

UBS Capped Instalments

Supplementary Product Disclosure Statement dated 16 June 2014 ("SPDS")

UBS AG, Australia Branch

ABN 47 088 129 613

(AFSL number 231087)

This SPDS supplements the Product Disclosure Statement dated 16 February 2011 ("PDS") and together they set out the terms of issue of the UBS Capped Instalments referred to in this SPDS. You should read this SPDS together with the PDS and the supplementary product disclosure statements for UBS Capped Instalments dated 15 August 2011. Words defined in the PDS have the same meaning in this SPDS.

This SPDS relates to the offer of UBS Capped Instalments as specified below.

UBS Capped Instalments	
Issuer	UBS AG, Australia Branch
Offer Period Opens:	17 June 2014
Expected Quotation Date on the ASX:	20 June 2014
Final Maturity Date:	The date for the relevant Series indicated in the table below
Initial Issue Size:	10,000,000 per Series*
Maximum Borrow Fee: <i>(applicable only to wholesale clients)</i>	<p>The Borrow Fee is only applicable to wholesale clients (as defined in the Corporations Act 2001 (Cth)).</p> <p>The maximum Borrow Fee for each Series of UBS Capped Instalments is an amount up to 2.20% (incl. GST) of the Loan Amount and is payable by you when you acquire UBS Capped Instalments (other than on the secondary market).</p> <p>The amount of the Borrow Fee will equal the amount of any commission you agree with your adviser. UBS will pay the amount of the Borrow Fee as a commission to the Australian Financial Services Licensee ("Adviser Group") for whom your adviser acts as a representative who may pay a portion of this amount to your adviser. Payments will only be made once UBS is satisfied you qualify as a wholesale client as defined in the Corporations Act 2001 (Cth) and provided that payment or receipt of the Borrow Fee and commission is not prohibited by law.</p> <p>Please see Part 4 of the PDS for further details, or contact either UBS or your broker or adviser.</p> <p>This supplementary PDS also amends 'Part 4: Fees and others costs' in the PDS by replacing the first sentence in part 4.1 "Fees and expenses that apply to UBS Capped Instalments", under the heading "Borrow Fee", with the following "The Borrow Fee is the up-front fee, if any, charged by UBS for the Loan and will only be charged if you are a wholesale client as that term is defined in the Corporations Act".</p>
Adviser Group Fee <i>(applicable to all clients)</i>	<p>The Adviser Group Fee may apply to any applicant. However, if you are a wholesale client and have paid a Borrow Fee, the Advisor Group Fee will not apply.</p> <p>This supplementary PDS also amends the PDS by inserting the following at the end of part 4.1 "Fees and expenses that apply to UBS Capped Instalments" under 'Part 4: Fees and other costs' starting on page 18 of the PDS:</p> <p>Adviser Group Fee</p> <p>Where permitted by law and where specifically authorised by you in your Application Form, UBS may collect from you an amount in respect of the Adviser Group Fee, being the fixed dollar fee selected in your Application Form, and pay it to the Adviser Group for whom your adviser acts as a representative (as specified in your Application Form) on your behalf. Where authorised by you, the Adviser Group may then hold the amount in respect of the Adviser Group Fee on trust and pay to your</p>

	<p>adviser all or such part of that amount as disclosed to you by your adviser in the statement of advice or financial services guide relevant to the financial services they provide to you in respect of the UBS Capped Instalments or as otherwise disclosed to you by your adviser.</p> <p>If you authorise the payment of the Adviser Group Fee in your Application Form, it will be collected from you by UBS in addition to your First Payment Amount.</p> <p>The Adviser Group Fee is not payable when you buy UBS Capped Instalments on the secondary market, e.g. on the ASX.</p> <p>The maximum Adviser Group Fee that can be authorised by you is \$7,500 (incl. GST). For example, if you agree to pay an Adviser Group Fee of \$7,500 and your First Payment Amount is \$30,000, UBS will collect from you \$37,500 and will then pay \$7,500 of the amount it collects to the Adviser Group. The remaining amount constitutes your First Payment Amount (i.e. \$30,000) which will be used to purchase your UBS Capped Instalments.</p>
Update to Taxation Summary	<p>The following information supplements Part 5 of the PDS 'Taxation Summary':</p> <p>On the basis that the Adviser Group Fee is payable by the investor in connection with entering into their UBS Capped Instalments, that Adviser Group Fee would not generally be immediately deductible but should be eligible for inclusion in the investor's cost base and reduced cost base in the Underlying Securities.</p> <p>However, where the Adviser Group Fee is payable by the investor in connection with managing their existing investments, that Adviser Group Fee may be immediately deductible. Affected investors (such as Rollover Applicants) should seek their own specific advice in this regard.</p>
Formula for calculating the Cap Adjustment Amount	<p>If the Closing Price of the Underlying Security on the Final Maturity Date is greater than the Capped Level, you will be required to pay a Cap Adjustment Amount for each Underlying Security in the Underlying Parcel equal to the difference between the Closing Price of the Underlying Security on the Final Maturity Date and the Capped Level.</p>
Other Fees	<p>In certain circumstances other fees or costs may be payable to UBS such as costs arising as a result of UBS enforcing its Security Interest over UBS Capped Instalments. Please refer to Part 4 of the PDS for further details.</p>
Registrar	<p>Computershare Investor Services Pty Limited Level 3, 60 Carrington Street Sydney NSW 2000, Australia Phone: 1300 85 05 05 Website: www.computershare.com.au</p>

**UBS reserves the right to increase or decrease the issue size at any time during the offer period or to issue further UBS Capped Instalments without the consent of Holders, subject to making a further application to ASX.*

Application has been made for the UBS Capped Instalments offered under the PDS and this Supplementary PDS to be admitted to trading status by ASX. UBS reserves the right to increase or decrease the issue size at any time during the offer period or to issue further UBS Capped Instalments without the consent of Holders, subject to making a further application to ASX.

