

# Wrap Fee Program Brochure (Form ADV Part 2A) *For Managed Programs*

of

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This Wrap Fee Program Brochure for Managed Programs (the "**Brochure**") provides information about the qualifications and business practices of UBS Swiss Financial Advisers AG ("**UBS-SFA**"). If you have any questions about the contents of this Brochure, please contact us in the United States through our toll-free number +1 855 853 4288, in Switzerland at +41 44 237 88 00 or at [sfa@ubs.com](mailto:sfa@ubs.com). This Brochure has not been approved or verified by the United States Securities and Exchange Commission ("**SEC**"), any state securities authority, or any other governmental body.

UBS-SFA is registered as an investment adviser ("**RIA**") in the United States with the SEC but such registration does not suggest or imply a certain level of skill or training. Additional information about UBS-SFA is also available on the SEC's website: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

The information contained in this Brochure is current as of the above date and is subject to change at UBS-SFA's discretion. On an annual basis, UBS-SFA will provide each Client with a list of material changes and an "offer-to-deliver" the full and updated version of this Brochure without charge.

# 1. Material Changes

Pursuant to SEC rules, Clients will receive a summary of any material changes to this and subsequent Brochures. We may provide other ongoing disclosure information about material changes as necessary.

We will provide Clients with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting us in the United States through our toll-free number +1 855 853 4288, in Switzerland at +41 44 237 88 00 or at [sfa@ubs.com](mailto:sfa@ubs.com).

Our Brochure is also available on our website [www.ubs.com/ubs-sfa](http://www.ubs.com/ubs-sfa) also free of charge.

## 2. Table of Contents

<b>1.</b>	<b>Material Changes</b>	<b>2</b>
<b>2.</b>	<b>Table of Contents</b>	<b>3</b>
<b>3.</b>	<b>Services, Fees, and Compensation</b>	<b>4</b>
3.1	The Firm (a short description, principal owners)	4
3.2	Our services in general	4
3.3	Supplementary Services – Fee Schedule	9
3.4	Third Party Fees and Duties	11
3.5	Fees with regard to Funds	11
3.6	Revenue sharing arrangements with UBS AG	12
3.7	Compensation regarding Other Products	13
3.8	Conflict of Interest in regard to Compensation	14
<b>4.</b>	<b>Account Requirements and Types of Clients</b>	<b>15</b>
4.1	Types of Clients	15
4.2	Account Requirements	15
4.3	Special Disclosure Requirements for selected Countries	15
<b>5.</b>	<b>Portfolio Manager Selection and Evaluation</b>	<b>16</b>
5.1	Portfolio Managers	16
5.2	Performance-based fees and Side-by-Side Management	16
5.3	Methods of Analysis, Investment Strategies and Risk of Loss	16
5.4	Voting Client Securities (Proxies)	17
<b>6.</b>	<b>Client Information provided to Portfolio Managers</b>	<b>18</b>
<b>7.</b>	<b>Client Contact with Portfolio Managers</b>	<b>19</b>
<b>8.</b>	<b>Additional Information</b>	<b>20</b>
8.1	Disciplinary Information	20
8.2	Other Financial Industry Activities and Affiliations	20
8.3	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	21
8.4	Review of Client Relationships (Client Accounts)	22
8.5	Client Referrals and Other Compensation	22
8.6	Financial Information	22
8.7	Brokerage Practices	22
8.8	Custody	24

## 3. Services, Fees, and Compensation

### 3.1 The Firm (a short description, principal owners)

Since 2004, UBS-SFA has offered investment advisory services from its office in Zürich, Switzerland, employing approximately 60 staff. UBS-SFA is a registered investment adviser ("**RIA**") with the SEC in the United States, and has a license in Switzerland from the Swiss Financial Market Supervisory Authority ("**FINMA**") as an Effektenhaendler (which roughly translates in English to "securities trader"). UBS-SFA is also a Qualified Intermediary under agreement with the United States Internal Revenue Service ("**IRS**").

UBS-SFA is a wholly-owned subsidiary of UBS AG, an internationally diversified organization with operations in many areas of the financial services industry. UBS AG, and its various affiliates, act as one of the world's largest wealth managers for private as well as institutional clients and have a significant investment banking and institutional asset management business. UBS AG is a bank and securities trader licensed and supervised in Switzerland by FINMA. UBS-SFA is a member of UBS AG's Wealth Management Division.

As an RIA, UBS-SFA completes a Form ADV Part 1 which contains additional information about its business and its affiliates, such as legal or disciplinary events involving UBS-SFA or UBS AG. Form ADV Part 1 is filed with the SEC and is publicly available through the SEC's website:

<http://www.adviserinfo.sec.gov>

UBS-SFA's SEC number is 801-63660 and its IARD/CRD Number is 130668.

Form ADV Part 1 can be provided to discretionary clients ("**Clients**") in paper form upon request.

**Scope of this Brochure:** This Brochure addresses only the discretionary programs offered at UBS-SFA where UBS-SFA takes all investment decisions for Clients, i.e. the Client entrusts UBS-SFA with the discretionary management of assets held in the Client account which is sometimes also referred to as Client portfolio ("**Managed Programs**"). For information regarding UBS-SFA's non-discretionary programs, see UBS-SFA's Wrap Fee Program Brochure (Form ADV Part 2A) for Client-Directed Programs; for those programs UBS-SFA provides Clients with investment advice and recommendations with regard to each security transaction in Client accounts (i.e. Client portfolios) but the Client retains the ultimate investment decision on the Client account ("**Client-Directed Program**").

### 3.2 Our services in general

**Types of advisory services:** UBS-SFA provides investment advice and international wealth management services.

UBS-SFA offers both **Client-Directed** (non-discretionary) and **Managed** (discretionary) investment advisory **Programs** in generally three reference currencies, i.e. United States Dollars ("**USD**"), Swiss Francs ("**CHF**") or Euro ("**EUR**").

These programs can encompass investments in stocks, bonds, funds, exchange traded funds and other products (such as structured products, alternative investments) in various currencies. Furthermore, UBS-SFA also provides United States tax reporting services in regard to its investment advisory programs.

UBS-SFA is an RIA, but it is not registered as a securities broker-dealer in the United States. Absent limited exceptions as described further in the next paragraph, UBS-SFA **does not facilitate or carry out execution-only transactions**.

Rather, for each Client-Directed Program, UBS-SFA provides investment advice and recommendations to the Client. For example, UBS-SFA advises Clients regarding the impact of a securities transaction based on: (i) the asset allocation in relation to the Investor Profile / Client Risk Profile ("**IP/CRP**") or the Investor Profile / Portfolio Risk Profile ("**IP/PRP**"), (ii) the liquidity of an investment instrument, (iii) the concentration risk by the counterparty; (iv) the Client's circumstances; (v) the global economic financial market environment; or (vi) potential Client restrictions.

In limited cases, and for persons domiciled outside the United States only, UBS-SFA facilitates or carries out execution-only transactions under its license as a FINMA-supervised securities trader in Switzerland.

UBS-SFA offers three main **Managed Programs**:

- (1) The UBS Managed Fund Portfolio Program ("**UBS-MFP**");
- (2) The UBS Portfolio Management Program ("**UBS-PM**"); there are **three** different portfolio strategies available under the UBS-PM:
  - (i) the UBS Portfolio Management Global ("**UBS-PMGL**");
  - (ii) the UBS Portfolio Management International ("**UBS-PMIN**");
  - (iii) the UBS Portfolio Management Asian Opportunities ("**UBS-PMAO**"); and
- (3) The UBS Portfolio Strategy International Program ("**UBS-PSIN**");

The available strategies and reference currencies for these Managed Programs can be found in the Sections 3.2.1 and 3.2.2 below.

- (1) **UBS-MFP's** main objective is to seek to allocate Client assets to global fund investments in accordance with the Client's investment objectives and strategies and reference currency.
- (2) (i) **UBS-PMGL's** main objective is to seek to achieve Client investment objectives by allocating Client assets

to global investments in accordance with the Client's investment strategy and reference currency.

- (ii) **UBS-PMIN**'s main objective is to seek to achieve Client investment objectives by allocating Client assets to non-United States investments in accordance with the Client's investment strategy and reference currency.
- (iii) **UBS-PMAO**'s main objective is to seek to achieve Client investment objectives by allocating Client assets to Asian investments in accordance with the Client's investment strategy and reference currency.
- (3) **UBS-PSIN**'s main objective is to seek to achieve Client investment objectives by allocating Client assets to non-United States investments in accordance with the Client's investment strategy. The reference currency is EUR.

For all Managed Programs, UBS-SFA has full investment discretion over Client assets and also has full discretion to select the broker-dealer to effect the recommended discretionary transactions. The Client may have the opportunity to place reasonable investment restrictions with respect to the Managed Programs. However, UBS-SFA reserves the right to decline or terminate Managed Programs and Client accounts if it believes the restrictions imposed are not reasonable or otherwise may inhibit UBS-SFA's effective management of the Client's account in a given program.

