

NO PROSPECTUS IS REQUIRED IN ACCORDANCE WITH REGULATION (EU) 2017/1129 (THE "PROSPECTUS REGULATION") FOR THE ISSUE OF NOTES DESCRIBED BELOW

MiFID II product governance / Professional investors and eligible counterparties only target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "MiFID II") / MiFID II and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

UK MiFIR product governance / Professional investors and eligible counterparties only target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the UK Financial Conduct Authority (the "FCA") Handbook Conduct of Business Sourcebook (COBS), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "EUWA"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK MiFIR Product Governance Rules") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

Singapore Securities and Futures Act Product Classification – Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act 2001 (2020 Revised Edition) of Singapore (as modified or amended from time to time, the "SFA"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Notes are "*prescribed capital markets products*" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore).

PRICING SUPPLEMENT

The Pricing Supplement dated 27 December 2024

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

*Issue of USD 200,000 Callable Fixed Rate Note due 2040
under the UBS AG Euro Note Programme*

PART A – CONTRACTUAL TERMS

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.

Terms used herein shall be deemed to be defined as such for the purposes of the General Terms and Conditions set forth in the Base Listing Particulars dated 14 June 2024 and the supplemental Base Listing Particulars dated 16 September 2024 and 20 November 2024, which together constitute a base listing particulars for the purposes of admission to trading on the Global Exchange Market of the Irish Stock Exchange plc trading as Euronext Dublin. This document constitutes the Pricing Supplement of the Notes described herein and must be read in conjunction with such Base Listing Particulars as so supplemented.

Full information on the Issuer and the offer of the Notes described herein is only available on the basis of the combination of this Pricing Supplement and the Base Listing Particulars. The Base Listing Particulars is available for viewing at <https://live.euronext.com/en/markets/dublin> and copies may be obtained from the offices of The Bank of New York Mellon, acting through its London Branch, 160 Queen Victoria Street, London EC4V 4LA, The Bank of New York Mellon SA/NV, Luxembourg Branch, Vertigo Building - Polaris, 2-4 rue Eugène Ruppert, L-2453 Luxembourg and The Bank of New York Mellon SA/NV Dublin Branch, Riverside II, Sir John Rogerson's Quay, Dublin 2, Ireland.

- | | |
|---|--|
| 1. Issuer: | UBS AG, acting through its London branch |
| 2. (i) Series Number: | 24209/24 |
| (ii) Tranche Number: | 1 |
| (iii) Date on which the Notes become fungible: | Not Applicable |
| 3. Specified Currency: | United States dollars (“USD”) |
| 4. Aggregate Nominal Amount: | |
| (i) Series: | USD 200,000 |
| (ii) Tranche: | USD 200,000 |
| 5. Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| 6. Original Issue Discount (OID): | No |
| 7. (i) Specified Denominations: | The Notes may be issued, traded and redeemed in integral multiples of USD 1,000, subject to a minimum lot of USD 1,000 |
| (ii) Calculation Amount: | USD 1,000 |
| 8. (i) Issue Date: | 27 December 2024 |
| (ii) Interest Commencement Date: | 27 December 2024 |
| 9. Maturity Date: | 15 January 2040 (the " Scheduled Maturity Date "), subject to adjustment in accordance with the Business Day Convention. |
| 10. Interest Basis: | Fixed Rate

(see paragraph 15 below) |
| 11. Redemption/Payment Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at its Final Redemption Amount per Calculation Amount. |
| 12. Put/Call Options: | Issuer Call

(further particulars specified below) |
| 13. Status of the Notes: | Senior |
| 14. Date approval for issuance of Notes obtained: | Not Applicable |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- | | |
|---------------------------------|---|
| 15. Fixed Rate Note Provisions: | Applicable |
| (i) Rate of Interest: | In respect of each Interest Payment Date, 5.00% per annum in respect of the Aggregate Nominal Amount. |

(ii) Interest Payment Date(s): The 15th day of each calendar month of each year from and including 15 February 2025 up to and including 15 January 2040 or Optional Redemption Date (as applicable), subject to adjustment in accordance with the Business Day Convention.

The Interest Payment Dates shall be adjusted in accordance with the Business Day Convention, however the Interest Periods shall remain unadjusted.

"Interest Period" means each period beginning on and including an Interest Payment Date (or, in the case of the first Interest Period, the Interest Commencement Date) and ending on but excluding the next Interest Payment Date.

