

UBM Development AG
Vienna
FN 100059 x, ISIN AT0000815402

Invitation to the ordinary shareholders' meeting

This is to invite our shareholders to the 136th ordinary shareholders' meeting of UBM Development AG to be held on Tuesday, 23 May 2017, at 2:00 p.m. (CET) at EURO-PLAZA, Building G, Am Euro-Platz 2, 1120 Vienna.

I. 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 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 excluding 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).

II. DOCUMENTS FOR THE SHAREHOLDERS' MEETING; MAKING AVAILABLE OF DOCUMENTS ON THE WEBSITE

The following documents, in particular, will be made available on the Company's website at www.ubm.at/hv not later than as of **2 May 2017**:

- annual financial statements including the management report,
 - corporate governance report,
 - consolidated financial statements including the group management report,
 - proposal for appropriation of the profit,
 - report of the Supervisory Board,
- each for the financial year 2016;
- proposals for resolutions on the items 2 to 11 of the agenda,
 - report pursuant to Section 169, 170 para 2 in connection with 153 para 4 Stock Corporation Act (exclusion of subscription rights for authorised capital – item 6),
 - report pursuant to Section 159 para 3 in connection with para 2 no 3 Stock Corporation Act (authorised conditional capital – item 8),
 - Longterm-Incentive-Programme 2017 (item 9),
 - report pursuant to Section 174 para 4 in connection with 153 para 4 Stock Corporation Act (exclusion of subscription rights upon issue of convertible bonds – item 10),

- report pursuant to Section 65 para 1b in connection with 153 para 4 Stock Corporation Act (exclusion of subscription rights upon disposal of treasury (own) shares – item 11),
- comparison of the Articles of Association,
- forms for granting of a proxy,
- forms for revocation of a proxy,
- full text of this invitation to the shareholders' meeting.

III. RECORD DATE AND REQUIREMENTS FOR THE ATTENDANCE AT THE SHAREHOLDERS' MEETING

The right to attend the shareholders' meeting and to exercise voting rights and other shareholder rights which are to be claimed in connection with shareholders' meetings depend on the shares held at the end of **13 May 2017** (Record Date).

Only persons who are shareholders at the Record Date and provide evidence thereof to the Company are entitled to attend the shareholders' meeting.

The number of shares held as of the Record Date must be evidenced by providing a deposit receipt as defined in Section 10a Stock Corporation Act, which must be received by the Company by **18 May 2017** (12:00 p.m. CET) at the latest, exclusively at one of the addresses stated below:

- (i) for submitting the deposit receipt in writing

By post or courier UBM Development AG
 c/o HV-Veranstaltungsservice GmbH
 Köppel 60
 8242 St. Lorenzen/Wechsel

By email as an electronic document in the format PDF with a qualified electronic signature to

anmeldung.ubm@hauptversammlung.at

Via SWIFT

GIBAATWGGMS
 (message Type MT598 or MT599, please make sure to state ISIN AT0000815402 in the text)

- (ii) for submitting the deposit receipt in text format, which is sufficient under the Articles of Association pursuant to Article 16 (3)

By fax: +43 (0) 1 8900 500-77

By email anmeldung.ubm@hauptversammlung.at

(with the deposit receipt to be attached to the email in text format, for example as a PDF.)

The shareholders are requested to contact their bank keeping the securities account and to arrange for the issuance and transmission of a deposit receipt.

The Record Date has no impact on the possibility to dispose the shares and has no significance for dividend entitlement.

Deposit receipt pursuant to Section 10a Stock Corporation Act

The deposit receipt must be issued by the bank keeping the securities account, which shall have 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:

- information on the issuer: name and address or a standard code used for transactions between banks (BIC),
- information on the shareholder: 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,
- securities account number (or any other designation),
- time to which the deposit receipt refers.

Deposit receipts as evidence of the shareholding for attendance at shareholders' meetings must refer to the Record Date stated above, **13 May 2017** (12:00 p.m. CET; Vienna local time).

Deposit receipts will be accepted in German or in English.

Proof of identity

We kindly ask shareholders and proxy holders to have a valid official photo identification document ready for registration.

IV. RIGHT OF REPRESENTATION BY PROXY AND THE PROCEDURE TO BE FOLLOWED

Every shareholder who is entitled to attend the shareholders' meeting and who has proved evidence thereof in accordance with item III. of this invitation has the right to appoint a proxy who shall attend the shareholders' meeting on behalf of the shareholder and who shall have the same rights as the shareholder he/she represents.

A proxy must be granted to a specific person (an individual or a legal entity) in text form (Section 13 para 2 Stock Corporation Act), and also several persons may be granted proxy.

The granting of proxy is possible both before and during the shareholders' meeting.

For the submission of the proxy, we offer the following means of communication and the addresses:

By post or courier	UBM Development AG c/o HV-Veranstaltungsservice GmbH Köppel 60 8242 St. Lorenzen/Wechsel
By fax:	+43 (0) 1 8900 500-77

By email anmeldung.ubm@hauptversammlung.at (with the proxy to be attached to the email in text form, for example as a PDF.)

If the proxy is not handed in personally at the time of registration at the shareholders' meeting, the proxy must be received by the Company at one of the above mentioned addresses by 22 May 2017, 4.00 p.m. (CET).

A form for granting proxy and a form for the revocation of proxy are available on the Company's website at www.ubm.at/hv. We kindly ask you to use the provided forms in the interest of a smooth handling.

