

Final Terms

dated 9 March 2022

in connection with the Base Prospectus dated 25 June 2021

(as supplemented from time to time)

of

UBS AG

(a corporation limited by shares established under the laws of Switzerland)

acting through its London Branch



for the offer of up to

30 000 units

**Buy on Dips Securities linked to
STOXX® Europe 600 Oil & Gas Price (EUR) Index**

ISIN DE000UH8XE49

These final terms (the "**Final Terms**") have been prepared for the purpose of Article 8 (4) of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the "**Prospectus Regulation**"). The Final Terms must be read in conjunction with the base prospectus dated 25 June 2021, as supplemented from time to time (the "**Base Prospectus**", together with the Final Terms, the "**Prospectus**"). The Base Prospectus comprises a securities note (the "**Securities Note**"), dated 25 June 2021, as supplemented from time to time, and the registration document of UBS AG dated 12 October 2020, as supplemented from time to time, (as approved by BaFin, the "**Registration Document**"). Terms used herein shall be deemed as such for the purposes of the Conditions (the "**Conditions**") set forth in the Base Prospectus.

These Final Terms must be read in conjunction with the Base Prospectus, including all information incorporated by reference therein and any supplement(s) thereto. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus, as supplemented from time to time. In addition, a summary of the individual issue of the Securities is annexed to these Final Terms. The Base Prospectus, any supplement to the Base Prospectus and these Final Terms are available for viewing at www.ubs.com/keyinvest (or any successor address notified by the Issuer to the Securityholders for this purpose by way of publication on <http://keyinvest-de.ubs.com/bekanntmachungen>). Copies may be obtained during normal business hours at the registered offices of the Issuer.

AN INVESTMENT IN THE SECURITIES DOES NOT CONSTITUTE A PARTICIPATION IN A COLLECTIVE INVESTMENT SCHEME FOR SWISS LAW PURPOSES. THEREFORE, THE SECURITIES ARE NOT SUPERVISED OR APPROVED BY THE SWISS FINANCIAL MARKET SUPERVISORY AUTHORITY FINMA ("FINMA") AND INVESTORS MAY NOT BENEFIT FROM THE SPECIFIC INVESTOR PROTECTION PROVIDED UNDER THE SWISS FEDERAL ACT ON COLLECTIVE INVESTMENT SCHEMES.

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PART A – PRODUCT TERMS

Die folgenden „**Produktbedingungen**“ der Wertpapiere vervollständigen und konkretisieren für die jeweiligen Wertpapiere die Allgemeinen Bedingungen für die Zwecke dieser Wertpapiere.

The following “**Product Terms**” of the Securities shall, for the relevant Securities, complete and put in concrete terms the General Conditions for the purposes of such Securities.

Die Produktbedingungen sind gegliedert in

The Product Terms are composed of

Teil 1: Ausstattungsmerkmale und Definitionen der Wertpapiere

Part 1: Key Terms and Definitions of the Securities

Teil 2: Besondere Wertpapierbedingungen

Part 2: Special Conditions of the Securities

Die Produktbedingungen und die Allgemeinen Bedingungen bilden zusammen die „**Bedingungen**“ der jeweiligen Wertpapiere.

Product Terms and General Conditions together constitute the “**Conditions**” of the relevant Securities.

**Produktbedingungen Teil 1:
Ausstattungsmerkmale und Definitionen der
Wertpapiere**

**Product Terms Part 1: Key Terms and Definitions
of the Securities**

Die Wertpapiere weisen folgende Definitionen bzw., vorbehaltlich einer Anpassung in Übereinstimmung mit den Bedingungen der Wertpapiere, folgende Ausstattungsmerkmale, jeweils in alphabetischer Reihenfolge (bezogen auf die deutsche Sprachfassung) dargestellt, auf. Diese Übersicht stellt keine vollständige Beschreibung der Wertpapiere dar und ist in Verbindung mit den Besonderen Wertpapierbedingungen zu lesen. Die nachfolgende Verwendung des Symbols „*“ in den Ausstattungsmerkmalen und Definitionen der Wertpapiere gibt an, dass die entsprechende Festlegung von der Berechnungsstelle bzw. der Emittentin getroffen und danach unverzüglich gemäß den jeweiligen rechtlichen Anforderungen der maßgeblichen Rechtsordnung bekannt gemacht wird. /

The Securities use the following definitions and have, subject to an adjustment according to the Conditions of the Securities, the following key terms, both as described below in alphabetical order (in relation to the German language version). The following does not represent a comprehensive description of the Securities, and should be read in conjunction with the Special Conditions of the Securities. The following use of the symbol “*” in the Key Terms and Definitions of the Securities indicates that the relevant determination will be made by the Calculation Agent or the Issuer, as the case may be, and will be published without undue delay thereafter in accordance with the applicable legal requirements of the relevant jurisdiction.

A.

**Abrechnungskurs / Settlement
Price:**

Der Abrechnungskurs des Basiswerts entspricht dem Kurs des Basiswerts an dem Bewertungstag zur Bewertungszeit. /

The Settlement Price of the Underlying equals the Price of the Underlying on the Valuation Date at the Valuation Time.

**Anwendbares Recht / Governing
Law:**

Deutschem Recht unterliegende Wertpapiere. Sämtliche Bezugnahmen in diesen Bedingungen auf billiges Ermessen sind als Bezugnahme auf billiges Ermessen im Sinne von § 315 BGB bzw. §§ 315, 317 BGB zu lesen. /

German law governed Securities. Any reference to reasonable discretion in the Conditions shall be construed as references to reasonable discretion in accordance with § 315 BGB or §§ 315, 317 BGB, as the case may be.

Ausgabetag / Issue Date:

Der Ausgabetag bezeichnet den 9. März 2022. /

The Issue Date means 9 March 2022.

**Auszahlungswährung / Redemption
Currency:**

Die Auszahlungswährung entspricht dem Euro („**EUR**“). /

The Redemption Currency means Euro (“**EUR**”).

B.

Bankgeschäftstag / Banking Day:

Der Bankgeschäftstag steht für jeden Tag, an dem das Trans-European Automated Real-time Gross settlement Express Transfer System („**TARGET2**“) geöffnet ist und das Clearingsystem Wertpapiergeschäfte abwickelt. /

The Banking Day means each day on which the Trans-European Automated Real-time Gross settlement Express Transfer System ("TARGET2") is open and the Clearing System settles securities dealings.

Barriere / Barrier:

Die Barriere_(i=1) des Basiswerts entspricht 90% des Referenz-Levels.
Die Barriere_(i=2) des Basiswerts entspricht 85% des Referenz-Levels.
Die Barriere_(i=3) des Basiswerts entspricht 80% des Referenz-Levels.
Die Barriere_(i=4) des Basiswerts entspricht 75% des Referenz-Levels.

Der Begriff "Barriere" umfasst sämtliche Barrieren_(i=1) bis _(i=4).

Die jeweilige Barriere wird am Festlegungstag zur Festlegungszeit festgelegt.* /

The Barrier_(i=1) of the Underlying equals 90% of the Reference Level.
The Barrier_(i=2) of the Underlying equals 85% of the Reference Level.
The Barrier_(i=3) of the Underlying equals 80% of the Reference Level.
The Barrier_(i=4) of the Underlying equals 75% of the Reference Level.

The term "Barrier" shall also refer to all Barriers_(i=1) to _(i=4).

The respective Barrier of the Underlying will be fixed on the Fixing Date at the Fixing Time.*

Barriere Beobachtungstag / Barrier Observation Date:

Der Barriere Beobachtungstag steht für jeden Börsengeschäftstag während des Barriere Beobachtungszeitraums. /

The Barrier Observation Date means each Exchange Business Day during the Barrier Observation Period.

Barriere Beobachtungszeitraum / Barrier Observation Period:

Der Barriere Beobachtungszeitraum steht für den Zeitraum beginnend am Festlegungstag (einschließlich) und endend am Bewertungstag (einschließlich). /

The Barrier Observation Period means the period, commencing on (and including) the Fixing Date and ending on (and including) the Valuation Date.

Barriere Ereignis / Barrier Event:

Ein Barriere Ereignis_(i=1) in Bezug auf die Barriere_(i=1) tritt ein, wenn der Schluss-Kurs des Basiswerts mindestens einmal an einem der Barriere Beobachtungstage zur Bewertungszeit **gleich der oder kleiner als die jeweilige die Barriere_(i=1)** ist.

Ein Barriere Ereignis_(i=2) in Bezug auf die Barriere_(i=2) tritt ein, wenn der Schluss-Kurs des Basiswerts mindestens einmal an einem der Barriere Beobachtungstage zur Bewertungszeit **gleich der oder kleiner als die jeweilige die Barriere_(i=2)** ist.

Ein Barriere Ereignis_(i=3) in Bezug auf die Barriere_(i=3) tritt ein, wenn der Schluss-Kurs des Basiswerts mindestens einmal an einem der Barriere Beobachtungstage zur Bewertungszeit **gleich der oder kleiner als die jeweilige die Barriere_(i=3)** ist.

Ein Barriere Ereignis_(i=4) in Bezug auf die Barriere_(i=4) tritt ein, wenn der Schluss-Kurs des Basiswerts mindestens einmal an einem der Barriere Beobachtungstage zur Bewertungszeit **gleich der oder kleiner als die jeweilige die Barriere_(i=4)** ist.

Der Begriff "Barriere Ereignis" umfasst sämtliche Barriere Ereignisse_(i=1) bis _(i=4). /

A Barrier Event_(i=1) occurs in respect of Barrier_(i=1) if the official closing Price of the Underlying is on any of the Barrier Observation Dates at the Valuation Time **equal to or lower than the respective Barrier_(i=1)**.

A Barrier Event_(i=2) occurs in respect of Barrier_(i=2) if the official closing Price of the Underlying is on any of the Barrier Observation Dates at the Valuation Time **equal to or lower than the respective Barrier_(i=2)**.

A Barrier Event_(i=3) occurs in respect of Barrier_(i=3) if the official closing Price of the Underlying is on any of the Barrier Observation Dates at the Valuation Time **equal to or lower than the respective Barrier_(i=3)**.

A Barrier Event_(i=4) occurs in respect of Barrier_(i=4) if the official closing Price of the Underlying is on any of the Barrier Observation Dates at the Valuation Time **equal to or lower than the respective Barrier_(i=4)**.

The term "Barrier Event" shall also refer to all Barrier Events_(i=1) to _(i=4).

Basispreis / Strike Level:

Der Basispreis_(i=1) des Basiswerts in Bezug auf das Barriere Ereignis_(i=1) entspricht dem Schluss-Kurs des Basiswerts an dem Barriere Beobachtungstag an dem das Barriere Ereignis_(i=1) eintritt.

Der Basispreis_(i=2) des Basiswerts in Bezug auf das Barriere Ereignis_(i=2) entspricht dem Schluss-Kurs des Basiswerts an dem Barriere Beobachtungstag an dem das Barriere Ereignis_(i=2) eintritt.

Der Basispreis_(i=3) des Basiswerts in Bezug auf das Barriere Ereignis_(i=3) entspricht dem Schluss-Kurs des Basiswerts an dem Barriere Beobachtungstag an dem das Barriere Ereignis_(i=3) eintritt.

Der Basispreis_(i=4) des Basiswerts in Bezug auf das Barriere Ereignis_(i=4) entspricht dem Schluss-Kurs des Basiswerts an dem Barriere Beobachtungstag an dem das Barriere Ereignis_(i=4) eintritt.

Der Begriff "Basispreis" umfasst sämtliche Basispreise_(i=1) bis _(i=4). /

The Strike Level_(i=1) of the Underlying in respect of Barrier Event_(i=1) equals the official closing Price of the Underlying on the Barrier Observation Date on which Barrier Event_(i=1) occurs.

The Strike Level_(i=2) of the Underlying in respect of Barrier Event_(i=2) equals the official closing Price of the Underlying on the Barrier Observation Date on which Barrier Event_(i=2) occurs.

The Strike Level_(i=3) of the Underlying in respect of Barrier Event_(i=3) equals the official closing Price of the Underlying on the Barrier Observation Date on which Barrier Event_(i=3) occurs.

The Strike Level_(i=4) of the Underlying in respect of Barrier Event_(i=4) equals the official closing Price of the Underlying on the Barrier Observation Date on which Barrier Event_(i=4) occurs.

The term "Strike Level" shall also refer to all Strike Levels_(i=1) to _(i=4).

Basiswährung / Underlying Currency:

Die Basiswährung entspricht dem Euro („**EUR**“). /

The Underlying Currency means Euro (“**EUR**“).

Basiswert / Underlying:

Der Basiswert entspricht dem STOXX® Europe 600 Oil & Gas Price (EUR) Index (Bloomberg: SXEP / ISIN: EU0009658780 / Valor: 846440 / RIC: .SXEP) (der „**Index**“), wie er von STOXX Limited (der „**Index Sponsor**“) verwaltet, berechnet und veröffentlicht wird.

In diesem Zusammenhang werden die dem Basiswert zugrunde liegenden Werte bzw. Komponenten jeweils als „**Einzelwert**“ bzw. die „**Einzelwerte**“ bezeichnet.

In diesem Zusammenhang übt der Index Sponsor die Kontrolle über die Bereitstellung des Index (Administrator) im Sinne der EU-Referenzwertverordnung (EU Benchmarks Regulation) aus.

Der Basiswert wird ausgedrückt in der Basiswährung. /

The Underlying equals the STOXX® Europe 600 Oil & Gas Price (EUR) Index (Bloomberg: SXEP / ISIN: EU0009658780 / Valor: 846440 / RIC: .SXEP) (the „**Index**“), as maintained, calculated and published by STOXX Limited (the „**Index Sponsor**“).

In this context, the individual underlying values or components of the Underlying are referred to as a „**Component**“ or, as the case may be, the „**Components**“.

In this context, the Index Sponsor has control over the provision of the Index (administrator) within the meaning of the EU Benchmarks Regulation.

The Underlying is expressed in the Underlying Currency.

