

## **AISI REALTY PUBLIC LIMITED**

### **NOTICE OF ANNUAL GENERAL MEETING**

You are hereby given notice that the ANNUAL GENERAL MEETING of AISI REALTY PUBLIC LIMITED (the "Company") will be held at the Registered Address of the Company on 26/11/2012 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 2011.
2. Approval of the Group consolidated financial statements of the Company, together with the directors' and auditors' reports for the year ended 31 December 2011.
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.
4. To re-elect Franz Hoerhager who retires by rotation in accordance with Article 27 of the articles of association of the Company.
5. To re-elect Lambros Anagnostopoulos, Ian Domaille, Antonios Kaffas, Robert Sinclair, Harin Thaker and Alvaro Portela who are eligible for re-election pursuant to Article 28.2 of the articles of association of the Company.

The following special business will also be transacted:

6. To consider and if thought fit, pass the following resolution which will be proposed as an ordinary resolution:  
  
"That the board of directors of the Company (the "Board") be and is hereby authorised and empowered to issue up to 100,000,000 ordinary shares of €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 over 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 26 November, 2013. This resolution shall not preclude the application and effect of any previous or other resolutions of the Company. "
7. To consider and if thought fit, pass the following resolution which will be proposed as an ordinary resolution:  
  
"That the Board be and is hereby authorised and empowered to issue
  - a) Warrants (the "Warrants"), to subscribe for up to 10 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 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 26 November, 2013.
  - b) all resulting ordinary shares that may be issued as a result of conversion of the Warrants as well as any resulting ordinary shares that may be issued as a result of conversion of the existing Class B Warrants issued pursuant to the Class B Warrant Instrument dated 3 August 2011."

8. 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 AISI Realty Public Limited to legal “SPDI SECURE PROPERTY Development & Investment PLC”.

9. That the following be adopted as the Company’s trade mark, service mark and/or trade name:



Dated: 31 October, 2012

*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 **Aisi Realty Public Limited, 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 Aisi Realty Public Limited, 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 2011. These are contained in the Company's 2011 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 2011. These are contained in the Group's 2011 audited financial statements as published on 27 March, 2012.

### ***Agenda matter 4: RE-ELECTION OF FRANZ HOERHAGER AS DIRECTOR***

In accordance with the Company's articles of association ('Articles'), Franz Hoerhager, retires by rotation and offers himself for re-election. The Board is satisfied, following formal evaluation that Franz Hoerhager continues to be a very effective non-executive director. The remaining directors therefore unanimously recommend that he be re-elected as a director of the Company.

### ***Agenda matter 5: RE-ELECTION OF LAMBROS ANAGNOSTOPOULOS, IAN DOMAILLE, ANTONIOS KAFFAS, ROBERT SINCLAIR, HARIN THAKER AND ALVARO PORTELA AS DIRECTORS***

In accordance with the Articles Lambros Anagnostopoulos, Ian Domaille, Antonios Kaffas, Robert Sinclair, Harin Thaker and Alvaro Portela ("**the Proposed Directors**") retire and offer themselves for re-election. The Board is satisfied, following formal evaluation, that the Proposed Directors will be very effective. The remaining directors unanimously recommend that the Proposed Directors be re-elected as directors of the Company.

### ***Agenda matter 6: ALLOTMENT OF SHARES AND DISAPPLICATION OF PRE-EMPTION RIGHTS***

The resolution proposed to be passed would give the directors the authority to allot (i) up to 100,000,000 ordinary shares for cash without first offering them to existing shareholders in proportion to their existing shareholdings. The allotment of shares will result in the Company having capital to materialize its investment plan, while providing for maximum flexibility and efficiency in the timely allocation of this capital. The issue price (which can under no circumstances be lower than the nominal value of the ordinary shares) should be, in the opinion of the Directors, justified by enabling the Company to raise capital speedily so as to take advantage of investment opportunities. Shareholders should be aware that the allotment of shares pursuant to this resolution may result in their shareholding being diluted. This authority shall expire (unless previously renewed or revoked by the Company in general meeting) in 12 months from the date of the AGM. Notwithstanding the aforesaid disapplication of pre-emption rights it is intended that the directors will use their reasonable endeavors to offer any shares to be issued to existing shareholders of the Company pro-rata to the number of shares held by each shareholder.

### ***Agenda matter 7: ALLOTMENT OF WARRANTS***

The resolution proposed to be passed would give the directors the authority to allot via the Warrants a number of up to 10 per cent. 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 Warrants to various third party entities for their contribution in creating value for the Company as well as for their assistance with the proposed fundraising.

The issue of the Warrants shall be conditional upon a minimum of 50,000,000 new ordinary shares being allocated by the Company for new investment projects.

The issue price for the shares to be issued on conversion of 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.

