

## AGM CONVOCATION NOTICE to be published on 19 May 2014



### Annual General Meeting of Shareholders of Global City Holdings N.V. in Rotterdam, The Netherlands

The Board of Directors of Global City Holdings N.V. with its corporate seat in Amsterdam, the Netherlands (the "Company"), in accordance with its Articles of Association (the "Articles of Association" or "AoA"), is pleased to inform you that the Annual General Meeting of the Company's Shareholders (the "General Meeting") has been convened for **Monday 30 June 2014** at the Company's offices at **Weena 210-212, Rotterdam, the Netherlands, at 15.00 hours CET.**

The General Meeting Agenda is as follows:

- 1) Opening of the General Meeting
  - 2) Discussion on the annual report for the financial year 2013, including the directors' report and including board remuneration (policies)
  - 3) Adoption of the annual accounts for the financial year 2013\*
  - 4) Discussion on the policy on additions to the reserves and dividends
  - 5) Appropriation of the net profit for the financial year 2013\*
  - 6) Ratification of acts and discharge from liability ("décharge") of the former members of the former Board of Managing Directors for their management tasks during the financial year 2013\*
  - 7) Ratification of acts and discharge from liability ("décharge") of the former members of the former Board of Supervisory Directors for their supervisory tasks during the financial year 2013\*
  - 8) Discussion of the Corporate Governance policy as set out in the Annual Report for the financial year 2013
  - 9) Authorization of the Board of Directors to appoint the Company's external auditor for the financial year 2014\*
  - 10) Composition of the Board of Directors \*:
    - a) Resignation of two Non-Executive Directors (formerly members of the former Board of Supervisory Directors):  
-to accept the resignation of Messrs. Frank Pierce and Jonathan Chissick as Non-Executive Directors effective 31 March 2014 while granting them ratification of acts and discharge from liability ("décharge") for their supervisory tasks during the financial year 2014
    - b) -Appointment of a Non-Executive Director:  
to appoint Mr. Mark Segal as member of the Board of Directors and Non-Executive Director of the Company \*
  - 11) Authorization of the Board of Directors under article 6.1 of the Company's articles of association to issue shares in the Company\*
  - 12) Authorization of the Board of Directors under article 9.3. of the Company's articles of association to acquire shares in the Company by the Company\*
  - 13) Amendment of the Articles of Association of the Company\*:
    - a) To amend the Articles of Association of the Company to read as set out in the proposed notarial deed of amendment (notariële akte van statutenwijziging) (the "Deed of Amendment") that has been made available for inspection at [www.globalcityholdings.com](http://www.globalcityholdings.com) and until the end of the General Meeting at the Company's Offices, to, among other things, change system of representation of the Company in all matters, in and out of court and accordingly\*\*:
    - b) to authorize each lawyer, notary, deputy notary and paralegal of Clifford Chance LLP Amsterdam with the right of substitution (recht van substitutie) (the "Appointee"), to make any amendments of a technical nature deemed necessary or appropriate to the extent that such amendments do not alter the content of the Deed of Amendment, to execute the proposed Deed of Amendment and to do everything the Appointee may determine to be appropriate in connection with the amendment of the Articles and the execution of the proposed Deed of Amendment.
- (\*\* The changes to the Articles pursuant to the proposed Deed of Amendment will, if the Deed of Amendment is executed, take effect upon the date of execution)
- 14) Any other business
  - 15) Closing of the General Meeting

*The items marked with \* require a resolution to be passed at the General Meeting*

With reference to Article 29.5 of the Articles of Association, the Shareholders Circular is prepared in order to inform the General Meeting of all facts and circumstances relevant to the resolutions. The Shareholders Circular will be made public on 19 May 2014 by posting on the Company's website: [www.globalcityholdings.com](http://www.globalcityholdings.com). All documents prepared for the purpose of the General Meeting (both in English and in Polish) will be posted on the website at [www.globalcityholdings.com](http://www.globalcityholdings.com), including:

