

## **JUBII EUROPE N.V.**

Full Agenda of Annual General Meeting of Shareholders of  
Jubii Europe N.V. (the "**Company**"), to be held on 25 February 2016

The notice of this meeting appeared on January 14, 2016 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 9 below.

### **1. Discussion of annual report and annual accounts for financial year 2014/2015 and update on liquidation process**

The reports of the Management Board and the Supervisory Board for financial year 2014/2015 are contained in the annual financial statements 2014/2015, 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 2014/2015**

Discussed will be the information on remuneration of Management and Supervisory Board members included on pages 9,11,13,18,38,50 and 51 of the annual report 2014/2015. As required pursuant to a change of Dutch law enacted as per January 1st, 2014, this subject is discussed under a separate agenda item.

### **3. Adoption of annual accounts for financial year 2014/2015**

The annual accounts for financial year 2014/2015 are contained in the annual financial statements 2014/2015, 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 2014/2015.

### **4. Appropriation of the 2014/2015 net loss**

Discussion of the resolution of the Supervisory Board – upon the proposal of the Management Board – regarding the appropriation of the 2014/2015 net loss in the amount of EUR 1.512.000 to decrease the Company's reserves and/or increase the accumulated deficit. Said appropriation of losses 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 2014/2015 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 2014/2015 from liability for their duties, insofar as the exercising of such duties is reflected in the annual report 2014/2015 or otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the annual accounts for the financial year 2014/2015.

**b. the supervisory directors from liability for their duties**

Provided the Company's annual accounts for the financial year 2014/2015 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 2014/2015 at any time, be released from liability for their duties, insofar as the exercising of such duties is reflected in the annual report 2014/2015 or otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the annual accounts for the financial year 2014/2015.

**6. Composition of the Supervisory Board – Supervisory Director AA**

The first term of the appointment of **Mr Manuel Crespo de la Mata** as supervisory director AA will lapse per the end of this meeting.

It is proposed that **Mr Crespo de la Mata** be reappointed as supervisory director AA for a new 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 Crespo de la Mata** will be non-binding.

The meeting of holders of shares AA has proposed the appointment of **Mr Crespo de la Mata** 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 Manuel Crespo de la Mata** is reappointed as supervisory director AA as from the close of this General Meeting of Shareholders.

**7. Appointment of statutory auditors for financial year 2015/2016**Voting item:

It is proposed to reappoint KPMG Accountants N.V., Amstelveen, the Netherlands, as the Company's statutory auditors for the financial year 2015/2016.

**8. 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.

## **9. *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:

#### **MANUEL CRESPO DE LA MATA**

Age: **44**

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 Internacional, S.A.U.
- Amount of shares in the capital of the Company held by the person nominated: none