



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

**Convening of the  
141st Annual General Meeting of  
UBM Development AG**

on Monday, **16 May 2022**, 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, Laaer Berg Straße 43

**I. HOLDING A VIRTUAL ANNUAL GENERAL MEETING**

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

The Management Board has decided to make use of the legal provision to hold a virtual Annual General Meeting.

The Annual General Meeting of **UBM Development AG** on **16 May 2022** 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 246/2021) and of the COVID-19-Regulation (Federal Law Gazette II No 140/2020 as amended by Federal Law Gazette II No 609/2021), 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 **16 May 2022**.

The virtual Annual General Meeting will be held at Laaer Berg Straße 43, 1100 Vienna, in the physical presence of the Supervisory Board Chairman, the Deputy Chairwoman of the Supervisory Board, 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 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](mailto:vorstand@ubm-development.com), provided that the shareholders have sent a deposit receipt (*Depotbestätigung*) pursuant to Section 10a AktG according to item IV. and authorized 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](http://www.ubm-development.com), as from 2:00 p.m., Vienna time, on **16 May 2022**. 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. Shareholders can therefore not make any requests to speak via this 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 own sphere (Section 2 (6) COVID-19-Regulation).

Furthermore, reference is made to the information on the organizational 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, the non-financial report (ESG sustainability report) and the report prepared by the Supervisory Board for the financial year 2021
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 2021
4. Resolution on the discharge from liability of the members of the Supervisory Board for the financial year 2021
5. Election of the auditor (for the financial statements) and the group auditor (for the consolidated financial statements) for the financial year 2022
6. Resolution on the remuneration report for the financial year 2021
7. Resolution on the adjustments and amendments to the remuneration policy
8. Resolution on the revocation of the existing authorization of the Management Board pursuant to Article 4 (4) of the articles of association (Authorized Capital 2017) and on the simultaneous granting of a new authorization of the Management Board in Article 4 (4) of the articles of association in accordance with Section 169 AktG to increase the share capital of the Company, with the approval of the Supervisory Board, by up to EUR 2,241,654.00 by issuing up to 747,218 new, no-par value bearer shares against cash payment and/or contribution in kind, even in several tranches and also with the possibility of excluding the subscription right, and to determine the issue price, the terms and conditions for the issue, the subscription ratio and the other details of implementation in agreement with the Supervisory Board (Authorized Capital 2022) as well as resolution on the corresponding amendments to the articles of association in Article 4 (4) and on the authorization of the Supervisory Board to adopt amendments to the articles of association resulting from the issue of shares pursuant to the Authorized Capital 2022, whereby the subscription right for overallotment options within the scope of the issue of shares against cash payments shall be excluded.

9. Resolution on a conditional capital increase excluding subscription rights by up to EUR 2,241,654.00 by issuing up to 747,218 new, no-par value bearer shares pursuant to Section 159 (2) no 1 AktG for the issuance to holders of convertible bonds and the determination of the requirements pursuant to Section 160 (2) AktG as well as on the authorization of the Management Board to determine the further details of the conditional capital increase and its implementation, in particular regarding the terms of the issue and the conversion procedure for the convertible bonds, the possibility of a mandatory conversion, the issue price as well as the exchange or conversion ratio, and resolution on the corresponding amendment to the articles of association by inserting a new paragraph (5b) in Article 4 of the articles of association as well as on the authorization of the Supervisory Board to adopt amendments to the articles of association resulting from the issue of shares pursuant to the conditional capital.
10. Resolution on the authorization of the Management Board pursuant to Section 174 (2) AktG within five years from the date of the resolution with the approval of the Supervisory Board to issue convertible bonds conferring the right of conversion or subscription for the acquisition of up to 747,218 new, no-par value bearer shares of the Company with a pro rata amount of the share capital of up to EUR 2,241,654.00, even in several tranches, and to determine all further terms, the issue and the conversion procedure with regard to the convertible bonds, the issue price as well as the exchange or conversion ratio. The subscription right of the shareholders is excluded. In addition to a subscription or conversion right, the terms and conditions of the issue may also constitute a mandatory conversion at the end of maturity or at another time. The conversion or subscription rights can be serviced by means of conditional capital or treasury shares (own shares) or a combination of both. The issue price of the convertible bonds is to be determined by means of a market standard price determination scheme in consideration of generally acknowledged methods of mathematical finance.
11. Resolution on
- a) the increase of the share capital from company resources (recapitalization) from currently EUR 22,416,540.00 by EUR 29,888,720.00 to EUR 52,305,260.00 by conversion of the other reserves (free reserves) shown in the financial statements as at 31 December 2021 in the amount of EUR 29,888,720.00 without issuing new shares (capital adjustment pursuant to the Capital Adjustment Act), and
  - b) the corresponding adjustment of the articles of association of the Company in Article 4 (1) (amount of share capital).

