
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you are advised to consult your stockbroker, bank manager or other independent financial adviser.

The Directors recommend that the Shareholders vote in favour of the change. The proposals described in this Circular are, in the opinion of the Directors, in the best interests of the Shareholders as a whole.

If you have sold or transferred all your shares in Develica Deutschland Limited, please send this notice with its accompanying enclosure to the purchaser, transferee or stockbroker, bank or agent through whom the sale was effected, for transmission to the purchaser or transferee.



Develica Deutschland Limited

A company registered in Guernsey (No. 44810)

Notice of Annual General Meeting and Shareholders' Circular

Develica Deutschland Limited

Registered in Guernsey
(No. 44810)

Registered Office:
First Floor, Dorey Court
Admiral Park
St Peter Port
Guernsey GY1 6HJ

23 July 2010

Dear Shareholder,

Annual General Meeting: 7 September 2010

This Shareholders' Circular accompanies the Financial Statements of Develica Deutschland Limited ("the Company") for the year ended 31 March 2010. The Notice of the Annual General Meeting ("AGM") of the Company and the resolutions to be proposed at the AGM are attached.

Resolutions 1 to 6, which will be proposed as Ordinary Resolutions, deal with the receipt of the accounts and the Reports of the Directors and auditors of the Company for the year ended 31 March 2010, together with the approval of the Directors' Remuneration Report and the retirement from office of one-third of the Directors of the Company in accordance with the requirements of Article 75(1) of the Company's Articles of Incorporation and the re-election of each of them.

I confirm that each of the Directors, being Derek Michael Butler, Quentin Spicer, Grant Neville Tromans, John Edward Hallam and Peter John Hereward De Lacey Le Cheminant, have each demonstrated their commitment to, and ability to perform effectively, their roles as Directors of the Company. The biographical details of the Directors are set out in Appendix I.

Auditor

Resolution 4 deals with the re-appointment of Ernst and Young LLP as auditor of the Company. Resolution 5 seeks authorisation for the Directors to determine the auditor's remuneration for the year ending 31 March 2011. Both resolutions will be proposed as Ordinary Resolutions.

Market purchases

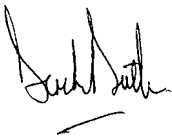
Resolution 7, which will be proposed as a Special Resolution, seeks Shareholder approval to renew the authority for the Company to make market purchases of up to 37,475,000 ordinary shares, being 14.99% of the issued share capital of the Company as at 23 July 2010. The Board believes that the proposed renewal of this existing authority will give the Company flexibility in these difficult market conditions. The Company will only exercise the power to make market purchases after careful consideration and in circumstances where, in light of market conditions prevailing at the time, it is satisfied that it is in the best interests of the Company and of its Shareholders to do so where there would be a resulting increase in earnings per share.

This authority will expire on the conclusion of the Company's AGM to be held in 2011 unless such authority is varied, revoked or renewed prior to that date by a Special Resolution.

Recommendation

The Directors consider that the resolutions in the notice of meeting are in the best interests of the Shareholders as a whole and unanimously recommend that Shareholders vote in favour of each of them at the upcoming AGM.

Yours faithfully



Derek Butler
Chairman
Develica Deutschland Limited

Appendix I

Biographical details of Directors

Derek Butler

Non-executive Chairman

Derek Butler is Senior Adviser to AEW Europe (formerly Curzon Global Partners), where he served as Chairman from 1999 to 2003. Prior to assuming his role with Curzon in 1999, he spent most of his career, over 30 years, as a senior officer of the DTZ Group. His tenure with DTZ, which started in 1967, included the role of Chairman of the company's Investment Division for almost a decade. During the 1990s, he was responsible for the development of DTZ's international practice and affiliate network. Immediately prior to assuming the role of Chairman of Curzon, he managed the DTZ Group's financial services. He is a graduate of the University of London (B.Sc.) and a Fellow of the Royal Institution of Chartered Surveyors.

Grant Tromans

Non-executive Director

Grant Tromans is a co-founder of Develica and focuses on identifying, evaluating and managing all Fund Investments. Grant continues to develop opportunities for Develica both in Germany and the UK in addition to evaluating other markets. He is also a Director of Develica Deutschland Management Limited.

John Hallam

Non-executive Director

John Hallam is a resident of Guernsey, a fellow of the Institute of Chartered Accountants in England and Wales and qualified as an accountant in 1971. He is a former partner of PricewaterhouseCoopers having retired in 1999 after 27 years with the firm both in Guernsey and in other countries. John is currently chairman of Cazenove Absolute Equity Limited and Partners Group Global Opportunities Limited as well as being a director of a number of other financial service companies, some of which are listed on the London Stock Exchange. He has also served as the Chairman of the Guernsey Financial Services Commission.

