



UBM Development AG

Vienna, FN 100059 x

("Company")

**Proposals for resolutions of the Management Board and the Supervisory Board
for the
143rd Annual General Meeting
21 May 2024**

- 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 non-financial report (ESG sustainability report) and the report prepared by the Supervisory Board for the financial year 2023**

No resolution on this item of the agenda is required, as the presentation of the aforementioned documents only serve to inform the Annual General Meeting.

The annual financial statements for 2023 have already been approved and thus adopted by the Supervisory Board.

As no balance sheet profits are reported in the adopted annual financial statements for 2023, a separate agenda item for the resolution on the appropriation of profits can be omitted.

- 2. Resolution on the discharge from liability of the members of the Management Board for the financial year 2023**

The Management Board and the Supervisory Board propose that the members of the Management Board who acted in the financial year 2023 are discharged from liability for that period.

- 3. Resolution on the discharge from liability of the members of the Supervisory Board for the financial year 2023**

The Management Board and the Supervisory Board propose that the members of the Supervisory Board who acted in the financial year 2023 are discharged from liability for that period.

4. Election of the auditor (for the financial statements) and the group auditor (for the consolidated financial statements) for the financial year 2024

The audit committee recommended KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft and Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. to the Supervisory Board for the election of the auditor and group auditor for the financial year 2024 for the aforementioned audit services, whereby the audit committee declared a justified preference for Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. as the best-ranked auditor. The audit committee's proposal for the appointment of the auditor and group auditor for the financial year 2024 was preceded by a public tendering procedure in accordance with Article 16 of the Audit Regulation (*Abschlussprüfer-Verordnung*), in which the offers received were evaluated according to transparent and non-discriminatory selection criteria and on which the audit committee's recommendation was based.

In its recommendation to the Supervisory Board, the audit committee stated that it was free from undue influence by third parties and that no clause restricting the choices available to the Annual General Meeting had been imposed on it.

Following the recommendation and in accordance with the preference of the audit committee, the Supervisory Board proposes that Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., 1220 Vienna, Wagramer Straße 19, shall be elected as auditor (for the financial statements) and group auditor (for the consolidated financial statements) for the financial year 2024.

5. Resolution on the remuneration report for the financial year 2023

Pursuant to Section 78c in conjunction with Section 98a of the Stock Corporation Act (**AktG**), the Management Board and the Supervisory Board of a listed company have to issue a clear and comprehensible report on the remuneration of the members of the Management Board and the Supervisory Board.

The remuneration report for the last financial year shall be submitted to the Annual General Meeting for voting. The vote has recommendatory nature. The resolution is not subject to appeal (Section 78d (1) AktG).

At the meeting on 9 April 2024, the Management Board and the Supervisory Board of UBM Development AG approved a remuneration report pursuant to Section 78c in conjunction with Section 98a AktG and proposed a resolution in accordance with Section 108 (1) AktG.

The remuneration report will be made available on the website of UBM Development AG registered with the companies register under **www.ubm-development.com** from 30 April 2024 (21st day prior to the Annual General Meeting).

The Management Board and the Supervisory Board propose that the remuneration report for the financial year 2023, as made available on the website registered with the companies register, be adopted.

The remuneration report is attached to this resolution proposal as **Annex ./1**.

6. Resolution on a share option program for executives 2024

The Management Board and the Supervisory Board propose that the share option program for executives 2024 as shown in **Annex ./2** shall be adopted.

7. Election of the Supervisory Board

At the end of the upcoming Annual General Meeting, the term of all members of the Supervisory Board expires.

Pursuant to Article 9 (1) of the articles of association of UBM Development AG, the Supervisory Board consists of a minimum of three and a maximum of twelve members elected by the General Meeting.

The Supervisory Board currently, i.e. after the last election by the Annual General Meeting, consists of eight members elected by the Annual General Meeting (shareholder representatives). (In addition, there are the members delegated in accordance with the Employment Constitution Act [*Arbeitsverfassungsgesetz*]).

At the upcoming Annual General Meeting, eight members would have to be elected to reach this number again.

The Supervisory Board proposes to again assign eight members, so that the Supervisory Board will again consist of eight members elected by the Annual General Meeting after the election at the upcoming Annual General Meeting.

The following nominations by the Supervisory Board were made on the basis of the requirements of Section 87 (2a) AktG and of the Corporate Governance Code.

The majority of the shareholder representatives have raised an objection in accordance with Section 86 (9) AktG, so that the minimum quota requirement (*Mindestanteilsgebot*) pursuant to Section 86 (7) AktG will not be fulfilled in its entirety but will be fulfilled separately.

Therefore, the appointment of three women in the following nomination for election complies with the minimum quota requirement (*Mindestanteilsgebot*) pursuant to Section 86 (7) AktG.

The **Supervisory Board proposes** that Ing. Karl-Heinz Strauss, MBA, FRICS, born in 1960, Dipl.-Ing. Klaus Ortner, born in 1944, Dipl.-Ing. Iris Ortner, born in 1974, Dipl.-kff. Birgit Wagner, born in 1972, Dr. Susanne Weiß, born in 1961, Dr. Ludwig Steinbauer, born in 1965, Mag. Paul Unterluggauer, born in 1967, and Hon.-Prof. Dr. Bernhard Vanas, born in 1954, shall be elected to the Supervisory Board with effect from the end of this Annual General Meeting in accordance with Article 9 (2) of the articles of association and Section 87 (7) AktG until the end of the Annual General Meeting resolving on the discharge for the financial year 2028.