**Basiswert-Berechnungstag /
Underlying Calculation Date:**

Der Basiswert-Berechnungstag bezeichnet jeden Tag, an dem (i) der Index Sponsor den offiziellen Kurs für den Index bestimmt, berechnet und veröffentlicht und (ii) ein Handel bzw. eine Notierung in den dem Index zugrunde liegenden Einzelwerten, die mindestens 80% der Marktkapitalisierung aller Einzelwerte bzw. des Gesamtwerts des Index darstellen, an der Maßgeblichen Börse stattfindet. /

The Underlying Calculation Date means each day, on which (i) the Index Sponsor determines, calculates and publishes the official price of the Index, and (ii) the Components, which are comprised in the Index are, to the extent of at least 80% of the market capitalisation of all Components or of the overall value of the Index, available for trading and quotation on the Relevant Exchange.

**Bedingter Partizipationsfaktor /
Contingent Participation Factor:**

Der Bedingte Partizipationsfaktor $_{(i=1)}$ des Basiswerts entspricht 15%.
Der Bedingte Partizipationsfaktor $_{(i=2)}$ des Basiswerts entspricht 15%.
Der Bedingte Partizipationsfaktor $_{(i=3)}$ des Basiswerts entspricht 15%.
Der Bedingte Partizipationsfaktor $_{(i=4)}$ des Basiswerts entspricht 15%.

Der Begriff „Bedingter Partizipationsfaktor“ umfasst sämtliche Bedingten Partizipationsfaktoren $_{(i=1)}$ bis $_{(i=4)}$. /

The Contingent Participation Factor $_{(i=1)}$ of the Underlying equals 15%.
The Contingent Participation Factor $_{(i=2)}$ of the Underlying equals 15%.
The Contingent Participation Factor $_{(i=3)}$ of the Underlying equals 15%.
The Contingent Participation Factor $_{(i=4)}$ of the Underlying equals 15%.

The term "Contingent Participation Factor" shall also refer to all Contingent Participation Factors $_{(i=1)}$ to $_{(i=4)}$.

Berechnungsstelle / Calculation Agent:

Die Berechnungsstelle bezeichnet UBS AG, Bahnhofstrasse 45, 8001 Zürich, Schweiz, und Aeschenvorstadt 1, 4051 Basel, Schweiz, handelnd durch ihre Niederlassung London, 5 Broadgate, London EC2M 2QS, Vereinigtes Königreich. /

The Calculation Agent means UBS AG, Bahnhofstrasse 45, 8001 Zurich, Switzerland, and Aeschenvorstadt 1, 4051 Basle, Switzerland, acting through its London Branch, 5 Broadgate, London EC2M 2QS, United Kingdom.

Bewertungstag / Valuation Date:

Der Bewertungstag entspricht dem Verfalltag.

Falls dieser Tag kein Basiswert-Berechnungstag für den Basiswert ist, dann ist der unmittelbar darauf folgende Basiswert-Berechnungstag der maßgebliche Bewertungstag für den Basiswert. /

The Valuation Date means the Expiration Date.

If this day is not an Underlying Calculation Date in relation to the Underlying, the immediately succeeding Underlying Calculation Date is the relevant Valuation Date in relation to the Underlying.

Bewertungszeit / Valuation Time:

Die Bewertungszeit entspricht in Bezug auf den Basiswert dem Zeitpunkt der offiziellen Bestimmung des Schlusskurses durch den Index Sponsor. /

The Valuation Time equals in relation to the Underlying the time of the official determination of the closing price by the Index Sponsor.

Börsengeschäftstag / Exchange Business Day:

Der Börsengeschäftstag bezeichnet jeden Tag, an dem die Maßgebliche Börse für den Handel geöffnet ist, und der Kurs des Basiswerts in Übereinstimmung mit den maßgeblichen Regeln bestimmt wird. /

The Exchange Business Day means each day, on which the Relevant Exchange is open for trading and the Price of the Underlying is determined in accordance with the relevant rules.

C.**Clearingsystem / Clearing System:**

Clearingsystem steht für Clearstream Banking AG, Frankfurt am Main, (Mergenthalerallee 61, 65760 Eschborn, Bundesrepublik Deutschland) oder jeden Nachfolger in dieser Funktion. /

Clearing System means Clearstream Banking AG, Frankfurt am Main, (Mergenthalerallee 61, 65760 Eschborn, Federal Republic of Germany) or any successor in this capacity.

CS-Regeln / CA Rules:

CS-Regeln steht für die Vorschriften und Verfahren, die auf das Clearingsystem Anwendung finden und/oder von diesem herausgegeben werden. /

CA Rules means any regulation and operating procedure applicable to

and/or issued by the Clearing System.

E.

Emittentin / Issuer:

Die Emittentin bezeichnet UBS AG, Bahnhofstrasse 45, 8001 Zürich, Schweiz, und Aeschenvorstadt 1, 4051 Basel, Schweiz, handelnd durch ihre Niederlassung London, 5 Broadgate, London EC2M 2QS, Vereinigtes Königreich. /

The Issuer means UBS AG, Bahnhofstrasse 45, 8001 Zurich, Switzerland, and Aeschenvorstadt 1, 4051 Basle, Switzerland, acting through its London Branch, 5 Broadgate, London EC2M 2QS, United Kingdom.

EU-Referenzwerte-Verordnung / EU Benchmarks Regulation:

Die EU-Referenzwerte-Verordnung bezeichnet Verordnung (EU) 2016/1011 des Europäischen Parlaments und des Rates vom 8. Juni 2016 über Indizes, die bei Finanzinstrumenten und Finanzkontrakten als Referenzwert oder zur Messung der Wertentwicklung eines Investmentfonds verwendet werden. /

The EU Benchmarks Regulation means Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in certain financial instruments and financial contracts or to measure the performance of investment funds.

F.

Fälligkeitstag / Maturity Date:

Der Fälligkeitstag entspricht, vorbehaltlich des Vorliegens einer Marktstörung gemäß § 11 der Bedingungen der Wertpapiere:

(i) dem 16. März 2026;

(ii) im Fall einer Kündigung durch die Emittentin nach § 8 der Bedingungen der Wertpapiere dem 5. Bankgeschäftstag nach dem Kündigungstag.

Fällt ein Fälligkeitstag auf einen Tag, der kein Bankgeschäftstag ist, wird der Zahlungstermin auf den nächstfolgenden Bankgeschäftstag verschoben. /

The Maturity Date means, subject to the occurrence of a Market Disruption in accordance with § 11 of the Conditions of the Securities:

(i) 16 March 2026;

(ii) in the case of a termination by the Issuer in accordance with § 8 of the Conditions of the Securities the 5th Banking Day after the Termination Date.

If any Maturity Date would fall on a day which is not a Banking Day, the payment date shall be postponed to the next day which is a Banking Day.

Festlegungstag / Fixing Date:

Der Festlegungstag in Bezug auf den Basiswert entspricht dem 8. März 2022

Falls dieser Tag kein Basiswert-Berechnungstag für den Basiswert ist, dann ist der unmittelbar darauf folgende Basiswert-Berechnungstag der maßgebliche Festlegungstag für den Basiswert. /

The Fixing Date in relation to the Underlying means 8 March 2022.

If this day is not an Underlying Calculation Date in relation to the Underlying, the immediately succeeding Underlying Calculation Date is the relevant Fixing Date in relation to the Underlying.

Festlegungszeit / Fixing Time:

Die Festlegungszeit entspricht in Bezug auf den Basiswert dem Zeitpunkt der offiziellen Bestimmung des Schlusskurses durch den Index Sponsor. /

The Fixing Time equals in relation to the Underlying the time of the official determination of the closing price by the Index Sponsor.

G.**Gestiegene Hedging-Kosten / Increased Cost of Hedging:**

Gestiegene Hedging-Kosten bedeutet, dass die Emittentin im Vergleich zum Ausgabetag einen wesentlich höheren Betrag an Steuern, Abgaben, Aufwendungen und Gebühren (außer Maklergebühren) entrichten muss, um

- (i) Transaktionen abzuschließen, fortzuführen oder abzuwickeln bzw. Vermögenswerte zu erwerben, auszutauschen, zu halten oder zu veräußern, welche nach billigem Ermessen der Emittentin zur Absicherung von Preisrisiken oder sonstigen Risiken im Hinblick auf ihre Verpflichtungen aus den Wertpapieren erforderlich sind, oder
- (ii) Erlöse aus solchen Transaktionen bzw. Vermögenswerten zu realisieren, zurückzugewinnen oder weiterzuleiten,

wobei Kostensteigerungen aufgrund einer Verschlechterung der Kreditwürdigkeit der Emittentin nicht als Gestiegene Hedging-Kosten zu berücksichtigen sind. /

Increased Cost of Hedging means that the Issuer has to pay a substantially higher amount of taxes, duties, expenditures and fees (with the exception of broker fees) compared to the Issue Date in order to

- (i) close, continue or carry out transactions or acquire, exchange, hold or sell assets (respectively) which at the reasonable discretion of the Issuer are needed in order to provide protection against price risk or other risks with regard to obligations under the Securities, or
- (ii) realise, reclaim or pass on proceeds from such transactions or assets, respectively,

with increased costs due to a deterioration of the creditworthiness of the Issuer not to be considered Increased Cost of Hedging.

H.

Hauptzahlstelle / Principal Paying Agent:

Die Hauptzahlstelle bezeichnet die UBS AG, Bahnhofstrasse 45, 8001 Zürich, Schweiz, und Aeschenvorstadt 1, 4051 Basel, Schweiz, handelnd durch ihre Niederlassung London, 5 Broadgate, London EC2M 2QS, Vereinigtes Königreich. /

The Principal Paying Agent means UBS AG, Bahnhofstrasse 45, 8001 Zurich, Switzerland, and Aeschenvorstadt 1, 4051 Basle, Switzerland, acting through its London Branch, 5 Broadgate, London EC2M 2QS, United Kingdom.

Hedging-Störung / Hedging Disruption:

Hedging-Störung bedeutet, dass die Emittentin nicht in der Lage ist, zu Bedingungen, die den am Ausgabetag der Wertpapiere herrschenden wirtschaftlich wesentlich gleichwertig sind,

- (i) Transaktionen abzuschließen, fortzuführen oder abzuwickeln bzw. Vermögenswerte zu erwerben, auszutauschen, zu halten oder zu veräußern, welche nach billigem Ermessen der Emittentin zur Absicherung von Preisrisiken oder sonstigen Risiken im Hinblick auf ihre Verpflichtungen aus den Wertpapieren notwendig sind, oder
- (ii) Erlöse aus solchen Transaktionen bzw. Vermögenswerten zu realisieren, zurückzugewinnen oder weiterzuleiten. /

Hedging Disruption means that the Issuer is not able to

- (i) close, continue or carry out transactions or acquire, exchange, hold or sell assets (respectively) which at the reasonable discretion of the Issuer are needed by the Issuer in order to provide protection against price risk or other risks with regard to obligations under the Securities, or
- (ii) realise, reclaim or pass on proceeds from such transactions or assets (respectively)

under conditions which are economically substantially equal to those on the Issue Date of the Securities.

K.

Kleinste handelbare Einheit / Minimum Trading Size:

Die Kleinste handelbare Einheit entspricht 1 Wertpapier. /

The Minimum Trading Size equals 1 Security.

Kumulativer Kuponbetrag / Cumulated Coupon Amount:

Der Kumulative Kuponbetrag $_{(k=1) \text{ bis } (k=16)}$ in Bezug auf die Kupon-Beobachtungstage $_{(k=1) \text{ bis } (k=16)}$ wird in Übereinstimmung mit folgender Formel berechnet:

$$\text{EUR } 1.000 \times \text{Zinssatz} \times \sum_{(j)=1}^4 \text{Bedingter Partizipationsfaktor}_{(j)} \times \frac{\text{Kupon Allokationszeitraum}_{(j), (k)}}{360}$$

Der Begriff "Kumulativer Kuponbetrag" umfasst sämtliche Kumulativen Kuponbeträge_(k=1) bis _(k=16).

Die Berechnung des Kumulativen Kuponbetrags endet mit Ablauf des Tages, der dem Kupon-Zahltag vorausgeht, auch wenn die Leistung nach § 193 des deutschen Bürgerlichen Gesetzbuchs ("**BGB**") später als am kalendermäßig bestimmten Rückzahlungstag bewirkt wird. /

The Cumulated Coupon Amount_(k=1) to _(k=16) in relation to the Coupon Observation Dates_(k=1) to _(k=16) is calculated in accordance with the following formula:

$$\text{EUR } 1,000 \times \text{interest Rate} \times \sum_{(j)=1}^4 \text{Contingent Participation Factor}_{(j)} \times \frac{\text{Coupon Allocation Period}_{(j), (k)}}{360}$$

The term "Cumulated Coupon Amount" shall also refer to all Cumulated Coupon Amounts_(k=1) to _(k=16).

The calculation of the Cumulated Coupon Amount ends at the end of the day preceding the Coupon Payment Date, even if under § 193 of the German Civil Code ("**BGB**") payment is made later than the due calendar date.

Kupon Allokationszeitraum / Coupon Allocation Period:

/ Der Kupon Allokationszeitraum_{(i), (k)} bezeichnet in Bezug auf den Kupon-Beobachtungstag_(k) und den Bedingten Partizipationsfaktor_(i) den Zeitraum (ausgedrückt in einer Zahl von Kalendertagen) ab (ausschließlich) dem Festlegungstag bis (einschließlich) (i) diesem Kupon-Beobachtungstag_(k) oder, soweit dies zeitlich früher ist, (ii) (ggf.) dem Tag, an dem ein Barriere Ereignis_(i) eintritt.

Der Begriff "Kupon Allokationszeitraum" umfasst auch sämtliche Kupon Allokationszeiträume_{(i=1), (k=1)} bis _{(i=4), (k=16)}. /

The Coupon Allocation Period_{(i), (k)} means, in respect of Coupon Observation Date_(k) and in respect of Contingent Participation Factor_(i), the period (expressed in number of calendar days) from (but excluding) the Fixing Date to (and including) the earlier of (i) such Coupon Observation Date_(k) and (ii) the date (if any) on which a Barrier Event_(i) occurs.

The term "Coupon Allocation Period" shall also refer to all Coupon Allocation Periods_{(i=1), (k=1)} to _{(i=4), (k=16)}.