NOTES FOR TABLE OF UBS CAPPED INSTALMENT SERIES

The table below sets out the Underlying Security, Loan Amount, Capped Level, and Final Maturity Date as at the date of this SPDS.

Loan Amount: The Loan Amount may vary during the Term. You can obtain the current Loan Amount, which is also the Completion Payment, by contacting UBS on 1800 633 100.

Interest Rate: The current Interest Rate, determined by UBS as described in the Investment Overview and in Part 2.3.3 of the PDS, is available from UBS by calling **1800 633 100**.

Franking Credit Entitlement

The following comments should be read in conjunction with the Taxation summary in Part 5 of the PDS. As at the date of this SPDS, the expected net delta on the expected quotation date for all the "ISE" Series issued under this SPDS is greater than 0.30, whilst the expected net delta on the expected quotation date for all the "ISF" Series issued under this SPDS is less than 0.30. However, delta will change during the term of the Capped Instalments, depending on market factors (primarily the price of the Underlying Security relative to the Loan Amount for that Series). If net delta is less than 0.3 then your interest in the Underlying Securities may not be "at risk" for the purposes of the Qualified Persons Test. This is likely to impact your ability to claim an entitlement to any associated franking credits on the Underlying Security. As UBS does not provide taxation advice, potential Investors and Holders should seek their own taxation advice in relation to the impact this may have on their own particular circumstances.

ISE and ISF Series of UBS Capped Instalments

ASX Code	Issuer of Underlying Security	Underlying Security	Loan Amount per UBS Capped Instalment	Capped Level	Final Maturity Date
AGKISE	AGL Energy Limited	1 ordinary share	\$15.10	\$17.40	26 March 2015
AGKISF	AGL Energy Limited	1 ordinary share	\$15.50	\$17.85	26 March 2015
AMPISE	AMP Limited	1 ordinary share	\$5.35	\$6.26	26 March 2015
AMPISF	AMP Limited	1 ordinary share	\$5.75	\$6.75	26 March 2015
ANZISE	ANZ Banking Group Limited	1 ordinary share	\$34.00	\$39.80	26 May 2015
ANZISF	ANZ Banking Group Limited	1 ordinary share	\$35.00	\$41.00	26 May 2015
BHPISE	BHP Limited	1 ordinary share	\$35.60	\$41.65	26 March 2015
BHPISF	BHP Limited	1 ordinary share	\$36.50	\$42.75	26 March 2015
CBAISE	Commonwealth Bank of Australia Limited	1 ordinary share	\$81.50	\$93.85	5 March 2015
CBAISF	Commonwealth Bank of Australia Limited	1 ordinary share	\$82.50	\$95.00	5 March 2015
CSLISE	CSL Ltd	1 ordinary share	\$67.50	\$77.75	26 March 2015
CSLISF	CSL Ltd	1 ordinary share	\$68.50	\$78.90	26 March 2015
IAGISE	Insurance Australia Group Limited	1 ordinary share	\$5.80	\$6.85	26 March 2015
IAGISF	Insurance Australia Group Limited	1 ordinary share	\$6.25	\$7.40	26 March 2015
NABISE	National Australia Bank Limited	1 ordinary share	\$33.15	\$38.85	26 May 2015
NABISF	National Australia Bank Limited	1 ordinary share	\$34.25	\$40.15	26 May 2015
TLSISE	Telstra Corporation Limited	1 ordinary share	\$5.25	\$6.05	5 March 2015
TLSISF	Telstra Corporation Limited	1 ordinary share	\$5.50	\$6.35	5 March 2015
WBCISE	Westpac Banking Corporation	1 ordinary share	\$34.30	\$40.15	26 May 2015
WBCISF	Westpac Banking Corporation	1 ordinary share	\$35.25	\$41.25	26 May 2015
WESISE	Wesfarmers Limited	1 ordinary share	\$41.80	\$48.15	5 March 2015
WESISF	Wesfarmers Limited	1 ordinary share	\$42.50	\$48.95	5 March 2015
WOWISE	Woolworths Ltd	1 ordinary share	\$36.15	\$41.60	26 March 2015
WOWISF	Woolworths Ltd	1 ordinary share	\$37.25	\$42.90	26 March 2015
WPLISE	Woodside Petroleum Ltd	1 ordinary share	\$42.80	\$49.30	5 March 2015
WPLISF	Woodside Petroleum Ltd	1 ordinary share	\$44.00	\$50.70	5 March 2015

Important Information

The information in this SPDS has been prepared without taking into account the objectives, financial situation and particular needs of investors. Accordingly, before making a decision to acquire Instalments, you should consider whether such an investment is appropriate having regard to your objectives, financial situation and particular needs, and consult your adviser or broker. You should read this SPDS and the PDS and consider them before making any decision as to whether to acquire Instalments.

UBS does not accept any liability or responsibility for, and makes no representation or warranty, whether express or implied, as to the affairs of any Underlying Entity included in this SPDS. You should obtain independent advice from a stockbroker or licensed financial adviser on the nature, activities and prospects of the Underlying Entities and the merits of an investment in the Underlying Entities or any Series of Instalments. You should not take the historical prices of any Security as an indication of future performance.

UBS disclosure of interests

Options traders in a UBS Entity may buy UBS Capped Instalments and/or exchange traded options in Securities comprising the Underlying Parcel as principal. UBS Entities as principal will be conducting transactions in various Securities, including UBS Capped Instalments and Securities comprising the Underlying Parcel. UBS Securities may conduct such transactions as agent for UBS Entities, as well as for other principals.

UBS Entities may have previously acted, and may currently or in the future from time to time act as an adviser to the Underlying Entity for which it may receive fees and commissions.

Acknowledgement Form

An 'Acknowledgement Form' is annexed to the end of this SPDS.

For investors applying for "ISE" and "ISF" Series of UBS Capped Instalments and have agreed with their adviser to pay a Borrow Fee which is then on paid onto their adviser as a commission, a signed Acknowledgement Form will be required to be attached to the Application Form in order to facilitate the collection and payment of the Borrow Fee as disclosed in this SPDS.

