

Final Terms

dated 23 December 2024
in connection with the Base Prospectus dated 23 May 2024
(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

3,000 units

Worst-of Barrier Reverse Convertible* linked to

SOCIÉTÉ GÉNÉRALE

IBERDROLA, S.A.

BANCO SANTANDER, S.A.

ISIN DE000UM922F5

*equals the product structure "Barrier Reverse Convertible (Multi) Securities (cash or physical settlement)"

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 23 May 2024, 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 23 May 2024, as supplemented from time to time, and the registration document of UBS AG dated 16 August 2023, as supplemented from time to time, (as approved by BaFin, the "**Registration Document**"). Terms used herein shall be deemed to be defined 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, an issue-specific summary for the individual issue of 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_(k) entspricht dem Kurs des Basiswerts_(k) an dem Bewertungstag zur Bewertungszeit. /

The Settlement Price of the Underlying_(k) equals the Price of the Underlying_(k) on the Valuation Date at the Valuation Time.

**Abwicklungszyklus / Settlement
Cycle:**

Der Abwicklungszyklus entspricht derjenigen Anzahl von Geschäftstagen nach einem Geschäftsabschluss über den Basiswert an der Maßgeblichen Börse, innerhalb derer die Abwicklung nach den Regeln der Maßgeblichen Börse üblicherweise erfolgt. /

The Settlement Cycle means the number of business days following a trade in the Underlying on the Relevant Exchange in which settlement will customarily occur according to the rules of the Relevant Exchange.

**American Depositary Receipt /
American Depositary Receipt:**

American Depositary Receipt bezeichnet das Wertpapier bzw. handelbare Instrument, das von einer als Depotbank handelnden US-amerikanischen Geschäftsbank ausgegeben wurde und das eine bestimmte Anzahl von Zugrundeliegenden Aktien repräsentiert, die von einer außerhalb der Vereinigten Staaten von Amerika gegründeten Unternehmung ausgegeben wurden und die bei der Verwahrstelle der Depotbank hinterlegt wurden. /

American Depositary Receipt means a negotiable instrument issued by a United States commercial bank acting as a depositary that represents a specified number of Underlying Shares issued by an entity organised outside the United States and held in a safekeeping account with the depositary's custodian.

**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 23. Dezember 2024. /

The Issue Date means 23 December 2024.

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 die Banken in Paris, Frankreich, Mailand, Italien, für den Geschäftsverkehr geöffnet sind, 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 banks in Paris, France, Milan, Italy, are open for business, the Trans-European Automated Real-time Gross settlement Express Transfer System („**TARGET2**“) is open and the Clearing System settles securities dealings.

Basispreis / Strike Level: Der Basispreis_(k=1) des Basiswerts_(k=1) entspricht 100% des Referenz-Levels_{(k=1),,}
der Basispreis_(k=2) des Basiswerts_(k=2) entspricht 100% des Referenz-Levels_{(k=2),,} und
der Basispreis_(k=3) des Basiswerts_(k=3) entspricht 100% des Referenz-Levels_{(k=3),,}

Der jeweilige Basispreis des jeweiligen Basiswerts wird am Festlegungstag zur Festlegungszeit festgelegt.*

Der Begriff „Basispreis“ umfasst sämtliche Basispreise_(k=1) bis _(k=3). /

The Strike Level_(k=1) of the Underlying_(k=1) equals 100% of the Reference Level_{(k=1),}
the Strike Level_(k=2) of the Underlying_(k=2) equals 100% of the Reference Level_{(k=2),} and
the Strike Level_(k=3) of the Underlying_(k=3) equals 100% of the Reference Level_{(k=3).}

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

The term “Strike Level” shall also refer to all Strike Levels_(k=1) to _(k=3).

**Basiswährung / Underlying
Currency:**

Die Basiswährung_(k=1) in Bezug auf den Basiswert_(k=1) entspricht dem Euro („**EUR**“),

die Basiswährung_(k=2) in Bezug auf den Basiswert_(k=2) entspricht dem Euro („**EUR**“), und

die Basiswährung_(k=3) in Bezug auf den Basiswert_(k=3) entspricht dem Euro („**EUR**“).

Der Begriff „Basiswährung“ umfasst sämtliche Basiswährungen_(k=1) bis _(k=3). /

The Underlying Currency_(k=1) in relation to the Underlying_(k=1) means Euro („**EUR**“),

the Underlying Currency_(k=2) in relation to the Underlying_(k=2) means Euro („**EUR**“), and

the Underlying Currency_(k=3) in relation to the Underlying_(k=3) means Euro („**EUR**“).

The term “Underlying Currency” shall also refer to all Underlying Currencies_(k=1) to _(k=3).

Basiswert / Underlying:

Der Basiswert_(k=1) entspricht der Aktie bzw. dem American Depositary Receipt (auch „**ADR**“) oder dem Global Depositary Receipt (auch „**GDR**“) der SOCIÉTÉ GÉNÉRALE (Bloomberg: GLE FP / ISIN: FR0000130809 / Valor: 519928 / RIC: SOGN.PA). In diesem Zusammenhang wird die Aktie, auf die sich der ADR bzw. der GDR bezieht, auch als die „**Zugrundeliegende Aktie**“ bezeichnet,

der Basiswert_(k=2) entspricht der Aktie bzw. dem American Depositary Receipt (auch „**ADR**“) oder dem Global Depositary Receipt (auch „**GDR**“) der IBERDROLA, S.A. (Bloomberg: IBE SQ / ISIN: ES0144580Y14 / Valor: 2969533 / RIC: IBE.MC). In diesem Zusammenhang wird die Aktie, auf die sich der ADR bzw. der GDR bezieht, auch als die „**Zugrundeliegende Aktie**“ bezeichnet, und

der Basiswert_(k=3) entspricht der Aktie bzw. dem American Depositary Receipt (auch „**ADR**“) oder dem Global Depositary Receipt (auch „**GDR**“) der BANCO SANTANDER, S.A. (Bloomberg: SAN SQ / ISIN: ES0113900J37 / Valor: 817651 / RIC: SAN.MC). In diesem Zusammenhang wird die Aktie, auf die sich der ADR bzw. der GDR bezieht, auch als die „**Zugrundeliegende Aktie**“ bezeichnet.

Der Begriff „Basiswert“ umfasst sämtliche Basiswerte_(k=1) bis _(k=3).

Der Basiswert wird ausgedrückt in der Basiswährung. /

The Underlying_(k=1) equals the share or the American Depositary Receipt (also „**ADR**“) or the Global Depositary Receipt (also „**GDR**“) of SOCIÉTÉ GÉNÉRALE (Bloomberg: GLE FP / ISIN: FR0000130809 / Valor: 519928 / RIC: SOGN.PA). In such context, the share underlying the ADR respectively the GDR is also referred to as the „**Underlying Share**“, the Underlying_(k=2) equals the share or the American Depositary Receipt (also „**ADR**“) or the Global Depositary Receipt (also „**GDR**“) of IBERDROLA, S.A. (Bloomberg: IBE SQ / ISIN: ES0144580Y14 / Valor: 2969533 / RIC: IBE.MC). In such context, the share underlying the ADR respectively the GDR is also referred to as the „**Underlying Share**“, and

the Underlying_(k=3) equals the share or the American Depositary Receipt (also “**ADR**”) or the Global Depositary Receipt (also “**GDR**”) of BANCO SANTANDER, S.A. (Bloomberg: SAN SQ / ISIN: ES0113900J37 / Valor: 817651 / RIC: SAN.MC). In such context, the share underlying the ADR respectively the GDR is also referred to as the “**Underlying Share**”.

The term “Underlying” shall also refer to all Underlyings_(k=1) to _(k=3).

The Underlying is expressed in the Underlying Currency.

