



UBM Development AG
Vienna, FN 100059 x,
ISIN AT0000815402
("Company")

**Convening of the
143rd Annual General Meeting**

We hereby invite our shareholders to the Annual General Meeting of UBM Development AG on **Tuesday, 21 May 2024**, at 2:00 p.m., CEST, at MQ Libelle, Museumsplatz 1/5, 1070 Vienna

I. 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 non-financial report (ESG sustainability report) and the report prepared by the Supervisory Board for the financial year 2023
2. Resolution on the discharge from liability of the members of the Management Board for the financial year 2023
3. Resolution on the discharge from liability of the members of the Supervisory Board for the financial year 2023
4. Election of the auditor (for the financial statements) and the group auditor (for the consolidated financial statements) for the financial year 2024
5. Resolution on the remuneration report for the financial year 2023
6. Resolution on a share option program for executives 2024
7. Election of the Supervisory Board
8. Resolution on the revocation of the existing authorization of the Management Board pursuant to Article 4 (4) of the articles of association (Authorized Capital 2022) and on the simultaneous granting of a new authorization of the Management Board in Article 4 (4) of the articles of association in accordance with Section 169 AktG to increase the share capital of the Company, with the approval of the Supervisory Board, by up to EUR 26,152,630.00 by issuing up to 3,736,090 new, no-par value bearer shares against cash payment and/or contribution in kind, even in several tranches and also with the possibility of excluding the subscription right, and to determine the issue price, the terms and conditions for the issue, the subscription ratio and the other details of implementation in agreement with the Supervisory Board (Authorized Capital 2024) as well as resolution on the corresponding amendments to the articles of association in Article 4 (4) and on the authorization of the Supervisory Board to adopt amendments

to the articles of association resulting from the issue of shares pursuant to the Authorized Capital 2024, whereby the subscription right for overallotment options within the scope of the issue of shares against cash payments shall be excluded.

II. DOCUMENTS FOR THE ANNUAL GENERAL MEETING; PROVIDING OF INFORMATION ON THE WEBSITE

In particular, the following documents will be made available on the Company's website registered with the companies register at www.ubm-development.com from **30 April 2024** at the latest:

- Annual financial report 2023, including the annual financial statements and management report,
- Corporate governance report 2023,
- Annual report 2023, including
 - Consolidated financial statements including the group management report,
 - Report of the Supervisory Board,
- Non-financial report 2023 (ESG sustainability report),
- Proposals for resolutions on items 2 to 8 of the agenda,
- Remuneration report for the financial year 2023,
- Declaration pursuant to Section 87 (2) AktG including curriculum vitae of Ing. Karl-Heinz Strauss, MBA, FRICS,
- Declaration pursuant to Section 87 (2) AktG including curriculum vitae of Dipl.-Ing. Klaus Ortner,
- Declaration pursuant to Section 87 (2) AktG including curriculum vitae of Dipl.-Ing. Iris Ortner,
- Declaration pursuant to Section 87 (2) AktG including curriculum vitae of Dipl.-Kff. Birgit Wagner,
- Declaration pursuant to Section 87 (2) AktG including curriculum vitae of Dr. Susanne Weiss,
- Declaration pursuant to Section 87 (2) AktG including curriculum vitae of Dr. Ludwig Steinbauer,
- Declaration pursuant to Section 87 (2) AktG including curriculum vitae of Mag. Paul Unterlugauer,
- Declaration pursuant to Section 87 (2) AktG including curriculum vitae of Hon.-Prof. Dr. Bernhard Vanas,
- Report on the exclusion of subscription rights (agenda item 8): Report pursuant to Sections 169, 170 (2) in conjunction with Section 153 (4) AktG (exclusion of subscription rights in case of authorized capital – agenda item 8),
- Form for granting a proxy,
- Form for granting a proxy and instruction to the independent voting proxy holder (IVA/Dipl.-Vw. Dipl.-Jur. Florian Beckermann, LL.M.),
- Form for the revocation of a proxy,
- Full text of this convocation.

