

AGENDA

The Nineteenth 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 2 November 2010 at 11.00 am.

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 2010, 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 2010 and to allocate the result of the financial year ended 30 June 2010 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 2010.

The recommendation of the Board of Supervisory Directors and the Board of Management is to declare a cash dividend of € 0.182 per ordinary share (€ 1.82 per depositary receipt) to be paid on 30 November 2010. 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 2010.
- 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 2010.
- 7. Re-appointment of Mr W.G. van Hassel as Supervisory Director***
The Board of Supervisory Directors and the Board of Management propose to re-appoint Mr W.G. van Hassel as Supervisory Director. Mr W.G. van Hassel, retiring by rotation, and being eligible, offers himself for re-election effective 2 November 2010 for a period of four years. See also Annex I hereto.

- 8. Re-appointment of Mr A.E. Teeuw as Supervisory Director***
The Board of Supervisory Directors and the Board of Management propose to re-appoint Mr A.E. Teeuw as Supervisory Director. Mr A.E. Teeuw, retiring by rotation, and being eligible, offers himself for re-election effective 2 November 2010 for a period of four years. See also Annex I hereto.
- 9. 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 2009/2010 Remuneration Report, which is attached hereto as Annex II.
- 10. 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 2009/2010 Remuneration Report and to adopt the remuneration policy of the Company, including the granting of 825,000 new stock options to the members of the Board of Management and staff of the Company and of its group companies, and the allocation thereof, as set out in the 2009/2010 Remuneration Report, which is attached hereto as Annex II.
- 11. Re-appointment of Auditors***
To re-appoint Ernst & Young Accountants, Amsterdam as Auditors of the Company for the current financial year.
- 12. Power to Issue Shares and/or Options Thereon***
To amend the existing designation, expiring on 30 November 2012, 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 up to a maximum of 50% of the issued capital of the Company; said designation and authorisation to be made for the period until 30 June 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.
- 13. 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 of the Company 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 2011. Further background information is set out in Annex III attached hereto.
- 14. Amendment of the Articles of Association of the Company and authorisation as referred to in article 2:124 of the Netherlands Civil Code***
To amend the Articles of Association of the Company in accordance with the draft notarial deed, available at the offices of the Company for inspection and attached hereto as Annex IV, to reflect some recent amendments of the Netherlands Civil Code including the introduction of the record date.

The Board of Supervisory Directors and the Board of Management propose to authorise each of the members of the Board of Management to pass the notarial deed to amend the Articles of Association of the Company and to make any amendments which may be necessary to obtain the certificate of no-objection from the Ministry of Justice in The Netherlands.

15. Changes to the Articles of Association and the Conditions of Administration of Stichting Administratiekantoor Eurocommercial Properties

These changes to the Articles of Association and the Conditions of Administration of Stichting Administratiekantoor Eurocommercial Properties are mainly required to introduce a global note replacing the CF-certificates and to make the record date possible. The draft notarial deeds containing all these changes are attached hereto as Annex V.

16. Any other business

17. Closing

* voting items

Amsterdam, 17 September 2010.