



DEAR SHAREHOLDERS,

It is my pleasure to invite you to an Extraordinary General Meeting of Varia Europe Properties AG which will be held on Thursday, April 27, 2023, at 11:00 a.m. (Doors opening at 10:45 a.m.) at Boulevard Georges Favon 8, 1205 Geneva, Switzerland.

Please find enclosed the Invitation and Proxy Statement for the Meeting, together with the Agenda and items to be voted.

Although you may not attend the General Meeting, your vote is important.

I thank you for your trust and confidence to Varia Europe Properties AG.



Taner Alicehic
Chairman of the board of directors

AGENDA ITEMS AND MOTIONS BY THE BOARD OF DIRECTORS

1. Appointment of the chairperson and the secretary of the meeting as well as determination of the quorum

2. Approval of an Extraordinary Distribution

The board of directors proposes to the General Assembly to approve an appropriation of reserves from capital contributions, i.e. an extraordinary distribution, in the amount of CHF 0.15 per share payable out of the reserves from capital contributions (the "Proposal"). Based on the number of shares issued of 28,512,619, this distribution is equivalent to a reduction in the reserves from capital contribution of CHF 4,276,892.85.

The auditors of the Company audited this Proposal and are of the opinion that the Proposal complies with Swiss law and the Company's articles of association. The board of directors proposes that if the distribution is approved by the General Assembly, the board of directors shall set the execution date, record date and payment date for the dividend payment.

ORGANIZATIONAL NOTES

Voting rights

Shareholders who are entered in the shareholder register as at April 20, 2023, 5:00 p.m. (CEST) (reporting date) are entitled to participate and vote at the extraordinary general meeting. During the period from April 20, 2023, 5:00 p.m. (CEST) until and including April 27, 2023, no entries of shares will be made in the shareholder register.

Personal attendance

If a shareholder wishes to attend the extraordinary general meeting in person, the enclosed registration form may be used to request an admission card. For this purpose, please send the duly completed and signed registration form to ShareCommService AG, Europastrasse 29, 8152 Glattbrugg by no later than April 24, 2023, 4:00 p.m. (CEST) (time of receipt). Admission cards can also be ordered online until April 24, 2023, 4:00 p.m. (CEST). The personal login information is sent to the shareholders together with the invitation documents for the extraordinary general meeting. The admission cards will be sent out as from April 18, 2023.

Powers of attorney

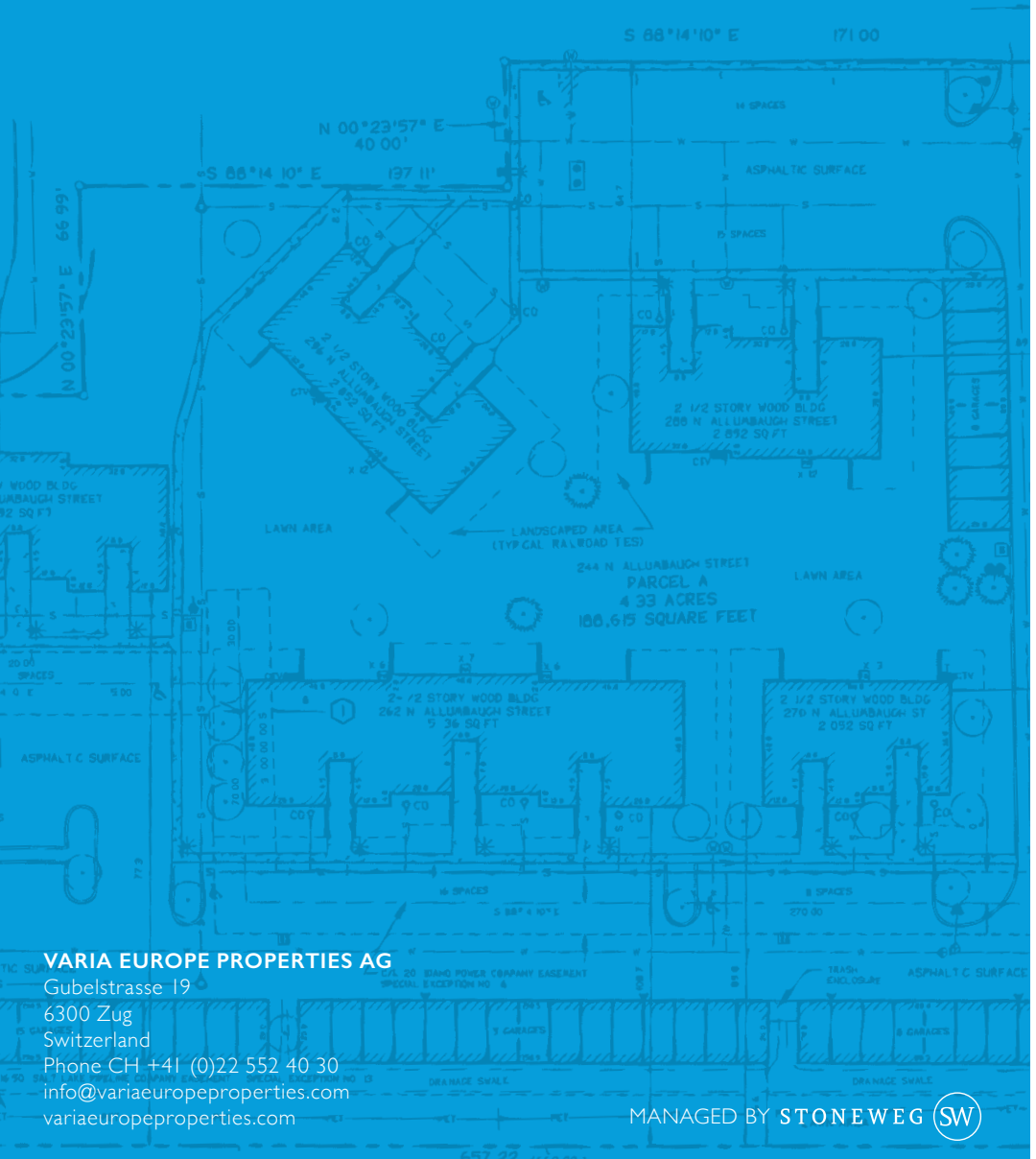
Shareholders who do not attend the extraordinary general meeting in person may be represented as follows:

- by an individual proxy based on written power of attorney, whereby the proxy does not need to be a shareholder. In this case, the admission card will be sent directly to the proxy.
- by the independent proxy, Buis Bürgi AG, Mühlebachstrasse 8, P.O. Box 672, CH-8024 Zürich. If the independent proxy cannot be present, the board of directors will appoint a new independent proxy. The powers of attorney granted to the independent proxy will also be valid for any new independent proxy appointed by the board of directors. In order to authorize the independent proxy, it is sufficient to return the accordingly completed and signed power of attorney form to ShareCommService AG, Europastrasse 29, 8152 Glattbrugg by no later than April 24, 2023, 4:00 p.m. (CEST), using the enclosed envelope. The independent proxy will vote in accordance with the instructions granted by the respective shareholder. For written instructions, please use the reverse side of the enclosed registration form.
- Shareholders may also grant powers of attorney and issue instructions to the independent proxy electronically. The personal login information is sent to the shareholders together with the invitation documents for the extraordinary general meeting. Powers of attorney may be granted and instructions may be issued electronically to the independent proxy by no later than April 24, 2023, 4:00 p.m. (CEST).

Zug, April 4, 2023

Varia Europe Properties AG

Taner Alicehic
Chairman
On behalf of the board of directors



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MANAGED BY STONEWEG 