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If you have sold or otherwise transferred all of your Shares, Preferred Shares and/or Depository Interests please send this document and the accompanying Form of Proxy or Form of Direction as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. The distribution of this circular in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this circular comes should inform themselves about and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

SPAZIO INVESTMENT N.V.



(Incorporated and registered in the Netherlands, No. 34237136)

Accelerated Business Plan and Revised Arrangements with the Corporate Manager and Fund Manager

Notice of Extraordinary General Meeting

A letter of recommendation from the Chairman of Spazio Investment N.V. is set out in Part I of this document.

Notice of an Extraordinary General Meeting of the Company to be held at 2:30 p.m. (CET) on Tuesday, 9 December 2008 at Facility Point WTC Schiphol World Trade Center Schiphol, Schipholboulevard 127 A4 Tower, 1118 8G Schiphol (Haarlemmermeer), the Netherlands is set out on pages 28 and 29 of this document.

Shareholders will find enclosed a Form of Proxy for use at the Extraordinary General Meeting. To be valid for use at the Extraordinary General Meeting, the Form of Proxy must be completed in accordance with the instructions printed on it and returned to Jesse Martijnse

at Spazio Investment N.V., Royal Damcenter Dam 7f, 1012JS Amsterdam, the Netherlands to arrive as soon as possible and in any event not later than 4.00 p.m. (CET) on 5 December 2008. If received prior to this time, your completed Form of Proxy will constitute a notification to the Board of your intention to attend the Extraordinary General Meeting. Whether or not Shareholders intend to attend the Extraordinary General Meeting, they are requested to return the completed Form of Proxy in accordance with the instructions set out in this paragraph. Completion and delivery of your Form of Proxy to the Company in accordance with this paragraph is required in order to enable you to attend and vote (either in person or by proxy) at the Extraordinary General Meeting and will not preclude you from attending and voting at the Extraordinary General Meeting should you so wish.

Depository Interest Holders will find enclosed a Form of Direction for use at the Extraordinary General Meeting. To be valid for use at the Extraordinary General Meeting, the Form of Direction must be completed in accordance with the instructions printed on it and returned to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU to arrive as soon as possible and in any event not later than 1.30 p.m.(GMT) on 4 December 2008. Whether or not Depository Interest Holders intend to attend the Extraordinary General Meeting, they are requested to return the completed Form of Direction in accordance with the instructions set out in this paragraph. Depository Interest Holders wanting to attend the Extraordinary General Meeting should complete the Request for a Letter of Corporate Representation enclosed with this circular and return it to Capita Registrars in accordance with the instructions printed on it. If you hold Depository Interests in CREST, you may vote by completing and transmitting a CREST Proxy Instruction to Capita Registrars (Crest Participant ID RA10) so that it is received by no later than 1.30 pm (GMT) on 4 December 2008.

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DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

"Accelerated Business Plan"	the plan described herein and in the Company's announcements on 19 September 2008 and 3 November 2008 whereby the Company requests that the Fund disposes of real estate assets during the period from 1 January 2008 to 31 December 2011, suspends its acquisition activities and limits its development activities in order to enable the Company to make cash returns to Shareholders;
"Admission Document"	the Company's admission document of October 2006 available at www.spazioinvestment.com ;
"Affiliates"	a company, partnership or other legal entity which controls, or is controlled by, or which is controlled by an entity which controls, a party;
"AIM"	the Alternative Investment Market of the London Stock Exchange;
"Amendment Agreement"	the conditional agreement to be executed by the Company and Pirelli RE amending the Exclusivity Agreement, if the Resolutions are approved;
"Articles of Association"	the articles of association of the Company currently in force as first adopted on 22 November 2005 and last revised on 14 June 2007;
"Board" or "Directors"	the management board of directors of the Company from time to time;
"Calculation Period"	the period commencing on the commencement of the First Calculation Period and ending upon the expiry of the Second Calculation Period;
"Change of Control"	in respect of the Company or the Fund, a transaction or a series of transactions resulting in a person other than Pirelli RE or any of its Affiliates in the case of the Company (or in relation to the Fund, the Company, Pirelli RE or any of its Affiliates), together with any person acting in concert (as defined in the United Kingdom's City Code on Takeovers and Mergers) with such person, holding more than 50 per cent of the Shares of the Company or 50 per cent of the units of the Fund, as the case may be;

"Change of Control Fee"	the fee payable to the Corporate Manager by way of Preferred Distribution if the Company terminates the Corporate Management Agreement following the occurrence of a Change of Control event as described in Part III of this document;
"Company" or "Spazio"	Spazio Investment N.V.;
"Corporate Management Agreement"	the agreement between the Company and the Corporate Manager dated 12 October 2006;
"Corporate Management Fees"	the fees payable by the Company to the Corporate Manager in accordance with the Corporate Management Agreement and, if the Resolutions are approved, from the date that the Restated Corporate Management Agreement becomes effective, the fees payable to the Corporate Manager in accordance with the Restated Corporate Management Agreement;
"Corporate Manager"	Pirelli RE Netherlands B.V.;
"CREST"	the computer based system for the transfer of uncertificated securities operated by Euroclear;
"Depository Interest"	an interest in Shares which, pursuant to a depository interest arrangement between the Company and Capita IRG Trustees Limited, is transferable within CREST by CREST members;
"Depository Interest Holders"	holders of Depository Interests;
"Deutsche Bank"	Deutsche Bank AG, London Branch, nominated adviser to Spazio Investment N.V.;
"Equity Investors"	Shareholders and Depository Interest Holders;
"Euroclear"	Euroclear UK and Ireland Limited;
"Exclusivity Agreement"	the agreement between the Company and Pirelli RE dated 12 October 2006;
"Existing Incentive Arrangements"	the existing fee arrangements for the Corporate Manager set out in the Corporate Management Agreement and the promote arrangements for the Corporate Manager set out in the Articles of Association and the Subscription Agreement;

"Extraordinary General Meeting" or "EGM"	the extraordinary general meeting of the Company convened for 2:30 p.m. (CET) on Tuesday 9 December 2008, notice of which is set out on pages 28 and 29 of this document;
"First Calculation Period"	the period commencing at 12.01 a.m (CET) on 1 December 2008 and expiring at 12:00 a.m (CET) on 31 December 2010;
"Fixed Fees"	the Corporate Management Fees and the Fund Management Fees payable to the Corporate Manager and Fund Manager for the duration of their appointment as Corporate Manager and Fund Manager respectively;
"Form of Direction"	the form of direction accompanying this document for use at the EGM by Depository Interest Holders;
"Form of Proxy"	the form of proxy accompanying this document for use at the EGM by Shareholders;
"Fund"	`Spazio Industriale - Fondo Comune di Investimento Immobiliare di Tipo Chiuso`;
"Fund Distribution"	any distribution by the Fund to the Company in whatever form (including, but not limited to, ordinary distributions, special distributions and equity repayments) which occurs (i) during the Calculation Period; or (ii) after the expiry of the Second Calculation Period if (and to the extent) such distribution is attributable to the Second Calculation Period;
"Fund Management Fees"	the fees payable by the Fund to the Fund Manager in accordance with the Fund Rules and, if approved, from the date that the New Fund Rules become effective, the fees payable by the Fund to the Fund Manager in accordance with the New Fund Rules;
"Fund Manager"	Pirelli & C Real Estate Società di Gestione del Risparmio S.p.A;
"Fund Rules"	the rules governing the Fund dated 29 December 2005 and as subsequently amended on 22 August 2008;
"Incentive Framework Agreement"	the conditional agreement between the Corporate Manager and the Company proposed to be entered into if the Resolutions are approved, details of which are set out in Part II of this document;
"Incentive Fees"	the fees payable by the Company to the Corporate