(iii) Fixed Coupon Amount: Not Applicable

(iv) Broken Amount: Not Applicable

(v) Day Count Fraction: 30/360

(vi) Other terms relating to the method of calculating interest for Fixed Rate Notes: Not Applicable

16. Floating Rate Note Provisions: Not Applicable

17. Fixed Rate/Floating Rate Note Provisions: Not Applicable

18. Zero Coupon Note Provisions: Not Applicable

19. Index/Credit-Linked Note Provisions: Not Applicable

20. Dual Currency Note Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

21. Final Redemption Amount of each Note: 100 per cent of Aggregate Nominal Amount.

(i) Index/Formula/variable: Not Applicable

(ii) Calculation Agent responsible for calculating the Final Redemption Amount: UBS AG, London Branch

(iii) Provisions for determining Final Redemption amount where calculated by reference to Index and/or Formula and/or other variable: Not Applicable

(iv) Determination Date(s): Not Applicable

(v) Provisions for determining Final Redemption Amount where calculation by reference to Index and/or Formula and/or other variable is impossible or impracticable or otherwise disrupted: Not Applicable

(vi) Payment Date: Not Applicable

- | | |
|--|----------------|
| (vii) Minimum Final Redemption Amount: | Not Applicable |
|--|----------------|
22. Early Redemption Amount(s):
- | | |
|--|---|
| (i) Early Redemption Amount(s) of each Note payable on event of default or other early redemption and/or the method of calculating the same: | 100 per cent of Aggregate Nominal Amount. |
| (ii) Tax Redemption Amount: | <p>If there is a change in tax law, the Issuer may be entitled to redeem all of the Notes early, as described in the Pricing Supplement and Base Listing Particulars at 100 per cent of Aggregate Nominal Amount.</p> <p>If the Issuer is required to pay Additional Amounts, the Issuer may redeem the Notes at the Early Redemption Amount at any time upon notice to the Noteholders (the “Tax Redemption Date”) and no further amounts will be due to Noteholders after payment of the Early Redemption Amount.</p> |
23. Redemption at the option of the Issuer (Fair Market Value): Not Applicable
24. Redemption at the option of the Issuer (Issuer Call): Condition 7(d) (*Redemption and Purchase – Redemption at the Option of the Issuer (Issuer Call)*) is applicable.
- The Issuer may redeem the Notes, at the Optional Redemption Amount on an Optional Redemption Date, upon giving written notice as specified below. Noteholders will not be entitled to any interest payments other than those due on such Interest Payment Date in respect of which the Redemption option is exercised.
- | | |
|-----------------------------------|--|
| (i) Optional Redemption Amount: | 100 per cent of Aggregate Nominal Amount |
| (ii) Optional Redemption Date(s): | The 15 th of each calendar month of each year from and including 15 January 2027 to and including 15 December 2039, subject to adjustment in accordance with the Business Day Convention. |
| (iii) Notice period: | At least five (5) Business Days prior to the relevant Optional Redemption Date. |
| (iv) Minimum Redemption Amount: | Not Applicable |
| (v) Higher Redemption Amount: | Not Applicable |
25. Redemption at the option of the Issuer (Make-Whole Redemption): Not Applicable
26. Redemption at the option of the Noteholders: Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- | | |
|-------------------------------|------------|
| 27. Payment Disruption Event: | Applicable |
|-------------------------------|------------|

- | | | |
|-------|--|--|
| (i) | Base Currency: | United States dollars (“USD”) |
| (ii) | Subject Currency: | United States dollars (“USD”) |
| (iii) | Payment Event Cut-Off Date: | Not Applicable |
| 28. | CNY Payment Disruption Event: | Not Applicable |
| 29. | Form of Notes: | <u>Registered Notes:</u>

Unrestricted Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream Luxembourg. |
| 30. | New Global Note: | No |
| 31. | New Safekeeping Structure: | No |
| 32. | Business Days: | New York and London |
| 33. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 34. | Relevant Financial Centre: | As per the General Terms and Conditions |
| 35. | Details relating to Partly Paid Notes: | Not Applicable |
| 36. | Amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest on late payment: | Not Applicable |
| 37. | Condition 14(c): | Not Applicable |
| 38. | Other final terms or special conditions: | “ Business Day Convention ” means Modified Following Business Day Convention.

“ Trade Date ” means 20 December 2024. |

LISTING AND ADMISSION TO TRADING APPLICATION

This Pricing Supplement comprises the final terms required for the Notes described herein to be listed on the official list and admitted to trading on the Irish Stock Exchange plc trading as Euronext Dublin's Global Exchange Market pursuant to the Euro Note Programme of UBS AG.

GOVERNING LAW

English law


PLACE OF JURISDICTION

England

Signed on behalf of UBS AG as Issuer:


By: **Yin Man Simon Pang**
Attorney-in-fact
Duly authorised

Signed on behalf of UBS AG as Issuer:


By: **Leopold Yau**
Attorney-in-fact
Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and admission to trading: Application has been provisionally made for the Notes to be admitted to trading on the Ireland Global Exchange Market with effect from on or about 27 December 2024.
- (ii) Minimum trading size: Not Applicable

2. RATINGS

- Ratings: The Notes are expected to be rated:
Moody's Investors Service Ltd.: Aa2

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "*Selling Restrictions*" in the Base Listing Particulars, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

4. USE OF PROCEEDS, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Use of Proceeds: The net proceeds will be used by the Issuer for the general corporate purposes or towards meeting the general financing requirements of the UBS AG Group, outside Switzerland unless use in Switzerland is permitted under the Swiss taxation laws in force from time to time without payments in respect of the Notes becoming subject to withholding or deduction for Swiss withholding tax as a consequence of such case of proceeds in Switzerland.

