



**UBM Development AG**

Vienna, FN 100059 x

**FURTHER INFORMATION ON THE SHAREHOLDERS' RIGHTS AS DEFINED IN SECTIONS 109, 110, 118 AND 119 STOCK CORPORATION ACT AS WELL AS INFORMATION ON THE DATA PROTECTION OF SHAREHOLDERS**

**Amendments to the agenda by shareholders in accordance with Section 109 Stock Corporation Act**

Shareholders whose shares collectively amount to **5 % of the share capital** may request in writing that **additional items shall be included in the agenda** of this Annual General Meeting and shall be published. Each item on the agenda must be accompanied by a proposal for a resolution including a statement of the reasons. The shareholders filing the request must have been shareholders for at least three months prior to the date of filing the request. Such a shareholder request shall only be taken into consideration if received by the Company in writing not later than by **8 May 2019**.

Such shareholder requests shall exclusively be addressed to

UBM Development AG c/o Mr. Ralf Mikolasch Laaer-Berg-Straße 43 1100 Vienna
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The text of the item to be included in the agenda and the resolution proposal must be submitted in German.

The shareholding required to be able to exercise this shareholder right must be evidenced by presentation of a deposit confirmation as defined in Section 10a Stock Corporation Act.

**Shareholders' proposals for resolutions pursuant to Section 110 Stock Corporation Act**

Shareholders whose shares collectively amount to **1 % of the share capital** may submit **proposals for resolution** regarding any item on the agenda of this Annual General Meeting in

text format and request that such proposals be made accessible on the Company's website including the names of the shareholders concerned, the statement of reasons which must be attached, and possible comments of the Management Board or the Supervisory Board, if any. Please note that reasons must be stated for every resolution proposal. Such a request shall only be taken into consideration if received by the Company in writing by **20 May 2019**.

Such shareholder requests shall exclusively be addressed to

UBM Development AG  
c/o Mr. Ralf Mikolasch  
Laaer-Berg-Straße 43  
1100 Vienna  
or  
by telefax to +43 (0 50 626-1636  
or  
by e-mail to [hauptversammlung@ubm-development.com](mailto:hauptversammlung@ubm-development.com), where the shareholder request in text format, for example as PDF, must be attached to the e-mail

Every resolution proposal must also be submitted in a German language version.

The shareholding required to be able to exercise this shareholder right must be evidenced by presentation of a deposit confirmation as defined in Section 10a Stock Corporation Act.

**Deposit confirmation pursuant to Section 10a Stock Corporation Act**

The deposit confirmation 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.

The deposit confirmation must contain the following information pursuant to Section 10a Stock Corporation Act:

- information on the issuer: name/company name and address or a standard code used for transactions between banks,
- information on the shareholder: name/company 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 confirmation refers.

The deposit confirmation can be issued in German or in English. The deposit confirmation shall exclusively be sent to one of the addresses stated below:

(i)	for submitting the deposit confirmation in text format, which is sufficient under the Articles of Association pursuant to Article 16 (3)	
	By telefax:	+43 (0) 1 8900 500-77
	By e-mail	<a href="mailto:anmeldung.ubm@hauptversammlung.at">anmeldung.ubm@hauptversammlung.at</a> (deposit confirmation in PDF format)
(ii)	for submitting the deposit confirmation in writing,	
	By post or courier	UBM Development AG c/o HV-Veranstaltungsservice GmbH Köppel 60 8242 St. Lorenzen/Wechsel
	Via SWIFT	GIBAATWGGMS (Message Type MT598 or MT599, please make sure to state ISIN AT0000815402 in the text)

The deposit confirmation required as evidence of a shareholding in connection with the exercise of the shareholder rights as defined in Section 109 Stock Corporation Act (additional items to the agenda) and Section 110 Stock Corporation Act (shareholders' resolution proposals) must not date back more than seven days when presented to the Company.

The deposit confirmation for the required evidence of the shareholding in connection with the exercise of the shareholder right as defined in Section 109 Stock Corporation Act (additional items to the agenda) must confirm that the shareholders filing the request have been shareholders for an uninterrupted period of at least three months prior to the date of filing the request.

In the case of several shareholders who only reach the threshold together the confirmations must refer to the same date.

#### **Information on the right to ask for information pursuant to Section 118 Stock Corporation Act**

At the Annual General 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 an affiliate. If consolidated financial statements and the group management report are presented at the Annual General Meeting of a parent company (Section 244 Austrian Commercial Code [*Unternehmensgesetzbuch*]) the duty to provide information shall also include the position of the group and the companies included in the consolidated financial statements.

