



31 December 2021 Disclosure Report under Section 16 of the German Remuneration Ordinance for Institutions for Financial Year 2021

UBS Europe SE

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Compensation approach

UBS's approach to employee compensation globally is underpinned by the Total Reward Principles, that provide a strong link to our strategic imperatives and encourage employees to live our strong and inclusive culture that is grounded in our three keys to success: our Pillars, Principles and Behaviors. Following the launch of our purpose, we reviewed our Total Reward Principles and compensation framework to confirm they are fully aligned with our purpose and support our strategic imperatives.

In addition to the Total Reward Principles, UBS Europe SE has a dedicated Remuneration Policy that applies to all branches divisions and subsidiaries of the UBS Europe SE group. The Remuneration Policy aims to provide sound procedures promoting remuneration practices and policies compatible with appropriate and effective risk management, in accordance with the Total Reward Principles of UBS Group, the German Remuneration Ordinance, its interpretation guidance, the German Banking Act, the EBA Guidelines on Sound Remuneration Policies as well as any additional local regulatory requirements.

UBS Europe SE's compensation structure is aligned with the strategic priorities of the entity. The entity operates a compensation framework that applies equally to all employees. Our compensation approach supports our capital strength and risk management, and provides for simplification and efficiency. It encourages employees to focus on client centricity, connectivity and sustainable impact in everything we do. Moreover, we reward behaviors that help build and protect the firm's reputation, specifically accountability with integrity, collaboration and innovation.

UBS Europe SE applies a holistic approach to compensation. Its Total Reward approach consists of fixed compensation (e.g., base salary, benefits), reflecting employees' level of skill, role and experience, as well as local market practice, and variable compensation, where applicable, whose level generally depends on the firm's overall performance, the employee's business division, team and individual performance and behavior, reflecting the employees' overall contribution to the firm's results. In addition to the firm's Pillars and Principles, Behaviors related to accountability with integrity, collaboration and innovation are part of the performance management approach. Therefore, when assessing performance, UBS Europe SE takes into account not only what was achieved, but also how those results were achieved. Variable remuneration is awarded in line with applicable local employment conditions and at the discretion of the firm. Based on applicable regulatory requirements, variable compensation is limited to 100% of fixed compensation. However, this limit was increased to 200% of fixed compensation at the 2020 General Meeting of UBS Europe SE Shareholders (Hauptversammlung),

and approved for the Management Board and for all employees, with the exception of employees in control functions, who, pursuant to the German Remuneration Ordinance, are subject to a 50% limit.

Special consideration is given to individuals in Control Functions¹, whose compensation is determined independently from the revenue producers they supervise and support and their performance measures are based principally on the achievement of the objectives of their functions. In addition, junior members of staff in Group Functions (excluding Research) are subject to a structured incentive approach, whereby their performance awards are set globally as a percentage of base salary, subject to meeting behavior and performance conditions and the entity meeting the requirements of section 7 of the Remuneration Ordinance. Finally, where collective labor agreements are in place, the compensation for affected employees is governed by such agreements and details around the way in which the provisions of these collective labor agreements affect the compensation structure are outlined in specific company agreements and policies.

Our mandatory deferral approach applies to all employees with regulatory-driven deferral requirements or total compensation greater than USD / CHF 300,000 (or EUR equivalent).

A substantial portion of performance awards is deferred and vests over a five-year period. Deferred compensation is delivered through a combination of equity-based plans and a contingent capital plan. The equity based plans are: (i) the Long-Term Incentive Plan (the LTIP), which is restricted to selected senior management, reflects the long-term focus of our compensation framework; and (ii) the Equity Ownership Plan (the EOP), which is for all other employees, and which creates a direct link with shareholder returns (as a notional equity award and have no upward leverage) and promotes growth and sustainable performance. Our contingent capital plan (the Deferred Contingent Capital Plan, or DCCP) is for all deferral eligible employees and aligns employees' interests with those of debt holders.

The LTIP vests in year 3 after grant², EOP vests in equal instalments in years 2 and 3 after grant year. DCCP awards vest in full after five years subject to a write-down if a viability event occurs or the CET1 capital ratio falls below 7% (i.e., a trigger event)

The performance metrics of the share-based LTIP awards are average return on CET1 capital (RoCET1) and relative total shareholder return (rTSR) over a three-year performance period starting on 1 January in the year of grant.

