

NOTICE OF ANNUAL GENERAL MEETING

You are hereby given notice that the ANNUAL GENERAL MEETING (the “AGM”) of SECURE PROPERTY DEVELOPMENT & INVESTMENT PLC (the “Company” or “SPDI”) will be held at the registered address of the Company, 16 Kyriakos Matsis Avenue, Eagle House, 10th Floor, 1082 Nicosia, Cyprus on 29 December 2017 at 11:00 a.m.

AGENDA

ORDINARY BUSINESS

1. To consider and approve the audited financial statements of the Company for the year ended 31 December 2016 together with the directors’ and auditors’ reports for the year ended 31 December 2016.
2. To consider and approve the Group audited consolidated financial statements of the Company, together with the directors’ and auditors’ reports for the year ended 31 December 2016.
3. To re-appoint Baker Tilly Klitou and Partners Ltd as auditors to the Company until the conclusion of the next annual general meeting of the Company, their remuneration to be fixed by the directors.
4. To re-elect Harin Thaker who retires by rotation in accordance with Article 27 of the articles of association of the Company.
5. To re-elect Ian Charles Domaille who retires by rotation in accordance with Article 27 of the articles of association of the Company.
6. To re-elect Kalypso Maria Nomikou who retires by rotation in accordance with Article 27 of the articles of association of the Company.

SPECIAL BUSINESS

7. To consider and if thought fit, pass the following resolution which will be proposed as a special resolution:
That the balance of the share premium account of the Company, kept in accordance with section 55 of the Companies Law, CAP. 113, be reduced from EUR € 520.086.647,463186 to EUR € 466.517.352,693186 as the amount of EUR 53.569.294,77 has been lost and will be set off with the carried forward losses of the Company amounting to EUR 53.569.294,77.
8. To consider and if thought fit, pass the following resolution which will be proposed as a special resolution:
That forthwith upon the reduction of share premium specified in paragraph 7 above the balance of the share premium account of the Company, which is maintained in accordance with section 55 of the Companies Law, Cap. 113, be reduced from EUR €466.517.352,693186 to EUR € 465.818.702,693186 as the amount of EUR €698.650 exceeds the needs of the Company and that the said amount is set off against any outstanding balances between the Company, Myrian Nes Ltd and Theandrion Estates Ltd.
9. To consider and if thought fit, pass the following resolution which will be proposed as a special resolution:
That the authorised share capital of the Company which amounts to €9.992.739,32 and which is divided into 989.869.935 ordinary shares of €0,01 each, 785.000 redeemable preference Class A shares of €0,01 each and 8.618.997 redeemable preference Class B shares of €0,01 each, as well as the issued share capital of the Company which amounts to €1.129.935,47 and which is divided into 103.589.550 ordinary shares of €0.01 each, 785.000 redeemable preference Class A shares of €0,01 each and 8.618.997 redeemable preference Class B shares of €0,01 each be reduced, so far as the authorised share capital is concerned to €9.984.889,32 divided into 989.869.935 ordinary shares of €0,01 each and 8.618.997 redeemable preference Class B shares of €0,01 each and so far as the issued share capital is concerned to €1.122.085,47 divided into 103.589.550 ordinary shares of € 0.01 each and 8.618.997 redeemable preference Class B shares of €0,01 each and that such reduction be effected by the cancellation of 785.000 redeemable preference Class A shares of €0,01 each, namely 777.150 redeemable preference Class A shares of €0,01 each in the name of Myrian Nes Ltd and 7.850 redeemable preference Class A shares of €0,01 each in the name of Theandrion Estates Ltd and the amount reduced be set off against any outstanding balances between the Company, Myrian Nes Ltd and Theandrion Estates Ltd.

10. To consider and if thought fit, pass the following resolution which will be proposed as a special resolution:
That the articles of association of the Company be and they are hereby amended by adding the following new Regulation 3.10 after Regulation 3.9:

“Subject to the provisions of the Law, the Company may purchase its own shares (including any redeemable shares).”

