



Agenda
of the 140th Annual General Meeting of
UBM Development AG
(„Company“)

on Thursday, **27 May 2021**, at 2:00 p.m., Vienna time

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.
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 2020.
4. Resolution on the discharge from liability of the members of the Supervisory Board for the financial year 2020.
5. Election of the auditor (for the financial statements) and the group auditor (for the consolidated financial statements) for the financial year 2021.
6. Resolution on the remuneration report for the financial year 2020.
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.
8. Resolution on the prolongation and extension of the Longterm-Incentive-Programme 2017 including the adjustment of the conditions of the plan 2017 (*Planbedingungen 2017*).
9. Resolution on
 - a) 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

English translation of original German version for convenience purposes only

- b) 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
- c) 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
- d) the authorisation of the Management Board to redeem treasury shares (own shares).