Kupon-Beobachtungstag / Coupon Observation Date:

Der Kupon-Beobachtungstag_(k=1) steht für 8. Juni 2022, der Kupon-Beobachtungstag_(k=2) steht für 8. September 2022, der Kupon-Beobachtungstag_(k=3) steht für 8. Dezember 2022, der Kupon-Beobachtungstag_(k=4) steht für 8. März 2023, der Kupon-Beobachtungstag_(k=5) steht für 8. Juni 2023, der Kupon-Beobachtungstag_(k=6) steht für 8. September 2023, der Kupon-Beobachtungstag_(k=7) steht für 8. Dezember 2023, der Kupon-Beobachtungstag_(k=8) steht für 8. März 2024, der Kupon-Beobachtungstag_(k=9) steht für 10. Juni 2024,

der Kupon-Beobachtungstag_(k=10) steht für 9. September 2024,
 der Kupon-Beobachtungstag_(k=11) steht für 9. Dezember 2024,
 der Kupon-Beobachtungstag_(k=12) steht für 10. März 2025,
 der Kupon-Beobachtungstag_(k=13) steht für 9. Juni 2025,
 der Kupon-Beobachtungstag_(k=14) steht für 8. September 2025,
 der Kupon-Beobachtungstag_(k=15) steht für 8. Dezember 2025, und
 der Kupon-Beobachtungstag_(k=16) steht für 9. März 2026.

Der Begriff "Kupon-Beobachtungstag" umfasst sämtliche Kupon-Beobachtungstage_(k=1) bis _(k=16).

Falls einer dieser Tage kein Basiswert-Berechnungstag für den Basiswert ist, dann ist der unmittelbar darauf folgende Basiswert-Berechnungstag der maßgebliche Kupon-Beobachtungstag für den Basiswert. /

The Coupon Observation Date_(k=1) means 8 June 2022,
 the Coupon Observation Date_(k=2) means 8 September 2022,
 the Coupon Observation Date_(k=3) means 8 December 2022,
 the Coupon Observation Date_(k=4) means 8 March 2023,
 the Coupon Observation Date_(k=5) means 8 June 2023,
 the Coupon Observation Date_(k=6) means 8 September 2023,
 the Coupon Observation Date_(k=7) means 8 December 2023,
 the Coupon Observation Date_(k=8) means 8 March 2024,
 the Coupon Observation Date_(k=9) means 10 June 2024,
 the Coupon Observation Date_(k=10) means 9 September 2024,
 the Coupon Observation Date_(k=11) means 9 December 2024,
 the Coupon Observation Date_(k=12) means 10 March 2025,
 the Coupon Observation Date_(k=13) means 9 June 2025,
 the Coupon Observation Date_(k=14) means 8 September 2025,
 the Coupon Observation Date_(k=15) means 8 December 2025, and
 the Coupon Observation Date_(k=16) means 9 March 2026.

The term "Coupon Observation Date" shall also refer to all Coupon Observation Dates_(k=1) to _(k=16).

If any of these days is not an Underlying Calculation Date in relation to the Underlying, the immediately succeeding Underlying Calculation Date is the relevant Coupon Observation Date in relation to the Underlying.

Kuponbetrag / Coupon Amount:

Der Kuponbetrag_(k=1) bis _(k=16) in Bezug auf den Kupon-Beobachtungstage_(k=1) bis _(k=16) wird in Übereinstimmung mit folgender Formel berechnet:

$$\text{Kumulativer Kuponbetrag}_{k+1} - \text{Kumulativer Kuponbetrag}_k$$

Der Begriff "Kuponbetrag" umfasst sämtliche Kuponbeträge_(k=1) bis _(k=16).

Die Berechnung des Kuponbetrags endet mit Ablauf des Tages, der dem Kupon-Zahltag vorausgeht, auch wenn die Leistung nach § 193 des deutschen Bürgerlichen Gesetzbuchs ("**BGB**") später als am kalendermäßig bestimmten Rückzahlungstag bewirkt wird. /

The Coupon Amount_(k=1) to _(k=16) in relation to the Coupon Observation

Dates_(k=1) to _(k=16) is calculated in accordance with the following formula:

$$\text{Cumulated Coupon Amount}_{k-1} - \text{Cumulated Coupon Amount}_{k-2}$$

The term "Coupon Amount" shall also refer to all Coupon Amounts_(k=1) to _(k=16).

The calculation of the Coupon Amount ends at the end of the day preceding the Coupon Payment Date, even if under § 193 of the German Civil Code ("BGB") payment is made later than the due calendar date.

Kuponperiode / Coupon Period:

Die Kuponperiode_(i) steht für den Zeitraum von einem Kupon-Zahltag (einschließlich) bis zu dem unmittelbar darauf folgenden Kupon-Zahltag (ausschließlich). Die anfängliche Kuponperiode entspricht dem Zeitraum von dem Zahltag bei Ausgabe (einschließlich) bis zu dem ersten Kupon-Zahltag (ausschließlich).

Der Begriff „Kuponperiode“ umfasst sämtliche Kuponperioden_(k=1) bis _(k=16). /

The Coupon Period_(i) means the period from one Coupon Payment Date (including) to the next succeeding Coupon Payment Date (excluding). The initial Coupon Period will be the period from the Initial Payment Date (including) to the first Coupon Payment Date (excluding).

The term "Coupon Period" shall also refer to all Coupon Periods_(k=1) to _(k=16).

Kupon-Zahltag / Coupon Payment Date:

Der Kupon-Zahltag_(k) entspricht jeweils dem fünften (5.) Bankgeschäftstag nach dem entsprechenden Kupon-Beobachtungstag_(k).

Der Begriff "Kupon-Zahltag" umfasst sämtliche Kupon-Zahltag_(k=1) bis _(k=16).

Fällt ein Kupon-Zahltag auf einen Tag, der kein Bankgeschäftstag ist, wird der Zahlungstermin auf den nächstfolgenden Bankgeschäftstag verschoben. /

The Coupon Payment Date_(k) means the fifth (5th) Banking Day after the relevant Coupon Observation Date_(k).

The term "Coupon Payment Date " shall also refer to all Coupon Payment Date_(k=1) to _(k=12).

If any Coupon Payment Date would fall on a day which is not a Banking Day, the payment date shall be postponed to the next day which is a Banking Day.

Kündigungsbetrag / Termination Amount:

Der Kündigungsbetrag entspricht einem Geldbetrag in der Auszahlungswährung, der von der Berechnungsstelle nach billigem Ermessen und unter Berücksichtigung des dann maßgeblichen Kurses des Basiswerts als angemessener Marktpreis eines Wertpapiers bei Kündigung der Wertpapiere festgelegt wird. /

The Termination Amount equals an amount in the Redemption Currency, which is determined by the Calculation Agent at its

reasonable discretion and considering the then prevailing Price of the Underlying as the fair market price of a Security at the occurrence of the termination of the Securities.

Kurs des Basiswerts / Price of the Underlying:

Der Kurs des Basiswerts entspricht dem von dem Index Sponsor ermittelten offiziellen Schlusskurs des Basiswerts. /

The Price of the Underlying means the official closing price of the Underlying as determined by the Index Sponsor.

L.

Laufzeit der Wertpapiere / Term of the Securities:

Laufzeit der Wertpapiere steht für den Zeitraum beginnend am Ausgabetag und endend am Verfalltag zur Bewertungszeit. /

Term of the Securities means the period commencing on the Issue Date and ending on the Expiration Date at the Valuation Time.

M.

Maßgebliche Börse / Relevant Exchange:

Die Maßgebliche Börse bezeichnet die Börse(n) in Bezug auf den Basiswert, an (der) (denen) aufgrund der Bestimmung des Index Sponsors die im Index enthaltenen Einzelwerte gehandelt werden. /

The Relevant Exchange means in relation to the Underlying the stock exchange(s) on which the Components comprised in the Index are traded, as determined by the Index Sponsor.

Maßgebliches Handelssystem / Relevant Trading System:

Das Maßgebliche Handelssystem bezeichnet das bzw. die Handelssystem(e), in (dem) (denen) aufgrund der Bestimmung des Index Sponsors die im Index enthaltenen Einzelwerte gehandelt werden. /

The Relevant Trading System means the trading system(s) in which the Components comprised in the Index are traded, as determined by the Index Sponsor.

N.

Nennbetrag / Nominal Amount:

Der Nennbetrag je Wertpapier entspricht EUR 100. /

The Nominal Amount per Security equals EUR 100.

R.

Rechtsänderung / Change in Law:

Rechtsänderung bedeutet, dass nach billigem Ermessen der Emittentin aufgrund

(i) des Inkrafttretens von Änderungen der Gesetze oder Verordnungen (einschließlich aber nicht beschränkt auf Steuergesetze) oder

(ii) einer Änderung der Rechtsprechung oder Verwaltungspraxis

(einschließlich der Verwaltungspraxis der Steuerbehörden),

- (A) das Halten, der Erwerb oder die Veräußerung des Basiswerts für die Emittentin ganz oder teilweise rechtswidrig ist oder wird oder
- (B) die Kosten, die mit den Verpflichtungen unter den Wertpapieren verbunden sind, wesentlich gestiegen sind (einschließlich aber nicht beschränkt auf Erhöhungen der Steuerverpflichtungen, der Senkung von steuerlichen Vorteilen oder anderen negativen Auswirkungen auf die steuerrechtliche Behandlung),

falls solche Änderungen an oder nach dem Ausgabetag der Wertpapiere wirksam werden. /

Change in Law means that at the reasonable discretion of the Issuer due to

- (i) the coming into effect of changes in laws or regulations (including but not limited to tax laws) or
- (ii) a change in relevant case law or administrative practice (including but not limited to the administrative practice of the tax authorities),
- (A) the holding, acquisition or sale of the Underlying is or becomes wholly or partially illegal or
- (B) the costs associated with the obligations under the Securities have increased substantially (including but not limited to an increase in tax obligations, the reduction of tax benefits or negative consequences with regard to tax treatment),

if such changes become effective on or after the Issue Date of the Securities.

Referenz-Level / Reference Level:

Der Referenz-Level des Basiswerts entspricht dem Kurs des Basiswerts am Festlegungstag zur Festlegungszeit.

Der Referenz-Level des Basiswerts wird am Festlegungstag zur Festlegungszeit festgelegt.* /

The Reference Level of the Underlying equals the Price of the Underlying on the Fixing Date at the Fixing Time.

The Reference Level of the Underlying will be fixed on the Fixing Date at the Fixing Time.

S.

Stichtag / Record Date:

Der Stichtag steht für den Tag, der 1 Bankgeschäftstag vor dem jeweiligen Kupon-Zahltag⁽ⁱ⁾ ist. /

The Record Date means the day which is 1 Banking Day before the relevant Coupon Payment Date⁽ⁱ⁾.

V.**Verfalltag / Expiration Date:**

Der Verfalltag entspricht dem 9. März 2026. /

The Expiration Date means 9 March 2026.

W.**Weiteres Kündigungsereignis /
Additional Termination Event:**

Ein Weiteres Kündigungsereignis bezeichnet das Vorliegen einer Rechtsänderung und/oder einer Hedging-Störung und/oder von Gestiegenen Hedging-Kosten. /

Additional Termination Event means the occurrence of a Change in Law and/or a Hedging Disruption and/or an Increased Cost of Hedging.

Wertpapiere / Securities:

Wertpapiere bezeichnet die in EUR denominierten und von der Emittentin im Umfang des Ausgabevolumens begebenen Buy on Dips Wertpapiere mit den folgenden Produktmerkmalen:

Partizipationsfaktor:	Nicht anwendbar
Leverage Faktor:	Nicht anwendbar
Multiplikationsfaktor:	Nicht anwendbar
Bezugsverhältnis:	Nicht anwendbar
Höchstbetrag:	Nicht anwendbar
Maßgeblicher Basiswert:	Nicht anwendbar
Währungsumrechnung:	Nicht anwendbar
Kündigungsrecht der Wertpapiergläubiger:	Nicht anwendbar
Quanto:	Nicht anwendbar
Einzelwert-Betrachtung:	Nicht anwendbar
Einzelbetrachtung:	Anwendbar
Kollektivbetrachtung:	Nicht anwendbar
Referenzwert-Anpassung:	Anwendbar
Vorzeitige Rückzahlungsoption:	Vorzeitige Rückzahlungsoption A
Monetisierungsoption:	Nicht anwendbar
Zeitverzögerte Bewertung:	Nicht anwendbar
Reverse Struktur:	Nicht anwendbar

Die Wertpapiere werden als Inhaberpapiere ausgegeben; die Ausstellung effektiver Wertpapiere ist ausgeschlossen. /

Securities means the Buy on Dips Securities denominated in EUR and issued by the Issuer in the Issue Size with the following product features:

Participation Factor:	Not applicable
Leverage Factor:	Not applicable
Multiplication Factor:	Not applicable
Multiplier:	Not applicable
Maximum Amount:	Not applicable
Relevant Underlying:	Not applicable
Currency Conversion:	Not applicable

Securityholders' Termination Right:	Not applicable
Quanto:	Not applicable
Consideration of Components:	Not applicable
Individual Determination:	Applicable
Collective Determination:	Not applicable
Benchmark Adjustment:	Applicable
Early Redemption Option:	Early Redemption Option A
Monetisation Option:	Not applicable
Time-Lagged Valuation:	Not applicable
Reverse Structure:	Not applicable

The Securities are being issued in bearer form and will not be represented by definitive securities.

Z.

Zahlstelle / Paying Agent:

Die Zahlstelle bezeichnet die UBS AG, Bahnhofstrasse 45, 8001 Zürich, Schweiz, und Aeschenvorstadt 1, 4051 Basel, Schweiz, handelnd durch ihre Niederlassung London, 5 Broadgate, London EC2M 2QS, Vereinigtes Königreich. /

The Paying Agent means UBS AG, Bahnhofstrasse 45, 8001 Zurich, Switzerland, and Aeschenvorstadt 1, 4051 Basle, Switzerland, acting through its London Branch, 5 Broadgate, London EC2M 2QS, United Kingdom.

Zahltag bei Ausgabe / Initial Payment Date:

Der Zahltag bei Ausgabe bezeichnet den 9. März 2022. /

The Initial Payment Date means 9 March 2022.

