

AGENDA

The Thirty Second Annual General Meeting of Shareholders ("**General Meeting**") of Eurocommercial Properties N.V. (the "**Company**") will be held at De Koninklijke Industrieele Groote Club (Groote Zaal), Dam 27 (1012 JS), Amsterdam, The Netherlands, on Tuesday 11 June 2024 at 13.30 pm (CET) (the "**AGM**").

The business of the AGM will be as follows:

- 1. Opening**
- 2. Report of the Board of Management (no voting item)**
Presentation of the Report of the Board of Management for the financial year ended 31 December 2023.
- 3. Implementation Dutch Corporate Governance Code 2022 (no voting item)**
Presentation of the Company's corporate governance structure as further outlined in the Report of the Board of Management for the financial year ended 31 December 2023, and of the Company's implementation and compliance with the Dutch Corporate Governance Code 2022, which entered into effect per 1 January 2023.
- 4. Financial Statements (voting item)**
Proposal to adopt the financial statements of the Company for the financial year ended 31 December 2023, which includes the allocation of results.
- 5. Declaration of dividend (voting item)**
The Board of Supervisory Directors and the Board of Management propose to declare a total dividend over the financial year ended 31 December 2023 of €1.70. On 30 January 2024 an interim cash dividend of €0.64 per share was paid (representing 40% of the total cash dividend distributed in the financial year 2023, in line with the Company's dividend policy), leaving a final cash dividend of €1.06 per share to be paid on Friday 5 July 2024.

It is also proposed that, subject to its fiscal and other limitations, the Company will offer shareholders the option of taking new shares charged to the Company's share premium reserve, instead of receiving a final cash dividend of € 1.06 per share. The issue price of the new shares will be published on Friday 7 June 2024.

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

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

- 6. Discharge of the members of the Board of Management (voting item)**
Proposal to discharge the members of the Board of Management in office in the financial year ended 31 December 2023 from all liability in relation to the exercise of their duties in said financial reporting period.

- 7. Discharge of the members of the Board of Supervisory Directors (voting item)**
Proposal to discharge the members of the Board of Supervisory Directors in office in the financial year ended 31 December 2023 from all liability in relation to the exercise of their duties in said financial reporting period.
- 8. Reappointment of Mr. E.J. van Garderen as member of the Board of Management (voting item)**
The Board of Supervisory Directors proposes, by way of a binding nomination, to reappoint Mr E.J. van Garderen as member of the Board of Management. Mr E.J. van Garderen, of Dutch nationality, retiring by rotation and being eligible, offers himself for re-election effective 11 June 2024 for a period of four years, ending immediately after the Annual General Meeting that will be held in the year his reappointment lapses (see also Annex II hereto).
- 9. Remuneration Report (advisory voting item)**
The Board of Supervisory Directors has drawn up the Company's Remuneration Report for the financial year ended 31 December 2023. This Remuneration Report is submitted to this AGM for a non-binding advisory vote in accordance with section 2:135b subsection 2 of the Dutch Civil Code. The Remuneration Report is attached hereto as Annex III.
- 10. Determination of the remuneration of the Board of Management (voting item)**
The Board of Supervisory Directors proposes to the General Meeting to determine the remuneration of the members of the Board of Management as set out in Annex III.
- 11. Determination of the remuneration of the Board of Supervisory Directors (voting item)**
The Board of Supervisory Directors proposes to the General Meeting to determine the remuneration of the members of the Board of Supervisory Directors as set out in Annex III.
- 12. Reappointment of the external auditor for 2025 (voting item)**
Proposal to reappoint KPMG Accountants N.V., as external auditor of the Company for the financial year ending 31 December 2025. See Annex IV attached hereto.
- 13. Appointment of the external auditor for 2026 (voting item)**
Proposal to appoint EY Accountants LLP, as external auditor of the Company for the financial year ending 31 December 2026. See Annex V attached hereto.
- 14. Authorisation to issue shares and/or grant rights to subscribe for shares, and to limit or exclude pre-emptive rights (voting item)**
In accordance with sections 2:96 and 2:96a of the Dutch Civil Code, it is proposed to authorise the Board of Management to issue shares and/or grant rights to subscribe for shares and to limit or exclude pre-emptive rights in connection therewith, subject to approval of the Board of Supervisory Directors. In accordance with the current corporate governance practices, the proposed authorisation to issue shares, grant rights to subscribe for shares or to limit or exclude pre-emptive rights, as the case may be, is limited to a period of 18 months (i.e. until and including 11 December 2025) and to a maximum of 10% of the issued share capital of the Company as at the date of the Board of Management's resolution. If this authorisation is approved by the General Meeting, the existing authorisation as granted per 13 June 2023 will cease to apply. Further background information is set out in Annex VI attached hereto.

15. Authorisation to repurchase shares (voting item)

In accordance with section 2:98 of the Dutch Civil Code, it is proposed to authorise the Board of Management to, on behalf of the Company, repurchase (on a stock exchange or otherwise) shares, up to a maximum of 10% of the issued share capital of the Company as at the date of the Board of Management's resolution to repurchase shares and for a price being equal to or ranging between the nominal value and the higher of the prevailing net asset value or the prevailing stock market price. The authorisation is to be granted for a period of 18 months (i.e. until and including 11 December 2025). If this authorisation is approved by the General Meeting, the existing authorisation as granted per 13 June 2023 will cease to apply. Further background information is set out in Annex VII attached hereto.

16. Any other business

17. Closing

Amsterdam, 17 April 2024