

# Final Terms

dated 18 September 2012

replacing the Final Terms dated 3 August 2012

in connection with the Base Prospectus dated 28 November 2011  
(as supplemented from time to time)

of

**UBS AG, London Branch**  
*(the London branch of UBS AG)*



for the issue of

**UBS Express Certificates on Enel**

**ISIN DE000UU19LX0**

These final terms (the "**Final Terms**") provide additional information to the base prospectus (the "**Base Prospectus**", together with the Final Terms the "**Prospectus**") that was prepared in accordance with § 6 of the German Securities Prospectus Act ("**WpPG**").

Placeholders contained in the Base Prospectus were replaced in these Final Terms by concrete data, figures and characteristics of the Security upon their determination in the context of the specific security issue.

For each issue based on the Base Prospectus the Final Terms are published in a separate document that repeats certain information contained in the Base Prospectus in addition to the specific data, figures and characteristics of the specific security issue.

Complete information about the Issuer and the specific security issue require review of the Base Prospectus (as amended by possible supplements) in conjunction with the respective Final Terms.

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## **RISK FACTORS**

The different risk factors associated with an investment in the Securities are outlined below. Which of these are relevant to the Securities issued under the Base Prospectus depends upon a number of interrelated factors, especially the type of Securities and of the Underlying. Investments in the Securities should not be made until all the factors relevant to the Securities have been acknowledged and carefully considered. When making decisions relating to investments in the Securities, potential investors should consider all information contained in the Prospectus and, **if necessary, consult their legal, tax, financial or other advisor.**

### **I. Issuer specific Risks**

As a global financial services provider, the business activities of UBS are affected by the prevailing market situation. Different risk factors can impair the company's ability to implement business strategies and may have a direct, negative impact on earnings. Accordingly, UBS AG's revenues and earnings are and have been subject to fluctuations. The revenues and earnings figures from a specific period, thus, are not evidence of sustainable results. They can change from one year to the next and affect UBS AG's ability to achieve its strategic objectives.

#### **General insolvency risk**

Each investor bears the general risk that the financial situation of the Issuer could deteriorate. The Securities constitute immediate, unsecured and unsubordinated obligations of the Issuer, which, in particular in the case of insolvency of the Issuer, rank *pari passu* with each other and all other current and future unsecured and unsubordinated obligations of the Issuer, with the exception of those that have priority due to mandatory statutory provisions. The obligations of the Issuer created by the Securities are not secured by a system of deposit guarantees or a compensation scheme. In case of an insolvency of the Issuer, Securityholders may, consequently, suffer a **total loss** of their investment in the Securities.

#### **Effect of downgrading of the Issuer's rating**

The general assessment of the Issuer's creditworthiness may affect the value of the Securities. This assessment generally depends on the ratings assigned to the Issuer or its affiliated companies by rating agencies such as Standard & Poor's, Fitch and Moody's. As a result, any downgrading of the Issuer's rating by a rating agency may have a negative impact on the value of the Securities.

#### **Regulatory and legislative changes may adversely affect UBS's business and ability to execute its strategic plans**

Fundamental changes in the laws and regulations affecting financial institutions could have a material and adverse effect on UBS's business. In the wake of the recent financial crisis, and in light of the current instability in global financial markets, regulators and legislators have proposed, adopted, or are actively considering, a wide range of changes to these laws and regulations. The measures are generally designed to address the perceived causes of the crisis and to limit the systemic risks posed by major financial institutions. These measures include the following:

- significantly higher regulatory capital requirements;
- changes in the definition and calculation of regulatory capital, including the capital treatment of certain capital instruments issued by UBS and other banks;
- changes in the calculation of risk-weighted assets ("**RWA**");
- new or significantly enhanced liquidity requirements;
- requirements to maintain liquidity and capital in multiple jurisdictions where activities are conducted and booked;
- imitations on principal trading and other activities;
- new licensing, registration and compliance regimes;
- limitations on risk concentrations and maximum levels of risk;
- taxes and government levies that would effectively limit balance sheet growth;

- a variety of measures constraining, taxing or imposing additional requirements relating to compensation;
- requirements to adopt structural and other changes designed to reduce systemic risk and to make major financial institutions easier to wind down or disassemble.

A number of measures have been adopted and will be implemented in the next several years; some are subject to legislative action or to further rulemaking by regulatory authorities before final implementation. As a result, there is a high level of uncertainty regarding a number of the measures referred to above, including the timing of their implementation.

Notwithstanding attempts by regulators to coordinate their efforts, the proposals differ by jurisdiction and therefore enhanced regulation may be imposed in a manner that makes it more difficult to manage a global institution. The absence of a coordinated approach is also likely to disadvantage certain banks, such as UBS, as they attempt to compete with less strictly regulated financial institutions and unregulated non-bank competitors.

In September 2011, the Swiss parliament adopted the “too-big-to-fail” law to address the issues posed by large banks. The law became effective on 1 March 2012. Accordingly, Swiss regulatory change efforts are generally proceeding more quickly than those in other major jurisdictions, and the Swiss Financial Market Supervisory Authority (“**FINMA**”), the Swiss National Bank (“**SNB**”) and the Swiss Federal Council are implementing requirements that are significantly more onerous and restrictive for major Swiss banks, such as UBS, than those adopted, proposed or publicly espoused by regulatory authorities in other major global banking centers.

The Swiss Federal Department of Finance has consulted on proposed changes to the banking ordinance and capital adequacy ordinance. These ordinances, when final, could in effect result in higher capital adequacy requirements than the 19 % of RWA that has been publicly discussed. In particular, de facto higher capital requirements (to be fulfilled at the level of the Group and the parent holding systemically relevant functions) may be the result of the leverage ratio if implemented as currently proposed, or of the planned early implementation in Switzerland of the anticyclical buffer requirement recommended by the Basel Committee on Banking Supervision. In addition, the Swiss Government’s proposed changes to the risk weighting of residential mortgages would significantly increase the capital requirements for UBS’s Swiss mortgage book.

The new ordinances will, among other things, contain provisions regarding emergency plans for systemically important functions, recovery and resolution planning and intervention measures that may be triggered when certain capital thresholds are breached. Those intervention levels may be set at higher capital levels than under current law, and may depend upon the capital structure and type of buffer capital the bank will have to issue to meet the specific Swiss requirements (6 % to cover systemic risk in addition to the 13 % to be required due to the combination of Basel III and the “Swiss finish”). The Swiss Federal Council will have to present the revised ordinances to the Swiss parliament for approval; the ordinances are expected to come into force on 1 January 2013.

If UBS is not able to demonstrate that its systemically relevant functions in Switzerland can be maintained even in case of a threatened insolvency, FINMA may impose more onerous requirements on UBS. Although the actions that FINMA may take in such circumstances are not yet defined, UBS could be required directly or indirectly, for example, to alter its legal structure (e.g., separate lines of business into dedicated entities, possibly with limitations on intra-group funding and guarantees), or in some manner to reduce business risk levels.

Regulatory changes in other locations in which UBS operates may subject it to requirements to move activities from UBS AG branches into subsidiaries, which in turn creates operational, risk control, capital and tax inefficiencies, as well as higher local capital requirements and potentially client and counterparty concerns about the credit quality of the subsidiary. Such changes could also negatively impact UBS’s funding model and severely limit UBS’s booking flexibility. For example, UBS has significant operations in the UK and uses London as a global booking center for many types of products. The UK Independent Commission on Banking (“**ICB**”) has recommended structural and non-structural reform of the banking sector to promote financial stability and competition. Key measures proposed include the ring-fencing of retail activities in the UK, additional common equity tier 1 capital requirements of up to 3 % of RWA for retail banks, and the issuance of debt subject to “bail-in” provisions. Such measures could have a material effect on UBS’s businesses located or booked in the UK, although the applicability and implications of such changes to offices and subsidiaries of foreign banks are not yet entirely clear. Already, UBS is being required by regulatory authorities to increase the capitalization of its

UK bank subsidiary, UBS Limited, and expects to be required to change its booking practices to reduce or even eliminate its utilization of UBS AG London branch as a global booking center for the Investment Bank.

The adoption of the Dodd-Frank Act in the US will also affect a number of UBS's activities as well as those of other banks. The implementation of the Volcker Rule as of July 2012, for example, is one reason for UBS's announced decision to exit equities proprietary trading business segments within the Investment Bank. For other trading activity, UBS will be required to implement a compliance regime, including the calculation of detailed metrics for each trading book, and may be required to implement a compliance plan globally. Depending on the nature of the final rules, as well as the manner in which they are implemented, the Volcker Rule could have a substantial impact on market liquidity and the economics of market-making activities. The Volcker Rule broadly limits investments and other transactional activities between banks and covered funds. The proposed implementing regulations both expand the scope of covered funds and provide only a very limited exclusion for activities of UBS outside the US. If adopted as proposed, the regulations could limit certain of UBS's activities in relation to funds, particularly outside the US.

Because many of the regulations that must be adopted to implement the Dodd-Frank Act have not yet been finalized, the effect on business booked or conducted by UBS in whole or in part outside the US cannot yet be determined fully.

In addition, in 2009 the G20 countries committed to move all standardized over-the-counter ("**OTC**") derivative contracts on exchange and clear them through central counterparties by the end of 2012. This commitment is being implemented through the Dodd-Frank Act in the US and corresponding legislation in the European Union and other jurisdictions, and will have a significant impact on UBS's OTC derivatives business, primarily in the Investment Bank. For example, most OTC derivatives trading will move toward a central clearing model, increasing transparency through trading on exchanges or swap execution facilities.

Although UBS is preparing for these thematic market changes, they are likely to reduce the revenue potential of certain lines of business for market participants generally, and UBS may be adversely affected.

In connection with the rules being adopted on swaps and derivative markets in the US as part of the Dodd-Frank Act, UBS AG could be required to register as a swap dealer in the US during 2012. The new regulations will impose substantial new requirements on registered swap dealers, but no guidance has been issued yet on their application to the activities of swap dealers outside the US. The potential extra-territorial application of the new rules could create a significant operational and compliance burden and potential for duplicative and conflicting regulation.

UBS is currently required to produce recovery and resolution plans in the US, UK and Switzerland. Resolution plans may increase the pressure for structural change if UBS's analysis identifies impediments that are not acceptable to regulators. Such structural changes may negatively impact UBS's ability to benefit from synergies between business units.

The planned and potential regulatory and legislative developments in Switzerland and in other jurisdictions in which UBS has operations may have a material adverse effect on UBS's ability to execute its strategic plans, on the profitability or viability of certain business lines globally or in particular locations, and in some cases on UBS's ability to compete with other financial institutions. They are likely to be costly to implement and could also have a negative impact on UBS's legal structure or business model. Finally, the uncertainty related to legislative and regulatory changes may have a negative impact on UBS relationships with clients and its success in attracting client business.

Due to recent changes in Swiss regulatory requirements, and due to liquidity requirements imposed by certain jurisdictions in which UBS operates, UBS has been required to maintain substantially higher levels of liquidity overall than had been its usual practice in the past. Like increased capital requirements, higher liquidity requirements make certain lines of business, particularly in the Investment Bank, less attractive and may reduce UBS's overall ability to generate profits.

#### **UBS's reputation is critical to the success of its business**

Damage to UBS's reputation can have fundamental negative effects on its business and prospects. UBS's reputation is critical to the success of its strategic plans. Reputational damage is difficult to reverse, and improvements tend to be slow and difficult to measure. This was demonstrated in recent years as UBS's very large losses during the financial crisis, the US cross-border matter and other events seriously damaged its reputation. Reputational damage was an important factor in UBS's loss of clients and client assets across its asset-gathering businesses, and contributed to its loss of and difficulty in attracting staff, in 2008 and 2009.

These developments had short-term and also more lasting adverse effects on UBS's financial performance. UBS recognized that restoring its reputation would be essential to maintaining its relationships with clients, investors, regulators and the general public, as well as with its employees. The unauthorized trading incident that UBS announced in September 2011 also adversely affected its reputation. Any further reputational damage could have a material adverse effect on UBS's operational results and financial condition and on its ability to achieve its strategic goals and financial targets.

**UBS's capital strength is important in supporting its strategy, client franchise and competitive position**

UBS's capital position, as measured by the BIS tier 1 and total capital ratios, is determined by (i) RWA (credit, non-counterparty related, market and operational risk positions, measured and risk-weighted according to regulatory criteria) and (ii) eligible capital. Both RWA and eligible capital are subject to change. Eligible capital would be reduced if UBS experiences net losses, as determined for the purpose of the regulatory capital calculation. Eligible capital can also be reduced for a number of other reasons, including certain reductions in the ratings of securitization exposures, adverse currency movements directly affecting the value of equity and prudential adjustments that may be required due to the valuation uncertainty associated with certain types of positions. RWA, on the other hand, are driven by UBS's business activities and by changes in the risk profile of UBS's exposures. For instance, substantial market volatility, a widening of credit spreads (the major driver of UBS's value-at-risk), a change in regulatory treatment of certain positions (such as the application of market stresses in accordance with Basel 2.5 adopted in the last quarter of 2011), adverse currency movements, increased counterparty risk or a deterioration in the economic environment could result in a rise in RWA. Any such reduction in eligible capital or increase in RWA could materially reduce UBS's capital ratios.

The required levels and calculation of UBS's regulatory capital and the calculation of UBS's RWA are also subject to changes in regulatory requirements or their interpretation. UBS is subject to regulatory capital requirements imposed by FINMA, under which UBS has higher RWA than would be the case under BIS guidelines. Forthcoming changes in the calculation of RWA under Basel III and FINMA requirements will significantly increase the level of UBS's RWA and, therefore, have an adverse effect on UBS's capital ratios. UBS has announced plans to reduce RWA very substantially and to mitigate the effects of the changes in the RWA calculation. However, there is a risk that UBS will not be successful in pursuing its plans, either because it is unable to carry out fully the actions it has planned or because other business or regulatory developments to some degree counteract the benefit of its actions.

In addition to the risk-based capital requirements, FINMA has introduced a minimum leverage ratio, which must be achieved by 1 January 2013. The leverage ratio operates separately from the risk-based capital requirements, and, accordingly, under certain circumstances could constrain UBS's business activities even if UBS is able to satisfy the risk-based capital requirements.

Changes in the Swiss requirements for risk-based capital or leverage ratios, whether pertaining to the minimum levels required for large Swiss banks or to the calculation thereof (including changes of the banking law under the "too-big-to-fail" measures), could have a material adverse effect on UBS's business and could affect its competitive position internationally compared with institutions that are regulated under different regimes. Moreover, although UBS has recently identified certain businesses that it plans to exit in response to regulatory and business changes, changes in the calculation and level of capital requirements or other regulatory changes may render uneconomic certain other businesses conducted in UBS's Investment Bank or in other business divisions, or may undermine their viability in other ways. The reduction or elimination of lines of business could adversely affect UBS's competitive position, particularly if competitors are subject to different requirements under which those activities continue to be sustainable.

**Performance in the financial services industry is affected by market conditions and the economic climate**

The financial services industry prospers in conditions of economic growth; stable geopolitical conditions; transparent, liquid and buoyant capital markets and positive investor sentiment. An economic downturn, inflation or a severe financial crisis can negatively affect UBS's revenues and ultimately its capital base.