Zinssatz / Interest Rate:

Der Zinssatz entspricht 8,50 % per annum. /

The Interest Rate equals 8.50 % per annum.

Produktbedingungen Teil 2: Besondere Wertpapierbedingungen

Product Terms Part 2: Special Conditions of the Securities

**§ 1
Wertpapierrecht**

**§ 1
Security Right**

**§ 1
Wertpapierrecht**

**§ 1
Security Right**

(1) Wertpapierrecht der Wertpapiergläubiger

(1) Security Right of the Securityholders

Die Emittentin gewährt hiermit dem Wertpapiergläubiger (§ 4 (2)) von je einem Wertpapier bezogen auf den Kurs des Basiswerts nach Maßgabe dieser Bedingungen das Recht (das "**Wertpapierrecht**") den Abrechnungsbetrag (wie nachfolgend definiert), auf zwei Dezimalstellen kaufmännisch gerundet, zu erhalten (der "**Auszahlungsbetrag**").

The Issuer hereby warrants to the Securityholder (§ 4 (2)) of each Security relating to the Price of the Underlying in accordance with these Conditions that such Securityholder shall have the right (the "**Security Right**") to receive the Settlement Amount (as defined below) commercially rounded to two decimal places (the "**Redemption Amount**").

Der "**Abrechnungsbetrag**"

The "**Settlement Amount**"

wird in Übereinstimmung mit folgender Formel berechnet:

is calculated in accordance with the following formula:

$$\text{EUR } 1.000 \times 40\% \times \frac{\text{Abrechnungskurs des Basiswerts}}{\text{Referenz-Level des Basiswerts}} + \sum_{(i)=1}^4 \text{Zusätzlicher Abrechnungsbetrag}_{(i)}$$

$$\text{EUR } 1,000 \times 40\% \times \frac{\text{Settlement Price of the Underlying}}{\text{Reference Level of the Underlying}} + \sum_{(i)=1}^4 \text{Additional Settlement Amount}_{(i)}$$

Wobei:

Whereby:

- (a) wenn ein Barriere Ereignis_(i) (wie in dem Abschnitt "Bedingungen der Wertpapiere - Produktbedingungen Teil 1: Ausstattungsmerkmale und Definitionen der Wertpapiere" definiert) eingetreten ist,

- (a) if a Barrier Event_(i) (as defined in the section "Conditions of the Securities – Product Terms Part 1: Key Terms and Definitions of the Securities") has occurred,

wird der entsprechende "**Zusätzliche Abrechnungsbetrag_(i)**" in Übereinstimmung mit folgender Formel berechnet:

the relevant "**Additional Settlement Amount_(i)**" is calculated in accordance with the following formula:

$$\text{EUR } 1.000 \times \text{Bedingter Partizipationsfaktor}_{(i)} \times \frac{\text{Abrechnungskurs des Basiswerts}}{\text{Basispreis}_{(i)}}$$

$$\text{EUR } 1,000 \times \text{Contingent Participation Factor}_{(i)} \times \frac{\text{Settlement Price of the Underlying}}{\text{Strike Level}_{(i)}}$$

- (b) wenn kein Barriere Ereignis_(i) (wie in dem Abschnitt "Bedingungen der Wertpapiere - Produktbedingungen Teil 1: Ausstattungsmerkmale und Definitionen der Wertpapiere" definiert) eingetreten ist,

- (b) if Barrier Event_(i) (as defined in the section "Conditions of the Securities – Product Terms Part 1: Key Terms and Definitions of the Securities") has not occurred,

wird der "**Zusätzliche Abrechnungsbetrag_(i)**" in

the "**Additional Settlement Amount_(i)**" is calculated in accordance with the following

Übereinstimmung mit folgender Formel berechnet:

EUR 1.000 x Bedingter Partizipationsfaktor ⁹⁾

formula:

EUR 1,000 x Contingent Participation Factor ⁹⁾

(2) Festlegungen und Berechnungen im Zusammenhang mit dem Wertpapierrecht

Sämtliche im Zusammenhang mit dem Wertpapierrecht vorzunehmenden Festlegungen und Berechnungen, insbesondere die Berechnung des Auszahlungsbetrags, erfolgen durch die Berechnungsstelle. Die insoweit von der Berechnungsstelle getroffenen Festlegungen und Berechnungen sind, außer in Fällen offensichtlichen Irrtums, für die Emittentin und die Wertpapiergläubiger endgültig, abschließend und bindend.

**§ 2
Kuponbetrag**

(1) Kuponbetrag

(a) Darüber hinaus hat der Wertpapiergläubiger vorbehaltlich von § 2 (1) (b) dieser Bedingungen das Recht, zum jeweiligen Kupon-Zahltag in Bezug auf die vorangegangene Kuponperiode die Zahlung des Kuponbetrags (wie in dem Abschnitt "Bedingungen der Wertpapiere – Produktbedingungen Teil 1: Ausstattungsmerkmale und Definitionen der Wertpapiere" definiert) in der Auszahlungswährung zu erhalten.

Zur Klarstellung: Der Kuponbetrag gemäß § 2 (1) dieser Bedingungen in Bezug auf den Vorzeitigen Verfalltag wird noch ausgezahlt.

(2) Zahlung des Kuponbetrags

Die Auszahlung des jeweiligen Kuponbetrags erfolgt jeweils am jeweiligen Kupon-Zahltag. Auf die Zahlung des Kuponbetrags finden die in diesen Bedingungen enthaltenen Bestimmungen über den Auszahlungsbetrag (§ 1 (1)) entsprechende Anwendung.

(3) Dirty Price

Es erfolgt keine separate Verrechnung von Kuponbeträgen. Die Kuponbeträge werden im laufenden Handelspreis der Wertpapiere berücksichtigt (Dirty Price).

§ 3

Absichtlich freigelassen

(2) Determinations and Calculations in connection with the Security Right

Any determinations and calculations in connection with the Security Right, in particular the calculation of the Redemption Amount, will be made by the Calculation Agent. Determinations and calculations made in this respect by the Calculation Agent shall (save in the case of manifest error) be final, conclusive and binding on the Issuer and the Securityholders.

**§ 2
Coupon Amount**

(1) Coupon Amount

(a) Furthermore, the Securityholder is subject to § 2 (1) (b) of these Conditions entitled to receive the payment of the Coupon Amount (as defined in the section "Conditions of the Securities – Product Terms Part 1: Key Terms and Definitions of the Securities") in the Redemption Currency on the relevant Coupon Payment Date in relation to the preceding Coupon Period.

For the avoidance of doubt, any payment due in respect of the Coupon Amount in accordance with § 2 (1) of these Conditions in relation to the Early Expiration Date shall still be paid out.

(2) Payment of the Coupon Amount

The relevant Coupon Amount shall be paid on the respective Coupon Payment Date. The provisions of these Conditions relating to the Redemption Amount (§ 1 (1)) shall apply *mutatis mutandis* to the payment of the Coupon Amount.

(3) Dirty Price

There will be no separate payments with respect to accrued Coupon Amounts. Accrued Coupon Amounts will be reflected in the on-going trading price of the Securities (Dirty Price).

§ 3

Intentionally left blank

PART B – OFFERING AND SALE

I. Offering for Sale and Issue Price

Offering for Sale and Issue Price: The Buy on Dips Securities (the “**Securities**”, and each a “**Security**”) are issued by the Issuer in the Issue Size.

It has been agreed that, on or after the respective Issue Date of the Securities, the Manager may purchase Securities and shall place the Securities for sale under terms subject to change in the Public Offer Jurisdictions (as defined in “VII. Consent to Use of Prospectus” below).

The Issue Price was fixed at the Start of the public offer of the Securities (as defined in “II. Subscription, Purchase and Delivery of the Securities” below). As of the Start of the public offer of the Securities the selling price will then be adjusted on a continual basis to reflect the prevailing market situation.

The Manager shall be responsible for coordinating the entire Securities offering.

Issue Size: The Issue Size means up to 30 000 Securities.

Aggregate Amount of the Issue: Issue Price x Issue Size

Issue Date: The Issue Date means 9 March 2022.

Issue Price: The Issue Price equals EUR 100 per Security.

The Issue Price includes product specific entry costs equal to approximately EUR 3.

Manager: The Manager means UBS Europe SE, Bockenheimer Landstrasse 2 - 4, 60306 Frankfurt am Main, Federal Republic of Germany.

Estimated total expenses of the issue/offer of the Securities: The total expenses of the issue and/or offer of the Securities are not separately identifiable and are included in the general operating expenses of the Issuer.

Estimated net amount of the proceeds: The net amount of the proceeds is not quantifiable.

II. Subscription, Purchase and Delivery of the Securities

Subscription, Purchase and Delivery of the Securities: The Securities may be purchased from the Manager during normal banking hours. There will be no subscription period. The Issue Price per Security is payable on the Initial Payment Date.

After the Initial Payment Date, the appropriate number of Securities shall be credited to the investor’s account in accordance with the rules of the corresponding Clearing System.

Start of the public offer of the 9 March 2022 in Republic of Italy

Securities:

Prohibition of Sales to EEA Retail Investors: Not applicable

Initial Payment Date: The Initial Payment Date means 9 March 2022.

PART C – OTHER INFORMATION

I. Binding language

Binding language of the Risk Factors:

The English language version of the Risk Factors is controlling and binding. The German language translation is provided for convenience purposes only.

Binding language of the Conditions:

Securities are issued on the basis of Conditions in the English language, supported by a German language translation, which is provided for convenience purposes only ("**German and English Language**" with "**Binding English Language**"). In this case, the version of the Conditions in the English language is controlling and binding.

II. Applicable specific risks

Applicable specific risks:

The following risk factors are applicable to the optional features of the Securities or, as the case may be, the Underlying:

"risks related to an **index** as the Underlying"

III. Listing and Trading

Listing and Trading:

The Manager intends to apply for listing of the Securities on the EuroTLX (the "**Security Exchange**").

First Exchange Trading Day:

The First Exchange Trading Day means 10 March 2022. The First Exchange Trading Day may be subject to change at the reasonable discretion of the Issuer and/or the Manager by giving notice to the investors accordingly.

IV. Further commissions paid by the Issuer

Further commissions paid by the Issuer

Not applicable

V. Any interests, including conflicting ones, of natural and legal persons involved that is material to the issue/offer of the Securities

Any interests, including conflicting ones, of natural and legal persons involved that is material to the issue/offer of the Securities:

As far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the issue.

VI. Rating

Rating:

The Securities have not been rated.

VII. Consent to Use of Prospectus

The Issuer consents to the use of the Base Prospectus together with the relevant Final Terms in connection with a public offer of the Securities (a "**Public Offer**") by any financial intermediary (each an "**Authorised Offeror**") which is authorised to make such offers under the Markets in Financial Instruments Directive (Directive 2014/65/EU).

Additional conditions: Not applicable

Offer Period: From 9 march 2022 until 25 June 2022.

Public Offer Jurisdiction: Republic of Italy

VIII. Indication of Yield

Yield: Not applicable

PART D – COUNTRY SPECIFIC INFORMATION

Additional Paying Agent(s) (if any): Not applicable

PART E – INFORMATION ABOUT THE UNDERLYING**STOXX® Europe 600 Oil & Gas Price (EUR) Index (Bloomberg: SXEP / ISIN: EU0009658780 / Valor: 846440 / RIC: .SXEP)**

Further information as well as information about the past and the further performance and the volatility of the Underlying can be obtained by electronic means and free of charge from the internet page www.stoxx.com.

Disclaimer

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The Underlying is administered by STOXX Limited, who, as at the start of the public offer of the Securities, is included in the public register of administrators and benchmarks established and maintained by the European Securities and Markets Authority (“**ESMA**”) pursuant to article 36 of the Benchmarks Regulation (Regulation (EU) 2016/1011).

ANNEX TO THE FINAL TERMS: ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings
<p>Warnings</p> <p>(a) The Summary should be read as an introduction to the Prospectus.</p> <p>(b) Any decision to invest in the Securities should be based on a consideration of the Prospectus as whole by the investor.</p> <p>(c) The Securities are not capital protected and there is no minimum redemption amount. Accordingly, the investor could lose all or part of the invested capital.</p> <p>(d) Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the Prospectus before the legal proceedings are initiated.</p> <p>(e) Civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only where the Summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Securities.</p> <p>(f) You are about to purchase a product that is not simple and may be difficult to understand.</p>
<p>Introductory Information</p> <p>Name and ISIN of the Securities: Buy on Dips Securities (the "Security" or the "Securities") with ISIN DE000UH8XE49.</p> <p>Identity and contact details of the Issuer: UBS AG, Bahnhofstrasse 45, CH-8001 Zurich, Switzerland, and Aeschenvorstadt 1, CH-4051 Basel, Switzerland, acting through its London Branch, 5 Broadgate, London EC2M 2QS, United Kingdom, telephone +41 (0)44 239 7676, LEI BFM8T61CT2L1QCEMIK50.</p> <p>Identity and contact details of the offeror: UBS Europe SE, Bockenheimer Landstrasse 2-4, 60306 Frankfurt am Main, Germany, telephone: +49 (0)69 1369 8989, LEI 5299007QVIQ7IO64NX37.</p> <p>Competent authority that approved the Securities Note and the Registration Document: Federal Financial Services Supervisory Authority (<i>Bundesanstalt für Finanzdienstleistungsaufsicht</i>) ("BaFin"), Marie-Curie-Straße 24-28, 60439 Frankfurt am Main, Germany, telephone +49 (0)228 41080.</p> <p>Date of approval of the Prospectus: 25 June 2021</p>
<p>What are the key risks that are specific to the Issuer?</p> <p>Credit risk in relation to UBS AG as Issuer Each investor in securities issued by UBS AG as Issuer is exposed to the credit risk of UBS AG. The assessment of UBS AG's creditworthiness may be affected by a number of factors and developments. These include the COVID-19 pandemic and related response to it, market conditions and macroeconomic climate, credit risk exposure to clients and counterparties, low and negative interest rates, material legal and regulatory risks, changes to assumptions, valuations and accounting standards, UBS AG's success in executing its strategic plans, and operational risks.</p> <p>If UBS experiences financial difficulties, FINMA has the power to open restructuring or liquidation proceedings or impose protective measures in relation to UBS Group AG, UBS AG or UBS Switzerland AG, and such proceedings or measures may have a material adverse effect on UBS's shareholders and creditors. If restructuring or liquidation proceedings are instituted against UBS AG, holders of securities may suffer a substantial or total loss on the securities.</p>
Section B - Key information on the issuer
<p>Who is the Issuer of the securities?</p> <p>Domicile and legal form of the Issuer UBS AG is incorporated and domiciled in Switzerland, with its registered offices at Bahnhofstrasse 45, CH-8001 Zurich, Switzerland and Aeschenvorstadt 1, CH-4051 Basel, Switzerland, and operates under the Swiss Code of Obligations as an Aktiengesellschaft, a corporation limited by shares. UBS AG's Legal Entity Identifier (LEI) code is BFM8T61CT2L1QCEMIK50.</p> <p>Principal activities of the Issuer The purpose of UBS AG is the operation of a bank. Its scope of operations extends to all types of banking, financial, advisory, trading and service activities in Switzerland and abroad. UBS AG may borrow and invest money on the capital markets. It may provide loans, guarantees and other kinds of financing and security for group companies.</p> <p>Major shareholders of the Issuer</p>

