

# UBS AG

## Annual Report on Form 20-F

For the year ended 31 December 2002

THIS VERSION CONTAINS ONLY THE ADDITIONAL DISCLOSURE  
WHICH IS MADE ONLY IN THE FORM 20-F.

THE FULL ANNUAL REPORT ON FORM 20-F ADDITIONALLY INCLUDES:

- A) UBS's FINANCIAL REPORT 2002
- B) UBS's HANDBOOK 2002/2003
- C) APPENDICES

IF YOU WOULD LIKE A COPY OF THE FULL DOCUMENT, PLEASE VISIT: [WWW.UBS.COM/INVESTORS](http://WWW.UBS.COM/INVESTORS)

MARCH 2003

**UBS AG**  
P.O. Box  
CH-8098 Zurich  
[www.ubs.com](http://www.ubs.com)

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 20-F**

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from                      to                      .

Commission file number: 1-15060

**UBS AG**

(Exact Name of Registrant as Specified in Its Charter)

**Switzerland**

(Jurisdiction of Incorporation or Organization)

**Bahnhofstrasse 45  
CH-8098 Zurich, Switzerland**

**and**

**Aeschenvorstadt 1,  
CH-4051 Basel, Switzerland**  
(Address of Principal Executive Offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Please see the following page.

Securities registered or to be registered pursuant to Section 12 (g) of the Act:

None.

Securities for which there is a reporting obligation pursuant to Section 15 (d) of the Act:

Please see the following page.

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of 31 December 2002:

Ordinary shares, par value CHF 0.80 per share: 1,256,297,678 ordinary shares  
(including 97,181,094 treasury shares)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes

No

Indicate by check mark which financial statement item the registrant has elected to follow.

Item 17

Item 18

**Securities registered or to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
Ordinary Shares (par value of CHF 0.80 each)	New York Stock Exchange
7.25% Noncumulative Trust Preferred Securities	New York Stock Exchange
7.25% Noncumulative Company Preferred Securities	New York Stock Exchange*
Subordinated Guarantee of UBS AG with respect to Company Preferred Securities	New York Stock Exchange*
\$80,000,000 BULs due April 10, 2003	American Stock Exchange
\$40,000,000 BULs due April 28, 2003	American Stock Exchange
\$32,000,000 BULs due May 16, 2003	American Stock Exchange
\$54,000,000 BULs due September 1, 2006	American Stock Exchange
\$4,500,000 BULs due October 17, 2006	American Stock Exchange
\$46,000,000 PPNs due May 4, 2005	American Stock Exchange
\$16,500,000 PPNs due June 3, 2005	American Stock Exchange
\$8,129,000 PPNs due November 3, 2005	American Stock Exchange
\$8,961,000 PPNs due December 5, 2005	American Stock Exchange
\$31,517,000 PPNs due November 5, 2007	American Stock Exchange
\$52,000,000 PPNs due November 7, 2007	American Stock Exchange
\$14,500,000 PPNs due December 7, 2007	American Stock Exchange
\$20,000,000 PPNs due February 7, 2008	American Stock Exchange
\$16,000,000 PPNs due February 28, 2008	American Stock Exchange
\$9,000,000 PPNs due April 25, 2009	American Stock Exchange
\$6,900,000 PPNs due May 29, 2009	American Stock Exchange
\$12,660,000 PPNs due September 8, 2010	American Stock Exchange
\$17,842,000 PPNs due October 7, 2011	American Stock Exchange
\$63,000,000 EASs due December 2, 2003	American Stock Exchange
\$35,000,000 EASs due January 15, 2004	American Stock Exchange
\$7,300,000 EASs due February 4, 2004	American Stock Exchange
\$6,800,000 EASs due March 3, 2004	American Stock Exchange

**Securities registered or to be registered pursuant to Section 12(g) of the Act:**

None

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:**

8.622% Noncumulative Trust Preferred Securities  
 8.622% Noncumulative Company Preferred Securities  
 7.247% Noncumulative Trust Preferred Securities  
 7.247% Noncumulative Company Preferred Securities  
 Subordinated Guarantee of UBS AG with respect to Company Preferred Securities  
 \$14,000,000 Equity Linked Notes due February 1, 2007  
 \$4,976,000 Equity Linked Notes due June 20, 2007  
 \$150,000,000 Variable Rate Credit Linked Notes due October 24, 2003  
 \$1,667,000 12.5% GOALs due June 23, 2003  
 Guarantees with respect to certain securities of UBS Americas Inc.

