

**Supplement No. 2**

pursuant to § 16 (1) of the German Securities Prospectus Act

dated 11 October 2011

to the already published (single document) Base Prospectus of UBS AG,  
[London] [Jersey] [Branch,]

dated 30 November 2010, as supplemented by a Supplement from time to time  
(together, the "Base Prospectus")

in relation to the

UBS Structured Note Programme

**at the same time****Supplement No. 4**

pursuant to § 16 (1) of the German Securities Prospectus Act

dated 11 October 2011

to the already published (single document) Base Prospectus of UBS AG,  
[London] [Jersey] [Branch,]

dated 30 November 2009, as supplemented by a Supplement from time to time  
(together, the "Base Prospectus")

in relation to the

UBS Structured Note Programme

**at the same time****Supplement No. 3**

pursuant to § 16 (1) of the German Securities Prospectus Act

dated 11 October 2011

to the already published (single document) Base Prospectus of UBS AG,  
[London] [Jersey] [Branch,]

dated 6 April 2009, as supplemented by a Supplement from time to time  
(together, the "Base Prospectus")

in relation to the

UBS Structured Note Programme

**at the same time**

**Supplement No. 4**

pursuant to § 16 (1) of the German Securities Prospectus Act

dated 11 October 2011

to the already published (single document) Base Prospectus of UBS AG,  
[London] [Jersey] [Branch,]

dated 10 April 2008, as supplemented by a Supplement from time to time  
(together, the "Base Prospectus")

in relation to the

UBS Structured Note Programme

**at the same time**

**Supplement No. 5**

pursuant to § 16 (1) of the German Securities Prospectus Act

dated 11 October 2011

to the already published (single document) Base Prospectus of UBS AG,  
[London] [Jersey] [Branch,]

dated 10 April 2007, as supplemented by a Supplement from time to time  
(together, the "Base Prospectus")

in relation to the

UBS Structured Note Programme

**The attention of the investors is in particular drawn to the following: Investors who have already agreed to purchase or subscribe for the [Notes][Certificates][Bonds][Securities] before this supplement is published have, pursuant to § 16 (3) of the German Securities Prospectus Act, the right, exercisable within a time limit of two working days after the publication of this supplement, to withdraw their acceptances, provided that the securities have not been settled yet. A withdrawal, if any, of an order must be communicated in writing to the Issuer at its registered office specified in the address list hereof.**

## TABLE OF CONTENTS

	Page
1) Summary	4
2) <i>Zusammenfassung</i>	7
3) Description of the Issuer	11
4) Selling Restrictions	29
5) General Information – Incorporation by Reference	30
Address List	32
Signatories	33

- 1) In the section entitled "Summary of the Base Prospectus of the Programme", the sub-section entitled "C. Summary of the Description of UBS AG" in relation to the relevant Base Prospectus as supplemented from time to time shall be replaced in its entirety by the following wording:

#### Overview

UBS AG with its subsidiaries (UBS AG also "Issuer" or "Company"; together with its subsidiaries "UBS Group", "Group" or "UBS") draws on its 150-year heritage to serve private, institutional and corporate clients worldwide, as well as retail clients in Switzerland. UBS combines its wealth management, investment banking and asset management businesses with its Swiss operations to deliver superior financial solutions. Headquartered in Zurich and Basel, Switzerland, UBS has offices in more than 50 countries, including all major financial centers.

On 30 June 2011 UBS's BIS Tier1<sup>1</sup> ratio was 18.1%, invested assets stood at CHF 2,069 billion, equity attributable to UBS shareholders was CHF 47,263 million and market capitalization was CHF 58,745 million. On the same date, UBS employed 65,707 people.<sup>2</sup>

#### Selected Consolidated Financial Data

UBS derived the following selected consolidated financial data from (i) its annual report 2010 containing the audited consolidated financial statements for the fiscal year ended 31 December 2010 (including comparative figures as of 31 December 2009 and 2008) and (ii) its unaudited consolidated financial statements for the second quarter ended 30 June 2011 (including comparative figures as of 30 June 2010). UBS' consolidated financial statements were prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) and stated in Swiss francs (CHF).

CHF million, except where indicated	For the quarter ended		For the year ended		
	30.06.11	30.06.10	31.12.10	31.12.09	31.12.08
	<i>unaudited</i>		<i>audited, except where indicated</i>		
<b>Group results</b>					
Operating income	7,171	9,185	31,994	22,601	796
Operating expenses	5,516	6,571	24,539	25,162	28,555
Operating profit from continuing operations before tax	1,654	2,614	7,455	(2,561)	(27,758)
Net profit attributable to UBS shareholders	1,015	2,005	7,534	(2,736)	(21,292)
Diluted earnings per share (CHF)	0.26	0.52	1.96	(0.75)	(7.63)

#### Key performance indicators, balance sheet and capital management

	For the period		For the year ended		
	01.01. – 30.06.11	01.01. – 30.06.10	31.12.10	31.12.09	31.12.08
<b>Performance</b>					
Return on equity (RoE) (%) <sup>1</sup>	12.0	19.5	16.7*	(7.8)*	(58.7)*
Return on risk-weighted assets, gross (%) <sup>2</sup>	15.3	17.5	15.5*	9.9*	1.2*
Return on assets, gross (%) <sup>3</sup>	2.4	2.6	2.3*	1.5*	0.2*
	For the quarter ended		For the year ended		
	30.06.11	30.06.10	31.12.10	31.12.09	31.12.08

<sup>1</sup> BIS Tier 1 ratio is the ratio of eligible Tier 1 capital to BIS risk-weighted assets, calculated under Basel II standards. Eligible Tier 1 capital comprises paid-in share capital, share premium, retained earnings including current year profit, foreign currency translation, trust preferred securities (innovative and non-innovative capital instruments) and non-controlling interests, less deductions for treasury shares and own shares, goodwill and intangibles and other deduction items such as for certain securitization exposures. It excludes own credit effects on liabilities designated at fair value, which are reversed for capital purposes.

<sup>2</sup> Full-time equivalents.

<b>Growth</b>					
Net profit growth (%) <sup>4</sup>	(43.8)	(8.9)	N/A*	N/A*	N/A*
Net new money (CHF billion) <sup>5</sup>	8.7	(4.7)	(14.3)	(147.3)	(226.0)
<b>Efficiency</b>					
Cost / income ratio (%) <sup>6</sup>	77.1	71.2	76.5*	103.0*	753*
As of					
<i>CHF million, except where indicated</i>	30.06.11	31.12.10	31.12.09		31.12.08
<b>Capital strength</b>					
BIS tier 1 ratio (%) <sup>7</sup>	18.1		17.8*	15.4*	11.0*
FINMA leverage ratio (%) <sup>8</sup>	4.8		4.5*	3.9*	2.5*
<b>Balance sheet and capital management</b>					
Total assets	1,236,770		1,317,247	1,340,538	2,014,815
Equity attributable to UBS shareholders	47,263		46,820	41,013	32,531
BIS total ratio (%)	19.5		20.4*	19.8*	15.0*
BIS risk-weighted assets	206,224		198,875*	206,525*	302,273*
BIS tier 1 capital	37,387		35,323	31,798	33,154
As of					
<i>CHF million, except where indicated</i>	30.06.11	31.12.10	31.12.09		31.12.08
<b>Additional information</b>					
Invested assets (CHF billion)	2,069		2,152	2,233	2,174
Personnel (full-time equivalents)	65,707		64,617*	65,233*	77,783*
Market capitalization	58,745		58,803*	57,108*	43,519*

\*unaudited

<sup>1</sup> Net profit attributable to UBS shareholders on a year-to-date basis (annualized as applicable) / average equity attributable to UBS shareholders (year-to-date basis). <sup>2</sup> Operating income before credit loss (expense) or recovery on a year-to-date basis (annualized as applicable) / average risk-weighted assets (year-to-date basis). <sup>3</sup> Operating income before credit loss (expense) or recovery on a year-to-date basis (annualized as applicable) / average total assets (year-to-date basis). <sup>4</sup> Change in net profit attributable to UBS shareholders from continuing operations between current and comparison periods / net profit attributable to UBS shareholders from continuing operations of comparison period. Not meaningful if either the current period or the comparison period is a loss period. <sup>5</sup> Inflow of invested assets from new and existing clients less outflows from existing clients or due to client defection. Excludes interest and dividend income. <sup>6</sup> Operating expenses / operating income before credit loss (expense) or recovery. <sup>7</sup> BIS tier 1 capital / BIS risk-weighted assets. <sup>8</sup> FINMA tier 1 capital / average adjusted assets as per definition by the Swiss Financial Market Supervisory Authority (FINMA).

### **Corporate Information**

The legal and commercial name of the Company is UBS AG. The Company 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. On 8 December 1997, the Company changed its name to UBS AG. The Company 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 CH-270.3.004.646-4.

UBS AG is incorporated and domiciled in Switzerland and operates under Swiss Code of Obligations and Swiss Federal Banking Law as an Aktiengesellschaft, a corporation that has issued shares of common stock to investors.

According to Article 2 of the Articles of Association of UBS AG ("**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 shares are listed on the SIX Swiss Exchange and the New York Stock Exchange.

The addresses and telephone numbers of UBS AG's two registered offices and principal places of business are: Bahnhofstrasse 45, CH-8001 Zurich, Switzerland, telephone +41 44 234 1111; and Aeschenvorstadt 1, CH-4051 Basel, Switzerland, telephone +41 61 288 5050.

### ***Organizational Structure of the Issuer***

UBS AG is the parent company of the UBS Group. The objective of UBS's group structure is to support the business activities of the Company within an efficient legal, tax, regulatory and funding framework. None of the individual business divisions of UBS or the Corporate Center are legally independent entities; instead, they primarily perform their activities through the domestic and foreign offices of the parent bank.

The parent bank structure allows UBS to fully exploit the advantages generated for all business divisions through the use of a single legal entity. In cases where it is impossible or inefficient to operate via the parent, due to local legal, tax or regulatory provisions, or where additional legal entities join the Group through acquisition, the business is operated on location by legally independent Group companies.

### ***Trend Information***

The following outlook statement was presented in UBS's second quarter 2011 report issued on 26 July 2011:

Current economic uncertainty shows little sign of abating. UBS therefore does not envisage material improvements in market conditions in the third quarter of 2011, particularly given the seasonal decline in activity levels traditionally associated with the summer holiday season, and expect these conditions to continue to constrain its results. In the second half of 2011, UBS may recognize deferred tax assets that could reduce its full-year effective tax rate. The levy imposed by the United Kingdom on bank liabilities, formally introduced just after the end of the second quarter, is expected to reduce the Investment Bank's performance before tax by approximately CHF 100 million before the end of 2011. As a result of UBS's intention to initiate cost reduction measures, it is likely that UBS will book significant restructuring charges later this year. Going forward, UBS's solid capital position and financial stability as well as its sharpened focus on cost discipline will enable UBS to build further on the progress it has already made.

### ***Administrative, Management and Supervisory Bodies of the Issuer***

UBS AG is subject to, and fully complies with, the applicable Swiss regulatory requirements regarding corporate governance. In addition, as a foreign company with shares listed on the New York Stock Exchange (NYSE), UBS AG complies with the NYSE corporate governance standards with regard to foreign listed companies.

UBS AG operates under a strict dual board structure, as mandated by Swiss banking law. This structure establishes checks and balances and preserves the institutional independence of the Board of Directors ("**BoD**") from the day-to-day management of the firm, for which responsibility is delegated to the Group Executive Board ("**GEB**"). The supervision and control of the executive management remains with the BoD. No member of one board may be a member of the other.

The Articles of Association and the Organization Regulations of UBS AG with their annexes govern to the authorities and responsibilities of the two bodies.

### ***Auditors***

On 28 April 2011, the Annual General Meeting of UBS AG re-elected Ernst & Young Ltd, Aeschengraben 9, 4002 Basel, Switzerland ("**Ernst & Young**") as auditors for the Financial Statements of UBS AG and the Consolidated Financial Statements of the UBS Group for a further one-year term. Ernst & Young Ltd., Basel, is a member of the Swiss Institute of Certified Accountants and Tax Consultants based in Zurich, Switzerland."