	Manager (by means of a Preferred Distribution to the Corporate Manager as the holder of Preferred Shares) in accordance with the terms of the Incentive Framework Agreement;
"Independent Directors"	John Duggan, Roy Dantzie, Richard Mully and Gualtiero Tamburini;
"Lock-Up Deed"	the undertaking made by the Corporate Manager to the Company dated 12 October 2006;
"London Stock Exchange" or "Stock Exchange"	London Stock Exchange plc;
"Management Team"	the initial management team dedicated to the Company comprising Alberto Iori, Fabrizio Lauro, Giacomo Sonzini, Giordano Graff, Silvia Savasta, Stefania Mandelli, Giordano Barbieri, Andrea Francese, Mario Angelini, Marco Maccario and Marco Monselesan, who will work for the Company on a full-time basis and Rodolfo Petrosino, Renzo Misitano and Francesco Allegretta, who will work for the Company on a part-time basis;
"Net Fund Distribution"	the amount of any Fund Distribution less all costs of, and expenses incurred or accrued by, the Company (which shall include, but not be limited to Directors' remuneration expenses and external consultants' and advisers' fees) for the period from (i) the later of 1 December 2008 and the most recent Fund Distribution (if any); to (ii) the date of such Fund Distribution;
"New Articles of Association"	the new articles of association of the Company proposed to be adopted by the Company if all Resolutions are approved, details of which are set out in Part IV of this document;
"New Fund Rules"	the revised Fund Rules proposed to be adopted if the Resolutions are approved, subject to the approval of the Bank of Italy, details of which are set out in Part I of this document;
"Notice of EGM"	the notice of the EGM set out at the end of this document;
"Pirelli RE"	Pirelli & C. Real Estate S.p.A.;

"Pirelli RE Group"	Pirelli RE and its subsidiaries;
"Portfolio"	the assets held by the Fund;
"Preferred Profit Sharing Certificate"	has the meaning given in the New Articles of Association;
"Preferred Shares"	preferred shares of EUR 0.20 each in the capital of the Company;
"Preferred Shareholder"	the Corporate Manager, being the holder of the Preferred Shares and, if the Resolutions are approved, Preferred Profit Sharing Certificates;
"Preferred Distribution"	a cash distribution payable by the Company to the holder of Preferred Shares and Preferred Profit Sharing Certificates in respect of the rights attaching to the Preferred Shares held by the Preferred Shareholder pursuant to the New Articles of Association;
"Proposals"	the proposals outlined to implement the Accelerated Business Plan and the Revised Arrangements as set out in the Revised Documentation as described in this document;
"Qualifying Amount"	the amount of a Net Fund Distribution (in respect of aggregated Fund Distributions made by the Fund to the Company) that falls within a relevant qualifying range as set out in column one of the tables set out on pages 22 and 23 in Part II of this document in respect of the relevant period;
"Qualifying Shareholder Cash Return"	a Shareholder Cash Return which, when aggregated with prior Shareholder Cash Returns, is of an amount equal to (or greater than) the Qualifying Amount less the Incentive Fee payable in respect of such Qualifying Amount;
"Request for a Letter of Corporate Representation"	the request for a letter of corporate representation accompanying this document for use at the EGM by Depository Interest Holders;
"Resolutions"	the resolutions set out in the Notice of EGM;
"Restated Corporate Management Agreement"	the conditional amended and restated Corporate Management Agreement proposed to be entered into by the Company with the Corporate Manager if the Resolutions are approved;
"Revised Arrangements"	the proposed replacement arrangements for the Fund Manager and Corporate Manager to be put in place if the Resolutions are approved, as set out in the Revised

	Documentation, further details of which are set out in Part II of this document;
"Revised Documentation"	the New Fund Rules, New Articles of Association, Restated Corporate Management Agreement, Amendment Agreement, Termination of Subscription Agreement and Incentive Framework Agreement;
"Second Calculation Period"	the period commencing on the expiry of the First Calculation Period and expiring at 12:00 am (CET) on 31 December 2011;
"Shareholder Cash Return"	a distribution to the holders of the Shares of a Net Fund Distribution;
"Shareholders"	holders of Shares and Preferred Shares;
"Shareholders' Approval"	approval of the Shareholders' Meeting;
"Shareholders' Meeting"	the body of the Company consisting of the Shareholders and Depository Interest Holders entitled to vote;
"Shares" or "Ordinary Shares"	ordinary shares of EUR 0.20 each in the capital of the Company;
"Subscription Agreement"	the subscription agreement entered into between the Company and the Corporate Manager dated 12 October 2006;
"Termination of Subscription Agreement"	the conditional agreement between the Company and the Corporate Manager terminating the Subscription Agreement proposed to be entered into if the Resolutions are approved; and
"Unitholder"	a holder of units in the Fund.

EXPECTED TIMETABLE

Latest time for receipt of Forms of Direction from Depository Interest Holders	1.30 p.m (GMT) on 4 December 2008
Request for Letter of Corporate Representation	1.30 p.m (GMT) on 4 December 2008
Latest time for receipt of Forms of Proxy from Shareholders	4.00 p.m (CET) on 5 December 2008
Extraordinary General Meeting	2:30 p.m (CET) on 9 December
Approvals from the management board of the Fund Manager / meeting of the Unitholders of the Fund and Bank of Italy approval of New Fund Rules expected	3 month approval period for the Bank of Italy to review the New Fund Rules*
Incentive Framework Agreement/Restated Corporate Management Agreement/Amendment Agreement /Termination of Subscription Agreement: (i) executed on a conditional basis (subject to all relevant Resolutions being approved); and (ii) expected to become unconditional	(i) on or around 9 December 2008 (ii) expected to be no later than 31 March 2009

* This period may be extended by the Bank of Italy where, for example, it requires further information regarding the changes to the Fund Rules.

The dates and times are based on the Company's current expectations and may be subject to change.

PART I – LETTER FROM THE CHAIRMAN

SPAZIO INVESTMENT N.V.

