

AGENDA

The Thirtieth Annual General Meeting of Shareholders ("**General Meeting**") of Eurocommercial Properties N.V. (the "**Company**") will be held at De Koninklijke Industriële Groote Club (Groote Zaal), Dam 27 (1012 JS), Amsterdam, The Netherlands, on Tuesday 14 June 2022 at 13.30 pm (CET) (the "**AGM**").

The business of the AGM will be as follows:

1. Opening

2. Report of the Board of Management (no voting item)

Presentation of the Report of the Board of Management for the financial year ended 31 December 2021, which includes a report on the Company's compliance with the Dutch Corporate Governance Code.

3. Financial Statements (voting item)

Proposal to adopt the financial statements of the Company for the financial year ended 31 December 2021, which includes the allocation of results.

4. Dividend

a. Dividend policy (no voting item)

Presentation by the Board of Management on the revised dividend policy of the Company in compliance with the Dutch Corporate Governance Code. See Annex I attached hereto for a further explanation of the revised policy.

b. Declaration of dividend (voting item)

The Board of Supervisory Directors and the Board of Management propose to declare a dividend over the financial year ended 31 December 2021, which dividend is to be paid on 1 July 2022 and comprises the following two elements:

- (i) a cash dividend of € 1.50 per share; and
- (ii) a mandatory scrip dividend of 1 new share for every 75 existing shares.

This proposal includes the authorisation of the Board of Management as the competent body to resolve, subject to the approval of the Board of Supervisory Directors, (a) to issue such number of new shares necessary for the payment of the scrip dividend, and (b) to exclude the pre-emptive rights of existing shareholders in this respect.

See Annex I attached hereto for a further explanation in respect of this combined proposal.

5. Discharge of the members of the Board of Management (voting item)

Proposal to discharge the members of the Board of Management in office in the financial year ended 31 December 2021 from all liability in relation to the exercise of their duties in said financial reporting period.

- 6. Discharge of the members of the Board of Supervisory Directors (voting item)**
Proposal to discharge the members of the Board of Supervisory Directors in office in the financial year ended 31 December 2021 from all liability in relation to the exercise of their duties in said financial reporting period.
- 7. Reappointment of members of the Supervisory Board**
- a. Reappointment of Mr B.T.M. Steins Bisschop (voting item)**
The Board of Supervisory Directors proposes, by way of a binding nomination, to reappoint Mr B.T.M. Steins Bisschop as member of the Supervisory Board. Mr B.T.M. Steins Bisschop, of Dutch nationality, retiring by rotation and being eligible, offers himself for re-election effective 14 June 2022 for a period of two years, ending immediately after the Annual General Meeting that will be held in the year his reappointment lapses. (see also Annex II hereto)
- b. Reappointment of Mrs E.R.G.M. Attout (voting item)**
The Board of Supervisory Directors proposes, by way of a binding nomination, to reappoint Mrs E.R.G.M. Attout as member of the Supervisory Board. Mrs E.R.G.M. Attout, of Belgian nationality, retiring by rotation and being eligible, offers herself for election effective 14 June 2022 for a period of four years, ending immediately after the Annual General Meeting that will be held in the year her reappointment lapses. (see also Annex II hereto)
- 8. Reappointment of members of the Board of Management**
- a. Reappointment of Mr R. Fraticelli (voting item)**
The Board of Supervisory Directors proposes, by way of a binding nomination, to reappoint Mr R. Fraticelli as member of the Board of Management. Mr Fraticelli, of Italian nationality, and being eligible, offers himself for election effective 14 June 2022 for a period of four years, ending immediately after the Annual General Meeting that will be held in the year his reappointment lapses. (see also Annex III hereto)
- b. Reappointment of Mr J.P.C. Mills (voting item)**
The Board of Supervisory Directors proposes, by way of a binding nomination, to reappoint Mr J.P.C. Mills as member of the Board of Management. Mr Mills, of British nationality, and being eligible, offers himself for election effective 14 June 2022 for a period of two years, ending immediately after the Annual General Meeting that will be held in the year his reappointment lapses. (see also Annex III hereto)
- 9. Remuneration**
- a. Remuneration Report (advisory voting item)**
The Board of Supervisory Directors has drawn up the Company's Remuneration Report for the financial year ended 31 December 2021. This Remuneration Report is submitted to this AGM for a non-binding advisory vote in accordance with section 2:135b subsection 2 of the Dutch Civil Code. The Remuneration Report is attached hereto as Annex IV.
- b. Adoption Remuneration Policy for the Board of Management (voting item)**
The Board of Supervisory Directors proposes to adopt a revised Remuneration Policy for the Board of Management. Subject to its adoption by this AGM, the proposed Remuneration Policy for the Board of Management will, effective as from 1 January 2022, replace the current Remuneration Policy that was last adopted in the 8 June 2021 General Meeting. The proposed revised Remuneration Policy for the Board of Management is,

together with explanatory notes to the most important changes, included in the Remuneration Report as attached hereto as Annex IV.

- 10. Determination of the remuneration of the Board of Management (voting item)**
The Board of Supervisory Directors proposes to the General Meeting to determine the remuneration of the members of the Board of Management as set out in Annex IV.
- 11. Determination of the remuneration of the Board of Supervisory Directors (voting item)**
The Board of Supervisory Directors proposes to the General Meeting to determine the remuneration of the members of the Board of Supervisory Directors as set out in Annex IV.
- 12. Reappointment of the external auditor (voting item)**
Proposal to re-appoint KPMG Accountants N.V., as external auditor of the Company for the financial year ending 31 December 2023. See Annex V attached hereto.
- 13. Authorisation to issue shares and/or grant rights to subscribe for shares, and to limit or exclude pre-emptive rights (voting item)**
In accordance with sections 2:96 and 2:96a of the Dutch Civil Code, it is proposed to authorise the Board of Management to issue shares and/or grant rights to subscribe for shares and to limit or exclude pre-emptive rights in connection therewith, subject to approval of the Board of Supervisory Directors. In accordance with the current corporate governance practices, the proposed authorisation to issue shares, grant rights to subscribe for shares or to limit or exclude pre-emptive rights, as the case may be, is limited to a period of 18 months (i.e. up to and including 13 December 2023) and to a maximum of 10% of the issued share capital of the Company as at the date of the Board of Management's resolution. If this authorisation is approved by the General Meeting, the existing authorisation as granted per 8 June 2021 will cease to apply. Further background information is set out in Annex VI attached hereto.
- 14. Authorisation to repurchase shares (voting item)**
In accordance with section 2:98 of the Dutch Civil Code, it is proposed to authorise the Board of Management to, on behalf of the Company, repurchase (on a stock exchange or otherwise) shares, up to a maximum of 10% of the issued share capital of the Company as at the date of the Board of Management's resolution to repurchase shares 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. The authorisation is to be granted for a period of 18 months (i.e. until and including 13 December 2023). If this authorisation is approved by the General Meeting, the existing authorisation as granted per 8 June 2021 will cease to apply. Further background information is set out in Annex VII attached hereto.
- 15. Any Other Business**
- 16. Closing**

Amsterdam, 26 April 2022