



## PROXY

As a shareholder of **UBM Development AG** I hereby authorize

**Dipl.-Vw., Dipl.-Jur. Florian Beckermann, LL.M., Präsident IVA**

to represent me at the 142nd Annual General Meeting of UBM Development AG, Vienna, FN 100059 x, on Friday, 19 May 2023, at 9:00 a.m., Vienna time, at the House of Industry (*Haus der Industrie*), 1030 Vienna, Schwarzenbergplatz 4, and to exercise the right to vote.

In particular, I authorize the above-named proxy holder to exercise voting rights and pass resolutions on the agenda below:

1. Presentation of the annual financial statements including the management report and the corporate governance report, the consolidated financial statements including the group management report, the proposal for appropriation of the profits, the non-financial report (ESG sustainability report) and the report prepared by the Supervisory Board for the financial year 2022
2. Resolution on the appropriation of profits
3. Resolution on the discharge from liability of the members of the Management Board for the financial year 2022
4. Resolution on the discharge from liability of the members of the Supervisory Board for the financial year 2022
5. Election of the auditor (for the financial statements) and the group auditor (for the consolidated financial statements) for the financial year 2023
6. Resolution on the remuneration report for the financial year 2022
7. Resolution on the amendments to the articles of association:
  - a) Resolution on the amendment of Article 3 "Publications" of the articles of association
  - b) Resolution on the amendment of the articles of association by adding a new Article 15 "Remote Participation and Remote Voting, Broadcasting and Recording of the General Meeting, Virtual General Meeting" and corresponding amendment of the numbering of the following paragraphs of the articles of association
  - c) Resolution on editorial amendments to the articles of association in Article 4 "Amount and Division of the Capital; Authorised Capital"
8. Resolution on
  - a) the revocation of (i) the authorisation of the Management Board to acquire treasury shares (own shares) pursuant to Section 65 (1) no 4 and no 8 as well as (1a) and (1b) AktG, as well as (ii) the authorisation of the Management Board to dispose of treasury shares (own shares) pursuant to Section 65 (1b) AktG, as resolved each by the Annual General Meeting on 27 May 2021; as well as
  - b) the new authorisation of the Management Board to acquire treasury shares (own shares) pursuant to Section 65 (1) no 4 and no 8 as well as (1a) and (1b) AktG both via the stock exchange and over the counter in the amount of up to 10% of the share capital, also with the exclusion of the shareholders' quota-based right to tender (*Andienungsrecht der Aktionäre*) which may arise in the context of such an acquisition (reverse exclusion of subscription rights); as well as
  - c) the new authorisation of the Management Board to dispose of treasury shares (own shares) pursuant to Section 65 (1b) AktG by other means than via the stock exchange or by public offer and by excluding the shareholders' ordinary right of purchase (exclusion of shareholders' subscription rights); as well as
  - d) the authorisation of the Management Board to cancel treasury shares (own shares).

I hereby instruct the above-named proxy holder to vote as follows on agenda items 2 to 8 relating to the resolution proposals of the Management Board and the Supervisory Board, as these are available for downloading from the Company's website at [www.ubm-development.com](http://www.ubm-development.com) in accordance with the convening notice (mark with a cross where applicable); in the absence of express instructions, the proxy will abstain from voting:

**Agenda item 2**

YES vote	NO vote	Voting abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**Agenda item 3**

YES vote	NO vote	Voting abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**Agenda item 4**

YES vote	NO vote	Voting abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**Agenda item 5**

YES vote	NO vote	Voting abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**Agenda item 6**

YES vote	NO vote	Voting abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**Agenda item 7a) – Amendments to the articles of association (Article 3)**

YES vote	NO vote	Voting abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**Agenda item 7b) – Amendments to the articles of association (Article 15 new)**

YES vote	NO vote	Voting abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**Agenda item 7c) – Amendments to the articles of association (Article 4)**

YES vote	NO vote	Voting abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**Agenda item 8**

YES vote	NO vote	Voting abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

In case of an unknown new or amended proposal by a shareholder during the Annual General Meeting, I instruct the independent proxy holder to vote in accordance with the following instruction:

- Yes (Approval of such as yet unknown request)
- No (Disapproval of such as yet unknown request)
- Voting abstention

If an individual vote is held on an agenda item at the Annual General Meeting, any instruction issued in this regard shall apply accordingly to each individual sub-item.

