

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 office of the company at 16 Kyriakos Matsis Avenue, Eagle House 10th Floor, Agioi Omoloyites, 1082 Nicosia, Cyprus on 30 December 2020 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 2019 together with the directors’ and auditors’ reports for the year ended 31 December 2019.
2. To consider and approve the Group audited consolidated financial statements of the Company for the year ended 31 December 2019 together with the directors’ and auditors’ reports for the year ended 31 December 2019.
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 Michael Beys to the board of directors of the Company.
5. To re-elect Harin Thaker to the board of directors of the Company.

Dated: 8 December 2019

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 24 December 2020.
- (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 00 357 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) 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 31/12/2019

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 2019. These are contained in the Company's 2019 audited financial statements.

Agenda matter 2: GROUP CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS FOR THE YEAR ENDED 31/12/2019

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 2019. These are contained in the Group's 2019 audited financial statements as published on 30 September 2020 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 2021 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 and 5: RE-ELECTION of Michael Beys and Harin Thaker as DIRECTORS

In accordance with regulation 27 of the Company's articles of association, Michael Beys and Harin Thaker retire by rotation and offer themselves for re-election. The remaining directors consider that Michael Beys and Harin Thaker continue to be very effective non-executive directors. The remaining directors therefore unanimously recommend that Michael Beys and Harin Thaker be re-elected as directors of the Company.