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If you have sold or otherwise transferred all of your Ordinary Shares, please send this document and the accompanying Form of Proxy at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Neither the London Stock Exchange nor the United Kingdom Listing Authority have examined or approved the contents of this document. The AIM Rules are less demanding than those of the Official List of the United Kingdom Listing Authority.

This document does not comprise a prospectus for the purposes of the Prospectus (Directive 2003/71/EC) Regulations 2005 or section 85 of FSMA. This document has not been delivered to the Registrar of Companies in England and Wales or the Registrar of Companies in Guernsey or any other authority in any jurisdiction for registration.

The Company and the directors of the Company (the "**Directors**"), whose names appear on page 7 of this document, accept responsibility for the information contained in this document, including individual and collective responsibility for compliance with the AIM Rules for Companies. To the best of the knowledge of the Company and the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and contains no omission likely to affect its import. All of the Directors accept responsibility accordingly.

SUMMIT GERMANY LIMITED

(a non-cellular company limited by shares incorporated in Guernsey with registered number 44692)

Proposed Placing of 171,428,571 new Ordinary Shares of no par value

at a Placing Price of €0.70 per share

and

Notice of Extraordinary General Meeting

The Placing is conditional on, *inter alia*, Admission becoming effective by no later than 8:00 a.m. on 3 February 2015 (or such later time and/or date, being no later than 8:00 a.m. on 13 February 2015 as the Company, Cenkos and Liberum may agree). The Placing Shares will, on Admission, rank in full for all dividends or other distributions hereafter declared, made or paid on the ordinary share capital of the Company and will rank *pari passu* in all other respects with all other Ordinary Shares which will be in issue on Admission.

Cenkos Securities plc ("**Cenkos**"), which is authorised and regulated in the United Kingdom by the FCA and is advising the Company and no one else in connection with the Placing (whether or not a recipient of this document), is acting for the Company as nominated adviser and broker for the purposes of the AIM Rules and the matters described in this document. Cenkos will not be responsible to any person other than the Company for providing the protections afforded to its customers, nor for providing advice in relation to the Placing or the contents of this document. In particular, the information contained in this document has been prepared solely for the purposes of the Placing and is not intended to inform or be relied upon by any subsequent purchasers of Ordinary Shares (whether on or off exchange) and accordingly no duty of care is accepted in relation to them.

Liberum Capital Limited ("**Liberum**"), which is authorised and regulated in the United Kingdom by the FCA and is advising the Company and no one else in connection with the Placing (whether or not a recipient of this document), is acting for the Company as joint broker in connection with the matters described in this document. Liberum will not be responsible to any person other than the Company for providing the protections afforded to its customers, nor for providing advice in relation to the Placing or the contents of this document. In particular, the information contained in this document has been prepared solely for the purposes of the Placing and is not intended to inform or be relied upon by any subsequent purchasers of Ordinary Shares (whether on or off exchange) and accordingly no duty of care is accepted in relation to them.

Without limiting the statutory rights of any person to whom this document is issued, no representation or warranty, express or implied, is made by Cenkos or Liberum as to the contents of this document. No liability whatsoever is accepted by Cenkos or Liberum for the accuracy of any information or opinions contained in this document, for which the Directors are solely responsible, or for the omission of any information from this document for which it is not responsible.

If you are in any doubt about the contents of this document you should consult your accountant, legal or professional adviser or financial adviser. It should be remembered that the price of securities and the income from them can go up as well as down.

In the United Kingdom, members of the public are not invited to participate in and are not eligible to take part in the Placing. Participation in the Placing is limited at all times to persons who are (i) investment professionals within the meaning of paragraph (5) of Article 19 or high net worth companies or unincorporated associations within the meaning of paragraph (2) of Article 49, of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (S1 2005/1529); and (ii) qualified investors within the meaning of section 86(7) of Financial Services and Markets Act 2000 (all such persons together being

referred to as “**relevant persons**”). Any person who is not a relevant person should not act or rely on this document or any of its contents. Any investment, or investment activity, to which this document relates is available only in the United Kingdom to relevant persons and will be engaged in only with relevant persons. By receiving this document and not returning it, you are deemed to warrant to the Company, Cenkos and Liberum that you fall within the categories of person described above.

No Ordinary Shares have been offered or sold or will be offered or sold to persons in the United Kingdom prior to publication of this document except in circumstances which have not resulted in an offer to the public in the United Kingdom within the meaning of section 102B of the FSMA.