(Incorporated and registered in The Netherlands, No. 34237136)

Directors:
John Duggan
Roy Dantzie
Olivier de Poulpiquet
Richard Mully
Gualtiero Tamburini

Registered Office:
Royal Damcenter
Dam 7f, 1012JS
Amsterdam,
The Netherlands

21 November 2008

To Equity Investors and the Preferred Shareholder

Dear Sir or Madam

Accelerated Business Plan, Revised Arrangements with the Corporate Manager and the Fund Manager and Notice of Extraordinary General Meeting

Introduction

On 19 September 2008, the Company announced its intention to implement certain proposals which include (i) the planned disposal of real estate assets by the Fund with a value of €450 million over a three year period; (ii) the suspension by the Fund of acquisition activities; (iii) the Company's intention of returning net cash raised from disposals to Equity Investors; and (iv) the implementation of new incentive arrangements and the revision of the existing termination arrangements with the Corporate Manager and Fund Manager, (together, the "**Proposals**"). On 3 November 2008, the Company announced certain amendments to these Proposals, principally related to the method of calculation of the incentive fees payable to the Corporate Manager and to the revision of the termination arrangements for both the Corporate Manager and the Fund Manager.

Under the Proposals, the Corporate Manager and Fund Manager would continue to receive Fixed Fees on the existing basis until 31 December 2009. From 1 January 2010, such Fixed Fee arrangements would be subject to a €3 million annual cumulative cap. The Corporate Manager would also be entitled to receive the Incentive Fees. This letter gives details of these revised fee arrangements and of each of the Proposals. It also sets out the reasons why the Independent Directors believe that the terms of the Proposals are fair and reasonable as far as Equity Investors are concerned.

On pages 28 to 29 of this document is a notice convening the Extraordinary General Meeting to be held at 2:30 p.m. (CET) on Tuesday, 9 December 2008, at which the Resolutions will be proposed.

Background to and Reasons for the Proposals

As announced on 19 September 2008, the Company had extensive and constructive discussions with major shareholders who expressed a desire to focus on realising value from the Portfolio.

In response to these discussions and requests from certain Equity Investors and a share price trading at a significant discount to the net asset value of the Company, the Board announced the Accelerated Business Plan. As outlined in the announcement made on 19 September 2008, the Board believes that the implementation of the Accelerated Business Plan represents a significant opportunity to create Equity Investor value, by exploiting the discount between underlying asset valuations and the Share or Depository Interest price. If the Resolutions are approved, the Company shall request that the Fund Manager implement the disposal of real estate assets pursuant to the Accelerated Business Plan.

Accelerated Business Plan

(i) Disposal of Assets

It is currently intended that assets with an aggregate value of €450 million will be disposed of in the period from 1 January 2008 to 31 December 2010, with further disposals planned beyond this date. These disposals are expected to generate significant net cash proceeds which will be used to make significant cash returns to Equity Investors.

The planned disposals are achievable but challenging, given expected ongoing volatility in financial and real estate markets. However, the global real estate market has been adversely impacted by the credit crisis and worsening global economic conditions, leading to a softening in yields, the exit from real estate of a large number of investors and a significant decrease in transaction volumes. Recent financial markets events are also expected to have an adverse effect on real estate markets in Italy and elsewhere, particularly in the remainder of 2008. It is difficult to assess the quantum and the duration of the impact of these events at this time.

The Board will keep Equity Investors and Preferred Shareholders informed on the progress made in respect of the disposal of real estate assets as and when appropriate.

(ii) Suspension of Acquisition and Development Activities

Given market conditions and the proposal to return cash to Equity Investors, the Board does not currently intend to approve the acquisition of any new assets or any further development activity by the Fund, except in relation to the completion of existing development projects. However, if the Board is of the view that there are exceptional opportunities to acquire real estate assets available in the market, it may decide to support such acquisition of new real estate assets by the Fund. Shareholders' approval shall be sought for any acquisitions whereby the Fund would incur expenditure of more than €5 million on a cumulative basis in acquiring new assets in any calendar year.

(iii) Return of Capital

The Board will, subject to Shareholders' Approval of the Proposals and all other necessary consents, seek to distribute on a timely basis to Equity Investors, distributions it receives

from the Fund in such form as it deems appropriate (which may include the use of further on-market share buy-backs, tender offers and the payment of ordinary and/or special dividends). In order to facilitate the distributions to Equity Investors, the Board is proposing a resolution that grants the Company the maximum authority under Dutch law to repurchase up to 50 per cent of its Shares and/or Depository Interests.

Revised Arrangements

Alongside the implementation of the Accelerated Business Plan, the Board proposes to revise arrangements between the Company and the Corporate Manager and with the Fund Manager.

Save for the New Articles of Association, which shall become effective immediately following the EGM (if the Resolutions are approved and subject to relevant filings being made), and the New Fund Rules, which shall become effective upon receipt of Bank of Italy approval, the Revised Documentation shall be executed following the EGM on a conditional basis such condition being the approval of the Bank of Italy to the requisite changes to the Fund Rules. This condition may be waived by the Company at any time. The Bank of Italy is expected to take no longer than three months to consider and approve the proposed changes to the Fund Rules. Upon receipt of Bank of Italy approval, the Revised Documentation (save for the New Articles of Association and the New Fund Rules) shall be effective retrospectively from 1 December 2008. The expected timetable of events is set out on page 10 of this document.

(i) Revisions to Fixed Fee Arrangements

Fees payable to the Corporate Manager under the Corporate Management Agreement and to the Fund Manager under the Fund Rules will remain in place and unchanged until 31 December 2009. However, conditional upon the Resolutions being passed, from 1 January 2010 onwards, the aggregate Corporate Management Fees and Fund Management Fees payable by the Company and the Fund respectively shall be capped at a maximum of an aggregate €3 million per calendar year. These payments will be divided between the Corporate Manager and the Fund Manager and 82.35 per cent of the fees shall be payable to the Fund Manager and the remaining 17.65 per cent shall be payable to the Corporate Manager. As a consequence, the maximum Fixed Fees payable in any calendar year from 1 January 2010 shall be rounded to €2,470,000 in respect of the Fund Manager and €530,000 in respect of the Corporate Manager.

The fees that certain members of the Pirelli RE Group are paid pursuant to the agency, project management and property contracts as described in Section 6 of Part III of the Admission Document will remain unchanged.

(ii) Termination of Existing Incentive Arrangements

The Existing Incentive Arrangements for the Corporate Manager are based on the achievement of a semi-annually compounded internal rate of return on the Ordinary Shares by the Corporate Manager as described in section 16 of Part II of the Admission Document and as set out in the Articles of Association and the Subscription Agreement.

The Subscription Agreement entered into between the Corporate Manager and the Company on 12 October 2006 provides that the Company will issue Preferred Shares to the Corporate

Manager that carry the right to a special dividend and the right to subscribe for Ordinary Shares in the Company every three years subject to certain financial thresholds being met.

As the Existing Incentive Arrangements are being terminated, it is proposed that the Subscription Agreement be terminated and that the Incentive Framework Agreement (setting out the terms of the Revised Arrangements) be entered into. It is also being proposed that the Articles of Association should be amended as further described in Part IV of this document.

