

**NOTES TO THE AGENDA FOR THE THIRTHIEST ANNUAL GENERAL MEETING OF
SHAREHOLDERS OF EUROCOMMERCIAL PROPERTIES N.V.**

ANNEX I

Agenda item 4: Dividend

Ad a. Dividend Policy.

Effective as from the financial year 2022, the Company has revised its dividend policy. The revised policy provides for a cash dividend pay-out ratio ranging between 65% and 85%, but with a target of 75% of the direct investment result per share. With effect from the financial year 2022, an interim dividend will be payable in January of the year concerned and a final dividend payable in July of the year concerned. This will imply that the first interim dividend will be payable in January 2023 and the first final dividend in July 2023. The interim dividend is expected to be 40% of the total cash dividend paid in the previous financial year.

Ad b. Declaration of dividend.

Eurocommercial Properties N.V. (the "Company") is a Dutch fiscal investment institution (FBI) in accordance with section 28 of the Dutch Act on Corporate Income Tax. One of the conditions of the FBI status is the requirement to distribute the taxable result as a dividend to its shareholders within eight months after the balance sheet date. Such distribution can be made either in cash or in shares or a combination thereof.

The Company also has the French SIIC status, which means that there is no French corporate income tax due if the investment results are distributed to the shareholders. Due to capital gains resulting from past property sales and an operational result, the Company has a dividend distribution obligation to maintain its SIIC status. This obligation can also be met either by payment of a dividend in cash or in shares or a combination thereof.

For the financial year ended 31 December 2021 the dividend to be distributed by the Company prior to 31 August 2022 in accordance with the FBI rules and the SIIC rules is €100 million (rounded).

In view of the above the Board of Management and the Supervisory Board propose to pay a dividend of €1.50 per share in cash and to pay a mandatory scrip dividend of one new share per 75 existing shares in order to meet the fiscal distribution obligations for both the Company's FBI status and the Company's SIIC status. This proposal also includes the authorisation of the Board of Management as the competent body to resolve, subject to the approval of the Board of Supervisory Directors, to (i) issue such number of new shares necessary for the payment of the scrip dividend, and (ii) exclude the pre-emptive rights of existing shareholders in this respect.

If this proposal is adopted the ex-dividend date will be Thursday 16 June 2022. The dividend payment date will be Friday 1 July 2022.

The Company currently has 52,146,993 shares, which number of shares includes 36,030 fractional shares, outstanding with third parties (so excluding the 506,924 shares bought back). This implies that the Company will pay a cash dividend of in total approximately € 78.2 million and will issue 695,293 new shares (1 for 75) at an issue price of € 32.00 per share, which translates into a scrip dividend of in total approximately € 22.2 million. The total dividend is therefore approximately € 100.4 million.

Since 1998 the Company has annually offered a scrip dividend with issue prices at or with some discount to the net asset value of the shares, which issue prices were usually higher or much higher than the prevailing stock price. This time the pricing of the scrip dividend is similar.

In principle the Company has to withhold 15% Dutch dividend withholding tax on the entire dividend distributed (both cash and scrip dividend). However, due to specific Dutch dividend withholding tax calculation rules the Company has to withhold a total (lower) amount of Dutch dividend withholding tax of € 12.8 million. This implies that shareholders will receive a net cash dividend amount of € 1.254 per share (so a gross dividend of € 1.50 minus € 0.246 Dutch dividend withholding tax) and one new share for each 75 shares they hold.

ANNEX II

Agenda item 7: Reappointment of Supervisory Directors

Under the resignation rota published on the website of the Company on 8 November 2021, two members of the Board of Supervisory Directors, Mr Steins Bisschop and Mrs Attout, will retire by rotation on 14 June 2022.

The Board of Supervisory Directors proposes, by way of a binding nomination in accordance with article 15 paragraph 2 of the Company's Articles of Association, to the Company's Annual General Meeting to be held on 14 June 2022, to (i) reappoint Mr Bas Steins Bisschop as Supervisory Director for a period of two years, and (ii) reappoint Mrs Emmanuèle Attout as Supervisory Director for a period of four years, each aforementioned period ending immediately after the Annual General Meeting in the year the reappointment concerned lapses. The Board of Supervisory Directors profile has been observed in the preparation of the binding nominations.

The Board of Supervisory Directors has discussed the proposed reappointments and has taken account of Mr Steins Bisschop's and Mrs Attout's performance and functioning as a Supervisory Director. Given the background and experience of Mr Steins Bisschop and Mrs Attout and their valuable contributions over the last four years, the Board of Supervisory Directors recommends to vote in favour of the proposed reappointments.

Ad a. Reappointment of Mr Steins Bisschop as Supervisory Director.

Mr Bas Steins Bisschop (73), of Dutch nationality, was born in Eindhoven, the Netherlands on 18 May 1949 and is a Dutch resident. He is an attorney at law by profession and professor of Corporate Law and Corporate Governance at Maastricht University (now honorary) and Nyenrode Business University (now emeritus). He began practising law in 1975. His curriculum vitae is enclosed herewith below. Mr Steins Bisschop is considered to be independent within the meaning of best practice provision 2.1.8 of the Dutch Corporate Governance Code and may be appointed Supervisory Director pursuant to the requirements set in articles 142 and 142a of Book 2 of the Dutch Civil Code.

Mr Steins Bisschop was first appointed to the Company's Board of Supervisory Directors in 2014 and has since served on the Company's Board of Supervisory Directors for two consecutive terms of four years. In accordance with best practice provision 2.2.2 of the Dutch Corporate Governance Code, it is now proposed to reappoint Mr Steins Bisschop for a period of two years. Pursuant to aforementioned provision of the Dutch Corporate Governance Code, any reappointment of a Supervisory Director after an eight-year tenure should be substantiated. Mr Steins Bisschop's professional experience and expertise are, especially given the current circumstances, considered relevant to the Company, and he has ample knowledge of the Company and its organisation and governance as a result of his longer-term involvement.

Over the past years, the Company's Board of Supervisory Directors has reduced in size from six to five members. Additionally, two more members of the Supervisory Board retired last year. Consequently and currently, the Supervisory Board comprises three members, with the other two members having, respectively, three and four years of experience on the Board and with the Company. With the reappointment of Mr Steins Bisschop, the overall continuity of the Company's policy, as well as the continuity of the in-depth organisational knowledge and experience within the Board of Supervisory Directors is served. This is deemed by the Board of Supervisory Directors to be in the interest of the Company, in general, but particularly also in view of the COVID-19 pandemic and the Russian invasion in Ukraine. In this respect, the Board of

Supervisory Directors is of the opinion that the Company is best served with a stable and experienced Board of Supervisory Directors.

That being the case, the Board of Supervisory Directors does plan to use the two-year period of reappointment to further review its composition, and it is not intended that Mr Steins Bisschop will be nominated for reappointment for an additional two-year term after the currently proposed two-year term has ended.

Curriculum vitae Mr Bas Steins Bisschop

Education

He graduated in Law from the Erasmus University of Rotterdam, the Netherlands in 1974, and obtained a Master degree in Law (LLM, 1975) from New York University, US and a doctor's degree in 1991 from the Erasmus University. He was admitted to practice law in the Netherlands in 1975.

Professional experience

Mr Steins Bisschop started practicing law in 1975 and has since worked in the Netherlands, Belgium and in Saudi Arabia for major international law firms. He has been a partner since 1984 and recently retired to become an advisor to the law firm. Since 2001 he is also a Professor of Law (now emeritus) at Nyenrode Business University, the Netherlands. He is a member of the Nyenrode Corporate Governance Institute. Since 2007 he is also a Professor Corporate Law and Corporate Governance (now honorary) at the University of Maastricht, the Netherlands, responsible for education and research, mainly in the field of corporate governance.

Other relevant experience

Mr Steins Bisschop acted as Board member of various non-profit organisations and has academic experience as an author of several books and articles in academic journals and newspapers. He has participated in numerous research projects and regularly gives lectures.

Competences

Through his 40 years experience as an attorney at law and over 20 years experience in the academic world, Mr Steins Bisschop has built up considerable expertise in respect of commercial law, corporate law (mergers and acquisitions), corporate governance and boardroom advice. As legal counsel to listed companies as well as family companies of various sizes, he advises and represents both Dutch and international clients from a variety of different business areas. With a background as a trusted advisor he is used to attending Board meetings and can provide legal and corporate governance advice to the Board.

Mr Steins Bisschop does not hold shares in the share capital of the Company.

Ad b. Reappointment of Mrs Attout as Supervisory Director.

Mrs Emmanuèle Attout (63) of Belgian nationality, was born in Itteren, Belgium, on 18 May 1959, and is a Belgian resident. She was formerly a partner at PwC Belgium until her retirement in 2014 and has since set up her own company. Mrs Attout also serves as Board member on the Board of various companies. Her curriculum vitae is enclosed herewith. Mrs Attout is considered to be independent within the meaning of best practice provision 2.1.8 of the Dutch Corporate Governance Code and may be appointed Supervisory Director pursuant to the requirements set in article 142 and 142a of Book 2 of the Dutch Civil Code.

Curriculum vitae Mrs Emmanuèle Attout

Education

Mrs Attout graduated in 1981 from L'Institut d'Administration et Gestion of the Université Catholique de Louvain (Licence in Applied Economic Sciences).

As from 1990 she has been registered as Statutory Auditor in Belgium and has followed many professional programs at a.o. INSEAD.

Professional experience

1984 - 1990 Auditor at audit firm Coopers & Lybrand

1990 - 2014 Statutory Auditor and as from 1994 partner at Coopers & Lybrand (as per 1999 PriceWaterhouseCoopers/PwC)

Other positions

AG Insurance	-	non-executive director and Chair of the audit committee
Atenor Group SA	-	non-executive director and Chair of the audit committee
Bridgestone Europe NV	-	Chair of the audit committee and member of the governance, risk and compliance committee
Oxurion NV	-	non-executive director and Chair of the audit committee
Schröder SA	-	non-executive director and Chair of the audit committee

She is a co-founder and director of the Belgian ngo 'Women on Board', which aims to promote women in Boards of directors.

Competences

Mrs Attout has acted as statutory auditor for a number of Belgian listed and non-listed companies; she was Chair of the Governance Board of PwC from 2010 until her retirement in 2014.

Mrs Attout does not hold shares in the share capital of the Company.

