

PART I

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

17 May 2016 at 03:00 pm CEST

**at De Koning Party & Events, Isolatorweg 29, 1014 AS Amsterdam, the
Netherlands.**

PART II

**Agenda of the Annual General Meeting of Shareholders
of Geneba Properties N.V. on 17 May 2016**

PART III

**Notes to the agenda of the Annual General Meeting of Shareholders
of Geneba Properties N.V. on 17 May 2016.**

26 April 2016

PART I

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

The shareholders and other persons with meeting rights in respect of Geneba Properties N.V. (the "**Company**") are invited to attend the Annual General Meeting of Shareholders of the Company (the "**AGM**") to be held at De Koning Party & Events, Isolatorweg 29, 1014 AS Amsterdam, the Netherlands at 3:00 pm CEST on 17 May 2016. Registration will take place between 2:00 pm and 2:45 pm CEST. Once the AGM has started registration is no longer possible.

Procedure for registering for and voting rights at the AGM

Subject to completing the notification procedure set out below, each (i) holder of one or more shares issued in the capital of the Company ("**Shares**"), (ii) holder of depositary receipts issued with the cooperation of the Company ("**Depositary Receipts**") and (iii) holder of a right of usufruct or a right of pledge on Shares to whom meeting rights with respect to the Company accrue (hereinafter jointly "**Persons with Meeting Rights**" and each a "**Person with Meeting Rights**") shall be entitled to attend the AGM, to address such meeting and, if such person has voting rights, to exercise his voting rights at the AGM.

The persons entitled to attend, address and/or exercise their voting rights at the AGM will be the Persons with Meeting Rights who have sent a written notification of their intention to attend the AGM to the Company's management board ("**Management Board**") which has been received by the Management Board no later than 10 May 2016. Such notice must include the following three items: (1) full name, (2) NPEX account number (if applicable) and (3) number of Shares or Depositary Receipts held (or to which the right of usufruct or right of pledge of the relevant Person with Meeting Rights pertain) and must be addressed to the Management Board via mail with the enclosed envelope or, preferably, via email at aanmelden@npex.nl.

The right to attend, address and/or exercise voting rights in the AGM may be exercised by a proxy authorised in writing, provided that (i) a written notification of the intention to attend the AGM including the information described for notices above and (ii) the relevant power of attorney, have been received by the Management Board no later than 10 May 2016 via mail with the enclosed envelope or, preferably, via email at aanmelden@npex.nl. Please note that proxies not registered by this date will be denied access to the AGM.

Each Share confers the right to cast one vote.

Each Person with Meeting Rights or his proxy attending the AGM shall sign the attendance list.

The chairperson shall decide whether other persons shall be admitted to the AGM.

The total number of Shares and the total number of voting rights that can be exercised at the announcement date (26 April 2016) is 97,549,430.

ID

You are requested to bring a valid ID document to the AGM.

Language – Documents

The Company is an international company and its corporate language is English. The AGM will therefore be conducted in English. Simultaneous translation will be provided in Dutch. The agenda, including the explanatory notes thereto, as well a copy of the reports of the management board and supervisory board for the financial year 2015 and annual accounts for the financial year 2015, are available, free of charge, at the Company's head office (Apollolaan 153, 1077 AS Amsterdam, the Netherlands) and are published on the Company's website (www.geneba.com).

Questions

If you have validly registered for the AGM in accordance with the above and have any question(s) for the Company that you would like to raise at the AGM, you may pre-register your questions(s) with the Company between 26 April 2016 and 10 May 2016. Your questions must be addressed in English or Dutch to the Management Board via mail at Geneva Properties N.V., Apollolaan 153, 1077 AS Amsterdam or via email at aanmelden@npex.nl. Please make sure to also bring such questions to the AGM.

Persons with Meeting Rights attending the AGM will also be able to ask questions at the meeting.

Amsterdam, 26 April 2016

The Supervisory Board

PART II

AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF GENEBA PROPERTIES N.V. ON 17 MAY 2016

Date: 17 May 2016

Time: Start: 3:00 pm CEST – End: 5:00 pm CEST

Location: De Koning Party & Events, Isolatorweg 29 1014 AS Amsterdam, the
Netherlands

1. Opening
2. Looking back on 2015
 - a. Report of the Supervisory Board for the financial year 2015
 - b. Report on the execution of the remuneration policy 2015 for Supervisory Board and Management Board
 - c. Report of the Management Board for the financial year 2015
 - d. Adoption the Company's annual accounts for the financial year 2015*
3. Declaration no dividend for 2015*
4. Discharge of members of the Management Board*
5. Discharge of members of the Supervisory Board*
6. Designation of the Management Board as the body authorised to issue shares and to grant rights to subscribe for shares and to limit or exclude pre-emptive rights upon the issue of shares or granting of rights to subscribe for shares*
7. Appointment of the external auditor*
8. Q&A
9. Closing

* voting items

PART III

NOTES TO THE AGENDA OF THE AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF GENEBA PROPERTIES N.V. ON 17 MAY 2016

Item 2(a) - Report of the Supervisory Board for the financial year 2015

Further information will be provided during the AGM.

