Current report No. 22/2017

Date of the report: 4 October 2017

**Subject: Convocation of an Extraordinary General Meeting and the conditional resignation of the directors of the Company**

Legal grounds (selected in ESPI): Article 17(1) of the MAR

Body of the report:

The Board of Directors (the “Board”) of Griffin Premium RE.. N.V. (the “Company”) hereby announces that on 4 October 2017, the Management Board of the Company adopted a resolution regarding the convocation of an Extraordinary General Meeting of the Company (the “EGM”) for 15 November 2017 with the following agenda:

1. Opening of the EGM.
2. Discussion of the Tender Offer [(as defined below)].
3. Conditional granting of discharge to the members of the Board (Resolution)
4. Conditional reappointment of 2 executive directors and 7 non-executive directors of the Board and conditional appointment of 2 non-executive directors of the Board (Resolutions)
5. Conditional authorization to issue shares and grant rights to acquire shares (Resolution)
6. Conditional authorization to restrict or exclude pre-emptive rights (Resolution)
7. Approval by general meeting of the Company with regards to contemplated new portfolio acquisitions in light of section 2:107a of the Dutch Civil Code (Resolution)
8. Proposal to amend the articles of association of the Company and to authorise each member of the Board and each employee of Loyens & Loeff N.V. to execute the deed of amendment (Resolution)
9. Any other business
10. Closing.

The EGM was convened in connection with the announcement, on 4 October 2017, by Globalworth Asset Managers SRL (“GAM”) of a tender offer for the sale of all the shares in the Company (the “Tender Offer”) pursuant to Article 90a(1)(1) of the act of 29 July 2005 on public offering, the conditions governing the introduction of financial instruments to organised trading, and public companies (see current report No. 20 of 4 October 2017).

The announcement regarding the convocation of the EGM along with all of the information materials for the persons authorised to participate in the EGM are available on the company’s website at http://www.griffin-premium.com/.

Moreover, the Board hereby announces that in connection with the announcement of the Tender Offer, all of the members of the Board have tendered conditional resignations from the Board on the condition that GAM acquires at least 50.01% of all the shares in the share capital of the Company pursuant to the Tender Offer.

Legal basis: Article 17(1) of the MAR