\* Not for trading, but solely in connection with the registration of the corresponding Trust Preferred Securities.

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## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This annual report contains statements that constitute “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934. The Private Securities Litigation Reform Act of 1995 provides a “safe harbor” for forward-looking information to encourage companies to provide prospective information about themselves without fear of litigation so long as the information is identified as forward-looking and is accompanied by meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those projected in the information. The words “anticipate”, “believe”, “expect”, “estimate”, “intend”, “plan”, “should”, “could”, “may” and other similar expressions are used in connection with forward-looking statements. In this annual report, forward-looking statements may, without limitation, relate to:

- The implementation of strategic initiatives, such as the implementation of the European wealth management strategy and our plans to continue to expand our corporate finance business;
- The development of revenues overall and within specific business areas, including the possibility of further losses in UBS Capital in 2003;
- The development of operating expenses;
- The anticipated level of capital expenditures and associated depreciation expense;
- The expected impact of the risks that affect UBS’s business, including the risk of loss resulting from the default of an obligor or counterparty;
- Expected credit losses based upon UBS’s credit review; and
- Other statements relating to UBS’s future business development and economic performance.

There can be no assurance that forward-looking statements will approximate actual experience. Several important factors exist that could cause UBS’s actual results to differ materially from expected results as described in the forward-looking statements. Such factors include:

- General economic conditions, including prevailing interest rates and performance of financial markets, which may affect demand for products and services and the value of our assets;
- Changes in UBS’s expenses associated with acquisitions and dispositions;
- General competitive factors, locally, nationally, regionally and globally;
- Industry consolidation and competition;
- Changes affecting the banking industry generally and UBS’s banking operations specifically, including asset quality;
- Developments in technology;
- Credit ratings and the financial position of obligors and counterparties;
- UBS’s ability to control risk in its businesses;
- Changes in tax laws in the countries in which UBS operates, which could adversely affect the tax advantages of certain of UBS’s products or subject it to increased taxation;
- Changes in accounting standards applicable to UBS, as more fully described below;
- Changes in investor confidence in the future performance of financial markets, affecting the level of transactions they undertake, and hence the levels of transaction-based fees UBS earns;

- Changes in the market value of securities held by UBS's clients, affecting the level of asset-based fees UBS can earn on the services it provides; and
- Changes in currency exchange rates, including the exchange rate for the Swiss franc into US dollars.

UBS is not under any obligation to (and expressly disclaims any such obligations to) update or alter its forward-looking statements, whether as a result of new information, future events, or otherwise.

#### **The effect of future changes in accounting standards**

Included in the Notes to the Financial Statements is a description of the expected effect of accounting standards that have been issued but have not yet been adopted, for both IFRS and US GAAP.

Although we believe that description includes all significant matters that have been approved by the IASB and the FASB, those standard-setting bodies have a large number of projects in process that could result in significant new accounting standards or significant changes to existing standards.

This increased level of activity includes normal ongoing development and efforts to improve the existing body of accounting standards, and also is in response to a number of perceived deficiencies in accounting standards exemplified by reported abuses by various companies.

We believe it is likely that several new accounting standards will be issued in the near future, and that those new standards could have a significant effect on our reported results of operations and financial position, but cannot predict the precise nature or amounts of any such changes.

## PART I

### Item 1. Identity of Directors, Senior Management and Advisors.

Not required because this Form 20-F is filed as an annual report.

### Item 2. Offer Statistics and Expected Timetable.

Not required because this Form 20-F is filed as an annual report.

### Item 3. Key Information.

#### A—Selected Financial Data.

Please see pages 195 to 199 of the attached Financial Report 2002.

#### Ratio of Earnings to Fixed Charges

Please see page 199 of the attached Financial Report 2002, and Exhibit 7 to this Form 20-F.

