



**RONSON EUROPE N.V.
SHAREHOLDERS CIRCULAR
DATED 19 MAY 2014**

Introduction

This document is prepared under article 33.5 of the Articles of Association of Ronson Europe N.V. (the "AoA") with its corporate seat in Rotterdam, the Netherlands (the "Company") and contains the draft resolutions to be adopted by the General Meeting of Shareholders ("GM") at the occasion of the Annual General Meeting of Shareholders, to be held on **30 June, 2014** in Rotterdam at Weena 210-212, 3012 NJ Rotterdam, at 11.00 hours CET ("AGM"), as well as the explanatory notes thereto. This document must be read in conjunction with the AoA and the Annual Report for 2013 as published by the Company and made available to all shareholders (the "Annual Report 2013").

This document and the documents it refers to are available for all shareholders via the Company's website (www.ronson.pl) and are also available for shareholders' inspection at the Company's offices in the Netherlands in Rotterdam at Weena 210-212, 3012 NJ Rotterdam and at the Company's offices in Poland in Warsaw at 57 Komisji Edukacji Narodowej Avenue.

Agenda

For the AGM the following agenda is adopted on the basis of article 33.4 by the Board of Managing Directors and the Board of Supervisory Directors in accordance with article 33.2 of the AoA as follows:

- 1) Opening of the General Meeting
- 2) Discussion on the Company's Annual Report for the financial year 2014, including the report of the Management Board and the report of the Supervisory Board and its committees and including management board and supervisory board remuneration (policies)
- 3) Adoption of the annual accounts for the financial year 2014 *
- 4) Discussion on the policy on additions to the reserves and dividends
- 5) Appropriation of the net profit and dividend for the financial year 2014 *
- 6) Discharge from liability ('*decharge*') of the members of the Management Board for their management tasks during the financial year 2014 *
- 7) Discharge from liability ('*decharge*') of the members of the Supervisory Board for their supervisory tasks during the financial year 2014*
- 8) Authorization of the Board of Supervisory Directors to appoint the Company's external auditor for the financial year 2014*
- 9) Discussion of the corporate governance policy as set out in the Company's Annual Report for the financial year 2014
- 10) Composition of the Board of Managing Directors*:
 - a) Acceptance of the resignation of Mr. Israel Greidinger as Managing Director B and member of the Board of Managing Directors, effective the date of the AGM*
 - b) Appointment of Mr. Peter Dudolenski as Managing Director B and member of the Board of Managing Directors for a 4 year term expiring the date of the AGM of the fourth year , effective the date of the meeting*
- 11) Any Other Business
- 12) Closing of the General Meeting

Proposed Resolutions

With a view to agenda items 3, 5, 6, 7, 8 and 10, marked with an asterisk to indicate that these require a shareholders' resolution, the following resolutions are proposed by the Board of Managing Directors and the Board of Supervisory Directors. Both Boards unanimously recommend that the GM adopt these resolutions.

After each resolution a short explanation is given for consideration by the GM before voting on the adoption of the resolutions. The main agenda item for the GM is the adoption of the annual accounts of the Company for financial year 2013. Most of the other agenda items are closely related to the adoption of the annual accounts.

For the relevant facts and circumstances to be considered by the GM reference is further made to the Annual Report 2013. Shareholders are explicitly invited to take cognizance of the Annual Report 2013. In addition,



**RONSON EUROPE N.V.
SHAREHOLDERS CIRCULAR
DATED 19 MAY 2014**

Shareholders are also invited to consider the prevailing AoA, in particular as to the provisions governing the GM and the preparation and adoption of the annual accounts.

Resolution for agenda item 3

3. To adopt the annual accounts of the Company for the financial year 2013 in accordance with the accounts included in the Annual Report 2013.

Explanation

For the relevant facts and circumstances for this resolution reference is made to the Annual Report 2013. The accounts are audited and approved by Ernst & Young Accountants LLP. The GM is authorized to adopt the annual accounts on the basis of article 28.4 of the AoA.

