



11.80% p.a. EUR Buy on Dips

Linked to STOXX Europe 600 Oil & Gas Price EUR

Issued by UBS AG, Zurich and Basel, Switzerland, acting through its London Branch

Cash settled;

EUSIPA Product Type: Miscellaneous Participation Certificates (1399, Variable coupon)

Valor: 152190315 / ISIN: DE000UP311M4 / WKN: UP311M

This document is for marketing purposes only



Public Offer

Final Termsheet

Description of the Product

Information on Underlying

Underlying	Initial Underlying Level	Trigger Level k=1	Trigger Level k=2	Trigger Level k=3
STOXX Europe 600 Oil & Gas Price EUR Bloomberg: SXEP / RIC: .SXEP	TBD (Official closing price of the Underlying on the Fixing Date)	TBD (90% of the Initial Underlying Level)	TBD (85% of the Initial Underlying Level)	TBD (80% of the Initial Underlying Level)

Product Details

Security Numbers	Valor: 152190315 / ISIN: DE000UP311M4 / WKN: UP311M
Issue Size	Up to 3,000 units (with reopening clause)
Denomination / Nominal Amount	EUR 1,000
Issue Price	EUR 1,000 per unit (unit quotation)
Redemption Currency	EUR
Protected Participation	50%
Contingent Participation 1	20%
Contingent Participation 2	20%
Contingent Participation 3	10%
Redemption Currency	EUR
Quoting Type	Secondary market prices are quoted in units and dirty; accrued Coupon Amount is included in the price.
Distribution Fees	1.50%

Dates

Start of the public offer of the Securities	15 January 2026
Subscription Period*	15 January 2026 - 30 January 2026 (16:30 CET)
Fixing Date*	30 January 2026
First Listing Date*	09 February 2026
Payment Date (Issue Date) *	06 February 2026

Bonus Payment Observations Dates / Bonus Payment Dates

	Bonus Payment Observation Date _(i)	Bonus Payment Date _(i)
i=1	28 April 2026	06 May 2026
i=2	30 July 2026	06 August 2026
i=3	30 October 2026	06 November 2026
i=4	01 February 2027	08 February 2027
i=5	29 April 2027	06 May 2027
i=6	30 July 2027	06 August 2027

i=7	01 November 2027	08 November 2027
i=8	31 January 2028	07 February 2028
i=9	28 April 2028	08 May 2028
i=10	31 July 2028	07 August 2028
i=11	30 October 2028	06 November 2028
i=12	30 January 2029	06 February 2029

Expiration Date ("Expiry") 30 January 2029 (subject to market disruption event provisions)

Maturity Date 06 February 2029 (subject to market disruption event provisions)

* In case of earlier closing or extending of the Subscription Period, for example if market conditions change or if maximum size is reached, the Fixing Date, Issue Date, Initial Payment Date and First Listing Date may be changed accordingly. If the Fixing Date is not an Underlying Calculation Date the next following Underlying Calculation Date shall be the Fixing Date **for all Underlyings**.

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

Bonus Payment

Bonus Payment (Quarterly) On any Bonus Payment Observation Date i, a Bonus Payment will be determined by the Calculation Agent as follows and paid on the next following Bonus Payment Date:

Nominal * (Cumulated Interest i – Cumulated Interest i-1)

Cumulated Interest i
$$\text{BonusPaymentRate} * \sum_{k=1}^3 \left(\text{ContingentParticipacion}_k * \frac{\text{BonusPaymentInvestmentPeriod}_{k,i}}{360} \right)$$

Bonus Payment Rate 11.80% p.a.

Bonus Payment Investment Period k,i In respect to a Bonus Payment Observation Date i and for each Contingent Participation k, the number of calendar days from and excluding the Fixing Date to and including the earlier of the respective Trigger Date k or the Bonus Payment Observation Date i. For the avoidance of doubt, the Bonus Payment Observation Date i=0 refers to the Fixing Date.

Record Date The Record Date means the day 1 Banking Day before the relevant Bonus Payment Date_(i).

Redemption

The Investor is entitled to receive from the Issuer on the Maturity Date an amount in the Settlement Currency, according to the following scenarios:

Scenario 1

If **three Trigger Events have occurred**, the Investor will receive a cash amount as determined by the Calculation Agent according to the following formula:

Nominal * (Protected Participation * (Expiration Value/Initial Underlying Level) + Contingent Participation 1 * (Expiration Value/Reinvestment Level 1) + Contingent Participation 2 * (Expiration Value/Reinvestment Level 2) + Contingent Participation 3 * (Expiration Value/Reinvestment Level 3))

Scenario 2

If **two Trigger Events have occurred**, the Investor will receive a cash amount as determined by the Calculation Agent according to the following formula:

Nominal * (Protected Participation * (Expiration Value/Initial Underlying Level) + Contingent Participation 1 * (Expiration Value/Reinvestment Level 1) + Contingent Participation 2 * (Expiration Value/Reinvestment Level 2) + Contingent Participation 3)

