

JUBII EUROPE N.V.

Full Agenda of Annual General Meeting of Shareholders of
Jubii Europe N.V. (the "**Company**"), to be held on 26 May 2011
Including Explanatory Notes

The notice of this meeting appeared on April 13, 2011 in the Elektronischer Bundesanzeiger as well as on the Company's website www.jubii.com. In that notice, reference is made to the agenda items 1 through 8 below.

1. Discussion of annual report for financial year 2010 and update on liquidation process

The reports of the Management Board and the Supervisory Board for financial year 2010 are contained in the annual financial statements 2010, which have been made available to the shareholders at the time notice of this meeting was given. A report of the liquidation-process will be given to the shareholders.

2. Discussion and adoption of annual accounts for financial year 2010

The annual accounts for financial year 2010 are contained in the annual financial statements 2010, which have been made available to the shareholders at the time notice of this meeting was given.

Voting item:

It is proposed to adopt the annual accounts 2010.

3. Appropriation of the 2010 net profit

Discussion of the resolution of the Supervisory Board – upon the proposal of the Management Board – regarding the appropriation of the 2010 net profit in the amount of MEUR 2.1 to increase the Company's reserves and/or decrease the accumulated deficit. Said appropriation of profits is consistent with the Company's prudent and risk-averse strategy and consequently, in line with the dividend policy discussed at the EGM of 12 December 2008.

4. Resolution to release

a. the sole managing director of the Company from liability for his duties

Provided the Company's annual accounts for the financial year 2010 are adopted (see item 2 of the agenda), the following will be proposed.

Voting item:

It is proposed to release those who were managing director at any time during the financial year 2010 from liability for their duties, insofar as the exercising of such duties is reflected in the annual report 2010 or otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the annual accounts for the financial year 2010.

b. the supervisory directors from liability for their duties

Provided the Company's annual accounts for the financial year 2010 are adopted (see item 2 of the agenda), the following will be proposed.

Voting item:

It is proposed to resolve that the supervisory directors as well as all those who occupied the position of supervisory director during the financial year 2010 at any time, be released from liability for their duties, insofar as the exercising of such duties is reflected in the annual report 2010 or otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the annual accounts for the financial year 2010.

5. Composition of the Supervisory Board - Supervisory Directors AA

Mr Juan Rovira de Ossó and **Mr Borja García-Alarcón Altamirano** decided to resign from their position as supervisory directors AA effective from the close of this meeting.

It is proposed that **Mr Manuel Crespo de la Mata** is going to succeed **Mr Borja García-Alarcón Altamirano** and that **Mr Luis Ros Arnal** is going to succeed **Mr Juan Rovira de Ossó** as new supervisory directors AA for a period of 4 years. This proposal is put forward by the meeting of holders of shares AA of the Company. As the meeting of holders of shares AA has nominated only one candidate for each open position as a supervisory director AA, the nominations of **Mr Manuel Crespo de la Mata** and **Mr Luis Ros Arnal** are non-binding.

In respect of the proposal to appoint **Mr Manuel Crespo de la Mata** and **Mr Luis Ros Arnal** the meeting of holders of shares AA has taken into account the experience and industry knowledge of both candidates.

The details of the persons nominated for appointment to be provided pursuant to Dutch law are attached hereto as Annex (**Annex**).

Voting item:

It is proposed that **Mr Manuel Crespo de la Mata** is appointed as supervisory director AA as from the close of this General Meeting of Shareholders.

Voting item:

It is proposed that **Mr Luis Ros Arnal** is appointed as supervisory director AA as from the close of this General Meeting of Shareholders.

6. Appointment of statutory auditors for financial year 2011

Voting item:

It is proposed to reappoint KPMG Accountants N.V., Amstelveen, the Netherlands, as the Company's statutory auditors for the financial year 2011.

7. Authorisation of the Management Board to repurchase shares on behalf of the Company

Voting item:

It is proposed to authorize the Management Board, with approval of the Supervisory Board, to repurchase up to 50% of the Company's issued share capital on behalf of the Company for a period of 18 months starting the day this resolution is adopted by the General Meeting of Shareholders of the Company, against a repurchase price between, on the one hand, the nominal value of the shares concerned and, on the other hand, an amount of 110% of the

highest price of the class B shares officially quoted on any of the official stock markets the Company is listed on any of thirty banking days preceding the date the repurchase is effected or proposed.

This authorisation will allow the Management Board, subject to prior Supervisory Board approval, to be flexible and to react quickly, if and when deemed appropriate. The authorisation can be used for any and all purposes, subject only to statutory limitations.

8. *Other business*

Annex

Supervisory Directors

The details with respect to candidate eligible for appointment as supervisory director, to be provided pursuant to Dutch law are as follows:

LUIS ROS ARNAL

Age: **1973**

Gender: **Male**

Nationality: **Spanish**

- Profession/occupation; current and past occupations of the person nominated insofar relevant as to his functioning as member of the supervisory board:
 - (i.) Engineer;
 - (ii.) Executive at Telefónica, S.A.
- Amount of shares in the capital of the Company held by the person nominated: none

MANUEL CRESPO DE LA MATA

Age: **1971**

Gender: **Male**

Nationality: **Spanish**

- Profession/occupation; current and past occupations of the person nominated insofar relevant as to his functioning as member of the supervisory board:
 - (i.) Lawyer;
 - (ii.) Executive at Telefónica, S.A.
- Amount of shares in the capital of the Company held by the person nominated: none