Aroundtown SA (IRSH)

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Aroundtown SA
Société Anonyme
Registered office: 1, avenue du Bois
L-1251 Luxembourg
R.C.S. Luxembourg: B 217868

NOTICE TO ALL SHAREHOLDERS

All shareholders of AROUNDTOWN SA (the '**Company**') are hereby given notice upon instruction of the board of directors of the Company (the '**Board of Directors**') that the

ANNUAL GENERAL MEETING 2017 OF THE COMPANY

(the '**AGM**' or '**General Meeting**')

will be held on 11 December 2017, at noon (12:00) (Central European Time, '**CET**')
with the agenda as set out below
at

GSK Luxembourg SA
44, Avenue John F. Kennedy
2nd floor
L-1855 Luxembourg

AGENDA FOR THE AGM

1. Presentation of the directors' 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 resolutions required.

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 resolutions required.

3. Presentation and approval of the statutory financial statements of the Company for the financial year ended on 31 December 2016.

Resolution proposed by the Board of Directors:

'The General Meeting, after having reviewed the directors' 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, according to which the Company recorded a net loss for the financial year 2016 in the amount of EUR 10,573,000.00.'

4. Presentation and approval of the consolidated financial statements of the Company and its group for the financial year ended on 31 December 2016.

Resolution proposed by the Board of Directors:

'The General Meeting, after having reviewed the directors' 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, according to which the group recorded a consolidated net profit for the financial year 2016 in the amount of EUR 901,094,000.00.'

5. Resolution concerning the allocation of the statutory financial results for the financial year ended on 31 December 2016.

Resolution proposed by the Board of Directors:

'The General Meeting notes and acknowledges the statutory loss of EUR 10,573,000.00 for the financial year ended on 31 December 2016 and resolves to carry it forward to the next financial year.'

6. Resolution concerning the approval of the distribution of a dividend in the amount of EUR 0.163 per share.

'The General Meeting resolves to approve the distribution of a dividend in the amount of EUR 0.163 per share for the holders of record in the security settlement systems on 13 December 2017.'

7. Discharge to be granted to the members of the Board of Directors who held office during the financial year ended on 31 December 2016.

Resolution proposed by the Board of Directors:

'The General Meeting resolves to grant discharge to the members of the Board of Directors who held office during the financial year ended on 31 December 2016.'

QUORUM AND MAJORITY REQUIREMENTS

There is no quorum of presence requirement for the AGM. The agenda items are adopted by a simple majority of the votes validly cast by shareholders duly present or represented. Each share is entitled to one vote.

SHARE CAPITAL AND VOTING RIGHTS

At the date of convening of the AGM, the Company's subscribed share capital equals EUR 9,477,790.23 and it is divided into 947,779,023 shares having a nominal value of EUR 0.01 each, all of which are fully paid up.

AVAILABLE INFORMATION AND DOCUMENTATION

The following documents will be available for inspection by the shareholders at the registered office of the Company at 1, avenue du Bois, L-1251 Luxembourg, starting on the day of publication of this convening notice in the Luxembourg electronic gazette (*Recueil Electronique des Sociétés et Associations* - RESA) and on the Company's website at https://www.aroundtownholdings.com/annual-general-meeting.html:

(a) this convening notice including the draft resolutions proposed to be adopted;

(b) the total number of shares and attached voting rights issued by the Company as of the date of publication of this convening notice;

(c) the Attendance and Proxy Form (as further mentioned below);

(d) the directors' report of the Board of Directors in respect of the statutory financial statements and the consolidated financial statements of the Company and its group for the financial year ended on 31 December 2016;

(e) the report of the approved independent auditor of the Company in respect of and contained in the statutory financial statements of the Company and the report of the approved independent auditor of the Company in respect of and contained in the consolidated financial statements of the Company and its group for the financial year ended on 31 December 2016; and

(f) the statutory financial statements of the Company for the financial year ended on 31 December 2016 and the consolidated financial statements of the Company and its group for the financial year ended on 31 December 2016.

ATTENDANCE AND REGISTRATION PROCEDURES

Only shareholders, who were holders of record of shares on the fourteenth (14th) day prior to the AGM at midnight, i.e. on 27 November 2017 at midnight (24:00) (CET) (the '**Record Date**'), can register for, participate in and vote at the AGM.

In order to attend the AGM, shareholders must provide the Company with (i) the Record Date Confirmation as indicated below, and (ii) the duly completed, dated and signed attendance and proxy form (the '**Attendance and Proxy Form**') as indicated below at the latest until 4 December 2017 at midnight (24:00) (CET).