A market downturn can be precipitated by a number of factors, including geopolitical events, changes in monetary or fiscal policy, trade imbalances, natural disasters, pandemics, civil unrest, war or terrorism. Because financial markets are global and highly interconnected, even local and regional events can have widespread impacts well beyond the countries in which they occur. A crisis could develop, regionally or globally, as a result of disruptions in emerging markets which are susceptible to macroeconomic and political developments, or as a result of the failure of a major market participant. UBS has material exposures to certain emerging market economies, both as a wealth manager and as an investment bank. As UBS's presence and business in emerging

markets increases, and as its strategic plans depend more heavily upon its ability to generate growth and revenue in the emerging markets, UBS becomes more exposed to these risks. The ongoing eurozone crisis demonstrates that such developments, even in more developed markets, can have similarly unpredictable and destabilizing effects. Adverse developments of these kinds have affected UBS's businesses in a number of ways, and may continue to have further adverse effects on UBS's businesses as follows:

- a general reduction in business activity and market volumes, as UBS has experienced in recent quarters, affects fees, commissions and margins from market-making and client-driven transactions and activities; local or regional economic factors, such as the ongoing eurozone sovereign debt and banking industry concerns, could also have an effect on UBS;
- a market downturn is likely to reduce the volume and valuations of assets UBS manages on behalf of clients, reducing UBS's asset- and performance-based fees;
- reduced market liquidity limits trading and arbitrage opportunities and impedes UBS's ability to manage risks, impacting both trading income and performance-based fees;
- assets UBS owns and accounts for as investments or trading positions could fall in value;
- impairments and defaults on credit exposures and on trading and investment positions could increase, and losses may be exacerbated by falling collateral values; and
- if individual countries impose restrictions on cross-border payments or other exchange or capital controls, or change their currency (for example, if one or more countries should leave the euro), UBS could suffer losses from enforced default by counterparties, be unable to access its own assets, or be impeded in – or prevented from – managing its risks.

Because UBS has very substantial exposures to other major financial institutions, the failure of one or more of such institutions could have a material effect on UBS.

The developments mentioned above can materially affect the performance of UBS's business units and of UBS as a whole, and ultimately UBS's financial condition. There is also a somewhat related risk that the carrying value of goodwill of a business unit might suffer impairments and deferred tax assets levels may need to be adjusted.

**UBS holds legacy and other risk positions that may be adversely affected by conditions in the financial markets; legacy risk positions may be difficult to liquidate**

UBS, like other financial market participants, was severely affected by the financial crisis that began in 2007. The deterioration of financial markets since the beginning of the crisis was extremely severe by historical standards, and UBS recorded substantial losses on fixed income trading positions, particularly in 2008 and to a lesser extent in 2009. Although UBS has significantly reduced its risk exposures starting in 2008, in part through transfers in 2008 and 2009 to a fund controlled by the SNB, UBS continues to hold substantial legacy risk positions, the value of which was reduced significantly by the financial crisis. In many cases these risk positions continue to be illiquid and have not recovered much of their lost value. In the fourth quarter of 2008 and the first quarter of 2009, certain of these positions were reclassified for accounting purposes from fair value to amortized cost; these assets are subject to possible impairment due to changes in market interest rates and other factors.

UBS has announced and begun to carry out plans to reduce drastically the risk-weighted assets associated with the legacy risk positions, but the continued illiquidity and complexity of many of these legacy risk positions could make it difficult to sell or otherwise liquidate these exposures. At the same time, UBS's strategy rests heavily on its ability to reduce sharply the risk-weighted assets associated with these exposures in order to meet its future capital targets and requirements without incurring unacceptable losses.

UBS holds positions related to real estate in various countries, including a very substantial Swiss mortgage portfolio, and UBS could suffer losses on these positions. In addition, UBS is exposed to risk in its prime brokerage, reverse repo and Lombard lending activities, as the value or liquidity of the assets against which UBS provides financing may decline rapidly.

**UBS's global presence subjects it to risk from currency fluctuations**

UBS prepares its consolidated financial statements in Swiss francs. However, a substantial portion of UBS's assets, liabilities, invested assets, revenues and expenses are denominated in other currencies, particularly the

US dollar, the euro and the British pound. Accordingly, changes in foreign exchange rates, particularly between the Swiss franc and the US dollar (US dollar revenue accounts for the largest portion of UBS's non-Swiss franc revenue) have an effect on UBS's reported income and expenses, and on other reported figures such as invested assets, balance sheet assets, RWA and tier 1 capital. For example, the strengthening of the Swiss franc especially against the US dollar and euro, which occurred during 2011, had an adverse effect on UBS's revenues and invested assets. Since exchange rates are subject to constant change, sometimes for completely unpredictable reasons, UBS's results are subject to risks associated with changes in the relative values of currencies.

**UBS is dependent upon its risk management and control processes to avoid or limit potential losses in its trading and counterparty credit businesses**

Controlled risk-taking is a major part of the business of a financial services firm. Credit is an integral part of many of UBS's retail, wealth management and Investment Bank activities. This includes lending, underwriting and derivatives businesses and positions. Changes in interest rates, credit spreads, equity prices and liquidity, foreign exchange levels and other market fluctuations can adversely affect UBS's earnings. Some losses from risk-taking activities are inevitable, but to be successful over time, UBS must balance the risks it takes against the returns it generates. UBS must, therefore, diligently identify, assess, manage and control its risks, not only in normal market conditions but also as they might develop under more extreme (stressed) conditions, when concentrations of exposures can lead to severe losses.

As seen during the financial crisis of 2007–2009, UBS is not always able to prevent serious losses arising from extreme or sudden market events that are not anticipated by UBS's risk measures and systems. Value-at-risk, a statistical measure for market risk, is derived from historical market data, and thus by definition could not have anticipated the losses suffered in the stressed conditions of the financial crisis. Moreover, stress loss and concentration controls and the dimensions in which UBS aggregates risk to identify potentially highly correlated exposures proved to be inadequate. Notwithstanding the steps UBS has taken to strengthen its risk management and control framework, UBS could suffer further losses in the future if, for example:

- UBS does not fully identify the risks in its portfolio, in particular risk concentrations and correlated risks;
- UBS's assessment of the risks identified or its response to negative trends proves to be inadequate or incorrect;
- markets move in ways that UBS does not expect – in terms of their speed, direction, severity or correlation – and UBS's ability to manage risks in the resultant environment is, therefore, affected;
- third parties to whom UBS has credit exposure or whose securities UBS holds for its own account are severely affected by events not anticipated by UBS's models, and accordingly UBS suffers defaults and impairments beyond the level implied by its risk assessment; or
- collateral or other security provided by UBS's counterparties proves inadequate to cover their obligations at the time of their default.

UBS also manages risk on behalf of its clients in its asset and wealth management businesses. UBS's performance in these activities could be harmed by the same factors. If clients suffer losses or the performance of their assets held with UBS is not in line with relevant benchmarks against which clients assess investment performance, UBS may suffer reduced fee income and a decline in assets under management, or withdrawal of mandates.

If UBS decides to support a fund or another investment that UBS sponsors in its asset or wealth management businesses (such as the property fund to which Wealth Management & Swiss Bank has exposure), UBS might, depending on the facts and circumstances, incur charges that could increase to material levels.

Investment positions, such as equity holdings made as a part of strategic initiatives and seed investments made at the inception of funds that UBS manages, may also be affected by market risk factors. These investments are often not liquid and generally are intended or required to be held beyond a normal trading horizon. They are subject to a distinct control framework. Deteriorations in the fair value of these positions would have a negative impact on UBS's earnings.

**Valuations of certain assets rely on models; models have inherent limitations and may use inputs which have no observable source**

Where possible, UBS marks its trading book assets at their quoted market price in an active market. Such price information may not be available for certain instruments and, therefore, UBS applies valuation techniques to



measure such instruments. Valuation techniques use “market observable inputs” where available, derived from similar assets in similar and active markets, from recent transaction prices for comparable items or from other observable market data. In the case of positions for which some or all of the inputs required for the valuation techniques are not observable or have limited observability, UBS uses valuation models with non-market observable inputs. There is no single market standard for valuation models of this type. Such models have inherent limitations; different assumptions and inputs would generate different results, and these differences could have a significant impact on UBS’s financial results. UBS regularly reviews and updates its valuation models to incorporate all factors that market participants would consider in setting a price, including factoring in current market conditions. Judgment is an important component of this process. Changes in model inputs or in the models themselves, or failure to make the changes necessary to reflect evolving market conditions, could have a material adverse effect on UBS’s financial results.

**UBS is exposed to possible outflows of client assets in its wealth management and asset management businesses**

UBS experienced substantial net outflows of client assets in its wealth management and asset management businesses in 2008 and 2009. The net outflows resulted from a number of different factors, including UBS’s substantial losses, the damage to its reputation, the loss of client advisors, difficulty in recruiting qualified client advisors and developments concerning UBS’s cross-border private banking business. Many of these factors have been successfully addressed, as evidenced by UBS’s overall net new money inflows in 2011, but others, such as the long-term changes affecting the cross-border private banking business model, will continue to affect client flows for an extended period of time. If UBS experiences again material net outflows of client assets, the results of its wealth management and asset management businesses are likely to be adversely affected.

**Liquidity and funding management are critical to UBS’s ongoing performance**

The viability of UBS’s business depends upon the availability of funding sources, and its success depends upon UBS’s ability to obtain funding at times, in amounts, for tenors and at rates that enable UBS to efficiently support its asset base in all market conditions. A substantial part of UBS’s liquidity and funding requirements is met using short-term unsecured funding sources, including wholesale and retail deposits and the regular issuance of money market securities. The volume of UBS’s funding sources has generally been stable, but could change in the future due to, among other things, general market disruptions, which could also influence the cost of funding. A change in the availability of short-term funding could occur quickly.

Reductions in UBS’s credit ratings can increase its funding costs, in particular with regard to funding from wholesale unsecured sources, and can affect the availability of certain kinds of funding. In addition, as UBS experienced in recent years, ratings downgrades can require UBS to post additional collateral or make additional cash payments under master trading agreements relating to UBS’s derivatives businesses. UBS’s credit ratings, together with its capital strength and reputation, also contribute to maintaining client and counterparty confidence and it is possible that ratings changes could influence the performance of some of UBS’s businesses.

The more stringent Basel III capital and liquidity requirements will likely lead to increased competition for both secured funding and deposits as a stable source of funding, and to higher funding costs.

**Operational risks may affect UBS’s business**

All of UBS’s businesses are dependent on UBS’s ability to process a large number of complex transactions across multiple and diverse markets in different currencies, to comply with requirements of many different legal and regulatory regimes to which UBS is subject and to prevent, or promptly detect and stop, unauthorized, fictitious or fraudulent transactions. UBS’s operational risk management and control systems and processes are designed to help ensure that the risks associated with UBS’s activities, including those arising from process error, failed execution, unauthorized trading, fraud, system failures, cyber-attacks and failure of security and physical protection, are appropriately controlled. If UBS’s internal controls fail or prove ineffective in identifying and remedying such risks UBS could suffer operational failures that might result in material losses, such as the loss from the unauthorized trading incident announced in September 2011.

Certain types of operational control weaknesses and failures could also adversely affect UBS’s ability to prepare and publish accurate and timely financial reports. UBS identified control deficiencies following the unauthorized trading incident announced in September 2011, and management determined that UBS had a material weakness in its internal control over financial reporting as of the end of 2010 and 2011, although this has not affected the reliability of UBS’s financial statements for either year.

### **Legal claims and regulatory risks and restrictions arise in the conduct of UBS's business**

Due to the nature of UBS's business, UBS is subject to regulatory oversight and liability risk. UBS is involved in a variety of claims, disputes, legal proceedings and government investigations in jurisdictions where UBS is active. These proceedings expose UBS to substantial monetary damages and legal defense costs, injunctive relief and criminal and civil penalties, in addition to potential regulatory restrictions on UBS's businesses. The outcome of these matters cannot be predicted and they could adversely affect UBS's future business or financial results. UBS continues to be subject to government inquiries and investigations, and is involved in a number of litigations and disputes, many of which arose out of the financial crisis of 2007–2009. The unauthorized trading incident announced in September 2011 has triggered a joint investigation by FINMA and the UK Financial Services Authority and separate enforcement proceedings by the two authorities. UBS is also subject to potentially material exposure in connection with claims relating to US RMBS and mortgage loan sales, the Madoff investment fraud, Lehman principal protection notes, LIBOR rate submissions and other matters.

UBS is in active dialogue with its regulators concerning the actions that it is taking to improve its operational and risk management controls, processes and systems. Ever since UBS's losses in 2007 and 2008, UBS has been subject to a very high level of regulatory scrutiny and to certain regulatory measures that constrain UBS's strategic flexibility. While UBS believes that it has largely remediated the deficiencies that led to the material losses during the recent financial crisis, the unauthorized trading incident announced in September 2011 has revealed different shortcomings that UBS is also urgently addressing. The unauthorized trading incident has presented UBS with further challenges and potential constraints on the execution of its business strategy, as UBS seeks once again to enhance its operational and control framework and demonstrate its effectiveness to regulatory authorities. Notwithstanding the remediation UBS has already completed and which is in process, the consequences of the ongoing regulatory review and enforcement proceedings arising from the incident cannot be predicted.

### **UBS might be unable to identify or capture revenue or competitive opportunities, or retain and attract qualified employees**

The financial services industry is characterized by intense competition, continuous innovation, detailed (and sometimes fragmented) regulation and ongoing consolidation. UBS faces competition at the level of local markets and individual business lines, and from global financial institutions that are comparable to UBS in their size and breadth. Barriers to entry in individual markets are being eroded by new technology. UBS expects these trends to continue and competition to increase.

UBS's competitive strength and market position could be eroded if UBS is unable to identify market trends and developments, does not respond to them by devising and implementing adequate business strategies or is unable to attract or retain the qualified people needed to carry them out.

The amount and structure of UBS's employee compensation are affected not only by UBS's business results but also by competitive factors and regulatory considerations. Constraints on the amount of employee compensation, higher levels of deferral and clawbacks and performance conditions may adversely affect UBS's ability to retain and attract key employees, and may in turn negatively affect its business performance. Starting with the performance year 2009, the portion of variable compensation granted in the form of deferred shares was much higher than in the past. Although UBS's peers have over time also increased their deferral percentages, UBS continues to be subject to the risk that key employees will be attracted by competitors and decide to leave UBS, or that UBS may be less successful than its competitors in attracting qualified employees. Regulatory constraints and pressure from regulators and other stakeholders affect not only UBS but also the other major international banks, but some of UBS's peers may have a competitive advantage due to differences in the requirements and intensity of pressure among different jurisdictions.

### **UBS's financial results may be negatively affected by changes to accounting standards**

UBS is required to report its results and financial position in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. Changes to IFRS may mean that UBS's reported results and financial position differ in the future from those expected. Such changes also may affect UBS's regulatory capital and ratios. When accounting changes are finalized, UBS assesses the potential impact and discloses significant future changes in its financial statements. Currently, there are a number of finalized and potential accounting changes that are expected to impact UBS's reported results, financial position and regulatory capital in the future.

### **UBS's financial results may be negatively affected by changes to assumptions supporting the value of its goodwill**

The goodwill UBS has recognized on its balance sheet is tested for impairment at least annually. UBS's impairment test in respect of the assets recognized as of 31 December 2011 indicated that the value of UBS's

goodwill is not impaired. The impairment test is based on assumptions regarding estimated earnings, discount rates and long-term growth rates impacting the recoverable amount of each segment and on estimates of the carrying amounts of the segments to which the goodwill relates. If the estimated earnings and other assumptions in future periods deviate from the current outlook, the value of UBS's goodwill may become impaired in the future, giving rise to losses in the income statement.

**UBS is exposed to risks arising from the different regulatory, legal and tax regimes applicable to its global businesses**

UBS operates in more than 50 countries, earn income and hold assets and liabilities in many different currencies and is subject to many different legal, tax and regulatory regimes. UBS's ability to execute its global strategy depends on obtaining and maintaining local regulatory approvals. This includes the approval of acquisitions or other transactions and the ability to obtain and maintain the necessary licenses to operate in local markets. Changes in local tax laws or regulations and their enforcement may affect the ability or the willingness of UBS's clients to do business with UBS or the viability of UBS's strategies and business model.