2) In the section entitled "Deutsche Fassung der Kurzbeschreibung des Basisprospekts des Programms" the sub-section entitled "C. Zusammenfassung der Beschreibung der UBS AG", in relation to the relevant Base Prospectus as supplemented from time to time shall be replaced in its entirety by the following wording:

### C. Zusammenfassung der "Beschreibung der UBS AG"

#### Überblick

Seit 150 Jahren betreut UBS AG mit ihren Tochtergesellschaften (UBS AG ebenso die "Emittentin" oder die "Gesellschaft" und zusammen mit ihren Tochtergesellschaften "UBS Gruppe", "Gruppe" oder "UBS") weltweit private Kunden, Institutionelle und Firmenkunden sowie Privatkunden in der Schweiz. Die Verbindung von Wealth Management, Investment Banking und Asset Management mit ihrem Schweizer Geschäft ermöglicht es UBS, hervorragende Finanzlösungen anzubieten. UBS verfügt über Hauptsitze in Zürich und Basel und ist in mehr als 50 Ländern, einschliesslich aller wichtigen Finanzplätze, vertreten.

Am 30. Juni 2011 belief sich die BIZ-Kernkapitalquote (Tier 1)<sup>3</sup> von UBS auf 18,1%, das verwaltete Vermögen belief sich auf CHF 2.069 Milliarden und das den UBS-Aktionären zurechenbare Eigenkapital betrug CHF 47.263 Millionen. Die Marktkapitalisierung betrug CHF 58.745 Millionen. Zum gleichen Datum beschäftigte UBS 65.707 Mitarbeiter.<sup>4</sup>

#### Ausgewählte konsolidierte Finanzdaten

UBS hat die nachstehenden ausgewählten konsolidierten Finanzdaten den folgenden Dokumenten entnommen: (i) dem Geschäftsbericht für das Geschäftsjahr 2010, der die geprüften konsolidierten Finanzangaben für das am 31. Dezember 2010 endende Geschäftsjahr enthält (einschließlich der Vergleichszahlen zum 31. Dezember 2009 und 2008) und (ii) den ungeprüften konsolidierten Finanzangaben für das zweite Quartal endend zum 30. Juni 2011 (einschließlich Vergleichszahlen zum 30. Juni 2010). Die konsolidierten Finanzangaben der UBS AG wurden nach den vom International Accounting Standards Board (IASB) herausgegebenen International Financial Reporting Standards (IFRS) erstellt und in Schweizer Franken (CHF) aufgestellt.

Mio. CHF (Ausnahmen sind angegeben)	Für das Quartal endend am		Für das Jahr endend am		
	30.06.11	30.06.10	31.12.10	31.12.09	31.12.08
	<i>ungeprüft</i>		<i>geprüft (Ausnahmen sind angegeben)</i>		
<b>UBS-Konzern</b>					
Geschäftsertrag	7.171	9.185	31.994	22.601	796
Geschäftsaufwand	5.516	6.571	24.539	25.162	28.555
Ergebnis aus fortzuführenden Geschäftsbereichen, vor Steuern	1.654	2.614	7.455	(2.561)	(27.758)
Den UBS-Aktionären zurechenbares Konzernergebnis	1.015	2.005	7.534	(2.736)	(21.292)
Verwässertes Ergebnis pro Aktie (CHF)	0,26	0,52	1,96	(0,75)	(7,63)

#### Kennzahlen zur Leistungsmessung, Bilanz- und Kapitalbewirtschaftung

	Für den Zeitraum		Für das Jahr endend am		
	01.01. – 30.06.11	01.01. – 30.06.10	31.12.10	31.12.09	31.12.08
<b>Performance</b>					

<sup>3</sup> Die BIZ-Kernkapitalquote (Tier 1) entspricht dem Verhältnis zwischen dem anrechenbaren Tier-1-Kapital und den risikogewichteten Aktiven (BIZ) gemäss den Basel-II-Standards. Das anrechenbare Tier-1-Kapital beinhaltet das einbezahlte Aktienkapital, die Kapitalreserven, die Gewinnreserven einschliesslich des aktuellen Jahresgewinns, Währungsumrechnungen, Trust Preferred Securities (innovative und nicht innovative Kapitalinstrumente) sowie die nicht beherrschenden Anteile, unter Berücksichtigung von Abzügen für *Treasury Shares* und eigene Aktien, Goodwill und immaterieller Vermögenswerte sowie anderer Abzüge wie z.B. für bestimmte Risiken aus Verbriefungen. Ausgenommen sind Auswirkungen eigener Bonitätsveränderungen auf zum *fair value* angesetzte Verbindlichkeiten, die für die Zwecke der Kapitalermittlung unberücksichtigt bleiben.

<sup>4</sup> Mitarbeiter auf Vollzeitbasis.

Eigenkapitalrendite (RoE) (%) <sup>1</sup>	12,0	19,5	16,7*	(7,8)*	(58,7)*
Risikogewichtete Gesamtkapitalrentabilität, brutto (%) <sup>2</sup>	15,3	17,5	15,5*	9,9*	1,2*
Gesamtkapitalrentabilität, brutto (%) <sup>3</sup>	2,4	2,6	2,3*	1,5*	0,2*
	Für das Quartal endend am		Für das Jahr endend am		
	30.06.11	30.06.10	31.12.10	31.12.09	31.12.08
<b>Wachstum</b>					
Wachstum des Ergebnisses (%) <sup>4</sup>	(43,8)	(8,9)	N/A*	N/A*	N/A*
Nettoneugelder (Mrd. CHF) <sup>5</sup>	8,7	(4,7)	(14,3)	(147,3)	(226,0)
<b>Effizienz</b>					
Verhältnis des Geschäftsaufwandes / Geschäftsertrages (%) <sup>6</sup>	77,1	71,2	76,5*	103,0*	753*
	Zum				
Mio. CHF (Ausnahmen sind angegeben)	30.06.11		31.12.10	31.12.09	31.12.08
<b>Kapitalkraft</b>					
BIZ-Kernkapitalquote (Tier 1 (%) <sup>7</sup>	18,1		17,8*	15,4*	11,0*
FINMA leverage ratio (%) <sup>8</sup>	4,8		4,5*	3,9*	2,5*
<b>Bilanz- und Kapitalbewirtschaftung</b>					
Total Aktiven	1.236.770		1.317.247	1.340.538	2.014.815
Den UBS-Aktionären zurechenbares Eigenkapital	47.263		46.820	41.013	32.531
BIZ-Gesamtkapitalquote (Tier 1 und 2) (%)	19,5		20,4*	19,8*	15,0*
BIZ-Risikogewichtete Aktiven	206.224		198.875*	206.525*	302.273*
BIZ-Kernkapital (Tier 1)	37.387		35.323	31.798	33.154
	Zum				
Mio. CHF (Ausnahmen sind angegeben)	30.06.11		31.12.10	31.12.09	31.12.08
<b>Zusätzliche Informationen</b>					
Verwaltete Vermögen (Mrd. CHF)	2.069		2.152	2.233	2.174
Personalbestand (auf Vollzeitbasis)	65.707		64.617*	65.233*	77.783*
Börsenkaptalisierung	58.745		58.803*	57.108*	43.519*

\* ungeprüft

<sup>1</sup> Das den UBS-Aktionären zurechenbare Konzernergebnis seit Jahresbeginn (gegebenenfalls annualisiert) / Das den UBS-Aktionären zurechenbare durchschnittliche Eigenkapital (seit Jahresbeginn). <sup>2</sup> Geschäftsertrag vor Wertberichtigungen für Kreditrisiken seit Jahresbeginn (gegebenenfalls annualisiert) / Durchschnittliches risikogewichtetes Gesamtkapital (seit Jahresbeginn). <sup>3</sup> Geschäftsertrag vor Wertberichtigungen für Kreditrisiken seit Jahresbeginn (gegebenenfalls annualisiert) / Durchschnittliches Gesamtkapital (seit Jahresbeginn). <sup>4</sup> Veränderung des aktuellen den UBS-Aktionären zurechenbaren Konzernergebnisses aus fortzuführenden Geschäftsbereichen gegenüber einer Vergleichsperiode / Das den UBS-Aktionären zurechenbare Konzernergebnis aus fortzuführenden Geschäftsbereichen in einer Vergleichsperiode. Besitzt keine Aussagekraft, falls für die laufende Periode oder die Vergleichsperiode ein Verlust ausgewiesen wird. <sup>5</sup> Zufluss verwalteter Vermögen von neuen und bestehenden Kunden, abzüglich der verwalteten Vermögen, die bestehende Kunden und Kunden, welche die Beziehung zu UBS auflösen, abziehen. Ohne Zins- und Dividendenerträge. <sup>6</sup> Geschäftsaufwand / Geschäftsertrag vor Wertberichtigungen für Kreditrisiken. <sup>7</sup> BIZ-Kernkapitalquote / Risikogewichtete Aktiven gemäss BIZ. <sup>8</sup> FINMA-Kernkapitalquote / Durchschnitt der adjustierten Bilanzsumme gemäss der Eidgenössischen Finanzmarktaufsicht (FINMA).

### Unternehmensinformationen

Der rechtliche und kommerzielle Name des Unternehmens lautet UBS AG. Die Bank wurde am 28. Februar 1978 unter dem Namen SBC AG für eine unbegrenzte Dauer gegründet und am gleichen Tag im Handelsregister des Kantons Basel-Stadt eingetragen. Am 8. Dezember 1997 änderte die Bank ihren Namen in UBS AG. In seiner heutigen Form entstand das Unternehmen am 29. Juni 1998 durch die Fusion der 1862 gegründeten Schweizerischen Bankgesellschaft und des 1872 gegründeten Schweizerischen



Bankvereins. UBS AG ist in den Handelsregistern des Kantons Zürich und des Kantons Basel-Stadt eingetragen. Die Handelsregisternummer lautet CH-270.3.004.646-4.

UBS AG hat ihren Sitz in der Schweiz, wo sie als Aktiengesellschaft nach schweizerischem Aktienrecht und den schweizerischen bankengesetzlichen Bestimmungen eingetragen ist. Als AG hat UBS Namenaktien an Investoren ausgegeben.

Gemäß Artikel 2 der Statuten der UBS AG ("**Statuten**") ist der Zweck der UBS AG der Betrieb einer Bank. Ihr Geschäftskreis umfasst alle Arten von Bank-, Finanz-, Beratungs-, Dienstleistungs- und Handelsgeschäften im In- und Ausland.

Die Aktien der UBS AG sind an der SIX Swiss Exchange sowie an der Börse in New York kotiert.

Die Adressen und Telefonnummern der beiden Satzungs- und Verwaltungssitze der UBS AG lauten: Bahnhofstrasse 45, CH-8001 Zürich, Schweiz, Telefon +41 44 234 1111, und Aeschenvorstadt 1, CH-4051 Basel, Schweiz, Telefon +41 61 288 5050.

### ***Organisationsstrukturen der Emittentin***

Die UBS AG ist das Stammhaus des UBS-Konzerns. Die Konzernstruktur von UBS hat zum Ziel, die Geschäftstätigkeiten des Unternehmens innerhalb eines effizienten rechtlichen, steuerlichen, regulatorischen und finanziellen Rahmens zu unterstützen. Weder die einzelnen Unternehmensbereiche von UBS noch das Corporate Center sind rechtlich unabhängige Einheiten, stattdessen wickeln sie ihre Geschäfte primär über die in- und ausländischen Niederlassungen des Stammhauses ab.

Die Stammhaus-Struktur ermöglicht es UBS, die Vorteile, die sich aus der Bündelung aller Unternehmensbereiche unter einem Dach ergeben, voll auszuschöpfen. In Fällen, in denen das Agieren über das Stammhaus aufgrund lokaler Rechtsvorschriften, steuerrechtlicher oder regulatorischer Bestimmungen oder neu erworbener Gesellschaften unmöglich oder ineffizient ist, wird die Geschäftstätigkeit vor Ort von rechtlich eigenständigen Konzerngesellschaften übernommen.

