



UBM Development AG

Vienna, FN 100059 x

FURTHER INFORMATION ON THE SHAREHOLDERS' RIGHTS PURSUANT TO SECTIONS 109, 110, 118 AND 119 OF THE STOCK CORPORATION ACT, IN PARTICULAR WITHIN THE MEANING OF THE CORPORATE COVID-19-REGULATION, THE PROCEDURE OF THE GENERAL MEETING AND INFORMATION ON THE PROTECTION OF SHAREHOLDERS' DATA

TRANSMISSION OF THE ANNUAL GENERAL MEETING ON THE INTERNET

In accordance with Section 3 (4) COVID-19-Regulation in conjunction with Section 102 (4) Stock Corporation Act, the Annual General Meeting is broadcast in full in video and audio in real time on the Internet.

This is permissible under data protection law with regard to the legal basis of Section 3 (4) COVID-19-Regulation and Section 102 (4) Stock Corporation Act.

All shareholders of the Company can follow the Annual General Meeting on **28 May 2020** from approx. 2:00 p.m. on the Internet at www.ubm-development.com, under the menu items "Investor Relations" and "Annual General Meeting 2020", as a virtual General Meeting using appropriate technical aids.

The transmission of the Annual General Meeting on the Internet gives all shareholders who so wish the opportunity to follow the course of the Annual General Meeting in real time through this acoustic and optical connection and to follow the presentation by the Management Board and the answers to shareholders' questions.

Special attention is drawn to the fact that this live transmission as a virtual Annual General Meeting does not enable remote participation (Section 102 (3) No 2 of the Stock Corporation Act) and remote voting (Section 102 (3) No 3 of the Stock Corporation Act and Section 126 of the Stock Corporation Act) and that the transmission on the Internet is not a two-way connection.

It is also to be noted that the Company is only responsible for the use of technical means of communication to the extent that these are attributable to its sphere of responsibility.

APPOINTMENT OF A SPECIAL PROXY HOLDER AND THE PROCEDURE TO BE FOLLOWED

Every shareholder who is entitled to participate in the virtual General Meeting in accordance with the COVID-19-Act and the COVID-19-Regulation and who has provided the Company with evidence of this in accordance with the provisions of item IV. of the convening notice, has the right to appoint a special proxy.

The submission of a proposal for resolution, the casting of votes and the raising of an objection in this virtual General Meeting of UBM Development AG on 28 May 2020 can only be carried out by one of the special proxies according to Section 3 (4) COVID-19-Regulation.

The following individuals, who are suitable and independent of the company, are proposed as special proxies:

- (i) Dr. Michael Knap
c/o IVA, Interessenverband für Anleger
Feldmühlgasse 22
1130 Vienna
Phone: +43 (0) 664 2138740
Email: michael.knap@iva.or.at

- (ii) Dr. Ulla Reisch
c/o Urbanek Lind Schmied Reisch Rechtsanwälte OG
Landstraßer Hauptstraße 1A
Ebene 07, Top 09
1030 Vienna
Phone: +43 1 212 55 00
Email: reisch@ulsr.at

- (iii) Dr. Tibor Varga
c/o DORDA Rechtsanwälte GmbH
Universitätsring 10
1010 Vienna
Phone: +43 1 533 47 95-28
Email: tibor.varga@dorda.at

- (iv) Hon.-Prof. Dr. Irene Welser
c/o CERHA HEMPEL Rechtsanwälte GmbH
Parkring 2
1010 Vienna
Phone: +43 1 514 35-121
Email: irene.welser@cerhahempel.com

Each shareholder may select one of the four individuals named above as his or her special proxy and grant this person proxy.

The granting of a proxy to another person is not permissible pursuant to Section 3 (4) COVID-19-Regulation and is therefore invalid.