#### B—Capitalization and Indebtedness.

Not required because this Form 20-F is filed as an annual report.

#### C—Reasons for the Offer and Use of Proceeds.

Not required because this Form 20-F is filed as an annual report.

#### D—Risk Factors.

Please see pages 16 and 17 of the attached Financial Report 2002

### Item 4. Information on the Company.

#### A—History and Development of the Company.

- |      |   |
|------|---|
| 1-3  | Please see page 6 of the attached Handbook 2002/2003 and page 6 of the attached Financial Report 2002.  |
| 4    | Please see pages 18 and 19 of the attached Handbook 2002/2003.  |
| 5, 6 | Please see the section <i>Information for Readers</i> on pages 8 to 15 of the attached Financial Report 2002, in particular, subsections <i>PaineWebber merger</i> , <i>Restructuring provision</i> and <i>Significant financial events</i> ; also see section <i>Group Results</i> on pages 20 to 32 of the attached Financial Report 2002, in particular, the subsections regarding PaineWebber merger-related costs. |
| 7    | Not applicable.   |

#### B—Business Overview.

- |               |  |
|---------------|--|
| 1, 2, 3, 5, 7 | Please see section <i>The Business Groups</i> on pages 21 to 51 of the attached Handbook 2002/2003 and the section <i>Seasonal Characteristics</i> on page 39 of the attached Financial Report 2002. For a breakdown of revenues by category of activity and geographic market for each of the last three financial years, please refer to Notes 2a and 2b to the Financial Statements, on pages 96 to 99 of the attached Financial Report 2002. |
| 4, 6          | Not applicable.  |
| 8             | Please see the section <i>Regulation and Supervision</i> on pages 117 to 120 of the attached Handbook 2002/2003.   |



## **C—Organizational Structure.**

Please see Note 35 to the Financial Statements on pages 153 to 156 of the attached Financial Report 2002.

## **D—Property, Plant and Equipment.**

Please see the section *Property, Plant and Equipment* on page 199 of the attached Financial Report 2002.

## **Information Required by Industry Guide 3**

Please see pages 200 to 216 of the attached Financial Report 2002.

## **Item 5. Operating and Financial Review and Prospects.**

### **A—Operating Results.**

Please see sections *Information for Readers*, *Group Financial Review* and *Review of Business Group Performance* on pages 8 to 74 of the attached Financial Report 2002.

Please also see Note 39 to the Financial Statements *Reconciliation of International Financial Reporting Standards (IFRS) to United States Generally Accepted Accounting Principles (US GAAP)* on pages 160 to 171 of the attached Financial Report 2002 and the *Currency management* subsection of the *Group Treasury* section, on pages 84 to 85 of the attached Handbook 2002/2003.

### **B—Liquidity and Capital Resources.**

We believe that our working capital is sufficient for the company's present requirements.

Group liquidity and capital management is undertaken at UBS by Group Treasury as an integrated asset and liability management function. For a detailed discussion of Group Treasury's functions and results, including our capital resources, please see pages 78 to 87 of the attached Handbook 2002/2003, and Note 18 to the Financial Statements *Debt Issued* on pages 114 to 119 of the attached Financial Report 2002.

For a discussion of UBS Group's balance sheet and cash flows, please see pages 26 to 28 of the attached Financial Report 2002.

For a discussion of UBS's long term credit ratings, please see the *Capital Strength* subsection of the section *Strategy, Structure and History* on pages 10 and 11 of the attached Handbook 2002/2003.

### **C—Research and Development, Patents and Licenses, etc.**

Not applicable.

### **D—Trend Information.**

Please see *Outlook 2003* subsection of the section *Group Results* on page 28 of the attached Financial Report 2002, and pages 15, 37, 42 and 49 of the attached Handbook 2002/2003, which contain more detailed trend information.

## **Item 6. Directors, Senior Management and Employees.**

### **A—Directors and Senior Management.**

1, 2, 3                    Please see pages 95 to 103 of the attached Handbook 2002/2003.

4 and 5                    None.