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

Der Basiswert-Berechnungstag bezeichnet in Bezug auf den Basiswert_(k=1) jeden Tag, an dem die Maßgebliche Börse_(k=1) für den Handel geöffnet ist und der Kurs des Basiswerts in Übereinstimmung mit den maßgeblichen Regeln bestimmt wird,

der Basiswert-Berechnungstag bezeichnet in Bezug auf den Basiswert_(k=2) jeden Tag, an dem die Maßgebliche Börse_(k=2) für den Handel geöffnet ist und der Kurs des Basiswerts in Übereinstimmung mit den maßgeblichen Regeln bestimmt wird, und

der Basiswert-Berechnungstag bezeichnet in Bezug auf den Basiswert_(k=3) jeden Tag, an dem die Maßgebliche Börse_(k=3) für den Handel geöffnet ist und der Kurs des Basiswerts in Übereinstimmung mit den maßgeblichen Regeln bestimmt wird. /

The Underlying Calculation Date in relation to the Underlying_(k=1) means each day, on which the Relevant Exchange_(k=1) is open for trading and the Price of the Underlying is determined in accordance with the relevant rules,

the Underlying Calculation Date in relation to the Underlying_(k=2) means each day, on which the Relevant Exchange_(k=2) is open for trading and the Price of the Underlying is determined in accordance with the relevant rules, and

the Underlying Calculation Date in relation to the Underlying_(k=3) means each day, on which the Relevant Exchange_(k=3) is open for trading and the Price of the Underlying is determined in accordance with the relevant rules.

**Berechnungsbetrag / Calculation
Amount:**

Der Berechnungsbetrag je Wertpapier entspricht EUR 1.000. /

The Calculation Amount per Security equals EUR 1,000.

**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 einen Basiswert_(k) ist, dann ist der unmittelbar darauf folgende Basiswert-Berechnungstag der maßgebliche Bewertungstag für sämtliche Basiswerte. /

The Valuation Date means the Expiration Date.

If this day is not an Underlying Calculation Date in relation to an Underlying_(k), the immediately succeeding Underlying Calculation Date is the relevant Valuation Date in relation to all Underlyings.

Bewertungszeit / Valuation Time:

Die Bewertungszeit entspricht in Bezug auf den Basiswert_(k=1) dem Zeitpunkt der offiziellen Bestimmung des Schlusskurses, die Bewertungszeit entspricht in Bezug auf den Basiswert_(k=2) dem Zeitpunkt der offiziellen Bestimmung des Schlusskurses, und die Bewertungszeit entspricht in Bezug auf den Basiswert_(k=3) dem Zeitpunkt der offiziellen Bestimmung des Schlusskurses. /

The Valuation Time equals in relation to the Underlying_(k=1) the time of the official determination of the closing price, the Valuation Time equals in relation to the Underlying_(k=2) the time of the official determination of the closing price, and the Valuation Time equals in relation to the Underlying_(k=3) the time of the official determination of the closing price.

**Bruchteil-Ausgleichsbetrag /
Fraction Compensation Amount:**

Der Bruchteil-Ausgleichsbetrag entspricht einem Geldbetrag in der Auszahlungswährung in Höhe des jeweiligen Bruchteils je Physischem Basiswert, multipliziert mit dem Abrechnungskurs des Maßgeblichen Basiswerts und auf zwei Dezimalstellen kaufmännisch gerundet. /

The Fraction Compensation Amount equals an amount in the Redemption Currency equal to the relevant fraction per Physical Underlying, multiplied by the Settlement Price of the Relevant Underlying and commercially rounded to two decimal places.

C.

Clearingsystem / Clearing System:

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

Clearing System means Clearstream Banking AG, 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.

F.**Fälligkeitstag / Maturity Date:**

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

(i) dem 29. Dezember 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) 29 December 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_(k=1) entspricht dem 20. Dezember 2024,

der Festlegungstag in Bezug auf den Basiswert_(k=2) entspricht dem 20. Dezember 2024, und

der Festlegungstag in Bezug auf den Basiswert_(k=3) entspricht dem 20. Dezember 2024.

Falls dieser Tag kein Basiswert-Berechnungstag für einen Basiswert_(k) ist, dann ist der unmittelbar darauf folgende Basiswert-Berechnungstag der maßgebliche Festlegungstag für sämtliche Basiswerte. /

The Fixing Date in relation to the Underlying_(k=1) means 20 December 2024,

the Fixing Date in relation to the Underlying_(k=2) means 20 December 2024, and

the Fixing Date in relation to the Underlying_(k=3) means 20 December 2024.

If this day is not an Underlying Calculation Date in relation to an Underlying_(k), the immediately succeeding Underlying Calculation Date is the relevant Fixing Date in relation to all Underlyings.

Festlegungszeit / Fixing Time:

Die Festlegungszeit entspricht in Bezug auf den Basiswert_(k=1) dem Zeitpunkt der offiziellen Bestimmung des Schlusskurses, die Festlegungszeit entspricht in Bezug auf den Basiswert_(k=2) dem Zeitpunkt der offiziellen Bestimmung des Schlusskurses, und die Festlegungszeit entspricht in Bezug auf den Basiswert_(k=3) dem Zeitpunkt der offiziellen Bestimmung des Schlusskurses. /

The Fixing Time equals in relation to the Underlying_(k=1) the time of the official determination of the closing price, the Fixing Time equals in relation to the Underlying_(k=2) the time of the official determination of the closing price, and the Fixing Time equals in relation to the Underlying_(k=3) the time of the official determination of the closing price.

G.

Gestiegene Hedging-Kosten / Increased Cost of Hedging:

Gestiegene Hedging-Kosten bedeutet, dass die Emittentin im Vergleich zum Ausgabebetrag 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.

Global Depositary Receipt / Global Depositary Receipt:

Global Depositary Receipt bezeichnet das Wertpapier bzw. handelbare Instrument, das von einer als Depotbank handelnden Geschäftsbank ausgegeben wurde und das eine bestimmte Anzahl von Zugrundeliegenden Aktien repräsentiert, die von einer Unternehmung ausgegeben wurden und die bei der Verwahrstelle der Depotbank hinterlegt wurden. /

Global Depositary Receipt means a negotiable instrument issued by a commercial bank acting as a depositary that represents a specified number of Underlying Shares issued by an entity and held in a safekeeping account with the depositary's custodian.

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.**Kick-In Ereignis / Kick In Event:**

Ein Kick-In Ereignis tritt ein, wenn der Abrechnungskurs **mindestens eines Basiswerts_(k) gleich dem oder kleiner als der jeweilige Kick-In Level_(k)** ist. /

A Kick In Event occurs, if the Settlement Price of **at least one** Underlying_(k) is **equal to or lower than the respective Kick In Level_(k)**.

Kick-In Level / Kick In Level:

Der Kick-In Level_(k=1) des Basiswerts_(k=1) entspricht 55% des Referenz-Levels_(k=1),
 der Kick-In Level_(k=2) des Basiswerts_(k=2) entspricht 55% des Referenz-Levels_(k=2), und
 der Kick-In Level_(k=3) des Basiswerts_(k=3) entspricht 55% des Referenz-Levels_(k=3).

Der jeweilige Kick-In Level des jeweiligen Basiswerts wird am Festlegungstag zur Festlegungszeit festgelegt.*

Der Begriff „Kick-In Level“ umfasst sämtliche Kick-In Level_(k=1) bis _(k=3). /

The Kick In Level_(k=1) of the Underlying_(k=1) equals 55% of the Reference Level_(k=1), and
 the Kick In Level_(k=2) of the Underlying_(k=2) equals 55% of the Reference Level_(k=2), and
 the Kick In Level_(k=3) of the Underlying_(k=3) equals 55% of the Reference Level_(k=3).

The respective Kick In Level of the respective Underlying will be fixed on the Fixing Date at the Fixing Time.*

The term “Kick In Level” shall also refer to all Kick In Levels_(k=1) to _(k=3).