ANNEX III

Agenda item 8: Reappointment of members of the Board of Management

The Board of Supervisory Directors proposes, by way of a binding nomination in accordance with article 15 paragraph 2 of the Company's Articles of Association, to (i) reappoint Mr Fraticelli as member of the Board of Management for a period of four years, and (ii) reappoint Mr Mills as member of the Board of Management for a period of two years, each aforementioned period ending immediately after the Annual General Meeting in the year the reappointment lapses.

The Board of Supervisory Directors has discussed these proposed reappointments internally and has taken account of the capabilities and experience of Mr Fraticelli and Mr Mills to be able to perform as members of the Board of Management. Given the background and experience of Mr Fraticelli and Mr Mills the Board recommends to vote in favour of the proposed reappointments.

In respect of the nomination to reappoint Mr Mills, the Board of Supervisory Directors has the intention to review in due course the future size and composition of the Company's Board of Management particularly in terms of diversity. The Supervisory Board has taken the same into consideration when preparing the nomination of Mr Mills, who has indicated that he is willing to offer himself for reappointment for two years. The Board of Supervisory Directors has made its binding nomination for the reappointment of Mr Mills accordingly for a term of two years.

Ad a. Reappointment of Mr Fraticelli as member of the Board of Management

Mr Roberto Fraticelli (50), of Italian nationality, was born in Rome, Italy, on 27 April 1971 and is an Italian resident. He joined Eurocommercial in 1998 and was from mid 2016 until November 2020 responsible for the Italian activities of the Company and is per November 2020 Chief Financial Officer.

Curriculum vitae Mr Roberto Fraticelli

Education

Mr Fraticelli graduated in Economics from the LUISS University in Rome and in Political Sciences from the University of Amsterdam. He also received an Executive MBA at the Rotterdam School of Management and followed an Executive Curriculum on Shopping Centres at the Wharton University of Philadelphia and the Value Creation for Owners and Directors Programme at INSEAD (Singapore). Since 2011 Mr Fraticelli has been a member of the Royal Institute of Chartered Surveyors.

Professional experience

Mr Fraticelli worked at the Committee on Economic and Monetary Affairs and Industrial Policy & Subcommittee on Monetary Affairs of the European Parliament in Brussels (internship). He also worked at the International Business Unit of Ernst & Young before joining the Company in 1998. Since then he held several positions within the Company, such as Financial Director of Eurocommercial Italy and Company Secretary. Per March 2016 he was appointed Country Director Italy and per November 2020 Chief Financial Officer.

Other relevant experience

Mr Fraticelli is a Member of the Advisory Board Italy of GRI (Global Reporting Initiative), President of the "Committee for EU relations" for Assoimmobiliare and a committee member of the CNCC Italy (Consiglio Nazionale dei Centri Commerciali) and of EPRA (European Public Real Estate).

He is and has been a guest professor at several executive programmes and is a co-author of the book "Investing in Italian Real Estate", now at its seventh edition.

The main elements of the agreement with Mr Fraticelli

The contract of Mr Fraticelli has been concluded in accordance with the Company's remuneration policy as well as applicable Dutch law and the Dutch Corporate Governance Code. He has an employment agreement with the main Italian subsidiary of the Company.

Base salary

Mr Fraticelli receives a gross base salary of € 508,000 per annum.

Variable income

In addition to the base salary, variable cash bonuses may be granted each year. Variable cash bonuses for members of the Board of Management are under the current remuneration policy entirely and directly linked to the annual growth in the Company's net asset value per share and dividend per share as well as the annual relative performance as per 31 December of the listed shares in the capital of the Company compared to a peer group of ten listed retail property companies active in European and UK markets. The variable income is explained in detail in the Remuneration Report.

Long term incentive

Free long-term Performance Shares may be granted each year in addition to the base salary. Under the current remuneration policy these performance shares are conditional upon the meeting of Company performance targets and that the board member remains with the Company for more than three years from the grant of the Performance Shares and holds them from that vesting date for a further two years. The rules of the Performance Share Plan are set out in detail in the Remuneration Report.

Expat allowance

Mr Fraticelli was living and working in Amsterdam since 1998 before he was appointed Country Director Italy, which required him to temporarily move with his family to Milan. He therefore also receives an allowance for school fees under his agreement with the main Italian subsidiary of the Company.

Pensions and post-contractual benefits

Mr Fraticelli joined the Company's defined contribution plan available for all employees of the Milan office. The contributions for his pension follow the regulations foreseen by the legislation for Italian pension schemes (around 30% of remuneration).

Severance pay

Maximum gross amount of one year base salary.

All other secondary conditions and fringe benefits are in accordance with the current remuneration policy.

Ad b. Reappointment of Mr Mills as member of the Board of Management

Mr Peter Mills (63), of British nationality, was born in Kettering, England on 6 December 1958 and is a UK resident. He joined Eurocommercial in 1993 and is per November 2020 Chief Investment Officer.

Curriculum vitae Mr Peter Mills

Education

Mr Mills graduated as a Master of Arts in Land Economy at Corpus Christi College, University of Cambridge, United Kingdom in 1982. Since 1985 Mr Mills has been a member of the Royal Institute of Chartered Surveyors.

Professional experience

Mr Mills joined Schroders plc, at the time manager of Eurocommercial in October 1993 and is employed by Eurocommercial per 2000. Initially he was employed as an asset manager with a particular emphasis on the office and warehouse markets in the Netherlands, Belgium and the United Kingdom. From 1998, Mr Mills has focussed on building up the Company's Scandinavian retail portfolio, initially in Denmark and since 2000, in Sweden. He was responsible for the Company's operations and property team in Sweden which operate out of the Stockholm office. Per November 2020 he has been appointed Chief Investment Officer whose responsibilities include property portfolio strategy, acquisitions, disposals and extensions.

Other relevant experience

Before joining Eurocommercial, Mr Mills worked for Weatherall Green and Smith (1982 to 1986) concentrating on London office agency. From 1986 to 1993, Mr Mills was employed by Matthews and Goodman where he worked in the retail investment market, particularly in Italy, France and Spain in liaison with its subsidiary, Larry Smith Consulting, one of Europe's leading retail research, leasing and management companies.

The main elements of the agreement with Mr Mills

The contract of Mr Mills has been concluded in accordance with the Company's remuneration policy as well as applicable Dutch law and the Dutch Corporate Governance Code.

Base salary

Mr Mills receives a gross base salary of GBP 400,000 per annum.

Variable income

In addition to the base salary, variable cash bonuses may be granted each year. Variable cash bonuses for members of the Board of Management are under the current remuneration package entirely and directly linked to the annual growth in the Company's net asset value per share and dividend per share as well as the annual relative performance as per 31 December of the listed shares in the capital of the Company compared to a peer group of ten listed retail property companies active in European and UK markets. The variable income is explained in detail in the Remuneration Report.

Long term incentive

Free long-term Performance Shares may be granted each year in addition to the base salary. Under the current remuneration policy these performance shares are conditional upon the meeting of Company performance targets and that the board member remains with the Company for more than three years from the grant of the Performance Shares and holds them from that

vesting date for a further two years. The rules of the Performance Share Plan are set out in detail in the Remuneration Report.

Pensions and post-contractual benefits

Mr Mills is a deferred member of the defined benefit scheme of the Company. As no pension premiums are paid, he receives an annual gross-up compensation payment of 40% of the earnings cap amount published annually in the UK. This is currently an amount of GBP 69,120.

Severance pay

Maximum gross amount of one year base salary.

All other secondary conditions and fringe benefits are in accordance with the current remuneration policy.

ANNEX IV

2021 REMUNERATION REPORT INCLUDING THE REMUNERATION POLICIES OF EUROCOMMERCIAL PROPERTIES N.V.

Introduction

The European Shareholder Rights Directive (SRD II) regarding the encouragement of long-term shareholder engagement, specifies in article 9d the information to be provided in the remuneration report. This article has been implemented in Dutch law in article 2:135b of the Dutch Civil Code, which came into force on 1 December 2019. Article 2:135b requires the Company to draw up a clear and understandable remuneration report, providing amongst others a comprehensive overview of all remunerations, awarded or due during the financial year to individual members of the Board of Management and containing the information as specified in article 2:135b, paragraph 3 of the Dutch Civil Code under sections a up to and including k. For ease of reference the headings of the section of this remuneration report, in which this information is provided, follow the order and wording of article 2:135b, paragraph 3, from a up to and including k, of the Dutch Civil Code and are printed in **blue**.

This report has been prepared by the Board of Supervisory Directors of Eurocommercial Properties N.V. (the “Company”) and is available on the website of the Company. It addresses the current remuneration policy of the Company and the remuneration for the members of the Board of Management and the Board of Supervisory Directors for the financial year ended 31 December 2021.

This report also includes the remuneration for the members of the Board of Management and the Board of Supervisory Directors for the financial year 2022, which will be proposed to the Annual General Meeting of Shareholders to be held on 14 June 2022. This report will also address the way in which the remuneration policy will be pursued for the financial year 2022 and onwards.

Existing remuneration policy for the Board of Management and Board of Supervisory Directors

The current remuneration policy was adopted in the Annual General Meeting held on 8 June 2021 and the remuneration report was submitted in the same meeting for an advisory vote by shareholders and 98% of the votes cast were in favour of the report and no questions were raised by shareholders. The remuneration for the members of the Board of Management and the Board of Supervisory Directors during the financial year ended 31 December 2021 was also adopted in that general meeting.

In the tables below the remuneration policy and its application during the financial year ended 31 December 2021 are explained in more detail. Also the other information as required by the Dutch Civil Code and the Dutch Corporate Governance Code is provided in the text to follow.

Information as referred to in article 2:135 b, paragraph 3 of the Dutch Civil Code

- a. Total remuneration split out by component and;**
- b. The relative proportion of fixed and variable remuneration.**

Remuneration of the Board of Management in the financial year 2021

In the financial year 2021 the Company's remuneration policy resulted in the following rewards to the Board of Management as set out in Table 1a below. Due to the Covid-19 pandemic and lock downs the Board of Management in consultation with the Supervisory Board decided not to accept bonuses of 50% of base salaries calculated in accordance with the formula for short term variable bonuses for the financial year 2021, but to receive bonuses of 15% of base salaries for the financial year 2021 in line with the maximum percentage used in case of bonus payments to employees. It should be noted that the base salaries during this financial year remained unchanged and were the same base salaries as in 2020. Please note that the base salaries set out in Table 1b below in respect of the twelve month period ending 31 December 2020 including the 20% cut in base salaries taken for the three months May until July in 2020.

Table 1a: Remuneration Board of Management in 2021.