(iii) New Incentive Arrangements

The Corporate Manager, as the Preferred Shareholder, shall become entitled to Incentive Fees when the Company receives distributions during the Calculation Period (including distributions made after the Calculation Period if attributable to it) which, net of all costs and expenses of the Company during the relevant period are equal to or in excess of €200 million. The amount of its entitlement to Incentive Fees is directly proportionate to the amount of the distributions made to the Company and will also depend on whether such distributions are made within the First Calculation Period or the Second Calculation Period. The Incentive Fees are payable throughout the Calculation Period at the time that cash returns are paid to the Equity Investors and shall be paid by means of a Preferred Distribution. Further details of the revised incentive fee arrangements are provided in Part II of this document.

Arrangements will be put in place to allocate 28 per cent of the Incentive Fees payable to the Management Team being the team responsible for supervising the Accelerated Business Plan. The Corporate Manager will provide necessary evidence to the Company to demonstrate that these arrangements have been put in place.

These new incentive arrangements are subject to Shareholders' Approval as set out in the resolution in the Notice of EGM.

Revised Termination Arrangements

It is also proposed that the termination arrangements relating to the appointment of the Corporate Manager and the Fund Manager under both the Corporate Management Agreement and Fund Rules are varied. Both the Corporate Management Agreement and the Fund Rules currently contain provisions which do not permit the termination of the appointment of the Corporate Manager and the Fund Manager, other than for cause, prior to 18 January 2009 and 29 December 2008 respectively if six months' written notice has been provided. Currently, if the appointment of either the Corporate Manager or the Fund Manager is terminated, other than for cause, after these dates, the Corporate Manager and Fund Manager are entitled to receive termination payments. These termination payments are equivalent to 24 months' of the Fund Management Fee in the case of the Fund Manager and two times the annual Corporate Management Fee in the case of the Corporate Manager.

It is proposed that the dates prior to which the appointment of the Corporate Manager and the Fund Manager can not be terminated other than for cause are both extended until 31 December 2011.

Where the appointment of the Corporate Manager or Fund Manager is terminated, other than for cause, the size of the termination payments described above shall be reduced. At the date that termination becomes effective, the Fund Manager and Corporate Manager shall be entitled to receive Fund Management Fees and Corporate Management Fees of an amount equivalent to six months' of Fund Management Fees and Corporate Management Fees (calculated as of the termination date). The payments for this six month period shall be capped at €1.5 million and apportioned between the Corporate Manager and the Fund Manager who shall receive 17.65 per cent and 82.35 per cent of the fees payable, respectively. Accordingly, a rounded amount of up to €1,235,000 shall be paid to the Fund Manager and up to €265,000 shall be paid to the Corporate Manager.

The appointment of the Corporate Manager and Fund Manager can be terminated prior to 31 December 2011 at any time following the occurrence of a Change of Control Event. If either the Corporate Manager or Fund Manager's appointment is terminated following a Change of Control Event, the Corporate Manager and Fund Manager shall receive the termination payments equivalent to six months' of Corporate Management Fees and Fund Management Fees, as described in more detail in the above paragraph.

It is further proposed that, following 31 December 2011, the appointment of the Fund Manager and Corporate Manager can be terminated where three months' prior written notice is given by the Company or the Fund, as applicable, subject to Bank of Italy approval. During the three month period following notice of termination being provided, the Fund Manager and the Corporate Manager shall provide instruction services to the new manager(s) and during this period, shall continue to be entitled to receive Fund Management Fees and Corporate Management Fees. This three month period may be extended where Bank of Italy approval of the replacement of the Fund Manager is not obtained within this period. The Fund Manager and Corporate Manager shall be entitled to receive the Fund Management Fees and Corporate Management Fees for the duration of the period until approval is received and termination becomes effective.

Amendments to the Corporate Management Agreement and Fund Rules are being proposed in order to enable the above termination arrangements to be implemented.

Restated Corporate Management Agreement

In order to implement the revised Fixed Fee and termination arrangements described above, the Board proposes that the terms of the Corporate Management Agreement shall be varied, conditional upon the Resolutions being passed.

In addition to the amendments to the termination arrangements described above, it is also being proposed that a Change of Control provision be incorporated in the Restated Corporate Management Agreement. The Corporate Management Agreement will be amended to provide that, following a Change of Control of the Company, the Company may terminate the Restated Corporate Management Agreement provided that it pays a termination fee. Further details of this fee are set out in Part III of this document.

Amendment to the Exclusivity Agreement

An Exclusivity Agreement was entered into between Pirelli RE and the Company on 12 October 2006 to assist in reducing any conflicts of interest that may arise among the Fund Manager, the Fund and Pirelli RE Group in relation to certain investment opportunities. This Agreement broadly required Pirelli RE to offer first to the Fund Manager any investment opportunities available to it or its Affiliates to acquire real estate assets, real estate portfolios or development projects located in Italy in respect of the specific uses set out in the Admission Document (including industrial, logistical, warehousing and archive) to determine whether such investment opportunities should be pursued on behalf of the Fund.

Given that one of the key features of the Accelerated Business Plan is to suspend acquisition activity, the Board proposes that Pirelli RE should be released from its obligations to first offer investment opportunities in the Italian light industrial real estate sector to the Fund, and that the Exclusivity Agreement should be amended, subject to Shareholders' Approval. The undertaking relating to the number and qualifications of the management team made available to the Fund contained in the Agreement shall be amended. Pirelli RE has agreed with the Company to make available to it a management team sufficient to implement the Accelerated Business Plan. Any proposed change to the Management Team will require the consent of the Company, not to be unreasonably withheld or delayed.

Amendment to Lock-up Arrangements

Pursuant to the Lock-Up Deed, the Corporate Manager has undertaken that for so long as it or one of its direct or indirect subsidiaries provides corporate management services to the Company or manages the Fund, it will ensure that it holds at least 10 per cent of the Company's share capital. The Company and the Corporate Manager have agreed to amend the Lock-up Deed to remove this requirement upon a Change of Control event in respect of the Company occurs. The remaining provisions will remain unchanged.

Changes to the Articles of Association of the Company

The Articles of Association contain a number of provisions relating to the Existing Incentive Arrangements. Certain amendments to the Articles of Association will be required in order for the Revised Arrangements to be implemented, subject to Shareholders' Approval. A summary of the proposed changes to the Articles of Association is set out in Part IV of this document.

A copy of the New Articles of Association will be available for inspection at the registered office of the Company and at the offices of Paul, Hastings, Janofsky & Walker (Europe) LLP, Eighth Floor, Ten Bishops Square, London E1 6EG, United Kingdom, during usual business hours on any weekday as from no later than the fifteenth day prior to the date of the Extraordinary General Meeting until the close of the Extraordinary General Meeting and will be available on the Company's website www.spazioinvestment.com. A copy of the New Articles of Association will also be available for inspection at the place of the Extraordinary General Meeting from 15 minutes prior to and until the close of the meeting.

