



**Resolutions adopted by the Annual General Meeting of Griffin Premium RE.. N.V. and information on shareholders holding at least 5% of the votes at the EGM**

The Board of Directors of Griffin Premium RE.. N.V. (the "**Company**") hereby notifies about the content of the resolutions adopted by the Annual General Meeting that took place on 26 April 2018 at the Company's headquarters located at Claude Debussylaan 15, 1082 MC Amsterdam, the Netherlands.

**Resolution No. 5**

Adopted by the Annual General Meeting of Griffin Premium RE.. N.V. based in Amsterdam, the Netherlands on the annual accounts for the financial year 2017

§1

The Annual General Meeting of Griffin Premium RE.. N.V. resolved to approve the 2017 annual accounts.

§2

The resolution comes into force on the day of its adoption.

**Resolution No. 7**

Adopted by the Annual General Meeting of Griffin Premium RE.. N.V. based in Amsterdam, the Netherlands on the determination of the appropriation and dividend for the financial year 2017

§1

Taking into account the dividend policy of the Company, the Annual General Meeting of Griffin Premium RE.. N.V. resolved to distribute the amount of EUR 11.3 million to the Company's shareholders. The Annual General Meeting of the Company resolved to distribute a dividend of EUR 0.07 cents per ordinary share over the financial year 2017, provided that, if the maximum amount of the Additional Issue Authorization will be executed, then a dividend per ordinary share will amount to EUR 0.02 cents (**Dividend**). In accordance with Article 29 of the Company's articles of association, the dividend will become payable on 28 June 2018.

§2

The resolution comes into force on the day of its adoption.

**Resolution No. 8**

Adopted by the Annual General Meeting of Griffin Premium RE.. N.V. based in Amsterdam, the Netherlands on granting a discharge to all of the Members of the Board of Directors

§1



The Annual General Meeting of Griffin Premium RE.. N.V. resolved to discharge all the Members of the Board of Directors from liability for the performance of their duties in the financial year 2017 insofar as the performance of such duties is disclosed in the 2017 annual accounts or has otherwise been communicated to the general meeting of the Company.

§2

The resolution comes into force on the day of its adoption, notwithstanding the conditions included in the resolution.

**Resolution No. 9**

Adopted by the Annual General Meeting of Griffin Premium RE.. N.V. based in Amsterdam, the Netherlands regarding the appointment of the external auditor for the fiscal year 2019

§1

The Annual General Meeting of Griffin Premium RE.. N.V. resolved to appoint EY (Ernst & Young Accountants LLP) as external auditor to audit the financial statements of the Company for the fiscal year 2019 (ending on 31 December 2019), thereby extending its current mandate.

§2

The resolution comes into force on the day of its adoption.

**Resolution No. 10a**

Adopted by the Annual General Meeting of Griffin Premium RE.. N.V. based in Amsterdam, the Netherlands on granting a discharge to Maciej Dyjas as a resigning member of the Board

§1

The Annual General Meeting of Griffin Premium RE.. N.V. resolved to grant a full and final discharge to Maciej Dyjas from liability for the performance of his duties as a non-executive director of the Company.

§2

The resolution comes into force on the day of its adoption.

**Resolution No. 10b**

Adopted by the Annual General Meeting of Griffin Premium RE.. N.V. based in Amsterdam, the Netherlands on granting a discharge to Nebil Senman as a resigning member of the Board

§1

The Annual General Meeting of Griffin Premium RE.. N.V. resolved to grant a full and final discharge to Nebil Senman from liability for the performance of his duties as a non-executive director of the Company.



§2

The resolution comes into force on the day of its adoption.

**Resolution No. 11a**

Adopted by the Annual General Meeting of Griffin Premium RE.. N.V. based in Amsterdam, the Netherlands on the appointment of Norbert Sasse as a non-executive director of the Company

§1

The Annual General Meeting of Griffin Premium RE.. N.V. resolved to appoint Norbert Sasse as a non-executive director of the Board of Directors, for a term until immediately after the annual general meeting of the Company held in 2022, such in accordance with the nomination by the Board of Directors.

§2

The resolution comes into force on the day of its adoption.

**Resolution No. 11b**

Adopted by the Annual General Meeting of Griffin Premium RE.. N.V. based in Amsterdam, the Netherlands on the appointment of George Muchanya as a non-executive director of the Company

§1

The Annual General Meeting of Griffin Premium RE.. N.V. resolved to appoint George Muchanya as a non-executive director of the Board of Directors, for a term until immediately after the annual general meeting of the Company held in 2022, such in accordance with the nomination by the Board of Directors.

§2

The resolution comes into force on the day of its adoption.

**Resolution No. 12**

Adopted by the Annual General Meeting of Griffin Premium RE.. N.V. based in Amsterdam, the Netherlands on the amendment of the articles of association of the Company and the authorisation of each member of the Board and each employee of Loyens & Loeff N.V. to execute the deed of amendment

§1



The Annual General Meeting of Griffin Premium RE.. N.V. resolved to amend the articles of association of the Company in conformity with the draft deed of amendment to the articles of association prepared by Loyens & Loeff N.V. (Deed of Amendment), and to authorise each member of the Board of Directors and also each employee of Loyens & Loeff N.V., severally, to execute the Deed of Amendment.

Such amendments are adopted in order to:

- a) amend the Company's name to "Globalworth Poland Real Estate N.V.";
- b) introduce a new dividend policy in the Company's articles of association; and
- c) amend the representation authority of the members of the Board of Directors so that the Board of Directors acting jointly or an executive director acting jointly with another member of the Board of Directors is authorised to represent the Company.

