UBS

Invitation to the Annual General Meeting of UBS AG

Wednesday, 19 April 2006, 2.30 p.m.
(Doors open at 1.30 p.m.)

St. Jakobshalle, Brüglingerstrasse 21, Basel

Agenda

1. Annual Report, Group and Parent Company Accounts for Financial Year 2005
   Reports of the Group and Statutory Auditors

2. Appropriation of Retained Earnings
   Dividend for Financial Year 2005

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. Rolf A. Meyer
      4.1.2. Ernesto Bertarelli
   4.2. Election of new Board Members
      4.2.1. Gabrielle Kaufmann-Kohler
      4.2.2. Joerg Wolle
   4.3. Election of the Group and Statutory Auditors
   4.4. Election of the Special Auditors

5. Capital Reduction, Share Buyback Program, Par Value Repayment and Share Split
   5.1. Cancellation of Shares Repurchased under the 2005/2006 Share Buyback Program
   5.2. Approval of New Share Buyback Program for 2006/2007
   5.3. One-time Payout in the Form of a Par Value Repayment
   5.4. Share Split
   5.5. Amendments to the Articles of Association
      5.5.1. Amendments to Article 4 para. 1 and Article 4a of the Articles of Association
      5.5.2. Reduction of the Threshold Value for Agenda Item Requests
         (Article 12 para. 1 of the Articles of Association)

6. Creation of Conditional Capital
   Approval of Article 4a para. 2 of the Articles of Association

Introduction

Requests for the inclusion of items on the agenda
On 3 February 2006, UBS published a notice in various Swiss and international newspapers as well as on its internet website at *www.ubs.com/shareholder-meeting*, inviting qualifying shareholders to submit their requests for the inclusion of individual items on the agenda by 24 February 2006. No such requests were submitted.

Call to register claims
The capital reduction to be achieved by means of cancellation of repurchased shares (Agenda Item 5.1) and the par value repayment (Agenda Item 5.3) may only take place after the expiration of the period during which creditors may request satisfaction or security by filing their claims, in accordance with Article 733 of the Swiss Code of Obligations. Notice to the creditors will be published in the Swiss Commercial Gazette after the Annual General Meeting. Claims may then be registered during a two-month period. Also required for the capital reduction is a report by the Statutory Auditors confirming that even after the capital reduction, creditors' claims will remain fully covered and the liquidity of the Bank assured. Accordingly, the Statutory Auditors' report as of 31 December 2005 has been provided.

Organizational Issues

Admission Cards for the Annual General Meeting
Shareholders listed in the Share Register of UBS AG *in Switzerland* may order their admission cards by sending the order form attached to this invitation to the following address until 12 April 2006:
UBS AG, Shareholder Services, P.O. Box, CH-8098 Zurich.

Shareholders listed in the Share Register *in the United States* may request their admission cards, in writing, at the following address until 12 April 2006:
Mellon Investor Services, Proxy Processing, P.O. Box 3510,
S. Hackensack, NJ 07606-9210.

Previously issued admission cards will become invalid if the corresponding shares are sold prior to the Annual General Meeting. These cards will be recalled if the Share Register is informed of the sale.

Representation at the Annual General Meeting
Shareholders may be represented at the Annual General Meeting by their legal representative or, with a written proxy, by their custodial bank or by any other shareholder entitled to vote at the Annual General Meeting. In addition, every shareholder has the option of having his/her shares represented at the Annual General Meeting by:
– UBS AG, P.O. Box, CH-8098 Zurich
  as a corporate or custody proxy
– Altorfer Duss & Beilstein AG
  (Dr. Urs Zeltner, Attorney and Notary),
  P.O. Box 1156, CH-8021 Zurich
  as an independent proxy.

Zurich and Basel, 3 March 2006

UBS AG
For the Board of Directors:

Marcel Ospel, Chairman

Item 1

Annual Report, Group and Parent Company Accounts for Financial Year 2005 Reports of the Group and Statutory Auditors

A. Motion
The Board of Directors proposes that the Report on the Financial Year 2005 and the Group and Parent Company Accounts for 2005 be approved.

B. Explanations
The reports of the Board of Directors and the Group Executive Board on the financial year 2005 are contained in the "Financial Report". Additional information on the strategy, organization and activities of the Group and the Business Groups, as well as on risk management and control may be found in the "Handbook 2005/2006". The Handbook also contains comprehensive information relating to corporate governance as required by the SWX Swiss Exchange Directive, including the report on senior executive compensation. Shareholders may order copies of these publications with the company, which are also available on the internet at *www.ubs.com/investors*. Shareholders registered in the Share Register in Switzerland will receive these publications as per their individual orders. Shareholders in the USA, who are registered with Mellon Investor Services will receive a copy of the Annual Review, which contains the most important information relating to performance in 2005.

