

## Notice convening an Extraordinary General Meeting of Shareholders of Eurocommercial Properties N.V. (the "Company")

to be held at the offices of the Company, Herengracht 469, 1017 BS, Amsterdam, the Netherlands, on Thursday 29 October 2020 at 1.30 pm (CEST).

### Agenda

1. **Opening**
2. **Re-appointment Mr Evert Jan van Garderen as member of the Board of Management (voting item)**
3. **Closing**

### Coronavirus (COVID-19)

Due to the circumstances caused by the Novel Coronavirus (COVID-19) in the Netherlands a number of protective measures will be implemented and further precautionary actions may be taken based on updated information and circumstances. Please note that the Extraordinary General Meeting will be held in a meeting room with a rather limited number of seats at the offices of the Company. The Company assumes no holders of depositary receipts or their representatives will attend the meeting in person. Alternatively, you will have the possibility to exercise your voting rights by providing voting instructions in accordance with the proxy voting procedures.

Furthermore, given the extraordinary circumstances, shareholders or holders of depositary receipts entitled to vote can submit questions about the agenda items in advance via an email to the Company Secretary of the Company (email: [info@ecpnv.com](mailto:info@ecpnv.com)) until Monday 26 October 2020. Our aim is to answer these questions prior to the meeting. These questions and answers will also be discussed during the meeting and will be reflected in the minutes of the meeting.

The Company continuously monitors developments in the context of COVID-19 and reserves the right to make further adjustments to, or to set (other) conditions in respect of, amongst other things, the location, timing, attendance, scope and agenda of the meeting if circumstances so demand. Any updates and/or attendance safety guidance on this Extraordinary General Meeting will be published on our corporate website ([www.eurocommercialproperties.com](http://www.eurocommercialproperties.com)).

### Record date

The record date is the determining factor to attend the Extraordinary General Meeting and to exercise voting rights during that meeting. The record date for this meeting is Thursday 1 October 2020 after closing of the books (the "Record Date") so that persons who were shareholders or holders of depositary receipts on the Record Date, will have the right to attend the meeting and to exercise their voting rights in accordance with the number of shares or depositary receipts for shares they hold at the Record Date, if they are registered as such in one of the registers designated by the Board of Management, and provided that those persons have registered for the meeting in accordance with the provisions set forth below.

### Registers

The (sub-)registers designated for holders of depositary receipts are the administrations held by the institutions that are intermediaries as defined in the Netherlands Securities Giro Act (*Wet giraal effectenverkeer*) (the "Intermediary"), which indicate who is entitled to such depositary receipts at the Record Date.

The register designated for holders of registered shares is the shareholders' register of the Company which indicates who are the holders of registered shares at the Record Date. Notice to the holders of registered shares will be given by the Board of Management of the Company by letters sent to the addresses listed in the shareholders' register of the Company.

### Registration holders of depositary receipts

As stipulated above, given the current circumstances it is for the time being assumed that no holders of depositary receipts or their representatives will attend the meeting in person. At the meeting any social

interaction will be limited as much as possible and necessary. No tea, coffee or other drinks will be served prior to the meeting. There will not be a post-meeting reception.

If, despite the Coronavirus situation, a holder of depositary receipts insists to attend the meeting either in person or by proxy, he or she is required to notify the Company via an email to the Company Secretary of the Company (email: [info@ecpnl.com](mailto:info@ecpnl.com)), including the reasons for wanting to attend in person. Your email must be received by Thursday 22 October 2020 at the latest.

Such holder of depositary is also required to register for the meeting with ABN AMRO Bank N.V. (“**ABN AMRO**”) directly via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or via the Intermediary in whose administration their depositary receipts are registered by Thursday 22 October 2020 at the latest. For this purpose the Intermediary that has registered the depositary receipts shall, no later than 11.00 (CET) on Friday 23 October 2020 issue a statement to ABN AMRO via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary). This statement must include (i) the number of depositary receipts held at the Record Date and (ii) the full address details of the relevant holders of depositary receipts in order to be able to verify their holding on the Record Date in an efficient manner. The holder will receive a proof of registration which will also serve as an admission ticket for the meeting and as evidence of the power of attorney to vote at the meeting pursuant to the conditions of administration of Stichting Administratiekantoor Eurocommercial Properties.

A proof of registration and a valid identity document (passport, driving license or identity card) are required for admission to the meeting and attendance in person by depositary receipt holders or their representatives is furthermore subject to compliance with the government measures relating to the COVID-19 situation in the Netherlands.

#### **Voting through internet/proxy**

Votes for this Extraordinary General Meeting can be cast via (electronic) proxy. Shareholders or holders of depositary receipts who wish to exercise their voting right via (electronic) proxy are required to have their voting instruction submitted through the e-voting system of ABN AMRO via [www.abnamro.com/evoting](http://www.abnamro.com/evoting), which entails a proxy with voting instruction to Ms S. van Suijdam, civil law notary in Amsterdam, or in her absence the substitute designated by her, as an independent third party as referred to in best practice provision 4.3.2 of the Dutch Corporate Governance Code. The voting instructions can be given through the e-voting system as from Friday 2 October 2020 up to and including Thursday 22 October 2020.

#### **Documentation**

This notice, including agenda and notes thereto, and the announcements that are required by virtue of law can be found on the website of the Company ([www.eurocommercialproperties.com](http://www.eurocommercialproperties.com)). These documents are as well available, free of charge, via ABN AMRO ([corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com) or tel: 31 20 344 2000). These documents are also available for inspection at the offices of the Company at Herengracht 469, Amsterdam, The Netherlands (tel: 31 20 530 6030).

#### **Issued share capital and voting rights**

On 16 September 2020 the total number of issued shares in the capital of the Company amounts to 499,096,818 composed of 499,096,818 ordinary registered shares. 499,031,590 ordinary registered shares are converted into registered depositary receipts. Each registered depositary receipt represents ten registered shares. Each share is entitled to one vote. Each depositary receipt is entitled to ten votes, provided the prevailing conditions have been fulfilled. Today, 506,934 depositary receipts, representing 5,069,343 ordinary shares, have been bought back by the Company. Pursuant to Section 2:118 subsection 7 of the Dutch Civil Code, no votes can be cast on those securities bought back and therefore there are currently 493,962,247 potential votes by holders of depositary receipts and 494,027,475 potential votes in total.

Amsterdam, 16 September 2020

The Board of Supervisory Directors and the Board of Management

## **STATEMENT STICHTING ADMINISTRATIEKANTOOR EUROCOMMERCIAL PROPERTIES**

Stichting Administratiekantoor Eurocommercial Properties has the intention to cast the voting rights, attached to the shares for which no proxies have been issued, in respect of voting item 2 on the agenda regardless of whether this item may change the rights attached to the shares being administered, but only in case less than two thirds of the Company's issued share capital votes in favour of or against the proposed resolution.

Amsterdam, 16 September 2020

Board of Trustees Stichting Administratiekantoor Eurocommercial Properties