The final number of notional shares vesting will vary based on the achievement versus the performance metrics with linear

 $^{^{\}rm 1}$ As per the German Remuneration Ordinance, the Control Functions include Risk, Compliance and Internal Audit.

² A revised vesting schedule applies to LTIP recipients who are identified as Material Risk Takers.

payout between threshold and maximum performance. Vesting levels are a percentage of the maximum opportunity of the LTIP and cannot exceed 100%, with full forfeiture for performance below the predefined threshold levels.

For certain employee populations, EOP awards can be adjusted downwards, including to zero, based on the average RoCET1 over the applicable performance period. The Compensation Committee sets the minimum future performance threshold and may adjust the award if the performance metric does not reflect a fair measure of performance.

DCCP awards are forfeited if a viability event occurs, i.e., if FINMA notifies the firm in writing that the DCCP awards must be written down to prevent an insolvency, bankruptcy or failure of UBS Group, or if the firm receives a commitment of extraordinary support from the public sector that is necessary to prevent such an event. DCCP awards are also written down if the Group's CET1 capital ratio falls below 7%.

This deferral approach supports alignment of employee and investor interests, our capital base and the creation of sustainable shareholder value.

To further promote sustainable performance, all of our deferred compensation plans include employment conditions and malus conditions. These enable the firm to reduce or fully forfeit unvested deferred awards under certain circumstances, pursuant to performance and harmful acts provisions. In addition, forfeiture is triggered in cases where employment has been terminated for cause

On a limited basis, guarantees may be required to attract individuals with certain skills and experience – these awards are fixed incentives subject to our standard deferral rules and limited to the first 12 months of employment.

Employees who are made redundant may receive severance payments. UBS Europe SE's severance terms comply with the applicable local laws (legally obligated severance). In certain locations, we may provide severance packages that are negotiated with our local social partners and may go beyond the applicable minimum legal requirements (standard severance). Such payments are governed by a location-specific severance framework.

Performance award pool funding

The performance award pool funding framework is based on Group and business division performance, including achievement against defined performance measures. UBS Europe SE also considers performance relative to industry peers, market competitiveness of our results and pay position as well as progress

against our strategic objectives, including returns, risk-weighted assets and cost efficiency. Furthermore, UBS Europe SE ensures that requirements of section 7 of the Remuneration Ordinance are met. Further information is provided in the illustrative overview below and in the compensation report of UBS Group AG.

Financial Risk adjustment					Qu	antitative and qua	Consultation of Group CEO with GEB members	9	Compensation Committee/BoD governance and decision			
	iness	(2)		∨ (3) ∧					∨ (4) ∧		(5)	
	ancial rformance	> d p	isk-adjusted usiness ivision erformance ward pool	>	Business division measures	Qualitative, risk, regulatory and sustainability assessment	Relative performance versus peers	Market position and trends	>	Recommended business division performance award pools	F	Final Group performance award pool
1	Business of financial p					e funding process flective of the und				ormance, which m e.	nay l	be adjusted
2	Risk-adjus division p award po	erform	ance h			division-specific for tive of the underly			adjus	ted performance, v	whic	ch excludes
Γ	Business o	livisior		Each division is assessed based on specific measures (e.g., net new fee-generating assets, return on attributed equity).								
3	Qualitativ regulatory sustainabi assessmer	y and ility	k t	een ide he imp	entified and reso act of litigation a	olved. They also co and regulatory co.	onsider diversity, sts. The Risk and	, equity & inclusi d Compliance fu	on a	isks and audit issu nd other ESG metr ons support our ho ion) of risk matters	ics, listi	
	Relative p				ance is assessed Ider return.	relative to our pe	ers, including fir	nancial performa	nce,	returns and relativ	e to	tal
L	Market po and trend		0	ompen	sation structure.		prospective view			ss of our pay levels terms of absolute o		
4	Recommended business The business division performance award pool determination process, based on quantitative and qualitative assessments, results in a proposal from the Group CEO (after consultation with the GEB) to the Compensation Committee for consideration.											
5	Final Group The Compensation Committee considers the proposal in the context of the factors outlined above and verification is in line with our strategy and our Total Reward Principles to create sustainable shareholder value and sunning the context of the factors outlined above and verification in the contex							support				

Governance structures

The corporate governance structure of the UBS Group ensures that the group's overall global compensation framework is governed appropriately at all levels. This is achieved through the following bodies: Group Executive Board, UBS Group AG Board of Directors Compensation Committee ("BoD CompCo"), UBS Group AG Board of Directors Risk Committee, and the overall UBS Group AG Board of Directors.

