inverse exposure to the Underlying Stock.

B) Trading the Certificates before Expiry

If the Certificate Holders want to cash out their investments in the Certificates before the expiry of the Certificates, they may sell the Certificates in the secondary market during the life of the Certificates, and would be subject to the following fees and charges:

- (i) For Certificate Holders who trade the Certificates intraday: shall pay normal transaction and brokerage fees for the trading of the Certificates on the SGX-ST, and may be required to pay stamp taxes or other documentary charges in accordance with the laws and practices of the country where the Certificates are transferred; and
- (ii) For Certificate Holders who hold the Certificates overnight: in addition to the normal transaction and brokerage fees and applicable stamp taxes, would also be required to bear the Management Fee and Gap Premium as well as certain costs embedded within the Leverage Inverse Strategy including the Stock Borrowing Cost and the Rebalancing Cost.

Illustration of the Calculation of Hedging Fee Factor

Hedging Fee Factor	=	Product of the Daily Fees
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Daily Fees	=	<table border="1"> <tr><td style="text-align: center;">Daily Management Fee Adjustment</td></tr> <tr><td style="text-align: center;">$1 - \text{Management Fee} \times \text{ACT} (t-1;t) / 360$</td></tr> </table>	Daily Management Fee Adjustment	$1 - \text{Management Fee} \times \text{ACT} (t-1;t) / 360$
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$1 - \text{Management Fee} \times \text{ACT} (t-1;t) / 360$				
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Daily Gap Premium Adjustment				
$1 - \text{Gap Premium} (t-1) \times \text{ACT} (t-1;t) / 360$				

Illustration of the Calculation of Cash Settlement Amount

Cash Settlement Amount = Final Value of Certificates – Strike Level (zero)

Value of Certificates	=	<table border="1"> <tr><td style="text-align: center;">$t=0$</td></tr> <tr><td style="text-align: center;">Notional Amount</td></tr> </table>	$t=0$	Notional Amount	x	<table border="1"> <tr><td style="text-align: center;">$t=1$</td></tr> <tr><td style="text-align: center;">Leverage Inverse Strategy daily performance⁸</td></tr> <tr><td style="text-align: center;">x</td></tr> <tr><td style="text-align: center;">Daily Fees</td></tr> </table>	$t=1$	Leverage Inverse Strategy daily performance ⁸	x	Daily Fees	x	<table border="1"> <tr><td style="text-align: center;">$t=2$</td></tr> <tr><td style="text-align: center;">Leverage Inverse Strategy daily performance</td></tr> <tr><td style="text-align: center;">x</td></tr> <tr><td style="text-align: center;">Daily Fees</td></tr> </table>	$t=2$	Leverage Inverse Strategy daily performance	x	Daily Fees	x ...	<table border="1"> <tr><td style="text-align: center;">$t=i$</td></tr> <tr><td style="text-align: center;">Leverage Inverse Strategy Daily performance</td></tr> <tr><td style="text-align: center;">x</td></tr> <tr><td style="text-align: center;">Daily Fees</td></tr> </table>	$t=i$	Leverage Inverse Strategy Daily performance	x	Daily Fees
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Final Value of Certificates	=	<table border="1"> <tr><td style="text-align: center;">$t=0$</td></tr> <tr><td style="text-align: center;">Notional Amount</td></tr> </table>	$t=0$	Notional Amount	x	<table border="1"> <tr><td style="text-align: center;">Final Reference Level x Final Exchange Rate</td></tr> <tr><td style="text-align: center;">÷</td></tr> <tr><td style="text-align: center;">Initial Reference Level x Initial Exchange Rate</td></tr> </table>	Final Reference Level x Final Exchange Rate	÷	Initial Reference Level x Initial Exchange Rate	x	<table border="1"> <tr><td style="text-align: center;">Hedging Fee Factor</td></tr> </table>	Hedging Fee Factor
		$t=0$										
Notional Amount												
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÷												
Initial Reference Level x Initial Exchange Rate												
Hedging Fee Factor												

Illustration of the applicable fees and charges for an intraday trading scenario

Hedging Fee is implemented overnight in the price of the Certificate. As a consequence, when trading intraday, investors will not bear any Hedging Fee.

Investors will only support bid/ask costs, which are the difference between the price at which the Designated Market Maker purchases (bid) and sells (ask) the Certificate at any point of time.

⁷ "t" refers to "Observation Date" which means each Underlying Stock Business Day (subject to Market Disruption Event) from (and including) the Underlying Stock Business Day immediately preceding the Expected Listing Date to the Valuation Date.

⁸ Leverage Inverse Strategy daily performance is computed as the Leverage Inverse Strategy Level on Business Day (t) divided by the Leverage Inverse Strategy Level on Business Day (t-1).

Example of Calculation of Hedging Fee Factor and Cash Settlement Amount

The example is purely hypothetical. We include the example to illustrate how the Certificates work, and you MUST NOT rely on them as any indication of the actual return or what the payout on the Certificates might actually be. The example also assumes a product which expires 16 days after listing date, to illustrate the daily calculation of price, costs and fees from listing date to expiry date.

Assuming an investor purchases the following Certificates at the Issue Price:

Underlying Stock:	Ordinary shares of Tencent Holdings Limited traded in HKD
Expected Listing Date:	01/02/2021
Expiry Date:	16/02/2021
Initial Reference Level:	1,000
Initial Exchange Rate:	1
Final Reference Level:	1,200
Final Exchange Rate:	1
Issue Price:	1.15 SGD
Notional Amount per Certificate:	1.15 SGD
Management Fee (p.a.):	0.40%
Gap Premium (p.a.):	12.75%
Strike Level:	Zero

Hedging Fee Factor

Hedging Fee Factor on the n^{th} Underlying Stock Business Day after issuance of Certificate ("HFF (n)") is calculated as follows:

$$\text{HFF}(0) = 100\%$$

On Next Calendar Day (assuming it is an Underlying Stock Business Day):

$$\text{HFF}(1) = \text{HFF}(0) \times \left(1 - \text{Management Fee} \times \frac{\text{ACT}(t-1; t)}{360}\right) \times \left(1 - \text{Gap Premium} \times \frac{\text{ACT}(t-1; t)}{360}\right)$$

$$\text{HFF}(1) = 100\% \times \left(1 - 0.40\% \times \frac{1}{360}\right) \times \left(1 - 12.75\% \times \frac{1}{360}\right)$$

$$\text{HFF}(1) = 100\% \times 99.9989\% \times 99.9646\% \approx 99.9635\%$$

Assuming 2nd Underlying Stock Business Day falls 3 Calendar Days after 1st Underlying Stock Business Day:

$$\text{HFF (2)} = \text{HFF (1)} \times \left(1 - \text{Management Fee} \times \frac{\text{ACT}(t-1; t)}{360}\right) \times \left(1 - \text{Gap Premium} \times \frac{\text{ACT}(t-1; t)}{360}\right)$$

$$\text{HFF (2)} = 99.9635\% \times \left(1 - 0.40\% \times \frac{3}{360}\right) \times \left(1 - 12.75\% \times \frac{3}{360}\right)$$

$$\text{HFF (2)} = 99.9635\% \times 99.9967\% \times 99.8938\% \approx 99.8539\%$$

The same principle applies to the following Underlying Stock Business Days:

$$\text{HFF (n)} = \text{HFF (n-1)} \times \left(1 - \text{Management Fee} \times \frac{\text{ACT}(t-1; t)}{360}\right) \times \left(1 - \text{Gap Premium} \times \frac{\text{ACT}(t-1; t)}{360}\right)$$

In this example, the Hedging Fee Factor as of the Valuation Date would be equal to 99.4534% as illustrated below:

Date	HFF
2/1/2021	100.0000%
2/2/2021	99.9635%
2/3/2021	99.9270%
2/4/2021	99.8905%
2/5/2021	99.8540%
2/8/2021	99.7446%
2/9/2021	99.7081%
2/10/2021	99.6717%
2/11/2021	99.6353%
2/12/2021	99.5989%
2/15/2021	99.4898%
2/16/2021	99.4534%

Cash Settlement Amount

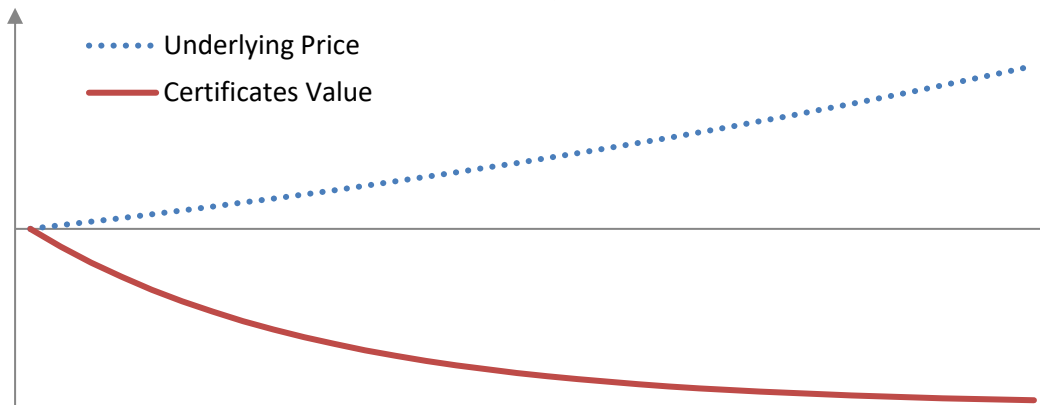
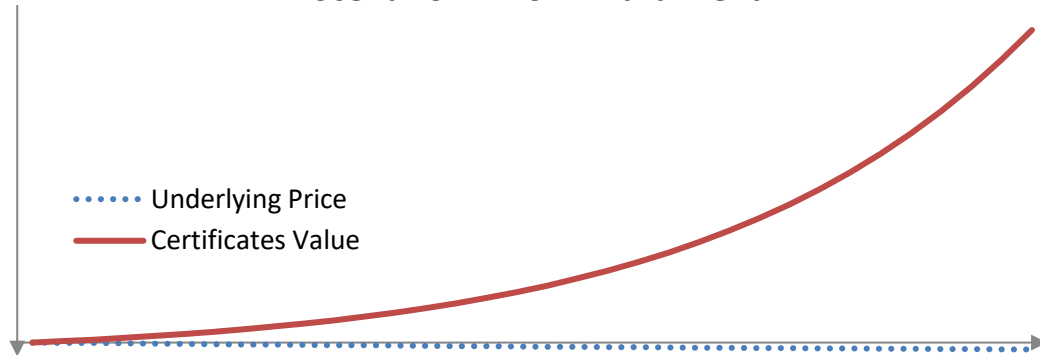
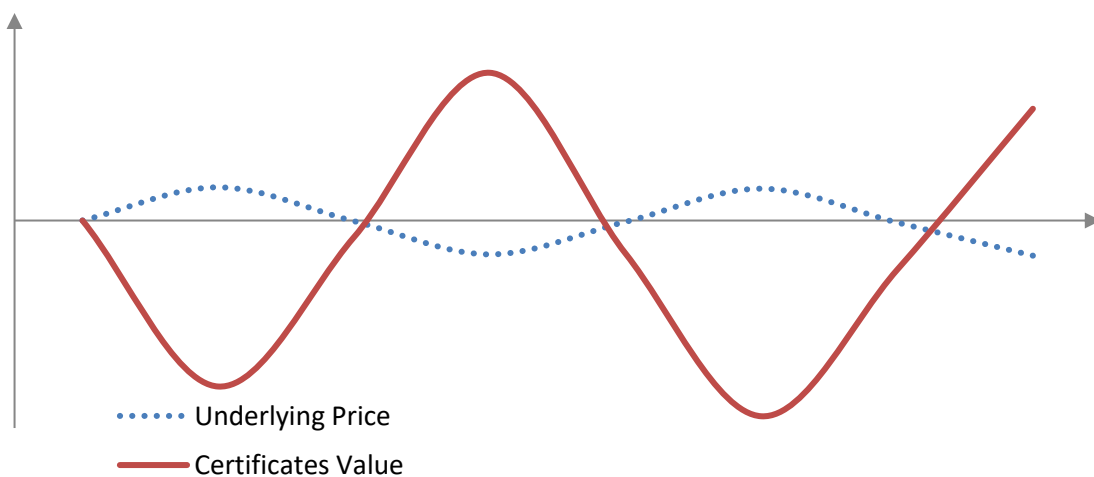
In this example, the Closing Level and the Cash Settlement Amount would be computed as follows:

$$\begin{aligned} \text{Closing Level} &= [(\text{Final Reference Level} \times \text{Final Exchange Rate}) / (\text{Initial Reference Level} \times \text{Initial Exchange Rate}) - \text{Strike Level}] \times \text{Hedging Fee Factor} \\ &= [(1200 \times 1) / (1000 \times 1) - 0] \times 99.4534\% \\ &= 119.34\% \end{aligned}$$

$$\begin{aligned} \text{Cash Settlement Amount} &= \text{Closing Level} \times \text{Notional Amount per Certificate} \\ &= 119.34\% \times 1.15 \text{ SGD} \\ &= \mathbf{1.372 \text{ SGD}} \end{aligned}$$

Illustration on how returns and losses can occur under different scenarios

The examples are purely hypothetical and do not take fees and charges payable by investors into consideration. The examples highlight the effect of the Underlying Stock performance on the value of the Certificates and do not take into account the possible influence of fees, exchange rates, dividends, or any other market parameters.

1. Illustrative examples**Scenario 1 - Upward Trend****Scenario 2 - Downward Trend****Scenario 3 - Volatile Market**

2. Numerical Examples

Scenario 1 – Upward Trend

		Underlying				
	Day 0	Day 1	Day 2	Day 3	Day 4	Day 5
Daily Return		2.00%	2.00%	2.00%	2.00%	2.00%
Value at end of day	10,000.00	10,200.00	10,404.00	10,612.08	10,824.32	11,040.81
Accumulated Return		2.00%	4.04%	6.12%	8.24%	10.41%

		Value of the Certificates				
	Day 0	Day 1	Day 2	Day 3	Day 4	Day 5
Daily Return		-10.00%	-10.00%	-10.00%	-10.00%	-10.00%
Price at end of day	1.15	1.04	0.93	0.84	0.75	0.68
Accumulated Return		-10.00%	-19.00%	-27.10%	-34.39%	-40.95%

Scenario 2 – Downward Trend

		Underlying				
	Day 0	Day 1	Day 2	Day 3	Day 4	Day 5
Daily Return		-2.00%	-2.00%	-2.00%	-2.00%	-2.00%
Value at end of day	10,000.00	9,800.00	9,604.00	9,411.92	9,223.68	9,039.21
Accumulated Return		-2.00%	-3.96%	-5.88%	-7.76%	-9.61%

		Value of the Certificates				
	Day 0	Day 1	Day 2	Day 3	Day 4	Day 5
Daily Return		10.00%	10.00%	10.00%	10.00%	10.00%
Price at end of day	1.15	1.27	1.39	1.53	1.68	1.85
Accumulated Return		10.00%	21.00%	33.10%	46.41%	61.05%

Scenario 3 – Volatile Market

		Underlying				
	Day 0	Day 1	Day 2	Day 3	Day 4	Day 5
Daily Return		2.00%	-2.00%	-2.00%	2.00%	2.00%
Value at end of day	10,000.00	10,200.00	9,996.00	9,796.08	9,992.00	10,191.84
Accumulated Return		2.00%	-0.04%	-2.04%	-0.08%	1.92%

		Value of the Certificates				
	Day 0	Day 1	Day 2	Day 3	Day 4	Day 5
Daily Return		-10.00%	10.00%	10.00%	-10.00%	-10.00%
Price at end of day	1.15	1.04	1.14	1.25	1.13	1.01
Accumulated Return		-10.00%	-1.00%	8.90%	-1.99%	-11.79%

Description of Air Bag Mechanism

The Certificates integrate an “Air Bag Mechanism” which is designed to reduce exposure to the Underlying Stock during extreme market conditions.

In accordance with the Air Bag Mechanism timeline below, when the Air Bag triggers, the following typically occurs:

- Observation Period: the price of the Underlying Stock is observed and its maximum price is recorded (i) during 15 minutes of continuous trading after the Air Bag is triggered, or (ii) until Market Close if there is 15 minutes (or less) of continuous trading until Market Close when the Air Bag is triggered; and
- Reset Period: thereafter, the Leverage Inverse Strategy is reset using the maximum price of the Underlying Stock during the Observation Period as the New Observed Price. The New Observed Price replaces the last closing price of the Underlying Stock in order to compute the performance of the Leverage Inverse Strategy.

During the Observation Period and Reset Period, trading of Certificates is suspended for a period of at least 30 minutes of continuous trading after the Air Bag is triggered, and such suspension will be based on instructions provided by the Issuer to the SGX-ST for suspension of trading. Investors cannot sell or purchase any Certificates during this period.

The performance of the Leverage Inverse Strategy will be the inverse of the Underlying Stock.

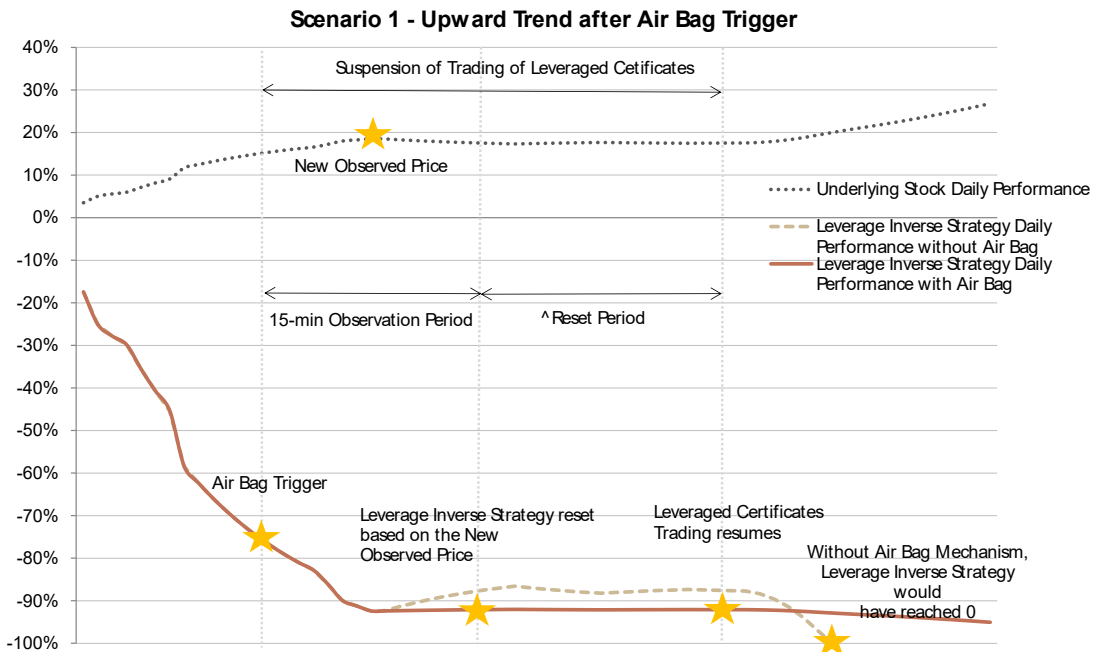
For the avoidance of doubt, if the Air Bag Mechanism was triggered with more than 60 minutes of continuous trading before Market Close, trading of Certificates will resume the same trading day after the Reset Period has elapsed, subject to the SGX-ST's approval to resume trading. If the Air Bag Mechanism was triggered between 45 minutes and 60 minutes of continuous trading before Market Close, trading of Certificates may or may not resume the same trading day after the Reset Period has elapsed. If the Air Bag Mechanism was triggered with only 45 minutes (or less) of continuous trading before Market Close, trading of Certificates resumes on the next trading day.

The resumption of trading is subject to the SGX-ST's requirements of at least 15 minutes after the SGX-ST approves the request from the Issuer to resume trading on the Certificates, rounded to the next quarter of an hour. The Issuer will provide at least 15 minutes' notice of the resumption of trading by making an SGXNET announcement.

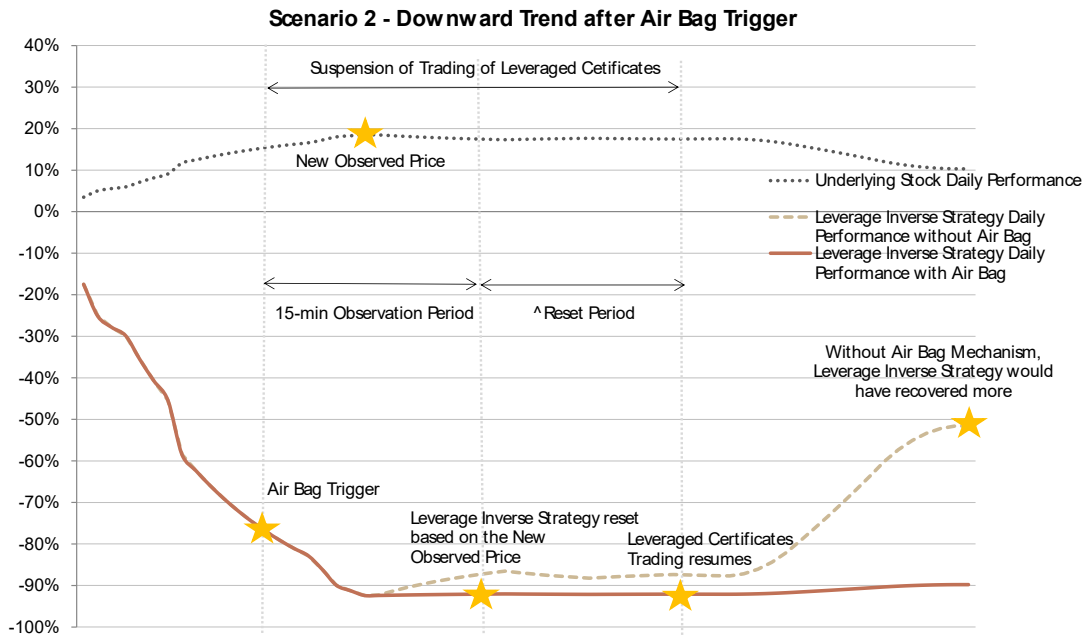
With **Market Close** defined as:

- the Underlying Stock closing time, including the closing auction session, with respect to the Observation Period; and
- the sooner of (i) the Underlying Stock closing time for continuous trading and (ii) the SGX-ST closing time, with respect to the Resumption of Trading

Illustrative examples of the Air Bag Mechanism⁹



^ The resumption of trading is subject to the SGX-ST's requirements of at least 15 minutes after the SGX-ST approves the request from the Issuer to resume trading on the Certificates, rounded to the next quarter of an hour.



^ The resumption of trading is subject to the SGX-ST's requirements of at least 15 minutes after the SGX-ST approves the request from the Issuer to resume trading on the Certificates, rounded to the next quarter of an hour.

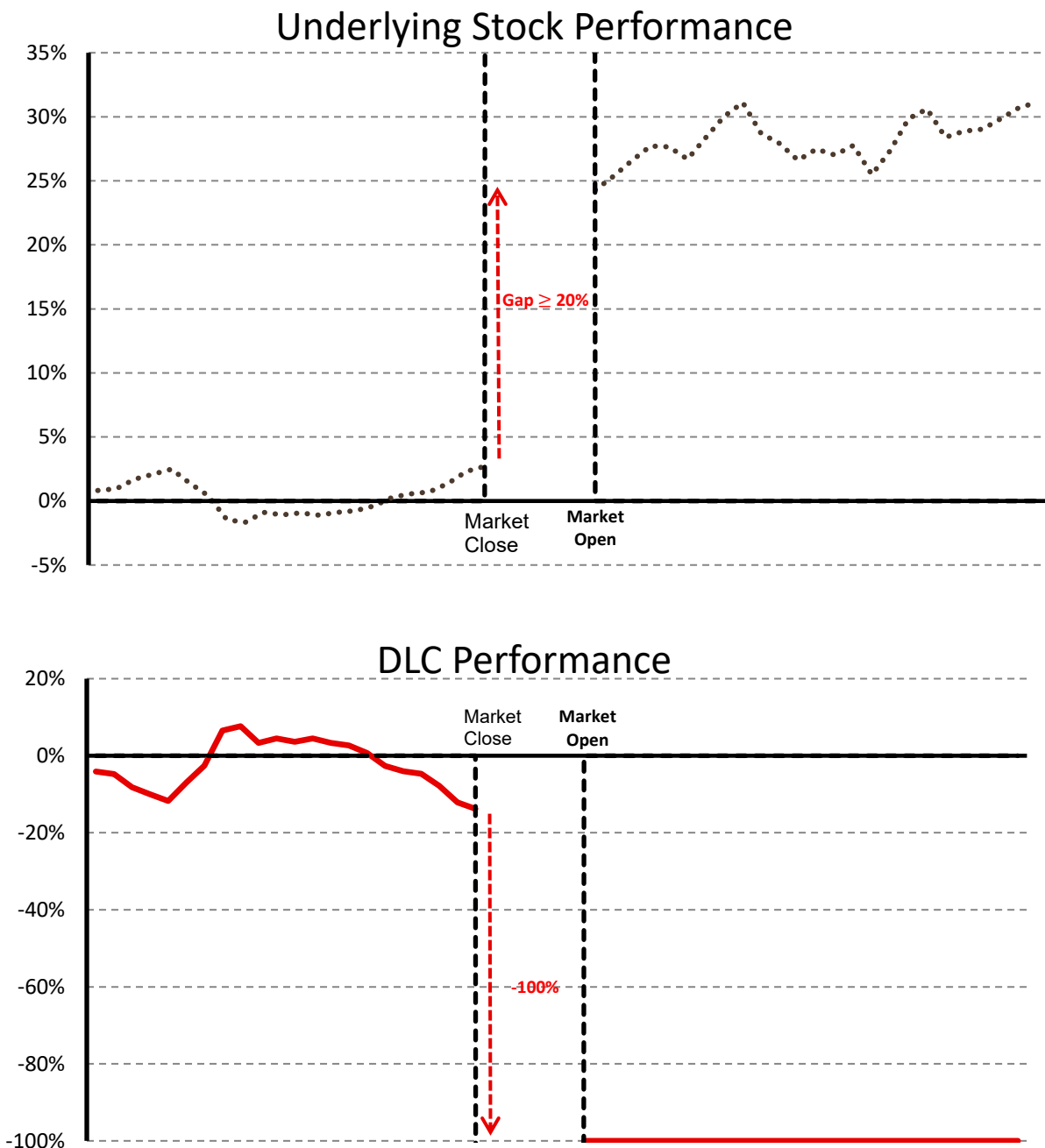
⁹ The illustrative examples are not exhaustive.

Scenarios where the investor may lose the entire value of the investment

The scenarios below are purely hypothetical and do not take fees and charges payable by investors into consideration. The scenarios highlight cases where the Certificates may lose 100% of their value.

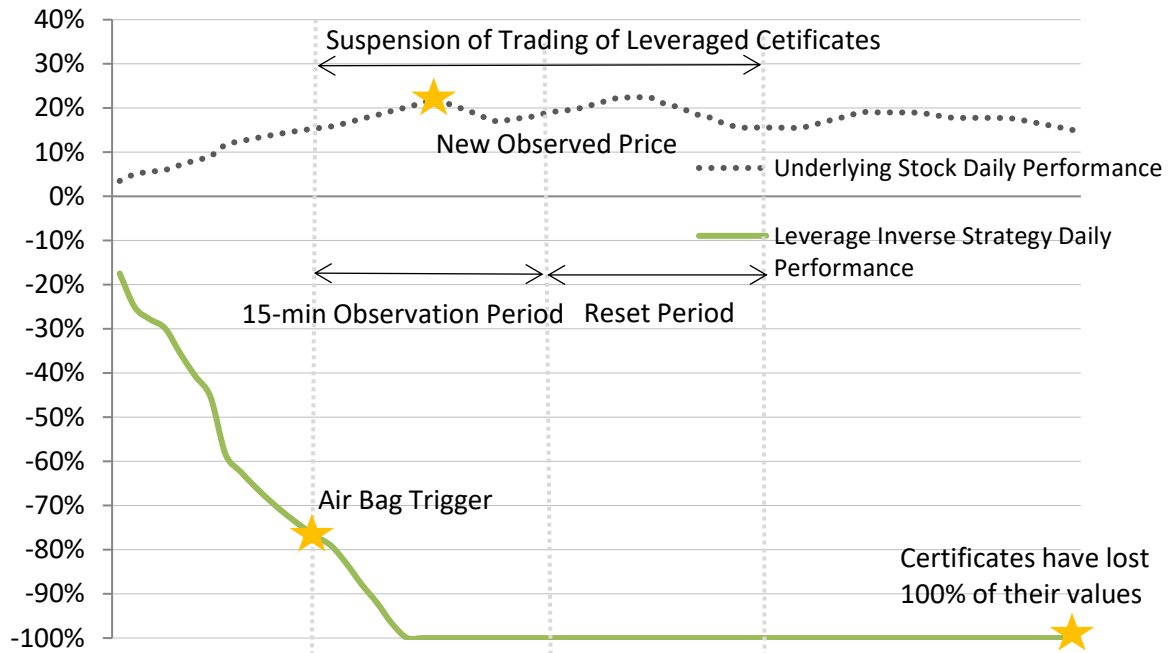
Scenario 1 – Overnight rise of the Underlying Stock

On any business day, the opening price of the Underlying Stock may be higher or lower than the closing price on the previous day. The difference between the previous closing price and the opening price of the Underlying Stock is termed a “gap”. If the opening price of the Underlying Stock is 20% or more above the previous day closing price, the Air Bag Mechanism would only be triggered when the market (in respect of which the Underlying Stock is listed) opens the following day (including pre-opening session or opening auction, as the case may be), and the Certificates would lose their entire value in such event.



Scenario 2 – Sharp intraday rise of the Underlying Stock

Although the Air Bag Mechanism is designed to reduce the exposure to the Underlying Stock during extreme market conditions, the Certificate can lose 100% of its value in the event the price of the Underlying Stock rises by 20% or more within the 15 minutes Observation Period compared to the reference price, being: (i) if air bag event has not been previously triggered on the same day, the previous closing price of the Underlying Stock, or (ii) if one or more air bag events have been previously triggered on the same day, the latest New Observed Price. The Certificates would lose their entire value in such event.



Examples and illustrations of adjustments due to certain corporate actions

The examples are purely hypothetical and do not take fees and charges payable by investors into consideration. The examples highlight the effect of corporate actions on the value of the Certificates and do not take into account the possible influence of fees, exchange rates, or any other market parameters.

In the case of any corporate action on the Underlying Stock, the Calculation Agent will, as soon as reasonably practical after it becomes aware of such event, determine whether such corporate action has a dilutive or concentrative effect on the theoretical value of the Underlying Stock, and if so, will (a) calculate the corresponding adjustment, if any, to be made to the elements relating to the Underlying Stock which are used to determine any settlement or payment terms under the Certificates and/or adjust at its discretion any other terms of the Certificates as it determines appropriate to preserve the economic equivalent of the obligations of the Issuer under the Certificates and (b) determine the effective date of such adjustment.

Notwithstanding the foregoing, in the event the Observation Date of the Leverage Reset Time(t) is an ex-date with respect to a corporate action related to the Underlying Stock, and the immediately preceding Leverage Reset Time r(t) is at the scheduled closing time for the Relevant Stock Exchange for the Underlying Stock (or any successor thereto), the Calculation Agent may, in its sole and absolute discretion, replace the $Rfactor_t$ with respect to such Leverage Reset Time (t) by an amount computed according to the following generic formula :

$$Rfactor_t = \left[1 - \frac{Div_t + DivExc_t - M \times R}{S_{r(t)}} \right] \times \frac{1}{1 + M}$$

This formula is provided for indicative purposes and the Calculation Agent may determine that this formula is not appropriate for certain corporate actions and may apply a different formula instead.

Such adjustment of $Rfactor_t$ would affect the Leveraged Return, the Rebalancing Cost, and the Underlying Reference Price used to determine the Intraday Restrike Event. The Air Bag mechanism would not be triggered if the stock price rises by 15% exclusively because of the dilutive effect of a corporate action.

Where:

$DivExc_t$ is the amount received as an Extraordinary Dividend by a holder of existing Shares for each Share held prior to the Extraordinary Dividend, net of any applicable withholding taxes.

M is the number of new Share(s) (whether a whole or a fraction) per existing Share each holder thereof is entitled to subscribe or to receive (positive amount) or the number of existing Shares redeemed or canceled per existing Share (negative amount), as the case may be, resulting from the corporate action.

R is the subscription price per Share (positive amount) or the redemption price per Share (negative amount) including any dividends or other benefits forgone to be subscribe to or to receive (as applicable), or to redeem a Share.

1. Stock split

Assuming the Underlying Stock is subject to a 1 to 2 stock split (i.e. 1 new Share for every 1 existing share):

$$S_{r(t)} = \$100$$

$$S_t = \$51$$

$$\text{Div}_t = \$0$$

$$\text{DivExc}_t = \$0$$

M = 1 (i.e. 1 new Shares for 1 existing Share)

R = \$0 (no subscription price / redemption price)

$$Rfactor_t = \left[1 - \frac{0 + 0 - 2 \times 0}{100} \right] \times \frac{1}{1 + 1} = 50\%$$

As a consequence:

$$\text{LR}_{r(t),t} = \text{Leverage} \times \left(\frac{S_t}{S_{r(t)} \times Rfactor_t} - 1 \right) = -5 \times \left(\frac{51}{100 \times 50\%} - 1 \right) = -10\%$$

$S_{r(t)}$	$S_{r(t)} \times Rfactor_t$	S_t	Adjusted Underlying Stock Performance
100	50	51	2%

Value of the Certificate r(t)	Value of the Certificate (t)	Certificates' performance (excluding any cost and fees)
1.15	1.035	-10%

In such case an Intraday Restrike Event would occur if the Underlying Stock price rises to \$57.5, which is 15% above \$50, the Underlying Stock Reference Price.

2. Share Consolidation

Assuming the Underlying Stock is subject to a 2 to 1 share consolidation (i.e. 1 Share canceled for every 2 existing Shares):

$$S_{r(t)} = \$100$$

$$S_t = \$202$$

$$\text{Div}_t = \$0$$

$$\text{DivExc}_t = \$0$$

M = -0.5 (i.e. 0.5 Shares canceled for each 1 existing Share)

R = \$0 (no subscription price / redemption price)

$$Rfactor_t = \left[1 - \frac{0 + 0 - (-0.5) \times 0}{100} \right] \times \frac{1}{1 + (-0.5)} = 200\%$$

As a consequence:

$$\text{LR}_{r(t),t} = \text{Leverage} \times \left(\frac{S_t}{S_{r(t)} \times Rfactor_t} - 1 \right) = -5 \times \left(\frac{202}{100 \times 200\%} - 1 \right) = -5\%$$

$S_{r(t)}$	$S_{r(t)} \times Rfactor_t$	S_t	Adjusted Underlying Stock Performance
100	200	202	1%

Value of the Certificate r(t)	Value of the Certificate (t)	Certificates' performance (excluding any cost and fees)
1.15	1.0925	-5%

In such case an Intraday Restrike Event would occur if the Underlying Stock price rises to \$230, which is 15% above \$200, the Underlying Stock Reference Price.

3. Rights Issues

Assuming there is a rights issue with respect to the Underlying Stock, with a right to receive 1 new Share for every 2 existing Shares, for a subscription price of \$40.

$$S_{r(t)} = \$100$$

$$S_t = \$84$$

$$Div_t = \$0$$

$$DivExc_t = \$0$$

$$R = \$40 \text{ (i.e. subscription price of \$40)}$$

$$M = 0.5 \text{ (i.e. 1 new share for every 2 existing shares)}$$

$$Rfactor_t = \left[1 - \frac{0 + 0 - 0.5 \times 40}{100} \right] \times \frac{1}{1 + 0.5} = 80\%$$

As a consequence:

$$LR_{r(t),t} = \text{Leverage} \times \left(\frac{S_t}{S_{r(t)} \times Rfactor_t} - 1 \right) = -5 \times \left(\frac{84}{100 \times 80\%} - 1 \right) = -25\%$$

$S_{r(t)}$	$S_{r(t)} \times Rfactor_t$	S_t	Adjusted Underlying Stock Performance
100	80	84	5%

Value of the Certificate r(t)	Value of the Certificate (t)	Certificates' performance (excluding any cost and fees)
1.15	0.8625	-25%

In such case an Intraday Restrike Event would occur if the Underlying Stock price rises to \$92, which is 15% above \$80, the Underlying Stock Reference Price.

4. Bonus Issues

Assuming there is a bonus issue with respect to the Underlying Stock, where shareholders receive 1 bonus share for 5 existing shares:

$$S_{r(t)} = \$100$$

$$S_t = \$85$$

$$\text{Div}_t = \$0$$

$$\text{DivExc}_t = \$0$$

$$R = \$0$$

$M = 0.2$ (i.e. 1 new share for 5 existing shares)

$$Rfactor_t = \left[1 - \frac{0 + 0 - 0.2 \times 0}{100} \right] \times \frac{1}{1 + 0.2} = 83.33\%$$

As a consequence:

$$LR_{r(t),t} = \text{Leverage} \times \left(\frac{S_t}{S_{r(t)} \times Rfactor_t} - 1 \right) = -5 \times \left(\frac{85}{100 \times 83.33\%} - 1 \right) = -10\%$$

$S_{r(t)}$	$S_{r(t)} \times Rfactor_t$	S_t	Adjusted Underlying Stock Performance
100	83.33	85	2%

Value of the Certificate r(t)	Value of the Certificate (t)	Certificates' performance (excluding any cost and fees)
1.15	1.035	-10%

In such case an Intraday Restrike Event would occur if the Underlying Stock price rises to \$95.83, which is 15% above \$83.33, the Underlying Stock Reference Price.

5. Extraordinary Dividend

Assuming there is an extraordinary dividend of \$20 (net of taxes) paid in respect of each stock.

$$S_{r(t)} = \$100$$

$$S_t = \$84$$

$$\text{Div}_t = \$0$$

$$\text{DivExc}_t = \$20$$

$$R = \$0$$

$M = 0$

$$Rfactor_t = \left[1 - \frac{0 + 20 - 0 \times 0}{100} \right] \times \frac{1}{1 + 0} = 80\%$$

As a consequence:

$$LR_{r(t),t} = \text{Leverage} \times \left(\frac{S_t}{S_{r(t)} \times Rfactor_t} - 1 \right) = -5 \times \left(\frac{84}{100 \times 80\%} - 1 \right) = -25\%$$

$S_{r(t)}$	$S_{r(t)} \times Rfactor_t$	S_t	Adjusted Underlying Stock Performance
100	80	84	5%

Value of the Certificate r(t)	Value of the Certificate (t)	Certificates' performance (excluding any cost and fees)
1.15	0.8625	-25%

In such case an Intraday Restrike Event would occur if the Underlying Stock price rises to \$92, which is 15% above \$80, the Underlying Stock Reference Price.

INFORMATION RELATING TO THE COMPANY

All information contained in this document regarding the Company, including, without limitation, its financial information, is derived from publicly available information which appears on the web-site of Hong Kong Exchanges and Clearing Limited (the “HKExCL”) at <http://www.hkex.com.hk> and/or the Company’s web-site at <https://www.tencent.com/en-us/index.html>. The Issuer has not independently verified any of such information.

Tencent Holdings Limited (the “**Company**”) is an investment holding company primarily engaged in the provision of value-added services (VAS), online advertising services, as well as FinTech and business services. The Company primarily operates through four segments. The VAS segment is mainly engaged in the provision of online games, video account live broadcast services, paid video membership services and other social network services. The Online Advertising segment is mainly engaged in media advertising, social and other advertising businesses. The FinTech and Business Services segment mainly provides commercial payment, FinTech and cloud services. The Others segment is principally engaged in the investment, production and distribution of films and television program for third parties, copyrights licensing, merchandise sales and various other activities.

The information set out in Appendix I of this document relates to the unaudited third quarter results of the Company and its subsidiaries for the three and nine months ended 30 September 2024 and has been extracted and reproduced from an announcement by the Company dated 13 November 2024 in relation to the same. Further information relating to the Company may be located on the web-site of the HKExCL at <http://www.hkex.com.hk>.

- (x) if the stock market experiences exceptional price movement and volatility;
- (xi) when it is a public holiday in Singapore and/or Hong Kong and the SGX-ST and/or the HKEX is not open for dealings; and
- (xii) during the suspension of trading of Certificates after an Air Bag Mechanism has been triggered.

The last trading day on which the DMM will provide competitive quotations for the Certificates would be the fifth Exchange Business Day immediately preceding the Expiry Date.

PLACING AND SALE

General

No action has been or will be taken by the Issuer that would permit a public offering of the Certificates or possession or distribution of any offering material in relation to the Certificates in any jurisdiction where action for that purpose is required. No offers, sales or deliveries of any Certificates, or distribution of any offering material relating to the Certificates may be made in or from any jurisdiction except in circumstances which will result in compliance with any applicable laws or regulations and will not impose any obligation on the Issuer. In the event that the Issuer contemplates a placing, placing fees may be payable in connection with the issue and the Issuer may at its discretion allow discounts to placees.

United Kingdom

In relation to each tranche of Certificates, the Issuer has represented, warranted and agreed that:

(a) No deposit-taking: in relation to any Certificates having a maturity of less than one year:

(i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business; and

(ii) it has not offered or sold and will not offer or sell any Certificates other than to persons:

(A) whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses; or

(B) who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses,

where the issue of the Certificates would otherwise constitute a contravention of section 19 of the Financial Services and Markets Act 2000 (the "FSMA") by the Issuer;

(b) Financial Promotion: it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of any Certificates in circumstances in which section 21(1) of the FSMA does not or would not, if the Issuer was not an authorised person, apply to the Issuer; and

(c) General Compliance: it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Certificates in, from or otherwise involving the United Kingdom.

If the applicable Supplemental Listing Document in respect of any Certificates specifies the "Prohibition of Sales to European Economic Area Retail Investors" as "Not Applicable", the Issuer has represented and agreed that it has not offered, sold or otherwise made available such Certificates to any retail investor in the United Kingdom. For the purposes of this provision:

(a) the expression "**retail investor**" means a person who is one (or more) of the following:

(i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); or

- (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA which were relied on immediately before exit day to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or
 - (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA; and
- (b) the expression an "**offer**" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Certificates to be offered so as to enable an investor to decide to purchase or subscribe for the Certificates.

If the applicable Supplemental Listing Document in respect of any Certificates specifies the "Prohibition of Sales to European Economic Area Retail Investors" as "Not Applicable", the Issuer has represented and agreed that it has not made and will not make an offer of Certificates which are the subject of the offering contemplated by the Base Listing Document as completed by this Supplemental Listing Document to the public in the United Kingdom except that it may make an offer of such Certificates to the public in the United Kingdom:

- a) if the Supplemental Listing Document in relation to the Certificates specifies an offer of those Certificates may be made other than pursuant to Article 1(4) of the UK Prospectus Regulation in the United Kingdom (a "**Public Offer**"), following the date of publication of a prospectus in relation to such Certificates which either (i) has been approved by the UK Financial Conduct Authority ("**FCA**"), or (ii) is to be treated as if it had been approved by the FCA in accordance with the transitional provision in Regulation 74 of the Prospectus (Amendment etc.) (EU Exit) Regulations 2019, provided that any such prospectus has subsequently been completed by final terms contemplating such Public Offer, in the period beginning and ending on the dates specified in such prospectus or final terms, as applicable, and the Issuer has consented in writing to its use for the purpose of that Public Offer;
- b) at any time to any legal entity which is a qualified investor as defined in Article 2 of the UK Prospectus Regulation;
- c) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in Article 2 of the UK Prospectus Regulation); or
- d) at any time in any other circumstances falling within section 86 of the FSMA, provided that no such offer of Certificates to the public referred to in (a) to (c) above shall require the publication of a prospectus pursuant to section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation,

provided that no such offer of Certificates referred to in (b) to (d) above shall require the Issuer to publish a prospectus pursuant to section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

For the purposes of this provision, the expression "an offer of Certificates to the public" in relation to any products in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and the Certificates to be offered so as to enable an investor to decide to purchase or subscribe the Certificates, and the expression "**UK Prospectus Regulation**" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA.

United States of America

The Certificates have not been, and will not be, registered under the Securities Act. Subject to certain exceptions, Certificates, or interests therein, may not at any time be offered, sold, resold or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, any U.S. person or to others for offering, sale or resale in the United States or to any such U.S. person. Offers and sales of Certificates, or interests therein, in the United States or to U.S. persons would constitute a violation of United States securities laws unless made in compliance with registration requirements of the Securities Act or pursuant to an exemption therefrom. The Certificates will not be offered, sold or delivered within the United States or to U.S. persons. As used herein, "**United States**" means the United States of America (including the States and the District of Columbia), its territories, its possessions and other areas subject to its jurisdiction; and "**U.S. person**" means (i) any citizen or resident of the United States, including any corporation, partnership or other entity created or organised in or under the laws of the United States or of any political subdivision thereof, (ii) any estate or trust the income of which is subject to United States income taxation regardless of its source, (iii) "U.S. person" as such term is defined in (a) Regulation S under the Securities Act or (b) the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations promulgated by the U.S. Commodity Futures Trading Commission ("**CFTC**") pursuant to the U.S. Commodity Exchange Act of 1936, as amended, or (iv) a person other than a "Non-United States Person" as defined in CFTC Rule 4.7, in each case, as such definition is amended, modified or supplemented from time to time.

