

Invitation to the Annual General Meeting of UBS AG

Thursday, 21 April 2005, 2.30 p.m. (doors open 1.30 p.m.)

Stadium Schluefweg, Kloten-Zurich (Shuttle transport facilities provided from Zurich Airport bus terminal.

For details see page 2.)

Agenda

1. Annual Report, Group and Parent Company Accounts for 2004
Reports of the Group and Statutory Auditors
2. Appropriation of retained earnings
Dividend for financial year 2004
3. Discharge of the members of the Board of Directors and the Group Executive Board
4. Elections
 - 4.1. Re-election of Board members:
 - 4.1.1. Marcel Ospel
 - 4.1.2. Lawrence A. Weinbach
 - 4.2. Election of new Board members:
 - 4.2.1. Marco Suter
 - 4.2.2. Peter R. Voser
 - 4.3. Re-election of Group and Statutory Auditors: Ernst & Young Ltd., Basel
5. Capital reduction
 - 5.1. Cancellation of shares repurchased under the 2004/2005 share buyback program and respective amendment of Article 4 of the Articles of Association
 - 5.2. Approval of a new 2005/2006 share buyback program

Introduction

Requests for items to be included in the agenda

On 4 February 2005, UBS published a notice in various Swiss and international newspapers and on its Internet website www.ubs.com/shareholder-meeting inviting qualifying shareholders to submit their requests that individual items be included in the agenda in the form of actual motions by 25 February 2005. No requests were submitted.

Call to register claims

The capital reduction to be achieved via cancellation of repurchased shares may only take place once the filing period for creditors to request satisfaction for or security of their claims has been terminated in accordance with article 733 of the Swiss Code of Obligations. The notice will be published in the Swiss Commercial Gazette after the General Meeting of Shareholders. Claims may be registered during a period of two months. For the capital reduction to become effective, a report by the Statutory Auditors, confirming that creditors' claims shall remain fully covered and the liquidity of the Bank assured even after the capital reduction, is another precondition. The Statutory Auditors' report as of 31 December 2004 has been provided.

How to reach the Stadium Schluefweg in Kloten

The following transport facilities are offered to shareholders:

- Railway or bus to Zurich Airport. Special UBS AGM-Bus from Zurich Airport bus terminal to Stadium Schluefweg.
- By car to Zurich Airport. Parking in Car Parks 2 and 3. Special UBS AGM-Bus from Zurich Airport bus terminal to Stadium Schluefweg.
- Railway to Kloten railway station. 5–8 minutes walk to Stadium Schluefweg.

Please do not drive to the Stadium Schluefweg as there is no parking space available. All public transport facilities within zones 10 and 21 of the Zurich regional transport network, the use of the UBS AGM-Bus and parking at Zurich Airport are free for UBS shareholders on 21 April 2005.

Organizational issues

Admission cards for the Annual General Meeting

Shareholders listed in the Share Register of UBS AG *in Switzerland* can order their admission cards from the following address up to 15 April 2005, using the order form attached to this invitation:

UBS AG, Shareholder Services, P.O. Box, CH-8098 Zurich.

Shareholders listed in the Share Register *in the United States* can order their admission cards in writing up to 15 April 2005 from: Mellon Investor Services, Proxy Processing, P.O. Box 3510, S. Hackensack, NJ 07606-9210.

Any admission cards already issued will lose their validity and will be recalled if the shares concerned are sold prior to the Annual General Meeting and the Share Register is notified of the sale.

Representation at the Annual General Meeting

Shareholders may be represented at the General Meeting by their legal representative or, based on a written proxy, by any other shareholder entitled to vote at the Meeting, or by his/her custodian bank. In addition, every shareholder is entitled to have his/her shares represented at the General Meeting by

- UBS AG, P.O. Box, CH-8098 Zurich
as a corporate proxy or a custody proxy
- Treuhandgesellschaft Altorfer Duss & Beilstein (Urs Zeltner, Attorney and Notary), P.O. Box 1156, CH-8021 Zurich
as an independent proxy.

