



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 **54B Artemidos Avenue & Nikou Demetriou Corner Scanner Avenue Tower, 3rd Floor, 6027 Larnaca, Cyprus** on the **1st March 2019 at 11:30 a.m. (GMT + 2)** to transact the following business:

ORDINARY BUSINESS

1. Presentation and approval of the Individual Financial Statements, as well as the Consolidated Financial Statements of the Company for the year ended on 31st of December 2017 (including any documents annexed to the financial statements) and the Annual Directors' Report for the year ended on 31st of December 2017.

Resolution proposed by the Board of Directors:

"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 2017 (including any documents annexed to the individual financial statements and to the consolidated financial statements) be and are hereby approved."

Shareholders may refer to Individual Financial Statements, as well as to the Consolidated Financial Statements of the Company for the year ended on 31st of December 2017 which are available on the Company's website under <https://www.prime-city.com/general-meeting.html>

2. Presentation of the Auditors' Report for the year ended on 31st of December 2017 for the consideration of the Shareholders of the Company.

No resolutions are required.

3. The Board of Directors of the Company recommends for the re-appointment to the position of the Director of the Company the existing members of the Board of Directors of the Company, namely Mrs. Elena Koushos and Mr. Oschrie Massatschi.

Resolution proposed by the Board of Directors:

"ORDINARY RESOLUTION 2

The following members of the Board of Director are re-appointed to the position of the Director of the Company and their mandate shall be renewed:

- *Ms Elena Koushos, an individual of Cypriot nationality, born in the Republic of Cyprus on 18 November 1985, residing professionally at 20 Kostis Palamas str. "Aspelia" court, 4th floor, 1096, Nicosia, Cyprus; and*
- *Mr. Oschrie Massatschi, an individual of German nationality, born in Germany on 08.02.1981 residing professionally at Wittestraße 30, Haus F, 13509 Berlin, Germany.*

The term of appointment of each of the above listed directors shall expire on the date of the next annual general meeting of the shareholders of the Company."

4. To fix the maximum remuneration of the members of the Board.

Resolution proposed by the Board of Directors:

"ORDINARY RESOLUTION 3

The maximum remuneration of the members of the Board of Directors, for their role as directors of the Company, shall be at the same level as the one approved by the previous Annual General Meeting of the Shareholders of the Company.

Such remuneration is to be implemented in accordance with the decision of the Board of Directors."

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



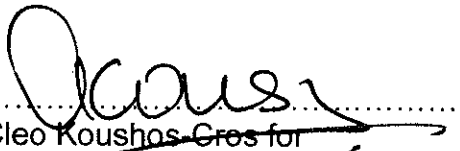
Resolution proposed by the Board of Directors:

“ORDINARY RESOLUTION 4

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: 07/02/2019

By the order of the Board of Directors


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Cleo Koushos-Gros for
KKLAW SECRETARIAL LIMITED
Secretary

**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, consider and approve 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 2017. 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 2017 are available on the Company's website at <https://www.prime-city.com/general-meeting.html>.

2. **Item 3;** the Board of Directors proposes to renew the appointment of the following directors:
 - Ms Elena Koushos, an individual of Cypriot nationality, born in the Republic of Cyprus on 18 November 1985, residing professionally at 20 Kostis Palamas str. "Aspelia" court, 4th floor, 1096, Nicosia, Cyprus; and
 - Mr. Oschrie Massatschi, an individual of German nationality, born in Germany on 08.02.1981 residing professionally at Wittestraße 30, Haus F, 13509 Berlin, Germany.
3. **Item 4;** To fix the maximum remuneration of the members of the Board of Directors, for their role as directors at the same level as the one approved by the previous Annual General Meeting of the Shareholders of the Company.
4. **Item 5:** 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. In order to be able to attend and vote at the Annual General Meeting (“AGM”), a copy of the duly completed, dated and signed Attendance and Proxy Form (as defined below) must be timely submitted:

(i) by e-mail to kklawsecretarialtd@louthan.com.cy or by postal services to 54B Artemidos Avenue & Nikou Demetriou Corner Scanner Avenue Tower, 3rd floor, 6027, Larnaca, Cyprus; and

(ii) to BNP Paribas Securities Services, Luxembourg, via the usual procedures of Euroclear and Clearstream. For any clarifications required for submission via the usual procedures of Euroclear and Clearstream, you may contact lux.ostdomiciliees@bnpparibas.com.

2. Shareholders may confirm that the documents as mentioned above have been successfully received by the Company by calling **00357 22 203357** between 9.00 a.m. and 6 p.m. (local time) on business days.