Prohibition of Sales to European Economic Area

If the applicable Supplemental Listing Document in respect of any Certificates specifies the "Prohibition of Sales to European Economic Area Retail Investors" as "Not Applicable", the Issuer has represented and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Certificates which are the subject of the offering contemplated by the Base Listing Document as completed by this Supplemental Listing Document to any retail investor in the European Economic Area. For the purposes of this provision:

(a) the expression "retail investor" means a person who is one (or more) of the following:

- (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**");
- (ii) a customer within the meaning of Directive 2016/97 (as amended), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or
- (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the "**Prospectus Regulation**"); and

(b) the expression an "offer" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Certificates to be offered so as to enable an investor to decide to purchase or subscribe the Certificates.

PUBLIC OFFER SELLING RESTRICTION UNDER THE PROSPECTUS REGULATION

If the Supplemental Listing Document specifies "Prohibition of Sales to European Economic Area Retail Investors" as "Not Applicable", in relation to each member state of the European

Economic Area (each, a "**Relevant State**"), the Issuer has represented, warranted and agreed that it has not made and will not make an offer of Certificates which are the subject of the offering contemplated by the Base Listing Document as completed by this Supplemental Listing Document to the public in that Relevant State except that it may make an offer of such Certificates to the public in that Relevant State:

(a) Approved listing document: if the Supplemental Listing Document in relation to the Certificates specifies that an offer of those Certificates may be made other than pursuant to Article 1(4) of the Prospectus Regulation in that Relevant State (a "**Non-exempt Offer**"), following the date of publication of a listing document in relation to such Certificates which has been approved by the competent authority in that Relevant State or, where appropriate, approved in another Relevant State and notified to the competent authority in that Relevant State, provided that any such listing document has subsequently been completed by the Supplemental Listing Document contemplating such Non-exempt Offer, in accordance with the Prospectus Regulation, in the period beginning and ending on the dates specified in such listing document or Supplemental Listing Document, as applicable and the Issuer has consented in writing to its use for the purpose of that Non-exempt Offer;

(b) Qualified investors: at any time to any legal entity which is a qualified investor as defined in the Prospectus Regulation;

(c) Fewer than 150 offered: at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation), subject to obtaining the prior consent of the Issuer for any such offer; or

(d) Other exempt offers: at any time in any other circumstances falling within Article 3(2) of the Prospectus Regulation,

provided that no such offer of Certificates referred to in (b) to (d) above shall require the Issuer to publish a listing document pursuant to Article 3 of the Prospectus Regulation or supplement a listing document pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision, the expression an "**offer of Certificates to the public**" in relation to any Certificates in any Relevant State means the communication in any form and by any means of sufficient information on the terms of the offer and the Certificates to be offered so as to enable an investor to decide to purchase or subscribe for the Certificates, as the same may be varied in that Relevant State by any measure implementing the Prospectus Regulation in that Relevant State.

Singapore

This document has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of Certificates may not be circulated or distributed, nor may Certificates be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than pursuant to, and in accordance with the conditions of, any applicable provision of the Securities and Futures Act 2001 of Singapore.

Hong Kong

No person, other than a person permitted to do so under the securities laws of Hong Kong, has issued, or had in its possession for the purposes of issue, or will issue, or have in its possession for the purposes of issue any advertisement, invitation or document relating to the Certificates, whether in Hong Kong or elsewhere, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong other than with respect to Certificates which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” within the meaning of the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong and any rules made thereunder.

SUPPLEMENTAL INFORMATION RELATING TO THE ISSUER

The information set out in Appendix II of this document relates to the risk factors relating to operating environment and strategy of the Issuer.

The information set out in Appendix III of this document relates to the recent developments in the Issuer's business.

The information set out in Appendix IV of this document is an extract of the unaudited consolidated financial statements of UBS AG and its subsidiaries for the third quarter ended 30 September 2024.

For more information on the Issuer, please see <http://www.ubs.com/>.

Queries regarding the Certificates may be directed to +852 2971 6668 or OL-HKWarrants@ubs.com.

SUPPLEMENTAL GENERAL INFORMATION

The information set out herein is supplemental to, and should be read in conjunction with, the information set out on page 268 of the Base Listing Document.

1. Save as disclosed in the Base Listing Document and herein, there is no litigation, arbitration or administrative proceedings relating to claims or amounts which are material in the context of the issue of the Certificates to which the Issuer is a party nor, to the best of its knowledge and belief, is there any threatened litigation, arbitration or administrative proceedings relating to claims or amounts which are material in the context of the issue of the Certificates which would in either case jeopardise its ability to discharge its obligations in respect of the Certificates.
 2. UBS AG, Singapore Branch at 9 Penang Road, Singapore 238459, has been authorised to accept, on behalf of the Issuer, service of process and any other notices required to be served on the Issuer. Any notices required to be served on the Issuer should be sent to UBS AG, Singapore Branch at the above address for the attention of Han-Kiat Tan, Legal & Compliance.
 3. Settlement of trades done on a normal “ready basis” on the SGX-ST generally take place on the second Business Day following the transaction. Dealing in the Certificates will take place in board lots of 100 Certificates in Singapore dollars. For further details on the transfer of Certificates and their exercise, please refer to the section headed “Summary of the Issue” above.
 4. It is not the current intention of the Issuer to apply for a listing of the Certificates on any stock exchange other than the SGX-ST.
 5. There has been no adverse change, material in the context of the issue of the Certificates, in the financial position of the Issuer since 30 September 2024.
 6. The following contracts, relating to the issue of the Certificates, have been or will be entered into by the Issuer and may be material to the issue of the Certificates:
 - (a) the Master Instrument; and
 - (b) the Master Warrant Agent Agreement.
- None of the directors of the Issuer has any direct or indirect interest in any of the above contracts.
7. The Issuer has appropriate risk management capabilities to manage the issue of the Certificates.
 8. Copies of the following documents may be inspected during usual business hours on any weekday (Saturdays, Sundays and holidays excepted) at the office of Allen & Gledhill LLP at One Marina Boulevard #28-00, Singapore 018989, during the period of 14 days from the date of this document:

- (a) the articles of association of the Issuer;
- (b) the latest financial reports (including the notes thereto) of the Issuer;
- (c) the Base Listing Document; and
- (d) this document.

APPENDIX I

**REPRODUCTION OF THE UNAUDITED THIRD QUARTER RESULTS
FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2024 OF
TENCENT HOLDINGS LIMITED AND ITS SUBSIDIARIES**

	Unaudited		
	Nine months ended		
	30 September	30 September	Year-
	2024	2023	on-year
	(RMB in millions, unless specified)		
			change
Revenues	487,811	453,819	7%
Gross profit	258,593	215,545	20%
Operating profit	156,621	118,673*	32%
Profit for the period	145,000	90,198	61%
Profit attributable to equity holders of the Company	142,749	88,191	62%
EPS (RMB per share)			
– basic	15.346	9.312	65%
– diluted	15.008	9.075	65%
Non-IFRS operating profit	178,336	142,751*	25%
Non-IFRS profit attributable to equity holders of the Company	167,391	115,007	46%
Non-IFRS EPS (RMB per share)			
– basic	17.995	12.143	48%
– diluted	17.601	11.880	48%

* Since the fourth quarter of 2023, certain items have been reclassified from above to below the operating profit line. Historical comparative figures have been restated accordingly. Please refer to Note 1 in the notes to the Interim Financial Information for details.

OPERATING INFORMATION

	As at 30 September 2024	As at 30 September 2023	Year- on-year change	As at 30 June 2024	Quarter- on-quarter change
Combined MAU of Weixin and WeChat	1,382	1,336	3%	1,371	0.8%
Mobile device MAU of QQ	562	558	0.7%	571	-2%
Fee-based VAS registered subscriptions [#]	265	243	9%	263	0.8%

[#] Adjusted to report the average daily number of subscriptions during the quarter, since the first quarter of 2024

BUSINESS REVIEW AND OUTLOOK

During the third quarter of 2024, we delivered robust revenue growth in our games business, underpinned by consistent performance of evergreen games globally and contributions from new games with evergreen potential. We upgraded our eCommerce strategy around Mini Shops, to create a unified and trustworthy transaction experience spanning the entire Weixin ecosystem. We are increasingly seeing tangible benefits of deploying AI across our products and operations including marketing services and cloud, and will continue investing in AI technology, tools and solutions that assist users and partners.

Below are some highlights regarding our key products and services from recent months:

- Mini Programs' GMV grew at a high teens year-on-year rate to over RMB2 trillion in the third quarter of 2024, benefitting from better coverage and solutions for use cases such as food ordering, electric vehicle charging and medical services.
- We provided merchants with more traffic and transaction support through Mini Shops, a platform where merchants operate storefronts with indexed and standardised merchandise. Leveraging Weixin's social interactions, content platforms and payment capabilities, Mini Shops help merchants to effectively reach customers and drive sales conversions.
- Utilising large language model capabilities, Weixin Search facilitated its understanding of complex queries and content, enhancing the relevance of search results. Weixin Search grew commercial queries and click-through rates year-on-year.

- The QQ team has comprehensively upgraded the platform’s back end infrastructure, and added and popularised new functionalities such as Tencent Channels, resulting in QQ mobile device MAU returning to year-on-year growth in the third quarter of 2024.
- Music subscriptions increased 16% year-on-year to 119 million¹, benefitting from enhanced recommendation algorithms, enriched content offerings and upgraded audio quality.
- Long-form video subscriptions increased 6% year-on-year to 116 million², benefitting from popular animated series and drama series.
- Our flagship evergreen games in domestic markets, Honour of Kings and Peacekeeper Elite, delivered healthy year-on-year growth in gross receipts. Other evergreen games, Naruto Mobile and VALORANT, reached new highs in quarterly average DAU. We released Delta Force, our first multi-platform first person shooter, which achieved high average user daily time spent and retention rates, demonstrating evergreen potential.
- In international markets, VALORANT expanded from PC to PlayStation and Xbox with the launch of its console version in five key international markets, contributing to the game growing gross receipts by over 30% year-on-year during the third quarter of 2024.
- We released Tencent Hunyuan Turbo, an upgraded foundation model utilising a heterogeneous Mixture-of-Experts (MoE) architecture, which doubled training and inference efficiency, and halved inference cost, versus its predecessor Tencent Hunyuan Pro.

¹ The average number of subscriptions as of the last day of each month during the third quarter of 2024

² The average daily number of subscriptions for the third quarter of 2024; year-on-year growth rate was calculated based on restated comparative figure

MANAGEMENT DISCUSSION AND ANALYSIS

Third Quarter of 2024 Compared to Third Quarter of 2023

The following table sets forth the comparative figures for the third quarter of 2024 and the third quarter of 2023:

	Unaudited	
	Three months ended	
	30 September	30 September
	2024	2023
	(RMB in millions)	
Revenues	167,193	154,625
Cost of revenues	(78,365)	(78,102)
Gross profit	88,828	76,523
Selling and marketing expenses	(9,411)	(7,912)
General and administrative expenses	(29,058)	(26,289)
Other gains/(losses), net	2,974	2,026*
Operating profit	53,333	44,348*
Net gains/(losses) from investments and others	3,066	618*
Interest income	3,996	3,509*
Finance costs	(3,531)	(2,784)
Share of profit/(loss) of associates and joint ventures, net	6,019	2,098
Profit before income tax	62,883	47,789
Income tax expense	(8,900)	(11,008)
Profit for the period	53,983	36,781
Attributable to:		
Equity holders of the Company	53,230	36,182
Non-controlling interests	753	599
	53,983	36,781
Non-IFRS operating profit	61,274	51,668*
Non-IFRS profit attributable to equity holders of the Company	59,813	44,921

* Since the fourth quarter of 2023, certain items have been reclassified from above to below the operating profit line. Historical comparative figures have been restated accordingly. Please refer to Note 1 in the notes to the Interim Financial Information for details.

Revenues. Revenues increased by 8% year-on-year to RMB167.2 billion for the third quarter of 2024. The following table sets forth revenues of the Group and its segments for the third quarter of 2024 and the third quarter of 2023:

	Unaudited				
	Three months ended				
	30 September	30 September	Year-	30 September	30 September
	2024	2023	on-year	2024	2023
	Revenues		change	% of total revenues	
	(RMB in millions, unless specified)				
VAS	82,695	75,748	9%	49%	49%
Marketing Services	29,993	25,721	17%	18%	16%
FinTech and Business Services	53,089	52,048	2%	32%	34%
Others	1,416	1,108	28%	1%	1%
The Group	<u>167,193</u>	<u>154,625</u>	8%	<u>100%</u>	<u>100%</u>

- Revenues from VAS increased by 9% year-on-year to RMB82.7 billion for the third quarter of 2024. International Games revenues were RMB14.5 billion, up 9% year-on-year (or up 11% on a constant currency basis), due to robust performances from games including PUBG MOBILE and Brawl Stars. Revenue growth for International Games substantially lagged gross receipts growth, as improved retention rates for certain titles led to us elongating revenue deferral periods. Domestic Games revenues increased by 14% year-on-year to RMB37.3 billion, driven by games including VALORANT, Honour of Kings, Peacekeeper Elite and DnF Mobile. Social Networks revenues rose by 4% year-on-year to RMB30.9 billion, supported by growth in app-based game virtual item sales, music subscription revenues and Mini Games platform service fees, partially offset by a decline in music-related and games-related live streaming revenues.
- Revenues from Marketing Services³ were RMB30.0 billion for the third quarter of 2024, up 17% year-on-year, driven by robust advertiser demand for Video Accounts, Mini Programs and Weixin Search inventories and, to a lesser extent, contributions from Paris Olympics-related brand advertising. Advertising spending from the games and eCommerce categories increased year-on-year, which outweighed reduced spending from the real estate and food & beverage categories.

³ Starting this quarter, we have renamed this revenue segment from ‘Online Advertising’ to ‘Marketing Services’ to better represent the breadth of our marketing solutions and accompanying technology services across our online marketing properties.

- Revenues from FinTech and Business Services rose by 2% year-on-year to RMB53.1 billion for the third quarter of 2024. FinTech Services revenues in aggregate remained largely stable compared to the same quarter last year, within which wealth management services revenues increased year-on-year due to more users and higher aggregated customer assets while payment services revenues declined due to subdued consumption spending. Business Services revenues were up year-on-year, driven by growth in cloud services revenues and eCommerce technology service fees.

Cost of revenues. Cost of revenues for the third quarter of 2024 was RMB78.4 billion, largely stable year-on-year. Content costs and channel and distribution costs increased, mainly driven by robust growth of games, while transaction costs and cloud project deployment costs decreased.

Gross profit. Gross profit for the third quarter of 2024 rose by 16% year-on-year to RMB88.8 billion, primarily driven by growth in high-margin revenue streams from Domestic Games, Video Accounts and Weixin Search. Improved profitability of our cloud services also contributed to overall gross profit growth. Gross margin expanded to 53%, up from 49% in the same period last year. The following table sets forth gross profit and gross margin of the Group and its segments for the third quarter of 2024 and the third quarter of 2023:

	Unaudited				
	Three months ended				
	30 September	30 September	Year-	30 September	30 September
	2024	2023	on-year	2024	2023
	Gross profit/(loss)			Gross margin	
	(RMB in millions, unless specified)				
VAS	47,513	42,045	13%	57%	56%
Marketing Services	15,894	13,447	18%	53%	52%
FinTech and Business Services	25,377	21,310	19%	48%	41%
Others	44	(279)	NA	3%	(25%)
The Group	<u>88,828</u>	<u>76,523</u>	16%	53%	49%

- Gross profit for VAS grew by 13% year-on-year to RMB47.5 billion, primarily driven by increased revenues from Domestic Games and International Games. Gross margin improved to 57%, up from 56% in the same period last year.
- Gross profit for Marketing Services rose by 18% year-on-year to RMB15.9 billion, supported by revenue growth from Video Accounts, Mini Programs and Weixin Search, partly offset by Paris Olympics-related content costs. Gross margin was 53%, compared to 52% in the same period last year.

- Gross profit for FinTech and Business Services increased by 19% year-on-year to RMB25.4 billion, driven by revenue growth and improved cost efficiency in our cloud services business, along with higher revenues from wealth management services and eCommerce technology service fees. Gross margin rose to 48%, up from 41% in the same period last year.

Selling and marketing expenses. Selling and marketing expenses rose by 19% year-on-year to RMB9.4 billion for the third quarter of 2024, due to increased promotional efforts to support new games in domestic and international markets. Selling and marketing expenses equated to 6% of revenues, compared to 5% in the same quarter of 2023.

General and administrative expenses. General and administrative expenses increased by 11% year-on-year to RMB29.1 billion for the third quarter of 2024, driven by increased R&D expenses and staff costs, including costs associated with performance-based rewards at certain overseas subsidiaries.

Interest income. Interest income increased by 14% year-on-year to RMB4.0 billion for the third quarter of 2024 due to growth in cash reserves.

Finance costs. Finance costs increased by 27% year-on-year to RMB3.5 billion for the third quarter of 2024, driven primarily by recognition of foreign exchange losses this quarter, compared to gains in the same period last year.

Share of profit/(loss) of associates and joint ventures, net. We recorded share of profits of associates and joint ventures of RMB6.0 billion for the third quarter of 2024, an increase from share of profits of RMB2.1 billion in the same period last year. Non-IFRS share of profits of associates and joint ventures increased to RMB8.5 billion, up from share of profits of RMB4.8 billion in the same period last year. The increase in non-IFRS share of profits of associates and joint ventures flowed from strong financial performances from several associates, as a result of company-specific factors including new content releases and improved operating efficiencies.

Income tax expense. Income tax expense for the third quarter of 2024 decreased by 19% year-on-year to RMB8.9 billion, mainly due to the high base effect from withholding tax provision in the same quarter last year. Domestic corporate income tax expense in the third quarter of 2024 increased year-on-year.

Profit attributable to equity holders of the Company. Profit attributable to equity holders of the Company increased by 47% year-on-year to RMB53.2 billion for the third quarter of 2024. Non-IFRS profit attributable to equity holders of the Company increased by 33% year-on-year to RMB59.8 billion for the third quarter of 2024.

Third Quarter of 2024 Compared to Second Quarter of 2024

The following table sets forth the comparative figures for the third quarter of 2024 and the second quarter of 2024:

	Unaudited	
	Three months ended	
	30 September	30 June
	2024	2024
	(RMB in millions)	
Revenues	167,193	161,117
Cost of revenues	(78,365)	(75,222)
Gross profit	88,828	85,895
Selling and marketing expenses	(9,411)	(9,156)
General and administrative expenses	(29,058)	(27,491)
Other gains/(losses), net	2,974	1,484
Operating profit	53,333	50,732
Net gains/(losses) from investments and others	3,066	(654)
Interest income	3,996	3,850
Finance costs	(3,531)	(3,112)
Share of profit/(loss) of associates and joint ventures, net	6,019	7,718
Profit before income tax	62,883	58,534
Income tax expense	(8,900)	(10,168)
Profit for the period	53,983	48,366
Attributable to:		
Equity holders of the Company	53,230	47,630
Non-controlling interests	753	736
	53,983	48,366
Non-IFRS operating profit	61,274	58,443
Non-IFRS profit attributable to equity holders of the Company	59,813	57,313

Revenues. Revenues for the third quarter of 2024 increased by 4% to RMB167.2 billion on a quarter-on-quarter basis.

- Revenues from VAS grew by 5% quarter-on-quarter to RMB82.7 billion. International Games revenues were RMB14.5 billion, up 5% quarter-on-quarter due to growth in games such as PUBG MOBILE. Domestic Games revenues rose by 8% quarter-on-quarter to RMB37.3 billion, driven by games such as Peacekeeper Elite and DnF Mobile. Social Networks revenues increased by 2% quarter-on-quarter to RMB30.9 billion due to higher revenues from app-based game virtual item sales.
- Revenues from Marketing Services were RMB30.0 billion, broadly stable quarter-on-quarter. This stability reflected revenue growth in Video Accounts and contributions from Paris Olympics-related brand advertising, offset by a seasonal decline in eCommerce advertising spending during the third quarter.
- Revenues from FinTech and Business Services increased by 5% quarter-on-quarter to RMB53.1 billion, mainly due to a seasonal increase in commercial payment activities.

Cost of revenues. Cost of revenues were RMB78.4 billion for the third quarter of 2024, up 4% quarter-on-quarter due to higher transaction costs and content costs.

Gross profit. Gross profit was RMB88.8 billion for the third quarter of 2024, up 3% quarter-on-quarter. Gross margin was 53%, stable quarter-on-quarter.

- Gross profit for VAS was RMB47.5 billion, up 6% quarter-on-quarter primarily driven by increased revenues from Domestic Games. Gross margin was 57%, broadly stable quarter-on-quarter.
- Gross profit for Marketing Services decreased by 4% quarter-on-quarter to RMB15.9 billion, mainly due to an increase in content costs, including those related to the Paris Olympics.
- Gross profit for FinTech and Business Services rose by 6% quarter-on-quarter to RMB25.4 billion due to increased revenues from FinTech services. Gross margin was 48%, stable quarter-on-quarter.

Selling and marketing expenses. Selling and marketing expenses rose by 3% quarter-on-quarter to RMB9.4 billion for the third quarter of 2024.

General and administrative expenses. General and administrative expenses increased by 6% quarter-on-quarter to RMB29.1 billion for the third quarter of 2024, primarily due to higher R&D expenses and staff costs, including costs associated with performance-based rewards at certain overseas subsidiaries.

Share of profit/(loss) of associates and joint ventures, net. We recorded share of profits of associates and joint ventures of RMB6.0 billion for the third quarter of 2024, compared to share of profits of RMB7.7 billion for the previous quarter. Non-IFRS share of profits of associates and joint ventures was RMB8.5 billion, compared to share of profits of RMB9.9 billion for the previous quarter.

Profit attributable to equity holders of the Company. Profit attributable to equity holders of the Company increased by 12% quarter-on-quarter to RMB53.2 billion for the third quarter of 2024. Non-IFRS profit attributable to equity holders of the Company increased by 4% quarter-on-quarter to RMB59.8 billion for the third quarter of 2024.

Other Financial Information

	Unaudited			Unaudited	
	Three months ended		Nine months ended		
	30 September	30 June	30 September	30 September	30 September
	2024	2024	2023	2024	2023
	(RMB in millions, unless specified)				
EBITDA (a)	64,397	62,902	55,824	192,393	160,398
Adjusted EBITDA (a)	69,656	68,518	61,301	207,433	175,960
Adjusted EBITDA margin (b)	42%	43%	40%	43%	39%
Interest and related expenses	3,145	2,918	3,061	9,107	8,870
Net cash/(debt) (c)	95,462	71,757	36,431	95,462	36,431
Capital expenditures (d)	17,094	8,729	8,005	40,182	16,369

Note:

- (a) EBITDA is calculated as operating profit minus other gains/(losses), net, and adding back depreciation of property, plant and equipment, investment properties as well as right-of-use assets, and amortisation of intangible assets and land use rights. Adjusted EBITDA is calculated as EBITDA plus equity-settled share-based compensation expenses.
- (b) Adjusted EBITDA margin is calculated by dividing Adjusted EBITDA by revenues.
- (c) Net cash/(debt) represents period end balance and is calculated as cash and cash equivalents, plus term deposits and others, minus borrowings and notes payable.
- (d) Capital expenditures consist of additions (excluding business combinations) to property, plant and equipment, construction in progress, investment properties, land use rights and intangible assets (excluding long-form video and music content, game licences and other content).

The following table reconciles our operating profit to our EBITDA and Adjusted EBITDA for the periods presented:

	Unaudited			Unaudited	
	Three months ended			Nine months ended	
	30 September	30 June	30 September	30 September	30 September
	2024	2024	2023	2024	2023
	(RMB in millions, unless specified)				
Operating profit	53,333	50,732	44,348*	156,621	118,673*
Adjustments:					
Other (gains)/losses, net	(2,974)	(1,484)	(2,026)*	(5,489)	(2,718)*
Depreciation of property, plant and equipment and investment properties	5,183	5,056	4,810	15,330	14,791
Depreciation of right-of-use assets	1,549	1,497	1,550	4,596	4,853
Amortisation of intangible assets and land use rights	7,306	7,101	7,142	21,335	24,799
EBITDA	64,397	62,902	55,824	192,393	160,398
Equity-settled share-based compensation	5,259	5,616	5,477	15,040	15,562
Adjusted EBITDA	<u>69,656</u>	<u>68,518</u>	<u>61,301</u>	<u>207,433</u>	<u>175,960</u>

* Since the fourth quarter of 2023, certain items have been reclassified from above to below the operating profit line. Historical comparative figures have been restated accordingly. Please refer to Note 1 in the notes to the Interim Financial Information for details.

Non-IFRS Financial Measures

To supplement the consolidated results of the Group prepared in accordance with IFRS, certain additional non-IFRS financial measures (in terms of operating profit, operating margin, profit for the period, profit attributable to equity holders of the Company, basic EPS and diluted EPS) have been presented in this announcement. These unaudited non-IFRS financial measures should be considered in addition to, not as a substitute for, measures of the Group's financial performance prepared in accordance with IFRS. In addition, these non-IFRS financial measures may be defined differently from similar terms used by other companies.

The Company's management believes that the non-IFRS financial measures provide investors with useful supplementary information to assess the performance of the Group's core operations by excluding certain non-cash items and certain impact of investment-related transactions. In addition, non-IFRS adjustments include relevant non-IFRS adjustments for the Group's major associates based on available published financials of the relevant major associates, or estimates made by the Company's management based on available information, certain expectations, assumptions and premises.

The following tables set forth the reconciliations of the Group's non-IFRS financial measures for the third quarter of 2024 and 2023, the second quarter of 2024, as well as the first nine months of 2024 and 2023 to the nearest measures prepared in accordance with IFRS:

Unaudited three months ended 30 September 2024								
	Adjustments							Non-IFRS
	As reported	Share-based compensation	Net (gains)/ losses from investee companies	Amortisation of intangible assets	Impairment provisions/ (reversals)	SSV & CPP	Income tax effects	
	(a)	(b)	(c)	(d)	(e)	(g)		
(RMB in millions, unless specified)								
Operating profit	53,333	6,377	-	1,324	-	240	-	61,274
Share of profit/(loss) of associates and joint ventures, net	6,019	985	60	1,433	12	-	-	8,509
Profit for the period	53,983	7,362	(6,610)	2,757	3,788	304	(653)	60,931
Profit attributable to equity holders	53,230	7,180	(6,664)	2,591	3,766	304	(594)	59,813
EPS (RMB per share)								
- basic	5.762							6.475
- diluted	5.644							6.340
Operating margin	32%							37%

Unaudited three months ended 30 June 2024

	Adjustments								Non-IFRS
	As reported	Share-based compensation (a)	Net (gains)/ losses from investee companies (b)	Amortisation of intangible assets (c)	Impairment provisions/ (reversals) (d)	SSV & CPP (e)	Others (f)	Income tax effects (g)	
Operating profit	50,732	6,213	–	1,305	–	190	3	–	58,443
Share of profit/(loss) of associates and joint ventures, net	7,718	926	(91)	1,313	20	–	–	–	9,886
Profit for the period	48,366	7,139	(3,672)	2,618	3,526	1,025	3	(561)	58,444
Profit attributable to equity holders	47,630	6,981	(3,726)	2,418	3,492	1,025	3	(510)	57,313
EPS (RMB per share)									
– basic	5.112								6.151
– diluted	4.994								6.014
Operating margin	31%								36%

Unaudited three months ended 30 September 2023

	Adjustments								Non-IFRS
	As reported	Share-based compensation (a)	Net (gains)/ losses from investee companies (b)	Amortisation of intangible assets (c)	Impairment provisions/ (reversals) (d)	SSV & CPP (e)	Income tax effects (g)		
Operating profit (Restated)*	44,348	5,655	–	1,434	–	231	–	–	51,668
Share of profit/(loss) of associates and joint ventures, net	2,098	1,293	138	1,232	25	–	–	–	4,786
Profit for the period	36,781	6,948	(565)	2,666	346	301	(640)	–	45,837
Profit attributable to equity holders	36,182	6,833	(583)	2,458	309	301	(579)	–	44,921
EPS (RMB per share)									
– basic	3.828								4.753
– diluted	3.752								4.657
Operating margin (Restated)*	29%								33%

* Since the fourth quarter of 2023, certain items have been reclassified from above to below the operating profit line. Historical comparative figures have been restated accordingly. Please refer to Note 1 in the notes to the Interim Financial Information for details.

Unaudited nine months ended 30 September 2024

	Adjustments								Non-IFRS
	As reported	Share-based compensation (a)	Net (gains)/ losses from investee companies (b)	Amortisation of intangible assets (c)	Impairment provisions/ (reversals) (d)	SSV & CPP (e)	Others (f)	Income tax effects (g)	
	(RMB in millions, unless specified)								
Operating profit	156,621	17,284	-	3,878	-	550	3	-	178,336
Share of profit/(loss) of associates and joint ventures, net	15,923	3,420	(490)	4,302	731	-	-	-	23,886
Profit for the period	145,000	20,704	(11,758)	8,180	8,876	1,461	3	(1,749)	170,717
Profit attributable to equity holders	142,749	20,196	(11,839)	7,598	8,799	1,461	3	(1,576)	167,391
EPS (RMB per share)									
- basic	15.346								17.995
- diluted	15.008								17.601
Operating margin	32%								37%

Unaudited nine months ended 30 September 2023

	Adjustments								Non-IFRS
	As reported	Share-based compensation (a)	Net (gains)/ losses from investee companies (b)	Amortisation of intangible assets (c)	Impairment provisions/ (reversals) (d)	SSV & CPP (e)	Others (f)	Income tax effects (g)	
	(RMB in millions, unless specified)								
Operating profit (Restated)*	118,673	17,050	-	3,455	-	561	3,012	-	142,751
Share of profit/(loss) of associates and joint ventures, net	3,337	4,070	(4,509)	3,854	1,774	-	(1)	-	8,525
Profit for the period	90,198	21,120	(6,076)	7,309	2,418	2,196	3,011	(2,275)	117,901
Profit attributable to equity holders	88,191	20,588	(5,969)	6,743	2,354	2,196	3,011	(2,107)	115,007
EPS (RMB per share)									
- basic	9.312								12.143
- diluted	9.075								11.880
Operating margin (Restated)*	26%								31%

* Since the fourth quarter of 2023, certain items have been reclassified from above to below the operating profit line. Historical comparative figures have been restated accordingly. Please refer to Note 1 in the notes to the Interim Financial Information for details.

Note:

- (a) Including put options granted to employees of investee companies on their shares and shares to be issued under investee companies' share-based incentive plans which can be acquired by the Group, and other incentives
- (b) Including net (gains)/losses on deemed disposals/disposals of investee companies, fair value changes arising from investee companies, and other expenses in relation to equity transactions of investee companies
- (c) Amortisation of intangible assets resulting from acquisitions
- (d) Mainly including impairment provisions/(reversals) for associates, joint ventures, goodwill and other intangible assets arising from acquisitions
- (e) Mainly including donations and expenses incurred for the Group's SSV & CPP initiatives
- (f) Primarily non-recurring compliance-related costs and expenses incurred for certain litigation settlements of the Group and/or arising from investee companies
- (g) Income tax effects of non-IFRS adjustments

Liquidity and Financial Resources

Our cash and debt positions as at 30 September 2024 and 30 June 2024 were as follows:

	Unaudited 30 September 2024	Unaudited 30 June 2024
	(RMB in millions)	
Cash and cash equivalents	145,468	153,511
Term deposits and others	280,049	261,639
Borrowings	(194,367)	(205,408)
Notes payable	(135,688)	(137,985)
Net cash	<u>95,462</u>	<u>71,757</u>

As at 30 September 2024, the Group had net cash of RMB95.5 billion, compared to net cash of RMB71.8 billion as at 30 June 2024. The sequential increase was primarily driven by free cash flow generation, partially offset by cash used for share repurchases.

For the third quarter of 2024, the Group generated free cash flow of RMB58.5 billion, which was a result of net cash flow generated from operating activities of RMB78.1 billion, partially offset by payments for capital expenditures of RMB12.0 billion, payments for media content of RMB5.6 billion, and payments for lease liabilities of RMB2.0 billion.

As at 30 September 2024, the fair value of our shareholdings⁴ in listed investee companies (excluding subsidiaries) was RMB612.5 billion, and the carrying book value of our shareholdings in unlisted investee companies (excluding subsidiaries) was RMB327.7 billion.

⁴ Including those held via special purpose vehicles, on an attributable basis

FINANCIAL INFORMATION

CONDENSED CONSOLIDATED INCOME STATEMENT FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2024

	Note	Unaudited Three months ended 30 September		Unaudited Nine months ended 30 September	
		2024	2023	2024	2023
		RMB'Million	Restated (Note 1) RMB'Million	RMB'Million	Restated (Note 1) RMB'Million
Revenues					
Value-added Services		82,695	75,748	240,146	229,296
Marketing Services		29,993	25,721	86,370	71,688
FinTech and Business Services		53,089	52,048	155,831	149,384
Others		1,416	1,108	5,464	3,451
	2	<u>167,193</u>	154,625	<u>487,811</u>	453,819
Cost of revenues	3	<u>(78,365)</u>	(78,102)	<u>(229,218)</u>	(238,274)
Gross profit		88,828	76,523	258,593	215,545
Selling and marketing expenses	3	(9,411)	(7,912)	(26,103)	(23,240)
General and administrative expenses	3	(29,058)	(26,289)	(81,358)	(76,350)
Other gains/(losses), net	4	2,974	2,026	5,489	2,718
Operating profit		53,333	44,348	156,621	118,673
Net gains/(losses) from investments and others	5	3,066	618	3,068	640
Interest income		3,996	3,509	12,094	9,891
Finance costs		(3,531)	(2,784)	(9,469)	(8,725)
Share of profit/(loss) of associates and joint ventures, net		6,019	2,098	15,923	3,337
Profit before income tax		62,883	47,789	178,237	123,816
Income tax expense	6	(8,900)	(11,008)	(33,237)	(33,618)
Profit for the period		53,983	36,781	145,000	90,198
Attributable to:					
Equity holders of the Company		53,230	36,182	142,749	88,191
Non-controlling interests		753	599	2,251	2,007
		<u>53,983</u>	36,781	<u>145,000</u>	90,198
Earnings per share for profit attributable to equity holders of the Company (in RMB per share)					
– basic	7(a)	<u>5.762</u>	3.828	<u>15.346</u>	9.312
– diluted	7(b)	<u>5.644</u>	3.752	<u>15.008</u>	9.075

**CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2024**

	Unaudited		Unaudited	
	Three months ended 30 September 2024	2023	Nine months ended 30 September 2024	2023
	RMB'Million	RMB'Million	RMB'Million	RMB'Million
Profit for the period	53,983	36,781	145,000	90,198
Other comprehensive income, net of tax:				
<i>Items that may be subsequently reclassified to profit or loss</i>				
Share of other comprehensive income of associates and joint ventures	155	278	(43)	40
Transfer of share of other comprehensive income to profit or loss upon disposal and deemed disposal of associates and joint ventures	–	–	(13)	(9)
Transfer to profit or loss upon disposal of financial assets at fair value through other comprehensive income	–	1	1	(1)
Net gains/(losses) from changes in fair value of financial assets at fair value through other comprehensive income	20	(3)	42	36
Currency translation differences	(2,909)	(7,303)	(7,080)	9,057
Net movement in reserves for hedges	(880)	(897)	(2,583)	(2,017)
<i>Items that will not be subsequently reclassified to profit or loss</i>				
Share of other comprehensive income of associates and joint ventures	52	564	(447)	(333)
Loss from changes in fair value of assets held for distribution	–	–	–	(29,991)
Net gains/(losses) from changes in fair value of financial assets at fair value through other comprehensive income	33,578	(25,417)	75,401	(11,728)
Currency translation differences	(153)	(720)	(465)	(824)
Net movement in reserves for hedges	19	–	19	–
	29,882	(33,497)	64,832	(35,770)
Total comprehensive income for the period	83,865	3,284	209,832	54,428
Attributable to:				
Equity holders of the Company	82,179	3,526	205,555	51,554
Non-controlling interests	1,686	(242)	4,277	2,874
	83,865	3,284	209,832	54,428

**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 SEPTEMBER 2024**

		Unaudited	Audited
		30 September	31 December
		2024	2023
	Note	RMB'Million	RMB'Million
ASSETS			
Non-current assets			
Property, plant and equipment		69,583	53,232
Land use rights		23,310	17,179
Right-of-use assets		17,793	20,464
Construction in progress		12,801	13,583
Investment properties		738	570
Intangible assets		178,773	177,727
Investments in associates	9	266,057	253,696
Investments in joint ventures		7,113	7,969
Financial assets at fair value through profit or loss	10	209,200	211,145
Financial assets at fair value through other comprehensive income	11	283,632	213,951
Prepayments, deposits and other assets		27,995	28,439
Other financial assets		848	2,527
Deferred income tax assets		31,214	29,017
Term deposits		70,134	29,301
		1,199,191	1,058,800
Current assets			
Inventories		9,823	456
Accounts receivable	12	47,336	46,606
Prepayments, deposits and other assets		103,135	88,411
Other financial assets		4,950	5,949
Financial assets at fair value through profit or loss	10	9,773	14,903
Financial assets at fair value through other comprehensive income	11	2,132	–
Term deposits		197,995	185,983
Restricted cash		3,554	3,818
Cash and cash equivalents		145,468	172,320
		524,166	518,446
Total assets		1,723,357	1,577,246

		Unaudited	Audited
		30 September	31 December
		2024	2023
	Note	RMB' Million	RMB' Million
EQUITY			
Equity attributable to equity holders of the Company			
Share capital		–	–
Share premium		37,201	37,989
Treasury shares		(2,571)	(4,740)
Shares held for share award schemes		(4,976)	(5,350)
Other reserves		21,113	(33,219)
Retained earnings		861,819	813,911
		<u>912,586</u>	<u>808,591</u>
Non-controlling interests		<u>67,921</u>	<u>65,090</u>
Total equity		<u>980,507</u>	<u>873,681</u>
LIABILITIES			
Non-current liabilities			
Borrowings	15	151,600	155,819
Notes payable	16	127,285	137,101
Long-term payables		12,227	12,169
Other financial liabilities		7,904	8,781
Deferred income tax liabilities		15,561	17,635
Lease liabilities		14,023	16,468
Deferred revenue		6,473	3,435
		<u>335,073</u>	<u>351,408</u>
Current liabilities			
Accounts payable	14	142,665	100,948
Other payables and accruals		73,036	76,595
Borrowings	15	42,767	41,537
Notes payable	16	8,403	14,161
Current income tax liabilities		19,044	17,664
Other tax liabilities		4,873	4,372
Other financial liabilities		4,823	4,558
Lease liabilities		5,583	6,154
Deferred revenue		106,583	86,168
		<u>407,777</u>	<u>352,157</u>
Total liabilities		<u>742,850</u>	<u>703,565</u>
Total equity and liabilities		<u>1,723,357</u>	<u>1,577,246</u>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2024

	Unaudited								
	Attributable to equity holders of the Company								
	Share capital RMB'Million	Share premium RMB'Million	Treasury shares RMB'Million	Shares held for share award schemes RMB'Million	Other reserves RMB'Million	Retained earnings RMB'Million	Total RMB'Million	Non- controlling interests RMB'Million	Total equity RMB'Million
Balance at 1 January 2024	-	37,989	(4,740)	(5,350)	(33,219)	813,911	808,591	65,090	873,681
Comprehensive income									
Profit for the period	-	-	-	-	-	142,749	142,749	2,251	145,000
Other comprehensive income, net of tax:									
- share of other comprehensive income of associates and joint ventures	-	-	-	-	(473)	-	(473)	(17)	(490)
- transfer of share of other comprehensive income to profit or loss upon disposal and deemed disposal of associates and joint ventures	-	-	-	-	(13)	-	(13)	-	(13)
- net gains from changes in fair value of financial assets at fair value through other comprehensive income	-	-	-	-	72,902	-	72,902	2,541	75,443
- transfer to profit or loss upon disposal of financial assets at fair value through other comprehensive income	-	-	-	-	1	-	1	-	1
- currency translation differences	-	-	-	-	(7,064)	-	(7,064)	(481)	(7,545)
- net movement in reserves for hedges	-	-	-	-	(2,547)	-	(2,547)	(17)	(2,564)
Total comprehensive income for the period	-	-	-	-	62,806	142,749	205,555	4,277	209,832
Transfer of gains on disposal and deemed disposal of financial instruments to retained earnings, net of tax	-	-	-	-	(3,338)	3,104	(234)	-	(234)
Transfer of share of other comprehensive income to retained earnings upon disposal and deemed disposal of associates and joint ventures	-	-	-	-	(15)	15	-	-	-
Share of other changes in net assets of associates and joint ventures	-	-	-	-	3,115	-	3,115	-	3,115
Transfer of share of other changes in net assets of associates and joint ventures to profit or loss upon disposal and deemed disposal	-	-	-	-	(529)	-	(529)	-	(529)
Transactions with equity holders									
Employee share option schemes:									
- value of employee services	-	1,621	-	-	35	-	1,656	30	1,686
- proceeds from shares issued, net of withholding individual income tax	-	1,380	-	-	-	-	1,380	-	1,380
Employee share award schemes:									
- value of employee services	-	11,926	-	-	1,155	-	13,081	265	13,346
- shares purchased/withheld for share award schemes	-	-	-	(3,209)	-	-	(3,209)	-	(3,209)
- vesting of awarded shares	-	(3,276)	-	3,276	-	-	-	-	-
Tax benefit from share-based payments	-	-	-	-	12	-	12	-	12
Profit appropriations to statutory reserves	-	-	-	-	14	(14)	-	-	-
Appropriations of risk reserve for material money market funds	-	-	-	-	225	(225)	-	-	-
Repurchase and cancellation of shares	-	(13,681)	4,740	-	-	(68,797)	(77,738)	-	(77,738)
Repurchase of shares (to be cancelled)	-	-	(2,571)	-	-	-	(2,571)	-	(2,571)
Cash dividends	-	-	-	-	-	(28,924)	(28,924)	(2,121)	(31,045)
Non-controlling interests arising from business combinations	-	-	-	-	-	-	-	204	204
Acquisition of additional equity interests in non wholly-owned subsidiaries	-	-	-	-	(4,640)	-	(4,640)	(2,291)	(6,931)
Dilution of interests in subsidiaries	-	-	-	-	(1,700)	-	(1,700)	1,527	(173)
Disposal of subsidiaries	-	-	-	-	-	-	-	11	11
Changes in put option liabilities in respect of non-controlling interests	-	-	-	-	(174)	-	(174)	-	(174)
Recognition of put option liabilities arising from business combinations	-	-	-	-	(5)	-	(5)	-	(5)
Transfer of equity interests of subsidiaries to non-controlling interests	-	1,242	-	307	(2,629)	-	(1,080)	929	(151)
Total transactions with equity holders in their capacity as equity holders for the period	-	(788)	2,169	374	(7,707)	(97,960)	(103,912)	(1,446)	(105,358)
Balance at 30 September 2024	-	37,201	(2,571)	(4,976)	21,113	861,819	912,586	67,921	980,507

	Unaudited								
	Attributable to equity holders of the Company								
	Share capital	Share premium	Treasury shares	Shares held for share award schemes	Other reserves	Retained earnings	Total	Non- controlling interests	Total equity
	RMB'Million	RMB'Million	RMB'Million	RMB'Million	RMB'Million	RMB'Million	RMB'Million	RMB'Million	RMB'Million
Balance at 1 January 2023	-	62,418	(1,868)	(4,226)	(40,914)	705,981	721,391	61,469	782,860
Comprehensive income									
Profit for the period	-	-	-	-	-	88,191	88,191	2,007	90,198
Other comprehensive income, net of tax:									
- share of other comprehensive income of associates and joint ventures	-	-	-	-	(262)	-	(262)	(31)	(293)
- loss from changes in fair value of assets held for distribution	-	-	-	-	(29,991)	-	(29,991)	-	(29,991)
- transfer of share of other comprehensive income to profit or loss upon disposal and deemed disposal of associates and joint ventures	-	-	-	-	(9)	-	(9)	-	(9)
- net (losses)/gains from changes in fair value of financial assets at fair value through other comprehensive income	-	-	-	-	(12,715)	-	(12,715)	1,023	(11,692)
- transfer to profit or loss upon disposal of financial assets at fair value through other comprehensive income	-	-	-	-	(1)	-	(1)	-	(1)
- currency translation differences	-	-	-	-	8,324	-	8,324	(91)	8,233
- net movement in reserves for hedges	-	-	-	-	(1,983)	-	(1,983)	(34)	(2,017)
Total comprehensive income for the period	-	-	-	-	(36,637)	88,191	51,554	2,874	54,428
Transfer of losses on disposal and deemed disposal of financial instruments to retained earnings, net of tax	-	-	-	-	18,069	(18,114)	(45)	-	(45)
Transfer of share of other comprehensive income to retained earnings upon disposal and deemed disposal of associates and joint ventures	-	-	-	-	65	(65)	-	-	-
Share of other changes in net assets of associates and joint ventures	-	-	-	-	3,832	-	3,832	-	3,832
Transfer of share of other changes in net assets of associates and joint ventures to profit or loss upon disposal and deemed disposal	-	-	-	-	(118)	-	(118)	-	(118)
Transactions with equity holders									
Capital injections/(reductions)	-	-	-	-	-	-	-	(17)	(17)
Employee share option schemes:									
- value of employee services	-	1,221	-	-	61	-	1,282	54	1,336
- proceeds from shares issued	-	954	-	-	-	-	954	-	954
Employee share award schemes:									
- value of employee services	-	12,779	-	-	1,198	-	13,977	252	14,229
- shares purchased/withheld for share award schemes	-	-	-	(4,203)	-	-	(4,203)	-	(4,203)
- vesting of awarded shares	-	(1,895)	-	1,895	-	-	-	-	-
Profit appropriations to statutory reserves	-	-	-	-	108	(108)	-	-	-
Repurchase and cancellation of shares	-	(28,892)	1,868	-	-	-	(27,024)	-	(27,024)
Repurchase of shares (to be cancelled)	-	-	(2,235)	-	-	-	(2,235)	-	(2,235)
Cash dividends	-	-	-	-	-	(20,586)	(20,586)	(466)	(21,052)
Dividends under distribution in specie	-	-	-	-	-	32,169	32,169	-	32,169
Non-controlling interests arising from business combinations	-	-	-	-	-	-	-	3,413	3,413
Acquisition of additional equity interests in non wholly-owned subsidiaries	-	-	-	-	1,342	-	1,342	(3,944)	(2,602)
Dilution of interests in subsidiaries	-	-	-	-	(281)	-	(281)	329	48
Disposal of subsidiaries	-	-	-	-	-	-	-	(101)	(101)
Changes in put option liabilities in respect of non-controlling interests	-	-	-	-	(136)	-	(136)	49	(87)
Recognition of put option liabilities arising from business combinations	-	-	-	-	(4,628)	-	(4,628)	-	(4,628)
Transfer of equity interests of subsidiaries to non-controlling interests	-	(28)	-	1,183	114	-	1,269	(1,481)	(212)
Total transactions with equity holders in their capacity as equity holders for the period	-	(15,861)	(367)	(1,125)	(2,222)	11,475	(8,100)	(1,912)	(10,012)
Balance at 30 September 2023	-	46,557	(2,235)	(5,351)	(57,925)	787,468	768,514	62,431	830,945

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2024**

	Unaudited	
	Nine months ended 30 September	
	2024	2023
	RMB' Million	RMB' Million
Net cash flows generated from operating activities	204,475	168,008
Net cash flows used in investing activities	(79,243)	(117,157)
Net cash flows used in financing activities	(151,330)	(62,806)
Net decrease in cash and cash equivalents	(26,098)	(11,955)
Cash and cash equivalents at beginning of the period	172,320	156,739
Exchange (losses)/gains on cash and cash equivalents	(754)	1,692
Cash and cash equivalents at end of the period	<u>145,468</u>	<u>146,476</u>

NOTES TO THE INTERIM FINANCIAL INFORMATION

1 General information, basis of preparation and presentation

The Company was incorporated in the Cayman Islands with limited liability. The shares of the Company have been listed on the Main Board of the Stock Exchange since 16 June 2004.

