



Call Warrant Linked to Just Eat

Issued by UBS AG, London Branch

Cash settled
EUSIPA Product Type: Warrant (2100)
WKN: UE58UW / ISIN: CH0596364353



Final Termsheet

Information on Underlying

| Underlying(s) | Reference Level | Strike | Conversion Ratio |
|----------------------------------------------------------------------------------------------------------|-----------------|------------|------------------|
| Just Eat Takeaway.com Bloomberg: TKWY NA / Reuters: TKWY.AS WKN:A2ASAC / ISIN: NL0012015705 | EUR 90.34 | EUR 106.00 | 10:1 |

Product Details

| | |
|---------------------|----------------------------------------------------|
| Security Numbers | WKN: UE58UW / ISIN: CH0596364353 / Valor: 59636435 |
| Issue Size | up to 10,000,000 Units (with reopening clause) |
| Issue Price | EUR 0.59 |
| Redemption Currency | EUR |
| Selling Commission | 0.00% |
| Offering Premium | 0.0% |
| Option Style | American |
| Exercise at Expiry | Automatically |

Dates

| | |
|-----------------------------------|-------------------------------------------------------------------|
| Launch Date | 12 February 2021 |
| Fixing Date | 09 February 2021 |
| Initial Payment Date (Issue Date) | 16 February 2021 |
| First Listing Date | 12 February 2021 |
| Last Listing Date / Time | 10 September 2021 / 10:00 CET |
| Expiration Date ("Expiry") | 13 September 2021 (subject to Market Disruption Event provisions) |
| Redemption Date / Maturity Date | 20 September 2021 (subject to Market Disruption Event provisions) |

Redemption

The Investor is entitled to receive from the Issuer 5 business days after the Valuation Date a Settlement Amount in the Redemption Currency according to the following Option Right:

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|------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Option Right | Cash settlement in the Redemption Currency insofar as the Settlement Price of the Underlying exceeds the Strike. The Settlement Amount is, subject to the payment of the Minimum Settlement Amount, the difference by which the Settlement Price exceeds the Strike, considering the Conversion Ratio, converted into the Redemption Currency, if applicable. Minimum Settlement Amount in the Redemption Currency: 0.001 |
| Settlement Price | Official closing price of the Underlying on the Valuation Date as determined on the Relevant Exchange. |
| Valuation Date | Valuation Date is the Exercise Date or the Expiration Date, as the case may be. |

General Information

Issuer UBS AG, London Branch

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|-----------------|-----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|--------------------------------------------------------------------------|
| Contact: | UBS Europe SE Investment Products Bockenheimer Landstraße 2-4 60306 Frankfurt am Main Germany | Phone: +49 (0) 69 1369 - 8989* Fax: +49 (0) 69 72 22 73 email: invest@ubs.com | Internet: www.ubs.com/keyinvest Reuters: UBSDEEW02 Bloomberg: UWN1 |
|-----------------|-----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|--------------------------------------------------------------------------|

Please note that calls made to the numbers marked with an asterisk (*) may be recorded. Should you call one of these numbers, we shall assume that you consent to this business practice.

| | |
|-------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Issuer Rating | Aa3 Moody's / A+ S&P's / AA- Fitch |
| Lead Manager | UBS Europe SE, Frankfurt |
| Calculation Agent | UBS AG, London Branch |
| Paying Agent | UBS AG, London Branch |
| Status | Unsecured / Unsubordinated |
| Relevant Exchange | Just Eat: Euronext Amsterdam |
| Listing | Boerse Frankfurt Zertifikate Premium, Stuttgart (Third Section): EUWAX |
| Trading Hours | 09:00 CET - 20:00 CET |
| Euwax / Boerse Frankfurt Zertifikate Premium | Max. Spread (homogenised): 100% / Min. Size: 1000 Equity Warrant(s) |
| Public Offering until | 12 May 2021 |
| Secondary Market | Daily price indications will be available on Reuters/Bloomberg and www.ubs.com/keyinvest . |
| Minimum Trading Lot | 1 Equity Warrant(s) |
| Minimum Exercise | 1 Equity Warrant(s); Equity Warrants may only be exercised in integral multiples of 1. |
| Clearing | Euroclear, Clearstream Banking AG, Clearstream Banking S.A. (Global Note at Clearstream Banking AG) |
| Custody | Clearstream Banking AG eligible (up-to Global Note filed with Clearstream AG, Frankfurt am Main) |
| Form of Deed | Global Note |
| Governing Law / Jurisdiction | German / Frankfurt |
| Adjustments | The terms of the Product may be subject to adjustments during its lifetime. Detailed information on such adjustments is to be found in the Product Documentation. |
| Public Offering | Germany, Luxembourg and Austria |

Product Documentation

The complete information regarding the securities, in particular to the terms and conditions as well as information to the Issuer shall be obtained in the respective Final Terms. The respective Final Terms and the associated UBS Base Prospectus along with the Risk Factors (including any supplements thereto) can be ordered free of charge from UBS Europe SE at Bockenheimer Landstrasse 2-4, 60306 Frankfurt am Main, via +49-(0) 69-1369 8989, fax (+49-(0) 69- 72 22 73) or via e-mail (invest@ubs.com). In addition, the respective documents are available on the internet at <http://www.ubs.com/keyinvest>.