Assets held by UBS-SFA in Managed Programs (discretionary) as per 31 December 2014: CHF 2,082,325,552

Assets held by UBS-SFA in Client-Directed Programs (non-discretionary) as per 31 December 2014: CHF 2,833,757,976

The above figures correspond to the "Regulatory Assets under Management" figures as disclosed in Form ADV Part 1A.

**Account opening basics:** When UBS-SFA acts as the Client's investment adviser, it will enter into a written agreement with the Client expressly acknowledging the investment advisory relationship with the Client, describing its obligations to the Client and the services to be performed by UBS-SFA. At the beginning of the investment advisory relationship, UBS-SFA will provide the Client with this Brochure. UBS-SFA will also provide a list of material changes and an "offer-to-deliver" the full and updated version of this Brochure annually without charge.

**Fees in general:** As described in more detail in Sections 3.2.4 to 3.2.8 below, UBS-SFA charges a so called all-in fee for all of its investment advisory programs referred to as the **Wrap Fee** throughout this Brochure. The Wrap Fee covers the following services:

- (1) discretionary asset management with respect to the Managed Programs (typically between 10% and 55% of the Wrap Fee is allocated to this service);
- (2) custody account maintenance (including costs associated with the delivery of securities to UBS-SFA and corporate actions);
- (3) securities trading (including primary market transactions in investment fund units);

- (4) money market and fiduciary deposit transactions, which are intended as cash management tools;
- (5) payment services if the payments are to a payee in Switzerland or Liechtenstein and denominated in CHF or EUR;
- (6) payment services to UBS AG in Switzerland (any currency);
- (7) periodic Client reporting (in electronic or paper form);
- (8) regulatory tax reports (Annual Form 1099 report to Clients, Swiss tax statement for Swiss-resident Clients);
- (9) periodic meetings with and access to investment advisory personnel; and
- (10) transmittal of Form 1099 information to the IRS.

For services provided under the Managed Programs, UBS-SFA is compensated on the basis of a Wrap Fee calculated as a percentage of assets under management, subject to a minimum fee charge. The Wrap Fee is dependent on not only the amount of assets under management but also the selected investment strategy (see Sections 3.2.4 to 3.2.8 below).

There are supplementary services offered by UBS-SFA to Clients with Managed Programs which are not included in the Wrap Fee. An overview of these supplementary services and their respective fees can be found in Section 3.3 below.

**Negotiation of Fees:** It is generally UBS-SFA's policy not to negotiate the Wrap Fee. If, however, the amount invested with UBS-SFA is more than CHF 5,000,000 (or the equivalent) or UBS-SFA determines, in its sole discretion, that other circumstances warrant an exception, UBS-SFA may adjust the Wrap Fees listed in the schedules below. The same applies to supplementary service fees.

**Fee calculation:** The Wrap Fee is calculated monthly in CHF based on the market value (in CHF) of the assets under management five business days before month end and covers the services performed in the 30 days prior to the fee determination date. The market value, i.e. the valuation of the investments in a Client's account, is provided by SIX Financial Information Ltd., Zürich Switzerland. At the end of each quarter (March, June, September and December), the Wrap Fees for the three months in that quarter are summed up and debited from the account in the Client's reference currency at the beginning of the following quarter. If the Client's reference currency is not CHF but USD or EUR, then the debiting of the Wrap Fee to the USD or EUR account will result in a foreign-exchange transaction (CHF are bought against USD or EUR), on which there is additional revenue for UBS-SFA (for further details, see Section 3.6.2 below). If the Client's participation in a Managed Program is terminated before the end of a quarter, the Wrap Fee will be pro-rated and debited.

Participation in a Managed Program may cost the Client more or less than purchasing the services included in a Managed Program separately. Factors bearing upon the relative cost of the Managed Program include:

- (1) the estimated cost of the services if provided separately outside of the Managed Program (in certain circumstances, these costs may be lower than those incurred through the program);
- (2) the level of trading activity in the Client's account (the lower the activity the less the Client may benefit, and the more UBS-SFA may benefit, from the Wrap Fee);
- (3) the size of the account (the Wrap Fee is an asset-based fee, the effective rate of which generally decreases as asset size increases);
- (4) the types of investment advisory services provided, and
- (5) the types of investments (the lower the number of different investment types, the more UBS-SFA may benefit from the Wrap Fee; also certain investments may involve more transaction costs than others).

**Reference Currency:** This is the currency in which the account's investment performance is measured over a specific period of time. The reference currencies available for the various Managed Programs are USD, CHF or EUR (see 3.2.2 below). Normally, a portfolio will have the highest allocation of assets in the reference currency.

**Rendition of services:** All investment advisory services for Managed Programs are provided by UBS-SFA. This means that all personnel providing investment advisory services for UBS-SFA and its Clients are supervised persons, i.e. officers, directors or employees of UBS-SFA and that there are no external investment advisers and no affiliated entities (or employees of affiliates), such as UBS AG that act as investment adviser (i.e. portfolio manager) for UBS-SFA. In addition, UBS-SFA also provides related non-investment advisory services, and certain of its affiliates and other third parties also provide other services, each as described in this Brochure.

**Reporting to the IRS on Forms 1099:** UBS-SFA has entered into a Qualified Intermediary Agreement ("**QI Agreement**") with the United States Internal Revenue Service ("**IRS**"). Under the QI Agreement, UBS-SFA is obligated to provide all relevant 1099 Forms to the IRS and to its clients subject to

taxation in the United States on an annual basis. UBS-SFA provides IRS Form 1042 reporting to the IRS and satisfies any withholding tax obligations on behalf of all non-United States Clients.

**FATCA Reporting:** As a Participating Foreign Financial Institution under the United States Foreign Account Tax Compliance Act ("**FATCA**"), UBS-SFA may be required to report some or all of the following information to the IRS: the Client's name and address, beneficial ownership information, a copy of any IRS Form W-9, account statements, the amount of assets held with UBS-SFA, the amount of revenues and income, and any other information regarding the relationship which may be requested or required by the IRS.

### 3.2.1 Investment Strategies Available for Each Managed Program

As described in Section 3.2 above, all Managed Programs are designed for Clients who wish to entrust UBS-SFA with discretionary authority over the Client's account. The Wealth Management Consultant ("**WMC**") handles the overall Client relationship and establishes the IP/CRP and IP/PRP. However, under the Managed Programs, the investment decisions are taken and carried out by the Investment Solutions Team ("**IS**") and the Investment Committee ("**IC**").

The IP/CRP and IP/PRP are determined in a discussion between the Client and the WMC at the beginning of the Client relationship and thereafter reviewed on at least an annual basis. In the IP/CRP the Client provides information which determines their personal loss capacity as well as information regarding their investment objectives and knowledge and experience. The calculated personal loss capacity serves as a suggested cap for the risk tolerance selected for an investment portfolio. In the IP/PRP the WMC and the Client select an investment strategy depending on the Client's individual portfolio risk tolerance ("minimal", "low", "modest", "average", "above average" or "high"). The strategy is then implemented by the Investment Solutions Team ("**IS**").

The following table provides an overview of the strategies and related investment objectives for each Managed Program:

UBS Portfolio Managed Programs						
Strategy	Investment Objectives	UBS-MFP	UBS-PMGL	UBS-PMIN	UBS-PMAO	UBS-PSIN
Fixed Income	To seek long-term capital preservation and regular interest income with minimal volatility.	✓	✓	✓	n/a	✓
Income	To seek long-term capital preservation, regular interest income, and very modest capital appreciation, with relatively low volatility.	✓	✓	✓	n/a	✓
Yield	To seek income generation and long-term capital appreciation with moderate volatility.	✓	✓	✓	n/a	✓
Balanced	To seek a balance of income and long-term capital appreciation generated by a broad mix of interest, dividends and capital gains, with medium volatility.	✓	✓	✓	n/a	✓
Growth	To seek significant long-term capital appreciation, with only modest interest income and dividend yield with above average volatility.	✓	✓	✓	n/a	✓
Equity	To seek substantial long-term capital appreciation with nominal dividend yield with high volatility.	✓	✓	✓	n/a	✓
Equity (special theme)	To seek substantial long-term capital appreciation in special themes and nominal dividend yield with significant volatility.	n/a	n/a	n/a	✓	n/a

### 3.2.2 Reference Currencies Available for each Managed Program

The reference currency is the currency in which investment performance is measured over a specific period of time.

