

SUMMIT Germany Ltd

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from your stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Summit Germany Limited (the "**Company**"), please forward this document, together with the accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice of the extraordinary general meeting ("EGM") to be held on 20th February 2019 at 10:30 a.m. GMT at 1st Floor, Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey, GY1 1EW is set out on page 4 of this document. Whether or not you propose to attend the EGM, please complete and submit the enclosed Form of Proxy in accordance with the instructions printed on it. **The Form of Proxy must be completed, signed and returned so as to reach the Company's Registrars by no later than 10:30 a.m. GMT on 18th February 2019.** CREST shareholders who wish to appoint a proxy or proxies through CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual.

Summit Germany Limited

(Incorporated in Guernsey with registered number 44692)

Directors:

Harry Hyman (Chairman)
Zohar Levy
Itay Barlev
Quentin Spicer
Christopher Spencer

Registered Office:

1st and 2nd Floors
Elizabeth House
Les Ruettes Brayes
St Peter Port
Guernsey
GY1 1EW

30th January 2019

Dear Shareholder,

Notice of EGM of Summit Germany Limited (the "Company")

The purpose of this Circular is to seek Shareholder approval for the change of name of the Company from "Summit Germany Limited" to "Summit Properties Limited". This Circular includes notice of the EGM to be held at 10:30 a.m. GMT on 20th February 2019 at 1st Floor, Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey, GY1 1EW.

The formal notice of the EGM is set out on page 4 of this document. Further information on the business to be conducted at the EGM and the resolution to be proposed is set out below.

Conditions for the change of name of the Company

The change of name of the Company is conditional upon satisfaction of the following conditions: -

- (i) the passing of a Special Resolution by the Shareholders at the EGM approving the change of name of the Company; and
- (ii) the Registrar in Guernsey approving the change of name of the Company.

Subject to the satisfaction of the above conditions, the change of name of the Company will take effect from the date on which a certificate of change of name is issued by the Registrar in Guernsey. The Company will then carry out all necessary filing procedures with the Companies Registry in Guernsey.

In addition, subject to confirmation by the London Stock Exchange, the TIDM of the Company for trading of shares on the London Stock Exchange will also be changed after the change of name of the Company becomes effective. Subject to the proposed name change becoming effective, the Company will also adopt a new logo and website.

The Company does not intend to issue new share certificates to shareholders if the change of name is approved.

Reason for the change of name of the Company

Further to the Company's announcements on 14th January 2019 and 28th January 2019 that it would seek to diversify its real estate business and pursue investment opportunities throughout Continental Europe and other markets, the Company proposes to change its name to better reflect this strategy.

Special Resolution

“THAT subject to and conditional upon the approval of the Registrar in Guernsey, the name of the Company be changed from “Summit Germany Limited” to “Summit Properties Limited” and that any one or more of the directors of the Company be and is/are hereby authorised to do all such acts, deeds and things and execute all such documents as he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect of the proposed name change and to attend to any necessary registration and/or filing for and on behalf of the Company.”

Actions to be taken

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 Link Asset Services, PXS, 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 10:30 a.m. GMT on 18th February 2019.

CREST shareholders 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 shareholders or other CREST sponsored shareholders and those CREST shareholders 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.

If the proposed name change is duly passed at the EGM, and other necessary formalities are completed, this will result in the resolution becoming binding on each shareholder in the Company whether or not they voted in favour of the resolutions, or voted at all.

Recommendation

The Directors consider that the Special Resolution to be proposed at the EGM is in the best interests of the Company and its shareholders as a whole and unanimously recommend shareholders to vote in favour of the Special Resolution, as they intend to do in respect of their own beneficial holdings.

Yours sincerely,

Harry Hyman
Chairman

Summit Germany Limited

(Incorporated in Guernsey with registered number 44692)

Notice of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Summit Germany Limited (the "**Company**") will be held at 1st Floors, Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey, GY1 1EW at 10:30 a.m. GMT on 20th February 2019 for the following purpose:

Special Resolution

To consider and, if thought fit, pass the following resolution as Special Resolution:

"THAT subject to and conditional upon the approval of the Registrar in Guernsey, the name of the Company be changed from "Summit Germany Limited" to "Summit Properties Limited" and that any one or more of the directors of the Company be and is/are hereby authorised to do all such acts, deeds and things and execute all such documents as he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect of the proposed name change and to attend to any necessary registration and/or filing for and on behalf of the Company."