UBS Group AG owns 100% of the outstanding shares of UBS AG.				
Identity of the key managing directors of the Issuer				
The key managing directors of the issuer are the members of the issuer's Executive Board ("EB"). These are: Ralph Hamers, Christian Bluhm, Mike Dargan, Kirt Gardner, Suni Harford, Robert Karofsky, Iqbal Khan, Edmund Koh, Barbara Levi, Tom Naratil, and Markus Ronner. In addition, UBS announced that Sarah Youngwood will join the EB at the beginning of March 2022 and take over as Group Chief Financial Officer in May succeeding Kirt Gardner, who will retire from the bank.				
Identity of the statutory auditors of the Issuer				
The statutory auditors of the issuer are Ernst & Young Ltd, Aeschengraben 9, CH-4002 Basel.				
What is the key financial information regarding the Issuer?				
UBS AG derived the selected consolidated financial information included in the table below for the years ended 31 December 2020, 2019 and 2018 from the Annual Report 2020, except where noted. The consolidated financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB"). The selected consolidated financial information included in the table below for the year ended 31 December 2021 was derived from the Fourth Quarter 2021 Report.				
	As of or for the year ended	As of or for the year ended		
<i>USD million, except where indicated</i>	31.12.21	31.12.20	31.12.19	31.12.18
	<i>unaudited</i>	<i>audited, except where indicated</i>		
Results				
Income statement				
Operating income	35,976	32,780	29,307	30,642
Net interest income ¹		5,788	4,415	4,971
Net fee and commission income ¹		19,207	17,460	17,930
Credit loss (expense) / release ¹		(695)	(78)	(117)
Other net income from financial instruments measured at fair value through profit or loss ¹		6,930	6,833	6,953
Operating expenses	27,012	25,081	24,138	25,184
Operating profit / (loss) before tax	8,964	7,699	5,169	5,458
Net profit / (loss) attributable to shareholders	7,032	6,196	3,965	4,107
Balance sheet				
Total assets	1,116,145	1,125,327	971,927	958,066
Total financial liabilities measured at amortized cost ¹		732,364	617,429	612,174
<i>of which: customer deposits¹</i>		527,929	450,591	421,986
<i>of which: debt issued measured at amortized cost¹</i>		85,351	62,835	91,245
<i>of which: subordinated debt^{1,2}</i>		7,744	7,431	7,511
Total financial liabilities measured at fair value through profit or loss ¹		325,080	291,452	283,717
<i>of which: debt issued designated at fair value¹</i>		59,868	66,592	57,031
Loans and advances to customers ¹		380,977	327,992	321,482
Total equity ¹		58,073	53,896	52,400
Equity attributable to shareholders	58,102	57,754	53,722	52,224
Profitability and growth				
Return on equity (%)	12.3	10.9*	7.4*	7.9*
Return on tangible equity (%)	13.9	12.4*	8.5*	9.1*

Return on common equity tier 1 capital (%)	17.6	16.6*	11.3*	11.9*
Return on risk-weighted assets, gross (%)	12.3	11.9*	11.2*	12.0*
Return on leverage ratio denominator, gross (%) ³	3.4	3.4*	3.2*	3.4*
Cost / income ratio (%)	75.4	74.9*	82.1*	81.9*
Net profit growth (%)	13.5	56.3*	(3.4)*	441.9*
Resources				
Common equity tier 1 capital ⁴	41,594	38,181	35,233*	34,562*
Risk-weighted assets ⁴	299,005	286,743*	257,831*	262,840*
Common equity tier 1 capital ratio (%) ⁴	13.9	13.3*	13.7*	13.2*
Going concern capital ratio (%) ⁴	18.5	18.3*	18.3*	16.1*
Total loss-absorbing capacity ratio (%) ⁴	33.3	34.2*	33.9*	31.3*
Leverage ratio denominator ^{3,4}	1,067,679	1,036,771*	911,228*	904,455*
Common equity tier 1 leverage ratio (%) ^{3,4}	3.90	3.68*	3.87*	3.82*
Going concern leverage ratio (%) ^{3,4}	5.2	5.1*	5.2*	4.7*
Total loss-absorbing capacity leverage ratio (%) ⁴	9.3	9.5*	9.6*	9.1*
Other				
Invested assets (USD billion) ⁵	4,596	4,187	3,607	3,101
Personnel (full-time equivalents)	47,067	47,546*	47,005*	47,643*

* unaudited

¹ The information for the full year 2021 will only be available with the publication of the UBS Group AG and UBS AG annual report 2021 on 7 March 2022.

² Amount as at 31 December 2018 is derived from the Annual Report 2019.

³ Leverage ratio denominators and leverage ratios for the respective periods in 2020 do not reflect the effects of the temporary exemption that applied from 25 March 2020 until 1 January 2021 and was granted by FINMA in connection with COVID-19.

⁴ Based on the applicable Swiss systemically relevant bank framework as of 1 January 2020.

⁵ Consists of invested assets for Global Wealth Management, Asset Management and Personal & Corporate Banking.

What are the key risks that are specific to the Issuer?

Credit risk in relation to UBS AG as Issuer

Each investor in securities issued by UBS AG as Issuer is exposed to the credit risk of UBS AG. The assessment of UBS AG's creditworthiness may be affected by a number of factors and developments. These include market conditions and macroeconomic climate, credit risk exposure to clients and counterparties, material legal and regulatory risks, substantial changes in regulation, UBS AG's success in executing its strategic plans, operational risks, risk management and control processes and liquidity and funding management.

If UBS experiences financial difficulties, FINMA has the power to open restructuring or liquidation proceedings or impose protective measures in relation to UBS Group AG, UBS AG or UBS Switzerland AG, and such proceedings or measures may have a material adverse effect on UBS's shareholders and creditors. If restructuring or liquidation proceedings are instituted against UBS AG, holders of securities may suffer a substantial or **total loss** on the securities.

Section C – Key Information on the Securities

What are the main features of the Securities?

Type and form of the Securities

The Securities are structured debt securities with no capital protection. The Securities are issued in the form of bearer securities (§ 793 BGB) under German law. The contents (other than the form) of the Securities as well as all rights and duties arising from the Securities are governed by German law.

Rights attached to the Securities; payment profile at scheduled maturity

The Securities have a fixed lifetime and will be redeemed on the Maturity Date.

The Securities provide Securityholders at maturity with a claim for payment of the Redemption Amount in the Redemption Currency. In particular, the Redemption Amount payable in respect of the Securities depends on the performance of the Underlying and whether or not one or more so-called Barrier Events have occurred in respect of the Securities, i.e. in respect of each Barrier, whether the Settlement Price of the Underlying at any time during the Barrier Observation Period is equal to or lower than such Barrier. A Barrier Event may occur only once in respect of each Barrier.

On the Maturity Date, Securityholders are entitled to receive payment of the Redemption Amount determined as of the relevant Valuation

Date, equal to the sum of:

- (a) the product of (i) 40% of the Nominal Amount and (ii) the quotient of (1) the Settlement Price of the Underlying divided by (2) the Reference Level of the Underlying (i.e., which reflects a participation in the positive or, as the case may be, the negative performance of the Underlying); and
- (b) the sum of the Additional Settlement Amounts in respect of the Securities.

For these purposes, an Additional Settlement Amount_(i) is determined as of the relevant Valuation Date in respect of each Barrier_(i) in respect of the Securities as follows:

- (i) In case a Barrier Event has occurred in respect of such Barrier_(i), the Additional Settlement Amount_(i) in respect of such Barrier_(i) is equal to the product of (i) the Nominal Amount, (ii) the Contingent Participation Factor_(i) and (iii) the quotient of (1) the Settlement Price of the Underlying divided by (2) the Strike Level_(i) of the Underlying (i.e., which reflects a participation in the positive or, as the case may be, the negative performance of the Underlying); and
- (ii) In case a Barrier Event has not occurred in respect of such Barrier_(i), the Additional Settlement Amount_(i) in respect of such Barrier_(i) is equal to the product of (i) the Nominal Amount and (ii) the Contingent Participation Factor_(i).

Coupon payments

On each Coupon Payment Date_(i), Securityholders are entitled to receive payment of the Coupon Amount_(i) in the Redemption Currency.

The Coupon Amount_(i) in respect of each Coupon Payment Date_(i) is determined as the difference between (i) the Cumulated Coupon Amount_(i) minus (ii) the Cumulated Coupon Amount_(i-1).

The Cumulated Coupon Amount_(i) is equal to the product of:

- (a) the Nominal Amount;
- (b) the Interest Rate; and
- (c) an amount equal to the sum of, in respect of each Contingent Participation Factor_(i), the product of such Contingent Participation Factor_(i) and the number of calendar days in the relevant Coupon Allocation Period_(i,k) divided by 360.

For these purposes, Coupon Allocation Period_(i,k) means, in respect of Coupon Observation Date_(i) and Contingent Participation Factor_(i), the number of calendar days from (but excluding) the Fixing Date, to (and including) the earlier of (i) such Coupon Observation Date_(i) and (ii) the date (if any) on which Barrier Event_(i) occurs. For the avoidance of doubt, once Barrier Event_(i) occurs, the number of calendar days in the relevant Coupon Allocation Period_(i,k) in respect of Contingent Participation Factor_(i) shall be fixed and shall not increase until the Maturity Date.

Underlying:	The underlying (" Underlying ") described in the table below under "Further details on the Underlying"
Settlement Price:	The official closing price of the Underlying on the Valuation Date as determined by the Price Source
Price Source/ Index Sponsor:	STOXX Limited
Underlying Currency:	Euro (" EUR ")
Settlement Type:	Cash settlement
Redemption Currency:	Euro (" EUR ")
Nominal Amount:	100 EUR
Issue Price:	100 EUR per Security.
Fixing Date:	08.03.2022
Start of public offer of the Securities:	09.03.2022
Initial Payment Date/ Issue Date:	09.03.2022
Valuation Date/ Expiration Date:	09.03.2026
Maturity Date:	16.03.2026
Interest Rate:	8.50% p.a.
Coupon Period:	The Coupon Period means the period from one Coupon Payment Date (including) to the next succeeding Coupon Payment Date (excluding). The initial Coupon Period will be the period from the Initial Payment Date (including) to the first Coupon Payment Date (excluding).
Coupon Observation Date:	i=1: 08.06.2022, i=2: 08.09.2022, i=3: 08.12.2022, i=4: 08.03.2023, i=5: 08.06.2023, i=6: 08.09.2023, i=7: 08.12.2023, i=8: 08.03.2024, i=9: 10.06.2024, i=10: 09.09.2024, i=11: 09.12.2024, i=12: 10.03.2025, i=13: 09.06.2025, i=14: 08.09.2025, i=15: 08.12.2025, i=16: 09.03.2026
Coupon Payment Date:	5 banking days after the corresponding Coupon Observation Date.

Barrier Observation Period:	The Barrier Observation Period means the period, commencing on (and including) the Fixing Date and ending on (and including) the Valuation Date.
Strike Level:	The Strike Level _(i) of the Underlying in respect of Barrier Event _(i) equals the official closing Price of the Underlying on any banking day on which Barrier Event _(i) occurs.
Contingent Participation Factor:	i=1: 15%, i=2: 15%, i=3: 15%, i=4: 15%

Further details on the Underlying					
Underlying	Reference Level	Barrier _(i=1)	Barrier _(i=2)	Barrier _(i=3)	Barrier _(i=4)
STOXX® Europe 600 Oil & Gas Price (EUR) Index Bloomberg: SXEP / ISIN: EU0009658780 / Valor: 846440 / RIC: .SXEP	Official closing price of the Underlying on the Fixing Date	90% of the Reference Level	85% of the Reference Level	80% of the Reference Level	75% of the Reference Level

The Issuer is entitled to terminate the Securities with immediate effect if an (extraordinary) termination event occurs. Examples of (extraordinary) termination events include the discontinuation of the determination/publication of the price of the Underlying or the occurrence of a change in law. In such case, the payable termination amount payable to Securityholders may be significantly lower than the capital invested by Securityholders for purchasing the Securities (including the transaction costs).

Relative seniority of the Securities in the Issuer's capital structure in the event of insolvency

The Securities constitute direct, unsecured and unsubordinated obligations of the Issuer, ranking *pari passu* among themselves and with all other present and future unsecured and unsubordinated obligations of the Issuer, other than obligations preferred by mandatory provisions of law.

Restrictions on free transferability of the Securities

The Securities are freely transferrable.

Where will the Securities be traded?

It is intended that application for listing of the Securities to trading on EuroTLX will be made.

What are the key risks that are specific to the Securities?

The Securityholders are exposed to the risk of a bail-in. In case FINMA as supervisory authority in respect of the Issuer exercises resolution measures against the Issuer and writes down or converts the Securities into common equity of the Issuer, Securityholders would have no further claim against the Issuer under the Securities.