III. RECORD DATE AND REQUIREMENTS FOR PARTICIPATING IN THE ANNUAL GENERAL MEETING

The right to attend the Annual General Meeting and to exercise the voting rights and the other shareholders' rights, which are to be exercised in the course of the Annual General Meeting, depends on the shares held as of the end of **11 May 2024 (12:00 p.m., CEST) (Record Date)**.

Only those persons who are shareholders as of the Record Date and who provide proof thereof to the Company are entitled to participate in the Annual General Meeting.

Evidence of shareholding as of the Record Date is to be provided in the form of a deposit receipt (*Depotbestätigung*) pursuant to Section 10a AktG, which has to be submitted to the Company at the latest by **15 May 2024** (12:00 p.m., CEST) exclusively by one of the following means of communication and exclusively to one of the following addresses:

(i)	For the submission of a deposit receipt in text form, which is deemed sufficient by the articles of association pursuant to Article 17 (3)
By email	anmeldung.ubm@hauptversammlung.at (Please send deposit receipts in PDF format)
By fax	+43 (0) 1 8900 500 – 50
(ii)	For the submission of a deposit receipt in written form
By mail or courier	UBM Development AG c/o HV-Veranstaltungsservice GmbH Köppel 60 8242 St. Lorenzen/Wechsel
By SWIFT	GIBAATWGGMS (Message Type MT598 oder MT599, ISIN AT0000815402 must be stated mandatorily in the text)

Shareholders are requested to contact their relevant custodian bank and arrange for a deposit receipt to be issued and submitted.

The Record Date does not affect the transferability of shares and is not relevant for the entitlement to receive dividends.

Deposit receipt pursuant to Section 10a AktG

The deposit receipt must be issued by the custodian bank with 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 (Section 10a (2) AktG):

- Information on the issuer: name and address or a standard code used for transactions between banks (SWIFT-Code),

- 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 (international securities identification number),
- Deposit number or securities account number or any other designation,
- Reference time or time period to which the deposit receipt refers.

Deposit receipt as evidence of the shareholding for participating in the Annual General Meeting must refer to the Record Date stated above, **11 May 2024** (12:00 p.m., CEST).

Deposit receipt will be accepted in German or in English.

Proof of Identity:

UBM Development AG reserves the right to verify the identity of persons attending the meeting. If it is not possible to verify the identity, admission may be refused.

Shareholders and their proxy holders are therefore requested to have a valid official photo ID ready for identification at registration.

If you are attending the Annual General Meeting as a proxy holder, please take the proxy with you in addition to your official photo ID. If the original proxy has already been sent to the Company, you will ease admission if you have a copy of the proxy with you.

IV. POSSIBILITY OF APPOINTING A PROXY HOLDER AND THE PROCEDURE TO BE FOLLOWED IN DOING SO

Any shareholder who is entitled to participate in the Annual General Meeting and who has provided the Company with evidence of this in accordance with the provisions of item III. of this convening notice has the right to appoint a proxy holder who will attend the Annual General Meeting on behalf of the shareholder and who will have the same rights as the shareholder whom he/she represents.

The proxy must be granted to a specific person (an individual or a legal entity) in text form (Section 13 (2) AktG), whereby also several persons may be authorised.

Proxies may be granted both before and during the Annual General Meeting.

We offer the following communication channels and addresses for the submission of proxies:

By mail or courier	UBM Development AG c/o HV-Veranstaltungsservice GmbH Köppel 60 8242 St. Lorenzen/Wechsel
By email	anmeldung.ubm@hauptversammlung.at (Please send proxies in PDF format)
By fax	+43 (0) 1 8900 500 – 50

The proxies must be received at one of the above addresses no later than **17 May 2024**, 4:00 p.m., CEST, unless they are handed over at the entrance and exit control of the Annual General Meeting on the day of the Annual General Meeting.