### **B—Compensation.**

Please see the *Compensation, Shareholdings and Loans* section on pages 104 to 108 of the attached Handbook 2002/2003 and also Notes 32 and 33 to the Financial Statements on pages 147 to 152 of the attached Financial Report 2002.

### **C—Board Practices.**

Please see pages 95 to 100 of the attached Handbook 2002/2003 and Note 33 to the Financial Statements on pages 151 to 152 of the attached Financial Report 2002.

**D—Employees.**

Please see page 25 of the attached Financial Report 2002 and the charts on page 14 of the attached Handbook 2002/2003.

**E—Share Ownership.**

Please see the section *Compensation, Shareholdings and Loans* on pages 104 to 108 of the attached Handbook 2002/2003 and also Notes 32 and 33 to the Financial Statements on pages 147 to 152 of the attached Financial Report 2002.

**Item 7. Major Shareholders and Related Party Transactions.**

**A—Major Shareholders.**

Please see pages 91 to 92 and 139 and 140 of the attached Handbook 2002/2003.

**B—Related Party Transactions.**

For 2002 and 2001, please see Note 33 to the Financial Statements on pages 151 to 152 of the attached Financial Report 2002.

The number of long-term stock options outstanding to members of the Board of Directors, Group Executive Board and Group Managing Board from equity participation plans was 4,693,458 at 31 December 2000.

The total loans and advances receivable were CHF 36 million at 31 December 2000.

The total amounts of shares and warrants held by members of the Board of Directors, Group Executive Board and Group Managing Board were 7,583,184 and 69,504,577 as of 31 December 2000.

**C—Interests of Experts and Counsel.**

Not applicable because this Form 20-F is filed as an annual report.

**Item 8. Financial Information.**

**A—Consolidated Statements and Other Financial Information.**

Please see Item 18 of this Form 20-F.

**B—Significant Changes.**

UBS is not aware of any significant change that has occurred since the date of the annual financial statements included in this Form 20-F.

**Item 9. The Offer and Listing.**

**A—Offer and Listing Details.**

1, 2, 3, 5, 6, 7 Not required because this Form 20-F is filed as an annual report.

4 Please see page 138 of the attached Handbook 2002/2003.

**B—Plan of Distribution**

Not required because this Form 20-F is filed as an annual report.

**C—Markets.**

UBS's shares are traded on the virt-x, the New York Stock Exchange and the Tokyo Stock Exchange. The symbols are shown on page 135 of the attached Handbook 2002/2003.

### **Trading on virt-x**

Since July 2001, Swiss blue chip stocks have no longer been traded on the SWX Swiss Exchange. All trading in the shares of members of the Swiss Market Index (SMI) now takes place on virt-x, although these stocks remain listed on the SWX Swiss Exchange. Altogether, approximately 600 blue-chip stocks representing around 80% of European market capitalization are traded on virt-x, in the currency of their home market.

virt-x is majority owned by the SWX Swiss Exchange. It provides an efficient and cost effective pan-European blue-chip market. It addresses the increasing requirement for equity investment to be conducted on a sectoral basis across Europe rather than being limited to national markets.

virt-x is a Recognized Investment Exchange supervised by the Financial Services Authority in the United Kingdom. It is delivered on the modern, scalable SWX trading platform.

Trading is possible on all target days, as specified by the European Central Bank. The opening hours are 06:00 to 22:00 CET and the trading hours are 09:00 to 17:30 CET. During the after-hours trading phase from 17:30 to 22:00 CET and in the pre-trading phase from 06:00 to 09:00 CET, orders can be entered or deleted. From 09:00 CET, once the opening price is set, trading begins. Orders are executed automatically according to established rules that match bid and asked prices. Regardless of their size or origin, incoming orders are executed on a price/time priority, i.e., in the order of price (first priority) and time received (second priority). Depending on the type of transaction, the order and trade details are also transmitted to data vendors (Reuters, Bloomberg, Telekurs, etc.).

In most cases, each trade triggers an automatic settlement instruction which is routed through one of three central securities depositories (CSD); SIS SEGAINTERSETTLE AG, CRESTCo or Euroclear. Members can choose to settle from one or more account within these CSD's and when counterparties have selected different CSD's, settlement will be cross-border. The introduction of a central counterparty is planned for the beginning of 2003 which will allow optional netting of trades.

