



UBM Development AG
Vienna, FN 100059 x,
ISIN AT0000815402
("Company")

**Convening of the
140th Annual General Meeting of
UBM Development AG**

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

The location of the Annual General Meeting pursuant to Section 106 (1) of the Austrian Stock Corporation Act (Aktiengesetz – "**AktG**")
is 1100 Vienna, Absberggasse 47

I. Holding a virtual Annual General Meeting

1. Corporate COVID-19-Act (COVID-19-Act) and Corporate COVID-19-Regulation (COVID-19-Regulation)

In order to protect shareholders and other participants, the Management Board decided to make use of the legal provision to hold a virtual Annual General Meeting.

The Annual General Meeting of UBM Development AG on 27 May 2021 will be held as a "virtual general meeting" in the meaning of Section 1 (2) of the COVID-19-Act (Federal Law Gazette I No 16/2020 as amended by Federal Law Gazette I No 156/2020) and of the COVID-19-Regulation (Federal Law Gazette II No 140/2020 as amended by Federal Law Gazette II No 616/2020), taking into account the interests of both the Company and the participants.

According to the decision of the Management Board, this means that shareholders and their representatives (except the special voting proxy holders pursuant to Section 3 (4) of the COVID-19-Regulation) cannot be physically present at the Annual General Meeting of UBM Development AG on 27 May 2021.

The virtual Annual General Meeting will be held at Absberggasse 47, 1100 Vienna, exclusively in the physical presence of the Supervisory Board Chairman, the Chairman of the Management

Board as well as the other Management Board members, the certifying notary public and the four special voting proxy holders proposed by the Company.

Holding the Annual General Meeting as a virtual general meeting in accordance with the COVID-19-Regulation results in modifications to the procedures of the Annual General Meeting as well as to the exercise of shareholders' rights.

The exercise of voting rights, the right to propose resolutions and the right to raise objections can only be exercised by one of the special voting proxy holders proposed by the Company in accordance with Section 3 (4) COVID-19-Regulation.

The right to information can also be exercised at the virtual Annual General Meeting by the shareholders themselves by means of electronic communication, namely by submitting questions in text form exclusively by e-mail directly to the Management Board, exclusively at vorstand@ubm-development.com, provided that the shareholders have sent a deposit receipt (*Depotbestätigung*) pursuant to Section 10a AktG according to item IV. and authorised a special voting proxy holder according to item V. before the deadline stated

2. Broadcast of the Annual General Meeting on the Internet

In accordance with Section 3 (1), (2) and (4) COVID-19-Regulation in conjunction with Section 102 (4) AktG, the Annual General Meeting will be broadcast by audiovisual means on the Internet in full and in real time.

This is permissible under data protection law with regard to the legal basis of Section 3 (1), (2) and (4) COVID-19-Regulation.

All shareholders of the Company can attend the Annual General Meeting as a virtual Annual General Meeting using the appropriate equipment (e.g. computer, laptop, tablet or smartphone together with an Internet connection with sufficient bandwidth for streaming videos) via Internet at www.ubm-development.com, as from approximately 2:00 p.m., Vienna time, on **27 May 2021**. There is no need for registration or login to attend the Annual General Meeting.

As the virtual Annual General Meeting will be broadcast on the Internet, all shareholders will be able to follow the Annual General Meeting and, in particular, the Management Board's presentation, the answers to shareholders' questions and the voting process in real time via this one-way audiovisual connection.

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 AktG) and remote voting (Section 102 (3) No 3 AktG and Section 126 AktG) and that the Internet broadcast is not a two-way

connection. The individual shareholder can therefore only follow the course of the Annual General Meeting.

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 own sphere (Section 2 (6) COVID-19-Regulation).

Furthermore, reference is made to the information on the organisational and technical requirements for participation pursuant to Section 3 (3) in conjunction with Section 2 (4) COVID-19-Regulation ("**Information Concerning Participation**").