Zurich and Basel, 5 March 2005

UBS AG
For the Board of Directors:

Marcel Ospel, Chairman
Gertrud Erismann-Peyer, Company Secretary

Item 1

Annual Report, Group and Parent Company Accounts for 2004 Reports of the Group and Statutory Auditors

A. Motion

The Board of Directors proposes that the report on the financial year 2004 and the Group and Parent Company Accounts for 2004 be approved.

B. Explanations

The reports of the Board of Directors and the Group Executive Board are contained in the 2004 Financial Report. Additional information on the strategy and organization of the Group, its activities and those of the Business Groups, on risk management and control as well as on corporate bodies, their composition and authorities can be found in the "Handbook 2004/2005". This document also contains the comprehensive information relating to corporate governance required by the SWX Swiss Exchange directive, including the report on senior executive compensation. Copies of these publications can be ordered by shareholders and are also available on the Internet at www.ubs.com/investors. All shareholders registered in the Share Register automatically receive a copy of the Annual Review, which contains summary information with regard to our business performance in 2004.

The Group income statement shows total operating income of CHF 41,069 million and total operating expenses of CHF 30,395 million, resulting in a pre-tax profit of CHF 10,674 million and a net profit of CHF 8,089 million. The Financial Businesses (ex-

cluding Industrial Holdings) show a net profit of CHF 8,044 million. At year-end, total consolidated assets amounted to CHF 1,734.8 billion, up CHF 184.7 billion from a year earlier. Shareholders' equity totaled CHF 35.0 billion.

Parent Company net profit was CHF 5,946 million. Total operating income of CHF 20,998 million and total operating expenses of CHF 13,532 million resulted in an operating profit of CHF 7,466 million. Depreciations, write-offs and provisions amounted to CHF 1,205 million and extraordinary income to CHF 1,016 million. Extraordinary expenses totaled CHF 49 million and taxes amounted to CHF 1,282 million.

Ernst & Young Ltd. as Group and Statutory Auditors recommend in unqualified reports to the Annual General Meeting that the Group and Parent Company Accounts be approved. The Group Auditors confirm that in their opinion, based on the audit performed, the Group financial statements "present fairly, in all material respects, the consolidated financial position of UBS AG as of 31 December 2004 and 2003, and the consolidated results of operations and cash flows for each of the three years ended 31 December 2004, in conformity with International Financial Reporting Standards (IFRS), and they comply with Swiss law". The Statutory Auditors express their opinion that "the accounting records and financial statements and the proposed appropriation of available earnings comply with Swiss law and the company's Articles of Association".

Item 2

Appropriation of retained earnings Dividend for financial year 2004

A. Motion

The Board of Directors proposes that the Parent Company profit be appropriated as follows:

Profit for the financial year 2004 as per the income statement	CHF 5,946 million
Allocation to General statutory reserves	CHF 322 million
Proposed dividend	CHF 3,261 million
Allocation to Other reserves	CHF 2,363 million
Total allocated	CHF 5,946 million

The Board of Directors proposes to distribute a dividend of CHF 3.00 per share. Treasury shares held by UBS AG on the record date are not ranking for dividend.

B. Explanations

The proposal of the Board of Directors to distribute a dividend of CHF 3.00 per share, 15% more than a year earlier, reflects the excellent financial results achieved in 2004 and the firm's policy to return excess capital to shareholders – in the form of dividends or by buying shares back for cancellation. It is also proof of the Board of Directors' and the Group Executive Board's confidence in UBS's future.

Upon approval of the proposal by the AGM, the distribution of CHF 1.95 per share (after deduction of 35% Swiss withholding tax) will be made on 26 April 2005 to shareholders on record as at 21 April 2005. The shares will be traded ex dividend on 22 April.

Item 3

Discharge of the members of the Board of Directors and the Group Executive Board

Motion

The Board of Directors proposes that discharge be granted to the members of the Board of Directors and the Group Executive Board for the financial year 2004.

Item 4

Elections

4.1. Re-election of Board members

4.1.1. Re-election of Marcel Ospel

A. Motion

The Board of Directors proposes that Marcel Ospel be re-elected for a three-year term of office.

B. Explanations

The term of office of Chairman Marcel Ospel expires at the 2005 AGM. He is prepared to stand for re-election.

