



Extraordinary General Meeting of Shareholders of Ronson Europe N.V. in Rotterdam, The Netherlands

The Board of Managing Directors of Ronson Europe N.V. with its corporate seat in Rotterdam, the Netherlands (the "Company"), in accordance with its Articles of Association (the "Articles of Association" or "AoA"), is pleased to inform you that the Extraordinary General Meeting of the Company's Shareholders (the "General Meeting") has been convened for **1 March 2017** at the Company's offices at **Weena 210-212, Rotterdam, the Netherlands, at 11.00 hours CET.**

The General Meeting agenda is as follows:

- 1) Opening of the General Meeting.
- 2) Interim dividend for the financial year 2016*
- 3) Composition of the Board of Managing Directors*: 2 Resignations and 2 new appointments*.
 - a) Acceptance of the resignation of Mr. Erez Yoskovitz as Managing Director B and member of the Board of Managing Directors, and granting discharge from liability ('decharge') for his management during the financial year 2016 up to and including the date of resignation effective the date of the EGM,
 - b) Acceptance of the resignation of Mr. Roy Vishnovizki as Managing Director B and member of the Board of Managing Directors, and granting discharge from liability ('decharge') for his management during the financial year 2016 up to and including the date of resignation,
 - c) Appointment of Mr. Erez Tik 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,
 - d) Appointment of Mr. Alon Haver 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.
- 4) Composition of the Board of Supervisory Directors*: 3 Resignations and 3 new appointments*.
 - a) Acceptance of the resignation of Mr. Mark Segall as member of the Board of Supervisory Directors, and granting discharge from liability ('decharge') for his management during the financial year 2016 up to and including the date of resignation effective the date of the EGM,
 - b) Acceptance of the resignation of Mr. Yair Shilhav as member of the Board of Supervisory Directors, and granting discharge from liability ('decharge') for his management during the financial year 2016 up to and including the date of resignation effective the date of the EGM,
 - c) Acceptance of the resignation of Mr. Reuben Sharoni as member of the Board of Supervisory Directors, and granting discharge from liability ('decharge') for his management during the financial year 2016 up to and including the date of resignation effective the date of the EGM,
 - d) Appointment of Ms. Mikhal Shapira 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,
 - e) Appointment of Mr. Alon Kadouri 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,
 - f) Appointment of Mr. Ofer Kadouri 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.
- 5) Any Other Business.
- 6) Closing of the General Meeting.

** These items require a resolution to be passed at the General Meeting.*

With reference to Article 33.5 of the Articles of Association, the Shareholders Circular with annexes, will be prepared in order to inform the General Meeting of all facts and circumstances relevant to the resolutions. The Shareholders' Circular will be made public and available at the date hereof by posting on the Company's website: www.ronson.pl.

All other documents prepared for the purpose of the General Meeting (both in English and in Polish) will be made public and available at the date hereof by posting on the website at www.ronson.pl, including:

- A. the General Meeting agenda and appertaining documents
- B. the Shareholders' Circular
- C. a description of the proxy-voting procedure through the proxy indicated by the Company, the form of a power of attorney together with draft voting instructions.

Pre-Meeting of the Company's Shareholders in Warsaw, Poland

The Board of Managing Directors of the Company has also convened a Pre-Meeting of the Company's Shareholders (the "Pre-Meeting") for **27 February 2017 in the Company's office in Warsaw, Poland at 57 Komisji Edukacji Narodowej Avenue at 15.00 hours CET.** The Pre-Meeting Agenda will mirror the above-mentioned agenda for the General Meeting, except for the voting on the adoption on resolutions.

Registration

In accordance with Article 38 of the Articles of Association, only shareholders who deposit, not later than on **22 February 2017 by 17:00 hrs**, original registered depository certificates issued by authorized financial intermediaries in Poland maintaining securities

accounts of those shareholders, which will evidence their shareholding in the Company at **1 February 2017** (the "Record Date"):

- at the Company's offices in Poland in Warsaw at 57 Komisji Edukacji Narodowej Avenue (on business days, Monday through Friday, between 9:00 and 17:00 hours CET) or
- at the Company's offices in the Netherlands in Rotterdam at the following address: Weena 210-212, 3012 NJ Rotterdam (on business days, Monday through Friday, between 09.00 and 17.00 hours CET)

will be entitled to participate in the General Meeting, provided that a deposited registered depository certificate has not been collected from the Company by such a shareholder before the General Meeting.

Shareholders intending to participate in the Pre-Meeting must deposit the original depository certificate with the Company also not later than on **22 February 2017 by 17:00 hrs** at the Company's offices in Poland in Warsaw at 57 Komisji Edukacji Narodowej Avenue (on business days, Monday through Friday, between 9:00 and 17:00 hours CET).

Each shareholder may participate in the Pre-Meeting and the General Meeting respectively, and exercise the shareholder's rights, including the voting rights at the General Meeting, in person or by an authorized representative or proxy, including a proxy indicated by the Company; the respective authorization should be given or evidenced in writing. Shareholders may authorize a proxy indicated by the Company to attend the General Meeting and vote their shares on their behalf in observance of the voting instructions by filling in the form of proxy available on the Company's website: www.ronson.pl and delivering it to the Company at the Pre-Meeting or sending it to the Company's offices in the Netherlands and in Poland at addresses specified hereinabove.

Detailed information on the General Meeting, including information on the proxy voting procedure, will be posted on the Internet at the Company's website: www.ronson.pl. by the date hereof.

Shareholders are advised that they should carefully read all the information relating to the General Meeting and the Pre-Meeting which will be available on the Internet at the Company's website www.ronson.pl, and are kindly asked to address all queries with respect to the Pre-Meeting and the General Meeting to the Management Board with the reference: the General Meeting of Ronson Europe N.V., at one of the following addresses:

In the Netherlands:

Ronson Europe N.V.
Weena 210-212
3012 NJ Rotterdam
Fax: +31 10 201 36 08
email: relacje@ronson.pl

In Poland:

Ronson Europe N.V.
c/o Ronson Development Management Sp. z o.o.
57 Komisji Edukacji Narodowej Avenue
Warsaw
Fax: + 48 (22) 823 97 99
email: relacje@ronson.pl

Rotterdam, **18 January 2017**
The Board of Managing Directors