

18M USD Dolphin Note

Linked to XAU/USD

Issued by UBS AG, Jersey Branch under the UBS Swiss Base Prospectus for the Issuance of Securities Cash settled

SSPA Product Type: Capital Protection with Knock-Out (1130) Valor: 130978866 / ISIN: CH1309788664 / WKN: UE5NQV

Final Terms

The Product does not represent a participation in any of the collective investment schemes pursuant to article 7 et seq. of the Swiss Federal Act on Collective Investment Schemes (CISA) and thus does not require an authorisation of the Swiss Financial Market Supervisory Authority (FINMA). Therefore, investors in this Product are not eligible for the specific investor protection under the CISA. Moreover, investors in this Product bear the issuer risk. Furthermore, this Product does not benefit from any depositor protection under article 37a of the Swiss Federal Act on Banks and Savings Banks (Banking Act) or other forms of deposit insurance under any other law as might be applicable to this Product.

Information on Underlying

Underlying(s)	Price Source	Initial Underlying Level	Upper Barrier Level
XAU/USD, defined as the USD amount per 1 troy ounce of gold	Bloomberg Page: GOLDLNPM <index>, 3pm London Time</index>	2034.15	2542.69 (125% x Initial Underlying Level)

Product Details

Security Numbers	Valor: 130978866 / ISIN: CH1309788664 / WKN: UE5NQV
Issue Size	USD 4,180,000
Denomination / Nominal Amount	USD 1,000
Calculation Amount	USD 1,000
Issue Price	100.00% (percentage quotation) of the Nominal Amount
Settlement Currency	USD
Capital Protection	100% of Calculation Amount (= USD 1,000) as of the Redemption Date (subject to the credit risk of the Issuer)
Participation	125% as of Expiration Date, if a Barrier Event has not occurred
Rebate	7% as of Redemption Date, if a Barrier Event has occurred
Quoting Type	Secondary market prices are quoted dirty

Dates

nuary 2024 until 02 February 2024, 2:00 PM CEST (Please note that the ription Period can be extended or can close earlier)
bruary 2024
bruary 2024
ugust 2025 (subject to Disruption and Extraordinary Termination provisions)
ugust 2025 (subject to Disruption and Extraordinary Termination provisions)
2

Redemption

Subject to any extraordinary early termination, the investor is entitled to receive from the Issuer on the Redemption Date an amount in the Settlement Currency per Product, according to the following scenarios:

Scenario 1	If a Barrier Event has NOT occurred , the investor will receive the Capital Protection and the Underlying Performance multiplied by the Participation, according to the following formula:
	Calculation Amount x [Capital Protection + Participation x Max(0, Performance)]
Scenario 2	If a Barrier Event has occurred , the investor will receive a cash amount according to the following formula:
	Calculation Amount x (Capital Protection + Rebate)
Underlying Performance	(Expiration Value – Initial Underlying Level) / Initial Underlying Level
Barrier Event	A Barrier Event shall be deemed to occur if, at any time during the period from and including the Pricing Date to and including the Expiration Date (continuous observation), the level of the Underlying is at or above the Upper Barrier Level , as reasonably determined by the Calculation Agent.
Expiration Value	The value of the Underlying as stated on the Price Source on the Expiration Date, as determined by the Calculation Agent.

Product Structure

The 18M USD Dolphin Note enables the investor to achieve a Participation in the positive performance of the Underlying up to a pre-defined level (Upper Barrier Level) while having 100% Capital Protection at expiry. If the Underlying never trades at or above the Upper Barrier Level the investor participates in the positive performance of the Underlying. If the Underlying ever trades at or above the Upper Barrier Level, the investor receives on the Redemption Date the Capital Protection amount plus a Rebate.