Managed Programs					
Reference Currency	UBS-MFP	UBS-PMGL	UBS-PMIN	UBS-PMAO	UBS-PSIN
USD	✓	✓	no	✓	no
CHF	no	✓	no	no	no
EUR	no	✓	✓	no	✓

### 3.2.3 Required Initial and Ongoing Investment minimum for each Managed Program

UBS-MFP	CHF 500,000
UBS-PMGL	CHF 1 million
UBS-PMIN	CHF 1 million
UBS-PMAO	CHF 500,000
UBS-PSIN	CHF 500,000

UBS-SFA has sole discretion to accept a Client for a Managed Program where the minimum required investment amount is not met. UBS-SFA has the right to terminate a Client's participation in a Managed Program if the assets in the Program fall below the minimum size recommended by UBS-SFA as described above. Under normal circumstances, UBS-SFA will not do so if such decrease in value is attributable to the performance of the Managed Program.

### 3.2.4 UBS-MFP Wrap Fee Schedule (per annum)

Investment Strategy	Fixed Income	Income	Yield	Balanced	Growth	Equity
Assets in CHF						
500,000 and more	0.95%	1.05%	1.15%	1.25%	1.35%	1.50%
<b>minimum Wrap Fee in CHF</b>	<b>4,750</b>	<b>5,250</b>	<b>5,750</b>	<b>6,250</b>	<b>6,750</b>	<b>7,500</b>

### 3.2.5 UBS-PMGL Wrap Fee Schedule (per annum)

Investment Strategy	Fixed Income	Income	Yield	Balanced	Growth	Equity
Assets in CHF						
1 to 2.5 million	1.10%	1.20%	1.30%	1.40%	1.50%	1.65%
2.5 to 5 million	1.05%	1.15%	1.25%	1.35%	1.45%	1.60%
5 to 10 million	0.95%	1.05%	1.15%	1.25%	1.35%	1.50%
10 to 25 million	0.80%	0.90%	1.00%	1.10%	1.20%	1.35%
25 to 35 million	0.60%	0.70%	0.80%	0.90%	1.00%	1.15%
more than 35 million						Please ask for a personal quote
<b>minimum Wrap Fee in CHF</b>	<b>11,000</b>	<b>12,000</b>	<b>13,000</b>	<b>14,000</b>	<b>15,000</b>	<b>16,500</b>

### 3.2.6 UBS-PMIN Wrap Fee Schedule (per annum)

Investment Strategy	Fixed Income	Income	Yield	Balanced	Growth	Equity
Assets in CHF						
1 to 2.5 million	1.10%	1.20%	1.30%	1.40%	1.50%	1.65%
2.5 to 5 million	1.05%	1.15%	1.25%	1.35%	1.45%	1.60%
5 to 10 million	0.95%	1.05%	1.15%	1.25%	1.35%	1.50%
10 to 25 million	0.80%	0.90%	1.00%	1.10%	1.20%	1.35%
25 to 35 million	0.60%	0.70%	0.80%	0.90%	1.00%	1.15%
more than 35 million						Please ask for a personal quote
<b>minimum Wrap Fee in CHF</b>	<b>11,000</b>	<b>12,000</b>	<b>13,000</b>	<b>14,000</b>	<b>15,000</b>	<b>16,500</b>



### 3.2.7 UBS-PMAO Wrap Fee Schedule (per annum)

Investment Strategy	Equity
Assets in CHF	
500,000 to 1.0 million	1.95%
1.0 to 2.5 million	1.85%
2.5 to 5 million	1.80%
5 to 10 million	1.70%
10 to 25 million	1.55%
25 to 35 million	1.35%
more than 35 million	Please ask for a personal quote
<b>minimum Wrap Fee in CHF</b>	<b>9,750</b>

### 3.2.8 UBS-PSIN Wrap Fee Schedule (per annum)

Investment Strategy	Fixed Income	Income	Yield	Balanced	Growth	Equity
Assets in CHF						
All asset segments	1.10%	1.20%	1.30%	1.40%	1.50%	1.65%
<b>minimum Wrap Fee in CHF</b>	<b>5,500</b>	<b>6,000</b>	<b>6,500</b>	<b>7,000</b>	<b>7,500</b>	<b>8,250</b>

## 3.3 Supplementary Services – Fee Schedule

The following services are not included in the Wrap Fee. UBS-SFA reserves the right to change the fees for supplementary services at any time upon notice to Clients.

Service	Supplementary Services Fee
Delivery of securities <b>from</b> UBS-SFA	CHF 100 per security (third party fees not included)
Physical delivery of securities <b>to</b> UBS-SFA	CHF 250 for Swiss shares
Note: There is no charge for non-physical delivery of securities <b>to</b> UBS-SFA (regardless at which point in time)	CHF 500 for non-Swiss shares
Re-registration of shares (when there is a change in the name of the owner)	CHF 30 for Swiss shares CHF 50 for non-Swiss shares (third party fees not included)
Payment services to a payee in Switzerland other than CHF and EUR or to a payee outside of Switzerland	CHF 25 per payment order plus fees charged by financial institutions outside of Switzerland CHF 10 surcharge for European payments if the International Bank Account Number (IBAN) is not provided
Checks: Deposit	CHF 50
Checks: Issuing	CHF 50
	Courier delivery fees are not included and can cost between CHF 10 and CHF 20

Numbered accounts	5% surcharge on Wrap Fee
	CHF 500 minimum per year
Segregated accounts with third party for specific instruments (upon Client request)	CHF 500 per account
United States tax statements (see Section 3.2 for tax-related statements that are covered by the Wrap Fee)	CHF 350 for annual detailed tax statement
	CHF 100 for each quarterly or semi-annual detailed tax statement
Tax reclaim services: for each country that has entered into a double-taxation treaty with the United States, UBS-SFA will assist United States residents reclaim taxes withheld in such foreign countries	CHF 300 per application form (plus CHF 300 for each requested re-print). Exception Germany: CHF 300 plus CHF 80 per position and payment after January 1 <sup>st</sup> 2012.
	Minimum reclaimable amount (MRA): CHF 480
	Exceptions (MRA): CHF 400 for Switzerland (individuals) and Ireland; CHF 530 for France; CHF 550 for Canada; CHF 580 for Italy (shares) and for Spain; CHF 780 for Italy (bonds), CHF 480 for Germany (plus CHF 80 per position and payment after January 1 <sup>st</sup> 2012).
Physical delivery of precious metals <b>from</b> UBS-SFA	CHF 250 per position (fees for insurance and shipping are not included)

### 3.4 Third Party Fees and Duties

The Wrap Fee does not cover third party fees and duties (e.g. stamp duty levied by a government, fees levied by an exchange or fees for segregated sub-accounts which may need to be opened in the country of the selected investment for regulatory reasons) which have to be **borne by the Client**, and are charged separately. Below is an overview of these types of fees.

This overview only covers the most commonly assessed fees. Furthermore, the information contained in this overview is subject to change at any time and without notice (for smaller updates) because it is generally updated on an annual basis only. Material changes, however, are communicated immediately to Clients. Clients can request any of the fee schedules at any time.

Exchange/Country	Buy / Sell	Description	Equities	Fixed income (bonds)	
				Rate	Rate
France	B	Transaction Tax		0.20%	
Greece	B/S	Stamp Tax		0.0325%	
Hong Kong	B/S	Stamp Tax		0.10%	
	B/S	Exchange Fee		0.005%	
	B	Levy Tax		0.0027%	
Italy	B/S	Transaction Tax		0.1%	
Korea	S	Sales Tax		0.15%	
	S	Farmers Tax		0.15%	
Singapore	B/S	Exchange Fee		0.04%	
Switzerland	B/S	Stamp Tax	0.075% / 0.15%		0.075% / 0.15%
	B/S	SWX Fee		0.005% / floor CHF 3.50 / cap CHF 100	
	B/S	SWX Fee on non-CHF Bonds placed on SWX			CHF 5.00
	B/S	VAT: 8% (*)			
Taiwan	S	Sales Tax		0.30%	
UK	B	Stamp Tax		0.50%	
USA	S	SEC Fees		0.00184%	

\* Clients residing in Switzerland or Liechtenstein are subject to 8% Swiss Value Added Tax ("VAT") on a portion of the Wrap Fee. This portion is agreed upon with the Swiss Federal Tax Authorities and represents that part of the Wrap Fee that can be allocated to the investment advisory service (as opposed to the portion which represents compensation for custody, securities trading and account maintenance, etc.). The VAT is also due on trades of "white metals" i.e. silver, platinum and palladium.

### 3.5 Fees with regard to Funds

UBS-SFA may elect to invest in funds (i.e. mutual funds shares or in shares of exchange traded funds) within the Client's Managed Program. In such a case, the Client may, in addition to the Wrap Fee charged by UBS-SFA, also indirectly pay fees charged based on the particular instruments held as part of the Managed Program and in the Client's account (e.g. investment advisory fees and distribution fees (also referred to as 12b-1 fees<sup>1</sup>) paid by mutual funds and indirectly borne by fund investors). A breakdown of the total expense ratio and distribution fees of funds are shown below the detailed position descriptions on the Client's asset statement.

