



**RONSON EUROPE N.V.
SHAREHOLDERS CIRCULAR
DATED 9 MARCH 2016**

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 **20 April, 2016** 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 2015 as published by the Company on 3 March 2016 and made available to all shareholders (the "Annual Report 2015").

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 2015, 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 2015 *
- 4) Discussion on the policy on additions to the reserves and dividends
- 5) Appropriation of the net result for the financial year 2015 *
- 6) Discharge from liability ('*decharge*') of the members of the Management Board for their management tasks during the financial year 2015 *
- 7) Discharge from liability ('*decharge*') of the members of the Supervisory Board for their supervisory tasks during the financial year 2015*
- 8) Authorization of the Board of Supervisory Directors to appoint the Company's external auditor for the financial year 2016*
- 9) Discussion of the corporate governance policy as set out in the Company's Annual Report for the financial year 2015
- 10) Composition of the Board of Managing Directors*: Resignation and new appointment*; Re-appointment of three members*
 - a) Acceptance of the resignation of Mr. Y. Shaked as Managing Director B and member of the Board of Managing Directors, effective the date of the AGM*
 - b) Appointment of Mr. R. Vishnovizki as Managing Director B and member of the Board of Managing Directors for a 4 year term effective the date of the AGM and expiring the date of the AGM of the fourth year,
 - c) Re-appointment of Mr. S. Weisman as Managing Director A and member of the Board of Managing Directors with title Chief Executive Officer,
 - d) Re-appointment of Mr. T. Lapinski as Managing Director A and member of the Board of Managing Directors with title Chief Financial Officer,
 - e) Re-appointment of Mr. A. Gutowski as Managing Director A member of the Board of Managing Directors with title Sales & Marketing Director,all re-appointments 10 c-d-e being for a 4 year term expiring the date of the AGM of the 4th year.
- 11) Composition of the Board of Supervisory Directors*: Resignation and new appointment*; Re-appointment of one member*:
 - a) Acceptance of the resignation of Mr. A. Mientkavich as member of the Board of Supervisory Directors, effective the date of the AGM,
 - b) Appointment of Mr. Amos Luzon as member of the Board of Supervisory Directors for a 4 year term effective the date of the AGM and expiring the date of the AGM of the fourth year,
 - c) Re-appointment of Mr. R. Sharoni as member of the Board of Supervisory Directors for a for a 4 year term expiring the date of the AGM of the fourth year, effective the date of the meeting.
- 12) Any Other Business
- 13) Closing of the General Meeting



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Proposed Resolutions

With a view to agenda items 3, 5, 6, 7, 8, 10 and 11, 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 2015. 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 2015. Shareholders are explicitly invited to take cognizance of the Annual Report 2015. In addition, 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 2015 in accordance with the accounts included in the Annual Report 2015.

Explanation

For the relevant facts and circumstances for this resolution reference is made to the Annual Report 2015. 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 2015 in the amount of PLN 19,350 thousand to the retained earnings reserve.

Explanation

For the relevant facts and circumstances for this resolution reference is made to the Annual Report 2015. 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 a dividend only 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. The Boards are currently not proposing a dividend, but are proposing to the shareholders to add the net profit for 2015 to the retained earnings reserve. The Board will be reviewing the financial position of the Company in the coming months and may or may not propose to declare (interim) dividends based on the outcome of such review. Such proposal, if any, will be duly announced in a press release and current report in due course.

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 2015.



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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 2015. 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 2015.

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 2015. The GM is authorized to resolve regarding discharge. The discharge would extend to all persons having been supervisory director of the Company in 2015

Resolution for agenda item 8

8. To authorize the Board of Supervisory Directors to appoint the Company's external auditor for the financial year 2016.

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 2015. 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 2016. Each of the big four firms (including E&Y, 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 of the resignation of Mr. Y. Shaked as Managing Director B and member of the Board of Managing Directors, effective the date of the AGM and to grant him discharge from liability ('discharge') for his management during financial year 2016 up to and including the date of AGM,

10b) To appoint Mr. R. Vishnovizki as Managing Director B and member of the Board of Managing Directors for a 4 year term effective the date of the AGM and expiring the date of the AGM of the fourth year



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10c) To re-appoint Mr. S. Weisman as Managing Director A and member of the Board of Managing Directors with title Chief Executive Officer for a term of four years to expire on the date of the AGM in the fourth year

10d) To re-appoint Mr. T. Lapinski as Managing Director A and member of the Board of Managing Directors with title Chief Financial Officer for a term of four years to expire on the date of the AGM in the fourth year

10e) To re-appoint of Mr. A. Gutowski as Managing Director A member of the Board of Managing Directors with title Sales & Marketing Director for a term of four years to expire on the date of the AGM in the fourth year

Explanation

On the date of the 2016 AGM, Mr. Y Shaked will formally resign as Managing Director B and member of the Management Board. Mr. Shaked is resigning from the Ronson Management Board in light of termination of his assignments with U.Dori Group in March 2016. It is proposed that Mr. Shaked be replaced by Mr. Roy Vishnovizki. Mr. Vishnovizki is nominated on behalf of the U.Dori Group Ltd, one of the Company's leading shareholders. Reference is made to the Annual Report, section Corporate Governance.

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 may prepare a list of two nominees for the appointment of a member of the board of managing directors. 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 choice for either of the so nominated candidates. As a matter of board discretion and for practical reasons, the Board of Supervisory Directors has decided to nominate one person only, i.e. Mr. Vishnovizki. The resume of the nominee is included in annex 1 to this circular. Given his experience and expertise, the Board of Supervisory Directors believes that the appointment of Mr. Vishnovizki 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. The Board of Managing Directors and the Board of Supervisory Directors are unanimously recommending to appoint Mr. Vishnovizki. 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. Shaked 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.

