



## **Notice convening the extraordinary general meeting of shareholders of Ronson Development SE**

The Board of Managing Directors of Ronson Development SE with its corporate seat in Rotterdam, the Netherlands (the "**Company**"), in accordance with its Articles of Association (the "**Articles of Association**"), is pleased to inform you that an extraordinary general meeting of the Company's shareholders (the "**EGM**") has been convened for 14 September 2018 at the Company's offices at Weena 210-212, Rotterdam, the Netherlands, at 11:00 hours CET.

### **Agenda**

The EGM agenda (the "**Agenda**") is as follows:

- 1) **Opening of the EGM**
- 2) **Proposal to migrate the registered offices and head office of the Company from the Netherlands to Poland in accordance with the Draft Terms of Migration (the "Migration")** (*voting point*)
- 3) **Proposal to amend the articles of association of the Company in accordance with the Draft Terms of Migration** (*voting point*)
- 4) **Proposal to grant a power of attorney to any and all civil-law notaries, associates and paralegals practicing with Baker & McKenzie Amsterdam N.V.** (*voting point*)
- 5) **Proposal to make a distribution to the shareholders of the Company out of the retained earnings reserve in the total amount of PLN 9,840,649 (i.e. PLN 0.06 per share)** (*voting point*)
- 6) **Any Other Business**
- 7) **Closing of the EGM**

### **EGM documentation**

With reference to article 33.5 of the Articles of Association, the Shareholders Circular with annexes, will be prepared in order to inform the EGM of all facts and circumstances relevant to the resolutions. The Shareholders' Circular will be made public and available at the date hereof by posting on the Company's website: [www.ronson.pl](http://www.ronson.pl).

All other documents prepared for the purpose of the EGM (both in English and in Polish) will be made public and available at the date hereof by posting on the website at [www.ronson.pl](http://www.ronson.pl), including:

- the Shareholders' Circular,
- the documents relevant to the EGM,
- a description of the proxy-voting procedure and the proxy form for the shareholders.

This documentation is also available (free of charge) at the offices of the Company at Weena 210-212, 3012 NJ Rotterdam, the Netherlands for shareholders and other persons entitled to attend the EGM.



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

The Board of Managing Directors of the Company has also convened a Pre-Meeting of the Company's Shareholders (the "**Pre-Meeting**") for 6 September 2018, in the Company's office in Warsaw, Poland at 57 Komisji Edukacji Narodowej Avenue at 15:00 hours. The Pre-Meeting Agenda will mirror the above-mentioned agenda for the EGM, except for the voting on the adoption on resolutions.

### **Registration**

In accordance with article 38 of the Articles of Association, persons entitled to vote and to attend the EGM, are those who (i) are shareholders or are deemed to be shareholders at the twenty-eighth day prior to the day of the EGM, 17 August 2018 (the "**Record Date**"), and (ii) are recorded as such in a register designated by the Board of Managing Directors, regardless of who is a shareholder or deemed to be a shareholder at the time of the EGM if no Record Date would apply. The aforementioned persons will be entitled to participate in the EGM, provided that they deposited **not later than 10 September 2018 17:00 hours CET** their original registered depository certificates issued by authorized financial intermediaries in Poland maintaining securities accounts of those shareholders on the Record Date as follows:

- at the Company's offices in Poland in Warsaw at 57 Komisji Edukacji Narodowej Avenue (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).

Shareholders intending to participate in the Pre-Meeting must deposit the original depository certificate with the Company **not later than 5 September 2018 17:00 hours CET.**

### **Attendance EGM and representation by proxy**

Each shareholder may participate in the Pre-Meeting and the EGM respectively, and exercise its shareholder's rights, including the voting rights at the EGM, 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 EGM and vote their shares on their behalf in observance of the voting instructions by filling the form of proxy available on the Company's website: [www.ronson.pl](http://www.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 addresses specified hereinabove.

### **Identification**

Shareholders and proxy holders can be asked to identify themselves when attending the EGM. All attendees of the EGM are therefore requested to bring identification (for instance a passport or a driving license) to the EGM.

Detailed information on the EGM, including information on the proxy voting procedure, will be made available on the Company's website: [www.ronson.pl](http://www.ronson.pl).

Shareholders are advised that they should carefully read all the information relating to the EGM and the Pre-Meeting which will be made available on the Company's website [www.ronson.pl](http://www.ronson.pl). To the extend the shareholders have any queries relating to the Pre-Meeting and the EGM, they are kindly asked to address there queries prior to the Pre-Meeting and the EGM to the Board of Managing Directors with the reference: "EGM of Ronson Development SE", at one of the following addresses:



**In the Netherlands:**

Ronson Development SE  
Weena 210-212  
3012 NJ Rotterdam  
Fax: +31 10 201 36 08  
email: [agm@ronson.pl](mailto:agm@ronson.pl)

**In Poland:**

Ronson Development SE  
c/o Ronson Development Management Sp. z o.o.  
57 Komisji Edukacji Narodowej Avenue, Warsaw  
Fax: + 48 (22) 823 97 99  
email: [agm@ronson.pl](mailto:agm@ronson.pl)

**Total number of outstanding shares and voting rights**

The number of issued and outstanding ordinary shares as at 20 July 2018 amounts to 164,010,813. These ordinary shares are listed, freely transferable and each of them confers the right to cast one vote. The total number of voting rights attached to the issued shares is 164,010,813.

Rotterdam, 20 July 2018

The Board of Managing Directors