

SPAZIO INVESTMENT N.V.

AGENDA OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

This is the Agenda of the Extraordinary General Meeting of Shareholders of Spazio Investment N.V. (the "**Company**"), which will be held at its offices, Herikerbergweg 238, 1101 CM Amsterdam, The Netherlands at **2:00 p.m. (CET) on March 5, 2015**.

The business to be addressed will be the following:

Opening

- 1) Proposal to acknowledge and approve the resignation of Mr Nicholas Paul James as member of the management board of the Company with effect of 13 January 2015 and to grant him full discharge for the conduct of his affairs; and
- 2) Proposal to partially amend the articles of association of the Company as set out in a draft deed prepared by Van Doorne N.V. (the "Deed of Amendment") as follows:

Article 19 paragraph 1 will be amended and will read as follows:

"19.1 The Management Board shall consist of a minimum of five (5) and a maximum of seven (7) members. Both individuals and legal entities can be Management Board members."

Otherwise, the Articles of Association, remain effective;

and

to authorise each of the managing directors of the Company, each of the lawyers, (candidate-) civil-law notaries and tax advisers of Van Doorne N.V. (the "Attorney(s)"), acting individually to do any and all of the following acts or things:

- a. to sign the Deed of Amendment;
 - b. to execute all such other documents and to do all such other things as may, in the sole and absolute discretion of the Attorneys or the relevant Attorney, be required to be signed, executed or delivered by the Shareholders, or done by the Shareholders in connection with the document described in this shareholders' resolution or be appropriate or necessary for effectively carrying out the objects herein authorised; and
 - c. to appoint any substitute or substitutes for any and all of the above purposes and to revoke such appointment at will; and
- 3) Proposal to amend the remuneration policy of the Company to the extent that in addition to the one board member who is entitled to an annual gross salary of € 60,000, the remaining board members are entitled to an annual gross salary of € 20,000 as well as reimbursement of reasonable out-of-pocket expenses incurred in connection with their duties as members of the Management Board ; and
 - 4) Proposal to ratify the reimbursements to the members of the Management Board as from 1 January 2013 until the date of this meeting.

Closing.

EXPLANATORY NOTES TO THE AGENDA

Item 1: Proposal to accept the resignation effective as of 13 January 2015 and to grant honourable discharge (*eervol ontslag*) to Mr Nicholas Paul James as member of the management board of the Company and give a discharge from liability in respect of the performance of his duties as member of the management board of the Company.

The management board has received the resignation letter of Mr Nicholas Paul James, on 13 January 2015. It is proposed to accept this resignation and grant honourable discharge (*eervol ontslag*) to Mr. James as member of the management board of the Company and a discharge from liability in respect of the performance of his duties as member of the management board of the Company.

Item 2: Proposal to amend **Article 19 paragraph 1** of the articles of association of the Company.

Article 19 paragraph 1 now reads as follows:

"19.1 The Management Board shall consist of a minimum of **six (6)** and a maximum of seven (7) members. Both individuals and legal entities can be Management Board members."

It is proposed to amend Article 19 paragraph 1 to read as follows:

"19.1 The Management Board shall consist of a minimum of **five (5)** and a maximum of seven (7) members. Both individuals and legal entities can be Management Board members."

Otherwise, the Articles of Association remain effective.

Item 3: Proposal to amend the remuneration policy of the Company.

As per the current remuneration policy no compensation will be paid to any of the members of the Company's Board other than to one Board member who shall be entitled to an annual gross salary of €60,000. The other members of the Board shall be entitled to reimbursement of reasonable out-of-pocket expenses incurred in connection with their duties as Board members.

It is proposed to amend the remuneration policy of the Company to the extent that in addition to the one board member who is entitled to an annual gross salary of € 60,000, the remaining board members are entitled to an annual gross salary of € 20,000 as well as reimbursement of reasonable out-of-pocket expenses incurred in connection with their duties as members of the Management Board.