The Company is an investment holding company. The Group is principally engaged in the provision of VAS, Marketing Services and FinTech and Business Services.

The Interim Financial Information is presented in RMB, unless otherwise stated.

The Interim Financial Information has not been audited but has been reviewed by the Auditor.

The Interim Financial Information has been prepared in accordance with IAS 34 “Interim Financial Reporting” issued by the IASB and should be read in conjunction with the annual consolidated financial statements of the Group for the year ended 31 December 2023, which have been prepared in accordance with IFRS Accounting Standards, as set out in the 2023 annual report of the Company (the “2023 Financial Statements”).

Except as described below, the accounting policies and method of computation used in the preparation of the Interim Financial Information are generally consistent with those used in the 2023 Financial Statements in all material aspects, which have been prepared in accordance with IFRS Accounting Standards under the historical cost convention, as modified by the revaluation of FVPL, FVOCI, certain other financial assets and liabilities, which are carried at fair values.

Taxes on income for the interim period are accrued using the estimated tax rates that would be applicable to expected total annual assessable profit.

As disclosed in Note 2.2(a) to the 2023 Financial Statements, the Group changed the presentation of the consolidated income statement during the three months ended 31 December 2023. “Interest income” and “Net gains/(losses) from investments and others” had been reclassified from above to below the operating profit line. Historical comparative figures have been restated accordingly.

The following table shows the amounts of restatement relating to changes in the presentation of the condensed consolidated income statement for the three and nine months ended 30 September 2023:

Condensed consolidated income statement (extract)	Unaudited Three months ended 30 September 2023			Unaudited Nine months ended 30 September 2023		
	As originally presented	Difference	Restated	As originally presented	Difference	Restated
	RMB'Million	RMB'Million	RMB'Million	RMB'Million	RMB'Million	RMB'Million
Revenues	154,625	–	154,625	453,819	–	453,819
Cost of revenues	(78,102)	–	(78,102)	(238,274)	–	(238,274)
Gross profit	76,523	–	76,523	215,545	–	215,545
Interest income	3,509	(3,509)	–	9,891	(9,891)	–
Selling and marketing expenses	(7,912)	–	(7,912)	(23,240)	–	(23,240)
General and administrative expenses	(26,289)	–	(26,289)	(76,350)	–	(76,350)
Other gains/(losses), net	2,644	(618)	2,026	3,358	(640)	2,718
Operating profit	48,475	(4,127)	44,348	129,204	(10,531)	118,673
Net gains/(losses) from investments and others	–	618	618	–	640	640
Interest income	–	3,509	3,509	–	9,891	9,891
Finance costs	(2,784)	–	(2,784)	(8,725)	–	(8,725)
Share of profit/(loss) of associates and joint ventures, net	2,098	–	2,098	3,337	–	3,337
Profit before income tax	47,789	–	47,789	123,816	–	123,816
Income tax expense	(11,008)	–	(11,008)	(33,618)	–	(33,618)
Profit for the period	36,781	–	36,781	90,198	–	90,198

The following amendments to standards have been adopted by the Group for the first time for the financial year beginning on 1 January 2024:

Amendments to IFRS 16	Lease Liability in a Sale and Leaseback
Amendments to IAS 1	Classification of Liabilities as Current or Non-current
Amendments to IAS 1	Non-current Liabilities with Covenants
Amendments to IAS 7 and IFRS 7	Supplier Finance Arrangements

The adoption of these amendments to standards does not have significant impact on the Interim Financial Information.

2 Segment information and revenues

The Group has the following reportable segments for the three and nine months ended 30 September 2024 and 2023:

- VAS;
- Marketing Services;
- FinTech and Business Services; and
- Others.

The “Others” business segment consists of the financials of investment in, production of and distribution of, films and television programmes for third parties, copyrights licensing, merchandise sales and various other activities.

There were no material inter-segment sales during the three and nine months ended 30 September 2024 and 2023. The revenues from external customers reported to the chief operating decision-makers are measured in a manner consistent with that applied in the condensed consolidated income statement.

The segment information provided to the chief operating decision-makers for the reportable segments for the three and nine months ended 30 September 2024 and 2023 is as follows:

	Unaudited Three months ended 30 September 2024				
	VAS RMB'Million	Marketing Services RMB'Million	FinTech and Business Services RMB'Million	Others RMB'Million	Total RMB'Million
Segment revenues	<u>82,695</u>	<u>29,993</u>	<u>53,089</u>	<u>1,416</u>	<u>167,193</u>
Gross profit	<u>47,513</u>	<u>15,894</u>	<u>25,377</u>	<u>44</u>	<u>88,828</u>
Cost of revenues					
Depreciation	1,304	1,644	1,814	14	4,776
Amortisation	<u>4,191</u>	<u>1,980</u>	<u>38</u>	<u>347</u>	<u>6,556</u>
	Unaudited Three months ended 30 September 2023				
	VAS RMB'Million	Marketing Services RMB'Million	FinTech and Business Services RMB'Million	Others RMB'Million	Total RMB'Million
Segment revenues	<u>75,748</u>	<u>25,721</u>	<u>52,048</u>	<u>1,108</u>	<u>154,625</u>
Gross profit/(loss)	<u>42,045</u>	<u>13,447</u>	<u>21,310</u>	<u>(279)</u>	<u>76,523</u>
Cost of revenues					
Depreciation	1,220	1,446	2,116	4	4,786
Amortisation	<u>4,340</u>	<u>1,722</u>	<u>38</u>	<u>415</u>	<u>6,515</u>

	Unaudited Nine months ended 30 September 2024				
	VAS	Marketing	Business	Others	Total
	RMB'Million	Services	Services	RMB'Million	RMB'Million
		RMB'Million	RMB'Million		
Segment revenues	<u>240,146</u>	<u>86,370</u>	<u>155,831</u>	<u>5,464</u>	<u>487,811</u>
Gross profit	<u>137,500</u>	<u>47,035</u>	<u>73,241</u>	<u>817</u>	<u>258,593</u>
Cost of revenues					
Depreciation	3,927	4,981	5,653	41	14,602
Amortisation	<u>12,157</u>	<u>5,461</u>	<u>114</u>	<u>1,437</u>	<u>19,169</u>

	Unaudited Nine months ended 30 September 2023				
	VAS	Marketing	Business	Others	Total
	RMB'Million	Services	Services	RMB'Million	RMB'Million
		RMB'Million	RMB'Million		
Segment revenues	<u>229,296</u>	<u>71,688</u>	<u>149,384</u>	<u>3,451</u>	<u>453,819</u>
Gross profit/(loss)	<u>124,829</u>	<u>34,422</u>	<u>56,776</u>	<u>(482)</u>	<u>215,545</u>
Cost of revenues					
Depreciation	3,966	4,404	6,657	37	15,064
Amortisation	<u>14,837</u>	<u>6,967</u>	<u>120</u>	<u>1,113</u>	<u>23,037</u>

3 Expenses by nature

	Unaudited		Unaudited	
	Three months ended 30 September		Nine months ended 30 September	
	2024	2023	2024	2023
	RMB'Million	RMB'Million	RMB'Million	RMB'Million
Transaction costs (a)	34,451	34,711	101,214	100,543
Employee benefits expenses (b)	29,636	27,812	83,985	81,881
Content costs (excluding amortisation of intangible assets)	17,232	15,812	49,525	46,850
Amortisation of intangible assets (c)	7,272	7,122	21,254	24,739
Bandwidth and server custody fees (excluding depreciation of right-of-use assets)	6,745	6,123	19,560	17,979
Depreciation of property, plant and equipment, investment properties and right-of-use assets	6,732	6,360	19,926	19,644
Promotion and advertising expenses	6,659	4,981	18,013	14,816

Note:

- (a) Transaction costs primarily consist of bank handling fees, channel and distribution costs.
- (b) During the three and nine months ended 30 September 2024, the Group had incurred expenses for the purpose of R&D of approximately RMB17,890 million and RMB50,845 million, respectively (three and nine months ended 30 September 2023: RMB16,454 million and RMB47,645 million, respectively), which mainly comprised employee benefits expenses of approximately RMB14,500 million and RMB41,668 million, respectively (three and nine months ended 30 September 2023: RMB13,667 million and RMB39,951 million, respectively).

No significant development expenses had been capitalised for the three and nine months ended 30 September 2024 and 2023.

During the three and nine months ended 30 September 2024, employee benefits expenses included the share-based compensation expenses of approximately RMB6,377 million and RMB17,284 million, respectively (three and nine months ended 30 September 2023: RMB5,655 million and RMB17,050 million, respectively), which contained those incurred for employees related to SSV & CPP of approximately RMB16 million and RMB46 million, respectively (three and nine months ended 30 September 2023: RMB12 million and RMB47 million, respectively).

- (c) Amortisation charges of intangible assets are mainly in respect of media content including long-form video and music content, game licenses, and other content. During the three and nine months ended 30 September 2024, amortisation of media content was approximately RMB6,584 million and RMB19,286 million, respectively (three and nine months ended 30 September 2023: RMB6,473 million and RMB22,864 million, respectively).

During the three and nine months ended 30 September 2024, amortisation of intangible assets included the amortisation of intangible assets arising from acquisitions of approximately RMB1,324 million and RMB3,878 million, respectively (three and nine months ended 30 September 2023: RMB1,434 million and RMB3,455 million, respectively).

- (d) During the three and nine months ended 30 September 2024, expenses incurred related to SSV & CPP (excluding share-based compensation expenses) were approximately RMB240 million and RMB550 million, respectively (three and nine months ended 30 September 2023: RMB231 million and RMB561 million, respectively).
- (e) During the three and nine months ended 30 September 2024, non-recurring compliance-related costs and expenses incurred for certain litigation settlements in total were Nil and approximately RMB3 million, respectively, which were included in “General and administrative expenses” (three and nine months ended 30 September 2023: except for Tenpay-related fine as disclosed in Note 4, non-recurring compliance-related costs and expenses incurred for certain litigation settlements in total were Nil and approximately RMB17 million, respectively, which were included in “General and administrative expenses”).

4 Other gains/(losses), net

	Unaudited		Unaudited	
	Three months ended 30 September		Nine months ended 30 September	
	2024	2023	2024	2023
		Restated		Restated
	RMB'Million	RMB'Million	RMB'Million	RMB'Million
Subsidies and tax rebates	2,631	2,546	6,048	8,140
Tenpay-related fine	–	–	–	(2,995)
Others	343	(520)	(559)	(2,427)
	<u>2,974</u>	<u>2,026</u>	<u>5,489</u>	<u>2,718</u>

5 Net gains/(losses) from investments and others

	Unaudited		Unaudited	
	Three months ended 30 September		Nine months ended 30 September	
	2024	2023	2024	2023
		Restated		Restated
	RMB'Million	RMB'Million	RMB'Million	RMB'Million
Net gains on disposals and deemed disposals of investee companies (a)	2,401	808	10,621	3,929
Net fair value gains/(losses) on FVPL ((b) and Note 10)	3,788	2,258	1,565	(754)
Other net fair value gains/(losses) (c)	572	(2,118)	(576)	(877)
Dividend income	105	54	629	481
Impairment provisions for investments in associates (Note 9(b))	(3,679)	(321)	(7,831)	(1,396)
Impairment provisions for goodwill and other intangible assets arising from acquisitions	(97)	–	(167)	–
Impairment (provisions)/reversals for investments in joint ventures and others	–	–	(147)	752
Donations (d)	(105)	(151)	(1,277)	(1,751)
Others	81	88	251	256
	<u>3,066</u>	<u>618</u>	<u>3,068</u>	<u>640</u>

Note:

- (a) The net disposal and deemed disposal gains of approximately RMB10,621 million recognised during the nine months ended 30 September 2024 comprised the following:
- aggregate net gains of approximately RMB2,335 million (nine months ended 30 September 2023: RMB1,803 million) on disposals and partial disposals of investee companies of the Group;
 - aggregate net gains of approximately RMB4,523 million (nine months ended 30 September 2023: RMB3,331 million) on deemed disposals of investee companies of the Group; and
 - aggregate net gains of approximately RMB3,763 million (nine months ended 30 September 2023: net losses of approximately RMB1,205 million) (Note 9) on dilution of the Group's equity interests in certain associates due to new equity interests being issued by these associates.
- (b) During the three and nine months ended 30 September 2024, the net fair value gains/(losses) on FVPL mainly comprised net gains of approximately RMB3,681 million and RMB1,216 million as a result of changes in valuations of certain investee companies, respectively (three and nine months ended 30 September 2023: net gains of approximately RMB2,021 million and net losses of approximately RMB1,496 million, respectively).
- (c) During the three and nine months ended 30 September 2024, the other net fair value gains/(losses) mainly included net gains of approximately RMB588 million and net losses of approximately RMB569 million on other investment-related assets and liabilities, respectively (three and nine months ended 30 September 2023: net losses of approximately RMB2,126 million and RMB866 million, respectively).
- (d) During the three and nine months ended 30 September 2024, donations mainly included approximately RMB64 million and RMB911 million for SSV & CPP of the Group, respectively (three and nine months ended 30 September 2023: RMB70 million and RMB1,635 million, respectively).

6 Income tax expense

Income tax expense is recognised based on management's best knowledge of the income tax rates expected for the financial year.

(a) Cayman Islands and British Virgin Islands corporate income tax

The Group was not subject to any taxation in the Cayman Islands and the British Virgin Islands for the three and nine months ended 30 September 2024 and 2023.

(b) Hong Kong profits tax

Hong Kong profits tax had been provided for at the rate of 16.5% on the estimated assessable profits for the three and nine months ended 30 September 2024 and 2023.

(c) PRC CIT

PRC CIT had been provided for at applicable tax rates under the relevant regulations of the PRC after considering the available preferential tax benefits from refunds and allowances, and on the estimated assessable profit of entities within the Group established in the Mainland of China for the three and nine months ended 30 September 2024 and 2023. The general PRC CIT rate was 25% for the three and nine months ended 30 September 2024 and 2023.

Certain subsidiaries of the Company in the Mainland of China were approved as High and New Technology Enterprise, and they were subject to a preferential corporate income tax rate of 15% for the three and nine months ended 30 September 2024 and 2023. Moreover, according to announcement and circular issued by relevant government authorities, a subsidiary which was qualified as National Key Software Enterprise was subject to a preferential corporate income tax rate of 10%.

In addition, certain subsidiaries of the Company were entitled to other tax concessions, mainly including the preferential tax rate of 15% applicable to some subsidiaries located in certain areas of the Mainland of China upon fulfillment of certain requirements of the respective local governments.

(d) Corporate income tax in other jurisdictions

Income tax on profit arising from other jurisdictions, including the United States, Europe, Asia and South America, had been calculated on the estimated assessable profit for the three and nine months ended 30 September 2024 and 2023 at the respective rates prevailing in the relevant jurisdictions, which were not higher than 35%.

(e) **Withholding tax**

According to applicable tax regulations prevailing in the PRC, dividends distributed by a company established in the Mainland of China to a foreign investor with respect to profit derived after 1 January 2008 are generally subject to a 10% withholding tax. If a foreign investor is incorporated in Hong Kong, under the double taxation arrangement between the Mainland of China and Hong Kong, the relevant withholding tax rate applicable to such foreign investor will be reduced from 10% to 5% subject to the fulfillment of certain conditions.

Dividends distributed from certain jurisdictions that the Group's entities operate in are also subject to withholding tax at respective applicable tax rates.

The income tax expense of the Group for the three and nine months ended 30 September 2024 and 2023 is analysed as follows:

	Unaudited		Unaudited	
	Three months ended 30 September 2024	2023	Nine months ended 30 September 2024	2023
	RMB'Million	RMB'Million	RMB'Million	RMB'Million
Current income tax	7,052	7,752	28,235	25,820
Deferred income tax	1,848	3,256	5,002	7,798
	<u>8,900</u>	<u>11,008</u>	<u>33,237</u>	<u>33,618</u>

7 **Earnings per share**

(a) **Basic**

Basic EPS is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue (excluding shares held for share award schemes and treasury shares) during the period.

	Unaudited		Unaudited	
	Three months ended 30 September 2024	2023	Nine months ended 30 September 2024	2023
Profit attributable to equity holders of the Company (RMB'Million)	<u>53,230</u>	<u>36,182</u>	<u>142,749</u>	<u>88,191</u>
Weighted average number of ordinary shares in issue excluding shares held for share award schemes and treasury shares (million shares)	<u>9,238</u>	<u>9,452</u>	<u>9,302</u>	<u>9,471</u>
Basic EPS (RMB per share)	<u>5.762</u>	<u>3.828</u>	<u>15.346</u>	<u>9.312</u>

(b) Diluted

The share options and awarded shares granted by the Company have potential dilutive effect on the EPS. Diluted EPS is calculated by adjusting the weighted average number of ordinary shares outstanding by the assumption of the conversion of all potential dilutive ordinary shares arising from share options and awarded shares granted by the Company (collectively forming the denominator for computing the diluted EPS), which is determined under the treasury stock method.

In addition, the profit attributable to equity holders of the Company (numerator) has been adjusted by the effect of the share-based awards granted by the Company's non wholly-owned subsidiaries and associates, excluding those which have anti-dilutive effect on the Group's diluted EPS.

	Unaudited		Unaudited	
	Three months ended 30 September		Nine months ended 30 September	
	2024	2023	2024	2023
Profit attributable to equity holders of the Company (RMB' Million)	53,230	36,182	142,749	88,191
Dilution effect arising from share-based awards granted by non wholly-owned subsidiaries and associates (RMB' Million)	(401)	(171)	(1,108)	(788)
Profit attributable to equity holders of the Company for the calculation of diluted EPS (RMB' Million)	<u>52,829</u>	<u>36,011</u>	<u>141,641</u>	<u>87,403</u>
Weighted average number of ordinary shares in issue excluding shares held for share award schemes and treasury shares (million shares)	9,238	9,452	9,302	9,471
Adjustments for share options and awarded shares (million shares)	122	145	136	161
Weighted average number of ordinary shares for the calculation of diluted EPS (million shares)	<u>9,360</u>	<u>9,597</u>	<u>9,438</u>	<u>9,632</u>
Diluted EPS (RMB per share)	<u>5.644</u>	<u>3.752</u>	<u>15.008</u>	<u>9.075</u>

8 Dividends

A final dividend in respect of the year ended 31 December 2023 of HKD3.40 per share (2022: HKD2.40 per share) was proposed pursuant to a resolution passed by the Board on 20 March 2024 and approved by the shareholders at the 2024 AGM. Such dividend amounted to HKD31,743 million (2023: HKD22,762 million) was paid during the nine months ended 30 September 2024.

The Board did not declare any interim dividend for the nine months ended 30 September 2024 and 2023.

9 Investments in associates

	Unaudited 30 September 2024 RMB'Million	Audited 31 December 2023 RMB'Million
Investments in associates		
– Listed entities (Note)	145,264	132,776
– Unlisted entities	120,793	120,920
	<u>266,057</u>	<u>253,696</u>

Note:

As at 30 September 2024, the fair value of the investments in associates consisting of directly and indirectly held listed equity interests was approximately RMB341,464 million (31 December 2023: RMB351,594 million).

Movement of investments in associates is analysed as follows:

	Unaudited Nine months ended 30 September 2024 RMB'Million	2023 RMB'Million
At beginning of period	253,696	246,043
Additions (a)	2,242	6,301
Transfers	1,062	1,461
Dilution gains/(losses) on deemed disposals (Note 5(a))	3,763	(1,205)
Share of profit/(loss) of associates, net	15,530	3,002
Share of other comprehensive income of associates	(491)	(300)
Share of other changes in net assets of associates	3,106	3,825
Dividends	(2,181)	(4,796)
Disposals	(2,274)	(2,210)
Impairment provisions, net ((b) and Note 5)	(7,831)	(1,396)
Currency translation differences	(565)	1,990
At end of period	<u>266,057</u>	<u>252,715</u>

Note:

- (a) During the nine months ended 30 September 2024, the Group's additions mainly comprised new investments and additional investments in certain investee companies which are principally engaged in eCommerce, games, music and entertainment, and other Internet-related businesses.

- (b) During the nine months ended 30 September 2024, an aggregate impairment loss of approximately RMB7,831 million (nine months ended 30 September 2023: RMB1,396 million) had been recognised for investments in associates with impairment indicators, and the majority of these investments' recoverable amounts were determined using fair value less costs of disposal.

10 Financial assets at fair value through profit or loss

FVPL include the following:

	Unaudited 30 September 2024 RMB'Million	Audited 31 December 2023 RMB'Million
Included in non-current assets:		
Investments in listed entities	12,838	11,495
Investments in unlisted entities	184,770	190,698
Treasury investments and others	11,592	8,952
	209,200	211,145
Included in current assets:		
Investments in listed entities	1	1
Treasury investments and others	9,772	14,902
	9,773	14,903
	218,973	226,048

Movement of FVPL is analysed as follows:

	Unaudited Nine months ended 30 September 2024 RMB'Million	2023 RMB'Million
At beginning of period	226,048	234,048
Additions and transfers (a)	37,938	40,283
Changes in fair value (Note 5)	1,565	(754)
Disposals and others	(45,075)	(36,948)
Currency translation differences	(1,503)	5,261
At end of period	218,973	241,890

Note:

- (a) During the nine months ended 30 September 2024, the Group's additions and transfers mainly comprised the following:
- (i) new investments and additional investments with an aggregate amount of approximately RMB42,572 million in treasury investments, investee companies which are principally engaged in investment funds, eCommerce and others; and
 - (ii) transfers with an aggregate amount of approximately RMB3,381 million designated as FVOCI due to the conversion of preference shares of certain investee companies into ordinary shares upon their IPOs.

11 Financial assets at fair value through other comprehensive income

FVOCI include the following:

	Unaudited 30 September 2024 RMB'Million	Audited 31 December 2023 RMB'Million
Included in non-current assets:		
Equity investments in listed entities	260,913	189,286
Equity investments in unlisted entities	20,061	22,671
Treasury investments	2,658	1,994
	<u>283,632</u>	<u>213,951</u>
Included in current assets:		
Treasury investments	2,132	–
	<u>285,764</u>	<u>213,951</u>

Movement of FVOCI is analysed as follows:

	Unaudited Nine months ended 30 September	
	2024	2023
	RMB'Million	RMB'Million
At beginning of period	213,951	185,247
Additions and transfers (a)	14,925	11,688
Changes in fair value	75,330	(11,269)
Disposals	(16,396)	(4,814)
Currency translation differences	(2,046)	6,311
	<u>285,764</u>	<u>187,163</u>

Note:

- (a) During the nine months ended 30 September 2024, except as described in Note 10(a)(ii), the Group's additions and transfers mainly comprised certain new investments and additional investments with an aggregate amount of approximately RMB4,864 million in investee companies which are principally engaged in social media platform, sports equipment and apparel business, eCommerce and other Internet-related businesses.

12 Accounts receivable

Accounts receivable and their ageing analysis, based on recognition date, are as follows:

	Unaudited 30 September 2024 RMB'Million	Audited 31 December 2023 RMB'Million
0 ~ 30 days	23,808	24,259
31 ~ 60 days	11,642	11,708
61 ~ 90 days	6,514	6,163
Over 90 days	5,372	4,476
	47,336	46,606

Accounts receivable balances as at 30 September 2024 and 31 December 2023 mainly represented amounts due from marketing services customers and agents, FinTech and cloud customers, content production related customers, and third party platform providers.

Some marketing services customers and agents are usually granted with a credit period within 30 to 90 days immediately following the month-end in which the relevant obligations under the relevant contracted orders are delivered. Third party platform providers usually settle the amounts due by them within 60 days. Other customers, mainly including content production related customers and FinTech and cloud customers, are usually granted with a credit period within 90 days.

13 Share-based payments

(a) Share option schemes

The Company has adopted six share option schemes, namely, the Pre-IPO Option Scheme, the Post-IPO Option Scheme I, the Post-IPO Option Scheme II, the Post-IPO Option Scheme III, the Post-IPO Option Scheme IV and the 2023 Share Option Scheme.

The Pre-IPO Option Scheme, the Post-IPO Option Scheme I, the Post-IPO Option Scheme II and the Post-IPO Option Scheme III expired on 31 December 2011, 23 March 2014, 16 May 2017 and 13 May 2019, respectively. Upon the expiry of these schemes, no further options would be granted under these schemes, but the options granted prior to such expiry continued to be valid and exercisable in accordance with provisions of the schemes. As at 30 September 2024, there were no outstanding share options exercisable under the Pre-IPO Option Scheme, the Post-IPO Option Scheme I, the Post-IPO Option Scheme II and the Post-IPO Option Scheme III.

The Post-IPO Option Scheme IV had been terminated upon the completion of the transfer of the outstanding share options of the Post-IPO Option Scheme IV to the 2023 Share Option Scheme in accordance with the circular of the Company dated 24 April 2023.

In respect of the 2023 Share Option Scheme, the Board may, at its discretion, grant options to any qualifying participant to subscribe for shares of the Company, subject to the terms and conditions stipulated therein. The exercise price must be in compliance with the requirements under the Listing Rules. In addition, the option vesting period is determined by the Board provided that it is not later than the last day of a 10-year period after the date of grant of options.

The Company allowed certain of the grantees under the Post-IPO Option Scheme II, the Post-IPO Option Scheme IV and the 2023 Share Option Scheme to surrender their rights to receive a portion of the underlying shares (with equivalent fair value) to set off against the exercise consideration and/or individual income tax payable when they exercised their options.

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

	Post-IPO Option		Unaudited		Total
	Scheme II		2023 Share Option Scheme		
	Average exercise price	Number of options	Average exercise price	Number of options	
At 1 January 2024	HKD185.65	17,318,327	HKD353.11	105,292,749	122,611,076
Granted	-	-	HKD297.91	11,632,870	11,632,870
Exercised	HKD185.65	(17,208,952)	HKD257.20	(4,318,029)	(21,526,981)
Lapsed/forfeited/waived	HKD185.65	(109,375)	HKD461.90	(1,647,242)	(1,756,617)
At 30 September 2024	-	-	HKD349.44	110,960,348	110,960,348
Exercisable as at 30 September 2024	-	-	HKD355.49	78,557,306	78,557,306

	Post-IPO Option		Unaudited		2023 Share Option Scheme		Total
	Scheme II		Post-IPO Option Scheme IV		Average exercise price	Number of options	
	Average exercise price	Number of options	Average exercise price	Number of options			
At 1 January 2023	HKD177.28	29,261,866	HKD354.26	90,161,910	-	-	119,423,776
Granted	-	-	HKD375.60	3,659,925	HKD334.04	13,561,932	17,221,857
Exercised	HKD146.84	(6,306,689)	HKD262.55	(752,225)	HKD254.52	(219,720)	(7,278,634)
Lapsed/forfeited	HKD143.33	(1,850)	HKD453.51	(276,898)	HKD429.25	(190,558)	(469,306)
Transferred	-	-	HKD355.55	(92,792,712)	HKD355.55	92,792,712	-
At 30 September 2023	HKD185.65	22,953,327	-	-	HKD352.87	105,944,366	128,897,693
Exercisable as at 30 September 2023	HKD185.65	22,843,952	-	-	HKD356.03	53,206,667	76,050,619

During the nine months ended 30 September 2024 and 2023, no options were granted to any director of the Company.

(b) **Share award schemes**

As at 30 September 2024, the Company had only one effective share award scheme, being the 2023 Share Award Scheme (effective since 17 May 2023), which was administered by an independent trustee appointed by the Group. The vesting period of the awarded shares is determined by the Board.

Movements in the number of awarded shares for the nine months ended 30 September 2024 and 2023 are as follows:

	Number of awarded shares	
	Unaudited	
	Nine months ended 30 September	
	2024	2023
At beginning of period	132,989,249	123,861,178
Granted	62,017,026	64,604,655
Lapsed/forfeited	(5,261,832)	(6,054,995)
Vested and transferred	(61,052,918)	(45,463,868)
At end of period	128,691,525	136,946,970
Vested but not transferred as at end of period	24,416	80,782

During the nine months ended 30 September 2024, 105,760 awarded shares were granted to five independent non-executive directors of the Company (nine months ended 30 September 2023: 74,542 awarded shares were granted to five independent non-executive directors of the Company).

14 Accounts payable

Accounts payable and their ageing analysis, based on invoice date, are as follows:

	Unaudited	Audited
	30 September	31 December
	2024	2023
	RMB'Million	RMB'Million
0 ~ 30 days	131,490	94,537
31 ~ 60 days	8,185	3,099
61 ~ 90 days	102	528
Over 90 days	2,888	2,784
	142,665	100,948

15 Borrowings

	Unaudited 30 September 2024 RMB'Million	Audited 31 December 2023 RMB'Million
Included in non-current liabilities:		
Non-current portion of long-term USD bank borrowings, unsecured (a)	104,410	109,782
Non-current portion of long-term RMB bank borrowings, unsecured (a)	47,170	46,000
Non-current portion of long-term JPY bank borrowings, unsecured (a)	17	26
Non-current portion of long-term JPY bank borrowings, secured (a)	–	2
Non-current portion of long-term EUR bank borrowings, unsecured (a)	–	3
Non-current portion of long-term EUR bank borrowings, secured (a)	3	6
	<u>151,600</u>	<u>155,819</u>
Included in current liabilities:		
USD bank borrowings, unsecured (b)	17,518	18,415
RMB bank borrowings, unsecured (b)	7,301	7,046
RMB bank borrowings, secured (b)	–	100
Current portion of long-term RMB bank borrowings, unsecured (a)	13,022	15
Current portion of long-term USD bank borrowings, unsecured (a)	4,905	15,936
Current portion of long-term JPY bank borrowings, unsecured (a)	14	16
Current portion of long-term JPY bank borrowings, secured (a)	–	1
Current portion of long-term EUR bank borrowings, unsecured (a)	4	4
Current portion of long-term EUR bank borrowings, secured (a)	3	4
	<u>42,767</u>	<u>41,537</u>
	<u><u>194,367</u></u>	<u><u>197,356</u></u>

Note:

- (a) The aggregate principal amounts of long-term bank borrowings and applicable interest rates are as follows:

	Unaudited 30 September 2024		Audited 31 December 2023	
	Amount (Million)	Interest rate (per annum)	Amount (Million)	Interest rate (per annum)
RMB bank borrowings	RMB60,192	2.30% ~ 3.00%	RMB46,015	2.45% ~ 4.60%
USD bank borrowings	USD15,600	SOFR + CAS + 0.80%	USD17,750	SOFR + CAS + 0.80% ~ 0.95%
JPY bank borrowings	JPY344	0.11% ~ 1.73%	JPY894	0.00% ~ 1.86%
JPY bank borrowings	JPY275	TIBOR + 1.70%	JPY21	TIBOR + 1.70%
EUR bank borrowings	EUR1	1.00% ~ 2.10%	EUR2	1.00% ~ 2.54%

The zero interest rate of JPY borrowings was due to the special interest exemption for COVID-19 by Tokyo Metropolitan Government.

- (b) The aggregate principal amounts of short-term bank borrowings and applicable interest rates are as follows:

	Unaudited 30 September 2024		Audited 31 December 2023	
	Amount (Million)	Interest rate (per annum)	Amount (Million)	Interest rate (per annum)
RMB bank borrowings	RMB7,320	1.50% ~ 2.82%	RMB7,160	1.60% ~ 3.48%
USD bank borrowings	USD2,500	SOFR + 0.40% ~ 0.50%	USD2,600	SOFR + 0.50% ~ 0.55%

16 Notes payable

	Unaudited 30 September 2024 RMB'Million	Audited 31 December 2023 RMB'Million
Included in non-current liabilities:		
Non-current portion of long-term USD notes payable	<u>127,285</u>	<u>137,101</u>
Included in current liabilities:		
Current portion of long-term USD notes payable	<u>8,403</u>	<u>14,161</u>
	<u>135,688</u>	<u>151,262</u>

Note:

The aggregate principal amounts of notes payable and applicable interest rates are as follows:

	Unaudited 30 September 2024		Audited 31 December 2023	
	Amount (Million)	Interest rate (per annum)	Amount (Million)	Interest rate (per annum)
USD notes payable	–	–	USD750	Term SOFR + CAS + 0.910%
USD notes payable	USD19,450	1.375% ~ 4.700%	USD20,700	1.375% ~ 4.700%

All of these notes payable issued by the Group were unsecured.

During the nine months ended 30 September 2024, two tranches of notes payable issued in April 2019 with aggregate principal amounts of USD750 million and USD1,250 million, respectively, reached their maturities and were repaid in full by the Group.

17 Subsequent events

There were no material subsequent events during the period from 1 October 2024 to the date of approval of the Interim Financial Information by the Board on 13 November 2024.

OTHER INFORMATION

Purchase, Sale or Redemption of the Company's Listed Securities

During the three months ended 30 September 2024, the Company repurchased a total of 94,897,400 shares on the Stock Exchange for an aggregate consideration of approximately HKD35.9 billion before expenses. The repurchased shares were subsequently cancelled. The repurchase was effected for the enhancement of shareholder value in the long term. Details of the shares repurchased are as follows:

Month of purchase in the three months ended 30 September 2024	No. of shares purchased	Purchase consideration per share		Aggregate consideration paid HKD
		Highest price paid HKD	Lowest price paid HKD	
July	23,700,000	397.00	365.20	9,013,854,402.00
August	29,320,000	385.40	365.40	11,017,639,867.00
September	41,877,400	414.20	365.20	15,881,930,806.12
Total	<u>94,897,400</u>			<u>35,913,425,075.12</u>

Save as disclosed above and in the “Financial Information” section, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the three months ended 30 September 2024.

Employee and Remuneration Policies

As at 30 September 2024, the Group had 108,823 employees (30 September 2023: 105,309). The number of employees employed by the Group varies from time to time depending on needs and employees are remunerated based on industry practice.

The remuneration policy and package of the Group's employees are periodically reviewed. Apart from pension funds and in-house training programmes, discretionary bonuses, share awards and share options may be awarded to employees according to the assessment of individual performance.

The total remuneration cost incurred by the Group for the three months ended 30 September 2024 was RMB29.6 billion (for the three months ended 30 September 2023: RMB27.8 billion).

Audit Committee

The Audit Committee, together with the Auditor, has reviewed the Group's unaudited Interim Financial Information for the three and nine months ended 30 September 2024. The Audit Committee has also reviewed the accounting principles and practices adopted by the Group and discussed auditing, risk management, internal control and financial reporting matters.

Compliance with the Corporate Governance Code

Save as disclosed in the 2024 interim report and the corporate governance report in the 2023 annual report of the Company, none of the directors of the Company is aware of any information which would reasonably indicate that the Company has not complied with the code provisions as set out in the CG Code during the period from 1 July 2024 to 30 September 2024.

As to the deviation from code provisions B.2.2 (regarding the retirement and re-election of directors) and C.2.1 (regarding the segregation of the roles of chairman and chief executive) of the CG Code, the Board will continue to review the current structure from time to time and shall make necessary changes when appropriate and inform the shareholders accordingly.

APPRECIATION

On behalf of the Board, I would like to express our profound appreciation to our entire staff and management team for their dedicated efforts in contributing to our ongoing success. I would also like to extend our sincere gratitude to our shareholders and stakeholders for their unwavering support and confidence in the Company.

Our commitment to our core principle of “Value for Users, Tech for Good” remains resolute. We will strive to continuously create value for our shareholders and society while actively promoting innovations, addressing community needs and contributing to a sustainable future for all.

By Order of the Board
Ma Huateng
Chairman

Hong Kong, 13 November 2024

As at the date of this announcement, the directors of the Company are:

Executive Director:

Ma Huateng;

Non-Executive Directors:

Jacobus Petrus (Koos) Bekker and Charles St Leger Searle; and

Independent Non-Executive Directors:

Li Dong Sheng, Ian Charles Stone, Yang Siu Shun, Ke Yang and Zhang Xiulan.

This announcement contains forward-looking statements relating to the business outlook, estimates of financial performance, forecast business plans and growth strategies of the Group. These forward-looking statements are based on information currently available to the Group and are stated herein on the basis of the outlook at the time of this announcement. They are based on certain expectations, assumptions and premises, some of which are subjective or beyond our control. These forward-looking statements may prove to be incorrect and may not be realised in the future. Underlying these forward-looking statements are a lot of risks and uncertainties. In light of the risks and uncertainties, the inclusion of forward-looking statements in this announcement should not be regarded as representations by the Board or the Company that the plans and objectives will be achieved, and investors should not place undue reliance on such statements.

DEFINITION

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

Term	Definition
“2023 Share Award Scheme”	the share award scheme adopted by the Company on 17 May 2023, as amended from time to time
“2023 Share Option Scheme”	the share option scheme adopted by the Company on 17 May 2023, as amended from time to time
“2024 AGM”	the annual general meeting of the Company held on 14 May 2024
“AI”	artificial intelligence
“Audit Committee”	the audit committee of the Company
“Auditor”	PricewaterhouseCoopers, the auditor of the Company
“Board”	the board of directors of the Company
“CAS”	credit adjustment spread, which is a fixed spread adjustment incorporated to bridge the gap between LIBOR and SOFR in order to minimise the economic impact of the transfer from a LIBOR-based debt to a SOFR-based debt
“CG Code”	the corporate governance code as set out in Appendix C1 to the Listing Rules
“Company”	Tencent Holdings Limited, a limited liability company organised and existing under the laws of the Cayman Islands and the shares of which are listed on the Stock Exchange
“DAU”	daily active user accounts
“DnF Mobile”	Dungeon and Fighter Mobile

Term	Definition
“Domestic Games”	for the purpose of preparing financial and operating information, Domestic Games refers to our games business in the PRC, excluding Hong Kong, the Macao Special Administrative Region and Taiwan, China
“EBITDA”	earnings before interest, tax, depreciation and amortisation
“EPS”	earnings per share
“EUR”	the lawful currency of European Union
“FinTech”	financial technology
“FVOCI”	financial assets at fair value through other comprehensive income
“FVPL”	financial assets at fair value through profit or loss
“GMV”	gross merchandise value
“Group”	the Company and its subsidiaries
“HKD”	the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region, the PRC
“IAS”	International Accounting Standards
“IASB”	International Accounting Standards Board
“IFRS” or “IFRS Accounting Standards”	International Financial Reporting Standards as issued by the IASB
“Interim Financial Information”	the condensed consolidated interim financial statements for the nine months ended 30 September 2024
“International Games”	for the purpose of preparing financial and operating information, International Games refers to our games business other than our Domestic Games business

Term	Definition
“IPO”	initial public offering
“JPY”	the lawful currency of Japan
“LIBOR”	London InterBank Offered Rate
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MAU”	monthly active user accounts
“PC”	personal computer
“Post-IPO Option Scheme I”	the Post-IPO Share Option Scheme adopted by the Company on 24 March 2004
“Post-IPO Option Scheme II”	the Post-IPO Share Option Scheme adopted by the Company on 16 May 2007
“Post-IPO Option Scheme III”	the Post-IPO Share Option Scheme adopted by the Company on 13 May 2009
“Post-IPO Option Scheme IV”	the Post-IPO Share Option Scheme adopted by the Company on 17 May 2017
“PRC” or “China”	the People’s Republic of China
“PRC CIT”	PRC corporate income tax as defined in the “Corporate Income Tax Law of the People’s Republic of China”
“Pre-IPO Option Scheme”	the Pre-IPO Share Option Scheme adopted by the Company on 27 July 2001
“PUBG”	PlayerUnknown’s Battlegrounds
“R&D”	research and development
“RMB”	the lawful currency of the PRC

Term	Definition
“SOFR”	Secured Overnight Financing Rate
“SSV & CPP”	Sustainable Social Value and Common Prosperity Programmes
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tenpay”	Tenpay Payment Technology Co., Ltd., a member of the Group operating in the Mainland of China and engaging in the provision of payment services
“Term SOFR”	the term SOFR reference rate administered by CME Group Benchmark Administration Limited for the relevant period published by CME Group Benchmark Administration Limited
“TIBOR”	Tokyo InterBank Offered Rate
“United States”	the United States of America
“USD”	the lawful currency of the United States
“VAS”	value-added services

APPENDIX II

RISK FACTORS RELATING TO

THE OPERATING ENVIRONMENT AND STRATEGY OF UBS AG

This section supersedes in its entirety Appendix 2 of the Base Listing Document.

Risks relating to UBS

Certain risks, including those described below, may affect the ability of the UBS AG Group to execute its strategy or its business activities, financial condition, results of operations and prospects. The UBS AG Group is inherently exposed to multiple risks, many of which may become apparent only with the benefit of hindsight. As a result, risks that it does not consider to be material, or of which it is not currently aware, could also adversely affect it. Within each category, the risks that the UBS AG Group considers to be most material are presented first.

Strategy, management and operational risks

UBS's acquisition of Credit Suisse Group AG exposes the UBS AG Group to heightened litigation risk and regulatory scrutiny and entails significant additional costs, liabilities and business integration risks that affect UBS AG

UBS Group AG acquired Credit Suisse Group AG under exceptional circumstances of volatile financial markets and the continued outflows and deteriorating overall financial position of Credit Suisse, in order to avert a failure of Credit Suisse and thus damage to the Swiss financial center and to global financial stability. The acquisition was effected through a merger of Credit Suisse Group AG with and into UBS Group AG, with UBS Group AG succeeding to all assets and all liabilities of Credit Suisse Group AG, becoming the direct or indirect shareholder of the former direct and indirect subsidiaries of Credit Suisse Group AG. Therefore, on a consolidated basis, all assets, risks and liabilities of the Credit Suisse Group became a part of the UBS Group. This includes all ongoing and future litigation, regulatory and similar matters arising out of the business of the Credit Suisse Group, thereby materially increasing UBS's exposure to litigation and investigation risks, as described in further detail below.

The UBS AG Group has incurred substantial transaction fees and costs in connection with the transaction and will continue to incur substantial integration and restructuring costs. In addition, the UBS AG Group may not realize all of the expected cost reductions and other benefits of the transaction. The UBS AG Group may not be able to successfully execute its strategic plans or to achieve the expected benefits of the acquisition of the Credit Suisse Group. The success of the transaction, including anticipated benefits and cost savings, will depend, in part, on the ability to successfully integrate the operations of both firms rapidly and effectively, while maintaining stability of operations and high levels of service to customers of the combined franchise.