UBS-SFA may elect to invest in funds within the Client's Managed Program based on the suitability of those investments for the individual Client and in line with the Managed Program strategy. However, the Client should be aware that fund shares may be purchased directly without being invested in one of UBS-SFA's Managed Programs or using UBS-SFA's services.

UBS AG, UBS-SFA's parent company, may have a distribution or similar arrangement with the issuer of funds. *Under substantially all such arrangements, UBS AG receives distribution fees*, such as 12b-1 fees, which vary in amount and type and depend on the fund issuer, fund category, the fund itself and the fund share class, *and/or other forms of non-monetary compensation*. Those fees are disclosed in the respective fund's prospectus or other legal documents. They typically are calculated as a percentage of the average annual

<sup>1</sup> Distribution [and/or Service] (12b-1) fees are fees paid by the fund out of fund assets to cover distribution expenses and sometimes shareholder service expenses. "12b-1 fees" get their name from the SEC rule that authorizes a fund to pay them. The rule permits a fund to pay distribution fees out of fund assets only if the fund has adopted a plan (12b-1 plan) authorizing their payment. "Distribution fees" include fees paid for marketing and selling fund shares, such as compensating brokers and others who sell fund shares, and paying for advertising, the printing and mailing of prospectuses to new investors, and the printing and mailing of sales literature. The SEC does not limit the size of 12b-1 fees that funds may pay." (source: SEC website at <http://www.sec.gov/answers/mfrees.htm#distribution> on 31 March 2013).

value of the fund shares held in a Client account with UBS-SFA and paid on a monthly, quarterly or yearly basis. The rates of the fees vary but typically range from 10 to 120 basis points ("bps"; 100 bps equal 1%). In general, UBS AG passes on to UBS-SFA the fees it receives related to UBS-SFA Client fund holdings.

Where clients have delegated the asset management to UBS-SFA by means of an **Asset Management Agreement for Managed Programs**, the distribution fees UBS-SFA receives may in addition be put in relation to a client's managed portfolio (as defined in the Asset Management Agreement for Managed Programs) and accordingly may be expressed as percentage range of the Client portfolio. In relation to the assets invested in such Client portfolio under an Asset Management Agreement for Managed Programs with UBS-SFA, UBS receives distribution fees of between 0 and 1.2% p.a. The exact percentage range depends on the type of program, the investment strategy (both as defined in the Asset Management Agreement for Managed Programs) and the asset allocation applied there under from time to time. Expressly requested investment instruments (as defined in the Asset Management Agreement for Managed Programs) are not taken into consideration for this estimate.

Neither UBS AG nor UBS-SFA receives any front-end or contingent deferred sales loads with respect to a Client's investments in mutual funds. Further, although UBS AG may receive non-monetary compensation from issuers of fund shares (e.g. research), the only type of compensation that UBS AG passes on to UBS-SFA is the cash compensation as described above.

Generally, only one share class of a fund is available to UBS AG (and therefore to UBS-SFA for use with its Clients) under the contractual arrangements with the fund and/or its service providers. This share class may not be the fund's least expensive share class. It is possible that a Client may qualify for a share class that is less expensive than the share class made available to UBS-SFA (and that is ultimately used in such Client's account).

Although UBS-SFA does not serve as an investment adviser, principal underwriter, transfer agent, custodian, administrator or other service provider of any fund in which Client assets may be invested, an affiliate of UBS-SFA may earn fees for providing services (such as investment advisory, distribution, transfer agency, administration or custody services) to funds in which UBS-SFA may invest Client assets within a Client's Managed Program. These service arrangements and the fees paid by the funds for the services provided are disclosed in the respective fund's prospectus. UBS-SFA does not directly or indirectly receive any portion of these fees. UBS-SFA does not invest Client assets in funds that are sponsored by UBS AG or any of its affiliates (i.e. in UBS "proprietary" funds).

The compensation arrangements described above may create conflicts of interest for UBS-SFA (or the appearance of such conflicts). UBS-SFA may have or appear to have an incentive to invest Client assets in funds for which it, UBS AG or an affiliate receives fees or other forms of compensation, and to

keep Client assets invested in that manner. Through Client investments in these funds, Clients indirectly pay these fees and other forms of compensation, in addition to the Wrap Fee UBS-SFA charges for its services. As agreed to by each Client in the Asset Management Agreement for Managed Programs, **the Wrap Fee is not offset or reduced by any compensation that UBS-SFA or its affiliates may receive from funds or their service providers**. UBS-SFA also may have or appear to have an incentive to maintain a Client's assets within a Managed Program in funds that pay (or that have service providers that pay) fees that are higher than those other funds (or their service providers) pay. However, based on such compensation arrangements, Clients may at the same time also benefit that such funds may not charge any front end-load or early redemption fees.

Based on additional instructions by the Client within a Managed Program, subscription/redemption of funds or related investment instruments in general and in particular the ones not covered by compensation agreements as described above may be subject to payment of a front end-load/redemption fee, including but not limited to early redemption fees/penalties, as defined in the relevant fund regulations, sales prospectus, offering memorandum or equivalent document. The Wrap Fee does not cover such additional charges or fees which have to be borne by the Client, and are generally charged separately.

### 3.6 Revenue sharing arrangements with UBS AG

UBS-SFA may invest a Client's assets within a Managed Program in a security or other instrument in which UBS-SFA or an affiliate has a financial or other interest or that result in the receipt of compensation by UBS-SFA or an affiliate that is in addition to the Wrap Fee paid to UBS-SFA by the Client. These and the below types of transactions or arrangements may present a potential conflict between the interests of the Client and the interests of UBS-SFA, in that they provide UBS-SFA a direct or indirect financial or other incentive to recommend or effect the transaction when it may not be in the best interests of the Client to do so.

Any compensation received by UBS-SFA as a result of the arrangement or investments made by a Client in the products discussed below is in addition to the Wrap Fee, and is paid directly or indirectly to UBS-SFA by Clients (often through the product issuer or service provider). As agreed to by each Client in the Asset Management Agreement for Managed Programs, **this additional compensation is not applied to reduce or offset any Wrap Fee or other fees paid by the Client** and it may create an incentive for UBS-SFA to recommend or make these types of investments or arrangements for the Client.

#### 3.6.1 Loans

From time to time, and subject to restrictions by applicable laws and regulations, UBS-SFA Clients may request lending assistance from UBS-SFA or its affiliates. UBS AG would act as a lender to any such Clients and as such UBS AG charges interest on the loans it provides. In connection with these

loans, UBS-SFA provides services to UBS AG such as administering part of the loan documentation and monitoring collateral held with UBS-SFA which is used to secure such loans. For these services, UBS-SFA receives a service fee from UBS AG which is calculated as a portion of the interest UBS AG earns on the loans it provides to UBS-SFA Clients; UBS-SFA receives half of the profit UBS AG earns (such profit to fluctuate over time). Clients are not required to use UBS AG as lender, and the terms of loans offered by UBS AG may be more or less favorable to Clients than those that may be obtained from an unaffiliated third party lender.

### 3.6.2 Foreign Exchange

All foreign exchange transactions are executed exclusively through UBS AG's Investment Bank Division. UBS AG and UBS-SFA earn a margin on these transactions. Although foreign exchange transactions are included in the Wrap Fee, UBS AG and UBS-SFA earn additional revenue from each foreign exchange transaction placed by UBS-SFA for execution. Specifically, UBS-SFA retains 85% of the margin in connection with such transactions and passes on the remaining 15% to UBS AG. Clients should be aware that the margin applied by UBS-SFA for these transactions may be more or less favorable to Clients than those that may be obtained from an unaffiliated third party. If Clients do not wish for UBS-SFA to use UBS AG to engage in foreign exchange transactions, UBS-SFA will not be able to provide such services for the Client's relationship and Clients would need to seek such services from a third party. The margin applied by UBS-SFA to execute a foreign exchange transaction are based on the applicable rate and spread as follows:

Foreign exchange spot transactions **below CHF 100,000** (or the equivalent in other currencies): If a Client (or UBS-SFA within a Client's Managed Program) wants to buy/sell a currency, UBS-SFA sells/buys such currency to/from the Client at the so-called system rate it receives through the bank-system. The system rate is the early morning interbank rate, which may be adjusted during the day, plus a margin which depends on the currency the Client buys/sells; the margin ranges from 110bps to 150bps. Such margin is additional revenue for UBS-SFA.

Foreign exchange spot transactions for **CHF 100,000 or more** (or the equivalent in other currencies): If a Client (or UBS-SFA within a Client's Managed Program) wants to buy/sell a currency, UBS-SFA sells/buys such currency to/from the Client at the interbank rate UBS-SFA receives from UBS AG plus a margin. Such margin depends on (i) the transaction size and (ii) the currency the Client buys/sells. The margin ranges from 12bps to 100bps. Such margin is additional revenue for UBS-SFA.