Under the Company's policy, the 4 year terms of Messrs Weisman, Lapinski and Gutowski will expire at the date of the AGM and for this reason their re-appointment is scheduled. The re-appointment of Messrs Weisman, Lapinski and Gutowski is unanimously recommended by the Board of Managing Directors and the Board of Supervisory Directors. For the resumes of the re-appointees, reference is made to the Company's annual report 2015.

Resolution for agenda item 11 a, 11 b and 11c

11 a) To accept the resignation of Mr. Arie Mientkavich as member of the Board of Supervisory Directors, effective the day of the meeting and to grant him discharge from liability ('discharge') for the supervision during financial year 2016 up to and including the date of AGM.

11 b) To appoint Mr. Amos Luzon as member of the Board of Supervisory Directors, effective the day of the meeting, for a term of four years, expiring the date of the AGM of the fourth year.



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11 c) To re-appoint Mr. Reuven Sharoni as member of the Board of Supervisory Directors, effective the day of the meeting, for a term of four years, expiring the date of the AGM of the fourth year.

Explanation

Mr. Arie Mientkavich is resigning in light of his earlier resignation from position as the Chairman of the Board of directors of U.Dori Group (February 8, 2016). He was appointed at the AGM of 2011. It is proposed that Mr Mientkavich will be succeeded by Mr. A. Luzon (currently the CEO of U.Dori Group). The resume of Mr. Luzon is included in annex 2 to this circular. Given his experience and expertise, the Board of Supervisory Directors believes that the appointment of Mr. Luzon would fit the Board of Supervisory 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.

Mr. Reuven Sharoni was appointed at the AGM of 2012 for a four year term and his re-appointment is scheduled for renewal of his term for 4 more years. For the resume of Mr. Sharoni and the other information required by article 21.6 of the AoA, reference is made to the 2015 Annual Report.

Under article 21 of the AoA, supervisory directors are appointed by the general meeting of shareholders of the Company. In accordance with article 21.1 of the AoA, the Board of Supervisory Directors may prepare a list of two nominees for each appointment of a member of the Board of Supervisory Directors. Such nomination would be 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 choice for either of the so nominated candidates. As a matter of board discretion and for practical reasons, the Board is only nominating one person for each (re)-appointment. Given their experience and expertise, the Board of Supervisory Directors believes that the (re)-appointment of either nominee would fit the Board of Supervisory Directors' profile drawn up in accordance with article 21.3 of the AoA and available on the Company's website 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.

Following these (re)-appointments, supervisory directors Messrs. Y. Shilhav, R. Sharoni and P. Kowalczyk would qualify as independent members of the Board of Supervisory Directors in accordance with article 20.2 of the AoA and the Company's prevailing Corporate Governance Policy. The Board of Managing Directors and the Board of Supervisory Directors are unanimously recommending to (re)-appoint the nominees for each appointment. As member of the Board of Supervisory Directors the re-appointees will be entitled to remuneration in accordance with the remuneration policy and - program of the Company for members of the Board of Supervisory Directors.

By these (re-)appointments the number of members of the Board of Supervisory Directors is set at 5 and the GM confirms the Company's policy that four year terms expire on the date of the AGM in the fourth year of the term. In light of the changes in the Board, it is the intention of the Board of Supervisory Directors to review the composition of board committees in due course.

Rotterdam, 9 March 2016
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 2015 containing the Company's annual accounts.



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Annex 1. Curriculum vitae Mr. Roy VISHNOVIZKI

Family name:	Vishnovizki
Given name(s):	Roy
Month & Year of birth:	June 1982
Place of birth:	Israel
Nationality:	Israeli

Education & Professional experience

Roy Vishnovizki,

Mr. Vishnovizki serves as Finance Controller of U. Dori Group Ltd. ("Dori Group") since January 2015. Mr. Vishnovizki also serves as Operations Manager in a subsidiary of Dori Group, which operates in Slovakia. Mr. Vishnovizki served as Finance Controller and overseas Finance Manager of Electra M&E between the years 2013 – 2014.

Mr. Vishnovizki holds B.A. in Business and Administration from The College of Management, in Israel.

Mr. Vishnovizki is a Certified Accountant in Israel.

Interest in the Company:

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



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Annex 2. Curriculum vitae Mr. Amos LUZON

Family name:	Luzon
Given name(s):	Amos
Month & Year of birth:	September 1962
Place of birth:	Israel
Nationality:	Israeli

Education & Professional experience

Amos Luzon,

Mr. Amos Luzon serves as CEO of U. Dori Group Ltd., ("Dori Group") since January 21, 2016, after becoming the controlling shareholder of Dori group on January 14, 2016 (following the acquisition of shares in Dori Group from Gazit-Globe Israel (Development) Ltd. ("Gazit-Globe"). Since 1995 Mr. Luzon is the CEO and owner of A. Luzon Properties and Investments Ltd., a private company controlled by him (99%), which operates in real estate. Through this company Mr. Luzon holds the shares of Dori Group.

Education: high school Amal B in Petah Tikva, Israel

Interest in the Company:

Mr. Luzon is the shareholder (78.04%) of U. Dori Group (and therefore indirectly of Ronson Europe N.V.).

Mr. Luzon has no direct holdings in shares of Ronson Europe N.V. ("Ronson")
