

**PART I**

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

**12 December 2017 at 03:00 pm CET**

**at the office of Geneba Properties N.V., Apollolaan 153, 1077 AS Amsterdam.**

**PART II**

**Agenda of the Extraordinary General Meeting of Shareholders  
of Geneba Properties N.V. on 12 December 2017.**

**PART III**

**Notes to the agenda of the Extraordinary General Meeting of Shareholders  
of Geneba Properties N.V. on 12 December 2017.**

**23 November 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 the office of the Company, Apollolaan 153, 1077 AS Amsterdam, the Netherlands at 3:00 pm CET on 12 December 2017. Registration will take place between 2:15 pm and 2:45 pm 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 in the 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 5 December 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](mailto: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 5 December 2017 via mail with the enclosed envelope or, preferably, via email at [aanmelden@npex.nl](mailto:aanmelden@npex.nl). The proxy can be found on the Company's website ([www.geneba.com](http://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 23 November 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 draft Deed of Amendment (as defined in Part III (notes to the agenda), 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)).

## **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 question(s) with the Company between 23 November 2017 and 5 December 2017. Your questions must be addressed in English or Dutch to the Management Board via mail at the address of the Company, 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.

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

**Amsterdam, 23 November 2017**

**The Supervisory Board**

## **PART II**

### **AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF GENEBA PROPERTIES N.V. ON 12 DECEMBER 2017**

Date: 12 December 2017

Time: Start: 3:00 pm CET – End: 4:00 pm CET

Location: Geneba Properties N.V., Apollolaan 153, 1077 AS Amsterdam, the Netherlands

1. Opening
2. Amendment articles of association
  - a. Amendment articles of association to change the financial year\*
  - b. Authorisation to execute notarial deed of amendment\*
3. Q&A
4. Closing

\* voting items

### **PART III**

#### **NOTES TO THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF GENEBA PROPERTIES N.V. ON 12 DECEMBER 2017**

##### **Item 2(a) - Amendment articles of association to change the financial year**

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 82042079 M 22728191 (unofficial English translation bearing the reference 82042079 M 22727876) (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 and is published at the website of the Company ([www.geneba.com](http://www.geneba.com)).

The proposed amendment relate to the following matter:

- To change the financial year of the Company, currently running from 1 January until 31 December, in such a way that it starts at 1 October and ends at 30 September of the following year. As a result of this change, the current bookyear, that started at 1 January 2017 will be lengthened from 31 December 2017 to 30 September 2018.

With this change the end of the financial year of the Company will be brought in line with the end of the financial year of the majority shareholder of the Company, Fraser Property Investments (Holland) B.V.

Proposed resolution:

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

##### **Item 2(b) - 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 and subject to approved resolution of the general meeting of shareholders of the Company as mentioned under agenda item 2(a).

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".*