**Kleinste handelbare Einheit /
Minimum Trading Size:**

Die Kleinste handelbare Einheit entspricht 1 Wertpapier. /

The Minimum Trading Size equals 1 Security.

**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.

Kuponbetrag / Coupon Amount:

Der Kuponbetrag entspricht EUR 137. /

The Coupon Amount equals EUR 137.

Kuponperiode / Coupon Period:

Die Kuponperiode steht für den Zeitraum vom 23. Dezember 2024 (einschließlich) bis zum 29. Dezember 2026 (ausschließlich). /

The Coupon Period means the period from the 23 December 2024 (including) to the 29 December 2026 (excluding).

Kupon-Zahltag / Coupon Payment Date:

Der Kupon-Zahltag entspricht dem 30. Dezember 2024.

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

The Coupon Payment Date means 30 December 2024.

If the 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.

Kurs des Basiswerts / Price of the Underlying:

Der Kurs des Basiswerts_(k=1) entspricht in Bezug auf den Basiswert_(k=1) dem an der Maßgeblichen Börse_(k=1) ermittelten offiziellen Schlusskurs des Basiswerts_(k=1),

der Kurs des Basiswerts_(k=2) entspricht in Bezug auf den Basiswert_(k=2) dem an der Maßgeblichen Börse_(k=2) ermittelten offiziellen Schlusskurs des Basiswerts_(k=2), und

der Kurs des Basiswerts_(k=3) entspricht in Bezug auf den Basiswert_(k=3) dem an der Maßgeblichen Börse_(k=3) ermittelten offiziellen Schlusskurs des Basiswerts_(k=3).

Der Begriff „Kurs des Basiswerts“ umfasst sämtliche Kurse der Basiswerte_(k=1) bis _(k=3). /

The Price of the Underlying_(k=1) means in relation to the Underlying_(k=1) the official closing price of the Underlying_(k=1) as determined on the Relevant Exchange_(k=1),

the Price of the Underlying_(k=2) means in relation to the Underlying_(k=2) the official closing price of the Underlying_(k=2) as determined on the Relevant Exchange_(k=2), and

the Price of the Underlying_(k=3) means in relation to the Underlying_(k=3) the official closing price of the Underlying_(k=3) as determined on the Relevant Exchange_(k=3).

The term “Price of the Underlying” shall also refer to all Prices of the Underlyings_(k=1) to _(k=3).

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.

Lieferstörungsbetrag / Delivery Disruption Amount:

Der Lieferstörungsbetrag entspricht einem von der Berechnungsstelle nach billigem Ermessen bestimmten Geldbetrag. /

The Delivery Disruption Amount equals an amount as determined by the Calculation Agent at its reasonable discretion.

M.**Maßgeblicher Basiswert / Relevant Underlying:**

Der Maßgebliche Basiswert entspricht demjenigen Basiswert_(k) mit der **geringsten** Wertentwicklung, bezogen auf den Abrechnungskurs im Verhältnis zum Referenz-Level. /

The Relevant Underlying means the Underlying_(k) with the **lowest** performance with respect to the Settlement Price in relation to the Reference Level.

Maßgebliche Börse / Relevant Exchange:

Die Maßgebliche Börse_(k=1) bezeichnet in Bezug auf den Basiswert_(k=1) die Euronext Paris,
die Maßgebliche Börse_(k=2) bezeichnet in Bezug auf den Basiswert_(k=2) die Bolsa de Madrid, und
die Maßgebliche Börse_(k=3) bezeichnet in Bezug auf den Basiswert_(k=3) die Bolsa de Madrid.

Der Begriff „Maßgebliche Börse“ umfasst sämtliche Maßgebliche Börsen_(k=1) bis _(k=3). /

The Relevant Exchange_(k=1) means in relation to the Underlying_(k=1) the Euronext Paris,
the Relevant Exchange_(k=2) means in relation to the Underlying_(k=2) the Bolsa de Madrid, and
the Relevant Exchange_(k=3) means in relation to the Underlying_(k=3) the Bolsa de Madrid.

The term “Relevant Exchange” shall also refer to all Relevant Exchanges_(k=1) to _(k=3).

Maßgebliche Terminbörse / Relevant Futures and Options Exchange:

Die Maßgebliche Terminbörse bezeichnet diejenige(n) Terminbörse(n), an (der) (denen) der umsatzstärkste Handel in Bezug auf Termin- oder Optionskontrakte auf den Basiswert stattfindet, wie von der Berechnungsstelle bestimmt. /

The Relevant Futures and Options Exchange means the futures and options exchange(s), on which futures and option contracts on the Underlying are primarily traded, as determined by the Calculation Agent.

P.**Physischer Basiswert / Physical Underlying:**

Der Physische Basiswert bezieht sich auf den Maßgeblichen Basiswert und steht für Aktien der Gesellschaft bzw. für ADR oder GDR, deren Anzahl sich unter Berücksichtigung der/des als Dezimalzahl ausgedrückten Referenzanteil(e) pro Stückelung/Multiplikationsfaktors bestimmt. /

The Physical Underlying relates to the Relevant Underlying and means the shares of the Company or, as the case may be, means the ADR or GDR in a number that considers the respective Reference Share(s) per Denomination/Multiplication Factor, expressed as a decimal number.

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.

Referenzanteil(e) pro Stückelung/ Multiplikationsfaktor / Reference Share(s) per Denomination/ Multiplication Factor:

Referenzanteil(e) pro Stückelung/Multiplikationsfaktor entsprechen für jeden Basiswert_(k) dem Quotienten aus dem Berechnungsbetrag geteilt durch den jeweiligen Basispreis_(k), auf 3 Dezimalstellen kaufmännisch gerundet.

Referenzanteil(e) pro Stückelung/Multiplikationsfaktor werden am Festlegungstag zur Festlegungszeit festgelegt. * /

Reference Share(s) per Denomination/Multiplication Factor equal for each Underlying_(k) the quotient of the Calculation Amount divided by the respective Strike Level_(k), commercially rounded to 3 decimal places.

Reference Share(s) per Denomination/Multiplication Factor will be fixed on the Fixing Date at the Fixing Time. *

Referenz-Level / Reference Level:

Der Referenz-Level_(k=1) des Basiswerts_(k=1) entspricht dem Kurs des Basiswerts_(k=1) am Festlegungstag zur Festlegungszeit, der Referenz-Level_(k=2) des Basiswerts_(k=2) entspricht dem Kurs des Basiswerts_(k=2) am Festlegungstag zur Festlegungszeit, und der Referenz-Level_(k=3) des Basiswerts_(k=3) entspricht dem Kurs des Basiswerts_(k=3) am Festlegungstag zur Festlegungszeit.

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

Der Begriff „Referenz-Level“ umfasst sämtliche Referenz-Level_(k=1) bis _(k=3). /

The Reference Level_(k=1) of the Underlying_(k=1) equals the Price of the Underlying_(k=1) on the Fixing Date at the Fixing Time, the Reference Level_(k=2) of the Underlying_(k=2) equals the Price of the Underlying_(k=2) on the Fixing Date at the Fixing Time, and the Reference Level_(k=3) of the Underlying_(k=3) equals the Price of the Underlying_(k=3) on the Fixing Date at the Fixing Time.

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

The term “Reference Level” shall also refer to all Reference Levels_(k=1) to _(k=3). /

S.

Stichtag / Record Date:

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

The Record Date means the day which is 1 Banking Day before the Coupon Payment Date.

V.

