

CONVENING NOTICE

Date and location of the AGM

This is the convening notice for the annual general meeting of shareholders of Instone Real Estate Group N.V. (the "**Company**") to be held on 29 June 2018 at 9:00 CEST at Hilton Amsterdam Airport Schiphol (Schiphol Boulevard 701, 1118 BN Schiphol, the Netherlands) (the "**AGM**").

Agenda for the AGM

The agenda for the AGM is as follows:

1. Opening
2. Discussion of the annual report over the financial year 2017 (*discussion item*)
3. Implementation of the compensation policy during the financial year 2017 (*discussion item*)
4. Adoption of the annual accounts over the financial year 2017 (*voting item*)
5. Explanation of the dividend and reservation policy (*discussion item*)
6. Release of the managing directors from liability for the exercise of their duties during the financial year 2017 (*voting item*)
7. Conversion of the Company from a *naamloze vennootschap* under Dutch law into an *Aktiengesellschaft* under German law and, in connection therewith, (i) amendment of the Company's articles of association, (ii) authorization to implement such amendment, (iii) determination of founders, (iv) appointment of supervisory board members and (v) appointment of auditor (*voting item*)
8. Closing

No business shall be voted on at the AGM, except such items as included in the above-mentioned agenda.

Record Date for the AGM

The record date for the AGM is 1 June 2018 (the "**Record Date**"). Those who are shareholders of the Company, or who otherwise have voting rights and/or meeting rights with respect to shares in the Company's capital, at the end of the trading day on the Record Date and who are recorded as such in the administration maintained by the broker, bank or other financial intermediary where the shares concerned are administered on a securities account, may attend and, if relevant, vote at the AGM (the "**Persons with Meeting Rights**").

Attending the AGM in person

Persons with Meeting Rights who wish to attend the AGM in person must notify Computershare of their identity and intention to attend the AGM, together with a statement obtained from the broker, bank or other financial intermediary where their shares in the Company's capital are administered in their securities account showing the number of those shares at the end of the trading day on the Record Date. This notice and statement must be sent to Computershare in writing (Computershare Deutschland GmbH & Co. KG, Computershare Operations Center, 80249 München, Germany), by fax (+ 49 89 30903-74675) or by e-mail (anmeldestelle@computershare.de). The notice and statement must be received by the Computershare no later than 17:30 CEST on 22 June 2018 (the "**Cut-Off Time**"). Persons with Meeting Rights who have submitted such notice and statement to Computershare shall receive an attendance card which will allow admission to the AGM (the "**Attendance Card**").

Attending the AGM through a written proxy

Persons with Meeting Rights may have themselves represented at the AGM through the use of a written proxy, provided that they notify Computershare of their identity and intention to be represented at the AGM no later than the Cut-Off Time in the manner described above under "Attending the AGM in person". A form of such proxy can be downloaded from the Company's website (<http://www.instone.de>).

E-voting

Persons with Meeting Rights who also have voting rights may also grant an electronic proxy with voting instructions in the period between the Record Date and the Cut-Off Time by accessing the Investor Relations page on the Company's website (<http://www.instone.de>) and following the instructions on that website. These electronic proxies with voting instructions will be granted to P.C.S. van der Bijl, civil law notary (*notaris*) of NautaDutilh N.V. (or his substitute).

Admission to the AGM

Registration for admission to the AGM shall start at 8:30 CEST on 29 June 2018. Admission to the AGM may be refused once the AGM has started. Attendees may be required to present a valid means of identification. Attendees must also hand over their Attendance Card at the registration desk upon arrival at the AGM. Holders of a proxy must also hand over a copy of such proxy. Persons who have not complied with the procedural requirements described in this convening notice may be refused admission to the AGM.

Shares and voting rights

As at 17 May 2018, the Company's issued share capital consisted of 36,988,336 shares and an equal number of voting rights could be exercised in the Company's general meeting of shareholders.

EXPLANATORY NOTES TO THE AGENDA

2. Discussion of the annual report over the financial year 2017 (*discussion item*)

The Company's annual report over the financial year 2017 has been made available on the Company's website (<http://www.instone.de>) and at the Company's office address.

3. Implementation of the compensation policy during the financial year 2017 (*discussion item*)

The implementation of the Company's compensation policy has been outlined in the Company's annual report over the financial year 2017.

4. Adoption of the annual accounts over the financial year 2017 (*voting item*)

The Company's annual accounts over the financial year 2017 have been made available on the Company's website (<http://www.instone.de>) and at the Company's office address. It is proposed that these annual accounts be adopted.

5. Explanation of the dividend and reservation policy (*discussion item*)

The Company currently intends to retain all available funds and any future earnings to support operations and to finance the growth and development of its business and currently does not intend to pay any dividends for the financial years 2017 through 2019. In the medium term, at the earliest in 2021 for the financial year 2020, the Company plans to distribute dividends amounting to 20% to 30% of its net income, unless it then decides to rather continue investing such distributable funds into further growth. Any future determination to pay dividends will be made in accordance with applicable laws, and will depend upon, among other factors, its results of operations, financial condition, contractual restrictions and capital requirements. The Company's future ability to pay dividends may be limited by the terms of any existing and future debt or preferred securities. If and when the Company does intend to distribute a dividend, such dividend may be distributed in the form of cash only or shares only, through a combination of the foregoing (cash and shares) or through a choice dividend (cash or shares), in each case subject to applicable law.

6. Release of the managing directors from liability for the exercise of their duties during the financial year 2017 (*voting item*)

It is proposed that the Company's managing directors be released from liability for the exercise of their duties during the financial year 2017. The scope of this release from liability extends to the exercise of their respective duties insofar as these are reflected in the Company's annual report or annual accounts over the financial year 2017 or in other public disclosures.

