
GLOBALWORTH POLAND REAL ESTATE N.V.

(Incorporated in the Netherlands)

(Company number 67532837)

Website: <https://en.globalworth.pl/>

(Company)

NOTICE ON THE CONVOCAION OF EXTRAORDINARY GENERAL MEETING

PART I - CONVOCAION NOTICE FOR THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY

The shareholders and other persons entitled to attend general meetings of the Company are invited by the board of directors of the Company (**Board**) to attend an extraordinary general meeting of the Company to be held on 11 June 2019, at 10:30 (CET) (**EGM**), at Claude Debussylaan 15, 1082 MC Amsterdam, the Netherlands.

Registration will take place between 10:00 (CET) and the commencement of the EGM at 10:30 (CET). Once the EGM has started, registration will no longer be possible. The EGM shall be conducted in English.

This invitation has to be read in conjunction with:

- PART II** Agenda
- PART III** Explanatory notes to the Agenda
- PART IV** General information
- PART V** Instructions and documents for participation and voting at the EGM
- Other** Total number of issued shares and voting rights

GLOBALWORTH POLAND REAL ESTATE N.V.

The Board of Directors

26 April 2019

PART II – AGENDA

AGENDA

1. Opening
2. Presentation of the public tender (**discussion**)
3. Converting the shares in the Company back to the documentary form (rematerialisation) and delisting the shares in the Company from trading on the regulated market operated by the Warsaw Stock Exchange (**resolution**)
4. Any other business
5. Closing

PART III – EXPLANATORY NOTES TO THE AGENDA

- (1) Opening
- (2) Presentation of the public tender offer (**discussion**)

On 26 April 2019, Globalworth Holding B.V. (the **Bidder**), acting pursuant to Article 91 section 6 in conjunction with Article 92 section 4 of the Polish act on public offering, the conditions governing the introduction of financial instruments to organised trading, and public companies, announced a tender offer to subscribe for shares constituting 100% of the share capital of the Company (the **Tender Offer**) in connection with its intended acquisition of the shares in the Company representing 100% of the total votes at the general meeting of the Company and the intended delisting of the shares in the Company from the regulated, main market operated by Giełda Papierów Wartościowych w Warszawie S.A., the Warsaw Stock Exchange (the **WSE**).

In accordance with the Tender Offer document, it is proposed that the period for the acceptance of subscriptions will commence on 21 May 2019 and end on 19 June 2019 (unless the subscription period is extended). Aside from the basic terms such as the price in the Tender Offer, the period of accepting subscriptions, the Tender Offer procedure and the settlement of the Tender Offer, the Tender Offer document contains a detailed overview of the procedure for submitting subscriptions for the sale of the shares in the Company within the scope of the Tender Offer. The Tender Offer document also contains information concerning the Bidder's intentions with respect to the delisting of the Company from the regulated market operated by the WSE and the commencement of a squeeze-out in accordance with the applicable Dutch regulations.

In accordance with Article 18 of the Dutch Public Bid Decree (*Besluit openbare biedingen Wft*) in the course of the EGM, the Board will discuss the terms and conditions of the Tender Offer. The shareholders will have the opportunity to present their opinions regarding the Tender Offer.

Pursuant to Article 18 section 2 and Appendix G of the Dutch Public Bid Decree (*Besluit openbare biedingen Wft*) and no later than 4 (four) business days prior to the EGM, the Board will publish to the shareholders of the Company its reasoned position statement about the Tender Offer (the **Position Statement**).

The Position Statement will be addressed exclusively to the shareholders of the Company in connection with the Tender Offer and it will be supplementary to the information disclosed in this notice on the convocation of extraordinary general meeting and the agenda thereof.

Following its publication, the Position Statement will be available free of charge on the Company's website (<https://en.globalworth.pl/>) in Polish and English and on the website of the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*) (www.afm.nl).

Copies of all other Company documents concerning the Tender Offer may be obtained free of charge by downloading them from the Company website (<https://en.globalworth.pl/>)

- (3) Converting the shares in the Company back to the documentary form (rematerialisation) and delisting the shares in the Company from trading on the regulated market operated by the Warsaw Stock Exchange (**Resolution**)

In order to convert the shares in the Company back to documentary form and delist the shares in the Company from trading on the WSE in accordance with Polish and Dutch law, the Board requests the adoption of a resolution regarding the rematerialisation of all the registered bearer shares in the Company with a nominal value of EUR 1 each, registered with Krajowy Depozyt Papierów Wartościowych S.A. (**NDS**) under code ISIN NL0012235980 (the **Delisted Shares**), i.e. 442,757,383 Delisted Shares, and the delisting of the Delisted Shares from trading on regulated market operated by the WSE.