Details regarding the representation, in particular the text form and the content of the proxy, are laid down in the form for granting of a proxy made available to the shareholders.

In case a shareholder has granted proxy to the bank which keeps his/her securities account(s) (Section 10a Stock Corporation Act), a confirmation of the bank that proxy was granted, in addition to the deposit receipt, shall be sufficient.

Shareholders may also personally exercise the rights at the shareholders' meeting after granting of a proxy. Personal appearance is considered a revocation of previously granted proxy.

The foregoing regulations on granting of proxies shall apply mutatis mutandis to the revocation of proxies.

Independent proxy

As a special service, a representative of the Austrian Shareholders' Association (*IVA - Interessenverband für Anleger*), 1130 Vienna, Feldmühlgasse 22, is available to shareholders as an independent proxy for exercising their voting right at the shareholders' meeting; a special proxy form for this purpose can be downloaded from the company's website at www.ubm.at/hv. Shareholders can also directly contact Dr. Michael Knap of the IVA by calling +43 (0)1 8763343-30, by fax +43 (0)1 8763343-39 or by email at michael.knap@iva.or.at.

V. INFORMATION ON THE SHAREHOLDERS' RIGHTS AS DEFINED IN SECTIONS 109, 110, 118 AND 119 STOCK CORPORATION ACT

1. Amendments to the agenda by shareholders pursuant to Section 109 Stock Corporation Act

Shareholders who hold in aggregate 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 shall be included in the agenda** of this shareholders' meeting and shall be published, provided that such request is received in writing by the Company not later than by **2 May 2017** (midnight CET), submitted by post

or courier exclusively to the address 1210 Vienna, Floridsdorfer Hauptstraße 1, to the attention of Mr. Ralf Mikolasch. Every item so requested to be included in the agenda must be accompanied by a proposal for resolution including a statement of the reasons. The shareholder status has to be evidenced by providing a deposit receipt as defined in Section 10a Stock Corporation Act, which certifies that the requesting shareholders have held their shares for at least three months prior to filing the request and such evidence must not be older than seven days at the time of presentation to the Company. With regard to other deposit receipt requirements we refer to the information about the requirements for the attendance at the shareholders' meeting (item III. of this invitation).

2. Shareholders' proposals for resolution regarding the agenda pursuant to Section 110 Stock Corporation Act

Shareholders who hold in aggregate shares corresponding to 1% of the share capital may submit **proposals for resolution** including a statement of the reasons regarding any item on the agenda in text format and may request that such proposals including the statement of reasons be made available on the Company's website, provided that such request in text format is received by the Company not later than by **12 May 2017** (midnight CET) either at the address 1210 Vienna, Floridsdorfer Hauptstraße 1, to the attention of Mr. Ralf Mikolasch, or by fax to +43 (0) 50 626-1636 or by email at hauptversammlung@ubm.at, with such request to be attached in text format to the email message, for example as a PDF file.

The shareholder status must be evidenced by presenting the deposit receipt as defined in Section 10a Stock Corporation Act, which must not date back more than seven days at the time of presentation to the Company. With regard to other deposit receipt requirements we refer to the information about the requirements for the attendance at the shareholders' meeting (item III. of this invitation).

3. Right to information pursuant to Section 118 Stock Corporation Act

At the shareholders' meeting every shareholder shall, upon request, be informed about the Company's matters to the extent such information is required for proper assessment of an item of the agenda. The duty to provide information shall also include the Company's legal and business relationships to affiliated companies as well as the position of the group and the companies included in the consolidated financial statements.

Such information may be denied if, according to the reasonable judgement of an entrepreneur, disclosure of the same may cause a material disadvantage to the Company or an affiliate or may be a punishable offence.

The chairman of the shareholders' meeting may, in accordance with Article 18 (2) of the Articles of Association, provide for a reasonable time limit to the shareholders' right to ask questions and to speak. In particular, he may define general and individual re-

restrictions with regard to speaking time and time for questioning at the beginning or during the shareholders' meeting.

Requests for information must, in principle, be provided orally at the shareholders' meeting, but they may also be submitted in writing to the Company's Management Board in advance. For reasons of procedural economy please submit any questions the answering of which will require an extended period of preparation in text format to the Board of Management timely before the shareholders' meeting.

Questions may be sent to the Company by fax to +43 (0) 50 626-1636 or by email to hauptversammlung@ubm.at.

4. Requests by shareholders at the shareholders' meeting pursuant to Section 119 Stock Corporation Act

Every shareholder, irrespective of the numbers of shares s/he holds, is entitled to file a request at the shareholders' meeting with respect to any item on the agenda. If several requests have been filed regarding a specific item on the agenda, the chairman shall determine the order of voting pursuant to Section 119 para 3 Stock Corporation Act.

5. Information on the website

Further information on these shareholder rights as defined in Sections 109, 110, 118 and 119 Stock Corporation Act are available on the Company's website www.ubm.at/hv.

VI. OTHER INFORMATION

Total number of shares and voting rights

At the time the shareholders' 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. The total number of shares entitled to attend and vote amounts to 7,472,180 shares at the time the shareholders' meeting is convened. At the time the shareholders' meeting is convened, the Company neither holds directly nor indirectly any shares of treasury stock (own shares).

Vienna, April 2017

The Management Board