

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

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

Shareholders who hold in aggregate shares corresponding to 5 % of the share capital may request in writing that **additional items shall be included in the agenda** of this shareholders' meeting and shall be published. Every 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 2018** (midnight CET, Vienna local time).

Such shareholder requests shall exclusively be addressed to

UBM Development AG
to the attention of Mr Ralf Mikolasch
Floridsdorfer Hauptstraße 1
1210 Vienna

The text for 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 receipt as defined in Section 10a Stock Corporation Act.

Shareholders' proposals for resolutions 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** regarding any item on the agenda of this shareholders' meeting in text format and request that such proposals be made accessible on the Company's website registered with the companies register including the names of the shareholders concerned, the statement of reasons for the same, which has to be included, and 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 **17 May 2018** (midnight CET, Vienna local time).

In the case of the inclusion of the additional item "Elections to the Supervisory Board" in the agenda by the shareholders pursuant to Section 109 Stock Corporation Act, the following applies:

In the event of an **election proposal for a member of the Supervisory Board**, the explanatory statement of the proposed person pursuant to Section 87 (2) Stock Corporation Act shall replace the statement of the reasons.

The shareholder status must be evidenced by submitting a deposit confirmation in accordance with Section 10a Stock Corporation Act which must not be older than seven days at the time of the submission to the Company. With regard to the other requirements for the deposit receipt, reference is made to the information provided in point III of the invitation to the shareholders' meeting.

Such shareholder requests shall exclusively be addressed to

UBM Development AG

to the attention of Mr Ralf Mikolasch

Floridsdorfer Hauptstraße 1

1210 Vienna

or

by fax: +43 (0)50 626-1636

or

by email office.km@ubm.at, with the shareholder request to be attached to the email message in text form, e.g. as a PDF file.

Every proposal for resolution 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 receipt as defined in Section 10a Stock Corporation Act.

Information pursuant to Section 110 (2) sentence 2 Stock Corporation Act

In the case of the inclusion of the additional item "Elections to the Supervisory Board" in the agenda by the shareholders pursuant to Section 109 Stock Corporation Act, and for the corresponding nomination by the shareholders pursuant to Section 110 Stock Corporation Act, the Company provides the following information:

Section 86 (7) Stock Corporation Act applies to UBM Development AG.

The Supervisory Board of UBM Development AG currently consists of eight members elected by the shareholders' meeting (shareholder representatives) and four members delegated by the Works Council pursuant to Section 110 Labor Constitutional Act. Six of the eight shareholder representatives are men, and two of them are women; of the four employee representatives, all four are men.

It is notified that no objection pursuant to Section 86 (9) Stock Corporation Act was raised by the majority of the shareholder representatives or by the majority of the employee representatives; therefore, the minimum portion requirement (*Mindestanteilsgebot*) pursuant to Section 86 (7) Stock Corporation Act has not be fulfilled separately, but has to be met in full.

In case of the provision of election proposals to the Supervisory Board, it shall be noted that in the acceptance of the election, of twelve Supervisory Board members, at least four must be women in order to fulfil the minimum portion requirement (*Mindestanteilsgebot*) pursuant to Section 86 (7) Stock Corporation Act.

Section 9 (1) of the Articles of Association of UBM Development AG provides that the Supervisory Board shall consist of three to twelve members, elected by the shareholders' meeting.

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,
- 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 of the shares of the Company (ISIN AT0000815402),
- securities account number or any other designation,
- time to which the deposit receipt refers.

The deposit receipt as evidence of the shareholding for attendance at shareholders' meetings must refer to the end of the Record Date **19 May 2018** (midnight CET; Vienna local time).

The deposit receipt can be issued in German or in English.

Deposit receipts shall exclusively be sent to one of the addresses stated below:

- (i) 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

(deposit receipt in PDF format)

- (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

Via SWIFT GIBAATWGGMS

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

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

The deposit receipt for the required evidence of the shareholding in connection with the exercise of the shareholder right as defined in Section 109 Stock Corporation Act (additions 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 receipts must refer to the same date.

Information on the right to ask for 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 an affiliate. If consolidated financial statements and the group management report are presented at the shareholders' meeting of a parent company (Section 244 Austrian Entrepreneurial Code [*Unternehmensgesetzbuch/UGB*]) 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 shareholders' 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 shareholders' 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 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-development.com.

Information on the shareholders' right to file requests 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. For that purpose proof of the right to attend the meeting is required. If several requests have been filed regarding a specific item on the agenda, the chairman of the shareholders' meeting shall determine the order of voting in accordance with Section 119 (3) Stock Corporation Act.

In the case of an addition to the agenda upon request of shareholders pursuant to Section 109 Stock Corporation Act with the item "Elections to the Supervisory Board", the following applies:

Every **shareholder's nomination regarding election of a Supervisory Board member** necessarily requires the timely submission of a resolution proposal in accordance with Section 110 Stock Corporation Act:

Only shareholders whose shares amount in aggregate to 1% of the share capital can propose candidates to the Supervisory Board. Such election proposals must be received by the Company no later than by **17 May 2018**, in the manner described above (Section V (2) of the invitation). Each proposal for election shall be accompanied by the statement pursuant to Section 87 (2) Stock Corporation Act of the proposed person about his or her professional qualifications, professional or comparable functions and all circumstances which could give rise to a suspicion of bias. Otherwise, the shareholder proposal for the election of a Supervisory Board member may not be taken into account during the vote.