In cases, where a Client purchases or sells an investment against his account and the account has a different reference currency than the investment is traded in, such trade will automatically lead to a foreign exchange transaction. Additionally, in case of time differences between the trade and the settlement date on the account, the client might be exposed to a currency risk for this period.

### 3.6.3 Precious Metals

All precious metals transactions for Clients are executed directly through UBS AG's Investment Bank Division. UBS AG (and indirectly UBS-SFA) earns a margin on these transactions. Although precious metals transactions except physical deliveries from UBS-SFA are included in the Wrap Fee, UBS AG (and indirectly UBS-SFA) earns additional revenue from each precious metals transaction placed by UBS-SFA for execution. Specifically, UBS AG retains 15% of the margin in connection with precious metals transactions and passes on the remaining 85% to UBS-SFA. Clients should be aware that the margin applied by UBS AG for these transactions may be more or less favorable to Clients than those that may be obtained from an unaffiliated third party. If Clients do not wish for UBS-SFA to use UBS AG to engage in precious metals transactions, UBS-SFA will not be able to provide such services for the Client's relationship and Clients would need to seek such services from a third party.

### 3.6.4 Fiduciary Deposits

Fiduciary call and time/term deposits are investments made by a financial institution in its own name, but in response to a written order or within a Client's Managed Program, exclusively for the Client's account and at the risk of the Client. Fiduciary deposits are placed by UBS-SFA with UBS (Luxembourg) SA ("**UBS-LUX**"). Such fiduciary deposits for Clients are subject to the credit risk of UBS-LUX and ultimately of UBS AG, of which UBS-LUX is a wholly owned subsidiary. However, at the Client's request, UBS-SFA will place fiduciary deposits with other financial institutions with which UBS-SFA has a relationship in connection with fiduciary deposits; namely Rabobank Utrecht. The rate of interest paid on UBS-SFA Client fiduciary deposits placed with UBS-LUX ("**UBS-LUX Rate**") contains a 0-50 bps margin. As a consequence, the final interest rate of UBS-LUX could be lower than the interest rates paid by other financial institutions ("**Market Rates**"). 90% of the profit UBS-LUX earns on the difference between the UBS-LUX Rate and the Market Rates is passed on to UBS-SFA.

## 3.7 Compensation regarding Other Products

UBS-SFA may also receive compensation, directly or indirectly, when Client accounts include products other than equity shares, bonds or mutual fund shares (e.g. structured products). Such compensation could be in the form of a retrocession or distribution fee. The compensation received by UBS-SFA as a result of investments made by an UBS-SFA Client in the foregoing product(s) is in addition to the Wrap Fee paid directly to UBS-SFA by the Client. As agreed to by each Client in the Asset Management Agreement for Managed Programs, **this additional compensation is not applied to reduce or offset the Wrap Fee paid by the Client and it may create an incentive for UBS-SFA to make these types of investments for the Client.** With respect to structured products, distribution fees can take the form of a compensation relating to the issue price and paid to UBS-SFA (hereinafter called "Upfront Fee"). Such Upfront Fees are one-off fees; their amount is up to 3% of the invested assets. In addition or instead, recurring distribution

fees up to 1.2% per annum of the invested assets may be paid to UBS-SFA. Recurring distribution fees are calculated and paid on a monthly, quarterly or yearly basis. Upon a Client's express request, UBS-SFA will provide additional details to its Clients regarding the methodology for calculating such compensation.

### **3.8 Conflict of Interest in regard to Compensation**

UBS-SFA maintains investment policies reflecting a variety of factors used in assessing investment opportunities and making recommendations to Clients. These factors do not include, and UBS-SFA does not consider, the nature or amount of compensation to be received by, or a financial or other interest held by, UBS-SFA or any affiliate in connection with any recommended transaction.

## 4. Account Requirements and Types of Clients

### 4.1 Types of Clients

UBS-SFA serves natural persons who are subject to United States federal income tax, i.e. United States citizens, United States permanent residents (green card holders), and persons who meet the “substantial physical presence” test, commonly referred to as the 183 day test. In addition to natural persons, UBS-SFA serves clients that are US trusts, US estates, US charitable organizations, and US business entities such as corporations, limited partnerships as well as limited liability companies. UBS-SFA does not serve nor does it provide investment advice to investment companies, pension plans or profit sharing plans. On an exceptional basis, UBS-SFA may serve so-called offshore Clients, i.e. non-US trusts, non-US foundations, non-US partnerships, non-operating non-US companies and non-US insurance companies where the ultimate beneficial owner(s), policy holder and/or beneficiary is/are a natural person(s) who is/are subject to United States federal income tax as described before.

### 4.2 Account Requirements

The required **investment minimums** for Managed Programs are shown in Section 3.2.3 above.

### 4.3 Special Disclosure Requirements for selected Countries

When trading, registering, holding or processing financial investment instruments (e.g. shares, bonds, structured products) issued in certain markets such as Norway, Hong Kong or South Korea, the local regulator may require the financial intermediary acting on behalf of an investor to disclose, either as a prerequisite before any transaction or on express request at any time after a transaction took place, personal information about the investor. We strive to identify all such markets and to notify Clients in advance should such disclosure be required in connection with any transaction UBS-SFA is acting on Client’s behalf. Please note that Clients may be required to provide UBS-SFA with a disclosure consent prior to entering into such transactions. **A disclosure would only be made if required in advance of a transaction or upon specific request, i.e. there is no automatic disclosure.**

## 5. Portfolio Manager Selection and Evaluation

### 5.1 Portfolio Managers

As described in section 3.2, all investment advisory services for Managed Program Clients are provided by UBS-SFA and there are no external investment advisers or portfolio managers and no affiliates (such as UBS AG) that act as investment adviser or portfolio manager for such UBS-SFA Clients.

### 5.2 Performance-based fees and Side-by-Side Management

UBS-SFA does not charge performance-based fees. However, UBS-SFA recognizes that side-by-side management issues may exist for other reasons.

UBS-SFA may manage Client accounts that have objectives that are similar to, or which overlap with, those of other Clients. However, as discussed further in Section 8.7.4 below, UBS-SFA strives to allocate investment opportunities among similarly-managed Client accounts on a fair and equitable basis over time.

The investment advisory strategies UBS-SFA uses for certain Clients could conflict with the transactions and strategies employed for other Clients and may affect the prices and availability of the securities and other financial instruments in which Clients invest. For example, on a regular basis, and in particular after investment strategy changes have been approved by the Investment Committee ("IC"), the Chief Investment Officer informs the members of the Investment Solutions Team ("IS") and the Central Advisory Team ("CAT") of investment recommendations or changes in investment strategies. As a consequence, Clients should understand that transactions effected for one or more Managed Programs transactions may have already been recommended to Clients of Client-Directed Programs prior to effecting any transactions for Clients with a Managed Program. These previous Client-Directed Program transactions may result in changes to the prices of instruments from those obtained in later transactions on behalf of Managed Programs. Accordingly, the prices received for Managed Programs, if IS implements the investment recommendations or changes in investment strategies provided by the IC over a certain period of time, may not be advantageous relative to the prices previously received on behalf of Client-Directed Programs, or in general. The same may apply to transactions effected by UBS-SFA on behalf of Clients of Client-Directed Programs if such transactions are effected after UBS-SFA implements the investment recommendations or changes in investment strategies provided by the IC.

### 5.3 Methods of Analysis, Investment Strategies and Risk of Loss

#### Methods of Analysis

It is of highest importance to UBS-SFA to apply sound methods and analysis in formulating investment advice. UBS-SFA has adopted a "top-down" approach: the IC agrees on a global macro and market environment view by taking into account gross domestic product, inflation, short term interest rates, currencies, long term interest rates, equities. Based on that, the IC formulates an asset allocation. IS and CAT then select individual securities (bonds, equities, mutual funds, structured products, etc.) to implement the asset allocation based on the Client's IP/CRP and IP/PRP.

#### Investment Strategies

UBS-SFA applies the following four-step investment process for Managed Programs and Client-Directed Programs:

- (1) **Definition of the Client's profile:** The Client's profile is based on information captured in the Client's IP/CRP including the calculation of the Client's personal loss capacity, investment objectives, and knowledge and experience.
- (2) **Developing the investment strategy:** Using information provided by the Client in the IP/CRP, the investment strategy is defined in cooperation between the Client and the WMC.
- (3) **Implementation of the investment strategy:** UBS-SFA recommends to the Client a strategic and tactical asset allocation, as well as specific securities, in furtherance of the Client's stated investment objectives.
- (4) **Monitoring the investments and keeping the Client informed:** For Managed Programs, UBS-SFA implements the necessary changes on the Client's account and portfolio on a discretionary basis.

