

**Saint Croix Holding Immobilier S.A.**  
*Société Anonyme*  
9B, boulevard Prince Henri, L-1724 Luxembourg  
R.C.S. LUXEMBOURG B 165103  
(the «**Company**»)

**Convening notice  
of the Extraordinary General Meeting of the shareholders of the Company  
to be held on 27 November 2013**

Dear shareholders,

You are invited to attend the Extraordinary General Meeting (the “**Meeting**”) of the shareholders of the Company to be held at the registered office of the Company on **27 November 2013 at 2.00 p.m.** to discuss and to vote on the agenda (the “**Agenda**”) indicated below.

The Agenda of the Meeting is the following:

**AGENDA**

1. Not renew of Deloitte Audit S.à r.l. as independent auditor of the Company;
2. Appointment of Grant Thornton Lux Audit S.A. as independent auditor of the Company.

\* \* \* \*

**ATTENDING THE MEETING**

**In order to attend the Meeting, shareholders must provide the Company with the following two items as explained in greater detail below: (i) Record Date Confirmation. (ii) Proxy Form.**

**Record Date Confirmation:** This document shall be provided to the Company by a shareholder at the latest by midnight (00:00) on the Record Date. **The Record Date is 13 November 2013** (the “**Record Date**”, i.e. the day falling fourteen (14) days before the date of the Meeting).

The Record Date Confirmation must be in writing and indicate that a shareholder holds the Company shares and wishes to participate in the Meeting. A template form of the Record Date Confirmation is available on the Company’s website at [www.saintcroixhi.com](http://www.saintcroixhi.com).

Shareholders wishing to attend the Meeting must send the Record Date Confirmation by post or electronic means so that they are received by the Company at the latest by noon (12:00 noon) on **13 November 2013**, to:

**Saint Croix Holding Immobilier S.A.**  
9b, boulevard Prince Henri, L-1724 Luxembourg  
Email: [info@saintcroixhi.com](mailto:info@saintcroixhi.com)

**Proxy form:** The template form must be duly completed and signed by shareholders wishing to attend or be represented at the Meeting.

Shareholders wishing to attend the Meeting must send the Proxy form by post or electronic means so that they are received by the Company at the latest by noon (12:00 noon) on **13 November 2013**, to:

**Saint Croix Holding Immobilier S.A.**

**9b, boulevard Prince Henri, L-1724 Luxembourg**

**Email: [info@saintcroixhi.com](mailto:info@saintcroixhi.com)**

**Please note that only persons who are shareholders at the Record Date and have timely submitted their Record Date Confirmation and Proxy form shall have the right to participate and vote in the Meeting.**

**Documentation and information:** The following documents and information are available for the shareholders on our website: [www.saintcroixhi.com](http://www.saintcroixhi.com):

- the present convening notice;
- record date confirmation form;
- the documents to be submitted to the Meeting (draft of the engagement letters for the audit of the consolidated and the stand alone financial statements of the Company as at December 31, 2013).

**Quorum Requirement:** The Meeting shall validly deliberate regardless of the corporate capital represented. Resolutions, in order to be adopted, must be carried by a majority of the votes cast.

**Right to add new items on the agenda:** One or more shareholders together representing at least five per cent of the share capital has the right to (i) put one or more items on the agenda of the Meeting and (ii) table draft resolutions for items included or to be included on the agenda of the Meeting.

Such requests must:

- be in writing and sent to the Company by post (at the following address: Saint Croix Holding Immobilier S.A., 9b, boulevard Prince Henri, L-1724 Luxembourg) or electronic means (at the following email address: [info@saintcroixhi.com](mailto:info@saintcroixhi.com) ) and be accompanied by a justification or draft resolution to be adopted in the Meeting;
- include the postal or electronic address at which the Company may acknowledge receipt of the requests;
- be received by the Company at least **twenty two (22) days** before the date of the Meeting, i.e. **5 November 2013**.

The Company shall acknowledge receipt of requests referred to above within (forty-eight) 48 hours from receipt. The Company shall prepare a revised agenda including such additional items on or before the fifteenth (15th) day before the date of the Meeting.

Luxembourg, on 18 October 2013,

Yours faithfully,

**The Board of Directors of the Company**