II. AGENDA

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
- 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 (exclusion of reverse 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).

III. DOCUMENTS FOR THE ANNUAL GENERAL MEETING; PROVIDING OF INFORMATION ON THE WEBSITE

In particular, the following documents will be made available pursuant to Section 108 (3) and (4) AktG on the Company's website at www.ubm-development.com, no later than as of **6 May 2021**:

- Information on the organisational and technical requirements for participation pursuant to Section 3 (3) in conjunction with Section 2 (4) COVID-19-Regulation ("**Information Concerning Participation**")
 - Annual financial statements including the management report
 - Corporate governance report,
 - Consolidated financial statements including the group management report,
 - Proposal for the appropriation of profits,
 - Non-financial report,
 - Report of the Supervisory Board,
- each for the financial year 2020;
- Proposals for resolutions on items 2 to 9 of the agenda,
 - Remuneration Report for the financial year 2020,
 - Report pursuant to Section 159 (3) in connection with (2) no 3 AktG (authorised conditional capital – item 7),
 - Report pursuant to Section 65 (1b) in connection with 153 (4) AktG (exclusion of subscription rights upon disposal of treasury (own) shares – item 9),
 - Form for granting proxy to the special voting proxy holders pursuant to Section 3 (4) COVID-19-Regulation,
 - Form for questions,
 - Form for revocation of proxy,

- Full text of this convening notice.

IV. RECORD DATE AND REQUIREMENTS FOR PARTICIPATING IN THE ANNUAL GENERAL MEETING

The right to attend the virtual Annual General Meeting and to exercise the voting rights and the other shareholders' rights which are to be exercised in the course of the virtual Annual General Meeting pursuant to the COVID-19-Act and the COVID-19-Regulation, depends on the shares held as of the end of **17 May 2021 (24:00 hrs, Vienna time)** (Record Date).

Only those persons who are shareholders as of the Record Date and who provide proof thereof to the Company are entitled to participate in and to exercise their shareholder rights at the virtual general meeting pursuant to the COVID-19-Act and the COVID-19-Regulation.

Evidence of shareholding as of the Record Date is to be provided in the form of a deposit receipt pursuant to Section 10a Stock AktG, which has to be submitted to the Company at the latest by **21 May 2021** (24:00 hrs, local Vienna time) exclusively by one of the following means of communication and exclusively to one of the following addresses:

- (i) For the submission of a deposit confirmation in text form, which is deemed sufficient by the Articles of Association pursuant to Article 16 (3)
- By fax: +43 (0) 1 8900 500-77
- By email: anmeldung.ubm@hauptversammlung.at
(Please send deposit receipts in PDF format)
- (ii) For the submission of a deposit receipt in written form
- By mail or courier: UBM Development AG
c/o HV-Veranstaltungsservice GmbH
Köppel 60
8242 St. Lorenzen/Wechsel
- By SWIFT: GIBAATWGGMS
(Message Type MT598 oder MT599,
ISIN AT0000815402 must be stated mandatorily in the text)

It is not possible to appoint a special voting proxy holder and to exercise the right to information of shareholders if the Company does not receive the deposit receipt in due time.

Shareholders are requested to contact their relevant custodian bank and arrange for a deposit receipt to be issued and submitted.

The Record Date does not affect the transferability of shares and is not relevant for the entitlement to receive dividends.

Deposit receipt pursuant to Section 10a AktG

The deposit receipt must be issued by the custodian bank with its registered office in a Member State of the European Economic Area or in a Full Member State of the OECD, and must contain the following information (Section 10a (2) AktG):

- Information on the issuer: name and address or a standard code used for transactions between banks (SWIFT-Code),
- 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,
- Information on the shares: number of shares held by the shareholder, ISIN AT0000815402 (international securities identification number),
- Deposit number or securities account number or any other designation,
- Reference time or time period to which the deposit receipt refers.

