

UBS AG

(Incorporated with limited liability in Switzerland)

ANNOUNCEMENT

Proposed adjustments to the terms and conditions of:

- (i) European Style Cash Settled Long Certificates expiring on 31 December 2024 relating to the ordinary shares of Tencent Holdings Limited with a Daily Leverage of 5x (TENCENT 5XLONGUBS 241231);
- (ii) European Style Cash Settled Long Certificates expiring on 28 February 2025 relating to the ordinary shares of Tencent Holdings Limited with a Daily Leverage of 5x (TENCENT 5XLONGUBS 250228);
- (iii) European Style Cash Settled Long Certificates expiring on 30 April 2025 relating to the ordinary shares of Tencent Holdings Limited with a Daily Leverage of 5x (TENCENT 5XLONGUBS 250430);
- (iv) European Style Cash Settled Long Certificates expiring on 30 September 2025 relating to the ordinary shares of Tencent Holdings Limited with a Daily Leverage of 5x (TENCENT 5XLONGUBS 250930);
- (v) European Style Cash Settled Short Certificates expiring on 31 December 2024 relating to the ordinary shares of Tencent Holdings Limited with a Daily Leverage of -5x (TENCENT 5XSHORTUBS 241231); and
- (vi) European Style Cash Settled Short Certificates expiring on 28 February 2025 relating to the ordinary shares of Tencent Holdings Limited with a Daily Leverage of -5x (TENCENT 5XSHORTUBS 250228),

(collectively, the “Certificates”).

Introduction

In the announcement dated 16 November 2022 (the “**Announcement**”), Tencent Holdings Limited (the “**Company**”) announced a special interim dividend in the form of a distribution in specie (the “**Distribution**”) of 958,121,562 Class B ordinary shares of Meituan (the “**Meituan Shares**”) on the basis of 1 Meituan Share for every 10 ordinary shares of the Company (the “**Tencent Shares**”). Please refer to the Announcement for further details.

The date (“**Ex-Date**”) on which the Tencent Shares are expected to commence trading on an ex-Distribution basis is 5 January 2023.

Terms defined or construed in the Supplemental Listing Documents dated 14 February 2022, 20 April 2022, 14 June 2022 and 1 November 2022 issued by UBS AG (the “**Issuer**”), acting through its London Branch in relation to the Certificates bear the same meaning and construction in this announcement.

In relation to the Distribution, the Issuer wishes to make the following adjustments to the terms and conditions of the Certificates.

The Adjustments

$$Rfactor_t = (S - CD) / S$$

Where:

S: The closing price of a Tencent Share on The Stock Exchange of Hong Kong Limited (the “HKEX”) on the Underlying Stock Business Day immediately preceding the Ex-Date (i.e. 4 January 2023).

CD: The Distribution per Tencent Share, being the closing price of a Meituan Share on the HKEX on 4 January 2023 (being the last trading day before the Ex-Date, which is 5 January 2023) divided by 10.

If the Distribution is not implemented by the Company, no adjustment will be made.

The above adjustments will take effect on the day on which the Tencent Shares commence trading on an ex-Distribution basis, which is expected to be 5 January 2023.

The Issuer will issue a further announcement relating to the exact $Rfactor_t$ after the market close on 4 January 2023. Investors should exercise particular caution in trading the Certificates until such time when details of the adjustments to the Certificates to reflect the Distribution, if any, are announced.

Issued by

UBS AG, ACTING THROUGH ITS LONDON BRANCH

16 December 2022