Quentin Spicer

Non-executive Director

Quentin Spicer qualified as a solicitor at Wedlake Bell in 1968 and became a partner in 1970. He was head of the Property Department before moving to Guernsey in 1996 to take over as Senior Partner of Wedlake Bell Guernsey (now known as Spicer and Partners Guernsey LLP). Quentin specialises in UK commercial property transactions for offshore funds and for persons and entities not tax resident in the UK. He is Chairman of the Guernsey Housing Association LBG, IRP Property Investments Limited, Quintain (Guernsey) Limited, RAB Special Situations Company Limited and is a non-executive director of several other property funds. He is a member of the Institute of Directors and holds a Personal Fiduciary Licence from the Guernsey Financial Services Commission.

Peter Le Cheminant

Non-executive Director

Peter Le Cheminant is a resident of Guernsey. He qualified as a chartered surveyor in 1979 and has been an executive director of Martel Maides Limited, estate agents, valuers, auctioneers and property consultants since 1988 and a director of CMP Insurance PCC Limited since 2008. He has broad experience, initially in London and the provinces, and over 25 years in Guernsey, specialising in commercial property. In 1992 he was elected Fellow of the Royal Institution of Chartered Surveyors and in 1999 he was admitted as a member of the Chartered Institute of Arbitrators.

Develica Deutschland Limited

(the "Company")

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the members of Develica Deutschland Limited (the "Company") will be held at Second Floor, No. 1 Le Truchot, St Peter Port, Guernsey GY1 3JX at 9.00am on 7 September 2010 to transact the following business:

Ordinary Business

1. To receive the Company's financial statements for the year ended 31 March 2010 and the Reports of the Directors and auditor thereon.
2. To re-elect Grant Neville Tromans as a Director of the Company.
3. To re-elect Derek Michael Butler as a Director of the Company.
4. To re-appoint Ernst & Young LLP as auditors of the Company, to hold office until the conclusion of the next general meeting at which the accounts are laid before the Company.
5. To authorise the Board to determine the auditor's remuneration.
6. To authorise the Board to determine the Directors' remuneration.

Special Business

To consider and, if thought fit, pass resolution 7 as a Special Resolution:

7. That the Company be and is hereby generally and unconditionally authorised in accordance with the Companies (Purchase of Own Shares) Ordinance 1998 (the "Ordinance") to make market purchases as defined in that Ordinance of fully paid Ordinary Shares, (either for retention as treasury shares for future reissue and resale or transfer, or cancellation) provided that:
 - (i) the maximum number of Ordinary Shares authorised to be purchased shall be 14.99% of the issued ordinary share capital of the Company;
 - (ii) the minimum price which may be paid for an Ordinary Share is €0.01 each; and
 - (iii) the maximum price which may be so paid shall be no more than 5% above the average of the closing middle market quotations for an Ordinary Share for the five business days immediately preceding the date of purchase.

The Company is permitted to fund the payments for purchases of Ordinary Shares in any manner permitted by the Ordinance. Such authority shall expire at the Annual General Meeting of the Company in 2011, unless such authority is varied, revoked or renewed prior to such date by a Special Resolution of the Company in general meeting.

By order of the Board of

Develica Deutschland Limited
23 July 2010

Mourant Guernsey Limited
Secretary
First Floor, Dorey Court
Admiral Park
St Peter Port
Guernsey GY1 6HJ

Notes

1. Under the Company's Articles of Incorporation every member of the Company shall be entitled to attend and vote at the meeting.
2. A Member of the Company entitled to attend and vote is entitled to appoint one or more persons as his/her proxy, in accordance with the provisions of the Articles of Incorporation of the Company, to attend, speak and vote instead of him/her at the Annual General Meeting referred to above and any adjournments of that meeting.

To appoint more than one proxy you may photocopy the Form of Proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. A person appointed by a Member to act as his/her proxy need not be a Member of the Company.
4. To be valid, forms of proxy must be lodged with Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time appointed for holding the Annual General Meeting referred to in this notice. A form of proxy is enclosed.
5. Completion of a form of proxy does not prevent a Member of the Company entitled so to do, from attending and voting at the above-mentioned annual general meeting, if he/she so wishes.
6. In order to have the right to attend and vote at the above-mentioned annual general meeting, a person must be entered on the register of Members of the Company at 9.00am on 5 September 2010 or, in the case of an adjournment of that meeting, at the time which is 48 hours before the time appointed for that adjourned meeting.
7. The Memorandum and Articles of Incorporation of the Company are available for inspection during normal business hours at the registered office of the Company in Guernsey.
8. CREST users should note that they can lodge their proxy votes for the meeting through the CREST Proxy Voting System. CREST members 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 members or other CREST sponsored members, and those CREST members who have appointed a 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 by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it relates to the appointment of a proxy or to 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 the issuer's agent (ID RA 10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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 issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001. CREST members and where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is therefore the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her 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 members 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.