Other Approvals

The Resolutions relating to the adoption of the New Articles of Association and the appointment of the Preferred Shareholder's Board representative proposed replacement as

described in the section below, shall be voted upon by the Preferred Shareholder, at a Meeting of the Preferred Shareholders prior to the EGM.

Conditional upon Shareholders' Approval, the Board shall request that the Fund Manager approve the Accelerated Business Plan and the New Fund Rules. The New Fund Rules will require the approval of the management board of the Fund Manager and by a meeting of the Unitholders of the Fund, and then be subsequently submitted to the Bank of Italy for approval. In accordance with Bank of Italy Regulation of 14 April 2005, the Bank of Italy has three months from the receipt of the request to amend the Fund Rules for granting any approval but this period may be extended by the Bank of Italy in certain circumstances. The Revised Documentation (excluding the New Fund Rules and New Articles of Association) shall be effective upon the receipt of the approval from the Bank of Italy retrospectively from 1 December 2008.

Appointment of Directors and Acceptance of Resignation of Director

The Board proposes that Nicholas James and Fabrizio Lauro are appointed to the Company's Board of Directors.

(i) Proposed Appointment of Nicholas James

Nicholas James, aged 40, joined DTZ Debenham Tie Leung in 1991 where he trained as a chartered surveyor and worked until 1995. He then joined Rees Richards and Partners as a surveyor where he was made partner in 1998 and is responsible for Development and Investment. Nicholas currently serves on the board of a number of property development and property management companies in the UK, including Westhill Property Holdings Limited. He is also a director of Terra Catalyst Fund Limited. He has an MSc Property Management and Development from the University of Sheffield and is a member of the Royal Institute of Chartered Surveyors.

In addition to the proposed directorship of the Company, Mr. James holds or has held the following directorships or has been a partner in the following partnerships within the five years prior to the date of this document:

Current directorships/partnerships:	Previous directorships:
Terra Catalyst Fund	None
Wasteproof Limited	
Rees Richards IT Services Limited	
Westhill Developments Limited	
Rees Richards and Partners (<i>partnership</i>)	
Westhill Developments Holdings Limited	
Myrtle Hill Limited	
Castle Pill Limited	

Mr. James does not hold any Shares or Depository Interests but holds 50,000 shares in Terra Catalyst Fund Limited. As at the date of this document, Terra Catalyst Fund holds more than 10 per cent of the voting rights in the Company.

If approved by Shareholders, Mr. James will be remunerated on a basis consistent with the remuneration policy previously adopted by Shareholders at a general meeting of the

Company. Mr. James will also enter into a letter of appointment on substantially the same terms as those entered into by the existing directors. Further details relating to the letters of appointment are set out in section 5.2 of Part VIII of the Admission Document.

(ii) Preferred Shareholder's Board Representative Proposed Replacement

The Board proposes that, as Mr. de Poulpiquet de Brescanvel is resigning as director of the Company, conditional upon Mr. Lauro's appointment as Director, that he shall be granted a full and final discharge in respect of any liabilities he may have to the Company.

The Corporate Manager, in its capacity as holder of more than 10 per cent of the Preferred Shares, has nominated Fabrizio Lauro to be appointed as a member of the Board to replace Mr. de Poulpiquet de Brescanvel, in accordance with the provisions of Article 19.2 and 19.4 of the Articles of Association.

Mr. Lauro, after receiving a degree in Economics from the University of Genoa, began his career with Morgan Stanley in London in 1998. He subsequently worked for General Electric for over eight years where he held high level positions in the European Finance and Corporate M&A functions. In 2003, he was appointed CFO of GE Real Estate Italia and in 2006 he became the Head of European Asset Management at D.B. Zwirn, an American special opportunity fund. Mr. Lauro joined Pirelli RE in December 2007 as Director, Advisory & Acquisitions, and is also the current CFO and COO of the Company.

In addition to directorship of the Company, Mr. Lauro holds or has held the following directorships or has been a partner in the following partnerships within the five years prior to the date of this document:

Current directorships/partnerships:	Previous directorships:
Talentum Activedge Fund Limited	GE Real Estate Italia S.r.l.
Talentum Core Alpha Fund Limited	Boreale S.r.l.
Talentum Enhanced Fund Limited	Alfa Skye S.r.l.

Mr. Lauro does not hold any Shares or Depository Interests.

If approved by Shareholders, Mr. Lauro will be remunerated on a basis consistent with the remuneration policy previously adopted by Shareholders at a general meeting of the Company. Mr. Lauro will also enter into a letter of appointment on substantially the same terms as those entered into by the existing directors. Further details relating to the letters of appointment are set out in section 5.2 of Part VIII of the Admission Document.

Extraordinary General Meeting

The notice convening the Extraordinary General Meeting of the Company is set out on pages 28 and 29 of this document. The Extraordinary General Meeting will be held on Tuesday 9 December 2008 at 2:30 p.m. (CET) at Facility Point WTC Schiphol World Trade Center Schiphol, Schipholboulevard 127 A4 Tower, 1118 8G Schiphol (Haarlemmermeer), the Netherlands.

The following Resolutions (of which Resolutions 1 - 6 and 8 are interconditional) will be proposed as ordinary resolutions at the Extraordinary General Meeting (the full text of which can be found on pages 28 and 29 of this document):

Resolution 1 – Accelerated Business Plan

In terms of Resolution 1, the Directors will seek Shareholders' Approval of the Accelerated Business Plan including the disposal of assets and the return of cash to Equity Investors.

Resolution 2 – Revised Documentation

In terms of Resolution 2, the Directors will seek Shareholders' Approval of the Company entering into, executing and delivering the Revised Documentation, excluding the Fund Rules to which the Company is not a party to and which will be the subject of approval of the Bank of Italy.

Resolution 3 – Appointment of members of Board as Company representative

In terms of Resolution 3, the Board will seek the appointment by the Shareholders' Meeting of certain members of the Board to act as the Company's representatives in respect of the Accelerated Business Plan and Revised Documentation (and any document or action that may be ancillary, necessary, required or useful in connection with the Accelerated Business Plan and request to amend the Fund Rules contemplated thereby), all in accordance with the representation regime set out in the Articles of Association and the Fund Rules. Certain members of the Board may have a conflict of interest within the meaning of Section 2:146 Dutch Civil Code with the Company in respect of one or more of the agreements and deeds constituting the Revised Documentation. This conflict may frustrate the authority of all members of the Board to represent the Company in respect of the Revised Documentation. The Shareholders' Meeting may remedy this by (re)appointing the members of the Board to act as the Company's representatives, as described.

Resolutions 4 and 5 – Adoption of New Articles of Association

In terms of Resolution 4, the Directors propose that the Shareholders' Meeting resolves that the Company adopts the New Articles of Association in accordance with the draft deed of amendment of the Articles of Association which will be made available at the meeting as described in more detail in the section headed "Changes to the Articles of Association of the Company" above.

In terms of Resolution 5, the Directors propose that the Shareholders' Meeting authorises each Board member and each civil law notary, deputy civil law notary and each paralegal of Loyens & Loeff N.V., severally, to apply to the Dutch Ministry of Justice for the requisite

Statement of No Objections and to have the aforementioned deed of amendment of the Articles of Association executed.