This document is only addressed to, and the Placing is only directed at, persons in member states of the European Economic Area (“**EEA**”) who are “qualified investors” within the meaning of Article 2(1) (e) of the Prospectus Directive (“**Qualified Investors**”). This document must not be acted on or relied upon in any member state of the EEA, by persons who are not Qualified Investors. Any investment or investment activity to which this document relates is available, in any member state of the EEA, only to Qualified Investors, and will be engaged in only with such persons. This document has been prepared on the basis that all offers of Placing Shares will be made pursuant to any exemption under the Prospectus Directive, as implemented in member states of the EEA, from the requirement to produce a prospectus for offers of Placing Shares. Accordingly, any person making or intending to make any offer within the EEA of or for Ordinary Shares which are not the subject of the Placing contemplated in this document should only do so in circumstances in which no obligation arises for the Company, Cenkos or Liberum to produce a prospectus for such Placing. None of the Company, Cenkos or Liberum has authorised, nor do they authorise, the making of any offer of Ordinary Shares through any financial intermediary, other than offers made by Cenkos or Liberum which constitute the final placement of Ordinary Shares contemplated in this document.

In the case of any Placing Shares being offered to a financial intermediary as that term is used and defined in section 86(7) of the Financial Services and Markets Act 2000, such financial intermediary will also be deemed to have represented, acknowledged and agreed that the Placing Shares acquired by it in the Placing have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, persons in circumstances which may give rise to an offer of any Placing Shares to the public other than their offer or resale in a relevant member state to qualified investors as so defined or in circumstances in which the prior consent of the Company, Cenkos and Liberum has been obtained to each such proposed offer or resale. Each of the Company, Cenkos and Liberum and their respective affiliates will rely on the truth and accuracy of the foregoing representation, acknowledgement and agreement.

This document does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any Placing Shares (i) in any jurisdiction in which such offer, invitation or solicitation is not authorised; (ii) in any jurisdiction in which the person making such offer, invitation or solicitation is not qualified to do so; or (iii) to any person to whom it is unlawful to make such offer, invitation or solicitation or invitation. The distribution of this document, the accompanying Form of Proxy and any accompanying documents, and the offer of the Placing Shares may be restricted by law. Persons into whose possession this document, the Form of Proxy and any accompanying documents come must therefore inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. In particular, no document may be distributed, forwarded to or transmitted in, into or from the United States, Australia, Canada, Japan, South Africa or the Republic of Ireland or to any US person. Any person within the United States and any US person who obtains a copy of this document must disregard it.

No public offering of the Placing Shares is being made in any jurisdiction. No action has been or will be taken by the Company, Cenkos or Liberum that would permit the offer of the Placing Shares or possession or distribution of this document, the Form of Proxy or any accompanying documents in any jurisdiction where action for that purpose is required.

The offer of the Placing Shares has not been, nor will they be, registered under the Securities Act, or with any securities regulatory authority of any state or other jurisdiction of the United States. In addition, the Company has not been, and will not be, registered under the Investment Company Act, and investors will not be entitled to the benefits of that Act. The Placing Shares may not be offered, sold, pledged or otherwise transferred or delivered within the United States or to, or for the account or benefit of, any US person. In connection with the Placing, the Placing Shares are being offered and sold only outside the United States to, and for the account or benefit of, non-US persons in “offshore transactions” within the meaning of, and in reliance on the exemption from registration provided by, Regulation S under the Securities Act.

Copies of this document will be available free of charge at the registered office of the Company in Guernsey and at the offices of Norton Rose Fulbright LLP at 3 More London Riverside, London SE1 2AQ during usual business hours on any day (Saturdays, Sundays and public holidays excepted) from the date of this document for a period of 14 days or until Admission, whichever is the longer period.

The documents listed at page 13 (Additional Information) of this document are incorporated by reference into and form part of this document.

Forward-looking statements

All statements in this document other than statements of historical fact are, or may be deemed to be, “forward-looking statements”. In some cases, these forward-looking statements may be identified by the use of forward-looking terminology, including the terms “targets”, “believes”, “estimates”, “anticipates”, “expects”, “intends”, “may”, “will” or “should” or, in each case, their negative or other variations or comparable terminology. They appear in a number of places throughout the document and include statements regarding the intentions, beliefs or current expectations of the Company and/or Directors concerning, among other things, the trading performance, results of operations, financial condition, liquidity, prospects and dividend policy of the Company. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. The Company’s actual performance, result of operations, financial condition, liquidity and dividend policy may differ materially from the impression created by the forward-looking statements contained in this document. In addition, even if the performance, results of statements contained in this document, those results or developments may not be indicative of results or developments in subsequent periods. Important factors that may cause these differences include, but are not limited to, changes in economic conditions generally; changes in interest rates and currency fluctuations; impairments in the value of the Company’s assets; legislative/regulatory changes; changes in taxation regimes; the availability and cost of capital for future expenditure; the availability of suitable financing; the ability of the Group to retain and attract suitably experienced personnel and competition within the industry. Prospective investors should specifically consider the factors identified in this document which could cause actual results to differ before making an investment decision.

DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise.

