

EUROCOMMERCIAL PROPERTIES N.V.

Checklist Corporate Governance Code

Best practice principle	Short description	Comply/ explain
	Compliance with and enforcement of the code	
I.1	Broad outline of the corporate governance structure in separate chapter of the annual report.	Comply
I.2	Substantial changes in the corporate governance structure shall be submitted to the annual general meeting of shareholders (AGM).	Comply
	Board of Management (BM)	
	Role and procedure	
II.1.1	BM members appointed for 4 years	Comply
II.1.2.	Submission of objectives and strategy by BM to Supervisory Board (SB) for approval	Comply
II.1.3.a	Risk analyses of objectives of the Company	Comply
II.1.3.b	Code of conduct	Comply
II.1.3.c	Manual for financial administration	Comply
II.1.3.d	Internal reporting system	Comply
II.1.4	Explanation of internal risk management and control systems	Comply
II.1.5	Internal control statement	Comply
II.1.6	Analysis of sensitivity	Comply
II.1.7	Protection of whistleblower	Comply
II.1.8	Test supervisory board memberships of BM members	Comply
II.1.9	Response time for request on agenda item	Comply
II.1.10	Involvement SB in takeover process	Comply
II.1.11	Discuss request of competing bidder with SB	Comply
	Remuneration	
II.2.1	Analysis of possible outcome of variable remuneration	Comply
II.2.2	Carry out scenario analysis	Comply
II.2.3	Results, share price performance and non financial indicators	Explain
II.2.4	Three years vesting period for options	Comply
II.2.5	Lock-up shares from share regulations	Comply
II.2.6	Minimum exercise price share options	Comply
II.2.7	No modification of option conditions	Comply
II.2.8	Dismissal fee no more than 1 times fixed annual salary	Comply
II.2.9	No loans to BM and SB members	Comply
	Determination and disclosure of remuneration	
II.2.10	If unfair result adjust variable component	Comply
II.2.11	Claw back clause	Comply
II.2.12	Remuneration report including overview of policy for next few years	Comply
II.2.13	Information requirements remuneration report	Comply
II.2.14	Immediate publication of important elements of BM member employment contract at appointment	Comply
II.2.15	Explanation of special remuneration in remuneration report	Comply

Best practice principle	Short description	Comply/ explain
	Conflicts of interests	
II.3.1.a	BM member does not enter into competition with the Company	Comply
II.3.1.b	BM member does not make material gifts to family members	Comply
II.3.1.c	BM member does not provide unjustified benefits to third parties	Comply
II.3.1.d	BM member does not provide business opportunities to himself or his family	Comply
II.3.2	Reporting arrangement conflicting interests	Comply
II.3.3	Not participate in decisions regarding situations with conflicting interests	Comply
II.3.4	Conflicting interests situations handled as customary in industry	Comply
	Supervisory Board	
	Role and procedure	
III.1.1	Division of duties SB in regulations placed on website	Comply
III.1.2	Inclusion of SB report in annual report	Comply
III.1.3	Personal information SB members	Comply
III.1.4	Policy interim retirement SB members	Comply
III.1.5	Report of absence of SB members	Comply
III.1.6	Supervising duties SB	Comply
III.1.7	General committee SB	Comply
III.1.8	SB meeting strategy and main business risks	Comply
III.1.9	Provision of means SB for performing its duties	Comply
	Independence	
III.2.1	All SB members have to comply with provision III.2.2 with the exception of not more than one SB member	Comply
III.2.2.a	SB member has not been director or employee of the Company in last 5 years	Comply
III.2.2.b	SB member does not receive other fee than for SB membership	Comply
III.2.2.c	SB member has not had business relationship with the Company before appointment	Comply
III.2.2.d	SB member is not BM member of a company of which a BM member of the Company is SB member	Comply
III.2.2.e	SB member does not have interest of at least 10 percent in the Company	Comply
III.2.2.f	SB member is not director or SB member of a legal entity that has at least a 10% interest in Company	Comply
III.2.2.g	SB member has not been temporary director of the Company in the past 12 months	Comply
III.2.3	Statement of independence	Comply
	Expertise and composition	
III.3.1	Profile SB and diversity	Comply
III.3.2	Presence of financial expert	Comply
III.3.3	Presence of introduction programme	Comply
III.3.4	Number of SB memberships of SB members	Comply
III.3.5	Maximum term SB members of 3 times 4 years	Explain
III.3.6	Retirement schedule	Comply
	Chairman SB and company secretary	
III.4.1.a	Supervision of following introduction programme	Comply

Best practice principle	Short description	Comply/explain
III.4.1.b	Supervision of timely receipt of information	Comply
III.4.1.c	Supervision of sufficient time for discussion	Comply
III.4.1.d	Supervision of functioning SB committees	Comply
III.4.1.e	Supervision of assessment SB and BM members	Comply
III.4.1.f	Supervision of SB choosing Vice-Chairman	Comply
III.4.1.g	Guarantee contacts SB and BM with works council	Comply
III.4.2	Chairman SB is not former BM member of Company	Comply
III.4.3	Guarantee of supervision by company secretary. Secretary is appointed and dismissed by BM after SB approval	Comply
III.4.4	Role and duties Vice-Chairman	Comply
	Composition and duties three core committees of SB	
III.5.1	SB draws up regulations for each committee	Comply
III.5.2	SB report states composition committees, number of meetings and topics discussed	Comply
III.5.3	SB receives committee reports	Comply
	<i>Audit committee (AC)</i>	
III.5.4.a	Supervision of risk control and ICT systems	Comply
III.5.4.b	Supervision of financial information provision	Comply
III.5.4.c	Supervision of follow-up recommendations external auditor	Comply
III.5.4.d	Supervision of internal audit function	Explain
III.5.4.e	Supervision of tax planning	Comply
III.5.4.f	Supervision of relationship with external auditor	Comply
III.5.4.g	Financing of the Company	Comply
III.5.4.h	ICT applications	Comply
III.5.5	AC is first point of contact for external auditor	Comply
III.5.6	Chairman AC is not chairman SB or former BM member of the Company	Comply
III.5.7	AC has at least one financial expert	Comply
III.5.8	AC decides who is present at its meetings	Comply
III.5.9	AC meets at least once a year in absence of BM	Comply
	<i>Remuneration committee (RC)</i>	
III.5.10.a	RC makes proposal to SB about remuneration policy to be pursued	Comply
III.5.10.b	RC makes proposal to SB about remuneration of individual BM member	Comply
III.5.10.c	RC draws up remuneration report in accordance with best practice provision 11.2.12	Comply
III.5.11	Chairman RC is not chairman SB, former BM member of the Company or BM member of other listed company	Comply
III.5.12	No more than 1 RC member is BM member of other Dutch listed company	Comply
III.5.13	Services external remuneration consultant	Comply
	Selection and appointment committee	
III.5.14.a	Draw up selection criteria and appointment procedures SB and BM members	Comply
III.5.14.b	Evaluation size and composition SB and BM	Comply
III.5.14.c	Assessment of functioning of SB and BM members	Comply
III.5.14.d	Proposals for (re)appointments	Comply

Best practice principle	Short description	Comply/ explain
III.5.14.e	Supervision of BM policy concerning appointment procedures senior management	Comply
	Conflicts of interests	
III.6.1	SB member reports conflicting interests immediately to Chairman SB	Comply
III.6.2	Respective SB member does not participate in discussion and decision making concerning conflicting interests	Comply
III.6.3	Conflicting interests transactions made on conditions customary in industry	Comply
III.6.4	Transactions with shareholders of at least 10% of shares in the Company made on conditions customary in industry and require SB approval	Comply
III.6.5	SB regulations contain regulations on conflicting interests and securities transactions	Comply
III.6.6	Delegated SB member has no more rights than SB member	Comply
III.6.7	SB member who takes on management duties retires from SB	Comply
	Remuneration	
III.7.1	SB member has no options on shares in the Company	Comply
III.7.2	Shareholding in the Company is long-term investment	Comply
III.7.3	The Company does not provide personal loans to SB members	Comply
	One tier board structure	
III.8.1	The chairman of the board is not and has not been an executive director	Comply
III.8.2	The chairman of the board checks composition and functioning of the board	Comply
III.8.3	The board implements III.5 of this code	Comply
III.8.4	Majority of board members is not charged with daily affairs	Comply
	Shareholders	
IV.1.1	Amplified majority requirement binding nomination of SB or BM member can be annulled by second meeting of shareholders	Explain
IV.1.2	Voting rights attaching to financing preference shares based on the real value of the capital contribution	Comply
IV.1.3	Publication of position of BM if private bid is made for substantial part of the business	Comply
IV.1.4	Dividend policy shall be separate item on the agenda	Comply
IV.1.5	Proposal to pay dividend shall be separate item on the agenda	Comply
IV.1.6	Discharge of MB and SB shall be separate items on the agenda	Comply
IV.1.7	The Company sets registration date for voting rights and access to general meeting	Comply
IV.1.8	Chairman responsible for proper conduct of business at AGM	Comply
	Depositary receipts of shares	
IV.2.1	The Board of Trustees of foundation has the confidence of depositary receipt holders and is independent of the Company	Comply
IV.2.2	The Board of Trustees of foundation shall be appointed by the Board of Trustees	Comply

Best practice principle	Short description	Comply/explain
IV.2.3	Maximum term for appointment of Board of Trustees members is 3 times 4 years	Comply
IV.2.4	The Board of Trustees shall be present at AGM	Comply
IV.2.5	In exercising its voting rights, the Board of Trustees shall be guided primarily by the interests of the depositary receipt holders	Comply
IV.2.6	Board of Trustees reports on its activities	Comply
IV.2.7	Report must fulfill a number of requirements	Comply
IV.2.8	The foundation shall issue proxies to depositary receipt holders at their request	Comply
	Information provision/logistics AGM	
IV.3.1	Analysts' meetings and press conference are announced in advance and can be followed via webcasting or conference call	Explain
IV.3.2	Assessment of analysts' report only on factual inaccuracies	Comply
IV.3.3	Company pays no fees for preparation of analysts' reports	Comply
IV.3.4	No analysts' meetings and such shortly before publication of regular financial information	Comply
IV.3.5	SB and BM provide AGM with all information unless contrary to interests of the Company	Comply
IV.3.6	The Company shall place all information, which it is required to publish pursuant to company and securities laws, on a separate part of its website, or uses hyperlinks to that end	Comply
IV.3.7	AGM agenda lists items for discussion separately from items for voting	Comply
IV.3.8	Shareholders' circular of all facts and circumstances relevant to approval requested from shareholders	Comply
IV.3.9	Appointments and amendments of AoA as separate items of AGM agenda	Comply
IV.3.10	AGM minutes are published within three months after the AGM	Comply
IV.3.11	BM gives overview of protection measures and states under which conditions these would be implemented	Comply
IV.3.12	Independent third party for proxy voting	Comply
IV.3.13	Outline policy for one-on-one meetings	Explain
	Responsibility of institutional investors (II's)	
IV.4.1	II's annually publish voting right policy on website	Comply
IV.4.2	II's annually report on voting policy on website	Comply
IV.4.3	II's quarterly report on their website how they voted at AGM's in concrete cases	Comply
	Responsibility of shareholders	
IV.4.4	Consultation of BM prior to request item on AGM agenda	Comply
IV.4.5	Voting	Comply
IV.4.6	Explain request to put item on AGM agenda	Comply
	Audit of the financial reporting and the position of the external auditor	
	Financial reporting	
V.1.1	SB supervises procedures concerning preparation and publication of financial reports	Comply
V.1.2	AC assesses how auditor is involved in financial reporting	Comply

Best practice principle	Short description	Comply/ explain
V.1.3	BM carries responsibility for internal procedures securing timely provision of full and correct information	Comply
	Appointment, remuneration and assessment of external auditor	
V.2.1	External auditor is present at AGM and can be questioned	Comply
V.2.2	BM and AC report annually to SB on relation with external auditor	Comply
V.2.3	BM and AC assess external auditor once every 4 years	Comply
	Internal audit function	
V.3.1	External auditor and AC prepare the work schedule of the internal auditor	Explain
V.3.2	Internal auditor's position versus external auditor and Chairman AC	Explain
V.3.3	Annual review of need for internal auditor	Comply
	Relation and communication of external accountant with Company bodies	
V.4.1	The external auditor is present at SB meeting in which the report of the audit of the annual accounts and its approval are discussed	Comply
V.4.2	Access to AC by external auditor	Comply
V.4.3.A	Lay-out demands 2:393 subsection 4 of the Netherlands Civil Code concerning audit	Comply
V.4.3.B	Lay-out demands 2:393 subsection 4 of the Netherlands Civil Code concerning financial figures	Comply
V.4.3.C	Lay-out demands 2:393 subsection 4 of the Netherlands Civil Code concerning internal risk management and control systems	Comply