



I. Proxy

for the 140th Annual General Meeting of
UBM Development AG, 27 May 2021, 2:00 p.m., Vienna time, 1100 Vienna, Absberggasse 47

IMPORTANT NOTE: This proxy does not entitle shareholders to attend the Annual General Meeting personally. Please contact your custodian bank to ensure that the securities mentioned below have been registered properly in a deposit receipt (record date: 17 May 2021) for participation in the Annual General Meeting.
Registration deadline: 21 May 2021, 24:00 hrs, Vienna time (arrival of deposit receipts)

By granting this proxy, I confirm that I have read the information published by the Company on its website or contained in the convening notice. I confirm that I agree to processing of personal data (name, address, date of birth, number of the securities account, number of shares, number of voting card and e-mail address) in order to enable the exercise of shareholders' rights during the Annual General Meeting.

Principal (shareholder)

First name, last name / company name

Street name, ZIP code, town/city of residence

Date of birth / register number

Deposit account number

Name of bank

E-mail address (granting of proxy confirms that only the principal has access to this e-mail address)

If you do not issue this proxy as shareholder but as representative of a shareholder, please attach proof of your power of representation (proxy issued by the shareholder, appointment decree from court etc.)

Granting of proxy

I/We hereby authorise the following independent voting proxy holders to

- exercise the voting rights
- as well as to exercise the right of request and the objection right

with the right to grant sub-proxies and free of the restrictions in the event of multiple representation. The voting right, the right of request and the objection right can only be exercised if the voting proxy holder is instructed to do so. If there are no instructions concerning a resolution proposal, the proxy holder will abstain from the vote. If more than one voting proxy holder is ticked, the proxy shall be considered granted to the first of those ticked:

- Dipl.-Volkswirt, Dipl.-Jur. Florian Beckermann, LL.M.**, c/o IVA, Interessenverband für Anleger
1130 Vienna, Feldmühlgasse 22
E-Mail: beckermann.ubm@hauptversammlung.at
- or **Rechtsanwältin Dr. Ulla Reisch**, c/o Urbanek Lind Schmied Reisch Rechtsanwälte OG
1030 Vienna, Landstraßer Hauptstraße 1A, Ebene 07, Top 09
E-Mail: reisch.ubm@hauptversammlung.at
- or **Rechtsanwalt Mag. Gernot Wilfling**, c/o MÜLLER PARTNER RECHTSANWÄLTE GMBH
1010 Vienna, Rockhgasse 6
E-Mail: wilfling.ubm@hauptversammlung.at
- or **Rechtsanwältin Hon.-Prof. Dr. Irene Welsler**, c/o CERHA HEMPEL Rechtsanwälte GmbH
1010 Vienna, Parkring 2
E-Mail: welsler.ubm@hauptversammlung.at

for the following securities

Ordinary shares (ISIN AT0000815402)
Number (If not stated, the proxy covers the number stated in the deposit receipt)

Limits of proxy:

II. Instructions

for the 140th Annual General Meeting of

UBM Development AG, 27 May 2021, 2:00 p.m., Vienna time, 1100 Vienna, Absberggasse 47

Voting instructions for the resolution proposals on the agenda

The voting proxy holder is instructed to exercise my (our) voting rights on the management's (Management Board and Supervisory Board) resolution proposals published on the Company's website as follows:

(Please tick inside the box <input checked="" type="checkbox"/> Do not use a red pen.)		FOR	AGAINST	ABSTAIN
Management resolution proposals				
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 and the report prepared by the Supervisory Board for the financial year 2020	No resolution required		
2.	Resolution on the appropriation of profits	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Resolution on the discharge from liability of the members of the Management Board for the financial year 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Resolution on the discharge from liability of the members of the Supervisory Board for the financial year 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Election of the auditor (for the financial statements) and the group auditor (for the consolidated financial statements) for the financial year 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Resolution on the remuneration report for the financial year 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Resolution on the revocation of the existing authorisation of the Management Board pursuant to Article 4 (6) of the articles of association and on the simultaneous granting of a new authorisation of the Management Board pursuant to Section 159 (3) AktG, with the approval of the Supervisory Board, to conditionally increase the share capital of the Company, even in several tranches, by up to EUR 1,678,920.00 by issuing up to 559,640 new, no-par value bearer shares for the purpose of executing stock options in the context of the prolongation and extension of the Longterm-Incentive-Programme 2017 to be resolved at this Annual General Meeting (including adjustments of the conditions of the plan 2017) to employees, officers and members of the Management Board of the Company and its affiliates. Resolution on the corresponding amendment to Article 4 (6) of the articles of association as well as on the authorisation of the Supervisory Board to adopt amendments to the articles of association resulting from the issue of shares pursuant to the authorised conditional capital.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Resolution on the prolongation and extension of the Longterm-Incentive-Programme 2017 including the adjustment of the conditions of the plan 2017 (<i>Planbedingungen 2017</i>)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Resolution on <ol style="list-style-type: none"> the revocation of 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 resolved by the Annual General Meeting on 29 May 2019, as well as of the authorisation of the Management Board with respect to the disposal respectively utilisation of treasury shares (own shares) pursuant to Section 65 (1b) AktG; as well as 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 via the stock exchange or by means other than via the stock exchange in a volume of up to 10 % of the Company's share capital, also with exclusion of the proportional right of disposal of shareholders, which may arise in the context of such acquisition (reverse exclusion of subscription rights); as well as the authorisation of the Management Board to dispose treasury shares (own shares) by other means than via the stock exchange or a public offer and excluding the shareholders' right to purchase shares (exclusion of subscription rights), as well as the authorisation of the Management Board to redeem treasury shares (own shares). 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Other resolution proposals		FOR the resolution proposal	AGAINST the resolution proposal	ABSTAIN
(Please tick inside the box <input checked="" type="checkbox"/> Do not use a red pen.)				
In case of new or amended resolution proposals of one or several shareholders in the Annual General Meeting, the voting proxy holder is instructed to vote as follows in each case:		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
In case of new or amended motions of the Management Board or the Supervisory Board in the Annual General Meeting, I instruct the voting proxy holder to vote in accordance with the following instructions in each case:		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If a separate vote is taken for a resolution proposal on individual items, instructions issued concerning this proposal shall apply accordingly for each individual voting process.

The voting proxy holder will abstain from the vote on proposals on which the instructions are unclear (e.g. FOR and AGAINST the same proposal).

If additional or amended instructions are issued after submittal of this form, the instructions issued here shall prevail if they are not amended or revoked.

Other instructions (e.g. for resolutions and objections):

Date

Signature/Company signature

Signature of all joint shareholders (where applicable)

Please complete and submit by 4:00 p.m., Vienna time (time of arrival) on 25 May 2021

- 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 - 77
- by **e-mail** to the e-mail address (as scanned attachment; TIF, PDF, etc.) stated above for the voting Proxy holder you have chosen

Additional information is available on the Company's website: www.ubm-development.com