

UBS Market Growth Instalments

(Series of UBS Capped Self Funding Instalments)

Supplementary Product Disclosure Statement dated 18 June 2014 ("SPDS")

Issued by UBS AG, Australia Branch

ABN 47 088 129 613

AFSL number 231087

This SPDS supplements the UBS Capped Self Funding Instalments Product Disclosure Statement dated 23 May 2011 ("PDS") and together with the supplementary product disclosure statements dated 17 June 2013 and 3 May 2013 (the "Other SPDSs") they set out the terms of the UBS Capped Self Funding Instalments referred to in this SPDS as "UBS Market Growth Instalments" or "SS1 Instalments". You should read this SPDS together with the PDS and the Other SPDSs before making a decision to invest. Words defined in the PDS have the same meaning in this SPDS.

This SPDS relates to the offer of the SS1 Series of UBS Market Growth Instalments as specified below ("SS1 Instalments").

PLEASE NOTE:

Primary Market Applications

UBS will not accept a primary market Application for SS1 Instalments unless the Applicant is a 'wholesale client' as defined in the Corporations Act 2001 and the Applicant has provided, along with his/her Application Form, a certificate signed by a qualified accountant that was issued not more than 2 years prior to the Issue Date confirming the details required under the Corporations Act 2001 (Cth) to verify the Applicant's status as a wholesale client (please refer to Appendix 2 for a template of a wholesale client certificate acceptable to UBS).

Minimum Application Size

For primary market Applications submitted **on or prior to the Strike Date**:

- a) the Application must be for an equally weighted basket of the 10 Series of SS1 Instalments;
- b) the equal weighting is determined by reference to the value of the notional exposure to the Underlying Securities acquired via the SS1 Instalments on the Strike Date (notional exposure is calculated as the multiple of the number of SS1 Instalments and the Closing Price of the relevant Underlying Security on the Strike Date);
- c) the Application must be for an aggregate notional exposure of at least \$100,000 (and thereafter in multiples of \$20,000), i.e. minimum notional exposure of \$10,000 per Series.

For primary market Applications **after** the Strike Date the minimum number of SS1 Instalments in each Series that you can apply for is 1,000 instalments.

UBS Market Growth Instalments – SS1 Series	
Issuer	UBS AG, Australia Branch
Offer period opens	18 June 2014
Strike Date	26 June 2014
Expected quotation date on the ASX	27 June 2014
Annual Interest Date	30 June 2014
Final Maturity Date	30 June 2015
Initial maximum issue size	10,000,000 per Series
Minimum application size	Refer note above

Borrow Fee <i>(applicable only to wholesale clients)</i>	<p>The Borrow Fee is payable by "wholesale clients" (as defined in the Corporations Act 2001 (Cth) who acquire SS1 Instalments via primary market Applications.</p> <p>The Borrow Fee (inclusive of GST) payable to UBS for each SS1 Instalment is calculated as:</p> $1\% \times CP \times t \div 365$ <p>where:</p> <p>"CP" is the Closing Price of the Underlying Security on the Strike Date for the relevant SS1 Instalment; and</p> <p>"t" is the number of days from and including the Issue Date of the SS1 Instalment to and excluding the Final Maturity Date of the SS1 Instalment.</p> <p>The amount of the Borrow Fee is equal to the commission that UBS will pay to Perpetual Trustee Company Limited ("Perpetual") for distributing SS1 Instalments. Payment will only be made to Perpetual once UBS is satisfied that the Applicant is 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>This supplementary PDS also amends the PDS by replacing the first sentence in part 4.3.2 "Borrow Fee" under 'Part 4: Fees and other costs' starting on page 21 of the PDS, 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". Please see Part 4 of the PDS for further details, or contact either UBS or your broker or adviser.</p>
Initial Loan Amount	<p>The Loan Amount will vary during the Term. The Loan Amount on the Strike Date will be the aggregate of 90% of the Closing Price of the Underlying Security on the Strike Date plus the "Additional Loan Amount" for the Series specified in Table 1. You can obtain the current Loan Amount by contacting UBS on 1800 633 100.</p>
Capped Level	<p>The Capped Level for this Series of UBS Market Growth Instalments will be determined by UBS on the Strike Date. The indicative Capped Level for each Series of SS1 Instalments as a percentage of the Closing Price of the Underlying Security on the Strike Date is set out in Table 1.</p> <p>The factors affecting UBS' determination of the actual Capped Level are described in section 2.6.4 of the PDS.</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 Market Growth 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>

Application has been made for the UBS Market Growth 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 Market Growth Instalments without the consent of Holders, subject to making a further application to ASX.