Deposit receipt as evidence of the shareholding for participating in the Annual General Meeting must refer to the Record Date stated above, **17 May 2021** (24:00 hrs, local Vienna time).

Deposit receipt will be accepted in German or in English.

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

Every shareholder who is entitled to participate in the virtual Annual 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 this convening notice has the right to appoint a special voting proxy holder.

The submission of a proposal for resolution, the casting of votes and the raising of an objection in this virtual Annual General Meeting of UBM Development AG on 27 May 2021 can only be carried out by one of the special voting proxy holders according to Section 3 (4) COVID-19-Regulation.

The following persons, who are suitable and independent of the Company, are proposed as special voting proxy holders:

- (i) Dipl.-Volkswirt Dipl.-Jur. Florian Beckermann, LL.M.
c/o IVA, Interessenverband für Anleger
Feldmühlgasse 22
1130 Vienna
Email: beckermann.ubm@hauptversammlung.at
- (ii) Dr. Ulla Reisch
c/o Urbanek Lind Schmied Reisch Rechtsanwälte OG
Landstraßer Hauptstraße 1A
Ebene 07, Top 09
1030 Vienna
Email: reisch.ubm@hauptversammlung.at

- (iii) Mag. Gernot Wilfling
c/o MÜLLER PARTNER RECHTSANWÄLTE GMBH
Rockhgasse 6
1010 Vienna
Email: wilfling.ubm@hauptversammlung.at
- (iv) Hon.-Prof. Dr. Irene Welser
c/o CERHA HEMPEL Rechtsanwälte GmbH
Parkring 2
1010 Vienna
Email: welser.ubm@hauptversammlung.at

Each shareholder may select one of the four persons named above as his or her special voting proxy holder and grant this person power of attorney.

A separate **proxy form** can be downloaded from the **Company's website** at www.ubm-development.com in order to grant the proxy to the special voting proxy holders. We kindly request you to use this proxy form.

The requirements stated in the **Information Concerning Participation** must be observed for granting of proxy and the respective submission options and deadlines.

It is expressly forbidden to hand over the proxy personally at the meeting location.

VI. INFORMATION ON SHAREHOLDERS' RIGHTS AS DEFINED IN SECTIONS 109, 110, 118 AND 119 AktG

1. 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 and who have held those shares for at least three months prior to filing a request may request in writing that **additional items be included in the agenda** of this Annual General Meeting and published, provided that such a request is received in writing by mail or courier no later than on **6 May 2021** (24:00 hrs, local Vienna time) by the Company exclusively to the address 1100 Vienna, Laaer-Berg-Straße 43, to the attention of Mag. Ralf Mikolasch, or by e-mail with qualified electronic signature at the e-mail address hauptversammlung@ubm-development.com or by SWIFT to the address GIBAATWGGMS. "In writing" means with a personal hand-written signature or the company's legally binding signature by each applicant or, if submitted by e-mail, with a qualified electronic signature, or, if submitted via SWIFT, with message type MT598 or MT599, where the text must in any case also state ISIN code AT0000815402.

Each agenda item so requested must include a resolution proposal and state the reason for the request. The agenda item and the proposed resolution, but not the reasons for the resolution, must also be worded in German. Proof of shareholding must be provided by submitting a deposit receipt pursuant to Section 10a AktG which certifies that the shareholders making the request

have held the shares for at least three months before submitting the request and which must not be more than seven days old at the time of submission to the Company. Several deposit receipts on shares that only in the aggregate constitute a shareholding of 5% must refer to the same time and date.