**The effects of taxes on UBS's financial results are significantly influenced by changes in its deferred tax assets and final determinations on audits by tax authorities**

The deferred tax assets UBS has recognized on its balance sheet as of 31 December 2011 in respect of prior years' tax losses are based on profitability assumptions over a five-year horizon. If the business plan earnings and assumptions in future periods substantially deviate from the current outlook, the amount of deferred tax assets may need to be adjusted in the future. This could include write-offs of deferred tax assets through the income statement if actual results come in substantially below the business plan forecasts and / or if future business plan forecasts are revised downward substantially.

In the coming years, UBS's effective tax rate will be highly sensitive both to UBS's performance and to the development of new business plan forecasts. Currently unrecognized deferred tax assets in the UK and especially the US could be recognized if UBS's actual and forecasted performance in those countries is strong enough to justify further recognition of deferred tax assets under the governing accounting standard. UBS's results in recent periods have demonstrated that changes in the recognition of deferred tax assets can have a very significant effect on UBS's reported results. If, for example, the Group's performance in the UK and especially in the US is strong, UBS could be expected to write up additional US and / or UK deferred tax assets in the coming years. The effect of doing so would significantly reduce the Group's effective tax rate in years in which any write ups are made. Conversely, if UBS's performance in those countries does not justify additional deferred tax recognition, but nevertheless supports UBS's maintaining current deferred tax levels, UBS expects the Group's effective tax rate to be in the range of 20–25 % (although the tax rate may differ if there are significant book tax adjustments, which generally mainly affect Swiss taxable profits, for example own credit gains / losses).

UBS's effective tax rate is also sensitive to any future reductions in tax rates, particularly in the US and Switzerland, which would cause the expected future tax saving from items such as tax loss carry-forwards in those locations to diminish in value. This in turn would cause a write-down of deferred tax assets.

Additionally, the final effect of income taxes UBS accrues in the accounts is often only determined after the completion of tax audits (which generally takes a number of years) or the expiry of statutes of limitations. In addition, changes to, and judicial interpretation of, tax laws or policies and practices of tax authorities could cause the amount of taxes ultimately paid by UBS to materially differ from the amount accrued.

In 2011, the UK government introduced a balance sheet based levy payable by banks operating and / or resident in the UK. An expense for the year of CHF 109 million has been recognized in operating expenses (within pre-tax profit) in the fourth quarter of 2011. In November 2011 the UK government announced its intention to increase the rate of the levy by 17 % from 1 January 2012. The Group's bank levy expense for future years will depend on both the rate and the Group's taxable UK liabilities at each year end: changes to either factor could increase the cost. Whilst not yet certain, UBS expects that the annual bank levy expense will continue to be recognized for IFRS purposes as a one-off cost arising in the final quarter of each financial year, rather than being accrued throughout the year, as it is charged by reference to the year-end balance sheet position.

**Potential conflicts of interest**

The Issuer and affiliated companies may participate in transactions related to the Securities in some way, for their own account or for account of a client. Such transactions may not serve to benefit the Securityholders and may have a positive or negative effect on the value of the Underlying and consequently on the value of the Securities. Furthermore, companies affiliated with the Issuer may become counterparties in hedging

transactions relating to obligations of the Issuer stemming from the Securities. As a result, conflicts of interest can arise between companies affiliated with the Issuer, as well as between these companies and investors, in relation to obligations regarding the calculation of the price of the Securities and other associated determinations. In addition, the Issuer and its affiliates may act in other capacities with regard to the Securities, such as calculation agent, paying agent and administrative agent and/or index sponsor.

Furthermore, the Issuer and its affiliates may issue other derivative instruments relating to the Underlying; introduction of such competing products may affect the value of the Securities. The Issuer and its affiliated companies may receive non-public information relating to the Underlying, and neither the Issuer nor any of its affiliates undertakes to make this information available to Securityholders. In addition, one or more of the Issuer's affiliated companies may publish research reports on the Underlying. Such activities could present conflicts of interest and may negatively affect the value of the Securities.

Within the context of the offering and sale of the Securities, the Issuer or any of its affiliates may directly or indirectly pay fees in varying amounts to third parties, such as distributors or investment advisors, or receive payment of fees in varying amounts, including those levied in association with the distribution of the Securities, from third parties. Potential investors should be aware that the Issuer may retain fees in part or in full. The Issuer or, as the case may be, the Distributors, upon request, will provide information on the amount of these fees.

Particularly, to be noted that potential conflict of interests may arise - in respect of the Securities - on: (i) the Manager and the Distributors, due to the fact they receive from the Issuer, respectively, Management Commissions and Selling Commissions (for further details on the fees above mentioned see under Key Terms and Definitions of the Securities "Issue Price"; (ii) the Manager and the Distributors due to the fact they belong to the same Montepaschi Banking Group, whose parent company is Banca Monte di Paschi di Siena S.p.A.; (iii) the Manager and the Issuer due to the fact that MPS Capital Services Banca per le Imprese S.p.A acts also as hedging counterparty of the Issuer in connection with the issue of the Securities; and (iv) the Calculation Agent, due to the fact that it is the same entity as the Issuer. Furthermore MPS Capital Services Banca per le Imprese S.p.A acts also as sole dealer (negoziatore unico) on the systematic internaliser named De@IDone Trading (DDT) on which application shall be made for the Securities to be admitted to trading.

## II. Security specific Risks

Investing in the Securities involves certain risks. Among others, these risks may take the form of equity market, commodity market, bond market, foreign exchange, interest rate, market volatility and economic and political risks and any combination of these and other risks. The material risks are presented below. Prospective investors should be experienced with regard to transactions in instruments such as the Securities and in the Underlying. **Prospective investors should understand the risks associated with an investment in the Securities and shall only reach an investment decision, after careful considerations with their legal, tax, financial and other advisors of (i) the suitability of an investment in the Securities in the light of their own particular financial, fiscal and other circumstances; (ii) the information set out in this document and (iii) the Underlying.** An investment in the Securities should only be made after assessing the direction, timing and magnitude of potential future changes in the value of the Underlying, as the value of the Securities and, hence, any amount, if any, payable according to the Conditions of the Securities will be dependent, *inter alia*, upon such changes. More than one risk factor may have simultaneous effects with regard to the Securities, so that the effect of a particular risk factor is not predictable. In addition, more than one risk factor may have a compounding effect which may not be predictable. No assurance can be given with regard to the effect that any combination of risk factors may have on the value of the Securities.

Prospective investors of the Securities should recognise that the Securities **constitute a risk investment** which can lead to a **total loss** of their investment in the Securities. Potential investors must therefore be prepared and able to sustain a partial or even a **total loss** of the invested capital. Any investors interested in purchasing the Securities should assess their financial situation, to ensure that they are in a position to bear the **risks of loss** connected with the Securities.

None of the Securities vests a right to payment of fixed or variable interest or dividends and, as such, they **generate no regular income**. Therefore, potential reductions in the value of the Securities cannot be offset by any other income from the Securities.

**It is expressly recommended that potential investors familiarise themselves with the specific risk profile of the product type described in this Prospectus and seek the advice of a professional, if necessary.**

**1. Special risks related to specific features of the security structure**

Prior to investing in the Securities, prospective investors should note that the following special features of the Securities may have a negative impact on the value of the Securities or, as the case may be, on any amount, if any, payable according to the Conditions of the Securities and that the Securities accordingly have special risk profiles:

**Effect of the express structure**

Prospective investors should consider that the Securities may according to the Conditions of the Securities under certain circumstances expire prior to the Maturity Date without any statement by the Issuer or the Securityholder being required, so-called express structure. In case the Securities expire prior to the Maturity Date, the Securityholder is entitled to demand the payment of an amount in relation to the early maturity. However, the Securityholder is not entitled to request any further payments on the Securities after such early maturity of the Securities.

The Securityholder, therefore, bears the risk of not participating in the performance of the Underlying to the expected extent and during the expected period and, therefore, receives less than its capital invested.

In the case of an early maturity of the Securities, the Securityholder also bears the so-called risk of reinvestment. The Securityholder may be able to re-invest any amount paid by the Issuer in the case of an early maturity, if any, at market conditions, which are less favourable than those existing prevailing at the time of the acquisition of the Securities.

**Effect of the application of certain thresholds, barriers or levels**

Prospective investors should consider that the Redemption Amount, if any, under the Securities depends on whether the Price of the Underlying equals and/or falls below respectively exceeds certain thresholds, barriers or levels at a given time or within a given period as determined by the Conditions of the Securities.

**2. Termination and early redemption at the option of the Issuer**

Potential investors in the Securities should furthermore be aware that the Issuer is in the case of the occurrence of a Termination Event pursuant to the Conditions of the Securities, entitled to terminate and redeem the Securities in total prior to the Maturity Date. The Issuer is pursuant to the Conditions of the Securities also entitled for termination, if the liquidity of the shares of the affected company is, in the Issuer's opinion, significantly affected by a take-over of the relevant shares, even without the occurrence of a delisting. In case the Issuer terminates and redeems the Securities prior to the Maturity Date, the Securityholder is entitled to demand the payment of an amount in relation to this early redemption. However, the Securityholder is not entitled to request any further payments on the Securities after the Termination Date or the Tax Termination Date, as the case may be.

The Securityholder, therefore, bears the risk of not participating in the performance of the Underlying to the expected extent and during the expected period and, therefore, receives less than its capital invested.

In the case of a termination the Issuer shall pay to each Securityholder an amount in the Redemption Currency with respect to each Security held by it, which is determined by the Calculation Agent at its reasonable discretion pursuant to § 317 of the BGB and, if applicable, considering the then prevailing Price of the Underlying and the expenses of the Issuer caused by the termination, as the fair market price of a Security at the occurrence of the termination. When determining a fair market price of a Security, the Calculation Agent is entitled to consider all factors, including any adjustments of option contracts on the Underlying, without being bound to any third party measures or assessments, in particular any measures or assessments of any futures or options exchange. Due to the fact that the Calculation Agent may take into consideration the market factors it considers to be relevant at its reasonable discretion pursuant to § 317 of the BGB without being bound to third party measures or assessments, it cannot be excluded that the amount determined by the Calculation Agent at its reasonable discretion pursuant to § 317 of the BGB as the fair market price of the Security at the occurrence of the termination - and, hence, the Termination Amount or the Tax Termination Amount, as the case may be - can differ from the market price of comparable Securities relating to the Underlying as determined by a third party.

In the case of a termination of the Securities by the Issuer, the Securityholder bears the risk of a reinvestment, *i.e.* the investor bears the risk that it will have to re-invest the Termination Amount or the Tax Termination Amount, as the case may be, if any, paid by the Issuer in the case of termination at market conditions, which are less favourable than those existing prevailing at the time of the acquisition of the Securities.

**3. No termination right of the Securityholders**

The Securityholders do not have a termination right and the Securities may, hence, not be terminated by the Securityholders during their term. Prior to the maturity of the Securities the realisation of the economic value of the Securities (or parts thereof), if any, is, consequently and except for the Issuer's termination and early redemption of the Securities, only possible by way of selling the Securities.

The selling of the Securities requires that market participants are willing to acquire the Securities at a certain price. In case that no market participants are readily available, the value of the Securities may not be realised. The Issuer is not obligated under the issuance of these Securities towards the Securityholders to compensate for or to repurchase the Securities.

**4. Possible fluctuations in the Price of the Underlying after termination of the Securities**

In the event that the term of the Securities is terminated early by the Issuer pursuant to the Conditions of the Securities, potential investors of the Securities should note that any adverse fluctuations in the Price of the Underlying between the announcement of the termination by the Issuer and the determination of the Price of the Underlying relevant for the calculation of the then payable Termination Amount or Tax Termination Amount, as the case may be, are borne by the Securityholders.

**5. Adverse impact of adjustments of the Security Right**

It cannot be excluded that certain events occur or certain measures are taken (by parties other than the Issuer) in relation to the Underlying, which potentially lead to changes to the Underlying or result in the underlying concept of the Underlying being changed, so-called potential adjustment events. In the case of the occurrence of a potential adjustment event, the Issuer shall be entitled to effect adjustments according to the Conditions of the Securities to account for these events or measures. These adjustments might have a negative impact on the value of the Securities.

**6. Other factors affecting the value**

The value of a Security is determined not only by changes in the Price of the Underlying, but also by a number of other factors. Since several risk factors may have simultaneous effects on the Securities, the effect of a particular risk factor cannot be predicted. In addition, several risk factors may have a compounding effect which may not be predictable. No assurance can be given with regard to the effect that any combination of risk factors may have on the value of the Securities.

These factors include the term of the Securities, the frequency and intensity of price fluctuations (volatility), as well as the prevailing interest rate and dividend levels. A decline in the value of the Security may therefore occur even if the Price of the Underlying remains constant.

Prospective investors of the Securities should be aware that an investment in the Securities involves a valuation risk with regard to the Underlying. They should have experience with transactions in securities with a value derived from the Underlying. The value of the Underlying may vary over time and may increase or decrease by reference to a variety of factors which may include UBS corporate action, macro economic factors and speculation. In addition, the historical performance of the Underlying is not an indication of its future performance. Changes in the market price of the Underlying will affect the trading price of the Securities, and it is impossible to predict whether the market price of the Underlying will rise or fall.

**7. Effect of ancillary costs**

Commissions and other transaction costs incurred in connection with the purchase or sale of Securities may result in charges, particularly in combination with a low order value, **which can substantially reduce any Redemption Amount, if any, to be paid under the Securities.** Before acquiring a Security, prospective investors should therefore inform themselves of all costs incurred through the purchase or sale of the Security, including any costs charged by their custodian banks upon purchase and maturity of the Securities.

**8. Transactions to offset or limit risk**

Prospective investors of the Securities should not rely on the ability to conclude transactions at any time during the term of the Securities that will allow them to offset or limit relevant risks. This depends on the market situation and the prevailing conditions. Transactions designed to offset or limit risks might only be possible at an unfavourable market price that will entail a loss for investors.

**9. Trading in the Securities / Illiquidity**

It is not possible to predict if and to what extent a secondary market may develop in the Securities or at what price the Securities will trade in the secondary market or whether such market will be liquid or illiquid.

If so specified in this Prospectus, applications will be or have been made to the security exchange specified for admission or listing of the Securities. If the Securities are admitted or listed, no assurance is given that any such admission or listing will be maintained. The fact that the Securities are admitted to trading or listed does not necessarily denote greater liquidity than if this were not the case. If the Securities are not listed or traded on any exchange, pricing information for the Securities may be more difficult to obtain and the liquidity of the Securities may be adversely affected. The liquidity of the Securities may also be affected by restrictions on the purchase and sale of the Securities in some jurisdictions. Additionally, the Issuer has the right (but no obligation) to purchase Securities at any time and at any price in the open market or by tender or private agreement. Any Securities so purchased may be held or resold or surrendered for cancellation.

In addition, it cannot be excluded that the number of subscribed Securities is less than the Issue Size of the Securities. There is the risk that due to the low volume of subscriptions in the Securities the liquidity of the Securities is lower than if all Securities were subscribed by investors.

For more information about the trading of the Securities, see Terms and Conditions of the Securities Part 1: Key Terms and Definitions of the Securities, "Securities Secondary Trading". **Potential investors therefore should not rely on the ability to sell Securities at a specific time or at a specific price.**

**10. Form and governing law of the Securities**

The Securities issued are represented by one or more Permanent Global Security(s). The Permanent Global Security is deposited with the Clearing System in accordance with the applicable rules and regulations of the Clearing System. The Securities are transferable as co-ownership interests in the Permanent Global Security in accordance with the relevant CA Rules and may be transferred within the collective securities settlement procedure in the Minimum Trading Size or an integral multiple thereof only. Such transfer becoming effective upon registration of the transfer in the records of the Clearing System. Securityholders will have to rely on the procedures of the Clearing System for transfer, payment and communication with the Issuer. Securityholders are not entitled to request the delivery of definitive Securities.