NOTES FOR TABLE 1 – Details of SS1 Series of UBS Market Growth Instalments

- Table 1 below sets out the ASX Code, description of the Underlying Security, the “Additional Loan Amount”, the indicative Interest Rate and indicative First Payment (inclusive of Borrow Fee) on the Strike Date for each Series, determined as at the date of this SPDS.
- **Additional Loan Amount:** The Additional Loan Amount for each Series is set out in Table 1. As explained above, the Additional Loan Amount for a Series is a component of that Series’ Loan Amount on the Strike Date (the Loan Amount on the Strike Date will be the sum of 90% of the Closing Price of the relevant Underlying Security on the Strike Date plus the Additional Loan Amount). UBS calculated the Additional Loan Amount for each Series by reference to a number of factors, including UBS’ estimates of the cash Ordinary Dividends payable on the Underlying Security over the term of the UBS Market Growth Instalments. You can obtain the current Loan Amount for each Series, which is also the Completion Payment, by contacting UBS on 1800 633 100.
- **Interest Rate:** The annualised Interest Rate for the period from the Strike Date to the Annual Interest Date will be different to the Interest Rate that will apply for the period from the Annual Interest Date to the Final Maturity Date. This is because (among other factors) a greater than pro rata portion of the cost of the capital protection component will be included in the Interest Rate for the first Interest period. A less than pro rata portion of the cost of the capital protection component will be included in the Interest Rate applicable to the second Interest period.

The Interest Amount payable for each Series on the Annual Interest Date (i.e. for the second Interest period from the Annual Interest Date to the Final Maturity Date) will equal 10% multiplied by the Closing Price of the relevant Underlying Security on the Strike Date.

The values in the column headed “Indicative Interest Rate (calculated on the Loan Amount on Strike Date for the term to Final Maturity Date) (annualised)” are calculated using the aggregate Interest Amount payable over the full term of the UBS Market Growth Instalments (i.e. in respect of both the first and second Interest periods) and the Loan Amount as at the Strike Date. 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.

- **First Payment:** The column in Table 1 headed “Indicative First Payment on Strike Date to acquire notional exposure to Underlying Securities worth \$10,000” sets out the indicative First Payment required to buy SS1 Instalments over Underlying Securities with a notional value of \$10,000, where notional value is calculated as the number of SS1 Instalments in the relevant Series multiplied by the Closing Price of the corresponding Underlying Security on the Strike Date.

The Column in Table 1 headed “Indicative First Payment (inclusive of Borrow Fee) (as % of Closing Price on Strike Date)” sets out the indicative First Payment (inclusive of Borrow Fee) expressed as a percentage of the Closing Price of the Underlying Security on the Strike Date. It illustrates the indicative level of leverage available via each Series on the Strike Date.

- **Franking Credit Entitlement:** The following comments should be read in conjunction with the Taxation summary in Part 5. As at the date of this SPDS, the expected net delta on the Strike Date for all the SS1 Instalments is greater than 0.30. The delta for the SS1 Instalments may change between the date of this SPDS and the Strike Date, and will change during the term of the SS1 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.

Each Series of SS1 Instalments will be highly leveraged (at least on the Strike Date). When considering an investment, you should pay particular attention to the additional risks associated with highly leveraged UBS Capped Self Funding Instalments, described in Part 3.8 of the PDS.



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Table 1 – SS1 Series of UBS Market Growth Instalments

For primary market Applications accepted by UBS on or before the Strike Date, the successful Applicant will be issued with 10 Series of SS1 Instalments over the 10 Underlying Securities listed below, equally weighted by the value of the notional exposure to the Underlying Securities acquired via the SS1 Instalments. For example, if your Application is accepted for an aggregate notional exposure of \$100,000 then you will acquire SS1 Instalments in each of the 10 Series with a notional exposure of \$10,000 to the relevant Underlying Security in each Series (subject to rounding).

