

To the Board of Directors of
UBS Group AG, Zurich

Basel, 10 March 2026

Independent auditor's report on the share capital reduction



Opinion

We have conducted an audit in accordance with Art. 653m para. 1 of the Swiss Code of Obligations (CO) based on the financial statements as per 31 December 2025 and the result of the notice to creditors to determine whether the claims of the creditors of UBS Group AG (the Company) are covered in full despite the proposed reduction of the share capital.

In our opinion, the claims of the creditors of the Company are covered in full despite the proposed reduction of the share capital.



Basis for opinion

We conducted our audit in accordance with Swiss Standards on Auditing (SA-CH). Our responsibilities under those standards are further described in the "Auditor's responsibilities" section of our report. We are independent of the Company in accordance with the requirements of the Swiss audit profession, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Board of Directors' responsibilities

The Board of Directors is responsible for the preparation of the financial statements and the execution of the share capital reduction in accordance with the legal provisions, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.



Proposal of the Board of Directors

The Board of Directors proposes to reduce the share capital from currently	USD 334,158,171.40
divided into 3,341,581,714 registered shares with a nominal value of USD 0.10 each, by canceling 63,776,550 registered shares with a nominal value of USD 0.10 per share or a total of	USD 6,377,655.00

to

USD 327,780,516.40

After the reduction, the share capital will be divided into 3,277,805,164 shares with a nominal value of USD 0.10 each.



Auditor's responsibilities

Our objectives are to obtain reasonable assurance about whether the claims of the creditors are covered in full despite the proposed reduction of the share capital, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the proposal of the Board of Directors.

As part of an audit in accordance with SA-CH, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement in the proposal of the Board of Directors, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Ernst & Young Ltd

Kristina Prenrecaj
Licensed audit expert
(Auditor in charge)

Robert Wadley
Certified Public Accountant (U.S.)

Enclosure

Balance Sheet as of 31 December 2025 (before and after the reduction)

Balance sheet of UBS Group AG

In million	Before capital reduction as of 31 December 2025		Capital reduction		Total after capital reduction ¹	
	USD	CHF ²	USD	CHF ²	USD	CHF ²
Assets						
Liquid assets	5,815	4,611			5,815	4,611
Marketable securities	85	67			85	67
Other short-term receivables	9,504	7,536			9,504	7,536
Accrued income and prepaid expenses	1,949	1,545			1,949	1,545
Total current assets	17,354	13,760			17,354	13,760
Investments in subsidiaries	73,276	58,102			73,276	58,102
<i>of which: investment in UBS AG</i>	<i>72,567</i>	<i>57,539</i>			<i>72,567</i>	<i>57,539</i>
Financial assets	116,305	92,220			116,305	92,220
Other non-current assets	954	757			954	757
Total non-current assets	190,535	151,079			190,535	151,079
Total assets	207,888	164,839			207,888	164,839
<i>of which: amounts due from subsidiaries</i>	<i>133,304</i>	<i>105,700</i>			<i>133,304</i>	<i>105,700</i>
Liabilities						
Current interest-bearing liabilities	8,100	6,423			8,100	6,423
Accrued expenses and deferred income	3,436	2,725			3,436	2,725
Total short-term liabilities	11,536	9,147			11,536	9,147
Long-term interest-bearing liabilities	120,598	95,625			120,598	95,625
Compensation-related long-term liabilities	4,677	3,709			4,677	3,709
Other long-term liabilities	504	400			504	400
Total long-term liabilities	125,780	99,733			125,780	99,733
Total liabilities	137,316	108,880			137,316	108,880
<i>of which: amounts due to subsidiaries</i>	<i>1,773</i>	<i>1,406</i>			<i>1,773</i>	<i>1,406</i>
Equity						
Share capital	334	265	(6)	(5)	328	260
Statutory capital reserve	41,662	33,035	(997)	(790)	40,666	32,245
<i>of which: capital contribution reserve</i>	<i>29,037</i>	<i>23,024</i>	<i>(997)</i>	<i>(790)</i>	<i>28,041</i>	<i>22,234</i>
<i>of which: other statutory capital reserve</i>	<i>12,625</i>	<i>10,011</i>			<i>12,625</i>	<i>10,011</i>
Statutory earnings reserve	4	3			4	3
<i>of which: reserve for treasury shares held by subsidiaries</i>	<i>4</i>	<i>3</i>			<i>4</i>	<i>3</i>
Voluntary earnings reserve	23,460	18,602	(997)	(790)	22,464	17,812
Treasury shares	(7,959)	(6,310)	2,000	1,586	(5,959)	(4,725)
<i>of which: against capital contribution reserve</i>	<i>(1,994)</i>	<i>(1,581)</i>	<i>997</i>	<i>790</i>	<i>(997)</i>	<i>(791)</i>
Net profit / (loss)	13,070	10,363			13,070	10,363
Equity attributable to shareholders	70,573	55,958	0	0	70,573	55,958
Total liabilities and equity	207,888	164,839	0	0	207,888	164,839

¹ Reflects the balance sheet of UBS Group AG as disclosed in the standalone financial statements and regulatory information for the year ended 31 December 2025 after the effects of the capital reduction due to cancellation of 63,776,550 shares, as proposed to the Annual General Meeting of Shareholders on 15 April 2026. ² Disclosed in Swiss Francs as additional presentation currency. Amounts in Swiss Francs for shares repurchased under the 2024 and 2025 share repurchase programs may differ from the purchase price due to the applied method of converting US dollar to Swiss Francs for presentation purposes.