Express reference is made to the fact that the special proxy authorized by the shareholder **does not accept any instructions to ask questions or read out speeches**. The right to information can rather be exercised by shareholders themselves by means of electronic communication, namely by sending questions in text form by e-mail directly to the Management Board, exclusively at vorstand@ubm-development.com.

It is recommended to contact the special proxy authorized by the shareholder in good time if the special proxy authorized by the shareholder is to be instructed to submit proposals for resolutions and/or to raise an objection in the virtual General Meeting on one or more items on the agenda.

It is expressly requested that the e-mail address and a **password** be provided when granting a proxy in order to enable or facilitate in a suitable manner the **verification of the identity** of the respective shareholder when communicating at a later date, in particular during the Annual General Meeting by e-mail.

To grant a proxy, please visit the company's website at www.ubm-development.com, under the menu items "Investor Relations" and "Annual General Meeting 2020", where a respective proxy form is available for each. Please read this proxy form carefully

In your interest, the **proxies** should be **received** at the latest by **27 May 2020, 4:00 p.m.**, CEST, Vienna time, at the corresponding e-mail address of your special proxy named below:

- (i) knap.ubm@hauptversammlung.at
- (ii) reisch.ubm@hauptversammlung.at
- (iii) varga.ubm@hauptversammlung.at
- (iv) welser.ubm@hauptversammlung.at

This type of transmission means that only the special proxy selected and authorized by you, and not one of the other proxies, has direct access to the power of attorney.

However, a personal handover of the proxy to the special proxy at the place of the meeting is expressly excluded for the purpose of ensuring the special measures based on COVID-19.

Otherwise, the following communication channels and addresses are available for the transmission of the proxies to the special proxies:

By post or courier	UBM Development AG c/o HV-Veranstaltungsservice GmbH Köppel 60 8242 St. Lorenzen/Wechsel
By telefax Via SWIFT	+43 (0) 1 8900 500-77 GIBAATWGGMS (Message Type MT598 or MT599, ISIN AT0000815402 must be stated mandatorily in the text)

In the interest of smooth processing, we ask you to always use the forms provided.

Details regarding the granting of a proxy, in particular the text form and the content of the proxy, are set out in the proxy form provided to the shareholders.

The above provisions on the granting of the proxy shall apply accordingly to the revocation of the proxy.

Amendments to the agenda by shareholders pursuant to Section 109 Stock Corporation Act

Shareholders who collectively hold shares corresponding to **5% of the share capital** may request in writing that **additional items be included in the agenda** of this Annual General Meeting and published. Each item on the agenda must be accompanied by a proposal for a resolution including a statement of the reasons. The shareholders filing the request must have held the shares for at least three months prior to the date of filing the request. Such a shareholder request shall only be taken into consideration if received by the Company in writing no later than by **7 May 2020** (midnight CET, local Vienna time).

Such shareholder requests exclusively be sent by post or courier shall be addressed to
UBM Development AG
to the attention of Mr Ralf Mikolasch
Laaer-Berg-Straße 43
1100 Vienna
Austria

The text of the item to be included in the agenda and the resolution proposal must be submitted in German.

The shareholding required to be able to exercise this shareholder right has to be evidenced by providing a deposit confirmation as defined in Section 10a Stock Corporation Act.

Shareholders' proposals for resolutions pursuant to Section 110 Stock Corporation Act

Shareholders who collectively hold shares corresponding to 1% of the share capital may submit **proposals for resolutions** regarding any item on the agenda in text form, including a statement of the reasons, and may request that such proposals be made available on the Company's website registered with the companies register including the names of the shareholders concerned, the reasons to be provided and comments of the Management Board or the Supervisory Board, if any. Please note that reasons must be stated for every resolution proposal. Such a request shall only be taken into consideration if received by the Company in writing by **18 May 2020** (midnight, CET, local Vienna time).

The shareholding required to be able to exercise this shareholder right has to be evidenced by providing a deposit confirmation as defined in Section 10a Stock Corporation Act, which must not be older than seven days at the time it is presented to the Company. With regard to the other requirements for the deposit confirmation, reference is made to the information on the right to participate (item IV of the convening notice).