A proxy form and a form for the revocation of the proxy will be available on and can be downloaded from the Company's website at www.ubm-development.com from 30 April 2024 at the latest. In the interest of smooth processing, we request that you always use the forms provided.

Details on the authorisation, in particular on the text form and the content of the proxy, are provided in the proxy form made available to the shareholders.

If the shareholder has granted proxy to his custodian bank (Section 10a AktG), it is sufficient if the bank, in addition to the deposit receipt, submits the declaration that it has been granted proxy by the means provided for its submission to the Company.

Shareholders may personally exercise their rights at the Annual General Meeting even after granting proxy. Personal appearance shall be deemed as revocation of a proxy previously granted

The above provisions on the granting of a proxy apply *mutatis mutandis* to the revocation of the proxy.

Independent voting proxy holder:

As a special service, a representative of the Interessenverband für Anleger – IVA, 1130 Vienna, Feldmühlgasse 22, is available to shareholders as an independent voting proxy holder (*unabhängiger Stimmrechtsvertreter*) to exercise their voting rights at the Annual General Meeting; a special proxy form can be downloaded from the Company's website at www.ubm-development.com for this purpose. In addition, Dipl.-Vw. Dipl. Jur. Florian Beckermann, LL.M of the IVA can be contacted directly by telephone at +43 (0)1 8763343-30.

V. INFORMATION ON SHAREHOLDERS' RIGHTS PURSUANT TO SECTIONS 109, 110, 118 AND 119 AktG

1. Amendments to the agenda by shareholders pursuant to Section 109 AktG

Shareholders who collectively hold shares corresponding to 5% of the share capital and who have held those shares for at least three months prior to filing a request may request in writing that **additional items be included in the agenda** of this Annual General Meeting and published, provided that such a request is received in writing by mail or courier no later than on **30 April 2024** (12:00 p.m., CEST) by the Company exclusively at the address 1100 Vienna, Laaer-Berg-Straße 43, to the attention of Mag. Ralf Mikolasch, or by e-mail with qualified electronic signature to the e-mail address hauptversammlung@ubm-development.com or by SWIFT to the address GIBAATWGGMS. "In writing" means with a personal hand-written signature or the company's legally binding signature by each applicant or, if submitted by e-mail, with a qualified electronic signature, or, if submitted via SWIFT, with message type MT598 or MT599, where the text must in any case also state ISIN code AT0000815402.

Each agenda item so requested must include a resolution proposal and state the reason for the request. The agenda item and the proposed resolution, but not the reasons for the resolution, must also be worded in German. Proof of shareholding must be provided by submitting a deposit receipt pursuant to Section 10a AktG which certifies that the shareholders making the request have held the shares for at least three months before submitting the request and which must not be more than seven days old at the time of submission to the Company. Several deposit receipts on shares that only in the aggregate constitute a shareholding of 5% must refer to the same time and date.

With regard to the other requirements relating to the deposit receipt, reference is made to the explanations on the requirements for participating in the Annual General Meeting (item III. of this convening notice).

2. Shareholders' proposals for resolutions on the agenda pursuant to Section 110 AktG

Shareholders who collectively hold shares corresponding to 1% of the share capital may submit **proposals for resolutions** regarding any item on the agenda in text form, including a statement of the reasons, and may request that such proposals be made available on the Company's website registered with the companies register including the names of the shareholders concerned, the reasons to be provided and comments of the Management Board or the Supervisory Board, if any, if this request is received by the Company in text form no later than **8 May 2024** (12:00 p.m., CEST) either by mail or courier at **1100 Vienna, Laaer-Berg-Straße 43, to the attention of Mag. Ralf Mikolasch**, or by email to hauptversammlung@ubm-development.com, whereby the request must be attached to the email in text form, for example as a PDF file. If text form is required pursuant to Section 13 (2) AktG for declarations, the declaration must be submitted in a certificate or in another way using written characters suitable for permanent reproduction, stating the identity of the person making the statement and indicating the confirmation of the declaration by a facsimile of the person's signature or by other means. The proposed resolution, but not the reasons for it, must also be worded in German.