The ability of the UBS AG Group to successfully integrate Credit Suisse will depend on a number of factors, some of which are outside of its control, including its ability to:

- combine the operations of the two firms in a manner that preserves client service, simplifies infrastructure and results in operating cost savings;
- achieve cost reductions at the levels and in the time frame it plans;
- enhance, integrate, and, where necessary, remediate risk management and financial control and other systems and frameworks, including to remediate the material weaknesses in Credit Suisse's internal controls over financial reporting;
- successfully execute the wind-down of the assets and liabilities in its Non-core and Legacy division and release capital and resources for other purposes; and
- resolve outstanding litigation, regulatory and similar matters, including matters relating to Credit Suisse, on terms that are not significantly adverse to the UBS AG Group, as well as to successfully remediate outstanding regulatory and supervisory matters and meet other regulatory commitments.

Further investigation and planning for integration is taking place, and risks that the UBS AG Group does not currently consider to be material, or of which it is not currently aware, could also adversely affect it.

The level of success in the absorption of Credit Suisse, in the integration of the two groups and their businesses, particularly in the area of the Swiss domestic bank, as well as the domestic and international wealth management businesses, the execution of the planned strategy regarding cost reductions and divestment of any non-core assets, and the level of resulting impairments and write-downs, may impact the operational results, share price and the credit rating of UBS entities. The past financial performance of each of UBS Group AG and Credit Suisse may not be indicative of their future financial performance. The combined group will be required to devote significant management attention and resources to integrating its business practices and support functions. The diversion of management's attention and any delays or difficulties encountered in connection with the transaction and the coordination of the two companies' operations could have an adverse effect on the business, financial results, financial condition or the share price of the combined group following the transaction. The coordination process may also result in additional and unforeseen expenses.

The reputation of UBS AG Group is critical to its success

The reputation of the UBS AG Group is critical to the success of its strategic plans, business and prospects. Reputational damage is difficult to reverse, and improvements tend to be slow and difficult to measure. In the past, the reputation of the UBS AG Group has been adversely affected by its losses during the 2008 financial crisis, investigations into its cross-border private banking services, criminal resolutions of LIBOR-related and foreign

exchange matters, as well as other matters. The UBS AG Group believes that reputational damage as a result of these events was an important factor in its loss of clients and client assets across its asset-gathering businesses. The Credit Suisse Group was more recently subject to significant litigation and regulatory matters and to financial losses that adversely affected its reputation and the confidence of clients, which played a significant role in the events leading to the acquisition of the Credit Suisse Group in March 2023. These events, or new events that cause reputational damage could have a material adverse effect on the UBS AG Group's results of operation and financial condition, as well as its ability to achieve its strategic goals and financial targets.

Operational risks affect the business of the UBS AG Group

The businesses of the UBS AG Group depend on its ability to process a large number of transactions, many of which are complex, across multiple and diverse markets in different currencies, to comply with requirements of many different legal and regulatory regimes to which it is subject and to prevent, or promptly detect and stop, unauthorized, fictitious or fraudulent transactions. It also relies on access to, and on the functioning of, systems maintained by third parties, including clearing systems, exchanges, information processors and central counterparties. Any failure of its or third-party systems could have an adverse effect on the UBS AG Group. These risks may be greater as the UBS AG Group deploys newer technologies, such as blockchain, or processes, platforms or products that rely on these technologies. The operational risk management and control systems and processes of the UBS AG Group are designed to help ensure that the risks associated with its activities – including those arising from process error, failed execution, misconduct, unauthorized trading, fraud, system failures, financial crime, cyberattacks, breaches of information security, inadequate or ineffective access controls and failure of security and physical protection – are appropriately controlled. If the UBS AG Group's internal controls fail or prove ineffective in identifying and remedying these risks, it could suffer operational failures that might result in material losses, such as the substantial loss it incurred from the unauthorized trading incident announced in September 2011. The acquisition of the Credit Suisse Group may elevate these risks, particularly during the first phases of integration, as the firms have historically operated under different procedures, IT systems, risk policies and structures of governance.

As a significant proportion of the UBS AG Group's staff have been and will continue working from outside the office, it has faced, and will continue to face, new challenges and operational risks, including maintenance of supervisory and surveillance controls, as well as increased fraud and data security risks. While it has taken measures to manage these risks, these measures could prove not to be effective.

The UBS AG Group uses automation as part of its efforts to improve efficiency, reduce the risk of error and improve its client experience. It intends to expand the use of robotic processing, machine learning and artificial intelligence ("AI") to further these goals. Use of these tools presents their own risks, including the need for effective design and testing; the quality of the data used for development and operation of machine learning and AI tools may adversely affect their functioning and result in errors and other operational risks.

Financial services firms have increasingly been subject to breaches of security and to cyber- and other forms of attack, some of which are sophisticated and targeted attacks intended to gain access to confidential information or systems, disrupt service or steal or destroy data, which may result in business disruption or the corruption or loss of data at the locations of the UBS AG Group or those of third parties. Cyberattacks by hackers, terrorists, criminal organizations, nation states and extremists have also increased in frequency and sophistication. Current geopolitical tensions have also led to increased risk of cyberattack from foreign state actors. In particular, the Russia-Ukraine war and the imposition of significant sanctions on Russia by Switzerland, the US, the EU, the UK and others has resulted and may continue to result in an increase in the risk of cyberattacks. Such attacks may occur on the UBS AG Group's own systems or on the systems that are operated by external service providers, may be attempted through the introduction of ransomware, viruses or malware, phishing and other forms of social engineering, distributed denial of service attacks and other means. These attempts may occur directly, or using equipment or security passwords of the UBS AG Group's employees, third-party service providers or other users. Cybersecurity risks also have increased due to the widespread use of digital technologies, cloud computing and mobile devices to conduct financial business and transactions, as well as due to generative AI, which increases the capabilities of adversaries to mount sophisticated phishing attacks, for example, through the use of deepfake technologies, and presents new challenges to the protection of the UBS AG Group's systems and networks and the confidentiality and integrity of its data. During the first quarter of 2023, a third-party vendor, ION XTP, suffered a ransomware attack, which resulted in some disruption to the UBS AG Group's exchange-traded derivatives clearing activities, although UBS AG Group restored its services within 36 hours, using an available alternative solution. In addition to external attacks, the UBS AG Group has experienced loss of client data from failure by employees and others to follow internal policies and procedures and from misappropriation of its data by employees and others.

The UBS AG Group may not be able to anticipate, detect or recognize threats to its systems or data and its preventative measures may not be effective to prevent an attack or a security breach. In the event of a security breach, notwithstanding its preventative measures, the UBS AG Group may not immediately detect a particular breach or attack. The acquisition of the Credit Suisse Group may elevate and intensify these risks as would-be attackers have a larger potential target in the combined bank and differences in systems, policies, and platforms could make threat detection more difficult. In addition, the implementation of the large-scale technological change program that is necessary to integrate the combined bank's systems at pace may also result in increased risks. Once a particular attack is detected, time may be required to investigate and assess the nature and extent of the attack, and to restore and test systems and data. If a successful attack occurs at a service provider, as the UBS AG Group has recently experienced,

the UBS AG Group may be dependent on the service provider's ability to detect the attack, investigate and assess the attack and successfully restore the relevant systems and data. A successful breach or circumvention of security of its systems or data or those of a service provider could have significant negative consequences for the UBS AG Group, including disruption of its operations, misappropriation of confidential information concerning it or its clients, damage to its systems, financial losses for it or its clients, violations of data privacy and similar laws, litigation exposure and damage to its reputation. The UBS AG Group may be subject to enforcement actions as regulatory focus on cybersecurity increases and regulators have announced new rules, guidance and initiatives on ransomware and other cybersecurity-related issues.

The UBS AG Group is subject to complex and frequently changing laws and regulations governing the protection of client and personal data, such as the EU General Data Protection Regulation. Ensuring that the UBS AG Group complies with applicable laws and regulations when it collects, uses and transfers personal information requires substantial resources and may affect the ways in which it conducts its business. In the event that it fails to comply with applicable laws, the UBS AG Group may be exposed to regulatory fines and penalties and other sanctions. It may also incur such penalties if its vendors or other service providers or clients or counterparties fail to comply with these laws or to maintain appropriate controls over protected data. In addition, any loss or exposure of client or other data may adversely damage its reputation and adversely affect its business.

A major focus of US and other countries' governmental policies relating to financial institutions in recent years has been on fighting money laundering and terrorist financing. The UBS AG Group is required to maintain effective policies, procedures and controls to detect, prevent and report money laundering and terrorist financing, and to verify the identity of its clients under the laws of many of the countries in which it operates. It is also subject to laws and regulations related to corrupt and illegal payments to government officials by others, such as the US Foreign Corrupt Practices Act and the UK Bribery Act. The UBS AG Group has implemented policies, procedures and internal controls that are designed to comply with such laws and regulations. Notwithstanding this, US regulators have found deficiencies in the design and operation of anti-money laundering programs in the UBS AG Group's US operations. The UBS AG Group has undertaken a significant program to address these regulatory findings with the objective of fully meeting regulatory expectations for its programs. Failure to maintain and implement adequate programs to combat money laundering, terrorist financing or corruption, or any failure of the UBS AG Group's programs in these areas, could have serious consequences both from legal enforcement action and from damage to its reputation. Frequent changes in sanctions imposed and increasingly complex sanctions imposed on countries, entities and individuals, as exemplified by the breadth and scope of the sanctions imposed in relation to the war in Ukraine, increase the UBS AG Group's cost of monitoring and complying with sanctions requirements and increase the risk that it will not identify in a timely manner client activity that is subject to a sanction.

As a result of new and changed regulatory requirements and the changes the UBS AG Group has made in its legal structure, the volume, frequency and complexity of its regulatory and other reporting has remained elevated. Regulators have also significantly increased expectations regarding the UBS AG Group's internal reporting and data aggregation, as well as management reporting. The UBS AG Group has incurred, and continues to incur, significant costs to implement infrastructure to meet these requirements. Failure to meet external reporting requirements accurately and in a timely manner or failure to meet regulatory expectations of internal reporting, data aggregation and management reporting could result in enforcement action or other adverse consequences for the UBS AG Group.

In addition, despite the contingency plans that the UBS AG Group has in place, its ability to conduct business may be adversely affected by a disruption in the infrastructure that supports its businesses and the communities in which it operates. This may include a disruption due to natural disasters, pandemics, civil unrest, war or terrorism and involve electrical, communications, transportation or other services that the UBS AG Group uses or that are used by third parties with whom it conducts business.

The UBS AG Group depends on its risk management and control processes to avoid or limit potential losses in its businesses

Controlled risk-taking is a major part of the business of a financial services firm. Some losses from risk-taking activities are inevitable, but to be successful over time, the UBS AG Group must balance the risks it takes against the returns generated. Therefore, it must diligently identify, assess, manage and control its risks, not only in normal market conditions but also as they might develop under more extreme, stressed conditions, when concentrations of exposures can lead to severe losses.

The UBS AG Group has not always been able to prevent serious losses arising from risk management failures and extreme or sudden market events. It recorded substantial losses on fixed-income trading positions in the 2008 financial crisis, in the unauthorized trading incident in 2011. In the recent past, the Credit Suisse Group has suffered very significant losses from the default of the US prime brokerage client, the losses in supply-chain finance funds ("SCFF") managed by it, as well as other matters. As a result of these, Credit Suisse is subject to significant regulatory remediation obligations to address deficiencies in its risk management and control systems, that continue following the merger.

The UBS AG Group regularly revises and strengthens its risk management and control frameworks to seek to address identified shortcomings. Nonetheless, it could suffer further losses in the future if, for example:

- it does not fully identify the risks in its portfolio, in particular risk concentrations and correlated risks;
- its assessment of the risks identified, or its response to negative trends, proves to be untimely, inadequate,

- insufficient or incorrect;
- its risk models prove insufficient to predict the scale of financial risks the bank faces;
 - markets move in ways that the UBS AG Group does not expect – in terms of their speed, direction, severity or correlation – and its ability to manage risks in the resulting environment is, therefore, affected;
 - third parties to whom the UBS AG Group has credit exposure or whose securities it holds are severely affected by events and it suffers defaults and impairments beyond the level implied by its risk assessment; or
 - collateral or other security provided by the UBS AG Group’s counterparties and clients proves inadequate to cover their obligations at the time of default.

The UBS AG Group also holds legacy risk positions, primarily in Non-core and Legacy, that, in many cases, are illiquid and may deteriorate in value. The acquisition of the Credit Suisse Group, and the integration of UBS AG with Credit Suisse AG, is increasing, materially, the portfolio of business that are outside of the UBS AG Group’s risk appetite and subject to exit that will be managed in the Non-core and Legacy segment.

The UBS AG Group also manages risk on behalf of its clients. The performance of assets it holds for its clients may be adversely affected by the same aforementioned factors. If clients suffer losses or the performance of their assets held with the UBS AG Group is not in line with relevant benchmarks against which clients assess investment performance, the UBS AG Group may suffer reduced fee income and a decline in assets under management, or withdrawal of mandates.

Investment positions, such as equity investments made as part of strategic initiatives and seed investments made at the inception of funds that the UBS AG Group manages, may also be affected by market risk factors. These investments are often not liquid and generally are intended or required to be held beyond a normal trading horizon. Deteriorations in the fair value of these positions would have a negative effect on the UBS AG Group’s earnings.

The UBS AG Group may be unable to identify or capture revenue or competitive opportunities, or retain and attract qualified employees

The financial services industry is characterized by intense competition, continuous innovation, restrictive, detailed, and sometimes fragmented regulation and ongoing consolidation. The UBS AG Group faces competition at the level of local markets and individual business lines, and from global financial institutions that are comparable to it in their size and breadth, as well as competition from new technology-based market entrants, which may not be subject to the same level of regulation. Barriers to entry in individual markets and pricing levels are being eroded by new technology. The UBS AG Group expects these trends to continue and competition to increase. The UBS AG Group’s competitive strength and market position could be eroded if it is unable to identify market trends and developments, does not respond to such trends and developments by devising and implementing adequate business strategies, does not adequately develop or update its technology, including its digital channels and tools, or is unable to attract or retain the qualified people needed.

The amount and structure of the UBS AG Group’s employee compensation is affected not only by its business results, but also by competitive factors and regulatory considerations.

In response to the demands of various stakeholders, including regulatory authorities and shareholders, and in order to better align the interests of its staff with other stakeholders, the UBS AG Group has increased average deferral periods for stock awards, expanded forfeiture provisions and, to a more limited extent, introduced clawback provisions for certain awards linked to business performance. It has also introduced individual caps on the proportion of fixed to variable pay for the Executive Board (“**EB**”) members, as well as certain other employees. The UBS AG Group will also be required to introduce and enforce provisions requiring it to recover from EB members and certain other executives a portion of performance-based incentive compensation in the event that the UBS Group or another entity with securities listed on a US national securities exchange, is required to restate its financial statements as a result of a material error.

Constraints on the amount or structure of employee compensation, higher levels of deferral, performance conditions and other circumstances triggering the forfeiture of unvested awards may adversely affect the UBS AG Group’s ability to retain and attract key employees, particularly where it competes with companies that are not subject to these constraints. The loss of key staff and the inability to attract qualified replacements could seriously compromise the UBS AG Group’s ability to execute its strategy and to successfully improve its operating and control environment, and could affect its business performance. This risk is intensified by elevated levels of attrition among Credit Suisse employees. Swiss law requires that shareholders approve the compensation of the UBS Group AG Board of Directors (the “**Group Board**”) and the UBS Group AG Executive Board (“**GEB**”) each year. If UBS Group AG’s shareholders fail to approve the compensation for the GEB or the Group Board, this could have an adverse effect on the UBS AG Group’s ability to retain experienced directors and its senior management.

UBS AG operating results, financial condition and ability to pay its obligations in the future may be affected by funding, dividends and other distributions received directly or indirectly from its subsidiaries, which may be subject to restrictions

UBS AG’s ability to pay its obligations in the future will depend on the level of funding, dividends and other distributions, if any, received from UBS Switzerland AG and other subsidiaries. The ability of such subsidiaries to make loans or distributions, directly or indirectly, to UBS AG may be restricted as a result of several factors, including restrictions in financing agreements and the requirements of applicable law and regulatory, fiscal or other restrictions.

In particular, UBS AG's direct and indirect subsidiaries, including UBS Switzerland AG, UBS Americas Holding LLC, UBS Europe SE, and Credit Suisse International are subject to laws and regulations requiring the entities to maintain minimum levels of capital and liquidity, that restrict dividend payments, authorize regulatory bodies to block or reduce the flow of funds from those subsidiaries to UBS AG, or could affect their ability to repay any loans made to, or other investments in, such subsidiary by UBS AG or another member of the UBS AG Group. For example, in the early stages of the COVID-19 pandemic, the European Central Bank ordered all banks under its supervision to cease dividend distributions and the Board of Governors of the Federal Reserve System limited capital distributions by bank holding companies and intermediate holding companies. Restrictions and regulatory actions could impede access to funds that UBS AG may need to meet its obligations. In addition, UBS AG's right to participate in a distribution of assets upon a subsidiary's liquidation or reorganization is subject to all prior claims of the subsidiary's creditors.

Furthermore, UBS AG may guarantee some of the payment obligations of certain of the Group's subsidiaries from time to time. These guarantees may require UBS AG to provide substantial funds or assets to subsidiaries or their creditors or counterparties at a time when UBS AG is in need of liquidity to fund its own obligations.

Market, credit and macroeconomic risks

Performance in the financial services industry is affected by market conditions and the macroeconomic climate

The UBS AG Group's businesses are materially affected by market and macroeconomic conditions. A market downturn and weak macroeconomic conditions can be precipitated by a number of factors, including geopolitical events, such as international armed conflicts, war, or acts of terrorism, the imposition of sanctions, global trade or global supply chain disruptions, including energy shortages and food insecurity, changes in monetary or fiscal policy, changes in trade policies or international trade disputes, significant inflationary or deflationary price changes, disruptions in one or more concentrated economic sectors, natural disasters, pandemics or local and regional civil unrest. Such developments can have unpredictable and destabilizing effects.

Adverse changes in interest rates, credit spreads, securities prices, market volatility and liquidity, foreign exchange rates, commodity prices, and other market fluctuations, as well as changes in investor sentiment, can affect the UBS AG Group's earnings and ultimately its financial and capital positions. As financial markets are global and highly interconnected, local and regional events can have widespread effects well beyond the countries in which they occur. Any of these developments may adversely affect the UBS AG Group's business or financial results.

As a result of significant volatility in the market, the UBS AG Group's businesses may experience a decrease in client activity levels and market volumes, which would adversely affect its ability to generate transaction fees, commissions and margins, particularly in Global Wealth Management and the Investment Bank. A market downturn would likely reduce the volume and valuation of assets that the UBS AG Group manages on behalf of clients, which would reduce recurring fee income that is charged based on invested assets, primarily in Global Wealth Management and Asset Management, and performance-based fees in Asset Management. Such a downturn could also cause a decline in the value of assets that the UBS AG Group owns and accounts for as investments or trading positions. In addition, reduced market liquidity or volatility may limit trading opportunities and therefore may reduce transaction-based income and may also impede the UBS AG Group's ability to manage risks.

Health emergencies, including pandemics and measures taken by governmental authorities to manage them, may have effects such as labor market displacements, supply chain disruptions, and inflationary pressures, and adversely affect global and regional economic conditions, resulting in contraction in the global economy, substantial volatility in the financial markets, crises in markets for goods and services, disruptions in real estate markets, increased unemployment, increased credit and counterparty risk, and operational challenges, as the UBS AG Group saw with the COVID-19 pandemic. Such economic or market disruptions, including inflationary pressures, may lead to reduced levels of client activity and demand for the UBS AG Group's products and services, increased utilization of lending commitments, significantly increased client defaults, continued and increasing credit and valuation losses in the UBS AG Group's loan portfolios, loan commitments and other assets, and impairments of other financial assets. A fall in equity markets and a consequent decline in invested assets would also reduce recurring fee income in the UBS AG Group's Global Wealth Management and Asset Management businesses, as the UBS AG Group experienced in the second quarter of 2022. These factors and other consequences of a health emergency may negatively affect the UBS AG Group's financial condition, including possible constraints on capital and liquidity, as well as resulting in a higher cost of capital, and possible downgrades to its credit ratings.

Terrorist activity and escalating armed conflict in the Middle East, as well as the continuing Russia-Ukraine war, may have significant impacts on global markets, exacerbate global inflationary pressures, and slow global growth. In addition, the ongoing conflicts may continue to cause significant population displacement, and lead to shortages of vital commodities, including energy shortages and food insecurity outside the areas immediately involved in armed conflict. Governmental responses to the armed conflicts, including, with respect to the Russia/Ukraine war, coordinated successive sets of sanctions on Russia and Belarus, and Russian and Belarusian entities and nationals, and the uncertainty as to whether the ongoing conflicts will widen and intensify, may continue to have significant adverse effects on the market and macroeconomic conditions, including in ways that cannot be anticipated. If individual countries impose restrictions on cross-border payments or trade, or other exchange or capital controls, or change their currency (for example, if one or more countries should leave the Eurozone, as a result of the imposition

of sanctions on individuals, entities or countries, or escalation of trade restrictions and other actions between the US, or other countries, and China), the UBS AG Group could suffer adverse effects on its business, losses from enforced default by counterparties, be unable to access its own assets or be unable to effectively manage its risks.

The UBS AG Group could be materially affected if a crisis develops, regionally or globally, as a result of disruptions in markets due to macroeconomic or political developments, trade restrictions, or the failure of a major market participant. Over time, the UBS AG Group's strategic plans have become more heavily dependent on its ability to generate growth and revenue in emerging markets, including China, causing it to be more exposed to the risks associated with such markets.

Global Wealth Management derives revenues from all the principal regions, but has a greater concentration in Asia than many peers and a substantial presence in the US, unlike many European peers. The Investment Bank's business is more heavily weighted to Europe and Asia than the UBS AG Group's peers, while its derivatives business is more heavily weighted to structured products for wealth management clients, in particular with European and Asian underlyings. The UBS AG Group's performance and businesses may therefore be more affected by political, economic and market developments in these regions than some other financial service providers.

The extent to which ongoing conflicts, current inflationary pressures and related adverse economic conditions affect the UBS AG Group's businesses, results of operations and financial condition, as well as its regulatory capital and liquidity ratios, will depend on future developments, including the effects of the current conditions on the UBS AG Group's clients, counterparties, employees and third-party service providers.

The UBS AG Group's credit risk exposure to clients, trading counterparties and other financial institutions would increase under adverse or other economic conditions

Credit risk is an integral part of many of the UBS AG Group's activities, including lending, underwriting and derivatives activities. Adverse economic or market conditions, or the imposition of sanctions or other restrictions on clients, counterparties or financial institutions, may lead to impairments and defaults on these credit exposures. Losses may be exacerbated by declines in the value of collateral securing loans and other exposures. In its prime brokerage, securities finance and Lombard lending businesses, the UBS AG Group extends substantial amounts of credit against securities collateral, the value or liquidity of which may decline rapidly. Market closures and the imposition of exchange controls, sanctions or other measures may limit the UBS AG Group's ability to settle existing transactions or to realize on collateral, which may result in unexpected increases in exposures. The UBS AG Group's Swiss mortgage and corporate lending portfolios are a large part of its overall lending. It is therefore exposed to the risk of adverse economic developments in Switzerland, including property valuations in the housing market, the strength of the Swiss franc and its effect on Swiss exports, return to negative interest rates applied by the Swiss National Bank, economic conditions within the Eurozone or the EU, and the evolution of agreements between Switzerland and the EU or EEA, which represent Switzerland's largest export market. The UBS AG Group has exposures related to real estate in various countries, including a substantial Swiss mortgage portfolio. Although it believes this portfolio is prudently managed, the UBS AG Group could nevertheless be exposed to losses if a substantial deterioration in the Swiss real estate market were to occur.

As the UBS AG Group experienced in 2020, under IFRS 9 expected credit loss ("ECL") regime, credit loss expenses may increase rapidly at the onset of an economic downturn as a result of higher levels of credit impairments (stage 3), as well as higher ECL from stages 1 and 2. Substantial increases in ECL could exceed expected loss for regulatory capital purposes and adversely affect the UBS AG Group's common equity tier 1 ("CET1") capital and regulatory capital ratios.

Interest rate trends and changes could negatively affect the UBS AG Group's financial results

The UBS AG Group's businesses are sensitive to changes in interest rate trends. A prolonged period of low or negative interest rates, particularly in Switzerland and the Eurozone, adversely affected the net interest income generated by the UBS AG Group's Personal & Corporate Banking and Global Wealth Management businesses prior to 2022. Actions that the UBS AG Group took to mitigate adverse effects on income, such as the introduction of selective deposit fees or minimum lending rates, contributed to outflows of customer deposits (a key source of funding for the UBS AG Group), net new money outflows and a declining market share in its Swiss lending business.

During 2022, interest rates increased sharply in the US and most other markets, including a shift from negative to positive central bank policy rates in the Eurozone and Switzerland, as central banks responded to higher inflation. Higher interest rates generally benefit the UBS AG Group's net interest income. However, as returns on alternatives to deposits increase with rising interest rates, such as returns on money market funds, the UBS AG Group's experienced outflows from customer deposits and shifts of deposits from lower-interest account types to accounts bearing higher interest rates, such as savings and certificates of deposit, starting with effects in the US, where rates had rapidly increased. In addition, higher for longer interest rates, such as those experienced in 2023, have led to similar shifts in euro and Swiss franc deposits. Sustained higher interest rates also may adversely affect the UBS AG Group's credit counterparties. Customer deposit outflows could require the UBS AG Group to obtain alternative funding, which would likely be more costly than customer deposits.

Currency fluctuation may have an adverse effect on the UBS AG Group's profits, balance sheet and regulatory capital

The UBS AG Group is subject to currency fluctuation risks as a substantial portion of its assets and liabilities are

denominated in currencies other than the UBS AG Group presentation currency, the US dollar. In order to hedge its CET1 capital ratio, the UBS AG Group's CET1 capital must have foreign currency exposure, which leads to currency sensitivity. As a consequence, it is not possible to simultaneously fully hedge both CET1 capital and the CET1 capital ratio. Accordingly, changes in foreign exchange rates may adversely affect the UBS AG Group's profits, balance sheet, and capital, leverage and liquidity coverage ratios.

Regulatory and legal risks

Material legal and regulatory risks arise in the conduct of the UBS AG Group's business

As a global financial services firm operating in more than 50 countries, the UBS AG Group is subject to many different legal, tax and regulatory regimes, including extensive regulatory oversight, and is exposed to significant liability risk. It is subject to a large number of claims, disputes, legal proceedings and government investigations, and it expects that its ongoing business activities will continue to give rise to such matters in the future. In addition, as noted above, the UBS Group inherited claims against Credit Suisse entities as part of the acquisition, including matters that may be material to the operating results of the combined group. The extent of the UBS AG Group's financial exposure to these and other matters is material and could substantially exceed the level of provisions that it has established. The UBS AG Group is not able to predict the financial and non-financial consequences these matters may have when resolved.

The UBS AG Group may be subject to adverse preliminary determinations or court decisions that may negatively affect public perception and its reputation, result in prudential actions from regulators, and cause it to record additional provisions for such matters even when it believes it has substantial defenses and expects to ultimately achieve a more favorable outcome. This risk is illustrated by the award of aggregate penalties and damages of EUR 4.5bn by the court of first instance in France. This award was reduced to an aggregate of EUR 1.8bn by the Court of Appeal, and in a further appeal, the French Supreme Court referred the case back to the Paris Court of Appeal to reconsider the amount after a new trial.

Litigation, regulatory and similar matters may also result in non-monetary penalties and consequences. Among other things, a guilty plea to, or conviction of, a crime (including as a result of termination of the Deferred Prosecution Agreement Credit Suisse entered into with the US Department of Justice in 2021 to resolve its Mozambique matter) could have material consequences for the UBS AG Group.

Resolution of regulatory proceedings has required the UBS AG Group to obtain waivers of regulatory disqualifications to maintain certain operations, may entitle regulatory authorities to limit, suspend or terminate licenses and regulatory authorizations, and may permit financial market utilities to limit, suspend or terminate the UBS AG Group's participation in them. Failure to obtain such waivers, or any limitation, suspension or termination of licenses, authorizations or participations, could have material adverse consequences for the UBS AG Group.

The UBS AG Group's settlements with governmental authorities in connection with foreign exchange, London Interbank Offered Rates ("**LIBOR**") and other benchmark interest rates starkly illustrate the significantly increased level of financial and reputational risk now associated with regulatory matters in major jurisdictions. In connection with investigations related to LIBOR and other benchmark rates and to foreign exchange and precious metals, very large fines and disgorgement amounts were assessed against the UBS AG Group, and the UBS AG Group was required to enter guilty pleas despite its full cooperation with the authorities in the investigations, and despite its receipt of conditional leniency or conditional immunity from anti-trust authorities in a number of jurisdictions, including the US and Switzerland.

For a number of years, the UBS AG Group has been, and continues to be, subject to a very high level of regulatory scrutiny and to certain regulatory measures that constrain its strategic flexibility. The UBS AG Group believes it has remediated the deficiencies that led to significant losses in the past and made substantial changes in its controls and conduct risk frameworks to address the issues highlighted by the LIBOR-related, foreign exchange and precious metals regulatory resolutions. It has also undertaken extensive efforts to implement new regulatory requirements and meet heightened expectations.

Credit Suisse and UBS have become the target of lawsuits, and may become the target of further litigation, in connection with the merger transaction and/or the regulatory and other actions taken in connection with the merger transaction, all of which could result in substantial costs.

The UBS AG Group continues to be in active dialogue with regulators concerning the actions it is taking to improve its operational risk management, risk control, anti-money laundering, data management and other frameworks, and otherwise seeks to meet supervisory expectations, but there can be no assurance that its efforts will have the desired effects. As a result of this history, the UBS AG Group's level of risk with respect to regulatory enforcement may be greater than that of some of its peers.

Substantial changes in regulation may adversely affect the UBS AG Group's businesses and its ability to execute its strategic plans

Since the financial crisis of 2008, the UBS AG Group has been subject to significant regulatory requirements, including recovery and resolution planning, changes in capital and prudential standards, changes in taxation regimes as a result of changes in governmental administrations, new and revised market standards and fiduciary duties, as well as new and developing environmental, social and governance ("**ESG**") standards and requirements.

Notwithstanding attempts by regulators to align their efforts, the measures adopted or proposed for banking regulation differ significantly across the major jurisdictions, making it increasingly difficult to manage a global institution. Regulatory reviews of the events leading to the failures of US banks and the acquisition of Credit Suisse by the UBS Group in 2023, as well as regulatory measures to complete the implementation of the Basel 3 standards, may increase capital, liquidity and other requirements applicable to banks, including UBS AG. In addition, Swiss regulatory changes with regard to such matters as capital and liquidity have often proceeded more quickly than those in other major jurisdictions, and Switzerland's requirements for major international banks are among the strictest of the major financial centers. This could put Swiss banks, such as UBS AG, at a disadvantage when competing with peer financial institutions subject to more lenient regulation or with unregulated non-bank competitors.

The UBS AG Group's implementation of additional regulatory requirements and changes in supervisory standards, as well as its compliance with existing laws and regulations, continue to receive heightened scrutiny from supervisors. If the UBS AG Group does not meet supervisory expectations in relation to these or other matters, or if additional supervisory or regulatory issues arise, the UBS AG Group would likely be subject to further regulatory scrutiny, as well as measures that may further constrain its strategic flexibility.

Resolvability and resolution and recovery planning: The UBS AG Group has moved significant operations into subsidiaries to improve resolvability and meet other regulatory requirements, and this has resulted in substantial implementation costs, increased its capital and funding costs and reduced operational flexibility. For example, the UBS AG Group has transferred all of its US subsidiaries under a US intermediate holding company to meet US regulatory requirements and has transferred substantially all the operations of Personal & Corporate Banking and Global Wealth Management booked in Switzerland to UBS Switzerland AG to improve resolvability.

These changes create operational, capital, liquidity, funding and tax inefficiencies. The UBS AG Group's operations in subsidiaries are subject to local capital, liquidity, stable funding, capital planning and stress testing requirements. These requirements have resulted in increased capital and liquidity requirements in affected subsidiaries, which limit its operational flexibility and negatively affect its ability to benefit from synergies between business units and to distribute earnings to the Group.

Under the Swiss too-big-to-fail ("**TBTF**") framework, the UBS AG Group is required to put in place viable emergency plans to preserve the operation of systemically important functions in the event of a failure. Moreover, under this framework and similar regulations in the US, the UK, the EU and other jurisdictions in which it operates, the UBS AG Group is required to prepare credible recovery and resolution plans detailing the measures that would be taken to recover in a significant adverse event or in the event of winding down the Group or the operations in a host country through resolution or insolvency proceedings. If a recovery or resolution plan that the UBS AG Group produces is determined by the relevant authority to be inadequate or not credible, relevant regulation may permit the authority to place limitations on the scope or size of the UBS AG Group's business in that jurisdiction, or oblige the UBS AG Group to hold higher amounts of capital or liquidity or to change its legal structure or business in order to remove the relevant impediments to resolution.

The authorities in Switzerland and internationally have promulgated lessons learned from the Credit Suisse Group and the US regional bank failures, which may result in additional requirements regarding capital, liquidity, resolution planning and early intervention tools for authorities. In connection with these reviews, FINMA has announced that it will not provide an assessment of the UBS resolution plans in 2024 as it expects to make adjustments to resolution plan requirements based on lessons learned reviews as well as potential changes in its recovery and resolution authority under amendments that are expected to be proposed to Swiss law.

Capital and prudential standards: As an internationally active Swiss systemically relevant bank (an "**SRB**"), the UBS AG Group is subject to capital and total loss-absorbing capacity ("**TLAC**") requirements that are among the most stringent in the world. Moreover, many of its subsidiaries must comply with minimum capital, liquidity and similar requirements and, as a result, UBS Group AG and UBS AG have contributed a significant portion of their capital and provide substantial liquidity to these subsidiaries. These funds are available to meet funding and collateral needs in the relevant entities, but are generally not readily available for use by the Group as a whole.

The UBS AG Group expects its risk-weighted assets ("**RWA**") to further increase as the effective date for additional capital standards promulgated by the Basel Committee on Banking Supervision (the "**BCBS**") draws nearer. In connection with the acquisition of the Credit Suisse Group, FINMA has permitted Credit Suisse entities to continue to apply certain prior interpretations and has provided supervisory rulings on the treatment of certain items for RWA or capital purposes. In general, these interpretations require that UBS phase out the treatment over the next several years. In addition, FINMA has agreed that the additional capital requirement applicable to Swiss systemically relevant banks, which is based on market share in Switzerland and leverage ratio denominator ("**LRD**"), will not increase as a result of the acquisition of the Credit Suisse Group before the end of 2025. The phase-out or end of these periods will likely increase the UBS AG Group's overall capital requirements upon the merger with Credit Suisse AG, which increase may be substantial. In addition, the report of the Swiss Federal Council on the failure of Credit Suisse includes recommendation of changes to Swiss capital regulation that, if adopted, may have the effect of substantially increasing the capital requirements of the UBS AG Group. The Swiss Federal Council has indicated that it will publish proposed amendments to law and revisions to banking ordinances for public comment in early 2025.

Increases in capital and liquidity standards could significantly curtail the UBS AG Group's ability to pursue strategic opportunities.

Market regulation and fiduciary standards: The UBS AG Group's wealth and asset management businesses operate in an environment of increasing regulatory scrutiny and changing standards with respect to fiduciary and other standards of care and the focus on mitigating or eliminating conflicts of interest between a manager or advisor and the client, which require effective implementation across the global systems and processes of investment managers and other industry participants. For example, the UBS AG Group has made material changes to its business processes, policies and the terms on which it interacts with these clients in order to comply with SEC Regulation Best Interest, which is intended to enhance and clarify the duties of brokers and investment advisers to retail customers, the Volcker Rule, which limits the UBS AG Group's ability to engage in proprietary trading, as well as changes in European and Swiss market conduct regulation. Future changes in the regulation of its duties to customers may require the UBS AG Group to make further changes to its businesses, which would result in additional expense and may adversely affect its business. The UBS AG Group may also become subject to other similar regulations substantively limiting the types of activities in which it may engage or the way it conducts its operations.

In many instances, the UBS AG Group provides services on a cross-border basis, and it is therefore sensitive to barriers restricting market access for third-country firms. In particular, efforts in the EU to harmonize the regime for third-country firms to access the European market may have the effect of creating new barriers that adversely affect the UBS AG Group's ability to conduct business in these jurisdictions from Switzerland. In addition, a number of jurisdictions are increasingly regulating cross-border activities based on determinations of equivalence of home country regulation, substituted compliance or similar principles of comity. A negative determination with respect to Swiss equivalence could limit the UBS AG Group's access to the market in those jurisdictions and may negatively influence its ability to act as a global firm. For example, the EU declined to extend its equivalence determination for Swiss exchanges, which lapsed as of 30 June 2019.

The UBS AG Group has experienced cross-border outflows over a number of years as a result of heightened focus by fiscal authorities on cross-border investment and fiscal amnesty programs, in anticipation of the implementation in Switzerland of the global automatic exchange of tax information, and as a result of the measures the UBS AG Group has implemented in response to these changes. Further changes in local tax laws or regulations and their enforcement, additional cross-border tax information exchange regimes, national tax amnesty or enforcement programs or similar actions may affect the UBS AG Group's clients' ability or willingness to do business with it and could result in additional cross-border outflows.

If UBS experiences financial difficulties, FINMA has the power to open restructuring or liquidation proceedings or impose protective measures in relation to UBS Group AG, UBS AG or UBS Switzerland AG, and such proceedings or measures may have a material adverse effect on UBS AG's creditors

Under the Swiss Banking Act, FINMA is able to exercise broad statutory powers with respect to Swiss banks and Swiss parent companies of financial groups, such as UBS Group AG, UBS AG and UBS Switzerland AG, if there is justified concern that the entity is over-indebted, has serious liquidity problems or, after the expiration of any relevant deadline, no longer fulfills capital adequacy requirements. Such powers include ordering protective measures, instituting restructuring proceedings (and exercising any Swiss resolution powers in connection therewith), and instituting liquidation proceedings, all of which may have a material adverse effect on shareholders and creditors or may prevent UBS Group AG, UBS AG or UBS Switzerland AG from paying dividends or making payments on debt obligations.

The UBS AG Group would have limited ability to challenge any such protective measures, and creditors and shareholders would also have limited ability under Swiss law or in Swiss courts to reject them, seek their suspension, or challenge their imposition, including measures that require or result in the deferment of payments.

If restructuring proceedings are opened with respect to UBS Group AG, UBS AG or UBS Switzerland AG, the resolution powers that FINMA may exercise include the power to: (i) transfer all or some of the assets, debt and other liabilities, and contracts of the entity subject to proceedings to another entity; (ii) stay for a maximum of two business days (a) the termination of, or the exercise of rights to terminate, netting rights, (b) rights to enforce or dispose of certain types of collateral or (c) rights to transfer claims, liabilities or certain collateral, under contracts to which the entity subject to proceedings is a party; and / or (iii) partially or fully write down the equity capital and regulatory capital instruments and, if such regulatory capital is fully written down, write down or convert into equity the other debt instruments of the entity subject to proceedings. Shareholders and creditors would have no right to reject, or to seek the suspension of, any restructuring plan pursuant to which such resolution powers are exercised. They would have only limited rights to challenge any decision to exercise resolution powers or to have that decision reviewed by a judicial or administrative process or otherwise.

Upon full or partial write-down of the equity and regulatory capital instruments of the entity subject to restructuring proceedings, the relevant shareholders and creditors would receive no payment in respect of the equity and debt that is written down, the write-down would be permanent, and the investors would likely not, at such time or at any time thereafter, receive any shares or other participation rights, or be entitled to any write-up or any other compensation in the event of a potential subsequent recovery of the debtor. If FINMA orders the conversion of debt of the entity subject to restructuring proceedings into equity, the securities received by the investors may be worth significantly less than the original debt and may have a significantly different risk profile. In addition, creditors receiving equity

would be effectively subordinated to all creditors of the restructured entity in the event of a subsequent winding up, liquidation or dissolution of the restructured entity, which would increase the risk that investors would lose all or some of their investment.

FINMA has significant discretion in the exercise of its powers in connection with restructuring proceedings. Furthermore, certain categories of debt obligations, such as certain types of deposits, are subject to preferential treatment. As a result, holders of obligations of an entity subject to a Swiss restructuring proceeding may have their obligations written down or converted into equity even though obligations ranking on par with such obligations are not written down or converted.

Developments in sustainability, climate, environmental and social standards and regulations may affect the UBS AG Group's business and impact its ability to fully realise its goals

The UBS AG Group has set ambitious goals for ESG matters. These goals include the UBS AG Group's ambitions for environmental sustainability in its operations, including carbon emissions, in the business it does with clients and in products that it offers. They also include goals or aspirations for diversity in its workforce and supply chain, and support for the United Nations Sustainable Development Goals. There is substantial uncertainty as to the scope of actions that may be required of the UBS AG Group, governments and others to achieve the goals it has set, and many of those goals and objectives are only achievable with a combination of government and private action. National and international standards and expectations, industry and scientific practices, regulatory taxonomies, and disclosure obligations addressing these matters are relatively immature and are rapidly evolving. In addition, there are significant limitations in the data available to measure the UBS AG Group's climate and other goals. Although it has defined and disclosed its goals based on the standards existing at the time of disclosure, there can be no assurance (i) that the various ESG regulatory and disclosure regimes under which it operates will not come into conflict with one another, (ii) that the current standards will not be interpreted differently than the understanding of the UBS AG Group or change in a manner that substantially increases the cost or effort for it to achieve such goals or (iii) that additional data or methods, whether voluntary or required by regulation, may substantially change the UBS AG Group's calculation of its goals and ambitions. It is possible that such goals may prove to be considerably more difficult or even impossible to achieve. The evolving standards may also require the UBS AG Group to substantially change the stated goals and ambitions. If the UBS AG Group is not able to achieve the goals it has set, or can only do so at significant expense to its business, it may fail to meet regulatory expectations, incur damage to its reputation or be exposed to an increased risk of litigation or other adverse action.

While ESG regulatory regimes and international standards are being developed, including to require consideration of ESG risks in investment decisions, some jurisdictions, notably in the US, have developed rules restricting the consideration of ESG factors in investment and business decisions. Under these anti-ESG rules, companies that are perceived as boycotting or discriminating against certain industries may be restricted from doing business with certain governmental entities. The businesses of the UBS AG Group may be adversely affected if it is considered as discriminating against companies based on ESG considerations, or if further anti-ESG rules are developed or broadened.

Material weaknesses of Credit Suisse controls over financial reporting

The Credit Suisse Group delayed its reporting for the year ending 2022 stating that it had identified material weaknesses in its internal controls over financial reporting as a result of which the Credit Suisse Group management had concluded that, as of 31 December 2022, its internal controls over financial reporting were not effective, and for the same reasons, it reached the same conclusion regarding 31 December 2021. A material weakness is a deficiency or a combination of deficiencies in internal controls over financial reporting such that there is a reasonable possibility that a material misstatement of a registrant's financial statements will not be prevented or detected on a timely basis. There is a risk that a material error may not be detected by UBS Group AG's internal control structure that could result in a material misstatement to Credit Suisse's reported financial results, which are consolidated with UBS Group AG's results. Since the acquisition, UBS Group AG has undertaken a review of the processes and systems giving rise to the material weaknesses and the remediation program undertaken. This review is ongoing, and UBS expects to adopt and implement further controls and procedures following the completion of such review and discussions with regulators. Based on this assessment, management believes that, as of 31 December 2023, the UBS AG Group's internal control over financial reporting was effective. Management has excluded Credit Suisse, which UBS Group AG acquired in 2023, from the scope of its assessment of internal control over financial reporting, as permitted by SEC guidance for acquired businesses. Following the merger of Credit Suisse AG and UBS AG, UBS AG's assessment of its internal control over financial reporting for 2024 will include the acquired business of Credit Suisse AG, including the effectiveness of remediation measures.

The UBS AG Group's financial results may be negatively affected by changes to assumptions and valuations, as well as changes to accounting standards

The UBS AG prepares its consolidated financial statements in accordance with IFRS Accounting Standards. The application of these accounting standards requires the use of judgment based on estimates and assumptions that may involve significant uncertainty at the time they are made. This is the case, for example, with respect to the measurement of fair value of financial instruments, the recognition of deferred tax assets ("DTAs"), the assessment of the impairment of goodwill, expected credit losses and estimation of provisions for litigation, regulatory and

similar matters. Such judgments, including the underlying estimates and assumptions, which encompass historical experience, expectations of the future and other factors, are regularly evaluated to determine their continuing relevance based on current conditions. Using different assumptions could cause the reported results to differ. Changes in assumptions, or failure to make the changes necessary to reflect evolving market conditions, may have a significant effect on the financial statements in the periods when changes occur. Estimates of provisions may be subject to a wide range of potential outcomes and significant uncertainty. For example, the broad range of potential outcomes in the UBS AG Group's legal proceedings in France and in a number of Credit Suisse's legal proceedings increase the uncertainty associated with assessing the appropriate provision. If the estimates and assumptions in future periods deviate from the current outlook, the UBS AG Group's financial results may also be negatively affected. Changes to IFRS Accounting Standards or interpretations thereof may cause future reported results and financial positions to differ from current expectations, or historical results to differ from those previously reported due to the adoption of accounting standards on a retrospective basis. Such changes may also affect the UBS AG Group's regulatory capital and ratios. For example, the introduction of the ECL regime under IFRS 9 in 2018 fundamentally changed how credit risk arising from loans, loan commitments, guarantees and certain revocable facilities is accounted for. Under the ECL regime, credit loss expenses may increase rapidly at the onset of an economic downturn as a result of higher levels of credit impairments (stage 3), as well as higher ECL from stages 1 and 2, only gradually diminishing once the economic outlook improves. As the UBS AG Group observed in 2020, this effect may be more pronounced in a deteriorating economic environment. Substantial increases in ECL could exceed expected loss for regulatory capital purposes and adversely affect the UBS AG Group's CET1 capital and regulatory capital ratios.