Amounts in €'000	E.J. van Garderen	R. Fraticelli	J.P.C. Mills
Base salary	475	508	482
Housing allowance	0	35	11
Variable bonus*	71	76	71
Pension/compensation	67	117	79
Performance shares vested	0	0	0
	613	736	643
Social security charges	9	162	76
	9	162	76
Total	622	898	719

*The variable remuneration as a percentage of total remuneration (excluding social security charges) was 12% for Mr van Garderen, 10% for Mr Fraticelli and 11% for Mr Mills.

For comparison purposes we include Table 1b which provides the rewards for the Board of Management during the calendar year 2020, so for the twelve month period ending 31 December 2020.

Table 1b: Remuneration Board of Management for the twelve month period ending 31 December 2020.

Amounts in €'000	J.P. Lewis*	E.J. van Garderen	R. Fraticelli	J.P.C. Mills
Base salary**	649	451	482	428
Housing allowance	0	0	84	13
Variable bonus***	0	0	0	0
Pension/compensation	0	41	96	76
Performance shares vested	0	0	0	0
	649	492	662	517
Social security charges	88	10	15	70
	88	10	15	70
Total	737	502	677	587

*Mr Lewis retired on 1 November 2020.

**Due to the COVID-19 pandemic and lock downs in 2020 the Board of Management decided to reduce their base salaries for the three months June, July and August 2020 by 20%.

***The variable remuneration as a percentage of total remuneration (excluding social security charges) was nil for all members of the Board of Management.

Long-term incentive – Performance Shares

The movements in Performance Shares (PS) granted under the Performance Shares Plan are highlighted in the table below:

Table 2

	E.J. van Garderen	R. Fraticelli	J.P.C. Mills	Total
Number of granted performance shares as at 31/12/2020				
2012	654	301	659	1,614
2013	1,290	575	1,305	3,170
2014	1,656	838	1,792	4,286
2015	2,893	1,497	3,468	7,858
2016	6,095	6,585	6,289	18,969
2016	(882)	(953)	(911)	(2,746)
2017	3,959	4,135	3,712	11,806
2017	(3,959)	(4,135)	(3,712)	(11,806)
2018	2,746	2,934	2,609	8,289
2019	724	773	680	2,177
2020	0	0	0	0
	15,176	12,550	15,891	43,617
Number of not vested performance shares during 2021				
2018	(2,746)	(2,934)	(2,609)	(8,289)
	(2,746)	(2,934)	(2,609)	(8,289)
Sold in 2021	0	0	0	0
Granted in 2021	0	0	0	0
Number of performance shares as at 31/12/2021	12,430	9,616	13,282	35,328
Number of granted performance shares but not vested as at 31/12/2021	724	773	680	2,177

The outstanding 35,328 Performance Shares vested held by the Board of Management represent 0.07% of the current issued share capital of the Company.

The amount included in the profit and loss account for the 2,177 Performance Shares granted in November 2019 was € 15,856 for the financial year ended 31 December 2021.

As at 31 December 2021 other employees of the Group held 10,666 Performance Shares granted representing 0.15% of the current issued share capital of the Company.

The scenario analyses as referred to in best practice provision 3.2.1 of the Dutch Corporate Governance Code have been carried out.

Other arrangements

All members of the Board of Management are appointed for a maximum period of four years (Mr Fraticelli and Mr Mills were appointed on 6 November 2018 and Mr van Garderen was re-appointed on 29 October 2020) and may subsequently be reappointed for a term of no longer than four years at a time. The amount of compensation which they may receive on termination of their membership of the Board of Management may not exceed one year's base salary. There are no loans granted by the Company to the members of the Board of Management and there are no guarantees issued by the Company for the members of the Board of Management.

Shareholdings

On 15 September 2021, the Company terminated its depositary receipt structure and on that date the consolidation and conversion of depositary receipts into shares took place. Where reference is made to numbers of shares, the numbers of depositary receipts up to 15 September 2021 are included in this reference.

As per 31 December 2021 E.J. van Garderen holds 30,827 shares, which includes 11,706 vested Performance Shares, in total representing 0.06% of the issued share capital of the Company. R. Fraticelli holds 28,000 shares, which includes 8,843 vested Performance Shares, in total representing 0.05% of the issued share capital of the Company. J.P.C. Mills holds 36,173 shares, which includes 12,602 vested Performance Shares, in total representing 0.07% of the issued share capital of the Company.

As at 31 December 2021 employees, excluding the Board of Management, held in total 99,615 shares, representing in total 0.19% of the issued share capital in the Company.

Remuneration of the Board of Supervisory Directors in the financial year 2021

In the financial year 2021, the total remuneration of the Board of Supervisory Directors amounted to € 235,000 and is specified below. The remuneration of the Supervisory Board is based on fixed fees. It should be noted that the Supervisory Directors fees during this financial year remained unchanged and were the same as in the previous two financial years (please note the financial reporting period 2019/2020 contained 18 months).

Specification of the remuneration of the Board of Supervisory Directors for the recent years to 2021

Table 4

(Amounts in € '000)	2021	2019/2020 * <i>18 months</i>	2018/2019	2017/2018	2016/2017
Previous board members	-	-	-	-	42
E.R.G.M. Attout	47	70	31	-	-
C. Croff ⁴	40	70	47	46	45
B.M. Carrière ²	-	63	47	46	45
R.R. Foulkes ¹	-	-	16	46	45
K. Laglas ³	47	55	-	-	-
J.Å. Persson ⁵	40	70	47	46	45
B.T.M. Steins Bisschop	61	92	61	60	59
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Total	235	420	249	244	284

*members of the Supervisory Board € 47,000 per annum; Chairman of the Supervisory Board € 61,000 per annum

¹Mr Foulkes' appointment term expired on 6 November 2018

²Mrs. Carrière resigned as per 1 November 2020

³Mrs. Laglas was appointed as per 5 November 2019

⁴Mr Croff's appointment term expired on 7 November 2021

⁵Mr Persson's appointment term expired on 7 November 2021.

As at 31 December 2021 members of the Board of Supervisory Directors held no shares in the Company.

c. How the total remuneration complies with the adopted remuneration policy and contributes to the long-term performance of the Company and;

d. How the financial and non-financial performance criteria set by or on account of the Company were applied.

Table 5 Remuneration Policy for the Board of Management and its application during the financial year ended 31 December 2021.

Remuneration policy for the Board of Management	Application in the financial year 2021
<p>Goal</p> <p>The purpose of our remuneration policy is to attract, motivate and retain qualified executives and staff who will contribute to the success of the Company. The remuneration policy aims to reward management and key staff for their contribution to the performance of the Company and its group (the “Group”).</p>	<p>Goal</p> <p>No executives left the Group.</p>
<p>Working method</p> <p>The Board of Supervisory Directors proposes the general remuneration policy and implementation of that policy to the Annual General Meeting of Shareholders. The Annual General Meeting of Shareholders is therefore invited to approve both the policy and its implementation. In order to implement the policy, the Board of Supervisory Directors reviews and discusses the remuneration of the members of the Board of Management at the end of each financial year. The level of remuneration for the members of the Board of Management reflects the differences in responsibilities of the Board members as well as their individual performance. The benchmark for remuneration of the Board of Management is the remuneration of Directors of international real estate companies with comparable positions, determined by the size and complexity of the organisation and the responsibilities of the Board members. The Board of Supervisory Directors is informed about the level of remuneration for Property Directors. This level is linked to the European market and is comparable with the international (property) companies in the countries where the Company is active. External independent benchmarking of the remuneration for both the Board of Management and Property Directors has taken place from time to time. The latest report dated May 2018 has been prepared by Michael Lamb Associates of London and the peer group for benchmarking purposes consisted of 31 listed property companies and property</p>	<p>Working method</p> <p>During the financial year no benchmark study was performed due to the COVID-19 crisis, which had an impact on the remuneration of the members of the Board of Management and senior staff as explained further in this report. A benchmark study EY was initiated in February 2022 and used to prepare the proposed remuneration policy for 2022 and beyond.</p>

organisations. This peer group included British Land, Hammerson, Intu, Land Securities, Segro, Klépierre, Mercialis, Unibail-Rodamco-Westfield, Deutsche Euroshop, Citycon, NSI, Vastned and Wereldhave, but also covered major real estate investment managers including Amundi, Schroder Group, Janus Henderson Group, Grosvenor, etc. and major real estate investors like CPPIB etc.

Remuneration package

The Company's remuneration package for employees and members of the Board of Management comprises the following elements:

- base salary – total annual gross fixed income including holiday allowance;
- short-term variable annual performance-related gross cash bonuses;
- long-term incentives through a performance depositary receipts plan;
- pension and other benefits.

Base Salary

The level of remuneration for the members of the Board of Management reflects the difference in responsibilities of the Board members as well as their individual performance. The benchmark for remuneration of the Board of Management is the remuneration of Directors of international real estate companies with comparable positions, determined by the size and complexity of the organisation and the responsibilities of the Board members

The total gross fixed income is determined each year and takes effect as from 1 January each year.

Short Term Variable Cash Bonus

Variable cash bonuses may be granted each year in addition to the base salary. Variable cash bonuses for members of the Board of Management and senior staff are entirely and directly linked to the annual growth in the Company's net asset value per share and dividend per share as well as the annual relative outperformance as per 30 June of the listed depositary receipts, representing ten shares each, in the capital of the Company compared to a peer group of ten listed retail property companies active in European and UK markets. This structure is in line with the Company's strategy of producing stable to rising dividends and adding long-term value to its

Remuneration package

The current remuneration policy was adopted in the annual general meeting held on 8 June 2021. The remuneration for the members of the Board of Management and the Board of Supervisory Directors during the financial year ended 31 December 2021 was also adopted in that general meeting.

Base Salary

CEO Mr Evert Jan van Garderen €475,000
CFO Mr Roberto Fraticelli €508,000
CIO Mr Peter Mills GBP400,000

The Annual General Meeting of 8 June 2021 approved to maintain the base salaries of the members of the Board of Management at the aforesaid amounts.

Short Term Variable Cash Bonus

There was no growth of the dividend per share and no growth of the net asset value per share during the financial year ended 31 December 2021. However, the relative outperformance for the financial year 2021 was 18.7%, which would have resulted in variable cash bonuses of 50% of base salaries.

However, due to the impact of COVID-19 the Board of Management in consultation with the Supervisory Board decided to

property portfolio, all within a defensive risk profile, but also aligning itself further with its shareholders by linking bonuses to the relative outperformance of total shareholder return (return composed of dividend and increase in stock price) to its peer group. The ten listed retail property companies are Carmila, Citycon, Deutsche Euroshop, Hammerson, Retail Estates, Klépierre, Mercialis, Unibail-Rodamco-Westfield, Vastned and Wereldhave.