General Information	
lssuer	UBS AG, Zurich and Basel, Switzerland, acting through its Jersey Branch
Issuer's Rating	Aa3 Moody's / A+ S&P's / A+ Fitch (as of 02 February 2024)
Issuer Supervisory Authority	Swiss Financial Market Supervisory Authority (FINMA). London Branch additionally Financial Conduct Authority (FCA) and Prudential Regulation Authority (PRA). Jersey Branch additionally Jersey Financial Services Commission (JFSC).
Lead Manager	UBS AG, Zurich
Calculation Agent	UBS AG, London Branch
Principal Paying Agent	UBS Switzerland AG
Listing	None
Secondary Market	The Issuer or the Lead Manager, as applicable, intends, under normal market conditions, to provide bid and/or offer prices for this Product on a regular basis. However, the Issuer or the Lead Manager, as applicable, makes no firm commitment to provide liquidity by means of bid and/or offer prices for this Product, and assumes no legal obligation to quote any such prices or with respect to the level or determination of such prices. Potential investors therefore should not rely on the ability to sell this Product at a specific time or at a specific price.
Business Day	In special market situations, where the Issuer is completely unable to enter into hedging transactions, or where such transactions are very difficult to enter into, the spread between the bid and offer prices may be temporarily expanded, in order to limit the economic risks of the Issuer. New York
Business Day Convention	Modified Following Unadjusted
Minimum Investment	USD 1,000 (subject to Selling Restrictions)
Minimum Trading Lot	USD 1,000
Clearing	SIX SIS, Euroclear, Clearstream (registered as intermediated securities with SIX SIS AG, in Switzerland)
Form of deed	Uncertificated Securities

Status Governing Law / Jurisdiction	Unsecured / Unsubordinated Swiss / Zurich
Product	One 18M USD Dolphin Note with the given Denomination is equivalent to one (1) "Product". "Products" wherever used herein shall be construed to mean integral multiples of the same, subject to the Issue Size.
Adjustments	The terms of the Product may be subject to adjustments during its lifetime as more fully described in the section "Adjustment risk" below. For clients outside of the United Kingdom, any changes with regard to the terms of this Product shall be published at www.ubs.com/keyinvest. Detailed information on such adjustments is to be found in the Product Documentation.
Public Offering	Switzerland
Distribution Fees	1.25% fee included in the Issue Price
Fees and expenses charged to investors during term of the Product	None
Material Changes	Apart from what has been published in the Product Documentation (including any documents incorporated by reference therein), there has been no material change in the Issuer's assets, financial or revenue position since the end of its last year-end or quarterly financial report.
Responsibility	UBS AG, having its registered head offices at Bahnhofstrasse 45, 8001 Zurich, Switzerland and Aeschenvorstadt 1, 4051 Basel, Switzerland, accepts responsibility for the information contained in these Final Terms and declares that, to its knowledge, the information contained in these Final Terms is accurate and does not omit any material circumstances.

Tax Treatment Switzerland

The taxation of an investment product can be complex and depends on your individual tax profile as well as on the particular product. Therefore your investment in this Product should be on the basis of your own independent tax advice from an external and reputable advisor or service provider on the consequences of purchasing and holding this investment product to its Redemption Date (including where the investment product has been bought on the secondary market) and the consequences of redeeming or selling the investment product before its Redemption Date. The following information only provides a general overview of the potential tax consequences at the time of issuance. Tax laws and practices of tax administrations may change on short notice, possibly with retroactive effect. You as investor are solely liable for all current and future taxes and duties imposed on an investor as a consequence of an investment in this Product; UBS disclaims all liability for any such tax obligations as well as for the accuracy and completeness of the below description. This tax section does not constitute tax advice nor does UBS provide tax advice on any investment products.

Bond floor at issue Swiss Transfer Stamp Duty	93.73% (USD 937.30 per Calculation Amount) The product does not qualify as a taxable security. Secondary market transactions are not subject to Swiss Stamp Duty.
Swiss Income Tax	For tax purposes this product is qualified as a combination of an option and bond, where the majority of the return of the bond part is in the form of a discount or of one payment on redemption date (IUP). For private investors with tax domicile in Switzerland the increase of the value of the bond part (according to the "Modifizierte Differenzbesteuerung") at sale or maturity is subject to Swiss federal as well as cantonal and communal income tax. Such an investor is taxed on the difference between the bondfloor at purchase* and the bond floor at sale or redemption*. However, any gain derived from the option is considered as capital gain and is therefore for such investors subject to neither Swiss federal nor cantonal and communal income tax.
	*each to be converted into CHF at the prevailing exchange rate at purchase and sale or redemption (if applicable).
Swiss Withholding Tax	The product is not subject to the Swiss Withholding Tax.

The tax information only provides a general overview over the Swiss tax consequences linked to this product based on the tax laws and the practice of the tax administration at the time of issue. Tax laws and the practice of tax administrations may change, possibly with retroactive effect.

Significant Risks for Investors

Investors in this Product should be experienced investors and familiar with both derivative products and the FX markets. Potential investors should understand the risks associated with an investment in the Product and shall only reach an investment decision after careful considerations with their legal, tax, financial and other advisors of (i) the suitability of an investment in the Product in the light of their own particular financial, fiscal and other circumstances; (ii) the information set out in this document and (iii) the Underlying(s).