The UBS AG Group may be unable to maintain its capital strength

Capital strength enables the UBS AG Group to grow its businesses and absorb increases in regulatory and capital requirements. Its ability to maintain its capital ratios is subject to numerous risks, including the financial results of its businesses, the effect of changes to capital standards, methodologies and interpretations that may adversely affect the calculation of its capital ratios, the imposition of risk add-ons or capital buffers, and the application of additional capital, liquidity and similar requirements to subsidiaries. The UBS AG Group's capital and leverage ratios are driven primarily by RWA, LRD and eligible capital, all of which may fluctuate based on a number of factors, some of which are outside of its control. The results of its businesses may be adversely affected by events arising from other risk factors described herein. In some cases, such as litigation and regulatory risk and operational risk events, losses may be sudden and large.

The UBS AG Group's eligible capital may be reduced by losses recognized within net profit or other comprehensive income. Eligible capital may also be reduced for other reasons, including acquisitions that change the level of goodwill, changes in temporary differences related to DTAs included in capital, adverse currency movements affecting the value of equity, prudential adjustments that may be required due to the valuation uncertainty associated with certain types of positions, and changes in the value of certain pension fund assets and liabilities or in the interest rate and other assumptions used to calculate the changes in the UBS AG Group's net defined benefit obligation recognized in other comprehensive income.

RWA are driven by the UBS AG Group's business activities, by changes in the risk profile of its exposures, by changes in its foreign currency exposures and foreign exchange rates, and by regulation. For instance, substantial market volatility, a widening of credit spreads, adverse currency movements, increased counterparty risk, deterioration in the economic environment or increased operational risk could result in an increase in RWA. Changes in the calculation of RWA, the imposition of additional supplemental RWA charges or multipliers applied to certain exposures and other methodology changes, as well as the finalization of the Basel III framework and Fundamental Review of the Trading Book promulgated by the BCBS, are expected to increase the UBS AG Group's RWA.

The leverage ratio is a balance sheet-driven measure and therefore limits balance sheet-intensive activities, such as lending, more than activities that are less balance sheet intensive, and it may constrain the UBS AG Group's business even if it satisfies other risk-based capital requirements. Its LRD is driven by, among other things, the level of client activity, including deposits and loans, foreign exchange rates, interest rates, other market factors and changes in required liquidity. Many of these factors are wholly or partly outside of its control.

The effect of taxes on the financial results of the UBS AG Group is significantly influenced by tax law changes and reassessments of its deferred tax assets and, also, operating losses of certain entities with no associated tax benefit

The UBS AG Group's effective tax rate is highly sensitive to its performance, its expectation of future profitability and any potential increases or decreases in statutory tax rates, such as any potential increase or decrease in the US federal corporate tax rate. Furthermore, based on prior years' tax losses and deductible temporary differences, the UBS AG Group has recognized DTAs reflecting the probable recoverable level based on future taxable profit as informed by its business plans. If its performance is expected to produce diminished taxable profit in future years, particularly in the US, the UBS AG Group may be required to write down all or a portion of the currently recognized DTAs through the income statement in excess of anticipated amortization. This would have the effect of increasing its effective tax rate in the year in which any write-downs are taken. Conversely, if it expects the performance of entities in which it has unrecognized tax losses to improve, particularly in the US or the UK, the UBS AG Group could potentially recognize additional DTAs. The effect of doing so would be to reduce the UBS AG Group's effective tax rate in years in which additional DTAs are recognized and to increase its effective tax rate in future years. The UBS AG Group's effective tax rate is also sensitive to any future reductions in statutory tax rates,

particularly in the US, which would cause the expected future tax benefit from items such as tax loss carry-forwards in the affected locations to diminish in value. This, in turn, would cause a write-down of the associated DTAs. Conversely, an increase in US corporate tax rates would result in an increase in the UBS AG Group's DTAs.

The UBS AG Group generally revalues its DTAs in the fourth quarter of the financial year based on a reassessment of future profitability taking into account its updated business plans. It considers the performance of its businesses and the accuracy of historical forecasts, tax rates and other factors in evaluating the recoverability of its DTAs, including the remaining tax loss carry-forward period and its assessment of expected future taxable profits over the life of DTAs. Estimating future profitability is inherently subjective and is particularly sensitive to future economic, market and other conditions, which are difficult to predict.

The UBS AG Group's results in past years have demonstrated that changes in the recognition of DTAs can have a very significant effect on its reported results. Any future change in the manner in which UBS AG remeasures DTAs could affect UBS AG's effective tax rate, particularly in the year in which the change is made.

The UBS AG Group's full-year effective tax rate would be impacted if aggregate tax expenses in respect of profits from branches and subsidiaries without loss coverage differ from what is expected, or if certain branches and subsidiaries incur operating losses that the UBS AG Group cannot benefit from through the income statement. In particular, operating losses at entities or branches that cannot offset for tax purposes taxable profits in other Group entities, and which do not result in additional DTA recognition, would increase the UBS AG Group's effective tax rate. In addition, tax laws or the tax authorities in countries where the UBS AG Group has undertaken legal structure changes may cause entities to be subject to taxation as permanent establishments or may prevent the transfer of tax losses incurred in one legal entity to newly organized or reorganized subsidiaries or affiliates or may impose limitations on the utilization of tax losses that relate to businesses formerly conducted by the transferor. Were this to occur in situations where there were also limited planning opportunities to utilize the tax losses in the originating entity, the DTAs associated with such tax losses may be required to be written down through the income statement.

Changes in tax law may materially affect the UBS AG Group's effective tax rate, and, in some cases, may substantially affect the profitability of certain activities. In addition, statutory and regulatory changes, as well as changes to the way in which courts and tax authorities interpret tax laws, including assertions that the UBS AG Group is required to pay taxes in a jurisdiction as a result of activities connected to that jurisdiction constituting a permanent establishment or similar theory, and changes in the UBS AG Group's assessment of uncertain tax positions, could cause the amount of taxes it ultimately pays to materially differ from the amount accrued.

The UBS AG Group may incur material future tax liabilities in connection with the acquisition of the Credit Suisse Group

In the past, the Credit Suisse Group has recorded significant impairments of the tax value of its participations in subsidiaries below their tax acquisition costs. As a result of the acquisition of the Credit Suisse Group, tax acquisition costs of certain participations held by Credit Suisse Group AG and its subsidiaries have been or will be transferred to or within the UBS AG Group as a result of company mergers and restructurings. UBS AG and its subsidiaries may become subject to additional Swiss tax on future reversals of such impairments for Swiss tax purposes. Reversals of prior impairments may occur to the extent that the net asset value of the previously impaired subsidiary increases, e.g., as a result of an increase in retained earnings. Although it is difficult to quantify this additional future tax exposure, as various potential mitigants (e.g., transfers of assets and liabilities, business activities, subsidiary investments, as well as other restructuring measures within the combined Group in the course of the integration) exist, it may be material.

Liquidity and funding risk

Liquidity and funding management are critical to the UBS AG Group's ongoing performance

The viability of the UBS AG Group's business depends on the availability of funding sources, and its success depends on its ability to obtain funding at times, in amounts, for tenors and at rates that enable it to efficiently support its asset base in all market conditions. Its funding sources have generally been stable, but could change in the future because of, among other things, general market disruptions or widening credit spreads, which could also influence the cost of funding. A substantial part of the UBS AG Group's liquidity and funding requirements are met using short-term unsecured funding sources, including retail and wholesale deposits and the regular issuance of money market securities. A change in the availability of short-term funding could occur quickly.

The addition of loss-absorbing debt as a component of capital requirements, the regulatory requirements to maintain minimum TLAC at UBS's holding company and at certain of its subsidiaries, as well as the power of resolution authorities to bail in TLAC instruments and other debt obligations, and uncertainty as to how such powers will be exercised, caused and may still cause further increase of the UBS AG Group's cost of funding, and could potentially increase the total amount of funding required, in the absence of other changes in its business.

Reductions in the UBS AG Group's credit ratings may adversely affect the market value of the securities and other obligations and increase its funding costs, in particular with regard to funding from wholesale unsecured sources, and could affect the availability of certain kinds of funding. In addition, as experienced in connection with Moody's Investors Service Ltd. downgrade of UBS AG's long-term debt rating in June 2012, rating downgrades can require the UBS AG Group to post additional collateral or make additional cash payments under trading agreements. The

UBS AG Group's credit ratings, together with its capital strength and reputation, also contribute to maintaining client and counterparty confidence, and it is possible that rating changes could influence the performance of some of the UBS AG Group's businesses. The acquisition of the Credit Suisse Group has elevated these risks and may cause these risks to intensify. Upon the close the acquisition in June 2023, Fitch Ratings Ireland Limited downgraded the Long-Term Issuer Default Ratings (IDRs) of UBS AG to "A+" from "AA-".

The requirement to maintain a liquidity coverage ratio of high-quality liquid assets to estimated stressed short-term net cash outflows, and other similar liquidity and funding requirements, oblige the UBS AG Group to maintain high levels of overall liquidity, limit its ability to optimize interest income and expense, make certain lines of business less attractive and reduce its overall ability to generate profits. The liquidity coverage ratio and net stable funding ratio requirements are intended to ensure that the UBS AG Group is not overly reliant on short-term funding and that it has sufficient long-term funding for illiquid assets. The relevant calculations make assumptions about the relative likelihood and amount of outflows of funding and available sources of additional funding in market-wide and firm-specific stress situations. In an actual stress situation, however, the UBS AG Group's funding outflows could exceed the assumed amounts. Further, UBS AG is subject to increased liquidity requirements related to TBTF measures under the direction of FINMA, which became effective on 1 January 2024.

APPENDIX III

RECENT DEVELOPMENTS IN THE ISSUER'S BUSINESS

This section supersedes in its entirety the section in the Base Listing Document entitled "Information Relating to UBS AG".

1. Overview

UBS AG ("**Issuer**") with its subsidiaries (together, "**UBS AG consolidated**", or "**UBS AG Group**"; and UBS Group AG (which is the holding company of the Issuer) and its subsidiaries (including the Issuer and its subsidiaries) is referred to herein as "**UBS**", the "**UBS Group**" or the "**Group**") provides financial advice and solutions to private, institutional and corporate clients worldwide, as well as private clients in Switzerland. The UBS AG Group operates through five business divisions: Global Wealth Management, Personal & Corporate Banking, Asset Management, the Investment Bank and Non-core and Legacy. Group functions are support and control functions that provide services to the UBS AG Group.

On 30 September 2024, the UBS AG consolidated CET1 capital ratio was 16.4%, the CET1 leverage ratio was 5.2%, and the total loss-absorbing capacity ratio was 38.2%.¹ On the same date, invested assets stood at USD 6,199 billion and equity attributable to UBS AG shareholders was USD 96,943 million. As of 30 September 2024, UBS AG Group employed 69,185 people.²

The rating agencies S&P Global Ratings Europe Limited ("**S&P**"), Moody's Investors Service Ltd. ("**Moody's**"), and Fitch Ratings Ireland Limited ("**Fitch**") have published solicited credit ratings reflecting their assessment of the creditworthiness of UBS AG, i.e. its ability to fulfil in a timely manner payment obligations, such as principal or interest payments on long-term loans, also known as debt servicing. The ratings from Fitch and S&P may be attributed a plus or minus sign, and those from Moody's a number. These supplementary attributes indicate the relative position within the respective rating class. UBS AG has a long-term counterparty credit rating of A+ from S&P, long-term senior debt rating of Aa2 from Moody's, and long-term issuer default rating of A+ from Fitch.

An explanation of the significance of ratings may be obtained from the rating agencies. Generally, rating agencies base their ratings on such material and information, and such of their own investigations, studies and assumptions, as they deem appropriate. The ratings of UBS AG should be evaluated independently from similar ratings of other entities, and from the rating, if any, of its securities. A credit rating is not a recommendation to buy, sell or hold securities issued or guaranteed by the rated entity and may be subject to review, revision, suspension, reduction or withdrawal at any time by the assigning rating agency. Moody's is established in the UK and registered under Regulation (EU) No 1060/2009 as it forms part of domestic law of the UK by virtue of the EUWA (the "**UK CRA Regulation**") and currently appears on the list of credit rating agencies registered or certified with the Financial Conduct Authority published on its website www.fca.org.uk/firms/credit-rating-agencies. Ratings given by Moody's are endorsed by Moody's Deutschland GmbH, which is established in the EEA and registered under Regulation (EU) No 1060/2009, as amended (the "**EU CRA Regulation**") and currently appears on the list of credit ratings agencies published by ESMA on its website www.esma.europa.eu in accordance with the EU CRA Regulation. S&P and Fitch are established in the European Union and registered under the EU CRA Regulation and currently appear on the list of credit ratings agencies published by ESMA on its website in accordance with the EU CRA Regulation. Ratings given by S&P and Fitch are endorsed by Standard & Poor's Global Ratings UK Limited and Fitch Ratings Ltd, respectively, which are established in the UK and registered under

¹ All figures based on the Swiss systemically relevant bank framework. Refer to the "Capital management" section of the Annual Report 2023 and of the UBS AG Third Quarter 2024 Report for more information.

² Full-time equivalents.

the UK CRA Regulation and currently appear on the list of credit rating agencies registered or certified with the FCA published on its website.

No profit forecasts or estimates are included in this document.

No recent events particular to the Issuer have occurred which are to a material extent relevant to the evaluation of the Issuer's solvency.

2. Information about the Issuer

2.1 Corporate Information

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

The Issuer was incorporated under the name SBC AG on 28 February 1978 for an unlimited duration and entered in the Commercial Register of Canton Basel-City on that day. The Issuer in its present form was created on 29 June 1998 by the merger of Union Bank of Switzerland (founded 1862) and Swiss Bank Corporation (founded 1872). UBS AG is entered in the Commercial Registers of Canton Zurich and Canton Basel-City. The registration number is CHE-101.329.561. On 31 May 2024, Credit Suisse AG merged with and into UBS AG.

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

According to article 2 of the articles of association of UBS AG dated as of 23 April 2024 ("**Articles of Association**"), the purpose of UBS AG is the operation of a bank. Its scope of operations extends to all types of banking, financial, advisory, trading and service activities in Switzerland and abroad. UBS AG may establish branches and representative offices as well as banks, finance companies and other enterprises of any kind in Switzerland and abroad, hold equity interests in these companies, and conduct their management. UBS AG is authorized to acquire, mortgage and sell real estate and building rights in Switzerland and abroad. UBS AG may borrow and invest money on the capital markets. UBS AG is part of the group of companies controlled by the group parent company UBS Group AG. It may promote the interests of the group parent company or other group companies. It may provide loans, guarantees and other kinds of financing and security for group companies.

The addresses and telephone numbers of UBS AG's two registered offices and principal places of business are: Bahnhofstrasse 45, 8001 Zurich, Switzerland, telephone +41 44 234 1111; and Aeschenvorstadt 1, 4051 Basel, Switzerland, telephone +41 61 288 2020.

2.2 UBS's borrowing and funding structure and financing of UBS's activities

For information on UBS's expected financing of its business activities, please refer to "*Liquidity and funding management*" in the "*Capital, liquidity and funding, and balance sheet*" section of the UBS AG Annual Report 2023 published on 28 March 2024 ("**Annual Report 2023**"), and in the "*Risk, capital, liquidity and funding, and balance sheet*" section of the UBS AG Third Quarter Report 2024.

3. Business Overview

3.1 Organisational Structure of the Issuer

UBS AG is a Swiss bank and the parent company of the UBS AG Group. It is 100% owned by UBS Group AG, which is the holding company of the UBS Group. UBS AG operates as a group with five business divisions and in addition, UBS AG has Group functions as support and control functions that provide services to UBS.

In 2014, UBS began adapting its legal entity structure in response to too-big-to-fail requirements and other regulatory initiatives. First, UBS Group AG was established as the ultimate parent holding company for the Group. In 2015, UBS AG transferred its personal & corporate banking and Swiss-

booked wealth management businesses to the newly established UBS Switzerland AG, a banking subsidiary of UBS AG in Switzerland. That same year, UBS Business Solutions AG, a wholly owned subsidiary of UBS Group AG, was established and acts as the Group service company. In 2016, UBS Americas Holding LLC became the intermediate holding company for UBS's US subsidiaries and UBS's wealth management subsidiaries across Europe were merged into UBS Europe SE, UBS's German-headquartered European subsidiary. In 2019, UBS Limited, UBS's UK headquartered subsidiary, was merged into UBS Europe SE.

On 12 June 2023, Credit Suisse Group AG merged with and into UBS Group AG (Absorptionsfusion), with UBS Group AG becoming the holding company of Credit Suisse AG. UBS merged UBS AG with Credit Suisse AG on 31 May 2024, transitioned to a single US intermediate holding company on 7 June 2024, and merged UBS Switzerland AG with Credit Suisse Schweiz AG on 1 July 2024.

UBS AG is the parent company of, and conducts a significant portion of its operations through, its subsidiaries. UBS AG has contributed a significant portion of its capital and provides substantial liquidity to subsidiaries. In addition, UBS Business Solutions AG provides substantial services to group companies including UBS AG and its subsidiaries. To this extent, UBS AG is dependent on certain of the entities of the UBS AG Group and of the UBS Group.

UBS AG's interests in subsidiaries and other entities as of 31 December 2023, including interests in significant subsidiaries, are discussed in "Note 28 Interests in subsidiaries and other entities" to UBS AG's consolidated financial statements included in the Annual Report 2023. As a result of the merger of UBS AG with Credit Suisse AG on 31 May 2024, the subsidiaries of Credit Suisse AG have become subsidiaries of UBS AG.

3.2 Principal activities

UBS AG businesses are organised globally into five business divisions: Global Wealth Management, Personal & Corporate Banking, Asset Management, the Investment Bank, and Non-core and Legacy. UBS Group functions are support and control functions that provide services to the Group. Each of the business divisions and Group functions are described below. A description of their businesses, organisational structures, products and services and targeted markets can be found under "Our businesses" in the "*Our business model and environment*" section of the Annual Report 2023 and under "Our businesses" in the "*Business divisions and Group Items*" section of the Third Quarter 2024 Report.

- *Global Wealth Management* provides financial services, advice and solutions to private wealth clients. Its offering ranges from investment management to estate planning and corporate finance advice, in addition to specific wealth management and banking products and services.
- *Personal & Corporate Banking* serves its private, corporate, and institutional clients' needs, from banking to retirement, financing, investments and strategic transactions, in Switzerland, through its branch network and digital channels.
- *Asset Management* is a global, large-scale and diversified asset manager. It offers investment capabilities and styles across all major traditional and alternative asset classes, as well as advisory support to institutions, wholesale intermediaries and wealth management clients.
- *The Investment Bank* provides a range of services to institutional, corporate and wealth management clients globally, to help them raise capital, grow their businesses, invest and manage risks. Its offering includes research, advisory services, facilitating clients raising debt and equity from the public and private markets and capital markets, cash and derivatives trading across equities and fixed income, and financing.

- *Non-core and Legacy* includes positions and businesses not aligned with UBS's strategy and policies. Those consist of the assets and liabilities that prior to the acquisition were reported as part of the former Capital Release Unit (Credit Suisse) and certain assets and liabilities of the former Investment Bank (Credit Suisse), the former Corporate Center (Credit Suisse) and other former Credit Suisse business divisions. Non-core and legacy also includes the remaining assets and liabilities of UBS's Non-core and Legacy Portfolio previously reported in Group Functions (which has been renamed Group Items), and smaller amounts of assets and liabilities of UBS's business divisions that have been assessed as not strategic in light of the acquisition of the Credit Suisse Group.
- *Group functions* are support and control functions that provide services to the Group. Virtually all costs incurred by the support and control functions are allocated to the business divisions, leaving a residual amount, mainly related to certain Group funding and hedging items, that UBS AG refers to as Group Items in its segment reporting. Group functions is made up of the following major areas: Group Services (which consists of the Group Operations and Technology Office, Corporate Services, Compliance, Regulatory & Governance, Finance, Risk Control, Human Resources, Communications & Branding, Legal, the Group Integration Office, Group Sustainability and Impact, and Chief Strategy Office) and Group Treasury.

3.3 Competition

The financial services industry is characterised by intense competition, continuous innovation, restrictive, detailed, and sometimes fragmented regulation and ongoing consolidation. UBS AG faces competition at the level of local markets and individual business lines, and from global financial institutions that are comparable to UBS AG in their size and breadth, as well as competition from new technology-based market entrants, which may not be subject to the same level of regulation. Barriers to entry in individual markets and pricing levels are being eroded by new technology. UBS expects these trends to continue and competition to increase.

Any statements regarding the competitive position of UBS AG, UBS AG Group or the Group contained in this document are made on the basis of the opinion of UBS AG or the Group.

3.4 Recent Developments

3.4.1 UBS AG consolidated key figures

UBS AG derived the selected consolidated financial information included in the table below for the years ended 31 December 2023 and 2022 from the Annual Report 2023. The selected consolidated financial information included in the table below for the nine months ended 30 September 2024 and 30 September 2023 was derived from the UBS AG Third Quarter 2024 Report.

The consolidated financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB"). Information for the years ended 31 December 2023 and 2022 which is indicated as being unaudited in the table below was included in the Annual Report 2023 but has not been audited on the basis that the respective disclosures are not required under IFRS Accounting Standards, and therefore are not part of the audited financial statements. Prospective investors should read the whole of this document, the Annual Report 2023 and the UBS AG Third Quarter 2024 Report and should not rely solely on the summarized information set out below.

	As of or for the nine months ended		As of or for the year ended	
<i>USD million, except where indicated</i>	30.9.24	30.9.23	31.12.23	31.12.22
	<i>Unaudited</i>		<i>audited, except where indicated</i>	
Results				
Income statement**				
Total revenues	31,006	25,661	33,675	34,915
Net interest income	3,088	3,678	4,566	6,517
Other net income from financial instruments measured at fair value through profit or loss	9,809	7,476	9,934	7,493
Net fee and commission income	17,084	13,883	18,610	19,023
Other income	1,025	624	566	1,882
Credit loss expense / (release)	303	80	143	29
Operating expenses	28,329	21,393	29,011	25,927
Operating profit / (loss) before tax	2,374	4,188	4,521	8,960
Net profit / (loss) attributable to shareholders	1,738	3,055	3,290	7,084
Balance sheet***				
Total assets	1,626,893	1,097,536	1,156,016	1,105,436
<i>of which: Loans and advances to customers</i>	625,249	386,315	405,633	390,027
Total financial liabilities measured at amortized cost	1,101,933	716,283	762,840	705,442
<i>of which: customer deposits</i>	779,604	521,540	555,673	527,171
<i>of which: debt issued measured at amortized cost</i>	109,460	65,285	69,784	59,499
<i>of which: subordinated debt</i>	720	2,988	3,008	2,968
Total financial liabilities measured at fair value through profit or loss	410,875	319,962	328,401	333,382
<i>of which: debt issued designated at fair value</i>	106,527	83,601	86,341	71,842
Total liabilities	1,529,071	1,044,355	1,100,448	1,048,496
Total equity	97,822	53,181	55,569	56,940
<i>of which: Equity attributable to shareholders</i>	96,943	52,836	55,234	56,598
Profitability and growth				
Return on equity (%) ¹	3.1	7.4	6.0*	12.6*
Return on tangible equity (%) ²	3.4	8.3	6.7*	14.2*
Return on common equity tier 1 capital (%) ³	3.6	9.5	7.6*	16.8*
Return on leverage ratio denominator, gross (%) ⁴	3.1	3.3	3.2*	3.4*
Cost / income ratio (%) ⁵	91.4	83.4	86.2*	74.3*
Net profit growth (%) ⁶	(43.1)	(45.1)	(53.6)*	0.7*
Resources				
Common equity tier 1 capital ⁷	84,423	43,378	44,130	42,929
Risk-weighted assets ⁷	515,520	321,134		317,823*

			333,979*	
Common equity tier 1 capital ratio (%) ⁷	16.4	13.5	13.2*	13.5*
Going concern capital ratio (%) ⁷	19.5	17.1	17.0*	17.2*
Total loss-absorbing capacity ratio (%) ⁷	38.2	33.8	33.3*	32.0*
Leverage ratio denominator ⁷	1,611,151	1,042,106	1,104,408*	1,029,561*
Common equity tier 1 leverage ratio (%) ⁷	5.2	4.2	4.0*	4.2*
Liquidity coverage ratio (%) ⁸	196.3	176.6	189.7*	
Net stable funding ratio (%)	126.8	121.7	119.6*	
Other				
Invested assets (USD billion) ⁹	6,199	4,227	4,505	3,981
Personnel (full-time equivalents)	69,185	48,015	47,590*	47,628*

* unaudited

** Income statement information for the nine months ended 30 September 2024 includes nine months of data for UBS AG and four months (following the parent bank merger on 31 May 2024) for Credit Suisse AG. Comparative year-to-date information for 2023 includes pre-merger UBS AG data only.

*** . Balance sheet dates prior to 30 June 2024 reflect pre-merger UBS AG information only.

¹ Calculated as annualized net profit attributable to shareholders divided by average equity attributable to shareholders. This measure provides information about the profitability of the business in relation to equity.

² Calculated as annualized net profit attributable to shareholders divided by average equity attributable to shareholders less average goodwill and intangible assets. This measure provides information about the profitability of the business in relation to tangible equity.

³ Calculated as annualized net profit attributable to shareholders divided by average common equity tier 1 capital. This measure provides information about the profitability of the business in relation to common equity tier 1 capital.

⁴ Calculated as annualized total revenues divided by average leverage ratio denominator. This measure provides information about the revenues of the business in relation to the leverage ratio denominator.

⁵ Calculated as operating expenses divided by total revenues. This measure provides information about the efficiency of the business by comparing operating expenses with gross income.

⁶ Calculated as the change in net profit attributable to shareholders from continuing operations between current and comparison periods divided by net profit attributable to shareholders from continuing operations of the comparison period. This measure provides information about profit growth since the comparison period.

⁷ Based on the applicable Swiss systemically relevant bank framework as of 1 January 2020.

⁸ The disclosed ratios represent quarterly averages for the quarters presented and are calculated based on an average of 65 data points in the third quarter of 2024, 61 data points in the second quarter of 2024, of which 40 data points were before the merger of UBS AG and Credit Suisse AG (i.e., from 2 April 2024 until 30 May 2024), and 21 data points were after the merger (i.e., from 31 May 2024 until 30 June 2024), 61 data points in the first quarter of 2024, 63 data points in the fourth quarter of 2023 and 63 data points in the third quarter of 2023.

⁹ Consists of invested assets for Global Wealth Management, Asset Management and Personal & Corporate Banking. Calculated as the sum of managed fund assets, managed institutional assets, discretionary and advisory wealth management portfolios, fiduciary deposits, time deposits, savings accounts, and wealth management securities or brokerage accounts. This measure provides information about the volume of client assets managed by or deposited with UBS for investment purposes. Starting with the second quarter of 2023, invested assets include invested assets from associates in the Asset Management business division, to better reflect the business strategy. Comparative figures for the year ended 31 December 2022 have been restated to reflect this change.

3.4.2 Regulatory, legal and other developments

Refer to “Recent developments” in the UBS AG Third Quarter 2024 Report, as well as to “Our environment” and “Regulatory and legal developments” in the Annual Report 2023, for information on key regulatory, legal and other developments.

3.5 Trend Information

For information on trends, refer to the sections “Recent developments” and “Outlook” in the Third Quarter 2024 Report as well as to “Our environment”, to “Top and emerging risks” in the “Risk management and control” section and to “Regulatory and legal developments” of the Annual Report 2023. In addition, please refer to the section “Risk factors” in the Annual Report 2023 for more information.

4. Administrative, Management and Supervisory Bodies of the Issuer

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

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

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

4.1 Board of Directors

The BoD consists of between 5 and 12 members. All the members of the BoD are elected individually by the shareholders at the Annual General Meeting (“**AGM**”) for a term of office of one year, which expires after the completion of the next AGM. Shareholders also elect the Chairman upon proposal of the BoD.

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

4.1.1 Members of the Board of Directors

The current members of the BoD are listed below.

Member	Title	Term of office	Current principal activities outside UBS AG
Colm Kelleher	Chairman	2025	Chairman of the Board of Directors of UBS Group AG; member of the Board of Norfolk Southern Corporation (Chair of the finance and risk management committee); member of the Board of Directors of the Bretton Woods Committee; member of the Board of the Swiss Finance Council; member of the Board of the International Monetary Conference; member of the Board of the Bank Policy

			Institute; member of the Board of Americans for Oxford; Visiting Professor of Banking and Finance, Loughborough Business School; member of the European Financial Services Round Table; member of the European Banking Group; member of the International Advisory Council of the China Securities Regulatory Commission; member of the Chief Executive's Advisory Council (Hong Kong).
Lukas Gähwiler	Vice Chairman	2025	Vice Chairman of the Board of Directors of UBS Group AG; Vice Chairman of the Board of Directors of Pilatus Aircraft Ltd; member of the Board of Directors of Ringier AG; member of the Board and Board Committee of economiesuisse; Chairman of the Employers Association of Banks in Switzerland; member of the Board of Directors of the Swiss Employers Association; member of the Board of Directors and the Board of Directors Committee of the Swiss Bankers Association; member of the Board of the Swiss Finance Council; member of the Board of Trustees of Avenir Suisse.
Jeremy Anderson	Member	2025	Senior Independent Director of the Board of Directors of UBS Group AG; member of the Board of Prudential plc (Chair of the Risk Committee); Chairman of Lamb's Passage Holding Ltd; member of the Board of Directors of Credit Suisse International; Trustee of the UK's Productivity Leadership Group.
Claudia Böckstiegel	Member	2025	Member of the Board of Directors of UBS Group AG; General Counsel; member of the Enlarged Executive Committee of Roche Holding AG; Member of the Chairman's Committee of the Board of the Chamber of Commerce Germany-Switzerland.
William C. Dudley	Member	2025	Member of the Board of Directors of UBS Group AG; member of the Advisory Board of Suade Labs; Senior Advisor to the Griswold Center for Economic Policy Studies at Princeton University; member of the Group of Thirty; member of the Council on Foreign Relations; Chairman of the Bretton Woods Committee Board of Directors; member of the Board of the Council for Economic Education.
Patrick Firmenich	Member	2025	Member of the Board of Directors of UBS Group AG; Vice Chairman of the Board of dsm-firmenich (Chair of the Governance and Nomination Committee); member of the Board of INSEAD and INSEAD World Foundation; member of the Advisory Council of the Swiss Board Institute.
Fred Hu	Member	2025	Member of the Board of Directors of UBS Group AG; founder, Chairman and CEO of Primavera Capital Group; Non-Executive Chairman of the Board of Yum China Holdings (Chair of the Nomination and Governance Committee); Board Member of Industrial and Commercial Bank of China (ICBC), Chairman of the Nomination Committee; Chairman of Primavera Capital Ltd; Trustee of the China Medical Board; Co-Chairman of the Nature Conservancy Asia Pacific Council; member of the Board of Trustees of the Institute for Advanced Study;
Mark Hughes	Member	2025	Member of the Board of Directors of UBS Group AG; Chair of the Board of Directors of the Global Risk Institute; Senior Advisor to McKinsey & Company.
Gail Kelly	Member	2025	Member of the Board of Directors of UBS Group AG; member of the Board of Singtel Communications

			(Chairperson of the Executive Resource and Compensation); member of the Group of Thirty; member of the Board of Directors of the Bretton Woods Committee; member of the Board of Directors of the Australia Philanthropic Services; member of the Australian American Leadership Dialogue Advisory Board; senior advisor to McKinsey & Company.
Nathalie Rachou	Member	2025	Member of the Board of Directors of UBS Group AG; member of the Board of Euronext N.V. (Chair of the Remuneration Committee); member of the Board of the African Financial Institutions Investment Platform; member of the Board of Directors of Fondation Leopold Bellan.
Julie G. Richardson	Member	2025	Member of the Board of Directors of UBS Group AG; member of the Board of Yext (Chair of the Audit Committee); member of the Board of Datadog (Chair of the Audit Committee); member of the Board of Fivetran; member of the Board of Coalition, Inc.
Jeanette Wong	Member	2025	Member of the Board of Directors of UBS Group AG; member of the Board of Prudential plc; member of the Board of Singapore Airlines Limited; member of the Board of GIC Pte Ltd; member of the Board of PSA International; member of the board of Pavilion Capital Holdings Pte Ltd; Chairman of the CareShield Life Council; member of the Securities Industry Council; member of the Board of Trustees of the National University of Singapore.

4.2 Executive Board (“EB”)

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

4.2.1 Members of the Executive Board

The current members of the EB are listed below.

Member and business address	Function	Current principal activities outside UBS AG
Sergio P. Ermotti UBS AG, Bahnhofstrasse 45, 8001 Zurich, Switzerland	President of the Executive Board	Member of the Group Executive Board and Group Chief Executive Officer of UBS Group AG; member of the Board of Ermenegildo Zegna N.V. (Lead Non-Executive Director); member of the Board of Società Editrice del Corriere del Ticino SA; member of the Board of Innosuisse – Swiss Innovation Agency; member of Institut International D’Etudes Bancaires; member of the WEF International Business Council and Governor of the Financial Services / Banking Community; member of the MAS International Advisory Panel; member of the Board of the Institute of International Finance; member of the Board of the Swiss-American Chamber of Commerce.
George Athanasopoulos	Co-President Investment Bank	Member of the Group Executive Board and Co-President Investment Bank of UBS Group AG

UBS AG, Bahnhofstrasse 45, 8001 Zurich, Switzerland		
Michelle Beraux UBS AG, Bahnhofstrasse 45, 8001 Zurich, Switzerland	Integration Officer	Member of the Group Executive Board and Group Integration Officer of UBS Group AG
Mike Dargan UBS AG, Bahnhofstrasse 45, 8001 Zurich, Switzerland	Chief Operations and Technology Officer	Member of the Group Executive Board and Group Chief Operations and Technology Officer of UBS Group AG; President of the Executive Board and board member of UBS Business Solutions AG; member of the Board of Directors and President of the Executive Board of Credit Suisse Services AG; member of the Board of UBS Optimus Foundation; Member of the Advisory Board of SCION Association.
Aleksandar Ivanovic UBS AG, Bahnhofstrasse 45, 8001 Zurich, Switzerland	President Asset Management	Member of the Group Executive Board and President Asset Management of UBS Group AG; Chairman of UBS Asset Management AG; Chairman of UBS Asset Management Switzerland AG.
Robert Karofsky UBS AG, Bahnhofstrasse 45, 8001 Zurich, Switzerland	President UBS Americas and Co-President Global Wealth Management	Member of the Group Executive Board and President UBS Americas and Co-President Global Wealth Management; member of the board of UBS Americas Holding LLC; member of the board of UBS Optimus Foundation.
Iqbal Khan UBS AG, Bahnhofstrasse 45, 8001 Zurich, Switzerland	Co-President Global Wealth Management and President UBS Asia Pacific	Member of the Group Executive Board and Co-President Global Wealth Management of UBS Group AG, President UBS Asia Pacific of UBS Group AG; member of the Board of UBS Optimus Foundation.
Barbara Levi UBS AG, Bahnhofstrasse 45, 8001 Zurich, Switzerland	General Counsel	Member of the Group Executive Board and Group General Counsel of UBS Group AG; member of the Board of Directors of the European General Counsel Association; member of the Legal Committee of the Swiss-American Chamber of Commerce.
Beatriz Martin Jimenez UBS AG, Bahnhofstrasse 45, 8001 Zurich, Switzerland	Head Non-Core and Legacy and President UBS Europe, Middle East and Africa	Member of the Group Executive Board, Head Non-Core and Legacy and President UBS Europe, Middle East and Africa of UBS Group AG; member of the Supervisory Board of UBS Europe SE; member of the Board of Directors of Credit Suisse International; Chair of the Board of UBS Optimus Foundation; member of the Advisory Board of the Frankfurt School of Finance & Management.
Markus Ronner	Chief Compliance and	Member of the Group Executive Board and Group Chief Compliance and Governance Officer of

UBS AG, Bahnhofstrasse 45, 8001 Zurich, Switzerland	Governance Officer	UBS Group AG.
Stefan Seiler UBS AG, Bahnhofstrasse 45, 8001 Zurich, Switzerland	Head Human Resources & Corporate Services	Member of the Group Executive Board and Head Group Human Resources & Corporate Services of UBS Group AG; member of the Foundation Board of the UBS Swiss Pension Fund; member of the UBS Center for Economics in Society at the University of Zurich Foundation Council; chairman of the Foundation Board of the Swiss Finance Institute; member of the IMD Foundation Board; Adjunct Professor for Leadership and Strategic Human Resource Management, Nanyang Technological University (NTU) Singapore.
Todd Tuckner UBS AG, Bahnhofstrasse 45, 8001 Zurich, Switzerland	Chief Financial Officer	Member of the Group Executive Board and Group Chief Financial Officer of UBS Group AG.
Marco Valla UBS AG, Bahnhofstrasse 45, 8001 Zurich, Switzerland	Co-President Investment Bank	Member of the Group Executive Board and Co-President Investment Bank of UBS Group AG; Member of the Board of Directors of Good Shepherd Services; Member of the Board of the Mount Sinai Department of Urology
Damian Vogel UBS AG, Bahnhofstrasse 45, 8001 Zurich, Switzerland	Chief Risk Officer	Member of the Group Executive Board and Chief Risk Officer for UBS Group AG; Member of the Board of UBS Switzerland AG; Member of the Foundation Board of the International Financial Risk Institute (IFRI)

4.3 Potential Conflicts of Interest

Members of the BoD and the EB may act as directors or executive officers of other companies (for current principal positions outside UBS AG, if any, of BoD and EB members, please see sections 4.1.1 and 4.2.1 above, respectively) and may have economic or other private interests that differ from those of UBS AG. Conflicts of interest may potentially arise from these positions or interests. For example, it cannot be excluded that a member of the BoD or EB has or will have a function within a company, the shares of which are or will be traded by UBS AG or which has or will have a business relationship with UBS AG. UBS AG is confident that its internal corporate governance practices and its compliance with relevant legal and regulatory provisions reasonably ensure that any conflicts of interest of the type described above are appropriately managed, including through disclosure when appropriate.

Other than as indicated above, UBS is not aware of potential conflicts of interests between any duties to the Issuer of the members of the BoD and the EB and their private interests or other duties.

5. Auditors

Based on article 31 of the Articles of Association, UBS AG shareholders elect the auditors for a term of office of one year. At the AGMs on 4 April 2023 and 23 April 2024, Ernst & Young Ltd., Aeschengraben 27, 4051 Basel, Switzerland ("**Ernst & Young**") was elected as auditor for the consolidated and standalone financial statements of UBS AG for a one-year term.

Ernst & Young is a member of EXPERTsuisse, the Swiss Expert Association for Audit, Tax and Fiduciary. Ernst & Young is also registered with the Swiss Federal Audit Oversight Authority, which is responsible for the licensing and supervision of audit firms and individuals that provide audit services in Switzerland.

6. Major Shareholders of the Issuer

UBS Group AG owns 100% of the outstanding shares of UBS AG. UBS AG is a wholly owned subsidiary of UBS Group AG. While UBS has no specific corporate measures intended to prevent abuse of control to the detriment of minority shareholders, UBS has adopted a comprehensive and integrated governance framework which takes into account the specific requirements of each relevant jurisdiction. This governance framework includes separate articles of association and organizational regulations for UBS Group AG and UBS AG. In addition, as UBS AG is regulated as a bank in Switzerland, it is subject to capital regulation and close supervisory oversight. This includes the general requirement under Swiss law that contracts of UBS AG with affiliates are subject to an arm's length principle of negotiation.

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

7.1 Historical Annual Financial Information

Detailed information about UBS AG consolidated and UBS AG assets and liabilities, financial position and profits and losses for financial years 2023 and 2022 is available in the section "*Consolidated financial statements*" of the Annual Report 2023 and in UBS AG's standalone financial statements for the year ended 31 December 2023 (the "**Standalone Financial Statements 2023**"). The consolidated and standalone financial accounts are closed on 31 December of each year.

The annual financial reports form an essential part of UBS AG's reporting. They include the audited consolidated financial statements of UBS AG, prepared in accordance with the IFRS Accounting Standards, as issued by the International Accounting Standards Board. The annual reports also include discussions and analysis of the consolidated financial and business results of UBS, its business divisions and Group Items. In addition, UBS AG prepares and publishes standalone financial statements in accordance with Swiss GAAP, as well as certain additional disclosures required under US Securities and Exchange Commission regulations.

7.2 Auditing of Historical Annual Financial Information

The consolidated financial statements and the standalone financial statements of UBS AG for the financial years 2023 and 2022 were audited by Ernst & Young. The reports of the auditors on the consolidated financial statements can be found on pages 127 and following of the Annual Report 2023. The reports of the auditors on the standalone financial statements of UBS AG can be found on pages 35-41 (inclusive) of the Standalone Financial Statements 2023.

There are no qualifications in the auditors' reports on the consolidated financial statements of UBS AG and the standalone financial statements of UBS AG for the years ended on 31 December 2022 and 31 December 2023.

7.3 Interim Financial Information

Reference is also made to the UBS AG third quarter 2024 report published on 8 November 2024 ("**UBS AG Third Quarter 2024 Report**"), which contains information on the financial condition and results of operations, including the interim financial statements, of UBS AG consolidated as of and for the period ended 30 September 2024. The interim consolidated financial statements are not audited.

7.4 Litigation, Regulatory and Similar Matters

UBS operates in a legal and regulatory environment that exposes it to significant litigation and similar risks arising from disputes and regulatory proceedings. As a result, UBS is involved in various disputes and legal proceedings, including litigation, arbitration, and regulatory and criminal investigations. Such matters are subject to many uncertainties, and the outcome and the timing of resolution are often difficult to predict, particularly in the earlier stages of a case. The uncertainties inherent in all such matters affect the amount and timing of any potential outflows for both matters with respect to which provisions have been established and other contingent liabilities. Litigation, regulatory and similar matters may also result in non-monetary penalties and consequences. A guilty plea to, or conviction of, a crime could have material consequences for UBS. Resolution of regulatory proceedings may require UBS to obtain waivers of regulatory disqualifications to maintain certain operations, may entitle regulatory authorities to limit, suspend or terminate licenses and regulatory authorizations and may permit financial market utilities to limit, suspend or terminate UBS's participation in such utilities. Failure to obtain such waivers, or any limitation, suspension or termination of licenses, authorizations or participations, could have material consequences for UBS.

Specific litigation, regulatory and other matters, including all such matters that management considers to be material and others that management believes to be of significance due to potential financial, reputational and other effects, are described in "*Note 16 Provisions and contingent liabilities*" to UBS AG's consolidated financial statements included in the UBS AG Third Quarter 2024 Report. The amount of damages claimed, the size of a transaction or other information is provided where available and appropriate in order to assist users in considering the magnitude of potential exposures.

7.5 Material Contracts

Except as otherwise disclosed in this document (including the documents incorporated herein by reference), no material contracts have been entered into outside of the ordinary course of UBS AG's or UBS AG Group's business which could result in any member of the UBS AG Group being under an obligation or entitlement that is material to UBS AG's ability to meet its obligations to the investors in relation to the issued securities.

7.6 Significant Changes in the Financial Position and Performance; Material Adverse Change in Prospects

Except as otherwise indicated in this document (including the documents incorporated herein by reference), no material changes have occurred in UBS AG's assets and liabilities, financial position or profits and losses since 30 September 2024.

8. Share Capital

As reflected in the Articles of Association most recently registered with the Commercial Register of the Canton of Zurich and the Commercial Register of Basel-City, UBS AG has (i) fully paid and issued share capital of USD 385,840,846.60, divided into 3,858,408,466 registered shares with a par value of USD 0.10 each (article 4); (ii) conditional capital in the amount of USD 38,000,000, comprising 380,000,000 registered shares with a par value of USD 0.10 each that can be issued upon the voluntary or mandatory exercise of conversion rights and/or warrants (article 4a); and (iii) conversion capital in the amount of USD 70,000,000 through the issuance of a maximum of 700,000,000

registered shares with a par value of USD 0.10 each, through the mandatory conversion of claims arising upon the occurrence of one or more trigger events under financial market instruments with contingent conversion features (article 4b).

9. Documents Available

The most recent Articles of Association of UBS AG are available on UBS's Corporate Governance website, at <https://www.ubs.com/global/en/our-firm/governance/ubs-ag/articles-of-association.html>. Save as otherwise indicated herein, information on or accessible through the Group's corporate website, www.ubs.com, does not form part of and is not incorporated into this document.