The Group income statement shows a total operating income of CHF 50,975 million and total operating expenses of CHF 37,926 million, resulting in an operating profit from continuing operations before tax of CHF 13,049 million and a net profit attributable to UBS shareholders of CHF 14,029 million. The Financial Businesses (excluding Industrial Holdings) achieved a net profit attributable to UBS shareholders of CHF 13,517 million. Total consolidated assets increased by CHF 323.2 billion to reach a new total of CHF 2,060.3 billion. Equity attributable to UBS shareholders totalled CHF 44.3 billion.

Parent Company net profit was CHF 13,497 million. Total operating income of CHF 26,462 million and total operating expenses of CHF 15,112 million resulted in an operating profit of CHF 11,350 million. Depreciations, write-offs and provisions amounted to CHF 1,292 million, extraordinary income to CHF 5,274 million, and taxes to CHF 1,835 million.

In its reports to the Annual General Meeting, Ernst & Young Ltd., as Group and Statutory Auditors, recommended without qualification that the Group and Parent Company Accounts be approved. The Group Auditors confirm that in their opinion the Group Financial Statements accurately reflect the consolidated financial position of UBS AG and the consolidated results of operations and cash flows, in conformity with the International Financial Reporting Standards (IFRS) and that they comply with Swiss law. With respect to the Parent Company, the Statutory Auditors confirm that the accounting records and financial statements and the proposal of the Board of Directors relating to the proposed appropriation of available earnings comply with Swiss law and with the Articles of Association of UBS AG.

Item 2

Appropriation of Retained Earnings Dividend for Financial Year 2005

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

Profit for the financial year 2005 as per the income statement	CHF	13,497 million
Appropriation to general statutory reserves	CHF	334 million
Proposed dividends	CHF	3,375 million
Appropriation to other reserves	CHF	9,788 million
Total appropriation	CHF	13,497 million

The Board of Directors proposes distribution of a gross dividend of CHF 3.20 per share. Treasury shares held by UBS AG on the record date are not entitled to dividends.

B. Explanations
The proposal of the Board of Directors to distribute a gross dividend of CHF 3.20 per share, an increase of 7% from the previous year, reflects the excellent financial results achieved in 2005 and the firm's policy of returning excess capital to its shareholders. The proposal is also an indication of the Board of Directors' and the Group Executive Board's confidence in the future of UBS. In addition to the proposed dividend under Agenda Item 5.3, the Board of Directors proposes a par value repayment in the amount of CHF 0.60.

Provided that the proposal of the Board of Directors is approved, on 24 April 2006 a distribution of CHF 2.08 per share (after deduction of 35% Swiss withholding tax) will be made to all shareholders on record as of 19 April 2006. The shares will be traded ex dividend on 20 April 2006.

Item 3

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

Motion
The Board of Directors proposes that the discharge of the members of the Board of Directors and the Group Executive Board for the financial year 2005 be approved.

Item 4

Elections

4.1. Re-election of Board Members

4.1.1. Re-election of Rolf A. Meyer

A. Motion
The Board of Directors proposes that Rolf A. Meyer be re-elected for an additional three-year term of office.

B. Explanations
The term of office of Rolf A. Meyer expires at the 2006 Annual General Meeting. He is prepared to stand for re-election.

Rolf A. Meyer (1943) was elected to the Board of Directors at the 1998 Annual General Meeting. He has chaired the Compensation Committee since 2001 and has been a member of the Audit Committee since 2002. Rolf A. Meyer was President and CEO of Ciba Specialty Chemicals Holding AG until November 2000. Since then he has been a member of various boards.

A more detailed CV may be found in the "Handbook 2005/2006" as well as on the internet under *www.ubs.com/boards.*

4.1.2. Re-election of Ernesto Bertarelli

A. Motion
The Board of Directors proposes that Ernesto Bertarelli be re-elected for an additional three-year term of office.

B. Explanations
The term of office of Ernesto Bertarelli expires at the 2006 Annual General Meeting. He is prepared to stand for re-election.

Ernesto Bertarelli (1965) was elected to the Board of Directors at the 2002 Annual General Meeting and has been a member of the Nominating Committee since 2005. Since 1996 he has been CEO of Serono International SA, Geneva, where he has worked since 1985.

A more detailed CV may be found in the "Handbook 2005/2006" as well as on the internet under *www.ubs.com/boards.*

4.2. Election of new Board Members

The term of office of Peter Böckli, who has been non-executive Vice-Chairman of the Board of Directors since 2002, expires at the 2006 Annual General Meeting. As he will be reaching retirement age in 2006, he will not be standing for re-election.

