

# UBS Group AG

Ticker:UBSN

Annual General Meeting: May 04, 2017, Messe Basel, Messeplatz, 1.2 Süd, Basel

## Overview

All items on the agenda have been proposed by the Board of Directors

## SWIPRA RECOMMENDATIONS

- |       |   |          |
|-------|---|----------|
| 1.    | UBS Group AG management report and consolidated and standalone financial statements for the financial year 2016                         |          |
| 1.1   | Approval of the UBS Group AG management report and consolidated and standalone financial statements                                     | FOR      |
| 1.2   | Advisory vote on the UBS Group AG Compensation Report 2016  | AGAINST* |
| 2.    | Appropriation of retained earnings and distribution of ordinary dividend out of capital contribution reserve                            |          |
| 2.1   | Appropriation of retained earnings  | FOR      |
| 2.2   | Distribution of ordinary dividend out of capital contribution reserve   | FOR*     |
| 3.    | Discharge of the members of the Board of Directors and the Group Executive Board for the financial year 2016                            | FOR      |
| 4.    | Approval of the aggregate amount of variable compensation for the members of the Group Executive Board for the financial year 2016      | AGAINST* |
| 5.    | Approval of the maximum aggregate amount of fixed compensation for the members of the Group Executive Board for the financial year 2018 | FOR*     |
| 6.    | Elections   | *        |
| 6.1   | Re-election of members of the Board of Directors  |          |
| 6.1.1 | Axel A. Weber as Chairman of the Board of Directors   | FOR      |
| 6.1.2 | Michel Demaré   | FOR      |
| 6.1.3 | David Sidwell   | FOR      |
| 6.1.4 | Reto Francioni  | FOR      |



|        |  |      |
|--------|--|------|
| 6.1.5  | Ann F. Godbehere   | FOR  |
| 6.1.6  | William G. Parrett   | FOR  |
| 6.1.7  | Isabelle Romy  | FOR  |
| 6.1.8  | Robert W. Scully   | FOR  |
| 6.1.9  | Beatrice Weder di Mauro  | FOR  |
| 6.1.10 | Dieter Wemmer  | FOR* |
| 6.2    | Election of a new member to the Board of Directors: Julie G. Richardson  | FOR* |
| 6.3    | Re-election of the members of the Compensation Committee   |      |
| 6.3.1  | Ann F. Godbehere   | FOR* |
| 6.3.2  | Michel Demaré  | FOR* |
| 6.3.3  | Reto Francioni   | FOR  |
| 6.3.4  | William G. Parrett   | FOR* |
| 7.     | Approval of the maximum aggregate amount of compensation for the members of the Board of Directors from the Annual General Meeting 2017 to the Annual General Meeting 2018 | FOR  |
| 8.     | Re-elections   |      |
| 8.1    | Re-election of the independent proxy, ADB Altorfer Duss & Beilstein AG, Zurich   | FOR  |
| 8.2    | Re-election of the auditors, Ernst & Young Ltd, Basel  | FOR  |

\* SWIPRA was looking for further information from the company to clarify this item. SWIPRA considers the insights of this discussion and/or additional information provided by the company, as transparently provided in the research report, to take a final FOR or AGAINST recommendation on each item.



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