In the case of a proposal for the election of a Supervisory Board member, the declaration of the proposed person pursuant to Section 87 (2) AktG replaces the reasoning.

Proof of shareholding must be provided by submitting a deposit receipt pursuant to Section 10a AktG, which must not be more than seven days old at the time of submission to the Company. Several deposit receipts on shares that only in the aggregate constitute a shareholding of 1% must refer to the same time and date.

With regard to the other requirements relating to the deposit receipt, reference is made to the explanations on the requirements for participating in the Annual General Meeting (item III. of this convening notice).

3. Information pursuant to Section 110 (2) sentence 2 in conjunction with Section 86 (7) and (9) AktG

The Company provides the following information on agenda item 7 “Election of the Supervisory Board” and the possible submission of a corresponding election proposal by shareholders in accordance with Section 110 AktG:

Section 86 (7) AktG is applicable to UBM Development AG.

The Supervisory Board of UBM Development AG currently consists of **eight** members elected by the General Meeting (**shareholder representatives**) and four members delegated by the Works Council in accordance with Section 110 ArbVG (Employment Constitution Act; *Arbeitsverfassungsgesetz – ArbVG*). Of the eight shareholder representatives, five are men and three are women; of the four employee representatives, three are men and one is a woman.

It is announced that the majority of the shareholder representatives have raised an objection pursuant to Section 86 (9) AktG, so that the minimum quota requirement (*Mindestanteilsgebot*) pursuant to Section 86 (7) AktG will not be fulfilled in its entirety, but will be fulfilled **separately**.

In accordance with Article 9 (1) of the articles of association of UBM Development AG, the Supervisory Board consists of a minimum of three and a maximum of twelve members elected by the General Meeting and of the members delegated pursuant to Section 110 (1) ArbVG.

If there is no increase in the number of members under agenda item 7 “Election of the Supervisory Board” in line with the articles of association, it is to be ensured when submitting an election proposal by shareholders that, if the election proposals are accepted, **at least two women** will be members **of the Supervisory Board**.

4. Shareholders’ right to information pursuant to Section 118 AktG

Each shareholder, upon request, is to be provided with information on the Company's matters at the Annual General Meeting to the extent that such information is necessary for the proper assessment of an item of the agenda. The obligation to provide information shall also include the Company’s legal and business relationships to affiliated companies as well as to the situation of the Group and the companies included in the consolidated financial statements.

The Company may refuse to provide such information if reasonable business judgement suggests that disclosure of the same may cause a material disadvantage to the Company or an affiliate or may be a punishable offence.

Pursuant to Article 19 (2) of the articles of association, the chairman of the Annual General Meeting may reasonably limit the time allowed for shareholders to ask questions and speak. He may, in particular at the beginning, but also during the Annual General Meeting, impose general and individual restrictions on the time allowed for speaking and asking questions.

Requests for information must generally be made orally at the Annual General Meeting, but may also be made in writing.

For the sake of efficiency, questions that require lengthy preparation to be answered shall be submitted to the Management Board in text form in good time prior to the Annual General Meeting. Questions can be sent to the Company by email to hauptversammlung@ubm-development.com.

5. Shareholder requests at the Annual General Meeting pursuant to Section 119 AktG

Each shareholder, irrespective of the number of shares s/he holds, is entitled to file a request at the Annual General Meeting with respect to any item on the agenda. If there are several requests relating to an item on the agenda, the chairman shall determine the order of voting in accordance with Section 119 (3) AktG.

