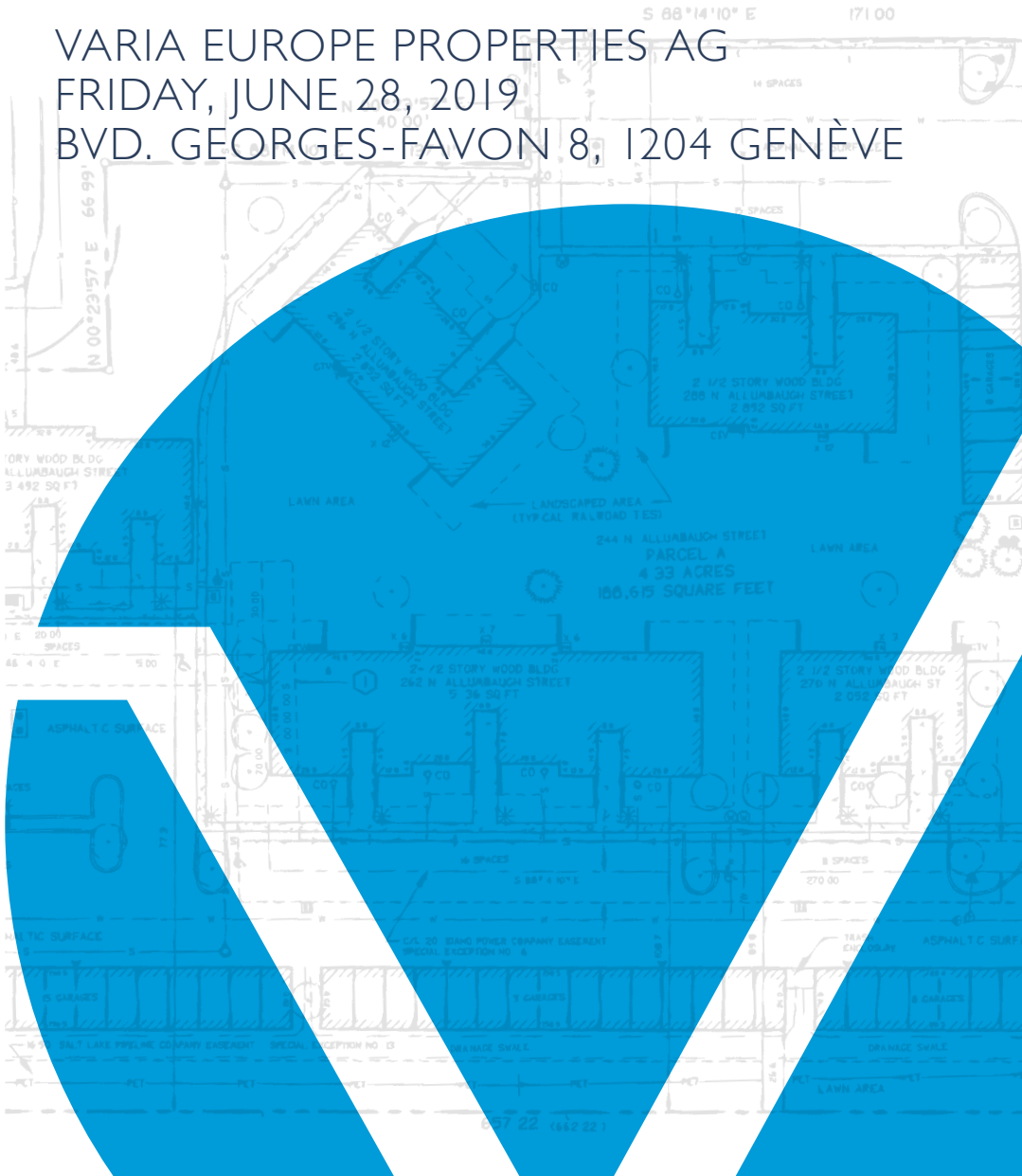


INVITATION ANNUAL GENERAL MEETING 2019



VARIA EUROPE PROPERTIES AG
FRIDAY, JUNE 28, 2019
BVD. GEORGES-FAVON 8, 1204 GENÈVE





DEAR SHAREHOLDERS,

It is my pleasure to invite you to the General Meeting of Varia Europe Properties AG which will be held on Friday, June 28th, 2019 at 11:00 a.m. (Doors opening at 10:45 a.m.) at the offices of Stoneweg S.A., Bvd. Georges-Favon 8, 1204 Geneva.

Please find enclosed the Invitation and Proxy Statement for the Meeting, together with the Agenda and items to be voted.

Whether or not you plan to attend the General Meeting, your vote is important.

I look forward to welcoming you soon in Geneva.