- a) the General Meeting Agenda
- b) the Company's 2013 Annual Report containing the report of the Board, the report of Directors, the Corporate Governance report and the Remuneration report, and the annual accounts for the financial year 2013, as well as the auditor's report
- c) the Shareholders Circular
- d) a description of the proxy-voting procedure through the proxy indicated by the Company, the form of a power of attorney

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together with draft voting instructions

Additionally, hard copies of the 2013 Annual Report containing the 2013 annual accounts, will be available to shareholders for review at the Company's offices in the Netherlands in Rotterdam at Weena 210-212, 3012 NJ Rotterdam, the Netherlands, and at the Company's offices in Poland in Warsaw at 37 Fosa Street at least 15 days prior to the General Meeting until the date of the General Meeting.

### Pre-Meeting of the Company's Shareholders in Warsaw, Poland

The Board of Directors of the Company has also convened a Pre-Meeting of the Company's Shareholders (the "Pre-Meeting") for **23 June 2014 in a multiplex Cinema City Mokotów (in the shopping center Galeria Mokotów) in Warsaw, Poland at 12 c Wołoska Str. at 14.00 hours CET.**

The Pre-Meeting Agenda will mirror the above-mentioned agenda for the General Meeting, except for the voting on the adoption on resolutions.

In accordance with Article 40 of the Articles of Association, only shareholders who deposit, **not later than on 23 June 2014, 17:00 hrs CET**, original registered depository certificates issued by authorized financial intermediaries in Poland maintaining securities accounts of those shareholders, which will evidence their shareholding in the Company at 2 June 2014 (the "Record Date"):

- at the Company's offices in Poland in Warsaw at 37 Fosa Street (on business days, Monday through Friday, between 9:00 and 17:00 hours CET) or
- at the Company's offices in the Netherlands in Rotterdam at the following address: Weena 210-212, 3012 NJ Rotterdam (on business days, Monday through Friday, between 09.00 and 17.00 hours CET)

will be entitled to participate in the General Meeting respectively, provided that a deposited registered depository certificate has not been collected from the Company by such a shareholder before the General Meeting.

Shareholders intending to participate in the Pre-Meeting must deposit the original depository certificate with the Company not later than the registration date for the Pre-Meeting: 17 June 2014 (by 17:00 CET).

Each shareholder may participate in the Pre-Meeting and the General Meeting respectively, and exercise the shareholder's rights, including the voting rights at the General Meeting, in person or by an authorized representative or proxy, including a proxy indicated by the Company; the respective authorization should be given or evidenced in writing. Shareholders may authorize a proxy indicated by the Company to attend the General Meeting and vote their shares on their behalf in observance of the voting instructions by filling in the form of proxy available on the Company's website: [www.globalcityholdings.com](http://www.globalcityholdings.com) and delivering it to the Company at the Pre-Meeting or sending it to the Company's offices in the Netherlands and in Poland at addresses specified hereinabove.

Detailed information on the General Meeting, including information on the proxy voting procedure, will be posted on the Internet at the Company's website: [www.globalcityholdings.com](http://www.globalcityholdings.com). by 19 May 2014.

Shareholders are advised that they should carefully read all the information relating to the General Meeting and the Pre-Meeting which will be available on the Internet at the Company's website [www.globalcityholdings.com](http://www.globalcityholdings.com), and are kindly asked to address all queries with respect to the Pre-Meeting and the General Meeting to the Board of Directors with the reference: the General Meeting of Global City Holdings N.V., at one of the following addresses:

#### **In the Netherlands:**

Global City Holdings N.V.  
Weena 210-212  
3012 NJ Rotterdam  
Fax: +31 10 201 3603  
email: [erez@globalcityholdings.com](mailto:erez@globalcityholdings.com)

#### **In Poland:**

Global City Holdings N.V.  
c/o Cinema City Poland - CC sp. z o.o. S.K.A.  
37 Fosa Str.  
Warsaw  
Fax: + 48 22 5666984  
email: [joanna.kotlowska@globalcityholdings.com](mailto:joanna.kotlowska@globalcityholdings.com)

Amsterdam, 19 May 2014  
The Board of Directors