The Securities are governed by German law.

**The Issuer shall not be held liable under any circumstances for any acts and omissions of any Clearing System or any other relevant clearing system as well as for any losses which might occur to a Securityholder out of such acts and omissions and for the records relating to, or payments made in respect of, beneficial interests in the Permanent Global Security in particular.**

**11. Borrowed funds**

If the purchase of Securities is financed by borrowed funds and investors' expectations are not met, they not only suffer the loss incurred under the Securities, but in addition also have to pay interest on and repay the loan. This produces a substantial increase in investors' risk of loss. Investors of Securities should never rely on being able to redeem and pay interest on the loan through gains from a Securities transaction. Rather, before financing the purchase of a Security with borrowed funds, the investors' financial situations should be assessed, as to their ability to pay interest on or redeem the loan immediately, even if they incur losses instead of the expected gains.

**12. The effect on the Securities of hedging transactions by the Issuer**

The Issuer may use all or some of the proceeds received from the sale of the Securities to enter into hedging transactions relating to the risks incurred in issuing the Securities. In such a case, the Issuer or

one of its affiliated companies may conclude transactions that correspond to the Issuer's obligations arising from the Securities. Generally speaking, this type of transaction will be concluded before or on the Issue Date of the Securities, although these transactions can also be concluded after the Securities have been issued. The Issuer or one of its affiliated companies may take the necessary steps for the closing out of any hedging transactions, on or prior to the relevant Valuation Date. It cannot be excluded that the Price of the Underlying might, in certain cases, be affected by these transactions. In the case of Securities whose value depends on the occurrence of a specific event in relation to the Underlying, entering into or closing out such hedging transactions may affect the likelihood of this event occurring or not occurring.

**13. Changes in Taxation in relation to the Securities**

The considerations concerning the taxation of the Securities set forth in this Prospectus reflect the opinion of the Issuer on the basis of the legal situation identifiable as of the date hereof. However, a different tax treatment by the fiscal authorities and tax courts cannot be precluded. In addition, the tax considerations set forth in this Prospectus cannot be the sole basis for the assessment of an investment in the Securities from a tax point of view, as the individual circumstances of each investor also have to be taken into account. Therefore, the tax considerations set forth in this Prospectus are not to be deemed any form of definitive information or tax advice or any form of assurance or guarantee with respect to the occurrence of certain tax consequences. Each investor should seek the advice of his or her personal tax consultant before deciding whether to purchase the Securities.

Neither the Issuer nor the Manager, nor the Distributors assumes any responsibility vis-à-vis the Securityholders for the tax consequences of an investment in the Securities.

**III. Underlying specific Risks**

Investing in the Securities also involves certain risks that are related to the Underlying:

**1. General risks related to the Underlying**

Investors should be aware that some risks are related to the Underlying in general:

**Risk of fluctuations in value**

The performance of the Underlying is subject to fluctuations. Therefore, Securityholders cannot foresee what consideration they can expect to receive for the Securities they hold on a certain day in the future. When the Securities are redeemed, exercised or otherwise disposed of on a certain day, they may be worth a lot less than if they were disposed of at a later or earlier point in time.

**Uncertainty about the future performance of the Underlying**

It is not possible to reliably predict the future performance of the Underlying of the Securities. Likewise, the historical data of the Underlying does also not allow for any conclusions to be drawn about the future performance of the Underlying and the Securities.

**2. Specific risks related to the Underlying**

In addition, the following risks are specifically related to the Underlying:

**Special risks related to the performance of shares**

The performance of a share used as the Underlying depends on the performance of the issuing company. But even regardless of the financial position, cash flows, liquidity and results of operations of the company, the price of a share can be subject to fluctuations or adverse changes in value. In particular, the development of the share price can be influenced by the general economic situation and market sentiment.

Potential investors of the Securities should furthermore recognise that - contrary to a direct investment in the respective share used as the Underlying - Securityholders do not benefit from dividends or other distributions to the shareholders.



## **RESPONSIBILITY STATEMENT**

UBS AG, having its registered offices at Bahnhofstrasse 45, 8001 Zurich, Switzerland, and Aeschenvorstadt 1, 4051 Basel, Switzerland, as Issuer accepts responsibility for the content of this Prospectus and declares that the information contained in this Prospectus is, to the best of its knowledge, accurate and that no material facts have been omitted.

Where this Prospectus contains information obtained from third parties, such information was reproduced accurately, and to the best knowledge of the Issuer - as far as it is able to ascertain from information provided or published by such third party - no facts have been omitted which would render the reproduced information inaccurate or misleading.

The Issuer is liable for the Summary including any translation thereof contained in this Prospectus, but only if the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus.

The Issuer accents that following the date of publication of this Prospectus, events and changes may occur, which render the information contained in this Prospectus incorrect or incomplete. Supplemental information will only be published as required by and in a manner stipulated in section 16 of the German Securities Prospectus Act (*Wertpapierprospektgesetz* - "**WpPG**") and, in the case of a listing of Securities at SIX Swiss Exchange ("**SIX**"), as required by and in a manner stipulated in the rules and regulations of SIX.

## **DESCRIPTION OF THE SECURITIES**

The following description of the Securities includes a description of the entitlement and further features of the Securities, as provided for in the Terms and Conditions of the Securities, and terms and expressions defined in other parts of this Prospectus and not otherwise defined in this "Description of the Securities" shall have the same meanings in this part of the Prospectus.

### **I. Object of the Prospectus**

The object of this Prospectus are the UBS Express Certificates on Enel with the International Security Identification Number (as defined in the section "Key Terms and Definitions of the Securities"), issued by UBS AG, acting through its London Branch, in accordance with German law, and issued in the Issue Size (as defined in the section "Key Terms and Definitions of the Securities").

The Securities are each based on the share (the "**Underlying**"), as described in the sections "Key Terms and Definitions of the Securities" and "Information about the Underlying".

The Securities expire – provided that the Securities are not terminated or expired early in accordance with the Conditions of the Securities – on the Maturity Date (as defined in the section "Key Terms and Definitions of the Securities").

### **II. Entitlement under the Securities**

With the purchase of each (1) Security, the investor acquires the right, under certain conditions and as provided for in the Conditions of the Securities, to demand from the Issuer the payment of a settlement amount in the Redemption Currency depending on the performance of the Underlying (the "**Redemption Amount**") (the "**Security Right**") all as defined in the section "Key Terms and Definitions of the Securities".

The Securityholders shall not be entitled to any interim payments. None of the Securities vests a right to payment of fixed or variable interest or dividends and, as such, they **generate no regular income**. Therefore, potential reductions in the value of the Securities cannot be offset by any other income from the Securities.

All payments relating to the Securities are made in the Redemption Currency (as defined in the section "Key Terms and Definitions of the Securities").

### **III. Dependency on the Underlying**

The following feature describes the dependency of the value of the Securities or, as the case may be, of any amount, if any, payable according to the Conditions of the Securities from the Underlying:

**Effect of the express structure**

Prospective investors should consider that the Securities may according to the Conditions of the Securities under certain circumstances expire prior to the Maturity Date without any statement by the Issuer or the Securityholder being required, so-called express structure. In case the Securities expire prior to the Maturity Date, the Securityholder is entitled to demand the payment of an amount in relation to the early maturity. However, the Securityholder is not entitled to request any further payments on the Securities after such early maturity of the Securities.

**Effect of the application of certain thresholds, barriers or levels**

Prospective investors should consider that the Redemption Amount, if any, under the Securities depends on whether the Price of the Underlying equals and/or falls below respectively exceeds certain thresholds, barriers or levels at a given time or within a given period as determined by the Conditions of the Securities.

**TERMS AND CONDITIONS OF THE SECURITIES****Terms and Conditions of the Securities**

The following terms and conditions of the Securities, comprising the Special Conditions of the Securities and the General Conditions of the Securities, shall be read in conjunction with, and are subject to, the “Key Terms and Definitions of the Securities” (the “**Conditions**”).

The Conditions of the Securities are composed of

**Part 1: Key Terms and Definitions of the Securities**

**Part 2: Special Conditions of the Securities**

**Part 3: General Conditions of the Securities**

## Terms and Conditions of the Securities Part 1: Key Terms and Definitions of the Securities

The Securities use the following definitions and have, subject to an adjustment according to the Conditions of the Securities, the following key terms, both as described below in alphabetical order. The following does not represent a comprehensive description of the Securities, and is subject to and should be read in conjunction with the Conditions of the Securities, the general offering terms of the Securities and all other sections of this Prospectus. The following use of the symbol “\*\*\*” in the Key Terms and Definitions of the Securities indicates that the relevant determination will be made by the Calculation Agent or the Issuer, as the case may be, and will be published without undue delay thereafter in accordance with the applicable legal requirements of the relevant jurisdiction.

### A.

**Aggregate Amount of the Issue:** Issue Price x Issue Size

The Aggregate Amount of the Issue will be determined on the basis of the Aggregate Nominal Amount effectively placed, by the Manager (“Responsabile del Collocamento”) through the Distributors, taking the number of allocations into consideration.

The Aggregate Nominal Amount shall be announced within five Banking Days following the close of the Subscription Period on the following website:

[www.mpscapitalservices.it](http://www.mpscapitalservices.it) (to be referred to as the “**Manager’s Website**”).

### B.

**Banking Day:**

The Banking Day means each day on which the banks in Frankfurt am Main, Federal Republic of Germany, and in London, United Kingdom, are open for business, the Trans-European Automated Real-time Gross settlement Express Transfer System (“**TARGET2**”) is open and the Clearing System settles securities dealings.

### C.

**CA Rules:**

CA Rules means any regulation and operating procedure applicable to and/or issued by the Clearing System.

**Calculation Agent:**

The Calculation Agent means UBS AG, Bahnhofstrasse 45, 8001 Zurich, Switzerland, and Aeschenvorstadt 1, 4051 Basle, Switzerland, acting through its London Branch, 1 Finsbury Avenue, London EC2M 2PP, United Kingdom.

**Clearing System:**

Clearing System means Clearstream Banking AG, Frankfurt am Main, (Mergenthalerallee 61, 65760 Eschborn, Federal Republic of Germany) or any successor in this capacity.

**Commissions:**

(i) Selling Commission: Up to a maximum of 3.04 %. Selling Commissions may vary in relation to the Aggregate Nominal Amount effectively placed and/or to changes in market conditions. Please read the par. “Issue Price”.

(ii) Management Commission: Up to a maximum of 0.76 %. Management Commissions may vary in relation to the Aggregate Nominal Amount effectively placed and/or to changes in market conditions. Please read the par. “Issue Price”.

**E.****Early Maturity Date:**

The Early Maturity Date in relation to the Observation Date<sub>(i=1)</sub> means 4 October 2013, and the Early Maturity Date in relation to the Observation Date<sub>(i=2)</sub> means 4 October 2014.

If this day is not a Banking Day, the immediately succeeding Banking Day is deemed to be the relevant Early Maturity Date.

**F.****Fiscal Agent:**

The Fiscal Agent means UBS Limited c/o UBS Deutschland AG, Bockenheimer Landstrasse 2-4, 60306 Frankfurt am Main, Federal Republic of Germany.

**Fixing Date:**

The Fixing Date means 4 October 2012.

If this day is not an Underlying Calculation Date in relation to the Underlying, the immediately succeeding Underlying Calculation Date is deemed to be the Fixing Date in relation to the Underlying.

**Fixing Time:**

The Fixing Time equals the time of official determination of the closing price of the Underlying.

**I.****Initial Payment Date:**

The Initial Payment Date means 4 October 2012.

**Issue Date:**

The Issue Date means 4 October 2012.

**Issue Price:**

The Issue Price is equal to EUR 1,000.00

The implicit derivative component, the Management Commission, Selling Commission and the Other Fees, calculated as of 13 July 2012, determine the Issue Price as describe below:

Value of the implicit derivative component	93.97 %	(in any case the sum of the implicit derivative component and the Other Fees shall not be less than 96.20 %)
Other Fees*	2.53 %	
Management Commission **	0.70 %	(may vary up to a maximum of 0.76 %)
Selling Commission ***	2.80 %	(may vary up to a maximum of 3.04 %)
Issue Price	100%	

\* **Other Fees: 2.53 %**, further fees not included in the Management Commission and in the Selling Commission.

\*\* **Management Commissions: 0.70 %**, shall be paid by the Issuer to the Manager. The Management Commission may vary up to a maximum of **0.76 %**, in relation to the Aggregate Nominal Amount effectively placed and/or to changes in market conditions.

\*\*\* **Selling Commission: 2.80 %**, shall be paid by the Issuer to the Distributors through the Manager. Selling Commission may vary up to a maximum of **3.04 %**, in relation to the Aggregate Nominal Amount effectively placed and/or to changes in market conditions.

The final value of the implicit derivative component, as well as the final value of the Management Commission and the Selling Commission (which, in any case, shall not both exceed the maximum extent expected, equal to **3.80 %**) and the Other Fees shall be announced by notice within 5 Banking Days following the close of the Subscription Period on the Manager's and Issuer's website.

<b>Issue Size:</b>	The Issue Size means up to 25,000 Securities.
<b>Issuer:</b>	The Issuer means UBS AG, Bahnhofstrasse 45, 8001 Zurich, Switzerland, and Aeschenvorstadt 1, 4051 Basle, Switzerland, acting through its London Branch, 1 Finsbury Avenue, London EC2M 2PP, United Kingdom.
<b>L. Loss Threshold:</b>	The Loss Threshold of the Underlying equals 70 %.
<b>M. Manager:</b>	The Manager means MPS Capital Services Banca per le Imprese S.p.A. (" <b>MPSCS</b> "), with registered office at Via Pancaldo 4, Firenze, Italy or the Lead Manager ( <i>Responsabile del Collocamento</i> ) pursuant to art. 93 bis of the Italian Intermediary Financial Act (" <b>TUF</b> ").
<b>Maturity Date:</b>	The Maturity Date means (i) 4 October 2015 or, if this day is not a Banking Day, the immediately following Banking Day, (ii) in case of an early maturity the Early Maturity Date in relation to the relevant Observation Date or, if this day is not a Banking Day, the immediately following Banking Day, and (iii) in the case of a Termination or a Termination for Tax Reasons, as the case may be, by the Issuer in accordance with § 7 a or b, as the case may be, of the Conditions of the Securities, the fifth Banking Day after the Termination Date or the Tax Termination Date, as the case may be.
<b>Minimum Investment Amount:</b>	The Minimum Investment Amount equals 1 Security, i.e. EUR 1,000.
<b>Minimum Trading Size:</b>	The Minimum Trading Size equals 1 Security.
<b>N. Nominal Amount:</b>	The Nominal Amount per Security equals EUR 1,000.00.
<b>O. Observation Date:</b>	<p>The Observation Date<sub>(i=1)</sub> means 20 September 2013, and the Observation Date<sub>(i=2)</sub> means 20 September 2014.</p> <p>The term "Observation Date" shall also refer to all Observation Dates<sub>(i=1)</sub> to <sub>(i=2)</sub>.</p> <p>If one of these days is not an Underlying Calculation Date in relation to</p>

the Underlying, the immediately succeeding Underlying Calculation Date is deemed to be the relevant Observation Date in relation to the Underlying.