APPENDIX IV

**EXTRACT OF
THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS OF
UBS AG AND ITS SUBSIDIARIES
FOR THE THIRD QUARTER ENDED 30 SEPTEMBER 2024**

UBS AG interim consolidated financial statements (unaudited)

Income statement

USD m	Note	For the quarter ended			Year-to-date	
		30.9.24	30.6.24	30.9.23	30.9.24	30.9.23
Interest income from financial instruments measured at amortized cost and fair value through other comprehensive income	4	8,335	6,892	5,974	21,467	16,272
Interest expense from financial instruments measured at amortized cost	4	(8,820)	(7,080)	(5,357)	(21,952)	(13,818)
Net interest income from financial instruments measured at fair value through profit or loss and other	4	2,045	910	368	3,573	1,224
Net interest income	4	1,560	722	984	3,088	3,678
Other net income from financial instruments measured at fair value through profit or loss		3,592	3,271	2,467	9,809	7,476
Fee and commission income	5	6,986	6,190	5,097	18,783	15,180
Fee and commission expense	5	(652)	(589)	(431)	(1,699)	(1,297)
Net fee and commission income	5	6,334	5,601	4,666	17,084	13,883
Other income	6	510	306	231	1,025	624
Total revenues		11,997	9,900	8,348	31,006	25,661
Credit loss expense / (release)	9	167	84	27	303	80
Personnel expenses	7	5,788	4,797	3,951	14,746	11,697
General and administrative expenses	8	4,014	4,584	2,585	11,584	8,011
Depreciation, amortization and impairment of non-financial assets		838	631	510	2,000	1,686
Operating expenses		10,640	10,012	7,047	28,329	21,393
Operating profit / (loss) before tax		1,191	(196)	1,275	2,374	4,188
Tax expense / (benefit)		194	28	339	587	1,115
Net profit / (loss)		997	(224)	936	1,787	3,072
Net profit / (loss) attributable to non-controlling interests		1	40	5	49	17
Net profit / (loss) attributable to shareholders		996	(264)	932	1,738	3,055

Statement of comprehensive income

USD m	For the quarter ended			Year-to-date	
	30.9.24	30.6.24	30.9.23	30.9.24	30.9.23
Comprehensive income attributable to shareholders¹					
Net profit / (loss)	996	(264)	932	1,738	3,055
Other comprehensive income that may be reclassified to the income statement					
Foreign currency translation					
Foreign currency translation movements related to net assets of foreign operations, before tax	2,460	(109)	(646)	787	(114)
Effective portion of changes in fair value of hedging instruments designated as net investment hedges, before tax	(1,008)	78	292	(123)	18
Foreign currency translation differences on foreign operations reclassified to the income statement	2	2	2	4	(1)
Effective portion of changes in fair value of hedging instruments designated as net investment hedges reclassified to the income statement	0	0	0	1	(3)
Income tax relating to foreign currency translations, including the effect of net investment hedges	8	2	4	22	(1)
Subtotal foreign currency translation, net of tax	1,461	(27)	(348)	690	(102)
Financial assets measured at fair value through other comprehensive income					
Net unrealized gains / (losses), before tax	2	0	(1)	1	0
Net realized (gains) / losses reclassified to the income statement from equity	0	0	0	0	1
Income tax relating to net unrealized gains / (losses)	0	0	0	0	0
Subtotal financial assets measured at fair value through other comprehensive income, net of tax	2	0	(1)	1	1
Cash flow hedges of interest rate risk					
Effective portion of changes in fair value of derivative instruments designated as cash flow hedges, before tax	1,579	(335)	(940)	169	(1,635)
Net (gains) / losses reclassified to the income statement from equity	388	626	479	1,506	1,241
Income tax relating to cash flow hedges	(374)	2	89	(255)	86
Subtotal cash flow hedges, net of tax	1,593	294	(372)	1,420	(308)
Cost of hedging					
Cost of hedging, before tax	(8)	(20)	(1)	(34)	5
Income tax relating to cost of hedging	0	0	0	0	0
Subtotal cost of hedging, net of tax	(8)	(20)	(1)	(34)	5
Total other comprehensive income that may be reclassified to the income statement, net of tax	3,048	247	(722)	2,077	(405)
Other comprehensive income that will not be reclassified to the income statement					
Defined benefit plans					
Gains / (losses) on defined benefit plans, before tax	(127)	42	6	(50)	26
Income tax relating to defined benefit plans	8	0	(17)	0	(49)
Subtotal defined benefit plans, net of tax	(119)	41	(12)	(49)	(23)
Own credit on financial liabilities designated at fair value					
Gains / (losses) from own credit on financial liabilities designated at fair value, before tax	(317)	228	(312)	(70)	(455)
Income tax relating to own credit on financial liabilities designated at fair value	(6)	(2)	27	(8)	71
Subtotal own credit on financial liabilities designated at fair value, net of tax	(323)	226	(284)	(78)	(384)
Total other comprehensive income that will not be reclassified to the income statement, net of tax	(442)	267	(296)	(128)	(408)
Total other comprehensive income	2,606	514	(1,018)	1,949	(812)
Total comprehensive income attributable to shareholders	3,602	251	(86)	3,687	2,243
Comprehensive income attributable to non-controlling interests					
Net profit / (loss)	1	40	5	49	17
Total other comprehensive income that will not be reclassified to the income statement, net of tax	20	(20)	(11)	(11)	(9)
Total comprehensive income attributable to non-controlling interests	21	20	(6)	37	8
Total comprehensive income					
Net profit / (loss)	997	(224)	936	1,787	3,072
Other comprehensive income	2,626	494	(1,029)	1,937	(822)
<i>of which: other comprehensive income that may be reclassified to the income statement</i>	<i>3,048</i>	<i>247</i>	<i>(722)</i>	<i>2,077</i>	<i>(405)</i>
<i>of which: other comprehensive income that will not be reclassified to the income statement</i>	<i>(422)</i>	<i>247</i>	<i>(307)</i>	<i>(139)</i>	<i>(417)</i>
Total comprehensive income	3,623	271	(93)	3,724	2,251

¹ Refer to the "UBS AG consolidated performance" section of this report for more information.

Balance sheet

USD m	Note	30.9.24	30.6.24	31.12.23
Assets				
Cash and balances at central banks		243,261	248,335	171,806
Amounts due from banks		20,162	20,457	28,206
Receivables from securities financing transactions measured at amortized cost		92,104	82,028	74,128
Cash collateral receivables on derivative instruments	11	47,209	43,637	32,300
Loans and advances to customers	9	625,249	608,910	405,633
Other financial assets measured at amortized cost	12	61,566	60,826	54,334
Total financial assets measured at amortized cost		1,089,553	1,064,192	766,407
Financial assets at fair value held for trading	10	172,190	162,358	135,098
<i>of which: assets pledged as collateral that may be sold or repledged by counterparties</i>		<i>46,601</i>	<i>43,452</i>	<i>44,524</i>
Derivative financial instruments	10, 11	159,720	140,415	131,728
Brokerage receivables	10	24,656	25,273	20,883
Financial assets at fair value not held for trading	10	129,141	123,020	63,754
Total financial assets measured at fair value through profit or loss		485,706	451,065	351,463
Financial assets measured at fair value through other comprehensive income	10	2,179	2,167	2,233
Investments in associates		2,483	2,233	983
Property, equipment and software		12,848	12,990	11,044
Goodwill and intangible assets		6,739	7,023	6,265
Deferred tax assets		9,678	9,877	9,244
Other non-financial assets	12	17,707	15,117	8,377
Total assets		1,626,893	1,564,664	1,156,016
Liabilities				
Amounts due to banks		28,058	26,750	16,720
Payables from securities financing transactions measured at amortized cost		16,358	14,847	5,782
Cash collateral payables on derivative instruments	11	34,267	33,691	34,886
Customer deposits		779,604	760,693	555,673
Funding from UBS Group AG measured at amortized cost	13	112,262	111,725	67,282
Debt issued measured at amortized cost	15	109,460	112,520	69,784
Other financial liabilities measured at amortized cost	12	21,923	22,125	12,713
Total financial liabilities measured at amortized cost		1,101,933	1,082,350	762,840
Financial liabilities at fair value held for trading	10	36,441	33,493	31,712
Derivative financial instruments	10, 11	174,449	149,089	140,707
Brokerage payables designated at fair value	10	52,403	46,198	42,275
Debt issued designated at fair value	10, 14	106,527	108,405	86,341
Other financial liabilities designated at fair value	10, 12	41,055	36,834	27,366
Total financial liabilities measured at fair value through profit or loss		410,875	374,019	328,401
Provisions	16	5,009	4,763	2,524
Other non-financial liabilities	12	11,253	9,285	6,682
Total liabilities		1,529,071	1,470,417	1,100,448
Equity				
Share capital		386	386	386
Share premium		84,776	84,825	24,638
Retained earnings		8,019	7,417	28,235
Other comprehensive income recognized directly in equity, net of tax		3,762	764	1,974
Equity attributable to shareholders		96,943	93,392	55,234
Equity attributable to non-controlling interests		879	855	335
Total equity		97,822	94,247	55,569
Total liabilities and equity		1,626,893	1,564,664	1,156,016

Statement of changes in equity

<i>USD m</i>	Share capital and share premium	Retained earnings	OCI recognized directly in equity, net of tax ¹	<i>of which: foreign currency translation</i>	<i>of which: cash flow hedges</i>	Total equity attributable to shareholders
Balance as of 1 January 2024²	25,024	28,235	1,974	4,947	(2,961)	55,234
Equity recognized due to the merger of UBS AG and Credit Suisse AG ³	60,571	(18,848)	(291)		(291)	41,432
Premium on shares issued and warrants exercised	0					0
Tax (expense) / benefit	8					8
Dividends		(3,000)				(3,000)
Translation effects recognized directly in retained earnings		(3)	3		3	0
Share of changes in retained earnings of associates and joint ventures		(3)				(3)
New consolidations / (deconsolidations) and other increases / (decreases)	(441) ⁴	26				(414)
Total comprehensive income for the period		1,610	2,077	690	1,420	3,687
<i>of which: net profit / (loss)</i>		1,738				1,738
<i>of which: OCI, net of tax</i>		(128)	2,077	690	1,420	1,949
Balance as of 30 September 2024²	85,162	8,019	3,762	5,637	(1,830)	96,943
Non-controlling interests as of 30 September 2024						879 ⁵
Total equity as of 30 September 2024						97,822

Balance as of 1 January 2023²	24,985	31,746	(133)	4,098	(4,234)	56,598
Premium on shares issued and warrants exercised	(5) ⁶					(5)
Tax (expense) / benefit	0					0
Dividends		(6,000)				(6,000)
Translation effects recognized directly in retained earnings		18	(18)		(18)	0
Share of changes in retained earnings of associates and joint ventures		(1)				(1)
New consolidations / (deconsolidations) and other increases / (decreases)	0					0
Total comprehensive income for the period		2,648	(405)	(102)	(308)	2,243
<i>of which: net profit / (loss)</i>		3,055				3,055
<i>of which: OCI, net of tax</i>		(408)	(405)	(102)	(308)	(812)
Balance as of 30 September 2023²	24,981	28,410	(556)	3,996	(4,560)	52,836
Non-controlling interests as of 30 September 2023						345
Total equity as of 30 September 2023						53,181

¹ Excludes other comprehensive income related to defined benefit plans and own credit that is recorded directly in Retained earnings. ² Excludes non-controlling interests. ³ Refer to Note 2 for more information. ⁴ Mainly reflecting effects from transactions between Credit Suisse AG and its subsidiaries and UBS AG and its subsidiaries prior to the merger in May 2024. ⁵ Includes an increase of USD 490m in the second quarter of 2024 due to the merger of UBS AG and Credit Suisse AG. ⁶ Includes decreases related to recharges by UBS Group AG for share-based compensation awards granted to employees of UBS AG or its subsidiaries.

Statement of cash flows

	Year-to-date	
USD m	30.9.24	30.9.23
Cash flow from / (used in) operating activities		
Net profit / (loss)	1,787	3,072
Non-cash items included in net profit and other adjustments		
Depreciation, amortization and impairment of non-financial assets	2,000	1,686
Credit loss expense / (release)	303	80
Share of net (profit) / loss of associates and joint ventures and impairment related to associates	(107)	(79)
Deferred tax expense / (benefit)	(477)	(208)
Net loss / (gain) from investing activities	(98)	33
Net loss / (gain) from financing activities	5,574	(423)
Other net adjustments ¹	(5,705)	1,333
Net change in operating assets and liabilities^{1,2}		
Amounts due from banks and amounts due to banks	2,968	(3,255)
Receivables from securities financing transactions measured at amortized cost	10,729	5,747
Payables from securities financing transactions measured at amortized cost	1,189	2,061
Cash collateral on derivative instruments	(11,320)	(5,375)
Loans and advances to customers	14,141	3,255
Customer deposits	(13,449)	(6,322)
Financial assets and liabilities at fair value held for trading and derivative financial instruments	(11,213)	(15,217)
Brokerage receivables and payables	6,159	(10,726)
Financial assets at fair value not held for trading and other financial assets and liabilities	(15,823)	178
Provisions and other non-financial assets and liabilities	738	370
Income taxes paid, net of refunds	(1,275)	(1,321)
Net cash flow from / (used in) operating activities	(13,879)³	(25,111)
Cash flow from / (used in) investing activities		
Cash and cash equivalents obtained due to the merger of UBS AG and Credit Suisse AG ⁴	121,258	
Purchase of subsidiaries, associates and intangible assets		(1)
Disposal of subsidiaries, associates and intangible assets	166	35
Purchase of property, equipment and software	(1,066)	(947)
Disposal of property, equipment and software	9	33
Net (purchase) / redemption of financial assets measured at fair value through other comprehensive income	28	25
Purchase of debt securities measured at amortized cost	(3,841)	(11,632)
Disposal and redemption of debt securities measured at amortized cost	6,857	7,227
Net cash flow from / (used in) investing activities	123,412	(5,260)
Cash flow from / (used in) financing activities		
Repayment of Swiss National Bank funding	(10,304)	
Net issuance (repayment) of short-term debt measured at amortized cost	(3,882)	6,658
Distributions paid on UBS AG shares	(3,000)	(6,000)
Issuance of debt designated at fair value and long-term debt measured at amortized cost ⁵	82,921	84,278
Repayment of debt designated at fair value and long-term debt measured at amortized cost ⁵	(98,381)	(65,547)
Inflows from securities financing transactions measured at amortized cost ⁶	4,979	
Outflows from securities financing transactions measured at amortized cost ⁶	(1,113)	
Net cash flows from other financing activities	(457)	(369)
Net cash flow from / (used in) financing activities	(29,238)	19,020
Total cash flow		
Cash and cash equivalents at the beginning of the period	190,469	195,200
Net cash flow from / (used in) operating, investing and financing activities	80,296	(11,350)
Effects of exchange rate differences on cash and cash equivalents ¹	3,153	(713)
Cash and cash equivalents at the end of the period⁷	273,918⁸	183,136
<i>of which: cash and balances at central banks⁷</i>	<i>243,261</i>	<i>161,640</i>
<i>of which: amounts due from banks⁷</i>	<i>18,540</i>	<i>10,950</i>
<i>of which: money market paper^{7,9}</i>	<i>11,915</i>	<i>10,545</i>

Additional information

Net cash flow from / (used in) operating activities includes:

Interest received in cash	34,522	23,579
Interest paid in cash	30,623	18,052
Dividends on equity investments, investment funds and associates received in cash ¹⁰	2,234	1,812

¹ Foreign currency translation and foreign exchange effects on operating assets and liabilities and on cash and cash equivalents are presented within the Other net adjustments line. Does not include foreign currency hedge effects related to foreign exchange swaps. ² Excludes non-cash items arising from the accounting for the merger of UBS AG and Credit Suisse AG. Refer to Note 2 for more information. ³ Includes cash receipts from the sale of loans and loan commitments of USD 2,980m within Non-core and Legacy for the nine-month period ended 30 September 2024. ⁴ Refer to Note 2 for more information about the merger of UBS AG and Credit Suisse AG. ⁵ Includes funding from UBS Group AG measured at amortized cost (recognized on the balance sheet in Funding from UBS Group AG) and measured at fair value (recognized on the balance sheet in Debt issued designated at fair value and Other financial liabilities designated at fair value). ⁶ Reflects cash flows from securities financing transactions measured at amortized cost that use UBS debt instruments as the underlying. ⁷ Includes only balances with an original maturity of three months or less. ⁸ The balance includes USD 0.2bn related to cash held in Assets of disposal groups held for sale, recognized within Other non-financial assets. ⁹ Money market paper is included in the balance sheet under Financial assets at fair value not held for trading (30 September 2024: USD 11,130m; 30 September 2023: USD 10,158m), Other financial assets measured at amortized cost (30 September 2024: USD 455m; 30 September 2023: USD 187m) and Financial assets at fair value held for trading (30 September 2024: USD 331m; 30 September 2023: USD 199m). ¹⁰ Includes dividends received from associates reported within Net cash flow from / (used in) investing activities.

Notes to the UBS AG interim consolidated financial statements (unaudited)

Note 1 Basis of accounting

Basis of preparation

The consolidated financial statements (the financial statements) of UBS AG and its subsidiaries (together, UBS AG) are prepared in accordance with IFRS Accounting Standards, as issued by the International Accounting Standards Board (the IASB), and are presented in US dollars. These interim financial statements are prepared in accordance with IAS 34, *Interim Financial Reporting*.

In preparing these interim financial statements, the same accounting policies and methods of computation have been applied as in the UBS AG consolidated annual financial statements for the period ended 31 December 2023, except for the changes described in this Note and changes in segment reporting as set out in Note 3. Note 2 sets out the accounting for the merger of UBS AG and Credit Suisse AG. These interim financial statements are unaudited and should be read in conjunction with UBS AG's audited consolidated financial statements in the UBS AG Annual Report 2023 and the "Management report" sections of this report, including the disclosures in "Integration of Credit Suisse" in the "Recent developments" section of this report. In the opinion of management, all necessary adjustments have been made for a fair presentation of UBS AG's financial position, results of operations and cash flows.

Preparation of these interim financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities. These estimates and assumptions are based on the best available information. Actual results in the future could differ from such estimates and differences may be material to the financial statements. Revisions to estimates, based on regular reviews, are recognized in the period in which they occur. For more information about areas of estimation uncertainty that are considered to require critical judgment, refer to this Note and Note 2, as well as "Note 1a Material accounting policies" in the "Consolidated financial statements" section of the UBS AG Annual Report 2023.

Amendments to IAS 12, *Income Taxes*

UBS AG has applied for the purposes of these financial statements the exception that was introduced by the amendments to IAS 12, *Income Taxes*, issued in May 2023 in relation to top-up taxes on income under Global Anti-Base Erosion Rules that have been imposed under legislation that has been enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development. The exception requires that deferred tax assets and deferred tax liabilities be neither recognized nor disclosed in respect of such top-up taxes.

Other amendments to IFRS Accounting Standards

A number of minor amendments to IFRS Accounting Standards became effective from 1 January 2024 or later and have had no material effect on UBS AG.

IFRS 18, *Presentation and Disclosure in Financial Statements*

In April 2024, the IASB issued a new standard, IFRS 18, *Presentation and Disclosure in Financial Statements*, which replaces IAS 1, *Presentation of Financial Statements*. The main changes introduced by IFRS 18 relate to:

- the structure of income statements;
- new disclosure requirements for management performance measures; and
- enhanced guidance on aggregation and disaggregation of information on the face of financial statements and in the notes thereto.

Note 1 Basis of accounting (continued)

IFRS 18 is effective from 1 January 2027 and will also apply to comparative information. UBS AG will first apply these new requirements in the Annual Report 2027 and, for interim reporting, in the first quarter 2027 interim report. UBS AG is assessing the impact of the new requirements on its reporting but expects it to be limited. UBS AG will take the opportunity to refine the grouping of items in the primary financial statements and in the notes thereto based on new principles of aggregation and disaggregation in IFRS 18.

Amendments to IFRS 9, *Financial Instruments*, and IFRS 7, *Financial Instruments: Disclosures*

In May 2024, the IASB issued Amendments to the *Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7* (Amendments).

The Amendments relate to:

- derecognition of financial liabilities settled through electronic transfer systems;
- assessment of contractual cash flow characteristics in classifying financial assets, including those with environmental, social and corporate governance and similar features, non-recourse features, and contractually linked instruments; and
- disclosure of information about financial instruments with contingent features that can change the amount of contractual cash flows, as well as equity instruments designated at fair value through other comprehensive income.

The Amendments are effective from 1 January 2026, with early application permitted either for the entire set of amendments or for only those that relate to classification of financial instruments. UBS AG is currently assessing the impact of the new requirements on its financial statements.

Incremental accounting policies related to the transactions and activities associated with the merger of UBS AG and Credit Suisse AG

Business combinations under common control

UBS AG's material accounting policies in respect of business combinations are set out in "Note 1a Material accounting policies, item 1 Consolidation" in the "Consolidated financial statements" section of the UBS AG Annual Report 2023. The merger of UBS AG and Credit Suisse AG on 31 May 2024 constitutes a business combination under common control as defined in IFRS 3, *Business Combinations*, i.e. a business combination in which the combining entities or businesses are ultimately controlled by the same entity both before and after the business combination and where that control is not transitory. Business combinations under common control are outside the scope of IFRS 3. In the absence of specific accounting requirements in IFRS Accounting Standards, UBS AG has adopted an accounting policy that provides relevant information for the economic decision-making needs of users and is reflective of the economic substance of the transaction.

UBS AG accounts for business combinations under common control using the historic carrying values of assets and liabilities of the transferred entity or business as of the date of the transfer, determined under IFRS Accounting Standards. The balances of each of the equity reserves of the transferred entity, accumulated after that entity becomes part of the UBS Group, are combined with the corresponding equity reserves (*Share premium, Retained earnings* and *Other comprehensive income recognized directly in equity, net of tax*) of UBS AG. The difference between the aggregate carrying value of the assets and liabilities and equity reserves is recognized as an adjustment to *Share premium*, net of any consideration that may be payable. Comparative periods prior to the dates of business combinations under common control are not restated, because such transactions are accounted for prospectively.

Allowances and provisions for expected credit losses

UBS AG's material accounting policies in respect of allowances and provisions for expected credit losses are set out in "Note 1a Material accounting policies, item 2g Allowances and provisions for expected credit losses" in the "Consolidated financial statements" section of the UBS AG Annual Report 2023. Financial instruments acquired through a business combination under common control that are not classified by UBS AG at fair value through profit or loss are subject to IFRS 9 expected credit loss requirements.

Note 1 Basis of accounting (continued)

Goodwill and other intangible assets

UBS AG's material accounting policies regarding goodwill are set out in "Note 1a Material accounting policies, item 9 Goodwill" in the "Consolidated financial statements" section of the UBS AG Annual Report 2023. Goodwill recognized in the transferred entity prior to the date of the business combination under common control is recognized in these financial statements at the historic carrying value, subsequently allocated to respective cash-generating units and tested for impairment.

Business combinations under common control do not result in a recognition of incremental goodwill or other intangible assets, in addition to those already recognized by the transferred entity prior to the date of business combination under common control.

Currency translation rates

The following table shows the rates of the main currencies used to translate the financial information of UBS AG's operations with a functional currency other than the US dollar into US dollars.

	Closing exchange rate				Average rate ¹				
		As of			For the quarter ended			Year-to-date	
	30.9.24	30.6.24	31.12.23	30.9.23	30.9.24	30.6.24	30.9.23	30.9.24	30.9.23
1 CHF	1.18	1.11	1.19	1.09	1.17	1.10	1.12	1.14	1.11
1 EUR	1.11	1.07	1.10	1.06	1.10	1.07	1.08	1.09	1.08
1 GBP	1.34	1.26	1.28	1.22	1.31	1.26	1.26	1.28	1.24
100 JPY	0.69	0.62	0.71	0.67	0.69	0.63	0.69	0.66	0.72

¹ Monthly income statement items of operations with a functional currency other than the US dollar are translated into US dollars using month-end rates. Disclosed average rates for a quarter represent an average of three month-end rates, weighted according to the income and expense volumes of all operations of UBS AG with the same functional currency for each month. Weighted average rates for individual business divisions may deviate from the weighted average rates for UBS AG.

Note 2 Accounting for the merger of UBS AG and Credit Suisse AG

Merger of UBS AG and Credit Suisse AG

The merger of UBS AG and Credit Suisse AG effected on 31 May 2024 with no consideration payable by UBS AG constitutes a business combination under common control accounted for based on the accounting policies set out in Note 1 to these financial statements.

Assets and liabilities

UBS AG accounted for the merger with Credit Suisse AG using the historic carrying values of the assets and liabilities of Credit Suisse AG as at the date of the transaction (31 May 2024), determined under IFRS Accounting Standards.

- No fair value adjustments were made to assets and liabilities (which is different to the UBS Group AG consolidated financial statements where acquisition method accounting was required under IFRS 3, *Business Combinations*, on 31 May 2023 for the acquisition of Credit Suisse Group AG).
- UBS AG has elected to retain historic accumulated depreciation and impairment of non-financial assets arising since 31 May 2023, i.e. the date on which Credit Suisse AG came to be under the common control of UBS Group AG.
- Expected credit loss allowances and provisions for performing and credit-impaired exposures were recognized under IFRS 9.
- No new goodwill, intangible assets or contingent liabilities have been recognized as a result of the merger of UBS AG and Credit Suisse AG.
- Uniform accounting policies for like transactions and events have been applied throughout UBS AG and Credit Suisse AG as of 31 May 2023 (the date of the acquisition of Credit Suisse Group AG by UBS Group AG).

Equity reserves

The equity reserve balances of Credit Suisse AG recorded from 31 May 2023 to 31 May 2024 have been added across to the corresponding equity reserves of UBS AG, except for the foreign currency translation reserve that UBS AG has elected to reset and has been added to *Share premium*. As a result, the net investment hedge accounting reserve has been added to *Retained earnings* as if no net investment hedge accounting had been applied by Credit Suisse. The results of Credit Suisse AG from 31 May 2023 to 31 May 2024 have been added to *Retained earnings*. Equity reserve balances of Credit Suisse AG recorded prior to 31 May 2023 (i.e. the date on which Credit Suisse AG came under the common control of UBS Group AG) have not been retained.

The difference between the aggregated carrying value of the assets and liabilities and equity reserves has been recognized as an adjustment to *Share premium* (reflecting the contribution of the Credit Suisse AG business to UBS AG from the common parent, UBS Group AG).

Comparability

Profit and loss information for the third quarter of 2024 is based entirely on consolidated data following the merger of UBS AG and Credit Suisse AG. Profit and loss information for the second quarter of 2024 includes one month (June 2024) of post-merger consolidated data and two months of pre-merger UBS AG data only (April and May 2024). Profit and loss information for the third quarter of 2023 includes pre-merger UBS AG data only. Year-to-date information for 2024 includes four months (June to September 2024) of post-merger consolidated data and five months of pre-merger UBS AG data only (January to May 2024). Comparative year-to-date information for 2023 includes pre-merger UBS AG data only.

Balance sheet information as at 30 September 2024 and 30 June 2024 includes post-merger consolidated information. Balance sheet dates prior to 30 June 2024 reflect pre-merger UBS AG information only.

The comparative periods prior to the merger date have not been restated, as the transaction has been accounted for prospectively since 31 May 2024, i.e. the date on which the merger of UBS AG and Credit Suisse AG was effected.

Note 2 Accounting for the merger of UBS AG and Credit Suisse AG (continued)

The table below presents the assets, liabilities and equity of Credit Suisse AG that were recognized by UBS AG on 31 May 2024 as a result of the merger.

Credit Suisse AG assets, liabilities and equity transferred to UBS AG on the merger date

USD m

Assets	
Cash and balances at central banks	114,759
Amounts due from banks	6,861
Receivables from securities financing transactions measured at amortized cost	28,380
Cash collateral receivables on derivative instruments	10,373
Loans and advances to customers	222,937
Other financial assets measured at amortized cost	10,852
Total financial assets measured at amortized cost	394,162
Financial assets at fair value held for trading	15,504
Derivative financial instruments	31,975
Brokerage receivables	130
Financial assets at fair value not held for trading	36,592
Total financial assets measured at fair value through profit or loss	84,201
Financial assets measured at fair value through other comprehensive income	0
Investments in associates	1,330
Property, equipment and software	2,627
Goodwill and intangible assets	819
Deferred tax assets	224
Other non-financial assets	5,943
Total assets	489,306
Liabilities	
Amounts due to banks	20,715
Payables from securities financing transactions measured at amortized cost	6,077
Cash collateral payables on derivative instruments	6,459
Customer deposits	224,627
Funding from UBS Group AG measured at amortized cost	45,298
Debt issued measured at amortized cost	44,521
Other financial liabilities measured at amortized cost	8,984
Total financial liabilities measured at amortized cost	356,681
Financial liabilities at fair value held for trading	1,870
Derivative financial instruments	33,200
Brokerage payables designated at fair value	339
Debt issued designated at fair value	25,947
Other financial liabilities designated at fair value	5,494
Total financial liabilities measured at fair value through profit or loss	66,850
Provisions	2,817
Other non-financial liabilities	3,381
Total liabilities	429,729
Equity	
Equity attributable to shareholders¹	41,432
Equity attributable to non-controlling interests	490
Total equity	41,922

¹ Refer to the Statement of changes in equity in this report for more information.

Transactions between UBS AG and Credit Suisse AG have been eliminated from the balances presented in the table above. They amounted to USD 7.1bn of assets and USD 24.8bn of liabilities of Credit Suisse AG.

Note 2 Accounting for the merger of UBS AG and Credit Suisse AG (continued)

Agreement to sell Select Portfolio Servicing

On 13 August 2024, UBS entered into an agreement to sell Select Portfolio Servicing, the US mortgage servicing business of Credit Suisse, which is managed in Non-core and Legacy. Completion of the transaction is subject to regulatory approvals and other customary closing conditions. The associated assets and liabilities are disclosed in *Assets of disposal groups held for sale* and *Liabilities of disposal groups held for sale*, respectively, within Note 12 to these financial statements. The transaction is expected to close in the first quarter of 2025. UBS AG does not expect to recognize a material profit or loss upon completion of the transaction.

Note 3 Segment reporting

As part of the continued refinement of UBS AG's reporting structure and organizational setup, in the first quarter of 2024 certain changes to Group Treasury allocations were made with an impact on segment reporting for UBS AG's business divisions and Group Items. Prior-period information has been adjusted for comparability.

UBS AG has allocated to the business divisions nearly all Group Treasury costs that historically were retained and reported in Group Items. Costs that continue to be retained in Group Items include costs related to hedging and own debt, and deferred tax asset funding costs. In parallel with these changes, UBS AG has increased the allocation of balance sheet resources from Group Treasury to the business divisions.

Following the changes outlined above, prior-period information for the nine-month period ended 30 September 2023 has been restated, resulting in decreases in Operating profit / (loss) before tax of USD 42m for Global Wealth Management and USD 30m for Personal & Corporate Banking, and increases in Operating profit / (loss) before tax of USD 46m for Group Items, USD 26m for the Investment Bank and USD 1m for Asset Management, with no change to Non-core and Legacy.

Prior-period information as of 31 December 2023 has also been restated, resulting in increases of Total assets of USD 35.6bn in Global Wealth Management, USD 26.9bn in Personal & Corporate Banking and USD 21.4bn in the Investment Bank, with a corresponding decrease of assets of USD 83.9bn in Group Items.

These changes had no effect on the reported results or financial position of UBS AG.

› Refer to the "Consolidated financial statements" section of the UBS AG Annual Report 2023 for more information about UBS AG's business divisions

USD m	Global Wealth Management	Personal & Corporate Banking	Asset Management	Investment Bank	Non-core and Legacy	Group Items	UBS AG
For the nine months ended 30 September 2024¹							
Net interest income	4,183	2,868	(38)	(2,667)	(17)	(1,243)	3,088
Non-interest income	11,982	2,259	2,069	9,944	427	1,237	27,918
Total revenues	16,166	5,127	2,031	7,277	411	(6)	31,006
Credit loss expense / (release)	10	203	0	35	53	1	303
Operating expenses	13,579	3,257	1,691	6,523	2,542	737	28,329
Operating profit / (loss) before tax	2,577	1,667	340	718	(2,184)	(744)	2,374
Tax expense / (benefit)							587
Net profit / (loss)							1,787
As of 30 September 2024							
Total assets	578,624	477,040	23,655	448,284	83,715	15,576	1,626,893
For the nine months ended 30 September 2023^{1,2}							
Net interest income	4,192	2,298	(26)	(1,818)	23	(991)	3,678
Non-interest income	9,975	1,782	1,539	7,848	64	775	21,983
Total revenues	14,167	4,080	1,513	6,030	87	(216)	25,661
Credit loss expense / (release)	29	27	(1)	25	(1)	1	80
Operating expenses	10,872	2,118	1,243	5,480	861	819	21,393
Operating profit / (loss) before tax	3,267	1,935	271	526	(774)	(1,036)	4,188
Tax expense / (benefit)							1,115
Net profit / (loss)							3,072
As of 31 December 2023²							
Total assets	404,747	283,980	19,662	402,415	13,845	31,368	1,156,016

¹ Refer to "Note 3 Segment reporting" in the "Consolidated financial statements" section of the UBS AG Annual Report 2023 for more information about UBS AG's reporting segments. ² Comparative-period information has been restated for changes in business division perimeters, Group Treasury allocations and Non-core and Legacy cost allocations. Refer to "Note 3 Segment reporting" in the "Consolidated financial statements" section of this report.

Note 4 Net interest income

USD m	For the quarter ended			Year-to-date	
	30.9.24	30.6.24	30.9.23	30.9.24	30.9.23
Interest income from loans and deposits ¹	7,620	6,070	5,279	19,128	14,228
Interest income from securities financing transactions measured at amortized cost ²	898	1,008	894	2,894	2,492
Interest income from other financial instruments measured at amortized cost	346	320	291	989	826
Interest income from debt instruments measured at fair value through other comprehensive income	26	26	27	80	75
Interest income from derivative instruments designated as cash flow hedges	(556)	(532)	(517)	(1,625)	(1,350)
Total interest income from financial instruments measured at amortized cost and fair value through other comprehensive income	8,335	6,892	5,974	21,467	16,272
Interest expense on loans and deposits ³	6,634	5,453	4,090	16,923	10,451
Interest expense on securities financing transactions measured at amortized cost ⁴	569	499	454	1,476	1,293
Interest expense on debt issued	1,575	1,099	788	3,461	2,000
Interest expense on lease liabilities	41	29	24	93	74
Total interest expense from financial instruments measured at amortized cost	8,820	7,080	5,357	21,952	13,818
Total net interest income from financial instruments measured at amortized cost and fair value through other comprehensive income	(485)	(188)	617	(486)	2,454
Net interest income from financial instruments measured at fair value through profit or loss and other	2,045	910	368	3,573	1,224
Total net interest income	1,560	722	984	3,088	3,678

¹ Consists of interest income from cash and balances at central banks, amounts due from banks, and cash collateral receivables on derivative instruments, as well as negative interest on amounts due to banks, customer deposits, and cash collateral payables on derivative instruments. ² Includes interest income on receivables from securities financing transactions and negative interest, including fees, on payables from securities financing transactions. ³ Consists of interest expense on amounts due to banks, cash collateral payables on derivative instruments, customer deposits, and funding from UBS Group AG, as well as negative interest on cash and balances at central banks, amounts due from banks, and cash collateral receivables on derivative instruments. ⁴ Includes interest expense on payables from securities financing transactions and negative interest, including fees, on receivables from securities financing transactions.

Note 5 Net fee and commission income

USD m	For the quarter ended			Year-to-date	
	30.9.24	30.6.24	30.9.23	30.9.24	30.9.23
Underwriting fees	174	235	143	632	424
M&A and corporate finance fees	243	262	139	739	474
Brokerage fees	1,122	1,095	784	3,237	2,464
Investment fund fees	1,552	1,358	1,193	4,111	3,550
Portfolio management and related services	3,111	2,678	2,323	8,245	6,787
Other	785	562	515	1,819	1,482
Total fee and commission income¹	6,986	6,190	5,097	18,783	15,180
<i>of which: recurring</i>	<i>4,693</i>	<i>4,076</i>	<i>3,573</i>	<i>12,437</i>	<i>10,483</i>
<i>of which: transaction-based</i>	<i>2,249</i>	<i>2,089</i>	<i>1,512</i>	<i>6,253</i>	<i>4,655</i>
<i>of which: performance-based</i>	<i>44</i>	<i>25</i>	<i>11</i>	<i>93</i>	<i>42</i>
Fee and commission expense	652	589	431	1,699	1,297
Net fee and commission income	6,334	5,601	4,666	17,084	13,883

¹ Reflects third-party fee and commission income for the third quarter of 2024 of USD 4,148m for Global Wealth Management (second quarter of 2024: USD 3,697m; third quarter of 2023: USD 3,197m), USD 761m for Personal & Corporate Banking (second quarter of 2024: USD 589m; third quarter of 2023: USD 471m), USD 926m for Asset Management (second quarter of 2024: USD 774m; third quarter of 2023: USD 670m), USD 1,041m for the Investment Bank (second quarter of 2024: USD 1,110m; third quarter of 2023: USD 760m), USD 13m for Group Items (second quarter of 2024: negative USD 22m; third quarter of 2023: negative USD 5m) and USD 97m for Non-core and Legacy (second quarter of 2024: USD 42m; third quarter of 2023: USD 5m). Comparative-period information has been restated for changes in business division perimeters, Group Treasury allocations and Non-core and Legacy cost allocations. Refer to Note 3 for more information.

Note 6 Other income

USD m	For the quarter ended			Year-to-date	
	30.9.24	30.6.24	30.9.23	30.9.24	30.9.23
Associates, joint ventures and subsidiaries					
Net gains / (losses) from acquisitions and disposals of subsidiaries ¹	(2)	(2)	(2)	(4)	4
Net gains / (losses) from disposals of investments in associates and joint ventures	116 ²	0	0	116 ²	0
Share of net profits of associates and joint ventures	67	24	55	107	79
Total	182	22	53	219	84
Income from properties ³	13	7	4	24	13
Net gains / (losses) from properties held for sale	(16)	0	8	(17)	8
Income from shared services provided to UBS Group AG or its subsidiaries	169	215	145	552	428
Other	163 ⁴	63	21	247 ⁴	92
Total other income	510	306	231	1,025	624

¹ Includes foreign exchange gains / (losses) reclassified from other comprehensive income related to the disposal or closure of foreign operations. ² Includes a gain of USD 119m related to the sale of our investment in an associate. ³ Includes rent received from third parties. ⁴ Includes an USD 84m gain in Asset Management from the sale of our Brazilian real estate fund management business (nine-month period ended 30 September 2024: USD 113m).

Note 7 Personnel expenses

USD m	For the quarter ended			Year-to-date	
	30.9.24	30.6.24	30.9.23	30.9.24	30.9.23
Salaries and variable compensation ¹	4,999	4,205	3,431	12,824	10,151
<i>of which: variable compensation – financial advisors²</i>	1,335	1,291	1,150	3,893	3,372
Contractors	33	24	24	78	74
Social security	315	251	216	774	612
Post-employment benefit plans	242	159	133	587	446
Other personnel expenses	200	158	147	482	413
Total personnel expenses	5,788	4,797	3,951	14,746	11,697

¹ Includes role-based allowances. ² Consists of cash and deferred compensation awards and is based on compensable revenues and firm tenure using a formulaic approach. Also includes expenses related to compensation commitments with financial advisors entered into at the time of recruitment that are subject to vesting requirements.

Note 8 General and administrative expenses

USD m	For the quarter ended			Year-to-date	
	30.9.24	30.6.24	30.9.23	30.9.24	30.9.23
Outsourcing costs	255	191	117	567	362
Technology costs	257	206	142	625	403
Consulting, legal and audit fees	315	240	162	756	430
Real estate and logistics costs	267	190	210	587	462
Market data services	177	126	97	409	297
Marketing and communication	90	70	46	226	124
Travel and entertainment	60	72	44	186	145
Litigation, regulatory and similar matters ¹	(47)	1,161	8	1,121	784
Other	2,640	2,329	1,760	7,106	5,004
<i>of which: shared services costs charged by UBS Group AG or its subsidiaries</i>	2,330	2,097	1,563	6,360	4,408
Total general and administrative expenses	4,014	4,584	2,585	11,584	8,011

¹ Reflects the net increase in provisions for Litigation, regulatory and similar matters recognized in the income statement, as well as recoveries from third parties or other UBS Group entities. Refer to Note 16b for more information.

Note 9 Expected credit loss measurement

a) Credit loss expense / release

Total net credit loss expenses in the third quarter of 2024 were USD 167m, reflecting USD 15m net releases related to performing positions and USD 182m net expenses on credit-impaired positions.

Stage 1 and 2 net releases of USD 15m included scenario-update-related net releases of USD 8m, mainly from real estate lending, and portfolio changes.

Credit loss expenses of USD 182m for credit-impaired positions almost entirely related to Personal & Corporate Banking and Non-core and Legacy exposures with a small number of corporate counterparties.

Credit loss expense / (release)

USD m	Performing positions	Credit-impaired positions	Total
	Stages 1 and 2	Stage 3	
For the quarter ended 30.9.24			
Global Wealth Management	(11)	14	3
Personal & Corporate Banking	(10)	94	84
Asset Management	0	0	0
Investment Bank	9	(4)	4
Non-core and Legacy	(2)	77	76
Group Items	0	0	0
Total	(15)	182	167
For the quarter ended 30.6.24			
Global Wealth Management	(14)	12	(2)
Personal & Corporate Banking	(15)	125	110
Asset Management	0	0	0
Investment Bank	1	(2)	(1)
Non-core and Legacy	(1)	(22)	(23)
Group Items	0	0	0
Total	(29)	113	84
For the quarter ended 30.9.23			
Global Wealth Management	(7)	15	8
Personal & Corporate Banking	16	(15)	1
Asset Management	0	0	0
Investment Bank	10	7	17
Non-core and Legacy	0	(1)	(1)
Group Items	1	0	1
Total	20	6	27

Note 9 Expected credit loss measurement (continued)

b) Changes to ECL models, scenarios, scenario weights and post-model adjustments

Scenarios and scenario weights

The expected credit loss (ECL) scenarios, along with their related macroeconomic factors and market data, were reviewed in light of the economic and political conditions prevailing in the third quarter of 2024 through a series of governance meetings, with input and feedback from UBS AG Risk and Finance experts across the business divisions and regions. ECLs for former Credit Suisse positions were calculated based on Credit Suisse's models, including the same scenarios and scenario weight inputs as for UBS.

UBS AG kept the scenarios and scenario weights in line with those applied in the UBS AG second quarter 2024 report. The baseline scenario was updated with the latest macroeconomic forecasts as of 30 September 2024. The assumptions on a calendar-year basis are included in the table below.

The mild debt crisis scenario and the stagflationary geopolitical crisis scenario were updated based on the latest market data, but the assumptions remained broadly unchanged.

The scenario-update-related ECL releases in the third quarter of 2024 mainly stemmed from real estate lending, driven by the upward revision of Swiss house price and rental income levels, as well as interest rate assumptions in the stagflation scenario.

Post-model adjustments

Total stage 1 and 2 allowances and provisions were USD 1,202m as of 30 September 2024 and included post-model adjustments of USD 281m (30 June 2024: USD 300m). Post-model adjustments are intended to cover uncertainty levels, including the geopolitical situation, and to align outputs from Credit Suisse models with those from UBS AG models for dedicated segments.

› Refer to Note 2 for more information

Comparison of shock factors

Key parameters	Baseline		
	2023	2024	2025
Real GDP growth (annual percentage change)			
US	2.9	2.6	1.6
Eurozone	0.5	0.6	1.2
Switzerland	0.7	1.4	1.5
Unemployment rate (% , annual average)			
US	3.6	4.1	4.3
Eurozone	6.6	6.5	6.9
Switzerland	2.0	2.4	2.6
Fixed income: 10-year government bonds (% , Q4)			
USD	3.9	3.8	3.8
EUR	2.0	2.1	2.1
CHF	0.7	0.4	0.5
Real estate (annual percentage change, Q4)			
US	5.3	2.4	2.9
Eurozone	(1.1)	0.6	3.1
Switzerland	0.1	3.0	4.0

Economic scenarios and weights applied

ECL scenario	Assigned weights in %		
	30.9.24	30.6.24	30.9.23
Baseline	60.0	60.0	60.0
Mild debt crisis	15.0	15.0	15.0
Stagflationary geopolitical crisis	25.0	25.0	25.0

Note 9 Expected credit loss measurement (continued)

c) ECL-relevant balance sheet and off-balance sheet positions including ECL allowances and provisions

The following tables provide information about financial instruments and certain non-financial instruments that are subject to ECL requirements. For amortized-cost instruments, the carrying amount represents the maximum exposure to credit risk, taking into account the allowance for credit losses. Financial assets measured at fair value through other comprehensive income (FVOCI) are also subject to ECL; however, unlike amortized-cost instruments, the allowance for credit losses for FVOCI instruments does not reduce the carrying amount of these financial assets. Instead, the carrying amount of financial assets measured at FVOCI represents the maximum exposure to credit risk.