Marcel Ospel (born 1950) was elected to the Board at the 2001 AGM and thereafter appointed Chairman by the Board. Prior to this, he was Group Chief Executive Officer of UBS since the merger in 1998 of Swiss Bank Corporation and Union Bank of Switzerland.

A detailed CV of Marcel Ospel is published in the "Annual Review 2004" and is available on the Internet under www.ubs.com/boards.

4.1.2. Re-election of Lawrence A. Weinbach

A. Motion

The Board of Directors proposes that Lawrence A. Weinbach be re-elected for a three-year term of office.

B. Explanations

The term of office of Lawrence A. Weinbach expires at the 2005 AGM. He is prepared to stand for re-election.

Lawrence A. Weinbach (born 1940) has been a member of the Board of Directors since 2001 and the chairman of the Board's Audit Committee since 2002. He has been with Unisys Corporation in Blue Bell, Pennsylvania, USA since 1997 and is its executive chairman since the beginning of 2005.

A detailed CV of Lawrence A. Weinbach is published in the "Annual Review 2004" and is available on the Internet under www.ubs.com/boards.

4.2. Election of new Board members

The term of office of Alberto Togni, Executive Vice Chairman, expires at the 2005 AGM. As he is reaching retirement age in 2005, he is not standing for re-election.

4.2.1. Election of Marco Suter

A. Motion

The Board of Directors proposes that Marco Suter be elected to the Board as executive member.

B. Explanations

Marco Suter (born 1958) was appointed to the UBS Group Managing Board in 1999 and has since been Group Chief Credit Officer. He first joined UBS in 1974 when he started as an apprentice at Swiss Bank Corporation. From 1978 to 1995 he assumed various functions at SBC offices in Nyon, New York, Basel, Zurich and London. During his employment in New York, he worked from 1980 to 1987 in the credit and documentary LC departments, in securities custody and in electronic banking. In 1987 he joined SBC General Management in Basel as a credit officer responsible for credit requests from foreign offices. In 1992 he transferred to Warburg Dillon Read, where he first assumed responsibility for their merchant banking activities and later as Chief Credit Officer for Europe, Middle East and Africa. From 1996 until the merger of Swiss Bank Corporation and Union Bank of Switzerland in 1998 he was regional manager Zurich-Eastern Switzerland-Ticino for the corporate and commercial banking activities of SBC. Marco Suter is a Swiss citizen.

Upon his election, Marco Suter will assume within the Board the responsibilities currently held by Alberto Togni, namely in the area of risk control. He will also take the role of Chairman's Office delegate to the Risk Subcommittee of the Group Executive Board.

4.2.2. Election of Peter R. Voser

A. Motion

The Board of Directors proposes that Peter R. Voser be elected to the Board as a non-executive member.

B. Explanations

Peter R. Voser (born 1958) has been Chief Financial Officer of The Royal Dutch/Shell Group of Companies and Managing Direc-

tor of Shell Transport and Trading Company in London since October 2004. Before joining Shell he was Chief Financial Officer of Asea Brown Boveri (ABB) in Switzerland, after having been employed by the Royal Dutch/Shell Group of Companies in a variety of finance and business roles from August 1982 to March 2002, including five years in Switzerland, eight years in the UK, five years in Argentina and two years in Chile. In 1997 he was appointed Group Chief Internal Auditor, in 1999 Chief Financial Officer of Shell Europe Oil Products and in 2001 CFO of the Global Oil Products Business. Peter Voser graduated in business administration from the University of Applied Sciences in Zurich. He is a Swiss citizen.

In addition to his engagement with Shell, Peter Voser is a member of the Board of Directors of Aegon N.V. in the Netherlands, where he is also a member of the Audit Committee.

4.3. Re-election of Group and Statutory Auditors

A. Motion

The Board of Directors proposes that Ernst & Young Ltd., Basel, be re-elected for a one-year term of office as Group and Statutory Auditors.