Such information must be given in compliance with the principles of conscientious and accurate reporting. The information must be provided at the Annual General Meeting.

Such information may be denied if

1. according to a reasonable business judgement, disclosure of such information may cause a material disadvantage to the Company or an affiliate, or
2. disclosure of the same may be a punishable offence.

Every shareholder attending the Annual General Meeting is entitled to receive such information. Not only the shareholder himself/herself but also his/her legal or authorised representative is entitled to receive information.

For reasons of procedural economy please submit any questions the answering of which will require more extensive preparation in text format to the Management Board timely before the Annual General Meeting. Questions may be sent to the Company by telefax to +43 (0) 50 626-1636 or by e-mail to [hauptversammlung@ubm-development.com](mailto:hauptversammlung@ubm-development.com).

#### **Information on the shareholders' right to file requests at the shareholders' meeting pursuant to Section 119 Stock Corporation Act**

Each shareholder, irrespective of a specific shareholding, is entitled to file a request at the Annual General Meeting with respect to any item on the agenda. For that purpose proof of the right to attend the meeting in accordance with the convocation is required. The right to file requests is not only up to the shareholder himself/herself, but also to his/her legal or authorized representative attending the Annual General Meeting.

However, a shareholder request for the election of a Supervisory Board member necessarily requires the timely submission of a resolution proposal in accordance with Section 110 Stock Corporation Act: Persons for election to the Supervisory Board (item 7 of the agenda) can only be nominated by shareholders whose shares collectively amount to 1 % of the share capital. Such nominations must be received by the Company no later than **20 May 2019** in the manner described above. Each nomination (proposal for election) shall be accompanied by the statement pursuant to Section 87 para 2 Stock Corporation Act of the nominated person concerning his/her professional qualifications, his/her professional or comparable functions and

any circumstances which could give rise to a suspicion of bias. Proposals for the election of members of the Supervisory Board, together with the statements pursuant to Section 87 para 2 Stock Corporation Act for each nominated person, must be made available on the Company's website no later than **22 May 2019**, otherwise the person concerned may not be included in the vote.

#### **Information on data protection for shareholders**

UBM Development AG processes **personal data** of shareholders or their authorized representatives and other persons participating at the Annual General Meeting (the "Participants"), in particular name, address, date of birth, number of securities deposit account, number of shares, type of share if applicable, number of voting card, on the basis of the applicable data protection provisions and the Stock Corporation Act, in order to enable shareholders to exercise their rights within the scope of the Annual General Meeting.

UBM Development AG receives this data, among other things, from the custodian bank forms or from the Participants themselves when registering for the Annual General Meeting, ordering tickets and/or issuing proxies. The Participants are basically obliged to provide UBM Development AG with the required information. The processing of Participants' personal data is required for the participation at the Annual General Meeting as well as for its proper preparation, execution and follow-up. UBM Development AG is responsible for the processing. The legal basis for the processing is the observance of legal obligations under Article 6 (1) c) of the European General Data Protection Regulation (GDPR) or the preservation of legitimate interests of the Company or a third party within the meaning of Article 6 (1) f) GDPR.

The service providers and processors of UBM Development AG which are commissioned for the purpose of organising the Annual General Meeting (including, in particular, IT and back-office service providers) such as notaries, lawyers, banks and IT service providers, only receive such personal data from UBM Development AG that is necessary for the execution of the commissioned service. Insofar as they act as data processors, they process the data exclusively in accordance with the instructions of UBM Development AG. In fulfillment of the legal obligation, UBM Development AG also submits personal data of shareholders and their proxies to public authorities, the companies register, etc. The data of the Participants will be deleted after the end of the respectively applicable legal deadlines. In addition to statutory storage and documentation periods, the statutory periods of limitation, in particular according to the ABGB, which in certain cases may be up to 30 years, must be taken into account in the storage period.

Each Participant in accordance with the provisions of data protection law has a right to information, correction, deletion or restriction with regard to the processing of personal data, the right to object to the processing as well as a right to data transmission.

Participants can assert these rights against UBM Development AG free of charge via the following contact details:

UBM Development AG

Phone: +43 50 626-2600

By e-mail: [ubm@ubm-development.com](mailto:ubm@ubm-development.com)

Laaer-Berg-Strasse 43

1100 Vienna

In addition, Participants have the right to appeal to the competent data protection authority ([www.dsb.gv.at](http://www.dsb.gv.at)) pursuant to Article 77 GDPR.