No purchased credit-impaired financial assets were recognized in the third quarter of 2024. Originated credit-impaired financial assets were not material and are not presented in the table below.

In addition to recognized financial assets, certain off-balance sheet financial instruments and other credit lines are also subject to ECL. The maximum exposure to credit risk for off-balance sheet financial instruments is calculated based on the maximum contractual amounts.

USD m	30.9.24							
	Carrying amount ¹				ECL allowances			
Financial instruments measured at amortized cost	Total	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3
Cash and balances at central banks	243,261	243,130	131	0	(212)	0	(212)	0
Amounts due from banks	20,162	19,949	201	13	(76)	(5)	(2)	(68)
Receivables from securities financing transactions measured at amortized cost	92,104	92,105	0	0	(1)	(1)	0	0
Cash collateral receivables on derivative instruments	47,209	47,209	0	0	0	0	0	0
Loans and advances to customers	625,249	594,453	26,049	4,748	(2,874)	(331)	(321)	(2,222)
of which: Private clients with mortgages	268,774	256,960	10,407	1,408	(232)	(54)	(82)	(96)
of which: Real estate financing	91,028	85,545	5,201	281	(110)	(25)	(31)	(54)
of which: Large corporate clients	29,724	24,682	3,988	1,055	(798)	(79)	(101)	(619)
of which: SME clients	23,880	19,485	2,960	1,435	(787)	(56)	(49)	(681)
of which: Lombard	150,202	149,734	353	115	(121)	(7)	(1)	(114)
of which: Credit cards	2,145	1,658	446	42	(44)	(7)	(11)	(26)
of which: Commodity trade finance	3,761	3,596	153	12	(113)	(13)	(1)	(98)
of which: Ship / aircraft financing	8,300	7,782	518	0	(54)	(36)	(8)	(10)
of which: Consumer financing	2,977	2,741	142	93	(132)	(21)	(26)	(85)
Other financial assets measured at amortized cost	61,566	60,853	531	182	(146)	(33)	(8)	(106)
of which: Loans to financial advisors	2,677	2,494	82	101	(46)	(4)	(1)	(41)
Total financial assets measured at amortized cost	1,089,553	1,057,699	26,912	4,942	(3,309)	(371)	(543)	(2,395)
Financial assets measured at fair value through other comprehensive income	2,179	2,179	0	0	0	0	0	0
Total on-balance sheet financial assets in scope of ECL requirements²	1,091,732	1,059,878	26,912	4,942	(3,309)	(371)	(543)	(2,395)
Off-balance sheet (in scope of ECL)	Total exposure				ECL provisions			
	Total	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3
Guarantees	41,450	40,019	1,279	151	(62)	(24)	(18)	(20)
of which: Large corporate clients	8,120	7,470	620	30	(26)	(8)	(9)	(9)
of which: SME clients	2,616	2,214	301	101	(12)	(4)	(4)	(4)
of which: Financial intermediaries and hedge funds	22,810	22,737	73	0	(12)	(8)	(4)	0
of which: Lombard	4,197	3,985	206	6	(3)	0	0	(3)
of which: Commodity trade finance	1,773	1,771	1	0	(1)	(1)	0	0
Irrevocable loan commitments	80,506	76,601	3,736	169	(187)	(113)	(45)	(29)
of which: Large corporate clients	48,794	45,464	3,208	123	(119)	(77)	(34)	(7)
Forward starting reverse repurchase and securities borrowing agreements	16,063	16,063	0	0	0	0	0	0
Unconditionally revocable loan commitments	154,613	151,814	2,543	255	(86)	(68)	(17)	0
of which: Real estate financing	11,547	11,249	297	1	(7)	(6)	0	0
of which: Large corporate clients	16,378	15,853	523	3	(24)	(16)	(6)	(2)
of which: SME clients	11,099	10,381	509	209	(36)	(29)	(6)	0
of which: Lombard	62,624	62,562	61	1	0	0	0	0
of which: Credit cards	10,400	9,910	487	3	(9)	(7)	(2)	0
Irrevocable committed prolongation of existing loans	3,701	3,691	5	5	(3)	(3)	0	0
Total off-balance sheet financial instruments and other credit lines²	296,333	288,188	7,564	581	(337)	(208)	(80)	(49)
Total allowances and provisions²					(3,646)	(579)	(623)	(2,445)

¹ The carrying amount of financial assets measured at amortized cost represents the total gross exposure net of the respective ECL allowances. ² Refer to Note 2 for more information about the merger of UBS AG and Credit Suisse AG.

Note 9 Expected credit loss measurement (continued)

USD m	31.12.23								
	Carrying amount ¹				ECL allowances				
	Total	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	
Financial instruments measured at amortized cost									
Cash and balances at central banks	171,806	171,788	18	0	(26)	0	(26)	0	
Amounts due from banks ²	28,206	28,191	14	0	(7)	(6)	(1)	0	
Receivables from securities financing transactions measured at amortized cost	74,128	74,128	0	0	(2)	(2)	0	0	
Cash collateral receivables on derivative instruments	32,300	32,300	0	0	0	0	0	0	
Loans and advances to customers	405,633	385,493	18,131	2,009	(935)	(173)	(185)	(577)	
<i>of which: Private clients with mortgages</i>	174,400	163,617	9,955	828	(156)	(39)	(89)	(28)	
<i>of which: Real estate financing</i>	54,305	50,252	4,038	15	(46)	(20)	(25)	(1)	
<i>of which: Large corporate clients</i>	14,431	12,594	1,331	506	(241)	(34)	(32)	(174)	
<i>of which: SME clients</i>	12,694	10,662	1,524	508	(262)	(34)	(24)	(204)	
<i>of which: Lombard</i>	117,924	117,874	0	50	(22)	(5)	0	(17)	
<i>of which: Credit cards</i>	2,041	1,564	438	39	(42)	(6)	(11)	(24)	
<i>of which: Commodity trade finance</i>	2,889	2,873	12	4	(119)	(7)	0	(111)	
Other financial assets measured at amortized cost	54,334	53,882	312	141	(87)	(16)	(5)	(66)	
<i>of which: Loans to financial advisors</i>	2,615	2,422	79	114	(49)	(4)	(1)	(44)	
Total financial assets measured at amortized cost	766,407	745,782	18,475	2,150	(1,057)	(197)	(217)	(643)	
Financial assets measured at fair value through other comprehensive income	2,233	2,233	0	0	0	0	0	0	
Total on-balance sheet financial assets in scope of ECL requirements	768,640	748,015	18,475	2,150	(1,057)	(197)	(217)	(643)	
		Total exposure			ECL provisions				
Off-balance sheet (in scope of ECL)		Total	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3
Guarantees	33,211	32,332	761	118		(40)	(14)	(7)	(19)
<i>of which: Large corporate clients</i>	3,624	3,051	486	87		(10)	(3)	(2)	(6)
<i>of which: SME clients</i>	1,506	1,299	177	31		(7)	(1)	(1)	(5)
<i>of which: Financial intermediaries and hedge funds</i>	22,549	22,504	46	0		(12)	(8)	(3)	0
<i>of which: Lombard</i>	3,009	3,009	0	0		(1)	0	0	(1)
<i>of which: Commodity trade finance</i>	1,811	1,803	8	0		(1)	(1)	0	0
Irrevocable loan commitments	44,018	42,085	1,878	56		(95)	(55)	(38)	(2)
<i>of which: Large corporate clients</i>	26,096	24,444	1,622	30		(76)	(45)	(28)	(2)
Forward starting reverse repurchase and securities borrowing agreements	10,373	10,373	0	0		0	0	0	0
Committed unconditionally revocable credit lines	47,421	45,452	1,913	56		(49)	(39)	(10)	0
<i>of which: Real estate financing</i>	9,439	8,854	585	0		(4)	(3)	(1)	0
<i>of which: Large corporate clients</i>	5,110	4,951	151	8		(6)	(4)	(3)	0
<i>of which: SME clients</i>	5,408	5,188	191	29		(21)	(17)	(3)	0
<i>of which: Lombard</i>	8,964	8,964	0	1		0	0	0	0
<i>of which: Credit cards</i>	10,458	9,932	522	4		(10)	(8)	(2)	0
Irrevocable committed prolongation of existing loans	4,183	4,169	11	4		(4)	(3)	0	0
Total off-balance sheet financial instruments and other credit lines	139,206	134,410	4,562	234		(188)	(111)	(56)	(21)
Total allowances and provisions						(1,244)	(308)	(272)	(664)

¹ The carrying amount of financial assets measured at amortized cost represents the total gross exposure net of the respective ECL allowances. ² Includes USD 14.8bn against Credit Suisse AG.

Note 9 Expected credit loss measurement (continued)

The table below provides information about the ECL gross exposure and the ECL coverage ratio for UBS AG's core loan portfolios (i.e. *Loans and advances to customers* and *Loans to financial advisors*) and relevant off-balance sheet exposures. *Cash and balances at central banks, Amounts due from banks, Receivables from securities financing transactions, Cash collateral receivables on derivative instruments* and *Financial assets measured at fair value through other comprehensive income* are not included in the table below, due to their lower sensitivity to ECL.

ECL coverage ratios are calculated by dividing ECL allowances and provisions by the gross carrying amount of the related exposures.

The overall coverage ratio for performing positions decreased by 1 basis point to 10 basis points. Compared with 30 June 2024, coverage ratios for performing positions related to real estate lending (on-balance sheet) decreased by 1 basis point to 5 basis points, and coverage ratios for performing positions related to corporate lending (on-balance sheet) increased by 2 basis points to 56 basis points.

Coverage ratios for core loan portfolio					30.9.24				
On-balance sheet	Gross carrying amount (USD m)				ECL coverage (bps)				
	Total	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 1&2	Stage 3
Private clients with mortgages	269,006	257,013	10,489	1,504	9	2	79	5	636
Real estate financing	91,138	85,570	5,233	336	12	3	60	6	1,613
Total real estate lending	360,144	342,583	15,722	1,839	9	2	72	5	814
Large corporate clients	30,522	24,760	4,088	1,673	262	32	246	62	3,697
SME clients	24,666	19,541	3,009	2,116	319	29	163	47	3,218
Total corporate lending	55,189	44,301	7,097	3,790	287	31	211	56	3,429
Lombard	150,323	149,741	354	229	8	0	21	1	4,967
Credit cards	2,189	1,664	457	68	203	40	251	85	3,879
Commodity trade finance	3,874	3,609	155	110	291	37	89	39	8,917
Ship / aircraft financing	8,354	7,818	526	11	65	46	146	52	9,831
Consumer financing	3,109	2,762	168	179	425	75	1,538	159	4,781
Other loans and advances to customers	44,942	42,306	1,891	745	107	8	55	10	5,886
Loans to financial advisors	2,723	2,497	83	142	169	15	135	18	2,892
Total other lending	215,514	210,397	3,634	1,483	46	6	162	8	5,485
Total¹	630,847	597,282	26,453	7,112	46	6	122	11	3,182
Off-balance sheet	Gross exposure (USD m)				ECL coverage (bps)				
	Total	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 1&2	Stage 3
Private clients with mortgages	7,687	7,428	221	38	5	5	32	5	39
Real estate financing	12,680	12,341	338	1	6	6	1	6	0
Total real estate lending	20,366	19,769	559	39	6	5	14	5	39
Large corporate clients	73,307	68,801	4,350	155	23	15	115	21	1,164
SME clients	15,639	14,318	996	325	48	28	165	37	554
Total corporate lending	88,946	83,119	5,346	481	27	17	124	23	751
Lombard	70,232	69,957	268	7	1	0	2	0	12,815
Credit cards	10,400	9,910	487	3	8	7	38	8	0
Commodity trade finance	3,128	3,124	4	0	9	8	289	9	0
Ship / aircraft financing	2,239	2,233	6	0	31	28	1,006	31	0
Consumer financing	150	150	0	0	0	0	0	0	0
Financial intermediaries and hedge funds	39,035	38,597	438	0	4	3	87	4	0
Other off-balance sheet commitments	45,772	45,265	456	52	9	6	146	8	865
Total other lending	170,957	169,237	1,659	61	5	3	79	4	2,123
Total²	280,269	272,125	7,564	581	12	8	106	10	849
Total on- and off-balance sheet³	911,116	869,406	34,017	7,693	36	6	118	10	3,006

¹ Includes Loans and advances to customers and Loans to financial advisors, which are presented on the balance sheet line Other financial assets measured at amortized cost. ² Excludes Forward starting reverse repurchase and securities borrowing agreements. ³ Includes on-balance sheet exposure, gross and off-balance sheet exposure (notional) and the related ECL coverage ratio (bps).

Note 9 Expected credit loss measurement (continued)

Coverage ratios for core loan portfolio					30.6.24					
On-balance sheet	Gross carrying amount (USD m)				ECL coverage (bps)					
	Total	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 1&2	Stage 3	
Private clients with mortgages	255,462	244,063	10,181	1,217	7	2	76	5	397	
Real estate financing	88,246	83,242	4,611	393	12	3	66	7	1,167	
Total real estate lending	343,708	327,305	14,792	1,610	8	3	73	6	585	
Large corporate clients	29,360	23,705	3,962	1,693	253	39	240	68	3,268	
SME clients	24,569	19,827	2,631	2,112	354	31	151	45	3,649	
Total corporate lending	53,929	43,532	6,593	3,804	299	35	205	58	3,480	
Lombard	148,647	147,536	882	229	7	0	18	1	4,024	
Credit cards	1,968	1,485	419	64	208	39	252	86	3,826	
Commodity trade finance	5,945	5,576	224	144	251	33	97	35	8,910	
Ship / aircraft financing	8,591	8,134	432	25	49	47	103	50	0	
Consumer financing	2,998	2,709	141	149	374	74	1,506	144	4,771	
Other loans and advances to customers	45,821	42,918	2,322	581	77	7	68	10	5,328	
Loans to financial advisors	2,647	2,412	84	151	176	18	146	22	2,736	
Total other lending	216,617	210,770	4,504	1,343	39	6	127	8	4,967	
Total¹	614,254	581,607	25,889	6,758	45	6	116	11	3,086	

Off-balance sheet	Gross exposure (USD m)				ECL coverage (bps)				
	Total	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 1&2	Stage 3
Private clients with mortgages	8,090	7,833	226	31	5	4	32	5	11
Real estate financing	12,715	12,143	572	0	5	6	0	5	0
Total real estate lending	20,805	19,975	799	31	5	5	0	5	11
Large corporate clients	71,091	66,060	4,833	198	25	17	100	22	904
SME clients	15,520	14,590	719	210	51	27	207	35	1,206
Total corporate lending	86,611	80,650	5,553	408	30	19	114	25	1,060
Lombard	68,071	68,017	40	14	1	0	16	0	2,706
Credit cards	10,056	9,576	477	4	8	7	35	8	0
Commodity trade finance	3,701	3,681	20	0	9	8	53	9	0
Ship / aircraft financing	1,836	1,817	19	0	11	12	0	11	0
Consumer financing	152	152	0	0	0	0	0	0	0
Financial intermediaries and hedge funds	47,842	47,381	461	0	3	2	76	3	0
Other off-balance sheet commitments	37,362	36,774	411	177	8	5	67	5	611
Total other lending	169,020	167,398	1,427	195	4	2	57	3	751
Total²	276,436	268,023	7,779	633	12	7	92	10	914
Total on- and off-balance sheet³	890,690	849,630	33,668	7,391	35	7	110	11	2,900

¹ Includes Loans and advances to customers and Loans to financial advisors, which are presented on the balance sheet line Other financial assets measured at amortized cost. ² Excludes Forward starting reverse repurchase and securities borrowing agreements. ³ Includes on-balance sheet exposure, gross and off-balance sheet exposure (notional) and the related ECL coverage ratio (bps).

Coverage ratios for core loan portfolio					31.12.23					
On-balance sheet	Gross carrying amount (USD m)				ECL coverage (bps)					
	Total	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 1&2	Stage 3	
Private clients with mortgages	174,555	163,656	10,044	856	9	2	88	7	326	
Real estate financing	54,351	50,272	4,063	16	9	4	61	8	594	
Total real estate lending	228,906	213,928	14,107	872	9	3	81	8	331	
Large corporate clients	14,671	12,628	1,363	680	164	27	237	48	2,558	
SME clients	12,956	10,696	1,548	712	202	32	155	47	2,861	
Total corporate lending	27,627	23,324	2,911	1,392	182	29	193	48	2,714	
Lombard	117,946	117,879	0	67	2	0	0	0	2,487	
Credit cards	2,083	1,571	449	63	200	40	253	87	3,801	
Commodity trade finance	3,008	2,881	12	115	394	25	62	25	9,676	
Other loans and advances to customers	26,997	26,083	837	77	18	10	44	11	2,379	
Loans to financial advisors	2,665	2,426	80	159	185	17	122	20	2,793	
Total other lending	152,699	150,840	1,378	481	18	3	117	4	4,462	
Total¹	409,232	388,092	18,396	2,744	24	5	101	9	2,263	

Off-balance sheet	Gross exposure (USD m)				ECL coverage (bps)				
	Total	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 1&2	Stage 3
Private clients with mortgages	6,801	6,560	226	15	8	7	29	8	40
Real estate financing	10,662	10,064	599	0	6	5	22	6	0
Total real estate lending	17,463	16,624	824	15	6	6	24	6	40
Large corporate clients	34,829	32,446	2,259	125	27	16	147	25	628
SME clients	7,872	7,337	456	80	47	29	230	41	626
Total corporate lending	42,702	39,782	2,715	205	30	18	161	28	627
Lombard	13,609	13,609	0	1	1	1	0	1	0
Credit cards	10,458	9,932	522	4	10	8	35	10	0
Commodity trade finance	2,354	2,346	8	0	4	4	36	4	0
Financial intermediaries and hedge funds	25,378	25,148	230	0	5	4	157	5	0
Other off-balance sheet commitments	16,869	16,596	264	9	12	5	170	8	0
Total other lending	68,668	67,630	1,024	14	7	4	97	6	5,921
Total²	128,833	124,037	4,562	234	15	9	122	13	908
Total on- and off-balance sheet³	538,065	512,129	22,958	2,978	22	6	105	10	2,157

¹ Includes Loans and advances to customers and Loans to financial advisors, which are presented on the balance sheet line Other financial assets measured at amortized cost. ² Excludes Forward starting reverse repurchase and securities borrowing agreements. ³ Includes on-balance-sheet exposure, gross and off-balance-sheet exposure (notional) and the related ECL coverage ratio (bps).

Note 10 Fair value measurement

a) Fair value hierarchy

The fair value hierarchy classification of financial and non-financial assets and liabilities measured at fair value is summarized in the table below.

During the first nine months of 2024, and with regard to assets and liabilities now accounted for by UBS AG as a result of the merger of UBS AG and Credit Suisse AG for the period between the date of the merger (i.e. 31 May 2024) and 30 September 2024, assets and liabilities that were transferred from Level 2 to Level 1, or from Level 1 to Level 2, and were held for the entire reporting period were not material.

Determination of fair values from quoted market prices or valuation techniques¹

USD m	30.9.24				30.6.24				31.12.23			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value on a recurring basis												
Financial assets at fair value held for trading	136,786	30,256	5,148	172,190	124,627	29,689	8,042	162,358	115,345	17,936	1,817	135,098
of which: Equity instruments	124,897	1,049	172	126,117	112,441	830	185	113,456	99,510	721	140	100,372
of which: Government bills / bonds	4,005	4,642	18	8,665	5,603	5,319	75	10,997	6,843	2,195	14	9,052
of which: Investment fund units	6,649	1,003	176	7,827	5,677	1,222	240	7,139	8,008	1,082	9	9,098
of which: Corporate and municipal bonds	1,232	19,213	863	21,307	896	16,875	900	18,671	982	11,956	648	13,586
of which: Loans	0	4,118	3,712	7,830	0	5,246	6,420	11,666	0	1,870	904	2,775
of which: Asset-backed securities	4	225	163	393	10	192	169	370	3	111	101	215
Derivative financial instruments	1,484	155,670	2,566	159,720	836	137,254	2,325	140,415	593	129,871	1,264	131,728
of which: Foreign exchange	829	60,641	177	61,646	331	50,576	121	51,029	317	65,070	0	65,387
of which: Interest rate	0	47,143	640	47,783	0	49,199	403	49,602	0	35,028	284	35,311
of which: Equity / index	0	40,818	996	41,815	0	32,239	1,154	33,393	0	26,649	667	27,317
of which: Credit	0	2,694	608	3,302	0	2,553	478	3,031	0	1,452	301	1,752
of which: Commodities	6	4,027	18	4,051	3	2,563	16	2,582	0	1,627	12	1,639
Brokerage receivables	0	24,656	0	24,656	0	25,273	0	25,273	0	20,883	0	20,883
Financial assets at fair value not held for trading	45,903	75,172	8,066	129,141	34,765	80,293	7,961	123,020	29,529	30,124	4,101	63,754
of which: Financial assets for unit-linked investment contracts	18,274	6	0	18,280	16,957	6	0	16,963	15,814	0	0	15,814
of which: Corporate and municipal bonds	85	15,701	152	15,937	61	14,338	210	14,609	62	16,716	215	16,994
of which: Government bills / bonds	27,043	8,036	0	35,079	17,262	7,817	0	25,079	13,262	3,332	0	16,594
of which: Loans	0	4,464	2,545	7,010	0	3,699	2,553	6,252	0	4,172	1,254	5,426
of which: Securities financing transactions	0	45,665	484	46,149	0	53,069	268	53,337	0	5,541	4	5,545
of which: Asset-backed securities	0	1,058	553	1,611	0	1,108	500	1,608	0	18	0	18
of which: Auction rate securities	0	0	190	190	0	0	191	191	0	0	1,208	1,208
of which: Investment fund units	409	147	645	1,201	395	160	670	1,225	367	233	205	804
of which: Equity instruments	92	0	3,022	3,114	91	5	2,913	3,009	24	0	1,088	1,112
Financial assets measured at fair value through other comprehensive income on a recurring basis												
Financial assets measured at fair value through other comprehensive income	65	2,114	0	2,179	62	2,105	0	2,167	68	2,165	0	2,233
of which: Commercial paper and certificates of deposit	0	1,935	0	1,935	0	1,891	0	1,891	0	1,948	0	1,948
of which: Corporate and municipal bonds	65	178	0	243	62	205	0	267	68	207	0	276
Non-financial assets measured at fair value on a recurring basis												
Precious metals and other physical commodities	6,965	0	0	6,965	6,445	0	0	6,445	4,426	0	0	4,426
Non-financial assets measured at fair value on a non-recurring basis												
Other non-financial assets ²	0	0	110	110	0	0	43	43	0	0	17	17
Total assets measured at fair value	191,203	287,867	15,890	494,960	166,735	274,615	18,371	459,721	149,962	200,979	7,198	358,139

Note 10 Fair value measurement (continued)

Determination of fair values from quoted market prices or valuation techniques (continued)¹

USD m	30.9.24				30.6.24				31.12.23			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Financial liabilities measured at fair value on a recurring basis												
Financial liabilities at fair value held for trading	26,201	10,041	199	36,441	24,476	8,906	111	33,493	25,451	6,110	151	31,712
of which: Equity instruments	19,379	552	58	19,990	16,956	417	66	17,438	16,310	236	87	16,632
of which: Corporate and municipal bonds	29	8,054	135	8,218	33	7,118	35	7,186	28	4,893	58	4,979
of which: Government bills / bonds	4,390	1,069	0	5,458	6,171	1,260	5	7,437	8,320	806	0	9,126
of which: Investment fund units	2,403	285	4	2,691	1,315	38	4	1,357	794	117	4	915
Derivative financial instruments	1,633	167,462	5,354	174,449	877	143,764	4,448	149,089	716	136,833	3,158	140,707
of which: Foreign exchange	881	68,571	36	69,488	326	51,660	48	52,034	400	71,322	21	71,743
of which: Interest rate	0	43,065	298	43,363	0	47,021	243	47,264	0	32,656	107	32,763
of which: Equity / index	0	48,901	4,299	53,200	0	38,001	3,379	41,380	0	30,209	2,717	32,926
of which: Credit	0	3,426	422	3,848	0	3,456	371	3,827	0	1,341	273	1,614
of which: Commodities	5	3,303	38	3,345	2	1,951	14	1,967	0	1,271	20	1,291
of which: Loan commitments measured at FVTPL	0	73	188	260	0	1,547	288	1,835	0	3	17	21
Financial liabilities designated at fair value on a recurring basis												
Brokerage payables designated at fair value	0	52,403	0	52,403	0	46,198	0	46,198	0	42,275	0	42,275
Debt issued designated at fair value	0	95,641	10,886	106,527	0	96,915	11,490	108,405	0	78,509	7,832	86,341
Other financial liabilities designated at fair value	0	36,873	4,182	41,055	0	31,957	4,877	36,834	0	25,069	2,297	27,366
of which: Financial liabilities related to unit-linked investment contracts	0	18,389	0	18,389	0	17,080	0	17,080	0	15,922	0	15,922
of which: Securities financing transactions	0	10,893	0	10,893	0	7,801	0	7,801	0	6,927	0	6,927
of which: Funding from UBS Group AG	0	4,035	1,656	5,691	0	3,370	1,487	4,857	0	1,327	1,623	2,950
of which: Over-the-counter debt instruments and others	0	3,557	2,525	6,082	0	3,706	3,390	7,096	0	892	674	1,566
Total liabilities measured at fair value	27,835	362,420	20,621	410,875	25,352	327,740	20,927	374,019	26,167	288,796	13,438	328,401

¹ Bifurcated embedded derivatives are presented on the same balance sheet lines as their host contracts and are not included in this table. The fair value of these derivatives was not material for the periods presented.
² Other non-financial assets primarily consist of properties and other non-current assets held for sale, which are measured at the lower of their net carrying amount or fair value less costs to sell.

b) Valuation adjustments

The table below summarizes the changes in deferred day-1 profit or loss reserves during the relevant period.

Deferred day-1 profit or loss is generally released into *Other net income from financial instruments measured at fair value through profit or loss* when the pricing of equivalent products or the underlying parameters become observable or when the transaction is closed out.

Deferred day-1 profit or loss reserves

USD m	For the quarter ended			Year-to-date	
	30.9.24	30.6.24	30.9.23	30.9.24	30.9.23
Reserve balance at the beginning of the period	388	379	396	397	422
Effect from merger of UBS AG and Credit Suisse AG ¹		1		1	
Profit / (loss) deferred on new transactions	85	59	34	187	196
(Profit) / loss recognized in the income statement	(54)	(50)	(39)	(164)	(227)
Foreign currency translation	(1)	(1)	(1)	(2)	(1)
Reserve balance at the end of the period	418	388	390	418	390

¹ Refer to Note 2 for more information about the merger of UBS AG and Credit Suisse AG.

The table below summarizes other valuation adjustment reserves recognized on the balance sheet.

Other valuation adjustment reserves on the balance sheet

USD m	As of		
	30.9.24	30.6.24	31.12.23
Own credit adjustments on financial liabilities designated at fair value¹	(1,367)	(1,062)	(312)
of which: debt issued designated at fair value	(928)	(747)	(208)
of which: other financial liabilities designated at fair value	(439)	(315)	(105)
Credit valuation adjustments²	(145)	(104)	(37)
Funding and debit valuation adjustments	(94)	(81)	(82)
Other valuation adjustments	(1,616)	(1,744)	(730)
of which: liquidity	(1,074)	(1,229)	(308)
of which: model uncertainty	(542)	(516)	(423)

¹ Own credit adjustments on financial liabilities designated at fair value includes amounts for TLAC notes. ² Amount does not include reserves against defaulted counterparties.

Note 10 Fair value measurement (continued)

c) Level 3 instruments: valuation techniques and inputs

The table below presents material Level 3 assets and liabilities, together with the valuation techniques used to measure fair value, as well as the inputs used in a given valuation technique that are considered significant as of 30 September 2024 and unobservable, and a range of values for those unobservable inputs.

The range of values represents the highest- and lowest-level inputs used in the valuation techniques. Therefore, the range does not reflect the level of uncertainty regarding a particular input or an assessment of the reasonableness of UBS AG's estimates and assumptions, but rather the different underlying characteristics of the relevant assets and liabilities held by UBS AG.

The significant unobservable inputs disclosed in the table below are consistent with those included in "Note 20 Fair value measurement" in the "Consolidated financial statements" section of the UBS AG Annual Report 2023.

Valuation techniques and inputs used in the fair value measurement of Level 3 assets and liabilities

USD bn	Fair value				Valuation technique(s)	Significant unobservable input(s) ¹	Range of inputs						unit ¹
	Assets		Liabilities				30.9.24			31.12.23			
	30.9.24	31.12.23	30.9.24	31.12.23			low	high	weighted average ²	low	high	weighted average ²	
Financial assets and liabilities at fair value held for trading and Financial assets at fair value not held for trading													
<i>Corporate and municipal bonds</i>	1.0	0.9	0.1	0.1	Relative value to market comparable	Bond price equivalent	17	126	98	9	114	93	points
					Discounted expected cash flows	Discount margin	829	829	829	491	491		basis points
<i>Traded loans, loans designated at fair value and guarantees</i>	6.4	2.3	0.0	0.0	Relative value to market comparable	Loan price equivalent	1	258	81	6	101	98	points
					Discounted expected cash flows	Credit spread	18	1,533	334	200	275	252	points
<i>Investment fund units³</i>	0.8	0.2	0.0	0.0	Relative value to market comparable	Net asset value							
<i>Equity instruments³</i>	3.2	1.2	0.1	0.1	Relative value to market comparable	Price							
Debt issued designated at fair value⁴			10.9	7.8									
Other financial liabilities designated at fair value			4.2	2.3	Discounted expected cash flows	Funding spread	106	201		51	201		basis points
Derivative financial instruments													
<i>Interest rate</i>	0.6	0.3	0.3	0.1	Option model	Volatility of interest rates	47	156		84	112		basis points
						Volatility of inflation	1	6					%
						IR-to-IR correlation	70	99					%
					Discounted expected cash flows	Funding spread	5	20					basis points
<i>Credit</i>	0.6	0.3	0.4	0.3	Discounted expected cash flows	Credit spreads	2	1,270		1	306		basis points
						Credit correlation	50	66					%
						Credit volatility	60	60					%
						Recovery rates ⁵	0	100					%
<i>Equity / index</i>	1.0	0.7	4.3	2.7	Option model	Equity dividend yields	0	11		0	14		%
						Volatility of equity stocks, equity and other indices	4	140		4	104		%
						Equity-to-FX correlation	(40)	70		(40)	70		%
						Equity-to-equity correlation	0	100		13	100		%
<i>Loan commitments measured at FVTPL</i>			0.2	0.0	Relative value to market comparable	Loan price equivalent	15	100					points

¹ The ranges of significant unobservable inputs are represented in points, percentages and basis points. Points are a percentage of par (e.g. 100 points would be 100% of par). ² Weighted averages are provided for most non-derivative financial instruments and were calculated by weighting inputs based on the fair values of the respective instruments. Weighted averages are not provided for inputs related to Other financial liabilities designated at fair value and Derivative financial instruments, as this would not be meaningful. ³ The range of inputs is not disclosed, as there is a dispersion of values given the diverse nature of the investments. ⁴ Debt issued designated at fair value primarily consists of UBS structured notes, which include variable maturity notes with various equity and foreign exchange underlying risks, as well as rates-linked and credit-linked notes, all of which have embedded derivative parameters that are considered to be unobservable. The equivalent derivative instrument parameters for debt issued or embedded derivatives for over-the-counter debt instruments are presented in the respective derivative financial instruments lines in this table. ⁵ Recovery rates reflect the estimated recovery that will be realized given expected defaults; they may vary significantly depending upon the specific assets and terms of each transaction.

Note 10 Fair value measurement (continued)

d) Level 3 instruments: sensitivity to changes in unobservable input assumptions

The table below summarizes those financial assets and liabilities classified as Level 3 for which a change in one or more of the unobservable inputs to reflect reasonably possible alternative assumptions would change fair value significantly, and the estimated effect thereof.

The sensitivity data shown below presents an estimation of valuation uncertainty based on reasonably possible alternative values for Level 3 inputs at the balance sheet date and does not represent the estimated effect of stress scenarios. Typically, these financial assets and liabilities are sensitive to a combination of inputs from Levels 1–3. Although well-defined interdependencies may exist between Level 1 / 2 parameters and Level 3 parameters (e.g. between interest rates, which are generally Level 1 or Level 2, and prepayments, which are generally Level 3), these have not been incorporated in the table. Furthermore, direct interrelationships between the Level 3 parameters are not a significant element of the valuation uncertainty.

Sensitivity of fair value measurements to changes in unobservable input assumptions¹

USD m	30.9.24		30.6.24		31.12.23	
	Favorable changes	Unfavorable changes	Favorable changes	Unfavorable changes	Favorable changes	Unfavorable changes
Traded loans, loans measured at fair value and guarantees	295	(271)	453	(433)	15	(19)
Securities financing transactions	32	(28)	34	(31)	24	(24)
Auction rate securities	9	(6)	8	(6)	67	(21)
Asset-backed securities	40	(44)	44	(48)	25	(22)
Equity instruments	353	(318)	428	(403)	189	(178)
Investment fund units	138	(139)	140	(141)	21	(23)
Loan commitments measured at FVTPL	88	(83)	85	(110)	7	(10)
Interest rate derivatives, net	145	(47)	139	(81)	27	(18)
Credit derivatives, net	119	(122)	124	(128)	2	(5)
Foreign exchange derivatives, net	4	(4)	3	(4)	5	(4)
Equity / index derivatives, net	690	(695)	651	(546)	358	(285)
Other	281	(134)	83	(90)	41	(39)
Total	2,194	(1,891)	2,192	(2,021)	781	(648)

¹ Sensitivity of issued and over-the-counter debt instruments is reported with the equivalent derivative or Other.

e) Level 3 instruments: movements during the period

The table below presents additional information about material Level 3 assets and liabilities measured at fair value on a recurring basis. Level 3 assets and liabilities may be hedged with instruments classified as Level 1 or Level 2 in the fair value hierarchy and, as a result, realized and unrealized gains and losses included in the table may not include the effect of related hedging activity. Furthermore, the realized and unrealized gains and losses presented in the table are not limited solely to those arising from Level 3 inputs, as valuations are generally derived from both observable and unobservable parameters.

Assets and liabilities transferred into or out of Level 3 are presented as if those assets or liabilities had been transferred on 1 January 2024.

Note 10 Fair value measurement (continued)

Movements of Level 3 instruments												
<i>USD bn</i>	Balance at the beginning of the period	Effect from merger of UBS AG and Credit Suisse AG ¹	Net gains / losses included in comprehensive income ²	<i>of which: related to instruments held at the end of the period</i>	Purchases	Sales	Issuances	Settlements	Transfers into Level 3	Transfers out of Level 3	Foreign currency translation	Balance at the end of the period
For the nine months ended 30 September 2024³												
Financial assets at fair value held for trading	1.8	7.8	0.2	0.1	0.4	(3.3)	1.1	(2.6)	0.1	(0.4)	0.0	5.1
<i>of which: Equity instruments</i>	0.1	0.1	(0.0)	(0.0)	0.0	(0.1)	0.0	(0.0)	0.0	(0.0)	0.0	0.2
<i>of which: Corporate and municipal bonds</i>	0.6	0.4	(0.1)	(0.1)	0.3	(0.3)	0.0	0.0	0.0	(0.0)	0.0	0.9
<i>of which: Loans</i>	0.9	7.0	0.3	0.2	0.0	(2.7)	1.1	(2.6)	0.0	(0.3)	(0.0)	3.7
Derivative financial instruments – assets	1.3	0.7	(0.1)	(0.2)	0.0	(0.1)	0.9	(0.6)	0.7	(0.1)	(0.0)	2.6
<i>of which: Interest rate</i>	0.3	0.0	0.1	0.0	0.0	(0.1)	0.3	(0.1)	0.2	(0.0)	(0.0)	0.6
<i>of which: Equity / index</i>	0.7	0.2	(0.0)	(0.0)	0.0	(0.0)	0.5	(0.3)	0.1	(0.1)	(0.0)	1.0
<i>of which: Credit</i>	0.3	0.1	(0.1)	(0.0)	0.0	(0.0)	0.1	(0.1)	0.3	(0.0)	(0.0)	0.6
Financial assets at fair value not held for trading	4.1	4.1	0.1	0.1	0.4	(0.3)	1.5	(1.9)	0.4	(0.3)	0.0	8.1
<i>of which: Loans</i>	1.3	0.8	0.1	0.1	0.1	0.0	0.9	(0.5)	0.0	(0.1)	(0.0)	2.5
<i>of which: Auction rate securities</i>	1.2	0.0	0.0	(0.0)	0.0	0.0	0.0	(1.1)	0.0	0.0	0.0	0.2
<i>of which: Equity instruments</i>	1.1	1.8	0.0	0.0	0.1	(0.1)	0.0	0.0	0.1	0.0	0.0	3.0
<i>of which: Investment fund units</i>	0.2	0.4	0.0	(0.0)	0.1	(0.1)	0.0	0.0	0.0	(0.0)	(0.0)	0.6
<i>of which: Asset-backed securities</i>	0.0	0.5	0.0	0.0	0.0	(0.1)	0.0	0.0	0.2	(0.1)	0.0	0.6
Derivative financial instruments – liabilities	3.2	0.9	0.8	1.0	0.0	(0.0)	1.8	(1.6)	0.6	(0.3)	(0.0)	5.4
<i>of which: Interest rate</i>	0.1	0.1	0.1	0.3	0.0	(0.0)	0.0	(0.1)	0.1	(0.0)	(0.0)	0.3
<i>of which: Equity / index</i>	2.7	0.2	0.9	0.9	0.0	(0.0)	1.6	(1.3)	0.4	(0.3)	(0.0)	4.3
<i>of which: Credit</i>	0.3	0.2	(0.1)	(0.1)	0.0	(0.0)	0.1	(0.1)	0.0	(0.0)	(0.0)	0.4
<i>of which: Loan commitments measured at FVTPL</i>	0.0	0.4	(0.2)	(0.1)	0.0	(0.0)	0.0	(0.0)	0.0	(0.0)	0.0	0.2
Debt issued designated at fair value	7.8	4.5	0.6	0.4	0.0	(0.0)	3.2	(2.7)	1.2	(3.8)	0.0	10.9
Other financial liabilities designated at fair value	2.3	1.9	0.0	0.0	0.0	0.0	0.9	(0.9)	0.0	(0.1)	0.0	4.2
For the nine months ended 30 September 2023												
Financial assets at fair value held for trading	1.5		(0.0)	(0.1)	0.4	(0.7)	1.0	0.0	0.1	(0.3)	(0.0)	2.0
<i>of which: Investment fund units</i>	0.1		(0.0)	(0.0)	0.0	(0.0)	0.0	0.0	0.0	(0.0)	(0.0)	0.0
<i>of which: Corporate and municipal bonds</i>	0.5		(0.0)	(0.0)	0.4	(0.2)	0.0	0.0	0.0	(0.0)	(0.0)	0.7
<i>of which: Loans</i>	0.6		0.0	(0.0)	0.0	(0.4)	1.0	0.0	0.0	(0.2)	(0.0)	1.1
Derivative financial instruments – assets	1.5		(0.1)	(0.0)	0.0	(0.0)	0.5	(0.3)	0.1	(0.2)	0.0	1.5
<i>of which: Interest rate</i>	0.5		0.1	0.1	0.0	0.0	0.1	(0.0)	0.0	(0.0)	(0.0)	0.6
<i>of which: Equity / index</i>	0.7		(0.1)	(0.0)	0.0	0.0	0.3	(0.2)	0.0	(0.2)	(0.0)	0.5
<i>of which: Credit</i>	0.3		(0.1)	(0.1)	0.0	0.0	0.0	(0.0)	0.1	(0.0)	0.0	0.4
Financial assets at fair value not held for trading	3.7		0.3	0.3	0.6	(0.6)	0.0	(0.0)	0.1	(0.1)	0.0	4.0
<i>of which: Loans</i>	0.7		0.3	0.3	0.2	(0.0)	0.0	(0.0)	0.1	(0.1)	(0.0)	1.1
<i>of which: Auction rate securities</i>	1.3		0.0	0.0	0.0	(0.1)	0.0	0.0	0.0	0.0	0.0	1.2
<i>of which: Equity instruments</i>	0.8		0.0	(0.0)	0.4	(0.2)	0.0	0.0	0.0	0.0	(0.0)	1.0
Derivative financial instruments – liabilities	1.7		(0.1)	(0.1)	0.0	(0.0)	1.1	(0.4)	0.1	(0.5)	(0.0)	1.8
<i>of which: Interest rate</i>	0.1		0.0	0.0	0.0	0.0	0.1	(0.1)	0.0	(0.0)	(0.0)	0.1
<i>of which: Equity / index</i>	1.2		(0.1)	(0.1)	0.0	0.0	0.6	(0.3)	0.0	(0.1)	(0.0)	1.3
<i>of which: Credit</i>	0.3		(0.0)	(0.0)	0.0	0.0	0.3	0.0	0.0	(0.3)	(0.0)	0.2
Debt issued designated at fair value	9.2		0.1	0.0	0.0	0.0	4.5	(2.9)	0.4	(1.5)	(0.1)	9.8
Other financial liabilities designated at fair value	2.0		(0.0)	(0.0)	0.0	0.0	0.1	(0.1)	0.0	(0.0)	(0.0)	2.1

¹ Refer to Note 2 for more information about the merger of UBS AG and Credit Suisse AG. ² Net gains / losses included in comprehensive income are recognized in Net interest income and Other net income from financial instruments measured at fair value through profit or loss in the Income statement, and also in Gains / (losses) from own credit on financial liabilities designated at fair value, before tax in the Statement of comprehensive income. ³ Total Level 3 assets as of 30 September 2024 were USD 15.9bn (31 December 2023: USD 7.2bn). Total Level 3 liabilities as of 30 September 2024 were USD 20.6bn (31 December 2023: USD 13.4bn).

Note 10 Fair value measurement (continued)

f) Financial instruments not measured at fair value

The table below reflects the estimated fair values of financial instruments not measured at fair value. Valuation principles applied when determining fair value estimates for financial instruments not measured at fair value are consistent with those described in "Note 20 Fair value measurement" in the "Consolidated financial statements" section of the UBS AG Annual Report 2023.

Financial instruments not measured at fair value

<i>USD bn</i>	30.9.24		30.6.24		31.12.23	
	Carrying amount	Fair value	Carrying amount	Fair value	Carrying amount	Fair value
Assets						
Cash and balances at central banks	243.3	243.3	248.3	248.3	171.8	171.8
Amounts due from banks	20.2	20.2	20.5	20.5	28.2	28.2
Receivables from securities financing transactions measured at amortized cost	92.1	92.1	82.0	82.0	74.1	74.1
Cash collateral receivables on derivative instruments	47.2	47.2	43.6	43.6	32.3	32.3
Loans and advances to customers	625.2	620.0	608.9	598.7	405.6	396.5
Other financial assets measured at amortized cost	61.6	60.2	60.8	58.6	54.3	54.1
Liabilities						
Amounts due to banks	28.1	28.1	26.8	26.7	16.7	16.7
Payables from securities financing transactions measured at amortized cost	16.4	16.4	14.8	14.9	5.8	5.8
Cash collateral payables on derivative instruments	34.3	34.3	33.7	33.7	34.9	34.9
Customer deposits	779.6	780.8	760.7	761.1	555.7	556.6
Funding from UBS Group AG measured at amortized cost	112.3	116.6	111.7	115.9	67.3	67.7
Debt issued measured at amortized cost	109.5	110.6	112.5	112.7	69.8	69.8
Other financial liabilities measured at amortized cost ¹	17.6	17.6	17.8	17.8	9.8	9.8

¹ Excludes lease liabilities.

