

# **AGENDA**

The Eighteenth Annual General Meeting of Shareholders of Eurocommercial Properties N.V. will be held at The Amstel Inter Continental Hotel, Prof. Tulpplein 1, Amsterdam, The Netherlands, on Tuesday 3 November 2009 at 11.00 am. This meeting will be combined with a meeting of holders of depositary receipts as referred to in Article 11 of the Conditions of Administration of Stichting Administratiekantoor Eurocommercial Properties.

The business of the meeting will be as follows:

**1. Opening**

**2. Annual Report of the Board of Management**

To consider the Annual Report of the Board of Management for the financial year ended 30 June 2009, which includes compliance with the Netherlands Corporate Governance Code

**3. Financial Statements\***

To consider and adopt the financial statements of the Company for the financial year ended 30 June 2009 and to allocate the result of the financial year ended 30 June 2009 and to have the opportunity to ask questions to the auditors of the Company about the financial statements in relation to their statement on the fairness of those accounts.

**4. Dividend\***

To determine the amount of the dividend and the terms for payment of the dividend for the financial year ended 30 June 2009.

The recommendation of the Board of Supervisory Directors and the Board of Management is to declare a cash dividend of €0.178 per ordinary share (€1.78 per depositary receipt) to be paid on 30 November 2009. It is also recommended that, subject to its fiscal and other limitations, the Company will offer holders of depositary receipts the option of taking new depositary receipts from the Company's share premium reserve, instead of a cash dividend.

**5. Discharge of the Board of Management\***

To discharge the Board of Management from liability in respect of its management in the financial year ended 30 June 2009.

**6. Discharge of the Board of Supervisory Directors\***

To discharge the Board of Supervisory Directors from liability in respect of its supervision in the financial year ended 30 June 2009.

**7. Re-appointment of Mr J.C. Pollock as Supervisory Director\***

The Board of Supervisory Directors and the Board of Management propose to re-appoint Mr J.C. Pollock as Supervisory Director. Mr J.C. Pollock, retiring by rotation, and being eligible, offers himself for re-election effective 3 November 2009 for a period of four years. See also Annex II hereto.

**8. Remuneration of the Board of Supervisory Directors\***

The Board of Supervisory Directors and the Board of Management propose to determine the remuneration of the members of the Board of Supervisory Directors as set out in the 2008/2009 Remuneration Report, which is attached hereto as Annex I.

**9. Remuneration of the Board of Management\***

The Board of Supervisory Directors and the Board of Management propose to determine the remuneration of the members of the Board of Management as set out in the 2008/2009 Remuneration Report and to adopt the remuneration policy of the Company as set out in the 2008/2009 Remuneration Report, which is attached hereto as Annex I.

**10. Re-appointment of Auditors\***

To re-appoint Ernst & Young Accountants, Amsterdam as Auditors of the Company for the current financial year.

**11. Power to Issue Shares and/or Options Thereon\***

To continue the existing designation, expiring on 30 November 2011, pursuant to Articles 96 and 96a of Book 2 of the Netherlands Civil Code, of the meeting of holders of Priority Shares as the authorised body in connection with the issue of shares and rights to obtain shares, and the exclusion or restriction of pre-emptive rights thereon to the amount of the difference between (i) the available number of shares according to the authorised capital as amended and (ii) the number of issued shares and/or options thereon; said designation and authorisation to be made for the period until 30 November 2012 and to apply mutatis mutandis to the sale and transfer of bought back shares and depositary receipts thereon by the Company. Further background information is set out in Annex III attached hereto.

**12. Power to Buy Back Shares and/or Depositary Receipts\***

To continue the existing authorization of the Board of Management to acquire fully paid shares or depositary receipts thereof on behalf of the Company pursuant to Article 98 of Book 2 of the Netherlands Civil Code up to a maximum of 10% of the issued share capital and for a price being equal to or ranging between the nominal value and the higher of the prevailing net asset value or the prevailing stock market price; said authorisation to be made for the period until 31 December 2010. Further background information is set out in Annex III attached hereto.

**13. Any other business**

**14. Closing**

\* voting items

Amsterdam, 9 October 2009