2. Shareholders' proposals for resolutions on the agenda pursuant to Section 110 AktG

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, if this request is received by the Company in text form no later than **17 May 2021** (24:00 hrs., local Vienna time) either by fax to +43 (0) 50 626-1636 or at 1100 Vienna, Laaer-Berg-Straße 43, to the attention of Mag. Ralf Mikolasch, or by email at hauptversammlung@ubm-development.com, whereby the request must be attached to the email in text form, for example as a PDF file. If text form is required pursuant to Section 13 (2) AktG for declarations, the declaration must be submitted in a certificate or in another way using written characters suitable for permanent reproduction, stating the identity of the person making the statement and indicating the confirmation of the declaration by a facsimile of the person's signature or by other means. The proposed resolution, but not the reasons for it, must also be worded in German.

Proof of shareholding must be provided by submitting a deposit receipt pursuant to Section 10a AktG, which must not be more than seven days old at the time of submission to the Company. Several deposit receipts on shares that only in the aggregate constitute a shareholding of 1% must refer to the same time and date.

Reference is made to the information on entitlement to participate (item IV. of this convening notice) concerning the other requirements relating to the deposit receipt.

3. Shareholders' right to information pursuant to Section 118 AktG

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.

In order to exercise the shareholders' right to information, a shareholder must provide proof of the right to participate (item IV. of the convening notice) and grant a proxy to a special voting proxy holder (item V. of the convening notice).

It is expressly stated that the **right to information and the right to speak during this virtual Annual General Meeting** can only be exercised by the shareholders themselves by submitting questions or statements via electronic mail directly to the Company's e-mail address vorstand@ubm-development.com.

The shareholders are requested to send **all questions beforehand in text form** by email to vorstand@ubm-development.com so that these are **received by the Company** no later than on the third working day before the Annual General Meeting, i.e. **21 May 2021**. This will serve to ensure that the Annual General Meeting is conducted efficiently in the interests of all participants in the Annual General Meeting, especially in dealing with questions requiring lengthy preparation.

This will enable the Management Board to prepare as carefully as possible and answer your questions quickly.

Please use the question form, which is available on the Company's website at www.ubm-development.com. If this question form is not used, the person addressing the question (name/company, date of birth/Companies' Register number of the shareholder) must be stated in the respective e-mail. In order to enable the Company to establish the identity and conformity with the deposit receipt, we kindly request you to also state your custody account number in the e-mail in this case.

Please note that the **chairman** may define **appropriate time limits** during the Annual General Meeting.

More detailed information and ways of exercising the shareholders' right to information pursuant to Section 118 AktG are provided in the **Information Concerning Participation**.

4. Shareholder requests at the Annual General Meeting pursuant to Section 119 AktG

Every shareholder, irrespective of the number of shares s/he holds, is entitled to file a request at the virtual Annual General Meeting pursuant to the provisions of the COVID-19-Act and the COVID-19 Regulation by way of his special voting proxy holder with respect to any item on the agenda.

The time until which instructions can be issued to the special voting proxy holders with regard to a submitted request will be determined by the chairman in the course of the virtual Annual General Meeting.

The **prerequisite for this** is the **evidence of the right to participate** according to item IV. of this convening notice **and** the granting of a corresponding **power of attorney to the special voting proxy holder** according to item V. of this convening notice.

More detailed information and ways of exercising the shareholders' right to propose requests pursuant to Section 119 AktG are provided in the **Information Concerning Participation**.

5. 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 **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 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.

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.

VII. FURTHER INFORMATION AND NOTES

1. Total number of shares and voting rights

At the time the virtual Annual General Meeting is convened, the Company's share capital amounts to EUR 22,416,540.00 and is divided into 7,472,180 no-par value bearer shares. Each share entitles the holder to one vote at the virtual Annual General Meeting. The total number of voting rights therefore amounts to 7,472,180 voting rights at the time the virtual Annual General Meeting is convened. At the time the Annual General Meeting is convened, the Company neither directly nor indirectly holds own shares.

There are not several different types of shares.

2. No physical presence

We would like to expressly point out once again that neither shareholders nor guests are permitted to personally attend the upcoming Annual General Meeting, to be held as a virtual Annual General Meeting pursuant to COVID-19-Regulation.

Vienna, in April 2021

The Management Board