These bonuses are calculated on the basis of (i) the published audited annual results of the Company for the financial year to which the bonuses relate and can therefore be verified directly using the published audited figures and (ii) the share performance report of Global Property Research, the Dutch specialist and producer of many indices for listed real estate companies, so that the data used to calculate the relative outperformance are provided by an independent external source.

The gross variable cash bonus is equal to the sum of the growth of the dividend per share, the growth of the net asset value per share and the relative outperformance of the total shareholder return for the year ending 31 December of the listed depository receipts, representing ten ordinary shares each, in the capital of the Company compared to the aforesaid peer group of ten listed retail property companies of the Company, which sum is multiplied by six times the base salary of the year in which the bonus is paid out.

Negative growth of either the dividend per share or the net asset value per share or relative underperformance of total shareholder return will not be taken into account when applying the aforesaid formula. Also, if total shareholder return outperforms the peer group but is still negative in absolute terms, it cannot contribute to a variable cash bonus.

For information purposes, the following example is included:

- assumptions: annual base salary: € 300,000, dividend per share growth 2%, net asset value per share growth 1%;
- relative outperformance of total shareholder return: 3%
- gross variable cash bonus is: € 300,000 x 6 x {2% + 1% + 3% = 6%} = € 108,000

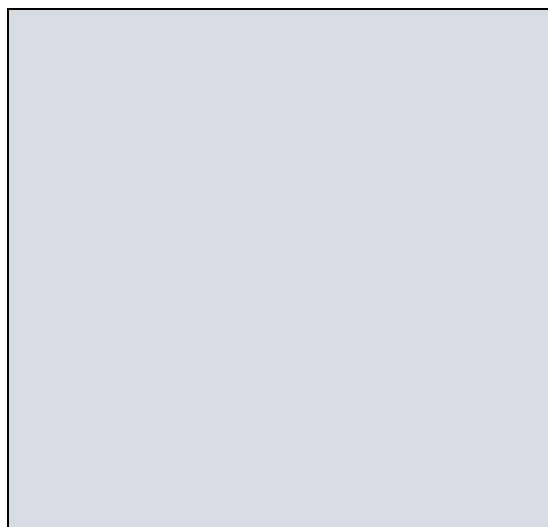
There is no minimum guaranteed variable cash bonus for members of the Board of Management.

reduce the current variable cash bonuses to 15% of base salaries.

A provision has been made as specified in table 8 under section k below together with the other provisions that have been made for amounts that have to be paid in the future (2022) in the meaning of article 2:383c paragraph 1, letter b, Dutch Civil Code.

The variable cash bonus for members of the Board of Management is capped at one year's base salary and the relative outperformance can only produce such bonus up to a maximum of half of one year's base salary, which implies that the relative outperformance up to a maximum of 8.33% will be taken into account to avoid extreme results. Any variable cash bonus awarded on the basis of incorrect financial or other data may be recovered by the Company from members of the Board of Management (claw back clause). During the last ten years, variable cash bonuses ranged between 0% and 100% of base salaries.

Variable bonuses are usually paid in the first quarter in which the annual results of the Company are published.



Long-term incentive – Performance Shares Plan

In 2012 the annual grant of free long-term Performance Shares (depository receipts) was introduced for the members of the Board of Management and employees.

These Performance Shares aim to align the interests of members of the Board of Management with the long-term interests of shareholders/holders of depository receipts and also with the Company's strategy, long-term interests and sustainability targets.

These Performance Shares are conditional upon the meeting of Company performance targets and that the member or employee remains with the Company for more than three years from the grant of the Performance Shares and holds them from that vesting date for a further two years. The details of the scheme are as follows:-

Entitlement

All permanent employees and directors of the Company.

Date of annual grant

If the Annual General Meeting of Shareholders of the Company has approved the remuneration report the Performance Shares will be granted immediately after the last day of the blackout period after the publication of the Company's first quarter results or after the ex-dividend date, if that date is later than the publication date.

Conditions of grant

Long-term incentive – Performance Shares Plan

There was no growth of the dividend per share and no growth of the net asset value per share during the financial year ended 31 December 2021. However, the relative outperformance for the financial year 2021 was 18.7%, which has resulted in Performance Shares to be granted for the financial year ended 31 December 2021 after approval of the shareholders' meeting to be held on 14 June 2022. The value of these Performance Shares reflects 10% of base salaries due to the cap related to relative outperformance as set out in the Performance Shares Plan. For the Performance Shares to be granted after approval of the shareholders' meeting to be held on 14 June 2022 the Supervisory Board decided to replace the growth vesting conditions with two ESG Key Performance Indicators (KPIs), which are the GRESB rated Green Star and the Customer Satisfaction Score above 7.5, which the Company needs to maintain during the three year vesting period.

No provision has been made as specified in table 8 under section k below together with the other provisions that have been made for amounts that have to be paid in the future (2022) in the meaning of article 2:383c paragraph 1, letter b, Dutch Civil Code.

The director or employee will be granted Performance Shares that vest after three years on condition that the director or employee remains employed by the Company and retains them for a further two years after the vesting date. The Performance Shares will be formally blocked by the Company to ensure compliance, but a concession can be made to allow the sales of sufficient Performance Shares to enable the payment of any relevant national income tax and social security charges. Holders of blocked Performance Shares will nevertheless be entitled to full dividend and other shareholders' rights after the vesting date.

Calculation of award of long-term Performance Shares

The number of Performance Shares to be granted will be calculated as follows:

1. The base salary of the director or employee will be multiplied by three and a percentage taken of this figure as follows: -
2. The percentage increase in the audited net asset value per share of the Company will be added to the percentage increase of the dividend per share of the Company and the sum of these percentages will be added to the annual relative outperformance as per 31 December of the listed depositary receipts, representing ten shares each, in the capital of the Company compared to the aforesaid peer group of ten listed retail property companies. The resulting total percentage will be applied to the grossed up salary as defined under 1) above.
3. The basic formula will be subject to the condition that, at the end of the three year vesting period, the growth of each of the Company's net asset value per share and dividend per share must have risen at least 6% each over the three year vesting period. This implies that half of the Performance Shares are conditional upon the growth of the dividend per share of at least 6% over the three year vesting period and the other half of the Performance Shares are conditional upon the growth of the net asset value per share of at least 6% over the three year vesting period. In case of a lower growth rate, a proportionally lower percentage of the number of Performance Shares granted will vest. These growth conditions can be replaced by ESG (Environmental Social and Governance) targets of the Company, which targets should be achieved during the vesting

There were no Performance Shares which vested during the financial year ended 31 December 2021 as the conditions for vesting were not met. There was no growth of the dividend per share over the three year vesting period and there was no growth of the net asset value per share over the three year vesting period. The Performance Shares granted in 2018 did not vest and were deleted from the number of granted Performance Shares. In this respect reference is made to the Performance Shares table above, which table includes all movements during the financial year ended 31 December 2021.

period, to be determined at the discretion of the Supervisory Board.

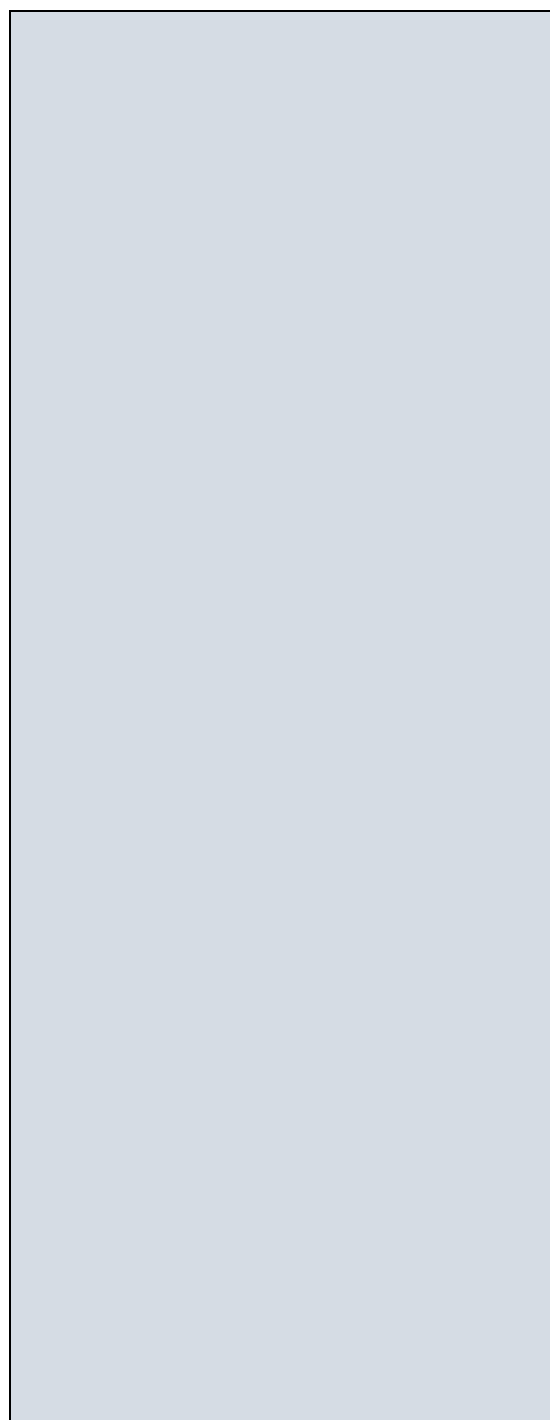
4. The result of multiplying three times the employee's base salary by the percentage arrived at under 2) above will be divided by the market price of a Performance Share (depository receipt) at close of trading on the day of the grant, thus arriving at a number of Performance Shares to be granted. The calculation can be demonstrated by the following example:

Annual Salary	€ 100,000
X 3	€ 300,000
Dividend Growth	2%
Net Asset Growth	1%
Relative outperformance	3%
Total Growth	6%
X € 300,000 =	€ 18,000

Divided by share price

- Say € 20 = 900 Performance Shares

Cap on number of Performance Shares to be granted
 The amount to be divided by the price of depository receipts on the day of granting cannot exceed 50% of one year's base salary and the relative outperformance of total shareholders return can only produce such amount up to a maximum of 10% of one year's base salary, which implies that the relative outperformance up to a maximum of 3.33% will be taken into account to avoid extreme results. Also, if total shareholder return outperforms the peer group but is still negative in absolute terms, it cannot contribute to the granting of Performance Shares. Performance Shares are granted under the condition that the number of Performance Shares could be adjusted at the vesting date, if such number would be unfair due to extraordinary circumstances. Any Performance Shares granted to members of the Board of Management on the basis of incorrect financial or other data may be recovered by the Company from these members (claw back clause)



Additional pay programs
 The Supervisory Board is not authorised to grant additional pay programs.

