

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF
GENEBA PROPERTIES N.V.
(Annual Accounts and Discharge)

Date: March 21, 2014

The following constitute the minutes of the extraordinary general meeting of shareholders of Geneba Properties N.V., having its official seat (*statutaire zetel*) in Amsterdam, the Netherlands, registered with the Dutch trade register under number 58355103 (the **Company**), held in Amsterdam, the Netherlands, on the date first written above.

ATTENDANCE

See Attendance list (Annex I)

No members of the supervisory board of the Company (the **Supervisory Board**) are present at the meeting. In accordance with article 36.2 of the articles of association of the Company (the **Articles**), Mr P.P.G. de Jong was unanimously appointed by the meeting as chairperson.

1 Opening

The chairperson opens the meeting and establishes that the entire issued capital of the Company is represented and that all persons entitled to attend meetings of shareholders are present or represented at the meeting so that valid resolutions may be adopted in respect of all matters coming up for discussion, provided they are adopted unanimously, even though the requirements relevant to the convening and holding of general meetings of shareholders have not been met. The chairperson appointed Mr M.A.H. van Deursen as secretary of the meeting.

The chairperson states that the management board of the Company (the **Management Board**) has advised that the members of the Supervisory Board have been given the opportunity to advise on the subjects to be raised for discussion in this meeting.

2 Resolutions

The chairperson then opens the discussion on the following subjects:

- a) In accordance with article 26.2 of the Articles, the Management Board has prepared the annual accounts over the Company's first financial year ending on 31 December 2013 (**Annual Accounts**), a copy of which is attached to these minutes (Annex II).

The Management Board advises that:

- (i) the Annual Accounts have been audited by the Company's auditor;
- (ii) it has presented the Annual Accounts to the Supervisory Board;
- (iii) all members of the Management Board and all members of the Supervisory Board have signed the Annual Accounts.

It is then proposed to the meeting to adopt the Annual Accounts.

The chairperson establishes that the proposal referred to above is unanimously adopted by the meeting.

- b) Now the Annual Accounts have been adopted, it is proposed to the meeting to grant discharge to the members of the Management Board and the Supervisory Board for the management pursued and the supervision thereof during the financial year 2013, respectively.

The chairperson establishes that the proposal referred to above is unanimously adopted by the meeting.

The chairperson establishes that the members of the Management Board present at the meeting have been given the opportunity to advise on the subjects discussed in the meeting.

No more business being before the meeting, the chairperson closes the meeting.

A copy of these minutes will be sent to the Management Board in order to enable the Management Board to keep record of the resolution adopted.

These minutes are adopted on the date first written above by the chairperson and the secretary of the meeting and as evidence thereof are signed by them.

Chairperson:

Secretary:

P.P.G. de Jong

M.A.H. van Deursen

ANNEX I**ATTENDANCE LIST** of the extraordinary general meeting of Shareholders of:

Geneba Properties N.V., having its official seat (*statutaire zetel*) in Amsterdam, the Netherlands, registered with the Dutch trade register under number 58355103, held in Amsterdam the Netherlands, on March 21, 2014.

Shareholder:

Name	number of shares / votes	signatures
Stichting Oprichting Geneba Properties	2,250,000 / 2,250,000	<hr/> M.A.H. van Deursen <hr/> P.P.G. de Jong

ANNEX II

[separate document]