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|---|---|
| “2013 Annual Accounts” | the annual report and consolidated financial statements of the Company for the financial year ended 31 December 2013 |
| “2014 Admission Document” | the AIM Admission Document of the Company dated 26 February 2014 |
| “Act” | the UK Companies Act 2006, as amended |
| “Admission” | the admission of the Placing Shares to trading on AIM becoming effective pursuant to rule 6 of the AIM Rules |
| “AIM” | the market of that name operated by London Stock Exchange plc |
| “AIM Rules” | the 'AIM Rules for Companies' published by the London Stock Exchange governing, amongst other things, the admission to AIM and the continuing obligations of AIM companies |
| “Articles” | the memorandum and articles of incorporation of the Company which were adopted on 10 February 2014 |
| “Board of Directors” or “Board” or “Directors” | the Directors of the Company, including a duly constituted committee thereof, the current Directors being Zohar Levy, Itay Braun, Quentin Spicer, Harry Abraham Hyman and Christopher Spencer |
| “Cenkos” | Cenkos Securities plc, the Company’s nominated adviser for the purposes of the AIM Rules and joint broker |
| “Circular” or “this document” | this circular of the Company giving (amongst other things) details of the Placing and incorporating the Notice of Extraordinary General Meeting |
| “Company” | Summit Germany Limited, a company incorporated in Guernsey on 19 April 2006 with registered number 44692 |
| “CREST” | the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations) in accordance with which securities may be held and transferred in uncertificated form |
| “CREST Regulations” | the Uncertificated Securities (Guernsey) Regulations 2009, including any enactment or subordinate legislation which amends or supersedes those regulations and any applicable rules made under those regulations or such enactment or subordinate legislation for the time being in force |
| “EEA” | the European Economic Area |
| “EGM” or “Extraordinary General Meeting” | the Company’s extraordinary general meeting (or any adjournment thereof) convened for 10:00 a.m. on 2 February 2015 at which the Resolutions will be put to the Shareholders |

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| “Enlarged Share Capital” | the issued Ordinary Shares of the Company immediately following Admission |
| “Euro” or “€” or “euro” | the lawful currency of the Eurozone |
| “Euroclear” | Euroclear UK & Ireland Limited, a company incorporated in England and Wales and the operator of CREST |
| “Eurozone” | the collective name given to those members of the European Union that have adopted the euro as their lawful currency in accordance with the legislation of the European Community relating to the Economic and Monetary Union, being: Austria, Belgium, Cyprus, Estonia, Finland, France (except Pacific territories using CFP franc), Germany, Greece, Ireland, Italy, Latvia, Luxembourg, Malta, the Netherlands, Portugal, Slovakia, Slovenia and Spain |
| “Existing Ordinary Shares” | the 293,971,291 Ordinary Shares in issue at the date of this document |
| “FCA” | the Financial Conduct Authority |
| “Form of Proxy” | the accompanying form of proxy for use by Shareholders in relation to the EGM |
| “FSMA” | the Financial Services and Markets Act 2000 (as amended from time to time) |
| “Group” | the Company and its Subsidiaries from time to time |
| “LFL” | like-for-like |
| “Liberum” | Liberum Capital Limited, the Company’s joint broker |
| “LTV” | loan-to-value |
| “NAV” | net asset value |
| “Ordinary Shares” | the ordinary shares of no par value in the capital of the Company |
| “Placing” | the placing by Cenkos and Liberum of the Placing Shares at the Placing Price pursuant to the Placing Agreement, as described in this document |
| “Placing Agreement” | the agreement dated 14 January 2015 between (1) Cenkos, (2) Liberum and (3) the Company pursuant to which Cenkos and Liberum have agreed to use their respective reasonable endeavours to procure placees for the Placing Shares |
| “Placing Price” | €0.70 per Placing Share |
| “Placing Shares” | 171,428,571 new Ordinary Shares, representing €120,000,000 at the Placing Price |
| “Qualified Investors” | qualified investors within the meaning of section 86(7) of the FSMA |

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|---------------------------------|---|
| “Regulations” | the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended |
| “relevant persons” | persons who are (i) investment professionals within the meaning of paragraph (5) of Article 19 or high net worth companies or unincorporated associations within the meaning of paragraph (2) of Article 49, of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (SI 2005/1529); and (ii) Qualified Investors (all such persons together being referred to as “relevant persons”) |
| “Resolutions” | the resolutions proposed to be passed by the Shareholders at the EGM |
| “Shareholders” | holders of Ordinary Shares from time to time, each individually being a “Shareholder” |
| “Summit Israel” | Summit Real Estate Holding Limited, a company incorporated in the State of Israel with registered no. 520043720 and which is the holder of 79.2% of the Existing Ordinary Shares |
| “UK” or “United Kingdom” | the United Kingdom of Great Britain and Northern Ireland |

