

PART I

**Convening notice for the Extraordinary General Meeting of Shareholders
of Geneba Properties N.V. on 18 December 2014 at 9.30 am CET
at De Koning Party & Events, Isolatorweg 29 1014 AS Amsterdam, the Netherlands.**

PART II

**Agenda of the Extraordinary General Meeting of Shareholders
of Geneba Properties N.V. on 18 December 2014**

PART III

**Notes to the agenda of the Extraordinary General Meeting of Shareholders
of Geneba Properties N.V. on 18 December 2014.**

3 December 2014

PART I

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

The shareholders and other persons entitled to attend General Meetings of Shareholders of Geneba Properties N.V. ('the Company') are invited to attend the Extraordinary General Meeting of Shareholders ('EGM') to be held at De Koning Party & Events, Isolatorweg 29, 1014 AS Amsterdam, the Netherlands at 9.30 am CET on 18 December 2014. Registration will take place between 8:30 am and 9:15 am CET. Once the EGM has started registration is no longer possible.

Procedure for registering for and voting rights at the EGM

Subject to completing the notification procedure set out below, (i) each person (including but not limited to holders of one or more shares issued in the capital of the Company ('Shares') and each usufructuary or holder of a right of pledge on Shares to whom the voting rights accrue) entitled to vote, shall be entitled to attend the EGM, to address such meeting and to exercise his voting rights and (ii) each person entitled to attend and address the EGM, shall be entitled to attend the EGM and to address such meeting.

The persons entitled to attend and/or cast votes at the EGM will be those who have sent written notification of their intention to attend the EGM to the Company's management board ('Management Board') which has been received by the Management Board no later than 12 December 2014. Such notice must include the following three items: full name, NPEX account number and number of certificates in the Company 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 participate in the meeting may be exercised by a proxy authorized in writing, provided that (i) a written notification of the intention to attend the EGM including the information described for notices above and (ii) the relevant power of attorney, have been received by the Management Board no later than 12 December 2014.

Furthermore, each person holding depositary receipts for Shares issued with Company's cooperation shall be entitled to attend the EGM and to address such meeting, a written notification of the intention to attend the EGM including the information described for notices above has been received by the Management Board no later than 12 December 2014.

Each Share confers the right to cast one vote.

Each person entitled to vote or his proxy shall sign the attendance list.

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

The total number of Shares with voting rights that can be exercised at the announcement date (3 December 2014) is 29,759,096.

ID

You are requested to bring a valid Identification Document to the meeting.

Language – Documents

The Company is an international company and its corporate language is English. The EGM will therefore be conducted in English. The agenda, including the explanatory notes, as well as information on the person proposed for appointment to the Management Board, 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). Simultaneous translation will be provided in Dutch.

Shareholder Questions

If you have validly registered for the EGM in accordance with the above and have any question(s) for the Company that you would like to raise at the EGM, you may pre-register your question(s) with the Company between 1 December 2014 and 10 December 2014. Your questions must be addressed in English or Dutch to the Management Board via mail at Geneba 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 EGM.

Shareholders attending the EGM will also be able to ask questions at the meeting.

Amsterdam, 3 December 2014

The Management Board

PART II AGENDA

GENEBA EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 18 DECEMBER 2014

Date: 18 December 2014

Time: Start: 9.30 am – End: 11.30 pm

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

1. Opening

2. Presentation by the CEO

A: START OF BUSINESS

B: REVALUATIONS & ASSET MANAGEMENT ACTIVITIES

C: STRATEGY & OUTLOOK

D: Q&A Sessions

3. Share cancellation mandate*

4. Acceptance resignation and discharge of a member of the Management Board*

5. Appointment of a member of the Management Board*

6. Remuneration of supervisory board*

7. Appointment of the external auditor*

8. Q&A

9. Close

* voting items

PART III

Notes to the agenda of the Extraordinary General Meeting of Shareholders of Geneba Properties N.V. on 18 December 2014.

Item 2 Presentation by the CEO

Dr. Wulf Meinel will comment on the start of Geneba, the revaluations and asset management activities and strategy & outlook of Geneba including the purpose and the conditions of the right issuance. Further details of the right issuance are disclosed in the prospectus, published on the website of Geneba, www.geneba.com and on the website of NPEX, www.npex.nl. Shareholders will then have the possibility to ask questions. If you wish to receive a hard copy of the prospectus, please let us know via ir@geneba.com.

Item 3 Share cancellation

Under the plan of compromise and reorganization relating to old Homburg Invest Inc, the Company shall cancel Shares transferred by the Monitor to the Company for cancellation.