B. Explanations

Ernst & Young Ltd., Basel, upon recommendation of the Audit Committee of the Board, is proposed for re-election for a further year in office as Group and Statutory Auditors. Ernst & Young have confirmed to the Audit Committee that they possess the level of independence required to take on this role and that their independence was not infringed by additional mandates performed for UBS. Such mandates also have to be pre-approved by the Audit Committee. E&Y confirms, in addition, that they did not provide any services for UBS that the US Securities and Exchange Commission (SEC) has prohibited for the company's principal auditor.

Ernst & Young have been in charge of the UBS audit since the merger in 1998. The "Handbook 2004/2005" provides additional information on the Auditors' independence and the fees paid, as well as on the lead audit partners in charge.

Item 5

Capital reduction

5.1. Cancellation of shares repurchased under the 2004/2005 share buyback program and respective amendment of article 4 of the Articles of Association

A. Motion

The Board of Directors proposes that 39,935,094 shares repurchased under the buyback program approved by the 2004 AGM be cancelled and the share capital of the Corporation accordingly reduced by CHF 31,948,075.20.

Article 4 of the Articles of Association shall be amended as follows:

Current version	Proposed new version (changes in <i>italics</i>)
<p>Article 4 Share capital</p> <p>1 The share capital of the Corporation is CHF 901,486,541.60 (nine hundred and one million, four hundred and eighty-six thousand, five hundred and forty-one Swiss francs and sixty centimes), divided into 1,126,858,177 registered shares with a par value of CHF 0.80 each. The share capital is fully paid up.</p> <p>2 unchanged</p>	<p>1 The share capital of the Corporation is <i>CHF 869,538,466.40 (eight hundred and sixty-nine million, five hundred and thirty-eight thousand, four hundred and sixty-six Swiss francs and forty centimes)</i>, divided into <i>1,086,923,083</i> registered shares with a par value of CHF 0.80 each. The share capital is fully paid up.</p>

B. Explanations

The AGM on 15 April 2004 authorized the Board of Directors to buy back UBS shares in a maximum amount of CHF 6 billion via a second trading line on the virt-x exchange and subsequently to cancel them. Until 28 February 2005 a total of 39,935,094 shares with an overall market value of CHF 3,543,091,266.90 were repurchased. The average purchase price was CHF 88.72 per share. The maximum amount authorized by the AGM was not fully consummated, as excess capital was used during the second half of the year to invest in attractive growth opportunities.

The Board of Directors now proposes to the AGM to approve the cancellation of the 39,935,094 shares repurchased and to reduce the share capital in Article 4 of the Articles of Association accordingly.

Ernst & Young Ltd. as Statutory Auditors have confirmed in a special audit report on behalf of the AGM that as at 31 December 2004 the claims of creditors were fully covered even after the reduction in capital and that the Bank has adequate liquidity.

5.2. Approval of a new 2005/2006 share buyback program

A. Motion

The Board of Directors proposes that the following resolution be approved:

“The Board of Directors shall be authorized to buy back a maximum amount of CHF 5 billion in UBS shares via a second trading line on the virt-x exchange. These shares are to be cancelled definitively and are not therefore regarded as own shares within the meaning of Article 659 of the Swiss Code of Obligations. The required amendment to the Articles of Association (reduction of share capital) will be submitted to the AGM in 2006 for approval.”

B. Explanations

Shares shall be repurchased for cancellation if the firm's capitalization remains at its current high level. The Board of Directors requests the AGM to authorize the repurchase of a maximum

amount of CHF 5 billion in UBS shares. The new buyback program 2005/2006 was announced on 8 February 2005.

The Board of Directors has again decided to proceed in two stages, with shareholders taking the decision in principle at the first AGM and deciding on the definitive cancellation of the shares at the next AGM. By obtaining shareholders' approval for the future cancellation of the repurchased shares, these shares no longer fall under the statutory limit of Swiss Company Law, which prohibits companies from holding more than 10% of their own shares. The proposed procedure provides greater flexibility, which UBS believes to be in the interests of efficient capital management and the ongoing trading activities of the Bank.

Ernst & Young Ltd. as Statutory Auditors have confirmed in a special audit report on behalf of the Board of Directors that the claims of creditors would be fully covered even after this additional capital reduction and that the Bank has adequate liquidity.



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