



PROXY

As a shareholder of **UBM Development AG** I hereby authorize

Dipl.-Vw., Dipl.-Jur. Florian Beckermann, LL.M., President IVA

to represent me at the 143rd Annual General Meeting of UBM Development AG, Vienna, FN 100059 x, on Tuesday, 21 May 2024, at 2:00 p.m., CEST, at MQ Libelle, Museumsplatz 1/5, 1070 Vienna, and to exercise the right to vote.

In particular, I authorize the above-named proxy holder to exercise voting rights and pass resolutions on the agenda below:

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
2. Resolution on the discharge from liability of the members of the Management Board for the financial year 2023
3. Resolution on the discharge from liability of the members of the Supervisory Board for the financial year 2023
4. Election of the auditor (for the financial statements) and the group auditor (for the consolidated financial statements) for the financial year 2024
5. Resolution on the remuneration report for the financial year 2023
6. Resolution on a share option program for executives 2024
7. Election of the Supervisory Board
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.

I hereby instruct the above-named proxy holder to vote as follows on agenda items 2 to 8 relating to the resolution proposals of the Management Board and the Supervisory Board, as these are available for downloading from the Company's website at www.ubm-development.com in accordance with the convening notice (mark with a cross where applicable); in the absence of express instructions, the proxy holder will abstain from voting:

Agenda item 2

YES vote	NO vote	Voting abstention
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Agenda item 3

YES vote	NO vote	Voting abstention
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Agenda item 4

YES vote	NO vote	Voting abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda item 5

YES vote	NO vote	Voting abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda item 6

YES vote	NO vote	Voting abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda item 7 – Election of Ing. Karl-Heinz Strauss, MBA, FRICS

YES vote	NO vote	Voting abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda item 7 – Election of Dipl.-Ing. Klaus Ortner

YES vote	NO vote	Voting abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda item 7 – Election of Dipl.-Ing. Iris Ortner

YES vote	NO vote	Voting abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda item 7 – Election of Dkff. Birgit Wagner

YES vote	NO vote	Voting abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda item 7 – Election of Dr. Susanne Weiss

YES vote	NO vote	Voting abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda item 7 – Election of Dr. Ludwig Steinbauer

YES vote	NO vote	Voting abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda item 7 – Election of Mag. Paul Unterluggauer

YES vote	NO vote	Voting abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda item 7 – Election of Hon.-Prof. Dr. Bernhard Vanas

YES vote	NO vote	Voting abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda item 8

YES vote	NO vote	Voting abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

In case of an unknown new or amended proposal by a shareholder during the Annual General Meeting, I instruct the independent proxy holder to vote in accordance with the following instruction:

- Yes (Approval of such as yet unknown request)
- No (Disapproval of such as yet unknown request)
- Voting abstention

If an individual vote is held on an agenda item at the Annual General Meeting, any instruction issued in this regard shall apply accordingly to each individual sub-item.

The aforementioned proxy holder is authorized and empowered to grant sub-proxies (*Untervollmachten*).

The aforementioned proxy holder is authorized and empowered to perform all actions and make all declarations with exemption from the prohibition of double representation.

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 the **responsible party** 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 proxy holders, 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.e. 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.

Each 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.

(Name/company name and address/registered seat of the shareholder in block letters)

(Custodian bank) / (Number of shares)

(Date, personal signature of the shareholder or replica of the signature of the shareholder's name or signature in the company's name)

If the proxy is not handed over at the entrance and exit control of the Annual General Meeting on the day of the Annual General Meeting, please send the completed proxy form by 17 May 2024, 4:00 p.m., Vienna time (time of arrival) to

- by **mail** to UBM Development AG, c/o HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen am Wechsel
- by **fax** to +43 (0)1 8900 500 – 50
- by **e-mail** to beckermann.ubm@hauptversammlung.at
- by **SWIFT-address** to: GIBAATWGGMS (Message Type MT598 or MT599, please state ISIN AT0000815402