Important Information

This information is communicated by UBS AG and/or its affiliates ("UBS"). UBS may from time to time, as principal or agent, have positions in, or may buy or sell, or make a market in any securities, currencies, financial instruments or other assets underlying the transaction to which the termsheet relates. UBS may provide investment banking and other services to and/or have officers who serve as directors of the companies referred to in this term sheet. UBS' trading and/or hedging activities related to this transaction may have an impact on the price of the underlying asset and may affect the likelihood that any relevant barrier is crossed. UBS has policies and procedures designed to minimise the risk that officers and employees are influenced by any conflicting interest or duty and that confidential information is improperly disclosed or made available.

In certain circumstances UBS sells these notes to dealers and other financial institutions at a discount to the issue price or rebates to them for their own account some proportion of the issue price. Further information is available on request.

Structured transactions are complex and may involve a high risk of loss. Prior to entering into a transaction you should consult with your own legal, regulatory, tax, financial and accounting advisors to the extent you consider it necessary, and make your own investment, hedging and trading decisions (including decisions regarding the suitability of this transaction) based upon your own judgement and advice from those advisers you consider necessary. Save as otherwise expressly agreed in writing, UBS is not acting as your financial adviser or fiduciary in any transaction.

This document is for information purposes only and should not be construed as an offer, personal recommendation or solicitation to conclude a transaction and should not be treated as giving investment advice. The terms of any investment will be exclusively subject to the detailed provisions, including risk considerations, contained in the Information Memorandum, Prospectus or other issuer documentation for the issue of the Notes (the "Prospectus").

UBS makes no representation or warranty relating to any information herein which is derived from independent sources. This term sheet shall not be copied or reproduced without UBS's prior written permission.

No action has been or will be taken in any jurisdiction that would permit a public offering of the securities described herein, save where explicitly stated in the Prospectus. The securities must be sold in accordance with all applicable selling restrictions in the jurisdictions in which they are sold.

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Reuters: UBSDEEW02
Bloomberg: UWN7

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Selling Restrictions

Any Products purchased by any person for resale may not be offered in any jurisdiction in circumstances which would result in the Issuer being obliged to register any further documentation relating to this Product in such jurisdiction.

The restrictions listed below must not be taken as definitive guidance as to whether this Product can be sold in a jurisdiction. Additional restrictions on offering, selling or holding of this Product may apply in other jurisdictions. Investors in this Product should seek specific advice before on-selling this Product.

European Economic Area - In relation to each Member State of the European Economic Area (each, a "**Member State**"), an offer of the Products to the public in a Member State may only be made in accordance with the following exemptions as set out in the Regulation (EU) 2017/1129 (as may be amended or replaced from time to time) (the "**Prospectus Regulation**"):

- (a) Qualified investors: at any time to any legal entity which is a qualified investor as defined in the Prospectus Regulation;
- (b) Fewer than 150 offerees: at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation);
- (c) An offer of Products addressed to investors who acquire Products for a total consideration of at least EUR 100,000 per investor, for each separate offer; and/or
- (d) Other exempt offers: at any time in any other circumstances falling within Article 1 (4) of the Prospectus Regulation, provided that no such offer of Products referred to in (a) to (d) above shall require the publication of a prospectus pursuant to Article 3 of the Prospectus Regulation, or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision, the expression "offer of Securities to the public" in relation to any Products in any Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Products to be offered so as to enable an investor to decide to purchase or subscribe the Products.

The aforementioned restrictions shall not apply for jurisdictions specified in the section "Public Offering" under "General Information" above.

Hong Kong - Each purchaser has represented and agreed that it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Products, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Products which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance.

This is a structured product which involves derivatives. Do not invest in it unless you fully understand and are willing to assume the risks associated with it. If you are in any doubt about the risks involved in the product, you may clarify with the intermediary or seek independent professional advice.

Singapore - This document has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Products may not be circulated or distributed, nor may the Products be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor (as defined in Section 4A) under Section 274 of the Securities and Futures Act Chapter 289 of Singapore, as modified and/or amended from time to time (the "SFA"), (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275 of the SFA and (where applicable) Regulation 3 of the Securities and Futures (Classes of Investors) Regulations 2018, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Products are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
 - (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,
- securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Products pursuant to an offer made under Section 275 of the SFA except:

- (1) to an institutional investor or to a relevant person defined in Section 275(2) of the SFA, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;
- (2) where no consideration is or will be given for the transfer;
- (3) where the transfer is by operation of law;
- (4) as specified in Section 276(7) of the SFA; or
- (5) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018.

Pursuant to section 309B(1)(c) of the SFA, the Issuer hereby notifies the relevant persons (as defined in the SFA) that the Products are classified as "capital markets products other than prescribed capital markets products" (as defined in the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018) and "Specified Investment Products" (as defined in the MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

UK - For the purpose of non-discretionary accounts, this Product should not be sold with a consideration of less than EUR 100,000 or equivalent.

USA - This Product may not be sold or offered within the United States or to U.S. persons.

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