

PART I

**Convening notice for the Extraordinary General Meeting of Shareholders
of Geneba Properties N.V.**

15 August 2018 at 03:00 pm CET

at the office of Geneba Properties N.V., Apollolaan 153, 1077 AS Amsterdam.

PART II

**Agenda of the Extraordinary General Meeting of Shareholders
of Geneba Properties N.V. on 15 August 2018.**

PART III

**Notes to the agenda of the Extraordinary General Meeting of Shareholders
of Geneba Properties N.V. on 15 August 2018.**

3 August 2018

PART I

CONVENING NOTICE FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF GENEBA PROPERTIES N.V.

The shareholder of Geneba Properties N.V. (the "**Company**" or "**Geneba**"), Frasers Property Investments (Holland) B.V., is invited to attend the Extraordinary General Meeting of Shareholders of the Company (the "**EGM**") to be held at the office of the Company, Apollolaan 153, 1077 AS Amsterdam, the Netherlands at 3:00 pm CET on 15 August 2018.

Amsterdam, 3 August 2018

PART II

AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF GENEBA PROPERTIES N.V. ON 15 AUGUST 2018

Date: 15 August 2018

Time: Start: 3:00 pm CET – End: 4:00 pm CET

Location: Geneba Properties N.V., Apollolaan 153, 1077 AS Amsterdam, the Netherlands

1. Opening
2. Conversion of the Company into a B.V.*
3. Amendment Articles of Association*
 - a. Amendment articles of association*
 - b. Authorisation to execute notarial deed of amendment*
4. Acceptance of the resignation of the following members of the Supervisory Board*
 - a. Mr. G. Littel*
 - b. Mr. J. Stobbe*
 - c. Mr. R. Fehring*
5. Discharge of the following members of the Supervisory Board over the period 1 January 2018 up to and including 15 August 2018*
 - a. Mr. G. Littel*
 - b. Mr. J. Stobbe*
 - c. Mr. R. Fehring*
6. Q&A
7. Closing

* voting items

PART III

NOTES TO THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF GENEBA PROPERTIES N.V. ON 15 AUGUST 2018

Item 2 – Conversion of the Company into a B.V.*

It is proposed to the EGM to convert the legal form from a N.V. to a B.V. taking into account the completion of the buy-out procedure. With the completion of the buy-out procedure as of 25 June 2018, Geneba Properties N.V. has become fully owned by Frasers Property Investments (Holland) B.V.

Proposed Resolution:

It is proposed to the EGM to approve the change of the legal form of the Company from a N.V. to a B.V.

Item 3 – Amendment Articles of Association*

- a. Amendment articles of association *
- b. Authorisation to execute notarial deed of amendment*

It is proposed to the EGM to approve the amendment of the articles of association of the Company taking into account that after the completion of the buy-out procedure the legal form of the Company has changed into an intermediate holding company wholly owned by Frasers Property Investments (Holland) B.V. The amended articles of association are attached to these Notes.

Proposed Resolution:

- a. It is proposed to the EGM to approve the amendment of the articles of association.
- b. Furthermore it is proposed to the EGM that it authorises the Board of Directors/Loyens & Loeff to execute the notarial deed of the amendment.

Item 4 – Acceptance of the resignation of the following members of the Supervisory Board*

- a. Mr. G. Littel*
- b. Mr. J. Stobbe*
- c. Mr. R. Fehring*

It is proposed to the EGM to accept the resignation of Mr. Littel, Mr. Stobbe and Mr. Fehring as members of the Company's supervisory board ("Supervisory Board"). Mr. Gerrit Littel, Mr. Joern Stobbe and Mr. Rod Fehring resigned upon completion of the buy-out procedure whereby Frasers Property Investments (Holland) B.V. became the wholly owned shareholder of the Company. Furthermore with the change of the articles of incorporations the Company will not have a Supervisory Board anymore.

Proposed Resolution:

"To accept the resignation of Mr. Gerrit Littel, Mr. Joern Stobbe and Mr. R. Fehring as members of the Supervisory Board."

Item 5 – Discharge of the following members of the Supervisory Board over the period from 1 January 2017 up to and including 15 August 2018*

- a. Mr. G. Littel*
- b. Mr. J. Stobbe*
- c. Mr. R. Fehring*

It is proposed to the EGM that the General Meeting of Shareholders discharges Mr. Littel, Mr. Stobbe from their supervision of the Management Board of the Company and from their supervisory duties over the period from 1 January 2017 up to and including 15 August 2018.

Proposed Resolution:

"To discharge Mr. Littel, Mr. Stobbe and Mr Fehring as members of the Supervisory Board, from their supervision of the Management Board of the Company as of 1 January 2017 up to and including 15 August 2018, in so far as such supervision is apparent from information that has been disclosed to the Company's general meeting of shareholders."