

## **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 **2 May 2017**.

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 **12 May 2017**.

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 [hauptversammlung@ubm.at](mailto:hauptversammlung@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.

### **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.

The deposit receipt as defined in Section 10a Stock Corporation Act must contain the following information:

- information on the issuer: name and address or a standard code used for transactions between banks (BIC),
- 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 or period to which the deposit receipt refers.

The deposit receipt must be issued in German or in English. It must be issued in writing.

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

By post or courier:                   UBM Development AG  
c/o HV-Veranstaltungsservice GmbH  
Code word: UBM-HV  
Köppel 60  
8242 St. Lorenzen/Wechsel  
Austria

By fax:                                   +43 (0)1 8900 500-77

By email:                               [anmeldung.ubm@hauptversammlung.at](mailto:anmeldung.ubm@hauptversammlung.at)  
(Submission of the deposit receipt as an electronic document in the format PDF with a qualified electronic signature or in text form, e.g. as a PDF file, with the deposit receipt to be attached to the email)

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 (amendments 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 (amendments 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 in accordance with Section 118 Stock Corporation Act**

At the shareholders' meeting every shareholder shall, upon request, be informed about Company 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 189a no 6 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 rendering of account. The information must be provided at the shareholders' meeting.

Such information may be denied if

1. according to the reasonable judgement of an entrepreneur, 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 an extended period of 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.at](mailto:hauptversammlung@ubm.at).

#### **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. Not only the shareholder himself/herself but also his/her legal or authorised representative attending the shareholders' meeting has the right to file requests.

If several requests have been filed regarding a specific item on the agenda, the requests published in accordance with Section 108 para 1 Stock Corporation Act or Section 110 para 1 Stock Corporation Act shall be voted first. Apart from that, the chairman of the shareholders' meeting shall determine the order of voting.