DIRECTORY**Issuer**

UBS AG, Australia Branch
Level 16
Chifley Tower
2 Chifley Square
Sydney NSW 2000

Registrar

Computershare Investor Services Pty Limited
Level 3
Carrington Street
Sydney NSW 2000

☎ 1300 850 505

Security Trustee

UBS Nominees Pty Ltd
Level 16
Chifley Tower
2 Chifley Square
Sydney NSW 2000

Application Form

**** UBS Capped Instalments ****

THIS FORM IS TO BE USED IF YOU ARE MAKING A CASH APPLICATION, A SHAREHOLDER APPLICATION OR A ROLLOVER APPLICATION FOR UBS CAPPED INSTALMENTS

ONLY PERSONS WITHIN AUSTRALIA MAY USE THIS APPLICATION FORM TO APPLY FOR UBS CAPPED INSTALMENTS.

To: UBS Instalment Applications
UBS AG, Australia Branch
Level 16, Chifley Tower
2 Chifley Square, Sydney NSW 2000

Please refer to the Instructions in the PDS and SPDS for UBS Capped Instalments when filling out this Application Form.

The PDS and relevant Supplementary PDS for the relevant Series of UBS Capped Instalments contain important information about investing in UBS Capped Instalments which you are advised to read before completing this Application Form. UBS, Australia Branch (ASFL No. 231087) will send you paper copies of the PDS and any relevant Supplementary PDS to which this Application Form relates on request and without charge. Terms defined in the PDS have the same meaning in this Application Form.

I/we hereby apply for the following UBS Capped Instalments to be issued by UBS pursuant to the Product Disclosure Statement dated 16 February 2011 (the **"PDS"**) as supplemented by the Supplementary PDS for each relevant Series:

A. FULL DETAILS OF APPLICANT:

If an individual applicant, please provide:

- the full account name 1) below
- your full name, date of birth, residential address, occupation nationality, government issued unique identification number (e.g. driver's license or passport) and source of wealth under 2) below.

If a company applicant, please provide:

- the full account name 1) below
- the details of all directors under 2) below
- the name of the company and ABN/ACN/ARBN under 3) below
- the details of the beneficial owners under 5) below.

If a super fund applicant with and individual trustee, please provide:

- The full account name 1) below
- The details of the trustee under 2) below
- the name of the super fund and ABN under 4) below
- the source of assets contributed into trust under 8) below.

If a super fund applicant with and corporate trustee, please provide:

- The full account name below
- The details of all directors of the trustee under 1) below
- the name of the corporate trustee and ABN/ARBN or ACN (if there is no ABN) under 2) below
- the name of the super fund and ABN under 2) below
- details of the beneficial owners of the corporate trustee under 3) below
- the source of assets contributed into trust under 6) below.

If a trust Applicant with an individual trustee, please provide:

- the full account name under **1)** below
- the details of the trustees under **2)** below
- the name of the trust under **4)** below
- the details of the trust beneficiaries of the trust under **6)** below
- the details of the contributors to trust assets under **7)** below
- the source of assets contributed into trust under **8)** below.

Application Number:

Financial Adviser Stamp

Adviser Name:

Telephone:

Email:

Application Form

**** UBS Capped Instalments ****

If a trust Applicant with a corporate trustee, please provide

- the full account name under **1)** below
- the details of all directors of the trustee under **2)** below
- the name of the corporate trustee and ABN/ARBN or ACN (if there is no ABN) under **3)** below
- the name of the trust under **4)** below
- the details of the beneficial owners of the corporate trustee under **5)** below
- the details of the trust beneficiaries under **6)** below
- the details of the contributors to trust assets under **7)** below
- the source of assets contributed into trust under **8)** below.

1) Account Designation

Please insert your Account Designation Below

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2) Applicant 1 Individual/Trustee/Director/Partner

First Name	Middle Name	Last Name
Date of Birth	Occupation	
Country of Birth and Nationality	Source of Wealth <i>(e.g. employment, investments, other)</i>	Government issued unique Identification number <i>(e.g. passport number or drivers licence number)</i>
Residential Address (number and street; suburb, city or town; state; and postcode— Please note that a PO Box is not acceptable)		

Applicant 2 Individual/Trustee/Director/Partner

First Name	Middle Name	Last Name
Date of Birth	Occupation	
Country of Birth and Nationality	Source of Wealth <i>(e.g. employment, investments, other)</i>	Government issued unique Identification number <i>(e.g. passport number or drivers licence number)</i>
Residential Address (number and street; suburb, city or town; state; and postcode— Please note that a PO Box is not acceptable)		

If there are more than two applicants please tick this box and provide the same details for each of them as set out above on a separate page to be attached to this application form:

☐ Yes, additional applicants' details are attached.

If there are more than two directors/partners please provide the full name, residential address, date of birth and occupation of each additional director/partner, and if there are more than two trustees please provide the full name, residential address, date of birth and occupation of each additional trustee, in the box below:

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Application Form

**** UBS Capped Instalments ****

3) Company/Corporate Trustee/Partnership

Name (as registered by ASIC)

ABN/ACN/ARBN

4) Trust/Super Fund

Trust or Super Fund Name

ABN

5) Details of beneficial owners (who own through one or more share holdings more than 25% of the issued capital) in the company Company/Corporate Trustee)

Full Name

Date of Birth

Country of Residence

6) Details of all Trust beneficiaries (Not required for complying super funds)

Full Name

Date of Birth

Country of Residence

7) Details of all contributors to Trust assets (Not required for complying super funds)

Full Name

Date of Birth

Country of Residence

8) Source of assets contributed into trust

Please include a brief description of the source of assets contributed into the trust

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Application Form

**** UBS Capped Instalments ****

B. POSTAL ADDRESS DETAILS:

Number and Street (PO Box is acceptable for a postal address):

Suburb, City or Town:

State:

Postcode:

C. TELEPHONE DETAILS:

Daytime Number
(include area code)

Contact Name

D. CHESS DETAILS (for delivery of UBS Capped Instalments):

Broker

PID

HIN

E. METHOD OF PAYMENT

☐

Cheque payable to "UBS
AG, Australia Branch"

☐

Direct Debit Request Form
Attached (see pages 23 to 25
of this SPDS)

F. BANK ACCOUNT DETAILS (for direct credit of funds to your account):

I/We request that payments due to me/us by UBS be deposited directly into the following account. I/We acknowledge that these instructions supersede and have priority over all previous instructions, but will only apply in respect of UBS Capped Instalments whether issued pursuant to the PDS or another PDS held by me/us. Unless advised in writing otherwise, I/we acknowledge that all payments due to me/us will be paid into the nominated account.