Verfalltag / Expiration Date:

Der Verfalltag entspricht dem 21. Dezember 2026. /

The Expiration Date means 21 December 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 und in Bezug auf eine Aktie als Basiswert jedes der folgenden Ereignisse:

- (i) Der Emittentin wird die Absicht der Gesellschaft bekannt, eine Dividende auszuschütten, wobei der ex Dividende Tag dieser Ausschüttung in die Laufzeit der Wertpapiere fällt.
- (ii) Der Emittentin wird die Absicht, die Notierung der Aktien der Gesellschaft an der Maßgeblichen Börse aufgrund einer Verschmelzung durch Aufnahme oder durch Neubildung, einer Umwandlung in eine Rechtsform ohne Aktien oder aus irgendeinem sonstigen vergleichbaren Grund, insbesondere in Folge einer Einstellung der Börsennotierung der Gesellschaft, endgültig einzustellen, bekannt.
- (iii) Die Beantragung des Insolvenzverfahrens oder eines vergleichbaren Verfahrens über das Vermögen der Gesellschaft nach dem für die Gesellschaft anwendbaren Recht.
- (iv) Die Übernahme der Aktien der Gesellschaft, wodurch die Liquidität der Aktie im Handel nach Ansicht der Emittentin maßgeblich beeinträchtigt wird.
- (v) Das Angebot gemäß dem deutschen Aktiengesetz, dem deutschen Umwandlungsgesetz oder gemäß einer vergleichbaren Regelung des für die Gesellschaft anwendbaren Rechts an die Aktionäre der Gesellschaft, die Altaktien der Gesellschaft gegen Barausgleich, andere Wertpapiere als Aktien oder andere Rechte, für die keine Notierung an einer Börse bzw. einem Handelssystem besteht, umzutauschen

und in Bezug auf ein aktienvertretendes Zertifikat als Basiswert bezeichnet jedes der folgenden Ereignisse:

- (i) Der Emittentin wird die Absicht der Gesellschaft, die die Aktien ausgegeben hat, bekannt, eine Dividende auszuschütten, wobei der ex Dividende Tag dieser Ausschüttung in die Laufzeit der Wertpapiere fällt.
- (ii) Der Emittentin wird die Absicht, die Notierung der aktienvertretenden Zertifikate an der Maßgeblichen Börse endgültig einzustellen, bekannt.
- (iii) Die Beantragung des Insolvenzverfahrens oder eines vergleichbaren Verfahrens über das Vermögen der Gesellschaft, die die Zugrundeliegenden Aktien ausgegeben hat, nach dem für die Gesellschaft anwendbaren Recht. /

Additional Termination Event means the occurrence of a Change in Law and/or a Hedging Disruption and/or an Increased Cost of Hedging and in relation to a share used as the Underlying means any of the following events:

- (i) The Issuer obtains knowledge about the intention of the Company to distribute a dividend, where the ex dividend day of this distributions falls within the term of the Securities.
- (ii) The Issuer obtains knowledge about the intention to discontinue permanently the quotation of the shares of the Company on the Relevant Exchange due to a merger or a new company formation, due to a transformation of the Company into a legal form without shares, or due to any other comparable reason, in particular as a result of a delisting of the Company.
- (iii) An insolvency proceeding or any other similar proceeding under the jurisdiction applicable to and governing the Company is initiated with respect to the assets of the Company.
- (iv) Take-over of the shares of the Company, which in the Issuer's opinion, results in a significant impact on the liquidity of such shares in the market.
- (v) Offer to the shareholders of the Company pursuant to the German Stock Corporation Act (Aktiengesetz), the German Transformation Act (Umwandlungsgesetz) or any other similar proceeding under the jurisdiction applicable to and governing the Company to convert existing shares of the Company to cash settlement, to Securities other than shares or rights, which are not quoted on a stock exchange and/or in a trading system

and, in relation to a certificate representing shares used as the Underlying means any of the following events:

- (i) The Issuer obtains knowledge about the intention of the company which has issued the shares to distribute a dividend, where the ex dividend day of such distributions falls within the term of the Securities.
- (ii) The Issuer obtains knowledge about the intention to discontinue permanently the quotation of the certificate representing shares on the Relevant Exchange.
- (iii) An insolvency proceeding or any other similar proceeding under the jurisdiction applicable to and governing the company, which has issued the Underlying Shares is initiated with respect to the assets of such company.

Wertpapiere / Securities:

Wertpapiere bezeichnet die in EUR denominierten und von der Emittentin im Umfang des Ausgabevolumens begebenen Worst-of Aktienanleihe Plus mit den folgenden Produktmerkmalen:

Partizipationsfaktor:	Nicht anwendbar
Leverage Faktor:	Nicht anwendbar
Multiplikationsfaktor:	Anwendbar
Bezugsverhältnis:	Nicht anwendbar
Höchstbetrag:	Nicht anwendbar
Maßgeblicher Basiswert:	Anwendbar
Währungsumrechnung:	Nicht anwendbar

Kündigungsrecht der Wertpapiergläubiger:	Nicht anwendbar
Quanto:	Nicht anwendbar
Einzelwert-Betrachtung:	Nicht anwendbar
Einzelbetrachtung:	Anwendbar
Kollektivbetrachtung:	Nicht anwendbar
Referenzwert-Anpassung:	Nicht anwendbar
Vorzeitige Rückzahlungsoption:	Vorzeitige Rückzahlungsoption A
Monetisierungsoption:	Nicht anwendbar
Zeitverzögerte Bewertung:	Nicht anwendbar
Reverse Struktur:	Nicht anwendbar
Kursdividendenanpassung:	Nicht anwendbar

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

Securities means the Worst-of Barrier Reverse Convertible 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:	Applicable
Multiplier:	Not applicable
Maximum Amount:	Not applicable
Relevant Underlying:	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:	Not applicable
Early Redemption Option:	Early Redemption Option A
Monetisation Option:	Not applicable
Time-Lagged Valuation:	Not applicable
Reverse Structure:	Not applicable
Price Dividend Adjustment:	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 23. Dezember 2024.

The Initial Payment Date means 23 December 2024.

Produktbedingungen Teil 2: Besondere Wertpapierbedingungen

§ 1 Wertpapierrecht

(1) Wertpapierrecht der Wertpapiergläubiger

Die Emittentin gewährt hiermit dem Wertpapiergläubiger (§ 4 (2)) von je einem Wertpapier bezogen auf den Kurs der Basiswerte nach Maßgabe dieser Bedingungen das folgende Recht (das „**Wertpapierrecht**“):

- (a) **Ist kein Kick-In Ereignis** (wie in dem Abschnitt „Bedingungen der Wertpapiere – Produktbedingungen Teil 1: Ausstattungsmerkmale und Definitionen der Wertpapiere“ definiert) eingetreten, hat der Wertpapiergläubiger das Recht, den Berechnungsbetrag (der „**Auszahlungsbetrag**“) zu erhalten.
- (b) **Ist ein Kick-In Ereignis** (wie in dem Abschnitt „Bedingungen der Wertpapiere – Produktbedingungen Teil 1: Ausstattungsmerkmale und Definitionen der Wertpapiere“ definiert) eingetreten, hat der Wertpapiergläubiger das folgende Recht:
 - (i) Ist der Abrechnungskurs sämtlicher Basiswerte_(k) **gleich dem oder größer als der jeweilige Basispreis_(k)**, hat der Wertpapiergläubiger das Recht, den Berechnungsbetrag (der „**Auszahlungsbetrag**“) zu erhalten.
 - (ii) Ist der Abrechnungskurs mindestens eines Basiswerts_(k) **kleiner als der jeweilige Basispreis_(k)**, hat der Wertpapiergläubiger das Recht, den Physischen Basiswert in entsprechender Anzahl zu erhalten.

Die Anzahl des zu liefernden Physischen Basiswerts je eines (1) Wertpapiers entspricht der Anzahl Referenzanteile pro Stückelung.

