

# EASTERN EUROPEAN PROPERTY FUND LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of EASTERN EUROPEAN PROPERTY FUND LIMITED will be held at 1<sup>st</sup> Floor, Royal Chambers, St Julian's Avenue, St Peter Port, Guernsey GY1 3JX on 24 October 2019 at 10:30am for the following purposes: -

.....  
**As ordinary business:**

**Ordinary Resolution 1**

To receive and, if thought fit, to accept the reports of the Directors and Auditor and the audited consolidated financial statements for the year ended 31 December 2018.

**Ordinary Resolution 2**

To re-appoint KPMG Channel Islands Limited as Auditor and to authorise the Directors to agree their remuneration.

.....  
By order of the Board

Registered office:  
1<sup>st</sup> Floor, Royal Chambers  
St Julian's Avenue  
St Peter Port  
Guernsey  
GY1 3JX

Elysium Fund Management Limited, Company Secretary

25 June 2019

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**Notes**

The Resolutions are proposed as ordinary resolutions, which, to be passed, require more than half of the votes cast to be in favour of the resolution.

**1. Voting record date**

Only members registered in the Register of Members of the Company at 10:30am on 22 October 2019 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of voting rights registered in their name at that time. Changes to entries on the Register of Members after 10:30am on 22 October 2019 shall be disregarded in determining the rights of any person to attend and vote at the meeting. In the case of joint holders of a voting right, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.

**2. Rights to attend and vote**

Members are entitled to attend and vote at the forthcoming Annual General Meeting or at any adjournment(s) thereof. On a poll each member has one vote for every one share held.

**3. Right to appoint proxies**

A member entitled to attend and vote at the meeting may appoint more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company.

A form of proxy is enclosed. The completion of the form of proxy will not preclude a Shareholder from attending and voting in person at the meeting.

**4. Proxies' rights to vote at the meeting**

On a vote on a show of hands, each proxy has one vote. If a proxy is appointed by more than one member and all such members have instructed the proxy to vote in the same way, the proxy will only be entitled, on a show of hands, to vote "for" or "against" as applicable. If a proxy is appointed by more than one member, but such members have given different voting instructions, the proxy may, on a show of hands, vote both "for" and "against" in order to reflect the different voting instructions.

**5. Receipt and termination of proxies**

To be valid the form of proxy must be lodged at the registered office of the Company no later than 48 hours before the time appointed for the meeting (excluding weekends and bank holidays) or any adjournment of the meeting. A member may terminate a proxy's authority at any time before the commencement of the meeting. Termination must be provided in writing and submitted to the Company at its registered office.

**6. Documents for inspection**

The following documents will be available for inspection at the registered office of the Company during usual business hours on any weekday (except Saturdays, Sundays and public holidays) until the date of the meeting and at the place of the meeting for a period of 15 minutes prior to and during the meeting:

- a) A statement of Directors' interests in the share capital of the Company; and
- b) The Articles of Incorporation.

**EASTERN EUROPEAN PROPERTY FUND LIMITED**

**FORM OF PROXY**

For use at the ANNUAL GENERAL MEETING (Block capitals please)

I/We, the undersigned.....

Of.....

being a member / members of Eastern European Property Fund Limited, hereby appoint the Chairman of the meeting/

.....  
as my/our proxy to vote for me/us on my/our behalf at 1<sup>st</sup> Floor, Royal Chambers, St Julian’s Avenue, St Peter Port, Guernsey, GY1 3JX on 24 October 2019 at 10:30am and at any adjournment thereof and at his discretion on any other matter arising at such meeting.

Signature..... Dated.....

Please indicate with an X in the spaces below how you wish your votes to be cast.

**Ordinary business:**

- Ordinary Resolution 1      To receive and, if thought fit, to adopt the reports of the Directors and Auditor and the audited consolidated financial statements for the year ended 31 December 2018.
  
- Ordinary Resolution 2      To re-appoint KPMG Channel Islands Limited as Auditor and to authorise the Directors to agree their remuneration.

For	Against	Abstain

**Notes**

1. If you wish to appoint as a proxy a person other than the Chairman of the meeting, please delete the words “the Chairman of the meeting” and insert the name of the other person. All alterations made to this Form of Proxy must be initialled by the signatory.
2. The completion and return of the Form of Proxy will not prevent you from attending in person and voting at the meeting should you subsequently decide to do so. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A Shareholder may appoint more than one proxy to attend. You may appoint more than one proxy, provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. When two or more valid but differing instruments of proxy are delivered in respect of the same share for use at the same meeting and in respect of the same matter, the one which is lastly delivered (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which instrument was lastly delivered, none of them shall be treated as valid in respect of that share.
4. If you wish your proxy to cast all of your votes for or against a resolution, you should insert an “X” in the appropriate box. If you wish your proxy to cast only certain votes for and certain votes against, insert the relevant number of shares in the appropriate box. In the absence of instructions, your proxy may vote or abstain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, may also vote or abstain from voting as he or she thinks fit on any other business (including on a motion to amend a resolution, to propose a new resolution or to adjourn the meeting), which may properly come before the meeting. A vote withheld is not a vote in law. If instruction is given to withhold from voting in respect of any resolution, this instruction will be deemed to be neither a vote for or against the resolution and will not be counted.
5. This Form of Proxy must be signed by the Shareholder or his/her attorney. Where the Shareholder is a corporation, the signature must be under seal or signed by a duly authorised representative. In the case of joint Shareholders, any one Shareholder may sign this Form of Proxy. The vote of the senior joint Shareholder (whether in person or by proxy) will be taken to the exclusion of all others, seniority being determined by the order in which the names stand in the register of members in respect of the joint shareholding.
6. To be valid, this Form of Proxy (together with any power of attorney or other authority under which it is signed or a copy of such authority certified notarially or in some other way approved by the Board of Directors) must be deposited at the registered office of the Company, as soon as possible but, in any event, so as to arrive not later than 48 hours prior to the time appointed for the meeting.
7. To change your proxy instructions you should simply submit a new Form of Proxy using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see note 6 above) also applies in relation to amended instructions; any amended Form of Proxy received after the time being 48 hours prior to the time appointed for the meeting will be disregarded.