In addition to the market risk with regard to the development of the Underlying, each investor bears the general risk that the financial situation of the Issuer could deteriorate ("**Issuer Risk**"). The Products constitute immediate, unsecured and unsubordinated obligations of the Issuer, which, particularly in case of insolvency of the Issuer, rank pari passu with each and all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of those that have priority due to mandatory statutory provisions. The general assessment of the Issuer's creditworthiness may affect the value of the Products. This assessment generally depends on the ratings assigned to the Issuer or its affiliated companies by rating agencies such as Moody's, Fitch and Standard & Poor's. The Issuer Rating indicated in this document reflects the situation at the time of issuance and may be subject to change. The actual Issuer Rating at any given time can be seen on the Issuer's website (www.ubs.com) under "Investor Relations".

In addition to the risk factors below, further risk factors are set out in the UBS Swiss Base Prospectus for the Issuance of Securities.

Product specific risks

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Loss Potential	On the Redemption Date, the risk of loss is - subject to the credit risk of the Issuer - limited to the difference between the purchase price and the Capital Protection.
Capital Protection (at Expiry)	Yes. Moreover, investors are exposed to the credit risk of the Issuer.
Risk Potential in comparison to a direct investment in the Underlying	The Capital Protection limits the risk exposure compared to a direct investment.
Issuer Call right	None
Stop Loss Event	None
Market risks	The value of a Product is determined not only by changes in the value of the Underlying(s), but also by a number of other market price influencing factors. Since several market price influencing factors may have simultaneous effects on the Product, the effect of a particular factor cannot be predicted. In addition, several market price influencing factors may have a compounding effect which may not be predictable. These factors include, inter alia, the remaining time to expiration of the Product, the frequency and intensity of price fluctuations (volatility) of the Underlying(s), as well as the prevailing interest rate. A decline in the value of the Product may therefore occur even if the level of the Underlying remains constant or decreases.
Currency risk	Investors should be aware that the Product includes currency risk.
	The relevant FX spot exchange rate may be influenced by unpredictable factors, including fluctuations in currency exchange rates. The value of the Underlying and therefore, the investment, may be affected by various and often unpredictable factors, including, but not limited to, the exchange rate and economic, financial, social and political conditions globally and in particular countries. The exchange rate and the liquidity and trading values of, and amounts payable with respect to, the Product may be affected by the actions of sovereign governments that may directly or indirectly impact the Underlying. The market value of the Product may fluctuate between the Pricing Date and the Expiration Date. The Calculation Agent will determine the settlement at maturity.
Extraordinary termination risk	The Product contains terms and conditions that allow the Issuer to terminate and redeem the Product prior to the Redemption Date. In case of such extraordinary termination, the Issuer shall pay to the investors an extraordinary termination amount as determined by the Calculation Agent which is usually equivalent to the market value of the Product. Potential investors should note that the extraordinary termination amount may deviate from and may be considerably below the amount which would be payable pursuant to the final redemption provisions on the Redemption Date. Investors are not entitled to request any further payments on the Product after the termination date. Please refer to the Product Documentation for a detailed description.