Dated: 6 December 2017

Registered Office:

16 Kyriakos Matsis Avenue,
Eagle House, 10th Floor, 1082 Nicosia, Cyprus

By Order of the Board:

Chanteclair Secretarial Limited Company
Secretary

PROCEDURAL NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING

ENTITLEMENT TO PARTICIPATE IN THE ANNUAL GENERAL MEETING

- (1) Any person appearing as a shareholder on the register of members of the Company on the “Record Date” is entitled to attend, to participate, to speak, ask questions and vote at the Annual General Meeting. The “Record Date” for the purposes of determining the right to vote at the Annual General Meeting is close of business on 27 December 2017.
- (2) A shareholder entitled to vote at the Annual General Meeting is entitled to appoint a proxy to attend, to speak, to ask questions and vote on his behalf. A proxy may be either a natural person or a legal person and does not need to be a member of the Company. A legal person appointed as proxy shall by resolution of its directors or other governing body authorise such natural person as it thinks fit to act as its representative at the general meeting concerned. Such proxy does not need to be a shareholder of the Company. A proxy holder holding proxies from several shareholders may cast votes differently for each shareholder. Shareholders who appoint a person as a proxy to vote on their behalf, but wish to specify how their votes be cast, should indicate accordingly in the Form of Proxy.
- (3) The Form of Proxy, which is attached to this Notice must be deposited, together with a power of attorney or other authority under which it is executed, at the registered office of the Company (SECURE PROPERTY DEVELOPMENT & INVESTMENT PLC, 16 Kyriakos Matsis Avenue, Eagle House 10th Floor, Agioi Omoloyites, 1082 Nicosia, Cyprus) or sent by fax at +357 22 889001 **at least 48 hours before the time of commencement of the Annual General Meeting.**
- (4) **Shareholders and/or their proxies who will attend the Annual General Meeting are kindly requested to bring with them their identity card or other proof of identification.**
- (5) Any corporation which is a member of the Company, may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the Annual General Meeting of the Company, and the person so authorised, shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.
- (6) In the case of joint holder, the vote of the most senior shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (7) To change your proxy instructions simply submit a new proxy appointment using the methods set out on the form of proxy. Note that the cut off time for receipt of proxy appointments also applies to amended instructions. If you submit more than one valid proxy, the appointment last received after the relevant cut off time will take precedence.
- (8) In order to revoke your proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to SECURE PROPERTY DEVELOPMENT & INVESTMENT PLC, 16 Kyriakos Matsis Avenue, Eagle House, 10th Floor, 1082 Nicosia, Cyprus (fax number 00 357 22 889001). The revocation must be received no later than the cut off time for receipt of proxies.
- (9) Completion and return of the form of proxy will not preclude members from attending or voting in person at the meeting if they so wish.

VOTING PROCEDURES

- (10) An ordinary resolution is a resolution passed at a general meeting by a simple majority (50%+1) of shareholders (with a right to vote) who voted at the meeting either in person or by proxy.
- (11) A special resolution passed by the Company shall be a resolution passed at a general meeting by a majority of not less than three-fourths of the shareholders of the Company who voted either in person or by proxy, at the general meeting for which relevant notice of at least twenty one days has been given pursuant to section 135 of the Companies Law, Cap. 113 specifying the intention to propose the resolution as a special resolution.
- (12) In the event that a shareholder does not vote on a particular resolution, then it is considered as abstention (it is not calculated) for counting the votes for the specific resolution.

Appendix 1 – Explanatory notes to the resolutions

Agenda matter 1: AUDITED FINANCIAL STATEMENTS AND REPORTS FOR THE YEAR ENDED 31/12/2016

The directors are required to present to the meeting for approval the Company's audited financial statements and related directors' and auditors' reports for the financial year ended 31 December 2016. These are contained in the Company's 2016 audited financial statements.

Agenda matter 2: GROUP CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS FOR THE YEAR ENDED 31/12/2016

The directors are required to present to the meeting for approval the Group consolidated financial statements and related directors' and auditors' reports for the financial year ended 31 December 2016. These are contained in the Group's 2016 audited financial statements as published on 28 June 2017 and posted on www.secure-property.eu.

Agenda matter 3: REAPPOINTMENT OF AUDITORS AND FIXING OF REMUNERATION

- (a) In accordance with section 153(2) of the Companies Law Cap. 113, and in view of the fact that (i) no notice was received by the Company for the appointment of another auditor or requesting the removal of the current auditors of the Company; and (ii) Baker Tilly Klitou and Partners Ltd remain qualified and wish to be re-appointed as auditors of the Company, are automatically re-appointed as auditors of the Company until the conclusion of the 2018 annual general meeting.
- (b) The board of directors proposes that a resolution be passed authorizing the directors to fix the auditors' remuneration.

