

PART I

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

30 December 2016 at 09:30 am CET

at Hilton Amsterdam, Apollolaan 138, 1077 BG Amsterdam.

PART II

**Agenda of the Extraordinary General Meeting of Shareholders
of Geneba Properties N.V. on 30 December 2016**

PART III

**Notes to the agenda of the Extraordinary General Meeting of Shareholders
of Geneba Properties N.V. on 30 December 2016**

15 December 2016

PART I

CONVENING NOTICE FOR THE EXTRAORDINARY 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 Extraordinary General Meeting of Shareholders of the Company (the "**EGM**") to be held Hilton Amsterdam, Apollolaan 138, 1077 BG Amsterdam, the Netherlands at 9:30 am CET on 30 December 2016.

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, each (i) holder of one or more shares issued in the capital of the Company ("**Shares**" and each a "**Share**"), (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 EGM, to address such meeting and, if such person has voting rights, to exercise his voting rights at the EGM.

The persons entitled to attend, address and/or exercise their voting rights at the EGM will be the Persons with Meeting Rights who have sent a 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 23 December 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 EGM may be exercised by a proxy authorised 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 23 December 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 EGM. If a proxy does not clearly state how to vote, then it will be deemed a vote in favour of the proposed resolution.

Each Share confers the right to cast one vote.

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

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

The total number of Shares and the total number of voting rights that can be exercised at the announcement date (15 December 2016) is 97.549.430.

ID

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

Language – Documents

The Company is an international company and its corporate language is English. The EGM will therefore be conducted in English. Simultaneous translation will be provided in Dutch. The agenda, including the explanatory notes thereto is 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 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 15 December 2016 and 23 December 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 EGM.

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

Amsterdam, 15 December 2016

The Supervisory Board

PART II

AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF GENEBA PROPERTIES N.V. ON 30 DECEMBER 2016

Date: 30 December 2016

Time: Start: 9:30 am CET

Location: Hilton Amsterdam, Apollolaan 138, 1077 BG Amsterdam

1. Opening
2. Conditional declaration of an interim-distribution pursuant to article 30 of the Company's articles of association*
3. Q&A
4. Closing

* voting item

PART III

NOTES TO THE AGENDA OF THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF GENEBA PROPERTIES N.V. ON 30 DECEMBER

Item 2 - Conditional declaration of an interim-distribution pursuant to article 30 of the Company's articles of association

The Company's subsidiary Geneba RE 3 B.V. ("**GRE3**") has sold its 93% equity stake in MoTo Objekt Campeon GmbH & Co. KG, which owns the Infineon headquarter building, to Infineon Technologies AG (the "**Infineon Sale**"), which sale is expected to close on 30 December 2016. The Geneba press release of 18 November 2016 describes the Infineon Sale in more detail.

GRE3 expects to receive proceeds from the Infineon Sale, in an amount of EUR 113 million (the "**Infineon Proceeds**") and anticipates distributing such Infineon Proceeds to its sole shareholder, the Company, subject to the closing of the Infineon Sale on or around 30 December 2016 and payable as of that same date (the "**Closing Date**").

It is now proposed by the Company's Management board (the "**Management Board**"), as approved by the Company's Supervisory board (the "**Supervisory Board**"), to the general meeting of shareholders of the Company, all in accordance with article 30 of the Company's articles of association, to on-distribute the Infineon Proceeds by declaring an interim-distribution per issued and outstanding share of EUR 1.15. Such interim-distribution shall be chargeable against the Company's current year profits and, to the extent the Company's current year profits are insufficient, against the Company share premium reserve and/or other reserves (at the discretion of the Management Board) and will be distributed to NPEX. NPEX will on-distribute such interim-distribution to the holders (the "**DR Holders**") of depositary receipts issued for shares in the capital of the Company ("**Depositary Receipts**"), to the extent applicable in accordance with the NPEX rules (the "**Distribution**"). The Supervisory Board has, to the extent necessary in view of article 29.5 of the Company's articles of association, resolved to approve the Distribution being made against the current year profits.

The record date for the Distribution will be 3 January 2017 08:00 am (the "**Record Date**") and the Distribution will only become payable to persons administered as DR Holders on the Record Date.

The net asset value per DR of the Company as per 30 June 2016, as recorded in the NPEX system will decrease as a result of this Distribution. The net asset value will be updated with the publication of the annual figures which is scheduled in April 2017.

The Distribution will be payable to the DR Holders starting 3 January 2017, to the extent applicable through settlement via NPEX.

The Distribution shall be declared subject to the requirement of the Management Board to prepare an interim statement of assets and liabilities in accordance with section

2:105(4) DCC, evidencing that Company's distributable reserves permit the Distribution. Such interim statement shall relate to a date no earlier than the first day of the third month prior to the date that the Distribution is announced.

The Distribution shall be declared subject to closing of the Infineon Sale, as determined by the Management Board.

Proposed Resolution:

"In accordance with and further to the explanatory notes to the agenda for the extraordinary general meeting of shareholders, to resolve to declare an interim-distribution per issued and outstanding share of EUR 1.15, subject to the closing of the sale by the Company's subsidiary Geneba RE 3 B.V. of its 93% equity stake in MoTo Objekt Campeon GmbH & Co. KG, as determined by the Company's Management board".