In addition to the above, and, specifically, to ensure compliance with the provisions of the German Remuneration Ordinance, the responsibility of the design, implementation and supervision of UBS Europe SE's remuneration system is split as follows:

- Management Board, with overall responsibility for ensuring the appropriate design of the remuneration systems for UBS Europe SE staff and that the annual cycle for compensation and promotion decisions adheres to the compensation principles and framework. As of 31 December 2021, the Management Board has 7 members;
- Supervisory Board, that advises and supervises the Management Board and is responsible for the design of the remuneration systems for Management Board members as well as the monitoring of the appropriate structuring of the compensation framework for the employees. As of 31 December 2021, the Supervisory Board had 9 members, including 3 independent members and 3 employee representatives;
- Remuneration Committee, that supports the Supervisory Board in the design and monitoring of the remuneration system for Management Board members, and in monitoring the appropriate structuring of the compensation framework for employees. As of 31 December 2021, the Remuneration Committee consists of 3 members of the Supervisory Board and includes both employer and employee representatives. In

- the financial year 2021, a total of 5 meetings of the Remuneration Committee were held;
- Remuneration Officer, who supports the Supervisory Board and the Remuneration Committee in their supervision and monitoring of the remuneration systems for all employees. In the 2021 performance year the Remuneration Officer was involved in the ongoing monitoring of the application and appropriateness of the compensation framework, as well as in the design or review of compensation-related processes or policies;
- Human Resources, who are responsible for the design, implementation and monitoring of the compensation framework in compliance with UBS's Total Reward Principles as well as applicable regulatory requirements. The Human Resources function is also responsible for the regular review of the compensation framework and the related Remuneration Policy;
- Control Functions, which are appropriately involved in reviewing the compensation framework and the Remuneration Policy, including through the relevant expert committees. Other group functions (e.g., Finance and Legal) are also involved in these reviews as appropriate.
- The Incidents, Negative Performance and Consequences Forum is responsible for ensuring that any inappropriate conduct, behavior and instances of negative performance are identified, monitored and appropriately taken into account (where relevant) when making both performance and reward decisions. In addition, the Forum is responsible for producing an independent control report on the remuneration system in compliance with section 12 of the German Remuneration Ordinance.

Compensation of Risk Takers

Pursuant to section 25a paragraph 5b of the Banking Act, UBS Europe SE conducted a risk assessment to identify categories of staff whose professional activities have a material impact on UBS Europe SE's risk profile, based on the qualitative and quantitative criteria contained in the Commission Delegated Regulation No 2021/923. Under the 2021 Risk Assessment, a total of 151 individuals were identified as Risk Takers (including 9 members of the Supervisory Board), of which 133 were directly employed by or assigned to UBS Europe SE out of a total UBS Europe SE employee base of 2,106 individuals as of 31 December 2021, including all subsidiaries.

Pursuant to section 20 of the German Remuneration Ordinance, at least 60% of the variable compensation awarded to members of the Management Board, their direct reports or to Risk Takers with variable compensation awards of a particularly high amount is deferred over 5 years. For all other Risk Takers, variable compensation awards are deferred at a rate of 40% over the same time period.

In line with the derogation detailed in article 94.3 point b of the Capital Requirement Directive, UBS Europe SE waives the minimum deferral and retention period requirements for individual Material Risk Takers who meet certain compensation conditions (so called, de minimis MRTs). In order to qualify as de

minimis, Material Risk Takers must have variable compensation up to EUR 50,000 and accounting for less than 1/3 of their total compensation. In 2021, 29 Material Risk Takers benefited from the derogation; their total remuneration amounted to EUR 4,9m (EUR 4.1m in fixed remuneration and EUR 0.8m in variable remuneration).

