

SPAZIO INVESTMENT N.V.
NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Shareholders of **Spazio Investment N.V.** (the "**Company**") will be held at its offices, Herikerbergweg 238, 1101 CM Amsterdam, The Netherlands, at **2:00 p.m. (CET) on March 5, 2015**. The proposed agenda for this Annual General Meeting is 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; and
 - 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

Registered Office:

Luna ArenA Building
Herikerbergweg 238
1101 CM Amsterdam
The Netherlands

Dated: _____, 2015

By Order of the Board

Colin Kingsnorth - Chairman of the Management Board

Notes:

1. Each holder of Shares entitled to vote and each holder of depositary receipt rights (DRH) shall be entitled to attend the General Meeting of Shareholders. The Management Board must be notified in writing of the intention to attend the meeting. Such notice must be received by the Management Board at the registered office of the Company not later than 02:00 p.m. (CET) on March 2, 2015.
2. A Shareholder who is entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a member of the Company.
3. A Form of Proxy for Shareholders for use at the Annual General Meeting is available at the Company's website (www.spazioinvestment.com). To be valid, a Form of Proxy must be completed and returned, together with the power of attorney or other authority (if any) under which it is signed, to the Company by 02:00 p.m. (CET) on March 2, 2015. Completion and return of the Form of Proxy will not prevent a shareholder from attending the Annual General Meeting and voting in person if he or she so wishes.
4. A Form of Direction for Depository Interest Holders for use at the Annual General Meeting is available at the Company's website (www.spazioinvestment.com). To be valid, a Form of Direction must be completed and lodged, together with any power of attorney or other authority (if any) under which it is signed, with Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 2 p.m. (CET) on February 27, 2015, or in any event no later than 72hrs prior to the Meeting or any adjournment thereof. Depository Interest Holders wanting to attend the Annual General Meeting should contact the Depository, Capita IRG Trustees Limited, at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 2 p.m. (CET) on February 27, 2015.
5. The Company specifies that only those Depository Interest Holders entered on the Depository Interest register of the Company as at 2 p.m. (CET) on February 27, 2015, or in the event that the Annual General Meeting is adjourned, on the Register of Depository Interest Holders 72 hours before the time of any adjourned meeting, shall be entitled to attend or vote at the Annual General Meeting in respect of the number of Depository Interests registered in their name at that time. Changes to the entries on the Depository Interest register after 2 p.m. (CET) on February 27, 2015, or, in the event that the Annual General Meeting is adjourned, in the Depository Interest register 72 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting, notwithstanding any provisions in any enactment, the articles of association of the Company or other instrument to the contrary.
6. The agenda (and other relevant documentation) are available for inspection as to the date of this notice at the Company's website (www.spazioinvestment.com).