Scenario 3

If **one Trigger Event has occurred**, the Investor will receive a cash amount as determined by the Calculation Agent according to the following formula:

Nominal * (Protected Participation * (Expiration Value/Initial Underlying Level) + Contingent Participation 1 * (Expiration Value/Reinvestment Level 1) + Contingent Participation 2 + Contingent Participation 3)

Scenario 4

If **no Trigger Event has occurred**, the Investor will receive a cash amount as determined by the Calculation Agent according to the following formula:

Trigger Event k	Nominal * (Protected Participation * (Expiration Value/Initial Underlying Level) + Contingent Participation 1 + Contingent Participation 2 + Contingent Participation 3) A Trigger Event k shall be deemed to occur if on any Exchange Business Day during the period from the Fixing Date to and including the Expiration Date the official closing level of the Underlying is (or has been at least once) at or below the respective Trigger Level k (each a "Trigger Date k"), as reasonably determined by the Calculation Agent.
Reinvestment Level k	Trigger Level k of the underlying, as reasonably determined by the Calculation Agent.
Expiration Value	Official closing value of the Underlying on the Expiration Date, as determined by the Index Sponsor(s).

Product Structure

The Buy on Dips Note is a product that allows for a participation in the performance of the Underlying and a potential Bonus Payment. Upon any trigger event, the participation to the underlying is increased at the cost of a partial or complete termination of Bonus Payments. The product does not offer capital protection.

General Information

Issuer	UBS AG, Zurich and Basel, Switzerland, acting through its London Branch
Issuer Rating	Aa2 Moody's / A+ S&P's / A+ Fitch
Issuer Supervisory Authority	Swiss Financial Market Supervisory Authority (FINMA). London Branch additionally Financial Conduct Authority (FCA) and Prudential Regulation Authority (PRA). Jersey Branch additionally Jersey Financial Services Commission (JFSC).
Lead Manager	UBS Europe SE
Calculation Agent	UBS AG, London Branch
Paying Agent	UBS AG, London Branch
Relevant Exchange	The exchanges on which components comprising the Underlying are traded, as determined by the Index Sponsor from time to time.
Listing	SEDEX
Secondary Market	The Issuer or the Lead Manager, as applicable, intends, under normal market conditions, to provide bid and/or offer prices for this Product on a regular basis. However, the Issuer or the Lead Manager, as applicable, makes no firm commitment to provide liquidity by means of bid and/or offer prices for this Product, and assumes no legal obligation to quote any such prices or with respect to the level or determination of such prices. Daily price indications will be available on Reuters/Bloomberg and www.ubs.com/keyinvest .
Trading Hours	09:00 – 17:30 (CET)
Banking Days	TARGET2
Banking Day Convention	Where any date is used in conjunction with the term "Banking Day Convention", an adjustment will be made if that date would otherwise fall on a day that is not a Banking Day, so that the date will be the first following day that is a Banking Day. Investors shall not be entitled to further interest or other payments in respect of such delay.
Underlying Calculation Date	The Underlying Calculation Date means each day, on which the Relevant Exchange is open for trading and the price of the respective Underlying is determined in accordance with the relevant rules.
Minimum Investment	1 Unit(s) (subject to Selling Restrictions)
Minimum Trading Lot	1 Unit(s)
Status	Unsecured / Unsubordinated
Clearing	Euroclear, Clearstream Banking AG, Clearstream Banking S.A. (Global Note at Clearstream Banking AG)
Custody	Clearstream Banking AG eligible (up-to Global Note filed with Clearstream AG, Frankfurt am Main)
Form of Deed	Global Note
Governing Law / Jurisdiction	German / Frankfurt
Product	One Buy on Dips Note is equivalent to one (1) "Product". "Products", wherever used herein shall be construed to mean integral multiples of the same, subject to the Issue Size.
Adjustments	The terms of the Product may be subject to adjustments during its lifetime. Detailed information on such adjustments is to be found in the Product Documentation.
Public Offering	Italy
Public Offering until	14 May 2026



Significant Risks for Investors

Investors in this Product should be experienced investors and familiar with both derivative products and the financial markets. Potential investors should understand the risks associated with an investment in the Product and shall only reach an investment decision after careful considerations with their legal, tax, financial and other advisors of (i) the suitability of an investment in the Product in the light of their own particular financial, fiscal and other circumstances (ii) the information set out in this document and (iii) the Underlying(s).

In addition to the market risk with regard to the development of the Underlying, each investor bears the general risk that the financial situation of the Issuer could deteriorate ("**Issuer Risk**"). The Products constitute immediate, unsecured and unsubordinated obligations of the Issuer, which, particularly in case of insolvency of the Issuer, rank pari passu with each and all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of those that have priority due to mandatory statutory provisions. The general assessment of the Issuer's creditworthiness may affect the value of the Products. This assessment generally depends on the ratings assigned to the Issuer or its affiliated companies by rating agencies such as Moody's, Fitch and Standard & Poor's. The Issuer Rating indicated in this document reflects the situation at the time of issuance and may be subject to change. The actual Issuer Rating at any given time can be seen on the Issuer's website (www.ubs.com) under "Investor Relations".

