

NOTICE OF ANNUAL GENERAL MEETING

You are hereby given notice that the ANNUAL 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 30 December 2013 at 11:00 a.m. when the following ordinary business will be transacted:

1. Approval of the audited financial statements of the Company, together with the directors' and auditors' reports for the year ended 31 December 2012.
2. Approval of the Group consolidated financial statements of the Company, together with the directors' and auditors' reports for the year ended 31 December 2012.
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 Ensor who retires by rotation in accordance with Article 27 of the articles of association of the Company.
5. To re-elect Antonios Achilleoudis who retires by rotation in accordance with Article 27 of the articles of association of the Company.
6. To re-elect Ian Domaille who retires by rotation in accordance with Article 27 of the articles of association of the Company.

The following special business will also be transacted:

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

"(i) Reduction of Share Capital by cancelling 1 ordinary share of euro 0.92 and 4,142,727 deferred shares of euro 0.99 each

That the authorized share capital of the Company which amounts to euro 14,000,000 and which is divided into 989,869,935 ordinary shares of euro 0.01 each, 1 ordinary share of euro 0.92 and 4,142,727 deferred shares of euro 0.99 each as well as the issued share capital of the Company which amounts to euro 4,383,018.98 and which is divided into 28,171,833 ordinary shares of euro 0.01 each, 1 ordinary share of euro 0.92 and 4,142,727 deferred shares of euro 0.99 each, be reduced, so far as the authorized capital is concerned to euro 9,898,699.35 divided into 989,869,935 ordinary shares of euro 0.01 each and so far as the issued share capital is concerned to euro 281,718.33 divided into 28,171,833 ordinary shares of euro 0.01 each and that such reduction be effected by the cancellation of 1 ordinary share of euro 0.92 and 4,142,727 deferred shares of euro 0.99 each for the purpose of writing off losses of the Company.

(ii) Amendment of Articles

That the articles of association of the Company by and are hereby amended as follows:

- a. by the deletion in Article 1 of the definition "Deferred Shares"; and
 - b. by the deletion of Articles 3.10, 3.10.1, 3.10.2 and 3.10.3."
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 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 82,940,142 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 2016. 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 26 November 2012 to issue up to 100,000,000 ordinary shares, but shall not preclude the application and effect of any previous or other resolutions of the Company.”

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 issue Class A Warrants (the “Warrants”), to subscribe for up to 10% of the ordinary shares at the time of issuance of the Class A 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 Class A Warrants) and for such purpose any rights of pre-emption that may be afforded to the issue of such Class A Warrants and/or any resulting ordinary shares that may be issued as a result of conversion of such Class A 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 2016. 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 26 November 2012. 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 A Warrants.”

10. 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 31 December 2016. 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.”

11. 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 issue up to 550,000 ordinary shares of euro 0.01 each at a nominal price of euro 0.01 each (the “Management Shares”) to be given to the directors, management and employees of the Company according to the recommendation of the Remuneration Committee and for such purpose any rights of pre-emption that may be afforded to the issue of such Management Shares be and are hereby waived. This resolution shall not preclude the application and effect of any previous or other resolutions of the Company.”

12. 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 Company’s Employee Stock Option Plan (“ESOP”) as proposed by the Remuneration Committee be and it is hereby approved and adopted and that the Board be and is hereby authorised and empowered to issue on an annual basis and in accordance with the provisions of the Employee Stock Option Plan the applicable amount of ordinary shares of euro 0.01 (the “Share Options”) each to be given to the directors, the management, the employees and the advisors of the Company as well as any third party that offers services to the Company and for such purpose any rights of pre-emption that may be afforded to the issue of such Share Options be and are hereby waived (it is understood that the issue price of the Share Options shall be at a discount to the net asset value per share in the Company which is in issue immediately prior to the issue of the Share Options). This resolution shall not preclude the application and effect of any previous or other resolutions of the Company.”

13. 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 issue the Class C Warrants under the terms and conditions attached thereto or as otherwise may be determined by the Board having due regard to any change of circumstances which may warrant a change to any of the terms of the Class C

Warrants and to issue Class C Warrants to the CEO and the CFO of the Company, Mr. Lambros Anagnostopoulos and Mr. Constantinos Bitros respectively, as the Board shall in its absolute discretion determine and that the Board be and is hereby authorised and empowered to issue all resulting ordinary shares of euro 0.01 each that may be issued as a result of conversion of the Class C Warrants upon such terms and conditions as have been determined and described in the Class C Warrant Instrument. For such purpose any rights of pre-emption that may be afforded to the conversion of such Class C Warrants into ordinary shares issue and/or any resulting ordinary shares that may be issued as a result of conversion of such Class C Warrants be and are hereby waived.”