Resolution 6 – Issuance of Preferred Profit Sharing Certificates

In terms of Resolution 6, the Directors propose that the Shareholders' Meeting resolves to (i) issue, subject to the execution of the aforementioned deed of amendment to the Articles of Association and the adoption of the New Articles of Association, to each Preferred Shareholder, one Preferred Profit Sharing Certificate for (and to be attached and linked to) each Preferred Share held by such Preferred Shareholder, which shall be issued in consideration for the subscription rights being revoked and terminated pursuant to the adoption of Resolution 8 at an issue price of zero; and (ii) determine that the conditions and provisions for these Preferred Profit Sharing Certificates shall be as set out in the Incentive Framework Agreement.

Resolution 7 – Appointment of Directors

In terms of Resolution 7, the Directors propose that (i) Nicholas James be appointed as Director of the Company; (ii) Olivier Yves-Marie de Poulpiquet de Brescanvel is released from liability as a member of the Board; (iii) following the proposal by the Corporate Manager, Mr. Fabrizio Lauro be appointed as Director of the Company; and (iv) if their appointment is approved, Mr. James and Mr. Lauro will be remunerated on a basis consistent with the remuneration policy previously adopted by Shareholders at a General Meeting of the Company.

Resolution 8 – Revocation of previous resolution to grant subscription rights to the Corporate Manager

In terms of Resolution 8, the Directors propose that the Shareholders' Meeting resolves to revoke its previous resolution, pursuant to which subscription rights were granted to the Corporate Manager to acquire Shares on the terms and conditions of the Subscription Agreement, entered into by the Company and the Corporate Manager on 12 October 2006, subject to the Company's entering into, execution and delivery of (i) the Termination of Subscription Agreement; and (ii) the Incentive Framework Agreement, legally becoming effective.

Resolution 9 – Designation of the Board as Company body authorised to acquire Shares in the Company

In terms of Resolution 9, the Directors propose that the Shareholders' Meeting designates the Board as the corporate body authorised, for a period that ends 18 months following the date of the EGM, to repurchase up to the maximum number of Shares permitted under the Dutch Civil Code and the New Articles of Association, for a price of not less than the nominal value and not exceeding 115 per cent of the average final closing rates for Depository Interests as listed on AIM during the five consecutive trading days prior to the date of repurchase.

Action to be taken

Shareholders will find enclosed a Form of Proxy for use at the Extraordinary General Meeting. The Form of Proxy should be returned, duly completed in accordance with the instructions printed on it, to the Company marked for the attention of Jesse Martijnse, Spazio Investments, Royal Damcenter, Dam 7F, 1012 JS, Amsterdam, the Netherlands, so as

to arrive as soon as possible and in any event no later than 4:00 p.m. (GMT) on 5 December 2008. Whether or not Shareholders intend to attend the Extraordinary General Meeting, they are requested to return the completed Form of Proxy in accordance with the instructions set out in this paragraph. The completion and delivery of a Form of Proxy in accordance with this paragraph is required in order to enable you to attend and vote (either in person or by proxy) at the Extraordinary General Meeting but will not preclude a Shareholder from attending the Extraordinary General Meeting in person and voting at the meeting if he or she so wishes.

Depository Interest Holders will find enclosed a Form of Direction for use at the Extraordinary General Meeting. The Form of Direction should be returned, duly completed in accordance with the instructions printed on it, to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, so as to arrive as soon as possible and in any event no later than 1.30 p.m.(GMT) on 4 December 2008. Whether or not Depository Interest Holders intend to attend the Extraordinary General Meeting, they are requested to return the completed Form of Direction in accordance with the instructions set out in this paragraph. The completion and return of a Form of Direction will not preclude a Depository Interest Holder from attending the Extraordinary General Meeting in person and voting at the meeting if he or she so wishes. Depository Interest Holders wanting to attend the Extraordinary General Meeting should complete the Request for a Letter of Corporate Representation and return to Capita Registrars in accordance with the instructions printed on it.

The Revised Arrangements are deemed to be a related party transaction pursuant to the AIM Rules. The Independent Directors consider, having consulted with the Company's nominated adviser, Deutsche Bank, that the terms of the Revised Arrangements are fair and reasonable insofar as Shareholders are concerned.

Recommendation

Your Board unanimously recommends that you vote in favour of the Resolutions.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'John Duggan', written in a cursive style.

John Duggan
Chairman

PART II – DETAILS OF THE NEW INCENTIVE ARRANGEMENTS

The Incentive Framework Agreement provides details of how the Incentive Fees payable to the Corporate Manager shall be calculated. The key provisions of the Incentive Framework Agreement are summarised below.

Calculation of Incentive Fees

The Incentive Fees are calculated based on the aggregate Net Fund Distributions attributable to the Calculation Period as described below and are payable to the Corporate Manager by way of Preferred Distribution.

Net Fund Distributions

Net Fund Distributions represent the Fund Distributions by the Fund to the Company during the Calculation Period (which shall be deemed to include any distribution made after the expiry of the Second Calculation Period if, and to the extent, such distribution is attributable to the Second Calculation Period), less all costs of, and expenses incurred or accrued by, the Company during the relevant period ("**Expenses**").

Each Fund Distribution shall be aggregated with prior Fund Distributions and shall be reduced by the amount of the Company's Expenses (which shall include any Corporate Management Fees) in order to calculate the Net Fund Distributions. Where the Net Fund Distributions fall within a qualifying range as set out in the tables below, the Corporate Manager will become entitled to the Incentive Fee.

The amount of the Incentive Fee entitlement depends on whether Net Fund Distributions relate to the First Calculation Period or Second Calculation Period.

The Incentive Fee shall become payable when a Qualifying Shareholder Cash Return is made to Shareholders (as described in more detail below).

First Calculation Period

The qualifying range for Net Fund Distributions and the corresponding Incentive Fee in respect of the First Calculation Period shall be:

"QUALIFYING RANGE"	INCENTIVE FEE
€200 million to < €250 million	2.5 per cent of any aggregate Net Fund Distributions to the extent such distributions fall within this qualifying range (" Advance Incentive Fee ").
€250 million	€12.5 million flat payment upon reaching €250 million of aggregate Net Fund Distributions less any Advance Incentive Fee already paid to the Corporate Manager.

>€250 million to €330 million	10 per cent of any aggregate Net Fund Distributions to the extent such distributions fall between €250 million and €330 million.
> €330 million	20 per cent of any aggregate Net Fund Distributions to the extent such distributions are in excess of €330 million.

At the end of the First Calculation Period, the aggregate Net Fund Distributions attributable to the First Calculation Period shall be determined and such amount shall be the opening Qualifying Range at the commencement of the Second Calculation Period. The qualifying range for Net Fund Distributions and corresponding Incentive Fees in respect of the Second Calculation Period shall be:

"QUALIFYING RANGE"	INCENTIVE FEE
€200 million to < €250 million	2.5 per cent of any aggregate Net Fund Distributions to the extent such distributions fall within this qualifying range.
€250 million to €330 million	8 per cent of any aggregate Net Fund Distributions between €250 million and €330 million.
> €330 million	16 per cent of any aggregate Net Fund Distributions in excess of €330 million.