By order of the Board

C.L. Secretaries Limited
Company Secretary
Dated: 30th January 2019

Summit Germany Limited – Extraordinary General Meeting

(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 shareholder 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 of the Company to be held at 1st Floor, Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey on 20th February 2019 at 10:30 a.m. GMT and at any and every adjournment thereof, 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	SEPCIAL RESOLUTION	FOR	AGAINST	WITHHELD
1	That subject to and conditional upon the approval of the Registrar in Guernsey, the name of the Company be changed from "Summit Germany Limited" to "Summit Properties Limited" and that any one or more of the directors of the Company be and is/are hereby authorised to do all such acts, deeds and things and execute all such documents as he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect of the proposed name change and to attend to any necessary registration and/or filing for and on behalf 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 RESOLUTION 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

.....
Signature

Name:

Name:

Capacity:

Capacity:

Date:

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 shareholder appointing such a person. *A proxy need not be a shareholder of the Company.*

In the case of joint holders, no persons shall have the right to vote individually but shall elect one of them to represent them and to vote, whether in person or by proxy. In default of such election, the person whose name stands first on the register of shareholders 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.

Please complete, sign and return the Form of Proxy as soon as possible in accordance with the instructions noted above and in the accompanying notes, whether or not you intend to be present at the EGM. Forms of Proxy should be returned so as to be received by Link Asset Services, PXS, 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 10:30 a.m. GMT on 18th February 2019.*

- (a) **48 hours** before the time appointed for the EGM (i.e. *10:30 a.m. GMT on 18th February 2019*) or adjourned meeting;
- (b) in the case of a poll taken more than 48 hours after it was demanded, 24 hours before the time appointed for the taking of a poll; or
- (c) in the case of a poll taken not more than 48 hours after it was demanded, the time at which the poll was demanded;

at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall *not* be treated as valid, unless the Director determines otherwise in its discretion.

Completion and return of this proxy will not preclude a shareholder/s from attending the Meeting in person, should they wish to do so.

Any shareholder(s) wishing to attend the Meeting in person is kindly requested to inform the Company Secretary of your attendance by email to info@wearecarey.com or by telephone on +44 (0) 1481 700 300.

Summit Germany Limited

(Incorporated in Guernsey with registered number 44692)

Notes to the EGM Notice and Proxy

Any shareholders 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 shareholder of the Company. If no specific direction to voting is given, the proxy will vote or abstain at his discretion.

1. To be valid, the Form of Proxy must be returned in accordance with the instructions printed thereon **not later than 10:30 a.m. GMT on 18th February 2019**. The Form of Proxy should be returned to Link Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom.
2. Completion and return of a Form of Proxy will not prevent a shareholder from attending and voting at the meeting should he/she so wish.
3. CREST shareholders 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 shareholders or other CREST sponsored shareholders and those CREST shareholders 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 Link Asset Services (ID RA 10) by no later than 10:30 a.m. GST on 18 February 2019. 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 shareholders 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 shareholder concerned to take (or, if the CREST shareholder is a CREST personal shareholder or sponsored shareholder 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 shareholders 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.

4. Pursuant to article 21.6 of the articles of incorporation of the Company ("**Articles**"), only those shareholders registered in the register of shareholders of the Company as at close of business at 10:30 a.m on 18th February 2019 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 annual general meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after close of business on 18th February 2019 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 annual general meeting.
5. Any corporation which is a shareholder 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.
6. A Special Resolution requires a majority of not less than three quarters (75 per cent) of the votes cast in favour of that Special Resolution.

7. A quorum of shareholders being, pursuant to article 20.1 of the Articles, two shareholders present (in person, by proxy or, in the case of a corporate shareholder, by representative) and entitled to vote is required for the EGM.
8. If within 30 minutes from the time appointed for the EGM a quorum is not present, the EGM shall stand adjourned to 10:30 a.m. on Wednesday, 27 February and will be held at the same place, 1st Floor, Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey GY1 1EW. *This notice shall be deemed to constitute due notice of any such adjourned meeting within the meaning of the Articles.* At any such adjourned meeting, those shareholders who are present in person or by proxy shall be a quorum.
9. Unless voting is by a poll at the option of the Chairman, every question submitted to the EGM shall be determined in the first instance by a show of hands of the shareholders (present in person or by proxy or by attorney) and entitled to vote. However, a poll may be demanded by:
 - (a) the Chairman;
 - (b) not less than five shareholders (present in person or by proxy) having the right to vote on the resolution; or
 - (c) one or more shareholders (present in person or by proxy) representing at least ten percent of the total voting rights of all of the shareholders having the right to vote on the resolution.
10. As at 24th January 2019 (the latest practicable date prior to the publication of this notice of EGM) the Company's issued share capital consisted of 457,280,204 Ordinary Shares of no par value, all carrying one vote each (none of which were held as treasury shares).