Bank/Financial Institution Name

BSB

Account Number

Account Name

Name of Branch/Suburb

G. TFN/ABN:

Applicant 1

Applicant 2

If there are additional Applicants please provide TFN/ABN for each of them as applicable on the separate page to be attached in accordance with 1) above.

You are not obliged to provide either your tax file number ("TFN") or Australian Business Number ("ABN") but if you do not provide either your TFN, ABN or proof of an exemption, UBS will be required to deduct tax at the highest marginal tax rate (plus Medicare levy). By inserting the ABN and signing this Application Form, you declare that this investment is made in the course or furtherance of your enterprise. In order for UBS to meet the ATO's requirements, collection of TFN information is authorised and its use and disclosure are strictly regulated by the tax laws and the Privacy Act.

Application Form

**** UBS Capped Instalments ****

H. DETAILS OF UBS CAPPED INSTALMENTS APPLIED FOR:

UBS Capped Instalment (ASX Code)	(i) Number of Instalments Applied For	(ii) First Payment, Shareholder Cashback or Rollover Cashback/Payment per Instalment (as applicable)	(iii) Total Amount Receivable/Payable <i>(Applicants who wish to acquire Instalments on the first Issue Date should complete this column only)*</i>	(iv) If you are a Shareholder Applicant or a Rollover Applicant, provide the PID + HIN, or SRN for your current holding
AGKISE		\$	\$	
AGKISF		\$	\$	
AMPISE		\$	\$	
AMPISF		\$	\$	
ANZISE		\$	\$	
ANZISF		\$	\$	
BHPISE		\$	\$	
BHPISF		\$	\$	
CBAISE		\$	\$	
CBAISF		\$	\$	
CSLISE		\$	\$	
CSLISF		\$	\$	
IAGISE		\$	\$	
IAGISF		\$	\$	
NABISE		\$	\$	
NABISF		\$	\$	
TLSISE		\$	\$	
TLSISF		\$	\$	
WBCISE		\$	\$	
WBCISF		\$	\$	
WESISE		\$	\$	
WESISF		\$	\$	
WOWISE		\$	\$	
WOWISF		\$	\$	
WPLISE		\$	\$	
WPLISF		\$	\$	
I. TOTAL:			\$	

* The First Payment amount per Instalment and the number of Instalments to be issued to an approved Applicant on the first Issue Date will be calculated on the Strike Date, after the Initial Gearing Level and Initial First Payment Percentage are determined by UBS. Approved Applicants will receive a Confirmation with relevant details. The Total Amount Payable/Receivable excludes any Adviser Group Fee, however includes Borrow Fees (if any) in relation to wholesale clients.

J. CHEQUE DETAILS (if paying for UBS Capped Instalments by cheque)

Drawer	Bank	Branch	Amount of Cheque

Application Form

**** UBS Capped Instalments ****

K. ADVISER RCTI AGREEMENT (for Adviser use only)

Refer to "Investor Declaration 2 – Advisers" and "Adviser Details and Agreement to Pay Borrow Fee or Adviser Group Fee".

L. INVESTMENT OF CASHBACK AMOUNT FOR SHAREHOLDER APPLICANTS AND ROLLOVER APPLICANTS:

If you are a Shareholder Applicant or a Rollover Applicant, your Shareholder Cashback or Rollover Cashback (as applicable) will automatically be reinvested in further UBS Capped Instalments of the same Series. However, please tick the box below and sign Investor Declaration 1 below if you would like to elect to receive the Shareholder Cashback or Rollover Cashback in cash or reinvest it in a different Series of UBS Capped Instalments. You will also need to complete and sign below Investor Declaration 2.

Do not tick either of the boxes if you would like your Shareholder Cashback or Rollover Cashback (as applicable) to be reinvested in further UBS Capped Instalments of the same Series.

If you wish to receive your Shareholder Cashback or Rollover Cashback in cash please tick the box below:

☐ Yes, I/We wish to receive any Shareholder Cashback or Rollover Cashback due to me/us in cash.

If you wish to reinvest your Shareholder Cashback or Rollover Cashback in a different Series of UBS Capped Instalments then please tick the box below and include the details of the relevant Series for the cashback to be reinvested in:

☐ Yes, I/We wish to reinvest any Shareholder Cashback or Rollover Cashback due to me/us in the following Series of UBS Capped Instalments:

ASX Code of UBS Capped Instalments applied for through a Shareholder Application or Rollover Application	ASX Code of UBS Capped Instalments for the relevant Shareholder Cashback or Rollover Cashback to be reinvested into

SIGNATURE AND ACKNOWLEDGEMENT

If you are a Cash Applicant, or a Shareholder Cashback or Rollover Cashback Applicant (as applicable) reinvesting in further UBS Capped Instalments of the same Series, you will not need to make this Investor Declaration 1. Please proceed to Investor Declaration 2.

INVESTOR DECLARATION 1

Business Purpose Declaration—Loan ("credit")

Note: UBS AG, Australia Branch ("credit provider") will make loans to you as a Holder of UBS Capped Instalments. The declaration below records your agreement that these loans are provided as part of the UBS Capped Instalments, which is an investment product.

I/We declare that the credit to be provided to me/us by UBS is to be applied wholly or predominantly for business or investment purposes (or for both purposes).