4.2.1. Election of Gabrielle Kaufmann-Kohler

A. Motion
The Board of Directors proposes that Gabrielle Kaufmann-Kohler be elected to the Board of Directors as a non-executive member for a three-year term of office.

B. Explanations
Gabrielle Kaufmann-Kohler (1952) has been a partner at the law firm Schellenberg Wittmer and a professor of international private law at the University of Geneva since 1996. From 1985 to 1995 she was a partner at the law firm Baker & McKenzie. She is a member of the Geneva Bar (since 1976) and of the New York State Bar (since 1981) and is known worldwide for her expertise in international arbitration. She has participated in over 120 international arbitrations over the course of her career. In addition to her membership in numerous international committees, she is the honorary president of the Swiss Arbitration Association. Gabrielle Kaufmann-Kohler completed her legal studies at the University of Basel in 1977 and received her doctorate from the same institution in 1979. She is a Swiss citizen.

4.2.2. Election of Joerg Wolle

A. Motion
The Board of Directors proposes that Joerg Wolle be elected to the Board of Directors as a non-executive member for a three-year term of office.

B. Explanations
Joerg Wolle (1957) was appointed Chairman and CEO of DSKH Holding Ltd. in 2002. DSKH is a Swiss-based services group that was established pursuant to the merger of Diethelm Keller Services Asia and SiberHegner. Joerg Wolle worked for SiberHegner in various capacities beginning in 1991. He spent his first four years in Asia as the Director of Marketing and Sales, and came to Switzerland in 1995 as a member of the executive management. From 2000 until the merger with Diethelm Keller in 2002, he was Chairman and CEO of SiberHegner Holding AG. Joerg Wolle completed his studies in engineering in 1983 and received his doctorate in 1987 from the Technical University of Chemnitz in Germany. Joerg Wolle is a German citizen.

In addition to his professional responsibilities, Joerg Wolle serves as President of the Swiss-Chinese Chamber of Commerce.

4.3. Election of the 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
Upon the recommendation of the Audit Committee, the Board of Directors proposes that Ernst & Young Ltd., Basel, be re-elected for a further one-year term of office as Group and Statutory Auditors. Ernst & Young Ltd. have confirmed to the Audit Committee of the Board of Directors that they possess the level of independence required to take on this role and that their independence will not be affected by additional mandates performed for UBS AG. Any such additional mandates will require pre-approval by the Audit Committee. Ernst & Young Ltd. further confirms that they did not provide any services for UBS prohibited by the US Securities and Exchange Commission (SEC) for a company's principal auditor.

Ernst & Young Ltd. have been responsible for UBS AG audits since the merger in 1998. Further information concerning the independence of the auditors, the costs of the audit, and the lead auditors is available in the "Handbook 2005/2006."

4.4. Election of the Special Auditors

A. Motion
The Board of Directors proposes that BDO Visura, Zurich, be elected for a three-year term of office as Special Auditors.

B. Explanations
Upon the recommendation of the Audit Committee, the Board of Directors proposes that BDO Visura, Zurich, be elected for a three-year term of office as Special Auditors. In accordance with Article 31 para. 3 of the Articles of Association, Special Auditors are responsible for providing the legally required opinions in cases of capital increases. Pursuant to SEC regulations intended to guarantee independent audits, such opinions may not be provided by the principal auditors.

Item 5

Capital Reduction, Share Buyback Program, Par Value Repayment and Share Split

5.1. Cancellation of Shares Repurchased under the 2005/2006 Share Buyback Program

A. Motion
The Board of Directors proposes that the 37,100,000 shares repurchased under the buyback program that was authorized by the 2005 Annual General Meeting be cancelled and that, as a result, the share capital of UBS AG be reduced by CHF 29,680,000.00.

Article 4 para. 1 of the Articles of Association shall be amended accordingly.

B. Explanations
The Annual General Meeting on 21 April 2005 authorized the Board of Directors to buy back a maximum of CHF 5 billion worth of UBS shares via a second trading line on virt-x, in order to subsequently cancel them. As of 7 March 2006, 37,100,000 shares, with an overall market value of CHF 4,026,420,553, had been repurchased. The average purchase price was CHF 108.53 per share (rounded). The value of the shares repurchased under the program was less than the maximum value authorized by the Annual General Meeting.

The Board of Directors now proposes that the Annual General Meeting approve the cancellation of the 37,100,000 repurchased shares and that the share capital in Article 4 para. 1 of the Articles of Association be reduced accordingly.