The Securities are not protected by any statutory or voluntary deposit guarantee scheme. The Issuer's obligations under the Securities are not protected by any statutory or voluntary deposit protection scheme or compensation scheme. Further, no third party guarantees or commitments have been provided in respect of the Issuer's obligations under the Securities. Accordingly, in the event of insolvency of the Issuer, investors may thus experience **a total loss of their investment in the Securities.**

Specific risks related to dependence on the Underlying. The Redemption Amount payable in accordance with the Conditions of the Securities depends on the performance of the Underlying. If the maximum number of Barrier Events in respect of the Securities has occurred, the Redemption Amount could in case of an unfavourable performance of the Underlying even be equal to zero. **In such case, the Securityholder will suffer a total loss of the invested capital.**

Specific risks related to no further participation in the performance of the Underlying following the termination and early redemption of the Securities. Potential investors should be aware that the Securities may in accordance with the Conditions of the Securities be terminated and redeemed early in a number of circumstances. In case of a termination and early redemption of the Securities prior to the Maturity Date, the Securityholder is entitled to demand the payment of an amount in the Redemption Currency in relation to this termination and early redemption. However, such amount can be considerably below the amount which would be payable at the scheduled end of the term of the Securities and, if it is lower than the invested capital, Securityholders may even suffer **a total loss of the invested capital.**

Specific risks in connection with linkage of payment of conditional Coupon Amounts to the performance of the Underlying. Whether Securityholders are entitled to receive Coupon Amounts in accordance with the Conditions of the Securities depends on the performance of the Underlying. However, if a Coupon Amount Default Event occurs in respect of any Coupon Period, Securityholders are not entitled to receive payment of a Coupon Amount in respect of such Coupon Period. Further, if the maximum number of Barrier Events in respect of the Securities occurs, the Coupon Amount which accrues in respect of the Securities could, in case all Barrier Events occur at the beginning of the term of the Securities, be very low or even be equal to zero. Therefore, Securityholders bear the risk that they do not receive payment of any Coupon Amounts in respect of the Securities.

Specific risks related to reinvestment. The Securityholders bear the risk that the cash amount received by the Securityholder following the termination and early redemption of the Securities (if any) can be reinvested for a term comparable with the scheduled term of the Securities only at market conditions which are less favourable than those prevailing at the time of the acquisition of the Securities. As a result, the yield achieved by this reinvestment may be significantly lower than the return expected by the Securityholder with the purchase of the Securities.

Specific risks in connection with linkage of payment of conditional Coupon Amounts to the performance of the Underlying. Whether Securityholders are entitled to receive Coupon Amounts in accordance with the Conditions of the Securities depends on the performance of the Underlying. However, if a Coupon Amount Default Event occurs in respect of any Coupon Period, Securityholders are not entitled to receive payment of a Coupon Amount in respect of such Coupon Period. If a Coupon Amount Catch-up Event occurs in respect of

any Coupon Period, Securityholders are entitled to receive payment of a Coupon Amount in relation to the relevant Coupon Period and any preceding Coupon Periods for which a Coupon Amount has not been paid due to the occurrence of a Coupon Amount Default Event. However, Securityholders cannot rely that, following the occurrence of a Coupon Amount Default Event, a Coupon Amount Catch-up Event would also occur. Therefore, Securityholders bear the risk that they do not receive payment of any Coupon Amounts in respect of the Securities.

Specific risks related to the market price of the Securities. Potential investors bear the risk that the market price of the Securities may fluctuate during the term of the Securities, including, without limitation, as a result of any changes in the performance of the Underlying or any changes in the volatility of the Underlying. Moreover, the value of the Securities may fall even in the event that the price of the Underlying remains constant or rises slightly. Conversely, the value of the Securities may remain constant or rise slightly even if the price of the Underlying decreases. Accordingly, Securityholders bear the risk that if they can sell any Securities prior to their due date, the sale proceeds may fall below (including significantly below) the amount of capital initially invested in the Securities and investors would then **lose some or all of the invested capital**.

Specific risks related to the liquidity of the Securities. Potential investors bear the risk that there is no liquid market for trading in the Securities. Due to their structured nature and linkage to the Underlying, the Securities would generally have a more limited secondary market than conventional debt securities. This means that they may not be able to sell the Securities at a time of their own choosing. This could, in turn, result in potential investors receiving a lower sale price than they would have received had a liquid market existed.

Risk of fluctuations in the value of the Underlying. Securityholders are subject to the risks related to the Underlying in respect of the Securities, whose performance is subject to fluctuations. Therefore, Securityholders cannot foresee the value of the Securities on a certain day in the future. Likewise, the historical data on an Underlying does not allow for any conclusions to be drawn about the future performance of an Underlying and the Securities. An Underlying may have only a short operating history or may have been in existence only for a short period of time and may deliver results over the longer term that may be lower than originally expected. When the Securities are redeemed, exercised or otherwise disposed of on a certain day, substantial losses in value might occur in comparison to a disposal at a later or earlier point in time. The more volatile an Underlying is, the less predictable the amount to be received by the Securityholders. In case of an unfavourable development of the price of an Underlying, the amount received by the Securityholders may be very low or even be equal to zero.

Specific risks related to hedging transactions entered into by the Issuer. If the Issuer enters into hedging transactions in connection with the Securities and such hedging transactions are unwound, this could have an impact on the price of the Underlying and, therefore, on any amounts payable to the Securityholders in respect of the Securities. In such cases, Securityholders could even **suffer a partial loss of the invested capital**.

Specific risks related to potential conflicts of interest of the Issuer and its affiliates. The Issuer and its affiliates may have commercial interests that conflict with those of the Securityholders (e.g. as a result of the Issuer's involvement in other transactions or the Issuer's existing business relationship with the issuer of the Underlying) and that may impact the value and/or trading of the Securities. In turn, this could result in Securityholders receiving less when selling any Securities they hold than they would have received but for such conflicts of interest and/or **even suffering a partial loss of the invested capital**.

Specific risks related to hedging transactions entered into by Securityholders. Because of the structured nature of the Securities, potential investors bear the risk that they may not be able to fully hedge the risks arising from the Securities. If any of the risks which potential investors have not been able to fully hedge materialise, potential investors could suffer **a loss of some or all of the invested capital**.

Section D – Key Information on the offer of Securities to the public and/or the admission to trading on a regulated market

Under which conditions and timetable can I invest in this Security?

It has been agreed that, on or after the respective Issue Date of the Securities, the Manager may purchase Securities and place the Securities for sale in Italy (the "**Public Offer Jurisdictions**") as of the Start of the public offer of the Securities. Thereafter, the selling price will be adjusted on a continuous basis to reflect the prevailing market situation.

The total expenses of the issue and/or offer are not separately identifiable and included in the general operating expenses of the Issuer.

As of 9 March 2022 (the "**Start of the public offer of the Securities**"), the Securities may be purchased from the Manager during normal banking hours. There is no subscription period. The Issue Price per Security is payable on the Initial Payment Date.

Who is the offeror and/or the person asking for admission to trading?

UBS Europe SE, a public company incorporated under German law and domiciled in Germany (the "**Manager**").

Why is this Prospectus being produced?

Use of proceeds

The Issuer intends to issue and offer the Securities to the public in order to raise funding for general business purposes of the UBS Group.

Underwriting agreement(s)

It has been agreed that the Manager shall underwrite the Securities on or after the respective Issue Date by means of an underwriting agreement and shall place them for sale under terms subject to change in the Public Offer Jurisdictions.

Most material conflicts of interest

The Issuer and affiliated companies may participate in transactions related to the Securities in some way, for their own account or for account of a client. Such transactions may not serve to benefit the Securityholders and may have a positive or negative effect on the value of the Underlying, and consequently on the value of the Securities. Furthermore, companies affiliated with the Issuer may become counterparties in hedging transactions relating to obligations of the Issuer stemming from the Securities. As a result, conflicts of interest can arise between companies affiliated with the Issuer, as well as between these companies and investors, in relation to obligations regarding the calculation of

the price of the Securities and other associated determinations.

Within the context of the offering and sale of the Securities, the Issuer or any of its affiliates may directly or indirectly pay fees in varying amounts to third parties, such as distributors or investment advisors, or receive payment of fees in varying amounts, including those levied in association with the distribution of the Securities, from third parties. Potential investors should be aware that the Issuer may retain fees in part or in full.

NOTA DI SINTESI (NON VINCOLANTE)

Sezione A – Introduzione e avvertenze	
Avvertenze	
(a)	La Nota di sintesi va letta come introduzione al Prospetto.
(b)	Qualsiasi decisione di investire negli Strumenti Finanziari dovrebbe basarsi sull'esame, da parte dell'investitore, del Prospetto nel suo insieme.
(c)	Gli Strumenti Finanziari non assicurano la protezione del capitale e non è previsto un importo minimo di rimborso. Di conseguenza, l'investitore potrebbe perdere anche interamente il capitale investito.
(d)	In caso di ricorso dinanzi all'autorità giudiziaria in merito alle informazioni contenute nel Prospetto, l'investitore ricorrente potrebbe essere tenuto, conformemente alla legislazione nazionale, a sostenere le spese di traduzione del Prospetto prima dell'inizio del procedimento legale.
(e)	Possono incorrere in responsabilità civile solo i soggetti responsabili della stesura della Nota di sintesi, ivi incluse eventuali traduzioni della stessa, ma solo nel caso in cui la Nota di sintesi sia fuorviante, inaccurata o incongruente rispetto ad altre sezioni del Prospetto, ovvero qualora, letta insieme ad altre sezioni del Prospetto, non riporti informazioni fondamentali per supportare gli investitori nella scelta in merito a un possibile investimento negli Strumenti Finanziari.
(f)	Il prodotto che si sta per acquistare non è un prodotto semplice e potrebbe essere di difficile comprensione.
Informazioni introduttive	
Nome e ISIN degli Strumenti Finanziari: Buy on Dips (il "Titolo" o i "Titoli") con ISIN DE000UH8XE49.	
Identità e recapiti dell'Emittente: UBS AG, Bahnhofstrasse 45, CH-8001 Zurigo, Svizzera, e Aeschenvorstadt 1, CH-4051 Basilea, Svizzera, e Aeschenvorstadt 1, CH-4051 Basilea, Svizzera, tramite la sua filiale di Londra, 5 Broadgate, Londra EC2M 2QS, Regno Unito, telefono +41 (0)44 239 7676, LEI BFM8T61CT2L1QCEMIK50.	
Identità e recapiti dell'offerente: UBS Europe SE, Bockenheimer Landstrasse 2-4, 60306 Francoforte sul Meno, Germania, telefono: +49 (0)69 1369 8989, LEI 5299007QVIQ7IO64NX37.	
Autorità competente che ha approvato il Documento di Registrazione e il Documento di Registrazione: L'autorità di vigilanza tedesca sui servizi finanziari (<i>Bundesanstalt für Finanzdienstleistungsaufsicht</i>) (" BaFin "), Marie-Curie-Straße 24-28, 60439 Francoforte sul Meno, Germania, telefono +49 (0)228 41080.	
Data di approvazione del Prospetto: 25 giugno 2021	

Sezione B – Informazioni fondamentali sull'Emittente	
Chi è l'Emittente degli Strumenti Finanziari?	
Domicilio e forma giuridica dell'Emittente UBS AG è una società costituita e domiciliata in Svizzera, con sede legale all'indirizzo Bahnhofstrasse 45, CH-8001 Zurigo, Svizzera, e Aeschenvorstadt 1, CH-4051 Basilea, Svizzera, costituita in forma di Aktiengesellschaft, società per azioni, ai sensi del Codice delle obbligazioni svizzero. Il codice identificativo LEI (Legal Entity Identifier) di UBS AG è BFM8T61CT2L1QCEMIK50.	
Attività principali dell'Emittente UBS AG ha per oggetto l'esercizio dell'attività bancaria. L'ambito operativo abbraccia tutte le tipologie di attività bancarie, finanziarie, di consulenza, di trading e di servizi in Svizzera e in altre giurisdizioni. UBS AG può contrarre prestiti e investire denaro sui mercati dei capitali. Può fornire prestiti, fidejussioni e altre tipologie di finanziamenti e garanzie per le società del gruppo.	
Maggiori azionisti dell'Emittente UBS Group AG detiene direttamente il 100% delle azioni in circolazione di UBS AG.	
Identità dei principali amministratori delegati dell'Emittente I principali amministratori delegati dell'emittente sono i membri del suo Consiglio di amministrazione (" CdA "): Ralph Hamers, Christian Bluhm, Mike Dargan, Kirt Gardner, Suni Harford, Robert Karofsky, Iqbal Khan, Edmund Koh, Barbara Levi, Tom Naratil e Markus Ronner. Inoltre, UBS ha annunciato che Sarah Youngwood entrerà a far parte del CdA a inizio marzo 2022 e assumerà la carica di Chief Financial Officer del Gruppo a maggio, in sostituzione di Kirt Gardner, che lascerà la banca.	
Identità dei revisori legali dell'Emittente I revisori legali dell'emittente sono la società Ernst & Young Ltd, Aeschengraben 9, CH-4002 Basilea.	