5. DISTRIBUTION

- Method of distribution: Non syndicated
- (i) If syndicated, names of Managers: Not Applicable
- (ii) Date of Subscription Agreement: Not Applicable
- (iii) Stabilisation Manager (if any): Not Applicable
- (iv) If non-syndicated, name of Dealer: UBS AG London Branch
- Total commission and concession: Not Applicable
- U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA not applicable
- The tax treatment of the Notes is uncertain. Therefore, if you are a US taxpayer that is not a US person (as defined under Regulation S under the U.S. Securities Act) you are urged to consult with your own tax advisors to determine the appropriate characterization of this Note for US federal income tax purposes. Please contact UBS for any additional information that you may require in making your determination.
- Withholding under Section 871(m): Not Applicable

Prohibition on sales to EEA retail investors:

Not Applicable

Prohibition on sales to UK retail investors:

Not Applicable

Additional selling restrictions:

Any Notes 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 prospectus or corresponding document relating to the Notes in such jurisdiction.

Noteholders are advised to read the selling restrictions described more fully in the Base Listing Particulars regarding the Issuer's Euro Note Programme. The restrictions listed below must not be taken as definitive guidance as to whether this note can be sold in a jurisdiction. Noteholders should seek specific advice before onselling a Note.

USA

The Notes may not be sold or offered within the United States or to U.S. persons.

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended ("**Securities Act**") and may not be offered or sold or delivered within the United States or to, or for the account or benefit of, US persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act, and the Notes may be offered, sold or otherwise transferred only to transferees that are Non-United States Persons (as defined by the Commodity Futures Trading Commission). Terms used in this paragraph have the meanings given to them by Regulation S under the Securities Act or the Commodity Futures Trading Commission. The tax treatment of the Notes is uncertain. Therefore, if you are a US taxpayer that is not a US person (as defined under Regulation S under the U.S. Securities Act) you are urged to consult with your own tax advisors to determine the appropriate characterization of this Note for US federal income tax purposes. Please contact UBS for any additional information that you may require in making your determination.

Taiwan

The Notes may not be sold, offered or issued to Taiwan resident investors or in Taiwan unless they are made available, (i) outside Taiwan for purchase outside Taiwan by such investors and/or (ii) in Taiwan, (A) in the case of Notes which are a "structured product" as defined in the Regulation Governing Offshore Structured Products of the Republic of China ("**OSP Regulation**") through bank trust departments, licensed securities brokers and/or insurance company investment linked insurance policies pursuant to the OSP Regulation or (B) in the case of Notes which are not "structured products" under the OSP Regulation, through properly licensed Taiwan

intermediaries (including the nondiscretionary monetary trust of licensed banks in Taiwan acting as trustees) in such manner as complies with Taiwan law and regulation and/or (iii) in such other manner as may be permitted in accordance with Taiwan laws and regulations.

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.

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 Notes may not be circulated or distributed, nor may the Notes 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 of the Securities and Futures Act 2001 of Singapore, as modified and/or amended from time to time (the "SFA")) pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, 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 Notes 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 Notes 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)(c)(ii) 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, UBS AG hereby notifies the relevant persons (as defined in the SFA) that the Notes are classified as "*prescribed capital markets products*" (as defined in the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018) and "*Excluded 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).

6. RESPONSIBILITY STATEMENT AND THIRD PARTY INFORMATION

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

7. FIXED RATE NOTES ONLY – YIELD

Indication of yield: Not Applicable

8. FLOATING RATE NOTES – HISTORIC INTEREST RATES

Not Applicable

9. INDEX-LINKED OR OTHER VARIABLE-LINKED NOTES ONLY – PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING

Not Applicable

10. DUAL CURRENCY NOTES ONLY – PERFORMANCE OF RATE[S] OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT

Not Applicable

11. BENCHMARKS

Not Applicable

12. **OPERATIONAL INFORMATION**

CUSIP: Not Applicable

ISIN Code: XS2879624281

Common Code: 287962428

Swiss Valor: 140773100

Intended to be held in a manner which would allow Eurosystem eligibility: No. Whilst the designation is specified as “no” at the date of this Pricing Supplement, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper and registered in the name of a nominee of one of the ICSDs acting as common Safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

Any clearing system(s) and the relevant identification number(s) (if applicable): Not Applicable

Delivery: Delivery against payment

Agent: The Bank of New York Mellon, acting through its London Branch

Registrar: The Bank of New York Mellon SA/NV, Luxembourg Branch

Names and addresses of additional Paying Agent(s) (if any): Not Applicable