All trades executed through the order book settle on a uniform "T+3" basis, meaning that delivery and payment of exchange transactions occur three days after the trade date. The buyer is able to ask virt-x to enforce settlement if the seller has not delivered within two days of the intended settlement date.

Any transaction executed under the rules of virt-x must be reported to virt-x. Order book executions are automatically reported by the trading system. There are separate provisions for the delayed reporting of certain qualifying trades. Individual elements of Portfolio Trades must be reported within one hour while Block Trades and enlarged risk trades must be reported when the business is substantially (80%) complete, or by the end of order book trading that day, unless the trade is agreed one hour or less before the market close, when the Trade must be reported by the end of order book trading on the following market day. Block Trades and Enlarged Risk Trades are subject to minimum trade size criteria. During normal trading hours all other transactions must be reported within three minutes. The Enlarged Risk Trades provisions enable a member to protect a client's interest while the member works a large trade on behalf of the client. The Block Trade provisions allow a member a publication delay when the member has executed a large transaction for a client; the delay gives the member time in which to offset the risk of the large trade.

In the event of extraordinary situations such as large price fluctuations and other situations likely to hamper fair and orderly trading, virt-x may take whatever measures it deems necessary to maintain fair and orderly markets. A listed security may be suspended, the opening of trading in that security may be delayed or continuous trading may be interrupted.

### **Trading on the New York Stock Exchange**

UBS listed its shares on the New York Stock Exchange ("NYSE") on 16 May 2000.

As of 31 December 2002, the equity securities of nearly 2,800 corporations were listed on the NYSE. Non-US issuers, currently over 470 in number with a combined market valuation exceeding USD 4 trillion, are playing an increasingly important role on the NYSE.

The NYSE is open Monday through Friday, 9:30 A.M. - 4:00 P.M., EST.

The NYSE is an agency auction market. Trading at the NYSE takes place by open bids and offers by Exchange members, acting as agents for institutions or individual investors. Buy and sell orders meet directly on the trading floor, and prices are determined by the interplay of supply and demand. In contrast, in the US over-the-counter market, the price is determined by a dealer who buys and sells out of inventory.

At the NYSE, each listed stock is assigned to a single post where the specialist manages the auction process. NYSE members bring all orders for NYSE-listed stocks to the Exchange floor either electronically or through a floor broker. As a result, the flow of buy and sell orders for each stock is funnelled to a single location.

This heavy stream of diverse orders is one of the great strengths of the Exchange. It provides liquidity — the ease with which securities can be bought and sold without wide price fluctuations.

When an investor's transaction is completed, the best price will have been exposed to a wide range of potential buyers and sellers.

Every transaction made at the NYSE is under continuous surveillance during the trading day. Stock Watch, a computer system that searches for unusual trading patterns, alerts NYSE regulatory personnel to possible insider trading abuses or other prohibited trading practices. The NYSE's other regulatory activities include the supervision of member firms to enforce compliance with financial and operational requirements, periodic checks on brokers' sales practices, and the continuous monitoring of specialist operations.

### **Trading on the Tokyo Stock Exchange**

The volume of UBS shares traded on the Tokyo Stock Exchange is negligible in comparison to the volume on virt-x or on the NYSE.

#### **D—Selling Shareholders.**

Not required because this Form 20-F is filed as an annual report.

#### **E—Dilution.**

Not required because this Form 20-F is filed as an annual report.

#### **F—Expenses of the Issue.**

Not required because this Form 20-F is filed as an annual report.

### **Item 10. Additional Information.**

#### **A—Share Capital.**

Not required because this Form 20-F is filed as an annual report.

#### **B—Memorandum and Articles of Association.**

Please see:

- a) Item 14 of our registration statement on Form 20-F filed 9 May 2000. Please see Articles of Association of UBS AG and Organization Regulations of UBS AG filed as Exhibits 1.1 and 1.2, respectively.
- b) The section *Global Registered Share* on pages 134 to 135 of the attached Handbook 2002/2003 which provides details of recent changes relating to the par value of the UBS share.
- c) Pages 7 and 134 of the attached Handbook 2002/2003 which provide details of our new transfer agent in the US, Mellon Investor Services.