### ***Trendinformationen***

Die folgenden Angaben zum Ausblick sind dem am 26. Juli 2011 veröffentlichten UBS Quartalsbericht für das 2. Quartal 2011 entnommen:

Kurzfristig deutet wenig darauf hin, dass die wirtschaftliche Unsicherheit abnehmen wird. Deshalb erwartet UBS für das dritte Quartal 2011 keine nennenswerte Verbesserung des Marktumfelds, zumal in der Sommerferienzeit aus saisonalen Gründen mit rückläufigen Aktivitäten zu rechnen ist. Wir erwarten, dass sich diese Bedingungen weiterhin auf die Ergebnisse auswirken werden. Im zweiten Halbjahr 2011 werden wir möglicherweise latente Steueransprüche verbuchen, die unseren effektiven Steueraufwand für das Gesamtjahr reduzieren könnten. Die Abgabe auf Bankverbindlichkeiten, die Grossbritannien Ende des zweiten Quartals in Kraft gesetzt hat, wird das Ergebnis vor Steuern der Investment Bank bis Ende 2011 voraussichtlich um rund CHF 100 Millionen verringern. Als Folge unserer geplanten Sparmassnahmen werden wir im weiteren Verlauf des Jahres vermutlich bedeutende Restrukturierungskosten verbuchen müssen. In Zukunft wird es uns dank unserer soliden Kapitalbasis, unserer finanziellen Stabilität und der klaren Fokussierung auf die Kostendisziplin gelingen, auf den bereits erzielten Fortschritten weiter aufzubauen.

### ***Verwaltungs-, Management-, und Aufsichtsorgane der Emittentin***

UBS AG unterliegt den anwendbaren regulatorischen Corporate-Governance-Anforderungen in der Schweiz und kommt diesen vollumfänglich nach. Ausserdem hat UBS AG aufgrund ihrer Kotierung an der New York Stock Exchange (NYSE) als ausländisches Unternehmen die Corporate-Governance-Kotierungsstandards der NYSE einzuhalten, die für ausländische kotierte Unternehmen gelten.

UBS AG verfügt über zwei streng getrennte Führungsgremien, wie dies von der schweizerischen Bankengesetzgebung vorgeschrieben ist. Diese Struktur schafft gegenseitige Kontrolle («Checks and Balances») und macht den Verwaltungsrat unabhängig vom Tagesgeschäft des Unternehmens, für das die Konzernleitung die Verantwortung trägt.

Die Aufsicht und Kontrolle der operativen Unternehmensführung liegt beim Verwaltungsrat. Niemand kann Mitglied beider Gremien sein.

Sämtliche Verantwortlichkeiten und Befugnisse der beiden Gremien sind in den Statuten sowie im Organisationsreglement der UBS AG mit seinen Anhängen geregelt.

***Abschlussprüfer***

Am 28. April 2011 wurde die Ernst & Young AG, Aeschengraben 9, 4002 Basel, Schweiz, auf der Generalversammlung der UBS AG als Abschlussprüferin der Emittentin und der UBS Gruppe in Übereinstimmung mit den gesellschaftsrechtlichen und bankengesetzlichen Vorgaben für den Zeitraum eines weiteren Jahres wiedergewählt. Ernst & Young AG, Basel, ist Mitglied der Treuhand-Kammer der Schweiz mit Sitz in Zürich, Schweiz.“

3) In the relevant Base Prospectus the section 'Description of UBS AG' is completely replaced as follows:

### "Information about UBS AG"

The following description contains general information on UBS AG, Bahnhofstrasse 45, 8001 Zurich, Switzerland, and Aeschenvorstadt 1, 4051 Basel, Switzerland.

#### **OVERVIEW**

UBS AG with its subsidiaries (UBS AG also "**Issuer**" or "**Company**"; together with its subsidiaries "**UBS Group**", "**Group**" or "**UBS**") draws on its 150-year heritage to serve private, institutional and corporate clients worldwide, as well as retail clients in Switzerland. UBS combines its wealth management, investment banking and asset management businesses with its Swiss operations to deliver superior financial solutions. Headquartered in Zurich and Basel, Switzerland, UBS has offices in more than 50 countries, including all major financial centers.

On 30 June 2011 UBS's BIS Tier1<sup>5</sup> ratio was 18.1%, invested assets stood at CHF 2,069 billion, equity attributable to UBS shareholders was CHF 47,263 million and market capitalization was CHF 58,745 million. On the same date, UBS employed 65,707 people.<sup>6</sup>

The rating agencies Standard & Poor's ("**Standard & Poor's**"), Fitch Ratings ("**Fitch**") and Moody's ("**Moody's**") have assessed the creditworthiness of UBS, i.e. the ability of UBS to fulfill payment obligations, such as principal or interest payments on long-term loans, also known as debt servicing, in a timely manner. The ratings from Fitch and Standard & Poor's 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 has long-term senior debt ratings of A+<sup>7</sup> (outlook negative) from Standard & Poor's, Aa3<sup>8</sup> (outlook negative) from Moody's and A+<sup>9</sup> (outlook stable) from Fitch.

The rating from Standard & Poor's has been issued by Standard & Poor's Credit Market Services Europe Limited, United Kingdom, which has applied for registration as credit rating agency under Regulation (EC) No 1060/2009, but has not yet received confirmation of its registration.

The rating from Moody's has been issued by Moody's Investors Service Limited, United Kingdom, which has applied for registration as credit rating agency under Regulation (EC) No 1060/2009, but has not yet received confirmation of its registration.

The rating from Fitch has been issued by Fitch Ratings Limited, United Kingdom, which has applied for registration as credit rating agency under Regulation (EC) No 1060/2009, but has not yet received confirmation of its registration.

<sup>5</sup> BIS Tier 1 ratio is the ratio of eligible Tier 1 capital to BIS risk-weighted assets, calculated under Basel II standards. Eligible Tier 1 capital comprises paid-in share capital, share premium, retained earnings including current year profit, foreign currency translation, trust preferred securities (innovative and non-innovative capital instruments) and non-controlling interests, less deductions for treasury shares and own shares, goodwill and intangibles and other deduction items such as for certain securitization exposures. It excludes own credit effects on liabilities designated at fair value, which are reversed for capital purposes.

<sup>6</sup> Full-time equivalents.

<sup>7</sup> Upper medium grade

<sup>8</sup> Upper medium grade

<sup>9</sup> High grade

## **I. Corporate Information**

The legal and commercial name of the Company is UBS AG. The Company 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. On 8 December 1997, the Company changed its name to UBS AG. The Company 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 CH-270.3.004.646-4.

UBS AG is incorporated and domiciled in Switzerland and operates under Swiss Code of Obligations and Swiss Federal Banking Law as an Aktiengesellschaft, a corporation that has issued shares of common stock to investors.

According to Article 2 of the Articles of Association of UBS AG ("**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 shares are listed on the SIX Swiss Exchange and the New York Stock Exchange.

The addresses and telephone numbers of UBS AG's two registered offices and principal places of business are: Bahnhofstrasse 45, CH-8001 Zurich, Switzerland, telephone +41 44 234 1111; and Aeschenvorstadt 1, CH-4051 Basel, Switzerland, telephone +41 61 288 5050.

## **II. Business Overview**

### **Business Divisions and Corporate Center**

UBS operates as a group with four business divisions (Wealth Management & Swiss Bank, Wealth Management Americas, Global Asset Management and the Investment Bank) and a Corporate Center. Each of the business divisions and the Corporate Center are described below. A full description of their businesses, strategies and clients, organizational structures, products and services can be found in the Annual Report 2010 of UBS AG published on 15 March 2011 (the "**Annual Report 2010**"), on pages 71-111 (inclusive) of the English version.

### **Wealth Management & Swiss Bank**

Wealth Management & Swiss Bank focuses on delivering comprehensive financial services to high net worth and ultra high net worth individuals around the world - except to those served by Wealth Management Americas - as well as private and corporate clients in Switzerland. The Wealth Management business unit provides clients in over 40 countries, including Switzerland, with financial advice, products and tools to fit their individual needs. The Retail & Corporate business unit provides individual and business clients with an array of banking services, such as deposits and lending, and maintains, in its own opinion, a leading position across its clients segments in Switzerland.

### **Wealth Management Americas**

Wealth Management Americas provides advice-based solutions through financial advisors who deliver a fully integrated set of products and services specifically designed to address the needs of ultra high net worth, high net worth and core affluent individuals and families. It includes the domestic United States business, the domestic Canadian business and international business booked in the United States.

### **Global Asset Management**

Global Asset Management is, in its own opinion, a large-scale asset manager with businesses diversified across regions, capabilities and distribution channels. It offers investment capabilities and styles across all major traditional and alternative asset classes including equities, fixed income, currency, hedge fund, real estate and infrastructure that can also be combined in multi-asset strategies. The fund services unit provides professional services, including legal fund set-up, accounting and reporting for traditional investment funds and alternative funds.

### **Investment Bank**

The Investment Bank provides securities and other financial products and research in equities, fixed income, rates, foreign exchange and commodities. It also provides advisory services and access to the world's capital markets for corporate and institutional clients, sovereign and governmental bodies, financial intermediaries, alternative asset managers and private investors.

## Corporate Center

The Corporate Center provides and manages support and control functions for the Group in such areas as risk control, finance, legal and compliance, funding, capital and balance sheet management, management of non-trading risk, communication and branding, human resources, information technology, real estate, procurement, corporate development and service centers. Most costs and personnel of the Corporate Center are allocated to the business divisions.

## Competition

UBS faces stiff competition in all business areas. Both in Switzerland and abroad, it competes with asset management companies, commercial, investment and private banks, brokerages and other financial services providers. Competitors include not only local banks, but also global financial institutions, which are similar to UBS in terms of both size and services offered.

In addition, the consolidation trend in the global financial services sector is introducing new competition, which may have a greater impact on prices, as a result of an expanded range of products and services and increased access to capital and growing efficiency.

## Recent Developments:

### 1. Trading Losses and Leadership Change

On 15 September 2011, UBS announced that it discovered a loss due to unauthorized trading by a trader in its Investment Bank and that UBS's current estimate of the loss on the trades at that time was in the range of USD 2 billion. After further investigating the matter, UBS announced on 18 September 2011 that it covered the risk resulting from the unauthorized trading and that the equities business is again operating normally within its previously defined risk limits. The loss arising from this matter was determined to be USD 2.3 billion. UBS announced that no client positions were affected, but that it is possible that this could lead UBS to a loss for the third quarter of 2011. The Group Executive Board ("**GEB**") has conducted a preliminary review of the matter. Two separate reviews are currently being conducted by a special committee of the Board of Directors ("**BOD**") and jointly by the UK Financial Services Authority and Swiss Financial Market Supervisor FINMA.

On 24 September 2011, UBS announced a leadership change. Group CEO Oswald J. Grübel resigned from the bank and Sergio P. Ermotti, Chairman and Chief Executive Officer UBS Group EMEA, was appointed Group CEO on an interim basis, effective immediately. The BoD will continue the ongoing internal and external evaluation process to find a permanent successor as Group CEO. On that date the BoD also reconfirmed the Group's integrated strategy, with its wealth management, investment bank, asset management and Swiss retail and corporate businesses as essential and complementary pillars of UBS's unique client franchise. The BoD has asked the GEB to accelerate the implementation of the Investment Bank's client-centric strategy, concentrating on advisory, capital markets, and client flow and solutions businesses.

### 2. Preview of Third Quarter 2011 Results

On 4 October 2011, UBS announced that it expects to report a modest net profit attributable to shareholders for the third quarter of 2011. The result includes the previously announced USD 2.3 billion loss resulting from the unauthorized trading incident and approximately CHF 0.4 billion of restructuring charges associated with the firm's cost reduction program. In addition, the result benefited from own credit gains on financial liabilities measured at fair value in the region of CHF 1.5 billion, primarily due to the widening of UBS's credit spreads during the third quarter. Furthermore, UBS will report a gain on the sale of treasury-related investments of approximately CHF 0.7 billion in Wealth Management & Swiss Bank. At present, the Group tax expense is expected to be close to zero for the quarter.

