



## **SPAZIO INVESTMENT N.V.**

REGISTERED IN AMSTERDAM, THE NETHERLANDS

### **NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Notice is hereby given that an Annual General Meeting of Shareholders ("**AGM**") of Spazio Investment N.V. (the "**Company**") will be held at Facility Point WTC Schiphol World Trade Center Schiphol, Schipholboulevard 127 A4 Tower, 1118 Schiphol (Haarlemmermeer), The Netherlands on 28 April 2009 commencing at 14:00 hours (CET), at which meeting the following subjects will be considered:

1. Discussion on the report of the Management Board of the financial year ending 31 December 2008.
2. Proposal to adopt the Company's annual accounts and consolidated financial statements for the financial year ending on 31 December 2008.
3. Proposal to confirm the interim dividend distribution completed on 6 October, 2008 of €0.59 per ordinary share as the total distribution for the year ending on 31 December 2008.
4. Proposal to grant discharge to the members of the Management Board for the management performed over the financial year ending on 31 December 2008.
5. Proposal to cancel 4,545,448 ordinary shares held by the Company as a result of the tender offer completed on 15 January 2009.
6. Proposal to adopt the remuneration policy of the Management Board (as contained in the financial statements and report of the Company for the financial year ending on 31 December 2008) until the conclusion of the general meeting of shareholders of the Company at which the proposal to adopt the annual accounts for which the financial year ending on 31 December, 2009 is on the agenda.
7. Proposal to approve for the purposes of Rule 8 of the AIM Rules for Companies, the Company's investing strategy as set out in Part II paragraph 3 of the Company's Admission Document dated 13 October 2006.
8. Proposal to authorise the Management Board to issue ordinary shares, or to grant rights to subscribe for ordinary shares in the Company up to one third of the Company's issued ordinary share capital as at the date of this notice, provided that such authority shall expire upon the conclusion of the general meeting of shareholders of the Company at which the proposal to adopt the annual accounts of the financial year ending on 31 December, 2009 is on the agenda.
9. Proposal to authorise the Management Board to restrict or exclude the pre-emptive rights set out in Article 8.4 of the Company's Articles of Association up to 5 percent of the issued ordinary share capital of the Company as at the date of this notice, whereby such power shall expire at the conclusion of the general meeting of shareholders of the Company at which the proposal to adopt the annual accounts for the financial year ending on 31 December, 2009 is on the agenda.

### **Further Information**

For convenience, this notice to shareholders and holders of Depositary Interests is accompanied by a Form of Direction (for Depositary Interest holders), a request for a letter for corporate representation and a proxy card (for shareholders).



Forms of Direction and letters for corporate representation are required to be completed by holders of Depositary Interests and returned to and be received by Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU United Kingdom no later than 17:00 on 24 April, 2009.

Forms of proxy are required to be completed by shareholders and returned to and should be received by the Company no later than 14:00 on 27 April, 2009.

A copy of this notice can be found on the Company's website: [www.spazioinvestment.com](http://www.spazioinvestment.com) .

The agenda and the explanation thereto, the annual report and accounts, and other relevant documentation are available for inspection as to the date of this notice at the offices of the Company (and copies may be obtained free of charge) during normal working hours at Dam 7f, 6<sup>th</sup> floor, 1012 JS, Amsterdam, The Netherlands. These documents will remain available for inspection at the designated address until the end of the meeting.

Registration Date/Record Date for holders of Depositary Interests: 30 March 2009.