Agenda matters 4, 5,6: RE-ELECTION OF HARIN THAKER, IAN CHARLES DOMAILLE AND KALYPSO MARIA NOMIKOU AS DIRECTORS

In accordance with the Company's articles of association ('Articles'), article 27, Harin Thaker, Ian Charles Domaille and Kalypso Maria Nomikou retire by rotation and offer themselves for re-election. The Board considers that all of directors up for re-election continue to be very effective non-executive directors. The remaining directors therefore unanimously recommend that they be re-elected as directors of the Company.

Agenda matter 7: SET OFF PART OF THE SHARE PREMIUM ACCOUNT WITH CARRY FORWARD LOSSES

The resolution proposed aims in rationalizing the equity structure of the Company by setting off carry forward losses against part of the share premium, effecting in that way the potential of future dividend distribution, as well as the potential of the adoption of a share buy-back program.

Agenda matters 8 and 9: CANCELLATION OF SHARES AND REDUCTION OF THE SHARE PREMIUM ACCOUNT

The resolution proposed in paragraph 8 of the notice to be passed will result in the reduction of the share premium account of the Company by EUR €698.650 by the set off of the amount of €698.650 being reduced against any outstanding balances between the Company, Myrian Nes Ltd and Theandrion Estates Ltd.

The resolution proposed in paragraph 9 of the notice to be passed will in effect cancel 785.000 Class A preference redeemable shares of the Company which will result in the reduction of the share premium of the Company as described in the resolution 9. Class A preference redeemable shares had been issued pursuant to the Extraordinary General Meeting of 5th May 2014 to Myrian Nes Ltd and Theandrion Estates Ltd for the acquisition of Innovations Logistics Park in Bucharest, Romania.

Agenda matter 10: AMENDMENT OF THE ARTICLES OF ASSOCIATION

The articles of association of the Company, in their current form, do not allow for the purchase by the Company of its own shares. The proposed addition of regulation 3.10 to the Company's articles of association will allow the Company, subject to the provisions of the Companies Law, Cap. 113 to purchase its own shares (including any redeemable shares).

Form of Proxy - Annual General Meeting to be held on 29 December 2017



To view the Annual Report online visit:

www.secure-property.eu

To be effective, all proxy appointments must be lodged with the Company at 16 Kyriakos Matsis Avenue, Eagle House, 10th Floor, 1082 Nicosia, Cyprus by 27 December 2017 at 11.00 am (EEST).

Explanatory Notes:

1. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. The proxy need not be a member of the Company.
2. To be valid a form of proxy, together with a power of attorney or other authority, if any, under which it is executed or a notarially certified copy thereof, must be deposited at **Secure Property Development & Investment Plc, 16 Kyriakos Matsis Avenue, Eagle House, 10th Floor, 1082 Nicosia, Cyprus (fax number 00 357 22 88 90 01)** not less than the date shown above.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
4. In the case of a corporation, the form of proxy must be executed under its common seal or signed on its behalf by a duly authorized attorney or duly authorized officer of the corporation.
5. To change your proxy instructions simply submit a new proxy appointment using the methods set out on the form of proxy. Note that the cut off time for receipt of proxy appointments also applies to amended instructions. If you submit more than one valid proxy, the appointment last received after the relevant cut off time will take precedence.
6. In order to revoke your proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Secure Property Development & Investment Plc, 16 Kyriakos Matsis Avenue, Eagle House, 10th Floor, 1082 Nicosia, Cyprus (fax number 00 357 22 88 90 01). The revocation must be received no later than the cut off time for receipt of proxies.
7. Completion and return of the form of proxy will not preclude members from attending or voting in person at the meeting if they so wish.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).



I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of Secure Property Development & Investment Plc to be held at the **Registered Address of the Company, 16 Kyriakos Matsis Avenue, Eagle House, 10th Floor, 1082 Nicosia, Cyprus** on 29 December 2017 at **11.00 am (EEST)**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Vote

Ordinary Resolutions

- | | For | Against | Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 1. To consider and approve the audited financial statements of the Company for the year ended 31 December 2016 together with the directors' and auditors' reports for the year ended 31 December 2016. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To consider and approve the Group audited consolidated financial statements of the Company, together with the directors' and auditors' reports for the year ended 31 December 2016. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To re-appoint Baker Tilly Klitou and Partners Ltd as auditors to the Company until the conclusion of the next annual general meeting of the Company, their remuneration to be fixed by the directors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To re-elect Harin Thaker who retires by rotation in accordance with Article 27 of the articles of association of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To re-elect Ian Charles Domaille who retires by rotation in accordance with Article 27 of the articles of association of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-elect Kalypto Maria Nomikou who retires by rotation in accordance with Article 27 of the articles of association of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Special Resolutions

- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| 7. That the balance of the share premium account of the Company, be reduced by EUR€53.569.294,77 and will be set off with the carried forward losses of the Company amounting to EUR€53.569.294,77. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. That forthwith upon the reduction of share premium specified in resolution 7 above, the balance of the share premium account of the Company, be reduced by EUR €698.650 which exceeds the needs of the Company and is set off against any outstanding balances between the Company, Myrian Nes Ltd and Theandriion Estates Ltd. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. That the authorised and issued share capital of the Company be reduced by the cancellation of 785.000 redeemable preference Class A shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. That the articles of association of the Company be and they are hereby amended in order to allow the Company to purchase its own shares (including any redeemable shares). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).



Holder Reference Number

Form of Instruction - Annual General Meeting to be held on 29 December 2017



To View the Annual Report and the Notice of Meeting online visit:

www.secure-property.eu

To be effective, all forms of instruction must be lodged at the office of the Depositary at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Rd, Bristol BS99 6ZY by 22 December 2017 at 10.00 am (GMT).

Explanatory Notes:


1. Please indicate, by placing "X" in the appropriate space overleaf, how you wish your votes to be cast in respect of each of the Resolutions. If this form is duly signed and returned, but without specific direction as to how you wish your votes to be cast, the form will be rejected.
2. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular Resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a Resolution.
3. Any alterations made in this form should be initialled.
4. The completion and return of this form will not preclude a holder from attending the meeting and voting in person. Should the holder, or a representative of that holder wish to attend the meeting and/or vote at the meeting, they must notify the Depositary in writing or email UKALLDIteam2@computershare.co.uk
5. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Depositary Interest Register at close of business on the day which is three days before the day of the meeting. Changes to entries on the Depositary Interest Register after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. Computershare Investor Services PLC (the "Depositary") and the Custodian accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Form of Instruction



Please use a **black** pen. Mark with an **X** inside the box as shown in this example. 

I/We hereby instruct the Custodian "Computershare Company Nominees Limited" to vote on my/our behalf at the Annual General Meeting of the Company to be held at **the Registered Address of the Company, 16 Kyriakos Matsis Avenue, Eagle House, 10th Floor, 1082 Nicosia, Cyprus**, on **29 December 2017 at 11.00 am (EEST)** and at any adjournment thereof.

Ordinary Resolutions

- | | For | Against | Vote
Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 1. To consider and approve the audited financial statements of the Company for the year ended 31 December 2016 together with the directors' and auditors' reports for the year ended 31 December 2016. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To consider and approve the Group audited consolidated financial statements of the Company, together with the directors' and auditors' reports for the year ended 31 December 2016. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To re-appoint Baker Tilly Klitou and Partners Ltd as auditors to the Company until the conclusion of the next annual general meeting of the Company, their remuneration to be fixed by the directors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To re-elect Harin Thaker who retires by rotation in accordance with Article 27 of the articles of association of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To re-elect Ian Charles Domaille who retires by rotation in accordance with Article 27 of the articles of association of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-elect Kalypto Maria Nomikou who retires by rotation in accordance with Article 27 of the articles of association of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Special Resolutions

- | | | | |
|---|--------------------------|--------------------------|--------------------------|
| 7. That the balance of the share premium account of the Company, be reduced by EUR€53.569.294,77 and will be set off with the carried forward losses of the Company amounting to EUR€53.569.294,77. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. That forthwith upon the reduction of share premium specified in resolution 7 above, the balance of the share premium account of the Company, be reduced by EUR €698.650 which exceeds the needs of the Company and is set off against any outstanding balances between the Company, Myrian Nes Ltd and Theandrión Estates Ltd. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. That the authorised and issued share capital of the Company be reduced by the cancellation of 785.000 redeemable preference Class A shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. That the articles of association of the Company be and they are hereby amended in order to allow the Company to purchase its own shares (including any redeemable shares). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signature

Date

DD / MM / YY

In the case of joint holders, only one holder need sign. In the case of a corporation, the Form of Instruction should be signed by a duly authorised official whose capacity should be stated, or by an attorney.