ASX Code	Issuer of Underlying Security	Underlying Security	Additional Loan Amount	Indicative Capped Level (as % Closing Price on Strike Date)	Indicative First Payment (inclusive of Borrow Fee) (as % of Closing Price on Strike Date)	Indicative Interest Rate (calculated on the Loan Amount on Strike Date for the term to Final Maturity Date) (annualised)	Indicative First Payment on Strike Date to acquire notional exposure to Underlying Securities worth \$10,000
AGKSS1	AGL Energy Ltd	1 ordinary share	\$ 0.6365	120%	9.04%	13.90%	\$903.91
AMCSS1	Arcor Ltd	1 ordinary share	\$ 0.4038	120%	9.49%	14.08%	\$949.24
ANZSS1	ANZ Banking Group Ltd	1 ordinary share	\$ 1.7575	120%	8.71%	14.46%	\$871.07
ASXSS1	ASX Ltd	1 ordinary share	\$ 1.7290	120%	10.17%	14.63%	\$1,016.90
BHPSS1	BHP Billiton Ltd	1 ordinary share	\$ 1.3003	120%	8.84%	15.12%	\$883.57
NABSS1	National Australia Bank Ltd	1 ordinary share	\$ 1.9285	120%	9.77%	13.89%	\$977.48
ORGSS1	Origin Energy	1 ordinary share	\$ 0.4750	120%	8.87%	14.59%	\$886.78
WBCSS1	Westpac Banking Corporation	1 ordinary share	\$ 1.7670	120%	8.86%	14.07%	\$886.10
WESSS1	Wesfarmers Ltd	1 ordinary share	\$ 1.9190	120%	8.61%	14.53%	\$861.11
WPLSS1	Woodside Petroleum Ltd	1 ordinary share	\$ 2.3212	120%	9.04%	13.90%	\$903.91

The indicative Interest Rate and First Payment amount details for the Strike Date set out in Table 1 above are estimates only, calculated as at the date of this SPDS. They are subject to change on or before the Strike Date due to changes in market conditions. Also, these indicative amounts and rates apply only on the Strike Date – after the Strike Date, these amounts and rates could change significantly. The tables in the Investment Overview section of the PDS explain some of the main factors that impact on UBS' calculation of the First Payment and the Interest Rate.



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 UBS Market Growth 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 UBS Market Growth 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 UBS Market Growth 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 Market Growth 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 Market Growth 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.

Application Form

An Application Form specific to UBS Market Growth Instalments (SS1 Series) is annexed to the end of 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



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Application Form

UBS Market Growth Instalments – SS1 Series

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THIS FORM IS TO BE USED IF YOU ARE MAKING A CASH APPLICATION FOR UBS CAPPED SELF FUNDING INSTALMENTS REFERRED TO AS UBS MARKET GROWTH INSTALMENTS – SS1 SERIES ("SS1 INSTALMENTS")

ONLY PERSONS WITHIN AUSTRALIA MAY USE THIS APPLICATION FORM

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

Application Number:

Financial Adviser Stamp

Adviser Name:

Telephone:

Email:

Please refer to the Instructions in the PDS for UBS Capped Self Funding Instalments dated 23 May 2011 and the SPDS for UBS Market Growth Instalments – SS1 Series dated 18 June 2014 when filling out this Application Form.

The PDS and relevant Supplementary PDSs for the relevant Series of UBS Capped SFIs contain important information about investing in UBS Capped SFIs 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.

PLEASE NOTE:

Primary Market Applications

UBS will not accept a primary market Application for SS1 Instalments unless the Applicant is a 'wholesale client' as defined in the Corporations Act 2001 and the Applicant has provided, along with his/her Application Form, a certificate signed by a qualified accountant that was issued not more than 2 years prior to the Issue Date confirming the details required under the Corporations Act 2001 (Cth) to verify the Applicant's status as a wholesale client (please refer to Appendix 2 for a template of a wholesale client certificate acceptable to UBS).

