



# SECURE PROPERTY

DEVELOPMENT & INVESTMENT  
(Incorporated in Cyprus with Registered No. HE162276)

## Directors

Paul Ensor, *Non-Executive Chairman*  
Lambros Anagnostopoulos, *Chief Executive Officer*  
Antonios Achilleoudis, *Non-Executive Director*  
Ian Domaille, *Non-Executive Director*  
Dr. Franz Hoerhager, *Non-Executive Director*  
Antonios Kaffas, *Non-Executive Director*  
Álvaro Portela, *Non-Executive Director*  
Robert Sinclair, *Non-Executive Director*  
Harin Thaker, *Non-Executive Director*

## Registered Office

16 Kyriakou Matsi Avenue  
Eagle House, 10th floor  
Agiou Omologites  
Nicosia  
Cyprus

11 February 2015

Dear Shareholder,

## Open Offer of up to 29,719,890 New Ordinary Shares at 25 pence per share

### 1. Introduction

The Board of Secure Property Development & Investment plc (“Secure Property” or the “Company”) is pleased to provide Shareholders with an opportunity to participate in the proposed Open Offer which provides all Qualifying Shareholders with the opportunity to subscribe for an aggregate of up to 29,719,890 New Ordinary Shares, to raise approximately €10 million, on the basis of 1 New Ordinary Share for every 1.14 Existing Ordinary Shares held on the Record Date, at 25 pence per share.

### 2. Rationale for the Open Offer

In the view of the Board the region targeted by the Company, namely South East and Central East Europe, currently presents interesting real estate investment opportunities at attractive capitalization rates (substantially higher than in Western Europe and Central Eastern Europe), with high quality tenants. Accordingly, the Board is seeking to raise capital for the Company in order to take advantage of those opportunities.

The Board considers that an Open Offer is the appropriate route to raise this capital so as to give current shareholders the opportunity to participate in the capital raising and avoid dilution of their shareholdings.

Further details are set out in the Circular that accompanies this letter.

### 3. Key terms of the Open Offer

Shareholders are being given the opportunity to subscribe for the Open Offer Shares at a price of 25 pence per Open Offer Share, *pro rata* to their current holdings of Existing Ordinary Shares on the basis of:

#### 1 Open Offer Share for every 1.14 Existing Ordinary Shares.

Those Qualifying Shareholders that apply for their full entitlement may also apply for additional Open Offer Shares under the Excess Application Facility, under which they will be able to apply for additional Open Offer Shares and will be allocated a proportion of those Open Offer Shares not subscribed for by other shareholders, on a *pro rata* basis calculated by reference to their existing shareholdings and those of any other applicants under the Excess Application Facility. No Shareholder will be permitted to subscribe for more than 50 per cent. of the aggregate Open Offer Shares to be issued pursuant to the Open Offer.

If applications are made for less than all of the Open Offer Shares available, then the Directors may offer those Open Offer Shares not subscribed for to new investors at terms that the Directors deem appropriate, under the authorities that they hold. The Open Offer is not underwritten.

### 4. Reasons to participate in the Open Offer

The Directors believe that capital raised in the Open Offer will allow the Company to take advantage of attractive investment opportunities and therefore encourage Qualifying Shareholders to participate.

In addition, if Qualifying shareholders do not participate in the Open Offer their ownership percentage will be diluted: the Issue Price of 25 pence per New Ordinary Share represents a 20.6 per cent. discount to the closing middle market price of 31.5 pence per Existing Ordinary Share on 10 February 2015, the last business day before the announcement of the Open Offer, a 54 per cent. discount to the three month VWAP of 54 pence per Existing Ordinary Share and a 67 to 71 per cent. discount to the expected 2014 Net Asset Value per share (to be verified by the 2014 audit) of between 75 and 85 pence. Accordingly if Investors do not participate in the Open Offer they may suffer dilution of up to 46.7 per cent. of their shareholding prior to the Open Offer.

## **5. How to participate in the Open Offer**

### ***a. If you hold share certificates***

You will need to complete, sign and send the Application Form, together with your cheque or banker's draft for the amount corresponding to the number of Open Offer Shares for which you are applying, payable to CIS PLC re SPDI Open Offer and crossed "A/C payee only", by post to Computershare, Corporate Actions Projects, Bristol BS99 6AH or by hand (during normal business hours only) to Computershare, The Pavilions, Bridgwater Road, Bristol BS13 8AE to arrive by no later than 11 a.m. on 4 March 2015, after which time the Application Form will not be valid. Within the United Kingdom only, you can use the accompanying reply-paid envelope. You should allow at least four Business Days for delivery if using first-class post within the United Kingdom. If posting from outside the United Kingdom, postage will be payable when using the reply-paid envelope.

Alternatively you can send your application form to Secure Property Development & Investment plc, 16 Kiriakou Matsi Ag, Omologites Nicosia 1082, Cyprus and in parallel make a bank transfer of the amount corresponding to the number of Open Offer Shares for which you are applying to the following account number:

Bank: EUROBANK CYPRUS LTD  
Branch: NICOSIA, CYPRUS  
Sort Code: ERBKCY2N  
IBAN euro: CY98 0180 0001 0000 2001 0013 4635  
Account Name: SECURE PROPERTY DEVELOPMENT & INVESTMENT PLC  
Ref: Open Offer Re: *[your name]*

### ***b. If you hold your stock in CREST via a nominee and/or broker***

You will need to liaise with your broker/nominee to ensure that your application is appropriately handled, which will involve your broker/nominee applying on your behalf for stock via CREST.

Further details of the actions to participate in the Open Offer are set out in Part IV of the Circular.

## **6. Contacts**

In the event that you have any questions on the Open Offer and the application process, please contact one of the following:

**SECURE PROPERTY Development & Investment plc** +30 210 722 6470  
Lambros Anagnostopoulos, CEO  
Constantinos Bitros, CFO

**SP Angel Corporate Finance LLP** +44 (0) 203 470 0470  
John Mackay  
Jeff Keating  
Tercel Moore

Yours faithfully,

**Paul Ensor**  
*Chairman*