


Grand City Properties S.A.
société anonyme
24, Avenue Victor Hugo
L-1750 Luxembourg
R.C.S. Luxembourg: B 165.560
(the „Company“)

ATTENDANCE AND PROXY FORM

for the
Annual General Meeting 2017 of the Company
(the “AGM”)
to be held on 28 June 2017, at 11:00 a.m. (Central European Summer Time, “CEST”)
at
GSK Luxembourg S.A.
44, Avenue John F. Kennedy
2nd floor
L-1855 Luxembourg

In order to attend the AGM, whether in person or represented by a proxyholder, a duly filled in and signed copy of this Attendance and Proxy Form together with the Record Date Confirmation (as described below) must be returned to the Company at the latest until 21 June 2017 at 12:00 p.m. (CEST).

SHAREHOLDER IDENTIFICATION

Name:	NUMBER OF SHARES HELD ON THE RECORD DATE AND TO BE CAST FOR VOTING AT THE AGM:  <small>*If this box is left blank, it is deemed that the shareholder wishes to cast all of its votes equal to all the shares held on the Record Date (i.e. 14 June 2017) at midnight (12:00 p.m.) CEST, as indicated on the Record Date Confirmation. If this box is completed indicating a number of votes to cast and that number exceeds the number of shares indicated in the Record Date Confirmation, it is deemed that the shareholder wants to cast the number of shares as indicated on the Record Date Confirmation.</small>
Address:	
Country:	
Email:	
Telephone:	

Please choose one of the three options below by ticking the corresponding box.

I acknowledge that I may appoint a proxy if I am not able to attend in person. I shall have the right to participate and vote in the AGM only if I have timely submitted to the Company this Attendance and Proxy Form **and** the Record Date Confirmation. The Record Date Confirmation is a confirmation letter issued by the depository bank that is safe-keeping the shareholder’s shares in the Company stating the number of shares held by the shareholder on the fourteenth (14th) day prior to the AGM at midnight, i.e. on 14 June 2017 at 12:00 p.m. (CEST) (the “**Record Date**”). This Attendance and Proxy Form and the Record Date Confirmation must be sent by e-mail to agm2017@grandcity.lu or by postal services to 24, Avenue Victor Hugo L-1750 Luxembourg or by fax to +352 287 787 84. Admission will be

granted upon presentation of a suitable identification document. No admission cards will be sent by post in advance of the AGM.

1 Attendance in Person

- I hereby notify you that I will attend the AGM in person.

2 Attendance by Proxy without Voting Instructions

- I hereby notify you that I will not attend the AGM in person and wish to appoint the secretary of the AGM or a proxyholder, if one is named below, to vote in my name and on my behalf as such person deems fit on all resolutions of the agenda of the AGM:

I appoint the following person to attend the AGM and to vote in my name and on my behalf without voting instructions as such person may deem fit on all the resolutions for all items of the agenda in addition to all amendments or new resolutions that would validly presented to the AGM:

Name: Address:
E-mail:
Telephone: Country:

**I indicate the last name, first name, address, e-mail address, telephone number and country of residency of the proxyholder whom I appoint. If the information provided hereto is not complete, the appointment will be deemed given to the secretary of the AGM instead.*

3 Attendance by Proxy with Voting Instructions

- I hereby notify you that I will not attend the AGM in person and wish to appoint the secretary of the AGM or a proxyholder, if one is named below, who shall vote at the AGM in accordance with the voting instructions given below:

- I appoint the following person to attend the AGM and to vote in my name and on my behalf with the voting instructions given below:

Name: Address:
E-mail
Telephone Country:

**I indicate the last name, first name, address, e-mail address, telephone number and country of residence of the proxyholder whom I appoint. If the information provided hereto is not complete, the appointment will be deemed given to the secretary of AGM instead.*