7. Conversion of the Company from a *naamloze vennootschap* under Dutch law into an *Aktiengesellschaft* under German law and, in connection therewith, (i) amendment of the Company's articles of association, (ii) authorization to

implement such amendment, (iii) determination of founders, (iv) appointment of supervisory board members and (v) appointment of auditor (*voting item*)

It is proposed that the Company be converted from a *naamloze vennootschap* under Dutch law into an *Aktiengesellschaft* under German law (the "**Conversion**"). As a result of the Conversion, the Company's name shall become Instone Real Estate Group AG and its corporate seat shall be transferred to Essen, Germany. The Conversion shall not result in the liquidation, dissolution or other interruption of the existence of the Company. The Company shall, upon the Conversion becoming effective, continue its existence uninterrupted as an *Aktiengesellschaft* under German law. The shareholders of the Company will become shareholders of Instone Real Estate Group AG and their respective shares in the capital of the Company will automatically be converted into shares in the capital of Instone Real Estate Group AG upon the Conversion becoming effective in a 1:1 ratio. More detailed information concerning the Conversion can be found in the cross-border conversion proposal filed with the Dutch trade register (*handelsregister*) on 9 February 2018.

The Company's management board shall only initiate the consummation of the Conversion by filing the Conversion for registration with the competent commercial register if approved by the Company's supervisory board. The Company's supervisory board will only resolve to give this approval if both the Company's management board and the Company's supervisory board are of the opinion that the consummation of the Conversion will not trigger materially adverse taxes for the Company. The condition for the Conversion described in this paragraph is referred to as the "**Condition**".

It is also proposed that, in connection with the Conversion, Coöperatieve Formart Investments U.A., Coöperatieve Activum SG Fund III Investments U.A., Coöperatieve Activum SG Fund V Investments U.A., Mr. Kruno Crepulja, born on 19 September 1971, Mr. Oliver Schmitt, born on 22 May 1964, Mr. Andreas Gräf, born on 19 July 1966 and Mr. Torsten Kracht, born on 4 October 1967 be determined as founders of Instone Real Estate Group AG within the meaning of the German transformation act (*Umwandlungsgesetz*) and be authorized to perform all actions and to assume all rights and obligations of founders of Instone Real Estate Group AG under German transformation law (*Umwandlungsrecht*).

Concurrently with the Conversion (and therefore subject to the Condition), it is proposed that:

- (i) the Company's articles of association be amended to read in accordance with the new articles of association for Instone Real Estate Group AG which have been made available in the German and Dutch languages on the Company's website (<http://www.instone.de>) and at the Company's office address;
- (ii) the following persons be appointed as supervisory directors (*Aufsichtsratsmitglieder*) of Instone Real Estate Group AG as of the moment of the Conversion becoming effective, for a term of office until the closing of the annual general meeting of Instone Real Estate Group AG that resolves upon the discharge for the fourth financial year after the beginning of his/her term of office, including the financial year in which the term of office commences:

- Mr. Stefan Brendgen, chairman of the supervisory board of the Company, born on 14 January 1964, residing in Mönchengladbach, Germany, and also member of the following administrative, management or supervisory bodies of the following companies or partnerships outside the Company:
 - aamundo Asset Management KGaA (chairman of the supervisory board);
 - Climeon AB (member of the supervisory board); and
 - HAHN-Immobilien-Beteiligungs AG (member of the supervisory board);
 - Mr. Stefan Mohr, Head of Corporate Real Estate at Activum SG Advisory GmbH, born on 22 October 1967, residing in Frankfurt am Main, Germany;
 - Mrs. Marija Korsch, member of the supervisory board of the Company, born on 16 July 1948, residing in Frankfurt am Main, Germany, and also member of the following administrative, management or supervisory bodies of the following companies or partnerships outside the Company:
 - Aareal Bank AG (chairperson of the supervisory board);
 - FAZIT Stiftung Gemeinnützige Verlagsgesellschaft mbH (member of the board of trustees); and
 - Just Software AG (member of the supervisory board);
 - Dr. Jochen Scharpe, Shareholder and Managing Director of AMCI GmbH and ReTurn Immobilien GmbH, born on 19 March 1959, residing in München, Germany, and also member of the following administrative, management or supervisory bodies of the following companies or partnerships outside the Company, AMCI GmbH and ReTurn Immobilien GmbH:
 - FFIRE AG (deputy chairman of the supervisory board); and
 - LEG Immobilien AG (member of the supervisory board); and
 - Mr. Richard Wartenberg, Managing Director and Head of Acquisition & Sales at Activum SG Advisory GmbH, born on 17 January 1968, residing in Berlin, Germany;
- (iii) following the recommendation of the audit committee of the Company's supervisory board Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Schwannstraße 6, 40476 Düsseldorf, Germany, be appointed as auditor of Instone Real Estate Group AG:
- of the Company's annual financial statements and the consolidated financial statements for the first full or short fiscal year;
 - in the event of an audited review of the Company's condensed interim financial statements and the interim management reports (Sections 115 para. 5 and 117 no. 2 of the German Securities Trading Act (*Wertpapierhandelsgesetz*)) for the half-year of the first full or short fiscal year as auditor for such an audited review; and
 - in the event of an audited review of additional interim financial statements of the Company (Section 115 para. 7 of the German Securities Trading Act (*Wertpapierhandelsgesetz*)) for the first full or short fiscal year as auditor for such an audited review.

If this resolution is passed, each lawyer, candidate civil law notary and civil law notary of NautaDutilh N.V. shall be authorized to execute the requisite deed of Conversion and amendment to the Company's articles of association, subject to the fulfilment of the Condition.