

*English translation of original German version for convenience only.*

## **UBM Development AG**

Vienna, FN 100059 x

**Proposals for resolutions of the Managing Board and  
the Supervisory Board for the  
135<sup>th</sup> ordinary shareholders' meeting  
on 25 May 2016**

**1 item on the agenda:**

**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 2015**

No resolution on this item of the agenda is required.

**2 item on the agenda:**

**Resolution on the appropriation of the net profit**

The appropriation of the net profit of the company in the amount of EUR 11,976,246.08 as shown in the separate financial statements of the company as of 31 December 2015 shall be performed in accordance with the proposal of the Managing Board as follows:

For each dividend-entitled share, a dividend of EUR 1.60 per non-par-value share, therefore, given the 7,472,180 dividend-entitled shares, a total of EUR 11,955,488.00 shall be distributed. The remaining amount of EUR 20,758.08 shall be carried forward.

Dividend-payment-Date is 3 June 2016; Record Date Dividend is 2 June 2016; Ex-Dividend Date is 2 June 2016.

**3 item on the agenda:**

**Resolution on approval of the actions of the members of the Managing Board for the financial year 2015**

The Managing Board and the Supervisory Board propose that the actions of the members of the Managing Board who acted in financial 2015 be approved for that period.

**4 item on the agenda:**

**Resolution on approval of the actions of the Supervisory Board members for the financial year 2015**

The Managing Board and the Supervisory Board propose that the actions of the members of the Supervisory Board who acted in the financial year 2015 be approved for that period.

**5 item on the agenda:**

**Election of the auditor and group auditor for the financial year 2016**

Following a recommendation of the audit committee, the Supervisory Board proposes that BDO Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, 1010 Vienna, Kohlmarkt 8-10, be elected auditor and group auditor for the financial year 2016.

Vienna, April 2016

The Managing Board

The Supervisory Board