Taner Alicehic
Chairman of the board of directors

AGENDA ITEMS AND MOTIONS BY THE BOARD OF DIRECTORS

1. Approval of the management report, the statutory financial statements and the consolidated financial statements 2018

The board of directors proposes to approve the management report, the statutory financial statements and the consolidated financial statements of Varia Europe Properties AG for the financial year 2018.

2. Advisory vote on compensation report

The board of directors proposes that shareholders approve the compensation report for the financial year 2018 in an advisory vote.

3. Appropriation of results and distribution from capital contribution reserves

3.1 Appropriation of results

The board of directors proposes that the accumulated retained losses of CHF –303,832 (comprised of retained losses of CHF –45,994 carried forward from the previous year and the net loss for the period from January 1, 2018 to December 31, 2018 of CHF –257,838) be carried forward to the new account.

3.2 Distribution from capital contribution reserves

The Board of Directors proposes a distribution in the amount of CHF 0.08 per share payable out of the reserves from capital contributions. Based on the number of shares issued of 11,981,945, this distribution is equivalent to a reduction in the reserves from capital contribution of CHF 958,556. The board of directors proposes that if the distribution is made, the board of directors shall set the ex date, record date and payment date for the dividend payment.

4. Discharge of the members of the board of directors and the executive management

The board of directors proposes to grant discharge to the members of the board of directors and the executive management, as well as all other persons involved in management of Varia Europe Properties AG, for their services rendered during the financial year 2018.

5. Elections

5.1 Election of the members of the board of directors

The board of directors proposes that the following persons be elected individually as members of the board of directors for a term of office of one year, lasting until the conclusion of the next ordinary general meeting:

- (a) **Taner Alicehic** as member (current)
- (b) **Jaume Sabater Martos** as member (current)
- (c) **Pierre Grégoire Baudin** as member (current)

5.2 Election of the Chairman of the board of directors

The board of directors proposes that **Taner Alicehic** be elected as Chairman of the board of directors (current) for a term of office of one year, lasting until the conclusion of the next ordinary general meeting.

5.3 Election of the members of the compensation committee

The board of directors proposes that **Jaume Sabater Martos** be elected as chairperson and member of the compensation committee for a term of office of one year, lasting until the conclusion of the next ordinary general meeting.

5.4 Election of statutory auditors

The board of directors proposes that **PricewaterhouseCoopers SA**, Geneva (current) be elected as the statutory auditor of the Company for the financial year 2019

5.5 Election of independent proxy

The board of directors proposes that **Buis Bürgi AG**, Zurich, (current) be elected as the independent proxy of the Company for a term of office of one year, lasting until the conclusion of the next ordinary general meeting.

6. Approval of compensation

6.1 Approval of the compensation for the board of directors

The board of directors proposes to approve a maximum amount of CHF 30,000 for the compensation of the members of the board of directors for the term of office until the next ordinary general meeting.

6.2 Approval of compensation for the executive management

The board of directors proposes to approve a maximum amount of CHF 5,000 for the compensation of the persons whom the board of directors has entrusted with the executive management for the compensation period until the next ordinary general meeting.

ORGANISATIONAL NOTES

Annual report

The annual report 2018, including the management report, the statutory financial statements and the consolidated financial statements for the financial year 2018, the compensation report 2018 as well as the reports of the statutory auditors are available for inspection as of June 7, 2019, 5:00 p.m. (CEST) at the Company's registered office in Zug, Switzerland. These documents can also be accessed online at <https://www.variaeuropereproperties.com/investor-relations/financial-statements/>.

Further, a printed copy of the annual report will be sent to registered shareholders upon their request after having received this notice.

Voting rights

Shareholders who are entered in the shareholder register as at June 21, 2019, 5:00 p.m. (CEST) (reporting date) are entitled to participate and vote at the ordinary general meeting. During the period from June 21, 2019, 5:00 p.m. (CEST) until and including June 28, 2019, no entries of shares will be made in the shareholder register.

Personal attendance

If a shareholder wishes to attend the ordinary general meeting in person, the enclosed registration form may be used to request an admission card. For this purpose, please send the duly completed and signed registration form to ShareCommService AG, Europastrasse 29, 8152 Glattbrugg by no later than June 26, 2019, 4:00 p.m. (CEST) (time of receipt). Admission cards can also be ordered online until June 26, 2019, 4:00 p.m. (CEST). The personal login information is sent to the shareholders together with the invitation documents for the ordinary general meeting. The admission cards will be sent out as from June 20, 2019.

