

JUBII EUROPE N.V.

Full Agenda of Annual General Meeting of Shareholders of
Jubii Europe N.V. (the "**Company**"), to be held on 22 May 2014

The notice of this meeting appeared on April 10, 2014 in the Bundesanzeiger as well as on the Company's website www.jubii.com. In that notice, reference is made to the agenda items 1 through 11 below.

1. Discussion of annual report and annual accounts for financial year 2013 and update on liquidation process

The reports of the Management Board and the Supervisory Board for financial year 2013 are contained in the annual financial statements 2013, 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 of implementation of the remuneration policy in 2013

As required pursuant to a change of Dutch law enacted as per January 1st, 2014, this subject is discussed under a separate agenda item. Discussed will be the information on remuneration of board members included on pages 9,11,13,18,38,52,53 and 54 of the annual report 2013.

3. Adoption of annual accounts for financial year 2013

The annual accounts for financial year 2013 are contained in the annual financial statements 2013, 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 2013.

4. Appropriation of the 2013 net profit

Discussion of the resolution of the Supervisory Board – upon the proposal of the Management Board – regarding the appropriation of the 2013 net profit in the amount of EUR 149,000 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, with the dividend policy discussed at the EGM of 12 December 2008.

5. 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 2013 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 2013 from liability for their duties, insofar as the exercising of such duties is reflected in the annual report 2013 or otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the annual accounts for the financial year 2013.

b. the supervisory directors from liability for their duties

Provided the Company's annual accounts for the financial year 2013 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 2013 at any time, be released from liability for their duties, insofar as the exercising of such duties is reflected in the annual report 2013 or otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the annual accounts for the financial year 2013.

6. Composition of the Supervisory Board – Supervisory Director AA

Mr Luis Ros Arnal has decided to resign from his position as supervisory director AA effective from the closing of this meeting.

It is proposed that **Mr Ignacio Gaspar Sintes** is going to succeed **Mr Luis Ros Arnal** as new supervisory director 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 as a supervisory director AA, the nomination of **Mr Gaspar Sintes** will be non-binding.

In respect of the proposal to appoint **Mr Ignacio Gaspar Sintes** the meeting of holders a shares AA has taken into account the experience and industry knowledge of the candidate.

The details with respect to the nominated supervisory director to be provided pursuant to Dutch law are attached hereto as **Annex**.

Voting item:

It is proposed that **Mr Ignacio Gaspar Sintes** is appointed as supervisory director AA as from the close of this General Meeting of Shareholders.

7. Composition of the Supervisory Board – Supervisory Director AB

The 4 years term of the appointment of **Mr Jörn Caumanns** as supervisory director AB will lapse per the end of this meeting.

It is proposed that **Mr Caumanns** be reappointed as supervisory director AB for a new period of 4 years. This proposal is put forward by the meeting of holders of shares AB of the Company. As the meeting of holders of shares AB has nominated only one candidate as a supervisory director AB, the nomination of **Mr Caumanns** will be non-binding.

The meeting of holders of shares AB has proposed the appointment of **Mr Caumanns** based on his involvement with the Company from a shareholder's perspective over a number of years and has taken into account his commercial expertise. The details with respect to the nominated supervisory director to be provided pursuant to Dutch law are attached hereto as **Annex**.

Voting item:

It is proposed that **Mr Jörn Caumanns** is reappointed as supervisory director AB as from the close of this General Meeting of Shareholders.

8. Appointment of statutory auditors for financial year 2014

Voting item:

It is proposed to reappoint KPMG Accountants N.V., Amstelveen, the Netherlands, as the Company's statutory auditors for the financial year 2014.

9. Amendment of Articles of Association

The purpose of the proposed amendment is to extend the current financial year of the Company. Pursuant to this change, the current financial year will be extended until September 30, 2015.

The verbatim text of the proposed amendment of the Articles of Association is as follows:

Dutch original version:

Artikel 34 lid 1 wordt gewijzigd en luidt voortaan als volgt:

"34.1 Het boekjaar van de vennootschap loopt van [de eerste dag van oktober tot en met de laatste dag van september van het daaropvolgende kalenderjaar]."

Na artikel 39 wordt een nieuw artikel toegevoegd, luidende als volgt:

"Artikel 40. Overgangsbepaling.

Het boekjaar van de vennootschap dat is begonnen op één januari tweeduizend veertien, zal eindigen op [dertig september tweeduizend vijftien]."

English translation:

Article 34 paragraph 1 is amended and shall forthwith read as follows:

"34.1 The company's financial year runs from the first day of October up to and including the last day of September of the following calendar year."

After Article 39, a new Article is added, reading as follows:

"Article 40. Transitory Provision.

The Company's financial year which started on the first day of January two thousand and fourteen, shall end on the thirtieth day of September two thousand and fifteen."

Voting item:

It is proposed (i) to amend the Company's Articles of Association in accordance with the proposal made, and (ii) to authorise each member of the Management Board as well as each employee of Allen & Overy LLP in Amsterdam to effectuate this amendment through execution of a notarial deed of amendment in accordance with the requirements of Dutch law.

10. 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 the official stock market 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.

11. *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:

- Name: **Ignacio Luis Gaspar Sintes**
- Age: **43**
- 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) **Director Finanzas Operativas, TELEFONICA S.A**
- Amount of shares in the capital of the Company held by the person nominated: **none**

- Name: **Jörn Caumanns**
- Age: **40**
- Gender: **male**
- Nationality: **German**
- Profession/occupation; current and past occupations of the person nominated insofar relevant as to his functioning as member of the supervisory board:
(i) **Executive Vice President M&A, Bertelsmann SE & Co. KGaA.**
- Amount of shares in the capital of the Company held by the person nominated: **none**