

PRIMECITY INVESTMENT PLC
54B Artemidos Avenue & Nikou Demetriou Corner
Scanner Avenue Tower, 3rd Floor, 6027
Larnaca, Cyprus

(the "Company")

**NOTICE FOR THE CONVENTION OF
AN ANNUAL GENERAL MEETING OF THE COMPANY**

Invitation to the Annual General Meeting of the Company

The Annual General Meeting of the Shareholders of the Company will be held at the E-Hotel, Faros Avenue, 7560 Pervolia, Larnaca (Tel. No.: 00357 24 747000) on the **18th of November 2016 at 9:30 a.m.** (Cyprus time) to transact the following business:

ORDINARY BUSINESS

1. To receive and consider the Individual Financial Statements, as well as the Consolidated Financial Statements of the Company for the year ended on 31st of December 2015 (including any documents annexed to the financial statements) and the Annual Directors' Report for the year ended on 31st of December 2015.

"ORDINARY RESOLUTION 1

The Annual Director's Report and the Individual Financial Statements, as well as the Consolidated Financial Statements of the Company for the year ended on 31st of December 2015 (including any documents annexed to the consolidated financial statements) be and are hereby approved."

2. To receive and consider the Auditors' Report for the year ended on 31st of December 2015.
3. To fix the maximum remuneration of the Members of the Board.

"ORDINARY RESOLUTION 2

The maximum remuneration of the members of the Board of Directors, for their role as directors of the Company is fixed as follows:

Position	Maximum Annual Remuneration
Director	€ 150,000

Such remuneration to be implemented according with the decision of the Board of Directors."

4. To re-appoint KPMG, the auditors of the Company and authorise the Board of Directors to fix KPMG'S remuneration.

“ORDINARY RESOLUTION 3

That, KPMG, the auditors of the Company, are hereby re-appointed as Auditors of the Company and their appointment shall expire on the date of the next annual general meeting of the shareholders of the Company. The Board of Directors shall be authorised to fix KPMG’s remuneration”

Dated: 14/10/2016

By the order of the Board of Directors



A handwritten signature in black ink, appearing to read "Koralia P.", written over a dotted line.

Koralia Papacharalampous for
KKLAW SECRETARIAL LIMITED

EXPLANATORY NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING

A. GENERAL NOTES ON THE MATTERS OF THE AGENDA

1. **Items 1 and 2;** To receive and consider the Directors' Report and the Individual Financial Statements as well as the Consolidated Financial Statements of the Company for the year ended on 31st of December 2015. The Auditors' Report will also be presented to the shareholders of the Company.

The Directors' Report, the Auditors' Report, the Individual Financial Statements as well as the Consolidated Financial Statements of the Company for the year ended on 31st of December 2015 are available on the Company's website www.prime-city.com (select Investor Relations and then General Meeting).

2. **Item 3;** To fix the maximum remuneration of the members of the Board of Directors, for their role as directors, as follows:

Position	Maximum Annual Remuneration
Director	€ 150,000

3. **Item 4:** Re-appointment of KPMG as Auditors. In accordance with Section 153 (2) of the Companies Law Cap.113, and in view of the fact that KPMG are qualified and wish to be reappointed, KPMG are re-appointed as Auditors of the Company. Their appointment shall expire on the date of the next annual general meeting of the shareholders of the Company.

B. ENTITLEMENT TO PARTICIPATE IN THE ANNUAL GENERAL MEETING

1. No general meeting of the shareholders can take place and no valid business can be transacted thereto unless a quorum is present. For a quorum to be present at least three (3) shareholders of the Company must be present in person or by proxy who are entitled to vote upon the matters of the agenda of the general meeting of the shareholders.
2. **Disclosure Level of Shareholders:** Each shareholder (physical or legal) as appearing in the records of the Company and as reflected in the records of Euroclear or Clearstream, Luxembourg as at the Registration Date ("Ημερομηνία Καταγραφής"), as defined below in paragraph 3, will be considered to be a shareholder and will be entitled to participate and vote in the Annual General Meeting, either in person or by proxy. Each ordinary share is entitled to one vote.