IMPORTANT: You should **not** sign this declaration unless this loan is wholly or predominantly for business or investment purposes. By signing this declaration you may **lose** your protection under the Consumer Credit Code.

Application Form

**** UBS Capped Instalments ****

SIGNED, SEALED AND DELIVERED BY:

(Individual Applicant or Joint Applicants)

Date of signing:

First Applicant's Signature

First Applicant's Name

Second Applicant's Signature (if applicable)

Second Applicant's Name (if applicable)

If there are additional Applicants please provide signatures for each of them as above, on the separate page to be attached in accordance with 1) above.

(Company Applicant including corporate trustee)

Date of signing:

Name of Company/Corporate Trustee (This form is executed by the Company in accordance with the Corporations Act):

Director Signature

Director Name

Director/Secretary Signature

Director/Secretary Name

You also have to sign on page 16, and if you are providing direct debit details, also on page 17 of this SPDS.

INVESTOR DECLARATION 2

General Declarations

1. BY THIS POWER OF ATTORNEY, I/we for valuable consideration irrevocably appoint UBS Nominees Pty Limited (AFSL No. 231088) or its nominee as my nominee on the terms of the Nominee Deed in respect of any Securities to which this Application relates.
2. BY THIS POWER OF ATTORNEY, I/we for valuable consideration irrevocably appoint UBS, or any employee of UBS whose title includes the word "director", severally as my/our attorney to do:
 - (a) everything necessary or expedient to bind me/us to the Loan Agreement substantially in the form set out in Part 9 of the PDS, complete any blanks in the Loan Agreement and date and execute the Loan Agreement on my/our behalf;
 - (b) anything which I/we must do under or in relation to the Loan Agreement or any other agreement or arrangement between me/us and UBS relating to the Loan; and
 - (c) anything incidental or necessary in relation to the above (including, but not limited to, completing any blanks in this Application Form and appointing any person as sub-attorney to do any of the above).
3. I/We indemnify the attorney against all claims, losses, damages and expenses suffered or incurred as a result of anything done under this power of attorney.
4. I/We have read and understood, and agree to accept the UBS Capped Instalments on the conditions set out in the PDS and the relevant Supplementary PDS for each Series. In particular, I/we:

Application Form

***** UBS Capped Instalments *****

- (a) acknowledge that I/we am/are aware of the restrictions in respect of ownership that apply to the Securities. In particular, I/we have read Part 3.14 of the PDS;
 - (b) represent that if the relevant Underlying Parcel(s) is/are delivered to me/us those restrictions on ownership will not be breached;
 - (c) acknowledge that if by reason of the restrictions on ownership applicable in respect of the Securities:
 - (i) UBS or the Security Trustee is prevented from delivering the relevant Underlying Parcel(s) to me/us;
 - (ii) I/we am/are prevented from taking delivery of the relevant Underlying Parcel(s); or
 - (iii) I/we am/are required to divest any or all of the Underlying Parcel(s);UBS will not be required to make any payment to me/us in substitution for the Underlying Parcel(s) and will not otherwise be liable to me/us for damages or otherwise;
 - (d) acknowledge that I/we received a complete copy/print-out of the PDS and relevant Supplementary PDS for the UBS Capped Instalments applied for under this Application Form before I/we completed this Application Form;
 - (e) agree to be bound by the Instalment Deed, and as the borrower by the Loan Agreement on the terms set out in Part 9 of the PDS, and as the beneficiary by the Nominee Deed;
 - (f) acknowledge that neither UBS nor any of its related entities have provided any tax advice or otherwise made any representations regarding the tax consequences of an application for or an investment in UBS Capped Instalments;
 - (g) agree to receive financial services guides and supplementary financial services guides from UBS or its related entities (including UBS Securities and the Security Trustee) by having them made available via www.ubs.com/instalments or such other internet website notified to me/us and represent and warrant that I/we have received in printable form and read and understood the Financial Services Guides of UBS Securities and the Security Trustee prior to signing this application form;
 - (h) acknowledge that to the extent I/we deem appropriate, I/we have or will obtain my/our own financial and taxation advice from an independent professional adviser;
 - (i) waive and agree not to assert any claim against UBS or any of its related entities with respect to the tax aspects of this investment in UBS Capped Instalments; and
 - (j) acknowledge that (i) UBS Capped Instalments are not deposits with UBS and are subject to investment risk, including possible delays in repayment and loss of principal invested; and (ii) none of UBS, or any other UBS Entity guarantees any particular return or the performance of the UBS Capped Instalments.
5. Where bank account details have not been provided to enable direct credit of funds to my/our account, I/we acknowledge that I/we will receive all cash payments due to me by cheque. I/we acknowledge that UBS may impose a charge reflecting the cost of processing cheque payments, provided UBS gives prior notice to me/us of its intention to impose such a charge. Neither UBS nor the Registry will be responsible for any delays in crediting funds to my/our nominated account as a result of transaction procedures or errors by any financial institution.

Shareholder Applicant and Rollover Applicant Declarations

If I am/we are a Shareholder Applicant or Rollover Applicant, by completing the Applicant Form, I/we further acknowledge, represent, warrant and undertake as follows:

1. BY THIS POWER OF ATTORNEY, I/we for valuable consideration irrevocably appoint UBS Nominees Pty Limited (AFSL No. 231088) or its nominee as my nominee on the terms of the Nominee Deed in respect of any Existing Instalments ("My Instalments") or underlying parcels of My Instalments or Securities held by me/us ("My Securities") to which this Application relates; and authorise and direct the Security Trustee to do all things necessary for it or its nominee to become the registered holder of My Instalments or My Securities (as applicable); and do anything incidental or necessary to complete any of the above.
2. BY THIS POWER OF ATTORNEY, I/we for valuable consideration irrevocably appoint UBS, or any employee of UBS whose title includes the word "director", severally as my/our attorney to do where the Final Instalment for my Existing Instalments becomes payable on the giving of a notice or the