Dated: 5 December 2013

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 **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.

Appendix 1 – Explanatory notes to the resolutions

Agenda matter 1: AUDITED FINANCIAL STATEMENTS AND REPORTS FOR THE YEAR ENDED 31/12/2012

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 2012. These are contained in the Company's 2012 audited financial statements.

Agenda matter 2: GROUP CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS FOR THE YEAR ENDED 31/12/2012

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 2012. These are contained in the Group's 2012 audited financial statements as published on 15 April 2013 and posted on www.secure-property.eu.

Agenda matters 4, 5 and 6: RE-ELECTION OF PAUL ENSOR, ANTONIOS ACHILLEOUDIS AND IAN DOMAILLE AS DIRECTORS

In accordance with the Company's articles of association ('Articles'), Paul Ensor, Antonios Achilleoudis and Ian Domaille, 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: CANCELLATION OF SHARES

The Deferred Shares (as defined in the articles of association of the Company) and the 1 ordinary share of euro 0.92 were created during the reorganization of the share capital of the Company pursuant to the resolutions passed at the extraordinary general meeting of the Company held on 24 July 2011, when the Company was recapitalized. The resolution proposed to be passed will in effect cancel the above shares for the purpose of writing off losses related to the period prior to August 2011. The articles of association of the Company are proposed to be amended to delete the provisions relating to the Deferred Shares as such shares are being cancelled.

Agenda matter 8: EXTENSION OF PERIOD FOR THE ALLOTMENT OF SHARES 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 26th of November 2012, to allot up to 82,940,142 ordinary shares for cash without first offering them to existing shareholders in proportion to their existing shareholdings. Under the previous authority (i.e. from the AGM of November 2012 which authorized the Board of Directors to allot up to 100,000,000 ordinary shares), the Company has already allotted 17,059,858 ordinary shares and the Board is now seeking a time extension of its authority to allot the remaining 82,940,142 ordinary shares under terms that they will be justified 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 9: ALLOTMENT OF CLASS A WARRANTS

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 26th of November 2012 to allot via the Class A Warrants a number of up to 10% of the issued ordinary shares at the time of their issuance without first offering them to existing shareholders in proportion to their existing shareholdings.

The Company is considering offering the Class A Warrants to various third party entities a) for participating in the capital raising of the Company, b) for their contribution in creating value for the Company and c) for their assistance with the 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 10: EXTENSION OF THE PERIOD FOR EXERCISING OF CLASS B WARRANTS

The resolution proposed to be passed would provide the Board the authority to extend the exercise period of the Class B Warrants issued on August 3, 2011 until 31 December 2016 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.

Agenda matter 11: AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SHARES TO DIRECTORS, MANAGERS AND EMPLOYEES

The Company proposes to issue up to 550,000 ordinary shares to a number of its existing directors, managers and employees to reward them for their continued commitment to the Company and their dedication and hard work in assisting the Company's turnaround since August 2011 and in working towards achieving its investment strategies and goals. The ordinary shares which in part represent a delayed bonus for the 2011-2012 period and in part align the interest of the above mentioned stakeholders with the interest of the shareholders will be issued at a nominal value of euro 0.01 each as determined by the Remuneration Committee and the Board of Directors. Such Management Shares should be restricted in such a way that they are locked up for up to two years or for any such period that the Remuneration Committee and the Board may decide.

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

Agenda matter 12: APPROVAL OF EMPLOYEE STOCK OPTION PLAN ("ESOP") AND AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SHARES

Following a recommendation by the Remuneration Committee each of the executives as defined herein below shall be entitled to Share Options (the "Share Options"). The allocation of the Share Options will be proposed by the Chief Executive Officer of the Company and this will be subject to approval by the Remuneration Committee and the Board. At no point in time will the total number of Share Options outstanding be more than 10% of the share capital of the company in issue at that time.

The share option plan is applicable to the directors, the senior management including management executives (for legal, commercial, technical, and finance functions) and any other person, advisors or third party that offers services to the Company as proposed by the CEO and approved by the Remuneration Committee and the Board.

The strike price of the Share Options awarded each year will be at such a discount to the 3 months Volume Weighted Average share Price ("3m VWAP") prior to awarding such Share Options so as not to distance the interest of the recipient from those 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 13: APPROVAL OF CLASS C WARRANT INSTRUMENT AND AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SHARES

Following a recommendation by the Remuneration Committee and in order to fully align the Chief Executive Officer's and Chief Financial Officer's interests with those of the shareholders, the creation of the Class C Warrants is proposed which will be exercisable for 2.5% of the ordinary shares of euro 0.01 each of the Company at the time of the exercise, split 2% for the CEO and 0.5% for the CFO.