Quali sono le informazioni finanziarie fondamentali relative all'Emittente?				
UBS AG ha tratto i principali dati finanziari consolidati inclusi nella tabella seguente per gli esercizi chiusi al 31 dicembre 2020, 2019 e 2018 dalla Relazione Annuale 2020, salvo laddove indicato. I bilanci consolidati sono stati redatti in conformità agli International Financial Reporting Standards ("IFRS") pubblicati dall'International Accounting Standards Board ("IASB"). I principali dati finanziari consolidati inclusi nella tabella seguente per l'esercizio al 31 dicembre 2021 sono stati tratti dalla Relazione Trimestrale per il quarto trimestre 2021.				
	Per l'esercizio chiuso il		Per l'esercizio chiuso il	
<i>In milioni di USD, salvo laddove indicato</i>	31.12.21	31.12.20	31.12.19	31.12.18
	<i>Dati non certificati</i>		<i>Dati certificati, salvo laddove indicato</i>	
Risultati				
Conto economico				
Proventi operativi	35.976	32.780	29.307	30.642
Margine di interesse ¹		5.788	4.415	4.971
Commissioni attive ¹		19.207	17.460	17.930
Rettifiche di valore per (perdite)/rilasci ¹		(695)	(78)	(117)
Altri proventi netti da strumenti finanziari rilevati al <i>fair value</i> con impatto a conto economico ¹		6.930	6.833	6.953
Costi operativi	27.012	25.081	24.138	25.184
Utile/(perdita) operativo/(a) ante imposte	8.964	7.699	5.169	5.458
Utile/(perdita) netto(a) di competenza degli azionisti	7.032	6.196	3.965	4.107
Stato patrimoniale				
Totale attivi	1.116.145	1.125.327	971.927	958.066
Totale passività finanziarie rilevate al costo ammortizzato ¹		732.364	617.429	612.174
<i>di cui: depositi di clienti</i> ¹		527.929	450.591	421.986
<i>di cui: debito emesso valutato al costo ammortizzato</i> ¹		85.351	62.835	91.245
<i>di cui: debito subordinato</i> ^{1,2}		7.744	7.431	7.511
Totale passività finanziarie rilevate al <i>fair value</i> con impatto a conto economico ¹		325.080	291.452	283.717
<i>di cui: debito emesso valutato al fair value</i> ¹		59.868	66.592	57.031
Finanziamenti e anticipi a clienti ¹		380.977	327.992	321.482
Totale patrimonio netto ¹		58.073	53.896	52.400
Patrimonio netto di competenza degli azionisti	58.102	57.754	53.722	52.224
Redditività e crescita				
Rendimento del patrimonio netto (RoE) (%)	12,3	10,9*	7,4*	7,9*
Rendimento del patrimonio netto tangibile (%)	13,9	12,4*	8,5*	9,1*
Rendimento del Patrimonio Common Equity Tier 1 (%)	17,6	16,6*	11,3*	11,9*
Rendimento lordo degli attivi ponderati in funzione del rischio (%)	12,3	11,9*	11,2*	12,0*
Rendimento lordo del denominatore dell'indice di leva finanziaria (%) ³	3,4	3,4*	3,2*	3,4*
Rapporto costi / ricavi (%)	75,4	74,9*	82,1*	81,9*
Crescita dell'utile netto (%)	13,5	56,3*	(3,4)*	441,9*

Risorse					
Patrimonio Common Equity Tier 1 ⁴	41.594	38.181	35,233*	34,562*	
Attivi ponderati in funzione del rischio ⁴	299.005	286,743*	257,831*	262,840*	
Coefficiente patrimoniale Common Equity Tier 1 (%) ⁴	13,9	13.3*	13.7*	13.2*	
Coefficiente patrimoniale totale (%) ⁴	18,5	18.3*	18.3*	16.1*	
Indice di capacità di assorbimento delle perdite totale (%) ⁴	33,3	34.2*	33.9*	31.3*	
Denominatore dell'indice di leva finanziaria ^{3,4}	1.067.679	1,036,771*	911,228*	904,455*	
Indice di leva finanziaria Common Equity Tier 1 (%) ^{3,4}	3,90	3.68*	3.87*	3.82*	
Indice di leva finanziaria totale (%) ^{3,4}	5,2	5.1*	5.2*	4.7*	
Indice di leva finanziaria della capacità di assorbimento delle perdite totale (%) ⁴	9,3	9.5*	9.6*	9.1*	
Altro					
Attivi investiti (miliardi di USD) ⁵	4.596	4.187	3.607	3.101	
Personale (equivalenti a tempo pieno)	47.067	47,546*	47,005*	47,643*	

* non certificato

¹ I dati relativi all'intero esercizio 2021 saranno disponibili solo con la pubblicazione della Relazione Annuale di UBS Group AG e di UBS AG del 2021 il 7 marzo 2022.

² I dati al 31 dicembre 2018 sono tratti dalla Relazione Annuale 2019.

³ I denominatori del leverage ratio e i leverage ratio utilizzati per i rispettivi periodi del 2020 non tengono conto dell'esenzione temporanea concessa dalla FINMA in relazione a COVID-19 e applicata dal 25 marzo 2020 al 1° gennaio 2021.

⁴ Conformemente al quadro normativo applicabile per le banche svizzere di rilevanza sistemica al 1° gennaio 2020.

⁵ Include gli attivi investiti delle unità Global Wealth Management, Asset Management e Personal & Corporate Banking.

Quali sono i principali rischi specifici dell'Emittente?

Rischio di credito in relazione a UBS AG in qualità di Emittente

Ciascun investitore in strumenti finanziari emessi da UBS AG in qualità di Emittente è esposto al rischio di credito di UBS AG. La valutazione della solvibilità di UBS AG può essere influenzata da diversi fattori e sviluppi, tra i quali si annoverano le condizioni di mercato e il contesto macroeconomico, l'esposizione al rischio di credito di clienti e controparti, rischi legali e normativi rilevanti, cambiamenti sostanziali della regolamentazione, il successo di UBS AG nella realizzazione dei suoi piani strategici, rischi operativi, i processi di controllo e gestione del rischio e la gestione della liquidità e dei finanziamenti.

In caso di difficoltà finanziarie di UBS, la FINMA ha facoltà di avviare procedure di ristrutturazione o di liquidazione ovvero di imporre misure protettive in relazione a UBS Group AG, UBS AG o UBS Switzerland AG, e tali procedure o misure potranno avere un effetto negativo sostanziale sugli azionisti e creditori di UBS. Se dovessero essere avviate procedure di ristrutturazione o di liquidazione nei confronti di UBS AG, i portatori di strumenti finanziari potrebbero subire una perdita rilevante o la **perdita totale** degli strumenti finanziari.

Sezione C – Informazioni fondamentali sugli Strumenti Finanziari

Quali sono le principali caratteristiche degli Strumenti Finanziari?

Tipologia e forma degli Strumenti Finanziari

Gli Strumenti Finanziari di ciascuna Serie sono titoli di debito strutturati che non assicurano la protezione del capitale. Gli Strumenti Finanziari saranno emessi sotto forma di titoli al portatore (Art. 793 del codice civile tedesco, BGB) ai sensi della legge tedesca. Il contenuto (diversamente dalla forma) degli Strumenti Finanziari e tutti i diritti e gli obblighi derivanti dagli Strumenti Finanziari sono regolati dalla legge tedesca.

Diritti connessi agli Strumenti Finanziari; profilo di pagamento alla scadenza prevista

Gli Strumenti Finanziari hanno durata fissa e saranno rimborsati alla Data di Scadenza.

Gli Strumenti Finanziari incorporano il diritto del Portatore a percepire, alla scadenza, l'Importo di Rimborso nella Valuta di Rimborso. In particolare, l'Importo di Rimborso dovuto in relazione agli Strumenti Finanziari dipende dalla performance del Sottostante e dal fatto che si siano verificati o meno uno o più Eventi Barriera in relazione agli Strumenti Finanziari, vale a dire se, in relazione a ciascuna Barriera, il Prezzo di Liquidazione del Sottostante in qualsiasi momento durante il Periodo di Osservazione della Barriera è uguale o inferiore a tale Barriera. Un Evento Barriera può verificarsi una sola volta in relazione a ciascuna Barriera.

Alla Data di Scadenza, il Portatore degli Strumenti Finanziari ha diritto a percepire l'Importo di Rimborso calcolato alla pertinente Data di Valorizzazione, pari alla somma tra:

- (a) il prodotto (i) del 40% dell'Importo Nominale e (ii) il quoziente (1) del Prezzo di Liquidazione del Sottostante diviso per (2) il Livello di Riferimento del Sottostante (vale a dire che rispecchia una partecipazione alla performance positiva o, a seconda dei casi, alla

performance negativa del Sottostante); e

(b) la somma degli Ulteriori Importi di Liquidazione in relazione agli Strumenti Finanziari.

A tali fini, alla pertinente Data di Valorizzazione si calcola un Importo di Liquidazione Supplementare_(i) per ciascuna Barriera_(i) in relazione agli Strumenti Finanziari nelle seguenti modalità:

- (i) Se si è verificato un Evento Barriera in relazione a tale Barriera_(i), l'Importo di Liquidazione Supplementare_(i) in relazione a tale Barriera_(i) è pari al prodotto tra (i) l'Importo Nominale, (ii) il Fattore di Partecipazione Eventuale_(i) e (iii) il quoziente (1) del Prezzo di Liquidazione del Sottostante diviso per (2) il Livello di Strike_(i) del Sottostante (vale a dire, che rispecchia una partecipazione alla performance positiva o, a seconda dei casi, alla performance negativa del Sottostante); e
- (ii) Se non si è verificato un Evento Barriera in relazione a tale Barriera_(i), l'Importo di Liquidazione Supplementare_(i) in relazione a tale Barriera_(i) è pari al prodotto tra (i) l'Importo Nominale e (ii) il Fattore di Partecipazione Eventuale_(i).

Pagamento della Cedola

A ciascuna Data di Pagamento della Cedola_(i), il Portatore degli Strumenti Finanziari ha diritto al pagamento dell'Importo della Cedola_(i) nella Valuta di Rimborso.

L'Importo della Cedola_(i) in relazione a ciascuna Data di Pagamento della Cedola_(i) si calcola come la differenza tra (i) l'Importo Cumulato della Cedola_(i) meno (ii) l'Importo Cumulato della Cedola_(i-1).

L'Importo Cumulato della Cedola_(i) è pari al prodotto tra:

- (a) l'Importo Nominale;
- (b) il Tasso di Interesse; e
- (c) un importo pari alla somma, per ciascun Fattore di Partecipazione Eventuale_(i), tra il prodotto di tale Fattore di Partecipazione Eventuale_(i) e il numero di giorni di calendario nel pertinente Periodo di Attribuzione della Cedola_{(i),(k)} diviso per 360.

A tali fini, Periodo di Attribuzione della Cedola_{(i),(k)} indica, in relazione alla Data di Osservazione della Cedola_(i) e del Fattore di Partecipazione Eventuale_(i), il numero di giorni di calendario compresi tra la Data del Fixing (esclusa) e la data più vicina nel tempo (inclusa) tra (i) tale Data di Osservazione della Cedola_(i) e (ii) la data (eventuale) in cui si verifica l'Evento Barriera_(i). A fini di chiarezza, una volta che si verifica l'Evento Barriera_(i), il numero di giorni di calendario nel pertinente Periodo di Attribuzione della Cedola_{(i),(k)} in relazione al Fattore di Partecipazione Eventuale_(i) sarà fissato e non aumenterà fino alla Data di Scadenza.

Sottostante	I sottostanti (ognuno un " Sottostante ") descritti nella tabella sotto riportata alla voce "Altri dettagli sui Sottostanti"
Prezzo di Liquidazione:	Il Prezzo di Liquidazione è pari al prezzo ufficiale di chiusura del Sottostante alla Data di Valutazione come stabilito dalla Fonte dei Prezzi
Fonte dei Prezzi / Borsa Valori di Riferimento:	STOXX Limited
Valuta Sottostante:	Euro ("EUR")
Modalità di Regolamento:	Solo regolamento per contanti
Valuta di Rimborso:	Euro ("EUR")
Importo Nominale:	100 EUR
Prezzo di Emissione:	100 EUR per Strumento Finanziario
Data del Fixing:	08.03.2022
Inizio dell'offerta pubblica degli Strumenti Finanziari:	09.03.2022
Data di Pagamento / Data di Emissione:	09.03.2022)
Data di Valutazione:	09.03.2026
Data di Scadenza:	16.06.2026
Tasso di Interesse:	8,50% p.a.
Periodo della Cedola:	Periodo della Cedola si intende il periodo dalla Data di Pagamento della Cedola (compresa) alla successiva Data di Pagamento della Cedola successiva (esclusa). Il periodo iniziale della cedola sarà il periodo dalla Data di Pagamento iniziale (compresa) alla prima Data di Pagamento della Cedola (esclusa).
Data/e di Osservazione della Cedola:	i=1: 08.06.2022, i=2: 08.09.2022, i=3: 08.12.2022, i=4: 08.03.2023, i=5: 08.06.2023, i=6: 08.09.2023, i=7: 08.12.2023, i=8: 08.03.2024, i=9: 10.06.2024, i=10: 09.09.2024, i=11: 09.12.2024, i=12: 10.03.2025, i=13: 09.06.2025, i=14: 08.09.2025, i=15: 08.12.2025, i=16: 09.03.2026

Data/e di Pagamento della Cedola:	5 giorni lavorativi bancari dopo la Data di Osservazione della Cedola corrispondente
Periodo di Osservazione della Barriera:	Il Periodo di Osservazione della Barriera corrisponde al periodo che inizia dalla Data del Fixing (compresa) e termina alla Data di Valutazione (compresa).
Livello di Strike:	Il Livello di Strike ⁽ⁱ⁾ del Sottostante rispetto all'Evento Barriera ⁽ⁱ⁾ corrisponde al Prezzo di chiusura ufficiale del Sottostante in qualsiasi giorno lavorativo bancario in cui l'Evento Barriera ⁽ⁱ⁾ si verifica
Fattore di Partecipazione Eventuale:	i=1: 15%, i=2: 15%, i=3: 15%, i=4: 15%

Altri dettagli sui Sottostanti					
Sottostante	Livello di Riferimento Iniziale	Barriera _(i=1)	Barriera _(i=2)	Barriera _(i=3)	Barriera _(i=4)
STOXX® Europe 600 Oil & Gas Price (EUR) Index Bloomberg: SXEP / ISIN: EU0009658780 / Valor: 846440 / RIC: .SXEP	Prezzo ufficiale di chiusura del Sottostante alla Data del Fixing	90% del Livello di Riferimento Iniziale	85% del Livello di Riferimento Iniziale	80% del Livello di Riferimento Iniziale	75% del Livello di Riferimento Iniziale

L'Emittente ha la facoltà di estinguere gli Strumenti Finanziari con effetto immediato al verificarsi di un evento (straordinario) di estinzione. Tra gli esempi di eventi (straordinari) di estinzione si annoverano l'interruzione della determinazione/pubblicazione del prezzo del Sottostante o il verificarsi di una modifica legislativa. In tal caso, l'ammontare dovuto al Portatore degli Strumenti Finanziari alla data di cessazione potrebbe essere nettamente inferiore al capitale investito dal Portatore negli Strumenti Finanziari (comprese le commissioni di negoziazione).

Rango degli Strumenti Finanziari nella struttura del capitale dell'Emittente in caso di insolvenza

Gli Strumenti Finanziari costituiscono obbligazioni dirette, non garantite e non subordinate dell'Emittente, e avranno il medesimo grado di diritti tra di loro e rispetto a tutte le altre obbligazioni attuali e future non garantite e non subordinate dell'Emittente, diverse dalle obbligazioni privilegiate secondo inderogabili disposizioni di legge.