If the proposed persons are elected by the Annual General Meeting, the Supervisory Board will once again consist of eight members representing the shareholders, five of whom will be men and three women. The minimum quota requirement (*Mindestanteilsgebot*) pursuant to Section 86 (7) AktG (30% quota) is thus fulfilled.

It is planned to vote separately on each vacant position at the upcoming Annual General Meeting.

A ranking of the proposed persons to the individual positions is reserved.

Each proposed person has issued a declaration pursuant to Section 87 (2) AktG.

The Supervisory Board prepared this proposal and, when submitting the proposal within the meaning of Section 87 (2a) AktG, paid attention to the professional and personal qualifications of the member as well as to the professionally balanced composition of the Supervisory Board and took appropriate consideration of aspects of the diversity of the Supervisory Board with regard to the representation of both genders and the age structure as well as the internationality of the members.

The Annual General Meeting is bound by nominations for election in the following manner. Proposals for the election of members of the Supervisory Board including the declarations pursuant to Section 87 (2) AktG for each proposed person must be made available on the Company's website no later than 13 May 2024, otherwise the person concerned may not be included in the election. This also applies to election proposals by shareholders in accordance with Section 110 AktG which must be received by the Company in writing at the latest on 8 May 2024.

- 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 2022) 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 26,152,630.00 by issuing up to 3,736,090 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 2024) 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 2024, whereby the subscription right for overallotment options within the scope of the issue of shares against cash payments shall be excluded.**

For this agenda item, the Management Board and the Supervisory Board propose that the Annual General Meeting shall adopt the following resolution:

The authorization of the Management Board pursuant to Section 169 AktG to increase the share capital until 9 June 2027 by up to EUR 5,230,526.00 by issuing up to 747,218 new, no-par value bearer shares against cash payment and/or contribution in kind, even in several tranches, also by way of an indirect subscription right as defined in Section 153 (6) AktG and also with the possibility of excluding the subscription right, with the approval of the Supervisory Board, as currently provided for in Article 4 (4) of the articles of association, shall be revoked.

The Management Board is authorized, with the approval of the Supervisory Board, to increase the share capital of the Company by up to EUR 26,152,630.00 by issuing up to 3,736,090 new, no-par value bearer shares within five years from registration of the authorization resolved at the Annual General Meeting on 21 May 2024 with the Companies Register against cash payment and/or contribution in kind, possibly in several tranches, also

by way of an indirect subscription right pursuant to Section 153 (6) AktG and also with the possibility of excluding the subscription right (authorized capital) and to determine the issue price, the terms and conditions for the issue, the subscription ratio and the further details of implementation with the approval of the Supervisory Board. The subscription right of the shareholders with regard to the new shares issued from the authorized capital shall be excluded if the authorization (authorized capital) is exercised by issuing shares against cash payments in the case of overallotment options in the course of the placement of new shares of the Company. In addition, the Management Board is authorized, subject to the approval of the Supervisory Board, to exclude shareholders' subscription rights.

The Supervisory Board is authorized to adopt amendments to the articles of association resulting from the exercise of this authorization by the Management Board.

Article 4 (4) of the articles of association in the current version shall be revoked. In its place, the following paragraph shall be inserted as a new paragraph (4) in the articles of association:

“(4) The Management Board is authorized, with the approval of the Supervisory Board, to increase the share capital of the Company by up to EUR 26,152,630.00 (Euro twenty-six million one hundred and fifty-two thousand six hundred and thirty) by issuing up to 3,736,090 (three million seven hundred and thirty-six thousand ninety) new, no-par value bearer shares within five years from registration of the authorization resolved at the annual general meeting on 21 May 2024 with the companies register against cash payment and/or contribution in kind, possibly in several tranches, also by way of an indirect subscription right pursuant to Section 153 para 6 (section one hundred fifty-three paragraph six) Stock Corporation Act and also with the possibility of excluding the subscription right (authorized capital) and to determine the issue price, the terms and conditions for the issue, the subscription ratio and the further details of implementation with the approval of the Supervisory Board. The subscription right of the shareholders with regard to the new shares issued from the authorized capital shall be excluded if the authorization (authorized capital) is exercised by issuing shares against cash payments in the case of overallotment options in the course of the placement of new shares of the Company. In addition, the Management Board is authorized, subject to the approval of the Supervisory Board, to exclude shareholders' subscription rights. The Supervisory Board is authorized to adopt amendments to the articles of association resulting from the exercise of this authorization by the Management Board.”

The report on the exclusion of subscription rights regarding agenda item 8. (Authorized Capital) is attached to this resolution proposal as **Annex J3**.

English translation of original German version for convenience purposes only

- Annex ./1 Remuneration report for the financial year 2023
Annex ./2 Share option program for executives 2024
Annex ./3 Report pursuant to Sections 169, 170 (2) in conjunction with Section 153 (4) AktG
 (exclusion of subscription rights with regard to authorized capital – agenda item
 8)

Vienna, in April 2024

The Management Board

The Supervisory Board