For Risk Takers, at least 50% of any upfront portion of the annual variable compensation award is paid in the form of UBS shares, while their deferred awards are delivered entirely in instruments via the LTIP/EOP (as applicable) and the DCCP awards. All awards made in instruments are subject to an appropriate post-vest retention policy and no dividends nor interests in relation to outstanding remuneration are paid during the deferral period.

Throughout the vesting period, deferred awards are subject to malus provisions, which foresee the forfeiture of all, or part of, unvested awards in certain circumstances. In addition, the total amount of variable compensation awarded to Risk Takers is subject to clawback, thus giving UBS Europe SE the ability to recover any variable compensation which is already paid in certain cases of negative performance, as detailed in section 20 of the German Remuneration Ordinance and related guidance.

Significant changes of the remuneration system

The Remuneration Policy of UBS Europe SE is reviewed on an annual basis. The annual review is led by the Human Resources function; the Control Functions and the Remuneration Officer are also consulted as part of the review to ensure that the policy remains aligned with the applicable requirements and there are no concerns vis-à-vis our risk strategy and appetite. Once the updated policy is ready, it is presented to the Management Board and Supervisory Board (where relevant and necessary) for their approval.

In 2021, apart from minor wording updates to improve readability and completeness, the main updates to the Remuneration Policy were linked to the coming into force of the fifth iteration of the EU Capital Requirements Directive (CRD V) on 1 January 2021 and the publication of an updated German Remuneration Ordinance. The following amendments were

made:

- The criteria to qualify as "de minimis" Material Risk Takers were updated as follows:
 - variable remuneration does not exceed EUR 50,000, and
 - o variable compensation accounts for less than 1/3 of the total compensation
- Human Resources was removed from the list of functions subject to the maximum 50% fixed-to-variable pay ratio.
- Wording was added to reflect the gender-neutrality of the policy

Finally, pursuant to Regulation (EU) 2019/2088, language was added to explain how the remuneration policy is consistent with the integration of sustainability risks.

Compensation data disclosure under Section 16 of the Remuneration Ordinance for Institutions

The tables below provide quantitative data regarding remuneration in relation to the financial year 2021, broken down by Supervisory Board, Management Board and Business areas. The tables include data in relation to individuals employed by UBS Europe SE and its subsidiaries (UBS Fiduciaria and UBS Gestión).

Firm-wide remuneration data (EURm).

31.12.21	Manager	ment body remun	eration						
	MB Supervisory function	MB Management function	Total MB	Investment banking	Retail banking	Asset management	Corporate functions	Independent internal control functions	All other
Number of members	9	7	16						
Number of staff in FTE				257.0	1,152.9	34.5	404.5	178.4	
Total remuneration	1.0	14.5	15.5	102.3	145.8	7.4	43.9	19.8	
Of which: variable remuneration		7.9	7.9	47.4	28.9	2.6	4.4	2.5	
Of which: fixed remuneration	1.0	6.6	7.6	55.0	116.8	4.9	39.5	17.3	
Personnel with variable remunration		7	7	241	1,053	32	393	175	

Information regarding the remuneration of Risk Takers directly employed by or assigned to UBS Europe SE or its subsidiaries (EURm unless otherwise specified).

EU REM1 - Remuneration awarded for the financial year

31.12.21					
EUR million		MB Supervisory function	MB Management function	Other senior management	Other identified staff
	Number of identified staff	9	7	32.9	84.3
	Total fixed remuneration	1.0	6.6	13.1	28.8
	Of which: cash-based	1.0	5.7	11.7	26.8
	(Not applicable in the EU)				
	Of which: shares or equivalent ownership interests				
Fixed remuneration	Of which: share-linked instruments or equivalent non-cash instruments				
	Of which: other instruments				
	(Not applicable in the EU)				
	Of which: other forms		0.9	1.3	2.1
	(Not applicable in the EU)				
	Number of identified staff	9	7	32.9	84.3
	Total variable remuneration		7.9	8.7	26.9
	Of which: cash-based		0.6	1.5	5.8
	Of which: deferred				
	Of which: shares or equivalent ownership interests		5.0	4.8	14.7
	Of which: deferred		11	2.5	0.7
Variable remuneration	Of which: share-linked instruments or equivalent non-cash instruments				
	Of which: deferred				
	Of which: other instruments		2.3	2.3	6.4
	Of which: deferred		2.3	2.3	6.4
	Of which: other forms				
	Of which: deferred				
Total remuneration		1.0	14.5	21.7	55.7