Additional pay programs
 No additional pay programs were introduced during 2021.

Shareholding requirement

Members of the Board of Management: 75% of gross base salary. In case this requirement is not met the members of the Board of Management will endeavour to build up the minimum requirement in the next three years.

Shareholding per 31 December 2021 (closing price €19.086)

- Mr Fraticelli 28,000 shares; 105% of gross base salary
- Mr van Garderen 30,827 shares; 124% of gross base salary
- Mr Mills 36,173 shares; 143% of gross base salary

The shareholding requirements are therefore met.

Pension and other benefits

The Company has a competitive package of benefits. Members of the Board of Management and (some) Group employees receive allowances and benefits in accordance with the general Group rules. These benefits include, in some cases, usage of a company car or a travel or housing allowance, health insurance and travel and accident insurance. Pension plans differ from country to country. All offices of the Company have their own pension plans or follow the local (state) pension practice. For The Netherlands, the pension scheme is based on a defined contribution plan. For the United Kingdom pensions are mostly based on defined benefits plans with capped pensionable salaries. Three members of the Board of Management have joined a pension scheme. This scheme is a defined contribution scheme for Mr Fraticelli and Mr van Garderen with current annual premiums being capped using a maximum pensionable salary of € 112,189 (applicable in 2021), which is now the compulsory maximum cap for 2021 in The Netherlands (in previous years the maximum was € 170,000). The Company makes an annual gross-up compensation payment of 23.3% of the difference between the old and the new maximum pensionable salary. Mr Mills is a deferred member of the defined benefit scheme and receives an annual gross-up compensation payment of 40% of the UK earnings cap, as he opted out of the pension scheme.

Pension and other benefits

There were no changes made to the pension and other benefits, other than the change for Mr Fraticelli who joined the Italian national pension scheme.

The main objective of the Supervisory Board remuneration policy is to attract and retain members of the Supervisory Board, taking into account the nature of the Company's business, the Supervisory Board's activities and the desired expertise, experience and independence of the Supervisory Board members, as set out in the profile of the Supervisory Board.

The policy aims to reward Supervisory Board members to utilize their expertise and experience to the maximum extent possible, to execute the responsibilities assigned to them including but not limited to the responsibilities imposed by the Civil Code, Dutch Corporate Governance Code and the Articles of Association.

The Supervisory Board draws up the Supervisory Board remuneration policy based on advice from its Nomination and Remuneration Committee. The remuneration policy will be reviewed, as a minimum, once every four years to verify its market competitiveness, potentially leading to adjustments. In case of proposed adjustments, the proposed remuneration policy will be put forward for adoption at the General Meeting.

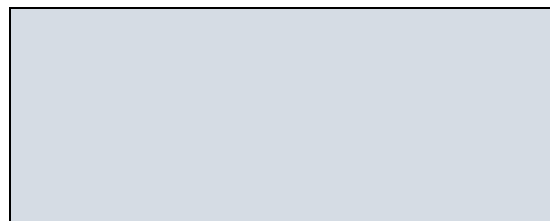
The remuneration for Supervisory Board members consists of a fixed fee, which varies for the Chairman and the members, to reflect the time spent and the responsibilities of the role.

In preparing the remuneration policy and to determine the remuneration of the members of the Supervisory Board, the Remuneration and Nomination Committee uses external benchmark information to assess market comparability of the remuneration. Remuneration levels are aimed at the median of Dutch listed companies with a two-tier board structure comparable in size and scope.

The remuneration of the Supervisory Board members is not affected by the Company's results, nor by any change of control at the Company. The Company does not award any options or shares to members of the Supervisory Board. No loans or guarantees are granted to members of the Supervisory Board.

The Supervisory Directors fees remained unchanged. The Chairman received a fixed fee of € 61,000 and the members of the Supervisory Board received a fixed fee of € 47,000.

The Company does not grant advance payments or guarantees to Supervisory Board members. No additional remuneration is paid upon recruiting new Supervisory Board members (“sign-on bonus”). The agreements with Supervisory Board members do not contain any severance or claw-back provisions.



Remuneration policies in the financial year 2022 and proposed changes

In the financial year 2021, the remuneration policies as stated above were pursued. It is the intention that the current policies be continued in the financial year 2022 with the exception of the changes proposed below and in Table 6.

It is proposed that the base salaries of the members of the Board of Management for the financial year 2022 will remain unchanged.

It is also proposed that the remuneration for the Board of Supervisory Directors for the financial year 2022 remains unchanged.

The following changes are proposed for the remuneration policy for the Board of Management. The changes proposed are in Table 6 in *italics*.

Table 6

Current text remuneration policy for the Board of Management	Proposed changes	Explanation
<p>Goal</p> <p>The purpose of our remuneration policy is to attract, motivate and retain qualified executives and staff who will contribute to the success of the Company. The remuneration policy aims to reward management and key staff for their contribution to the performance of the Company and its group (the “Group”).</p>	<p>Goal</p> <p>The purpose of our remuneration policy is to attract, motivate and retain qualified executives and staff who will contribute to the success of the Company. The remuneration policy aims to reward management and key staff for their contribution to the performance of the Company and its group (the “Group”).</p>	
<p>Working method</p> <p>The Board of Supervisory Directors proposes the general remuneration policy and implementation of that policy to the Annual General Meeting of Shareholders. The Annual General Meeting of Shareholders is therefore invited to approve both the policy and its implementation.</p> <p>In order to implement the policy, the Board of Supervisory Directors reviews and discusses the remuneration of the members of the Board of Management at the end of each financial year. The level of remuneration for the members of the Board of Management reflects the differences in responsibilities of the Board members as well as their individual performance. The benchmark for remuneration of the Board of Management is the remuneration of Directors of international real estate companies with comparable positions, determined by the size and complexity of the organisation and the responsibilities of the Board members.</p> <p>The Board of Supervisory Directors is informed about the level of remuneration for Property Directors. This level is linked to the European market and is comparable with the international (property)</p>	<p>Working method</p> <p>The Board of Supervisory Directors proposes the general remuneration policy and implementation of that policy to the Annual General Meeting of Shareholders. The Annual General Meeting of Shareholders is therefore invited to approve both the policy and its implementation.</p> <p>In order to implement the policy, the Board of Supervisory Directors reviews and discusses the remuneration of the members of the Board of Management at the end of each financial year. The level of remuneration for the members of the Board of Management reflects the differences in responsibilities of the Board members as well as their individual performance. The benchmark for remuneration of the Board of Management is the remuneration of Directors of international real estate companies with comparable positions, determined by the size and complexity of the organisation and the responsibilities of the Board members.</p> <p>The Board of Supervisory Directors is informed about the level of remuneration for <i>Country</i> Directors. This level is linked to the European market and is comparable with the international (property)</p>	<p>In order to prepare this remuneration report and in particular the proposed changes EY Amsterdam has been engaged to benchmark and to advise on the proposed remuneration policy. The benchmark group includes the peer group used for the calculation of the relative outperformance and also comparable companies selected on the basis of the recommendations from EY.</p>

Current text remuneration policy for the Board of Management	Proposed changes	Explanation
<p>companies in the countries where the Company is active. External independent benchmarking of the remuneration for both the Board of Management and Property Directors has taken place from time to time. The latest report dated May 2018 has been prepared by Michael Lamb Associates of London and the peer group for benchmarking purposes consisted of 31 listed property companies and property organisations. This peer group included British Land, Hammerson, Intu, Land Securities, Segro, Klépierre, Mercialys, Unibail-Rodamco-Westfield, Deutsche Euroshop, Citycon, NSI, Vastned and Wereldhave, but also covered major real estate investment managers including Amundi, Schroder Group, Janus Henderson Group, Grosvenor, etc. and major real estate investors like CPPIB etc.</p>	<p>companies in the countries where the Company is active. External independent benchmarking of the remuneration for both the Board of Management and Country Directors has taken place from time to time. <i>This remuneration report and remuneration policy have been benchmarked and reviewed by EY Amsterdam and resulted in a benchmarking report dated 8 April 2022. The peer group for benchmarking purposes consisted of 11 listed retail property companies and 9 comparable listed property companies. This listed retail property companies peer group included Carmila, Citycon, Deutsche Euroshop, Hammerson, IGD, Klépierre, Mercialys, Retail Estates Unibail-Rodamco-Westfield, Vastned and Wereldhave, and the other listed property companies peer group included Aedifica, Befimmo, Cofinimmo, Covivio, Hamborner, Hufvudstaden, NSI, PSP Swiss Property and WDP.</i></p>	
<p>Remuneration package</p> <p>The Company's remuneration package for employees and members of the Board of Management comprises the following elements:</p> <ul style="list-style-type: none"> • base salary – total annual gross fixed income including holiday allowance; • short-term variable annual performance-related gross cash bonuses; • long-term incentives through a performance depositary receipts plan; • pension and other benefits. <p>The current remuneration policy was adopted in the annual general meeting held on 3 November 2019. The remuneration for the members of the Board of Management and the Board of Supervisory Directors</p>	<p>Remuneration package</p> <p>The Company's remuneration package for employees and members of the Board of Management comprises the following elements:</p> <ul style="list-style-type: none"> • base salary – total annual gross fixed income including holiday allowance; • short-term variable annual performance-related gross cash bonuses; • long-term incentives through a performance shares plan; • pension and other benefits. <p><i>The proposed remuneration policy will be tabled for approval in the annual general meeting to be held on 14 June 2022. The remuneration for the members of the Board of Management and the Board of</i></p>	

