

**UBM Development AG
Vienna, FN 100059 x**

**Proposals for resolutions of the Management Board and the Supervisory Board
for
the ordinary shareholders' meeting
29 May 2018**

- 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 2017.**

As the presentation of the aforementioned documents only serves to inform the shareholders' meeting, no resolution on this item of the agenda is required.

The annual financial statements for 2017 have already been approved and adopted by the Supervisory Board.

- 2. Resolution on the appropriation of the net profit.**

The appropriation of the net profit of the Company in the amount of EUR 14,971,944.11 as shown in the annual financial statements of the Company as of 31 December 2017 shall be made in accordance with the proposal of the Management Board and the Supervisory Board as follows:

- (i) Distribution of a dividend of EUR 2.00 for each share entitled to a dividend, therefore an aggregate dividend amount of EUR 14,944,360.00
- (ii) The remaining amount of EUR 27,584.11
shall be carried forward.

Dividend-payment-Date is 7 June 2018.

3. Resolution on the discharge from liability of the members of the Management Board for the financial year 2017.

The Management Board and the Supervisory Board propose that the members of the Management Board who acted in the financial year 2017 are discharged from liability for that period.

4. Resolution on the discharge from liability of the members of the Supervisory Board for the financial year 2017.

The Management Board and the Supervisory Board propose that the members of the Supervisory Board who acted in the financial year 2017 are discharged from liability for that period.

5. Election of the auditor and group auditor for the financial year 2018.

Following a recommendation of the audit committee, the Supervisory Board proposes that BDO Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, 1100 Vienna, Am Belvedere 4, shall be elected as auditor and group auditor for the financial year 2018.

Vienna, 9 April 2018