Application Form

***** UBS Capped Instalments *****

exercise of a right or anything to be done by the Rollover Applicant, give such notice or exercise such right or do such thing;

3. I/We direct UBS Securities to do anything necessary to effect the transfer to the Security Trustee of any of My Instalments, and My Securities (as applicable), including, but not limited to, completing the second payment notice or completion notice in respect of my Existing Instalments.
4. I/We represent and warrant that: I am/we are the sole legal and beneficial owner(s) of My Instalments and that I/we will not transfer any of My Instalments other than to the Security Trustee in accordance with the PDS; I/we will not transfer My Securities other than to the Security Trustee in accordance with the PDS; I/we am/are the beneficial owner of My Securities and if applicable, am/are entitled to become the legal owner of My Securities upon payment of the Final Instalment; My Instalments or My Securities (as applicable) are free from any Encumbrances and I/we am/are able to pay my/our debts as and when they become due and that no step has been taken to make me/us bankrupt or commence winding up proceedings, appoint a controller or administrator, seize or take possession of any of my/our assets to make an arrangement, compromise or composition with any of my/our creditors.

Privacy

The Personal Information (as defined in the Privacy Act 1998 (Cth)) we ask you to supply in this Application Form (other than your address, date of birth and information required by AML legislation) is not required by law but we may not be able to accept your application if the information is not supplied. The Personal Information collected from you will be used, held or disclosed for the purposes set out below, or for a purpose related to one of the purposes set out below that you would reasonably expect, or where required or permitted by law. You may have rights to access and correct your Personal Information, and in some circumstances make complaints regarding the use, holding or disclosure of your Personal information by UBS. The privacy policy of UBS contains information regarding the exercise of such rights.

1. I/We acknowledge that the Personal Information about me/us provided to UBS in this Application Form may be used for any of the following purposes:
 - to assess whether to accept my/our application;
 - to prepare any documentation relevant to, and to maintain, my/our investment in the Instalments;
 - to effect investments in the Instalments in my/our name(s);
 - to communicate with me/us in relation to the Instalments;
 - to comply with legislative or regulatory requirements;
 - to perform the UBS's administrative operations; and
 - for any other purpose identified in the Privacy Statement in Section 12 of this PDS.
2. I/We agree and consent to UBS:
 - giving Personal Information about me/us to:
 - a) the UBS's agents, contractors and external advisers;
 - b) regulatory bodies, government agencies, law enforcement bodies and courts; and
 - c) the entities in which investments are made and/or to any agents or contractors, for the purpose of administering my/our investment or administering or enforcing a loan guarantee (if applicable);
 - collecting Personal Information about me/us from, and giving it to, my/our executor, administrator, trustee, guardian or attorney and my/our agents and representatives (including my finance broker, legal and financial adviser); and
 - providing my/our ABN to UBS and its related entities,even if the disclosure of my/our Personal Information is to an organisation overseas, including any jurisdiction set out in the Privacy Statement the PDS, regardless of whether or not such entity is subject to privacy obligations equivalent to those which apply to UBS.
- 3) I/We represent and warrant that, if at any time I/we supply UBS with Personal Information about another individual, I/we have obtained, or will at the relevant time will have obtained, the consent of such individual to the collection, use, holding or disclosure of their information in accordance with, and for any the purposes, stated in the Privacy Statement in the PDS and this Privacy Consent, and have made such individual aware of the information set out in such Privacy Statement.

Application Form

**** UBS Capped Instalments ****

Advisers

- (a) Advisers adding their Adviser Stamp to this Application Form provide the following acknowledgements and representations:
- i) I acknowledge that I am either an Australian financial services licensee or an authorised representative of an Australian financial services licensee and that, in relation to this Application, I have only provided financial services that are within the scope of the Australian financial services licence applicable to me;
 - ii) I acknowledge that I have complied with the relevant disclosure requirements, including all relevant requirements in relation to the disclosure of fees, and any requirement to provide Product Disclosure Statements, Financial Services Guides, Statements of Advice or any other disclosures required by the Corporations Act;
 - iii) I represent that in compliance with the provisions of the AML/CTF Act and Rules, I have taken the steps required to identify and verify the Applicant's identity (including the directors, beneficial owners and trustees listed in the Application Form) by checking and verifying the identity, nationality, residential address and signature of the Applicant, and any other relevant details, in compliance with the AML/CTF Act and Rules and any Distribution Agreement entered into for purposes of compliance with the AML/CTF Act and Rules; and
 - iv) I represent that I have taken adequate steps to assist in the prevention of money laundering activities which steps may include, without limitation, identifying the Applicant's source of wealth and monitoring of any unusual transactions.
- (b) **Adviser RCTI Agreement**—this section relates to supplies made by an Adviser (acting on behalf of the entity ("Supplier") that holds the requisite Australian Financial Services Licence) to UBS in consideration of a placement fee trail fee, or other similar fee ("Adviser Fees"). By completing the details in Section J and affixing its stamp to this Application Form, and in consideration of the Adviser Fees, the Adviser:
- i) represents and warrants that it is authorised to enter into this agreement on the Supplier's behalf;
 - ii) represents and warrants that the Supplier is registered for ABN and GST purposes and that it will promptly notify UBS if it ceases to be so registered; and
 - iii) agrees that UBS may, and will issue to the Supplier, self generated tax invoices (called "Recipient Created Tax Invoices" or "RCTIs") in respect of the supplies that the Supplier has made (or will make) to UBS; and
 - iv) agrees that the Supplier will not issue tax invoices for those same supplies, except where first agreed in writing with UBS.
- UBS declares that it is registered for GST purposes and that it will promptly notify the Adviser if it ceases to be so registered or if it ceases to be entitled to issue RCTIs.

