



UBS Group AG

Ticker: UBSN

Annual General Meeting: May 07, 2015, Messe Basel, Messeplatz, Halle 1.0 Nord, Basel

Overview

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

SWIPRA RECOMMENDATIONS

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|--------|---|------|
| 1. | Annual report, UBS Group AG consolidated and standalone financial statements for the financial year 2014 | |
| 1.1. | Approval of annual report and UBS Group AG consolidated and standalone financial statements | FOR |
| 1.2. | Advisory vote on the UBS Group AG Compensation Report 2014 | FOR* |
| 2. | Appropriation of results and distribution of dividend | |
| 2.1. | Appropriation of results and distribution of ordinary dividend out of capital contribution reserve | FOR |
| 2.2. | Supplementary distribution of a dividend out of capital contribution reserve upon the completion of the acquisition of all shares in UBS AG | FOR |
| 3. | Discharge of the members of the Board of Directors and the Group Executive Board for the financial year 2014 | FOR* |
| 4. | Approval of the aggregate amount of variable compensation for the members of the Group Executive Board for the financial year 2014 | FOR |
| 5. | Approval of the maximum aggregate amount of fixed compensation for the members of the Group Executive Board for the financial year 2016 | 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.	Axel P. Lehmann	FOR
6.1.7.	William G. Parrett	FOR
6.1.8.	Isabelle Romy	FOR
6.1.9.	Beatrice Weder di Mauro	FOR
6.1.10.	Joseph Yam	FOR
6.2.	Election of a new member to the Board of Directors: Jes Staley	FOR
6.3.	Election of members of the Human Resources and Compensation Committee	
6.3.1.	Ann F. Godbehere	FOR*
6.3.2.	Michel Demaré	FOR*
6.3.3.	Reto Francioni	FOR
6.3.4.	Jes Staley	FOR
7.	Approval of the maximum aggregate amount of compensation for the members of the Board of Directors from the 2015 Annual General Meeting to the 2016 Annual General Meeting	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
8.3.	Re-election of the special auditors, BDO AG, Zurich	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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