

Solidare Real Estate Holding PLC

C52332

168, St Christopher Street, Valletta VLT1467, Malta

NOTICE AND AGENDA OF AN EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given to all members of Solidare Real Estate Holding plc (the 'Company') in terms of Article 30 of the Company's Articles of Association that an Extraordinary General Meeting of the Company shall be held as follows for the transaction of the business specified hereunder:

Date: August 17th, 2017

Time: 10:00

Place: 168, St Christopher Street, Valletta VLT1467, Malta

The purpose of the meeting is to:

1. Consider the Auditor's Report and approve the Audited Financial Statements for the financial year ended 31 December 2016 for the purposes of the German Stock Exchange;
2. Declare a dividend of zero, based on the recommendation of the Board of Directors;
3. Confirm and re-appoint Deloitte & Touche GmbH, Leipzig, as Auditor of the Consolidated Financial Statements for the purposes of the German Stock Exchange and to confirm and re-appoint RSM Malta, Malta as Auditor of the stand-alone Financial Statements and the Consolidated Financial Statements for Maltese purposes, and to authorise the Board of Directors to fix their remuneration;
4. Election of Mr. Patrick Rehberger to the Board of Directors; and
5. Change the legal and judicial representation to René Müller acting jointly with any other Director;
6. Authorise the Company Secretary of the Company to file all necessary documents related to the businesses described above
7. Other matters

In this regard, the Board of Directors of the Company is proposing the following extraordinary resolutions:

"Resolved:

1. *To change clause 8 of the Memorandum of Association of the Company to read as follows:
"The legal and judicial representation of the Company shall be vested in René Müller acting jointly with any other Director."*
2. *To delete the Memorandum and Articles of Association of the Company in its entirety and substitute it with the attached document.*
3. *To authorise the Company Secretary to file all necessary documents, including the new Memorandum and Articles of Association of the Company, with the Maltese Registrar of Companies."*

Any member entitled to attend and vote at an Extraordinary General Meeting of the Company may do so by either attending personally or by appointing another person in his stead to attend and vote as his proxy. Members who hold shares in the Company as at the close of business on 24th July 2017 (record date) are entitled to notice of and to vote at the Extraordinary General Meeting or any adjournment or postponement thereof. The depositary bank has to confirm that the shares were held by the member at

the close of business on the record date. Members are kindly asked to register for the meeting by 17th August 2017 at Solidare Real Estate Holding PLC , 168, St Christopher Street, Valletta VLT1467, Malta by post, email (info@solidare.de) or by fax (+356 21227667).

The proxy may be appointed by using the enclosed proxy form which is to be sent by post or delivered to the registered address of the Company, i.e. 168, St Christopher Street, Valletta VLT1467, Malta. Members may also obtain their proxy form from the website of the Company www.solidare.de

In order to be valid, the completed proxy shall be in writing and shall be registered at the Company's registered address before the time of the holding of the meeting.

Members wishing to participate at the meeting by proxy are to complete in full all details required on the proxy form, and in particular where the proxy is filled in by hand the details should be completed clearly and in a legible manner.



Thomas Jacobsen
Company Secretary
21 July 2017

PROXY FORM

As a member of Solidare Real Estate Holding PLC, I/we hereby appoint:

Name and Surname of Proxy: _____

Nationality of Proxy: _____

Passport/ID Card number of Proxy: _____

Address of Proxy: _____

As my/our Proxy to attend and vote at the Extraordinary General Meeting of the Company to be held on 17th August 2017 at 168, St Christopher Street, Valletta VLT1467, Malta or any adjournment or postponement thereof.

Please indicate as follows:

- My Proxy is authorised to vote as he/she wishes
- My Proxy is authorised to vote as indicated below:

Voting preferences:

		In Favour	Against
1.	Consider the Auditor's Report and approve the Audited Financial Statements for the financial year ended 31 December 2016 for the purposes of the German Stock Exchange;		
2.	Declare a dividend of zero, based on the recommendation of the Board of Directors;		
3.	Confirm and re-appoint Deloitte & Touche GmbH, Leipzig, as Auditor of the Consolidated Financial Statements for the purposes of the German Stock Exchange and to confirm and re-appoint RSM Malta, Malta as Auditor of the stand-alone Financial Statements and the Consolidated Financial Statements for Maltese purposes, and to authorise the Board of Directors to fix their remuneration;		
4.	Election of Mr. Patrick Rehberger to the Board of Directors;		
5.	Change the legal and judicial representation to René Müller acting jointly with any other Director;		
6.	Authorise the Company Secretary of the Company to file all necessary documents related to the businesses described above.		

Signature
Member's name in block letters:

Date