Resolution for agenda item 5

5. To acknowledge the decision by the Board of Managing Directors to add the net profit of the Company for financial year 2013 in the amount of PLN 19,026 thousand to the retained earnings and to resolve to declare a dividend at nil for the financial year 2013 in accordance with the proposal of the Board of Managing Directors included in the Annual Report 2013.

Explanation

For the relevant facts and circumstances for this resolution reference is made to the Annual Report 2013. The Board of Managing Directors is authorized under article 30.1 of the Articles of Association to determine which portion of the profits shall be reserved. The General Meeting is authorized to determine the dividend on the basis of article 30.1 and 30.4 of the Articles of Association upon a proposal by the Board of Managing Directors, approved by the Board of Supervisory Directors, which approval was granted on 5 March 2014. In light of the Management's positive assessment of the prospects of the Polish residential market and Company's further expansion plans resulting in increased requirements to finance and fund its current and future operations, the boards are proposing to the shareholders to declare no dividend for financial year 2013 and to resolve to add the net profit for 2013 amounting to PLN 19,026 thousand to the retained earnings.

Resolution for agenda item 6

6. To grant discharge from liability ("décharge") to the members of the Board of Managing Directors for the management during the financial year 2013.

Explanation

This agenda item is an annually recurring item, scheduled on the basis of article 31.2 of the AoA and in accordance with Dutch law. For the relevant facts and circumstances for this resolution reference is made to the Annual Report 2013. The GM is authorized to resolve regarding discharge. Discharge does not extend to facts and circumstances that are not disclosed to or not otherwise reasonably known by the GM.

Resolution for agenda item 7

7. To grant discharge from liability ("décharge") to the members of the Board of Supervisory Directors for the supervision during the financial year 2013.



**RONSON EUROPE N.V.
SHAREHOLDERS CIRCULAR
DATED 19 MAY 2014**

Explanation

This agenda item is an annually recurring item, scheduled on the basis of article 31.2 of the AoA. For the relevant facts and circumstances for this resolution reference is made to the Annual Report 2013. The GM is authorized to resolve regarding discharge. The discharge would extend to all persons having been supervisory director of the Company in 2013

Resolution for agenda item 8

8. To authorize the Board of Supervisory Directors to appoint the Company's external auditor for the financial year 2014.

Explanation

The GM is authorized to appoint the auditor on the basis of article 27.1 of the AoA. Under Dutch law, appointment of an auditor is mandatory for the Company. If the GM would fail to appoint an auditor the Board of Managing Directors and the Board of Supervisory Directors are obliged and authorized to do so. It is the Company's policy to schedule the appointment of the auditor each year for the AGM. The appointment right of the AGM includes the right to authorize an other corporate body to take a decision. The Company is currently evaluating the audit of the annual accounts for 2013. After completion of this process the Board of Managing Directors will make a recommendation to the Board of Supervisory Directors to appoint the auditor for FY 2014. Each of the big four firms (including EY, PWC, Deloitte and KPMG) are eligible for such appointment and the Boards intend to recommend and select one of these firms.

The recommendation and selection will be made, upon the recommendation of the Audit Committee, having consulted management and having conducted a thorough assessment of the functioning of external auditing within the Company.

Resolutions for agenda item 10

*10a) To accept the resignation of Mr. Israel Greidinger as Managing Director B and member of the Board of Managing Directors, effective the date of the AGM**

10b) To appoint Mr. Peter Dudolenski as Managing Director B and member of the Board of Managing Directors for a term of four years to expire on the date of the AGM in the fourth year

Explanation

On the date of the AGM, Mr. Israel Greidinger will resign as Managing Director B and member of the Management Board. Mr. Greidinger is resigning from the Ronson Management Board in light of his appointment to Non-Executive Director of Global City Holdings N.V., which company is a major indirect shareholder in the Company. It is proposed that Mr. Greidinger be replaced by Mr. Peter Dudolenski, who is currently CEO of Global City Holdings NV.

