

ATRIUM EUROPEAN REAL ESTATE LIMITED

(the “Company”)

(a company incorporated with limited liability under the Companies (Jersey) Law 1991, as amended, with registered number 70371)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of the Company will be held at 09:00 a.m. (Jersey time) on 15 June 2020 at the offices of Aztec Financial Services (Jersey) Limited at 11-15 Seaton Place, St Helier, Jersey, JE4 0QH to consider and, if thought fit, to pass the following resolutions:

SPECIAL RESOLUTION

1. **THAT** with effect from the end of the Extraordinary General Meeting, the Amended Articles tabled at the Extraordinary General Meeting be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the Existing Articles.

In this special resolution a reference to the Existing Articles shall mean the Articles of Association of the Company as at immediately prior to the Extraordinary General Meeting and a reference to the Amended Articles shall mean the proposed new Articles of Association of the Company (made available to shareholders for inspection prior to the Extraordinary General Meeting).

ORDINARY RESOLUTION

2. **THAT**, provided that resolution 1 above is carried, with effect from the end of the Extraordinary General Meeting the Company is authorised, for the purpose of article 34A of the Amended Articles and all other purposes, to offer a Scrip Dividend (as defined in the Amended Articles) in relation to any and all dividends (whether or not already declared) to be paid prior to the date of the Company’s next annual general meeting.

By order of the Board

Registered Office

11-15 Seaton Place
St Helier
Jersey
JE4 0QH
Channel Islands

Secretary

Dated 29 May 2020

Notes:

1. Shareholders entitled to attend and vote at the meeting may appoint one or more proxies (who need not be Shareholders) to attend and vote on a poll on their behalf provided that if two or more proxies are to be appointed, each proxy must be appointed to exercise the rights attaching to different Shares. The Existing Articles require that all votes at the Extraordinary General Meeting shall be by poll.
2. On a poll each Shareholder will be entitled to 1 vote per Share held (subject to any restrictions in the Existing Articles).
3. To have the right to attend and vote at the meeting you must hold Shares in the Company.
4. To be valid, a Form of Proxy (and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) completed by a Shareholder must be received by or on behalf of the Company at the address set forth in the relevant Form of Proxy as soon as possible, but in any event not later than 10:00 a.m. (Amsterdam time/C.E.S.T.) on 12 June 2020 and, in the case of a Shareholder holding interests in Shares through an intermediary of Euroclear Netherlands, the Form of Proxy must be submitted via the Shareholder’s account holding bank or broker, as set out in the letter from the Chairman. If a Shareholder holding interests in Shares through an intermediary of Euroclear Netherlands submits a Form of Proxy directly to the proxy agent Van Lanschot Kempen Wealth Management N.V. other than via the Shareholder’s account holding bank or broker, the Form of Proxy shall be considered invalid. A Form of Proxy accompanies this notice. Completion and return of a Form of Proxy (a) will not preclude Registered Shareholders from attending and voting at the meeting should they wish to do so, and (b) is required for Shareholders holding interests in Shares via an intermediary of Euroclear Netherlands to be permitted to attend and/or vote at the meeting.