

NOTICE OF ANNUAL GENERAL MEETING

You are hereby given notice that the ANNUAL GENERAL MEETING 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 31 December 2015 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 2014.
2. Approval of the Group consolidated financial statements of the Company, together with the directors' and auditors' reports for the year ended 31 December 2014.
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 Vagharshak Barseghyan who retires by virtue of having been appointed by the board of directors in accordance with Article 28.2 of the articles of association of the Company.
5. To re-elect Kalypso Maria Nomikou who retires by virtue of having been appointed by the board of directors in accordance with Articles 28.2 of the articles of association of the Company.
6. To re-elect Alvaro Carmona E Costa Portela who retires by rotation in accordance with Article 27 of the articles of association of the Company.
7. To re-elect Ian Charles Domaille who retires by rotation in accordance with Article 27 of the articles of association of the Company.
8. To re-elect Paul Robert Ensor who retires by rotation in accordance with Article 27 of the articles of association of the Company.

Dated: 8 December 2015

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 31/12/2014

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 2014. These are contained in the Company's 2014 audited financial statements.

Agenda matter 2: GROUP CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS FOR THE YEAR ENDED 31/12/2014

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 2014. These are contained in the Group's 2014 audited financial statements as published on 26 May 2015 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 2016 annual general meeting and to be authorised to fix their remuneration.

Agenda matters 4, 5,6 ,7 and 8: RE-ELECTION OF VAGHARSHAK BARSEGHYAN, KALYPSO MARIA NOMIKOU, ALVARO CARMONA E COSTA PORTELA, IAN CHARLES DOMAILLE AND PAUL ROBERT ENSOR AS DIRECTORS

In accordance with the Company's articles of association ('Articles'), Vagharshak Barseghyan and Kalypso Maria Nomikou who were appointed by the board of directors in accordance with 28.2 of the Articles to hold office until the next annual general meeting of the Company, retire and offer themselves for re-election. Alvaro Carmona E Costa, Ian Charles Domaille and Paul Robert Ensor, 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.

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 31 December 2015



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 29 December 2015 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 31 December 2015 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 2014. | <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 2014. | <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 Vagharshak Barseghyan who retires by virtue of having been appointed by the board of directors in accordance with Article 28.2 of the articles of association of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To re-elect Kalypto Maria Nomikou who retires by virtue of having been appointed by the board of directors in accordance with Articles 28.2 of the articles of association of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-elect Alvaro Carmona E Costa Portela 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. To re-elect Ian Charles 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"/> |
| 8. 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"/> |

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 31 December 2015



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 24 December 2015 at 9.00 am (BST).

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 31 December 2015 at 11.00 am (EEST)** 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 2014. | <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 2014. | <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"/> |
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| 6. To re-elect Alvaro Carmona E Costa Portela 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. To re-elect Ian Charles 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"/> |
| 8. 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"/> |

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.

