



**Annual General Meeting of Shareholders of Ronson Development SE (formerly: Ronson Europe N.V.) in Rotterdam, The Netherlands**

The Board of Managing Directors of Ronson Development SE with its corporate seat in Rotterdam, the Netherlands (the "**Company**"), in accordance with its Articles of Association (the "**Articles of Association**" or "**AoA**"), is pleased to inform you that the Annual General Meeting of the Company's Shareholders (the "General Meeting") has been convened for **28 June 2018** at the Company's offices at Weena 210-212, Rotterdam, the Netherlands, at 11.00 hours CET.

The Annual General Meeting agenda is as follows:

- 1) Opening of the General Meeting
- 2) Discussion on the Company's Annual Report for the financial year 2017, including the report of the Management Board and the report of the Supervisory Board and its committees and including management board and supervisory board remuneration (policies)
- 3) Adoption of the annual accounts for the financial year 2017 \*
- 4) Discussion on the policy on additions to the reserves and dividends
- 5) Appropriation of the net result for the financial year 2017 \*
- 6) Discharge from liability ('*decharge*') of the members of the Management Board for their management tasks during the financial year 2017 \*
- 7) Discharge from liability ('*decharge*') of the members of the Supervisory Board for their supervisory tasks during the financial year 2017\*
- 8) Authorization of the Board of Supervisory Directors to appoint the Company's external auditor for the financial year 2018\*
- 9) Discussion of the corporate governance policy as set out in the Company's Annual Report for the financial year 2017
- 10) Composition of the Board of Managing Directors: Resignation of one member:
  - a) Acceptance of the resignation of Mr Erez Tik as Managing Director B and member of the Board of Managing Directors, with effect as of 16 May 2018 and granting him discharge from liability ('*decharge*') for his management during the financial year 2017 and up to 16 May 2018 (inclusive).\*
- 11) Any Other Business
- 12) Closing of the General Meeting

*\* These items require a resolution to be passed at the General Meeting.*

With reference to Article 33.5 of the Articles of Association, the Shareholders Circular with annexes, will be prepared in order to inform the General Meeting of all facts and circumstances relevant to the resolutions. The Shareholders' Circular will be made public and available at the date hereof by posting on the Company's website: [www.ronson.pl](http://www.ronson.pl).

All other documents prepared for the purpose of the General Meeting (both in English and in Polish) will be made public and available at the date hereof by posting on the website at [www.ronson.pl](http://www.ronson.pl), including:

- A. the General Meeting agenda and appertaining documents
- B. the Company's Annual Report containing the report of the Management Board, the report of the Supervisory Board, the Corporate Governance report, and the annual accounts for the financial year 2017 and the auditor's report
- C. the Shareholders' Circular
- D. a description of the proxy-voting procedure through the proxy indicated by the Company, the form of a power of attorney together with draft voting instructions.

Additionally, hard copies of the 2017 Annual Report containing the 2017 annual accounts will be available to shareholders for review at the Company's offices in the Netherlands in Rotterdam at Weena 210-212, 3012 NJ Rotterdam, the Netherlands, and at the Company's offices in Poland in Warsaw at 57 Komisji Edukacji Narodowej Avenue at least 15 days prior to the General Meeting until the date of the General Meeting.

### **Pre-Meeting of the Company's Shareholders in Warsaw, Poland**

The Board of Managing Directors of the Company has also convened a Pre-Meeting of the Company's Shareholders (the "**Pre-Meeting**") for **20 June 2018** in the Company's office in Warsaw, Poland at 57 Komisji Edukacji Narodowej Avenue at 15.00 hours CET. The Pre-Meeting Agenda will mirror the above-mentioned agenda for the General Meeting, except for the voting on the adoption on resolutions.

### **Registration**

In accordance with article 38 of the Articles of Association, persons entitled to vote and to attend the General Meeting, are those who (i) are shareholders or are deemed to be shareholders at the twenty-eighth day prior to the day of the General Meeting, i.e. **31 May 2018** (the "**Record Date**"), and (ii) are recorded as such in a register designated by the Board of Managing Directors, regardless of who is a shareholder or deemed to be a shareholder at the time of the General Meeting if no Record Date would apply.

The aforementioned persons will be entitled to participate in the General Meeting, provided that they deposited not later than **21 June 2018 17:00 hours CET** their original registered depository certificates issued by authorized financial intermediaries in Poland maintaining securities accounts of those shareholders on the Record Date as follows:

- at the Company's offices in Poland in Warsaw at 57 Komisji Edukacji Narodowej Avenue (on business days, Monday through Friday, between 9:00 and 17:00 hours CET) or
- at the Company's offices in the Netherlands in Rotterdam at the following address: Weena 210-212, 3012 NJ Rotterdam (on business days, Monday through Friday, between 09.00 and 17.00 hours CET),

and provided that a deposited registered depository certificate has not been collected from the Company by such a shareholder before the General Meeting.

Shareholders intending to participate in the Pre-Meeting must deposit the original depository certificate with the Company not later than on **19 June 2018 by 17:00 hrs** at the Company's offices in Poland in Warsaw at 57 Komisji Edukacji Narodowej Avenue (on business days, Monday through Friday, between 9:00 and 17:00 hours CET).

Each shareholder may participate in the Pre-Meeting and the General Meeting respectively, and exercise the shareholder's rights, including the voting rights at the General Meeting, in person or by an authorized representative or proxy, including a proxy indicated by the Company; the respective authorization should be given or evidenced in writing. Shareholders may authorize a proxy indicated by the Company to attend the

General Meeting and vote their shares on their behalf in observance of the voting instructions by filling in the form of proxy available on the Company's website: [www.ronson.pl](http://www.ronson.pl) and delivering it to the Company at the Pre-Meeting or sending it to the Company's offices in the Netherlands and in Poland at addresses specified hereinabove.

Detailed information on the General Meeting, including information on the proxy voting procedure, will be made available on the Company's website: [www.ronson.pl](http://www.ronson.pl).

Shareholders are advised that they should carefully read all the information relating to the General Meeting and the Pre-Meeting which will be available on the Company's website [www.ronson.pl](http://www.ronson.pl), and are kindly asked to address all queries with respect to the Pre-Meeting and the General Meeting to the Management Board with the reference: the General Meeting of Ronson Development SE, at one of the following addresses:

**In the Netherlands:**

Ronson Development SE  
Weena 210-212  
3012 NJ Rotterdam  
Fax: +31 10 201 36 08  
email: [agm@ronson.pl](mailto:agm@ronson.pl)

**In Poland:**

Ronson Development SE  
c/o Ronson Development Management  
Sp. z o.o.  
**57 Komisji Edukacji Narodowej Avenue**  
Warsaw  
email: [agm@ronson.pl](mailto:agm@ronson.pl)

Rotterdam, 17 May 2018

The Board of Managing Directors