<b>P.</b>	
<b>Paying Agent:</b>	The Paying Agent means UBS Limited c/o UBS Deutschland AG, Bockenheimer Landstrasse 2-4, 60306 Frankfurt am Main, Federal Republic of Germany.
<b>Performance:</b>	The Performance is calculated as follows:  $\frac{\text{Settlement Price}}{\text{Reference Level}}$
<b>Performance<sub>OBS</sub>:</b>	The Performance <sub>OBS</sub> is calculated as follows:  $\frac{\text{Price of the Underlying on Observation Date(i)}}{\text{Reference Level}}$
<b>Price of the Underlying:</b>	The Price of the Underlying means the closing price of the Underlying as determined on the Relevant Exchange.
<b>R.</b>	
<b>Redemption Currency:</b>	The Redemption Currency means Euro (“ <b>EUR</b> ”).
<b>Reference Level:</b>	The Reference Level of the Underlying equals the Price of the Underlying at the Fixing Time on the Fixing Date.  The Reference Level of the Underlying will be fixed on the Fixing Date at the Fixing Time.**
<b>Relevant Exchange:</b>	The Relevant Exchange means Borsa Italiana S.p.A.
<b>Relevant Futures and Options Exchange:</b>	The Relevant Futures and Options Exchange means IDEM
<b>S.</b>	
<b>Securities:</b>	Securities means the UBS Express Certificates on Enel issued by the Issuer in the Issue Size.  The Securities are being issued in bearer form and will not be represented by definitive securities.
<b>Security Secondary Trading:</b>	Intermediaries in Secondary Market: MPS Capital Services Banca per le Imprese S.p.A (“ <b>MPSCS</b> ”)  Application will be made for admission to trading on the Negotiation system named “De@IDone Trading” (“ <b>DDT</b> ”), managed solely by MPS Capital Services Banca per le Imprese S.p.A. acting as “exclusive dealer” (negoziatore unico).

In relation to the Securities MPS Capital Services Banca per le Imprese S.p.A. shall enter into a liquidity agreement with the Distributors. Under this agreement it shall be bound to make bid/ask prices which, referring to the Issuer's creditworthiness, will be determined as follows:

(a) Until the total notional amount repurchased by MPSCS is less than or equal to the 5 per cent. of the Issue Size of the Securities effectively placed, the price shall reflect the Issuer's funding level for the Securities itself, equal to 3 months EURIBOR plus the funding spread equal to 0.30 per cent.;

(b) after that threshold has been reached, for the total remaining part of 95 per cent. of the Issue Size effectively placed the price shall reflect the prevailing market conditions as of the relevant purchase/selling date. In that case the 3 months EURIBOR will be increased by a different spread expressed by the asset swap spread, potentially increased of a 0.10 per cent., of some specific Issuer's benchmark debt securities.

To the price so determined, will be added, in case of purchase by the investor, a margin up to a maximum of 0.55 per cent. of the amount that will be purchased, or will be taken away, in case of sale by the investor, a margin up to a maximum of 1.50 per cent. of the amount to be sold.

Within 5 Banking Days following, MPS Capital Services Banca per le Imprese S.p.A. shall publish on its website [www.mpscapitalservices.it](http://www.mpscapitalservices.it) a notice informing the investors about the raising of 70 per cent. of the threshold sub (a) above.

Furthermore, within 5 Banking Days following, MPS Capital Services Banca per le Imprese S.p.A. shall publish on its website [www.mpscapitalservices.it](http://www.mpscapitalservices.it) a notice informing the investors about the raising of 100 per cent. of the threshold sub (a) above.

**Security Identification Codes:**

ISIN: DE000UU19LX0, WKN: UU19LX, Valor: 18552231, Common Code: 79550850 /

**Settlement Price:**

The Settlement Price of the Underlying equals the Price of the Underlying on the Valuation Date at the Valuation Time.

**Start of public offer of the Securities:**

An offer of the Securities may be made by the Manager other than pursuant to Article 3(2) of the Prospectus Directive in Italy (the "**Public Offer Jurisdiction**") as of 3 August 2012.

Such an offer shall be carried out by the Manager during the Subscription Period through the following entities, acting as distributors (each a "**Distributor**" and together the "**Distributors**"):

**Banca Monte dei Paschi di Siena S.p.A.** registered office at Piazza Salimbeni, 3 – 53100 Siena Italy, website: [www.mps.it](http://www.mps.it)

**Banca Antonveneta S.p.A.**, registered office at Piazzetta Turati, 2 - 35131 Padova Italy, website: [www.antonveneta.it](http://www.antonveneta.it),

**Biverbanca Cassa di Risparmio di Biella e Vercelli S.p.A.** registered office at Via Carso, 15 – 13900 Biella, Italy, website: [www.biverbanca.it](http://www.biverbanca.it).

**Subscription:**

Applications for the Securities could be made by potential investors to any of the agencies of the Distributors during the opening banking hours in Italy.



**Subscription Period:** 3 August until 28 September 2012 (19:00 hrs CET).

The Issuer, in agreement with the Lead Manager, reserves the right to earlier close or to extend the Subscription Period if market conditions so require. Notice of the early closing or extension of the Subscription Period will be made to investors by means of a notice published on the Manager's website and on the Distributors' websites mentioned above.

The Subscription Period for the Securities is from (and including) 3 August 2012 to (and including) 28 September 2012. The Securities placed pursuant to Article 30 of the Italian Legislative Decree of 24 February 1998, n. 58, as subsequently amended, will be offered from (and including) 3 August 2012 to (and including) 21 September 2012.

The Securities subscribed for during the Subscription Period will be delivered on the Issue Date against payment of the Issue Price.

**T.  
Term of the Securities:**

The Term of the Securities means the period commencing on the Issue Date and ending on the Maturity Date.

**U.  
Underlying:**

The Underlying equals the share of Enel S.p.A. (ISIN IT0003128367).

The Underlying is expressed in the Underlying Currency.

**Underlying Calculation Date:**

The Underlying Calculation Date means each day, on which the Relevant Exchange is open for trading and the Price of the Underlying is determined in accordance with the relevant rules.

**Underlying Currency:**

The Underlying Currency means Euro ("EUR").

**V.  
Valuation Date:**

The Valuation Date means 20 September 2015.

If this day is not an Underlying Calculation Date in relation to the Underlying, the immediately succeeding Underlying Calculation Date is deemed to be the relevant Valuation Date in relation to the Underlying.

**Valuation Time:**

The Valuation Time equals the time of official determination of the closing price of the Underlying.

## Terms and Conditions of the Securities Part 2: Special Conditions of the Securities

### § 1 Security Right

- (1) The Issuer hereby warrants to the Securityholder (§ 4 (3)) of each (1) Security relating to the Price of the Underlying in accordance with these Conditions that such Securityholder shall have the following right (the "**Security Right**"):
  - If the Performance<sub>Obs</sub> is on any of the Observation Dates **higher than 100 %**, the Securities will expire early on the relevant Early Maturity Date in relation to the Observation Date<sub>(i)</sub> and the Securityholder is entitled to receive the Settlement Amount (as defined below) commercially rounded to two decimal places (the "**Early Redemption Amount**").  
The "**Settlement Amount**" is calculated in accordance with the following formula:

$$\text{Nominal Amount} \times (100 \% + 7.50 \% \times i)$$

Where:

"i" equals the number of the relevant Observation Date<sub>(i)</sub>.

- If the Securities did not expire early on any of the previous Early Maturity Dates in accordance with paragraph (a) and if the Performance is **higher than 100 %**, the Securityholder is entitled to receive the Settlement Amount (as defined below) commercially rounded to two decimal places (the "**Redemption Amount**").

The "**Settlement Amount**" is calculated in accordance with the following formula:

$$\text{Nominal Amount} \times (100 \% + 22.50 \%)$$

- If the Securities did not expire early on any of the previous Early Maturity Dates in accordance with paragraph (a) and if the Performance is **higher than or equal to the Loss Threshold and equal to or lower than 100 %**, the Securityholder is entitled to receive the Nominal Amount (the "**Redemption Amount**").
- If the Securities did not expire early on any of the previous Early Maturity Dates in accordance with paragraph (a) and if the Performance is **lower than the Loss Threshold**, the Securityholder is entitled to receive the Settlement Amount (as defined below) commercially rounded to two decimal places (the "**Redemption Amount**").

The "**Settlement Amount**" is calculated in accordance with the following formula:

$$N \times \frac{1}{\text{Loss Threshold}} \times \frac{\text{Settlement Price}}{\text{ReferenceLevel}}$$

Where:

"N" equals the Nominal Amount.

- (2) Any determination and calculation in connection with the Security Right, in particular the calculation of the Redemption Amount, will be made by the Calculation Agent (§ 9). Determinations and calculations made in this respect by the Calculation Agent are final and binding for all participants except in the event of manifest error.

### § 2

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### § 3

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## Terms and Conditions of the Securities Part 3: General Conditions of the Securities

### § 4

#### Form of Securities; Interest and Dividends; Title and Transfer; Status

- (1) The bearer Securities issued by the Issuer are represented by one or more permanent global bearer security/securities (the "**Permanent Global Security**") without coupons which shall be signed manually by two authorised signatories of the Issuer. No definitive securities will be issued. The right to request the delivery of definitive securities is excluded.  
The Permanent Global Security is deposited with the Clearing System in accordance with the applicable rules and regulations of the Clearing System.
- (2) No interest and no dividends are payable on the Securities.
- (3) "**Securityholder**" means any holder of a proportionate co-ownership interest or right in the Permanent Global Security, acknowledged by German law as legal owner of the Securities. The Securityholder shall, for all purposes, be treated by the Issuer and the Security Agents (§ 9 (1)) as the person entitled to such Securities and the person entitled to receive the benefits of the rights represented by such Securities.
- (4) The Securities are transferable as co-ownership interests in the Permanent Global Security in accordance with applicable law and the relevant CA Rules and may be transferred within the collective securities settlement procedure in the Minimum Trading Size or an integral multiple thereof only. Such transfer becomes effective upon registration of the transfer in the records of the relevant Clearing System.
- (5) The Securities constitute direct, unsecured and unsubordinated obligations of the Issuer, ranking *pari passu* among themselves and with all other present and future unsecured and unsubordinated obligations of the Issuer, other than obligations preferred by mandatory provisions of law.

### § 5

#### Settlement; Period of Presentation; Prescription

- (1) The Securities will, subject to a Market Disruption (§ 8 (3)), be redeemed on the Maturity Date by payment of the Redemption Amount or of the Termination Amount or of the Tax Termination Amount (§ 7 a or b), as the case may be, in the Redemption Currency.  
The Issuer shall provide any performance due under these Conditions to the Paying Agent for credit to the relevant Clearing System for forwarding to the relevant depository banks for credit to the Securityholders.
- (2) The Issuer shall be discharged from its redemption obligations or any other payment or delivery obligations under these Conditions of the Securities by delivery to the Clearing System in the manner described above.
- (3) All taxes, charges and/or expenses, if any, incurred in connection with the redemption of the Securities or any other payment or delivery obligations under these Conditions of the Securities shall be borne and paid by the relevant Securityholder. The Issuer and the Paying Agent, as the case may be, are entitled, but not obliged, to withhold from any required performance under these Conditions such taxes, charges and/or expenses as be paid by the Securityholder in accordance with the preceding sentence.
- (4) The period of presentation as established in § 801 section 1 sentence 1 of the German Civil Code ("**BGB**") is reduced to ten years.
- (5) The Issuer may hold a coverage portfolio to cover its obligations under the Securities. The coverage portfolio may comprise the Underlying or the Components comprised therein, as the case may be, or options on these aforementioned assets, at the Issuer's option and unrestricted discretion. However, the Securityholders are not entitled to any rights or claims with respect to any coverage portfolio.

### § 6

#### Adjustments; Successor Underlying; Substitute Stock Exchange

- (1) In the case of the occurrence of a Potential Adjustment Event (§ 6 (2)), the Issuer shall be entitled to effect adjustments to these Conditions in a manner and relation corresponding to the relevant adjustments made with regard to option and futures contracts on the share used as the Underlying traded on the Relevant Futures and Options Exchange (the "**Option Contracts**") provided that the Record Date (as defined below) is prior to or on the Valuation Date, as the case may be.  
If no such Option Contracts are being traded on the Relevant Futures and Options Exchange, the adjustments may be effected by the Issuer in a manner as relevant adjustments would be made by the Relevant Futures and Options Exchange if those Option Contracts were traded on the Relevant Futures and Options Exchange.  
The "**Record Date**" will be the first trading day on the Relevant Futures and Options Exchange on which

the adjusted Option Contracts on the Underlying are traded on the Relevant Futures and Options Exchange or would be traded if those Option Contracts were traded on the Relevant Futures and Options Exchange.

- (2) A "**Potential Adjustment Event**" means any measure in relation to the share which gives reason, or would give reason, if the Option Contracts were traded on the Relevant Futures and Options Exchange, as the case may be, to the Relevant Futures and Options Exchange for an adjustment to the Strike, the contract volume of the Underlying, the ratio of the Underlying or to the quotation of the stock exchange, relevant for the calculation and determination of the Price of the Underlying.

Potential Adjustment Events are, *in particular*, but not limited to, the following measures, whereas, however, subject to § 6 (3), the *de facto* or hypothetical decision of the Relevant Futures and Options Exchange is decisive:

- (i) The stock corporation, the share(s) of which is/are used as the Underlying (the "**Company**") increases its share capital against deposits/contributions granting a direct or indirect subscription right to its shareholders, capital increase out of the Company's own funds, through the issuance of new shares, directly or indirectly granting a right to its shareholders to subscribe for bonds or other securities with option or conversion rights to shares.
- (ii) The Company decreases its share capital through cancellation or combination of shares of the Company. No Potential Adjustment Event shall occur, if the capital decrease is effected by way of reduction of the nominal amount of the shares of the Company.
- (iii) The Company grants exceptionally high dividends, bonuses or other cash or non-cash distributions ("**Special Distributions**") to its shareholders. The distributions of regular dividends, which do not constitute Special Distributions, do not create any Potential Adjustment Event. With regard to the differentiation between regular dividends and Special Distributions, the differentiation made by the Relevant Futures and Options Exchange shall prevail.
- (iv) In the case of a stock split (reduction of the nominal amount and corresponding increase in the number of shares without a change in the share capital) or a similar measure.
- (v) Offer to the shareholders of the Company pursuant to the German Stock Corporation Act (*Aktengesetz*), the German Law regulating the Transformation of Companies (*Umwandlungsgesetz*) or any other similar proceeding under the jurisdiction applicable to and governing the Company to convert existing shares of the Company to new shares or to shares of another stock corporation.
- (vi) Take-over of shares of the Company by a shareholder in the course of a tender offer in accordance with the German Securities Acquisition and Take-over Act or with any other similar provision under the jurisdiction applicable to and governing the Company.
- (vii) The Company spins off any part of the Company so that a new independent enterprise is created or any part of the Company is absorbed by a third company, the Company's shareholders are granted shares in the new company or the absorbing company free of charge or at a price below the market price and therefore a market price or price quotation may be determined for the shares granted to the shareholders.
- (viii) The quotation of or trading in the shares of the Company on the Relevant Exchange is permanently discontinued due to a merger or a new company formation, or for any other comparable reason, in particular as a result of a delisting of the Company. The Issuer's right of termination in accordance with § 7 a or b, as the case may be, of these Conditions remains unaffected.

The provisions set out above shall apply *mutatis mutandis* to events other than those mentioned above, if the Issuer and the Calculation Agent, upon exercise of their reasonable discretion (pursuant to § 315 of the BGB or, as the case may be, § 317 of the BGB), determine that the economic effects of these events are comparable and may have an impact on the calculational value of the shares.