§2

The resolution comes into force on the day of its adoption.

**Resolution No. 13**

Adopted by the Annual General Meeting of Griffin Premium RE.. N.V. based in Amsterdam, the Netherlands on the amendment to the remuneration policy

§1

The Annual General Meeting of Griffin Premium RE.. N.V. resolved to adopt the revised remuneration policy for the Board of Directors (Revised Remuneration Policy) in the contents as attached to the announcement of the Annual General Meeting. The adopted Revised Remuneration Policy includes that Rafał Pomorski will be entitled to receive an annual variable remuneration in cash (**Performance Payment**) in the gross amount of up to PLN 300,000, provided that the key performance indicators set out in the annual budget of the Company and its subsidiaries outlining the financial and other targets for the group and its management have been met. The adopted Revised Remuneration Policy and the revised remuneration of Rafał Pomorski is adopted with retrospective effect from 1 January 2017.

§2

The resolution comes into force on the day of its adoption.

**Resolution No. 14**

Adopted by the Annual General Meeting of Griffin Premium RE.. N.V. based in Amsterdam, the Netherlands on the authorisation to issue shares and grant rights to acquire shares

§1

The Annual General Meeting of Griffin Premium RE.. N.V. resolved to, in addition to the current issue authorisation that will remain in place, authorise the Board of Directors, in accordance with article 96, paragraphs 1 and 5, of Book 2 of the Dutch Civil Code and clause 6 of the articles of association of the Company, as the competent body for a term of 36 months



calculated as of the date of this Annual General Meeting of the Company, to issue shares and/or grant rights to subscribe for shares by the Company (which includes, for the avoidance of doubt, notes and/or bonds that can be converted into shares) up to a maximum of 350,000,000 shares (Additional Issue Authorization). The minimum price per share in the Additional Issue Authorization shall amount to the EPRA Triple Net Asset Value (EPRA NNNAV), as set out in the consolidated annual report for the 12-month period ending 31 December 2017, i.e. EUR 1.57.

§2

The resolution comes into force on the day of its adoption.

**Resolution No. 15**

Adopted by the Annual General Meeting of Griffin Premium RE.. N.V. based in Amsterdam, the Netherlands on authorization to restrict or exclude pre-emptive rights

§1

The Annual General Meeting of Griffin Premium RE.. N.V. resolved to, in addition to the current limitation authorization to limit or exclude the pre-emptive right that will remain in place, authorize the Board of Directors in accordance with article 96a, paragraph 6, of Book 2 of the Dutch Civil Code and clause 7 of the articles of association of the Company, as the competent body for a term of 36 months calculated as of the date of this Annual General Meeting of the Company to limit or exclude the pre-emptive rights upon issuance of shares and/or granting of rights to subscribe for shares by the Company, to be issued or granted by making use of the Additional Issue Authorization (**Additional Limitation Authorization**).

§2

The resolution comes into force on the day of its adoption.

**Resolution No. 16**

Adopted by the Annual General Meeting of Griffin Premium RE.. N.V. based in Amsterdam, the Netherlands on the approval of conversion of short-term loans

§1

The Annual General Meeting of Griffin Premium RE.. N.V. resolved to adopt to approve the conversion options granted by the Company to Globalworth Finance Guernsey Limited (**Globalworth**) on 18 December 2017 and any conversion pursuant to the Conversion Options.

Pursuant to the Conversion Options the Lenders have the option to convert sums due under the short-term loans into shares in the Company. As part of the Additional Issue Authorization (as adopted in the resolution No. 14) the Lenders will be entitled to receive up to a maximum of 195,000,000 shares as a consequence of the execution of the Conversion Options, i.e. from the maximum amount of 350,000,000 shares up to 195,000,000 shares can be paid (provided that



the minimum price per share shall amount to the EPRA Triple Net Asset Value (EPRA NNNAV)) via the execution of the Conversion Options.

§2

The resolution comes into force on the day of its adoption.

**Resolution No. 17**

Adopted by the Annual General Meeting of Griffin Premium RE.. N.V. based in Amsterdam, the Netherlands on the authorization of Board to acquire shares

§1

The Annual General Meeting of Griffin Premium RE.. N.V. resolved to authorize the Board of Directors for a period until the next annual general meeting of the Company to acquire shares in the Company (including shares issued as stock dividend), such for the maximum number of shares as is permissible under Section 2:98 of the Dutch Civil Code, either through purchase on a stock exchange or otherwise provided that:

- (a) repurchases of shares may not in the aggregate in any financial year exceed 10% of the Company's issued ordinary share capital; and
- (b) the repurchase may not be made at a price greater than 10% above the average of the closing price of shares on the Warsaw Stock Exchange for the five business days preceding the date on which the purchase is made (Repurchase Authorization).

§2

The resolution comes into force on the day of its adoption.

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In addition, the Board of Directors of the Company notifies about a list of the shareholders holding at least 5% of votes at the Annual General Meeting:

Shareholder: Globalworth Asset Managers S.R.L.

Number of shares held: 111,890,933

Number of votes: 111,890,933

Share in the total number of votes: 71.66%

Share in the total number of votes at the Annual General Meeting: 78.52%

Shareholder: Nationale Nederlanden OFE

Number of shares held: 15,600,000

Number of votes: 15,600,000

Share in the total number of votes: 9.99%

Share in the total number of votes at the Annual General Meeting: 10.95%



**Griffin  
Premium RE..**

Shareholder: European Bank for Reconstruction and Development

Number of shares held: 14,807,000

Number of votes: 14,807,000

Share in the total number of votes: 9.48%

Share in the total number of votes at the Annual General Meeting: 10.39%