Payment of Net Fund Distributions

The Corporate Manager shall not be entitled to receive any Incentive Fees if the aggregated Net Fund Distributions during the Calculation Period are less than €200 million (save in respect of where there is a Change of Control and subsequent termination of the Restated Corporate Agreement as described in Part III of this document).

The Incentive Fees shall be paid to the Corporate Manager at the same time as Qualifying Shareholders Cash Returns are made to Equity Investors. However, there is a mechanism in the Incentive Framework Agreement which provides that in the event that Shareholder Cash Returns attributable to the First Calculation Period are not distributed to Equity Investors by 30 April 2011 and attributable to the Second Calculation Period are not distributed to Equity Investors by 30 April 2012, then the Company shall take such action as is necessary to pay the applicable unpaid Incentive Fees.

The Company shall not be required to make any cash return to Equity Investors at any time where the Board cannot distribute such proceeds because the Company does not have sufficient distributable reserves or where the distribution of the Net Fund Distributions would jeopardise the continuing solvency of the Company.

Allocation of Incentive Fee

The Corporate Manager has undertaken to put in place arrangements to allocate 28 per cent of the Incentive Fees payable to the Management Team being the team directly responsible for supervising the Accelerated Business Plan. The Corporate Manager has agreed to provide necessary evidence to the Company to demonstrate that these arrangements have been put in place.

Termination of Right to Receive Incentive Fees

The Corporate Manager's right to receive Incentive Fees including any accrued Incentive Fees will cease upon termination of the Restated Corporate Management Agreement for cause or by the Corporate Manager.

The Corporate Manager shall cease to have any right to receive Incentive Fees on future distributions from the Fund to the Company upon the termination of the Restated Corporate Management Agreement (other than for cause or where terminated by the Corporate Manager), the cancellation or repurchase of all Preferred Shares, or on the conversion of all Preferred Shares into Ordinary Shares.

Determination of Incentive Fees

The Corporate Manager shall be responsible for the initial calculation of any Incentive Fees payable throughout the Calculation Period and shall determine the amount of any Incentive Fees in accordance with the terms of the Incentive Framework Agreement. This calculation shall be provided to the Board and the auditors of the Company to enable the Incentive Fees payable to be agreed between the Board and the Corporate Manager. In the event of a dispute over the calculation of the Incentive Fees, such dispute shall be referred to an independent accountant for determination.

PART III – CALCULATION OF CHANGE OF CONTROL FEES

The fee payable if the Company terminates the appointment of the Corporate Manager following a Change of Control event any time prior to 31 December 2011 shall be calculated as being the higher of:

- (a) the Change of Control Incentive Fee; and
- (b) the Change of Control Fixed Fee.

Calculation of the Change of Control Incentive Fee

The Change of Control Incentive Fee is calculated by determining the total distributions made to Equity Investors from the combination of the Net Fund Distribution Amount made up to the date of termination following the Change of Control event and the consideration paid to Equity Investors in respect of such Change of Control event (the “**Deemed Distribution**”). The formula to be applied in calculating the Deemed Distribution is set out below:

Percentage of Shares acquired = A

Number of Shares in issue at date of Change of Control Event = B

Consideration per Share = C

Deemed Distribution on Change of Control Event = A x B x C

1. If termination occurs following a Change of Control event, the Change of Control Incentive Fee shall be calculated:
 - (i) with regard to Net Fund Distributions up to the date of termination following the Change of Control Event, the incentive fee payable in accordance with the table set out on pages 22 and 23 of this document (the “**Incentive Fee Table**”); and
 - (ii) with regard to the Deemed Distribution arising on the date of termination following the Change of Control Event, by aggregating the amount of the Deemed Distribution with the Net Fund Distributions referred to in paragraph (i) above and calculate the fee payable in respect of the Deemed Distribution by applying the Incentive Fee Table and by considering the Deemed Distribution as additional Net Fund Distribution to the Net Fund Distributions described in paragraph (i) above.

The incentive fees calculated in (i) and (ii) shall then be aggregated and then any Incentive Fees actually paid to the Corporate Manager before the date of termination then deducted to calculate the Change of Control Incentive Fee.

2. In applying the Incentive Fee Table to calculate the Change of Control Incentive Fee, the fee shall be payable on Net Fund Distributions up to €200 million (and not only above that threshold, as is the case with the Incentive Fee payments).

3. There shall be no Advance Incentive Fee payable upon a Change of Control event.

Calculation of Change of Control Fixed Fees

The Change of Control Fixed Fees payable shall be calculated as follows. For each year or part thereof for the period from the date of termination following the Change of Control Event to 31 December 2011, a Change of Control Fixed Fee shall comprise the Fund Management Fees and Corporate Management Fees payable for that period. The Change of Control Fixed Fee shall be capped at €3 million per year in respect of the years ended 31 December 2010 and 31 December 2011. Calculations, including the calculation of the fee cap, in respect of part years will be on a pro rata basis. The Change of Control Fixed Fee calculations for each year or part thereof will then be aggregated to calculate Change of Control Fixed Fees.

Payment of Fees

The Company shall pay to the Corporate Manager any Change of Control Incentive Fee payable by way of Preferred Distribution the higher of the Change of Control Incentive Fee and the Change of Control Fixed Fee.

For the avoidance of doubt, under no circumstances shall the Preferred Shareholder be entitled to the Change of Control Incentive Fee where it has received Incentive Fees in respect of the same Fund Distribution amount.

Arrangements will be put in place to allocate 28 per cent of the Incentive Fees payable to the Management Team being the team responsible for supervising the Accelerated Business Plan. The Corporate Manager will provide necessary evidence to the Company to demonstrate that these arrangements have been put in place.

PART IV - SUMMARY OF THE PROPOSED AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION

The principal amendments that the Board recommends are made to the Articles of Association are set out below.

1. *Recent changes to Dutch corporate law in relation to the repurchase of shares by N.V. companies, such as the Company*

Historically, under Dutch law, a public limited liability company (such as the Company) was limited in the number of its own shares and/or depository receipts it (alone or jointly with its affiliates) could purchase, and the maximum number of shares that the Company (alone or jointly with its affiliates) was permitted to purchase was 10 per cent of its issued share capital. In accordance with this Dutch law requirement, the Company included a provision in its Articles of Association which set out the mandatory 10 per cent threshold. However, recent amendments to Dutch law now permit a higher threshold and a public limited liability company (alone or jointly with its affiliates) is now allowed to purchase up to 50 per cent of its own shares and/or depository interests.

Currently, the Articles of Association do not permit the Company to take advantage of the higher threshold. Therefore, it is proposed that the requisite amendment to the Articles of Association is made to permit the Company (alone or jointly with its affiliates) to purchase up to 50 per cent of its own Shares and/or Depository Interests.