UBS expects to report net new money inflows in its wealth management businesses at levels broadly similar to those of the previous quarter. Global Asset Management will report moderate net new money outflows.

UBS's capital position remains strong and its capital base at the end of the third quarter of 2011 is expected to remain broadly in line with the balance at the end of the previous quarter, including the loss

associated with the unauthorized trading incident. The BIS Tier 1 capital ratio is expected to decline slightly compared with the second quarter due to the impact on risk-weighted assets of the unauthorized trading incident.

The previously announced cost reduction program, which is intended to align UBS's cost base with changes in the market environment, is on track. The majority of affected employees have been notified, and reductions will continue into 2012. UBS will continue to invest in growth regions, including Asia Pacific, the Americas, and the emerging markets, as well as in its global wealth management franchise.

This update is based on preliminary estimates early in the third quarter closing process. No further updates are anticipated prior to 25 October 2011 when UBS will announce its third quarter results.

### 3. Results for the Six Months Ended 30 June 2011

On 26 July 2011, UBS published its second quarter 2011 report and reported a net profit attributable to UBS shareholders for the second quarter of 2011 of CHF 1,015 million, compared with CHF 1,807 million in the first quarter of 2011. Revenues for the Group were CHF 7.2 billion compared with CHF 8.3 billion in the first quarter. The result reflects, in particular, lower levels of client activity and weak trading performance in UBS's Fixed Income, Currencies and Commodities ("**FICC**") business. Operating expenses were down for the Group as a whole, partly as a result of currency movements and lower personnel-related expenses. Moreover, UBS recorded a tax expense of CHF 377 million in the second quarter of 2011.

Risk weighted assets ("**RWA**") were CHF 206 billion on a Basel II basis, broadly in line with the level recorded at the end of the first quarter. Based on 30 June 2011 exposures, UBS's BIS RWA calculated under the enhanced Basel II framework (commonly referred to as Basel 2.5)<sup>10</sup> were CHF 278.2 billion, CHF 72.0 billion higher than under the standard Basel II framework. The increased RWA is composed of a new incremental risk charge which accounts for default and rating migration risk of trading book positions (CHF 34.8 billion of RWA), an additional stressed value-at-risk (VaR) requirement taking into account a one year observation period relating to significant losses (CHF 33.2 billion of RWA), a comprehensive risk measure requirement (CHF 10.3 billion of RWA) and a revised requirement for securitization positions held for trading that will attract banking book capital charges as well as higher risk weights for re-securitization exposures (CHF 6.5 billion of RWA), to better reflect the inherent risk in these products. These increases were partially offset by a RWA relief in VaR of CHF 12.7 billion. Furthermore, UBS's BIS tier 1 capital calculated under the enhanced Basel II framework was CHF 0.7 billion lower than under the standard Basel II framework and UBS's BIS total capital was lower by CHF 1.4 billion. As a result, UBS's pro forma BIS tier 1 capital ratio including the effects of the enhanced Basel II market risk framework was 13.2%, UBS's BIS core tier 1 capital ratio was 11.7% and UBS's BIS total capital ratio stood at 13.9%.

At the close of the second quarter, UBS's balance sheet stood at CHF 1,237 billion, a decrease of CHF 55 billion on the first quarter, mainly as a result of currency movements.

UBS's BIS tier 1 capital ratio stood at 18.1% at the end of the quarter. UBS's FINMA leverage ratio for second quarter 2011 improved to 4.8%, compared with 4.6% in the first quarter of 2011 as a result from an increase in FINMA tier 1 capital and a decrease in total adjusted assets.

Net new money inflows for the Group were CHF 8.7 billion in the second quarter of 2011 as clients continued to entrust UBS with more of their assets, albeit at lower levels than in the first quarter. Wealth Management achieved net new money inflows of CHF 5.6 billion, primarily from its strategic growth areas of the Asia Pacific region, the emerging markets and in the ultra high net worth client segment. Net new money inflows in the second quarter of 2011 were CHF 2.6 billion for Wealth Management Americas, mainly as a result of UBS's success in recruiting new financial advisors, and CHF 1.1 billion for

<sup>10</sup> In line with the BIS transition requirement, the impact of the enhanced Basel II market risk framework will be included in the financial statements disclosures as of 31 December 2011.

Global Asset Management (compared with net inflows of CHF 3.6 billion and CHF 5.6 billion in first quarter, respectively).

During the second quarter, the BoD of UBS AG and senior management reconfirmed UBS's broad strategic direction. UBS is confident that it will create the most value for its clients and shareholders as an integrated bank with a client-focused business model. In order to ensure continued improvements in its profitability, UBS will develop its leading wealth management businesses, including further investing in its onshore businesses and the ultra high net worth client segment, while expanding its activities in the Asia-Pacific region and the emerging markets. The benefits of a globally competitive investment bank and a successful asset management business are also crucial to UBS's future. In its home market, Switzerland, UBS aims to maintain its leading position.

Over the last four quarters, a decline in returns for the banking industry as a whole has been witnessed, reflecting deleveraging and actions being taken in advance of increased capital requirements. A weakening economic outlook and higher future capital requirements may extend or exacerbate these trends. Given these circumstances, UBS will continue to evaluate potential changes to its businesses, corporate structure and booking model. The fundamental shift in the global financial environment also has implications for UBS's medium-term targets, which were set in 2009 and based on market and regulatory assumptions that are now outdated. While UBS continues to be optimistic that it will deliver higher profitability, UBS believes that its 2009 target for pre-tax profits is unlikely to be achieved in the time period originally envisaged.

In the current environment, UBS needs to be ever more vigilant around its levels of expenditure. As a result, UBS will initiate further cost reductions to align its expense base to current market conditions. Over the next 2 to 3 years, UBS will eliminate costs of CHF 1.5–2.0 billion, while remaining committed to investing in key growth areas that underpin its long-term success.

On 1 July 2011, UBS announced that Axel Weber, former President of the German Bundesbank, will be nominated for election to the BoD of UBS AG at the Annual General Meeting on 3 May 2012. Subject to his election, he will be appointed as non-independent Vice Chairman and is then expected to become Chairman of the Board in 2013.

At the UBS Annual General Meeting in April UBS shareholders approved the 2010 Annual Report and Group Financial Statements, elected Joseph Yam to the BoD and re-elected the incumbent members of the BoD.

### **III. Organisational Structure of the Issuer**

UBS AG is the parent company of the UBS Group. The objective of UBS's group structure is to support the business activities of the Company within an efficient legal, tax, regulatory and funding framework. None of the individual business divisions of UBS or the Corporate Center are legally independent entities; instead, they primarily perform their activities through the domestic and foreign offices of the parent bank.

The parent bank structure allows UBS to fully exploit the advantages generated for all business divisions through the use of a single legal entity. In cases where it is impossible or inefficient to operate via the parent, due to local legal, tax or regulatory provisions, or where additional legal entities join the Group through acquisition, the business is operated on location by legally independent Group companies. UBS AG's significant subsidiaries are listed in the Annual Report 2010, on pages 362-365 (inclusive) of the English version.

### **IV. Trend Information**

Unless disclosed in the section "Recent Developments" above, there has been no material adverse change in the prospects of the Issuer since the date of its last published audited financial statements (*i.e.* since 31 December 2010).

The following outlook statement was presented in UBS's second quarter 2011 report issued on 26 July 2011:

Current economic uncertainty shows little sign of abating. UBS therefore does not envisage material improvements in market conditions in the third quarter of 2011, particularly given the seasonal decline in activity levels traditionally associated with the summer holiday season, and expect these conditions to

continue to constrain its results. In the second half of 2011, UBS may recognize deferred tax assets that could reduce its full-year effective tax rate. The levy imposed by the United Kingdom on bank liabilities, formally introduced just after the end of the second quarter, is expected to reduce the Investment Bank's performance before tax by approximately CHF 100 million before the end of 2011. As a result of UBS's intention to initiate cost reduction measures, it is likely that UBS will book significant restructuring charges later this year. Going forward, UBS's solid capital position and financial stability as well as its sharpened focus on cost discipline will enable UBS to build further on the progress it has already made.

For an update on the Trend Information, see UBS's announcements of 15 and 18 September 2011 and 4 October 2011 as reflected in the Recent Developments section.

#### V. Administrative, Management and Supervisory Bodies of the Issuer

UBS AG is subject to, and fully complies with, the applicable Swiss regulatory requirements regarding corporate governance. In addition, as a foreign company with shares listed on the New York Stock Exchange (NYSE), UBS AG complies with the NYSE corporate governance standards with regard to foreign listed companies.

UBS AG operates under a strict dual board structure, as mandated by Swiss banking law. This structure establishes checks and balances and preserves the institutional independence of the Board of Directors ("**BoD**") from the day-to-day management of the firm, for which responsibility is delegated to the Group Executive Board ("**GEB**"). The supervision and control of the executive management remains with the BoD. No member of one board may be a member of the other.

The Articles of Association and the Organization Regulations of UBS AG with their annexes govern the authorities and responsibilities of the two bodies.

#### Board of Directors

The BoD is the most senior body of UBS AG. The BoD consists of at least six and a maximum of twelve members. All the members of the BoD are elected individually by the Annual General Meeting ("**AGM**") for a term of office of one year. The BoD's proposal for election must be such that three quarters of the BoD members will be independent. Independence is determined in accordance with the Swiss Financial Market Supervisory Authority ("**FINMA**") circular 08/24, the NYSE rules and the rules and regulations of other securities exchanges on which UBS shares are listed, if any. The Chairman is not required to be independent.

The BoD has ultimate responsibility for the success of the UBS Group and for delivering sustainable shareholder value within a framework of prudent and effective controls. It decides on UBS's strategic aims and the necessary financial and human resources upon recommendation of the Group Chief Executive Officer ("**Group CEO**") and sets the UBS Group's values and standards to ensure that its obligations to its shareholders and others are met.

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

#### Members of the Board of Directors

Member and business addresses	Title	Term of office	Current positions outside UBS AG
Kaspar Villiger UBS AG, Bahnhofstrasse 45, P.O. Box CH-8001 Zurich, Switzerland	Chairman	2012	None
Michel Demaré ABB Ltd., Affolternstrasse 44, P.O. Box 5009, CH-8050 Zurich, Switzerland	Independent Vice Chairman	2012	CFO and member of the Group Executive Committee of ABB; President Global Markets at ABB; member of the IMD Foundation Board, Lausanne.
David Sidwell	Senior Independent	2012	Director and Chairperson of the Risk Policy and Capital Committee of Fannie Mae, Washington



UBS AG Bahnhofstrasse 45, P.O. Box, CH-8001 Zurich, Switzerland	Director		D.C.; Senior Advisor at Oliver Wyman, New York; trustee of the International Accounting Standards Committee Foundation, London; Chairman of the board of Village Care, New York; Director of the National Council on Aging, Washington D.C..
Rainer-Marc Frey Office of Rainer-Marc Frey, Seeweg 39, CH-8807 Freienbach, Switzerland	Member	2012	Founder and Chairman of Horizon21 and its related entities and subsidiaries; member of the board of DKSH Group, Zurich and of the Frey Charitable Foundation, Freienbach.
Bruno Gehrig Swiss International Air Lines AG, Obstgartenstrasse 25, CH-8302 Kloten, Switzerland	Member	2012	Chairman of the board of Swiss International Air Lines; Vice Chairman and Chairperson of the Remuneration Committee of Roche Holding Ltd., Basel.
Ann F. Godbehere UBS AG, Bahnhofstrasse 45, P.O. Box, CH-8001 Zurich Switzerland	Member	2012	Board member, and Chairperson of the Audit Committees, of Prudential plc, Rio Tinto plc and Rio Tinto Limited, London; board member of Atrium Underwriters Ltd., Atrium Underwriting Group Ltd., London; member of the board and Chairperson of the Audit Committee of Ariel Holdings Ltd., Bermuda.
Axel P. Lehmann Zurich Financial Services, Mythenquai 2, CH- 8002 Zurich Switzerland	Member	2012	Group Chief Risk Officer of Zurich Financial Services; Chairman of the board of Farmers Group, Inc. and of the Institute of Insurance Economics at the University of St. Gallen and Chairman of the Chief Risk Officer Forum.
Wolfgang Mayrhober Deutsche Lufthansa AG, Flughafen Frankfurt am Main 302, D-60549 Frankfurt am Main, Germany	Member	2012	Chairman of the supervisory board and Chairperson of the Mediation, the Nomination and the Executive Committees of Infineon Technologies AG as well as member of the supervisory boards of Munich Re Group, BMW Group, Lufthansa Technik AG and Austrian Airlines AG; member of the board of SN Airholding SA/NV, Brussels and HEICO Corporation, Hollywood, FL.
Helmut Panke BMW AG, Petuelring 130, D-80788 Munich, Germany	Member	2012	Member of the board of Microsoft Corporation and Chairperson of the Antitrust Compliance Committee; member of the board of Singapore Airlines Ltd.; member of the supervisory board of Bayer AG.
William G. Parrett UBS AG Bahnhofstrasse 45, P.O. Box, CH-8001 Zurich Switzerland	Member	2012	Independent Director, and Chairperson of the Audit Committee, of the Eastman Kodak Company, the Blackstone Group LP and Thermo Fisher Scientific Inc.; Immediate Past Chairman of the board of the United States Council for International Business and of United Way Worldwide; member of the Board of Trustees of Carnegie Hall.
Joseph Yam 18 B South Bay Towers 59 South Bay Rd. Hong Kong	Member	2012	Executive Vice President of the China Society for Finance and Banking; Chairman of the board of Macroprudential Consultancy Limited and member of the International Advisory Councils of a number of government and academic institutions. Board member and chairperson of the Risk Committee of China Construction Bank. Member of the board of Johnson Electric Holdings Limited.

