

NOTICE OF EXTRAORDINARY GENERAL MEETING

You are hereby given notice that an EXTRAORDINARY GENERAL MEETING of SPDI SECURE PROPERTY DEVELOPMENT & INVESTMENT PLC (the "Company", "SPDI") will be held at the Registered Address of the Company, 16 Kyriakos Matsis Avenue, Eagle House, 10th Floor, 1082 Nicosia, Cyprus on 5 May 2014 at 11:00 a.m. when the following special business will be transacted:

1. To consider and if thought fit, pass the following resolution which will be proposed as a special resolution:

"That the Company's name be changed from SPDI SECURE PROPERTY Development & Investment PLC to SECURE PROPERTY Development & Investment PLC".

2. To consider and if thought fit, pass the following resolution (subject to completion of the reduction of the share capital, as approved by the Annual General Meeting of the Company on 30 December 2013) which will be proposed to be passed as an ordinary resolution:

" That the authorized share capital of the Company which amounts to euro 9,898,699.35 and is divided into 989,869,935 ordinary shares of euro 0.01 each be and is hereby increased to euro 9,906,549.35 divided into 989,869,935 ordinary shares of euro 0.01 each and 785,000 redeemable preference shares of €0.01 each by the creation of 785,000 additional redeemable preference shares of €0.01 each (the "Redeemable Shares").

3. To consider and if thought fit, pass the following resolution which will be proposed as special resolution:

" That the Redeemable Shares created by Resolution 2 above shall have the following rights and shall be liable to be redeemed in the manner set out below:

- The Redeemable Shares shall be allotted to Myrian Nes Ltd and Theandrion Estates Ltd (the "Sellers") at the ratio 999/1 respectively as part of the purchase price under a purchase agreement between the Company and the Sellers of the 100% share capital of MYRNES INNOVATION PARK LTD.
- The Redeemable Shares shall not have voting powers or rights to dividend;
- 392,500 of the Redeemable Shares shall be redeemed out of profits by the Company on 31 January 2015 (the "Redemption Date 1") at the price of €0.89 each and the rest 392,500 of the Redeemable Shares shall be redeemed out of profits by the Company on 31 January 2016 (the "Redemption Date 2") at the price of €0.89;
- At any time prior to each of the Redemption Dates the Sellers shall have the option to unilaterally reconvert the Redeemable Shares into ordinary shares of €0.01 each ;
- In case the Company has no available profits on each of the Redemption Dates the Sellers shall be free to exercise a security (as provided in the share purchase agreement) in which case the Redeemable Shares shall immediately reconvert into ordinary Shares of €0.01 each and shall be redeemed by the Company at their nominal value. The Company shall subsequently cancel all Redeemable Shares."

4. To consider and if thought fit, pass the following resolution which will be proposed to be passed in accordance with section 59A of the Companies Law, Cap 113 (as amended):

"That the Board be and is hereby authorized and empowered to issue up to 785,000 Redeemable Shares of euro 0.01 each at a nominal price of euro 0.01 each to be given to the Sellers as part of the purchase price under a purchase agreement between the Company and the Sellers and for such purpose any rights of pre-emption that may be afforded to the issue of such Redeemable Shares be and are hereby waived. This resolution shall not preclude the application and effect of any previous or other resolutions of the Company."

Dated: 10 April 2014

Registered Office:

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

By Order of the Board:

Chanteclair Secretarial Limited Company
Secretary

DIRECTORS' REPORT

REPORT OF THE BOARD OF DIRECTORS OF SPDI SECURE PROPERTY DEVELOPMENT & INVESTMENT PLC (THE "COMPANY")

10 April 2014

The Company has entered into an agreement pursuant to the acquisition ("**the Transaction**") of an income producing real estate asset in Clinceni Bucharest, Romania, namely the Innovations Park ("**Innovations**"). Innovations is owned by Best Day srl, a Romanian entity which in turn is owned by Myrnes Innovation Park Ltd ("**Myrnes**"), a Cypriot entity whose shares are being acquired by SPDI from its present shareholders who are Myrian Nes Ltd and Theandron Estates Ltd (the "**Sellers**").

The price for acquiring 100% of Myrnes is paid partly in cash with the rest being paid through the issuance of 785,000 redeemable SPDI shares of nominal value €0.01 each, upon certain conditions precedent fulfilled by the sellers.

The Redeemable Shares shall not have voting powers or rights to dividend;

392,500 of the Redeemable Shares shall be redeemed out of profits by the Company on 31 January 2015 (the "Redemption Date 1") at the price of €0.89 each and the rest 392,500 of the Redeemable Shares shall be redeemed out of profits by the Company on 31 January 2016 (the "Redemption Date 2") at the price of €0.89;

At any time prior to the Redemption Date the Sellers shall have the option to unilaterally reconvert the Redeemable Shares into ordinary shares of €0.01 each ;

In case the Company has no available profits on each of the Redemption Dates the Sellers shall be free to exercise a security (as provided in the share purchase agreement) in which case the Redeemable Shares shall immediately reconvert into ordinary Shares of €0.01 each and shall be redeemed by the Company at their nominal value. The Company shall subsequently cancel all Redeemable Shares".

Full details of the terms of the acquisition will be announced immediately following completion. In the event that completion does not occur the Transaction will not be concluded and no Redeemable SPDI Shares will be issued.

In respect of the name the directors noted that the abbreviation "SPDI" had been inserted by the registrar of Cyprus when the Company first registered its name. The management of the Company has discussed with the Cypriot registrar so that the abbreviation is deleted from the Company's name.

BOARD OF DIRECTORS RECOMMENDATION:

The directors recommend that you vote in favour of all these resolutions. The directors consider that the resolutions are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company for the benefit of its shareholders as a whole.

Procedural Notes on the EGM:

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 **SPDI 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 48 hours before the time for holding the meeting or adjourned meeting. A form of proxy is enclosed with this notice and instructions for use are shown on the form.
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 **SPDI 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.

Holder Reference Number

Form of Instruction - Extraordinary General Meeting to be held on 5 May 2014



To View the Annual Report 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 2 May 2014 at 11.00 am.

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 Extraordinary 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 5 May 2014 at **11.00 am** and at any adjournment thereof.

Resolutions

	For	Against	Vote Withheld
1 That the Company's name be changed from SPDI SECURE PROPERTY Development & Investment PLC to "SECURE PROPERTY Development & Investment PLC"	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 That the authorized share capital of the Company be and is hereby increased by the creation of 785,000 additional redeemable preference shares of €0.01 each (the "Redeemable Shares")	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Redeemable Shares' Rights and Liabilities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 That the Board be and is hereby authorized and empowered to issue up to 785,000 Redeemable Shares of euro 0.01 each at a nominal price of euro 0.01	<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.



Form of Proxy - Extraordinary General Meeting to be held on 5 May 2014



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 3 May 2014 at 11.00 am.

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 Extraordinary 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 5 May 2014 at **11.00 am**, 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.



Resolutions

	For	Against	Vote Withheld
1 That the Company's name be changed from SPDI SECURE PROPERTY Development & Investment PLC to "SECURE PROPERTY Development & Investment PLC"	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 That the authorized share capital of the Company be and is hereby increased by the creation of 785,000 additional redeemable preference shares of €0.01 each (the "Redeemable Shares")	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Redeemable Shares' Rights and Liabilities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 That the Board be and is hereby authorized and empowered to issue up to 785,000 Redeemable Shares of euro 0.01 each at a nominal price of euro 0.01	<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).

