

## SPAZIO INVESTMENT N.V.

Incorporated in the Netherlands, registered with the Trade Register of the Chamber of Commerce in Amsterdam under number: 34237136 (the "**Issuer Company**")

### **"Issuer Company"**

#### **Form of Direction**

Form of Direction for completion by holders of Depository Interests representing shares on a one for one basis in the Issuer Company in respect of the Extraordinary General Meeting of the Issuer Company at **2:00 p.m. (CET) on 30 December 2013** at the offices of the Issuer Company, Herikerbergweg 238, 1101 CM Amsterdam Zuidoost, The Netherlands.

I/We

Of

*(Please insert full name(s) and address(es) in BLOCK CAPITALS)*

being a holder of Depository Interests representing shares in the Issuer Company hereby appoint Capita IRG Trustees Limited ("the Depository") as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Issuer Company to be held on the above date (and at any adjournment thereof) as directed by an "X" in the spaces below.

***Please indicate with an "X" in the spaces below how you wish your vote to be cast. If no indication is given, you will be deemed as instructing the Depository to abstain from voting.***

<b>RESOLUTIONS</b>		<b><i>For</i></b>	<b><i>Against</i></b>	<b><i>Discretion to Chairman</i></b>	<b><i>Abstain</i></b>
1	Proposal to accept the resignation effective as of October 10, 2013 and to grant honourable discharge ( <i>eervol ontslag</i> ) to Mr. Claudio Ricci as member of the management board of the Issuer Company and give a discharge from liability in respect of the performance of his duties as member of the management board of the Issuer Company.				

2	Proposal to appoint Mrs. Antonella Fusta, nominated by Prelios Netherlands B.V. as Nominating Party, as member of the management board of the Company.				
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Signature: \_\_\_\_\_ Date: \_\_\_\_\_

**NOTES**

1. To be effective, this Form of Direction and the power of attorney or other authority (if any) under which it is signed, or a notarial or otherwise certified copy of such power or authority, must be deposited at the Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 1 p.m. (GMT) on 24 December 2013.
2. Any alterations made to this Form of Direction should be initialed.
3. In the case of a corporation this Form of Direction should be given under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
4. Please indicate how you wish your votes to be cast by placing "X" in the box provided. On receipt of this form duly signed, you will be deemed to have authorised the Depository to vote, or to abstain from voting, as per your instructions.
5. The Depository will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other resolution (including amendments to resolutions) which may properly come before the meeting.
6. The "Discretion" option is provided to enable discretion to be given to the Chairman to vote or abstain from voting as he or she thinks fit on the specified resolutions.
7. Depository Interest holders wishing to attend the meeting should contact the Depository at Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or by email to [custodymgt@capita.co.uk](mailto:custodymgt@capita.co.uk) in order to request a letter of representation by no later than 1 p.m. (GMT) on 24 December 2013.