

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 30 December 2016 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 2015 together with the directors’ and auditors’ reports for the year ended 31 December 2015.
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 2015.
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 Paul Robert Ensor who retires by rotation in accordance with Article 27 of the articles of association of the Company.
5. To re-elect Antonios Kaffas who retires by rotation in accordance with Article 27 of the articles of association of the Company.
6. To re-elect Franz M. Hoerhager 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 to be passed in accordance with section 59A of the Cyprus Companies Law, cap 113 (as amended):

“That the Board of Directors of the Company (the “Board”) be and is hereby authorised and empowered to issue up to 200,000,000 ordinary shares of euro 0.01 each (the “New Shares”) at an issue price as the Board may from time to time determine (with such price being at a discount to the net asset value per share in the Company which is in issue immediately prior to the issue of the New Shares) and for such purpose any rights of pre-emption that may be afforded to the issue of such New Shares be and are hereby waived. The authority conferred by this resolution shall expire on 31 December 2018. This resolution shall replace the authority granted pursuant to the resolution of the shareholders of the Company passed at its annual general meeting held on 31 December 2014 to issue up to 200,000,000 ordinary shares, but shall not preclude the application and effect of any previous or other resolutions of the Company. ”
8. To consider and if thought fit, pass the following resolution which will be proposed to be passed in accordance with section 59A of the Cyprus Companies Law, cap 113 (as amended):

“That the Board be and is hereby authorised and empowered to issue Class A Warrants (the “Warrants”), to subscribe for up to 350 per cent of the ordinary shares at the time of issuance of the Warrants, upon such terms and conditions as may be determined by the Board (with such price being at a discount to the net asset value per share in the Company which is in issue immediately prior to the issue of the Warrants) and for such purpose any rights of pre-emption that may be afforded to the issue of such Warrants and/or any resulting ordinary shares that may be issued as a result of conversion of such Warrants be and are hereby waived. It is understood that the aforesaid waiver of the said rights of pre-emption shall expire on 31 December 2018. This resolution shall replace the authority granted pursuant to the resolution of the shareholders of the Company passed at its annual general meeting held on 31 December 2014. In addition the Board be and is hereby authorised and empowered to issue all resulting ordinary shares that may be issued as a result of conversion of the Warrants.”

9. 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 authorised and empowered to extend the exercise period of the Class B Warrant Instruments dated 3 August 2011 until 30th June 2017. In addition, the Board be and is hereby authorised and empowered to issue all resulting ordinary shares that may be issued as a result of conversion of the Class B Warrants pursuant to the Class B Warrant Instruments dated 3 August 2011 upon such terms and conditions as have been determined and described in the Class B Warrant Instruments. For such purpose, any rights of pre-emption that may be afforded to the conversion of such Class B Warrants into ordinary shares issue and/or any resulting ordinary shares that may be issued as a result of conversion of such Class B Warrants be and are hereby waived.”

Dated: 8 December 2016

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 on the AGM:

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 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 **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.

Appendix 1 – Explanatory notes to the resolutions

Agenda matter 1: AUDITED FINANCIAL STATEMENTS AND REPORTS FOR THE YEAR ENDED 31/12/2015

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 2015. These are contained in the Company's 2015 audited financial statements.

Agenda matter 2: GROUP CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS FOR THE YEAR ENDED 31/12/2015

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 2015. These are contained in the Group's 2015 audited financial statements as published on 30 June 2016 and posted on www.secure-property.eu.

Agenda matter 3: REAPPOINTMENT OF AUDITORS AND FIXING OF REMUNERATION

The directors are required to appoint auditors for the Company annually and fix their remuneration. The current appointment of Baker Tilly Klitou and Partners Ltd expires at the conclusion of this year's annual general meeting. The directors are proposing to re-appoint Baker Tilly Klitou and Partners Ltd until the conclusion of the 2017 annual general meeting and to be authorised to fix their remuneration.

Agenda matters 4, 5,6: RE-ELECTION OF PAUL ROBERT ENSOR, ANTONIOS KAFFAS AND FRANZ M. HOERHAGER AS DIRECTORS

In accordance with the Company's articles of association ('Articles'), article 27, Paul Robert Ensor, Antonios Kaffas and Franz M. Hoerhager 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: APPROVAL FOR ALLOTMENT OF SHARES AND DISAPPLICATION OF PRE-EMPTION RIGHTS

The resolution proposed to be passed would give the directors the authority to allot up to 200,000,000 ordinary shares for cash and/or in exchange for assets contributed to the capital of the Company without first offering them to existing shareholders in proportion to their existing shareholdings, so as to facilitate the profitable growth of the Company.

The shareholders should be aware that the allotment of shares pursuant to this resolution may result in their shareholding being diluted.

Agenda matter 8: APPROVAL FOR ALLOTMENT OF CLASS A WARRANTS AND DISAPPLICATION OF PRE-EMPTION RIGHTS

The resolution proposed to be passed would give the directors an extension of time of their authority, as approved by the resolutions passed at the AGM of the Company on 31st of December 2014, to allot via the Class A Warrants a number of ordinary shares up to 350 per cent of the issued ordinary shares at the time of the Class A Warrants issuance without first offering them to existing shareholders in proportion to their existing shareholdings.

The Company may offer the Class A Warrants to existing shareholders, various persons or third party entities : (a) for participating in any capital raising of the Company, (b) for their contribution in creating value for the Company and (c) for their assistance with any of the Company's fundraising.