Further risk factors are set out in the Product Documentation.

Important Information

The information herein is communicated by UBS AG and/or its affiliates ("**UBS**"). UBS may from time to time, as principal or agent, have positions in, or may buy or sell, or make a market in any securities, currencies, financial instruments or other assets underlying the Product to which this document relates. UBS may provide investment banking and/or other services to and/or have officers who serve as directors of the companies referred to in this document. UBS's trading and/or hedging activities related to this Product may have an impact on the price of the underlying asset(s) and may affect the likelihood that any relevant barrier(s) is/are crossed. UBS has policies and procedures designed to minimise the risk that officers and employees are influenced by any conflicting interest or duty and that confidential information is improperly disclosed or made available.

In certain circumstances UBS sells this Product to dealers and other financial institutions at a discount to the issue price or rebates to them for their account some proportion of the issue price ("**Distribution Fees**"). Distribution Fees disclosed herein reflect the maximum amount a dealer or financial institution may receive from UBS; the actual amount may be lower. Further information is available on request.

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

This document should not be construed as an offer, personal recommendation or solicitation to conclude a transaction and should not be treated as giving investment advice. The terms of any investment in the Product to which this document relates will be exclusively subject to the detailed provisions contained in the Product Documentation.

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

There is a possibility that costs, including taxes, related to transactions in connection with this Product may arise for Investors that are not paid by UBS or imposed by it.

Index Disclaimer

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Product Documentation

The complete information regarding the Products, in particular the binding terms and conditions as well as the information regarding the Issuer along with the risk factors can be found in the respective Final Terms and the associated Base Prospectus, consisting of the Securities Note dated 14 May 2025 and the related Registration Document of UBS AG, (including any supplements thereto) (together the "**Product Documentation**"). The Product Documentation and if available the Key Information Document, can be obtained free of charge from UBS Europe SE, Bockenheimer Landstrasse 2-4, 60306 Frankfurt am Main, via +49-(0) 69-1369 8989, fax (+49-(0) 69- 72 22 73) or via e-mail (invest@ubs.com). In addition, for clients outside of the United Kingdom, the Product Documentation is available at www.ubs.com/keyinvest. Notices in connection with this Product shall be validly given by publication as described in the Base Prospectus. Furthermore, for clients outside of the United Kingdom, any changes with regard to the terms of this Product shall be published at www.ubs.com/keyinvest.

Selling Restrictions

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

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

European Economic Area - In relation to each Member State of the European Economic Area (each, a "Member State"), an offer of the Products to the public in a Member State may only be made in accordance with the following exemptions as set out in the Regulation (EU) 2017/1129 (as may be amended or replaced from time to time) (the "Prospectus Regulation"):

- (a) Qualified investors: at any time to any legal entity which is a qualified investor as defined in the Prospectus Regulation;
- (b) Fewer than 150 offerees: at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation);
- (c) An offer of Products addressed to investors who acquire Products for a total consideration of at least EUR 100,000 per investor, for each separate offer; and/or
- (d) Other exempt offers: at any time in any other circumstances falling within Article 1 (4) of the Prospectus Regulation,

provided that no such offer of Products referred to in (a) to (d) above shall require the publication of a prospectus pursuant to Article 3 of the Prospectus Regulation, or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision, the expression "offer of Securities to the public" in relation to any Products in any Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Products to be offered so as to enable an investor to decide to purchase or subscribe the Products.

The aforementioned restrictions shall not apply for jurisdictions specified in the section "Public Offering" under "General Information" above.

Hong Kong

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

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

Singapore

This document has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Products may not be circulated or distributed, nor may the Products be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor (as defined in Section 4A) under Section 274 of the Securities and Futures Act Chapter 289 of Singapore, as modified and/or amended from time to time (the "SFA"), (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275 of the SFA and (where applicable) Regulation 3 of the Securities and Futures (Classes of Investors) Regulations 2018, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

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

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor, securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Products pursuant to an offer made under Section 275 of the SFA except:
 - (1) to an institutional investor or to a relevant person defined in Section 275(2) of the SFA, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;
 - (2) where no consideration is or will be given for the transfer;
 - (3) where the transfer is by operation of law;
 - (4) as specified in Section 276(7) of the SFA; or
 - (5) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018.

Pursuant to section 309B(1)(c) of the SFA, the Issuer hereby notifies the relevant persons (as defined in the SFA) that the Products are classified as "capital markets products other than prescribed capital markets products" (as defined in the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018) and "Specified Investment Products" (as defined in the MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

UK

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

USA

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