Please also see the description of investment strategies for each Managed Program in Section 3.2.1 above.

#### Risk of Loss

Investments in securities involve the risk of **financial loss** that Clients should be prepared to bear. Raising the awareness for this risk and discussing the factors that can potentially lead to such loss is therefore a key consideration when looking at the investment opportunities with a prospective or an existing Client.

It all starts with working with the Client step-by-step through the IP/CRP and IP/PRP. The purpose and goal of this process is to determine the Client's personal loss capacity, investment objectives and knowledge and experience. Based on this information provided by the Client, the right balance between the opportunity for financial gain and the capacity for financial loss can be determined. Clients should understand the following risks and discuss them with their Wealth Management Consultant ("WMC"):



**Risk of various strategies:** The selection of an appropriate investment strategy from conservative to average and high risk must fit the Client's IP/CRP and IP/PRP. In addition, each strategy involves investment in a certain type or types of securities, each of which have their own risks.

*For example:*

**Market risk:** The market price of securities may go up or down, sometimes rapidly or unpredictably, and can lead Clients to lose up to their whole investment. Market risk exists in all types of investments.

**Interest rate risk:** Fixed income securities fluctuate in value as interest rates change. The general rule is that if interest rates rise, the market prices of fixed income securities will usually decrease. The reverse is also true: if interest rates fall, the market prices of fixed income securities will generally increase. A fixed income security with a longer maturity (or a fund holding fixed income securities with a longer average maturity) will typically be more sensitive to changes in interest rates and it will fluctuate more in price than a shorter term security.

**Credit risk:** The risk that the issuer of a fixed income security could default on its obligation to pay interest and/or principal, or go bankrupt, which could cause the holder of such a security to lose money.

**Currency risk:** Each considered strategy is then reviewed for the currency risk, i.e. the risk (or opportunity) for additional financial loss (or profit) depending on how much of the investments will occur in the Clients domestic versus foreign currency and on how much the foreign currencies is relative to the Client's domestic currency.

**Liquidity risk:** The risk of not being able to buy or sell a security due to low trading volume (low liquidity). This can be especially the case for fixed income securities or securities of companies with a smaller market capitalization (so-called small caps) during crisis or stress in markets during some hours or a certain period of time.

**Bulk risk:** The risk of being invested in a single security or issuer is considered and while diversification in general is sought by UBS-SFA, there is no assurance that this will necessarily mitigate or eliminate the risk of loss in every market environment.

**Geographical and sector risk:** The same applies as stated under bulk risk, where there is risk in concentrating investments in geographic regions or business or industry sectors. While geographic and sector diversification is in general sought, there is no assurance that this will necessarily mitigate or eliminate risk of loss. Also, certain strategies necessarily require concentration in a geographic region, and thus those Client accounts invested in accordance with that strategy will be subject to increased risk associated with that region (e.g. Asia).

On a yearly or more frequent basis, the Client's risk awareness is reviewed. The Client is informed of securities which are not within UBS-SFA's recommended investment universe and (for UBS-IA) therefore also not actively monitored, bulk risks and the overall allocation discrepancies that are not fulfilling the IP/PRP.

There is no assurance that any investment risk mitigation efforts, or any hedging strategies, undertaken by UBS-SFA will be successful or otherwise eliminate the relevant risk. Further, there is no assurance that a Client will achieve his or her stated investment objective.

## 5.4 Voting Client Securities (Proxies)

UBS-SFA does not vote or provide any advice about the voting of proxies solicited by, or with respect to, the issuers of any securities held for any Client in a Client Directed Program. Clients whose Swiss shares are registered in Switzerland in their name with the respective companies receive their proxies directly from such companies. Clients who have questions about proxies of non-Swiss registered shares may contact UBS-SFA for further information.

## **6. Client Information provided to Portfolio Managers**

Because UBS-SFA is the sole portfolio manager for all Managed Program Clients, it is already in possession of all Client information. Within UBS-SFA, its employees have full access to all Client information.

## 7. Client Contact with Portfolio Managers

There are no restrictions for a Client to contact the Wealth Management Consultant ("**WMC**") for their Client relationship. For information on investments in their Managed Program, Clients can contact a member of UBS-SFA's Investment Solution Team ("**IS**") (i.e. portfolio manager) through their WMC.

## 8. Additional Information

### 8.1 Disciplinary Information

There is no disciplinary information to report.

### 8.2 Other Financial Industry Activities and Affiliations

#### 8.2.1 General Remark

As explained in Section 3.1 above, UBS-SFA is a wholly-owned subsidiary of UBS AG, an internationally diversified organization with operations in many areas of the financial services industry. UBS AG is a bank and securities trader licensed and supervised in Switzerland by FINMA. UBS-SFA is part of UBS AG's Wealth Management Division.

There are various forms of relationships and cooperation between UBS-SFA and its parent company UBS AG and affiliated or third party companies. Whilst Section 8.2.2 lists services which have been outsourced to UBS AG and its divisions or affiliates, Section 8.2.3 describes various functions which have been outsourced to third parties. Section 8.2.4 explains potential conflicts of interest and issues which may arise out of additional compensation.

#### 8.2.2 Relationships with UBS AG (parent company) and UBS-LUX (affiliate)

**General Remark:** As stated above, the revenue sharing and other arrangements described in this Brochure may provide UBS-SFA with an incentive to engage UBS AG or other affiliates to provide certain services to, or enter into certain transactions with, Clients. In these cases, UBS-SFA Clients may pay more for those services or may incur higher costs for those transactions than they would otherwise.

**Fiduciary Deposits:** Unless otherwise instructed by the Client, UBS-SFA places fiduciary deposits with UBS-LUX, a wholly owned subsidiary of UBS AG. Such placement exposes the Client to the credit risk of UBS-LUX and therefore ultimately of UBS AG.

**Cash:** All cash placed with UBS-SFA and to be held in cash, is deposited by UBS-SFA in its name for the benefit of Clients, in an omnibus cash account with UBS AG. UBS-SFA and ultimately its Clients are exposed to UBS AG's credit risk.

**Precious Metal Accounts:** All precious metals in account form, i.e. not in physical form, are held by UBS-SFA in its name, for the benefit of Clients, in an omnibus precious metal account with UBS AG. UBS-SFA and ultimately its Clients are exposed to UBS AG's credit risk.

**Client Loans:** Subject to restrictions from applicable laws and regulations, UBS AG provides loan services to UBS-SFA's Clients. For that purpose, UBS-SFA Clients must maintain a separate and independent client relationship with UBS AG.

**IT Services/IT Framework:** UBS AG provides part of UBS-SFA's IT infrastructure.

**Tax Reclaim Services:** UBS-SFA uses UBS AG's tax reclaim services. This service entails filing a tax reclaim form with Swiss and other countries' tax authorities in order to reclaim certain amounts of taxes paid that are refundable under the available dual taxation treaties in place between the United States and the country of the respective investments.

**Telephone Services:** UBS AG absorbs the cost of services used by UBS-SFA. The administrative costs for billing UBS-SFA for this service would outweigh the benefits to UBS AG of doing so.

**Fund Order Placement Services:** As described in Section 3.5 above, UBS-SFA uses the order placement services of UBS AG's Investment Bank Division to purchase or redeem shares of funds for Clients, generally at net asset value ("NAV"). In some instances, the Client may want to invest in funds that charge an additional subscription fee ("front end-load").

#### Foreign Exchange and Precious Metals Services:

UBS AG's Investment Bank Division provides UBS-SFA with foreign exchange and precious metals execution services.

**Yield Optimized Deposits ("YODs"):** YODs to UBS-SFA Clients are provided by UBS AG's Investment Bank Division in the United States. A YOD is a fixed-term bank deposit that offers an enhanced fixed yield when compared to deposit instruments of similar maturity and credit quality. In return for the enhanced yield, the investor must accept repayment of principal and interest in either the original currency (referred to as the "deposit currency") or an alternative pre-agreed currency (referred to as the "alternative currency").

#### 8.2.3 Relationships with unaffiliated third party providers

**Broker Services:** As explained in more detail in Section 8.7 below, Morgan Stanley & Co, New York ("**Morgan Stanley**") and Zürcher Kantonalbank, Zürich, Switzerland ("**ZKB**") execute Client equity securities and fixed income securities (bond) transactions. B-Source in Bioggio-Lugano, Switzerland ("**B-Source**") serves UBS-SFA as an operational service provider. This includes "UBS-SFA Online", the application which gives Clients electronic access to their account and other information. B-Source is a Swiss-based company specialized in providing comprehensive IT and business process outsourcing services to the financial industry.

**United States Tax reporting Services:** UBS-SFA uses Sovos Compliance, a US-based tax reporting company, to satisfy tax reporting obligations under UBS-SFA's QI Agreement (e.g. IRS Form 1099) and provide Clients with other tax reports (e.g. annual tax statement).