2. *Allocation of profits*

A number of Articles within the Articles of Association were adopted to give effect to the Existing Incentive Arrangements. In order to implement the mechanics of the Revised Arrangements it is necessary to amend the Articles of Association. Therefore, it is proposed that the Articles of Association are amended, in accordance with Dutch law, in order to enable the Revised Arrangements to be implemented. Changes are being proposed to Articles 30, 44.4 and 44.5, as well as minor consequential amendments to Articles that are necessary to give effect to the Revised Arrangements.

A more detailed overview on the proposed amendments to the Articles of Association is provided below.

Under the New Articles of Association, it is proposed that Preferred Profit Sharing Certificates are used as the mechanism to pay the Incentive Fees to the Corporate Manager and shall replace the provisions in the Articles of Association relating to the Existing Incentive Arrangements. The Preferred Shareholders shall remain fully entitled to their voting rights but will only be entitled to an annual preferred dividend of one euro cent each.

The Preferred Profit Sharing Certificates will each attach, and be linked, to each Preferred Share. No voting rights will attach to the Preferred Profit Sharing Certificate.

This new mechanism also allows for the terms and conditions of the Incentive Fees to be determined separately from the New Articles of Association, and instead the terms and conditions are to be specifically linked to the Incentive Framework Agreement.

SPAZIO INVESTMENT N.V.

(Incorporated and Registered in the Netherlands, No. 34237136)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of Spazio Investment N.V. (the "Company") will be held at the offices of Facility Point WTC Schiphol World Trade Center Schiphol, Schipholboulevard 127 A4 Tower, 1118 8G Schiphol (Haarlemmermeer), the Netherlands on Tuesday, 9 December 2008 at 2.30 p.m. (CET). The proposed agenda (of which Resolutions 1 - 6 and 8 are interconditional) for this Extraordinary General Meeting is the following:

Opening

1. Proposal to approve planned disposals of real estate assets, suspension of acquisition activities and limitation of development activities as described in more detail in the section headed "Acceleration of Business Plan". (Resolution)
2. Proposal to approve the Company entering into the Revised Documentation (other than the Fund Rules). (Resolution)
3. Proposal to appoint, in accordance with Section 2:146 of the Dutch Civil Code, each and any Board member to act as the Company's representative in respect of the Revised Documentation and any document and action that may be ancillary, necessary, required or useful in connection therewith and the transactions contemplated thereby, all in accordance with the representation regime set out in the Articles of Association. (Resolution)
4. Proposal to amend the Articles of Association in accordance with the draft deed of amendment of the Articles of Association, prepared by Loyens & Loeff N.V., (advocates, tax advisors and civil law notaries), i.e. to adjust (i) the Articles of Association to facilitate recent changes to Dutch corporate law in relation to the repurchase of shares by N.V. companies, such as the Company; and (ii) the allocation of profits. (Resolution)
5. Proposal to authorise each member of the Board and also each civil law notary, each deputy civil law notary and each paralegal of Loyens & Loeff N.V., severally, to apply to the Dutch Ministry of Justice for the Statement of No Objections and have the deed of amendment of the Articles of Association executed. (Resolution)
6. Proposal to: (i) issue, subject to the execution of the aforementioned deed of amendment to the Articles of Association and the adoption of the New Articles of Association, to each Preferred Shareholder, one Preferred Profit Sharing Certificate for (and to be attached and linked to) each Preferred Share held by such Preferred Shareholder, which shall be issued at an issue price of zero; and (ii) determine that the conditions and provisions for these Preferred Profit Sharing Certificates shall be as set out in the Incentive Framework Agreement.

7. Proposal that (i) Mr. Nicholas James be appointed as Director of the Company; (ii) Olivier Yves-Marie de Poulpique de Brescanvel is released from liability as a member of the Board; (iii) following the proposal by the Corporate Manager, Mr. Fabrizio Lauro be appointed as Director of the Company; and (iv) if their appointment is approved, Mr. James and Mr. Lauro shall be remunerated on a basis consistent with the remuneration policy previously adopted by Shareholders at a general meeting of the Company. (Resolution)
8. Proposal to revoke the previous resolution of the general meeting pursuant to which subscription rights were granted to the Corporate Manager to acquire Ordinary Shares on the terms and conditions of the Subscription Agreement, entered into by the Company and the Corporate Manager, subject to the entering into, execution and delivery of (i) the Termination of Subscription Agreement; and (ii) the Incentive Framework Agreement, legally becoming effective. (Resolution)
9. Proposal to designate the Board as the corporate body authorised, for a period that ends 18 months following the date of the EGM, to repurchase up to the maximum number of Shares permitted under the Dutch Civil Code and the New Articles of Association, for a price of not less than the nominal value and not exceeding 115 per cent of the average final closing rates for Depository Interests as listed on AIM during the five consecutive trading days prior to the date of repurchase. (Resolution)

Closing

By Order of the Board



John Duggan
Chairman

Registered Office:
Royal Damcenter
Dam 7F,1012 JS
Amsterdam
The Netherlands

21 November 2008

Notes:

1. A Shareholder who is entitled to attend and vote at the Extraordinary 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.
2. A Form of Proxy for Shareholders is enclosed for use at the Extraordinary General Meeting. 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 4.00 p.m. (CET) on 5 December 2008. Completion and return of the Form of Proxy will not prevent a shareholder from attending the Extraordinary General Meeting and voting in person if he or she so wishes.
3. A Form of Direction for Depository Interest Holders is enclosed for use at the Extraordinary General Meeting. 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 Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Depository Interest Holders wanting to attend the Extraordinary General Meeting should complete the Request for a Letter of Corporate Representation and return it to Capita Registrars in accordance with the instructions printed on it.
4. The Company specifies that only those Depository Interest Holders entered on the Depository Interest register of the Company as at 1.30pm (GMT) on 4 December 2008, or in the event that the Extraordinary General Meeting is adjourned, on the Register of Members 48 hours before the time of any adjourned meeting, shall be entitled to attend or vote at the Extraordinary 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 1.30 pm (GMT) on 4 December 2008 or, in the event that the Extraordinary General Meeting is adjourned, in the Depository Interest register 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the Extraordinary General Meeting, notwithstanding any provisions in any enactment, the Articles of Association of the Company or other instrument to the contrary.
5. Copies of the New Articles of Association, will be made available for inspection at the registered office of the Company and at the offices of Paul, Hastings, Janofsky & Walker (Europe) LLP, Eighth Floor, Ten Bishops Square, London E1 6EG during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) until the close of the Extraordinary General Meeting. Copies of the New Articles of Association will also be available for inspection at the place of the Extraordinary General Meeting from 15 minutes prior to and until the close of the meeting. Equity Investors may also by written notice to the Company, request copies of the Restated Corporate Management Agreement, Amendment Agreement, Termination of Subscription Agreement and Incentive Framework Agreement prior to the date of the Extraordinary General Meeting.