Restrizioni alla libera negoziabilità degli Strumenti Finanziari

Gli Strumenti Finanziari sono liberamente negoziabili.

Dove saranno negoziati gli Strumenti Finanziari?

L'Emittente intende presentare domanda di ammissione alla negoziazione degli Strumenti Finanziari sul sistema EuroTLX.

Quali sono i principali rischi specifici degli Strumenti Finanziari?

I Portatori degli Strumenti Finanziari sono esposti al rischio di bail-in. Qualora la FINMA, nelle sue funzioni di autorità di vigilanza dell'Emittente, dovesse esercitare misure di risoluzione nei confronti di quest'ultimo e procedesse alla svalutazione o alla conversione degli Strumenti Finanziari in azioni ordinarie dell'Emittente, il Portatore degli Strumenti Finanziari non potrebbe più far valere nei confronti dell'Emittente i diritti associati agli Strumenti Finanziari.

Gli Strumenti Finanziari non sono assistiti da alcun sistema di garanzia o tutela dei depositi, obbligatorio o volontario. Le obbligazioni che sorgono in capo all'Emittente in relazione agli Strumenti Finanziari non sono assistite da alcun sistema di tutela dei depositi, obbligatorio o volontario, né da un sistema di indennizzo. Non sono altresì stati forniti impegni o garanzie di terzi in relazione agli obblighi dell'Emittente riguardanti gli Strumenti Finanziari. Di conseguenza, in caso di insolvenza dell'Emittente, gli investitori sono pertanto esposti al rischio di **perdita totale del loro investimento negli Strumenti Finanziari.**

Rischi specifici relativi alla dipendenza dal Sottostante. L'Importo di Rimborso dovuto in base alle Condizioni degli Strumenti Finanziari dipende dalla performance del Sottostante. Se si è verificato il numero massimo di Eventi Barriera, l'Importo di Rimborso, in caso di performance sfavorevole del Sottostante, potrebbe addirittura essere pari a zero. **In tale ipotesi, il Portatore degli Strumenti Finanziari subirebbe la perdita totale del capitale investito.**

Rischi specifici relativi alla mancata partecipazione alla performance del Sottostante in seguito all'estinzione e al rimborso anticipato degli Strumenti Finanziari. Si fa presente ai potenziali investitori che, in conformità alle Condizioni, in alcune circostanze gli Strumenti Finanziari possono essere oggetto di estinzione e di rimborso anticipato. In caso di estinzione e rimborso anticipato degli Strumenti Finanziari prima della Data di Scadenza, il Portatore degli Strumenti Finanziari potrà pretendere il pagamento di un importo nella Valuta di Rimborso in relazione a tale estinzione e rimborso anticipato. Tuttavia, tale importo potrebbe essere significativamente inferiore all'importo che sarebbe dovuto alla scadenza naturale degli Strumenti Finanziari e, se risulterà inferiore al capitale investito, il Portatore potrà addirittura incorrere nella **perdita totale del capitale investito.**

Rischi specifici connessi al legame tra il pagamento di Importi delle Cedole subordinati a condizioni e la performance del Sottostante. Il fatto che il Portatore degli Strumenti Finanziari abbia o meno diritto, in base alle Condizioni degli Strumenti Finanziari, a incassare gli Importi delle Cedole dipende dalla performance del Sottostante. Tuttavia, qualora durante un Periodo della Cedola si verifichi un Evento di Mancato Pagamento dell'Importo della Cedola, il Portatore non avrà diritto a percepire l'Importo della Cedola corrispondente a tale Periodo della Cedola. Inoltre, se si è verificato il numero massimo di Eventi Barriera in relazione agli Strumenti Finanziari, l'Importo della Cedola maturato in relazione a tali Strumenti Finanziari, qualora tutti gli Eventi Barriera si siano concentrati all'inizio della durata degli Strumenti Finanziari, potrebbe essere molto basso o addirittura pari a zero. Pertanto, il Portatore degli Strumenti Finanziari è esposto al rischio di non ottenere il pagamento di alcun Importo della Cedola in relazione agli Strumenti Finanziari.

Rischi specifici relativi al reinvestimento. Il Portatore è esposto al rischio che l'eventuale liquidità incassata in seguito all'estinzione e al rimborso anticipato degli Strumenti Finanziari possa essere reinvestita per un periodo corrispondente alla durata naturale degli Strumenti Finanziari a condizioni di mercato meno favorevoli rispetto a quelle prevalenti al momento dell'acquisto degli Strumenti Finanziari. Di conseguenza, il tasso di rendimento ottenuto con il reinvestimento potrebbe essere decisamente inferiore al rendimento atteso dal Portatore al

momento dell'acquisto degli Strumenti Finanziari. Inoltre, la probabilità di perdere gli importi così reinvestiti può essere decisamente più elevata.

Rischi specifici connessi al legame tra il pagamento di Importi delle Cedole subordinati a condizioni e la performance del Sottostante. Il fatto che il Portatore degli Strumenti Finanziari abbia o meno diritto, in base alle Condizioni degli Strumenti Finanziari, a incassare gli Importi delle Cedole dipende dalla performance del Sottostante. Tuttavia, qualora durante un Periodo della Cedola si verifichi un Evento di Mancato Pagamento dell'Importo della Cedola, il Portatore non avrà diritto a percepire l'Importo della Cedola corrispondente a tale Periodo della Cedola. Qualora si verifichi un Evento di Recupero dell'Importo della Cedola in relazione a un Periodo della Cedola, il Portatore avrà diritto al pagamento di un Importo della Cedola corrispondente al relativo Periodo della Cedola e a ogni precedente Periodo della Cedola per il quale un Importo della Cedola non sia stato pagato a causa di un Evento di Mancato Pagamento dell'Importo della Cedola. Tuttavia, il Portatore non può avere la certezza che, dopo un Evento di Mancato Pagamento dell'Importo della Cedola, si verifichi anche un Evento di Recupero dell'Importo della Cedola. Pertanto, il Portatore degli Strumenti Finanziari è esposto al rischio di non ottenere il pagamento di alcun Importo della Cedola in relazione agli Strumenti Finanziari.

Rischi specifici relativi al prezzo di mercato degli Strumenti Finanziari. I potenziali investitori sono esposti al rischio di oscillazioni del prezzo di mercato degli Strumenti Finanziari nel corso della vita degli stessi, ivi incluso, in via non limitativa, a seguito di variazioni nella performance del Sottostante o della volatilità del Sottostante. Inoltre, il valore degli Strumenti Finanziari può diminuire anche qualora il prezzo del Sottostante dovesse rimanere costante o aumentare leggermente. Per contro, il valore degli Strumenti Finanziari può rimanere costante o aumentare leggermente anche qualora il prezzo del Sottostante dovesse diminuire. Di conseguenza, il Portatore è esposto al rischio che, qualora dovesse riuscire a vendere gli Strumenti Finanziari prima della rispettiva scadenza, i proventi della vendita potrebbero essere inferiori (anche in misura significativa) all'ammontare del capitale inizialmente investito negli Strumenti Finanziari, e in tal caso l'investitore potrebbe perdere il capitale investito in parte o nella sua interezza.

Rischi specifici relativi alla liquidità degli Strumenti Finanziari. I potenziali investitori sono esposti al rischio che non vi sia un mercato liquido per la negoziazione degli Strumenti Finanziari. A causa della loro natura strutturata e del loro legame con il Sottostante, gli Strumenti Finanziari possono in genere avere un mercato secondario più limitato rispetto ai titoli di debito di tipo convenzionale. Ciò potrebbe comportare l'impossibilità di vendere gli Strumenti Finanziari nel momento prescelto. Questo, a sua volta, potrebbe far sì che i potenziali investitori ottengano un prezzo di vendita inferiore a quanto avrebbero potuto percepire in presenza di un mercato liquido.

Rischio di oscillazioni del valore del Sottostante. Il Portatore degli Strumenti Finanziari è esposto ai rischi relativi al Sottostante in relazione agli Strumenti Finanziari, la cui performance è soggetta a oscillazioni. Pertanto, il Portatore degli Strumenti Finanziari non può prevedere il valore degli Strumenti Finanziari a una certa data futura. Allo stesso modo, i dati storici relativi al Sottostante non consentono di trarre conclusioni sulla futura performance del Sottostante e degli Strumenti Finanziari. Il Sottostante potrebbe avere uno storico operativo limitato o potrebbe esistere solo da un breve periodo di tempo e i suoi risultati nel lungo periodo potrebbero essere inferiori a quanto inizialmente previsto. Al momento del riscatto, dell'esercizio o comunque della cessione degli Strumenti Finanziari a una certa data, potrebbero verificarsi perdite sostanziali di valore rispetto alla cessione effettuata in un momento precedente o successivo. Più il Sottostante è volatile, meno prevedibile sarà l'importo che il Portatore degli Strumenti Finanziari potrà ricevere. In caso di andamento sfavorevole del prezzo del Sottostante, l'importo ricevuto dal Portatore degli Strumenti Finanziari potrebbe essere molto basso o addirittura azzerarsi.

Rischi specifici relativi all'estinzione di operazioni di copertura stipulate dall'Emittente. Se l'Emittente stipula operazioni di copertura in relazione agli Strumenti Finanziari, l'eventuale estinzione di tali operazioni di copertura potrebbe avere un impatto sul prezzo del Sottostante e, pertanto, su eventuali importi spettanti al Portatore in relazione agli Strumenti Finanziari. In tale ipotesi, il Portatore degli Strumenti Finanziari potrebbe anche subire una perdita parziale del capitale investito.

Rischi specifici relativi a potenziali conflitti di interesse dell'Emittente e delle sue società collegate. L'Emittente e le sue società collegate potrebbero avere interessi commerciali in conflitto con quelli del Portatore (incluso, a titolo esemplificativo, in conseguenza del coinvolgimento dell'Emittente in altre operazioni o della relazione d'affari in essere tra l'Emittente e l'emittente del Sottostante) che potrebbero avere un impatto sul valore e/o sulla negoziazione degli Strumenti Finanziari. A sua volta, ciò potrebbe far sì che il Portatore ottenga dalla vendita degli Strumenti Finanziari in suo possesso un importo inferiore a quanto avrebbe potuto percepire in assenza di tali conflitti di interesse e/o che possa addirittura subire una perdita parziale del capitale investito.

Rischi specifici relativi allo smobilizzo delle operazioni di copertura poste in essere dal Portatore. A causa della natura strutturata dei Titoli, i potenziali investitori comportano il rischio di non essere in grado di coprire appieno i rischi derivanti dai Titoli. Se uno dei rischi che i potenziali investitori non sono stati in grado di coprire completamente si materializza, i potenziali investitori potrebbero subire una perdita di parte o di tutto il capitale investito.

Sezione D – Informazioni fondamentali sull'offerta pubblica di Strumenti Finanziari e/o l'ammissione alla negoziazione in un mercato regolamentato

A quali condizioni posso investire in questo Strumento Finanziario e qual è il calendario previsto?

Si è convenuto che, alla rispettiva Data di Emissione degli Strumenti Finanziari o successivamente ad essa, il Gestore potrà acquistare Strumenti Finanziari e collocare gli Strumenti Finanziari per la vendita in Italia (le "Giurisdizioni dell'Offerta Pubblica") all'inizio dell'offerta pubblica degli Strumenti Finanziari. In seguito, il prezzo di vendita sarà continuamente adeguato per riflettere le condizioni di mercato.

Le spese totali connesse all'emissione e/o all'offerta non sono identificabili separatamente e sono incluse nei costi operativi generali dell'Emittente.

Dal 9 marzo 2022 ("Inizio dell'offerta pubblica degli Strumenti Finanziari"), gli Strumenti Finanziari possono essere acquistati presso il Gestore durante il normale orario di apertura delle banche. Non è previsto un periodo di sottoscrizione. Il pagamento del Prezzo di Emissione per Strumento Finanziario dovrà essere effettuato in Data di Emissione.

Chi è l'offerente e/o il soggetto che chiede l'ammissione alla negoziazione?

UBS Europe SE, società di capitali quotata di diritto tedesco e domiciliata in Germania (il "Gestore").

Perché è redatto il presente Prospetto?**Impiego dei proventi**

L'Emittente intende emettere e offrire gli Strumenti Finanziari al pubblico allo scopo di procurarsi finanziamenti per finalità generali di gestione del Gruppo UBS.

Accordo/i di sottoscrizione

Si è convenuto che il Gestore provvederà alla sottoscrizione degli Strumenti Finanziari alla rispettiva Data di Emissione o successivamente alla stessa per mezzo di un accordo di sottoscrizione, e provvederà al loro collocamento per la vendita alle condizioni soggette a modifica nelle Giurisdizioni dell'Offerta Pubblica.

Conflitti di interesse più significativi

È possibile che l'Emittente e le società collegate partecipino a operazioni connesse agli Strumenti Finanziari nel proprio interesse o nell'interesse di un cliente. Tali operazioni possono non portare alcun vantaggio ai Portatori degli Strumenti Finanziari e possono avere effetti negativi o positivi sul valore del Sottostante e, di conseguenza, sul valore degli Strumenti Finanziari. Inoltre, l'Emittente potrebbe stipulare contratti di copertura dei rischi derivanti dagli Strumenti Finanziari con controparti costituite da società collegate. In tale situazione, potrebbero sorgere dei conflitti di interesse tra queste controparti e tra le controparti e gli investitori in relazione agli obblighi relativi alla determinazione del prezzo degli Strumenti Finanziari e agli altri calcoli associati.

È possibile che, nell'ambito dell'offerta e della vendita degli Strumenti Finanziari, l'Emittente o una delle sue società collegate versino, direttamente o indirettamente, commissioni di importo variabile a favore di terzi, tra cui distributori o consulenti per gli investimenti, oppure percepiscano da terzi, direttamente o indirettamente, commissioni di importo variabile, incluse quelle applicate alla distribuzione degli Strumenti Finanziari. Si rammenta ai potenziali investitori che l'Emittente può trattenere, in tutto o in parte, le commissioni.