Under article 13 of the AoA, managing directors are appointed by the general meeting of shareholders of the Company. In accordance with article 13.2 of the AoA the Board of Supervisory Directors has prepared a list of two nominees for the appointment of a member of the board of managing directors. The nominated persons are Mr. Dudolenski and Mr. Wilbert van Twuijver. Under the AoA, the nomination is binding upon the general meeting of shareholders but may be disregarded by the meeting with a vote of two thirds of the votes cast representing more than 50% of the outstanding shares. The general meeting of shareholders is free in its



**RONSON EUROPE N.V.
SHAREHOLDERS CIRCULAR
DATED 19 MAY 2014**

choice for either of the nominated candidates. The resume's of the nominees are included in annex 1 and 2 to this circular. Given their experience and expertise, the Board of Supervisory Directors believes that the appointment of either nominee would fit the Board of Managing Directors and will to the board's conviction meaningfully contribute to and complement the board's expertise for the benefit of the Company and its business. Both candidates would qualify but without prejudice to the foregoing the Board of Managing Directors and the Board of Supervisory Directors are recommending to appoint Mr. Dudolenski. As member of the Board of Managing Directors the appointee will be entitled to remuneration in accordance with the remuneration policy and - program of the Company for members of the Board of Managing Directors. By this appointment as proposed, the GM accepts the resignation of Mr. Greidinger and acknowledges and confirms the Company's policy that four year terms expire on the date of the AGM in the fourth year of the term.

Rotterdam, 19 May 2014

Board of Managing Directors

Board of Supervisory Directors

This document is of informative nature only and should be read in conjunction with the Company's Articles of Association and applicable provisions of Dutch law. Shareholders are kindly asked to read and consider carefully all the information concerning the AGM which has been made available by the Company, including the Annual Report 2013 containing the Company's annual accounts.



**RONSON EUROPE N.V.
SHAREHOLDERS CIRCULAR
DATED 19 MAY 2014**

Annex 1. Curriculum vitae Mr. Peter Dudolenski

Family name: Dudolenski
Given name(s): Peter
Year of birth: June 1978
Place of birth: Sofia, Bulgaria
Nationality: Bulgarian

Education

Peter Dudolenski received a degree in Finance and Banking from the University of National and World Economy in Sofia, Bulgaria.

Professional experience

2014 – Today Chief Executive Director of Global City Holdings NV

Year – 2014 Peter Dudolenski has been the chief executive officer and president of the management board of Global Parks Poland Sp. z o.o. since 2011. From 2006 to 2011, he was the chief executive officer of Real Estate Services Bulgaria EOOD, where he was involved in the development of the Mall of Plovdiv, which opened in 2009, the Mall of Ruse, which opened in 2011 and the Malls of Stara Zagora and Park Tower. Between 2001 and 2006, he held management positions in M.O. Sofia EOOD and was involved in the development of the Mall of Sofia. He has also been a board member of the City Hospitals and Clinics in Bulgaria since 2012.

Interest in the Company:

Mr. Dudolenski holds no (securities) interest in Ronson Europe NV



**RONSON EUROPE N.V.
SHAREHOLDERS CIRCULAR
DATED 19 MAY 2014**

Annex 2. Curriculum vitae Mr. Wilbert van Twuijver

Family name: Van Twuijver
Given name(s): Willibrordus Oscar Cornelis Maria
Year of birth: 1957
Place of birth: Rotterdam
Nationality: Dutch
Place of Residence: Rotterdam

Education

1977 Atheneum St. Franciscus College, Rotterdam
1984 - 1987 School of Economics, Erasmus University, Rotterdam
1990 Register Accountant, member NIVRA (Dutch Institute of Chartered Accountants)

Professional experience

1989 - 1995 Accountant PricewaterhouseCoopers (formerly Coopers & Lybrand)
1995 - 2000 Various controller en management positions Robeco Groep, Rotterdam
2000 - present Partner Freeland Group, Rotterdam
present Managing director European Assets Trust NV (ind.), DIM Vastgoed NV and Freeland Holding BV

Interest in the Company

Mr. Van Twuijver holds no (securities) interest in Ronson Europe N.V.
