

PROXY

As a shareholder of UBM Development AG I hereby authorise and empower

Michael Knap, vice president IVA

to represent me at the 138th Annual General Meeting of UBM Development AG, Vienna, FN 100059 x, on Wednesday, 29 May 2019, at 2:00 p.m., at EURO-PLAZA, Building G, Am Euro-Platz 2, 1120 Vienna, and to exercise 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 and the corporate governance report, the consolidated financial statements including the group management report, the proposal for appropriation of profits and the report prepared by the Supervisory Board for the financial year 2018.
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 2018.
4. Resolution on the discharge from liability of the members of the Supervisory Board for the financial year 2018.
5. Election of the auditor for the financial statements and for the consolidated financial statements for the financial year 2019.
6. Resolution on the new determination of the remuneration of the Supervisory Board and its due dates
7. Election of the Supervisory Board
8. Resolution to be passed on
 - a) the revocation of the authorisation of the Management Board to acquire 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 23 May 2017, as well as the authorisation of the Management Board to sell or use own shares pursuant to Section 65 para 1b Stock Corporation Act; as well as
 - b) the authorisation of the Management Board to acquire own shares pursuant to Section 65 para 1 no 4 and no 8 as well as para 1a and para 1b Stock Corporation Act both via the stock exchange and over the counter in the amount of up to 10% of the share capital, also excluding the proportionate right of disposal that may be associated with such an acquisition (reverse exclusion of subscription rights); as well as
 - c) the authorisation of the Management Board to sell own shares in a manner other than via the stock exchange or a public offering and excluding the general purchase option of shareholders (exclusion of subscription rights); as well as
 - d) the authorisation of the Management Board to redeem own shares.

I direct the aforementioned proxy holder to vote in relation to agenda item 2 to 8 which are corresponding to the resolution proposals of the Management Board and Supervisory Board as provided for download on the website of the company at www.ubm-development.com in accordance with the invitation as follows (mark the appropriate box); without explicit instruction, the proxy holder will abstain from voting:

Agenda item 2

YES vote	NO vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda item 3

YES vote	NO vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda item 4

YES vote	NO vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda item 5

YES vote	NO vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda item 6

YES vote	NO vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda item 7 Election of Karl-Heinz Strauss

YES vote	NO vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda item 7 Election of Iris Ortner

YES vote	NO vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda item 7 Election of Klaus Ortner

YES vote	NO vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda item 7 Election of Ludwig Steinbauer

YES vote	NO vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda item 7 Election of Paul Unterluggauer

YES vote	NO vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda item 7 Election of Bernhard Vanas

YES vote	NO vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda item 7 Election of Birgit Wagner

YES vote	NO vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda item 7 Election of Susanne Weiss

YES vote	NO vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda item 8

YES vote	NO vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

In case of a new or amended proposal by a shareholder during the Annual General Meeting that is still unknown, I authorise the independent proxy to vote according to the following instruction:

- Yes (Consent to such a still unknown request)
- No (Rejection to such a still unknown request)
- Abstention

Should a single voting to an item of the agenda of the Annual General Meeting take place the granted instruction is also valid for every single sub-item.

The named proxy holder is entitled to grant sub-proxies.

The named proxy holder is entitled to carry out all actions and declarations under exemption from the prohibition of dual representation.

Information on data protection for shareholders

UBM Development AG processes personal data (in particular those pursuant to Section 10a (2) Stock Corporation Act, i.e. name, address, date of birth, number of securities deposit account, number of shares of the shareholder, type of share if applicable, number of voting card and, if applicable, name and date of birth of the proxy) 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.

The processing of shareholders' personal data is mandatory for the participation of shareholders and their proxies at the Annual General Meeting. UBM Development AG is responsible for the processing. The legal basis for the processing is Article 6 (1) c) of the European General Data Protection Regulation (GDPR).

The service providers of UBM Development which are commissioned for the purpose of organising the Annual General Meeting, only receive personal data from UBM Development AG that is necessary for the execution of the commissioned service and process the data exclusively in accordance with the instructions of UBM Development AG.

Every 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. The data of the shareholders will be deleted after the statutory retention period. Shareholders can assert these rights against UBM Development AG free of charge via the following contact details:

UBM Development AG
Phone: +43 50 626-2600
Laaer-Berg-Straße 43
1100 Vienna
E-mail: datenschutz@ubm-development.com

In addition, shareholders have the right to appeal to the competent data protection authority pursuant to Article 77 GDPR.

(Name/Company name and address of shareholder in capital letters)

(Date, personal signature of shareholder or
facsimile signature)

(custodian bank / number of shares)