PLACING STATISTICS

| | |
|---|--------------|
| Number of Existing Ordinary Shares in issue | 293,971,291 |
| Number of Placing Shares | 171,428,571 |
| Placing Price (per Placing Share) | €0.70 |
| Estimated gross proceeds of the Placing receivable by the Company | €120,000,000 |
| Estimated net proceeds of the Placing receivable by the Company | €115,860,000 |
| Enlarged Share Capital | 465,399,862 |
| Percentage of the Enlarged Share Capital represented by the Placing Shares | 36.83% |
| Percentage of the Enlarged Share Capital held by or on behalf of the Directors on Admission | 50.04% |
| Approximate market capitalisation of the Company at the Placing Price on Admission | €325,779,903 |
| TIDM Code/AIM Symbol | SMTG |
| ISIN | GG00BJ4FZW09 |

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2015

| | |
|---|--------------------------|
| Dispatch of this document and Forms of Proxy | 16 January |
| Latest time and date for receipt of Forms of Proxy and receipt of electronic proxy appointments by Shareholders for the Extraordinary General Meeting | 10:00 a.m. on 31 January |
| Time and date of the Extraordinary General Meeting | 10:00 a.m. on 2 February |
| Announcement of the result of the Extraordinary General Meeting | 2 January |
| Admission effective and trading commences in the Placing Shares on AIM | 8:00 a.m. on 3 February |
| CREST stock accounts to be credited with the Placing Shares in uncertificated form (where applicable) | 8:00 a.m. on 3 February |
| Dispatch of definitive share certificates for the Placing Shares in certificated form (where applicable) | by 10 February |

Notes:

- (1) A reference to a time in this document is to Greenwich Mean Time (GMT) unless otherwise stated.
- (2) The times and dates set out in the expected timetable of principal events above and mentioned throughout this document may be adjusted by the Company, in which event details of the new times and/or dates will be notified to investors.

CHAIRMAN'S LETTER

SUMMIT GERMANY LIMITED

(a non-cellular company limited by shares incorporated in Guernsey with registered number 44692)

Directors:

Harry Abraham Hyman, *Independent Non-executive Chairman*
Zohar Levy, *Managing Director*
Itay Braun, *Finance Director*
Quentin Spicer, *Independent Non-executive Director*
Christopher Spencer, *Independent Non-executive Director*

Summit Germany Limited
1st & 2nd Floors
Elizabeth House
Les Ruettes Brayes
St Peter Port
Guernsey
GY1 1EW

16 January 2015

Dear Shareholder

Proposed Placing of 171,428,571 new Ordinary Shares of no par value at a Placing Price of €0.70 per share

and

Notice of Extraordinary General Meeting

1 Introduction

I am writing to you with details of what your Board considers to be a significant and positive development for the Company. It has been announced today that the Company is proposing to raise €120,000,000 (before expenses) by means of a placing of new Ordinary Shares.

The purpose of this document is to set out, amongst other things, the background to and reasons for the Placing and the proposed waiver of the pre-emption rights in the Articles. It also explains why your Board considers that the Resolutions to be proposed at the Extraordinary General Meeting are in the best interests of the Company and Shareholders as a whole and, accordingly, recommends that Shareholders vote in favour of the Resolutions. A notice of Extraordinary General Meeting is set out at the end of this document.

The net proceeds of the Placing will be applied for the purposes of strengthening the Company's balance sheet and growing its property portfolio, which is discussed in more detail below.

This letter also sets out an update on the Company's trading activity.

2 Background to and Reasons for the Placing

Your Board believes that the Company has a strong platform for expansion. The Company has a proven track record of sourcing, managing and improving properties. The Directors believe that there are opportunities in the German real estate market to leverage the Company's existing operational platform through further acquisitions and active management of its portfolio. The Company's goal is to build an internally managed portfolio valued in excess of €1 billion, capable of delivering stable cash flows to achieve an attractive and stable dividend yield for investors.

Since admission to AIM in February 2014, the Company has made substantial progress including:

- the acquisition of 11 properties for €46 million with rent of circa €6.3 million resulting in an implied yield of 13.7% and a €28 million revaluation surplus;
- the refinancing of €268 million of its €309 million bank debt facilities with a seven year facility at a 3.14% interest rate compared to the 3.9% in the remaining term of the previous loan resulting in a €13.5 million NAV uplift and advanced progress in the refinancing of the acquired properties mentioned above;
- reduced loan-to-value (“LTV”) with total bank debt net of cash reduced to 47% compared to 56% as at the time of admission to AIM;
- successful progress in the Company’s joint venture residential development in Berlin with pre-sales of 80% and 43% of first and second projects, respectively; and
- substantial improvement in cash flow due to: increase in rental income, expiration of legacy swaps (as defined below) in Q4 2014 and savings in interest charges following the refinancing. As a result, the Company has increased its dividend payments reaching its target 7% yield on the current market capitalisation.

The proceeds of the Placing will be deployed mainly to finance property acquisitions, joint ventures and co-investments. The Company is currently exploring a range of acquisition opportunities and will seek to complete a number of them using the proceeds of the Placing.

