

**PROXY**

As a shareholder of UBM Development AG I hereby empower

\_\_\_\_\_  
(Name of proxy holder in capital letters)

to represent me at the 136<sup>th</sup> ordinary shareholders' meeting of UBM Development AG, FN 100059 x, on Tuesday, 23 May 2017, at 2:00 p.m. with respect to

\_\_\_\_\_ (number / all) shares at

\_\_\_\_\_ (bank that keeps the securities account)

and to exercise all of my rights as a shareholder of UBM Development AG, in particular the voting right.

In particular I empower the proxy holder named above to vote and to pass resolutions on the following agenda:

1. Presentation of the annual financial statements including the management report, the corporate governance report, the consolidated financial statements including the group management report, the proposal for appropriation of the profit and the report made by the Supervisory Board for the financial year 2016.
2. Resolution on the appropriation of the net profit.
3. Resolution on the discharge from liability of the members of the Management Board for the financial year 2016.
4. Resolution on the discharge from liability of the members of the Supervisory Board for the financial year 2016.
5. Election of the auditor and group auditor for the financial year 2017.
6. Resolution on the revocation of the existing authorisation of the Management Board pursuant to Article 4 para 4 of the articles of association (Authorised Capital 2014) and on the simultaneous granting of a new authorisation of the Management Board in Article 4 para 4 of the articles of association in accordance with Section 169 Stock Corporation Act to increase the share capital of the Company by up to EUR 2,241,654.00 by issuing up to 747,218 new, no-par value bearer shares against cash payment or contribution in kind, also in one or several tranches, and also with the possibility of excluding the subscription right, with the approval of the Supervisory Board, 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 (Authorised Capital 2017) as well as resolution on the corresponding amendments to the articles of association in Article 4 para 4 and 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 Capital 2017, whereby the subscription right for overallotment options within the scope of the issue of shares against cash payments shall be excluded.

7. Resolution on the conditional capital increase by up to EUR 2,241,654.00 by issuing up to 747,218 new, no-par value bearer shares pursuant to Section 159 para 2 no 1 Stock Corporation Act for the issuance to holders of convertible bonds and the determination of the requirements pursuant to Section 160 para 2 Stock Corporation Act as well as on the authorisation 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, resolution on the corresponding amendment to the articles of association by inserting a new paragraph (5) in Article 4 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 from the conditional capital.
8. Resolution on the authorisation of the Management Board pursuant to Section 159 para 3 Stock Corporation Act, 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 under the Longterm-Incentive-Programme 2017 to employees, officers and members of the Management Board of the Company and its affiliates, resolution on the corresponding amendment to the articles of association by inserting a new paragraph (6) in Article 4 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.
9. Resolution on a Longterm-Incentive-Programme 2017.
10. Resolution on the authorisation of the Management Board pursuant to Section 174 para 2 Stock Corporation Act 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, also in one or several tranches, and to determine all further terms, the issue and the conversion procedure with regard to the convertible bond, 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 revocation of the authorisation of the Management Board to acquire treasury shares (own shares) pursuant to Section 65 para 1 no 4 and no 8 as well as para 1a and para 1b Stock Corporation Act as resolved by the Annual General Meeting on 20 May 2015, 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 para 1b Stock Corporation Act; as well as
  - b) the authorisation of the Management Board to acquire treasury shares (own shares) pursuant to Section 65 para 1 no 4 and no 8 as well as para 1a and para 1b Stock Corporation Act 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 ex-

cluding 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).

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(Name and address of shareholder in capital letters)

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(Date, personal signature of shareholder or facsimile signature)