

PART I

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

29 August 2017 at 02:00 pm CEST

at Hilton Amsterdam, Apollolaan 138, 1077 BG Amsterdam.

PART II

**Agenda of the Extraordinary General Meeting of Shareholders
of Geneba Properties N.V. on 29 August 2017.**

PART III

**Notes to the agenda of the Extraordinary General Meeting of Shareholders
of Geneba Properties N.V. on 29 August 2017.**

11 August 2017

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**" or "**Geneba**") are invited to attend the Extraordinary General Meeting of Shareholders of the Company (the "**EGM**") to be held at Hilton Amsterdam, Apollolaan 138, 1077 BG Amsterdam, the Netherlands at 2:00 pm CEST on 29 August 2017. Registration will take place between 1:00 pm and 1:45 pm CEST. 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 in the issued capital of the Company ("**Shares**"), (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 22 August 2017. 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 rights of usufruct or rights 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 22 August 2017 via mail with the enclosed envelope or, preferably, via email at aanmelden@npex.nl. The proxy can be found on the Company's website (www.geneba.com). Please note that proxies not registered by this date will be denied access to the EGM.

Each Share confers the right to cast one vote.

Each Person with Meeting Rights or his proxy attending the EGM shall be requested to 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 11 August 2017 is 97,209,590.

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, as well as a copy of the Information Memorandum in relation to the One-time Offer (both as defined below), 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).

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 11 August 2017 and 22 August 2017. 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.

Please also be aware of the Q&As published on the Company's website, which can be accessed through the following link: [Geneba - Questions & Answers](#).

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

Amsterdam, 11 August 2017

The Supervisory Board

PART II

AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF GENEBA PROPERTIES N.V. ON 29 AUGUST 2017

Date: 29 August 2017

Time: Start: 2:00 pm CEST – End: 4:00 pm CEST

Location: Hilton Amsterdam, Apollolaan 138, 1077 BG Amsterdam, the Netherlands

1. Opening
2. Acceptance of the resignation of the following members of the Supervisory Board*
 - a. Mr. G. de Alba
 - b. Ms. J.M. Mooiweer - Hogeslag
 - c. Mr. J. Scharpe
3. Discharge of the following members of the Supervisory Board over the period 1 January 2017 up to and including 5 July 2017*
 - a. Mr. G. de Alba
 - b. Ms. J.M. Mooiweer - Hogeslag
 - c. Mr. J. Scharpe
4. Discussion of the One-time Offer
5. Q&A
6. Closing

* voting items

PART III

NOTES TO THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF GENEBA PROPERTIES N.V. ON 29 AUGUST 2017

Item 2 – Acceptance of the resignation of the following members of the Supervisory Board*

- a. Mr. G. de Alba
- b. Ms. J.M. Mooiweer - Hogeslag
- c. Mr. J. Scharpe

It is proposed to the EGM to accept the resignation of Mr. Gabriel de Alba, Ms. Marian Mooiweer - Hogeslag and Mr. Jochen Sharpe as members of the Company's supervisory board ("**Supervisory Board**") as per 5 July 2017.

Mr. Gabriel de Alba, Ms. Marian Mooiweer - Hogeslag and Mr. Jochen Sharpe resigned upon completion of the acquisition of 86.56% of Geneva's depositary receipts from Catalyst RE Coöperatief U.A. ("**Catalyst**") by Frasers Property Investments (Holland) B.V. ("**Frasers Property**") on 5 July 2017.

Proposed Resolution:

"To accept the resignation of Mr. Gabriel de Alba, Ms. Marian Mooiweer -Hogeslag and Mr. Jochen Sharpe as members of the Supervisory Board as per 5 July 2017."

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Item 3 – Discharge of the following members of the Supervisory Board over the period 1 January 2017 up to and including 5 July 2017*

- a. Mr. G. de Alba
- b. Ms. J.M. Mooiweer - Hogeslag
- c. Mr. J. Scharpe

It is proposed to the EGM that the General Meeting of Shareholders discharges Mr. Gabriel de Alba, Ms. Marian Mooiweer -Hogeslag and Mr. Jochen Sharpe from their supervision of the Management Board of the Company and from their supervisory duties generally during the year 2017.

Proposed Resolution:

"To discharge Mr. Gabriel de Alba, Ms. Marian Mooiweer -Hogeslag and Mr. Jochen Sharpe as members of the Supervisory Board, who resigned as per 5 July 2017, from their supervision of the Management Board of the Company as of 1 January 2017 up to and including the date of

completion of the sale and transfer of the depositary receipts held by Catalyst to Frasers Property on 5 July 2017, in so far as such supervision is apparent from information that has been disclosed to the Company's general meeting of shareholders."

Item 4 – Discussion of the One-time Offer

With reference to the press release of Geneba of 4 August 2017 and the information memorandum published at Geneba's website (www.geneba.com) and at NPEX website (www.npex.nl) on 4 August 2017 (the "**Information Memorandum**"), Frasers Property has made a one-time all-cash offer (the "**One-time Offer**") for all remaining issued and outstanding depositary receipts of Geneba at a price of EUR 3.74 per depositary receipt. This price is equal to the price paid by Frasers Property to Catalyst for its 86.56% stake in Geneba. This acquisition was completed at 5 July 2017 (see also Geneba's press release published at that date).

Both the Supervisory Board and Management Board of Geneba ("the **Boards**") have received extensive financial and legal advice and have given careful consideration to all aspects of the One-time Offer, including strategic, financial, operational and social points of view.

Credit Suisse acted as exclusive financial adviser to Geneba and Catalyst in relation to the sale of Geneba. On 15 April 2017, Credit Suisse issued an opinion to the Management Board and Supervisory Board of Geneba, as to the fairness to the holders of depositary receipts representing shares of Geneba other than Catalyst, from a financial point of view, of the cash consideration to be received by such holders pursuant to the One-time Offer. The opinion of Credit Suisse is given to the Geneba Management Board and Supervisory Board, respectively and not to the holders of depositary receipts of Geneba. As such, the fairness opinion does not contain a recommendation to the holders of depositary receipts as to whether they should tender their depositary receipts under the One-time Offer.

After careful consideration, the Boards believe the One-time Offer to be in the best interest of Geneba and its stakeholders, including its depositary receipt holders, and have agreed to support and recommend the One-time Offer for acceptance to Geneba's depositary receipt holders.

For more information on the One-time Offer, we refer to the Information Memorandum. The Information Memorandum includes amongst others an explanation and background of the One-time Offer as well as information about the period during which Depositary Receipts can be tendered under the One-time Offer. Also more information is provided on Frasers Property and Frasers Centrepoint Limited. The Information Memorandum is available for download through the following link on Geneba's website: [Geneba – Frasers Offer - Information Memorandum](#).

We also refer to the Q&A's on Geneba's website, which can be accessed through the following link: [Geneba - Investor Relations - Questions & Answers](#)

Holders of Depositary Receipts are advised to review the Information Memorandum in detail and to seek independent advice where appropriate in order to reach a reasoned judgment in



respect of the One-time Offer and the content of the Information Memorandum. In addition, holders of Depositary Receipts may wish to consult with their tax advisors regarding the tax consequences of tendering their depositary receipts under the One-Time Offer.

During the EGM the Boards will give some background on the One-time Offer and questions can be raised to the Boards with respect to the One-time Offer.