Minimum Application Size

For primary market Applications submitted **on or prior to the Strike Date**:

- a) the Application must be for an equally weighted basket of the 10 Series of SS1 Instalments;
- b) the equal weighting is determined by reference to the value of the notional exposure to the Underlying Securities acquired via the SS1 Instalments on the Strike Date (notional exposure is calculated as the multiple of the number of SS1 Instalments and the Closing Price of the Underlying Security on the Strike Date);
- c) the Application must be for an aggregate notional exposure of at least \$100,000 (and thereafter in multiples of \$20,000), i.e. minimum notional exposure of \$10,000 per Series.

For primary market Applications **after** the Strike Date the minimum number of SS1 Instalments in each Series that you can apply for is 1,000 instalments.

I/We hereby apply for the following UBS Capped Self Funding Instalments to be issued by UBS pursuant to the Product Disclosure Statement dated 23 May 2011 (the "**PDS**") together with supplementary product disclosure statements dated 18 June 2014, 17 June 2013 and 3 May 2013.

Application Form

UBS Market Growth Instalments – SS1 Series

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A. FULL DETAILS OF APPLICANT:

If an individual Applicant, please provide:

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

If a company Applicant, please provide:

- the full account name under **1)** below
- the details of all directors under **2)** below
- the name of the company and ABN/ARBN or ACN (if there is no ABN) under **3)** below
- the details of the beneficial owners under **5)** below

If a super fund 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 super fund and ABN under **4)** below
- the source of assets contributed into trust under **8)** below

If a super fund 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 super fund and ABN under **4)** below
- the details of the beneficial owners of the corporate trustee under **5)** below
- the source of assets contributed into trust under **8)** 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

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

Application Form

UBS Market Growth Instalments – SS1 Series

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1) Account Designation

Please insert your Account Designation Below

2) Applicant 1 Individual/Trustee/Director/Partner Name

First Name

Middle Name

Last Name

Date of Birth

Occupation (if retired, please state occupation before retirement)

Residential Address Details—Number and Street (please note that PO Box is not accepted)

Suburb, City or Town

State

Postcode

Country

Nationality

Government issued unique identification Number

e.g. passport number or drivers licence number

Source of wealth

e.g. employment, investments, other (please specify)

Applicant 2 Individual/Trustee/Director/Partner Name

First Name

Middle Name

Last Name

Date of Birth

Occupation (if retired, please state occupation before retirement)

Residential Address Details—Number and Street (please note that PO Box is not accepted)

Suburb, City or Town

State

Postcode

Country

Nationality

Government issued unique identification Number

e.g. passport number or drivers licence number

Source of wealth

e.g. employment, investments, other (please specify)

*** If there more than two Applicants/Trustees/Directors/Partners 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

3) Company/Corporate Trustee/Partnership

Name

ABN/ARBN or ACN (if there is no ABN)

Application Form

UBS Market Growth Instalments – SS1 Series

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4) Trust/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

B. APPLICANT POSTAL ADDRESS DETAILS:

Number and Street

Suburb, City or Town

State

Postcode

C. TELEPHONE AND EMAIL DETAILS (Individual/Company/Trustee):

Daytime Number
(include area code)

Contact Name

Email address

Application Form

UBS Market Growth Instalments – SS1 Series

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

Broker	<input type="text"/>		
PID	<input type="text"/>	HIN	<input type="text"/>

E. METHOD OF PAYMENT

- ☐ Cheque payable to "UBS AG, Australia Branch" (see Part F) ☐ Direct Debit (see Part G and Appendix 1)

F. CHEQUE DETAILS (if paying for UBS Capped SFIs by cheque)

Drawer	Bank	Branch	Amount of Cheque
<hr/>			

G. BANK ACCOUNT DETAILS

1) 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 Self Funding 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
<input type="text"/>	<input type="text"/>	<input type="text"/>
Account Name	Name of Branch / Suburb	
<input type="text"/>	<input type="text"/>	

2) For direct debit of funds from your account for payment to UBS

In addition to filling out section 1 above, fill in this section if you wish to make payment to UBS by direct debit from this same account. Please refer to Appendix 1 for the Direct Debit Request Service Agreement

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 above and paid to UBS Securities Australia Ltd, subject to the terms and conditions of the Direct Debit Request Service Agreement.

Acknowledgement:

Application Form

UBS Market Growth Instalments – SS1 Series

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By signing this Application Form 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 section and in your Direct Debit Request Service Agreement (refer to Appendix 1 of this Application Form).