The Class C Warrants would be exercisable after the exercise of the existing Class B Warrants of the Company and would be tied to the growth of the Company's Total Asset Value ("TAV"). More specifically the Class C Warrants allocated will provide for a two months exercise window from the moment the TAV of the Company reaches \$150m and then, new 2.5% warrants will be issued exercisable within 2 months from the moment TAV reaches \$250m and so forth until the Company's TAV reaches \$650m.

The Class C Warrants will be linked through an exercise clause to the share price and the Company's performance and consequently their two months exercisability period will be triggered only a) when the share price (3m VWAP) has increased 10% from the time they were allocated and b) the Company's previous half year EBITDA has been positive. In case that neither (a) or (b) is reached, then the two months exercisability of the Class C Warrants and the issue of the new batch of such Class C Warrants will be deferred until both conditions are met.

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

BOARD OF DIRECTORS RECOMMENDATION:

The directors recommend that you vote in favor 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.

DIRECTORS' REPORT (on resolutions number 8 to 13)

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

5 December 2013

Following a resolution passed at the AGM of the Company on 26th of November 2012, the Board was authorized to allot up to 100,000,000 ordinary shares without first offering them to existing shareholders in proportion to their existing shareholdings so as to facilitate the profitable growth of the Company. Under such authority the Board has allotted 17,059,858 ordinary shares and the Board is now seeking a time extension of its authority to allot the remaining 82,940,142 ordinary shares of the Company 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 the Class A Warrants, the Class B Warrants and the Class C Warrants) 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.

The Company also proposes to issue ordinary shares (the "Management Shares") to a number of its existing directors, managers and employees to reward them for their continued commitment to the Company and their dedication and hard work in assisting the Company in its turnaround since 2011 and in working towards achieving its investment strategies. The Management Shares will be issued at a nominal value as determined by the Board and its Remuneration Committee acting reasonably and no later than 2 months from the date of the annual general meeting of the Company and should be restricted in such a way that they are locked up for up to two years or for any such period that the Remuneration Committee and the Board may decide.

Finally, the Company proposes to issue Share Options to directors, the senior management including management executives and any other person, advisors or third party that offers services to the Company. The allocation of the Share Options will be proposed by the CEO of the Company and will be subject to an approval by the Remuneration Committee and the Board of Directors. At no point in time will the total number of Share Options outstanding be more than 10% of the share capital of the Company in issue at that time. The strike price of the Share Options awarded each year will be at a discount to the then 3 months Volume Weighted Average share Price prior to awarding such share options so as not to distance the interest of the non-executive directors and the employees from those of the Company.

Holder Reference Number

Form of Instruction - Annual General Meeting to be held on 30 December 2013



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 27 December 2013 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 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 2013 at **11.00 am** and at any adjournment thereof.

Ordinary Business

	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 2012	<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 2012	<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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Paul 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 Achilleoudis 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 Ian Domaille 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"/>

Special Business

7 (i) Cancellation Of Shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 (ii) Amendment of Articles.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 That the Board be and is hereby authorised and empowered to issue up to 82,940,142 ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 That the Board be and is hereby authorised and empowered to issue Class A Warrants.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 That the Board be and is hereby authorised and empowered to extend the exercise period of Class B Warrants.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 Authority to the Board to issue shares to directors, managers and employees.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 Approval of Employee Stock Option Plan ("ESOP") and authority to the Board to issue ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 Approval of Class C Warrant Instrument and authority to the Board to issue ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

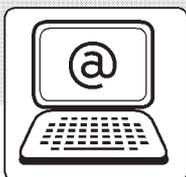
Date

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 - Annual General Meeting to be held on 30 December 2013



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 2013 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 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 2013 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.



Ordinary Business

- | | 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 2012. | <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 2012. | <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. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 To re-elect Paul 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 Achilleoudis 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 Ian Domaille 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"/> |

Special Business

- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| 7 (i) Cancellation of Shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7 (ii) Amendment of Articles. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8 That the Board be and is hereby authorised and empowered to issue up to 82,940,142 ordinary shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9 That the Board be and is hereby authorised and empowered to issue Class A Warrants. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10 That the Board be and is hereby authorised and empowered to extend the exercise period of Class B Warrants. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11 Authority to the Board to issue shares to directors, managers and employees. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12 Approval of Employee Stock Option Plan ("ESOP") and authority to the Board to issue ordinary shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13 Approval of Class C Warrant Instrument and authority to the Board to issue ordinary shares. | <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).