ADVISER DETAILS AND AGREEMENT TO PAY THE BORROW FEE OR ADVISER GROUP FEE

By signing on the following page, I/we specify the following to be my Adviser Group and the following person to be my adviser referred to in the fee arrangements below in this section:

Name of Adviser Group (AFSL holder for which adviser acts as a representative):

Name of adviser (Full Name/Company Name):

Address Details—Number and Street

Suburb, City or Town

State

Postcode

Application Form

**** UBS Capped Instalments ****

Please fill in **one** of the following two parts:

1. Borrow Fee (applicable only to wholesale clients)

Please only fill in this section if you are a wholesale client (as defined in the Corporations Act 2001 (Cth)).

By signing on the following page, I/we confirm the following:

- (a) I/we have read and understood the Supplementary PDS;
- (b) Along with this Application Form, I/we will provide to UBS a valid certificate signed by a qualified accountant (for the purposes of the Corporations Act 2001 (Cth) that was issued not more than 2 years prior to the Strike Date confirming the details required under the Corporations Act 2001 (Cth) in order to qualify as a wholesale client (please refer to Appendix 2 for a template of a wholesale client certificate acceptable by UBS);
- (c) I/we acknowledge that I/we are aware of the Borrow Fee indicated below and consent to the Borrow Fee being paid by UBS to the Adviser Group and the Adviser Group paying a portion of that amount to my adviser, being the amount of commission I/we agree that my/our adviser will receive (provided UBS is satisfied you qualify as a wholesale client as defined in the Corporations Act 2001 (Cth) and provided that payment or receipt of the Borrow Fee and commission is not prohibited by law);
- (d) I/we acknowledge that this Borrow Fee is payable when I/we acquire UBS Capped Instalments (other than on the ASX).

Borrow Fee (% of the Loan Amount)

%

Note: This percentage includes GST and cannot exceed 2.20%

2. Adviser Group Fee (applicable to all clients however if you are a wholesale client and have paid a Borrow Fee, the Adviser Group Fee will not apply)

By signing on the following page, I/we consent to:

- (a) Pay an amount in respect of the Adviser Group Fee which is a fixed dollar amount as specified below and direct UBS to collect that amount from me/us in addition to the First Payment Amount, and I/we consent and direct UBS to pay that amount to my/our Adviser Group specified above on my/our behalf;
- (b) Where applicable, the Adviser Group holding that amount in respect of the Adviser Group Fee on trust and pay to my adviser all or part of that amount as disclosed to me by my adviser in the statement of advice or financial services guide relevant to the financial services they provide to me in respect of the UBS Capped Instalments or as otherwise disclosed to me by my adviser.

Adviser Group Fee: (please tick the relevant box)

\$0

☐

\$5,000

☐

\$2,500

☐

\$7,500

☐

Note: These fees are inclusive of GST

Application Form

***** UBS Capped Instalments *****

SIGNATURE AND ACKNOWLEDGEMENT

ONLY PERSONS WITHIN AUSTRALIA MAY USE THIS APPLICATION FORM TO APPLY FOR UBS CAPPED INSTALMENTS.

DATED:

SIGNED, SEALED AND DELIVERED by:

(Individual Applicant or Joint Applicants)

First Applicant's Signature

First Applicant's Name

Second Applicant's Signature (if applicable)

Second Applicant's Name (if applicable)

If there are additional Applicants please provide signatures for each of them as above, on the separate page to be attached in accordance with 1) above.

(Company Applicant including corporate trustee)

Name of Company/Corporate Trustee (This form is executed by the Company in accordance with the Corporations Act):

Director Signature

Director Name

Director/Secretary Signature

Director/Secretary Name

Direct Debit Request Form

Please complete this form if you wish to make a payment to UBS by direct debit from your account.

Request and Authority to debit the account named below to pay

UBS Securities Australia Ltd

Request and Authority to debit

Surname/company name:

Given names/ACN/ABN:

("YOU")

request and authorise UBS Securities Australia Ltd (User ID number 181244) to arrange, through its own financial institution, for any amount UBS Securities Australia Ltd or UBS AG, Australia Branch may debit or charge you to be debited through the Bulk Electronic Clearing System from an account held at the financial institution identified below and paid to UBS Securities Australia Ltd, subject to the terms and conditions of the Direct Debit Request Service Agreement.

Insert the name and address of financial institution at which account is held

Financial institution name:

Address:

Insert details of account to be debited

Name of account:

BSB Number:

				–			
--	--	--	--	---	--	--	--

Account number:

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Must exactly match the bank account details in Section F of your Application Form.

Acknowledgement

By signing this Direct Debit Request you acknowledge having read and understood the terms and conditions governing the debit arrangements between you and UBS Securities Australia Ltd as set out in this Request and in your Direct Debit Request Service Agreement (**refer to Appendix 1 of this Request**).

Insert your signature and address

Signature 1:

Signature 2:

- If you have a joint account both signatures are required.
- If signing for a company, sign and print full name and capacity for signing (e.g. Director).

Address:

Date:

Appendix 1 - Direct Debit Request Service Agreement

Definitions:

"Account" means the account held at Your Financial Institution from which We are authorised to arrange for funds to be debited.

"Agreement" means this Direct Debit Request Service Agreement between You and Us.

"Banking Day" means a day other than a Saturday or a Sunday or a public holiday listed throughout Australia.

"Debit Day" means the day that payment by You to Us is due.

"Debit Payment" means a particular transaction where a debit is made.

"Direct Debit Request" means the Direct Debit Request between Us and You .

"Us" or "We" means UBS AG , Australia Branch, the Debit User You have authorised by signing a Direct Debit Request.

"You" means the customer who signed the Direct Debit Request.

"Your Financial Institution" is the financial institution where You hold the Account that You have authorised Us to arrange to debit.

1. Debiting Your account

- 1.1 By signing a Direct Debit Request, You have authorised Us to arrange for funds to be debited from Your Account. You should refer to the Direct Debit Request and this Agreement for the terms of the arrangement between Us and You.
- 1.2 We will only arrange for funds to be debited from Your Account as authorised in the Direct Debit Request.
- 1.3 If the Debit Day falls on a day that is not a Banking Day, We may direct Your financial institution to debit Your Account on the following Banking Day. If You are unsure about which day Your Account has or will be debited You should ask Your financial institution.