3 Trading Update and Outlook

As announced on 9 December 2014, the Company is trading in line with management expectations with increasing rental income, the granting of new leases and active portfolio management.

Update on Portfolio and Leases

- **Increasing rent per square metre (“sq. m.”):** signing 173 new leases and renewals in 2014 for 99,000 sq. m. with rental value of €8.2 million per annum at a 7% higher rent per sq. m.
- **Increasing income:** annual net rent on a like for like (“LFL”) basis has increased by 2.65% to €46.5 million (December 2013: €45.3 million; June 2014: €45.7 million). In addition, the Company is in advanced negotiations regarding additional leases with a net rental value of €1 million per annum (after expiry of leases with rental value of €0.4 million). Required tenant improvements for all new leases are circa €2 million.
- **Increasing occupancy:** the vast majority of the Company’s portfolio consists of properties for which the Company has a long term hold strategy (€540 million) and a smaller number of additional properties which the Company has designated for sale and redevelopment (€36 million). The occupancy rate across the majority of the assets on LFL basis has increased to 90% compared to 87% in 2013 (and 92% of all additional leases under negotiation are signed). The occupancy rate across the Company’s whole portfolio is 85.4% (84.3% in 2013) or 87.6% if anticipated new leases are executed.
- **Pre sales in the residential joint venture:** continued strong momentum in pre-sales of our residential joint venture development in Berlin with 80% pre-sales in the first project and 43% in the second project; marketing of the third project will commence shortly. Negotiations to acquire land sites for additional residential developments in Berlin are currently underway.

- **Pipeline:** developing additional pipeline of further attractive acquisitions. The Company has identified potential acquisitions of office real estate amounting to approximately €120 million, which are currently under negotiation.

Balance Sheet and Bank LTV

At the time of listing on AIM, the Company had in place certain swaps (the “**legacy swaps**”) which expired in October 2014. The expiration of the legacy swaps resulted in a reduced interest rate and an increase in annual cash flow of circa €7 million.

Bank LTV as at 30 June 2014 was 54% (50% net of cash). Following the proposed refinancing of the Company's main facility and of the acquired portfolio, bank LTV is estimated to remain at 54%, but LTV net of cash will decrease to 47%.

As of 31 December 2014, the Company had a circa €44.5 million loan from Summit Israel, its parent company, which bears an annual coupon of 9.5% (**Loan**). The Loan is backed by a listed bond with mirror terms issued by Summit Israel on the Tel Aviv stock exchange. While the mirror listed bonds trade at a 20% premium, Summit Israel granted the Company a three month option expiring on 28 February 2015 for an early repayment of the Loan at a 10% premium (circa €48.9 million) (**Option**). The Loan will continue to bear interest until it is repaid and repayment of the Loan would result in a €4.2 million annual interest saving. The Company has resolved to exercise the option and will use proceeds from the refinancing of the acquired properties and from the Placing to exercise the option (**Repayment Transaction**).

Market Outlook

The German real estate investment market is expected to have had its best year in 2014 since 2007. The increase in demand has been strongly driven by Germany's 'interest free environment' with the fresh cut in the base rate to a new historic low of 0.05%. The strong interest in investments in commercial properties that was evident in the first half of 2014 continued into the third quarter. After nine months, the volume reached €17 billion across Germany, equating to a year-on-year rise of 65%. Single asset transactions amounted to €11 billion, which represented a year-on-year increase of 23%.

Demand for the Group's properties continues to be strong and is increasing as we see an increase in rental income and decrease in vacancy. The Board is confident that the Company is well positioned to benefit from the market trends by executing on new acquisition opportunities, by continuing to enhance the rental income from its properties and by realising value from its substantial portfolio over time.

Dividends

Today, the Company announced a Q4 2014 dividend of 1.2 cents reflecting an annualised yield of 7% based on the Placing Price per share of 70 cents. This dividend is to be paid to those Shareholders entered on the Company's register of members as at 23 January 2015. Since listing on AIM, the Company paid dividends of 0.60 cents for Q3 2014, 0.55 cents for Q2 2014 and 0.50 cents for Q1 2014.

4 The Placing

The Directors are proposing to raise additional capital for the Company by way of a placing to institutional and other investors of, in aggregate, 171,428,571 Placing Shares to raise €120,000,000 (before expenses). Ordinary Shares will be issued under the Placing at a price of €0.70 per share which represents a 4.11% per cent. discount to the closing mid-market share price of an Ordinary Share on 14 January 2015 (being the last practicable date prior to the date of this document).

The Placing is to be effected by Cenkos and Liberum on the terms of the Placing Agreement. The Company has entered into the Placing Agreement with Cenkos and Liberum, pursuant to which

Cenkos and Liberum have agreed to use their respective reasonable endeavours to procure institutional and other placees (including certain existing Shareholders) for the Placing Shares.