Such shareholder requests shall exclusively be addressed to
UBM Development AG
to the attention of Mr Ralf Mikolasch
Laaer-Berg-Straße 43
1100 Vienna
Austria
or
by fax +43 (0)50626-1636
or
by Email hauptversammlung@ubm-development.com, whereby the request must be
attached to the email in text form, for example as a PDF file.

Each proposal for resolution must also be submitted in a German language version.

The shareholding required to be able to exercise this shareholder right has to be evidenced by providing a deposit confirmation in accordance with Section 10a Stock Corporation Act.

Deposit confirmation pursuant to Section 10a Stock Corporation Act

The deposit confirmation shall be issued by the bank keeping the securities account, which shall have its registered office in a Member State of the European Economic Area or in a Full Member State of the OECD.

The deposit confirmation must contain the following information pursuant to Section 10 Stock Corporation Act:

- Information on the issuer: name and address or a standard code used for transactions between banks (BIC),
- Information on the shareholder: name/company name and address; date of birth in the case of individuals; register and register number in the case of legal entities of such legal entity's home state,
- Information on the shares: number of shares held by the shareholder, ISIN AT0000815402,
- Securities account number (or any other designation),
- Point in time to which the deposit confirmation refers.

Deposit confirmation as evidence of the shareholding for participating in the Annual General Meeting must refer to the Record Date, 18 May 2020 (midnight, CET, local Vienna time).

Deposit confirmations must be in German or in English.

The deposit confirmation can be issued in German or in English. The deposit confirmation must be issued in writing.

Deposit confirmations shall exclusively be sent to one of the addresses stated below:

By post or courier	UBM Development AG c/o HV-Veranstaltungsservice GmbH Köppel 60 8242 St. Lorenzen/Wechsel Austria
By telefax	+43 (0) 1 8900 500-77
By Email	anmeldung.ubm@hauptversammlung.at (Transmission of deposit confirmation in PDF format)
Via SWIFT	GIBAATWGGMS (Message Type MT598 oder MT599, ISIN AT0000815402 must be stated mandatorily in the text)

The deposit confirmation required as evidence of a shareholding in connection with exercising shareholder rights as defined in Section 109 Stock Corporation Act (amendments to the agenda) and Section 110 Stock Corporation Act (shareholders' proposals for resolution) must not be more than seven days old at the time presented to the Company.

The deposit confirmation required as evidence of the shareholding in connection with exercising shareholder rights as defined in Section 109 Stock Corporation Act (amendments to the agenda) must confirm that the shareholders filing the request have been shareholders for an uninterrupted period of at least three months prior to the date on which the request is filed.

In the case of several shareholders who only reach the threshold together the confirmations must refer to the same date.

Notice on the right to information pursuant to Section 118 Stock Corporation Act

Each shareholder, upon request, is to be provided with information on the Company's matters at the Annual General Meeting to the extent that such information is necessary for the proper assessment of an item of the agenda. The obligation to provide information shall also include the Company's legal and business relationships to affiliated companies as well as to the situation of the Group and the companies included in the consolidated financial statements.

The Company may refuse to provide such information if reasonable business judgement suggests that disclosure of the same may cause a material disadvantage to the Company or an affiliate or may be a punishable offence.

QUESTIONS AND INFORMATION RIGHT OF SHAREHOLDERS

Explicit reference is made to the fact that the right to information pursuant to Section 118 Stock Corporation Act can also be exercised by the shareholders themselves during the virtual Annual General Meeting in accordance with the provisions set out in this document, as detailed below.

Please note that reasonable time limits may be set by the Chairman during the Annual General Meeting.

Notwithstanding the foregoing, shareholders are requested to send **all questions** in text form **by email** to vorstand@ubm-development.com in good time so that these are **received by the Company** no later than on the second working day prior to the Annual General Meeting, which is Tuesday, **26 May 2020**.

