

# UBS Group AG

Ticker: UBSN

Annual General Meeting: May 10, 2016, Messe Basel, Messeplatz, Halle 1.0 Nord, Basel

## Overview

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

## SWIPRA RECOMMENDATIONS

- |        |   |      |
|--------|---|------|
| 1.     | Management report, UBS Group AG consolidated and standalone financial statements for the financial year 2015                            |      |
| 1.1.   | Approval of management report and UBS Group AG consolidated and standalone financial statements   | FOR  |
| 1.2.   | Advisory vote on the UBS Group AG Compensation Report 2015  | FOR* |
| 2.     | Appropriation of retained earnings and dividend distribution  |      |
| 2.1.   | Appropriation of retained earnings and distribution of ordinary dividend out of capital contribution reserve                            | FOR  |
| 2.2.   | Special dividend distribution 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 2015                            | FOR  |
| 4.     | Approval of the aggregate amount of variable compensation for the members of the Group Executive Board for the financial year 2015      | FOR  |
| 5.     | Approval of the maximum aggregate amount of fixed compensation for the members of the Group Executive Board for the financial year 2017 | 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.	Beatrice Weder di Mauro	FOR
6.1.9.	Joseph Yam	FOR
6.2.	Election of a new members to the Board of Directors	
6.2.1.	Robert W. Scully	FOR*
6.2.2.	Dieter Wemmer	FOR*
6.3.	Election of 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 2016 to the Annual General Meeting 2017	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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