Note 11 Derivative instruments

a) Derivative instruments

	Derivative financial assets	Derivative financial liabilities	Notional values related to derivative financial assets and liabilities ¹	Other notional values ²
<i>As of 30.9.24, USD bn</i>				
Derivative financial instruments				
Interest rate	47.8	43.4	4,058	19,927
Credit derivatives	3.3	3.8	166	
Foreign exchange	61.6	69.5	7,860	270
Equity / index	41.8	53.2	1,545	99
Commodities	4.1	3.3	169	21
Other ³	1.1	1.2	172	
Total derivative financial instruments, based on netting under IFRS Accounting Standards⁴	159.7	174.4	13,970	20,317
Further netting potential not recognized on the balance sheet ⁵	(145.1)	(155.3)		
<i>of which: netting of recognized financial liabilities / assets</i>	<i>(122.2)</i>	<i>(122.2)</i>		
<i>of which: netting with collateral received / pledged</i>	<i>(22.9)</i>	<i>(33.1)</i>		
Total derivative financial instruments, after consideration of further netting potential	14.7	19.2		

<i>As of 30.6.24, USD bn</i>				
Derivative financial instruments				
Interest rate	49.6	47.3	3,478	20,200
Credit derivatives	3.0	3.8	170	
Foreign exchange	51.0	52.0	7,158	213
Equity / index	33.4	41.4	1,432	96
Commodities	2.6	2.0	153	18
Other ³	0.8	2.6	151	
Total derivative financial instruments, based on netting under IFRS Accounting Standards⁴	140.4	149.1	12,543	20,526
Further netting potential not recognized on the balance sheet ⁵	(125.0)	(132.1)		
<i>of which: netting of recognized financial liabilities / assets</i>	<i>(101.1)</i>	<i>(101.1)</i>		
<i>of which: netting with collateral received / pledged</i>	<i>(23.9)</i>	<i>(31.0)</i>		
Total derivative financial instruments, after consideration of further netting potential	15.4	17.0		

<i>As of 31.12.23, USD bn</i>				
Derivative financial instruments				
Interest rate	35.3	32.8	2,472	13,749
Credit derivatives	1.8	1.6	93	
Foreign exchange	65.4	71.7	6,367	180
Equity / index	27.3	32.9	1,191	84
Commodities	1.6	1.3	129	16
Other ³	0.3	0.4	86	
Total derivative financial instruments, based on netting under IFRS Accounting Standards⁴	131.7	140.7	10,338	14,028
Further netting potential not recognized on the balance sheet ⁵	(122.7)	(123.8)		
<i>of which: netting of recognized financial liabilities / assets</i>	<i>(99.3)</i>	<i>(99.3)</i>		
<i>of which: netting with collateral received / pledged</i>	<i>(23.4)</i>	<i>(24.5)</i>		
Total derivative financial instruments, after consideration of further netting potential	9.1	16.9		

¹ In cases where derivative financial instruments are presented on a net basis on the balance sheet, the respective notional values of the netted derivative financial instruments are still presented on a gross basis. Notional amounts of client-cleared ETD and OTC transactions through central clearing counterparties are not disclosed, as they have a significantly different risk profile. ² Other notional values relate to derivatives that are cleared through either a central counterparty or an exchange and settled on a daily basis. The fair value of these derivatives is presented on the balance sheet net of the corresponding cash margin under Cash collateral receivables on derivative instruments and Cash collateral payables on derivative instruments and was not material for all periods presented. ³ Includes Loan commitments measured at FVTPL, as well as unsettled purchases and sales of non-derivative financial instruments for which the changes in the fair value between trade date and settlement date are recognized as derivative financial instruments. ⁴ Financial assets and liabilities are presented net on the balance sheet if UBS has the unconditional and legally enforceable right to offset the recognized amounts, both in the normal course of business and in the event of default, bankruptcy or insolvency of UBS or its counterparties, and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously. ⁵ Reflects the netting potential in accordance with enforceable master netting and similar arrangements where not all criteria for a net presentation on the balance sheet have been met. Refer to "Note 21 Offsetting financial assets and financial liabilities" in the "Consolidated financial statements" section of the UBS AG Annual Report 2023 for more information.

b) Cash collateral on derivative instruments

<i>USD bn</i>	Receivables 30.9.24	Payables 30.9.24	Receivables 30.6.24	Payables 30.6.24	Receivables 31.12.23	Payables 31.12.23
Cash collateral on derivative instruments, based on netting under IFRS Accounting Standards ¹	47.2	34.3	43.6	33.7	32.3	34.9
Further netting potential not recognized on the balance sheet ²	(28.7)	(18.7)	(27.2)	(19.8)	(22.8)	(20.6)
<i>of which: netting of recognized financial liabilities / assets</i>	<i>(26.4)</i>	<i>(16.4)</i>	<i>(24.6)</i>	<i>(17.3)</i>	<i>(20.4)</i>	<i>(17.2)</i>
<i>of which: netting with collateral received / pledged</i>	<i>(2.3)</i>	<i>(2.3)</i>	<i>(2.5)</i>	<i>(2.5)</i>	<i>(2.5)</i>	<i>(3.4)</i>
Cash collateral on derivative instruments, after consideration of further netting potential	18.5	15.5	16.5	13.9	9.5	14.3

¹ Financial assets and liabilities are presented net on the balance sheet if UBS has the unconditional and legally enforceable right to offset the recognized amounts, both in the normal course of business and in the event of default, bankruptcy or insolvency of UBS or its counterparties, and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously. ² Reflects the netting potential in accordance with enforceable master netting and similar arrangements where not all criteria for a net presentation on the balance sheet have been met. Refer to "Note 21 Offsetting financial assets and financial liabilities" in the "Consolidated financial statements" section of the UBS AG Annual Report 2023 for more information.

Note 12 Other assets and liabilities

a) Other financial assets measured at amortized cost

<i>USD m</i>	30.9.24	30.6.24	31.12.23
Debt securities	42,175	41,487	43,245
Loans to financial advisors	2,677	2,601	2,615
Fee- and commission-related receivables	2,609	2,482	1,883
Finance lease receivables	6,425	6,068	1,427
Settlement and clearing accounts	461	534	311
Accrued interest income	2,319	2,648	2,004
Other ¹	4,901	5,006	2,849
Total other financial assets measured at amortized cost	61,566	60,826	54,334

¹ Predominantly includes cash collateral provided to exchanges and clearing houses to secure securities trading activity through those counterparties.

b) Other non-financial assets

<i>USD m</i>	30.9.24	30.6.24	31.12.23
Precious metals and other physical commodities	6,965	6,445	4,426
Deposits and collateral provided in connection with litigation, regulatory and similar matters ¹	2,060	1,969	1,379
Prepaid expenses	1,382	1,420	1,062
Current tax assets	1,802	1,832	184
VAT, withholding tax and other tax receivables	1,168	965	561
Properties and other non-current assets held for sale	234	151	105
Assets of disposal groups held for sale ²	1,841		
Other	2,254	2,334	660
Total other non-financial assets	17,707	15,117	8,377

¹ Refer to Note 16 for more information. ² Refer to Note 2 for more information about the agreement to sell Select Portfolio Servicing.

c) Other financial liabilities measured at amortized cost

<i>USD m</i>	30.9.24	30.6.24	31.12.23
Other accrued expenses	2,808	2,761	1,613
Accrued interest expenses	6,421	6,795	4,186
Settlement and clearing accounts	1,763	1,797	1,314
Lease liabilities	4,295	4,323	2,904
Other	6,636	6,449	2,695
Total other financial liabilities measured at amortized cost	21,923	22,125	12,713

d) Other financial liabilities designated at fair value

<i>USD m</i>	30.9.24	30.6.24	31.12.23
Financial liabilities related to unit-linked investment contracts	18,389	17,080	15,922
Securities financing transactions	10,893	7,801	6,927
Over-the-counter debt instruments and other	6,082	7,096	1,566
Funding from UBS Group AG ¹	5,691	4,857	2,950
Total other financial liabilities designated at fair value	41,055	36,834	27,366

¹ Funding from UBS Group AG consists of subordinated debt of UBS AG and its subsidiaries toward UBS Group AG. Subordinated debt consists of unsecured debt obligations that are contractually subordinated in right of payment to all other present and future non-subordinated obligations of the respective issuing entity.

e) Other non-financial liabilities

<i>USD m</i>	30.9.24	30.6.24	31.12.23
Compensation-related liabilities	6,567	5,506	4,526
<i>of which: net defined benefit liability</i>	<i>733</i>	<i>695</i>	<i>487</i>
Current tax liabilities	1,119	1,219	932
Deferred tax liabilities	285	288	162
VAT, withholding tax and other tax payables	972	949	712
Deferred income	717	841	276
Liabilities of disposal groups held for sale ¹	1,291		
Other	303	482	74
Total other non-financial liabilities	11,253	9,285	6,682

¹ Refer to Note 2 for more information about the agreement to sell Select Portfolio Servicing.

Note 13 Funding from UBS Group AG measured at amortized cost

USD m	30.9.24	30.6.24	31.12.23
Debt contributing to total loss-absorbing capacity (TLAC)	90,959	93,711	51,102
Debt eligible as high-trigger loss-absorbing additional tier 1 capital instruments	15,012	13,907	11,286
Debt eligible as low-trigger loss-absorbing additional tier 1 capital instruments	1,239	1,225	1,212
Other ¹	5,053	2,882	3,682
Total funding from UBS Group AG measured at amortized cost^{2,3}	112,262	111,725	67,282

¹ Includes debt no longer eligible as TLAC having a residual maturity of less than one year and high-trigger loss-absorbing additional tier 1 capital instruments that ceased to be eligible when UBS Group AG issued notice of redemption. ² Consists of subordinated debt of UBS AG and its subsidiaries toward UBS Group AG. Subordinated debt consists of unsecured debt obligations that are contractually subordinated in right of payment to all other present and future non-subordinated obligations of the respective issuing entity. ³ UBS AG has also recognized funding from UBS Group AG that is designated at fair value. Refer to Note 12 for more information.

Note 14 Debt issued designated at fair value

USD m	30.9.24	30.6.24	31.12.23
Equity-linked ¹	56,691	55,911	46,269
Rates-linked	22,466	25,811	16,880
Credit-linked	5,990	6,510	4,506
Fixed-rate	15,811	15,271	14,295
Commodity-linked	3,638	3,507	3,704
Other	1,930	1,396	687
Total debt issued designated at fair value²	106,527	108,405	86,341

¹ Includes investment fund unit-linked instruments issued. ² As of 30 September 2024, 99% of Total debt issued designated at fair value was unsecured (as of 30 June 2024: 99%).

Note 15 Debt issued measured at amortized cost

USD m	30.9.24	30.6.24	31.12.23
Short-term debt¹	33,851	34,944	37,285
Senior unsecured debt	35,348	39,685	18,450
Covered bonds	10,265	8,583	1,006
Subordinated debt	720	715	3,008
<i>of which: eligible as non-Basel III-compliant tier 2 capital instruments</i>	<i>289</i>	<i>536</i>	<i>538</i>
Debt issued through the Swiss central mortgage institutions	28,807	27,010	10,035
Other long-term debt	468	1,583	
Long-term debt²	75,609	77,576	32,499
Total debt issued measured at amortized cost^{3,4}	109,460	112,520	69,784

¹ Debt with an original contractual maturity of less than one year, includes mainly certificates of deposit and commercial paper. ² Debt with an original contractual maturity greater than or equal to one year. The classification of debt issued into short-term and long-term does not consider any early redemption features. ³ Net of bifurcated embedded derivatives, the fair value of which was not material for the periods presented. ⁴ Except for Covered bonds (100% secured), Debt issued through the Swiss central mortgage institutions (100% secured) and Other long-term debt (88% secured), 100% of the balance was unsecured as of 30 September 2024.

Note 16 Provisions and contingent liabilities

a) Provisions

The table below presents an overview of total provisions.

<i>USD m</i>	30.9.24	30.6.24	31.12.23
Provisions other than provisions for expected credit losses	4,672	4,433	2,336
Provisions for expected credit losses ¹	337	330	188
Total provisions	5,009	4,763	2,524

¹ Refer to Note 9c for more information about ECL provisions recognized for off-balance sheet financial instruments and credit lines.

The table below presents additional information for provisions other than provisions for expected credit losses.

<i>USD m</i>	Litigation, regulatory and similar matters ¹	Restructuring ²	Real estate ³	Other ⁴	Total
Balance as of 31 December 2023	1,810	209	135	181	2,336
Balance as of 30 June 2024	3,174	760	212	287	4,433
Increase in provisions recognized in the income statement	167	197	4	23	391
Release of provisions recognized in the income statement	(37)	(30)	(2)	(12)	(81)
Reclassifications	86 ⁵	0	0	0	86
Provisions used in conformity with designated purpose	(70)	(186)	(3)	(12)	(271)
Foreign currency translation and other movements	60	34	12	8	114
Balance as of 30 September 2024	3,381	775	223	294	4,672

¹ Consists of provisions for losses resulting from legal, liability and compliance risks. ² Consists of USD 482m of provisions for onerous contracts related to real estate as of 30 September 2024 (30 June 2024: USD 461m; 31 December 2023: USD 146m), USD 272m of personnel-related restructuring provisions as of 30 September 2024 (30 June 2024: USD 299m; 31 December 2023: USD 64m) and onerous contracts related to technology. ³ Mainly includes provisions for reinstatement costs with respect to leased properties. ⁴ Mainly includes provisions related to employee benefits and operational risks. ⁵ Mainly includes a reclassification from derivative liabilities to IAS 37 provisions reflecting the funding obligation relating to investors who did not accept the redemption offer for the Credit Suisse supply chain finance funds.

Information about provisions and contingent liabilities in respect of litigation, regulatory and similar matters, as a class, is included in Note 16b. There are no material contingent liabilities associated with the other classes of provisions.

b) Litigation, regulatory and similar matters

UBS operates in a legal and regulatory environment that exposes it to significant litigation and similar risks arising from disputes and regulatory proceedings. As a result, UBS is involved in various disputes and legal proceedings, including litigation, arbitration, and regulatory and criminal investigations. "UBS", "we" and "our", for purposes of this Note, refer to UBS AG and / or one or more of its subsidiaries, as applicable.

Such matters are subject to many uncertainties, and the outcome and the timing of resolution are often difficult to predict, particularly in the earlier stages of a case. There are also situations where UBS may enter into a settlement agreement. This may occur in order to avoid the expense, management distraction or reputational implications of continuing to contest liability, even for those matters for which UBS believes it should be exonerated. The uncertainties inherent in all such matters affect the amount and timing of any potential outflows for both matters with respect to which provisions have been established and other contingent liabilities. UBS makes provisions for such matters brought against it when, in the opinion of management after seeking legal advice, it is more likely than not that UBS has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required, and the amount can be reliably estimated. Where these factors are otherwise satisfied, a provision may be established for claims that have not yet been asserted against UBS, but are nevertheless expected to be, based on UBS's experience with similar asserted claims. If any of those conditions is not met, such matters result in contingent liabilities. If the amount of an obligation cannot be reliably estimated, a liability exists that is not recognized even if an outflow of resources is probable. Accordingly, no provision is established even if the potential outflow of resources with respect to such matters could be significant. Developments relating to a matter that occur after the relevant reporting period, but prior to the issuance of financial statements, which affect management's assessment of the provision for such matter (because, for example, the developments provide evidence of conditions that existed at the end of the reporting period), are adjusting events after the reporting period under IAS 10 and must be recognized in the financial statements for the reporting period.

Specific litigation, regulatory and other matters are described below, including all such matters that management considers to be material and others that management believes to be of significance to UBS due to potential financial, reputational and other effects. The amount of damages claimed, the size of a transaction or other information is provided where available and appropriate in order to assist users in considering the magnitude of potential exposures.

Note 16 Provisions and contingent liabilities (continued)

In the case of certain matters below, we state that we have established a provision, and for the other matters, we make no such statement. When we make this statement and we expect disclosure of the amount of a provision to prejudice seriously our position with other parties in the matter because it would reveal what UBS believes to be the probable and reliably estimable outflow, we do not disclose that amount. In some cases we are subject to confidentiality obligations that preclude such disclosure. With respect to the matters for which we do not state whether we have established a provision, either: (a) we have not established a provision; or (b) we have established a provision but expect disclosure of that fact to prejudice seriously our position with other parties in the matter because it would reveal the fact that UBS believes an outflow of resources to be probable and reliably estimable.

With respect to certain litigation, regulatory and similar matters for which we have established provisions, we are able to estimate the expected timing of outflows. However, the aggregate amount of the expected outflows for those matters for which we are able to estimate expected timing is immaterial relative to our current and expected levels of liquidity over the relevant time periods.

The aggregate amount provisioned for litigation, regulatory and similar matters as a class is disclosed in the "Provisions" table in Note 15a above. UBS provides below an estimate of the aggregate liability for our litigation, regulatory and similar matters as a class of contingent liabilities. Estimates of contingent liabilities are inherently imprecise and uncertain as these estimates require UBS to make speculative legal assessments as to claims and proceedings that involve unique fact patterns or novel legal theories, that have not yet been initiated or are at early stages of adjudication, or as to which alleged damages have not been quantified by the claimants. Taking into account these uncertainties and the other factors described herein, UBS estimates the future losses that could arise from litigation, regulatory and similar matters disclosed below for which an estimate is possible, that are not covered by existing provisions are in the range of USD 0bn to USD 4.2bn.

Litigation, regulatory and similar matters may also result in non-monetary penalties and consequences. A guilty plea to, or conviction of, a crime could have material consequences for UBS. Resolution of regulatory proceedings may require UBS to obtain waivers of regulatory disqualifications to maintain certain operations, may entitle regulatory authorities to limit, suspend or terminate licenses and regulatory authorizations, and may permit financial market utilities to limit, suspend or terminate UBS's participation in such utilities. Failure to obtain such waivers, or any limitation, suspension or termination of licenses, authorizations or participations, could have material consequences for UBS.

Provisions for litigation, regulatory and similar matters, by business division and in Group Items¹

<i>USD m</i>	Global Wealth Management	Personal & Corporate Banking	Asset Management	Investment Bank	Non- core and Legacy	Group Items	UBS AG
Balance as of 31 December 2023	1,220	156	12	286	4	132	1,810
Balance as of 30 June 2024	1,199	152	2	280	1,406	135	3,174
Increase in provisions recognized in the income statement	21	0	6	1	139	0	167
Release of provisions recognized in the income statement	(4)	0	0	(2)	(32)	0	(37)
Reclassifications ²	0	0	0	0	86	0	86
Provisions used in conformity with designated purpose	(14)	0	(6)	(3)	(46)	(1)	(70)
Foreign currency translation and other movements	43	6	0	7	4	0	60
Balance as of 30 September 2024	1,247	157	2	283	1,557	135	3,381

¹ Provisions, if any, for the matters described in items 2 and 10 of this Note are recorded in Global Wealth Management. Provisions, if any, for the matters described in items 5, 6, 7, 8, 9 and 11 of this Note are recorded in Non-core and Legacy. Provisions, if any, for the matters described in item 1 of this Note are allocated between Global Wealth Management, Personal & Corporate Banking and Non-core and Legacy. Provisions, if any, for the matters described in item 3 of this Note are allocated between the Investment Bank, Non-core and Legacy and Group Items. Provisions, if any, for the matters described in item 4 of this Note are allocated between Global Wealth Management and Personal & Corporate Banking. Provisions, if any, for the matters described in item 12 of this Note are allocated between the Investment Bank and Non-core and Legacy. ² Mainly includes a reclassification from derivative liabilities to IAS 37 provisions reflecting the funding obligation relating to investors who did not accept the redemption offer for the Credit Suisse supply chain finance funds.

Note 16 Provisions and contingent liabilities (continued)

1. Inquiries regarding cross-border wealth management businesses

Tax and regulatory authorities in a number of countries have made inquiries, served requests for information or examined employees located in their respective jurisdictions relating to the cross-border wealth management services provided by UBS and other financial institutions. Credit Suisse offices in various locations, including the UK, the Netherlands, France and Belgium, have been contacted by regulatory and law enforcement authorities seeking records and information concerning investigations into Credit Suisse's historical private banking services on a cross-border basis and in part through its local branches and banks. The UK and French aspects of these issues have been closed. UBS is continuing to cooperate with the authorities.

Since 2013, UBS (France) S.A., UBS AG and certain former employees have been under investigation in France in relation to UBS's cross-border business with French clients. In connection with this investigation, the investigating judges ordered UBS AG to provide bail ("*caution*") of EUR 1.1bn.

In 2019, the court of first instance returned a verdict finding UBS AG guilty of unlawful solicitation of clients on French territory and aggravated laundering of the proceeds of tax fraud, and UBS (France) S.A. guilty of aiding and abetting unlawful solicitation and of laundering the proceeds of tax fraud. The court imposed fines aggregating EUR 3.7bn on UBS AG and UBS (France) S.A. and awarded EUR 800m of civil damages to the French state. A trial in the Paris Court of Appeal took place in March 2021. In December 2021, the Court of Appeal found UBS AG guilty of unlawful solicitation and aggravated laundering of the proceeds of tax fraud. The court ordered a fine of EUR 3.75m, the confiscation of EUR 1bn, and awarded civil damages to the French state of EUR 800m. UBS appealed the decision to the French Supreme Court. The Supreme Court rendered its judgment on 15 November 2023. It upheld the Court of Appeal's decision regarding unlawful solicitation and aggravated laundering of the proceeds of tax fraud, but overturned the confiscation of EUR 1bn, the penalty of EUR 3.75m and the EUR 800m of civil damages awarded to the French state. The case has been remanded to the Court of Appeal for a retrial regarding these overturned elements. The French state has reimbursed the EUR 800m of civil damages to UBS AG.

In May 2014, Credit Suisse entered into settlement agreements with the SEC, Federal Reserve and New York Department of Financial Services and plead guilty to conspiring to aid and abet US taxpayers in filing false tax returns. Credit Suisse continued to report to and cooperate with US authorities in accordance with its obligations under the plea and agreements, including by conducting a review of cross-border services provided by Credit Suisse. In this connection, Credit Suisse provided information to US authorities regarding potentially undeclared US assets held by clients at Credit Suisse since the May 2014 plea. UBS continues to cooperate with the authorities in their ongoing reviews. In March 2023, the US Senate Finance Committee issued a report criticizing Credit Suisse AG's history regarding US tax compliance. The report called on the DOJ to investigate Credit Suisse AG's compliance with the 2014 plea.

In February 2021, a *qui tam* complaint was filed in the Eastern District of Virginia, alleging that Credit Suisse had violated the False Claims Act by failing to disclose all US accounts at the time of the 2014 plea, which allegedly allowed Credit Suisse to pay a criminal fine in 2014 that was purportedly lower than it should have been. The DOJ moved to dismiss the case, and the Court summarily dismissed the suit. On appeal, the US Court of Appeals for the Fourth Circuit affirmed the dismissal of the action.

Our balance sheet at 30 September 2024 reflected a provision in an amount that UBS believes to be appropriate under the applicable accounting standard. As in the case of other matters for which we have established provisions, the future outflow of resources in respect of such matters cannot be determined with certainty based on currently available information and accordingly may ultimately prove to be substantially greater (or may be less) than the provision that we have recognized.

2. Madoff

In relation to the Bernard L. Madoff Investment Securities LLC (BMIS) investment fraud, UBS AG, UBS (Luxembourg) S.A. (now UBS Europe SE, Luxembourg branch) and certain other UBS subsidiaries have been subject to inquiries by a number of regulators, including the Swiss Financial Market Supervisory Authority (FINMA) and the Luxembourg Commission de Surveillance du Secteur Financier. Those inquiries concerned two third-party funds established under Luxembourg law, substantially all assets of which were with BMIS, as well as certain funds established in offshore jurisdictions with either direct or indirect exposure to BMIS. These funds faced severe losses, and the Luxembourg funds are in liquidation. The documentation establishing both funds identifies UBS entities in various roles, including custodian, administrator, manager, distributor and promoter, and indicates that UBS employees serve as board members.

Note 16 Provisions and contingent liabilities (continued)

In 2009 and 2010, the liquidators of the two Luxembourg funds filed claims against UBS entities, non-UBS entities and certain individuals, including current and former UBS employees, seeking amounts totaling approximately EUR 2.1bn, which includes amounts that the funds may be held liable to pay the trustee for the liquidation of BMIS (BMIS Trustee).

A large number of alleged beneficiaries have filed claims against UBS entities (and non-UBS entities) for purported losses relating to the Madoff fraud. The majority of these cases have been filed in Luxembourg, where decisions that the claims in eight test cases were inadmissible have been affirmed by the Luxembourg Court of Appeal, and the Luxembourg Supreme Court has dismissed a further appeal in one of the test cases.

In the US, the BMIS Trustee filed claims against UBS entities, among others, in relation to the two Luxembourg funds and one of the offshore funds. The total amount claimed against all defendants in these actions was not less than USD 2bn. In 2014, the US Supreme Court rejected the BMIS Trustee's motion for leave to appeal decisions dismissing all claims against UBS defendants except those for the recovery of approximately USD 125m of payments alleged to be fraudulent conveyances and preference payments. Similar claims have been filed against Credit Suisse entities seeking to recover redemption payments. In 2016, the bankruptcy court dismissed these claims against the UBS entities and most of the Credit Suisse entities. In 2019, the Court of Appeals reversed the dismissal of the BMIS Trustee's remaining claims. The case has been remanded to the Bankruptcy Court for further proceedings.

3. Foreign exchange, LIBOR and benchmark rates, and other trading practices

Foreign exchange-related regulatory matters: Beginning in 2013, numerous authorities commenced investigations concerning possible manipulation of foreign exchange markets and precious metals prices. As a result of these investigations, UBS entered into resolutions with Swiss, US and United Kingdom regulators and the European Commission. UBS was granted conditional immunity by the Antitrust Division of the DOJ and by authorities in other jurisdictions in connection with potential competition law violations relating to foreign exchange and precious metals businesses. In December 2021, the European Commission issued a decision imposing a fine of EUR 83.3m on Credit Suisse entities based on findings of anticompetitive practices in the foreign exchange market. Credit Suisse has appealed the decision to the European General Court. UBS received leniency and accordingly no fine was assessed.

Foreign exchange-related civil litigation: Putative class actions have been filed since 2013 in US federal courts and in other jurisdictions against UBS, Credit Suisse and other banks on behalf of putative classes of persons who engaged in foreign currency transactions with any of the defendant banks. UBS and Credit Suisse have resolved US federal court class actions relating to foreign currency transactions with the defendant banks and persons who transacted in foreign exchange futures contracts and options on such futures. Certain class members have excluded themselves from that settlement and filed individual actions in US and English courts against UBS, Credit Suisse and other banks, alleging violations of US and European competition laws and unjust enrichment. UBS, Credit Suisse and the other banks have resolved those individual matters. Credit Suisse and UBS, together with other financial institutions, were named in a consolidated putative class action in Israel, which made allegations similar to those made in the actions pursued in other jurisdictions. In April 2022, Credit Suisse entered into an agreement to settle all claims in this action. In February 2024, UBS entered into an agreement to settle all claims in this action. Both settlements remain subject to court approval.

A putative class action was filed in federal court against UBS and numerous other banks on behalf of persons and businesses in the US who directly purchased foreign currency from the defendants and alleged co-conspirators for their own end use. In May 2024, the Second Circuit upheld the district court's dismissal of the case.

LIBOR and other benchmark-related regulatory matters: Numerous government agencies conducted investigations regarding potential improper attempts by UBS, among others, to manipulate LIBOR and other benchmark rates at certain times. UBS and Credit Suisse reached settlements or otherwise concluded investigations relating to benchmark interest rates with the investigating authorities. UBS was granted conditional leniency or conditional immunity from authorities in certain jurisdictions, including the Antitrust Division of the DOJ and the Swiss Competition Commission (WEKO), in connection with potential antitrust or competition law violations related to certain rates. However, UBS has not reached a final settlement with WEKO, as the Secretariat of WEKO has asserted that UBS does not qualify for full immunity.

Note 16 Provisions and contingent liabilities (continued)

LIBOR and other benchmark-related civil litigation: A number of putative class actions and other actions are pending in the federal courts in New York against UBS and numerous other banks on behalf of parties who transacted in certain interest rate benchmark-based derivatives. Also pending in the US and in other jurisdictions are a number of other actions asserting losses related to various products whose interest rates were linked to LIBOR and other benchmarks, including adjustable rate mortgages, preferred and debt securities, bonds pledged as collateral, loans, depository accounts, investments and other interest-bearing instruments. The complaints allege manipulation, through various means, of certain benchmark interest rates, including USD LIBOR, Yen LIBOR, EURIBOR, CHF LIBOR, GBP LIBOR and seek unspecified compensatory and other damages under various legal theories.

USD LIBOR class and individual actions in the US: Beginning in 2013, putative class actions were filed in US federal district courts (and subsequently consolidated in the SDNY) by plaintiffs who engaged in over-the-counter instruments, exchange traded Eurodollar futures and options, bonds or loans that referenced USD LIBOR. The complaints allege violations of antitrust law and the Commodities Exchange Act, as well breach of contract and unjust enrichment. Following various rulings by the district court and the Second Circuit dismissing certain of the causes of action and allowing others to proceed, one class action with respect to transactions in over-the-counter instruments and several actions brought by individual plaintiffs are proceeding in the district court. UBS and Credit Suisse have entered into settlement agreements in respect of the class actions relating to exchange traded instruments, bonds and loans. These settlements have received final court approval and the actions have been dismissed as to UBS and Credit Suisse. In addition, an individual action was filed in the Northern District of California against UBS, Credit Suisse and numerous other banks alleging that the defendants conspired to fix the interest rate used as the basis for loans to consumers by jointly setting the USD ICE LIBOR rate and monopolized the market for LIBOR-based consumer loans and credit cards. The court dismissed the initial complaint and subsequently dismissed an amended complaint with prejudice. In January 2024, plaintiffs appealed the dismissal to the Ninth Circuit Court of Appeals.

Other benchmark class actions in the US: The Yen LIBOR/Euroyen TIBOR, EURIBOR and GBP LIBOR actions have been dismissed. Plaintiffs have appealed the dismissals.

In November 2022, defendants have moved to dismiss the complaint in the CHF LIBOR action. In 2023, the court approved a settlement by Credit Suisse of the claims against it in this matter.

Government bonds: In 2021, the European Commission issued a decision finding that UBS and six other banks breached European Union antitrust rules between 2007 and 2011 relating to European government bonds. The European Commission fined UBS EUR 172m. UBS has appealed the amount of the fine. Also in 2021, the European Commission issued a decision finding that Credit Suisse and four other banks had breached European Union antitrust rules relating to supra-sovereign, sovereign and agency bonds denominated in USD. The European Commission fined Credit Suisse EUR 11.9m. Credit Suisse appealed the decision. On 6 November 2024, the EU General Court issued its decision denying Credit Suisse's appeal.

Credit Suisse, together with other financial institutions, was named in two Canadian putative class actions, which allege that defendants conspired to fix the prices of supranational, sub-sovereign and agency bonds sold to and purchased from investors in the secondary market. One action was dismissed against Credit Suisse in February 2020. In October 2022, Credit Suisse entered into an agreement to settle all claims in the second action. The settlement remains subject to court approval.

Note 16 Provisions and contingent liabilities (continued)

Credit default swap auction litigation – In June 2021, Credit Suisse, along with other banks and entities, was named in a putative class action complaint filed in the US District Court for the District of New Mexico alleging manipulation of credit default swap (CDS) final auction prices. Defendants filed a motion to enforce a previous CDS class action settlement in the SDNY. In January 2024, the SDNY ruled that, to the extent claims in the New Mexico action arise from conduct prior to 30 June 2014, those claims are barred by the SDNY settlement. The plaintiffs have appealed the SDNY decision.

With respect to additional matters and jurisdictions not encompassed by the settlements and orders referred to above, our balance sheet at 30 September 2024 reflected a provision in an amount that UBS believes to be appropriate under the applicable accounting standard. As in the case of other matters for which we have established provisions, the future outflow of resources in respect of such matters cannot be determined with certainty based on currently available information and accordingly may ultimately prove to be substantially greater (or may be less) than the provision that we have recognized.

4. Swiss retrocessions

The Federal Supreme Court of Switzerland ruled in 2012, in a test case against UBS, that distribution fees paid to a firm for distributing third-party and intra-group investment funds and structured products must be disclosed and surrendered to clients who have entered into a discretionary mandate agreement with the firm, absent a valid waiver. FINMA issued a supervisory note to all Swiss banks in response to the Supreme Court decision. UBS has met the FINMA requirements and has notified all potentially affected clients.

The Supreme Court decision has resulted, and continues to result, in a number of client requests to disclose and potentially surrender retrocessions. Client requests are assessed on a case-by-case basis. Considerations taken into account when assessing these cases include, among other things, the existence of a discretionary mandate and whether or not the client documentation contained a valid waiver with respect to distribution fees.

Our balance sheet at 30 September 2024 reflected a provision with respect to matters described in this item 4 in an amount that UBS believes to be appropriate under the applicable accounting standard. The ultimate exposure will depend on client requests and the resolution thereof, factors that are difficult to predict and assess. Hence, as in the case of other matters for which we have established provisions, the future outflow of resources in respect of such matters cannot be determined with certainty based on currently available information and accordingly may ultimately prove to be substantially greater (or may be less) than the provision that we have recognized.

5. Mortgage-related matters

Government and regulatory related matters: DOJ RMBS settlement – In January 2017, Credit Suisse Securities (USA) LLC (CSS LLC) and its current and former US subsidiaries and US affiliates reached a settlement with the US Department of Justice (DOJ) related to its legacy Residential Mortgage-Backed Securities (RMBS) business, a business conducted through 2007. The settlement resolved potential civil claims by the DOJ related to certain of those Credit Suisse entities' packaging, marketing, structuring, arrangement, underwriting, issuance and sale of RMBS. Pursuant to the terms of the settlement a civil monetary penalty was paid to the DOJ in January 2017. The settlement also required the Credit Suisse entities to provide certain levels of consumer relief measures, including affordable housing payments and loan forgiveness, and the DOJ and Credit Suisse agreed to the appointment of an independent monitor to oversee the completion of the consumer relief requirements of the settlement. UBS continues to evaluate its approach toward satisfying the remaining consumer relief obligations. The aggregate amount of the consumer relief obligation increased after 2021 by 5% per annum of the outstanding amount due until these obligations are settled. The monitor publishes reports periodically on these consumer relief matters.

Civil litigation: Repurchase litigations – Credit Suisse affiliates are defendants in various civil litigation matters related to their roles as issuer, sponsor, depositor, underwriter and/or servicer of RMBS transactions. These cases currently include repurchase actions by RMBS trusts and/or trustees, in which plaintiffs generally allege breached representations and warranties in respect of mortgage loans and failure to repurchase such mortgage loans as required under the applicable agreements. The amounts disclosed below do not reflect actual realized plaintiff losses to date. Unless otherwise stated, these amounts reflect the original unpaid principal balance amounts as alleged in these actions.

Note 16 Provisions and contingent liabilities (continued)

DLJ Mortgage Capital, Inc. (DLJ) is a defendant in New York state court in five actions: An action brought by Asset Backed Securities Corporation Home Equity Loan Trust, Series 2006-HE7 alleges damages of not less than USD 374m. In December 2023, the court granted in part DLJ's motion to dismiss, dismissing with prejudice all notice-based claims; the parties have appealed. An action by Home Equity Asset Trust, Series 2006-8, alleges damages of not less than USD 436m. An action by Home Equity Asset Trust 2007-1 alleges damages of not less than USD 420m. A non-jury trial in this action was held between January and February 2023, and a decision is pending. An action by Home Equity Asset Trust 2007-2 alleges damages of not less than USD 495m. An action by CSMC Asset-Backed Trust 2007-NC1 does not allege a damages amount.

6. ATA litigation

Since November 2014, a series of lawsuits have been filed against a number of banks, including Credit Suisse, in the US District Court for the Eastern District of New York (EDNY) and the SDNY alleging claims under the United States Anti-Terrorism Act (ATA) and the Justice Against Sponsors of Terrorism Act. The plaintiffs in each of these lawsuits are, or are relatives of, victims of various terrorist attacks in Iraq and allege a conspiracy and/or aiding and abetting based on allegations that various international financial institutions, including the defendants, agreed to alter, falsify or omit information from payment messages that involved Iranian parties for the express purpose of concealing the Iranian parties' financial activities and transactions from detection by US authorities. The lawsuits allege that this conduct has made it possible for Iran to transfer funds to Hezbollah and other terrorist organizations actively engaged in harming US military personnel and civilians. In January 2023, the United States Court of Appeals for the Second Circuit affirmed a September 2019 ruling by the EDNY granting defendants' motion to dismiss the first filed lawsuit. In October 2023, the United States Supreme Court denied plaintiffs' petition for a writ of certiorari. In February 2024, plaintiffs filed a motion to vacate the judgment in the first filed lawsuit. Of the other seven cases, four are stayed, including one that was dismissed as to Credit Suisse and most of the bank defendants prior to entry of the stay, and in three plaintiffs have filed amended complaints.

7. Customer account matters

Several clients have claimed that a former relationship manager in Switzerland had exceeded his investment authority in the management of their portfolios, resulting in excessive concentrations of certain exposures and investment losses. Credit Suisse AG has investigated the claims, as well as transactions among the clients. Credit Suisse AG filed a criminal complaint against the former relationship manager with the Geneva Prosecutor's Office upon which the prosecutor initiated a criminal investigation. Several clients of the former relationship manager also filed criminal complaints with the Geneva Prosecutor's Office. In February 2018, the former relationship manager was sentenced to five years in prison by the Geneva criminal court for fraud, forgery and criminal mismanagement and ordered to pay damages of approximately USD 130m. On appeal, the Criminal Court of Appeals of Geneva and, subsequently, the Swiss Federal Supreme Court upheld the main findings of the Geneva criminal court.

Civil lawsuits have been initiated against Credit Suisse AG and/or certain affiliates in various jurisdictions, based on the findings established in the criminal proceedings against the former relationship manager.

In Singapore, in a civil lawsuit against Credit Suisse Trust Limited, the Singapore International Commercial Court issued a judgment finding for the plaintiffs and, in September 2023, the court awarded damages of USD 742.73m, excluding post-judgment interest. This figure does not exclude potential overlap with the Bermuda proceedings against Credit Suisse Life (Bermuda) Ltd., described below, and the court ordered the parties to ensure that there shall be no double recovery in relation to this award and the Bermuda proceedings. On appeal from this judgment, in July 2024, the court ordered some changes to the calculation of damages and directed the parties to agree adjustments to the award. The court ordered a revised award of USD 461m, including interest and costs, in October 2024.

Note 16 Provisions and contingent liabilities (continued)

In Bermuda, in the civil lawsuit brought against Credit Suisse Life (Bermuda) Ltd., the Supreme Court of Bermuda issued a judgment finding for the plaintiff and awarded damages of USD 607.35m to the plaintiff. Credit Suisse Life (Bermuda) Ltd. appealed the decision and in June 2023, the Bermuda Court of Appeal confirmed the award issued by the Supreme Court of Bermuda and the finding that Credit Suisse Life (Bermuda) Ltd. had breached its contractual and fiduciary duties, but overturning the finding that Credit Suisse Life (Bermuda) Ltd. had made fraudulent misrepresentations. In March 2024, the Bermuda Court of Appeal granted a motion by Credit Suisse Life (Bermuda) Ltd for leave to appeal the judgment to the Judicial Committee of the Privy Council and the notice of such appeal was filed. The Court of Appeal also ordered that the current stay continue pending determination of the appeal on the condition that the damages awarded remain within the escrow account plus interest calculated at the Bermuda statutory rate of 3.5%. In December 2023, USD 75m was released from the escrow account and paid to plaintiffs.

In Switzerland, civil lawsuits have been commenced against Credit Suisse AG in the Court of First Instance of Geneva, with statements of claim served in March 2023 and March 2024.

8. Mozambique matter

Credit Suisse was subject to investigations by regulatory and enforcement authorities, as well as civil litigation, regarding certain Credit Suisse entities' arrangement of loan financing to Mozambique state enterprises, Proindicus S.A. and Empresa Moçambicana de Atum S.A. (EMATUM), a distribution to private investors of loan participation notes (LPN) related to the EMATUM financing in September 2013, and certain Credit Suisse entities' subsequent role in arranging the exchange of those LPNs for Eurobonds issued by the Republic of Mozambique. In 2019, three former Credit Suisse employees pleaded guilty in the EDNY to accepting improper personal benefits in connection with financing transactions carried out with two Mozambique state enterprises.

In October 2021, Credit Suisse reached settlements with the DOJ, the US Securities and Exchange Commission (SEC), the UK Financial Conduct Authority (FCA) and FINMA to resolve inquiries by these agencies, including findings that Credit Suisse failed to appropriately organize and conduct its business with due skill and care, and manage risks. Credit Suisse Group AG entered into a three-year Deferred Prosecution Agreement (DPA) with the DOJ in connection with the criminal information charging Credit Suisse Group AG with conspiracy to commit wire fraud and CSSEL entered into a Plea Agreement and pleaded guilty to one count of conspiracy to violate the US federal wire fraud statute. Under the terms of the DPA, UBS Group AG (as successor to Credit Suisse Group AG) continued compliance enhancement and remediation efforts agreed by Credit Suisse, and undertake additional measures as outlined in the DPA. If the DPA's conditions are complied with, the charges will be dismissed within six months of the end of the DPA's three-year term.

9. ETN-related litigation

XIV litigation: Since March 2018, three class action complaints were filed in the SDNY on behalf of a putative class of purchasers of VelocityShares Daily Inverse VIX Short Term Exchange Traded Notes linked to the S&P 500 VIX Short-Term Futures Index (XIV ETNs). The complaints have been consolidated and asserts claims against Credit Suisse for violations of various anti-fraud and anti-manipulation provisions of US securities laws arising from a decline in the value of XIV ETNs in February 2018. On appeal from an order of the SDNY dismissing all claims, the Second Circuit issued an order that reinstated a portion of the claims. In decisions in March 2023 and March 2024, the court denied class certification for two of the three classes proposed by plaintiffs and certified the third proposed class.

Note 16 Provisions and contingent liabilities (continued)

10. Bulgarian former clients matter

In December 2020, the Swiss Office of the Attorney General brought charges against Credit Suisse AG and other parties concerning the diligence and controls applied to a historical relationship with Bulgarian former clients who are alleged to have laundered funds through Credit Suisse AG accounts. In June 2022, following a trial, Credit Suisse AG was convicted in the Swiss Federal Criminal Court of certain historical organizational inadequacies in its anti-money laundering framework and ordered to pay a fine of CHF 2m. In addition, the court seized certain client assets in the amount of approximately CHF 12m and ordered Credit Suisse AG to pay a compensatory claim in the amount of approximately CHF 19m. Credit Suisse AG appealed the decision to the Swiss Federal Court of Appeals. Following the merger of UBS AG and Credit Suisse AG, UBS AG confirmed the appeal. The trial before the Federal Court of Appeals occurred in October 2024.

11. Supply chain finance funds

Credit Suisse has received requests for documents and information in connection with inquiries, investigations, enforcement and other actions relating to the supply chain finance funds (SCFFs) matter by FINMA, the FCA and other regulatory and governmental agencies. The Luxembourg Commission de Surveillance du Secteur Financier is reviewing the matter and has commissioned a report from a third party. Credit Suisse is cooperating with these authorities.

In February 2023, FINMA announced the conclusion of its enforcement proceedings against Credit Suisse in connection with the SCFFs matter. In its order, FINMA reported that Credit Suisse had seriously breached applicable Swiss supervisory laws in this context with regard to risk management and appropriate operational structures. While FINMA recognized that Credit Suisse had already taken extensive organizational measures to strengthen its governance and control processes, FINMA ordered certain additional remedial measures. These include a requirement that Credit Suisse documents the responsibilities of approximately 600 of its highest-ranking managers. This measure has been made applicable to UBS Group. FINMA has also separately opened four enforcement proceedings against former managers of Credit Suisse.

In May 2023, FINMA opened an enforcement proceeding against Credit Suisse in order to confirm compliance with supervisory requirements in response to inquiries from FINMA's enforcement division in the SCFFs matter.

The Attorney General of the Canton of Zurich has initiated a criminal procedure in connection with the SCFFs matter and several fund investors have joined the procedure as interested parties. Certain former and active Credit Suisse employees, among others, have been named as accused persons, but Credit Suisse itself was not made a party to the proceeding.

Certain civil actions have been filed by fund investors and other parties against Credit Suisse and/or certain officers and directors in various jurisdictions, which make allegations including mis-selling and breaches of duties of care, diligence and other fiduciary duties. In June 2024, the Credit Suisse SCFFs made a voluntary offer to the SCFFs investors to redeem all outstanding fund units. The offer expired on 31 July 2024, and fund units representing around 92% of the SCFFs' net asset value were tendered in the offer and accepted. Fund units accepted in the offer were redeemed at 90% of the net asset value determined on 25 February 2021, net of any payments made by the relevant fund to the fund investors since that time. Investors whose units were redeemed released any claims they may have had against the SCFFs, Credit Suisse or UBS. The offer was funded by UBS through the purchase of units of feeder sub-funds.

Note 16 Provisions and contingent liabilities (continued)

12. Archegos

Credit Suisse and UBS have received requests for documents and information in connection with inquiries, investigations and/or actions relating to their relationships with Archegos Capital Management (Archegos), including from FINMA (assisted by a third party appointed by FINMA), the DOJ, the SEC, the US Federal Reserve, the US Commodity Futures Trading Commission (CFTC), the US Senate Banking Committee, the Prudential Regulation Authority (PRA), the FCA, COMCO, the Hong Kong Competition Commission and other regulatory and governmental agencies. UBS is cooperating with the authorities in these matters. In July 2023, CSI and CSSEL entered into a settlement agreement with the PRA providing for the resolution of the PRA's investigation. Also in July 2023, FINMA issued a decree ordering remedial measures and the Federal Reserve Board issued an Order to Cease and Desist. Under the terms of the order, Credit Suisse paid a civil money penalty and agreed to undertake certain remedial measures relating to counterparty credit risk management, liquidity risk management and non-financial risk management, as well as enhancements to board oversight and governance. UBS Group, as the legal successor to Credit Suisse Group AG, is a party to the FINMA decree and Federal Reserve Board Cease and Desist Order.

Civil actions relating to Credit Suisse's relationship with Archegos have been filed against Credit Suisse and/or certain officers and directors, including claims for breaches of fiduciary duties.

Note 17 Events after the reporting period

In October 2024, UBS entered into an agreement to sell to American Express Swiss Holdings GmbH (American Express) its 50% interest in Swisscard AECS GmbH (Swisscard), a joint venture between UBS and American Express in Switzerland. In addition, UBS and Swisscard entered into an agreement to transition the Credit Suisse-branded card portfolios to UBS. Both transactions are subject to certain closing conditions and are not expected to have a material impact for UBS.

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