3. The right to participate in and vote at the AGM is granted only to persons:

(i) who are Shareholders of the Company as at 27 February 2019 at 11.30 a.m. (GMT + 2) (the “Record Date”) and appearing as Shareholders as at the Record Date in the records of Euroclear and/or Clearstream, as the case may be;

(ii) who have timely delivered and submitted the completed Attendance and Proxy Form and the Record Date Confirmation at the latest until 28 February 2019 at 11.30 a.m. (GMT +2); and

(iii) who bring proof of their identity (valid passport or identity card) to the AGM.

ATTENDANCE AND REGISTRATION PROCEDURES

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.

4. Each Shareholder (physical or legal) as appearing in the records of the Company and as reflected in the records of Euroclear Bank SA/NV, 1 Boulevard du Roi Albert II, B-1210 Brussels, Belgium (“Euroclear”) or Clearstream Banking SA, 42, Avenue John F. Kennedy, L-1855

Luxembourg, Luxembourg ("**Clearstream**") as at the Record Date will be considered to be a Shareholder and will be entitled to participate and vote in the AGM, either in person or via a proxy representative provided that the attendance and registration procedures as set out in this section are met.

5. Only Shareholders who were holders of record shares two working days prior to the AGM, i.e., **27 February 2019 at 11.30 a.m. (GMT + 2)** (the "**Record Date**") can register for, participate in and vote at the AGM, provided that the attendance and registration procedures as set out in this section are met. Any shareholder having become owner of the shares after the Record Date has no right to vote at the AGM.
6. Electronic means of communication shall not be used for the participation and voting at this AGM of the Shareholders. The Shareholders must attend the general meeting in person or via a proxy representative, at the place where the meeting will be held.
7. The Shareholders who are not able to attend the AGM in person may appoint a proxyholder who can be a third party (such third party does not need to be a Shareholder of the Company). If a Shareholder owns shares of the Company which are held in more than one investor share code, then the Shareholder may appoint separate proxyholders for the shares appearing in each investor share code. 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 Attendance and Proxy Form (as defined below). A proxy holder holding proxies from several Shareholders may cast votes differently for each Shareholder.
8. The Shareholders who plan to attend the AGM in person or by appointing a proxy representative shall duly complete and sign the attendance and proxy form, attached as **Appendix A** and available on the Company's website at <https://www.prime-city.com/general-meeting.html> (the "**Attendance and Proxy Form**").

At the latest until **28 February 2019 at 11.30 a.m. GMT + 2** (the "**Cut-Off Time**"), the dated and signed Attendance and Proxy Form shall be:

- (i) delivered by e-mail to kklawsecretarialtd@louthan.com.cy or by postal services to 54B Artemidos Avenue & Nikou Demetriou Corner Scanner Avenue Tower, 3rd floor, 6027, Larnaca, Cyprus; and
 - (ii) to BNP Paribas Securities Services Luxembourg ("**BNP**"), via the usual procedures of Euroclear and Clearstream. For any clarifications that may be required for submission via the procedures of Euroclear and Clearstream you may contact lux.ostdomiciliees@bnpparibas.com.
9. In addition, the Shareholders who plan to attend the AGM in person or by appointing a proxy representative shall provide at the latest until the Cut-



Off Time satisfactory proof of the Shareholder's shareholding either by e-mail to kklawsecretarialtd@louthan.com.cy or by postal services to 54B Artemidos Avenue & Nikou Demetriou Corner Scanner Avenue Tower, 3rd floor, 6027, Larnaca, Cyprus. Satisfactory proof shall be either a document issued by the bank or the professional securities' depository or the financial institution where the shares are held on deposit, which indicates the Shareholder's name and the number of shares held by that Shareholder as at the Record Date (the "**Record Date Confirmation**").

10. Additional information for Shareholders holding their shares through a commercial bank, securities broker, custodian or other qualified intermediary (each an "**Intermediary**"):

10.1. The Shareholders holding their shares through an Intermediary must instruct and/or ensure that the Intermediary delivers the Proxy and Attendance Form to BNP and to the Company in accordance with this section at the latest until the Cut-Off Time.

10.2. The Shareholders whose shares are 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;

10.3. The Shareholders who have their shares registered in the name of an Intermediary and intend to participate in the AGM, shall be deemed to have given authority to Euroclear or Clearstream, Luxembourg and/or to Euroclear France to disclose their identity to the Company and to BNP upon the submission of the relevant Proxy and Attendance Form.