Adjustment risk	Potential investors should be aware that it cannot be excluded that certain events occur or certain measures are taken (by parties other than the Issuer) in relation to the Underlying(s) which can lead to changes to the Underlying(s) or its/their concept. In the case of the occurrence of such events or measures, the Issuer and/or the Calculation Agent are entitled to effect adjustments according to the Product Documentation. Such adjustments might have a negative impact on the value of the Product.
Illiquidity risk in secondary market	The Issuer or the Lead Manager, as applicable, intends, under normal market conditions, to provide bid and/or offer prices for this Product on a regular basis. However, the Issuer or the Lead Manager, as applicable, makes no firm commitment to provide liquidity by means of bid and/or offer prices for this Product, and assumes no legal obligation to quote any such prices or with respect to the level or determination of such prices. Potential investors therefore should not rely on the ability to sell this Product at a specific time or at a specific price. Potential investors should note that prices quoted typically include a spread and therefore may deviate from the market value of the Product. In special market situations, where the Issuer is completely unable to enter into hedging transactions, or where such transactions are very difficult to enter into, the spread between the bid and offer prices in the secondary market may be temporarily expanded, in order to limit the economic risks of the Issuer. Hence, investors might sell at a price considerably lower than the actual price of the Product at the time of its sale. By selling the Product in the secondary market investors may
	receive less than the capital invested. In case of a secondary market transaction, there is a possibility that costs, including taxes, related to or in connection with the Product may arise for investors that are not paid by the Issuer or imposed by the Issuer.
Disruption risk	Investors are exposed to disruption events (such as price source disruption events, settlement disruption events or FX disruption events) which could have an impact on the redemption amount through delay in payment, change in value or suspension of trading in the Product. For a detailed description of such events and their effects please refer to the Product Documentation.
Effects of structuring and product management	When the Product is issued or sold, several types of incidental costs, fees, commissions and profits are included in the purchase price of the Product. Such incidental costs and fees may include (i) issuance and securitisation costs; (ii) hedging costs and brokerage fees incurred by the Issuer in connection with the issuance of the Product; (iii) a profit priced into the Issue Price for the benefit of the Issuer; (iv) commissions paid internally from one department to another department (e.g. sales department) of the Issuer; (v) distribution fees to intermediaries, brokers or other distributors and financial advisors; (vi) other costs incurred by the Issuer in connection with the issuance of the Product (including, without limitation, costs for external legal and tax advice). Such costs reduce the value of the Product in the sense that a potential bid price will exclude such costs and therefore is likely to be lower than the Issue Price or offer price of the Product.
Withholding tax	Investors in this Product should note that any payment under this Product may be subject to withholding tax (such as, inter alia, Swiss Withholding Tax, and/or withholding related to FATCA or 871(m) of the US Tax Code). Any payments due under this Product are net of such tax. Please refer to the Product Documentation for detailed information. If the Issuer is required to withhold any amount pursuant to Section 871(m) or FATCA of the U.S. Tax Code, the Issuer will not be required to pay additional amounts with respect to the amount so withheld.

Product Documentation

This document ("**Final Terms**") contains the final terms for the Product.

The Final Terms together with the 'UBS Swiss Base Prospectus for the Issuance of Securities', stipulated in English and as amended from time to time ("**Base Prospectus**") shall form the entire documentation for this Product ("**Product Documentation**"), and accordingly the Final Terms should always be read together with the Base Prospectus and any supplements thereto. Definitions used in the Final Terms, but not defined herein shall have the meaning given to them in the Base Prospectus.

The Product Documentation can be obtained free of charge from UBS AG, P.O. Box, CH-8098 Zurich (Switzerland), via telephone (+41-(0)44-239 47 03), fax (+41-(0)44-239 69 14) or via e-mail (<u>swiss-prospectus@ubs.com</u>). In addition, for clients outside of the United Kingdom, the Product Documentation is available at <u>www.ubs.com/keyinvest</u>. Notices in connection

with this Product shall be validly given by publication as described in the Base Prospectus. Furthermore, for clients outside of the United Kingdom, any changes with regard to the terms of this Product shall be published at <u>www.ubs.com/keyinvest</u>.

Upon the replacement of the Base Prospectus by a successor version of the Base Prospectus the Final Terms are to be read together with the latest valid successor version of the Base Prospectus (each, a "**Successor Base Prospectus**") which has succeeded either (i) the Base Prospectus, or (ii) if one or more Successor Base Prospectuses to the Base Prospectus have already been published, the most recently published Successor Base Prospectus, and the term "Product Documentation" shall be interpreted accordingly.

The Issuer consents to the use of the Base Prospectus (including any Successor Base Prospectus) together with the relevant Final Terms in connection with a public offer of the Products by any financial intermediary that is authorised to make such offers.

Selling Restrictions

Any Products purchased by any person for resale may not be offered in any jurisdiction in circumstances which would result in the Issuer being obliged to register any further documentation relating to this Product in such jurisdiction.

The restrictions listed below must not be taken as definitive guidance as to whether this Product can be sold in a jurisdiction. Additional restrictions on offering, selling or holding of this Product may apply in other jurisdictions. Investors in this Product should seek specific advice before on-selling this Product.

European Economic Area - In relation to each Member State of the European Economic Area (each, a "Member State"), an offer of the Products to the public in a Member State may only be made in accordance with the following exemptions as set out in the Regulation (EU) 2017/1129 (as may be amended or replaced from time to time) (the "Prospectus Regulation"):

- (a) Qualified investors: at any time to any legal entity which is a qualified investor as defined in the Prospectus Regulation;
- (b) Fewer than 150 offerees: at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation);
- (c) An offer of Products addressed to investors who acquire Products for a total consideration of at least EUR 100,000 per investor, for each separate offer; and/or
- (d) Other exempt offers: at any time in any other circumstances falling within Article 1 (4) of the Prospectus Regulation, provided that no such offer of Products referred to in (a) to (d) above shall require the publication of a prospectus pursuant to Article 3 of the Prospectus Regulation, or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision, the expression "offer of Securities to the public" in relation to any Products in any Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Products to be offered so as to enable an investor to decide to purchase or subscribe the Products.