Current text remuneration policy for the Board of Management	Proposed changes	Explanation
<p>during the financial reporting period ended 31 December 2020 was also adopted in that general meeting.</p>	<p><i>Supervisory Directors for the financial year ending 31 December 2022 is also proposed to be adopted in that general meeting.</i></p>	
<p>Base Salary</p> <p>The level of remuneration for the members of the Board of Management reflects the difference in responsibilities of the Board members as well as their individual performance. The benchmark for remuneration of the Board of Management is the remuneration of Directors of international real estate companies with comparable positions, determined by the size and complexity of the organisation and the responsibilities of the Board members.</p> <p>The total gross fixed income is determined each year and takes effect as from 1 January each year.</p>	<p>Base Salary</p> <p>The level of remuneration for the members of the Board of Management reflects the difference in responsibilities of the Board members as well as their individual performance. The benchmark for remuneration of the Board of Management is the remuneration of Directors of international real estate companies with comparable positions, determined by the size and complexity of the organisation and the responsibilities of the Board members. <i>The benchmark group includes the companies referred to above.</i></p> <p>The total gross fixed income is determined each year and takes effect as from 1 January each year.</p>	
<p>Short Term Variable Cash Bonus</p> <p>Variable cash bonuses may be granted each year in addition to the base salary.</p> <p>Variable cash bonuses for members of the Board of Management and senior staff are entirely and directly linked to the annual growth in the Company's net asset value per share and dividend per share as well as the annual relative outperformance as per 30 June of the listed depository receipts, representing ten</p>	<p>Short Term Variable Cash Bonus</p> <p>Variable cash bonuses may be granted each year in addition to the base salary.</p> <p>Variable cash bonuses for members of the Board of Management and senior staff are entirely and directly linked to the annual growth in the Company's net asset value per share as well as <i>the total shareholders return and</i> the annual relative outperformance as per <i>31 December</i> of the listed</p>	<p>It is proposed to replace the dividend growth by an absolute total shareholders return measurement to further align the incentives to the total return for the</p>

Current text remuneration policy for the Board of Management

shares each, in the capital of the Company compared to a peer group of ten listed retail property companies active in European and UK markets. This structure is in line with the Company's strategy of producing stable to rising dividends and adding long-term value to its property portfolio, all within a defensive risk profile, but also aligning itself further with its shareholders by linking bonuses to the relative outperformance of total shareholder return (return composed of dividend and increase in stock price) to its peer group. The ten listed retail property companies are Carmila, Citycon, Deutsche Euroshop, Hammerson, Retail Estates, Klépierre, Mercialis, Unibail-Rodamco-Westfield, Vastned and Wereldhave.

These bonuses are calculated on the basis of (i) the published audited annual results of the Company for the financial year to which the bonuses relate and can therefore be verified directly using the published audited figures and (ii) the share performance report of Global Property Research, the Dutch specialist and producer of many indices for listed real estate companies, so that the data used to calculate the relative outperformance are provided by an independent external source.

The gross variable cash bonus is equal to the sum of the growth of the dividend per share, the growth of the net asset value per share and the relative outperformance of the total shareholder return for the year ending 31 December of the listed depository receipts, representing ten ordinary shares each, in the capital of the Company compared to the aforesaid peer group of ten listed retail property companies of the Company, which sum is multiplied

Proposed changes

shares in the capital of the Company compared to a peer group of ten listed retail property companies active in European and UK markets. This structure is in line with the Company's strategy of adding long-term value to its property portfolio, all within a defensive risk profile, but also aligning *the members of the Board of Management* further with *the Company's* shareholders by linking bonuses to the total shareholder return (return composed of dividend and increase in stock price) *and its relative outperformance* to its peer group. The ten listed retail property companies are Carmila, Citycon, Deutsche Euroshop, Hammerson, Retail Estates, Klépierre, Mercialis, Unibail-Rodamco-Westfield, Vastned and Wereldhave. *Variable cash bonuses for members of the Board of Management and senior staff are also directly linked to two ESG key performance indicators for the group in alignment with the Company's ESG strategy and goals. The two ESG KPIs are to increase the actual level of Renewable energy used, measured in % of total electricity, with 2% per annum and to maintain the Customers' Satisfaction Score above 7.5.*

These bonuses are calculated on the basis of (i) the published *annual report which includes the ESG KPI results and the* audited annual results of the Company for the financial year to which the bonuses relate and can therefore be verified directly using the published audited figures and (ii) the share performance report of Global Property Research, the Dutch specialist and producer of many indices for listed real estate companies, so that the data used to calculate the relative outperformance are provided by an independent external source.

Explanation

shareholder and to introduce two ESG key performance indicators (KPIs) for the group as performance targets for short term variable cash bonuses. The two ESG KPIs are to increase the actual level of Renewable Energy Used, measured in % of total electricity, with 2% per annum and to maintain the Customers' Satisfaction Score above 7.5. Both KPIs are also used for the sustainability linked loans and interest rate swaps of the group. The two ESG KPIs can contribute to a maximum of 24% of one year's base salary. It is also proposed to lower the cap for variable cash bonuses from 100% of one year's base salary to 70% in order to be able

Current text remuneration policy for the Board of Management

Proposed changes

Explanation

by six times the base salary of the year in which the bonus is paid out.

Negative growth of either the dividend per share or the net asset value per share or relative underperformance of total shareholder return will not be taken into account when applying the aforesaid formula. Also, if total shareholder return outperforms the peer group but is still negative in absolute terms, it cannot contribute to a variable cash bonus. For information purposes, the following example is included:

- assumptions: annual base salary: € 300,000, dividend per share growth 2%, net asset value per share growth 1%;
- relative outperformance of total shareholder return: 3%
- gross variable cash bonus is: $€ 300,000 \times 6 \times \{2\% + 1\% + 3\% = 6\%\} = € 108,000$

The variable cash bonus for members of the Board of Management is capped at one year's base salary and the relative outperformance can only produce such bonus up to a maximum of half of one year's base salary, which implies that the relative outperformance up to a maximum of 8.33% will be taken into account to avoid extreme results. Any variable cash bonus awarded on the basis of incorrect financial or other data may be recovered by the Company from members of the Board of Management (claw back clause). During the last ten years, variable cash bonuses ranged between 0% and 100% of base salaries.

The gross variable cash bonus is equal to the sum of the growth of the net asset value per share, *the total shareholders return (limited by a floor at 3% and a cap as explained in the last paragraph of this section) for the year ending 31 December of the listed shares in the capital of the Company* and the relative outperformance of the total shareholder return *(limited by a cap)* for the year ending 31 December of the listed shares in the capital of the Company compared to the aforesaid peer group of ten listed retail property companies of the Company, *a percentage of 4 if both ESG KPIs are achieved or a percentage of 2 if only one ESG KPI is achieved*, which sum is multiplied by six times the base salary of the year in which the bonus is paid out.

Negative growths or results of the abovementioned parameters will not be taken into account when applying the aforesaid formula. For information purposes, the following example is included:

- assumptions: annual base salary: € 300,000, net asset value per share growth 1%;
- *total shareholder return: 5% so contribution of 2%*
- relative outperformance of total shareholder return: 1%
- *one ESG KPI is achieved resulting in 2%*
- gross variable cash bonus is: $€ 300,000 \times 6 \times \{1\% + 2\% + 1\% + 2\% = 6\%\} = € 108,000$

The variable cash bonus for members of the Board of Management is capped at 70% of one year's base salary and the *total return shareholders return and the relative outperformance* can only produce such bonus up to a maximum of 60% of one year's base salary, which implies that *the sum of the total shareholders return and the relative outperformance*

to increase the cap for the long-term incentives from 50% of one year's base salary to 80%. This proposed change reflects the current market practice for variable remuneration, which shows that the caps for long term incentives are higher than the caps for short term incentives.

Current text remuneration policy for the Board of Management	Proposed changes	Explanation
<p>Variable bonuses are usually paid in the first quarter in which the annual results of the Company are published.</p>	<p>up to a maximum of 10% will be taken into account to avoid extreme results. Any variable cash bonus awarded on the basis of incorrect financial or other data may be recovered by the Company from members of the Board of Management (claw back clause). During the last ten years, variable cash bonuses ranged between 0% and 100% of base salaries.</p> <p>Variable bonuses are usually paid in the first quarter in which the annual results of the Company are published.</p>	
<p>Long-term incentive – Performance Share Plan</p> <p>In 2012 the annual grant of free long-term Performance Shares (depository receipts) was introduced for the members of the Board of Management and employees. These Performance Shares aim to align the interests of members of the Board of Management with the long-term interests of shareholders and also with the Company’s strategy, long-term interests and sustainability targets. These Performance Shares are conditional upon the meeting of Company performance targets and that the member or employee remains with the Company for more than three years from the grant of the Performance Shares and holds them from that vesting date for a further two years. The details of the scheme are as follows:-</p> <p><u>Entitlement</u></p>	<p>Long-term incentives – Performance Shares Plan</p> <p>In 2012 the annual grant of free long-term Performance Shares was introduced for the members of the Board of Management and employees. These Performance Shares aim to align the interests of members of the Board of Management with the long-term interests of shareholders and also with the Company’s strategy, long-term interests and sustainability targets. These Performance Shares are conditional upon the meeting of Company performance targets and that the member or employee remains with the Company for more than three years from the grant of the Performance Shares and holds them from that vesting date for a further two years. <i>Should a member of the Board of Management or an employee leave the Company within the three year period, the Performance Shares will vest only proportionally pro rata temporis.</i></p>	<p>It is proposed to replace the dividend growth by an absolute total shareholders return to further align the incentives to the total return of the shareholder. Moreover, to align the long-term incentives to the Company’s ESG (Environmental Social and Governance) policy key performance indicator targets for the Company are</p>

Current text remuneration policy for the Board of Management	Proposed changes	Explanation
<p>All permanent employees and directors of the Company.</p> <p><u>Date of annual grant</u> If the Annual General Meeting of Shareholders of the Company has approved the remuneration report the Performance Shares will be granted immediately after the last day of the blackout period after the publication of the Company's first quarter results or after the ex-dividend date, if that date is later than the publication date.</p> <p><u>Conditions of grant</u> The director or employee will be granted Performance Shares that vest after three years on condition that the director or employee remains employed by the Company and retains them for a further two years after the vesting date. The Performance Shares will be formally blocked by the Company to ensure compliance, but a concession can be made to allow the sales of sufficient Performance Shares to enable the payment of any relevant national income tax and social security charges. Holders of blocked Performance Shares will nevertheless be entitled to full dividend and other shareholders' rights after the vesting date.</p> <p><u>Calculation of award of long-term Performance Shares</u> The number of Performance Shares to be granted will be calculated as follows: 1. The base salary of the director or employee will be multiplied by three and a percentage taken of this figure as follows: - 2. The percentage increase in the audited net asset value per share of the Company will be added to the</p>	<p>The details of the scheme are as follows:-</p> <p><u>Entitlement</u> All permanent employees and directors of the Company.</p> <p><u>Date of annual grant</u> If the Annual General Meeting of Shareholders of the Company has approved the remuneration report the Performance Shares will be granted immediately after the last day of the blackout period after the publication of the Company's first quarter results or after the ex-dividend date, if that date is later than the publication date.</p> <p><u>Conditions of grant</u> The director or employee will be granted Performance Shares that vest after three years on condition that the director or employee remains employed by the Company and retains them for a further two years after the vesting date. <i>Should a member of the Board of Management or an employee leave the Company within the three year period, the Performance Shares will vest only proportionally pro rata temporis.</i> The Performance Shares will be formally blocked by the Company to ensure compliance, but a concession can be made to allow the sales of sufficient Performance Shares to enable the payment of any relevant national income tax and social security charges. Holders of blocked Performance Shares will nevertheless be entitled to full dividend and other shareholders' rights after the vesting date.</p> <p><u>Calculation of award of long-term Performance Shares</u></p>	<p>introduced as a condition for the granting of Performance Shares. The two ESG KPIs are to increase the actual level of Renewable energy used, measured in % of total electricity, with 2% per annum and to maintain the Customers' Satisfaction Score above 7.5. The conditions for the vesting of the long-term incentives are proposed to be linked to two ESG key performance indicator targets next to net asset value growth and total shareholders return. The two ESG KPIs are to maintain the GRESB rated Green Star and the Customers' Satisfaction Score above 7.5. In case of leaving the Company in the vesting period the</p>

Current text remuneration policy for the Board of Management

percentage increase of the dividend per share of the Company and the sum of these percentages will be added to the annual relative outperformance as per 31 December of the listed depositary receipts, representing ten shares each, in the capital of the Company compared to the aforesaid peer group of ten listed retail property companies. The resulting total percentage will be applied to the grossed up salary as defined under 1) above.