On 1 July 2011, UBS announced that Axel Weber, former President of the German Bundesbank, will be nominated for election to the BoD of UBS AG at the Annual General Meeting on 3 May 2012. Subject to his election, he will be appointed as non-independent Vice Chairman and is then expected to become Chairman of the Board in 2013.

**Organizational principles and structure**

Following each AGM, the BoD meets to appoint its Chairman, Vice Chairman, Senior Independent Director, the BoD Committees members and their respective Chairpersons. At the same meeting, the BoD appoints a Company Secretary, who acts as secretary to the BoD and its Committees. The BoD committees comprise the Audit Committee, the Corporate Responsibility Committee, the Governance and Nominating Committee, the Human Resources and Compensation Committee and the Risk Committee.

**Audit Committee**

The Audit Committee ("AC") comprises at least three independent BoD members, with all members having been determined by the BoD to be fully independent and financially literate.

The AC does not itself perform audits, but monitors the work of UBS auditors. Its function is to serve as an independent and objective body with oversight of: (i) the Group's accounting policies, financial reporting and disclosure controls and procedures, (ii) the quality, adequacy and scope of external audit, (iii) the Issuer's compliance with financial reporting requirements, (iv) management's approach to internal controls with respect to the production and integrity of the financial statements and disclosure of the financial performance, and (v) the performance of UBS's Group Internal Audit in conjunction with the Chairman of the BoD and the Risk Committee.

The AC, together with the external auditors and Group Internal Audit, reviews the annual and quarterly financial statements of UBS AG and the Group as proposed by management in order to recommend their approval, including any adjustments it considers appropriate, to the BoD. Moreover, periodically, and at least annually, the AC assesses the qualifications, expertise, effectiveness, independence and performance of the external auditors and their lead audit partner, in order to support the BoD in reaching a decision in relation to the appointment or removal of the external auditors and the rotation of the lead audit partner. The BoD then submits these proposals at the AGM.

The members of the AC are William G. Parrett (Chairperson), Ann F. Godbehere, Michel Demaré and Rainer-Marc Frey.

**Group Executive Board**

Under the leadership of the Group Chief Executive Officer ("CEO"), the GEB has executive management responsibility for the UBS Group and its business. It assumes overall responsibility for the development of the UBS Group and business division strategies and the implementation of approved strategies. All GEB members (with the exception of the Group CEO) are proposed by the Group CEO. The appointments are approved by the BoD.

The business address of the members of the GEB is UBS AG, Bahnhofstrasse 45, CH-8001 Zurich, Switzerland.

**Members of the Group Executive Board**

Sergio P. Ermotti	Group Chief Executive Officer ad interim, Chairman and Chief Executive Officer UBS Group EMEA
Tom Naratil	Group Chief Financial Officer
Markus U. Diethelm	Group General Counsel
John A. Fraser	Chairman and Chief Executive Officer Global Asset Management
Lukas Gähwiler	Chief Executive Officer UBS Switzerland, co-CEO Wealth Management & Swiss Bank
Carsten Kengeter	Chairman and Chief Executive Officer Investment Bank
Ulrich Körner	Group Chief Operating Officer and Chief Executive Officer Corporate Center

Philip J. Lofts	Chief Executive Officer UBS Group Americas
Robert J. McCann	Chief Executive Officer Wealth Management Americas
Maureen Miskovic	Group Chief Risk Officer
Alexander Wilmot-Sitwell	Co-Chairman and co-Chief Executive Officer UBS Group Asia Pacific
Chi-Won Yoon	Co-Chairman and Co-Chief Executive Officer UBS Group Asia Pacific
Jürg Zeltner	Chief Executive Officer UBS Wealth Management, co-CEO Wealth Management & Swiss Bank

No member of the GEB has any significant business interests outside of UBS.

### **Potential conflicts of interest**

Members of the BoD and GEB may act as directors or executive officers of other companies (for current positions outside UBS (if any) of BoD members please see above under "Board of Directors of UBS AG") and may have economic or other private interests that differ from those of UBS. Potential conflicts of interest may arise from these positions or interests. UBS 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.

### **VI. Auditors**

On 28 April 2011, the AGM of UBS AG re-elected Ernst & Young Ltd, Aeschengraben 9, 4002 Basel, Switzerland ("**Ernst & Young**") as auditors for the Financial Statements of UBS AG and the Consolidated Financial Statements of the UBS Group for a further one-year term. Ernst & Young Ltd., Basel, is a member of the Swiss Institute of Certified Accountants and Tax Consultants based in Zurich, Switzerland.

### **VII. Major Shareholders of the Issuer**

Under the Swiss Stock Exchange Act (the Federal Act on Stock Exchanges and Securities Trading of 24 March 1995, as amended), anyone holding shares in a company listed in Switzerland, or derivative rights related to shares of such a company, has to notify the company and the SIX Swiss Exchange if the holding attains, falls below or exceeds one of the following thresholds: 3, 5, 10, 15, 20, 25, 33 1/3, 50, or 66 2/3% of the voting rights, whether they are exercisable or not.

The following are the most recent notifications of holdings in UBS AG's share capital filed in accordance with the Swiss Stock Exchange Act, based on UBS AG's registered share capital at the time of the disclosure:

- 28 September 2011: Norges Bank (the Central Bank of Norway), 3.04%;
- 12 March 2010: Government of Singapore Investment Corp., 6.45%;
- 17 December 2009: BlackRock Inc., New York, USA, 3.45%.

Voting rights may be exercised without any restrictions by shareholders entered into UBS's share register, if they expressly render a declaration of beneficial ownership according to the provisions of the Articles of Association. Special provisions exist for the registration of fiduciaries and nominees. Fiduciaries and nominees are entered in the share register with voting rights up to a total of 5% of all shares issued if they agree to disclose upon UBS's request beneficial owners holding 0.3% or more of all UBS shares. An exception to the 5% voting limit rule exists for securities clearing organizations such as The Depository Trust Company in New York.

As of 30 June 2011, the following shareholders were registered in the share register with 3% or more of the total share capital of UBS AG: Chase Nominees Ltd., London (10.07%); the US securities clearing organization DTC (Cede & Co.) New York, "The Depository Trust Company" (7.32%); Government of Singapore Investment Corp. (6.41%) and Nortrust Nominees Ltd, London (3.79%).

UBS holds its own shares primarily to hedge employee share and option participation plans. A smaller number is held by the Investment Bank in its capacity as a market-maker in UBS shares and related derivatives. As of 30 June 2011, UBS held a stake of UBS AG's shares, which corresponded to less than

3.00% of its total share capital. As of 31 December 2010, UBS had disposal positions relating to 508,052,477 voting rights, corresponding to 13.26% of the total voting rights of UBS AG. They consisted mainly of 9.66% of voting rights on shares deliverable in respect of employee awards and included the number of shares that may be issued, upon certain conditions, out of conditional capital to the Swiss National Bank ("**SNB**") in connection with the transfer of certain illiquid and other positions to a fund owned and controlled by the SNB.

Further details on the distribution of UBS AG's shares, also by region and shareholders' type, and on the number of shares registered, non registered and carrying voting rights as of 31 December 2010 can be found in the Annual Report 2010, on pages 193-195 (inclusive) of the English version.

#### **VIII. Financial Information concerning the Issuer's Assets and Liabilities; Financial Position and Profits and Losses**

A description of the Issuer's assets and liabilities, financial position and profits and losses for financial year 2009 is available in the Annual Report 2009 of UBS AG (Financial Information section), and for financial year 2010 in the Annual Report 2010 (Financial Information section). The Issuer's financial year is the calendar year.

With respect to the financial year 2009, reference is made to the following parts of the Annual Report 2009 (Financial Information section), in English:

- (i) the Consolidated Financial Statements of UBS Group, in particular to the Income Statement on page 255, the Balance Sheet on page 257, the Statement of Cash Flows on pages 261-262 (inclusive) and the Notes to the Consolidated Financial Statements on pages 263-370 (inclusive), and
- (ii) the Financial Statements of UBS AG (Parent Bank), in particular to the Income Statement on page 372, the Balance Sheet on page 373, the Statement of Appropriation of Retained Earnings on page 373, the Notes to the Parent Bank Financial Statements on pages 374-392 (inclusive) and the Parent Bank Review on page 371, and
- (iii) the sections entitled "Introduction and accounting principles" on page 244 and "Critical accounting policies" on pages 245-248 (inclusive).

With respect to the financial year 2010, reference is made to the following parts of the Annual Report 2010 (Financial Information section), in English:

- (i) the Consolidated Financial Statements of UBS Group, in particular to the Income Statement on page 265, the Balance Sheet on page 267, the Statement of Cash Flows on pages 271-272 (inclusive) and the Notes to the Consolidated Financial Statements on pages 273-378 (inclusive), and
- (ii) the Financial Statements of UBS AG (Parent Bank), in particular to the Income Statement on page 380, the Balance Sheet on page 381, the Statement of Appropriation of Retained Earnings on page 382, the Notes to the Parent Bank Financial Statements on pages 383-399 (inclusive) and the Parent Bank Review on page 379, and
- (iii) the sections entitled "Introduction and accounting principles" on page 254 and "Critical accounting policies" on pages 255-258 (inclusive).

The annual financial reports form an essential part of UBS's reporting. They include the audited Consolidated Financial Statements of UBS Group, prepared in accordance with International Financial Reporting Standards and the audited Financial Statements of UBS AG (Parent Bank), prepared according to Swiss banking law provisions. The financial statements also include certain additional disclosures required under Swiss and US regulations. The annual reports also include discussions and analysis of the financial and business results of UBS, its business divisions and the Corporate Center.

The Consolidated Financial Statements of UBS Group and the Financial Statements of UBS AG (Parent Bank) for financial years 2009 and 2010 were audited by Ernst & Young. The reports of the auditors on the Consolidated Financial Statements can be found on pages 252-253 (inclusive) of the Annual Report 2009 in English (Financial Information section) and on pages 262-263 (inclusive) of the Annual Report 2010 in English (Financial Information section). The reports of the auditors on the Financial Statements of UBS AG

(Parent Bank) can be found on pages 393-394 of the Annual Report 2009 in English (Financial Information section) and on pages 400-401 of the Annual Report 2010 in English (Financial Information section).

Reference is also made to UBS's first and second quarter 2011 report, which contain information on the financial condition and the results of operation of the UBS Group as of and for the three months ended on 31 March 2011 and for the three and six months ended 30 June 2011, respectively. The interim financial statements are not audited.