#### **C—Material Contracts.**

None.

## **D—Exchange Controls.**

There are no restrictions under UBS's Articles of Association or Swiss law, presently in force, that limit the right of non-resident or foreign owners to hold UBS's securities freely. There are currently no Swiss foreign exchange controls or other Swiss laws restricting the import or export of capital by UBS or its subsidiaries. In addition, there are currently no restrictions under Swiss law affecting the remittance of dividends, interest or other payments to non-resident holders of UBS securities.

## **E—Taxation.**

This section outlines the material Swiss tax and United States federal income tax consequences of the ownership of UBS ordinary shares by a US holder (as defined below) who holds UBS ordinary shares as capital assets. It is designed to explain the major interactions between Swiss and US taxation for US persons who hold UBS shares.

The discussion does not address the tax consequences to persons who hold UBS ordinary shares in particular circumstances, such as tax-exempt entities, banks, financial institutions, insurance companies, broker-dealers, traders in securities that elect to mark to market, holders liable for alternative minimum tax, holders that actually or constructively own 10% or more of the voting stock of UBS, holders that hold UBS ordinary shares as part of a straddle or a hedging or conversion transaction or holders whose functional currency for US tax purposes is not the US dollar. This discussion also does not apply to holders who acquired their UBS ordinary shares pursuant to the exercise of employee stock options or otherwise as compensation or through a tax-qualified retirement plan.

The discussion is based on the tax laws of Switzerland and the United States, including the US Internal Revenue Code of 1986, as amended, its legislative history, existing and proposed regulations under the Internal Revenue Code, published rulings and court decisions, as in effect on the date of this document, as well as the convention between the United States of America and Switzerland, which we call the "Treaty," all of which may be subject to change or change in interpretation, possibly with retroactive effect.

For purposes of this discussion, a "US holder" is any beneficial owner of UBS ordinary shares that is:

- a citizen or resident of the United States,
- a corporation or other entity taxable as a corporation organized under the laws of the United States or any political subdivision of the United States,
- an estate the income of which is subject to United States federal income tax without regard to its source, or
- a trust if a court within the United States is able to exercise primary supervision over the administration of the trust and one or more United States persons have the authority to control all substantial decisions of the trust.

The discussion does not generally address any aspects of Swiss taxation other than income and capital taxation or of United States taxation other than federal income taxation. Holders of UBS shares are urged to consult their tax advisors regarding the United States federal, state and local and the Swiss and other tax consequences of owning and disposing of these shares.

## **Ownership of UBS Ordinary Shares—Swiss Taxation**

### *Dividends and Distributions*

Dividends paid by UBS to a holder of UBS ordinary shares (including dividends on liquidation proceeds and stock dividends) are subject to a Swiss federal withholding tax at a rate of 35%. The withholding tax must be withheld from the gross distribution, and be paid to the Swiss Federal Tax Administration.

A US holder that qualifies for Treaty benefits may apply for a refund of the withholding tax withheld in excess of the 15% Treaty rate. The claim for refund must be filed with the Swiss Federal Tax Administration, Eigerstrasse 65, CH-3003 Berne, Switzerland no later than December 31 of the third year following the end of the calendar year in which the income subject to withholding was due. The form used for obtaining a refund is Swiss Tax Form 82 (82C for companies; 82E for other entities; 82I for individuals), which may be obtained from any Swiss Consulate General in the United States or from the Swiss Federal Tax Administration at the address above. The form must be filled out in triplicate with each copy duly completed and signed before a notary public in the United States. The form must be accompanied by evidence of the deduction of withholding tax withheld at the source.

Repayment of capital in the form of a par value reduction is not subject to Swiss withholding tax.