3. The basic formula will be subject to the condition that, at the end of the three year vesting period, the growth of each of the Company's net asset value per share and dividend per share must have risen at least 6% each over the three year vesting period. This implies that half of the Performance Shares are conditional upon the growth of the dividend per share of at least 6% over the three year vesting period and the other half of the Performance Shares are conditional upon the growth of the net asset value per share of at least 6% over the three year vesting period. In case of a lower growth rate, a proportionally lower percentage of the number of Performance Shares granted will vest. These growth conditions can be replaced by ESG (Environmental Social and Governance) targets of the Company, which targets should be achieved during the vesting period, to be determined at the discretion of the Supervisory Board.

4. The result of multiplying three times the director's or employee's base salary by the percentage arrived at under 2) above will be divided by the market price of a Performance Share (depositary receipt) at close of trading on the day of the grant, thus arriving at a number of Performance Shares to be granted. The calculation can be demonstrated by the following example:

Proposed changes

The number of Performance Shares to be granted will be calculated as follows:

1. The base salary of the director or employee will be multiplied by three and a percentage *resulting from the sum of the percentages listed below under point 2.:* -
2. (i) The percentage increase in the audited net asset value per share of the Company, , (ii) *the total shareholders return (limited by a floor at 3% and a cap as explained in the last paragraph of this section) for the financial year ending 31 December of the listed shares in the capital of the Company,* (iii) *the annual relative outperformance for the financial year ending per 31 December of the listed shares in the capital of the Company compared to the aforesaid peer group of ten listed retail property companies and (iv) a percentage of 4 if both ESG KPIs are achieved or a percentage of 2 if only one ESG KPI is achieved. The two ESG KPIs are to increase the actual level of Renewable energy used, measured in % of total electricity, with 2% per annum and to maintain the Customers' Satisfaction Score above 7.5.*
3. The basic formula will be subject to the condition that, at the end of the three year vesting period, *half of the granted Performance Shares will vest if two ESG KPIs for the group are achieved. The two ESG KPIs are to maintain the GRESB rated Green Star and the Customers' Satisfaction Score above 7.5. In case only one ESG KPI for the group is achieved, only a quarter of the granted Performance Shares will vest. The other half of the granted Performance Shares will vest if the growth of the Company's net asset value per share is at least 6% over the three year vesting period and the total shareholders return is at least 10% over the three year vesting period In*

Explanation

Performances will vest proportionally pro rata temporis.

Current text remuneration policy for the Board of Management

Proposed changes

Explanation

Annual Salary € 100,000
 X 3 € 300,000

Dividend Growth 2%
 Net Asset Growth 1%
 Relative outperformance 3%

Total Growth 6%
 X € 300,000 = € 18,000

Divided by share price
 - Say € 20 = 900 Performance Shares

Cap on number of Performance Shares to be granted
 The amount to be divided by the price of depositary receipts on the day of granting cannot exceed 50% of one year's base salary and the relative outperformance of total shareholders return can only produce such amount up to a maximum of 10% of one year's base salary, which implies that the relative outperformance up to a maximum of 3.33% will be taken into account to avoid extreme results. Also, if total shareholder return outperforms the peer group but is still negative in absolute terms, it cannot contribute to the granting of Performance Shares. Performance Shares are granted under the condition that the number of Performance Shares could be adjusted at the vesting date, if such number would be unfair due to extraordinary circumstances. Any Performance Shares granted to members of the Board of Management on the basis of incorrect financial or other data may be recovered by the Company from these members (claw back clause).

case one of these targets are not achieved only a quarter of these granted Performance Shares will vest. In case of a lower growth rate or a lower return, a proportionally lower percentage of the number of Performance Shares granted will vest.

4. The result of multiplying three times the director's or employee's base salary by the percentage arrived at under 2) above will be divided by the market price of a Performance Share at close of trading on the day of the grant, thus arriving at a number of Performance Shares to be granted. The calculation can be demonstrated by the following example:

Annual Salary € 100,000
 X 3 € 300,000

Net Asset Growth 1%
Total shareholders return 2%
 Relative outperformance 1%
One KPI achieved 2%

Total Growth 6%
 X € 300,000 = € 18,000

Divided by share price
 - Say € 20 = 900 Performance Shares

Cap on number of Performance Shares to be granted
 The amount to be divided by the price of the shares on the day of granting cannot exceed 50% of one year's base salary of staff and 80% of one year's base salary of members of the Board of Management and the relative outperformance of total shareholders return as well as the total shareholders return can only each produce such amount up to a maximum of

Current text remuneration policy for the Board of Management	Proposed changes	Explanation
	<p>10% of one year's base salary of staff, which implies that the relative outperformance up to a maximum of 3.33% will be taken into account to avoid extreme results. <i>These caps are 30% of one year's base salary, implying a maximum of 10%, for members of the Board of Management to avoid extreme results. Negative growths or results of the abovementioned parameters will not be taken into account when applying the aforesaid formula.</i> Performance Shares are granted under the condition that the number of Performance Shares could be adjusted at the vesting date, if such number would be unfair due to extraordinary circumstances. Any Performance Shares granted to members of the Board of Management on the basis of incorrect financial or other data may be recovered by the Company from these members (claw back clause).</p>	
<p>Additional pay programs The Supervisory Board is not authorised to grant additional pay programs.</p>	<p>Additional pay programs The Supervisory Board is not authorised to grant additional pay programs.</p>	
<p>Shareholding requirement Members of the Board of Management: 75% of gross base salary. In case this requirement is not met the members of the Board of Management will endeavour to build up the minimum requirement in the next three years.</p>	<p>Shareholding requirement Members of the Board of Management: 75% of gross base salary. In case this requirement is not met the members of the Board of Management will endeavour to build up the minimum requirement in the next three years.</p>	

Current text remuneration policy for the Board of Management

Proposed changes

Explanation

Pension and other benefits

The Company has a competitive package of benefits. Members of the Board of Management and (some) Group employees receive allowances and benefits in accordance with the general Group rules. These benefits include, in some cases, usage of a company car or a travel or housing allowance, health insurance and travel and accident insurance. Pension plans differ from country to country. All offices of the Company have their own pension plans or follow the local (state) pension practice. For The Netherlands, the pension scheme is based on a defined contribution plan. For the United Kingdom pensions are mostly based on defined benefits plans with capped pensionable salaries. Three members of the Board of Management have joined a pension scheme. This scheme is a defined contribution scheme for Mr Fraticelli and Mr van Garderen with current annual premiums being capped using a maximum pensionable salary of € 110,111 (applicable in 2020), which is now the compulsory maximum cap in The Netherlands (in previous years the maximum was € 170,000). The Company makes an annual gross-up compensation payment of 23.3% of the difference between the old and the new maximum pensionable salary. Mr Mills is a deferred member of the defined benefit scheme and receives an annual gross-up compensation payment of 40% of the UK earnings cap, as he opted out of the pension scheme

Pension and other benefits

The Company has a competitive package of benefits. Members of the Board of Management and (some) Group employees receive allowances and benefits in accordance with the general Group rules. These benefits include, in some cases, usage of a company car or a travel or housing allowance, health insurance and travel and accident insurance. Pension plans differ from country to country. All offices of the Company have their own pension plans or follow the local (state) pension practice. For The Netherlands *and Italy*, the pension scheme is based on a defined contribution plan. For the United Kingdom pensions are mostly based on defined benefits plans with capped pensionable salaries. Three members of the Board of Management have joined a pension scheme. This scheme is a defined contribution scheme for Mr van Garderen with current annual premiums being capped using a maximum pensionable salary of € 114,866 (applicable in 2022), which is now the compulsory maximum cap for 2022 in The Netherlands (in previous years the maximum was € 170,000). The Company makes an annual gross-up compensation payment of 32.2% of the difference between the old and the new maximum pensionable salary. Mr Mills is a deferred member of the defined benefit scheme and receives an annual gross-up compensation payment of 40% of the UK earnings cap, as he opted out of the pension scheme. *Mr Fraticelli's pension contributions follow the regulations foreseen by the legislation for Italian pension schemes.*

The updated applicable maximum pensionable salary and applicable gross-up percentage for compensation payment are included and the change for Mr Fraticelli to the Italian pension scheme.

e. The annual change of remuneration, of the performance of the company, and of average remuneration on a full-time equivalent basis of employees of the company other than directors over at least the five most recent financial years, presented together in a manner which permits comparison

The Dutch Corporate Governance Code (principle 3.4.1, item iv) recommends to provide an internal pay ratio.