3. For the purposes of determining the right to vote at the Annual General Meeting the Registration Date (“Ημερομηνία Καταγραφής”) shall be the **16th of November, 2016.**
4. **For the purposes of paragraph 3 above and in order to be able to vote and/or be represented at the Annual General Meeting, the following will need to be followed:**
 - 4.1. **Each shareholder of the Company must deliver the Attendance and Proxy Form and Voting Instructions, duly completed and signed (also “Forms”); to BNP Baribas Securities Services, via the usual procedures of Euroclear and Clearstream until the 16th of November, 2016 at 6:30 p.m. (Cyprus time) (“Cut-Off Time”).**
 - 4.2. **Each shareholder holding his shares through a commercial bank, securities broker, custodian or other qualified intermediary (each of those the “Intermediary”) must instruct and/or ensure that the Intermediary delivers to the Company the Forms in accordance with paragraph 4.1 above.**
 - 4.3. **Shareholders who have their shares registered in the name of an Intermediary, are advised to check with their Intermediary whether such intermediary applies different deadlines for any of the events specified above, and then to adhere to such deadlines if such deadlines are prior to the Cut-Off Time.**
 - 4.4. **Shareholders who have their shares registered in the name of an Intermediary and intends to participate to the Annual General Meeting, shall be deemed to have given authority to Euroclear or Clearstream, Luxembourg to disclose their identity to the Company and to BNP Baribas Securities Services, upon the submission of the relevant Forms.**
5. Notwithstanding paragraph 4 above, a copy of the following documents must be delivered at the addresses indicated below, **until and not later** than the Cut-Off Time:
 - 5.1. Copy of the Forms, and
 - 5.2. satisfactory proof of the shareholder’s shareholding and that such shareholding is blocked until and including the date of the Annual General Meeting on the 18th of November, 2016. A satisfactory proof shall be either a document issued by the bank or the professional securities’ depository or the financial institution where the shares are on deposit, which:
 - a) indicates the shareholder’s name and the number of shares held by the shareholder; and

b) certifies that the shares are blocked on the account of the relevant shareholder at a minimum from the 16th of November 2016 until and including the date of the Annual General Meeting.

5.3. **Delivery Address for Hard Copies:**

54B Artemidos Avenue & Nikou Demetriou Corner
Scanner Avenue Tower, 3rd floor, 6027
Larnaca, Cyprus (thereafter – the “**Registered Office**”)

or **Electronic address:**

philipp.vonbodman@prime-city.com

Shareholders may confirm that the Forms accompanied by proof of shareholding has been successfully received by the Company by calling at **00357 24427863**.

6. A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies, by filling in the relevant Forms, to attend and vote on his behalf by filling in relevant Proxy Instructions. The shareholders may appoint any person as their proxy. Such proxy **must not** be a shareholder of the Company. If a shareholder owns shares in the Company that are held in more than one investor share code, then that shareholder may in respect of the Annual General Meeting appoint separate proxy holders for the shares appearing in each investor share code.
7. The appointment of a proxy does not preclude the shareholder from attending and voting at the Annual General Meeting.
8. A proxy holder holding proxies from several shareholders may cast votes differently for each shareholder. Shareholders who appoint a person as a proxy to vote on their behalf, but wish to specify how their votes be cast, should indicate accordingly in the relevant boxes on the Forms.
9. Forms not deposited or delivered in the manner described in Clauses 4, 5 and 6 above, shall not be valid and shall not be taken into consideration.
10. Electronic means of communication shall not be used for the participation and voting at this annual general meeting of shareholders.
11. **Shareholders and/or their proxies who will attend the Annual General Meeting are requested to carry with them their identity card or other proof of identification.**
12. Any corporation which is a shareholder of the Company may by resolution of its Directors or other governing body such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it

were an individual member of the Company. The Forms must be executed by the person appointing the proxy or on that person's behalf, by an officer (if it is a corporation), agent or attorney, duly authorised in writing.

13. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holdings.
14. To change your proxy instructions, you may simply submit a new proxy appointment using the methods set out on the Forms. Note that the Cut-Off Time for receipt of proxy appointments also applies to amended instructions. If a shareholder submits more than one valid proxy, the proxy last received shall take precedence.
15. A vote cast or a poll demanded by a person acting as proxy shall be valid notwithstanding whether or not his appointment as proxy has previously been terminated unless the Company is promptly notified in writing of the said termination prior to the said vote being cast or to the said poll being demanded and not later than the Cut-Off Time for receipt of proxies.
16. In order to revoke your proxy instructions, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to **Primecity Investment Plc, 54B Artemidos Avenue & Nikou Demetriou Corner Scanner Avenue Tower, 3rd floor, 6027 Larnaca, Cyprus**. The revocation must be received not later than the Cut-Off Time for receipt of proxies.

C. VOTING PROCEDURES AT GENERAL MEETINGS

1. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands ("**Simple Vote**") unless a poll (before or on the declaration of the result of the show of hands) is demanded:
 - a) by the Chairperson, or
 - b) by at least three shareholders present and entitled to vote at the general meeting whether in person or by proxy, or
 - c) by any shareholder or shareholders present in person or by proxy and representing in aggregate at least one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting, or
 - d) by any director of the Company present at the general meeting.