However, a **shareholder request regarding agenda item 7 “Election of the Supervisory Board”** requires the timely submission of a resolution proposal in accordance with Section 110 AktG:

Persons may be nominated for election to the Supervisory Board by shareholders whose shares together amount to 1% of the share capital. Such nominations must be received by the Company in the above-mentioned manner by **8 May 2024** at the latest. Each nomination must be accompanied by a declaration pursuant to Section 87 (2) AktG from the proposed person regarding their professional qualifications, their professional or comparable functions and any circumstances that could give rise to concerns of bias. Otherwise, the shareholder proposal for the election of a Supervisory Board member may not be considered in the vote.

With regard to the information pursuant to Section 110 (2) sentence 2 in conjunction with Section 86 (7) and (9) AktG, reference is also made to point V. (3) of this convening.

6. Information on data protection

UBM Development AG processes **personal data** of shareholders (in particular those pursuant to Section 10a (2) AktG, i.e. name, address, date of birth, number of the securities account, number of shares of the shareholder, type of share if applicable, number of the voting card and, if applicable, name and date of birth of the proxy) on the basis of the applicable data protection provisions, in particular the **European General Data Protection Regulation (GDPR)** and the **Austrian Data Protection Act**, in order to enable shareholders to exercise their rights within the framework 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 in accordance with the Stock Corporation Act. The legal basis for the processing is therefore Article 6 (1) c) GDPR, in particular in connection with the provisions of stock corporation law mentioned below.

UBM Development AG is the **responsible party** for the processing. UBM Development AG uses external service providers such as notaries, lawyers, banks and IT service providers for the purpose of organising the Annual General Meeting. UBM Development AG will only provide these

service providers with personal data that is necessary for the execution of the services they have been commissioned with. Insofar as they act as data processors, they process the data exclusively in accordance with the instructions of UBM Development AG. Where legally necessary, UBM Development AG has concluded a **data protection agreement** with these service providers.

If a shareholder attends the Annual General Meeting, all shareholders present or their proxy holders, the members of the Management Board and Supervisory Board, the notary and all other persons with a legal right to attend may inspect the legally prescribed **list of participants** (Section 117 AktG) and thereby also inspect the personal data mentioned therein (i.a. name, place of residence, shareholding). UBM Development AG is also legally obliged to submit personal shareholder data (in particular the list of participants) as part of the notarial minutes to the **companies register** (Section 120 AktG).

Shareholders' data will be anonymized or deleted as soon as they are no longer necessary for the purposes for which they were collected or processed, and unless other legal obligations require further storage. **Obligations to provide evidence and to retain records** arise in particular from corporate law, stock corporation law and takeover law, tax law and money laundering regulations. If legal claims are made by shareholders against UBM Development AG or vice versa by UBM Development AG against shareholders, the storage of personal data serves **to clarify and enforce claims** in individual cases. In connection with court proceedings before civil courts, this can lead to the storage of data for the duration of the statute of limitations plus the duration of the court proceedings up to its legally binding completion.

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. Shareholders can assert these rights against UBM Development AG free of charge via the email address datenschutz@ubm-development.com or via the following contact details:

UBM Development AG
Phone: +43 50 626-2600
Laaer-Berg-Straße 43
1100 Vienna

In addition, shareholders have the **right to appeal** to the competent **supervisory authority** pursuant to Article 77 GDPR; in Austria this is the data protection authority.

Further information on data protection can be found in the data protection declaration on the website of UBM Development AG at www.ubm-development.com.

VI. FURTHER INFORMATION AND NOTES

Total number of shares and voting rights

At the time the Annual General Meeting is convened, the Company's share capital amounts to EUR 52,305,260.00 and is divided into 7,472,180 no-par value bearer shares. Each share entitles the holder to one vote. The total number of voting rights therefore amounts to 7,472,180 voting rights at the time the Annual General Meeting is convened. At the time the Annual General Meeting is convened, the Company neither directly nor indirectly holds own shares.

Vienna, in April 2024

The Management Board