It is proposed to cancel the 783,543 Shares, which were held in reserve by the Monitor Deloitte Canada for possible claims of old Homburg Invest Inc creditors and which were released by the Monitor and returned to the Company at 14 August 2014. If the proposal to cancel is adopted by the EGM, the Management Board shall ensure that the relevant shares will be cancelled (i) after a period of two months has passed after the publication date of the resolution to cancel, and (ii) no objection against the cancellation is lodged by creditors ("Proposed Resolution 3A").

Furthermore the Management Board asks for authorisation to cancel the remaining 3,775,299 Shares still held in deposit by the Monitor Deloitte Canada for possible claims of old Homburg Invest Inc creditors in case the Monitor releases and returns these shares to the Company for cancellation. This authorisation would prevent that a new extraordinary general meeting has to be organised every time that (a part of) these claim shares are released and returned ("Proposal 3B").

Proposed Resolution 3A:

"To approve that for a period as of this EGM and ending on 30 April 2015, the number of shares in the Company held by the Company, up to a maximum of 783,543 shares, be cancelled (ingetrokken) and the Management Board be and hereby is authorised, with powers of substitution, to implement this resolution in accordance with Dutch law."

Proposed Resolution 3B:

"To approve that for a period as of this EGM and ending on 30 April 2015, the number of shares in the Company held by the Company, up to a maximum of 3,775,299 shares, be cancelled (ingetrokken) (whether or not in tranches) and the Management Board be and hereby is

authorised, with powers of substitution, to implement this resolution (including the authorisation to determine the exact number of the relevant shares to be cancelled) in accordance with Dutch law."

Item 4 Acceptance resignation and discharge of a member of the Management Board

It is proposed to accept and approve the resignation of Mr Martien van Deursen as member of the Management Board effective at the close of this EGM and to grant him full and final release and discharge him from liability for his functioning as a Management Board Member until and including the date of this EGM to the extent that such exercise is apparent from the financial statements or has been otherwise disclosed to the General Meeting of Shareholders.

Proposed Resolution:

"To accept and approve the resignation of Mr Martien van Deursen as member of the Management Board effective at the close of this EGM and to grant him full and final release and discharge him from liability for his functioning as a Management Board Member until and including the date of this EGM to the extent that such exercise is apparent from the financial statements or has been otherwise disclosed to the General Meeting of Shareholders."

Item 5 Appointment of a member of the Management Board

The supervisory board of the Company has nominated Mr Wibbo van Ommeren to be appointed as member of the Management Board with the title of Chief Financial and Risk Officer.

A brief description of his C.V. is included below:

Wibbo H.E. van Ommeren

Nationality: Dutch

Born: 1 June 1972 in Nijmegen, the Netherlands

Academic background: Business Economics, specialisation Financing & Controlling (University of Tilburg, the Netherlands), Postdoctoral Accountancy/Registered Accountant ('RA') (University of Tilburg, the Netherlands), Executive MBA (Warwick University, United Kingdom)

Career:

Year	Position
Sept. 2014 -Current	Financial advisor to Geneba
2006-current	Teacher external reporting at Amsterdam School of Real Estate
2011- Sept. 2014	Partner at Deloitte Accountants
2008-2011	Director at Deloitte Accountants

1996-2008 Several audit functions at Arthur Andersen/ Deloitte in Rotterdam, Paris and Amsterdam

Wibo van Ommeren has been tested on suitability and integrity by the AFM and the AFM has approved his appointment in accordance with the requirement thereto as stated the in the Dutch Financial Supervision Act (*Wet op het financieel toezicht*) and delegated rules.

Proposed Resolution:

"To approve the nomination by the supervisory board and effectively appoint, effective at the close of this EGM, Mr Wibo H.E. van Ommeren as Chief Financial and Risk Officer and as member of the Management Board effective at the close of this EGM."

Item 6 Adoption of remuneration of Supervisory Board

The Company's supervisory board of directors ('Supervisory Board') proposes the following remuneration:

Chairman	€ 70,000
Vice-chairman	€ 52,500
Member	€ 35,000
Supplement membership steering and remuneration committee	€ 10,000
Supplement membership audit committee	€ 10,000

The compensation for the membership of the Supervisory Board contained in the proposal is deemed to be competitive for the Company as a going concern.

Proposed Resolution:

"To approve the proposed remuneration for the members of the Supervisory Board as included in the notes to the agenda of the EGM."

Item 7 Appointment of the external auditor

The General Meeting of Shareholders has the power to appoint and instruct an external auditor to examine the financial statements. It is proposed to appoint PricewaterhouseCoopers Accountants N.V. ('PwC') and to instruct PwC to examine the financial statements for the 2014 financial year.

Proposed Resolution:

"To appoint PricewaterhouseCoopers Accountants N.V. as the Company's external auditor for the 2014 financial year and to instruct PwC to examine the financial statements for the 2014 financial year."