- (3) The Issuer shall be entitled to deviate from the adjustments made by the Relevant Futures and Options Exchange, should the Issuer consider it necessary in order to account for existing differences between the Securities and the Option Contracts traded on the Relevant Futures and Options Exchange. Irrespective of, whether or how adjustments are *de facto* effected by the Relevant Futures and Options Exchange, the Issuer is entitled to effect adjustments for the purpose to reconstitute to the extent possible the Securityholders' economic status prior to the measures in terms of § 6 (2).
- (4) In the event that the share is terminated and/or replaced by another underlying, the Issuer and the Calculation Agent shall, provided that the Issuer has not terminated the Securities in accordance with § 7 a or b, as the case may be, of these Conditions, determine at their reasonable discretion (pursuant to § 315 of the BGB or, as the case may be, § 317 of the BGB), after having made appropriate adjustments according to the paragraph above, which underlying, economically equal to the underlying concept of the share used as the Underlying shall be applicable in the future (the "**Successor Underlying**"). The Successor Underlying and the date it is applied for the first time shall be published without undue delay in accordance with § 11 of these Conditions.

Any reference in these Conditions to the Underlying shall, to the extent appropriate, be deemed to refer to the Successor Underlying.

- (5) If the quotation of or trading in the share on the Relevant Exchange is permanently discontinued while

concurrently a quotation or trading is started up or maintained on another stock exchange, the Issuer and, as the case may be, the Calculation Agent at their reasonable discretion (pursuant to § 315 of the BGB or, as the case may be, § 317 of the BGB) shall be entitled to stipulate such other stock exchange as new Relevant Exchange (the "**Substitute Stock Exchange**") through publication in accordance with § 11 of these Conditions, provided that the Issuer has not terminated the Securities in accordance with § 7 a or b, as the case may be, of these Conditions. In the case of such a substitution, any reference in these Conditions to the Relevant Exchange thereafter shall be deemed to refer to the Substitute Stock Exchange. The adjustment described above shall be published in accordance with § 11 of these Conditions upon the expiry of one month following the permanent discontinuation of the quotation of or trading in the Underlying at the latest.

- (6) In the event that the price of the share used as the Underlying as determined and published by the Relevant Exchange is subsequently corrected and the correction (the "**Corrected Price**") is published by the Relevant Exchange, after the original publication, but until the Maturity Date (exclusive), the Issuer and the Calculation Agent shall be entitled to effect, under consideration of the Corrected Price, adjustments to these Conditions at their reasonable discretion (pursuant to § 315 of the BGB or, as the case may be, § 317 of the BGB), to account for the correction. The adjustment and the date it is applied for the first time shall be published without undue delay in accordance with § 11 of these Conditions.
- (7) Adjustments and determinations pursuant to the paragraphs above shall be effected by the Issuer or, as the case may be, by the Calculation Agent, at its reasonable discretion (pursuant to § 315 of the BGB or, as the case may be, § 317 of the BGB), under consideration of the market conditions then prevailing and preserving the value of the previous economic development of the Securities. The Issuer reserves the right to determine at its reasonable discretion (pursuant to § 315 of the BGB) in cases of doubt (i) the applicability of the adjustment rules of the Relevant Futures and Options Exchange and (ii) the required adjustment. Any adjustment or determination shall be published by the Issuer in accordance with § 11 of these Conditions and shall be final, conclusive and binding on all parties, except where there is a manifest error.
- (8) Any adjustment and determination will become effective as of the time at which the relevant adjustments become effective on the Relevant Futures and Options Exchange or would become effective, if the Option Contracts were traded on the Relevant Futures and Options Exchange, as the case may be.

#### § 7 a

#### **Termination; Change in Law; Hedging Disruption; Increased Cost of Hedging**

- (1) The Issuer shall in the case of the occurrence of one of the following Termination Events be entitled to terminate and redeem all but not some of the Securities by giving notice in accordance with § 11 of these Conditions (i) specifying the calendar day, on which the Termination becomes effective (the "**Termination Date**"), and (ii) subject to a notice period of at least one calendar month prior to the relevant Termination Date (the "**Termination**").
- (2) A "**Termination Event**" means any of the following events:
  - (i) The determination and/or publication of the price of the share is discontinued permanently, or the Issuer or the Calculation Agent obtains knowledge about the intention to do so.
  - (ii) It is, in the opinion of the Issuer and the Calculation Agent at their reasonable discretion (pursuant to § 315 of the BGB or, as the case may be, § 317 of the BGB), not possible, for whatever reason, to make adjustments to these Conditions or if an adjustment to these Conditions would not achieve a commercially reasonable result.
  - (iii) In the opinion of the Issuer and the Calculation Agent at their reasonable discretion (pursuant to § 315 of the BGB or, as the case may be, § 317 of the BGB), another material change in the market conditions occurred in relation to the Relevant Exchange.
  - (iv) In the opinion of the Issuer and the Calculation Agent at their reasonable discretion (pursuant to § 315 of the BGB or, as the case may be, § 317 of the BGB), a Change in Law and/or a Hedging Disruption and/or an Increased Cost of Hedging occurred.

In this context:

"**Change in Law**" means that, on or after the Issue Date of the Securities (A) due to the adoption of or any change in any applicable law or regulation (including, without limitation, any tax law), or (B) due to the promulgation of or any change in the interpretation by any court, tribunal or regulatory authority with competent jurisdiction of any applicable law or regulation (including any action taken by a taxing authority), the Issuer determines in good faith that (X) it has become illegal to hold, acquire or dispose of any transaction(s) or asset(s) in relation to the Underlying, or (Y) it will incur a materially increased cost in performing its obligations under the Securities (including, without limitation, due to any increase in tax liability, decrease in tax benefit or other adverse effect on its tax position);

"**Hedging Disruption**" means that the Issuer is unable, after using commercially reasonable efforts, to (A) acquire, establish, re-establish, substitute, maintain, unwind or dispose of any transaction(s) or asset(s) it deems necessary to hedge price risks of issuing and performing its obligations with respect to the Securities,

or (B) realise, recover or remit the proceeds of any such transaction(s) or asset(s); and  
**“Increased Cost of Hedging”** means that the Issuer would incur a materially increased (as compared with circumstances existing on the Issue Date) amount of tax, duty, expense or fee (other than brokerage commissions) to (A) acquire, establish, re-establish, substitute, maintain, unwind or dispose of any transaction(s) or asset(s) it deems necessary to hedge the price risk of issuing and performing its obligations with respect to the Securities, or (B) realise, recover or remit the proceeds of any such transaction(s) or asset(s), provided that any such materially increased amount that is incurred solely due to the deterioration of the creditworthiness of the Issuer shall not be deemed an Increased Cost of Hedging.

- (3) In the case of Termination the Issuer shall pay to each Securityholder an amount in the Redemption Currency with respect to each Security it holds, which is determined by the Calculation Agent at its reasonable discretion pursuant to § 317 of the BGB and, if applicable, considering the then prevailing Price of the Underlying, as the fair market price of a Security at the occurrence of Termination (the **“Termination Amount”**).

### § 7 b

#### Taxes; Termination for Tax Reasons

- (1) All amounts payable by the Issuer under these Conditions are payable without any withholding or deduction at source of any present or future taxes, charges or duties imposed by or in Jersey, the United Kingdom or by or in those countries, in which the Securities are publicly offered, or by any political subdivision or any authority thereof having power to tax (**“Withholding Taxes”**), unless such withholding or deduction of Withholding Taxes is required by law. In this latter case, the Issuer will, subject to the following provisions, pay such additional amounts as are necessary in order that the amounts received by the Securityholders equal the amounts they would have received in the absence of any Withholding Taxes.
- (2) However, the Issuer will be not obliged to pay any such additional amounts:
- if a Securityholder is subject to such taxes, charges or duties on the Securities due to any other relationship with Jersey, the United Kingdom or those countries, in which the Securities are publicly offered, than the mere holding of the Securities;
  - if such Withholding Taxes on payments to any Securityholder with respect to the Securities themselves or any payout thereon are based on the EU Directive on the taxation of savings income (2003/48/EC) of 3 June 2003 (**“EU Savings Directive”**). The same also applies to any law or any other legal measure which implements or is in conformity with or has been adopted to comply with the EU Savings Directive;
  - if the Securityholders may have avoided any Withholding Taxes by claiming payments on the Securities via another paying agent in a EU member state;
  - that are payable as a result of any change in law that becomes effective more than 30 days after the relevant payment of principal becomes due or is duly provided for pursuant to § 1 of these Conditions, whichever occurs later.
- (3) The Issuer is entitled at any time to redeem all, but not only some, of the Securities on giving no less than 30 and no more than 45 days notice pursuant to § 11 of these Conditions, specifying the calendar day, on which the Termination becomes effective (the **“Tax Termination Date”**), at an amount in the Redemption Currency with respect to each Security, which is determined by the Calculation Agent at its reasonable discretion pursuant to § 317 of the BGB and, if applicable, considering the then prevailing Price of the Underlying and the expenses of the Issuer caused by the Termination, as the fair market price of a Security at the occurrence of Termination (the **“Tax Termination Amount”**) if:
- the Issuer, on the occasion of the next payment is or will be required under these Conditions to pay additional amounts under this § 7 b of these Conditions on account of any change or amendment to the laws or regulations of Jersey, the United Kingdom or those countries, in which the Securities are publicly offered, or any political subdivision or authority thereof with power to tax or any change in application or interpretation of such laws or regulations which change becomes effective or applicable on or after the Issue Date of these Securities; and
  - the Issuer cannot avoid the requirement to pay such additional amounts by any steps reasonably available to the Issuer at its own discretion (but not by any substitution of the Issuer pursuant to § 10 of these Conditions).
- Any such notice of redemption must not be given any earlier than 90 days prior to the date on which the Issuer would initially be required to pay additional amounts pursuant to this § 7 b.

### § 8

#### Market Disruptions

- (1) If, in the opinion of the Issuer and the Calculation Agent at their reasonable discretion (pursuant to § 315 of the BGB or, as the case may be, § 317 of the BGB), a Market Disruption (§ 8 (3)) prevails on the Fixing Date or one of the Observation Dates or the Valuation Date, as the case may be, the Fixing Date or the relevant

Observation Date or the Valuation Date, as the case may be, in relation to the Underlying shall be postponed to the next succeeding Underlying Calculation Date, on which no Market Disruption prevails. The Issuer shall endeavour to notify the parties pursuant to § 11 of these Conditions without delay of the occurrence of a Market Disruption. However, there is no notification obligation.

- (2) If one of the Observation Dates or the Valuation Date, as the case may be, has been postponed, due to the provisions of § 8 (1), by eight Underlying Calculation Dates, and if the Market Disruption continues to prevail on this day, this day shall be deemed to be the relevant Observation Date or Valuation Date, as the case may be, in relation to the Underlying.

No further postponement shall take place.

The Issuer and the Calculation Agent will then, at their reasonable discretion (pursuant to § 315 of the BGB or, as the case may be, § 317 of the BGB) and taking into account (i) the market conditions then prevailing and (ii) such other conditions or factors as the Issuer and the Calculation Agent reasonably consider to be relevant, estimate the Price of the Underlying in relation to the postponed Observation Date or Valuation Date, as the case may be, (which for the avoidance of doubt could be zero (0)) on the basis of the last announced Prices of the Underlying.

If, in the opinion of the Issuer and the Calculation Agent at their reasonable discretion (pursuant to § 315 of the BGB or, as the case may be, § 317 of the BGB), an estimate of the Price of the Underlying is, for whatsoever reason, not possible, the Issuer and the Calculation Agent will, at their reasonable discretion (pursuant to § 315 of the BGB or, as the case may be, § 317 of the BGB) and taking into account (i) the market conditions then prevailing, (ii) such other conditions or factors as the Issuer and the Calculation Agent reasonably consider to be relevant and (iii) the expenses of the Issuer, if any, caused by the Market Disruption, determine whether and in which amount, if applicable, the Issuer will make payment of an amount in the Redemption Currency. The provisions of these Conditions relating to the Redemption Amount shall apply *mutatis mutandis* to such payment.

- (3) A “**Market Disruption**” shall mean in relation to a share used as the Underlying:
- (a) a suspension or a failure of the announcement of the Price of the Underlying on any Underlying Calculation Date relevant for determining the Redemption Amount, the Termination Amount or the Tax Termination Amount, as the case may be, or
  - (b) a limitation, suspension or disruption of or, subject to para. (4), a restriction imposed on trading, the latter of which the Issuer and the Calculation Agent consider significant,
    - (i) on the Relevant Exchange in general (whether by movements in price exceeding limits permitted by the Relevant Exchange), or
    - (ii) on the Relevant Exchange in the share (whether by movements in price exceeding limits permitted by the Relevant Exchange or otherwise), or
    - (iii) on the Relevant Futures and Options Exchange, if Option Contracts on the share are traded there, or
    - (iv) due to a directive of an authority or of the Relevant Exchange (whether by movements in price exceeding limits permitted by the Relevant Exchange or otherwise) or due to a moratorium, which is declared in respect of banking activities in the country, in which the Relevant Exchange is located, or due to any other reasons whatsoever.
  - (c) The relevant price is a “limit price”, which means that the price for the Underlying for a day has increased or decreased from the immediately preceding day’s price by the maximum amount permitted under applicable rules of the Relevant Exchange.
  - (d) The occurrence of any other event that, in the opinion of the Issuer and the Calculation Agent at their reasonable discretion (pursuant to § 315 of the BGB or, as the case may be, § 317 of the BGB), disrupts or impairs the ability of market participants in general to effect transactions in, or obtain market values for the Underlying.
- (4) Any closing prior to the scheduled trading time or any restriction of the hours or the number of days during which trading takes place is not deemed to be a Market Disruption, if the restriction is based on a change in regular trading hours on the Relevant Exchange announced in advance at least one (1) hour prior to the earlier of (i) the actual closing time for the regular trading hours on the Relevant Exchange or (ii) the submission deadline for orders entered into the Relevant Exchange for execution on the relevant day. A restriction of trading which is levied during the course of any day due to price developments exceeding certain prescribed limits shall only be deemed to be a Market Disruption if such restriction continues until the end of trading hours on the relevant day.
- (5) The existence of a Market Disruption prior to an Observation Date or the Valuation Date, as the case may be, shall be disregarded when determining reaching, exceeding or falling short of any threshold or limit, relevant under these Conditions.

**§ 9**  
**Calculation Agent; Paying Agent**

- (1) The Calculation Agent and the Paying Agent (the "**Security Agents**") shall assume such role in accordance with these Conditions. Each of the Security Agents shall be liable for making, failing to make or incorrectly making any measure or calculations, as the case may be, or for taking or failing to take any other measures only if and insofar as they fail to exercise the due diligence of a prudent businessman.
- (2) Each of the Security Agents acts exclusively as vicarious agent of the Issuer and has no obligations to the Securityholder. Each of the Security Agents is exempt from the restrictions under § 181 of the BGB.
- (3) The Issuer is entitled at any time to replace any or all of the Security Agents by another company, to appoint one or several additional Security Agents, and to revoke their appointments. Such replacement, appointment and revocation shall be notified in accordance with § 11 of these Conditions.
- (4) Each of the Security Agents is entitled to resign at any time from its function upon prior written notice to the Issuer. Such resignation shall only become effective if another company is appointed by the Issuer as Calculation Agent or as Paying Agent, as the case may be. Resignation and appointment are notified in accordance with § 11 of these Conditions.