UBS's Annual Report 2009, the Annual Report 2010 and the first and second quarter 2011 reports form an integral part of this Base Prospectus, and are therefore incorporated in this Base Prospectus.

## **1. Litigation and regulatory matters**

The UBS Group operates in a legal and regulatory environment that exposes it to significant litigation risks. As a result, UBS is involved in various disputes and legal proceedings, including litigation, arbitration, and regulatory and criminal investigations. Such cases are subject to many uncertainties, and the outcome is often difficult to predict, including the impact on operations or on the financial statements, particularly in the earlier stages of a case. In certain circumstances, to avoid the expense and distraction of legal proceedings, UBS may, based on a cost-benefit analysis, enter into a settlement even though denying any wrongdoing. UBS makes provisions for cases brought against it when, in the opinion of management after seeking legal advice, it is probable that a liability exists, and the amount can be reliably estimated.

Certain potentially significant legal proceedings or threatened proceedings as of the last twelve months until the date of this document are described below. In some cases UBS provides the amount of damages claimed, the size of a transaction or other information in order to assist investors in considering the magnitude of any potential exposure. UBS is unable to provide an estimate of the possible financial effect of particular claims or proceedings (where the possibility of an outflow is more than remote) beyond the level of current reserves established. Doing so would require UBS to provide speculative legal assessments as to claims and proceedings which involve unique fact patterns or novel legal theories, which 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. In many cases a combination of these factors impedes UBS's ability to estimate the financial effect of contingent liabilities. UBS also believes that such estimates could seriously prejudice its position in these matters.

### *1. Municipal Bonds*

In November 2006, UBS and others received subpoenas from the Antitrust Division of the US Department of Justice (DOJ) and the US Securities and Exchange Commission (SEC) seeking information relating to the investment of proceeds of municipal bond issuances and associated derivative transactions. In addition, various state Attorneys General issued subpoenas seeking similar information. Several putative class actions also have been filed in Federal District Courts against UBS and numerous other firms. In December 2010, three former UBS employees were indicted in connection with the Federal criminal antitrust investigation. On 4 May 2011, UBS announced a settlement with the SEC, DOJ, the US Internal Revenue Service (IRS) and a group of state Attorneys General under which UBS would pay a total of USD 140.3 million to resolve the regulatory, antitrust and securities law issues. The class action litigations remain pending; however, approximately USD 63 million of the regulatory settlement will be made available to potential claimants through a settlement fund, and payments made through the fund should reduce the total monetary amount at issue in the class action.

### *2. Auction Rate Securities*

UBS was the subject of an SEC investigation and state regulatory actions relating to the marketing and sale of auction rate securities ("**ARS**") to clients, and to UBS's role and participation in ARS auctions and underwriting of ARS. UBS was also named in several putative class actions and individual civil suits and arbitrations. The regulatory actions and investigations and the civil proceedings followed the disruption in the markets for these securities and related auction failures since mid-February 2008. At the end of 2008, UBS entered into settlements with the SEC, the New York Attorney General ("**NYAG**") and the Massachusetts Securities Division whereby UBS agreed to offer to buy back ARS from eligible customers within certain time periods, the last of which began on 30 June 2010, and to pay penalties of USD 150 million (USD 75 million to the NYAG and USD 75 million to the other states). UBS's settlement is largely in

line with similar industry regulatory settlements. UBS has settled with the majority of states and is continuing to finalize settlements with the rest. The fines being paid in these state settlements are being charged against the USD 150 million provision that was established in 2008. The SEC continues to investigate individuals affiliated with UBS regarding the trading in ARS and disclosures. In 2010, a claimant alleging consequential damages from the illiquidity of ARS was awarded approximately USD 80 million by an arbitration panel. UBS moved in state court to vacate the award, and the matter was thereafter settled. UBS is the subject of other pending arbitration and litigation claims by clients and issuers relating to ARS.

### *3. US Cross-Border*

UBS has been the subject of a number of governmental inquiries and investigations relating to its crossborder private banking services to US private clients during the years 2000–2007. On 18 February 2009, UBS announced that it had entered into a Deferred Prosecution Agreement (“**DPA**”) with the US Department of Justice Tax Division (“**DOJ**”) and the United States Attorney’s Office for the Southern District of Florida, and a Consent Order with the SEC, relating to these investigations. Pursuant to the DPA, the DOJ agreed that any further prosecution of UBS would be deferred for a period of at least 18 months, subject to extension in certain circumstances. The DPA provided that, if UBS satisfied all of its obligations thereunder, the DOJ would refrain permanently from pursuing charges against UBS relating to the investigation of its US cross-border business. As part of the resolution of an SEC claim that UBS acted as an unregulated broker dealer and investment advisor in connection with its US cross-border business, UBS reached a consent agreement with the SEC on the same date. On 15 September 2010, the independent consultant appointed pursuant to the DPA and SEC Consent Order to review UBS’s compliance with its exit-related obligations submitted its final report to both the DOJ and the SEC, finding that UBS had substantially complied in all material respects with these obligations under these settlements. Because UBS fully complied with its commitments under the DPA, the US DOJ moved to dismiss all of the previously filed charges that had been deferred under the DPA. On 25 October 2010, the Court dismissed all the charges, marking the closure of the DPA.

On 19 August 2009, UBS executed a settlement agreement with the US Internal Revenue Service (“**IRS**”) and the DOJ, to resolve the previously reported enforcement action relating to the “John Doe” summons served on UBS in July 2008 (“**UBS-US Settlement Agreement**”). At the same time, the United States and Switzerland entered into a separate but related agreement (“**Swiss-US Government Agreement**”), providing that the Swiss Federal Tax Administration (“**SFTA**”) process a request for administrative assistance under the Swiss-US Double Taxation Treaty related to an estimated number of approximately 4,450 accounts held by US taxpayers. Because UBS complied with all of its obligations set forth in the UBS-US Settlement Agreement required to be completed by the end of 2009, the IRS withdrew the “John Doe” summons with prejudice as to all accounts not covered by the treaty request. In March 2010, the Swiss and US governments signed a protocol amending the Swiss-US Government Agreement, and the agreement, as amended by the protocol, was approved by the Swiss Parliament on 17 June 2010. In August 2010, the IRS withdrew with prejudice the Notice of Default it had served on UBS in May 2008 with respect to the Qualified Intermediary Agreement between UBS and the IRS. On 15 November 2010, the IRS withdrew the “John Doe” summons in its entirety and with prejudice. This represented the final formal step in the comprehensive resolution of the US cross-border matter.

### *4. Inquiries regarding Non-US Cross-Border Wealth Management Businesses*

Following the disclosure and the settlement of the US cross-border matter, tax and regulatory authorities in a number of countries have made inquiries and served requests for information located in their respective jurisdictions relating to the cross-border wealth management services provided by UBS and other financial institutions. UBS is cooperating with these requests within the limits of financial privacy obligations under Swiss and other applicable laws.

### *5. Matters Related to the Credit Crisis*

UBS is responding to a number of governmental inquiries and investigations and is involved in a number of litigations, arbitrations and disputes related to the credit crisis and in particular mortgage-related securities and other structured transactions and derivatives. In particular, the SEC is investigating UBS’s valuation of super senior tranches of collateralized debt obligations (“**CDO**”) during the third quarter of 2007 and UBS’s reclassification of financial assets pursuant to amendments to IAS 39 during the fourth quarter of

2008. UBS has provided documents and testimony to the SEC and is continuing to cooperate with the SEC in its investigation. UBS has also communicated with and has responded to other inquiries by various governmental and regulatory authorities, including the Swiss Financial Market Supervisory Authority ("**FINMA**"), the UK Financial Services Authority ("**FSA**"), the SEC, the US Financial Industry Regulatory Authority ("**FINRA**"), the Financial Crisis Inquiry Commission ("**FCIC**"), the New York Attorney General, and the US Department of Justice, concerning various matters related to the credit crisis. These matters concern, among other things, UBS's (i) disclosures and writedowns, (ii) interactions with rating agencies, (iii) risk control, valuation, structuring and marketing of mortgage-related instruments, and (iv) role as underwriter in securities offerings for other issuers.

#### *6. Lehman Principal Protection Notes*

From March 2007 through September 2008, UBS sold approximately USD 1 billion face amount of structured notes issued by Lehman Brothers Holdings Inc. (Lehman), a majority of which were referred to as "principal protection notes," reflecting the fact that while the notes' return was in some manner linked to market indices or other measures, some or all of the investor's principal was an unconditional obligation of Lehman as issuer of the notes. UBS has been named along with other defendants in a putative class action alleging materially misleading statements and omissions in the prospectuses relating to these notes and asserting claims under US securities laws. UBS has also been named in numerous individual civil suits and customer arbitrations (some of which have resulted in settlements or adverse judgments), was named in a proceeding brought by the New Hampshire Bureau of Securities, and is responding to investigations by other state regulators relating to the sale of these notes to UBS's customers. The customer litigations and regulatory investigations relate primarily to whether UBS adequately disclosed the risks of these notes to its customers. In April 2011, UBS entered into a settlement with FINRA related to the sale of these notes, pursuant to which UBS agreed to pay a USD 2.5 million fine and approximately USD 8.25 million in restitution and interest to a limited number of investors in the US.

#### *7. Claims related to sales of residential mortgage-backed securities and mortgages*

From 2002 through about 2007, UBS was a substantial underwriter and issuer of US residential mortgage-backed securities ("**RMBS**"). UBS has been named as a defendant relating to its role as underwriter and issuer of RMBS in a large number of lawsuits relating to approximately USD 39 billion in original face amount of RMBS underwritten or issued by UBS. Most of the lawsuits are in their early stages. Many have not advanced beyond the motion to dismiss phase; others are in varying stages of discovery. Of the original face amount of RMBS at issue in these cases, approximately USD 4.8 billion was issued in offerings in which a UBS subsidiary transferred underlying loans (the majority of which were purchased from third-party originators) into a securitization trust and made representations and warranties about those loans. The remaining USD 34 billion of RMBS to which these cases relate was issued by third parties in securitizations in which UBS acted as underwriter. In connection with certain of these lawsuits, UBS has indemnification rights against solvent third-party issuers or originators for any loss or liability incurred by UBS. Additionally, UBS is named as a defendant in three lawsuits brought by insurers of RMBS seeking recovery of insurance paid to RMBS investors. These insurers allege that UBS and other RMBS underwriters aided and abetted misrepresentations and fraud by RMBS issuers, and claim equitable and contractual subrogation rights. UBS has also been contacted by certain government-sponsored enterprises requesting that UBS repurchase USD 2 billion of securities issued in UBS-sponsored RMBS offerings.

As described in the section "Other contingent liabilities - Demands related to sales of mortgages and RMBS" below, UBS also has contractual obligations to repurchase US residential mortgage loans as to which UBS's representations made at the time of transfer prove to have been materially inaccurate.

#### *8. Claims Related to UBS Disclosure*

A putative consolidated class action has been filed in the United States District Court for the Southern District of New York against UBS, a number of current and former directors and senior officers and certain banks that underwrote UBS's May 2008 Rights Offering (including UBS Securities LLC) alleging violation of the US securities laws in connection with UBS's disclosures relating to UBS's positions and losses in mortgage-related securities, UBS's positions and losses in auction rate securities, and UBS's US crossborder business. Defendants have moved to dismiss the complaint for failure to state a claim. UBS, a number of senior officers and employees and various UBS committees have also been sued in a putative consolidated class action for breach of fiduciary duties brought on behalf of current and former participants in two UBS

Employee Retirement Income Security Act (“**ERISA**”) retirement plans in which there were purchases of UBS stock. In March 2011, the court dismissed the ERISA complaint. The plaintiffs have sought leave to file an amended complaint.