(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

Product Terms Part 2: Special Conditions of the Securities

§ 1 Security Right

(1) Security Right of the Securityholders

The Issuer hereby warrants to the Securityholder (§ 4 (2)) of each Security relating to the Price of the Underlyings in accordance with these Conditions that such Securityholder shall have the following right (the „**Security Right**“):

- (a) **If a Kick In Event** (as defined in the section “Conditions of the Securities – Product Terms Part 1: Key Terms and Definitions of the Securities”) **has not occurred**, the Securityholder is entitled to receive the Calculation Amount (the „**Redemption Amount**“).
- (b) **If a Kick In Event** (as defined in the section “Conditions of the Securities – Product Terms Part 1: Key Terms and Definitions of the Securities”) **has occurred**, the Securityholder has the following right:
 - (i) In case the Settlement Price of all Underlyings_(k) is **equal to or higher than the respective Strike Level_(k)**, the Securityholder is entitled to receive the Calculation Amount (the „**Redemption Amount**“).
 - (ii) In case the Settlement Price of at least one Underlying_(k) is **lower than the respective Strike Level_(k)**, the Securityholder is entitled to receive the Physical Underlying in an appropriate number.

The number of the Physical Underlying to be delivered per each (1) Security equals the number of Reference Shares per Denomination.

(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,

Irrtums, für die Emittentin und die Wertpapiergläubiger endgültig, abschließend und bindend.

conclusive and binding on the Issuer and the Securityholders.

§ 2 Kuponbetrag

(1) Kuponbetrag

- (a) Darüber hinaus hat der Wertpapiergläubiger 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.

(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 aufgelaufenen Kuponbeträgen. Die aufgelaufenen Kuponbeträge werden im laufenden Handelspreis der Wertpapiere berücksichtigt (Dirty Price).

§ 3

Absichtlich freigelassen

§ 2 Coupon Amount

(1) Coupon Amount

- (a) Furthermore, the Securityholder is 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.

(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 Barrier Reverse Convertible (the “ Securities ”, and each a “ Security ”) are issued by the Issuer in the Issue Size. The Securities are not offered to the public, but shall be admitted to trading on the EuroTLX.
Issue Size:	The Issue Size means up to 3,000 Securities.
Aggregate Amount of the Issue:	Issue Price x Issue Size
Issue Date:	The Issue Date means 23 December 2024.
Issue Price:	The Issue Price equals EUR 1,000 per Security. The Issue Price includes product specific entry costs equal to approximately EUR 18.5 which include a distribution fee of up to EUR 10 per Security.
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.
Prohibition of Sales to EEA Retail Investors:	Not applicable
Initial Payment Date:	The Initial Payment Date means 23 December 2024.

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:

"product feature "**Relevant Underlying**" "

"risks related to a **share** as the Underlying"

"risks related to a **certificate representing shares** as the Underlying"

III. Listing and Trading

Listing and Trading:

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

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

Not applicable. The Securities are not offered to the public.

Additional conditions: Not applicable

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**SOCIÉTÉ GÉNÉRALE (Bloomberg: GLE FP / ISIN: FR0000130809 / Valor: 519928 / RIC: SOGN.PA)**

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.societegenerale.com.

IBERDROLA, S.A. (Bloomberg: IBE SQ / ISIN: ES0144580Y14 / Valor: 2969533 / RIC: IBE.MC)

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.iberdrola.com.

BANCO SANTANDER, S.A. (Bloomberg: SAN SQ / ISIN: ES0113900J37 / Valor: 817651 / RIC: SAN.MC)

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.santander.com.

PART F – OTHER INFORMATION

Not applicable

ANNEX TO THE FINAL TERMS: ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings	
Warnings	
(a) The Summary should be read as an introduction to the Prospectus. (b) Any decision to invest in the Securities should be based on a consideration of the Prospectus as whole by the investor. (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. (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. (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. (f) You are about to purchase a product that is not simple and may be difficult to understand.	
Introductory Information	
Name and ISIN of the Securities: Worst-of Barrier Reverse Convertible (the "Security" or the "Securities") with ISIN DE000UM922F5. 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. 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. 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. Date of approval of the Prospectus: 23 May 2024	
Section B – Key Information on the Issuer	
Who is the Issuer of the Securities?	
Domicile and legal form of the Issuer UBS AG is incorporated and domiciled in Switzerland, with its registered offices at Bahnhofstrasse 45, 8001 Zurich, Switzerland and Aeschenvorstadt 1, 4051 Basel, Switzerland, and operates under the Swiss Code of Obligations as an <i>Aktiengesellschaft</i>, a corporation limited by shares. UBS AG's Legal Entity Identifier (LEI) code is BFM8T61CT2L1QCEMIK50. 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. Major shareholders of the Issuer 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: Sergio P. Ermotti, George Athanasopoulos, Michelle Bereaux, Mike Dargan, Aleksandar Ivanovic, Robert Karofsky, Iqbal Khan, Barbara Levi, Beatriz Martin Jimenez, Markus Ronner, Stefan Seiler, Todd Tuckner, Marco Valla and Damian Vogel. Identity of the statutory auditors of the Issuer The statutory auditors of the issuer are Ernst & Young Ltd, Aeschengraben 27, 4051 Basel, Switzerland.	
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 2023 and 2022 from the Annual Report 2023. The selected consolidated financial information included in the table below for the nine months ended 30	

September 2024 and 30 September 2023 was derived from the UBS AG Third Quarter 2024 Report. The consolidated financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB").

	As of or for the nine months ended		As of or for the year ended	
USD million, except where indicated	30.9.24	30.9.23	31.12.23	31.12.22
	unaudited		audited, except where indicated	
Results				
Income statement**				
Total revenues	31,006	25,661	33,675	34,915
Net interest income	3,088	3,678	4,566	6,517
Other net income from financial instruments measured at fair value through profit or loss	9,809	7,476	9,934	7,493
Net fee and commission income	17,084	13,883	18,610	19,023
Other income	1,025	624	566	1,882
Credit loss expense / (release)	303	80	143	29
Operating expenses	28,329	21,393	29,011	25,927
Operating profit / (loss) before tax	2,374	4,188	4,521	8,960
Net profit / (loss) attributable to shareholders	1,738	3,055	3,290	7,084
Balance sheet***				
Total assets	1,626,893	1,097,536	1,156,016	1,105,436
of which: Loans and advances to customers	625,249	386,315	405,633	390,027
Total financial liabilities measured at amortized cost	1,101,933	716,283	762,840	705,442
of which: customer deposits	779,604	521,540	555,673	527,171
of which: debt issued measured at amortized cost	109,460	65,285	69,784	59,499
of which: subordinated debt	720	2,988	3,008	2,968
Total financial liabilities measured at fair value through profit or loss	410,875	319,962	328,401	333,382
of which: debt issued designated at fair value	106,527	83,601	86,341	71,842
Total liabilities	1,529,071	1,044,355	1,100,448	1,048,496
Total equity	97,822	53,181	55,569	56,940
of which: Equity attributable to shareholders	96,943	52,836	55,234	56,598
Profitability and growth				
Return on equity (%)	3.1	7.4	6.0*	12.6*
Return on tangible equity (%)	3.4	8.3	6.7*	14.2*
Return on common equity tier 1 capital (%)	3.6	9.5	7.6*	16.8*
Return on leverage ratio denominator, gross (%)	3.1	3.3	3.2*	3.4*
Cost / income ratio (%)	91.4	83.4	86.2*	74.3*
Net profit growth (%)	(43.1)	(45.1)	(53.6)*	0.7*
Resources				
Common equity tier 1 capital ¹	84,423	43,378	44,130	42,929
Risk-weighted assets ¹	515,520	321,134	333,979*	317,823*
Common equity tier 1 capital ratio (%) ¹	16.4	13.5	13.2*	13.5*
Going concern capital ratio (%) ¹	19.5	17.1	17.0*	17.2*
Total loss-absorbing capacity ratio (%) ¹	38.2	33.8	33.3*	32.0*
Leverage ratio denominator ¹	1,611,151	1,042,106	1,104,408*	1,029,561*
Common equity tier 1 leverage ratio (%) ¹	5.2	4.2	4.0*	4.2*
Liquidity coverage ratio (%) ²	196.3	176.6	189.7*	

