

AGM CONVOCATION NOTICE to be published not later than 19 May 2011 on the website and as a newspaper ad under art. 35.2 AoA



Annual General Meeting of Shareholders of Ronson Europe N.V. in Rotterdam, The Netherlands

The Board of Managing Directors of Ronson Europe N.V. with its corporate seat in Rotterdam, the Netherlands (the "Company"), in accordance with its Articles of Association (the "Articles of Association" or "AoA"), is pleased to inform you that the Annual General Meeting of the Company's Shareholders (the "General Meeting") has been convened for **30 June 2011** at the Company's offices at **Weena 210-212, Rotterdam, the Netherlands, at 10.00 hours CET.**

The General Meeting agenda is as follows:

- 1) Opening of the General Meeting
- 2) Discussion on the Company's Annual Report for the financial year 2010, including the report of the Management Board and the report of the Supervisory Board and its committees
- 3) Adoption of the annual accounts for the financial year 2010 *
- 4) Discussion on the policy on additions to the reserves and dividends
- 5) Appropriation of the net profit for the financial year 2010 *
- 6) Discharge from liability ('*decharge*') of the members of the Management Board for their management tasks during the financial year 2010 *
- 7) Discharge from liability ('*decharge*') of the members of the Supervisory Board for their supervisory tasks during the financial year 2010*
- 8) Authorization of the Board of Supervisory Directors to appoint the Company's external auditor for the financial year 2011 *
- 9) Discussion of the corporate governance policy as set out in the Company's Annual Report for the financial year 2010
- 10) Re-Appointment of two members of the Board of Supervisory Directors and appointment of two members of the Board of Supervisory Directors*:
 - a) Re-appointment of Mr. M. Segall
 - b) Re-appointment of Mr. R. Shilhav
 - c) Appointment of Mr. A. Mientkavich as member of the Board of Supervisory Directors
 - d) Appointment of Mr. P. Kowalczyk as member of the Board of Supervisory Directors
- 11) Appointment of two members of the Board of Managing Directors*:
 - a) Appointment of Mr. I. Greidinger as Managing Director B and member of the Board of Managing Directors
 - b) Appointment of Mr. R. Ashkenazi as Managing Director B and member of the Board of Managing Directors
- 12) Amendment of the Company's articles of association in accordance with the draft dated 13 May 2011 prepared by De Brauw Blackstone Westbroek NV and authorization of any and all members of the managing board of the Company as well as any and all civil-law notaries, associates and paralegals practicing with De Brauw Blackstone Westbroek N.V. to draw up the draft of the required notarial deed of amendment of the articles of association, to apply for the required ministerial declaration of no-objection, as well as to execute the notarial deed of amendment of the articles of association*
- 13) Any other business
- 14) Closing of the General Meeting

** These items require a resolution to be passed at the General Meeting.*

With reference to Article 33.5 of the Articles of Association, the Shareholders Circular with annexes, including a draft deed of amendment of the articles of association, will be prepared in order to inform the General Meeting of all facts and circumstances relevant to the resolutions. The Shareholders' Circular will be made public and available at the date hereof by posting on the Company's website: www.ronson.pl.

All other documents prepared for the purpose of the General Meeting (both in English and in Polish) will be made public and available at the date hereof by posting on the website at www.ronson.pl, including:

- A. the General Meeting agenda and appertaining documents, including the draft deed of amendment of the Company's articles of association
- B. the Company's Annual Report containing the report of the Management Board, the report of the Supervisory Board, the Corporate Governance report, and the annual accounts for the financial year 2010 and the auditor's report
- C. the Shareholders' Circular and the annexes thereto
- D. a description of the proxy-voting procedure through the proxy indicated by the Company, the form of a power of attorney together with draft voting instructions.

Additionally, hard copies of the 2010 Annual Report containing the 2010 annual accounts will be available to shareholders for review at the Company's offices in the Netherlands in Rotterdam at Weena 210-212, 3012 NJ Rotterdam, the Netherlands, and at the Company's offices in Poland in Warsaw at 57 Komisji Edukacji Narodowej Avenue at least 15 days prior to the General Meeting until the date of the General Meeting.

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Pre-Meeting of the Company's Shareholders in Warsaw, Poland

The Board of Managing Directors of the Company has also convened a Pre-Meeting of the Company's Shareholders (the "Pre-Meeting") for **28 June 2011 in the Company's office in Warsaw, Poland at 57 Komisji Edukacji Narodowej Avenue at 15.00 hours CET.**

The Pre-Meeting Agenda will mirror the above-mentioned agenda for the General Meeting, except for the voting on the adoption on resolutions.

In accordance with Article 38 of the Articles of Association, only shareholders who deposit, **not later than on 27 June 2011**, original registered depository certificates issued by authorized financial intermediaries in Poland maintaining securities accounts of those shareholders, which will evidence their shareholding in the Company at 2 June 2011 (the "Record Date"):

- at the Company's offices in Poland in Warsaw at 57 Komisji Edukacji Narodowej Avenue (on business days, Monday through Friday, between 9:00 and 17:00 hours CET) or
- at the Company's offices in the Netherlands in Rotterdam at the following address: Weena 210-212, 3012 NJ Rotterdam (on business days, Monday through Friday, between 09.00 and 17.00 hours CET)

will be entitled to participate in the General Meeting, provided that a deposited registered depository certificate has not been collected from the Company by such a shareholder before the General Meeting.

Shareholders intending to participate in the Pre-Meeting must deposit the original depository certificate with the Company also not later than on 27 June 2011 (by noon CET).

Each shareholder may participate in the Pre-Meeting and the General Meeting respectively, and exercise the shareholder's rights, including the voting rights at the General Meeting, in person or by an authorized representative or proxy, including a proxy indicated by the Company; the respective authorization should be given or evidenced in writing. Shareholders may authorize a proxy indicated by the Company to attend the General Meeting and vote their shares on their behalf in observance of the voting instructions by filling in the form of proxy available on the Company's website: www.ronson.pl and delivering it to the Company at the Pre-Meeting or sending it to the Company's offices in the Netherlands and in Poland at addresses specified hereinabove.

Detailed information on the General Meeting, including information on the proxy voting procedure, will be posted on the Internet at the Company's website: www.ronson.pl by the date hereof.

Shareholders are advised that they should carefully read all the information relating to the General Meeting and the Pre-Meeting which will be available on the Internet at the Company's website www.ronson.pl, and are kindly asked to address all queries with respect to the Pre-Meeting and the General Meeting to the Management Board with the reference: the General Meeting of Ronson Europe N.V., at one of the following addresses:

In the Netherlands:

Ronson Europe N.V.
Weena 210-212
3012 NJ Rotterdam
Fax: +31 10 201 36 08
email: agm@ronson.pl

In Poland:

Ronson Europe N.V.
c/o Ronson Development Management Sp. z o.o.
57 Komisji Edukacji Narodowej Avenue
Warsaw
Fax: + 48 (22) 823 97 99
email: agm@ronson.pl

Rotterdam, 19 May 2011
The Board of Managing Directors