#### *9. Madoff*

In relation to the Bernard L. Madoff Investment Securities LLC (“**BMIS**”) investment fraud, UBS AG, UBS (Luxembourg) SA and certain other UBS subsidiaries have been subject to inquiries by a number of regulators, including FINMA and the Luxembourg Commission de Surveillance du Secteur Financier (“**CSSF**”). 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 under offshore jurisdictions with either direct or indirect exposure to BMIS. These funds now face severe losses, and the Luxembourg funds are in liquidation. The last reported net asset value of the two Luxembourg funds before revelation of the Madoff scheme was approximately USD 1.7 billion in the aggregate, although that figure likely includes fictitious profit reported by BMIS. 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. Between February and May 2009, UBS (Luxembourg) SA responded to criticisms made by the CSSF in relation to its responsibilities as custodian bank and demonstrated to the satisfaction of the CSSF that it has the infrastructure and internal organization in place in accordance with professional standards applicable to custodian banks in Luxembourg. UBS (Luxembourg) SA and certain other UBS subsidiaries are also responding to inquiries by Luxembourg investigating authorities, without however being named as parties in those investigations. In December 2009 and March 2010, the liquidators of the two Luxembourg funds filed claims on behalf of the funds against UBS entities, non-UBS entities and certain individuals including current and former UBS employees. The amounts claimed are approximately EUR 890 million and EUR 305 million respectively. In addition, a large number of alleged beneficiaries have filed claims against UBS entities (and non-UBS entities) for purported losses relating to the Madoff scheme. The majority of these cases are pending in Luxembourg, where appeals have been filed against the March 2010 decisions of the court in which the claims in a number of test cases were held to be inadmissible. In the US, the BMIS Trustee has filed claims against UBS entities, amongst others, in relation to the two Luxembourg funds and one of the offshore funds. A claim was filed in November 2010 against 23 defendants including UBS entities, the Luxembourg and offshore funds concerned and various individuals, including current and former UBS employees. The total amount claimed against all defendants is no less than USD 2 billion. A second claim was filed in December 2010 against 16 defendants including UBS entities and the Luxembourg fund concerned. The total amount claimed against all defendants is no less than USD 555 million. UBS has filed motions requesting that these complaints be moved from the Bankruptcy Court to the Federal District Court. In Germany, certain clients of UBS are exposed to Madoff-managed positions through third-party funds and funds administered by UBS entities in Germany. A small number of claims have been filed with respect to such funds.

#### *10. Transactions with City of Milan and other Italian public sector entities*

In January 2009, the City of Milan filed civil proceedings against UBS Limited, UBS Italia SIM Spa and three other international banks in relation to a 2005 bond issue and associated derivatives transactions entered into with the City between 2005 and 2007. The claim is to recover alleged damages in an amount which will compensate for terms of the related derivatives which the City claims to be objectionable. In the alternative, the City seeks to recover alleged hidden profits asserted to have been made by the banks in an amount of approximately EUR 88 million (of which UBS Limited is alleged to have received approximately EUR 16 million) together with further damages of not less than EUR 150 million. The claims are made against all of the banks on a joint and several basis. The case is currently stayed following a petition filed by the four banks to the Italian basis Court of Cassation challenging the jurisdiction of the Italian courts. In addition, two current UBS employees and one former employee, together with employees from other banks, a former City officer and a former adviser to the City, are facing a criminal trial for alleged “aggravated fraud” in relation to the City’s 2005 bond issue and the execution, and subsequent restructuring, of certain related derivative transactions. The primary allegation is that UBS Limited and the other international banks obtained hidden and/or illegal profits by entering into the derivative contracts with the City. The banks also face an administrative charge of failing to have in place a business organizational model to avoid the alleged misconduct by employees, the sanctions for which could include a limitation on activities in Italy. The City has separately asserted claims for damages against UBS Limited and UBS individuals in those proceedings. A number of transactions with other public entity counterparties in Italy have also been called into question or become the subject of legal proceedings and claims for



damages and other awards. These include derivative transactions with the Regions of Calabria, Tuscany, Lombardy and Lazio and the City of Florence. UBS has itself issued proceedings before English courts in connection with a number of derivative transactions with Italian public entities, including some of those mentioned above, aimed at obtaining declaratory judgments as to the legitimacy of UBS's behavior.

#### 11. HSH Nordbank AG ("**HSH**")

HSH has filed an action against UBS in New York State court relating to USD 500 million of notes acquired by HSH in a synthetic CDO transaction known as North Street Referenced Linked Notes, 2002-4 Limited ("**NS4**"). The notes were linked through a credit default swap between the NS4 issuer and UBS to a reference pool of corporate bonds and asset-backed securities. HSH alleges that UBS knowingly misrepresented the risk in the transaction, sold HSH notes with "embedded losses", and improperly profited at HSH's expense by misusing its right to substitute assets in the reference pool within specified parameters. HSH is seeking USD 500 million in compensatory damages plus pre-judgment interest. The case was initially filed in 2008. Following orders issued in 2008 and 2009, in which the court dismissed most of HSH's claims and its punitive damages demand and later partially denied a motion to dismiss certain repleaded claims, the claims remaining in the case are for fraud, breach of contract and breach of the implied covenant of good faith and fair dealing. Both sides have appealed the court's most recent partial dismissal order, and a decision on the appeal is pending.

#### 12. Kommunale Wasserwerke Leipzig GmbH ("**KWL**")

In 2006 and 2007, KWL entered into a series of Credit Default Swap (CDS) transactions with bank swap counterparties, including UBS. Under the CDS contracts between KWL and UBS, the last of which were terminated by UBS in October 2010, a net sum of approximately USD 138 million has fallen due from KWL but not been paid. In January 2010, UBS issued proceedings in the English High Court against KWL seeking various declarations from the English court, in order to establish that the swap transaction between KWL and UBS is valid, binding and enforceable as against KWL. In October 2010, the English court ruled that it has jurisdiction and will hear the proceedings, and UBS issued a further claim seeking declarations concerning the validity of its early termination of the remaining CDS transactions with KWL. Whilst KWL appealed from that decision, it has recently informed UBS that in light of a recent decision of the European Court of Justice (ECJ) in another case not involving UBS, it does not intend to proceed with the jurisdictional appeal in the English courts. The civil dispute will now proceed before the English court with UBS's two claims now consolidated together and amended to include a claim for payment from KWL of the net principal sum outstanding plus interest. In March 2010, KWL issued proceedings in Leipzig, Germany, against UBS and other banks involved in these contracts, claiming that the swap transactions are void and not binding on the basis of KWL's allegation that KWL did not have the capacity or the necessary internal authorization to enter into the transactions and that the banks knew this. Upon and as a consequence of KWL withdrawing its appeal on jurisdiction in England (and the same ECJ ruling referred to above), it is expected that the Leipzig court will dismiss KWL's civil claim against UBS and one of the other banks in the German courts and that no civil claim will proceed against either of them in Germany. The proceedings by KWL against the third bank will now proceed before the German courts following a preliminary order by the Leipzig court that it has jurisdiction to hear this case.

The other two banks that entered into CDS transactions with KWL entered into back-to-back CDS transactions with UBS. In April 2010, UBS issued separate proceedings in the English High Court against those bank swap counterparties seeking declarations as to the parties' obligations under those transactions. The back-to-back CDS transactions were subsequently terminated in April and June 2010. The aggregate amount that UBS contends is outstanding under those transactions is approximately USD 189 million plus interest. These English court proceedings are currently stayed.

In January 2011, the former managing director of KWL and two financial advisers were convicted on criminal charges related to certain KWL transactions, including swap transactions with UBS and other banks.

#### 13. Puerto Rico

The SEC has been investigating UBS's secondary market trading and associated disclosures involving shares of closed-end funds managed by UBS Asset Managers of Puerto Rico, principally in 2008 and 2009. In November 2010, the SEC issued a "Wells notice" to two UBS subsidiaries, advising them that the SEC staff

is considering whether to recommend that the SEC bring a civil action against them relating to these matters.

#### 14. LIBOR

Several government agencies, including the SEC, the US Commodity Futures Trading Commission, the DOJ and the FSA, are conducting investigations regarding submissions to the British Bankers' Association, which sets LIBOR rates. UBS understands that the investigations focus on whether there were improper attempts by UBS (among others), either acting on its own or together with others, to manipulate LIBOR rates at certain times. In addition, UBS has received an order to provide information to the Japan Financial Services Agency concerning similar matters.

UBS has recently been informed that UBS has been granted conditional leniency or conditional immunity from authorities in certain jurisdictions, including the Antitrust Division of the DOJ, in connection with potential antitrust or competition law violations related to submissions for Yen LIBOR and Euroyen TIBOR (Tokyo Interbank Offered Rate). As a result of these conditional grants, UBS will not be subject to prosecutions, fines or other sanctions for antitrust or competition law violations in connection with the matters UBS reported to those authorities, subject to UBS' continuing cooperation. However, the conditional leniency and conditional immunity grants UBS has received do not bar government agencies from asserting other claims against UBS. In addition, as a result of the conditional leniency agreement with the DOJ, UBS is eligible for a limit on liability to actual rather than treble damages were damages to be awarded in any civil antitrust action under US law based on conduct covered by the agreement and for relief from potential joint-and-several liability in connection with such civil antitrust action, subject to UBS satisfying the DOJ and the court presiding over the civil litigation of UBS' cooperation. The conditional leniency and conditional immunity grants do not otherwise affect the ability of private parties to assert civil claims against UBS.

A number of putative class actions have been filed in federal courts in the US against UBS and numerous other banks on behalf of certain parties who transacted in LIBOR-based derivatives. The complaints allege manipulation, through various means, of the US dollar LIBOR rate and prices of US dollar LIBOR-based derivatives in various markets. Claims for damages are asserted under various legal theories, including violations of the US Commodity Exchange Act and antitrust laws.

Besides the proceedings specified above under (1) through (14) no governmental, legal or arbitration proceedings, which may significantly affect UBS's financial position, are or have been pending during the last twelve months until the date of this document, nor is the Issuer aware that any such governmental, legal or arbitration proceedings are threatened.

## 2. Other contingent liabilities

Demands related to sales of mortgages and RMBS

For several years prior to the crisis in the US residential mortgage loan market, UBS sponsored securitizations of US residential mortgage-backed securities ("**RMBS**") and were a purchaser and seller of US residential mortgages. A subsidiary of UBS, UBS Real Estate Securities Inc. ("**UBS RESI**"), acquired pools of residential mortgage loans from originators and (through an affiliate) deposited them into securitization trusts. In this manner, from 2004 through 2007 UBS RESI sponsored approximately USD 80 billion in RMBS, based on the original principal balances of the securities issued. The overall market for privately issued US RMBS during this period was approximately USD 3.9 trillion.

UBS RESI also sold pools of loans acquired from originators to third-party purchasers. These whole loan sales during the period 2004 through 2007 totaled approximately USD 19 billion in original principal balance.

UBS was not a significant originator of US residential loans. A subsidiary of UBS originated approximately USD 1.5 billion in US residential mortgage loans during the period in which it was active from 2006 to 2008, and securitized less than half of these loans.

When UBS acted as an RMBS sponsor or mortgage seller, UBS generally made certain representations relating to the characteristics of the underlying loans. In the event of a material breach of these representations, UBS was in certain circumstances contractually obligated to repurchase the loans to which

they related or to indemnify certain parties against losses. UBS has been notified by certain institutional purchasers and insurers of mortgage loans and RMBS that possible breaches of representations may entitle the purchasers to require that UBS repurchase the loans or to other relief. Loan repurchase demands increased in the second quarter, as reflected in the table below, which summarizes repurchase demands received by UBS and UBS's repurchase activity from 2006 through 15 July 2011.

Loan repurchase demands by year received – original principal balance of loans

<i>USD million</i>	2006–2008	2009	2010	2011 through 15 July	Total
Actual or agreed loan repurchases / make whole payments by UBS	11.7	1.4	47.7		60.8
Demands resolved directly by third-party originators		1.1	20.4	0.4	21.9
Demands resolved in litigation	0.6	20.7			21.4
Demands rebutted by UBS but not yet rescinded by counterparty		60.3	255.8	1.3	317.3
Demands rescinded by counterparty <sup>1</sup>	110.2	97.2	11.8	6.0	225.2
Demands in review by UBS <sup>2</sup>		52.1	36.9	589.5	678.5
<b>Total</b>	<b>122.5</b>	<b>232.8</b>	<b>372.5</b>	<b>597.2</b>	<b>1,325.1</b>

<sup>1</sup> Includes demands that were not pursued by the counterparty following rebuttal by UBS. <sup>2</sup> Includes loans totaling USD 20.6 million in original principal balance for which a provision was made in 2010 and which remain in review.

As of the end of the second quarter of 2011, UBS's balance sheet reflects a provision of USD 87.5 million based on its best estimate of the loss arising from loan repurchase demands received from 2006 through 2011 to which UBS has agreed or which remain unresolved, and for certain anticipated loan repurchase demands of which it has been informed. A counterparty has advised UBS that it intends to make loan repurchase demands that are currently estimated to amount to at least USD 900 million in original principal balance, but it is not yet clear when or to what extent these demands will be made. UBS also cannot reliably estimate when or to what extent the provision will be utilized in connection with actual loan repurchases or payments for liquidated loans, because both the submission of loan repurchase demands and the timing of resolution of such demands are uncertain.

Payments made by UBS to date to resolve repurchase demands have been for liquidated adjustable rate mortgages that provide the borrower with a choice of monthly payment options (Option ARM loans). These payments were equivalent to approximately 62% of the original principal balance of the Option ARM loans. The corresponding percentages for other loan types can be expected to vary. With respect to unliquidated Option ARM loans that UBS has agreed to repurchase, UBS expects severity rates will be similar to payments made for liquidated loans. Actual losses upon repurchase will reflect the estimated value of the loans in question at the time of repurchase as well as, in some cases, partial repayment by the borrowers or advances by servicers prior to repurchase. It is not possible to predict future indemnity rates or percentage losses upon repurchase for reasons including timing and market uncertainties as well as possible differences in the characteristics of loans that may be the subject of future demands compared with those that have been the subject of past demands.

In most instances in which UBS would be required to repurchase loans or indemnify against losses due to misrepresentations, it would be able to assert demands against third-party loan originators who provided representations when selling the related loans to UBS. However, many of these third parties are insolvent or no longer exist. UBS estimates that, of the total original principal balance of loans sold or securitized by UBS from 2004 through 2007, less than 50% was purchased from third-party originators that remain solvent. UBS has asserted indemnity or repurchase demands against originators equivalent to approximately 60% of the original principal balance of the liquidated loans for which UBS has made payment in response to demands received in 2010 and 2011. Only a small number of UBS' demands have been resolved, and UBS has not recognized any asset in respect of the unresolved demands.

UBS cannot reliably estimate the level of future repurchase demands, and does not know whether its past success rate in rebutting such demands will be a good predictor of future success. UBS also cannot reliably estimate the timing of any such demands.

As described above under section "Litigation and regulatory matters", UBS is also subject to claims and threatened claims in connection with UBS's role as underwriter and issuer of RMBS.

### **3. Significant changes in the Financial Situation of the Issuer**

There has been no material change in the financial position of UBS since 30 June 2011, being the date of the last financial period, for which a financial information has been published (i.e. UBS's second quarter 2011 report (including non-audited consolidated financial statements) for the period ending on 30 June 2011).

### **IX. Material Contracts**

No material agreements have been concluded outside of the normal course of business which could lead to UBS being subjected to an obligation or obtaining a right, which would be of key significance to the Issuer's ability to meet its obligations to the investors in relation to the issued securities.

### **X. Documents on Display**

- The Annual Report of UBS AG as of 31 December 2009, comprising the sections (i) Strategy, performance and responsibility, (ii) UBS business divisions and Corporate Center (iii) Risk and treasury management, (iv) Corporate governance and compensation, (v) Financial information (including the "Report of the Statutory Auditor and the Independent Registered Public Accounting Firm on the Consolidated Financial Statements" and the "Report of the Statutory Auditor on the Financial Statements");
- The Annual Report of UBS AG as of 31 December 2010, comprising the sections (i) Strategy, performance and responsibility, (ii) UBS business divisions and Corporate Center (iii) Risk and treasury management, (iv) Corporate governance and compensation, (v) Financial information (including the "Report of the Statutory Auditor and the Independent Registered Public Accounting Firm on the Consolidated Financial Statements" and the "Report of the Statutory Auditor on the Financial Statements");
- The Review 2009 and 2010 and the Compensation Report 2009 and 2010
- The quarterly reports of UBS AG as at 31 March 2011 and 30 June 2011; and
- The Articles of Association of UBS AG, as the Issuer,

shall be maintained in printed format, for free distribution, at the offices of the Issuer for a period of twelve months after the publication of this document. In addition, the annual and quarterly reports of UBS AG (and related review and compensation report) are published on UBS's website, at [www.ubs.com/investors](http://www.ubs.com/investors) or a successor address. The Articles of Association of UBS AG are also available on UBS's Corporate Governance website, at [www.ubs.com/governance](http://www.ubs.com/governance)."

**4) In the relevant Base Prospectus, in the section “SUBSCRIPTION AND SALE”, subsection “Selling Restrictions” the paragraph headed “European Economic Area” is completely replaced as follows:**

*“European Economic Area*

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a **“Relevant Member State”**), each Manager has represented and agreed, and each further Manager appointed under the Programme will be required to represent and agree, that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the **“Relevant Implementation Date”**) it has not made and will not make an offer of Notes which are the subject of the offering contemplated by this Prospectus as completed by the final terms in relation thereto to the public in that Relevant Member State except that it may, with effect from and including the Relevant Implementation Date, make an offer of such Notes to the public in that Relevant Member State:

- (a) if the final terms in relation to the Notes specify that an offer of those Notes may be made other than pursuant to Article 3 (2) of the Prospectus Directive in that Relevant Member State (a **“Non-exempt Offer”**), following the date of publication of a prospectus in relation to such Notes which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, provided that any such prospectus has subsequently been completed by the final terms contemplating such Non-exempt Offer, in accordance with the Prospectus Directive, 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 Non-exempt Offer;
- (b) at any time to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (c) at any time to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive), subject to obtaining the prior consent of the relevant Manager or Managers nominated by the Issuer for any such offer; or
- (d) at any time in any other circumstances falling within Article 3 (2) of the Prospectus Directive,

provided that no such offer of Notes referred to in (b) to (d) above shall require the Issuer or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression “offer of Notes to the public” in relation to any Notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression “Prospectus Directive” means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression “2010 PD Amending Directive” means Directive 2010/73/EU.”

**5) In the relevant Base Prospectus, in the section “GENERAL INFORMATION” the paragraph headed “Incorporation by Reference” is completely replaced as follows:**

**“Incorporation by Reference**

The following documents shall be incorporated in, and form part of, this Base Prospectus and may be obtained free of charge at the registered offices of the Issuer [as well as UBS Deutschland AG, Bockenheimer Landstrasse 2 - 4, 60306 Frankfurt am Main, Federal Republic of Germany,] for a period of twelve months after the publication of this Base Prospectus:

<b>Incorporated document</b>	<b>Referred to in</b>	<b>Information</b>
- UBS Annual Report 2010, in English; pages 71 -111 (inclusive)	- Business Overview	- Description of the Issuer’s business groups
- UBS Annual Report 2010, in English; pages 362 – 365 (inclusive)	- Organisational Structure of the Issuer	- Illustration of the key subsidiaries
- UBS Annual Report 2010, in English; pages 193 – 195 (inclusive)	- Major Shareholders of the Issuer	- Further details on UBS shares
- UBS Annual Report 2010 Financial Information, in English:	- Financial Information concerning the Issuer’s Assets and Liabilities, Financial Position and Profits and Losses	- Financial Statements of UBS AG (Group) for the financial year 2010:
(i) page 265,		(i) Income Statement,
(ii) page 267,		(ii) Balance Sheet,
(iii) pages 271 - 272 (inclusive),		(iii) Statement of Cash Flows,
(iv) pages 273 - 378 (inclusive),		(iv) Notes to the Financial Statements,
(v) pages 254 - 258 (inclusive),		(v) Accounting Standards and Policies,
(vi) pages 260 - 263 (inclusive).		(vi) Report of the Group Auditors
		- Financial Statements of UBS AG (Parent Bank) for the financial year 2010:
(i) page 380,		(i) Income Statement,
(ii) page 381,		(ii) Balance Sheet,
(iii) page 382,		(iii) Statement of Appropriation of Retained Earnings,
(iv) pages 383 - 399 (inclusive),		(iv) Notes to the Financial Statements,
(v) page 379,		(v) Parent Bank Review,
(vi) pages 254 - 258 (inclusive),		(vi) Accounting Standards and Policies,
(vii) pages 400 - 401 (inclusive).		(vii) Report of the Statutory Auditors.
- UBS Annual Report 2009, in English:	- Financial Information concerning the Issuer’s Assets and Liabilities, Financial Position and Profits and Losses	- Financial Statements of UBS AG (Group) for the financial year 2009:
(i) page 255,		(i) Income Statement,
(ii) page 257,		(ii) Balance Sheet,
(iii) pages 261 - 262 (inclusive),		(iii) Statement of Cash Flows,
(iv) pages 263 - 370 (inclusive),		(iv) Notes to the Financial Statements,
(v) pages 244 – 248 (inclusive),		(v) Accounting Standards and Policies,
(vi) pages 252 - 253 (inclusive).		(vi) Report of the Group Auditors.

		- Financial Statements of UBS AG (Parent Bank) for the financial year 2009:
(i) page 372,		(i) Income Statement,
(ii) page 373,		(ii) Balance Sheet,
(iii) page 373,		(iii) Statement of Appropriation of Retained Earnings,
(iv) pages 374 – 392 (inclusive),		(iv) Notes to the Financial Statements,
(v) page 371,		(v) Parent Bank Review,
(vi) pages 244 - 248 (inclusive),		(vi) Accounting Standards and Policies,
(vii) pages 393 – 394 (inclusive).		(vii) Report of the Statutory Auditors.
- UBS AG quarterly report as of 30 June 2011	- Financial Information concerning the Issuer's Assets and Liabilities, Financial Position and Profits and Losses	- UBS AG quarterly report as of 30 June 2011
- UBS AG quarterly report as of 31 March 2011	- Financial Information concerning the Issuer's Assets and Liabilities, Financial Position and Profits and Losses	- UBS AG quarterly report as of 31 March 2011

- (a) the Quarterly Report of UBS AG as at 30 June 2011 has been filed with the BaFin as appendix to the Supplement dated 31 August 2011 in relation to various base prospectuses;
- (b) the Quarterly Report of UBS AG as of 31 March 2011 has been filed with the BaFin as appendix to the Supplement dated 14 July 2011 in relation to various base prospectuses;
- (c) the Annual Report 2010 of UBS AG has been filed with the BaFin as appendix to the Supplement dated 20 April 2011 in relation to the Structured Note Programme;
- (d) the Annual Report 2009 of UBS AG has been filed with the BaFin as appendix to Supplement No. 1 dated 7 April 2010 to the Structured Warrant Programme dated 21 October 2009.

Any information not listed above but contained in the documents incorporated by reference is either not relevant to investors or is covered elsewhere in the Base Prospectus.

**ADDRESS LIST**

**ISSUER**

**REGISTERED HEAD OFFICE**

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Switzerland

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Switzerland

**EXECUTIVE OFFICE OF  
UBS AG, JERSEY BRANCH**

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St. Helier JE2 3RF  
Jersey  
Channel Islands

**EXECUTIVE OFFICE OF  
UBS AG, LONDON BRANCH**

UBS AG, London Branch  
1 Finsbury Avenue  
London EC2M 2PP  
United Kingdom



The Base Prospectus and all supplements thereto, shall be maintained in printed format, for free distribution, at the offices of the Issuer for a period of twelve months after the publication of this document and are published on the website [www.ubs.com/keyinvest](http://www.ubs.com/keyinvest), or a successor website.

In addition, the annual and quarterly reports of UBS AG (and related review and compensation report) are published on UBS' website, at [www.ubs.com/investors](http://www.ubs.com/investors) or a successor address.

Zurich, 11 October 2011

**UBS AG**



signed by Philippe Adam



signed by Stefanie Ganz