



**UBM Development AG**

Vienna, FN 100059 x

("Company")

**Proposals for resolutions of the Management Board and the Supervisory Board  
for the  
144<sup>th</sup> Annual General Meeting  
21 May 2025**

- 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 2024**

No resolution on this item of the agenda is required, as the presentation of the aforementioned documents only serve to inform the Annual General Meeting.

The annual financial statements for 2024 have already been approved and thus adopted by the Supervisory Board.

As no balance sheet profits are reported in the adopted annual financial statements for 2024, a separate agenda item for the resolution on the appropriation of profits can be omitted.

- 2. Resolution on the discharge from liability of the members of the Management Board for the financial year 2024**

The Management Board and the Supervisory Board propose that the members of the Management Board who acted in the financial year 2024 are discharged from liability for that period.

- 3. Resolution on the discharge from liability of the members of the Supervisory Board for the financial year 2024**

The Management Board and the Supervisory Board propose that the members of the Supervisory Board who acted in the financial year 2024 are discharged from liability for that period.

**4. Election of the auditor (for the financial statements) and the group auditor (for the consolidated financial statements) as well as the auditor of the sustainability reporting for the financial year 2025**

Following the recommendation of its audit committee, the Supervisory Board proposes that Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., 1220 Vienna, Wagramer Straße 19, shall be elected as auditor (for the financial statements) and group auditor (for the consolidated financial statements) as well as auditor of the sustainability reporting – insofar as this is required by statutory law for the financial year 2025 – for the financial year 2025.

**5. Resolution on the remuneration report for the financial year 2024**

Pursuant to Section 78c in conjunction with Section 98a of the Stock Corporation Act (**AktG**), the Management Board and the Supervisory Board of a listed company have to issue a clear and comprehensible report on the remuneration of the members of the Management Board and the Supervisory Board.

The remuneration report for the last financial year shall be submitted to the Annual General Meeting for voting. The vote has recommendatory nature. The resolution is not subject to appeal (Section 78d (1) AktG).

At the meeting on 7 April 2025, the Management Board and the Supervisory Board of UBM Development AG approved a remuneration report pursuant to Section 78c in conjunction with Section 98a AktG and proposed a resolution in accordance with Section 108 (1) AktG.

The remuneration report will be made available on the website of UBM Development AG registered with the companies register under **www.ubm-development.com** from 30 April 2025 (21<sup>st</sup> day prior to the Annual General Meeting).

The Management Board and the Supervisory Board propose that the remuneration report for the financial year 2024, as made available on the website registered with the companies register, be adopted.

The remuneration report is attached to this resolution proposal as **Annex /1**.

**6. Resolution on**

- a. the revocation of (i) the authorization of the Management Board to acquire treasury shares (own shares) pursuant to Section 65 para 1 no 4 and no 8 as well as para 1a and para 1b AktG, as well as (ii) the authorization of the Management Board to dispose of treasury shares (own shares) pursuant to Section 65 para 1b AktG, as resolved each by the Annual General Meeting on 19 May 2023;
- b. the new authorization of the Management Board to acquire treasury shares (own shares) pursuant to Section 65 para 1 no 4 and no 8 as well as para 1a and para 1b AktG both via the stock exchange and over the counter in the amount of up to 10% of the share capital, also with the exclusion of the shareholders' quota-based right to tender (*Andienungsrecht der Aktionäre*) which may arise in the context of such an acquisition (reverse exclusion of subscription rights); as well as
- c. the new authorization of the Management Board to dispose of treasury shares (own shares) pursuant to Section 65 para 1b AktG by other means than via the stock exchange or by public offer and by excluding the shareholders' ordinary right of purchase (exclusion of shareholders' subscription rights); as well as
- d. the authorization of the Management Board to cancel treasury shares (own shares).

For this agenda item, the Management Board and the Supervisory Board propose that the Annual General Meeting shall adopt the following resolution:

- a. The authorization of the Management Board resolved by the Annual General Meeting on 19 May 2023 to acquire treasury shares (own shares) pursuant to Section 65 para 1 no 4 and no 8 as well as para 1a and para 1b AktG, as well as the authorization of the Management Board also resolved by the Annual General Meeting on 19 May 2023 with respect to the disposal respectively use of treasury shares (own shares) pursuant to Section 65 para 1b AktG is revoked.
- b. The Management Board is authorized by the Annual General Meeting for a period of 30 months from the date of the resolution pursuant to Section 65 para 1 no 4 and no 8 as well as para 1a and para 1b AktG to acquire treasury shares (own shares) up to the statutory limit of 10 % of the share capital, taking into account own shares previously acquired. The consideration per share to be paid on the repurchase must not be lower than EUR 7.00 and not higher than a maximum of 10% above the average of the unweighted closing price of the ten stock exchange trading days preceding the repurchase. Any acquisition may be carried out via the stock exchange or by means of a public offer or any other appropriate means permitted by law, including

over the counter or by means of a negotiated purchase from individual shareholders intending to sell their shares, and also with exclusion of the quota-based right to tender of shareholders, which may arise in the context of such acquisition (reverse exclusion of subscription rights). The Management Board is further authorized to determine the respective repurchase conditions, whereby the Management Board shall publish its relevant resolution and the respective repurchase programme based thereon, including its duration, in accordance with the statutory provisions (in each case). This authorization may be performed in full or in part or in several tranches and for one or several purposes by the Company, by a subsidiary pursuant to Section 189a of the Austrian Commercial Code (*Unternehmensgesetzbuch*) or by third parties for the account of the Company. Trading in treasury shares (own shares) as the purpose of the acquisition is excluded.

- c. The Management Board is authorized for a period of five years from the date of the resolution in accordance with Section 65 para 1b AktG to dispose of or use treasury shares (own shares) of the Company by other means than via the stock exchange or via a public offer, subject to the consent of the Supervisory Board. The authorization may be performed in full or in part, also in several tranches and for one or more purposes. The proportional subscription right of the shareholders in case of a disposal or use other than via the stock exchange or by means of a public offer is excluded (exclusion of subscription right).
- d. The Management Board is authorized, without further approval by the General Meeting, to cancel treasury shares (own shares) with the consent of the Supervisory Board. The Supervisory Board is authorized to resolve on amendments to the articles of association resulting from a cancellation of treasury shares (own shares).

The report on the exclusion of subscription rights regarding agenda item 6. is attached to this resolution proposal as **Annex ./2.**

## **7. Substitute election (*Ersatzwahl*) to the Supervisory Board**

Dkff. Birgit Wagner, born in 1972, has announced that she will step down from the Supervisory Board at the end of the next Annual General Meeting on 21 May 2025.

Pursuant to 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.

The Supervisory Board currently, i.e. after the last election by the Annual General Meeting, consists of eight members elected by the Annual General Meeting (shareholder representatives). (In addition, there are the members delegated in accordance with the Employment Constitution Act [*Arbeitsverfassungsgesetz*]).

At the upcoming Annual General Meeting, one member would have to be elected to reach this number again.

The Supervisory Board proposes to again assign one member, so that the Supervisory Board will again consist of eight members elected by the Annual General Meeting after the election at the upcoming Annual General Meeting.

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

The following nomination by the Supervisory Board was made on the basis of the requirements of Section 87 para 2a AktG and of the Corporate Governance Code.

The **Supervisory Board proposes** that Michael Strauss, born in 1993, shall be elected to the Supervisory Board with effect from the end of this Annual General Meeting for the remaining term of the resigning Supervisory Board member which, in accordance with Article 9 (7) of the articles of association and Section 87 para 7 AktG, is until the end of the Annual General Meeting resolving on the discharge for the financial year 2028.

If the proposed person is elected by the Annual General Meeting, the Supervisory Board will once again consist of eight members representing the shareholders, six of whom will be men and two women. The minimum quota requirement (*Mindestanteilsgebot*) pursuant to Section 86 para 7 AktG (30% quota) is thus fulfilled.

The proposed person has issued a declaration pursuant to Section 87 para 2 AktG.

The Supervisory Board prepared this proposal and, when submitting the proposal within the meaning of Section 87 para 2a AktG, paid attention to the professional and personal qualifications of the member as well as to the professionally balanced composition of the Supervisory Board and took appropriate consideration of aspects of the diversity of the Supervisory Board with regard to the representation of both genders and the age structure as well as the internationality of the members.

The Annual General Meeting is bound by nominations for election in the following manner. Proposals for the election of members of the Supervisory Board including the declarations pursuant to Section 87 para 2 AktG for each proposed person must be made available on the Company's website no later than 14 May 2025, otherwise the person concerned may not be included in the election. This also applies to election proposals by shareholders in

accordance with Section 110 AktG which must be received by the Company in writing at the latest on 12 May 2025.

Annex ./1      Remuneration report for the financial year 2024

Annex ./2      Report on exclusion of subscription rights (agenda item 6)

Vienna, in April 2025

**The Management Board**

**The Supervisory Board**