The Placing is not a rights issue or open offer and the Placing Shares will not be offered generally to Shareholders on a pre-emptive basis and it is subject to the Resolutions being passed. In structuring the Placing, the Directors have had regard, amongst other things, to current market conditions, the total net proceeds desired to be raised and the current composition of the Company's share register, as well as the extra cost and delay that would be involved in a rights issue or open offer. After considering these factors, the Directors have concluded that the Placing represents the most appropriate option available to the Company for raising the additional capital required in the timeframe envisaged. The Directors are seeking the approval of Shareholders for, amongst other things, the dis-application of the pre-emption rights contained in the Articles at the Extraordinary General Meeting.

The Placing is conditional, amongst other things, on:

- the passing of the Resolutions at the Extraordinary General Meeting by the existing Shareholders and the waiver of pre-emption rights contained in the Articles;
- the Placing Agreement becoming unconditional in all respects and not having been terminated in accordance with its terms prior to Admission; and
- Admission becoming effective by no later than 8:00 a.m. on 3 February 2015 (or such later time and/or date, being no later than 8:00 a.m. on 13 February 2015, as the Company, Cenkos and Liberum may agree).

The Placing Agreement contains certain customary warranties in favour of Cenkos and Liberum given by the Company with respect to its business and certain matters connected with the Placing. In addition, the Company has given customary indemnities to both Cenkos and Liberum in connection with the Placing and their performance of services in relation to the Placing. Cenkos and Liberum have certain rights to terminate the Placing Agreement in specified circumstances.

If the Placing Agreement does not become unconditional or is terminated in accordance with its terms prior to Admission, the Placing will not proceed and each investor's rights and obligations will cease and no claims will be capable of being made by any investor in respect of the Placing and any payments made by the investor will be returned as soon as possible thereafter without interest.

Without prejudice to the foregoing, the Company, Cenkos and Liberum expressly reserve the right to determine, in certain circumstances, at any time prior to Admission, not to proceed with the Placing. The Placing Shares are not being made available to the public and are not being offered or sold in any jurisdiction where it would be unlawful to do so.

The Placing Shares will, following Admission, rank in full for all dividends and *pari passu* in all other respects with the Existing Ordinary Shares (save for the dividend announced by the Company on 15 January 2015) and will have the right to receive all dividends and distributions declared in respect of the issued Ordinary Share capital of the Company after Admission.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the Placing Shares will commence at 8:00 a.m. on 3 February 2015.

5 Amendment to the Articles

The Board is proposing to amend Article 6.7.3 of the Articles so that the pre-emption rights will not apply in relation to an allotment and issue of equity securities the aggregate value of which (at the proposed issue price) amounts to twenty per cent. or less of the total NAV of the Company.

6 Related Party Transaction

The proposed Repayment Transaction described above in section 3 constitutes a related party transaction.

As a consequence and in accordance with AIM Rule 13, the Directors confirm that, having consulted with Cenkos, the terms of the Repayment Transaction are fair and reasonable insofar as the Shareholders are concerned.

7 Dividend Policy

The Company has a quarterly dividend policy. Subject to market conditions and the Group's future results and liquidity needs, the Directors expect the Company to pay quarterly dividends for 2015 reflecting an annual yield of 7% on the Placing Price.

8 Extraordinary General Meeting and Action to be Taken

Set out at the end of this document is a notice convening the Extraordinary General Meeting to be held at 10:00 a.m. on 2 February 2015 to consider and, if thought fit, pass the Resolutions (conditional upon the Placing Agreement becoming unconditional (save for any condition relating to Admission or the passing of the Resolutions)).

Pursuant to Resolution 1, which will be proposed as an ordinary resolution, Shareholders' approval is being sought to grant the Directors authority to allot and issue the 171,428,571 Placing Shares, in aggregate, in connection with the Placing.

Pursuant to Resolution 2, which will be proposed as an extraordinary resolution, Shareholders' approval is being sought for the dis-application of the pre-emption rights set out in the Articles in relation to the allotment and issue of the 171,428,571 Placing Shares in connection with the Placing. As stated above, the Directors have concluded that a non pre-emptive issue of shares is the most appropriate structure to raise the capital required in the present circumstances. Resolution 2 is therefore being proposed so as to facilitate this.

Pursuant to Resolution 3, which will be proposed as a special resolution, Shareholders' approval is being sought to amend the Articles in accordance with section 5 above.

Shareholders should note that the Resolutions are in addition to, and not in substitution for, the resolutions passed at the Company's annual general meeting held on 10 December 2014.

You will find enclosed a Form of Proxy for use at the EGM.

Please complete, sign and return the enclosed Form of Proxy as soon as possible in accordance with the instructions printed thereon, whether or not you intend to be present at the EGM. Forms of Proxy should be returned so as to be received by Capita Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom as soon as possible and in any event no later than 48 hours before the time appointed for holding the EGM, that is to say, no later than 10:00 on 31 January 2015.

