



UBM Development AG

Vienna, FN 100059 x

("Company")

**Proposals for resolutions of the Management Board and the Supervisory Board
for the
145th Annual General Meeting
21 May 2026**

- 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 2025**

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 2025 have already been approved and thus adopted by the Supervisory Board.

As no balance sheet profits are reported in the adopted annual financial statements 2025, 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 2025**

The Management Board and the Supervisory Board propose that the members of the Management Board who acted in the financial year 2025 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 2025**

The Management Board and the Supervisory Board propose that the members of the Supervisory Board who acted in the financial year 2025 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) as well as the auditor of the sustainability reporting for the financial year 2026

Following the recommendation of its 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) as well as auditor of the sustainability reporting – insofar as this is required by statutory law for the financial year 2026 – for the financial year 2026.

5. Resolution on the remuneration report for the financial year 2025

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 25 March 2026, 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 2026 (21st day prior to the Annual General Meeting).

The Management Board and the Supervisory Board propose that the remuneration report for the financial year 2025, 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 the remuneration policy

The Supervisory Board of a publicly listed company shall prepare and define the principles for the remuneration of the members of the Management Board and the Supervisory Board pursuant to Section 78a in conjunction with Section 98a AktG (remuneration policy; *Vergütungspolitik*).

The remuneration policy setting out the principles for the remuneration of the members of the Management Board and the Supervisory Board was most recently presented to the Annual General Meeting on 16 May 2022 for approval.

The remuneration policy must be presented to the Annual General Meeting for approval at least every fourth financial year as well as in the event of any significant change. The vote at the Annual General Meeting on the remuneration policy is of a recommendatory nature. The resolution is not subject to appeal (Section 78b (1) AktG).

According to Section 108 (1) AktG, the Supervisory Board shall make a proposal for the adoption of a resolution on the remuneration policy.

This resolution proposal of the Supervisory Board and the remuneration policy shall be made available no later than the 21st day prior to the Annual General Meeting on the Company's website registered with the Austrian companies register in accordance with Section 108 (3) No 1 and (4) No 4 AktG.

The remuneration committee of the Supervisory Board has drawn up the remuneration policy and made a recommendation to the Supervisory Board regarding the adoption of the remuneration policy.

In its meeting on 25 March 2026, the Supervisory Board of UBM Development AG has discussed the principles of the remuneration of the members of the Management Board and the Supervisory Board pursuant to Section 78a in conjunction with Section 98a AktG on the basis of the recommendation of the remuneration committee and has then resolved the remuneration policy (Remuneration Policy 2026) as well as made a resolution proposal pursuant to Section 108 (1) AktG.

The remuneration policy (Remuneration Policy 2026) will be made available no later than 30 April 2026 (the 21st day prior to the Annual General Meeting) on the website of UBM Development AG registered with the Austrian companies register at www.ubm-development.com.

English translation of original German version for convenience purposes only

The Supervisory Board proposes that the remuneration policy (Remuneration Policy 2026), as made available on the website registered with the Austrian companies register, shall be adopted.

The remuneration policy (Remuneration Policy 2026) is attached to this resolution proposal as **Annex ./2**.

- Annex ./1 Remuneration report for the financial year 2025
- Annex ./2 Remuneration policy (Remuneration Policy 2026)

Vienna, in April 2026

The Management Board

The Supervisory Board