**Mailing Services:** For the preparation of certain paper mailings to Clients, UBS-SFA uses a Swiss-based firm, B-Source Outline AG in Luzern, Switzerland, specialized in packaging mail.

**Settlement/Security Depository Services:** For the settlement and custody of Swiss securities, as well as securities from the rest of the world, UBS-SFA uses SIX SIS AG ("SIS"), a Swiss-based bank. See also Section 8.2.4 below.

**Privacy aspects:** In connection with these outsourcing arrangements, UBS-SFA requires its outsourcing partners to limit their use of information only to the purposes for which it was provided and to sign an appropriate confidentiality agreement. More details are available in *UBS-SFA's Privacy Notice*.

## 8.2.4 Potential Conflicts of Interest and Additional Compensation

### 8.2.4.1 Potential Conflicts with Affiliates in General

Except as prohibited by law or written Client instruction, UBS-SFA, its personnel, and its affiliates may purchase, sell or recommend for purchase or sale to and for its Clients, securities issued by companies

- for which its affiliates act as an investment banker or financial adviser;
- with which its affiliates have business or other relationships;
- in which its affiliates have a financial interest or other interest, through ownership of securities, loan arrangements, or otherwise;
- for which its affiliates act as a market maker or maintain a position; or
- in which its officers, directors or employees or those of its affiliates own securities or otherwise have an interest.

UBS-SFA may give investment advice and take action in the performance of its duties for a Client that differ from the advice given, or the timing and nature of actions taken, for other Client accounts which may invest in some of the same securities recommended to Clients. In addition, investment advice provided by UBS-SFA may differ from investment advice given by its affiliates. Please see Section 3.6 for more details.

### 8.2.4.2 Potential Conflicts with SIS

The vast majority of equity and bond trades for UBS-SFA Clients are settled through SIS. SIS is a Swiss-based bank, licensed and supervised by FINMA. SIS is an internationally active service provider. Its core business, as a central securities depository, is the settlement and custody of Swiss securities, as well as securities from the rest of the world. To enable settlement against payment, UBS-SFA is required to hold cash accounts in different currencies with SIS. Furthermore, UBS-SFA is required to maintain sufficient cash balances on these accounts. The cash in these accounts belongs to UBS-SFA Clients and not to UBS-SFA itself. If there is insufficient cash in the currency accounts, SIS will charge interest. However, if the cash balances in the major currencies (USD, EUR, CHF and GBP) exceed a certain threshold, SIS will pay interest on the amount by which the cash balances exceed the threshold. UBS-SFA endeavors to consistently have cash balances in its currency accounts below the threshold for which SIS pays

interest and above the threshold for which SIS charges interest. Should UBS-SFA not meet its target, i.e. interest is either charged or paid by SIS, UBS-SFA will **not** pass on SIS interest charges or interest payments to its Clients. The rationale for this policy is that it is operationally too cumbersome to do so given the amounts typically involved.

### 8.2.4.3 Potential Conflicts with UBS-SFA Employees

From time to time, directors, officers and employees of UBS-SFA may have acquired or sold, or may subsequently acquire or sell, for their personal accounts, securities that may also be held or have been purchased or sold, for the accounts of Clients. The below Section 8.3 explains the precautions taken in an effort to prevent conflicts of interest in this area.

## 8.3 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

UBS-SFA has adopted a Code of Ethics which has a dual purpose:

- (1) To set forth standards of conduct that apply to all UBS-SFA employees and reflect UBS-SFA's fiduciary obligations towards its Clients; and
- (2) To address and prevent conflicts of interest associated with the personal trading activities of UBS-SFA employees and certain members of their families.

In an effort to prevent such conflicts, employees and certain of their family members (referred to as access persons) are prohibited from conducting any transaction or issuing any recommendation, investment advice or instruction to any third party (including but not limited to spouses, partners and children) with the aim to circumvent the personal account dealing rules. Specifically, access persons have to submit their securities holding reports, must avoid trading in securities that are on the "Restricted List" (a list of securities and issuers that are subject to restrictions in trading for employees must obtain pre-approvals before trading in certain securities and must observe stated holding periods).

Although UBS-SFA, its officers and employees, and its affiliates generally do not engage in principal trades with Clients, they may occur under the limited circumstances described in Section 8.7.6 below.

In addition, as more fully described in Section 3.5 above, UBS AG may have distribution or similar arrangements with the issuers of funds that UBS-SFA recommends to Clients, under which UBS AG receives distribution fees or other monetary compensation such as 12b-1 fees. These payments to our affiliate may create conflicts of interest for UBS-SFA, or the appearance of such conflicts.

UBS-SFA also has policies and procedures that are designed to prevent the misuse of material, non-public information. Material, non-public information may become available to UBS-SFA through its Client relationships or for any other reason and will not knowingly be passed on to Clients or used for their benefit, or for any other purpose. As a result, UBS-

SFA may be prohibited from causing a Client to purchase or sell an instrument even when it might otherwise do so.

A copy of UBS-SFA's current Code of Ethics can be provided to Clients and prospective Clients upon request.

#### 8.4 Review of Client Relationships (Client Accounts)

**Annual Review:** Wealth Management Consultants ("WMC") are responsible for the periodic review of Client accounts (at least annually). The annual review, which is either conducted during a personal meeting or by way of a telephone call, covers all key aspects of the Client relationship, including among other things any changes in the Client's personal and financial situation, the Client's risk profile and the suitability of the chosen investment program.

**Other Reviews:** UBS-SFA Chief Compliance Officer and other compliance officers and supervisors of WMCs perform periodic reviews of Client relationships. Such reviews can be triggered by unusual events in a Client's account or by UBS-SFA's internal policies and procedures which require conducting checks on various aspects of the Client relationship. On a regular basis, internal audit and external audit may select a group of topics and Client relationships and conduct a check.

**Reports provided to Clients:** Section 8.8 below describes which reports and information Clients receive on a regular basis for their Client relationship and how this information is delivered to Clients. These written reports allow the Client on a regular basis to review and verify their investments held with UBS-SFA. Clients may furthermore request a copy of the report issued by Ernst & Young in regard to UBS-SFA's custody function for Clients' assets (so-called SOC-1 Report).

Other information with regard to the review of Client relationships:

While WMCs remain fully responsible for the Client relationship, they work in close contact with the responsible member (i.e. portfolio manager) of the Investment Solutions Team ("IS"). These IS members have full access to Client information. As stated in Section 5.1 above, there are **no external investment advisers or portfolio managers** used in connection with the Managed Program. There are also **no affiliated entities (or employees of affiliates)**, e.g. employees of UBS AG, that act as investment managers or portfolio managers for UBS-SFA's Managed Program Clients. All investment advisers and portfolio managers are employees of UBS-SFA.

Members of IS for a particular Client relationship are selected based on the type of Managed Programs and based on the Client investment strategy or objective (e.g. conservative versus aggressive) selected within such programs.

The individual performance of IS member is not calculated or reviewed by UBS-SFA and is therefore not used in allocating team members to particular Client relationships. Members of

IS act together as a group within UBS-SFA and UBS-SFA calculates composite rather than individual strategy performances; these are regularly reviewed by the IC.

#### 8.5 Client Referrals and Other Compensation

UBS-SFA may compensate affiliated and unaffiliated persons for referring Clients to the programs, in accordance with applicable law. The costs of any referral fees are paid entirely by UBS-SFA, and are not borne by UBS-SFA's Clients. Currently, there are several Solicitation/Referral Agreements in place, including with our affiliate UBS Financial Services Inc. in the United States. Upon a Client's request, UBS-SFA can provide additional details of any referral arrangement that covers that Client.

If a prospective Client is referred by an UBS AG client advisor to UBS-SFA, the UBS AG client advisor will receive part of the net new money credit. The net new money accrued is merely a factor in determining the client advisor's yearly bonus paid by UBS AG. However, no cash payments are made by UBS-SFA to UBS AG (or its client advisors) for referring Clients to UBS-SFA.

#### 8.6 Financial Information

UBS-SFA will provide its Annual Report to Clients upon request.

#### 8.7 Brokerage Practices

UBS-SFA normally uses three firms to effect Client transactions: (1) Morgan Stanley for equity securities, (2) ZKB for fixed income securities (bonds) and (3) UBS AG for mutual fund shares, precious metals and foreign currency transactions. In addition, certain financial products such as structured products, hedge funds, specific closed-end funds, interests in Limited Partnerships and Limited Liability Companies and similar products are usually purchased directly from the issuer or its affiliate.

- (1) and (2) **Morgan Stanley** is used for equity security transactions, whereas **ZKB** is used for fixed income security (bond) transactions. The Wrap Fee includes any so-called order ticket fee which Morgan Stanley or ZKB may charge UBS-SFA for the execution of these transactions.
- (3) **UBS AG**, acting through its Investment Bank Division, is normally used for mutual fund shares transactions, generally on a net asset value ("**NAV**") basis, transactions in precious metals and foreign exchange transactions. UBS AG's compensation for executing these transactions for UBS-SFA's Clients is covered by the Wrap Fee paid by the Clients to UBS-SFA.