Table 7

	2017	2018	2019	2020	2021
Annual change of Directors Remuneration					
Base salary R. Fraticelli (annualised)	N.A.	N.A.	508	482	508
Base salary E.J. van Garderen (annualised)	435	450	475	451	475
Base salary J.P. Lewis (annualised)	689	689	723	649	N.A.
Base salary J.P.C. Mills (annualised)	N.A.	N.A.	453	428	482
Variable cash bonus R. Fraticelli (annualised)	N.A.	N.A.	42	0	76
Variable cash bonus E.J. van Garderen (annualised)	281	305	40	0	71
Variable cash bonus J.P. Lewis (annualised)	430	465	60	0	N.A.
Variable cash bonus J.P.C. Mills (annualised)	N.A.	N.A.	37	0	71
Vested performance shares R. Fraticelli	N.A.	N.A.	46	153	0
Vested performance shares E.J. van Garderen	45	59	89	142	0
Vested performance shares J.P. Lewis	65	91	148	203	N.A.
Vested performance shares J.P.C. Mills	N.A.	N.A.	107	149	0
Pension contribution and compensation R. Fraticelli	N/A	N/A	62	96	117
Pension contribution and compensation E. J. van Garderen	57	50	53	41	67
Pension contribution and compensation J.P. Lewis	0	0	0	0	N.A.
Pension contribution and compensation J.P.C. Mills	N/A	N/A	48	76	79
Annual change of the performance of the company					
Net property income (in million Euro) €	163.0	171.8	178.6	164.6	163.2
change vs previous reported year in percent	4.9%	5.4%	3.9%	-7.8%	-0.9%
Total investment result (in million Euro) €	260.8	72.1	74.6	42.8	106.0
change vs previous reported year in percent	26%	-72%	3%	-43%	147.7%
Direct investment result per share	2.23	2.36	2.42	2.27	2.18
change vs previous reported year in percent	3.7%	5.8%	2.5%	-6.2%	-4.0%
Dividend per share	2.10	2.15	2.18	1.55	1.80
change vs previous reported year in percent	2.44%	2.38%	1.40%	-28.9%	16.1%
IFRS NAV per share	40.58	39.30	38.49	38.17	37.54
change vs previous reported year in percent	8.7%	-3.2%	-2.1%	-0.8%	-1.7%
Average remuneration on a full time equivalent basis of Directors					
Average monthly Base salary Directors	46.8	38.3	45.0	41.9	40.7
change vs previous reported year in euros	0	-8.5	6.7	-3.1	-1.2
change vs previous reported year in percent	0%	-18.2%	17.4%	-6.9%	-2.8%
Average remuneration on a full time equivalent basis of Employees					
Average monthly Base salary employees	8.1	8.0	8.1	7.9	7.8
change vs previous reported year in euros	-0.59	-0.12	0.14	-0.02	-0.02
change vs previous reported year in percent	-6.8%	-1.5%	1.7%	-0.3%	-0.3%
Pay ratio Directors/Employees					
Ratio Base salary Directors/Base Salary employees	5.78	4.80	5.54	5.29	5.17
change vs previous reported year	0.39	-0.98	0.74	-0.25	-0.12

f. Any remuneration from any subsidiary of Eurocommercial Properties N.V. or a company which Eurocommercial Properties N.V. consolidates.

Mr Fraticelli is employed by Eurocommercial Properties Italia S.r.l., which is an Italian subsidiary of Eurocommercial Properties N.V. and his remuneration is paid by this subsidiary during the financial year. Mr van Garderen received an amount of € 100,000 as part of his gross base salary from this subsidiary during the financial year.

g. The number of shares and share options granted or offered, and the main conditions for the exercise of the rights including the exercise price and date and any change thereof.

No performance shares were granted in 2021 under the Company's Performances Shares Plan or any other shares or share options were granted.

h. Information on the use of the possibility to reclaim variable remuneration.

No variable remuneration was reclaimed.

i. Information on any deviations from the decision-making process followed for the determination, review and implementation of the remuneration policy.

There were no deviations from the decision-making process followed for the determination, review and implementation of the remuneration policy.

j. Information on any derogations applied in accordance with article 2:135a paragraph 4 of the Dutch Civil Code including the explanation of the nature of the exceptional circumstances referred to in article 2:135a paragraph 5 of the Dutch Civil Code and the indication of the specific elements derogated from.

No derogations were applied.

k. Information as mentioned in article 2:383c, 2:383d and 2:383e of the Dutch Civil Code not already required on the basis of article 135b paragraph 3 of the Dutch Civil Code.

Article 2:383c of the Dutch Civil Code requires a specification of the remuneration for each Director into periodically paid remuneration, remuneration that has to be paid in future, payments upon termination of employment and profit-sharing and bonus payments.

The periodically paid remuneration and the profit-sharing and bonus payments have been specified in Table 1a and 1b above.

There were no payments upon termination of employment.

The provisions for remuneration that has to be paid in future is to be found in table 8 below.

Table 8

	CEO	CFO	CIO	Total
Balance as per 31 December 2020 (accrual for payment of bonuses)	0	0	0	0
Accrual of bonuses	71	76	71	218
Balance as per 31 December 2021 (accrual for payment of bonuses)	71	76	71	218
Cost for the period	71	76	71	218
Result 31 December 2021	71	76	71	218

Audit of information provided in this remuneration report

KPMG Accountants N.V., the statutory auditor of the Company as referred to in article 2:393 paragraph 1 of the Dutch Civil Code, has verified that the information required by article 2:135 b of the Dutch Civil Code has been provided in this remuneration report. Reference for this is made to the independent auditor's report on the financial statements of the Company for the financial reporting period ended 31 December 2021, dated 13 April 2022.

Amsterdam, 13 April 2022.

ANNEX V

Agenda item 12: Reappointment of the external auditor

The Board of Supervisory Directors independently assessed and extensively reviewed the performance of KPMG Accountants N.V., with seat in Amstelveen, as auditors to the Company. Based upon the work performed, the reports issued, the audit process and the discussions with the auditors, the Board of Supervisory Directors, upon the recommendation of the Audit Committee and the Board of Management, proposes to reappoint KPMG Accountants N.V. as external auditors of the Company for the financial year ending 31 December 2023.

KPMG Accountants N.V. has only rendered audit services and has not provided any tax, legal or other advice or services to the Company, with the exception of a course for the Italian team of the Company on general IFRS principles, a report on the derivatives of the Company's Belgian subsidiary, an auditor's statement regarding the dividends paid by the Company's French subsidiaries and a confirmation statement in respect of the dividend distribution of the Company which was, as before, required by the French Tax authorities, to maintain the SIIC tax status in France. The currently responsible partner with KPMG Accountants N.V. is Mr Winand Paulissen, one of the practice leaders for the real estate industry.

ANNEX VI

Agenda item 13: Authorisation to issue shares and/or grant rights to subscribe for shares and to limit or exclude pre-emptive rights

Additional information on the proposal to authorise the Board of Management, subject to approval of the Board of Supervisory Directors, to issue shares or grant rights to subscribe for shares up to a maximum of 10% of the issued share capital of the Company, and to limit or exclude pre-emptive rights in connection with such issuance or grant, for a period of 18 months (i.e. up to and including 13 December 2022).

Since the inception of the Company the General Meeting has annually granted the authority to issue shares and/or grant rights to subscribe for shares to the meeting of holders of priority shares for a period of three years and for a number of shares being the balance between the authorised share capital and the issued share capital.

Since an amendment of the Articles of Association per 7 November 2018, this authority has been granted to the Board of Management. This has enabled the Company to act swiftly with regard to capital market transactions and these powers have been used in the past to strengthen the shareholders' equity by various share issues.

For the avoidance of doubt the Board of Management is authorised pursuant to the Articles of Association of the Company to sell and transfer repurchased shares and such sale and transfer does not decrease the headroom available under this authorisation for an issuance of (or granting of a right to subscribe for) shares.

The Company has issued shares eight times in its history, most recently in May 2015, to raise capital for acquisitions and extension projects. Since its introduction in 1995, the number of shares issued per annum in the past fifteen years has never exceeded 10% of the Company's issued share capital (including the stock dividend, which has ranged between 0.3% and 2.3% of the issued share capital per annum and the mandatory scrip dividend of 2021, which was 5.6% of the issued share capital).

All Dutch peers of the Company have similar structures often with corporate bodies, but other bodies than the shareholders' meeting, having the ongoing power to issue shares and/or grant rights to subscribe for shares. It is believed to be important that the Company has a flexible structure to raise capital, but equally it is important that shareholders consider every year whether they wish to continue to grant the designation.

It is proposed (i) to limit the designation period to a period of 18 months in accordance with current corporate governance practices (i.e. up to and including 13 December 2023), instead of the allowed statutory period of five years; and (ii) to limit the number of shares and/or rights to subscribe for shares to only 10% of the issued share capital of the Company as at the date of the Board of Management's resolution, in accordance with this authorisation, to issue shares, grant rights to subscribe for shares or to limit or exclude pre-emptive rights, as the case may be, which limit is in line with the latest international practise.

If this authorisation is approved by the General Meeting, the existing authorisation for 10% as granted per 8 June 2021 will cease to apply.

ANNEX VII

Agenda item 14: Authorisation to repurchase shares

Additional information on the proposal to authorise the Board of Management to, on behalf of the Company, repurchase shares in the capital of the Company.

Since the inception of the Company, shareholders annually authorised the Board of Management to repurchase shares within the limits set out by the Dutch Civil Code.

In November and December 2006 the Company, for the first time since its inception, bought back the same number of shares which had been issued as stock dividend. In November and December 2007, May and June 2008, in June, July and August 2014 as well as in June and July 2019, the Company bought back shares.

The Board of Supervisory Directors and the Board of Management believe that this tool should be available to the Company as it is a tool regularly used by listed companies. The authority to buy back is also an important tool with a view to the conditionally granted and to be granted Performance Shares to staff, which Performance Shares will vest in due course. The Company may use this tool to comply with its obligation to transfer these Performance Shares to staff.

Furthermore, all Dutch peers of the Company have corporate structures where this power is or can be delegated to management in order to offer a very flexible capital structure to real estate companies. The Dutch Civil Code offers the possibility to repurchase up to a maximum of 50% of the issued share capital and provides for a maximum term of such authorisation of 18 months. The Articles of Association of the Company also limit the number of shares to be repurchased to 50% of the issued share capital. The Company believes it is important that it has a flexible structure to in effect reduce capital, but equally it is important that shareholders consider every year whether they wish to continue to grant the authorisation. The Board of Management wishes to ask the authorisation for only 10% of the issued share capital, although having regard to the law and the Articles of Association a higher percentage up to 50% would be allowed. The Board of Management believes that 10% provides sufficient room in case of a buy back.

Therefore, it is proposed to authorise the Board of Management to repurchase (on a stock exchange or otherwise) shares in the capital of the Company for a period of 18 months (i.e. until and including 13 December 2023), 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, for a price being equal to or ranging between the nominal value and the higher of the prevailing net assets value or the prevailing stock market price.

If this authorisation is approved by the General Meeting, the existing authorisation as granted per 8 June 2021 will cease to apply.