

AGENDA

The Twentieth 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 1 November 2011 at 14.00 (CET).

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 2011, 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 2011 and to allocate the result of the financial year ended 30 June 2011 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 2011.

The recommendation of the Board of Supervisory Directors and the Board of Management is to declare a cash dividend of €0.188 per ordinary share (€1.88 per depositary receipt) to be paid on 30 November 2011. 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 2011.

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 2011.

7. 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 2010/2011 Remuneration Report, which is attached hereto as Annex I.

8. 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 2010/2011

Remuneration Report and to adopt the remuneration policy of the Company, as set out in the 2010/2011 Remuneration Report, which is attached hereto as Annex I.

9. Re-appointment of Auditors*

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

10. Power to Issue Shares and/or Options Thereon*

To amend the existing designation, expiring on 30 June 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 2013 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 II attached hereto.

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

To continue the existing authorisation 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 2012. Further background information is set out in Annex II attached hereto.

12. Amendment of the Articles of Association of the Company and Authorisation*

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 III, to reflect some future amendments of the Netherlands Civil Code about conflicts of interest and some other matters.

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.

The resolution to amend the Articles of Association and the authorisation of the Board members are subject to the suspensive condition that the amendments of the Netherlands Civil Code about conflicts of interest are enacted.

13. Any Other Business

14. Closing

* voting items

Amsterdam, 16 September 2011