If a poll be demanded in the manner aforesaid it must be held immediately after it is duly demanded. The demand for a poll may be withdrawn, before the declaration of its result but only with the consent of the Chairperson.

On Simple Vote a resolution put to the vote of the meeting is decided on a show of hands and thereby each shareholder has one vote. If a poll is demanded a resolution put to the vote of the meeting is decided by the voting rights attached to each of the shares that a shareholder has, (for example each shareholder has 1 vote per each share that he holds).

Unless a poll is demanded:

- a) a declaration by the Chairperson that a resolution is on a Simple Vote carried or carried unanimously or by a particular majority, or lost (i.e. the resolution is not passed); and
- b) an entry to that effect in the book containing the minutes of the proceedings of the general meeting,

shall together constitute conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

2. Subject any special rights attached to a share in the issued share capital of the Company, on a Simple Vote every shareholder present in person or by Proxy shall have one vote and where a poll is demanded every shareholder shall have one vote for every share of which the shareholder is the holder; For so long as the Company is a listed company, on a Simple Vote every shareholder on the Registration Date (“Ημερομηνία Καταγραφής”) present in person or by Proxy shall, subject to any special rights attached to a share in the issued share capital of the Company, have one vote and where a poll is demanded every shareholder present in person or by Proxy shall, subject to any special rights attached to a share in the issued share capital of the Company, have one vote for every share of which the shareholder is the Holder on the Registration Date (“Ημερομηνία Καταγραφής”).
3. **Passing of an Ordinary Resolution:** Any decision regarding the normal business of the Annual General Meeting will be reached (unless otherwise provided in the Articles of Association) with an Ordinary Resolution. An Ordinary Resolution is a resolution passed at a general meeting by a simple majority (50%+1 share) of shareholders of the Company entitled to vote and vote at the meeting either in person or by proxy.
4. In the event that a shareholder does not vote on a particular resolution, then it is considered as abstention (it is not calculated) for counting the votes for the specific resolution.

D. MINORITY RIGHTS AT THE ANNUAL GENERAL MEETING

1. Pursuant to Section 127B of Companies Law Cap. 113, shareholders of the Company had the right (i) to put an item on the agenda of the annual general meeting, provided that the item is accompanied by a written explanation justifying the inclusion of the item or a proposed resolution or approval at the general meeting, and (ii) to table a draft resolution for inclusion in the agenda of a general meeting provided that:
 - a) the shareholder or group of shareholders hold at least 5% of the issued share capital of the Company, representing at least 5% of the voting rights of shareholders entitled to vote at the meeting for which an item has been added on the agenda, and

b) the shareholders' request to put an item on the agenda or resolution (as described above) is received by the Company in hard copy or electronically at the addresses indicated below at least **42 days** prior to the relevant meeting.

Delivery Address for Hard Copy:

**Primecity Investment PLC, 54B Artemidos Avenue & Nikou Demetriou
Corner Scanner Avenue Tower, 3rd floor, 6027 Larnaca, Cyprus**

Electronic address: philipp.vonbodman@prime-city.com

2. Pursuant to Section 128C of the Companies Law Cap. 113, the shareholders have a right to ask questions related to items on the Agenda and to have such questions answered by the Board of Directors of the Company subject to any reasonable measures the Company may take to ensure the identification of shareholders.

An answer is not required if (a) it would interfere unduly with preparation for the Annual General Meeting or the confidentiality or business interests of the Company, or (b) an answer has already been given on the Company's website in the form of a "Q&A", or (c) the Chairman deems that it is undesirable in the interests of good order of the meeting that the question be answered. Before the Annual General Meeting, Shareholders may submit questions in writing by sending a letter, together with evidence of their shareholding, at least 4 days before the meeting (i.e. by the 15th of November 2016) to the Company

**Primecity Investment Plc, 54B Artemidos Avenue & Nikou Demetriou
Corner Scanner Avenue Tower, 3rd floor, 6027 Larnaca, Cyprus**

Electronic address: philipp.vonbodman@prime-city.com

D. OTHER INFORMATION AND AVAILABLE DOCUMENTS

The Forms are available in electronic form on the website of the Company www.prime-city.com and in hard copy at the Registered Office of the Company, 54B Artemidos Avenue & Nikou Demetriou Corner Scanner Avenue Tower, 3rd floor, 6027 Larnaca, Cyprus.