### *Transfers of UBS Ordinary Shares*

The sale of UBS ordinary shares, whether by Swiss resident or non-resident holders (including US holders), may be subject to a Swiss securities transfer stamp duty of up to 0.15% calculated on the sale proceeds if it occurs through or with a bank or other securities dealer in Switzerland as defined in the Swiss Federal Stamp Tax Act. In addition to the stamp duty, the sale of UBS ordinary shares by or through a member of a recognized stock exchange may be subject to a stock exchange levy. Capital gains realized by a US holder upon the sale of UBS ordinary shares are not subject to Swiss income or gains taxes, unless such US holder holds such shares as business assets of a Swiss business operation qualifying as a permanent establishment for the purposes of the Treaty. In the latter case, gains are taxed at ordinary Swiss individual or corporate income tax rates, as the case may be, and losses are deductible for purposes of Swiss income taxes.

### **Ownership of UBS Ordinary Shares—United States Federal Income Taxation**

#### *Dividends and Distribution*

Subject to the passive foreign investment company rules discussed below, US holders will include in gross income the gross amount of any dividend paid, before reduction for Swiss withholding taxes, by UBS out of its current or accumulated earnings and profits, as determined for United States federal income tax purposes, as ordinary income when the dividend is actually or constructively received by the US holder.

For United States federal income tax purposes, a dividend will include a distribution characterized as a repayment of capital in the form of a par value reduction, if the distribution is made out of current or accumulated earnings and profits, as described above.

Dividends will be income from sources outside the United States for foreign tax credit limitation purposes, but generally will be “passive income” or “financial services income,” which are treated separately from other types of income for foreign tax credit limitation purposes. The dividend will not be eligible for the dividends-received deduction generally allowed to United States corporations in respect of dividends received from other United States corporations. The amount of the dividend distribution included in income of a US holder will be the US dollar value of the Swiss franc payments made, determined at the spot Swiss franc/US dollar rate on the date such dividend distribution is included in the income of the US holder, regardless of whether the payment is in fact converted into US dollars. Generally, any gain or loss resulting from currency exchange fluctuations during the period from the date the dividend distribution is included in income to the date such dividend distribution is converted into US dollars will be treated as ordinary income or loss. Such gain or loss will generally be income or loss from sources within the United States for foreign tax credit limitation purposes. Distributions in excess of current and accumulated earnings and profits, as determined for United States federal income tax purposes, will be treated as a return of capital to the extent of the US holder’s basis in its UBS ordinary shares and thereafter as capital gain.

Subject to certain limitations, the Swiss tax withheld in accordance with the Treaty and paid over to Switzerland will be creditable against the US holder’s United States federal income tax liability. To the extent a refund of the tax withheld is available to a US holder under the laws of Switzerland or under the Treaty, the amount of tax withheld that is refundable will not be eligible for credit against the US holder’s United States federal income tax liability, whether or not the refund is actually obtained.

Stock dividends to US holders that are made as part of a pro rata distribution to all shareholders of UBS generally will not be subject to United States federal income tax. US holders that received a stock dividend that is subject to Swiss tax but not US tax, may not have enough foreign income for US tax purposes to receive the benefit of the foreign tax credit associated with that tax, unless the holder has foreign income from other sources.

### *Transfers of UBS Ordinary Shares*

Subject to the passive foreign investment company rules discussed below, a US holder that sells or otherwise disposes of UBS ordinary shares generally will recognize capital gain or loss for United States federal income tax purposes equal to the difference between the US dollar value of the amount realized and the tax basis, determined in US dollars, in the UBS ordinary shares. Capital gain of a non-corporate US holder is generally taxed at a maximum rate of 20% if the UBS ordinary shares were held for more than one year. The gain or loss will generally be income or loss from sources within the United States for foreign tax credit limitation purposes.

### *Passive Foreign Investment Company Rules*

UBS believes that UBS ordinary shares should not be treated as stock of a passive foreign investment company for United States federal income tax purposes, but this conclusion is a factual determination made annually and thus may be subject to change. In general, UBS will be a passive foreign investment company with respect to a US holder if, for any taxable year in which the US holder held UBS ordinary shares, either at least 75% of the gross income of UBS for the taxable year is passive income or at least 50% of the value, determined on the basis of a quarterly average, of UBS's assets is attributable to assets that produce or are held for the production of passive income. If UBS were to be treated as a passive foreign investment company, then unless a US holder makes a mark-to-market election, gain realized on the sale or other disposition of UBS ordinary shares would in general not be treated as capital gain. Instead, a US holder would be treated as if the holder had realized such gain and certain "excess distributions" ratably over the holder's holding period for the shares and would be taxed at the highest tax rate in effect for each such year to which the gain was allocated, together with an interest charge in respect of the tax attributable to each such year.