CREST members who wish to appoint a proxy or proxies through CREST electronic copy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members and those CREST members who have appointed voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.

The completion and return of the Form of Proxy (or the electronic appointment of a proxy) will not preclude you from attending the EGM and voting in person should you wish to do so.

9 Recommendation

For the reasons set out above, the Directors consider the Placing and the passing of the Resolutions to be in the best interests of the Company and its Shareholders as a whole and unanimously recommend that Shareholders vote in favour of the Resolutions as the Directors intend to do in respect of their own beneficial holdings of, in aggregate, 232,886,684 Existing Ordinary Shares (representing 79.22% of the issued share capital of the Company at the date of this document).

Yours faithfully

Harry Hyman
Chairman

ADDITIONAL INFORMATION

Availability of Documents

1. Copies of the following documents will be available for inspection at the registered office of the Company in Guernsey and at the offices of Norton Rose Fulbright LLP at 3 More London Riverside, London SE1 2AQ during usual business hours on any day (Saturdays, Sundays and public holidays excepted) from the date of this document for a period of 14 days or until Admission, whichever is the longer period:
 - a) the 2014 Admission Document;
 - b) this document;
 - c) the 2013 Annual Accounts; and
 - d) the memorandum of incorporation of the Company and the Articles.
2. In addition, this document will be published in electronic form and be available on the “Investor Relations” section of the Company’s website at www.summitgermany.com, subject to certain access restrictions applicable to persons located or resident outside of the United Kingdom.

NOTICE OF EXTRAORDINARY GENERAL MEETING

SUMMIT GERMANY LIMITED

(a non-cellular company limited by shares incorporated in Guernsey with registered number 44692)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Summit Germany Limited (the “Company”) will be held at 1st Floor, Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey, GY1 1EW at 10:00 (GMT) on 2 February 2015 to consider, and if thought fit, pass the following resolutions, in the case of Resolution 1 as an ordinary resolution and in the case of Resolutions 2 as an extraordinary resolution and in the case of Resolution 3 as a special resolution:

ORDINARY RESOLUTION

- 1 **THAT**, subject to the Placing Agreement (as such expression is defined in the Circular of which this Notice of Extraordinary General Meeting forms part (the “Circular”)) becoming unconditional (save for any condition relating to Admission (as such expression is defined in the Circular) or the passing of the Resolutions set out in this Notice of Extraordinary General Meeting) and in addition to all existing powers and authorities conferred upon them and to the extent required by Sections 292 and 293 (or otherwise) of The Companies (Guernsey) Law, 2008 (as amended from time to time), the Directors be generally and unconditionally authorised to allot an aggregate of 171,428,571 ordinary shares in the share capital of the Company as described in the Company’s Articles of Incorporation pursuant to the Placing (as such expression is defined in the Circular).

The authority referred to in this Resolution 1 is in addition to the authority to allot shares and grant rights to subscribe for or to convert any security into shares granted by the Company at the annual general meeting held on 10 December 2014.

EXTRAORDINARY RESOLUTION

- 2 **THAT**, subject to the Placing Agreement (as such expression is defined in the Circular) becoming unconditional (save for any condition relating to Admission (as such expression is defined in the Circular) or the passing of the Resolutions set out in this Notice of Extraordinary General Meeting) and to the passing of the Resolution 1 set out in this Notice of Extraordinary General Meeting and in addition to all existing powers and authorities conferred upon them, the Company hereby determines pursuant to Article 6.2 of the Company’s Articles of Incorporation that the provisions of Article 6.2 and any pre-emption rights included therein shall not apply in respect of the proposed allotment and issue for cash of the Placing Shares (as such expression is defined in the Circular) at the Placing Price (as such expression is defined in the Circular) pursuant to the Placing (as such expression is defined in the Circular) and that the Directors be and are hereby empowered to issue any such Placing Shares as if Article 6.2 and any pre-emption rights included therein did not apply to any such allotment and issue, provided that this power shall be limited to the allotment of the Placing Shares.

SPECIAL RESOLUTION

- 3 **THAT**, the Articles of Incorporation of the Company be and are hereby amended by deleting Article 6.7.3 in its entirety and inserting the following new Article 6.7.3:

“6.7.3 equity securities the aggregate value of which (at the proposed issue price) amounts to twenty per cent. or less of the total Net Asset Value of the Company; or”.