Net stable funding ratio (%)	126.8	121.7	119.6*	
Other				
Invested assets (USD billion) ³	6,199	4,227	4,505	3,981
Personnel (full-time equivalents)	69,185	48,015	47,590*	47,628*
*unaudited ** Income statement information for the nine months ended 30 September 2024 includes nine months of data for UBS AG and four months (following the parent bank merger on 31 May 2024) for Credit Suisse AG. Comparative year-to-date information for 2023 includes pre-merger UBS AG data only. *** Balance sheet dates prior to 30 June 2024 reflect pre-merger UBS AG information only. ¹Based on the applicable Swiss systemically relevant bank framework as of 1 January 2020. ²The disclosed ratios represent quarterly averages for the quarters presented and are calculated based on an average of 65 data points in the third quarter of 2024, 61 data points in the second quarter of 2024, of which 40 data points were before the merger of UBS AG and Credit Suisse AG (i.e., from 2 April 2024 until 30 May 2024), and 21 data points were after the merger (i.e., from 31 May 2024 until 30 June 2024), 61 data points in the first quarter of 2024, 63 data points in the fourth quarter of 2023 and 63 data points in the third quarter of 2023. ³ Consists of invested assets for Global Wealth Management, Asset Management and Personal & Corporate Banking. Starting with the second quarter of 2023, invested assets include invested assets from associates in the Asset Management business division, to better reflect the business strategy. Comparative figures for the year ended 31 December 2022 have been restated to reflect this change.				

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 UBS Group AG's acquisition of Credit Suisse Group AG and the integration of the groups, UBS's reputation, operational risks, risk management and control processes, 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, 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 AG's 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.

Objective of the Security is to provide the Securityholder with a specified entitlement according to predefined conditions. The Security has a fixed lifetime and will become due on the Maturity Date.

Coupon

The Securityholder will receive a payment of the Coupon Amount in the Redemption Currency on the Coupon Payment Date in relation to the preceding Coupon Period, irrespective of the performance of the Underlyings.

Redemption at maturity

On the Maturity Date, the Securityholder is entitled to either receive payment of the Redemption Amount or delivery of the Physical Underlying in an appropriate number, which depends on the performance of the Underlyings and whether or not a so-called Kick In Event has occurred, in each case, determined as of the Valuation Date as follows:

For this purpose, a **"Kick In Event"** shall have occurred, if the Settlement Price **of at least one** Underlying is equal to or lower than the respective Kick In Level.

- (i) If a **Kick In Event has not occurred**, the Securityholder will receive on the Maturity Date the Calculation Amount.
- (ii) If a **Kick In Event has occurred** and the Settlement Price of **all** Underlyings is equal to or higher than the respective Strike Level, the Securityholder will receive on the Maturity Date the Calculation Amount.
- (iii) If a **Kick In Event has occurred** and the Settlement Price of **at least one** Underlying is lower than the respective Strike Level, the Securityholder will receive on the Maturity Date the Physical Underlying in a number equal to the number of Reference Shares per Denomination. Fractions of the Physical Underlying will not be delivered, but compensated in cash.

There will be no separate payments with respect to accrued Coupon Amounts when purchasing the Security during its lifetime. Accrued Coupon Amounts will be reflected in the on-going trading price of the Security (Dirty Price).

Underlying:	The underlyings (each an "Underlying") described in the table below under "Further details on the Underlyings"
Settlement Price:	The official closing price of the Underlying _(k) on the Valuation Date as determined by the respective Price Source

Price Source/ Relevant Exchange:	k=1 SOCIÉTÉ GÉNÉRALE: Euronext Paris, k=2 IBERDROLA, S.A.: Bolsa de Madrid, k=3 BANCO SANTANDER, S.A.: Bolsa de Madrid
Underlying Currency:	k=1 Euro ("EUR"), k=2 Euro ("EUR"), k=3 Euro ("EUR")
Settlement Type:	Cash or physical settlement
Reference Shares per Denomination:	As described in the table below under "Further details on the Underlyings"
Physical Underlying:	The Underlying, which has had, in relation to the other Underlyings the worst performance with respect to the Settlement Price in relation to the Reference Level.
Redemption Currency:	Euro ("EUR")
Calculation Amount:	1,000 EUR
Issue Price:	1,000 EUR per Security
Fixing Date:	20.12.2024
Initial Payment Date/ Issue Date:	23.12.2024
Valuation Date/ Expiration Date:	21.12.2026
Maturity Date:	29.12.2026
Coupon Amount:	137 EUR per Calculation Amount.
Coupon Period:	The Coupon Period means the period from the 23.12.2024 (including) to the 29.12.2026 (excluding).
Coupon Payment Date:	30.12.2024

Further details on the Underlyings

Underlying _(k)	Reference Level	Strike Level	Kick In Level	Reference Shares per Denomination
SOCIÉTÉ GÉNÉRALE Bloomberg: GLE FP / ISIN: FR0000130809 / Valor: 519928 / RIC: SOGN.PA	(Official closing price of the Underlying on the Fixing Date)	(100% of the Reference Level)	(55% of the Reference Level)	(Calculation Amount / Strike Level)
IBERDROLA, S.A. Bloomberg: IBE SQ / ISIN: ES0144580Y14 / Valor: 2969533 / RIC: IBE.MC	(Official closing price of the Underlying on the Fixing Date)	(100% of the Reference Level)	(55% of the Reference Level)	(Calculation Amount / Strike Level)
BANCO SANTANDER, S.A. Bloomberg: SAN SQ / ISIN: ES0113900J37 / Valor: 817651 / RIC: SAN.MC	(Official closing price of the Underlying on the Fixing Date)	(100% of the Reference Level)	(55% of the Reference Level)	(Calculation Amount / Strike 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. Whether Securityholders are entitled in accordance with the Conditions of the Securities to receive payment of a pre-defined Redemption Amount or delivery of the Physical Underlying in the appropriate number depends on the performance of the Underlyings. If a Kick In Event has occurred and in case the Settlement Price of the Underlying with the worst performance is lower than the respective Strike Level, investors are entitled to receive delivery of the Physical Underlying. Therefore, investors are exposed to the issuer- and security-specific risks related to such Underlying. Under certain circumstances, the value of such Underlying may be very low and may even be zero. In such cases, investors may suffer **a total loss of the invested capital**.

Specific risks in connection with rights arising out of or in connection with the Underlying. Investors should be aware that they would become entitled to certain rights arising out of or in connection with the Underlying only when such Physical Underlying is actually delivered to them. If such rights or entitlements (e.g., any voting rights associated with the Underlying or any dividends, coupons or other distributions in connection with the Underlying) arise or are exercisable between the end of the term of the Securities and the actual delivery of the Physical Underlying on the Maturity Date, the Issuer is entitled to benefit from, or as the case maybe, exercise such rights and entitlements. Securityholders should be aware that the Issuer is not required to account to, or as the case may be, compensate the Securityholders for any such rights or entitlements.

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 Valuation 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 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 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 Underlyings or any changes in the volatility of the Underlyings. Moreover, the value of the Securities may fall even in the event that the price of the Underlyings remain constant or rise slightly. Conversely, the value of the Securities may remain constant or rise slightly even if the price of the Underlyings decrease. 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 Underlyings 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?

The Securities are not offered to the public, but shall be admitted to trading on the EuroTLX.

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

The Issue Price per Security is payable on the Initial Payment Date. Thereafter, the selling price will be adjusted on a continuous basis to reflect the prevailing market situation.