11. A legal entity which is a Shareholder may by resolution of its directors or other governing body appoint such person as it thinks fit to act as its representative at the AGM or any adjournment thereof and the person so authorized shall be entitled to exercise the same powers on behalf of the legal entity which he represents as that corporation could exercise if it were an individual member of the Company. The Attendance and Proxy Form 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.

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 Record Date.
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.
5. At the date of convening of the Annual General Meeting, the Company's issued share capital equals to EUR 1,428,999.79 and it is divided into 142,899,979 shares having a par value of EUR 0.01 each, all of which are fully paid up. Each share is entitled to one vote

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: kklawsecretarialtd@louthan.com.cy

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 25th of February 2019) to the Company

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

Electronic address: kklawsecretarialtd@louthan.com.cy

E. OTHER INFORMATION AND AVAILABLE DOCUMENTS

1. The following documents/information will be available at the registered office of the Company, Primecity Investment Plc, 54B Artemidos & Nikou Demetriou Scanner Avenue Tower, 3rd floor, 6027 Larnaca, Cyprus, and the Company's website at <https://www.prime-city.com/general-meeting.html>:

i) this convening notice of the Annual General Meeting of the Shareholders of the Company;

ii) the total number of shares and voting rights as at the date of the present convening notice;

iii) a copy of the Attendance and Proxy Form (as defined above under Attendance and Registration Procedures).

iv) the list of the directors; and

v) the Individual Financial Statements and the Consolidated Financial Statements of the Company for the year ended on 31st of December 2017 (including any documents annexed to the financial statements) and the Annual Directors' Report for the year ended on 31st of December 2017.



Appendix A

Attendance and Proxy Form



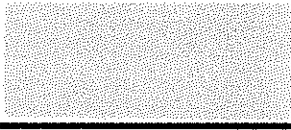
PRIMECITY INVESTMENT PLC
54B Artemidos Avenue & Nikou Demetriou Corner
Scanner Avenue Tower, 3rd Floor, 6027
Larnaca, Cyprus

(the "Company")

**ATTENDANCE AND PROXY FORM AND PROXY INSTRUCTIONS
WITH RESPECT TO THE ANNUAL GENERAL MEETING OF THE COMPANY
ON the 1st day of March 2019**

In order to attend the Annual General Meeting, whether in person or represented by a proxyholder, a duly filled in and signed copy of this Attendance and Proxy Form must be returned to the Company together with a Record Date Confirmation (as defined below) and to BNP Paribas Securities Services, Luxembourg via the usual procedures of Euroclear and Clearstream at the latest until **28 February 2019 at 11.30 a.m GMT + 2.**

SHAREHOLDER IDENTIFICATION

| | | |
|--|-------|---|
| Name: | _____ | NUMBER OF SHARES HELD ON THE RECORD DATE AND TO BE CAST FOR VOTING AT THE AGM: |
| Address: | _____ | |
| Country: | _____ |  |
| Email: | _____ | <i>*If this box is left blank, it is deemed that the shareholder wishes to cast all of its votes equal to all the shares held on the Record Date (i.e. 27 February 2019) at 11:30 a.m. GMT + 2, as indicated on the Record Date Confirmation. If this box is completed indicating a number of votes to cast and that number is not the same as the number of shares indicated in the Record Date Confirmation, it is deemed that the shareholder wants to cast the number of shares as indicated on the Record Date Confirmation.</i> |
| Telephone: | _____ | |
| Clearing system reference: (optional) | _____ | |



Please choose one of the three options below by ticking the corresponding box.

I acknowledge that I may appoint a proxy if I am not able to attend in person. I shall have the right to participate and vote in the Annual General Meeting only if I have timely submitted (i) to the Company this Attendance and Proxy Form **and** the Record Date Confirmation, and (ii) to BNP Paribas Securities Services, Luxembourg, via the usual procedures of Euroclear and Clearstream this Attendance and Proxy Form.

The Record Date Confirmation is a confirmation letter issued by the bank or the professional securities' depository or the financial institution where the shares are held on deposit stating the number of shares held by the shareholder two business days prior to the AGM, i.e., on 27 February 2019 at 11.30 a.m. (GMT + 2) (the "**Record Date**").

This Attendance and Proxy Form and the Record Date Confirmation must be sent by e-mail to i) kklawsecretarialtd@louthan.com.cy or by postal services to 54B Artemidos Avenue & Nikou Demetriou Corner Scanner Avenue Tower, 3rd floor, 6027, Larnaca, Cyprus and (ii) to BNP Paribas Securities Services Luxembourg ("BNP"), via the usual procedures of Euroclear and Clearstream. For any clarifications that may be required for submission via the procedures of Euroclear and Clearstream you may contact lux.ostdomiciliees@bnpparibas.com.

