

EUR Express Certificate with Memory Coupon

Linked to worst of Intesa Sanpaolo S.p.A., Eni S.p.A. and Enel S.p.A.

With step-down Early Redemption Feature Issued by UBS AG, London Branch

Cash settled; Domestic Style; Kick In Observation at Expiry

SVSP/EUSIPA Product Type: Express Certificate (1260, Auto-Callable)

ISIN: DE000UD7SRA1 / WKN UD7SRA / Valor 54359974

Public Offering Indicative Termsheet



Description of the Product

Information on Underlying

Underlying _k	Reference Level	Strike Level	Kick In Level
Intesa Sanpaolo S.p.A. Bloomberg: ISP IM / ISIN: IT0000072618 / Valor: 575913 / RIC: ISP.MI	TBD (Official closing price of the Underlying on the Fixing Date)	TBD (100% of the Reference Level)	TBD (55% of the Reference Level)
Eni S.p.A. Bloomberg: ENI IM / ISIN: IT0003132476 / Valor: 1252314 / RIC: ENI.MI	TBD (Official closing price of the Underlying on the Fixing Date)	TBD (100% of the Reference Level)	TBD (55% of the Reference Level)
Enel S.p.A. Bloomberg: ENEL IM / ISIN: IT0003128367 / Valor: 1250633 / RIC: ENEI.MI	TBD (Official closing price of the Underlying on the Fixing Date)	TBD (100% of the Reference Level)	TBD (55% of the Reference Level)

		Underlying₁	Underlying₂	Underlying₃
Early Redemption Observation Date ₀ / Expiration Date	Early Redemption Level/ Redemption Level	ISP IM	ENI IM	ENEL IM
j=1	(90% of the Reference Level)	TBD	TBD	TBD
j=2	(90% of the Reference Level)	TBD	TBD	TBD
j=3	(90% of the Reference Level)	TBD	TBD	TBD
j=4	(90% of the Reference Level)	TBD	TBD	TBD
j=5	(90% of the Reference Level)	TBD	TBD	TBD
j=6	(90% of the Reference Level)	TBD	TBD	TBD
j=7	(90% of the Reference Level)	TBD	TBD	TBD
j=8	(90% of the Reference Level)	TBD	TBD	TBD
j=9	(90% of the Reference Level)	TBD	TBD	TBD
j=10	(90% of the Reference Level)	TBD	TBD	TBD
j=11	(90% of the Reference Level)	TBD	TBD	TBD

Product Details

Security Numbers ISIN: DE000UD7SRA1 / WKN UD7SRA / Valor 54359974

Issue Size EUR 1,000,000 (with reopening clause)

Denomination / Nominal Amount EUR 1,000

Issue Price EUR 1,000 (unit quotation)

Redemption Currency EUR

Quoting Type Secondary market prices are quoted in percentage and dirty; accrued Coupon Amount is

included in the price.

Selling Commission 2%
Offering Premium 0%



Dates

Fixing Date 12 June 2020 Initial Payment Date (Issue Date) 19 June 2020 Last Trading Date 08 April 2022

Expiration Date 12 April 2022 (subject to market disruption event provisions)
Redemption / Maturity Date 21 April 2022 (subject to market disruption event provisions)

Coupon

Coupon Observation Date(s)

Coupon Observation Date _(i)	Coupon Observation Date	Coupon Payment Date	Coupon Amount	Coupon Default Level / Coupon Amount Catch- up Level
i=1	12 July 2020	19 July 2020	10%	75% of the Reference Level
i=2	14 October 2020	21 October 2020	1.75%	65% of the Reference Level
i=3	13 January 2021	20 January 2021	1.75%	65% of the Reference Level
i=4	14 April 2021	21 April 2021	1.75%	65% of the Reference Level
i=5	13 July 2021	20 July 2021	1.75%	65% of the Reference Level
i=6	12 October 2021	19 October 2021	1.75%	65% of the Reference Level
i=7	12 January 2022	19 January 2022	1.75%	65% of the Reference Level
i=8	12 April 2022	21 April 2022	1.75%	65% of the Reference Level

(In case of a market disruption the next following Underlying Calculation Date shall be the Coupon Observation Date for the **affected** Underlying **only**.

