

**PART I**

**Convening notice for the Extraordinary General Meeting of Shareholders of  
Geneba Properties N.V. on 24 November 2015 at 9:00 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 24 November 2015.**

**PART III**

**Notes to the agenda of the Extraordinary General Meeting of Shareholders of  
Geneba Properties N.V. on 24 November 2015.**

**9 November 2015**

## **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 9:00 CET on 24 November 2015. Registration will take place between 8:00 and 8:45 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 19 November 2015. 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](mailto: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 19 November 2015.

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 19 November 2015.

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 (9 November 2015) is 63,353,429 (excluding 3,403,380 non-voting Shares held by the Monitor).

## **ID**

You are requested to bring a valid ID 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 and a copy of the draft Deed of Amendment (both in the prevailing Dutch version and in English), 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](http://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 questions(s) with the Company between 10 November 2015 and 19 November 2015. 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](mailto: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, 9 November 2015**

**The Management Board and the Supervisory Board**

## **PART II AGENDA**

### **GENEBA EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 24 NOVEMBER 2015**

Date: 24 November 2015

Time: Start: 9:00 am – End: 11:00 am

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

1. Opening
2. Appointment of a member of the Management Board\*
3. Presentation by the Management Board
4. Amendment articles of association\*
  - (i) Amendment articles of association
  - (ii) Authorisation to execute notarial deed of amendment
5. Share cancellation mandate\*
6. Q&A
7. Close

\* voting items



#### **Item 4(i) - Amendment articles of association**

It is proposed to partially amend the Company's articles of association in conformity with the draft deed drawn up by NautaDutilh N.V. and bearing the reference 82039437 M 16900613 (unofficial English translation bearing the reference 82039437 M 16901004) (the "**Deed of Amendment**"). A copy of the draft Deed of Amendment (both in the prevailing Dutch version and in English) is available at the office of the Company for inspection.

The proposed amendments relate to the following matters:

- the cancellation of references to the "Initial Period", since this period has ended on 1 September 2015;
- an increase of the authorised capital of the Company;
- changes in respect of the composition of the supervisory board in respect of the maximum number of supervisory board members and the requirements for the appointment of the chairman and the vice-chairman of the supervisory board.

The proposed articles of association of the Company are also available at the office of the Company for inspection and are published on the website ([www.geneba.com](http://www.geneba.com)).

Proposed Resolution:

*"To amend the articles of association of the Company in conformity with the draft Deed of Amendment".*

#### **Item 4(ii) - Authorisation to execute the notarial deed of amendment**

It is furthermore proposed to authorise each lawyer, civil law notary, candidate civil law notary and professional support lawyer working at NautaDutilh N.V. to execute the Deed of Amendment after the EGM has been held.

Proposed Resolution:

*"To authorise each lawyer, civil law notary, candidate civil law notary and professional support lawyer working at NautaDutilh N.V. to execute the Deed of Amendment after the EGM has been held."*

#### **Item 5 - Share cancellation mandate**

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.

The Management Board asks for authorisation to cancel the remaining 628,265 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.

Proposed Resolution 5:

*"To approve that as of this EGM, the number of shares in the Company held by the Company, up to a maximum of 628,265 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."*