

## Form of Proxy - Extraordinary General Meeting to be held on 10 July 2024



To view the Notice of Meeting online visit:

[www.secure-property.eu](http://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 8 July 2024 at 11.00 am (EET).

### 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)** or sent by e-mail at [administrator@secure-property.eu](mailto:administrator@secure-property.eu), 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) or sent by e-mail at [administrator@secure-property.eu](mailto:administrator@secure-property.eu). 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.
8. 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 Extraordinary General Meeting. The "Record Date" for the purposes of determining the right to vote at the Extraordinary General Meeting is close of business on 3 July 2024.

**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 **16 Kyriakos Matsis Avenue, Eagle House 10th Floor, Agioi Omoloyites, 1082 Nicosia, Cyprus** on 10 July 2024 at **11.00 am (EET)**, 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.



## Special Resolutions

1. CANCELLATION OF SHARES

	For	Against	Vote Withheld
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2. REDUCTION OF THE SHARE PREMIUM ACCOUNT

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3. REDUCTION OF THE SHARE PREMIUM ACCOUNT

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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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).



## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

You are hereby given notice that the EXTRAORDINARY GENERAL MEETING (the “EGM”) 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, 10<sup>th</sup> Floor, 1082 Nicosia, Cyprus on 10 July 2024 at 11:00 a.m.

### **AGENDA**

#### **SPECIAL BUSINESS**

1. 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 €9.984.889,32 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 €1.378.104,39 divided into 129.191.442 ordinary shares of € 0.01 each and 8.618.997 redeemable preference Class B shares of €0,01 each be reduced, as this amount exceeds the needs of the Company, so far as the authorised share capital is concerned to €9.898.699,35 divided into 989.869.935 ordinary shares of €0,01 each and so far as the issued share capital is concerned to €1.291.914,42 divided into 129.191.442 ordinary shares of € 0.01 each and that such reduction be effected by the cancellation of and 8.618.997 redeemable preference Class B shares of €0,01 in the names of BLUEHOUSE ACCESSION PROPERTY HOLDING III S.A.R.L. and the amount reduced be considered settled against payment that has already been made to BLUEHOUSE ACCESSION PROPERTY HOLDING III S.A.R.L. pursuant to a consensual order issued by the District Court of Nicosia in action no. 3362/2018.
2. 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, which is maintained in accordance with section 55 of the Companies Law, Cap. 113, be reduced from €468.921.336,753186 to €457.215.888,653186 as the amount of €11.705.448,10 exceeds the needs of the Company and that the said amount is distributed pro rata to the shareholders of the Company holding ordinary shares of €0,01 each either by the distribution to such shareholders of shares of ARCONA PROPERTY FUND N.V. held by the Company or by a bank transfer of readily available funds or both as the board of directors may in their absolute discretion decide.
3. To consider and if thought fit, pass the following resolution which will be proposed as a special resolution:
  - (a) That 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 €457.215.888,653186 to €455.743.038,653186 as the amount of €1.472.850 exceeds the needs of the Company and that the said amount is distributed pro rata to the shareholders of the Company holding ordinary shares of €0,01 each either by the distribution to such shareholders of shares of ARCONA PROPERTY FUND N.V. held by the Company or by a bank transfer of readily available funds or both as the board of directors may in their absolute discretion decide.
  - (b) The abovementioned reduction shall be conditional to the Company obtaining 135.000 additional shares in ARCONA PROPERTY FUND N.V. following the successful closing of the transaction with ARCONA PROPERTY FUND N.V. for the transfer of Rozhny and Kyianivskiy assets in Kiev, Ukraine, and the board of directors of the Company be and is hereby authorised to proceed with the application to the District Court of Nicosia for the sanctioning of the reduction of the share premium account of the Company as mentioned above only in case the Company has obtained 135.000 additional shares in ARCONA PROPERTY FUND N.V..

Dated: 14 June 2024

*Registered Office:*

16 Kyriakos Matsis Avenue,  
Eagle House, 10<sup>th</sup> Floor, 1082 Nicosia, Cyprus

*By Order of the Board:*

Chanteclair Secretarial Limited Company  
Secretary

## PROCEDURAL NOTES TO THE NOTICE OF THE EXTRAORDINARY GENERAL MEETING

### ENTITLEMENT TO PARTICIPATE IN THE EXTRAORDINARY 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 Extraordinary General Meeting. The "Record Date" for the purposes of determining the right to vote at the Extraordinary General Meeting is close of business on 3 July 2024.
- (2) A shareholder entitled to vote at the Extraordinary 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 or sent by e-mail to [administrator@secure-property.eu](mailto:administrator@secure-property.eu) at least 48 hours before the time of commencement of the Extraordinary General Meeting.
- (4) **Shareholders and/or their proxies who will attend the Extraordinary 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 Extraordinary 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: CANCELLATION OF SHARES**

*The resolution proposed in paragraph 1 of the notice to be passed will in effect cancel 8.618.997 redeemable preference Class B shares of the Company which will result in the reduction of the share capital of the Company as described in the resolution 1. Redeemable preference Class B shares of the Company had been issued pursuant to the Extraordinary General Meeting of 24/06/2015 to BLUEHOUSE ACCESSION PROPERTY HOLDING III S.A.R.L. (“BH”) for the acquisition of 100% interest in BLUEBIGBOX 3 SRL, a company owning a retail property in Craiova wholly let to Praktiker, a leading European DIY retailer. The shares to be cancelled were issued as part of an overall agreement with BLUEHOUSE ACCESSION PROPERTY HOLDING III S.A.R.L. that was not consummated and any remaining issues were settled pursuant to a consensual order issued by the District Court of Nicosia in action no. 3362/2018.*

### **Agenda matter 2: REDUCTION OF THE SHARE PREMIUM ACCOUNT**

*The resolution proposed in paragraph 2 of the notice to be passed will result in the reduction of the share premium account of the Company by EUR €11.705.448,10 as such amount exceeds the needs of the Company and that the said amount is distributed pro rata to the shareholders of the Company holding ordinary shares of €0,01 each either by the distribution to such shareholders of shares of ARCONA PROPERTY FUND N.V. held by the Company or by a bank transfer of readily available funds or both as the board of directors may, in their absolute discretion, decide.*

### **Agenda matter 3: REDUCTION OF THE SHARE PREMIUM ACCOUNT**

*The resolution proposed in paragraph 3 of the notice to be passed will result in the reduction of the share premium account of the Company by EUR €1.472.850 as such amount exceeds the needs of the Company and that the said amount is distributed pro rata to the shareholders of the Company holding ordinary shares of €0,01 each either by the distribution to such shareholders of shares of ARCONA PROPERTY FUND N.V. held by the Company or by a bank transfer of readily available funds or both as the board of directors may, in their absolute discretion, decide. This resolution is conditional on the Company obtaining 135.000 additional shares in ARCONA PROPERTY FUND N.V. following the successful transfer of the transaction with ARCONA PROPERTY FUND N.V. for the disposal of Rozhny and Kyianivskiy assets in Kiev, Ukraine.*