EU REM2 - Special payments to staff whose professional activities have a material impact on institutions' risk profile (identified staff)

(identified staff)				
31.12.21				
EUR million	MB Supervisory function	MB Management function	Other senior management	Other identified staff
Guaranteed variable remuneration awards			<u> </u>	
Guaranteed variable remuneration awards - Number of identified staff				
Guaranteed variable remuneration awards -Total amount				
Of which guaranteed variable remuneration awards paid during the financial year, that are not taken into account in the bonus cap				
Severance payments awarded in previous periods, that have been paid out during the finan	cial year			
Severance payments awarded in previous periods, that have been paid out during the financial year - Number of identified staff				
Severance payments awarded in previous periods, that have been paid out during the				
financial year - Total amount				
Severance payments awarded during the financial year				
Severance payments awarded during the financial year - Number of identified staff			2.0	3.0
Severance payments awarded during the financial year - Total amount			2.7	3.4
Of which paid during the financial year			1.7	3.3
Of which deferred			1.0	0.2
Of which severance payments paid during the financial year, that are not taken into account in the bonus cap			1.1	2.9
Of which highest payment that has been awarded to a single person			1.7	1.5

EU REM3 - Deferred remuneration

31.12.21 EUR million	Total amount of deferred remuneration awarded for previous performance periods	Of which due to vest in the financial year	Of which vesting in subsequent financial years	financial year to deferred remuneration that was due to vest in the	adjustment made in the financial year to deferred remuneration that was due to vest in future performance	financial year due to ex post implicit adjustments (i.e.changes of value of deferred remuneration due to the changes of prices	Total amount of deferred remuneration awarded before the financial year actually paid out in the	previous performance period that has vested but is subject to
MB Supervisory function	perious	illuncial year	illianda years	manda year	years	or motiuments)	illialiciai year	perious
Cash-based								
Shares or equivalent ownership interests								
Share-linked instruments or equivalent non-cash instruments								
Other instruments Other forms								
MB Management function								
Cash-based								
Shares or equivalent ownership interests Share-linked instruments or equivalent	10.3	1.5	8.8			2.2	1.5	0.4
non-cash instruments Other instruments	7.9	0.8	7.1				0.8	
Other forms								
Other senior management								
Cash-based								
Shares or equivalent ownership interests	12.3	3.3	9.0			2.6	3.3	1.7
Share-linked instruments or equivalent non-cash instruments								
Other instruments	12.6	2.6	10.0				2.6	
Other forms								
Other identified staff								
Cash-based								
Shares or equivalent ownership interests	28.5	7.1	21.5			5.8	7.1	2.1
Share-linked instruments or equivalent non-cash instruments								
Other instruments	27.3	5.0	22.3				5.0	
Other forms								
Total amount	98.9	20.3	78.6			10.7	20.3	4.2

EU REM4 - Remuneration of 1 million EUR or more per year

31.12.21	Identified staff that are high earners as set out in Article 450(i) CRR
1 000 000 to below 1 500 000	12
1 500 000 to below 2 000 000	9
2 000 000 to below 2 500 000	2
Above 2 500 000 ¹	5

¹ The Company is unable to make a more detailed disclosure for confidentiality reasons

EU REM5 - Information on remuneration of staff whose professional activities have a material impact on institutions' risk profile (identified staff)

31.12.21	Manager	ment body remun	eration	Business areas							
EUR million	MB Supervisory function	Supervisory	MB Management function	Total MB	Investment banking	Retail banking	Asset management	Corporate functions	Independent internal control functions	All other	Total
Total number of identified staff										133.2	
Of which: members of the MB	9	7	16			***************************************					
Of which: other senior							***************************************	•••••			
management				8.0	12.0	2.0	2.9	8.0			
Of which: other identified staff				35.0	22.5	_	6.8	20.0			
Total remuneration of identified											
staff	1.0	14.5	15.4	51.8	15.1	0.6	3.8	6.2			
Of which: variable remuneration		7.9	7,9	27.2	6.1	0.1	1.0	1.2			
Of which: fixed remuneration	1.0	6.6	7.6	24.6	9.0	0.5	2.8	5.0			

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