

Official Notice

Title: Announcement of Tender Offer Results (Final Expiration Deadline)

Swiss Security Number: See the table below

ISIN: See the table below

Common Code: See the table below

Swiss Security Number	ISIN	Common Code	Description of Notes
125.591.500	CH1255915006	260025775	4.625 per cent. Fixed Rate/Fixed Rate Callable Senior Notes due March 2028
125.591.501	CH1255915014	260025856	4.750 per cent. Fixed Rate/Fixed Rate Callable Senior Notes due March 2032

Date: 5 April 2023

Reference is made to (i) the 4.625 per cent. Fixed Rate/Fixed Rate Callable Senior Notes due March 2028 (the “**2028 Notes**”), and (ii) the 4.750 per cent. Fixed Rate/Fixed Rate Callable Senior Notes due March 2032 (the “**2032 Notes**” and, together with the 2028 Notes, the “**Notes**”), in each case that were issued in an aggregate principal amount of EUR 1.5 billion and EUR 1.25 billion, respectively, by UBS Group AG (the “**Issuer**”) under its Senior Debt Programme on 17 March 2023.

TENDER OFFER:

On 22 March 2023, the Issuer announced invitations to the holders of the Notes to tender their Notes for purchase for cash, subject to the terms and conditions described in the Tender Offer Memorandum dated 22 March 2023 (the “**Tender Offer Memorandum**”) (each such invitation an “**Offer**” and together, the “**Offers**”). Capitalized terms used but not defined in this notice have the meanings assigned to them in the Tender Offer Memorandum.

The Offers commenced on 22 March 2023 and tenders of Notes were accepted for purchase (i) on or prior to 17:00 CEST on 28 March 2023 (the “**Early Expiration Deadline**”), and (ii) after the Early Expiration Deadline but on or prior to 17:00 CEST on 4 April 2023 (the “**Final Expiration Deadline**”).

ANNOUNCEMENT OF TENDER OFFER RESULTS (FINAL EXPIRATION DEADLINE):

EUR 76,590,000 in aggregate principal amount of 2028 Notes and EUR 143,340,000 in aggregate principal amount of 2032 Notes (such 2028 Notes and 2032 Notes, the “**Final Settlement Notes**”) were validly tendered pursuant to the applicable Offer and accepted for purchase after the Early Expiration Deadline but on or prior to the Final Expiration Deadline.

Payment of the Purchase Consideration and the Accrued Interest Payment in respect of the Final Settlement Notes will occur on 6 April 2023 (the “**Final Settlement Date**”).

Final Settlement Notes repurchased by the Issuer pursuant to the Offers will be cancelled.

As previously announced on 29 March 2023, EUR 377,106,000 in aggregate principal amount of 2028 Notes and EUR 129,525,000 in aggregate principal amount of 2032 Notes (such 2028 Notes and 2032 Notes, the “**Early Settlement Notes**”) were validly tendered pursuant to the applicable Offer and accepted for purchase on or before the Early Expiration Deadline. As previously announced on 3 April 2023, the Early Settlement Notes were purchased by the Issuer and cancelled on 31 March 2023.

After giving effect to the purchase by the Issuer and cancellation of the Final Settlement Notes, EUR 1,046,304,000 in aggregate principal amount of 2028 Notes and EUR 977,135,000 in aggregate principal amount of 2032 Notes will remain outstanding.

FURTHER INFORMATION:

In respect of the Offers, UBS AG London Branch is acting as dealer manager (the “**Dealer Manager**”), UBS AG is acting as tender agent and Kroll Issuer Services Limited is acting as information agent (the “**Information Agent**”).

Any questions or requests for assistance in connection with the Offers may be directed to the Dealer Manager:

UBS AG London Branch
5 Broadgate
London EC2M 2QS
United Kingdom
Attention: Liability Management
Email: ol-liabilitymanagement-eu@ubs.com

Any questions or requests for copies of the Tender Offer Memorandum or related documents, which may be obtained free of charge, may be directed to the Information Agent:

Kroll Issuer Services Limited
The Shard
32 London Bridge Street
London SE1 9SG
United Kingdom
Telephone: +44 20 7704 0880
Attention: Thomas Choquet
Email: ubs@is.kroll.com
Website: <https://deals.is.kroll.com/ubs>

NAME AND REGISTERED OFFICE OF THE ISSUER:

UBS Group AG is incorporated under Swiss law as a corporation (*Aktiengesellschaft*). It has its registered office and address at Bahnhofstrasse 45, 8001 Zurich, Switzerland.

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