Such resolution shall come into force at the moment of its adoption.

Based on the resolution, once such resolution has been adopted, the Company will commence proceedings before the Polish Financial Supervision Authority (*Komisja Nadzoru Finansowego*) and/or such other competent authority to obtain its consent to the conversion of the Shares back to documentary form (rematerialisation) on the dates specified in the relevant decision issued by the competent authority and to have the Shares delisted from the WSE, as applicable. Relevant motions regarding the commencement of the above-mentioned proceedings, as applicable, will be submitted by the Company at a date determined by the Board, at its discretion, which will take account of all relevant circumstances, including the ongoing squeeze-out proceedings.

The Shares will be delisted from trading on the WSE based on and within the time determined by the Management Board of the WSE in its resolution.

- (4) Any other business
- (5) Closing

PART IV – GENERAL INFORMATION

Meeting documents

The agenda and explanatory notes thereto (as well as the other meeting materials mentioned in the notice) are available on the Company's website (<https://en.globalworth.pl/>) from the date hereof. These documents are also available for inspection at the registered office of the Company in the Netherlands (Claude Debussylaan 15, 1082 MC Amsterdam, the Netherlands), where copies may be obtained free of charge. If you wish to receive copies of the documents, please contact the Company by email at: ir@globalworth.pl.

Attendance instructions

Record date and relevant register

Under Dutch law and the Company's articles of association, persons entitled to attend and, if applicable, to vote at the EGM are persons registered as such on 14 May 2019 (**Record Date**) in one of the sub-registers designated for that purpose by the Board after all debit and credit entries have been made on the Record Date, regardless of whether the shares in the capital of the Company (**Shares**) are still held thereby on the date of the EGM, and in addition have registered themselves in the manner mentioned below. The sub-registers designated for holders of book-entry Shares are the registers administered by Krajowy Depozyt Papierów Wartościowych S.A. (NDS) in respect of securities traded on the Warsaw Stock Exchange.

Attendance and voting rights in respect of securities traded on the Warsaw Stock Exchange

Persons holding securities reflecting the beneficial entitlement to Shares that are held in their name in book-entry form (**Securities**) who wish to attend and vote at the EGM, either in person or by proxy, have to register for the EGM as follows.

Proof of ownership statement

Persons holding Securities who wish to attend and vote at the EGM, either in person or by proxy, should instruct his/her relevant bank, broker or other intermediary to issue a statement confirming his/her holding of Securities (including the name, address and the number of Securities held by the relevant holder on the Record Date) (**Proof of Ownership Statement**). To receive information on formal requirements of, and documents to be submitted to, the relevant bank, broker or other intermediary in order to obtain a Proof of Ownership Statement, all shareholders are advised to timely contact their brokers, banks or intermediaries.

Attendance in person or through proxy and voting instructions

A holder of Securities can either (a) attend the EGM in person or through his/her authorised representatives or (b) be represented at the EGM by a proxy holder.

A holder of Securities who wishes to attend the EGM in person or through its authorised representatives must complete and sign the attendance, proxy and voting instruction form (**Attendance and Proxy Form**). The Attendance and Proxy Form shall be available on the Company's website from the date

hereof. The holder of Securities is requested to attach the Proof of Ownership Statement and the other attachments described in the Attendance and Proxy form to the completed and signed Attendance and Proxy form. As such holder of Securities will attend the EGM in person or through his/her authorised representatives, the holder of Securities does not have to complete the voting instructions on the Attendance and Proxy form.

A holder of Securities who wishes to be represented at the EGM by a proxy holder must also complete and sign the Attendance and Proxy form. The holder of Securities is requested to attach the Proof of Ownership Statement and the other attachments described in the Attendance and Proxy form to the completed and signed Attendance and Proxy form. As the holder of Securities will be represented at the EGM by a proxy holder, the holder of Securities is requested to complete the voting instructions on the Attendance and Proxy form.

In the case of any doubt relating to the authorisation of a holder of Securities to participate in the EGM and his/her admission thereto, the decision of the chairman of the EGM will be decisive.