**§ 10**  
**Substitution of the Issuer**

- (1) The Issuer is entitled at any time, without the consent of the Securityholders, to substitute another company within the UBS Group as issuer (the "**New Issuer**") with respect to all obligations under or in connection with the Securities, if
  - (i) the New Issuer assumes all obligations of the Issuer under or in connection with the Securities,
  - (ii) the New Issuer has obtained all necessary authorisations, if any, by the competent authorities, under which the New Issuer may perform all obligations arising under or in connection with the Securities and transfer payments to the Paying Agent without withholding or deduction of any taxes, charges or expenses, and
  - (iii) the Issuer unconditionally and irrevocably guarantees the obligations of the New Issuer.
- (2) In the case of such a substitution of the Issuer, any reference in these Conditions to the Issuer shall forthwith be deemed to refer to the New Issuer.
- (3) The substitution of the Issuer shall be final, binding and conclusive on the Securityholders and will be published to the Securityholders without undue delay in accordance with § 11 of these Conditions.

**§ 11**  
**Publications**

- (1) Publications concerning the Securities will be published on the internet pages of the Issuer at [www.ubs.com/keyinvest](http://www.ubs.com/keyinvest) or a successor address. Any such notice shall be effective as of the publishing date (or, in the case of several publications as of the date of the first such publication).
- (2) The Issuer shall, to the extent legally possible, be entitled to effect publications by way of notification to the Clearing System for the purpose of notifying the Securityholders (as set forth in the applicable rules and regulations of the Clearing System), provided that in cases, in which the Securities are listed on a Security Exchange, the regulations of such Security Exchange permit this type of notice. Any such notice shall be deemed as having been effect as of the seventh day after the date of the notification to the Clearing System.

**§ 12**  
**Issue of further Securities; Purchase; Call; Cancellation**

- (1) The Issuer is entitled at any time to issue, without the consent of the Securityholders, further securities having the same terms and conditions as the Securities so that the same shall be consolidated and form a single series with such Securities, and references to "Security" shall be construed accordingly.
- (2) The Issuer is entitled at any time to purchase, without the consent of the Securityholders, Securities at any price. Such Securities may be held, reissued, resold or cancelled, all at the option of the Issuer.
- (3) The Issuer is entitled at any time to call, without the consent of the Securityholders, outstanding Securities and to reduce their number.
- (4) Increase or reduction of Securities shall be notified without undue delay in accordance with § 11 of these Conditions.
- (5) All Securities redeemed in full shall be cancelled forthwith and may not be reissued or resold.



**§ 13**  
**Language**

These Conditions are written in the English language. The English text shall be controlling and binding.

**§ 14**  
**Governing Law; Place of Performance; Place of Jurisdiction; Agent of Process; Corrections; Severability**

- (1) The form and content of the Securities as well as all rights and duties arising from the matters provided for in these Conditions shall in every respect be governed by, and shall be construed in accordance with, the laws of the Federal Republic of Germany.
- (2) The District Court (*Landgericht*) of Frankfurt am Main shall have jurisdiction to settle any proceedings that may arise out of or in connection with any Securities and accordingly any proceedings may be brought in such court. The Issuer irrevocably submits to the jurisdiction of the District Court (*Landgericht*) of Frankfurt am Main and waives any objection to proceedings in such court on the ground of venue or on the ground that the proceedings have been brought in an inconvenient forum. These submissions are made for the benefit of Securityholder and shall not affect the right of any Securityholders to take proceedings in any other court of competent jurisdiction nor shall the taking of proceedings in one or more jurisdictions preclude the taking of proceedings in any other jurisdiction (whether concurrently or not).
- (3) UBS AG, acting through its London Branch, in its role as Issuer hereby appoints UBS Deutschland AG, Bockenheimer Landstrasse 2 - 4, 60306 Frankfurt am Main, Federal Republic of Germany, as its agent in the Federal Republic of Germany to receive service of process in any proceedings under or in connection with the Securities in the Federal Republic of Germany (the "**Agent of Process**"). If, for any reason, such Agent of Process ceases to act as such or no longer has an address in the Federal Republic of Germany, UBS AG, acting through its London Branch, agrees to appoint a substitute agent of process in the Federal Republic of Germany. Nothing herein shall affect the right to serve the process in any other manner permitted by law.
- (4) The Issuer is entitled to modify or amend, as the case may be, these Conditions in each case without the consent of the Securityholders in such manner as the Issuer deems necessary or desirable, if the modification or amendment
  - (i) is of a formal, minor or technical nature; or
  - (ii) is made to cure a manifest or proven error; or
  - (iii) is made to cure any ambiguity; or is made to correct or supplement any defective provisions of these Conditions; or
  - (iv) is made to correct an error or omission such that, in the absence of such correction, the Conditions would not otherwise represent the intended terms of the Securities on which the Securities were sold and have since traded; or
  - (v) will not materially and adversely affect the interests of the Securityholders.
 Any modification or amendment of these Terms and Conditions shall take effect in accordance with its terms and be binding on the Securityholders, and shall be notified to the Securityholders in accordance with § 11 of these Conditions (but failure to give such notice, or non-receipt thereof, shall not affect the validity of such modification or amendment).
- (5) If any of the provisions of these Conditions is or becomes invalid in whole or in part, the remaining provisions shall remain valid. The invalid provision shall be replaced by a valid provision, which, to the extent legally possible, serves the economic purposes of the invalid provision. The same applies to gaps, if any, in these Conditions.

**INFORMATION ABOUT THE UNDERLYING**

The following information about the Underlying comprises extracts or summaries of information publicly available. The Issuer confirms that such information has been accurately reproduced. As far as the Issuer is aware and is able to ascertain from the information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

**Enel S.p.A. (ISIN IT0003128367)**

Enel S.p.A. generates, transmits, distributes, and trades electricity. The company operates hydroelectric, geothermal, and other generating plants. Enel S.p.A., through subsidiaries, also provides fixed-line and mobile telephone services, installs public lighting systems, and operates real estate, factoring, insurance, telecommunications, and Internet service provider businesses.

Further information as well as information about the past performance and the volatility of the Underlying can be obtained from the internet page [www.enel.it](http://www.enel.it).

## **ISSUE, SALE AND OFFERING**

### **I. Issue and Sale**

It has been agreed that the Securities will be offered to the public by the Manager, through the Distributors, and will be issued at the Issue Date (as defined in the section "Key Terms and Definitions of the Securities").

#### **Selling Restrictions**

##### General

The Manager/the Issuer has represented and agreed that it will comply with all applicable securities laws and regulations in force in any jurisdiction in which it purchases, offers, sells or delivers Securities or possesses or distributes the Prospectus and will obtain any consent, approval or permission required by it for the purchase, offer, sale or delivery by it of Securities under the laws and regulations in force in any jurisdiction to which it is subject or in which it makes such purchases, offers, sales or deliveries and neither the Issuer nor any Manager shall have any responsibility therefor. Neither the Issuer nor the Manager has represented that Securities may at any time lawfully be sold in compliance with any applicable registration or other requirements in any jurisdiction, or pursuant to any exemption available thereunder, or has assumed any responsibility for facilitating such sale. The relevant Manager/Issuer will be required to comply with such other additional restrictions as the relevant Issuer and the relevant Manager shall agree and as shall be set out in the applicable Final Terms.

##### United States of America

The Securities (or any rights thereunder) have not been registered and will not be registered under the United States Securities Act of 1933, as amended, (the "**Securities Act**"); trading in these Securities has not and will not be approved by the United States Commodity Futures Trading Commission pursuant to the United States Commodity Exchange Act, as amended. The Securities (or any rights thereunder) will be offered only outside of the United States and only to persons that are not U.S. persons as defined in Regulation S of the Securities Act.

##### European Economic Area

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a "**Relevant Member State**"), each Manager and the Issuer have represented and agreed, that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the "**Relevant Implementation Date**") it has not made and will not make an offer of Securities which are the subject of the offering contemplated by this Prospectus as completed by the final terms in relation thereto to the public in that Relevant Member State except that it may, with effect from and including the Relevant Implementation Date, make an offer of such Securities to the public in that Relevant Member State:

- (a) if the final terms in relation to the Securities specify that an offer of those Securities may be made other than pursuant to Article 3 (2) of the Prospectus Directive in that Relevant Member State (a "**Non-exempt Offer**"), following the date of publication of a prospectus in relation to such Securities which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, provided that any such prospectus has subsequently been completed by the final terms contemplating such Non-exempt Offer, in accordance with the Prospectus Directive, in the period beginning and ending on the dates specified in such prospectus or final terms, as applicable, and the Issuer has consented in writing to its use for the purpose of that Non-exempt Offer;
- (b) at any time to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (c) at any time to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive), subject to obtaining the prior consent of the relevant Manager or Managers nominated by the Issuer for any such offer; or
- (d) at any time in any other circumstances falling within Article 3 (2) of the Prospectus Directive,

provided that no such offer of Securities referred to in (b) to (d) above shall require the Issuer or the Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression "offer of Securities to the public" in relation to any Securities in any Relevant Member State means the communication in any form and by any means of sufficient

information on the terms of the offer and the Securities to be offered so as to enable an investor to decide to purchase or subscribe the Securities, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression "2010 PD Amending Directive" means Directive 2010/73/EU.

## **II. Offering for Sale and Issue Price**

An offer of the Securities may be made by the Manager, through the Distributors, other than pursuant to Article 3(2) of the Prospectus Directive in Italy (the "**Public Offer Jurisdiction**") as of 3 August 2012.

The Manager shall be responsible for coordinating the entire Securities offering.

The Issue Price equals EUR 1,000.00 and is fixed at the start of public offer of the Securities. The total commission due for the placement service relating to the offer of the Securities is: Management Commission and Selling Commission (as defined in the section "Key Terms and Definitions of the Securities").

## **III. Subscription and Delivery of the Securities**

The Securities may be subscribed by the investors during normal banking hours within the Subscription Period (as defined in the section "Key Terms and Definitions of the Securities"). The Issue Price per Security is payable on the IssueDate (as defined in the section "Key Terms and Definitions of the Securities").

The Issuer, in agreement with the Lead Manager, reserves the right to earlier close or to extend the Subscription Period if market conditions so require

On the Issue Date, the appropriate number of Securities shall be credited to the investor's account in accordance with the rules of the corresponding Clearing System (as defined in the section "Key Terms and Definitions of the Securities").

## **GENERAL INFORMATION**

### **I. General Note on the Base Prospectus**

The Base Prospectus should be read and construed with any supplement hereto and with any other documents incorporated by reference and with the relevant Final Terms.

The Manager(s) (excluding the Issuer) have not independently verified the information contained herein. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility or liability is accepted by the Managers as to the accuracy or completeness of the information contained in this Prospectus or any other information provided by the Issuer in connection with the Base Prospectus.

No person has been authorised by the Issuer to issue any statement which is not consistent with or not contained in this document, any other document entered into in relation to the Base Prospectus or any information supplied by the Issuer or any information as in the public domain and, if issued, such statement may not be relied upon as having been authorised by the Issuer or the Managers.

### **II. Form, Governing Law and Status**

The Securities issued by the Issuer are securities within the meaning of § 793 German Civil Code and are represented by one or more permanent global bearer certificate(s) (the "**Permanent Global Security**"). The Permanent Global Security is deposited with the Clearing System (as defined in the section "Key Terms and Definitions of the Securities"). No definitive securities will be issued.

The Securities are governed by German law.

The Securities constitute direct, unsecured and unsubordinated obligations of the Issuer, ranking *pari passu* among themselves and with all other present and future unsecured and unsubordinated obligations of the Issuer, other than obligations preferred by mandatory provisions of law.

### **III. Trading of the Securities**

Application will be made for admission to trading of the Securities on the Negotiation System named "De@lDone Trading" ("**DDT**"), managed solely by MPS Capital Services Banca per le Imprese S.p.A. acting as "exclusive dealer" (negoziatore unico).

### **IV. Authorisation**

The Issuer does not need to obtain (individual) authorisation from its Management Board to issue the Securities. There exists a general resolution for the issue of the Securities.

### **V. EEA-Passport**

For certain EEA States, the Issuer reserves the right to apply to the Federal Financial Services Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht* – "**BaFin**") for a certificate of the approval of the Base Prospectus pursuant to Section 18 WpPG, in order to be able to publicly offer the Securities also in those countries and/or have them admitted to trading at an organised market (within the meaning of Directive 93/22/EEC) (the "**EEA Passport**"). A special permit allowing for the Securities to be offered or the prospectus to be distributed in a jurisdiction outside of those countries for which an EEA Passport is possible and a permit required has not been obtained.

### **VI. Use of Proceeds**

The net proceeds from the sale of the Securities will be used for funding purposes of the UBS Group. The Issuer shall not employ the net proceeds within Switzerland. The net proceeds from the issue shall be employed by the Issuer for general business purposes. A separate ("special purpose") fund will not be established.

If, in the normal course of business, the Issuer trades in the Underlying or in related options and futures contracts, or hedges the financial risks associated with the Securities by means of hedging transactions in the Underlying or in related options or futures contracts, the Securityholders have no rights to or interests in the Underlying or in related options or futures contracts.

**VII. Availability of the Base Prospectus and other documents**

So long as any of the Securities are outstanding copies of the following documents will be available, during usual business hours on any weekday (Saturdays and public holidays excepted), at the office of the Issuer:

- (a) the Articles of Association of UBS AG;
- (b) a copy of the Base Prospectus (together with any supplement including any Final Terms thereto);
- (c) a copy of the Annual Report of UBS AG as at 31 December 2011,
- (d) a copy of the Annual Report of UBS AG as at 31 December 2010; and
- (e) copies of the quarterly reports of UBS AG.

Copies of the documents referred to under (a) through (e) above shall, as long as any of the Securities are outstanding, also be maintained in printed format, for free distribution, at the registered offices of the Issuer as well as at UBS Deutschland AG, Bockenheimer Landstrasse 2-4, 60306 Frankfurt am Main, Federal Republic of Germany. In addition, any annual and quarterly reports of UBS AG are published on the UBS website, at [www.ubs.com/investors](http://www.ubs.com/investors) or a successor address.

**SIGNATORIES**

Signed on behalf of the Issuer,  
18 September 2012:

**UBS AG, acting through its London Branch**

By:

\_\_\_\_\_  
(signed by Stefanie Zaromitidis)

By:

\_\_\_\_\_  
(signed by Sigrid Kossatz)

**APPENDIX 1****SECURITY SPECIFIC RISK FACTOR – POTENTIAL CONFLICTS OF INTEREST**

Each of the Issuer, the Manager, the Distributors or their respective affiliates may deal with and engage generally in any kind of commercial or investment banking or other business with any issuer of Underlying or reference entities, their respective affiliates or any guarantor or any other person or entities having obligations relating to any issuer of Underlying or reference entities or their respective affiliates or any guarantor in the same manner as if any credit linked notes did not exist, regardless of whether any such action might have an adverse effect on an issuer of the Underlying or reference entities, any of their respective affiliates or any guarantor.

The Issuer may from time to time be engaged in transactions involving the underlying or reference entities, the index, index components or related derivatives or relevant commodities which may affect the market price, liquidity or value of the Securities and which could be deemed to be adverse to the interests of the Securityholders.

Potential conflicts of interest may arise between the Calculation Agent and the Securityholders, including with respect to certain discretionary determinations and judgements that the Calculation Agent may make pursuant to the Terms and Conditions of the Securities that may influence the amount receivable upon redemption of the Securities.

Potential conflict of interests may arise - in respect of the Offer - on: (i) the Manager and the Distributors, due to the fact they receive from the Issuer, respectively, Management Commissions and Selling Commissions; (ii) the Manager and the Distributors due to the fact they both belong to the Montepaschi Banking Group, whose parent company is Banca Monte dei Paschi di Siena S.p.A.; (iii) the Manager and the Issuer due to the fact that MPS Capital Services Banca per le Imprese S.p.A acts also as hedging counterparty of the Issuer in connection with the issue of the Securities; and (iv) the Calculation Agent due to the fact that it is the same entity as the Issuer. Furthermore, MPS Capital Services Banca per le Imprese S.p.A acts also as sole dealer (negoziatore unico) on the systematic internaliser named De@IDone Trading (DDT) on which application shall be made for the Securities to be admitted to trading.