Signature 1

Signature 2

Date

- 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).

H. 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.

I. DETAILS OF UBS MARKET GROWTH INSTALMENTS – SS1 SERIES APPLIED FOR:

(1) For Cash Applications submitted ON OR BEFORE the Strike Date of 26 June 2014:

Your investment will be split equally across the 10 Series of SS1 Instalments, based on the notional exposure calculated as at the Strike Date. Notional exposure is calculated as the number of SS1 Instalments multiplied by the Closing Price of the Underlying Security on the Strike Date.

UBS Market Growth Instalment – SS1 Series (ASX Code)	Weighting within portfolio (by notional exposure)	Total Notional Exposure that you wish to apply for: (Minimum \$100,000, thereafter in multiples of \$20,000)
AGKSS1	10%	\$
AMCSS1	10%	
ANZSS1	10%	
ASXSS1	10%	
BHPSS1	10%	
NABSS1	10%	
ORGSS1	10%	
WBCSS1	10%	
WESSS1	10%	
WPLSS1	10%	

(2) For Cash Applications submitted AFTER the Strike Date of 26 June 2014:

Application Form

UBS Market Growth Instalments – SS1 Series

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Please specify the number of SS1 Instalments that you wish to acquire in each Series.

If you have obtained a quote for the First Payment from UBS then please specify the Application Number quoted by UBS and the First Payment amounts and Total First Payment below.

UBS Market Growth Instalment – SS1 Series (ASX Code)	(A) Number of SS1 Instalments applied for (Minimum 1,000 instalments per Series)	(B) First Payment (inclusive of Borrow Fee)	Total First Payment (inclusive of Borrow Fee) = (A) X (B)
		Application Number:	
AGKSS1		\$	\$
AMCSS1		\$	\$
ANZSS1		\$	\$
ASXSS1		\$	\$
BHPSS1		\$	\$
NABSS1		\$	\$
ORGSS1		\$	\$
WBCSS1		\$	\$
WESSS1		\$	\$
WPLSS1		\$	\$
		TOTAL:	\$

Application Form

UBS Market Growth Instalments – SS1 Series

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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 Self Funding Instalments on the conditions set out in the PDS and the relevant Supplementary PDS for each Series. In particular, I/we:
 - (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 Self Funding 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 Self Funding 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 Self Funding Instalments; and
 - (j) acknowledge that (i) UBS Capped SFIs 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 SFIs.
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.

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

Application Form

UBS Market Growth Instalments – SS1 Series

Distributed by:



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.

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;

Application Form

UBS Market Growth Instalments – SS1 Series

Distributed by:



(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.

Business Purpose Declaration - Loan ("credit")

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

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

J. ADVISER DETAILS AND AGREEMENT TO PAY THE BORROW 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 J:

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

Perpetual Trustee Company Limited

Name of adviser (Full Name/Company Name):

N/A

Address Details—Number and Street

Level 11, 123 Pitt St

Suburb, City or Town

Sydney

State

NSW

Postcode

2000

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)).

Please note that the Indicative First Payments set out in Table 1 in the SPDS dated 18 June 2014 annexed to this Application Form includes the Borrow Fee.

Application Form

UBS Market Growth Instalments – SS1 Series

Distributed by:



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

- (a) I/we have read and understood the PDS and 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 for I/we 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 agree to pay the Borrow Fee indicated below and consent to a commission equal to the Borrow Fee being paid by UBS to the Advisor Group, being Perpetual Trustee Company Limited ('Perpetual') (provided UBS is satisfied that I/we qualify as a wholesale client as defined in the Corporations Act 2001 (Cth) and provided that payment and 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 Market Growth Instalments using a primary market Application;
- (e) I/we understand that UBS will not accept my Application if I/we have not provided a valid certificate along with my/our Application Form in order to qualify as a wholesale client (please refer to Appendix 2 of the annexed Application Form for a template of a wholesale client certificate acceptable by UBS).