Item 2(b) - Report on the execution of the remuneration policy 2015

Further information will be provided during the AGM. Furthermore reference is made to the explanatory notes to the annual accounts for the financial year 2015.

Item 2(c) - Report of the Management Board for the financial year 2015

Dr. Wulf Meinel (CEO) and Tom de Witte (CFRO) will present the state of the Company in 2015.

The 2015 annual report (which includes the annual accounts and the information referred to in Article 2:392, paragraph 1 of the Dutch Civil Code) may be inspected at the Company's head office (Apollolaan 153, 1077 AS Amsterdam, the Netherlands), on www.geneba.com and on the website of NPEX, www.npex.nl. If you wish to receive a hard copy of the annual report, please let us know via ir@geneba.com.

Item 2(d) - Adoption the Company's annual accounts for the financial year 2015

Proposal to adopt the annual accounts for the financial year ending on 31 December 2015.

Proposed Resolution:

"To adopt the annual accounts for the financial year ending on 31 December 2015."

Item 3 - Declaration no dividend for 2015

It is proposed to the AGM to declare no dividend for 2015. Although the Company realised a positive direct investment result for 2015 and the loan to value ('LTV') was further decreased in 2015, the Management Board decided to reserve the entire 2015 profit. This is explained as follows:

- Despite of the new acquisitions in 2014 and 2015, Geneba's property portfolio is still concentrated on one single tenant/ property (54% of the total revenues in 2015). Consequently, Geneba needs to further diversify its portfolio and – more important- its revenues by acquiring new assets. The property additions shall also be financed with proceeds from direct operations.

- One property has to be refinanced in 2016. Alternative financing has not yet been obtained.
- Finally, in order to fulfil the requirements of its risk management policy, Geneba has to hold a constant liquidity buffer.

Proposed Resolution:

"To declare no dividend for the financial year ending on 31 December 2015".

Item 4 - Discharge of members of the Management Board

In accordance with article 32(2)(c) of the Company's articles of association, it is proposed that the AGM discharge the members of the Management Board for their management of the Company, in so far such management is apparent from the annual accounts for the financial year 2015 or from other information that has been disclosed to the AGM.

Proposed Resolution:

"To discharge the members of the Management Board for their management of the Company, in so far such management is apparent from the annual accounts for the financial year 2015 or from other information that has been disclosed to the AGM."

Item 5 - Discharge of members of the Supervisory Board

In accordance with article 32(2)(c) of the Company's articles of association, it is proposed that the AGM discharge the members of the Supervisory Board for their supervision of the Management Board of the Company, in so far such supervision is apparent from the annual accounts for the financial year 2015 or from other information that has been disclosed to the AGM.

Proposed Resolution:

"To discharge the members of the Supervisory Board for their supervision of the Management Board of the Company, in so far such supervision is apparent from the annual accounts for the financial year 2015 or from other information that has been disclosed to the AGM."

Item 6 - Designation of the Management Board as the body authorised to issue shares and to grant rights to subscribe for shares and to limit or exclude pre-emptive rights upon the issue of shares or granting of rights to subscribe for shares

It is proposed to the Annual General Meeting to designate the Management Board as the body authorised (subject to approval from the Supervisory Board) to issue shares in the capital of the Company and to grant rights to subscribe for such shares and to limit or exclude pre-emptive rights upon any issue of shares or granting of rights to subscribe

for shares. The proposed authorisation shall be valid for a period of eighteen months starting from the date of the AGM (i.e. up to and including 17 November 2017), and authorizes the Management Board to resolve on the issuance of shares up to the maximum number allowed to be issued under the Company's authorized share capital as stipulated in the articles of association from time to time, and to grant rights to subscribe for such shares and up to such maximum number. The authorization comprises the authority to determine the price and further terms and conditions of any such share issuance or grant.

The purpose of the authority to issue shares or grant rights to acquire share is to be able to respond promptly and flexibly in matters relating to the financing of the Company.

Proposed Resolution:

"In accordance with and further to the explanatory notes to the agenda for the 2016 annual general meeting of shareholders, to appoint the Management Board as the body authorised (subject to approval from the Supervisory Board) to issue shares and to grant rights to subscribe for shares and to limit or exclude pre-emptive rights upon any issue of shares or granting of rights to subscribe for shares up to and including 17 November 2017".

Item 7 - Appointment of the external auditor

The AGM has the power to appoint and instruct an external auditor to examine the annual accounts. It is proposed to appoint PwC and to instruct PwC to examine the annual accounts for the financial year 2016.

Proposed Resolution:

"To appoint PricewaterhouseCoopers Accountants N.V. as the Company's external auditor for the financial year 2016 and to instruct PwC to examine the annual accounts for the financial year 2016."