

**Minutes EGM 12 December 2017 of the
EGM of Geneba Properties N.V.**

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

1. Opening

Mr Gerrit Littel (chairman) opens the meeting at 3.05 pm and welcomes everybody to the Company's 2017 Extraordinary General Meeting of Shareholders (EGM).

Present are CEO Wulf Meinel and CFRO Tom de Witte. The other Supervisory Board Members, Rod Fehring and Joern Stobbe, are not present at this meeting due to other business engagements. Also present is René Blokker of Fraser Property Investments Holland BV.

In accordance with the articles of association, Mr Littel appoints Laetitia Veldman-Voerman from Het Notuleercentrum as the secretary of this meeting. In order to draw up complete minutes of this meeting, the proceedings will be recorded.

This meeting has been convened with due observance of all legal and statutory provisions. The notice for the EGM, including the agenda, has been published in Trouw and on the Company's website on 23 November 2017. On the same date, the convening notices were also sent by mail to the shareholders (i.e. holders of Depositary Receipts) of the Company. The Company also published a press release regarding the EGM and the agenda items on that same day.

Available at the registration table are copies of:

- (i) the notice for the EGM, including the agenda;
- (ii) the explanatory notes to the agenda; and
- (iii) the draft Deed of Amendment.

These documents have been available for inspection from 23 November 2017 at the offices of the Company. In addition, they have been made available on the Company's website.

As mentioned in the agenda and in the explanatory notes, this meeting contains just one topic. The topic represents a voting item relating to acceptance of the proposed amendment of the articles of association.

According to the attendance list, **the chairman** records that the holders of 96,807,839 (ninety-six million eight hundred and seven thousand eight hundred and thirty-nine) ordinary shares are present at this meeting and may cast this number of votes. They represent 99.6% of the issued capital of the Company and each share is entitled to vote.

With respect to the voting procedure during this meeting, the articles of association provide that the chairman of the EGM may decide on the method of voting. **The chairman** proposes that voting shall take place by voting forms for which all those entitled to vote have been given a

voting form which can be used to submit their votes. The complete voting procedure will be explained before the voting on the proposed resolution starts.

The attendants of the meeting are requested to state their names before posing a question in order to allow the secretary to prepare the minutes.

2A. Amendment articles of association to change the financial year

The proposed amendment relates to the changing of the financial year of the Company 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 book year (starting 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. **The chairman** gives the shareholders the opportunity to discuss or ask questions before putting the proposal up for voting. No questions are put forward.

Since there are no questions related to this agenda item, the chairman proceeds to the voting procedure. Upon arrival the shareholders have been issued voting forms. These voting forms must be used to submit the votes. There are three choices that can be made: ~~for~~ ~~against~~ or ~~abstain~~. The votes will be registered, but only the ~~for~~ and ~~abstain~~ votes will be taken into account to determine whether the resolution is adopted and by what majority. A resolution will be adopted if there are more votes ~~for~~ than ~~against~~.

The voting is for the proposal to change the financial year to 1 October ó 30 September. **The chairman** records that 96,807,839 (ninety-six million eight hundred and seven thousand eight hundred and thirty-nine) votes have been cast in favor. There are no votes against or abstained. Consequently, the chairman declares the motion adopted.

2B. Authorisation to execute the notarial deed of amendment

It is 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).

The chairman gives the shareholders the opportunity to discuss or ask questions before putting the proposal up for voting. No questions are put forward.

Since there are no questions related to this agenda item, the chairman proceeds to the voting. After the voting **the chairman** records that 96,807,839 (ninety-six million eight hundred and seven thousand eight hundred and thirty-nine) votes have been cast in favor. There are no votes against or abstained. Consequently, the chairman declares the motion adopted.

3. Questions and answers

The chairman opens the floor for questions. No questions are put forward.

4. Closing of the EGM

The chairman thanks the shareholders for coming to Amsterdam and closes the meeting at 3:15 pm.