Borrow Fee*:

1.00	%
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** The Borrow Fee (inclusive of GST) payable to UBS (which is equal to the commission payable by UBS to Perpetual) for each SS1 Instalment issued pursuant to a primary market Application is calculated as: 1% per annum of the Closing Price of the Underlying Security on the Strike Date for the relevant SS1 Instalment.*

Application Form

UBS Market Growth Instalments – SS1 Series

Distributed by:



BEFORE SIGNING PLEASE NOTE:

UBS will not accept a primary market Application for SS1 Instalments unless the Applicant is a 'wholesale client' as defined in the Corporations Act 2001 and the Applicant has provided, along with his/her Application Form, a certificate signed by a qualified accountant that was issued not more than 2 years prior to the Issue Date confirming the details required under the Corporations Act 2001 (Cth) to verify the Applicant's status as a wholesale client (please refer to Appendix 2 for a template of a wholesale client certificate acceptable to UBS).

SIGNATURE AND ACKNOWLEDGEMENT

DATED: _____

SIGNED, SEALED AND DELIVERED by:

(Individual Applicant or Joint Applicants)

First Applicant's Signature

Second Applicant's Signature
(if applicable)

First Applicant's Name

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 / Secretary Signature

Director Signature

Director / Signature Name

Director Name

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

Appendix 1 – Direct Debit Request Service Agreement

- (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.

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>

Appendix 2 - Wholesale Client Certificate

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

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Completion Notice – Market Growth Instalments

NOTE TO HOLDERS: This form is to be used if you wish to give a Completion Notice to UBS as described in the PDS for UBS Capped SFIs (see especially Parts 2.5 and 2.6 of that PDS). You must select (by a tick in the relevant box or boxes) at least one of boxes A, B, or C below to advise UBS of the election or elections you are making pursuant to this Completion Notice.

UBS Instalment Warrants – Completion Notice

To: The Manager, Equity Operations
UBS AG, Australia Branch
Level 16, Chifley Tower
2 Chifley Square
Sydney NSW 2000

Dear Sir/Madam,

This is to notify you that I/we, being the Holder/entitled to be registered as Holder of the number of UBS Capped Self Funding Instalments in the Series specified below hereby give a Completion Notice in respect of those UBS Capped Self Funding Instalments which applies only in the circumstances which I/we have elected by placing a tick in one or more of the corresponding boxes at A through D below:

A. ☐ This Completion Notice is given in respect of potential termination on the next Annual Interest Date after the date of this notice only, and this election A is conditional on UBS electing to terminate the UBS Capped SFI on that next Annual Interest Date which falls after the date of this Notice by UBS publishing to ASX a notice confirming that UBS's notice to terminate on that Annual Interest Date is unconditional and immediately effective. This notice is accompanied by a completed Direct Debit Request Form for the total Completion Payment in respect of each of those UBS Capped SFI.

B. ☐ This Completion Notice is given in respect of the next Annual Interest Date after the date of this notice only, and this election B is in any event effective on the next Annual Interest Date whether or not UBS elects to terminate the UBS Capped SFI on that next Annual Interest Date which falls after the date of this Notice by UBS publishing to ASX a notice confirming that UBS's notice to terminate on that Annual Interest Date is unconditional and immediately effective. This notice is accompanied by a completed Direct Debit Request Form for the total Completion Payment in respect of each of those UBS Capped Self Funding Instalments.

C. ☐ This Completion Notice is unconditional and is given as a Completion Notice of immediate effect on the first Completion Notice Date which is available. This notice is accompanied by a payment in cleared funds (e.g. bank cheque) for the total Completion Payment in respect of each of those UBS Capped Self Funding Instalments in favour of UBS AG, Australia Branch.

Terms defined in the PDS have the same meaning in this notice.

Name of Holder:

Address:

Number and Street

Suburb, City or Town

State

Postcode

Completion Notice – Market Growth Instalments

Exercise Details:

[illegible]

*If your existing instalment holding is broker sponsored, please insert your PID and HIN. If your existing instalment holding is issuer sponsored, please insert your SRN.

Cheque Details:

Drawer	Bank	Branch	Amount of Cheque

Completion Notice – Market Growth Instalments

DATED:

(Individual Applicant or Joint Applicants)

First Applicant's Signature

Second Applicant's Signature
(if applicable)

First Applicant's Name

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 / Secretary Signature

Director Signature

Director / Signature Name

Director Name