All costs for executing transactions directly with product issuers or their agents are covered by the Wrap Fee.

The Wrap Fee, however, does not cover certain third party fees and duties, or fees with regard to funds, as mentioned in Sections 3.4 and 3.5 above.

**Best execution:** UBS-SFA is obligated to seek “best execution” for Client transactions. Best execution generally refers to the execution of transactions in such a manner that total cost or proceeds in each transaction are the most favorable under the circumstances. The SEC defines best execution as “best qualitative execution”, not merely the lowest possible execution cost. In evaluating the quality of execution and selecting broker-dealers to execute Client transactions, UBS-SFA may consider various factors, such as execution capability, commission rate (or spread) and responsiveness. UBS-SFA has adopted a best execution policy where UBS-SFA’s execution desk responsible for securities transactions checks on at least a weekly basis the execution of trades, taking into account execution time and price. On a monthly basis (or more often if significant issues arise), UBS-SFA’s execution desk reports its findings to UBS-SFA’s Best Execution Committee. Through these mechanisms, UBS-SFA seeks “best execution” by monitoring Morgan Stanley’s, ZKB’s and UBS AG’s trading activity for, and execution costs and quality obtained for, Clients, and their own best execution and related trading policies, procedures and practices. Consistent with seeking best execution, UBS-SFA selected Morgan Stanley, ZKB and UBS AG to effect Client transactions as described more below.

**Selection of brokers:** Morgan Stanley and ZKB were chosen because UBS-SFA believes that they offered an attractive platform for UBS-SFA’s business model while at the same time able to provide competitive equity securities and fixed income securities (bonds) brokerage services. UBS AG was chosen because UBS-SFA believes that UBS AG’s global reach (i.e. global operational agreements in place with UBS AG) in the funds business is advantageous to Clients. Furthermore, mutual fund shares are generally purchased and redeemed directly from the fund at net asset value (“NAV”) only.

#### 8.7.1 Research and Other Soft Dollar Benefits

Soft dollar arrangements generally arise when an investment adviser obtains research or other products or services (other than securities execution) from a broker in return for directing securities transactions for its clients to the broker.

UBS-SFA receives no research material from Morgan Stanley or ZKB, other than periodic and publicly available newsletters. UBS AG, its affiliates and third parties may provide UBS-SFA with research material or services free of charge. This research may include written materials, bulletins, newsletters, daily emails but also conference calls and personal visits with analysts etc.

UBS-SFA does not consider any such research or services when evaluating Morgan Stanley’s, ZKB or UBS AG’s transaction execution services.

#### 8.7.2 Brokerage for Client Referrals

UBS-SFA does not consider, in its selection of a broker (e.g. Morgan Stanley, ZKB or UBS AG), whether it or one of its

affiliates receives client referrals from these brokers. As mentioned in Section 8.5 above, there is a referral arrangement with UBS AG under which UBS-AG may refer Clients to UBS-SFA. UBS-SFA does not consider those referrals in the selection of UBS AG for services related to its investment advisory programs.

#### 8.7.3 Directed Brokerage

As explained in Section 8.7 above, UBS-SFA uses Morgan Stanley, ZKB or UBS AG, and product issuers for execution of all Client transactions. UBS-SFA does not permit its Clients to direct UBS-SFA to use any other specific broker for any Client transaction as brokerage commissions or other transaction costs charged by that broker would not be included in the Wrap Fee.

#### 8.7.4 Aggregation and Allocation

**Aggregation practices:** UBS-SFA’s Investment Solutions Team (“IS”) strives to aggregate trades for Managed Program accounts. However, it is not mandatory for IS to aggregate trades and such aggregation is made at IS’ full discretion. Aggregation of trades is a technique that seeks to increase the consistency in the execution process and support the quality and cost of execution. Execution of aggregated trades is generally completed by the end of the trading day. However, in some circumstances, an aggregated trade may be executed over a period of more than one day.

That said, a member of IS can always require immediate trade execution for a particular Client’s Managed Program, without being part of the aggregation process, as may be necessary or appropriate for that Client’s Managed Program.

**Allocation of investment opportunities:** There may be situations where a particular security may need to be purchased or sold for more than one investment advisory program or more than one Client, but the investment opportunity is limited. In those situations, UBS-SFA will allocate the opportunities among eligible Client accounts in a way that, over time, does not favor one Client relationship over another. In principle, UBS-SFA will use a pro rata allocation method (example: order for Clients A and B is for 2,500 shares each, order for Client C is for 5,000 shares, i.e., the total order is for 10,000 shares (= 100%, 25% for each Client A and B, 50% for Client C); in the market 4,000 shares can be obtained; Clients A and B receive each 1,000 (= each 25%) and Client C 2,000 (= 50%) shares). For possible side-by-side management issues, see also Section 5.2 above.

#### 8.7.5 Trade Error Handling

UBS-SFA has a trade error procedure, pursuant to which UBS-SFA endeavors to timely resolve any identified trading errors that may occur from time to time for a Client relationship. UBS-SFA strives to correct and otherwise resolve trade errors in a manner that does not adversely affect the Client.

#### 8.7.6 Principal Trades and Cross Trades

UBS-SFA generally does not engage in principal trades for its Clients. It might be the case, however, that in a specific fixed income security (bond) UBS AG or another UBS-SFA affiliate is the only market maker, and under such circumstances that

specific bond would have to be purchased from or sold to UBS AG or its affiliate by UBS-SFA on behalf of Clients. In such cases, UBS-SFA will not execute the transaction without a Client's prior written consent. UBS is not responsible for any price changes that may occur during the period of time required for UBS-SFA to obtain a Client's consent to the principal trade.

UBS-SFA does not "cross" Client trades in any security, even if doing so would be beneficial for Clients, as it does not currently have the operational ability to identify potential cross trades between Clients. Similarly, neither UBS-SFA, nor any affiliate, does engage in "agency cross" trades between UBS-SFA Clients and brokerage clients of such affiliates.

#### 8.7.7 Trading Conflicts

Because most of a Client's trading costs are included in the Wrap Fee UBS-SFA receives, UBS-SFA pays for these execution services itself. As a result, UBS-SFA may have an incentive to minimize trading for Clients (thereby reducing the amount of money it must pay for execution). However, UBS-SFA believes that this incentive is addressed through its investment decision-making process. For example, the Central Advisory Team ("CAT") and the Investment Solutions Team ("IS"), which are responsible for the selection and monitoring of securities for Client accounts, maintain a recommended list of securities (i.e. investment universe) and report large relative performance deviations against markets on a regular basis to the Investment Committee ("IC"). The IC takes note of such decisions and has the power to override them.

### 8.8 Custody

**UBS-SFA is a "qualified custodian":** As a securities trader licensed and supervised by FINMA, UBS-SFA is allowed, under Swiss law and applicable SEC rules, specifically Rule 206(4)-2 of the Investment Advisers Act of 1940 which is commonly referred to as the "Custody Rule", to hold in custody financial assets for its Clients. UBS-SFA serves as the "Qualified Custodian" for all its Clients. All UBS-SFA Clients must establish a Client relationship and therefore custody account

with UBS-SFA. Clients should be aware that the fraud potential with an investment adviser having custody of Clients' assets is higher than with an investment adviser which does not have custody of Client assets.

#### UBS-SFA's sub-custodians:

**SIX SIS AG ("SIS")** is used by UBS-SFA as a sub-custodian for the large majority of Clients' assets. SIS is a Swiss-based bank, licensed and supervised by the FINMA. SIS is an internationally active service provider. Its core business, as a central securities depository and an international central securities depository, is the settlement and custody of Swiss securities, as well as securities from the rest of the world.

**UBS AG** is used as a sub-custodian for all mutual fund shares, certain equity types (such as equities that are physically delivered and held in custody or shares that are registered in the shareholders' registry of the issuing company) and precious metals.

**Client Reporting:** As a standard service, Clients receive periodic (at least quarterly) Client relationship (i.e. custody account) statements containing a description of all activity in the Client's relationship(s) either in paper or in electronic form. Settlement confirmation for individual transactions will be provided to all Clients, either in electronic form or in paper depending on the Client's preference. Clients who have chosen to access Client relationship information electronically via "UBS-SFA Online" no longer receive paper copies, except upon explicit request.

In early 2013, Ernst & Young conducted an examination of the controls related to the custody function for Client assets of UBS-SFA and issued a report in regard to UBS-SFA's custody function for Clients' (so-called **SOC-1 Report**). This report can be requested from UBS-SFA. UBS-SFA will also provide its Annual Report to Clients upon request.



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