



General Meeting of Shareholders of Ronson Europe N.V. in Rotterdam, The Netherlands

The Management Board of Ronson Europe N.V. with its corporate seat in Rotterdam, the Netherlands (the "**Company**"), in accordance with its articles of association (the "**Articles**"), is pleased to inform you that an extraordinary general meeting of the Company's shareholders (the "**EGM**") has been convened for 22 December 2016 at the Company's offices at Weena 210-212, Rotterdam, the Netherlands, at 11:00 CET.

The General Meeting agenda is as follows:

- 1) Opening of the EGM.
- 2) Discussion on the transaction related to, *inter alia*, the buyback by the Company of all shares in the Company held by I.T.R. 2012 B.V. ("**ITR 2012**") in exchange for its interest in the Nova Krolikarnia real estate project (the "**Nova Project**") to ITR 2012. The purchase price for the buyback shares will be PLN 1.30 (the "**Transaction**").
- 3) Authorisation of the Management Board to acquire shares in the capital of the Company, subject to the resolution for agenda item 5 being adopted by the EGM.*
- 4) Cancellation of the Shares, subject to the acquisition of the Shares by the Company**
- 5) Consent to the acquisition, directly or indirectly, of a controlling interest in the capital of the Company without a public offer made by Amos Luzon Development and Energy Group Ltd. (the "**Luzon Group**") or any person directly or indirectly controlling or controlled by Luzon Group, as would otherwise be required in the Decree providing for Exemptions in respect of Takeover Bids (*Vrijstellingsbesluit overnamebiedingen Wft*).***
- 6) Any other business.
- 7) Closing of the EGM.

* *This item requires a resolution to be passed at the General Meeting.*

** *This item requires a resolution to be passed at the General Meeting.*

*** *This item requires a resolution to be passed at the General Meeting, adopted with a majority of at least 90% of the votes cast, excluding the votes of the Luzon Group and the shareholder(s) acting in concert with the Luzon Group.*

With reference to article 33.5 of the Articles, a shareholders' circular with annexes (the "**Circular**"), has been prepared in order to inform the EGM of all facts and circumstances relevant to the resolutions. The Circular has been published and is available on the Company's website at www.pwp.ronson.pl.

All other documents prepared for the purpose of the EGM (both in English and in Polish) have been published and are available on the Company's website at www.pwp.ronson.pl, including:

- A. the General Meeting agenda and appertaining documents;
- B. a description of the proxy-voting procedure through the proxy indicated by the Company, the form of a power of attorney together with draft voting instructions.

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

The management board of the Company has also convened a pre-meeting of the shareholders (the "**Pre-Meeting**") for 19 December 2016 in the Company's office in Warsaw, Poland at 57 Komisji Edukacji Narodowej Avenue at 15:00 CET. The Pre-Meeting agenda will mirror the above-mentioned agenda for the EGM, except for the voting on the adoption of the resolutions mentioned in agenda items 3, 4 and 5.

Registration

In accordance with article 38 of the Articles, only shareholders of the Company who deposit, not later than on the 7th day before the EGM, being 15 December 2016 by 17:00 CET, original registered depository certificates issued by authorised financial intermediaries in Poland maintaining securities accounts of those shareholders, which will evidence their shareholding in the Company on the 28th day before the EGM, 24 November 2016:

- at the Company's offices in Poland at 57 Komisji Edukacji Narodowej Avenue, Warsaw (on business days, Monday through Friday, between 9:00 and 17:00 CET); or
- at the Company's offices in the Netherlands at Weena 210-212, 3012 NJ Rotterdam (on business days, Monday through Friday, between 09.00 and 17.00 CET),

will be entitled to participate in the EGM, provided that a deposited registered depository certificate has not been collected from the Company by such a shareholder before the EGM. Shareholders intending to participate in the Pre-Meeting must deposit the original registered depository certificate as described above with the Company at either address above also not later than on 15 December 2016, 17:00 CET.

Each Shareholder may participate in the Pre-Meeting and the EGM respectively, and exercise the shareholder's rights, including the voting rights at the EGM, in person or by an authorised representative or proxy, including a proxy indicated by the Company; the respective authorisation should be given or evidenced in writing. Shareholders may authorise a proxy indicated by the Company to attend the EGM and vote their shares on their behalf in observance of the voting instructions by completing the proxy form available on the Company's website at www.pwp.ronson.pl 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 the addresses specified above.

Shareholders are advised that they should carefully read all the information relating to the EGM and the Pre-Meeting which are available at the Company's website www.pwp.ronson.pl, and are kindly asked to address all queries with respect to the Pre-Meeting and the EGM to the Management Board with the reference: the EGM of Ronson Europe N.V., at one of the following addresses:

<p><u>In the Netherlands:</u> Ronson Europe N.V. Weena 210-212 3012 NJ Rotterdam Fax: +31 10 201 36 08 email: relacje@ronson.pl</p>	<p><u>In Poland:</u> Ronson Europe N.V. c/o Ronson Development Management Sp. z o.o. 57 Komisji Edukacji Narodowej Avenue Warsaw Fax: + 48 (22) 823 97 99 email: relacje@ronson.pl</p>
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Rotterdam, **10 November 2016**
The Management Board