Admission will be granted upon presentation of a suitable identification document. No admission cards will be sent by post in advance of the Annual General Meeting.

1

Attendance in Person

- I hereby notify you that I will attend the Annual General Meeting in person.

2

Attendance by Proxy without Voting Instructions

- I hereby notify you that I will not attend the Annual General Meeting in person and wish to appoint a member of the Board of Directors of the Company or a proxyholder, if one is named below, to vote in my name and on my behalf as such person deems fit on all resolutions of the agenda of the Annual General Meeting:

I appoint the following person to attend the Annual General Meeting and to vote in my name and on my behalf without voting instructions as such person may deem fit on all the resolutions for all items of the agenda in addition to all amendments or new resolutions that would validly presented to the Annual General Meeting:

Name: _____ Address: _____
E-mail: _____
Telephone: _____ Country: _____

**I indicate the last name, first name, address, e-mail address, telephone number and country of residency of the proxyholder whom I appoint. If the information provided hereto is not complete, the appointment will be deemed given to the secretary of the Annual General Meeting instead.*

3

Attendance by Proxy with Voting Instructions

- I hereby notify you that I will not attend the Annual General Meeting in person and wish to appoint a member of the Board of Directors of the Company or a proxyholder, if one is named below, who shall vote at the Annual General Meeting in accordance with the voting instructions given below:

I appoint the following person to attend the Annual General Meeting and to vote in my name and on my behalf with the voting instructions given below:

| | | | |
|-----------|-------|----------|-------|
| Name: | _____ | Address: | _____ |
| E-mail | _____ | | _____ |
| Telephone | _____ | Country: | _____ |

**I indicate the last name, first name, address, e-mail address, telephone number and country of residence of the proxyholder whom I appoint. If the information provided hereto is not complete, the appointment will be deemed given to the secretary of the Annual General Meeting instead.*

***I tick the appropriate boxes below with an "X" indicating how I wish to vote on each of the relevant items of the agenda of the Annual General Meeting. The omission to tick any box with respect to any resolution shall allow a member of the Board of Directors or appointed proxyholder to vote at his full discretion on the proposed resolutions.*

1. 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 2017 (including any documents annexed to the individual financial statements and to the consolidated financial statements) be and are hereby approved.

FOR AGAINST ABSTAIN

2. ORDINARY RESOLUTION 2

The following members of the Board of Director are re-appointed to the position of the Director of the Company and their mandate shall be renewed:

- *Ms Elena Koushos, an individual of Cypriot nationality, born in the Republic of Cyprus on 18 November 1985, residing professionally at 20 Kostis Palamas str. "Aspelia" court, 4th floor, 1096, Nicosia, Cyprus; and*
- *Mr. Oschrie Massatschi, an individual of German nationality, born in Germany on 08.02.1981 residing professionally at Wittestraße 30, Haus F, 13509 Berlin, Germany.*

The term of appointment of each of the above listed directors shall expire on the date of the next annual general meeting of the shareholders of the Company.

FOR AGAINST ABSTAIN

3. ORDINARY RESOLUTION 3

The maximum remuneration of the members of the Board of Directors, for their role as directors of the Company shall be at the same level as the one approved by the previous Annual General Meeting of the Shareholders of the Company.

Such remuneration is to be implemented in accordance with the decision of the Board of Directors.

FOR AGAINST ABSTAIN



4. ORDINARY RESOLUTION 4

The auditors of the Company, KPMG, 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.

FOR AGAINST ABSTAIN

Signature: _____ Date: _____

The proxyholder may represent the shareholder at the Annual General Meeting or any other adjourned or re-convened meeting of the general meeting of shareholders convened for the purpose of resolving on the agenda of the Annual General Meeting, vote in the name and on behalf of the shareholder. This Attendance and Proxy Form, and the rights, obligations and liabilities of the shareholder and the proxyholder hereunder, shall be governed by the laws of the Republic of Cyprus. Any claims, disputes or disagreements arising under, in connection with or by reason of this Attendance and Proxy Form shall be brought by the shareholder and the proxyholder in the courts of the Republic of Cyprus, and each of the shareholder and the proxyholder hereby submits to the exclusive jurisdiction of such courts in any such actions or proceeding and waives any objection to the jurisdiction or venue of such courts.

By signing this Attendance and Proxy Form, the shareholder hereby consents that the submitted data is collected, processed and used for the purpose of the AGM and the vote on the resolutions and that the data submitted may be transmitted to entities involved in the organisation of the Annual General Meeting.

Signed in on 2019

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Name:
Title: