

Details on the Shareholder / Shareholders (if more than one deposit holder)	
Name/Company name	
Address (postal/zip code, city, street, house number)	
for natural persons: date of birth/for legal entities registered in public registers (e.g. commercial register): name of register and registration number	
Name of the custodian bank where the deposit is held	
Bank sort code or BIC	Deposit number

_____	_____
E-mail-address	Password (a password for the purposes of the Annual General Meeting which can be chosen freely like any other password)
(This information facilitates the verification of the shareholder's identity when communicating at a later date, in particular during the Annual General Meeting by e-mail.)	

P R O X Y

for the special proxy pursuant to section 3 para 4 COVID-19-Regulation

As Shareholder of **UBM Development AG**, I/we hereby authorize

Attorney-at-law Hon.-Prof. Dr. Irene Welser
c/o CERHA HEMPEL Rechtsanwälte GmbH
1010 Vienna, Parkring 2

to represent me/us at the 139th Annual General Meeting of UBM Development AG, FN 100059x, ISIN AT0000815402, Vienna, on Thursday, 28th May 2020, at 2:00 p.m., and to exercise all rights pursuant to section 3 para 4 of the COVID-19-Regulation, i.e. on my/our behalf and with legal effect for me/ us to bring up proposals for resolution, to exercise the voting right and to raise objections.

In particular, I/we authorise the above named special proxy holder in his capacity as my/our representative to exercise the voting right and pass resolution in connection with the published agenda:

I/We hereby instruct the above proxy holder to vote as follows on agenda items 2 to concerning the resolutions proposed by the Management Board and the Supervisory Board, as available for download on the Company's website at www.ubm-development.com (tick the appropriate box; without express instruction on an item on the agenda, no vote shall be cast on that item).

In case of an individual voting for an item on the agenda, the instruction given shall apply to each single sub-item.

ITEM 2 Appropriation of the net profit as shown in the annual financial statements as of 31 December 2019

Vote YES	Vote NO	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

ITEM 3 Discharge from liability for the members of the Management Board for the financial year 2019

Vote YES	Vote NO	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

ITEM 4 Discharge from liability for the members of the Supervisory Board for the financial year 2019

Vote YES	Vote NO	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

ITEM 5 Election of the auditor / group auditor for the financial year 2020

Vote YES	Vote NO	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

ITEM 6 Remuneration policy

Vote YES	Vote NO	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

In the case of the proposals for resolution for which no or unclear instructions are given (e.g. simultaneously FOR and AGAINST for the same proposal for a resolution), the special proxy will abstain from voting. Without instructions, the proxy is invalid.

This proxy relates to _____ of my/our shares (ISIN AT0000815402).

(In case you leave this field blank, the proxy will automatically relate to all shares for which the custodian bank has provided a deposit confirmation as of the record date.)

The proxy holder does not accept orders to ask questions or read out speeches.

Under this proxy, it is also possible to instruct the proxy holder to submit proposals for resolution, such as individual discharge, and to raise an objection in the virtual general meeting to one or more items on the agenda. I/We therefore instruct the proxy to submit or raise the following proposals

for resolutions or objections to the following agenda items: (if the following table remains blank, the proxy will not submit proposals for resolutions and/or raise objections)

Item of the agenda	Specification of the proposal for resolution or the objection
Item of the agenda	Specification of the proposal for resolution or the objection

It is possible to contact attorney-at-law **Hon.-Prof. Dr. Irene Welser** directly, phone: +43 1 514 35-121 or e-mail irene.welser@cerhahempel.com.

The proxy holder is entitled to unilaterally refrain from submitting proposals for resolution if this is contra bonos mores, abuses the law or would prevent the Annual General Meeting from being held in accordance with the rules. **It is recommended to contact the proxy holder in good time if the proxy holder is to be instructed to submit proposals for resolution and/or to raise an objection in the virtual General Meeting on one or more items on the agenda.**

The proxy holder is authorized and empowered to grant sub-proxies within the scope of this proxy and to represent other shareholders, exempting himself from the prohibition of double representation and self-contracting.

If you issue this proxy as a representative of a shareholder rather than as a shareholder, please enclose proof of your power of representation (power of attorney issued by the shareholder).

Instructions to the special proxy holder selected by you can be changed by e-mail, please include the password for identity verification, up to the time when the chairman of the Annual General Meeting announces that voting on the agenda items will begin shortly.

Information on data protection for shareholders

UBM Development AG processes the **personal data** of shareholders (in particular those in accordance with section 10a para 2 Stock Corporation Act, i.e. name, address, date of birth, number of the securities deposit account, number of shares held by the shareholder, class of shares if applicable, number of the voting card and, if applicable, name and date of birth of the proxy/proxies)

on the basis of the applicable data protection regulations, in particular the **European General Data Protection Regulation** (GDPR) and the **Austrian Data Protection Act**, in order to enable shareholders to exercise their rights at the Annual General Meeting.

The processing of shareholders' personal data is mandatory for the participation of shareholders and their proxies in the Annual General Meeting pursuant to the Stock Corporation Act.

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. These companies only receive personal data from UBM Development AG that is necessary for the execution of the commissioned service. If they are active as processors, they process the data exclusively according to the instructions of UBM Development AG. Where legally necessary, UBM Development AG has entered into a **data protection agreement** with these service companies.

If a shareholder participates in the Annual General Meeting, all shareholders present or their representatives, the members of the Management Board and Supervisory Board, the notary and all other persons with a right to participate can inspect the legally required **list of participants** (section 117 of the Stock Corporation Act) and thereby also view the personal data specified therein (including name, place of residence, shareholding relationship). UBM Development AG is also legally obliged to submit personal shareholder data (in particular the list of participants) as part of the notarial record for the **companies register** (section 120 of the Stock Corporation Act).

The 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 retain data** arise in particular from corporate, stock corporation and takeover law, from tax law and from 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 legal 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 legal proceedings until their legally binding conclusion.

In accordance with the provisions of data protection law, every shareholder has a **right of information, correction, restriction, objection and deletion** with regard to the processing of personal data, as well as a **right to data transmission** in accordance with chapter III of the GDPR. Shareholders can exercise these rights free of charge against UBM Development AG via the e-mail address datenschutz@ubm-development.com or via the following **contact details**:

UBM Development AG
Tel: +43 50 626-2600
Laaer-Berg-Straße 43
1100 Vienna

Shareholders also have a **right of appeal** to the competent **supervisory authority** under 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 www.ubm-development.com

(Place, Date)

(Signature/company signature/indication of completion)

Supplementary information on the proxy

We ask for submission of the proxy document by the following means:

By e-mail	<u>welser.ubm@hauptversammlung.at</u> (proxy documents please in PDF form)
By telefax	+43 (0) 1 8900 500-77
By post or courier	UBM Development AG c/o HV-Veranstaltungsservice GmbH Reference: UBM HV Köppel 60 8242 St. Lorenzen/Wechsel Austria
Via SWIFT	GIBAATWGGMS (Message Type MT598 or MT599, mandatory to state ISIN AT0000815402 in the text)

In your interest, the proxy should be received by 27 May 2020, 4:00 p.m., at one of the above addresses, preferably by e-mail, so that the special proxy holder selected by you can access it in good time and directly.