The aforementioned proxy holder is authorized and empowered to grant sub-proxies (*Untervollmachten*).

The aforementioned proxy holder is authorized and empowered to perform all actions and make all declarations with exemption from the prohibition of double representation.

### Information on data protection

UBM Development AG processes **personal data** of shareholders (in particular those pursuant to Section 10a (2) AktG, i.e. name, address, date of birth, number of the securities account, number of shares of the shareholder, type of share if applicable, number of the voting card and, if applicable, name and date of birth of the proxy) on the basis of the applicable data protection provisions, in particular the **European General Data Protection Regulation (GDPR)** and the **Austrian Data Protection Act**, in order to enable shareholders to exercise their rights within the framework of the Annual General Meeting.

The processing of shareholders' personal data is mandatory for the participation of shareholders and their proxies at the Annual General Meeting in accordance with the Stock Corporation Act. The legal basis for the processing is therefore **Article 6 (1) c) GDPR**, in particular in connection with the provisions of stock corporation law mentioned below.

UBM Development AG is the **responsible party** for the processing. UBM Development AG uses external service providers such as notaries, lawyers, banks and IT service providers for the purpose of organising the Annual General Meeting. UBM Development AG will only provide these service providers with personal data that is necessary for the execution of the services they have been commissioned with. Insofar as they act as data processors, they process the data exclusively in accordance with the instructions of UBM Development AG. Where legally necessary, UBM Development AG has concluded a **data protection agreement** with these service providers.

If a shareholder attends the Annual General Meeting, all shareholders present or their proxy holders, the members of the Management Board and Supervisory Board, the notary and all other persons with a legal right to attend may inspect the legally prescribed **list of participants** (Section 117 AktG) and thereby also inspect the personal data mentioned therein (i.a. name, place of residence, shareholding). UBM Development AG is also legally obliged to submit personal shareholder data (in particular the list of participants) as part of the notarial minutes to the **companies register** (Section 120 AktG).

Shareholders' data will be anonymized or deleted as soon as they are no longer necessary for the purposes for which they were collected or processed, and unless other legal obligations require further storage. **Obligations to provide evidence and to retain records** arise in particular from corporate law, stock corporation law and takeover law, tax law and money laundering regulations. If legal claims are made by shareholders against UBM Development AG or vice versa by UBM Development AG against shareholders, the storage of personal data serves **to clarify and enforce claims** in individual cases. In connection with court proceedings before civil courts, this can lead to the storage of data for the duration of the statute of limitations plus the duration of the court proceedings up to its legally binding completion.

Each shareholder in accordance with the provisions of data protection law has a **right to information, correction, restriction, objection and deletion** with regard to the processing of personal data and a right to **data transmission** in accordance with Chapter III of the GDPR. Shareholders can assert these rights against UBM Development AG free of charge via the email address [datenschutz@ubm-development.com](mailto:datenschutz@ubm-development.com) or via the following contact details UBM Development AG, phone: +43 50 626-2600, Laaer-Berg-Straße 43, 1100 Vienna.

In addition, shareholders have the **right to appeal** to the competent **supervisory authority** pursuant to Article 77 GDPR; in Austria this is the data protection authority.

Further information on data protection can be found in the data protection declaration on the website of UBM Development AG at [www.ubm-development.com](http://www.ubm-development.com).

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(Name/company name and address/registered seat of the shareholder in block letters)

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(Custodian bank) / (Number of shares)

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(Date, personal signature of the shareholder or replica of the signature of the shareholder's name or signature in the company's name)

**If the proxy is not handed over at the entrance and exit control of the Annual General Meeting on the day of the Annual General Meeting, please send the completed proxy form by 17 May 2023, 4:00 p.m., Vienna time (time of arrival) to**

- by **mail** to UBM Development AG, c/o HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen am Wechsel
- by **fax** to +43 (0)1 8900 500 50
- by **e-mail** to beckermann.ubm@hauptversammlung.at
- by **SWIFT-address** to: GIBAAWGGMS (Message Type MT598 or MT599, please state ISIN AT0000815402