

MINUTES OF THE EXTRAORDINARY GENERAL MEETING
OF SHAREHOLDERS OF
RONSON EUROPE N.V.

On this day, the fifth day of April two thousand eighteen, I, Kim Francis Tan, civil-law notary in Amsterdam, the Netherlands (the “**notary**”), attended the extraordinary general meeting (the “**general meeting**”) of shareholders of **Ronson Europe N.V.**, a public company (*naamloze vennootschap*) organized and existing under the laws of the Netherlands, with corporate seat at Rotterdam and its office address at Weena 210, 3012 NJ Rotterdam, the Netherlands and registered with the Trade Register of the Chamber of Commerce under number 24416758 (the “**company**”), held at the aforementioned address in Rotterdam, the Netherlands, with the purpose of taking minutes of the proceedings in

the meeting.

I, notary, established the following:

In accordance with article 36, paragraph 1 of the articles of association of the Company (“AOA”), since no supervisory board members are present at the general meeting, the general meeting appoints **Willibrordus Oscar Cornelis Maria van Twuijver**, born in Rotterdam, the Netherlands, on the eleventh day of June nineteen hundred fifty-seven, as chairperson of the meeting (the “**chairperson**”) and the chairperson subsequently appoints **Kornelis Johannes Vrijling**, born in Amsterdam, the Netherlands, on the thirtieth day of May nineteen hundred eighty-two, as secretary of the meeting (the “**secretary**”). The chairperson opened the general meeting and established that:

- i. all requirements for convening and holding this meeting have been met, therefore the general meeting was able to adopt valid resolutions on any items on the agenda discussed at this meeting by an absolute majority of the votes cast, or any greater majority required by the law or the company’s articles of association;
- ii. the meeting was being attended by four (4) shareholders who deposited one hundred thirty-three million nine hundred seventy-three thousand seven hundred sixty-nine (133,973,769) shares representing eighty-one sixty-nine/hundredth percent (81.69 %) of the voting rights, equal to eighty-one sixty-nine/hundredth percent (81.69 %) of the outstanding number of shares (one hundred sixty-four million ten thousand eight hundred thirteen (164,010,813)) in the Company;
- iii. all shareholders registered for the meeting were duly represented by virtue of a proxy in writing. As a consequence, valid resolutions by the meeting can be passed and adopted with respect to all items on the agenda;
- iv. in accordance with article 33, paragraph 5 of the AoA a shareholders circular dated the twenty-second day of February two thousand eighteen has been prepared in order to inform the shareholders of the Company of the relevant facts and circumstances to be considered by the shareholders before exercising their voting rights;
- v. All relevant documents for this general meeting are and have been available for inspection by the shareholders at the Company’s offices in the Netherlands, at the Company’s group office in Warsaw, Poland, as of the twenty-second day of February two thousand eighteen, all documents are also available for shareholders

- and investors via the Company's website as of the same date;
- vi. all members of the board of managing directors (the “**board**”) and all members of the board of supervisory directors (the “**supervisory board**”) of the company have been given the opportunity to advise on the proposed resolutions.

In accordance with the convening notice for this general meeting the Chairperson proposed the following agenda:

- 1) Opening of the general meeting;
- 2) Proposal to convert the legal form of the company into a *societas europaea* (the “**Conversion**”);
- 3)
 - a. Proposal to amend the articles of association of the Company in accordance with Annex 1 to the conversion proposal, under the condition precedent of adoption of items 3.b and 3.c of the Agenda;
 - b. Proposal to amend article 5 of the articles of association;
 - c. Proposal to amend article 6.9 of the articles of association;
- 4) Proposal to grant a power of attorney to any and all civil-law notaries, associates and paralegals practicing with Baker & McKenzie Amsterdam N.V.;
- 5) Any other business; and
- 6) Closing of the general meeting.

The general meeting unanimously approved the agenda.

The chairperson opened the general meeting and subsequently opened the discussion on item 2 of the agenda.

The executive board of the company has prepared:

- (i) a proposal to convert the legal form of the company into a *societas europaea* (the “**Conversion Proposal**”); and
- (ii) a directors' report (the “**Directors' Report**”),

as meant in article 37 paragraph 4 of the Council Regulation (EC) number 2157/2001 on the Statute for a European company (SE) (the “**Regulation**”). The Conversion Proposal and the Directors' Report were circulated during the meeting. The general meeting discussed the Conversion Proposal and the Directors' Report.

The general meeting unanimously resolved to approve and conclude the Conversion.

The chairperson proceeded to item 3.a of the agenda.

The general meeting discussed the proposal to amend and readopt the articles of

association of the company in accordance with Annex 1 of the Conversion Proposal, under the condition precedent of adoption of items 3.b and 3.c of the agenda, as a result of which the legal form of the company will be converted into a European public limited liability company and the company will be renamed to Ronson Development SE (the “**Amendment AoA I**”). The general meeting unanimously resolved to approve the Amendment AoA I under the condition precedent of adoption of items 3.b and 3.c of the agenda.

The chairperson proceeded to item 3.b of the agenda.

The Chairman informed the general meeting that article 5 of Annex 1 of the Conversion Proposal was included in the draft articles of association to protect the minority shareholders of the company. However, the articles of association of the company were most recently amended on the third day of July two thousand seventeen, whereby the protection for minority shareholders as reflected in article 5 of Annex 1 of the Conversion Proposal has been inserted in article 6.9 of the articles of association. Therefore, the Chairperson proposes to approve the amendment of the provisions of article 5 of the articles of association as a result of which the provisions of article 5 of the articles of association of Ronson Development SE shall read the same as the current provisions of article 5 of the articles of association of the company (the “**Amendment AoA II**”).

The general meeting unanimously resolved to approve the Amendment AoA II.

The chairperson proceeded to item 3.c of the agenda.

The Chairperson informed the general meeting that article 5 of Annex 1 of the Conversion Proposal was included in the draft articles of association to protect the minority shareholders of the company. However, as mentioned by the Chairman under item 3.b of the agenda, the protection for minority shareholders as reflected in article 5 of Annex 1 of the Conversion Proposal has been inserted in article 6.9 of the current articles of association. Therefore, the Chairperson proposes to the general meeting to approve the amendment of article 6, paragraph 9 of the articles of association as a result of which the provisions of article 6, paragraph 9 of the articles of association of Ronson Development SE shall read the same as the current article 6, paragraph 9 of the articles of association of the company (the “**Amendment AoA III**” and together with the Amendment AoA I and the Amendment AoA II hereinafter referred to as the “**Amendments to the AoA**”).

The general meeting resolved to approve the Amendment AoA III.

The chairperson proceeded to item 4 of the agenda.

The general meeting discussed the proposal to grant a power of attorney to any and all civil-law notaries, associates and paralegals practicing with Baker & McKenzie Amsterdam N.V. (each an “**Attorney**”) to draw up and execute the notarial deed of amendment to the articles of association of Ronson Europe N.V. as required to effectuate the Conversion and the Amendments to the AoA (the “**PoA**”).

The general meeting unanimously resolved to grant the PoA to the Attorney.

The chairperson proceeded to item 5 of the agenda.

The chairperson observed that there was no further business to attend to and subsequently declared the meeting closed.

IN WITNESS WHEREOF,

the original of this deed was drawn up and executed in Rotterdam, the Netherlands on the date stated in the first paragraph of this deed. This deed was signed by the chairperson, in evidence of his consent, and by me, notary.