### **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.

## **DIRECTORS' REPORT (on resolutions number 6 and 7)**

### **REPORT OF THE BOARD OF DIRECTORS OF AISI REALTY PUBLIC LIMITED (THE "COMPANY")**

31 October 2012

The Company is considering the possibility of raising funds through the issuance and allotment of up to an additional 100,000,000 ordinary shares of the Company with a nominal value of €0.01 each (the "New Shares"). The New Shares may be offered for cash consideration in accordance with the requirements of applicable law. The Company will also issue additional ordinary shares with a nominal value of €0.01 each issue via the Warrants, as set out in the relevant resolutions.

The New Shares and all shares to be issued via the 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 in respect of the ordinary share capital of the Company.

The issuance and allotment of the New Shares and all shares to be issued via the Warrants is expected to take place not later than twelve months from the date of the annual general meeting at which 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.

The issue price of any New Shares issued for cash consideration 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 over the net asset value per share in the Company which is in issue immediately prior to the issue of the New Shares) should be, in the opinion of the Directors, justified by enabling the Company to raise capital speedily so as to take advantage of investment opportunities. 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.

000001

Holder Reference Number

**Form of Instruction - Annual General Meeting to be held on 26 November 2012**



**To View the Annual Report and Notice of Meeting online visit:**

**<http://aisicap.com>**

**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 22 November 2012 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**, on 26 November 2012 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 2011.	<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 2011.	<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 Franz 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"/>
5a To re-elect Lambros Anagnostopoulos who is eligible for re-election pursuant to Article 28.2 of the articles of association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5b To re-elect Ian Domaille who is eligible for re-election pursuant to Article 28.2 of the articles of association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5c To re-elect Antonios Kaffas who is eligible for re-election pursuant to Article 28.2 of the articles of association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5d To re-elect Robert Sinclair who is eligible for re-election pursuant to Article 28.2 of the articles of association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5e To re-elect Harin Thaker who is eligible for re-election pursuant to Article 28.2 of the articles of association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5f To re-elect Alvaro Portela who is eligible for re-election pursuant to Article 28.2 of the articles of association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Ordinary Resolutions

6 That the board of directors of the Company (the "Board") be and is hereby authorised and empowered to issue up to 100,000,000 ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7a That the Board be and is hereby authorised and empowered to issue the Warrants.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7b That the Board be and is hereby authorised and empowered to issue all resulting Ordinary Shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Special Resolutions

8 To approve the change of name of the Company name from AISI Realty Public Limited to SPDI SECURE PROPERTY INVESTMENT & DEVELOPMENT PLC.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To approve the Company's proposed trade mark, service mark and/or trade name.	<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.



**All Correspondence to:**  
 Aisi Realty Public Limited  
 16 Kyriakos Matsis Avenue  
 Eagle House  
 10<sup>th</sup> Floor  
 1082 Nicosia  
 Cyprus

000001

**Form of Proxy - Annual General Meeting to be held on 26 November 2012**



**To view the Annual Report online visit:**

**<http://aisicap.com>**

**To be effective, all proxy appointments must be lodged with the Company at:  
 Aisi Realty Public Limited, 16 Kyriakos Matsis Avenue, Eagle House, 10<sup>th</sup> Floor, 1082 Nicosia, Cyprus by 24 November 2012 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 **Aisi Realty Public Limited, 16 Kyriakos Matsis Avenue, Eagle House, 10<sup>th</sup> 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 Aisi Realty Public Limited, 16 Kyriakos Matsis Avenue, Eagle House, 10<sup>th</sup> 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 AISI REALTY PUBLIC LIMITED to be held at **the Register Address of the Company** on 26 November 2012 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<br>Withheld         |
|---|--------------------------|--------------------------|--------------------------|
| 1 Approval of the audited financial statements of the Company, together with the directors' and auditors' reports for the year ended 31 December 2011.            | <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 2011. | <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 Franz 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"/> |
| 5a To re-elect Lambros Anagnostopoulos who is eligible for re-election pursuant to Article 28.2 of the articles of association of the Company.                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5b To re-elect Ian Domaille who is eligible for re-election pursuant to Article 28.2 of the articles of association of the Company.                               | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5c To re-elect Antonios Kaffas who is eligible for re-election pursuant to Article 28.2 of the articles of association of the Company.                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5d To re-elect Robert Sinclair who is eligible for re-election pursuant to Article 28.2 of the articles of association of the Company.                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5e To re-elect Harin Thaker who is eligible for re-election pursuant to Article 28.2 of the articles of association of the Company.                               | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5f To re-elect Alvaro Portela who is eligible for re-election pursuant to Article 28.2 of the articles of association of the Company.                             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

## Ordinary Resolutions

- |  |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|
| 6 That the board of directors of the Company (the "Board") be and is hereby authorised and empowered to issue up to 100,000,000 ordinary shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7a That the Board be and is hereby authorised and empowered to issue the Warrants.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7b That the Board be and is hereby authorised and empowered to issue all resulting Ordinary Shares.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

## Special Resolutions

- |  |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|
| 8 To approve the change of name of the Company name from AISI Realty Public Limited to SPDI SECURE PROPERTY INVESTMENT & DEVELOPMENT PLC | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9 To approve the Company's proposed trade mark, service mark and/or trade name.  | <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).