By Order of the Board

C.L. Secretaries Limited
Company Secretary

Dated: 16 January 2015

SUMMIT GERMANY LIMITED – EXTRAORDINARY GENERAL MEETING
(a non-cellular company limited by shares incorporated in Guernsey with registered number 44692)

FORM OF PROXY

I / We

.....
Full Name

who resides at / with registered office at

.....
Full Address

being a member of the Company, holding

.....
Exact Number of Shares and Class of Shares

hereby appoint the Chairman, or failing him/her, a duly appointed representative of C.L. Secretaries Limited, as our proxy **or***

.....
Name and Address of Proxy

as my/our proxy, to vote for me/us and on my/our behalf at the Extraordinary General Meeting (the “**Meeting**”) of the Company to be held at 1st Floor, Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey on 2 February 2015 at 10:00 a.m. (GMT) and at any and every adjournment therefore, and direct that my/our proxy will vote (or withhold from voting) as indicated on the specified resolution. On any other business which may properly come before the Meeting (including any motion to amend a resolution or to adjourn the Meeting) the proxy will act at his/her discretion.

| Item | ORDINARY RESOLUTIONS | FOR | AGAINST | WITHHELD |
|-------------|---|--------------------------|--------------------------|--------------------------|
| 1 | To generally authorise the Directors to issue 171,428,571 new ordinary shares pursuant to the Placing. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | EXTRAORDINARY RESOLUTION | | | |
| 2 | To disapply Pre-Emption Rights in relation to the issue of the 171,428,571 new ordinary shares pursuant to the Placing. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | SPECIAL RESOLUTION | | | |
| 3 | To amend Article 6.7.3 of the Articles of Incorporation of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

PLEASE INDICATE WITH AN X IN THE SPACES ABOVE HOW YOU WISH FOR YOUR VOTE TO BE CAST ON THE RESOLUTIONS AND THEN SIGN BELOW

If this proxy is returned without an indication as to how your proxy shall vote on the resolution/s, your proxy may exercise his/her discretion as to whether, and if so, how he/she votes. Your proxy may not vote on a show of hands.

If a corporate shareholder, please execute below:

For and on behalf of _____
Full Name of Company

Signature
Name: _____
Capacity: _____
Date: _____

Signature
Name: _____
Capacity: _____
Date: _____

If an individual shareholder, please execute below:

Signature
Name: _____
Date: _____

*If you wish to appoint any person other than the Chairman, or failing him/her a duly appointed representative of C.L. Secretaries Limited, as proxy, delete "the Chairman, or failing him/her, a duly appointed representative of C.L. Secretaries Limited, as our proxy *or" and insert the name and address of the person preferred in the section provided. Any such alteration must be initialled by the ordinary shareholder appointing such a person. A proxy need not be a shareholder of the Company.

In the case of joint registered holders, such persons shall not have the right of voting individually in respect of such share(s) but must elect one of their number to represent them and to vote whether in person or by proxy in their name. In default of such election, the person whose name stands first on the register of members of the Company shall alone be entitled to vote.

In the case of a corporation, the proxy must be appointed under its common seal, common signature or under the hand of an officer or attorney duly authorised.

Any member wishing to attend the Extraordinary General Meeting in person is kindly requested to inform the Company Secretary of your attendance by email to info@careygroup.gg or by telephone on +44 (0) 1481 700 300.

SUMMIT GERMANY LIMITED

(a non-cellular company limited by shares incorporated in Guernsey with registered number 44692)

NOTES TO THE EGM NOTICE AND FORM OF PROXY

1. Any member entitled to attend and vote at the meeting may appoint one or more proxies to attend and, on a poll, vote in his stead. Such proxy need not be a member of the Company. If no specific direction to voting is given, the proxy will vote or abstain at his discretion.
2. To be valid, the Form of Proxy must be returned in accordance with the instructions printed thereon not later than 10:00 a.m. (GMT) on 31 January 2015. The Form of Proxy should be returned to Capita Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom.
3. Completion and return of a Form of Proxy will not prevent a member from attending and voting at the meeting should he/she so wish.
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members and those CREST members who have appointed voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s (formerly CRESTCo’s) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must in order to be valid, be transmitted so as to be received by Capita Asset Services (ID RA 10) by no later than 10:00 a.m. (GMT) on 31 January 2015. No such message received through the CREST network after this time will be accepted. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

5. Pursuant to article 21.6 of the articles of incorporation of the Company, only those shareholders registered in the register of members of the Company as at 10:00 a.m. GMT on 31 January 2015 or, if this meeting is adjourned, 48 hours prior to the time fixed for the adjourned meeting shall be entitled to attend and vote at the Extraordinary General Meeting in respect of the number of ordinary shares registered in their name at that time. Changes to entries on the register of members after 10:00 a.m. (GMT) on 31 January 2015 or, if this meeting is adjourned, 48 hours prior to the time fixed for the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at this Extraordinary General Meeting.

6. Any corporation which is a member may by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of shareholders of the Company, and the person so authorised shall be entitled to exercise the same powers (other than a power to appoint a proxy) as that corporation could exercise if it were an individual shareholder of the Company.
7. As at 14 January 2015 (the latest practicable date prior to the publication of this document) the Company's issued share capital consisted of 293,971,291 Ordinary Shares of no par value, all carrying one vote each (none of which were held as treasury shares).