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

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

Why is this Prospectus being produced?**Use of proceeds**

The Issuer intends to issue the Securities 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.

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 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: Worst-of Barrier Reverse Convertible (il "Titolo" o i "Titoli") con ISIN DE000UM922F5. Identità e recapiti dell'Emittente: UBS AG, Bahnhofstrasse 45, CH-8001 Zurigo, 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: 23 maggio 2024
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, 8001 Zurigo, Svizzera, e Aeschenvorstadt 1, 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 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 Executive Board ("EB"): Sergio P. Ermotti, George Athanasopoulos, Michelle Beraux, Mike Dargan, Aleksandar Ivanovic, Robert Karofsky, Iqbal Khan, Barbara Levi, Beatriz Martin Jimenez, Markus Ronner, Stefan Seiler, Todd Tuckner, Marco Valla e Damian Vogel. Identità dei revisori legali dell'Emittente I revisori legali dell'emittente sono la società Ernst & Young Ltd, Aeschengraben 27, 4051 Basilea, Svizzera.
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 2023 e 2022 dalla Relazione Annuale 2023. I principali dati finanziari consolidati inclusi nella tabella seguente per i nove mesi al 30 settembre 2024 e al 30 settembre 2023 sono stati tratti dalla Relazione Trimestrale di UBS AG per il terzo trimestre 2024. I bilanci consolidati sono stati redatti in conformità agli International Financial Reporting Standards ("IFRS") pubblicati dall'International Accounting Standards Board ("IASB").

	Per i nove mesi al		Per l'esercizio chiuso il	
<i>In milioni di USD, salvo laddove indicato</i>	30.9.24	30.9.23	31.12.23	31.12.22
	<i>Dati non certificati</i>		<i>Dati certificati, salvo laddove indicato</i>	
Risultati				
Conto economico**				
Totale ricavi	31.006	25.661	33.675	34.915
Margine di interesse	3.088	3.678	4.566	6.517
Altri proventi netti da strumenti finanziari rilevati al <i>fair value</i> con impatto a conto economico	9.809	7.476	9.934	7.493
Commissioni attive	17.084	13.883	18.610	19.023
Altri ricavi	1.025	624	566	1.882
Rettifiche di valore per perdite/(rilasci)	303	80	143	29
Costi operativi	28.329	21.393	29.011	25.927
Utile/(perdita) operativo/(a) ante imposte	2.374	4.188	4.521	8.960
Utile/(perdita) netto(a) di competenza degli azionisti	1.738	3.055	3.290	7.084
Stato patrimoniale***				
Totale attivi	1.626.893	1.097.536	1.156.016	1.105.436
<i>di cui: Finanziamenti e anticipi a clienti</i>	625.249	386.315	405.633	390.027
Totale passività finanziarie rilevate al costo ammortizzato	1.101.933	716.283	762.840	705.442
<i>di cui: depositi di clienti</i>	779.604	521.540	555.673	527.171
<i>di cui: debito emesso valutato al costo ammortizzato</i>	109.460	65.285	69.784	59.499
<i>di cui: debito subordinato</i>	720	2.988	3.008	2.968
Totale passività finanziarie rilevate al <i>fair value</i> con impatto a conto economico	410.875	319.962	328.401	333.382
<i>di cui: debito emesso valutato al fair value</i>	106.527	83.601	86.341	71.842
Totale passività	1.529.071	1.044.355	1.100.448	1.048.496
Totale patrimonio netto	97.822	53.181	55.569	56.940
<i>di cui: Patrimonio netto di competenza degli azionisti</i>	96.943	52.836	55.234	56.598
Redditività e crescita				
Rendimento del patrimonio netto (RoE) (%)	3,1	7,4	6,0*	12,6*
Rendimento del patrimonio netto tangibile (%)	3,4	8,3	6,7*	14,2*
Rendimento del Patrimonio Common Equity Tier 1 (%)	3,6	9,5	7,6*	16,8*
Rendimento lordo del denominatore dell'indice di leva finanziaria (%)	3,1	3,3	3,2*	3,4*
Rapporto costi / ricavi (%)	91,4	83,4	86,2*	74,3*
Crescita dell'utile netto (%)	(43,1)	(45,1)	(53,6)*	0,7*
Risorse				
Patrimonio Common Equity Tier 1 ¹	84.423	43.378	44.130	42.929
Attivi ponderati in funzione del rischio ¹	515.520	321.134	333.979*	317.823*
Coefficiente patrimoniale Common Equity Tier 1 (%) ¹	16,4	13,5	13,2*	13,5*
Coefficiente patrimoniale totale (%) ¹	19,5	17,1	17,0*	17,2*
Indice di capacità di assorbimento delle perdite totale (%) ¹	38,2	33,8	33,3*	32,0*
Denominatore dell'indice di leva finanziaria ¹	1.611.151	1.042.106	1.104.408*	1.029.561*

Indice di leva finanziaria Common Equity Tier 1 (%) ¹	5,2	4,2	4,0*	4,2*
Coefficiente di copertura della liquidità (%) ²	196,3	176,6	189,7*	
Coefficiente netto di finanziamento stabile (%)	126,8	121,7	119,6*	
Altro				
Attivi investiti (miliardi di USD) ³	6.199	4.227	4.505	3.981
Personale (equivalenti a tempo pieno)	69.185	48.015	47.590*	47.628*

* non certificato
** Le informazioni sul conto economico per i nove mesi chiusi al 30 settembre 2024 comprendono nove mesi di dati per UBS AG e quattro mesi (dopo la fusione della banca capogruppo il 31 maggio 2024) per Credit Suisse AG. Le informazioni comparative anno su anno per il 2023 includono solo i dati di UBS AG prima della fusione.
*** Le date di bilancio precedenti al 30 giugno 2024 riflettono solo le informazioni di UBS AG prima della fusione.

¹ Conformemente al quadro normativo applicabile per le banche svizzere di rilevanza sistemica al 1° gennaio 2020.
² I rapporti divulgati rappresentano medie trimestrali per i trimestri presentati e sono calcolati sulla base di una media di 65 punti dati nel terzo trimestre del 2024, 61 punti dati nel secondo trimestre del 2024, di cui 40 punti dati prima della fusione di UBS AG e Credit Suisse AG (ossia dal 2 aprile 2024 al 30 maggio 2024) e 21 punti dati dopo la fusione (ossia dal 31 maggio 2024 al 30 giugno 2024), 61 punti dati nel primo trimestre del 2024, 63 punti dati nel quarto trimestre del 2023 e 63 punti dati nel terzo trimestre del 2023.
³ Include gli attivi investiti delle unità Global Wealth Management, Asset Management e Personal & Corporate Banking. A partire dal secondo trimestre del 2023, gli attivi investiti includono gli attivi investiti delle società collegate della divisione Asset Management, al fine di illustrare meglio la strategia aziendale. I dati comparativi per l'esercizio conclusosi il 31 dicembre 2022 sono stati riesposti per riflettere questa modifica.

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 questi figurano l'acquisizione di Credit Suisse Group AG da parte di UBS Group AG e l'integrazione dei gruppi, la reputazione, i rischi operativi, la gestione del rischio e i processi di controllo, 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 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 creditori di UBS AG. 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.

L'obiettivo dello Strumento Finanziario è conferire al Portatore un determinato diritto sulla base di condizioni prestabilite. Lo Strumento Finanziario ha durata fissa e sarà rimborsato alla Data di Scadenza.

Pagamento della Cedola

Il Portatore riceverà un pagamento del rispettivo Importo della Cedola nella Valuta di Rimborso alla rispettiva Data di Pagamento della Cedola in relazione al Periodo della Cedola precedente, indipendentemente all'esecuzione dei Sottostanti.