Submitting documents to the Company

All documentation evidencing the authority to attend the EGM (consisting of the Attendance and Proxy Form together with all attachments including the Proof of Ownership Statement) should be submitted to the Company before or ultimately on **5 June 2019, at 10:30 (CET)**, (by email to: ir@globalworth.pl.) with the originals of the documents to follow by mail to the Company's address. The address and contact details for the Company are as set out below:

GLOBALWORTH POLAND REAL ESTATE N.V.

Claude Debussylaan 15
1082 MC Amsterdam
The Netherlands
Email: ir@globalworth.pl.

Admission

Registration for admission will take place at the registration desk at the venue between 10:00 (CET) and the commencement of the EGM at 10:30 (CET). It is not possible to register after this time.

Attendees may be asked to produce proof of identity together with a copy of the Attendance and Proxy form (with all attachments, including the Proof of Ownership Statement) and may be declined access in case such proof of identity together with a copy of the Attendance and Proxy form (with all attachments, including the Proof of Ownership Statement) is not produced. Acceptable forms of identification include valid identity documents, driver's licences and passports. Each person entitled to vote or his proxy shall sign the attendance list.

In case of any doubt relating to the authorisation of a holder of securities to participate in the EGM and their admission thereto, the decision of the chairman of the EGM will be decisive.

PART V – INSTRUCTIONS AND DOCUMENTS FOR PARTICIPATION AND VOTING AT THE EXTRAORDINARY GENERAL MEETING

GLOBALWORTH POLAND REAL ESTATE N.V.

(Incorporated in the Netherlands)
 (Company number 67532837)
 Website: <https://en.globalworth.pl/>
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ATTENDANCE, PROXY AND VOTING INSTRUCTION FORM

Attendance, proxy and voting instruction form for the extraordinary general meeting of the shareholders of Globalworth Poland Real Estate N.V. to be held on 11 June 2019, at 10:30 (CET) at Claude Debussylaan 15, 1082 MC Amsterdam, the Netherlands (**EGM**).

The undersigned

Name :
 Title :
 Company :
 Address :

and

Name :
 Title :
 Company :
 Address :

confirm(s) that (*name of shareholder*) (**Shareholder**)
 is the holder of (*number*) securities reflecting entitlement to shares in the
 Company.

1) Attendance

The Shareholder hereby confirms to intend to participate at the EGM:

in person / by means of its authorised representatives <i>(Please have this form signed)</i>	
by means of its proxy <i>(Please also complete "2) Proxy and voting instructions" below)</i>	

(Please indicate your choice by putting a cross ("X") in the relevant box).

2) Proxy and voting instructions

The Shareholder hereby grants a proxy to:

.....	
the chairman of the Company, and failing him, any other director / employee of the Company	

(Please (complete and) indicate your choice by putting a cross ("X") in the relevant box),

to be present at the above-mentioned extraordinary general meeting of the shareholders on behalf of the Shareholder, to sign the attendance registration forms, participate in deliberations, speak, exercise voting rights in respect of the shares in the Company to which the undersigned's securities relate in accordance with the instructions below, and do whatever the proxy holder may deem necessary, all with the authority of substitution. This proxy is governed by the laws of the Netherlands.

The proxy is provided with the following voting instructions:

Voting instruction (per Agenda item)			
	In favour	Against	Abstain
3 Converting the shares in the Company back to the documentary form (rematerialisation) and delisting the shares in the Company from trading on the regulated market operated by the Warsaw Stock Exchange			

(Please (complete and) indicate your choice by putting a cross ("X") in the relevant box; please note that if the proxy voting instructions are not filled in, the proxy holder will vote in accordance with the recommendations of the board of directors of the Company).

Signed at _____ on _____ 2019

Signature(s) _____

Assisted by *(where applicable) (state capacity and full name)* _____

TO BE ATTACHED TO THIS FORM:

1. copy of the proof of ownership statement (as defined in the convocation notice), including the name, address and the number of securities held by the relevant holder on the record date;
2. copy of the official ID document of the authorised representative that will represent the shareholder at the EGM or the official ID document of the appointed proxy holder, if different than a management board member of the Company; and
3. all documents evidencing the authorisation of the representatives signing this form to sign this form on behalf of the shareholder and, if applicable, to grant further proxies (e.g. excerpts from the trade register and (an unbroken chain of) powers of attorney).

Notes

Meeting documents

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ATTACHMENTS

OTHER – TOTAL NUMBER OF ISSUED SHARES AND VOTING RIGHTS

There are 442,757,383 issued shares and 442,757,383 corresponding votes can be cast.