Powers of attorney

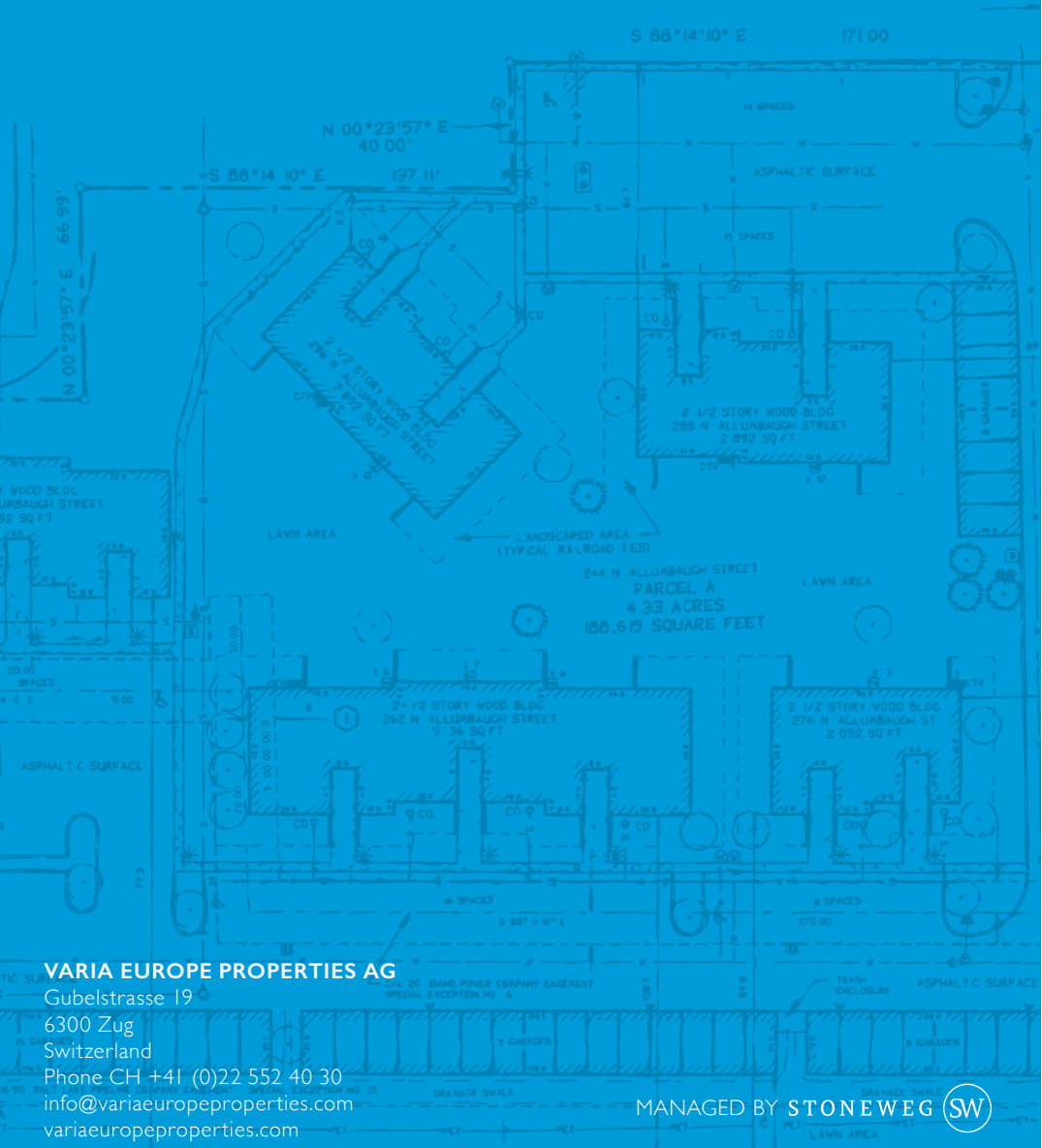
Shareholders who do not attend the ordinary general meeting in person may be represented as follows:

- by an individual proxy based on written power of attorney, whereby the proxy does not need to be a shareholder. In this case, the admission card will be sent directly to the proxy.
- by the independent proxy, Buis Bürgi AG, Mühlebachstrasse 8, P.O. Box 672, CH-8024 Zürich. If the independent proxy cannot be present, the board of directors will appoint a new independent proxy. The powers of attorney granted to the independent proxy will also be valid for any new independent proxy appointed by the board of directors. In order to authorize the independent proxy, it is sufficient to return the accordingly completed and signed power of attorney form to ShareCommService AG, Europastrasse 29, 8152 Glattbrugg by no later than June 26, 2019, 4:00 p.m. (CEST), using the enclosed envelope. The independent proxy will vote in accordance with the instructions granted by the respective shareholder. For written instructions, please use the reverse side of the enclosed registration form.
- Shareholders may also grant powers of attorney and issue instructions to the independent proxy electronically. The personal login information is sent to the shareholders together with the invitation documents for the ordinary general meeting. Powers of attorney may be granted and instructions may be issued electronically to the independent proxy by no later than June 26, 2019, 4:00 p.m. (CEST).

Zug, June 5, 2019

Varia Europe Properties AG

Taner Alicehic
Chairman of the board of directors



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MANAGED BY **STONEWEG** 