If any of these Coupon Observation Dates is not an Underlying Calculation Date, the next following Underlying Calculation Date shall be the Coupon Observation Date for **all** Underlyings.)

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

A Coupon Amount Default Event in relation to a Coupon $\mathsf{Period}_{\scriptscriptstyle{(j)}}$ occurs if the Reference Price of any Underlying is lower than the respective Coupon Default Level on the Coupon Observation $\mathsf{Date}_{\scriptscriptstyle{(j)}}$.

A Coupon Amount Catch-up Event in relation to a Coupon $Period_{(i)}$ occurs if the Reference Price of **all** Underlyings are **equal to or higher** than the respective Coupon Amount Catch-up Level on the respective Coupon Observation Date_(i).

The Securityholder is entitled to receive the payment of the Coupon Amount in the Redemption Currency on the relevant Coupon Payment $\mathsf{Date}_{(j)}$ in relation to the preceding Coupon Period $_{(j)}$, **provided** that the Securities did not expire early due to the occurrence of an Early Redemption Event **and that no Coupon Amount Default Event** has occurred.

For the avoidance of doubt, any payment due in respect of the Coupon Amount in relation to the Early Redemption Payment Date_(i) shall still be paid out.

In case of the occurrence of a Coupon Amount Default Event during a Coupon Period, the Securityholder will not receive payment of the Coupon Amount in relation to the relevant Coupon Period.

Coupon Period

Coupon Amount Default Event

Coupon Amount Catch-up Event

Coupon Payment



If one or more Coupon Amounts have not been paid, the sum of these Coupon Amounts will be paid on the next following Coupon Payment Date (additional to the Coupon Payment for this Coupon Payment Date), provided that a **Coupon Amount Catch-up Event has occurred**.

For the avoidance of doubt: For each Coupon Period, the Coupon Amount shall be paid only once.

Coupon Entitlement

The Securityholder is only entitled to receive the Coupon Amount on the relevant Coupon Payment Date in relation to the preceding Coupon Period, if the Securityholder purchased the Securities on any day up to and including the relevant Record Date. If the Securities are purchased after the relevant Record Date, the Securityholder will not be entitled to payment of the Coupon Amount on the relevant Coupon Payment Date in relation to the preceding Coupon Period.

Record Date

The Record Date means the day 7 Banking Day(s) before the relevant Coupon Payment $Date_{0}$.

Early Redemption

Early Redemption Observation Date(s)

Early Redemption Observation Date _(j)	Early Redemption Observation Date	Early Redemption Payment Date
j=1	12 July 2019	19 July 2019
j=2	14 October 2019	21 October 2019
j=3	13 January 2020	20 January 2020
j=4	14 April 2020	21 April 2020
j=5	13 July 2020	20 July 2020
j=6	12 October 2020	19 October 2020
j=7	12 January 2021	19 January 2021
j=8	12 April 2021	19 April 2021
j=9	12 July 2021	19 July 2021
j=10	12 October 2021	19 October 2021
j=11	12 January 2022	19 January 2022

(In case of a market disruption the next following Underlying Calculation Date shall be the Early Redemption Observation Date for the **affected** Underlying **only**.

If any of these Early Redemption Observation Dates is not an Underlying Calculation Date, the next following Underlying Calculation Date shall be the Early Redemption Observation Date for **all** Underlyings.)

Early Redemption Event

An Early Redemption Event is deemed to have occurred on **any** Early Redemption Observation $\mathsf{Date}_{\scriptscriptstyle{(\!|)}}$ if the Reference Price of **all** Underlyings on the relevant Early Redemption Observation $\mathsf{Date}_{\scriptscriptstyle{(\!|)}}$ is **at or above** the respective Early Redemption Level as reasonably determined by the Calculation Agent.

In this case, the Product shall automatically be early redeemed by the Issuer on the Early Redemption Payment Date at the Early Redemption Amount per Product.

Early Redemption Amount per Product Nominal Amount

Redemption

If no Early Redemption has occurred, the Securityholder is entitled to receive from the Issuer an amount in the Redemption Currency on the Redemption Date, according to the following scenarios:

Scenario 1

If a Kick In Event has **not** occurred the Redemption Amount per Product shall be the Nominal Amount.

Scenario 2

If a Kick In Event has occurred and

- 1) If the Expiration Prices of **all** Underlyings are **at or above** the respective Redemption Level, the Redemption Amount per Product shall be the Nominal Amount.
- 2) If the Expiration Price of any Underlying is below the respective Redemption Level,



the Securityholder will receive the Expiration Value.

Kick In Observation Date

Expiration Date.

Kick In Event A Kick In Event shall be deemed to occur if on the Kick In Observation Date, the

Expiration Price of any Underlying quoted by the Relevant Exchange is at or below the

respective Kick In Level, as reasonably determined by the Calculation Agent.

Expiration Price of the Relevant Underlying x Nominal Amount **Expiration Value**

Strike Level of the Relevant Underlying

Relevant Underlying The Underlying (k) with the lowest performance, as determined and calculated by the

Calculation Agent pursuant to the following formula:

Underlying (Expiration Price) Underlying (Reference Level)

Expiration Price The Reference Price of the Underlying on the Expiration Date.

Reference Price Specified Price per unit of the Underlying, stated in the relevant Currency, and published

by the Price Source / Exchange.

Underlying: Intesa Sanpaolo S.p.A. (Bloomberg Ticker: ISP IM) Specified Price: official closing price Exchange: Borsa Italiana S.p.A

Currency: EUR

Underlying: Eni S.p.A. (Bloomberg Ticker: ENI IM)

Specified Price: official closing price Exchange: Borsa Italiana S.p.A

Currency: EUR

Underlying: Enel S.p.A. (Bloomberg Ticker: ENEL IM) Specified Price: official closing price Exchange: Borsa Italiana S.p.A

Currency: EUR

General Information

UBS AG, London Branch Issuer

Issuer Rating Aa3 Moody's / A+ S&P's / AA- Fitch

Swiss Financial Market Supervisory Authority (FINMA). London Branch additionally Issuer Supervisory Authority

Financial Conduct Authority (FCA) and Prudential Regulation Authority (PRA). Jersey

Branch additionally Jersey Financial Services Commission (JFSC).

Lead Manager **UBS Europe SE**

Calculation Agent UBS AG, London Branch Paying Agent UBS AG, London Branch

Relevant Exchange Intesa Sanpaolo: Borsa Italiana S.p.A

> ENI: Borsa Italiana S.p.A Enel: Borsa Italiana S.p.A

Listing EuroTLX

EuroTLX Max. Spread (homogenised): 2% / Min. Size: 1,000 Certificate(s)

The Issuer or the Lead Manager, as applicable, intends, under normal market conditions, Secondary Market

to provide bid and/or offer prices for this Product on a regular basis. However, the Issuer or the Lead Manager, as applicable, makes no firm commitment to provide liquidity by means of bid and/or offer prices for this Product, and assumes no legal obligation to quote any such prices or with respect to the level or determination of such prices.

price indications will be available on Reuters/Bloomberg

www.ubs.com/keyinvest.

09:00 - 17:30

Trading Hours Banking Days TARGET2

Where any date is used in conjunction with the term "Banking Day Convention", an **Banking Day Convention**

adjustment will be made if that date would otherwise fall on a day that is not a Banking Day, so that the date will be the first following day that is a Banking Day. Investors shall

not be entitled to further interest or other payments in respect of such delay.

Minimum Investment EUR 1,000 (subject to Selling Restrictions)

Minimum Trading Lot EUR 1,000



Status Unsecured / Unsubordinated

Clearing Euroclear, Clearstream Banking AG, Clearstream Banking S.A. (Global Note at

Clearstream Banking AG)

Custody Clearstream Banking AG eligible (up-to Global Note filed with Clearstream AG, Frankfurt

am Main)

Form of Deed Global Note

Governing Law / Jurisdiction German / Frankfurt

Product One Express Certificate with Memory Coupon is equivalent to one (1) "Product".

"Products", wherever used herein shall be construed to mean integral multiples of the

same, subject to the Issue Size.

Adjustments The terms of the Product may be subject to adjustments during its lifetime. Detailed

information on such adjustments is to be found in the Product Documentation.

Public Offering Germany and Italy
Public Offering until 03 May 2019

Product Documentation

The complete information regarding the securities, in particular to the terms and conditions as well as information to the Issuer shall be obtained in the respective Final Terms. The respective Final Terms and the associated UBS Base Prospectus along with the Risk Factors (including any supplements thereto) can be ordered free of charge from UBS Europe SE at Bockenheimer Landstrasse 2-4, 60306 Frankfurt am Main, via +49-(0) 69-1369 8989), fax (+49-(0) 69- 72 22 73) or via e-mail (invest@ubs.com). In addition, the respective documents are available on the internet at http://www.ubs.com/keyinvest.

Important Information

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In certain circumstances UBS sells these securities to dealers and other financial institutions at a discount to the issue price or rebates to them for their own account some proportion of the issue price. Further information is available on request.

Structured transactions are complex and may involve a high risk of loss. Prior to entering into a transaction you should consult with your own legal, regulatory, tax, financial and accounting advisors to the extent you consider it necessary, and make your own investment, hedging and trading decisions (including decisions regarding the suitability of this transaction) based upon your own judgement and advice from those advisers you consider necessary. Save as otherwise expressly agreed in writing, UBS is not acting as your financial adviser or fiduciary in any transaction.

This document is for information purposes only and should not be construed as an offer, personal recommendation or solicitation to conclude a transaction and should not be treated as giving investment advice. The terms of any investment will be exclusively subject to the detailed provisions, including risk considerations, contained in the Information Memorandum, Prospectus or other issuer documentation for the issue of the securities (the "Prospectus").

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No action has been or will be taken in any jurisdiction that would permit a public offering of the securities described herein, save where explicitly stated in the Prospectus. The securities must be sold in accordance with all applicable selling restrictions in the jurisdictions in which they are sold.

Selling Restrictions

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

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

Europe

Any public offer of this Product within a EEA jurisdiction (EU member states plus Norway, Iceland and Liechtenstein) shall only be possible if compliant with the requirements of the EUPD and with the law of that jurisdiction.

If the prospectus has not been approved, where necessary passported, and published in accordance with the requirements of the EU-Prospectus Directive, this Product may not be offered or sold in the relevant EEA jurisdictions other than 1) in denominations, or total consideration per investor, of at least EUR 100,000 (or equivalent in other currencies); 2) to any legal entity which is a qualified investors as defined in the EU-Prospectus Directive; 3) to fewer than 150 natural or legal persons (other than qualified investors as defined in the EU-Prospectus Directive) per EEA jurisdiction, or 4) in any other circumstances falling within Article 3 (2) of the Prospectus Directive.

For information on public offering in EEA jurisdictions please see under section "General Information" above.



Hong Kong

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

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

Singapore

This document has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of this Product may not be circulated or distributed, nor may this Product be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act (Cap. 289) of Singapore ("SFA"), (ii) to a relevant person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275, of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

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

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor, securities (as defined in Section 239(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the securities pursuant of an offer made under Section 275 of the SFA except:
- (1) to an institutional investor or to a relevant person defined in Section 275(2) of the SFA, or to any person arising from an offer referred to in Section 275(1A) or Section 276 (4)(i)(B) of the SFA;
- (2) where no consideration is or will be given for the transfer;
- (3) where the transfer is by operation of law; or
- (4) as specified in Section 276 (7) of the SFA
- (5) as specified in Regulation 32 of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 of Singapore.

UK

For the purpose of non-discretionary accounts, this Product should not be sold with a consideration of less than 100,000 EUR or equivalent.

USA

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