

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, 10th Floor, 1082 Nicosia, Cyprus on 23 April 2025 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:
 - (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 €456,365,888.653186 as the amount of €850,000 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, 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.
2. 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 €456,365,888.653186 to €455,365,888.653186 as the amount of €1,000,000 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, 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 at least 100,000 additional shares in ARCONA PROPERTY FUND N.V. 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 abovementioned reduction of the share premium account of the Company as mentioned above only in case the Company has obtained at least 100,000 additional shares in ARCONA PROPERTY FUND N.V..

Dated: 20 March, 2025

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 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 15 April 2025.
- (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 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.

Agenda matter 1: REDUCTION OF THE SHARE PREMIUM ACCOUNT

The resolution proposed in paragraph 1 of the notice to be passed will result in the reduction of the share premium account of the Company by EUR €850.000 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 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 €1.000.000 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 and additional 100.000 additional shares in ARCONA PROPERTY FUND N.V..