This will enable the Management Board to prepare as accurately as possible and to answer the questions you ask at the Annual General Meeting as quickly as possible.

Please use the question form, which is available on the Company's website at www.ubm-development.com, under the menu items „Investor Relations“ and „Annual General Meeting 2020“.

PROCEDURE OF THE VIRTUAL ANNUAL GENERAL MEETING

Shareholders also have the opportunity **during the Annual General Meeting** to submit their questions to the Company electronically **in text form within a certain time window** after the opening of the Annual General Meeting.

At the Annual General Meeting these questions are read out by the Chairman or a person designated by the Chairman.

Please use a simple e-mail to the following address vorstand@ubm-development.com.

In this simple e-mail, the person submitting the statement must be named (name/company name, date of birth/companies register number of the shareholder) and the conclusion of the statement must be made recognizable by reproducing the signature of the name or otherwise (Section 13 (2) Stock Corporation Act) in order to enable the Company to verify the identity and conformity with the deposit confirmation. In this case, however, you are welcome to complete the question form provided on the website and send it as a PDF file.

The shareholders thus have the opportunity to react to developments at the Annual General Meeting themselves, for example by asking questions or asking additional questions.

The **Chairman** of the Annual General Meeting will structure the course of the General Meeting in terms of time, as he does for an attendance meeting, and in particular announce **a specific time by which questions can be asked**.

Shareholders also have the opportunity to amend their instructions, in particular with regard to **the submission of new requests, the casting of votes or changes to their instructions regarding the casting of votes** on one or more items on the agenda, but also the **raising of objections** to one or more items on the agenda to the special proxy appointed, even during the Annual General Meeting up to a certain point in time. For this purpose, please use a simple e-mail to the e-mail address of your special proxy to which you have also sent the proxy:

- (i) knap.ubm@hauptversammlung.at
- (ii) reisch.ubm@hauptversammlung.at
- (iii) varga.ubm@hauptversammlung.at
- (iv) welser.ubm@hauptversammlung.at

In this simple e-mail, the person submitting the statement must be named (name/company name, date of birth/companies register number of the shareholder) and the conclusion of the statement must be made recognizable by reproducing the signature of the name or otherwise (Section 13 (2) Stock Corporation Act) in order to enable the special proxy to verify the identity and conformity with the proxy. Please note that it is likely that only electronic communication with your special proxy will be possible during the Annual General Meeting and that, in particular, it will not be possible to reach the special proxy by telephone.

Also the **time up to which instructions regarding proposals, voting and objections** are possible will be determined by the **Chairman in the course of the Annual General Meeting**.

Please note that it may be necessary to interrupt the virtual Annual General Meeting for a short time in order to securely process the shareholders' instructions to the special proxies received during the Annual General Meeting.

Within the context of the above-mentioned communication channels and participation opportunities, the Management Board endeavours to ensure that the shareholders are given the highest possible quality of decision-making. See also the above comments on the "Procedure of the virtual Annual General Meeting".

Information on the shareholders' right to file requests at the Annual General Meeting pursuant to Section 119 Stock Corporation Act

Every shareholder – irrespective of the number of shares s/he holds – is entitled to file a request at the General Meeting for each item on the agenda. The prerequisite for this is evidence of the right to participate as defined in the convening notice. However, in accordance with COVID-19-Regulation, shareholders can only exercise the right to file requests through a special proxy, who will then file any such request in the virtual General Meeting instead of the shareholder.

INFORMATION ON DATA PROTECTION FOR SHAREHOLDERS

UBM Development AG processes **personal data** of shareholders (in particular those pursuant to Section 10a (2) Stock Corporation Act, 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 **responsible** 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 proxies, 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 Stock Corporation Act) 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 Stock Corporation Act).

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.

Every 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 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.