Ernst & Young Ltd. as Statutory Auditors have confirmed in a special audit report prepared for the Annual General Meeting that, as of 31 December 2005, the claims of creditors would be covered and the liquidity of the Bank assured even with the proposed reduction in capital.

5.2. Approval of a New Share Buyback Program for 2006/2007

A. Motion
The Board of Directors proposes approval of the following resolution:

"The Board of Directors is hereby authorized to buy back a maximum amount of CHF 5 billion in UBS shares via a second trading line on virt-x. These shares are to be cancelled definitively and are thus not subject to the 10% threshold for UBS's 'own shares' within the meaning of Article 659 of the Swiss Code of Obligations. The necessary amendment of the Articles of Association (reduction of share capital) shall be submitted to the Annual General Meeting in 2007 for approval."

B. Explanations
In order to ensure the most efficient capital management, the future repurchasing of shares for cancellation is advisable, to the extent that the capitalization of the Bank so permits. The Board of Directors thus proposes that the Annual General Meeting authorize the repurchase of a maximum value of CHF 5 billion in UBS shares. This new buyback program for 2006/2007 was announced on 14 February 2006.

The Board of Directors has again decided to proceed in two stages, with the shareholders voting on the general issue at the first Annual General Meeting and deciding on the definitive cancellation of the shares at the following Annual General Meeting. The benefit of this procedure is that 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 thus provides the Company with greater flexibility, which is in the interests of efficient capital management and of the ongoing trading activities of the Bank.

Ernst & Young Ltd. as Statutory Auditors have confirmed in a special audit report prepared for the Board of Directors that, from today's point of view, the claims of creditors would be covered and the liquidity of the bank assured even with this proposed additional reduction in capital.

5.3. One-time Payout in the Form of a Par Value Repayment

A. Motion
The Board of Directors proposes that, in addition to the distribution of a dividend, a par value repayment in the amount of CHF 0.60 per issued share be made for the year 2005.

Article 4 para. 1 and Article 4a of the Articles of Association shall be amended accordingly.

B. Explanations
As a result of the sale of UBS AG's private banks and GAM (SBC Wealth Management Group) to Julius Bär in 2005, UBS AG made an extraordinary post-tax profit of approximately CHF 3.7 billion. By means of a unique tax-favored payout, UBS shareholders will further share these profits, in addition to the already increased dividend of CHF 3.20 pursuant to Agenda Item 2. The Board of Directors therefore proposes that a repayment of CHF 0.60 per share be made to shareholders by means of a reduction in the par value from CHF 0.80 to CHF 0.20 for all registered shares. This payout will not be subject to the 35% federal withholding tax and private individuals in Switzerland will not be subject to the Swiss personal income tax. Subject to the approval by the shareholders and the entry of the capital reduction and the par value repayment in the Commercial Register, the payout will be made on 12 July 2006, to those shareholders in possession of UBS shares on 7 July 2006.

5.4. Share Split

A. Motion
The Board of Directors proposes that upon completion of the capital reduction and the par value repayment, the par value of the shares then issued be split at a 1:2 ratio and that the number of shares be increased accordingly.

Article 4 para. 1 and Article 4a of the Articles of Association shall be amended accordingly.

B. Explanations
Following the proposed 1:2 split, the UBS share will have a par value of CHF 0.10 and a market value more in line with that of its global peer group. A lower market value will enhance the tradability and liquidity of the shares.

5.5. Amendments to the Articles of Association

5.5.1. Amendments to Art. 4 para. 1 and Art. 4a of the Articles of Association

A. Motion
To the extent that the Annual General Meeting approves the proposals of the Board of Directors set forth in Agenda Items 5.1, 5.3, and 5.4, the Board of Directors proposes that Article 4 para. 1 and Article 4a of the Articles of Association be amended as follows:

Article 4 para. 1
The share capital of the Corporation is CHF 210,306,504.40 (two hundred and ten million, three hundred and six thousand, five hundred and four Swiss francs and forty centimes), divided into 2,103,065,044 registered shares with a par value of CHF 0.10 each. The share capital is fully paid up.

Article 4a
Employee stock ownership plan of Paine Webber Group Inc., New York ("PaineWebber")
The share capital will be increased, under exclusion of shareholders' pre-emptive rights, by a maximum of CHF 364,700.20, corresponding to a maximum of 3,647,002 registered shares of CHF 0.10 par value each (which must be fully paid up) through the exercise of option rights granted to the employees of PaineWebber, which were rolled over according to the merger agreement of 12 July 2000. The subscription ratio, time limits and further details were determined by PaineWebber and taken over by UBS AG. The purchase of shares through the exercise of option rights as well as any subsequent transfer of the shares are subject to the registration restrictions set out in Article 5 of these Articles of Association.