## APPENDIX 2

### INFORMATION REGARDING TAXATION IN ITALY

*The following is a general summary of current Italian law and practice relating to certain Italian tax considerations concerning the purchase, ownership and disposal of the Securities by Italian resident holders. It does not purport to be a complete analysis of all tax considerations that may be relevant to a decision to purchase, own or dispose of the Securities and does not purport to deal with the tax consequences applicable to all categories of prospective beneficial owners of Securities, some of which may be subject to special rules. This summary is based upon Italian tax laws and practice in effect as at the date of this Prospectus, which may be subject to change, potentially with retroactive effect.*

*In particular Law Decree N°138 of 13 August 2011 ("**Decree 138**"), converted into law with amendments by Law N°148 of 14 August 2011 published in the Official Gazette N°216 of 16 September 2011, reformed the taxation of financial instruments, including the Securities, with effect as of 1<sup>st</sup> January 2012. The Italian tax authority has clarified with the Circular N°. 11 of 28 March 2012 the tax consequences deriving from the investment in the Securities with potential implications on the tax regime as described in the summary.*

*Prospective Securityholders should consult their own tax advisers as to the consequences under Italian tax law, under the tax laws of the country in which they are resident for tax purposes and of any other potentially relevant jurisdiction of acquiring, holding and disposing of Securities.*

#### **Tax treatment of the Securities**

The Securities may be subject to different tax regimes depending on whether:

- they represent derivative financial instruments or bundles of derivative financial instruments, through which the Securityholders purchase indirectly underlying financial instruments; or
- they represent a debt instrument implying a "use of capital" (*impiego di capitale*), through which the Securityholders transfer to the Issuer a certain amount of capital, for the economic exploitation of the same, subject to the right to obtain a (partial or entire) reimbursement of such amount at maturity.

#### **Securities representing derivative financial instruments or bundles of derivative financial instruments**

Payments in respect of Securities qualifying as securitised derivative financial instruments received by Italian Securityholders as well as capital gains realised by Italian Securityholders (not engaged in entrepreneurial activities to which the Securities are connected) which are Italian resident individuals on any sale or transfer for consideration of the Securities or redemption thereof are subject to a 20 per cent capital gains tax, which applies under the following taxation regime "*Regime della dichiarazione*", "*Regime del risparmio amministrato*" and "*Regime del risparmio gestito*" as described under paragraph "Capital Gains Tax" below.

#### *Capital Gains Tax*

A 20 per cent. substitute tax (*imposta sostitutiva*) is applicable on capital gains realised on the disposal of the Securities by Securityholders included among the following categories of Italian resident persons: (i) individuals not engaged in an entrepreneurial activity to which the securities are effectively connected, (ii) non commercial partnerships or similar *de facto* partnerships, (iii) private or public institutions not carrying out mainly or exclusively commercial activities, or (iv) foreign investors with no permanent establishment in Italy to which the Securities are connected where the capital gain is taxable in Italy.

In respect of the application of *imposta sostitutiva*, taxpayers may opt for one of the three regimes described below:

- (a) Under the *Regime della dichiarazione*, which is the default regime for Italian resident individuals not engaged in an entrepreneurial activity to which the Securities are effectively connected, the *imposta sostitutiva* will be chargeable, on a cumulative basis, on all capital gains, net of any offsetable capital losses, realised by the Italian resident individual holding the Securities. In this instance, "capital gains" means any capital gain not connected with an entrepreneurial activity pursuant to all sales or redemptions of the Securities carried out during any given fiscal year. Italian resident individuals holding the Securities not in connection with an entrepreneurial activity must report the overall amount of the capital gains realised in any fiscal year, net of any offsetable capital losses, in the annual tax return and pay the *imposta sostitutiva* on those gains together with any balance income tax due for such year. Capital losses in excess of capital gains may be carried forward against capital gains realised in any of the four succeeding fiscal years.
- (b) As an alternative to the tax declaration regime, Italian resident individual holding the Securities not in connection with an entrepreneurial activity may elect to pay the *imposta sostitutiva* separately on any capital gain realised on each sale or redemption of the Securities (*Regime del risparmio amministrato*). Such separate taxation of capital gains is allowed subject to:
- (a) the Securities being deposited with Italian banks, SIMs or certain authorised financial intermediaries; and
  - (b) an express election for *Regime del risparmio amministrato* being timely made in writing by the relevant Securityholder.

The depository must account for the *imposta sostitutiva* in respect of any capital gain realised on each sale or redemption of the Securities (as well as in respect of any capital gain realised upon the revocation of its mandate), net of any incurred capital loss. The depository must also pay the relevant amount to the Italian tax authorities on behalf of the taxpayer, deducting a corresponding amount from the proceeds to be credited to the Securityholder or using funds provided by the Securityholder for this purpose. Under the *Regime del risparmio amministrato*, where a sale or redemption of the Securities results in a capital loss, which may be deducted from any capital gain subsequently realised, within the same Securities management, in the same fiscal year or in the following fiscal years up to the fourth. Under the *Regime del risparmio amministrato*, the Securityholder is not required to declare the capital gains in the annual tax return.

- (c) In the *Regime del risparmio gestito*, any capital gain realised by Italian resident individuals holding the Securities not in connection with an entrepreneurial activity who have entrusted the management of their financial assets, including the Securities, to an authorised intermediary, will be included in the computation of the annual increase in value of the managed assets accrued, even if not realised, at year end, subject to a 20 per cent. *imposta sostitutiva*, to be paid by the managing authorised intermediary. Any depreciation of the managed assets accrued at year end may be carried forward against increase in value of the managed assets accrued in any of the four succeeding fiscal years. The Securityholder is not required to report the capital gains realised in the annual tax return.

Capital loss realised on or before 31 December 2011 is carried forward to offset any subsequent relevant capital gain for an overall amount of 62.5% of their amount.

Any capital gain deriving from the sale or redemption of the Securities and realised by Italian resident companies (including Italian permanent establishments of foreign entities to which the Securities are connected), similar commercial entity, commercial partnership or Italian resident individuals engaged in an entrepreneurial activity to which the Securities are effectively connected would not be subject to *imposta sostitutiva*, but must be included in the relevant Securityholder's income tax return and therefore subject to IRES (and, in certain circumstances, depending on the "status" of the Securityholder, also as part of the net value of the production for regional tax on business activities purposes ("**IRAP**")).

Capital gains realised on Securities held by Italian investment funds, Fondi Lussemburghesi Storici and SICAV will not be subject to any substitute tax, but will be included in the result of the relevant portfolio. Said result will not be subject to tax with the investment funds or the SICAV, but any

distribution or any other income received upon redemption or disposal of the units or of the shares by the unitholders or shareholders may be subject to a withholding tax of 20 per cent.

Capital gains realized on Securities held by real estate funds to which the provisions of Law Decree N° 351 of 25 September 2001, as subsequently amended, apply, will neither be subject to any substitute tax nor to any other income tax with the fund. Generally any distribution or any other income received upon redemption or disposal of the units by the unitholders may be subject to a withholding tax of 20 per cent.

Capital gains on the Securities held by an Italian resident pension fund (subject to the regime provided for by Article 17 of the Italian Legislative Decree N°252 of 5 December 2005) will not be subject to the 20 per cent. substitute tax, but will be included in the result of the relevant portfolio accrued at the end of the tax period, to be subject to an 11 per cent. substitute tax.

Capital gains realised by non-Italian resident Securityholders are not subject to Italian taxation provided that the Securities are held outside Italy or the capital gain derived from transaction executed in regulated market. Where the Securities are held in Italy, an exemption from the imposta sostitutiva applies provided that the non-Italian resident Securityholder is (i) the beneficial owner of the gains realised and (ii) is resident, for tax purposes, in a country which allows for a satisfactory exchange of information with Italy (the "**White List States**") or is (iii) an international body or entity set up in accordance with international agreements which have entered into force in Italy, or (iv) is an "institutional investor", whether or not subject to tax, which is established in a White List States, or (v) is a Central Bank or an entity which manages, *inter alia*, the official reserves of a foreign State. The financial intermediaries with which the Securities are deposited must receive a self-declaration from the beneficial owner stating that the beneficial owner is a resident of a White List State.

#### ***Securities not having 100% capital protection guaranteed by the Issuer***

In accordance with a different interpretation of the current legislation it is possible to consider the Securities as "Atypical securities" pursuant to Article 8 of Law Decree N° 512 of 30 September 1983. In this event any payment relating to the Securities may be subject to a withholding tax, levied at the rate of 20 per cent.

The 20% withholding tax is levied by any Italian resident entity which intervenes in the collection of payments on the Securities or in their repurchase or transfers. In case the payments on the Securities are not received through any aforementioned Italian resident entity, Italian resident individual Securityholders are required to report the payments in their income tax return and subject them to a final withholding tax at 20 per cent. rate. Italian resident individual Securityholders may elect instead to pay ordinary income tax at the progressive rates applicable to them in respect of the payments; if so, the Italian resident individual Securityholders should generally benefit from a tax credit for any withholding tax possible applied outside Italy.

The 20 per cent. withholding tax does not apply to payments made to a non-Italian resident Securityholder and to an Italian resident Securityholder which is (i) a company (including Italian permanent establishments of foreign entities) or similar commercial entity, (ii) a commercial partnerships or (iii) a private or public institution carrying out commercial activities.

#### ***Inheritance and gift taxes***

Pursuant to Law Decree No. 262 of 3 October 2006, ("**Decree No. 262**"), converted into Law No. 286 of 24 November 2006, the transfers of any valuable asset (including shares, bonds or other securities) as a result of death or donation are taxed as follows:

- (a) transfers in favour of spouses and direct descendants or direct ancestors are subject to an inheritance and gift tax applied at a rate of 4 per cent. on the value of the inheritance or gift exceeding EUR 1,000,000;
- (b) transfers in favour of relatives to the fourth degree or relatives-in-law to the third degree are subject to an inheritance and gift tax at a rate of 6 per cent. on the entire value of the inheritance or the gift. Transfers in favour of brothers/sisters are subject to the 6 per cent. inheritance and gift tax on the value of the inheritance or gift exceeding EUR 100,000; and

- (c) any other transfer is subject to an inheritance and gift tax applied at a rate of 8 per cent. on the entire value of the inheritance or gift.

If the transfer is made in favour of persons with severe disabilities, the tax applies on the value exceeding EUR 1,500,000.

An anti-avoidance rule is provided by Law N°383 of 18 October 2001 for any gift of assets (such as the Securities) which, if sold for consideration, would give rise to capital gains subject to the *imposta sostitutiva* provided for by Decree N°461 of 21 November 1997. In particular, if the donee sells the securities for consideration within five years from the receipt thereof as a gift, the donee is required to pay the relevant *imposta sostitutiva* on capital gains as if the gift has never taken place.

### ***Transfer tax***

Contracts relating to the transfer of Securities are subject to a Euro 168 registration tax as follows: (i) public deeds and notarised deeds are subject to mandatory registration; (ii) private deeds are subject to registration only in the case of voluntary registration.

### ***Tax monitoring obligations***

Italian resident individuals, non commercial entities and non commercial partnerships and similar institutions are required to report in their yearly income tax return, according to Law Decree N° 167 of 28 June, 1990 converted into law by Law Decree N°227 of 4 August, 1990, for tax monitoring purposes:

- (a) the amount of Securities and other financial instruments held abroad at the end of each tax year, if exceeding in the aggregate EUR 10,000.00; and
- (b) the amount of any transfers from abroad, towards abroad and occurring abroad, related to the Securities, occurring during each fiscal year, if these transfers exceed in the aggregate EUR 10,000.00. This also applies in the case that at the end of the fiscal year, Securities are no longer held by those persons.

The above reporting requirements is not required to comply with respect to Securities deposited for management with qualified Italian financial intermediaries and with respect to contracts entered into through their intervention, upon condition that the items of income derived from the Securities are received through the intervention of the same intermediaries.

### ***Stamp duty***

As of 1 January 2012 any communication referred to financial instruments held through an Italian intermediary is subject to a stamp duty at 0.1 per cent (0.15 per cent from 2013), applied on the relevant market value, where available, or on its nominal or refund value. The stamp duty is owed for a minimum amount of EUR 34.20 and for the 2012 only, is capped at EUR 1,200.00 in relation to the overall amount of the financial instruments deposited with the same Italian financial intermediary.

### ***Wealth tax***

Financial investments held abroad by resident individuals in Italy without the involvement of an Italian intermediary are subject to tax at the rate of 0.1 per cent for 2011 and 2012 and 0.15 per cent for the following years. The tax basis is the market value, if any, as resulting at the end of each given year in the state where the financial investments are held, also as it results from the documentation issued by the reference foreign intermediary, or its nominal or refund value. Foreign similar wealth taxes paid in the State where the financial investments are held are creditable. Wealth tax's payment instructions have been provided for by a measure of the Italian tax authority's director of 5 June 2012.

**APPENDIX 3****EXAMPLES OF PERFORMANCE**

The following provides examples of possible product yields. Please note that the parameters and the assumptions are hypothetical.

**I - Negative scenario for the Investor**

The less favourable situation for the Investor occurs if the Certificate has not redeemed early and if the Settlement Price is lower than the Loss Threshold. In this case, the Redemption Amount will be equal to:

$$\text{Nominal Amount} \times \frac{1}{\text{Loss Threshold}} \times \frac{\text{Settlement Price}}{\text{Reference Level}}$$

Parameter's Performance

	Reference Level	Settlement Price	Performance of the Underlying
Stock Return	2.364	1.537	-35.00%

Payoff's Profile

Payment Date	Redemption Amount	Gross Flows
04/10/2012		-100%
04/10/2015	92.881%	92.881%
Gross Annual Return		-2.43%

The gross annual effective yield to maturity is equal to -2.43.

**II - Intermediate scenario for the Investor**

An intermediate situation occurs for the Investor if the Certificate has not redeemed early and if the Settlement Price is above the Loss Threshold and below the Reference Level. In this case, the Redemption Amount will be equal to:

$$\text{Nominal Amount} \times 100\%$$

Parameter's Performance

	Reference Level	Settlement Price	Performance of the Underlying
Stock Return	2.364	2.246	-5.00%

Payoff's Profile

Payment Date	Redemption Amount	Gross Flows
04/10/2012		-100%
04/10/2015	100%	100%
Gross Annual Return		0%

The gross annual effective yield to maturity is equal to 0% .

### III - Positive scenario for the Investor

A favourable situation for the Investor occurs if on an Observation Date, for example on the Observation Date (i=2) there is an early redemption, and the Settlement Price is above the Reference Level. In this case the Redemption Amount will be equal to:

$$\text{Nominal Amount} \times [100\% + 7.5\% \times 2]$$

#### Parameter's Performance

	Reference Level	Settlement Price	Performance
Stock Return	2.364	2.482	+5.00%

#### Payoff's Profile

Payment Date	Redemption Amount	Gross Flows
04/10/2012		-100%
04/10/2014	115,00%	115,00%
Gross Annual Return		7.24%

The gross annual effective yield to maturity is equal to 7.24%.

#### COMPARISON WITH NON STRUCTURED SECURITIES OR RISK FREE OF SIMILAR LENGTH

As a mere example, a comparison is made between the actual annual gross specified in the three scenarios described above and the actual annual gross return of a BTP with similar maturity.

	Actual gross annual return
Scenario 1 – Negative scenario for the Investor	-2.43%
Scenario 2 – Intermediate scenario for the Investor	0.0%
Scenario 3 – Positive scenario for the Investor	7.24%
*BTP with ISIN <b>IT0004656275</b> , and maturity 1 November 2015	4.61%

\*Data as of 13 July 2012 (source "Bloomberg")