***I tick with an « X » the appropriate below boxes how I wish to vote on each of the relevant items of the agenda of the AGM. The omission to tick any box with respect to any resolution shall allow the secretary or appointed proxyholder to vote at his full discretion on the proposed resolutions.*

	Vote in favor:	Vote against:	Abstention
Agenda Item 1: Presentation of the management report of the Board of Directors in respect of the statutory financial statements of the Company and in respect of the consolidated financial statements of the Company and its group for the financial year ended on 31 December 2016.	NO VOTE REQUIRED		
Agenda Item 2: Presentation of the reports of the approved independent auditor of the Company in respect of the statutory financial statements of the Company and in respect of the consolidated financial statements of the Company and its group for the financial year ended on 31 December 2016.	NO VOTE REQUIRED		
Agenda Item 3: The General Meeting, after having reviewed the management report of the Board of Directors and the report of the approved independent auditor of the Company, approves the statutory financial statements of the Company for the financial year ended on 31 December 2016, showing a statutory loss of EUR 5,124,000.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda Item 4: The General Meeting, after having reviewed the management report of the Board of Directors and the report of the approved independent auditor of the Company, approves the consolidated financial statements of the Company and its group for the financial year ended on 31 December 2016, showing a consolidated profit for the year of EUR 653,105,000.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda Item 5: The General Meeting notes and acknowledges the statutory loss of EUR 5,124,000 for the financial year ended on 31 December 2016 and resolves to carry it forward to the next financial year. The General Meeting resolves to approve the distribution of a dividend in the amount of EUR 0.6825 per share for the holders of record on 28 June 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda Item 6: The General Meeting resolves to grant discharge to each of the members of the Board of Directors in respect of the performance of their duties during the financial year ended on 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda Item 7: The General Meeting approves the renewal of the mandate of Mrs Simone Runge-Brandner, Mr Daniel Malkin and Mr. Refael Zamir as members of the Board of Directors of the Company which will automatically expire on the date of the annual general meeting of the shareholders of the Company to be held in 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda Item 8: The General Meeting resolves to grant discharge to Fiduciaire Di Fino & Associés S.à r.l., registered with the RCSL under number B 103.178, in respect of the performance of its duties as commissaire up until 31 December 2016 and to release Fiduciaire Di Fino & Associés S.à r.l. from its office as commissaire with effect as of the end of the AGM."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda Item 9: The General Meeting resolves to renew the mandate of KPMG Luxembourg, <i>société cooperative</i> , having its registered office at 39, avenue John F. Kennedy, L-1855 Luxembourg, registered with the RCSL under number B 149133,] as approved statutory auditor (<i>cabinet de revision agréé</i>) of the Company in relation to the statutory financial statements of the Company and the consolidated financial statements of the Company and its group for a term which will expire at the end of the annual general meeting of the shareholders of the Company called to approve the statutory financial statements of the Company and the consolidated financial statements of the Company and its group for the financial year ending on 31 December 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The proxyholder may represent the shareholder at the AGM or any other adjourned or re-convened meeting of the general meeting of shareholders convened for the purpose of resolving on the agenda of the AGM, vote in the name and on behalf of the shareholder. This Attendance and Proxy Form, and the rights, obligations and liabilities of the shareholder and the proxyholder hereunder, shall be governed by the laws of the Grand Duchy of Luxembourg, to the exclusion of its rules of conflict of

laws. Any claims, disputes or disagreements arising under, in connection with or by reason of this Attendance and Proxy Form shall be brought by the shareholder and the proxyholder in the courts of Luxembourg-City, and each of the shareholder and the proxyholder hereby submits to the exclusive jurisdiction of such courts in any such actions or proceeding and waives any objection to the jurisdiction or venue of such courts.

By signing this Attendance and Proxy Form, the shareholder hereby consents that the submitted data is collected, processed and used for the purpose of the AGM and the vote on the resolutions and that the data submitted may be transmitted to entities involved in the organisation of the AGM.

Signed in on 2017

.....

Name:
Title: