

MINUTES OF AN EXTRAORDINARY GENERAL MEETING OF  
EUROCOMMERCIAL PROPERTIES N.V. (THE "COMPANY") HELD AT THE OFFICES OF THE  
COMPANY AT HERENGRACHT 469, AMSTERDAM, THE NETHERLANDS ON THURSDAY 18 JUNE  
2020 AT 09.30 HOURS (CEST).

## 1. Opening

The meeting was formally opened at 09.30 hours (CEST) by the Chairman of the Supervisory Board, Mr B.T.M. Steins Bisschop, acting as Chairman of the meeting. The Chairman extended a warm welcome to all present in person.

The Chairman appointed the Company Secretary / Director Legal, Mr V.P.J. Meijer, as Secretary of the meeting, who was present in person. The Chairman also welcomed Mr E.J. van Garderen, member of the Board of Management, who attended the meeting in person.

The Chairman reported that the meeting had been properly convened and that all statutory requirements had been met to convene a legally valid meeting in which legally valid resolutions could be adopted. The notice to convene the meeting had been published on the website of the Company on Thursday 7 May 2020 and written notices had also been sent to all holders of registered shares.

The Chairman noted that the notice of this meeting mentions that a number of protective measures will be implemented due to the current exceptional circumstances of the COVID-19 pandemic, that the Company assumes no holders of depositary receipts or their representatives will attend the meeting in person, and also that the notice provides that persons entitled to vote have the possibility to exercise their voting rights by providing voting instructions in accordance with the proxy voting procedures. The Chairman reported that no shareholders and holders of depositary receipts have requested to attend and/or appeared at the meeting and concludes that all votes cast for the agenda item of this Extraordinary General Meeting have been cast via (electronic) proxy prior to the meeting.

The Chairman reported that the total number of issued shares in the capital of the Company was 499,096,814 registered shares. Each share was entitled to one vote and each depositary receipt was entitled to ten votes, provided the applicable conditions had been fulfilled. 506,924 depositary receipts, representing 5,069,240 ordinary shares, had been bought back by the Company. No votes could be cast on these securities (Section 2:118 subsection 7 of the Dutch Civil Code), which meant that the total number of shares on issue with third parties was 494,027,574. The total number of shares either present or represented electronically at the meeting and entitled to vote was 493,962,350. 65,224 shares were not represented.

The Company Secretary thanked the Chairman and noted that the notice convening the Extraordinary General Meeting provides that the voting instructions submitted through the e-voting system of ABN AMRO Bank N.V. ("**ABN AMRO**") entail a proxy with voting instruction to Mr C.A. Voogt, civil law notary in Amsterdam, or in his absence a substitute designated by him (the "**Notary**"), as an independent third party as referred to in best practice provision 4.3.2 of the Dutch Corporate Governance Code. The Company Secretary informed the meeting that the Notary has informed him by letter dated 17 June 2020 (the "**Notary Letter**") that the Notary will not attend the Extraordinary General Meeting due to the situation surrounding COVID-19. Furthermore, the Company Secretary informed the meeting that pursuant to the Notary Letter, the Company Secretary shall (i) inform the general meeting on behalf of the Notary of the electronic voting instructions provided by ABN AMRO to the Notary in relation to the

agenda item of this meeting (the "**Votes**") and (ii) cast the Votes on behalf of the holders of depositary receipts.

Furthermore, the Company Secretary informed the meeting that he has been granted a power of attorney by the Board of Trustees of Stichting Administratiekantoor Eurocommercial Properties (the "**Foundation**") to represent the Foundation at this meeting and to cast votes in favour of agenda item 2 of this meeting, in the Foundation's name, with regard to the voting rights attached to the 173,802,500 shares for which the depositary receipt holders did not make use of the power of attorney to represent the Foundation at this meeting and to exercise on his behalf the rights associated with the number of shares for which the Foundation has assigned depositary receipts to that depositary receipt holder.

Also, the Company Secretary noted that no shareholders or holders of depositary receipts entitled to vote submitted questions to the Company Secretary about the agenda items in advance of the meeting.

## **2. Proposal to amend the Articles of Association (voting item)**

The Chairman noted to the meeting that the Board of Management and the Board of Supervisory Directors proposed to amend the articles of association of the Company (the "**Articles of Association**") materially in accordance with the draft deed of amendment of the Articles of Association prepared by De Brauw Blackstone Westbroek N.V. ("**De Brauw**"), which was attached to the meeting documents for this Extraordinary General Meeting, and as further described in the notice for this meeting. This proposal to amend the Articles of Association also includes the proposal to authorise each member of the Board of Management as well as to each (candidate) civil law notary, lawyer and paralegal employed by De Brauw, to execute the deed of amendment of the Articles of Association.

There being no questions, the Chairman then proposed to vote to adopt the proposal to amend the Articles of Association.

The Chairman then confirmed that the resolution was adopted by the meeting, the votes having been cast as follows:

### Shares

The total number of shares validly voted on: 493,962,350 (98.97% of the issued share capital).

### Votes

Total valid votes:	493,962,350
Total number of votes in favour:	493,962,150
Total number of votes against:	200
Total number of abstentions:	0

The resolution was **adopted** with a majority of 99.99%.

## **3. Closing**

There being no other business to discuss, the Chairman thanked all present for attending the meeting in person . The meeting was closed at 10.00hours (CEST).

Mr B.T.M. Steins Bisschop, Chairman  
Date: 18 June 2020

Mr V.P.J. Meijer, Secretary  
Date: 18 June 2020