

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF  
GENEBA PROPERTIES N.V.**

**1. Opening of the EGM**

**The Chairman**, Mr De Alba, opened the meeting at 9:33 am and welcomes the shareholders to the 2016 Extraordinary General Meeting (EGM) of Shareholders. The reason for having the meeting on 30 December is to have the resolutions take place in 2016. In accordance with the Articles of Association the Supervisory Board has requested him to chair the meeting. He introduces his fellow Supervisory Board members Mr Jochen Scharpe, Mr Gerrit Littel and Mr Joern Stobbe and Management Board members Mr Wulf Meinel, CEO, and Mr Tom de Witte, CFO. Ms Marian Hogeslag is sick and can therefore not attend the meeting. She supports the initiatives proposed by the Supervisory and Management Board. In accordance with the relevant provisions of Geneva's Articles of Association, the Chairman appoints Ms Aline Aling as the secretary of the meeting. In order to draw up complete minutes the proceedings will also be recorded. He requests the shareholders to switch off their mobile phones.

**The Chairman** notes that the meeting has been convened with observance of all legal and statutory provisions. The notice for the EGM including the agenda has been published in NRC Handelsblad and on the company's website on 15 December 2016, on which date convening notices have also been sent by letter to all shareholders. Geneva also published a press release on 15 December 2016 regarding the EGM and the agenda items. He informs shareholders that at the registration table copies are available of the notice for the EGM including the agenda and the explanatory notes to the agenda. These documents have been available for inspection from 15 December 2016 at the office of the company. In addition these documents have been made available on the company's website. The EGM shall be conducted in English. Questions can be asked in Dutch and the answers will be provided in English. Headphones have been provided with which the proceedings can be followed in Dutch.

**The Chairman** records that according to the attendant list 84,459,274 ordinary shares are present or represented at the meeting. Each share entitles the holder to one vote. Resolutions may be passed by an absolute majority of the votes cast for all voting items on the agenda. The Articles of Association provide that the Chairman of the EGM may decide on the matter of voting. He proposes that the voting shall take place by electronic means. All of those entitled to vote have been given a voting box. Shareholders have received a voting box. Later it will be ensured that the voting box works properly and a test vote will be conducted. He gives the floor to the CEO, Mr Wulf Meinel.

**Presentation by the CEO, Mr Wulf Meinel**

Reference is made to the EGM presentation published on the website consisting of:

- Start of business

- Implementation of New Strategy
- Accomplishments
- Exploration of strategic alternatives for growth and value creation that can benefit all shareholders

Some questions were asked and answered about the dividend policy, the growth and financing strategy. After these questions a test voting is held.

## **2. Conditional declaration of an interim-distribution pursuant to article 30 of the Company's articles of association (*voting item*)**

**The Chairman** states that the Company's subsidiary Geneba RE 3 B.V. has sold its 93.37% equity stake in MoTo Objekt Campeon, which owns a certain real estate located in Neubiberg, Germany, used as the Infineon group headquarter building, to Infineon Technologies AG. Geneba RE 3 B.V. expects to receive proceeds from the Infineon sale, in an amount of EUR 113 million and anticipates distributing such Infineon Proceeds to its sole shareholder, the Company, subject to the closing of the Infineon Sale and payable on 30 December. This transaction has now been completed. The proceeds have been received. It is now proposed by the Company's Management Board, as approved by the Company's 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 distribute the Infineon Proceeds to all shareholders by declaring an interim-distribution per issued and outstanding share of EUR 1.15, which for the avoidance of doubt is before any applicable withholding taxes. 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) to NPEX, which shall on-distribute such interim-distribution to the holders of depositary receipts issued for shares in the capital of the Company to the extent applicable in accordance with the NPEX rules. 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 at 08:00 AM and the distribution will only become payable to persons administered as depositary receipt holders on the record date. The net asset value per depositary receipt 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 depositary receipt holders starting 3 January 2017, to the extent applicable through settlement via NPEX. The Management Board has prepared an interim statement of assets and liabilities in accordance with section 2:105(4) DCC, evidencing that the Company's distributable reserves permit the Distribution.

The Chairman next provides the shareholders with the following 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.

The Chairman asks if any of the shareholders present or represented in the meeting would like to discuss or ask questions regarding this agenda item. The Chairman notes that there are no questions and proceeds with the vote to approve the conditional declaration of an interim-distribution. The Chairman opens the vote.

The voting results are as follows:

For : 84.444.355 ó 100%

Against: 4.877 ó 0%

Abstain: 10.042 ó 0%

After the vote has closed the Chairman records that the voting item on the proposed conditional declaration of an interim distribution has been adopted with almost one hundred percent of the votes in favour.

### **3. Q&A (*discussion item*)**

Several questions were raised and answered during the Q&A session.

### **4. Closing of the EGM**

**The Chairman** thanked the shareholders for coming to Amsterdam and closed the meeting at 10:45 am.