### **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](http://www.ubm-development.com), no later than as of **25 April 2022**:

- Information Concerning Participation: Information on the organizational and technical requirements for participation pursuant to Section 3 (3) in conjunction with Section 2 (4) COVID-19-Regulation
- Annual financial report, including the annual financial statements and management report,
- Corporate governance report 2021,
- Annual report 2021, including
  - Consolidated financial statements including the group management report,
  - Report of the Supervisory Board,
  - Proposal for the appropriation of profits,
- Non-financial report 2021,
- Proposals for resolutions on items 2 to 11 of the agenda,
- Articles of association with all proposed amendments,
- Remuneration report for the financial year 2021,
- Adapted and amended remuneration policy,
- Report on the exclusion of subscription rights (item 8): Report pursuant to Sections 169, 170 (2) in conjunction with Section 153 (4) AktG (exclusion of subscription rights in the case of authorized capital – item 8),
- Report on the exclusion of subscription rights (item 10): Report pursuant to Section 174 (4) in conjunction with Section 153 (4) AktG (exclusion of subscription rights for the issue of convertible bonds – item 10),
- Report of the Management Board pursuant to Section 2 (5) of the Capital Adjustment Act (item 11),
- Report by BDO Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft on the audit of the report of the Management Board of UBM Development AG, Vienna, regarding the intended capital increase from company resources (recapitalization) as of 1 January 2022 in accordance with Section 2 (5) of the Capital Adjustment Act (item 11),
- Report of the Supervisory Board on the capital increase from company resources (recapitalization) (item 11)
- Form for granting proxy to the special voting proxy holders pursuant to Section 3 (4) COVID-19-Regulation,
- Question form,
- Form for revocation of proxy,
- Convocation of the Annual General Meeting.



### **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, **6 May 2022** (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 **16 May 2022** can only be carried out by one of the special voting proxy holders according to Section 3 (4) COVID-19-Regulation, the costs of which are borne by the Company.

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](mailto: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](mailto:reisch.ubm@hauptversammlung.at)
- (iii) Mag. Gernot Wilfling  
c/o MÜLLER PARTNER RECHTSANWÄLTE GMBH  
Rockhgasse 6  
1010 Vienna  
Email: [wilfling.ubm@hauptversammlung.at](mailto:wilfling.ubm@hauptversammlung.at)
- (iv) Dr. Martin Foussek, LL.M.  
c/o Coown Technologies GmbH  
Gußhausstraße 3/2  
1040 Vienna  
Email: [foussek.ubm@hauptversammlung.at](mailto:foussek.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.

According to Section 3 (4) COVID-19-Regulation, the granting of a power of attorney to another person is not permitted.

A separate **proxy form** for granting proxy to the special voting proxy holders is available on the **Company's website** at [www.ubm-development.com](http://www.ubm-development.com) by 25 April 2022 at the latest. 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 AktG**

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 **25 April 2022** (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](mailto: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.

With regard to the other requirements relating to the deposit receipt, reference is made to the explanations on the requirements for participating in the Annual General Meeting (item IV. of this convening notice).

## **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 **5 May 2022** (24:00 hrs., local Vienna time) either by fax to **+43 (0) 50 1873 300** or at **1100 Vienna, Laaer-Berg-Straße 43, to the attention of Mag. Ralf Mikolasch**, or by email at [hauptversammlung@ubm-development.com](mailto: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.

With regard to the other requirements relating to the deposit receipt, reference is made to the explanations on the requirements for participating in the Annual General Meeting (item IV. of this convening notice).

### **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](mailto:vorstand@ubm-development.com).

The shareholders are requested to send **all questions beforehand in text form** by email to [vorstand@ubm-development.com](mailto: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. **11 May 2022**. 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](http://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.

However, requests can only be sent to the special voting proxy holder authorized by the respective shareholder and submitted by him at the Annual General Meeting.

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**.

#### **6. 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](mailto:datenschutz@ubm-development.com) or via the following contact details:

UBM Development AG  
Phone: +43 50 1873 100  
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](http://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 2022

The Management Board