Record Date Confirmation: In order to be able to register for, participate in and vote at the AGM, shareholders are obliged to obtain a confirmation letter (the '**Record Date Confirmation**') issued by the depository bank that is safe-keeping their shares in the Company stating the number of shares held by the shareholder on the Record Date. The Record Date Confirmation must be made in writing and sent by e-mail to elena.afxentiou@aroundtownholdings.com or by postal services to Aroundtown SA, Elena Afxentiou, 1, Avenue du Bois, L-1251 Luxembourg or by fax to +352 285 774 28.

Attendance in person: Shareholders who plan to attend the AGM in person shall duly complete and sign the Attendance and Proxy Form which can be retrieved from the Company's website at https://www.aroundtownholdings.com/annual-general-meeting.html specifying the number of shares held by the shareholder on the Record Date. The dated and signed Attendance and Proxy Form shall be sent by e-mail to elena.afxentiou@aroundtownholdings.com or by postal services to Aroundtown SA, Elena Afxentiou, 1, Avenue du Bois, L-1251 Luxembourg or by fax to +352 285 774 28.

Attendance by a proxyholder: Shareholders who are not able to attend the AGM in person may appoint a proxyholder to attend the AGM on their behalf. The shareholder shall duly complete and sign the Attendance and Proxy Form which can be retrieved from the

Company's website at https://www.aroundtownholdings.com/annual-general-meeting.html specifying the number of shares held by the represented shareholder on the Record Date. The dated and signed Attendance and Proxy Form shall be sent by e-mail to elena.afxentiou@aroundtownholdings.com or by postal services to Aroundtown SA, Elena Afxentiou, 1, Avenue du Bois, L-1251 Luxembourg or by fax to +352 285 774 28.

Please note that only persons who are shareholders of the Company at the Record Date, who have timely submitted the Record Date Confirmation and the Attendance and Proxy Form and who bring proof of their identity (valid passport or identity card) to the AGM shall have the right to participate in and vote at the AGM.

ADDITIONAL IMPORTANT INFORMATION FOR SHAREHOLDERS

Transfer of shares after the Record Date

Shareholders are hereby informed that exercise of voting rights is exclusively reserved to such persons that were shareholders on the Record Date (or their duly appointed proxyholders). Transfer of shares after the Record Date is possible subject to usual transfer limitations, as applicable. However, any transferee having become owner of the shares after the Record Date has no right to vote at the AGM.

Ability to add agenda items or table alternative resolutions

One or more shareholders holding together at least 5% of the issued share capital of the Company have the right to put items on the agenda of the AGM and/or to table draft resolutions for items included or to be included on the agenda of the AGM. Any such request must:

- be received by the Company before 19 November 2017 at midnight (24:00) (CET);
- be made in writing and sent by e-mail to elena.afxentiou@aroundtownholdings.com or by postal services to Aroundtown SA, Elena Afxentiou, 1, Avenue du Bois, L-1251 Luxembourg or by fax to +352 285 774 28;
- be accompanied by a justification or a draft resolution to be adopted at the AGM;
- include the name of a contact person and a postal address or e-mail address at which the Company can confirm receipt within 48 hours; and
- be followed by a Record Date Confirmation (as defined above under Attendance and Registration Procedures), proving that the requesting shareholder is a shareholder of the Company on the Record Date (as defined above under Attendance and Registration Procedures) holding alone or together with other requesting shareholders at least 5% of the issued share capital of the Company.

The Company will publish a revised agenda at the latest on 24 November 2017.

Ability to ask questions during the AGM

Shareholders have the right to ask questions about items on the agenda of the AGM during the meeting. The Company will respond on a best efforts basis to the questions during the AGM, in particular respecting the good order of the AGM and its business interests.

Publication of voting results

The results of the vote will be published on the Company's website within fifteen (15) days following the AGM.

For further information you may contact Elena Afxentiou, telephone: +352 285 7741, email: elena.afxentiou@aroundtownholdings.com.

Luxembourg, 7 November 2017

Aroundtown SA
The Board of Directors

ISIN:	LU1673108939, XS1508392625, XS1227093611, XS1336607715, XS1403685636, XS1449707055, XS1532877757, XS1540071724, XS1586386739, XS1649193403, XS1634523754
Category Code:	AGM
TIDM:	IRSH
LEI Code:	529900H4DWG3KWMBMQ39
Sequence No.:	4814