Hong Kong - Each purchaser has represented and agreed that it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Products, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Products which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance.

This is a structured product which involves derivatives. Do not invest in it unless you fully understand and are willing to assume the risks associated with it. If you are in any doubt about the risks involved in the product, you may clarify with the intermediary or seek independent professional advice.

Singapore - This document has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Products may not be circulated or distributed, nor may the Products be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor (as defined in Section 4A) under Section 274 of the Securities and Futures Act Chapter 289 of Singapore, as modified and/or amended from time to time (the "**SFA**")), (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275 of the SFA and (where applicable) Regulation 3 of the Securities and Futures (Classes of Investors) Regulations 2018, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Products are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

(a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
(b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Products pursuant to an offer made under Section 275 of the SFA except:

(1) to an institutional investor or to a relevant person defined in Section 275(2) of the SFA, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;

(2) where no consideration is or will be given for the transfer;

(3) where the transfer is by operation of law;

(4) as specified in Section 276(7) of the SFA; or

(5) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018.

Pursuant to section 309B(1)(c) of the SFA, the Issuer hereby notifies the relevant persons (as defined in the SFA) that the Products are classified as "capital markets products other than prescribed capital markets products" (as defined in the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018) and "Specified Investment Products" (as defined in the MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

UK - An offer of the Products to the public in the United Kingdom may only be made in accordance with the following exemptions as set out in the UK Prospectus Regulation and/or FSMA (as applicable):

(a) Qualified investors: at any time to any person which is a qualified investor as defined in the UK Prospectus Regulation; (b) Fewer than 150 offerees: at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the UK Prospectus Regulation);

(c) Other exempt offers: at any time in any other circumstances falling within section 86 of the FSMA,

provided that no such offer of Securities referred to in (a) to (c) above shall require the publication of a prospectus pursuant to section 85 of the FSMA, or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

For the purposes of the forgoing provisions, the expression an "offer of Securities to the public" in relation to any Securities means the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable an investor to decide to purchase or subscribe for the Securities; the expression "UK Prospectus Regulation" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended) (the "EUWA"); and "FSMA" means the Financial Services and Markets Act 2000.

USA - This Product may not be sold or offered within the United States or to U.S. persons.

ANNEX TO THE FINAL TERMS: ISSUE SPECIFIC SUMMARY

This summary is an introduction to the Final Terms (the "**Final Terms**") relating to the 18M USD Dolphin Note (the "**Securities**") described in the Final Terms and the latest valid version of the UBS Swiss Base Prospectus for the Issuance of Securities approved by the SIX Exchange Regulation Ltd. (the "**Base Prospectus**, the Final Terms together with the Base Prospectus, including all documents incorporated by reference into the Base Prospectus, the "**Product Documentation**") and contains all the information required to be included in a summary for this type of product and issuer (the "**Summary**").

This Summary should be read together with the Product Documentation. Any decision to invest in the Securities should be based on consideration of the Product Documentation as a whole by the investor, and not on the Summary alone. In particular, each investor should consider the risk factors described in the Product Documentation.

THE ISSUER CAN ONLY BE HELD LIABLE FOR THE CONTENT OF THE SUMMARY IF THE SUMMARY IS MISLEADING, INACCURATE OR INCONSISTENT WHEN READ TOGETHER WITH THE OTHER PARTS OF THE PRODUCT DOCUMENTATION.

Information on the Securities
Name of the Securities: 18M USD Dolphin Note
SSPA/EUSIPA Product Type: Capital Protection with Knock-Out (1130)
Security identification number(s) of the Securities: Valor: 130978866 ISIN: CH1309788664
Issuer: UBS AG, Zurich and Basel, Switzerland, acting out of its Jersey Branch
Issue Date: 09 February 2024
Redemption Date: 11 August 2025
Settlement Currency: USD
Settlement: Cash
Information on the Offer and Admission to Trading
Subscription Period: 15 January 2024 until 02 February 2024, 3:00 PM CEST (Please note that the Subscription Period can be extended or can close earlier)

Issue Price: 100% of the Denomination

Denomination: 1,000

Public Offering: Switzerland

Admission to trading on a regulated market or other equivalent markets: None

Applicable selling restrictions: European Economic Area; Hong Kong; Singapore; UK; USA.

For detailed information see section "Selling Restrictions" in the Final Terms.