B. Explanations
The amended Article 4 para. 1 and Article 4a of the Articles of Association are the result of the proposals set forth in Agenda Items 5.1, 5.3, and 5.4, namely:

1. The reduction of capital in the amount of CHF 29,680,000.00 by means of a cancellation of the shares repurchased via a second trading line (for Article 4 para. 1 of the Articles of Association only);
2. The reduction of capital by means of the par value repayment to the shareholders in an amount of CHF 630,919,513.20; and
3. The share split at a 1:2 ratio.

In the event that the shareholders should reject certain of the proposals set forth in Agenda Items 5.1, 5.3, or 5.4, Article 4 para.1 and Article 4a of the Articles of Association will be amended accordingly. Should all the proposals of the Board of Directors set forth in Agenda Items 5.1, 5.3, and 5.4 be approved, then the amendments to the Articles of Association resolved in Agenda Item 5.5 will only be entered into the Commercial Register after the completion of the reduction in capital and par value payout pursuant to Agenda Item 5.1 and 5.3 (i.e. after the two month waiting period required by law).

5.5.2. Reduction of the Threshold Value for Agenda Item Requests (Article 12 para. 1 of the Articles of Association)

A. Motion
To the extent that the Annual General Meeting approves the Board of Directors' proposal set forth in Agenda Item 5.3, the Board of Directors proposes that Article 12 para. 1 of the Articles of Association be amended as follows:

Article 12 para. 1
Shareholders representing shares with an aggregate par value of CHF 62,500 may submit proposals for matters to be placed on the agenda for consideration by the Annual General Meeting, provided that their proposals are submitted in writing within the deadline published by the Corporation and include the actual motion(s) to be put forward.

B. Explanations
To the extent that the Annual General Meeting approves the par value payout as proposed by the Board of Directors in Agenda Item 5.3, the threshold value for the submission of agenda item requests should be reduced as well. The reduction shall be proportional to the reduction in share capital, so that 312,500 registered shares (625,000 registered shares after the share split) continue to be entitled to demand the inclusion of an item on the agenda. Through this measure, the Board of Directors seeks to ensure that the rights of shareholders are not reduced as a result of the par value reduction.

The amended Article 12 para. 1 of the Articles of Association will only be entered into the Commercial Register together with the approved par value payout set forth in Agenda Item 5.3.

Item 6

Creation of Conditional Capital
Approval of Article 4a para. 2 of the Articles of Association

A. Motion
The Board of Directors proposes the creation of conditional capital in a maximum amount of CHF 15,000,000 by means of the following addition to the Articles of Association.

The current Article 4a of the Articles of Association will be renamed Article 4a para. 1 of the Articles of Association.

Article 4a para. 2 (new)
Employee participation plan UBS AG
The share capital may be increased by a maximum of CHF 15,000,000 through the issuance of a maximum of 150,000,000 fully paid registered shares with a par value of CHF 0.10 each upon exercise of employee options issued to employees and members of the management and of the Board of Directors of the Corporation and its subsidiaries. The pre-emptive rights and the advance subscription rights of the shareholders shall be excluded. The issuance of these options to employees and members of the management and of the Boards of Directors of the Corporation and its subsidiaries will take place in accordance with the plan rules issued by the Board of Directors and its Compensation Committee. The acquisition of shares through the exercise of option rights as well as every subsequent transfer of these shares shall be subject to the registration requirements set forth in Article 5 of the Articles of Association.

B. Explanations
For the past two years, UBS AG has issued approximately 25,000,000 options per year to employees and members of the Board of Directors in order to enhance their identification with the Corporation. UBS AG will continue the targeted use of options as a long-term incentive and as a means to motivate employees to invest further in UBS shares. As a rule, the allocation of options is the responsibility of the Compensation Committee of the Board of Directors. The Compensation Committee sets the strike price at an amount equal to or higher (namely for the top management) than the share price of the registered shares on the grant date of the options. As of 1 January 2005, the costs of the allocated options have been registered as personnel expenditures in UBS's income statement. Until now, these options were serviced with treasury shares. The creation of conditional capital increases UBS's flexibility to manage its capital. The conditional capital will be used for future issuances of options.

The new Article 4a para. 2 of the Articles of Association shall be recorded in the Commercial Register together with the amendments to the Articles of Association approved under Agenda Item 5.5. In the event that the shareholders reject individual proposals of the Board of Directors as set forth in Agenda Items 5.3 or 5.4, Article 4a para. 2 of the Articles of Association will be amended accordingly.

UBS

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