2. Changes by Us

We may vary any details of this Agreement or a Direct Debit Request at any time by giving You at least fourteen (14) days' written notice.

3. Changes by You

- 3.1 Subject to 3.2 and 3.3, You may change the arrangements under a Direct Debit Request by contacting Us on 1800 633 100.
- 3.2 If You wish to stop or defer a Debit Payment You must notify Us in writing at least fourteen (14) days before the next Debit Day. This notice should be given to Us in the first instance.
- 3.3 You may also cancel Your authority for Us to debit Your Account at any time by giving Us fourteen (14) days notice in writing before the next Debit Day. This notice should be given to Us in the first instance at the following address:

UBS Instalments

Equity Operations
GPO Box 4151
Sydney NSW 2001

4. Your obligations

- 4.1 It is Your responsibility to ensure that there are sufficient clear funds available in Your Account to allow a Debit Payment to be made in accordance with the Direct Debit Request.
- 4.2 If there are insufficient clear funds in Your Account to meet a Debit Payment:
 - (a) You may be charged a fee and/or interest by Your financial institution;
 - (b) You may also incur fees or charges imposed or incurred by Us; and
 - (c) You must arrange for the Debit Payment to be made by another method or arrange for sufficient clear funds to be in Your Account by an agreed time so that We can process the Debit Payment.

Appendix 1 - Direct Debit Request Service Agreement

4.3 You should check Your Account statement to verify that the amounts debited from Your Account are correct

4.4 If UBS AG, Australia Branch is liable to pay goods and services tax ("GST") on a supply made in connection with this Agreement, then You agree to pay UBS AG, Australia Branch on demand an amount equal to the consideration payable for the supply multiplied by the prevailing GST rate.

5. Dispute

5.1 If You believe that there has been an error in debiting Your Account, You should notify Us directly on 1800 633 100 and confirm that notice in writing with Us as soon as possible so that We can resolve Your query more quickly.

5.2 If We conclude as a result of our investigations that Your Account has been incorrectly debited We will respond to Your query by arranging for Your financial institution to adjust Your Account (including interest and charges) accordingly. We will also notify You in writing of the amount by which Your Account has been adjusted.

5.3 If We conclude as a result of our investigations that Your Account has not been incorrectly debited We will respond to Your query by providing You with reasons and any evidence for this finding.

5.4 Any queries You may have about an error made in debiting Your Account should be directed to Us in the first instance so that We can attempt to resolve the matter between Us and You. If We cannot resolve the matter You can still refer it to Your financial institution which will obtain details from You of the disputed transaction and may lodge a claim on Your behalf.

6. Accounts

You should check:

- (a) with Your financial institution whether direct debiting is available from Your Account as direct debiting is not available on all Accounts offered by financial institutions.
- (b) Your Account details which You have provided to Us are correct by checking them against a recent Account statement; and
- (c) with Your financial institution before completing the Direct Debit Request if You have any queries about how to complete the Direct Debit Request.

7. Confidentiality

7.1 We will keep any information (including Your Account details) in Your Direct Debit Request confidential. We will make reasonable efforts to keep any such information that We have about You secure and to ensure that any of our employees or agents who have access to information about You do not make any unauthorised Use, modification, reproduction or disclosure of that information.

7.2 We will only disclose information that We have about You:

- (a) to the extent specifically required by law; or
- (b) for the purposes of this Agreement (including disclosing information in connection with any query or claim).

8. Notice

8.1 If You wish to notify Us in writing about anything relating to this Agreement, You should write to Us at the following address:

UBS Instalments

Equity Operations

GPO Box 4151, Sydney NSW 2001

8.2 We will notify You by sending a notice in the ordinary post to the address You have given Us in the Direct Debit Request.

8.3 Any notice will be deemed to have been received on the third Banking Day after posting.

Appendix 2 - Wholesale Client Certificate

Issued under Chapters 6D and 7 of the Corporations Act 2001 (Cth)

Dear UBS,

(a) Individual/Company

I certify that:

Print Full Legal Name of Person (Individual or Company)

- has net assets¹ of at least A\$2.5million (or A\$10million for a super fund Applicant); or
- a gross income² for each of the last 2 financial years of at least A\$250,000 per year

(b) Controlled companies and/or trusts

It is also confirmed for the purposes of the Corporations Act the above named person controls³ the following companies and trusts:

Print Full Name of Company/Trust

ABN/ACN/ARBN (if any)

I confirm that I am a member of one or more of the following professional bodies (tick appropriate box):

- ☐ CPA Australia ("CPA" or "FCPA") or
- ☐ Institute of Chartered Accountants in Australia ("CA", "ACA" or "FCA"); or
- ☐ Other foreign eligible professional body for the purposes of the Corporations Act⁴

(please specify if other) _____, and I have at least 3 years practical experience as an accountant or auditor and I am giving this certificate in respect of a resident of my country of qualification, not being Australia

- I am subject to and in compliance with that professional body's continuing education requirements
- I am aware that UBS AG and any subsidiary of UBS AG may rely on this certificate for such period of time as is permitted by the Corporations Act.
- I confirm that I am independent of the above-named person and/or entities.

(c) Signature

Signature of Accountant

Date (DD/MM/YYYY)

Name

Name of firm

Business Address

Guidance Notes for completing the Wholesale Client Certificate

¹In determining the net assets of the person, the net assets of a company or trust controlled by the person may be included in the calculations.

²In determining the gross income of the person, the gross income of a company or trust controlled by the person may be included in the calculations/

³Refer section 708(8)(d) and section 761G(7). For this purpose "control" has the meaning given to it in section 50AA of the Corporations Act 2001 and, in general, means having the capacity to determine the outcome of decisions about the relevant company's or trust's financial and operating policies.

⁴A list of approved foreign eligible professional bodies is listed by ASIC at <http://www.asic.gov.au/asic/asic.nsf/byheadline/Certificates+issued+by+a+qualified+accountant?openDocument>