**F—Dividends and Paying Agents.**

Not required because this Form 20-F is filed as an annual report.

**G—Statement by Experts.**

Not required because this Form 20-F is filed as an annual report.

**H—Documents on Display.**

UBS files periodic reports and other information with the Securities and Exchange Commission. You may read and copy any document that UBS files with the SEC at the SEC's public reference room at 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of its public reference room. You may also inspect UBS's SEC reports and other information at the New York Stock Exchange, Inc., 20 Broad Street, New York, New York 10005 and the American Stock Exchange LLC, 86 Trinity Place, New York, NY 10006. Some of this information may also be found on the UBS website at [www.ubs.com/investors](http://www.ubs.com/investors).

**I—Subsidiary Information.**

Not applicable.

**Item 11. Quantitative and Qualitative Disclosures About Market Risk.**

**A—Quantitative Information About Market Risk.**

Please see the section *Market Risk* on pages 71 to 75 of the attached Handbook 2002/2003.

**B—Qualitative Information About Market Risk.**

Please see the section *Market Risk* on pages 71 to 75 of the attached Handbook 2002/2003.

**C—Interim Periods.**

Not applicable.

**D—Safe Harbor.**

The safe harbor provided in Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 ("statutory safe harbors") applies to information provided pursuant to paragraphs (a), (b) and (c) of this Item 11.

**E—Small Business Issuers.**

Not applicable.

**Item 12. Description of Securities Other than Equity Securities.**

Not required because this Form 20-F is filed as an annual report.

## PART II

### Item 13. Defaults, Dividend Arrearages and Delinquencies.

There has been no material default in respect of any indebtedness of UBS AG or any of its significant subsidiaries or any arrearages of dividends or any other material delinquency not cured within 30 days relating to any preferred stock of UBS AG or any of its significant subsidiaries.

### Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds.

Not applicable.

### Item 15. Controls and Procedures.

Please see page 116 of the attached Handbook 2002/2003.

### Item 16. [Reserved].

### Item 17. Financial Statements.

Not applicable.

### Item 18. Financial Statements.

The Financial Statements included on pages 77 to 177 of the attached Financial Report 2002 are incorporated by reference herein.

### Item 19. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
1.1.	Articles of Association of UBS AG.
1.2.	Organization Regulations of UBS AG.
2(b)	Instruments defining the rights of the holders of long-term debt issued by UBS AG and its subsidiaries.  We agree to furnish to the SEC upon request, copies of the instruments, including indentures, defining the rights of the holders of our long-term debt and of our subsidiaries' long-term debt.
7.	Statement regarding ratio of earnings to fixed charges.
8.	Significant Subsidiaries of UBS AG.  Please see Note 35 on pages 153 to 156 of the attached Financial Report 2002.
10.	Consent of Ernst & Young Ltd.



## SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

UBS AG

/s/ Peter A. Wuffli

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Name: Peter A. Wuffli

Title: President of the Group Executive Board

/s/ Hugo Schaub

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Name: Hugo Schaub

Title: Group Controller

Date: March 19, 2003

## CERTIFICATIONS UNDER SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Peter A. Wuffli, certify that:

1. I have reviewed this annual report on Form 20-F of UBS AG;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
  - c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: March 19, 2003

/s/ Peter A. Wuffli

Name: Peter A. Wuffli

Title: President of the Group Executive Board  
(principal executive officer)

I, Hugo Schaub, certify that:

1. I have reviewed this annual report on Form 20-F of UBS AG;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
  - c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: March 19, 2003

/s/ Hugo Schaub

Name: Hugo Schaub

Title: Group Controller

(principal accounting officer and  
principal financial officer)

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