The issue price for the shares to be issued on conversion of the Class A Warrants should be in the opinion of the directors justified as compensation by the Company to the relevant warrant holders for their contribution to the Company.

The shareholders should be aware that the allotment of shares pursuant to this resolution may result in their shareholding being diluted.

Agenda matter 9: EXTENSION OF THE PERIOD FOR EXERCISING OF CLASS B WARRANTS

The resolution proposed to be passed would give the directors the authority to extend the exercise period of the Class B Warrants issued on August 3, 2011 until 30th June 2017 in order to facilitate the growth of the Company. The shareholders should be aware that the allotment of shares pursuant to this resolution may result in their shareholding being diluted.

DIRECTORS' REPORT (on resolution numbers 1,2,3, 7, 8 and 9)

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

8 December 2016

In respect of the audited Financial Statements of the Group and the Company, the Board considers that they present a fair assessment of the economic position of the Group and the Company. In that context, the Board proposes the auditors, Baker Tilly Klitou and Partners Ltd are maintained in office for 2016.

For Agenda Matters 7 and 8, following a resolution passed at the AGM of the Company on 31st of December 2014, the Board was authorized to allot up to 200,000,000 ordinary shares until 31st of December 2016 without first offering them to existing shareholders in proportion to their existing shareholdings so as to facilitate the profitable growth of the Company. The Board is now seeking a new approval of its authority to allot up to 200,000,000 ordinary shares of the Company on a non-pre-emptive basis i.e. without first offering them to existing shareholders in proportion to their existing shareholdings, together with any accompanying Warrants if the case and under the terms described herein (under Agenda matter 8) with a nominal value of euro 0.01 each (the "New Shares"). The New Shares may be offered for cash consideration or in exchange of assets contributed to the capital of the Company in accordance with the requirements of applicable law. The Company may also issue additional ordinary shares with a nominal value of euro 0.01 each via the Warrants, as set out in the relevant resolutions.

The New Shares and all shares to be issued via the Warrants (including all the Warrants in circulation) will rank pari passu in all respects with the existing ordinary shares of the Company including the right to receive all dividends and other distributions declared, made or paid after the date of issuance of such ordinary shares.

The issuance and allotment of the New Shares and all shares to be issued via the Warrants entails the disapplication of pre-emption rights is approved, and such issuance and allotment is expected to be used to fund the Company's investment programme and for general corporate and working capital purposes.

The proposal is to allow the Company to issue the New Shares and all shares to be issued via the Warrants on a non pre-emptive basis so as to enable the Company and the directors to react quickly to potential business opportunities and to take advantage of market conditions to efficiently raise new capital and to support the Company's working capital needs.

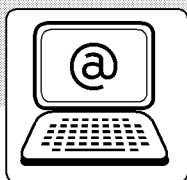
The issue price of any New Shares issued for cash consideration or in exchange of assets contributed to the capital of the Company will be determined by the directors acting reasonably. The issue price (which can under no circumstances be lower than the nominal value of the ordinary shares and which shall be at a discount to the net asset value per share in the Company) should, in the opinion of the directors, be justified in such a manner that will enable the Company to raise capital, acquire assets and/or to reduce liabilities by converting them to shares speedily so as to take advantage of investment and other value adding opportunities and to support the Company's working capital needs. Similarly, the issue price for all shares to be issued via the Warrants should be in the opinion of the Directors justified as compensation by the Company to the relevant warrant holders for their contribution to the Company.

For Agenda Matter 9, the Directors considering timing issues to complete transactions, are proposing the extension of exercise period for the Class B warrants (which expires on 31st of December 2016) for 6 months until 30th June 2017.

BOARD OF DIRECTORS RECOMMENDATION:

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. Therefore, the directors recommend that you vote in favor of all these resolutions.

Form of Proxy - Annual General Meeting to be held on 30 December 2016



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 28 December 2016 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 30 December 2016 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.



- | | For | Against | Vote Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 1. Approval of the audited financial statements of the Company, together with the directors' and auditors' reports for the year ended 31 December 2015. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Approval of the Group consolidated financial statements of the Company, together with the directors' and auditors' reports for the year ended 31 December 2015. | <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 Paul Robert Ensor 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 Antonios Kaffas 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 Franz M. Hoerhager 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"/> |
| 7. That the Board be and is hereby authorised and empowered to issue up to 200,000,000 Ordinary Shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. That the Board be and is hereby authorised and empowered to issue Class A Warrants. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. That the Board be and is hereby authorised and empowered to extend the exercise period of the Class B Warrants until 30 June 2017. | <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 30 December 2016



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 23 December 2016 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 **30 December 2016 at 11.00 am (EEST)** and at any adjournment thereof.

- | | For | Against | Vote Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 1. Approval of the audited financial statements of the Company, together with the directors' and auditors' reports for the year ended 31 December 2015. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Approval of the Group consolidated financial statements of the Company, together with the directors' and auditors' reports for the year ended 31 December 2015. | <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 Paul Robert Ensor 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 Antonios Kaffas 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 Franz M. Hoerhager 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"/> |
| 7. That the Board be and is hereby authorised and empowered to issue up to 200,000,000 Ordinary Shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. That the Board be and is hereby authorised and empowered to issue Class A Warrants. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. That the Board be and is hereby authorised and empowered to extend the exercise period of the Class B Warrants until 30 June 2017. | <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.