Rimborso a scadenza

Alla Data di Scadenza il Portatore di Titoli ha diritto a ricevere il pagamento dell'Importo di Rimborso o la consegna del Sottostante Fisico in una quantità appropriata, dipendente dalla performance dei Sottostanti e dall'eventuale verificarsi di un cosiddetto Evento di Kick In, in ciascun caso, determinato alla Data di Valutazione come segue:

A tale scopo, un "Evento di Kick-In" si verifica se il Prezzo di Liquidazione di **almeno un** Sottostante risulta essere uguale o inferiore al rispettivo Livello di Kick-In

- (i) **Nel caso in cui non si verifichi un Evento Kick-In**, l'investitore ha diritto a ricevere l'Importo di Calcolo.
- (ii) **Nel caso in cui si verifichi un Evento Kick-In** e se il Prezzo di Liquidazione di tutti i Sottostanti, è uguale o superiore al rispettivo Livello Strike, il Portatore ha diritto a ricevere alla Data di Scadenza l'Importo di Calcolo.
- (iii) **Nel caso in cui si verifichi un Kick-In** e se il Prezzo di Liquidazione di **almeno un** Sottostante, è inferiore al rispettivo Livello Strike il Portatore di Titoli riceverà alla Data di Scadenza il Sottostante Fisico in una quantità pari al numero di Azioni di Riferimento per la Denominazione. Le frazioni del Sottostante Fisico non saranno consegnate, ma compensate in contanti.

Non verranno effettuati pagamenti separati in relazione agli interessi maturati (interessi cumulati) se il prodotto viene acquistato nel corso della sua durata. L'interesse maturato si rifletterà sul prezzo di contrattazione in corso del prodotto (Dirty Price).

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 _(k) alla Data di Valutazione come stabilito dalla Fonte dei Prezzi			
Fonte dei Prezzi / Borsa Valori di Riferimento	k=1 SOCIÉTÉ GÉNÉRALE: Euronext Paris, k=2 IBERDROLA, S.A.: Bolsa de Madrid, k=3 BANCO SANTANDER, S.A.: Bolsa de Madrid			
Valuta Sottostante	k=1 Euro ("EUR"), k=2 Euro ("EUR"), k=3 Euro ("EUR")			
Modalità di Regolamento	Regolamento in contanti o fisico			
Azioni di Riferimento per la Denominazione	Come descritto nella tabella sotto riportata alla voce "Altri dettagli sul Sottostanti"			
Sottostante Fisico	Il Sottostante che ha avuto, rispetto agli altri Sottostanti, la peggior performance rispetto al Prezzo di Liquidazione in relazione al Livello di Riferimento Iniziale.			
Valuta di Rimborso	Euro ("EUR")			
Importo di Calcolo	1.000 EUR			
Prezzo di Emissione	1.000 EUR per Strumento Finanziario			
Data del Fixing	20.12.2024			
Data di Pagamento / Data di Emissione:	23.12.2024			
Data di Valutazione	21.12.2026			
Data di Scadenza	29.12.2026			
Importo della Cedola	137 EUR per Importo di Calcolo			
Periodo della Cedola	Periodo della Cedola si intende il periodo dalla 23.12.2024 (compresa) alla 29.12.2026 (esclusa).			
Data di Pagamento della Cedola:	30.12.2024			
Altri dettagli sul Sottostante				
Sottostante _(k)	Livello di Riferimento Iniziale	Livello Strike	Livello Kick-In	Azioni di Riferimento per la Denominazione
SOCIÉTÉ GÉNÉRALE Bloomberg: GLE FP / ISIN: FR0000130809 / Valor: 519928 / RIC: SOGN.PA	(Prezzo ufficiale di chiusura del Sottostante alla Data del Fixing)	(100% del Livello di Riferimento Iniziale)	(55% del Livello di Riferimento Iniziale)	(Importo di Calcolo/ Strike)
IBERDROLA, S.A. Bloomberg: IBE SQ / ISIN: ES0144580Y14 / Valor: 2969533 / RIC: IBE.MC	(Prezzo ufficiale di chiusura del Sottostante alla Data del Fixing)	(100% del Livello di Riferimento Iniziale)	(55% del Livello di Riferimento Iniziale)	(Importo di Calcolo/ Strike)
BANCO SANTANDER, S.A. Bloomberg: SAN SQ / ISIN: ES0113900J37 / Valor: 817651 / RIC: SAN.MC	(Prezzo ufficiale di chiusura del Sottostante alla Data del Fixing)	(100% del Livello di Riferimento Iniziale)	(55% del Livello di Riferimento Iniziale)	(Importo di Calcolo/ Strike)
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. La performance del Sottostante determina la possibilità che i Portatori di Titoli abbiano diritto, in conformità alle Condizioni dei Titoli, a ricevere il pagamento di un Importo di Rimborso predefinito o la consegna del Sottostante Fisico in quantità appropriata. Se si è verificato un Evento di Kick In e nel caso in cui il Prezzo di Liquidazione del Sottostante sia inferiore al Livello di Strike, gli investitori hanno diritto a ricevere la consegna del Sottostante Fisico. Gli investitori sono quindi esposti ai rischi specifici dell'emittente e del titolo in relazione al Sottostante. In determinate circostanze, il valore del Sottostante potrebbe essere molto basso e anche pari a zero. In tali casi, gli investitori potrebbero subire **la perdita totale del capitale investito**.

Rischi specifici in relazione ai diritti derivanti dal Sottostante o in relazione ad esso. Gli investitori devono essere consapevoli che acquisiranno determinati diritti derivanti dal Sottostante o in relazione ad esso solo nel momento in cui tale Sottostante Fisico verrà loro effettivamente consegnato. Se tali diritti o prerogative (ad esempio, diritti di voto associati al Sottostante o dividendi, cedole o altre distribuzioni relative al Sottostante) sorgono o sono esercitabili tra la fine della durata dei Titoli e l'effettiva consegna del Sottostante Fisico alla Data di Scadenza, l'Emittente è autorizzato a beneficiare di tali diritti e prerogative o, a seconda dei casi, ad esercitarli. I Portatori di Titoli devono essere consapevoli che l'Emittente non è tenuto a rendere conto a, o a seconda dei casi, compensare i Portatori di Titoli per tali diritti o prerogative.

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 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 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 degli 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 alle operazioni di copertura concluse dall'Emittente. Qualora l'Emittente effettui operazioni di copertura in relazione ai Titoli e tali operazioni di copertura siano liquidate, ciò potrebbe avere un impatto sul prezzo del Sottostante e, pertanto, sugli importi pagabili ai Portatori di Titoli in relazione ad essi. In tali casi, i Portatori di Titoli potrebbero 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 possono avere interessi commerciali in conflitto con quelli dei Portatori di Titoli (ad esempio a seguito del coinvolgimento dell'Emittente in altre operazioni o del rapporto commerciale esistente tra l'Emittente e l'emittente del Sottostante). Tali interessi potrebbero influire sul valore e/o sulla negoziazione dei Titoli. Ciò potrebbe a sua volta comportare che i Portatori di Titoli ricevano, al momento della

vendita dei Titoli detenuti, un importo inferiore a quello che avrebbero ricevuto in assenza di tali conflitti d'interesse e/o che subiscano addirittura 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?

I Titoli non sono offerti al pubblico, ma sono ammessi alla negoziazione sul mercato regolamentato della EuroTLX.

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

Il pagamento del Prezzo di Emissione per Strumento Finanziario dovrà essere effettuato in Data di Emissione. L'Emittente si riserva la facoltà di chiudere anticipatamente o di prorogare il Periodo di Offerta qualora le condizioni di mercato lo richiedano. Successivamente, il prezzo di vendita sarà adeguato su base continuativa per riflettere la situazione prevalente del mercato.

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

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

Perché è redatto il presente Prospetto?

Impiego dei proventi

L'Emittente intende emettere gli Strumenti Finanziari 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.

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 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.